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6
7 **IN THE SUPREME COURT OF THE STATE OF NEVADA**

8 DENNIS KOGOD,
9

Case No. 71147

10 Appellant,

11 vs.

12 GABRIELLE CIOFFI-KOGOD,
13

Respondent.
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15 **APPEAL FROM THE EIGHTH JUDICIAL DISTRICT COURT**
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19 **APPELLANT'S APPENDIX**
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Plaintiff's Exhibit 135- Gabrielle's Discover Card X5161 dated March 11, 2016	32	6030-6033
Plaintiff's Exhibit 136- Gabrielle's Kohl's Card X2557 Dated January 7, 2016	32	6034-6036
Plaintiff's Exhibit 137- Gabrielle's Kohl Statement X2557 dated February 5, 2016	32	6037-6039
Plaintiff's Exhibit 138- Gabrielle's American Express Statement X9677 dated February 12, 2016	32	6040-6042
Plaintiff's Exhibit 139- Gabrielle's Nordstrom X992 dated February 11, 2016	32	6043-6048
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Plaintiff's Exhibit 142- Bank of America Merrill Lynch X6446 Statement Dated February 29, 2016	32	6059-6066
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Reply to Counterclaim for Divorce filed on December 5, 2014	1	25-27
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Reply in Support of Motion for an Order to Cause to Hold Gabrielle Cioffi-Kogod in Contempt for Failure to Comply with the Discovery Commissioner's Recommendation Regarding Service of Jennifer Crute Steiner and for Attorney's Fees and Costs; and Opposition to Countermotion for sanctions and Attorney's Fees filed on October 12, 2015

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336-345

Reply in Support of Defendant's Motion to Compel Discovery and for Attorney's Fees and Costs, and Opposition to Plaintiff's Countermotion for Protective Order filed on January 13, 2016

3

583-586

Reply to Plaintiff's Motion to Compel Discovery, for Sanctions, Attorney's Fees and Costs and Opposition to Countermotion for Sanctions, Attorney's Fees and Costs filed on July 13, 2016

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8154-8192

Reply in Support of Motion to Stay Enforcement of Decree of Divorce and For Other Related Relief; and Opposition to Countermotion for Attorney's fees filed on October 14, 2016

46

9175-9180

Reply to Opposition to Motion for Attorney's Fees and Costs filed on October 17, 2016

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Stipulation and Order filed on August 10, 2015

1

201-204

Stipulation and Order filed on December 15, 2015

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405-406

Summons filed on May 15, 2014

1

17-18

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7708-7720

Supplement to Plaintiff's Motion for Attorney's Fees and Costs filed on September 21, 2016

46

8945-9027

Transcript Re: All Pending Motions (Hearing on June 26, 2015) filed on July 9, 2015

1

179-200

Transcript Re: Motion to Stay (Hearing on Wednesday September 21, 2016) filed on December 29, 2016

2

275-286

Transcript Re: All Pending Motions (Hearing on Wednesday October 14, 2015) filed on December 29, 2016

2

346-393

Transcript Re: All Pending Motions (Hearing on Friday January 15, 2016) filed on December 29, 2016

3

587-646

Transcript Re: All Pending Motions (Hearing on Wednesday, February 17, 2016) filed on December 29, 2016

4

739-779

Transcript Re: Non-Jury Trial (Tuesday, February 23, 2016) filed on April 28, 2016

5

861-1037

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Transcript Re: Non-Jury Trial Vol. II (Thursday, February 25, 2016) filed on April 28, 2016	8	1400-1592
Transcript Re: Non-Jury Trial Vol. I (Friday, February 26, 2016) filed on April 28, 2016	9	1593-1766
Transcript Re: Non-Jury Trial Vol. II (Friday, February 26, 2016) filed on April 28, 2016	10	1767- 1875
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Transcript Re: Hearing (Hearing on Wednesday May 4, 2016) Filed on December 29, 2016	41	7809-7979
Transcript Re: All Pending Motions (Hearing on Wednesday July 13, 2016) Filed on December 29, 2016	42	8193-8241
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DEF 14A 1 ddef14a.htm DEFINITIVE PROXY STATEMENT

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934**



Filed by the registrant ☒ x

Filed by a party other than the registrant ☐ "

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission
Only (as permitted by Rule 14a-6(e)(2))

☒ x Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material pursuant to § 240.14a-12

DaVita Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

☒ x No fee required

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined.):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials:

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule, or registration statement no.:

(3) Filing party:

(4) Date filed:

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

June 6, 2011

TO OUR STOCKHOLDERS:

We will hold our 2011 annual meeting of the stockholders of DaVita Inc., a Delaware corporation, on Monday, June 6, 2011 at 9:30 a.m., Mountain Time, at DaVita Inc., 1627 Cole Boulevard, Lakewood, Colorado 80401, for the following purposes, which are further described in the accompanying Proxy Statement:

- (1) To vote upon the election of the ten directors identified in the attached Proxy Statement to the Board of Directors to serve for a term of one year or until their successors are duly elected and qualified;
- (2) To approve the DaVita Inc. 2011 Incentive Award Plan;
- (3) To ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2011;
- (4) To hold an advisory vote on executive compensation;
- (5) To hold an advisory vote on the frequency with which future advisory votes on executive compensation should be held;
- (6) To consider a stockholder proposal, if properly presented at the annual meeting; and
- (7) To transact such other business as may properly come before the annual meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on April 15, 2011 as the record date for the determination of stockholders entitled to vote at the annual meeting or any meetings held upon adjournment of the annual meeting. Only holders of record of our common stock at the close of business on that day will be entitled to vote.

In accordance with rules and regulations adopted by the Securities and Exchange Commission, we are providing access to our proxy materials over the Internet. Accordingly, we will mail, on or about April 27, 2011, a Notice of Internet Availability of Proxy Materials to our stockholders of record and beneficial owners at the close of business on April 15, 2011. On the date of mailing of the Notice of Internet Availability of Proxy Materials, all stockholders of record and beneficial owners will have the ability to access the proxy materials on a website referred to in the Notice of Internet Availability of Proxy Materials. These proxy materials will be available free of charge.

The Notice of Internet Availability of Proxy Materials will also identify the date, time and location of the annual meeting; the matters to be acted upon at the annual meeting and the Board of Directors' recommendation with regard to each matter; a toll-free telephone number, an e-mail address, and a website where stockholders can request a paper or e-mail copy of the Proxy Statement, our Annual Report to Stockholders and a form of proxy relating to the annual meeting; information on how to access the form of proxy over the Internet and how to vote over the Internet; and information on how to obtain directions to attend the annual meeting and vote in person.

We invite you to attend the annual meeting and vote in person. If you cannot attend, to ensure that you are represented at the annual meeting, please vote, at your earliest convenience, by telephone or Internet, or request a proxy card to complete, sign and date and return by mail. If you attend the annual meeting, you may vote in person, even if you previously used the telephone or Internet voting systems, or mailed your completed proxy card.

Please note that all votes cast via telephone or the Internet must be cast prior to 11:59 p.m., Eastern Time, on Sunday, June 5, 2011.

By order of the Board of Directors,



Kim M. Rivera
Vice President, General Counsel and
Secretary

April 27, 2011

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PROXY STATEMENT

GENERAL INFORMATION

We are delivering this Proxy Statement in connection with the solicitation of proxies by the Board of Directors, for use at our 2011 annual meeting of stockholders, which we will hold on Monday, June 6, 2011 at 9:30 a.m., Mountain Time, at DaVita Inc., 1627 Cole Boulevard, Lakewood, Colorado 80401. The proxies will remain valid for use at any meetings held upon adjournment of that meeting. The record date for the annual meeting is the close of business on April 15, 2011. All holders of record of our common stock on the record date are entitled to notice of the annual meeting and to vote at the annual meeting and any meetings held upon adjournment of that meeting. Our principal executive offices are located at 1551 Wewatta Street, 6th Floor, Denver, Colorado, 80202, and our telephone number is (303) 405-2100. This Proxy Statement is being initially distributed to stockholders on or about April 27, 2011. To obtain directions to our annual meeting, visit our website, located at <http://www.davita.com>.

In accordance with rules and regulations adopted by the Securities and Exchange Commission (the "SEC"), instead of mailing a printed copy of our proxy materials to each stockholder of record or beneficial owner, we are furnishing the proxy materials to our stockholders over the Internet, which include this Proxy Statement and the accompanying Notice of Meeting, Proxy Card, and Annual Report to Stockholders. Because you received a Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy materials, unless you have previously made a permanent election to receive these materials in paper copy. Instead, the Notice of Internet Availability of Proxy Materials instructs you as to how you may access and review all of the important information contained in the proxy materials, and how you may submit your vote by proxy on the Internet. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

The Notice of Internet Availability of Proxy Materials was first mailed on or about April 27, 2011 to all stockholders of record as of April 15, 2011.

Whether or not you plan to attend the annual meeting in person, please vote by telephone, Internet, or request a Proxy Card to complete, sign, date and return by mail to ensure that your shares will be voted at the annual meeting. You may revoke your proxy at any time prior to its use by filing with our secretary an instrument revoking it or a duly executed proxy bearing a later date or by attending the annual meeting and voting in person.

If you plan to attend the annual meeting in person, please so indicate when you submit your proxy by mail, by telephone or via the Internet and bring with you the items that are required pursuant to DaVita's admission process for the 2011 Annual Meeting. A description of the admission process can be found below in this Proxy Statement under the heading "General Information—Admission to Annual Meeting."

Unless you instruct otherwise in the proxy, any proxy that is given and not revoked will be voted at the annual meeting:

- For each nominee to the Board of Directors identified in this Proxy Statement;
- For the approval of the DaVita Inc. 2011 Incentive Award Plan;

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- For the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2011;
- For the approval, on an advisory basis, of the compensation of our named executive officers;
- For the approval, on an advisory basis, of holding future advisory votes on executive compensation every year;
- Against the stockholder proposal regarding stockholder action by written consent; and
- As determined by the proxyholders named in the Proxy Card in their discretion, with regard to all other matters as may properly come before the annual meeting or any adjournment thereof.

Voting Information

Our only voting securities are the outstanding shares of our common stock. At the record date, we had approximately 95,871,454 shares of common stock outstanding. Each stockholder is entitled to one vote per share on each matter that we will consider at this meeting. Stockholders are not entitled to cumulate votes. Brokers holding shares of record for their customers generally are not entitled to vote on some matters unless their customers give them specific voting instructions. If the broker does not receive specific instructions, the broker will note this on the proxy form or otherwise advise us that it lacks voting authority. Recent regulatory changes were made to take away the ability of your bank, broker, or other nominee to vote your uninstructed shares in the election of directors on a discretionary basis. Thus, if you hold your shares in "street name," meaning that your shares are registered in the name of your broker, bank or other nominee, and you do not instruct your bank, broker, or other nominee how to vote in the election of directors, the approval of the DaVita Inc. 2011 Incentive Award Plan, the proposals regarding the advisory vote on executive compensation and the frequency with which an advisory vote on executive compensation should be held or the stockholder proposal regarding stockholder action by written consent, no votes will be cast on your behalf. The votes that the brokers would have cast if their customers had given them specific instructions are commonly called "broker non-votes." If the stockholders of record present in person or represented by their proxies at the annual meeting hold at least a majority of our shares of common stock outstanding as of the record date, a quorum will exist for the transaction of business at the annual meeting. Stockholders attending the annual meeting in person or represented by proxy at the annual meeting who abstain from voting and broker non-votes are counted as present for quorum purposes.

Votes Required for Proposals

Directors are elected by a majority of votes cast, which means that the number of shares voted "for" each of the ten nominees for election to the Board of Directors must exceed 50% of the number of votes cast with respect to each nominee's election. Abstentions and broker non-votes will not be counted as votes cast and therefore, will have no effect on the election of directors. In the event that the number of nominees exceeds the number of directors to be elected, which is a situation that we do not anticipate, directors will be elected by a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors.

The approval of the DaVita Inc. 2011 Incentive Award Plan, the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2011, the approval of the proposal regarding the advisory vote on executive compensation and the approval of the stockholder proposal each requires the affirmative vote of a majority of the shares of common stock present at the annual meeting, in person or by proxy and entitled to vote thereon. Because your vote on executive compensation is advisory, it will not be binding on the company or the Board of Directors. However, the Board of Directors and the Compensation Committee will consider the voting results as appropriate when making future decisions regarding executive compensation. Abstentions are considered present and entitled to vote with respect to these proposals and will, therefore, be treated as votes against these proposals. Broker non-votes with respect to these proposals will not be considered as present and entitled to vote on these proposals, which will therefore reduce the number of affirmative votes needed to approve these proposals.

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The affirmative vote of at least a majority of the shares of common stock present at the annual meeting, in person or by proxy and entitled to vote thereon is required to approve, on an advisory basis, the frequency of the say-on-pay advisory vote every three years, two years or one year. If none of the frequency alternatives receives a majority vote, the frequency of the advisory vote on executive compensation receiving the greatest number of votes—every three years, every two years or every one year—will be considered the frequency that has been selected by the stockholders. However, the company will hold a similar vote no less frequently than once every six years. Because your vote is advisory, it will not be binding on the company or the Board of Directors. However, the Board of Directors and the Compensation Committee will consider the voting results as appropriate when adopting a policy on the frequency of future advisory votes on executive compensation. Abstentions and broker non-votes will not be counted as votes cast and therefore, will have no effect on such proposal.

Proxy Solicitation Costs

We will pay for the cost of preparing, assembling, printing and mailing of the Notice of Internet Availability of Proxy Materials, this Proxy Statement and the accompanying Notice of Meeting, Proxy Card, and Annual Report to Stockholders, to our stockholders, as well as the cost of soliciting proxies relating to the annual meeting. We may request banks and brokers to solicit their customers who beneficially own our common stock listed of record in names of nominees. We will reimburse these banks and brokers for their reasonable out-of-pocket expenses regarding these solicitations. We have also retained Georgeson Inc. ("Georgeson") to assist in the distribution and solicitation of proxies and to verify records related to the solicitation at a fee of \$8,500 plus reimbursement for all reasonable out-of-pocket expenses incurred during the solicitation. Georgeson and our officers, directors and employees may supplement the original solicitation by mail of proxies, by telephone, facsimile, e-mail and personal solicitation. We will pay no additional compensation to our officers, directors and employees for these activities. We agreed to indemnify Georgeson against liabilities and expenses arising in connection with the proxy solicitation unless caused by Georgeson's negligence or intentional misconduct.

Delivery of Proxy Statement and Annual Report

Beneficial owners, but not record holders, of our common stock who share a single address may receive only one copy of the Notice of Internet Availability of Proxy Materials and, as applicable, an Annual Report to Stockholders and Proxy Statement, unless their broker has received contrary instructions from any beneficial owner at that address. This practice, known as "householding," is designed to reduce printing and mailing costs. If any beneficial owner at such an address wishes to discontinue householding and receive a separate copy of the Notice of Internet Availability of Proxy Materials and, if applicable, an Annual Report to Stockholders and Proxy Statement, they should notify their broker. Beneficial owners sharing an address to which a single copy of the Notice of Internet Availability of Proxy Materials and, if applicable, an Annual Report to Stockholders and Proxy Statement was delivered can also request prompt delivery of a separate copy of the Notice of Internet Availability of Proxy Materials and, if applicable, an Annual Report to Stockholders and Proxy Statement by contacting Investor Relations at the following address: Attn: Investor Relations, DaVita Inc., 1551 Wewatta Street, Denver, Colorado 80202, (888) 484-7505.

Admission to Annual Meeting

Admission to the annual meeting will be limited to stockholders of DaVita, family members accompanying stockholders of DaVita, persons holding executed proxies from stockholders who held DaVita stock as of the close of business on April 15, 2011 and such other persons as the chair of the annual meeting shall determine.

If you are a stockholder of DaVita, you must bring certain documents with you in order to be admitted to the annual meeting and in order to bring family members with you. The purpose of this requirement is to help us verify that you are actually a stockholder of DaVita. Please read the following procedures carefully, because they

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specify the documents that you must bring with you to the annual meeting in order to be admitted. The items that you must bring with you differ depending upon whether or not you were a record holder of DaVita stock as of the close of business on April 15, 2011. A "record holder" of stock is someone whose shares of stock are registered in his or her name in the records of DaVita's transfer agent. Many stockholders are not record holders because their shares of stock are held in "street name," meaning that the shares are registered in the name of their broker, bank or other nominee, and the broker, bank or other nominee is the record holder instead. If you are unsure as to whether you were a record holder of DaVita common stock as of the close of business on April 15, 2011, please call DaVita's transfer agent, BNY Mellon Shareowner Services at (877) 889-2012.

If you were a record holder of DaVita common stock as of the close of business on April 15, 2011, then you must bring:

- valid personal photo identification (such as a driver's license or passport).

At the annual meeting, we will check your name for verification purposes against our list of record holders as of the close of business on April 15, 2011.

If a broker, bank or other nominee was the record holder of your shares of DaVita common stock as of the close of business on April 15, 2011, then you must bring:

- valid personal photo identification (such as a driver's license or passport); and
- proof that you owned shares of DaVita common stock as of the close of business on April 15, 2011.

Examples of proof of ownership include the following: (i) an original or a copy of the voting instruction from your bank or broker with your name on it, (ii) a letter from your bank or broker stating that you owned DaVita common stock as of the close of business on April 15, 2011, or (iii) a brokerage account statement indicating that you owned DaVita common stock as of the close of business on April 15, 2011.

If you acquired your shares of DaVita common stock at any time after the close of business on April 15, 2011, you do not have the right to vote at the Annual Meeting, but you may attend it if you bring:

- valid personal photo identification (such as a driver's license or passport); and
- proof that you own shares of DaVita common stock.

Examples of proof of ownership include the following:

- if a broker, bank or other nominee is the record holder of your shares of DaVita common stock: (i) a letter from your bank or broker stating that you acquired DaVita common stock after April 15, 2011, or (ii) a brokerage account statement as of a date after April 15, 2011 indicating that you own DaVita common stock; or
- if you are the record holder of your shares of DaVita common stock, a copy of your stock certificate or a confirmation acceptable to DaVita that you bought the stock after April 15, 2011.

If you are a proxy holder for a stockholder of DaVita who owned shares of DaVita common stock as of the close of business on April 15, 2011, then you must bring:

- the executed proxy naming you as the proxy holder, signed by a stockholder of DaVita who owned shares of DaVita common stock as of the close of business on April 15, 2011;
- valid personal photo identification (such as a driver's license or passport); and
- if the stockholder whose proxy you hold was not a record holder of DaVita common stock as of the close of business on April 15, 2011, proof of the stockholder's ownership of shares of DaVita common stock as of the close of business on April 15, 2011, in the form of (i) an original or a copy

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of the voting instruction form from the stockholder's bank or broker with the stockholder's name on it, or (ii) a letter or statement from a bank, broker or other nominee indicating that the stockholder owned DaVita common stock as of the close of business on April 15, 2011.

No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted at the annual meeting. Shares may be voted in person at the annual meeting only by (a) the record holder as of the close of business on April 15, 2011 or (b) a person holding a valid proxy executed by such record holder.

Electronic Availability of Proxy Materials for 2011 Annual Meeting

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on June 6, 2011. This Proxy Statement and the Annual Report to Stockholders and Form 10-K for fiscal year 2010 are available electronically at www.proxyvote.com.

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**PROPOSAL NO. 1
ELECTION OF DIRECTORS**

At the annual meeting, you will elect ten directors to serve until the 2012 annual meeting of stockholders or until their respective successors are elected and qualified. Our bylaws require that each director be elected by the majority of votes cast with respect to such director in uncontested elections. In a contested election, where the number of nominees for director exceeds the number of directors to be elected, directors are elected by a plurality of shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. If a nominee for director who was in office prior to the election is not elected by a majority of votes cast, the director must promptly tender his or her resignation from the Board of Directors, and the Nominating and Governance Committee of the Board of Directors will make a recommendation to the Board of Directors about whether to accept or reject the resignation, or whether to take other action. The Board of Directors, excluding the director in question, will act on the recommendation of the Nominating and Governance Committee and publicly disclose its decision and its rationale within 90 days from the date the election results are certified. If a nominee for director who was not already serving as a director does not receive a majority of votes cast at the annual meeting, the nominee is not elected to the Board of Directors. All 2011 nominees are currently serving on the Board of Directors.

Nine of the ten nominees for director have been determined to be independent under the listing standards of the New York Stock Exchange ("NYSE"). Please see the section titled "Corporate Governance—Director Independence" below for more information. The Nominating and Governance Committee has recommended, and the Board of Directors has nominated, Pamela M. Arway, Charles G. Berg, Willard W. Brittain, Jr., Carol Anthony ("John") Davidson, Paul J. Diaz, Peter T. Grauer, John M. Nehra, William L. Roper, Kent J. Thiry and Roger J. Valine for election as directors. Each nominee has consented to being named in this Proxy Statement as a nominee and has agreed to serve as a director if elected.

Unless the proxy indicates otherwise, the persons named as proxies in the accompanying proxy have advised us that at the meeting they intend to vote the shares covered by the proxies for the election of the nominees named above. If one or more of the nominees are unable or not willing to serve, the persons named as proxies may vote for the election of the substitute nominees that the Board of Directors may propose. The accompanying proxy contains a discretionary grant of authority with respect to this matter. The persons named as proxies may not vote for a greater number of persons than the number of nominees named above.

No arrangement or understanding exists between any nominee and any other person or persons pursuant to which any nominee was or is to be selected as a director or nominee. None of the nominees has any family relationship with any other nominee or with any of our executive officers.

The Board of Directors recommends a vote FOR the election of each of the named nominees as directors.

Information Concerning Members of the Board of Directors Standing for Reelection

Name	Age	Position
Pamela M. Arway	57	Director
Charles G. Berg	53	Director
Willard W. Brittain, Jr.	63	Director
Carol Anthony ("John") Davidson	55	Director
Paul J. Diaz	49	Director
Peter T. Grauer	65	Lead Independent Director
John M. Nehra	62	Director
William L. Roper	62	Director
Kent J. Thiry	55	Chairman of the Board and Chief Executive Officer
Roger J. Valine	62	Director
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Pamela M. Arway has been one of our directors since May 2009. From 2005 to 2007, Ms. Arway served as the president of American Express International, Japan, Asia-Pacific, Australia region, a global payment services and travel company. Ms. Arway joined the American Express Company in 1987 after which she served in various capacities, including as chief executive officer of American Express Australia Limited from 2004 to 2005 and as executive vice president of Corporate Travel, North America from 2000 to 2004. Prior to her retirement in October 2008, she also served as advisor to the American Express Company's chairman and chief executive officer. Ms. Arway is an experienced business leader, with extensive management experience.

Charles G. Berg has been one of our directors since March 2007. Mr. Berg served as executive chairman and as a member of the board of directors of WellCare Health Plans, Inc. ("WellCare"), a provider of managed care services for government-sponsored healthcare programs from January 2008 to December 2010. Mr. Berg became non-executive chairman of the board of directors of WellCare in January 2011. From January 2007 to April 2009, Mr. Berg was a senior advisor to Welsh, Carson, Anderson & Stowe, a private equity firm. From April 1998 to July 2004, Mr. Berg held various executive positions with Oxford Health Plans, Inc. ("Oxford") which included chief executive officer from November 2002 to July 2004 when Oxford was acquired by UnitedHealth Group, president and chief operating officer from March 2001 to November 2002 and executive vice president, medical delivery from April 1998 to March 2001. From July 2004 to September 2006, Mr. Berg served as an executive of UnitedHealth Group and was primarily responsible for integrating the Oxford business. Mr. Berg is an experienced business leader with significant experience in the healthcare industry and brings an understanding of the operational, financial and regulatory aspects of our industry and business.

Willard W. Brittain, Jr. has been one of our directors since March 2007. Mr. Brittain has served as chairman and chief executive officer of Preod Corporation, an executive search and business advisory company, since March 2003. From September 2000 to October 2002, Mr. Brittain served as chief operating officer of PwC Consulting and from July 1995 to September 2000, Mr. Brittain served as chief operating officer of PricewaterhouseCoopers LLP. Mr. Brittain was with PricewaterhouseCoopers LLP for 28 years before his retirement. Mr. Brittain serves on the boards of Convergys Corporation, Tutor Perini Corporation and Host Hotels & Resorts, Inc. and previously served on the board of Analysts International Corporation. Mr. Brittain is an experienced business leader and brings significant financial and operations expertise as well as strategic insight.

Carol Anthony ("John") Davidson has been one of our directors since December 2010. Mr. Davidson has been senior vice president, controller and chief accounting officer of Tyco International Ltd. ("Tyco"), a provider of diversified industrial products and services, since January 2004. Prior to joining Tyco in January 2004, he spent six years at Dell Inc., a computer and technology services company, where he held various leadership roles, including vice president, audit, risk and compliance, and vice president, corporate controller. In addition, he previously spent 16 years at Eastman Kodak Company, a provider of imaging technology products and services, in a variety of accounting and financial leadership roles. Mr. Davidson is a CPA with more than 30 years of leadership experience across multiple industries. Mr. Davidson is a member of the Board of Trustees of the Financial Accounting Foundation which oversees financial accounting and reporting standards setting processes for the United States, including oversight of the Financial Accounting Standards Board (FASB). Mr. Davidson brings a strong track record of building and leading global teams and implementing governance and controls processes.

Paul J. Diaz has been one of our directors since July 2007. Mr. Diaz has been the president and chief executive officer of Kindred Healthcare, Inc. ("Kindred"), a provider of long-term healthcare services in the United States, since January 2004. Mr. Diaz joined Kindred in January 2002 as president and chief operating officer. Prior to joining Kindred, Mr. Diaz was the managing member of Falcon Capital Partners, LLC, a private investment and consulting firm, and from 1996 to July 1998, Mr. Diaz served in various executive capacities with Mariner Health Group, Inc., including as executive vice president and chief operating officer. Mr. Diaz serves on the board of Kindred and the board of visitors of Georgetown University Law Center and previously served on the board of PharMerica Corporation. Mr. Diaz is an experienced business leader with significant experience in the healthcare industry and brings an understanding of the operational, financial and regulatory aspects of our industry and business.

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Peter T. Grauer has been one of our directors since August 1994 and our lead independent director since 2003. Mr. Grauer has been chairman of the board of Bloomberg, Inc. since April 2001, and its chief executive officer and treasurer since March 2002. From November 2000 until March 2002, Mr. Grauer was a managing director of Credit Suisse First Boston. From September 1992 until November 2000, upon the merger of Donaldson, Lufkin & Jenrette ("DLJ") into Credit Suisse First Boston, Mr. Grauer was a managing director and founding partner of DLJ Merchant Banking Partners. Mr. Grauer has significant experience as a business leader and brings a deep understanding of our business and industry through his over 15 years of service as a member of the Board of Directors.

John M. Nehra has been one of our directors since November 2000. Mr. Nehra has been affiliated with New Enterprise Associates (NEA), a venture capital firm, since 1989, including, since 1993, as general partner of several of its affiliated venture capital limited partnerships. Mr. Nehra has also been managing general partner of Catalyst Ventures, a venture capital firm, since 1989. Mr. Nehra serves on the boards of a number of NEA's portfolio companies. Mr. Nehra is an experienced business leader with approximately 35 years experience in investment banking, research and capital markets and he brings a deep understanding of our business and industry through his almost 10 years of service as a member of the Board of Directors as well as significant experience in the healthcare industry through his involvement with NEA's healthcare-related portfolio companies.

William L. Roper has been one of our directors since May 2001. Dr. Roper has been chief executive officer of the University of North Carolina ("UNC") Health Care System, dean of the UNC School of Medicine and vice chancellor for medical affairs of UNC since March 2004. Dr. Roper also continues to serve as a professor of health policy and administration in the UNC School of Public Health and a professor of pediatrics and of social medicine in the UNC School of Medicine. From 1997 until March 2004, he was dean of the UNC School of Public Health. Before joining UNC in 1997, Dr. Roper served as senior vice president of Prudential Health Care. He also served as director of the Centers for Disease Control and Prevention from 1990 to 1993, on the senior White House staff in 1989 and 1990 and as the administrator of Centers for Medicare & Medicaid Services from 1986 to 1989. Dr. Roper is also chairman of the board of the National Quality Forum. Dr. Roper serves on the board of Medco Health Solutions, Inc. Dr. Roper brings substantial expertise in the medical field, an in-depth understanding of the regulatory aspects of our business as well as clinical, financial and operational experience.

Kent J. Thiry became our chairman of the Board of Directors and chief executive officer in October 1999. From June 1997 until he joined us, Mr. Thiry was chairman of the board and chief executive officer of Vivra Holdings, Inc., which was formed to operate the non-dialysis business of Vivra Incorporated ("Vivra") after Gambro AB acquired the dialysis services business of Vivra in June 1997. From September 1992 to June 1997, Mr. Thiry was the president and chief executive officer of Vivra, a provider of renal dialysis and other healthcare services. From April 1992 to August 1992, Mr. Thiry was president and co-chief executive officer of Vivra, and from September 1991 to March 1992, he was president and chief operating officer of Vivra. From 1983 to 1991, Mr. Thiry was associated with Bain & Company, first as a consultant, and then as vice president. Mr. Thiry previously served on the board of Varian Medical Systems, Inc. As a member of management, Mr. Thiry provides significant industry-specific experience and unique expertise regarding the company's business and operations as well as executive leadership and management experience.

Roger J. Valine has been one of our directors since June 2006. From 1993 to his retirement in July 2006, Mr. Valine served as the chief executive officer of Vision Service Plan ("VSP"), the nation's largest provider of eyecare wellness benefits. From January 1993 to February 2006, Mr. Valine served as both the president and chief executive officer of VSP. Upon his retirement, Mr. Valine had worked for VSP for 33 years and provided consulting services to VSP through January 2008. Mr. Valine serves on the board of SureWest Communications and previously served on the board of American Specialty Health Incorporated. Mr. Valine is an experienced business leader with significant experience in the healthcare industry and brings an understanding of the operational, financial and regulatory aspects of our business as well as extensive management experience.

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CORPORATE GOVERNANCE

Director Independence

Under the listing standards of the NYSE, a majority of the members of the Board of Directors must satisfy the NYSE criteria for "independence." No director qualifies as independent under the NYSE listing standards unless the Board of Directors affirmatively determines that the director has no material relationship with us (either directly or as a partner, stockholder or officer of an organization that has a relationship with us). In addition, the Board of Directors has adopted a formal set of standards used to determine director independence. The full text of our director independence standards is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

The Board of Directors evaluates the independence of our directors annually and will review the independence of individual directors on an interim basis to consider changes in employment, relationships and other factors. The Board of Directors has determined that all of the individuals currently serving, or who served at any time during 2010, as members of the Board of Directors, other than Mr. Thiry, are independent under the NYSE listing standards.

In making determinations of independence, the Board of Directors considered the following relationships and determined that none of such relationships was a material relationship that would impair the independence of any such individual:

(1) Mr. Thiry holds an ownership interest of less than 2% in NEA Partnerships, a venture capital firm. Mr. Nehra is a general partner of NEA Partnerships and Richard K. Whitney, our former chief financial officer and current special advisor to the chief executive officer, is a venture partner of New Enterprise Associates, an affiliate of NEA Partnerships.

(2) Mr. Berg is a director, the non-executive chairman and a stockholder of WellCare, which has made payments to us for services rendered in the ordinary course of business in the last three years which did not exceed the greater of \$1 million or 2% of WellCare's consolidated gross revenue in any such year. For additional information, see "Certain Relationships and Related Transactions."

(3) Mr. Diaz is a director, the president and chief executive officer and a stockholder of Kindred, which has made payments to us for services rendered in the ordinary course of business in the last three years which did not exceed the greater of \$1 million or 2% of Kindred's consolidated gross revenue in any such year.

The Board of Directors also maintains a policy whereby the Board of Directors will evaluate the appropriateness of the director's continued service on the Board of Directors in the event that the director retires from their principal job, changes their principal job responsibility or experiences a significant event that could negatively affect their service to the Board of Directors. In such event, the affected director shall promptly submit his or her resignation to the chairman of the Board of Directors and the lead independent director. The members of the Board of Directors, excluding the affected director, will determine whether the affected director's continued service on the Board of Directors is in the best interests of our stockholders and will decide whether or not to accept the resignation of the director. In addition, prior to accepting an invitation to serve on the board of directors of another public company, a director must advise the chairman of the Board of Directors and the lead independent director so that the remaining members of the Board of Directors may evaluate any potential conflicts of interest.

Leadership Structure and Meetings of Non-management Directors

Mr. Thiry is our chief executive officer and chairman of the Board of Directors. Mr. Thiry brings over ten years of experience with our company and deep institutional knowledge and experience to the combined role. Our lead independent director, Mr. Grauer, plays a significant role in Board leadership and meetings of the

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independent directors. Mr. Grauer chairs our Nominating and Governance Committee, which is a committee composed of all directors other than Mr. Thiry. As lead independent director, Mr. Grauer reviews and provides input to the chairman on meeting agendas and information to be sent to the Board of Directors, consults with the chairman on meeting schedules to assure that there is sufficient time for discussion of agenda items, serves as the principal liaison between the chairman and the non-executive directors and presides over executive sessions of the Board of Directors, providing consolidated feedback, as appropriate, from those meetings to Mr. Thiry. Additionally, Mr. Grauer facilitates discussions outside of scheduled board meetings among the independent directors on key issues as required. We believe that Mr. Thiry's experience and knowledge, and the significant role of the lead independent director, make combination of the chairman and chief executive officer roles appropriate.

Non-management directors meet regularly in executive sessions without management. Executive sessions are held in conjunction with each regularly scheduled meeting of the Board of Directors.

Communications with the Board of Directors

Any interested party who desires to contact the lead independent director, Mr. Grauer, may do so by sending an email to leaddirector@davita.com. In addition, any interested party who desires to contact the Board of Directors or any member of the Board of Directors may do so by writing to: Board of Directors, c/o Corporate Secretary, DaVita Inc., 1551 Wewatta Street, Denver, Colorado 80202. Copies of any such written communications received by the Secretary will be provided to the full Board of Directors or the appropriate member depending on the facts and circumstances described in the communication unless they are considered, in the reasonable judgment of the Secretary, to be improper for submission to the intended recipient(s).

Annual Meeting of Stockholders

We do not have a policy requiring that directors attend the annual meeting of stockholders. Stockholders may contact our lead independent director and the Board of Directors as described above. At the last annual meeting of stockholders, our chairman, Mr. Thiry, attended the meeting.

Information Regarding the Board of Directors and its Committees

The Board of Directors met seven times during 2010. Each of our directors attended at least 75% of the total number of meetings of the Board of Directors and of the committees of the Board of Directors on which he or she served during 2010. The Board of Directors has established the following committees: the Audit Committee, the Compensation Committee, the Nominating and Governance Committee, the Compliance Committee, the Public Policy Committee and the Clinical Performance Committee.

Audit Committee

The current members of our Audit Committee are Mr. Berg, Mr. Davidson and Mr. Valine, with Mr. Valine serving as the chair. Mr. Davidson and Mr. Grauer joined the Audit Committee on December 2, 2010 and June 7, 2010, respectively. Mr. Grauer joined the Audit Committee on an interim basis upon the retirement of Mr. Vaughan from the Board of Directors and the Audit Committee and until a successor member of the Audit Committee could be appointed. After Mr. Davidson's appointment to the Audit Committee, Mr. Grauer ended his interim service on the Audit Committee on March 10, 2011. The Board of Directors has determined that Mr. Berg, Mr. Davidson and Mr. Valine each qualifies as an "audit committee financial expert" within the meaning of the rules of the SEC and that each of the members of our Audit Committee is "independent" and "financially literate" under the listing standards of the NYSE and the company's independence standards.

The Board of Directors has adopted a written charter for our Audit Committee. The charter is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate->

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governance. The Audit Committee's primary responsibilities are to assist the Board of Directors with oversight of: (1) the integrity of our financial statements including the financial reporting and disclosure processes and the integrity and effectiveness of our system of internal controls over financial reporting; and (2) the independence, qualifications and performance of our independent registered public accounting firm, including a review of the scope and results of their audit, as well as our internal audit function. The Audit Committee, together with the Compliance Committee, assists the Board of Directors with oversight of compliance with legal and regulatory requirements. The Compliance Committee has primary responsibility for oversight of health care regulatory compliance requirements. The Audit Committee assists the Board of Directors with oversight of all other legal and regulatory requirements, including those that may have a material impact on the company's financial statements. The Audit Committee also appoints and engages our independent registered public accounting firm and is required to pre-approve the independent registered public accounting firm's annual audit services (including related fees), audit-related services, and all other services in accordance with our pre-approval policy. Our pre-approval policy is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>. The Audit Committee met nine times during 2010, including meetings held with the independent registered public accounting firm and management each quarter prior to the release of the company's financial results. The Audit Committee met with the independent registered public accounting firm without management present on five occasions in 2010.

Compensation Committee

The current members of our Compensation Committee are Mr. Grauer, Mr. Nehra and Mr. Valine, with Mr. Nehra serving as the chair. Each of the members of our Compensation Committee is independent in accordance with the listing standards of the NYSE and the company's independence standards. Each of the members of this committee is also a "nonemployee director" as that term is defined under Rule 16b-3 of the Securities Exchange Act of 1934 (the "Exchange Act") and an "outside director" as that term is defined in Internal Revenue Service regulations.

Our Compensation Committee reviews the performance of our chief executive officer and other executives and makes decisions regarding their compensation, with the goal of ensuring that our compensation system for our chief executive officer and our other executives, as well as our philosophy for compensation for all employees and the Board of Directors, is aligned with the long-term interests of our stockholders. The Compensation Committee establishes policies relating to the compensation of our executive officers and other key employees that further this goal.

The Compensation Committee is responsible for determining the compensation of our chief executive officer. The Compensation Committee conducts an evaluation of our chief executive officer's performance and the company's performance and considers a self-assessment prepared by our chief executive officer. Periodically, the Compensation Committee engages an outside consultant to conduct an in-depth analysis of our chief executive officer's performance as a manager during the year. Neither the chief executive officer nor other members of management provide a recommendation to the Compensation Committee with regard to the chief executive officer's compensation. The compensation package for our chief executive officer is approved by the Compensation Committee, subject to ratification by the independent members of the Board of Directors. The Compensation Committee works closely with our chief executive officer to determine the compensation of our other executive officers. Our chief executive officer conducts a performance and compensation review of each other executive officer and reviews his detailed assessments of the performance of each of the other executive officers with the Compensation Committee. The Compensation Committee considers the recommendations of the chief executive officer when determining the compensation of the other executive officers.

In 2011, Compensia, a national compensation consulting firm engaged by the Compensation Committee, provided the Compensation Committee with an analysis of comparative market data on the cash and stock-based compensation for senior executives at a group of comparable companies within our industry. The Compensation Committee considered Compensia's analysis of the compensation of executives serving in similar positions at

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comparable companies to obtain a general understanding of current compensation practices in our industry and to provide context for compensation decisions. Compensation decisions are not directly related to or otherwise based upon the comparative data. The Compensation Committee uses this comparative data as one of many factors considered to set the compensation for our executive officers. The Compensation Committee has the sole authority to retain or replace Compensia in its discretion. Compensia does not provide consulting services to the company and may not provide such services without the approval of the chair of the Compensation Committee.

Our Non-Management Director Compensation Philosophy and Plan sets forth the terms of our director compensation. There is no discretionary decision-making involved in director compensation. The Compensation Committee and the Board of Directors periodically review director compensation. In 2010, Compensia provided the Compensation Committee with an analysis of comparative market data on the cash and stock-based compensation for directors at a group of comparable companies within our industry. The Compensation Committee considered Compensia's analysis of the compensation of directors at comparable companies to obtain a general understanding of current compensation practices in our industry. The Compensation Committee did not modify director compensation following this review. Please see "Compensation of Directors" beginning on page 72 of this Proxy Statement for more information regarding our director compensation program pursuant to the Non-Management Director Compensation Philosophy and Plan.

The Compensation Committee met five times during 2010. The charter of the Compensation Committee is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

Nominating and Governance Committee

The current members of our Nominating and Governance Committee are Ms. Arway, Mr. Berg, Mr. Brittain, Mr. Davidson, Mr. Diaz, Mr. Grauer, Mr. Nehra, Dr. Roper and Mr. Valine, representing all of our independent directors. Mr. Davidson joined the Nominating and Governance Committee on December 2, 2010. Our lead independent director, Mr. Grauer, is the chair of the Nominating and Governance Committee. The Board of Directors has adopted a set of corporate governance guidelines established to assist the Board of Directors and its committees in performing their duties and serving the best interests of the company and our stockholders. On March 10, 2011, the Board of Directors amended the corporate governance guidelines to, among other things, (a) provide for a mandatory retirement age, such that any director who has reached the age of 75 will not be nominated for reelection to the Board of Directors; (b) limit the number of public company boards that a director or director nominee may serve on, such that no director or director nominee may serve on more than four other public company boards; (c) require the completion of a written questionnaire with respect to the background and qualification of such director or director nominee in order to be eligible for election or reelection to the Board of Directors and a written representation and agreement from each director nominee that such nominee (i) is not and will not become a party to any voting agreement with respect to how such director will vote; (ii) is not and will not become a party to any agreement that provides the director with compensation, reimbursement or indemnification in connection with such director's service on the Board of Directors; (iii) owns the required amount of shares of common stock in accordance with our share ownership policy; (iv) will comply with all applicable corporate governance, conflict of interest, confidentiality, trading policies and corporate governance guidelines; and (v) if elected and renominated, will abide by the resignation provisions set forth in the bylaws to the extent such nominee does not receive a majority of votes cast. The charter of the Nominating and Governance Committee and our corporate governance guidelines are available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

Our Nominating and Governance Committee reviews and makes recommendations to the Board of Directors about our governance processes, assists in identifying and recruiting candidates for the Board of Directors, reviews the performance of the individual members of the Board of Directors, proposes a slate of nominees for election at the annual meeting of stockholders and makes recommendations to the Board of Directors regarding the membership and chairs of the committees of the Board of Directors. The Nominating and

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Governance Committee does not have a specific set of minimum criteria for membership on the Board of Directors. In making its recommendations, however, it considers the mix of characteristics, experience, diverse perspectives and skills that is most beneficial to our company. The committee also considers continuing director tenure and takes steps as may be appropriate to ensure that the Board of Directors maintains an openness to new ideas and a willingness to re-examine the status quo. The company does not have a specific diversity policy. However, as noted in our corporate governance guidelines, when selecting nominees the committee considers diversity of skills, experience, perspective and background. The Nominating and Governance Committee will consider nominees for director recommended by stockholders upon submission in writing to our Secretary of the names and qualifications of such nominees at the following address: Corporate Secretary, DaVita Inc., 1551 Wewatta Street, Denver, Colorado 80202. The committee does not intend to alter the manner in which it evaluates candidates based on whether the candidate was recommended by a stockholder.

The Nominating and Governance Committee held five formal meetings during 2010. In March 2011, the Nominating and Governance Committee recommended the candidates standing for election at the 2011 annual meeting of stockholders. One of these candidates, Mr. Davidson, was appointed as a director by the Board of Directors outside of last year's annual meeting of stockholders to fill a vacancy. Mr. Davidson was identified as a potential member of the Board of Directors by a non-management member of the Board of Directors. The Nominating and Governance Committee then considered Mr. Davidson and recommended him for membership on the Board of Directors. Mr. Davidson was appointed unanimously to the Board of Directors by a vote at a regular meeting of the Board of Directors on December 2, 2010.

Compliance Committee

The current members of our Compliance Committee are Ms. Arway, Mr. Berg, Mr. Grauer and Dr. Roper, with Dr. Roper serving as the chair. Each of the members of our Compliance Committee is independent in accordance with the listing standards of the NYSE and the company's independence standards. Our Compliance Committee oversees and monitors the effectiveness of our health care regulatory compliance program, reviews significant health care regulatory compliance risk areas, and reviews the steps management is taking to monitor, control and report these risk exposures. The Compliance Committee, together with the Audit Committee, assists the Board of Directors with oversight of compliance with legal and regulatory requirements. The Compliance Committee has primary responsibility for oversight of health care regulatory requirements. The Compliance Committee meets regularly with our chief compliance officer. The Compliance Committee met four times during 2010. The charter of the Compliance Committee is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

Public Policy Committee

The current members of our Public Policy Committee are Mr. Brittain, Mr. Diaz and Dr. Roper, with Mr. Diaz serving as the chair. Each of the members of our Public Policy Committee is independent in accordance with the listing standards of the NYSE and the company's independence standards. Our Public Policy Committee advises the Board of Directors on public policy and makes recommendations to the Board of Directors as to policies and procedures relating to issues of public policy and government relations. The Public Policy Committee met three times during 2010. The charter of the Public Policy Committee is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

Clinical Performance Committee

The current members of our Clinical Performance Committee are Ms. Arway, Mr. Brittain, Mr. Nehra and Dr. Roper, with Dr. Roper serving as the chair. Each of the members of our Clinical Performance Committee is independent in accordance with the listing standards of the NYSE and the company's independence standards. Our Clinical Performance Committee advises the Board of Directors on clinical performance issues facing the company and makes recommendations to management and to the Board of Directors as to policies and

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procedures relating to issues of clinical performance. The Clinical Performance Committee met one time during 2010. The charter of the Clinical Performance Committee is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

Risk Oversight

The Board of Directors' involvement in risk oversight involves the Audit Committee, the Compliance Committee and the full Board of Directors. The Audit Committee is responsible for legal and regulatory risk oversight and the Compliance Committee has primary responsibility for oversight of healthcare regulatory compliance requirements. The Audit Committee and the Compliance Committee meet regularly with our chief compliance officer. The Compliance Committee reviews significant healthcare regulatory compliance risk areas and the steps management has taken to monitor, control and report such compliance risk exposures. The Compliance Committee meets on a regular basis and reports directly to the Board of Directors on its findings. The Audit Committee receives materials on enterprise risk management on an annual basis. These materials include identification of top enterprise risks for the company, the alignment of management's accountability and reporting for these risks, and mapping of Board of Directors' and Audit Committee's oversight responsibilities for key risks. In addition, the Audit Committee and the full Board of Directors periodically receive materials to address the identification and status of major risks to the company. The Audit Committee discusses significant risk areas and the actions management has taken to monitor, control, and report such exposures. The Audit Committee also reviews with the company's general counsel any legal matters that may have a material impact on the company's financial statements, the company's compliance with applicable laws and regulations, and material reports or inquiries received from governmental agencies, including such matters identified by the Compliance Committee or the chief compliance officer. At each meeting of the full Board of Directors, the chairman of the Audit Committee reports on the activities of the Audit Committee, including risks identified and risk oversight.

Risk Considerations in Our Compensation Program

The Compensation Committee, with the assistance of an independent compensation consultant, conducted a review of the company's material compensation policies and practices applicable to its employees, including its executive officers. Based on this review, the Compensation Committee concluded that these policies and practices do not create risks that are reasonably likely to have a material adverse effect on the company. The key features of the executive compensation program that support this conclusion include:

- a balance between cash and equity compensation;
- a balance between short-term and long-term performance focus;
- short-term incentive opportunities are capped and are not linked to any one specific goal;
- equity awards have meaningful vesting requirements and relatively short terms;
- a clawback policy that permits the Board of Directors to recover bonuses, incentive and equity-based compensation from executive officers and members of the Board of Directors whose fraud or intentional misconduct was a significant contributing factor to the company having to restate all or a portion of its financial statements; and
- significant independent Compensation Committee oversight.

Board of Directors Share Ownership Policy

We have a share ownership policy that applies to all non-management members of the Board of Directors. The purpose of the policy is to encourage the Board of Directors to have an ownership stake in the company by retaining a specified financial interest in our common stock.

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Both shares owned directly and shares underlying vested but unexercised stock options, stock appreciation rights ("SARs"), including stock-settled stock appreciation rights ("SSARs"), and restricted stock units ("RSUs") are included in the determination of whether the share ownership guidelines have been met. The total net realizable share value retained must have a current market value of not less than the lower of:

- 25% of the total equity award value realized by the Board of Directors member to date in excess of \$100,000; or
- five times the annual Board of Directors retainer of \$24,000, or \$120,000.

Management Share Ownership Policy

In addition, we have a share ownership policy which applies to all members of our management team at the vice president level and above. See "Executive Compensation Process & Governance—Management Share Ownership Policy" beginning on page 55 of this Proxy Statement for more information regarding our management share ownership policy.

Code of Ethics and Code of Conduct

We have a code of ethics that applies to our chief executive officer, chief financial officer, controller and chief accounting officer, general counsel, all vice presidents and all professionals involved in the accounting and financial reporting functions. We also have a code of conduct that applies to all of our teammates. The code of ethics and the code of conduct are available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

Clawback Policy

We have a clawback policy that permits the Board of Directors to recover bonuses, incentive and equity-based compensation from executive officers and members of the Board of Directors whose fraud or intentional misconduct was a significant contributing factor to the company having to restate all or a portion of its financial statements. See "Compensation Discussion and Analysis" beginning on page 40 of this Proxy Statement for more information regarding our clawback policy.

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APPROVAL OF THE DAVITA INC. 2011 INCENTIVE AWARD PLAN**

We are asking you to vote for approval of the proposed DaVita Inc. 2011 Incentive Award Plan (the "2011 Plan"). The 2011 Plan constitutes an amendment and restatement of the DaVita Inc. 2002 Equity Compensation Plan, as amended (the "2002 Plan" or the "Equity Compensation Plan").

The Board of Directors believes that an equity-based compensation award program is an important incentive tool for the employees and consultants of DaVita, its subsidiaries and affiliates and directors. As a result, the Board of Directors has adopted, subject to stockholder approval, the 2011 Plan to continue to provide a means by which the employees and consultants of DaVita, its subsidiaries and affiliates and members of the Board of Directors may be given an opportunity to benefit from the increases in the value of our common stock, and to attract and retain the services of such persons.

The 2011 Plan will become effective upon approval of the 2011 Plan by our stockholders at the Annual Meeting. If the stockholders do not approve the 2011 Plan, the 2002 Plan will continue in full force and effect only until February 8, 2012, when it will expire. After February 8, 2012, the company would no longer be able to grant equity-based compensation to its employees, consultants and directors, and would lose an important incentive tool for its employees, consultants and directors.

INTRODUCTION

Equity-based compensation has been a major component of our compensation programs. The Board of Directors believes that our capacity to grant equity-based compensation has been a significant factor in our ability to achieve our growth objectives and enhance stockholder value. The principal features of the 2011 Plan are summarized below, but the summary is qualified in its entirety by reference to the 2011 Plan itself. The 2011 Plan is attached to this Proxy Statement as Appendix A.

Purpose

The purpose of the 2011 Plan is to promote our success and enhance our value by linking the individual interests of the members of the Board of Directors and our employees to those of our stockholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to our stockholders. The 2011 Plan is further intended to provide us flexibility in our ability to motivate, attract, and retain the services of members of the Board of Directors, our employees and our consultants upon whose judgment, interest, and special effort the successful conduct of our operation is largely dependent. The 2011 Plan is designed to enable us to grant performance-based equity and cash awards that qualify as "performance-based compensation" under Section 162(m) of the Internal Revenue Code (the "Code").

Size of the Share Pool

The 2011 Plan does not increase the number of shares authorized under the 2002 Plan. As of December 31, 2010, there were 11,012,487 stock-settled stock appreciation rights and 501,564 restricted stock units outstanding, and 10,908,787 shares available for future grants, under the 2002 Plan. Since its inception in 2002, a cumulative aggregate of 34,178,338 shares have been reserved under the 2002 Plan, as hereby amended and restated by the 2011 Plan, including shares directly authorized under the plan, shares inherited from predecessor plans, and shares reserved under the plan from repurchases under a prior replenishment provision that was terminated in 2007. For more information regarding the shares available for issuance under the 2011 Plan, see "Limitations on Awards and Shares Available" below.

The Board of Directors committed and continues to commit to our stockholders that over the three-year period that commenced on April 1, 2010, it will not grant a number of shares subject to stock awards under the

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2002 Plan or 2011 Plan, including stock options, SARs, restricted stock units or other stock awards, at an average annual rate greater than 4.02% of the number of shares of our common stock that we believe will be outstanding over such three-year period. This 4.02% rate is the average of the 2009 and 2010 three-year average median grant rate plus one standard deviation for the Russell 3000 companies in the company's industry segment. Awards that are settled in cash, awards that are granted pursuant to stockholder approved exchange programs, awards sold under our Employee Stock Purchase Plan and awards assumed or substituted in business combination transactions will be excluded from our grant rate calculation. For purposes of calculating the number of shares granted, any Full Value Awards (i.e., restricted stock, restricted stock unit, performance share or any other award that does not have an exercise price per share at least equal to the per share fair market value of our common stock on the grant date) will count as equivalent to 3.0 shares. The company will publicly report its compliance with this three-year average annual grant rate commitment, and the data necessary to independently confirm it, in a public filing shortly after March 31, 2013.

Under the terms of the 2011 Plan, the pool of shares may be used for all types of awards under a fungible pool formula. Pursuant to this fungible pool formula, the authorized share limit will be reduced by one share of our common stock for every one share subject to an option or stock appreciation right and three shares of our common stock for every one share subject to a Full Value Award.

Stockholder Approval Requirement

In general, stockholder approval of the 2011 Plan is necessary in order for us to (1) continue to meet the stockholder approval requirements of the principal securities market on which shares of our common stock are traded and (2) continue to take tax deductions for certain compensation resulting from awards granted thereunder qualifying as performance-based compensation under Section 162(m) of the Code.

Compensation and Governance Best Practices

The 2011 Plan authorizes the Compensation and Management Development Committee (or Compensation Committee) of the Board of Directors (or, if the Board of Directors determines, another committee of the Board of Directors) to provide equity-based compensation in the form of stock options, stock appreciation rights, restricted stock units, restricted stock, performance-based awards, dividend equivalents, stock payments, deferred stock unit awards and deferred stock awards structured by the Compensation Committee within parameters set forth in the 2011 Plan, for the purpose of providing the members of the Board of Directors, our employees and our consultants and equity compensation, incentives and rewards for performance. The 2011 Plan reflects a broad range of compensation and governance best practices, with some of the key features of the 2011 Plan as follows:

- *Limitations on Grants.* The maximum aggregate number of shares with respect to one or more awards that may be granted to any one person during any consecutive 12 month period is 2,250,000. However, this number may be adjusted to take into account equity restructurings and certain other corporate transactions as described below, the issuance of rights and certain other events described in the 2011 Plan, in addition to the share limitations described above under "Size of the Share Pool."
- *No Repricing or Replacement of Options or Stock Appreciation Rights.* The 2011 Plan prohibits, without stockholder approval: (i) the amendment of options or stock appreciation rights to reduce the exercise price, and (ii) the replacement of an option or stock appreciation right with cash or any other award when the price per share of the option or stock appreciation right exceeds the fair market value of the underlying shares, except with respect to any Substitute Award (as defined in "Limitations on Awards and Shares Available" below).
- *No In-the-Money Option or Stock Appreciation Right Grants.* The 2011 Plan prohibits the grant of options or stock appreciation rights with an exercise or base price less than the fair market value, generally the closing price, of our common stock on the date of grant.

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- *Section 162(m) Qualification.* The 2011 Plan is designed to allow awards made under the 2011 Plan, including equity awards and incentive cash bonuses, to qualify as performance-based compensation under Section 162(m) of the Code.
- *Independent Administration.* The Compensation Committee of the Board of Directors, which consists of only non-employee directors generally will administer the 2011 Plan if it is approved by stockholders, and only the Compensation Committee may make grants of awards to persons who are subject to Section 16 of the Exchange Act and persons who are "covered employees" within the meaning of Section 162(m) of the Code. The Compensation Committee may delegate certain of its duties and authorities to a subcommittee for awards to certain non-executive employees.

ADMINISTRATION

The 2011 Plan will be administered by the Compensation Committee. Unless otherwise determined by the Board of Directors, the Compensation Committee shall consist solely of two or more directors appointed by the Board of Directors, each of whom is an "outside director" within the meaning of Section 162(m) of the Code, a "non-employee director" within the meaning of the rules under Section 16 of the Securities Exchange Act of 1934, as amended, and an "independent director" under the rules of the principal securities market on which shares of our common stock are traded. The Compensation Committee may delegate to a committee of one or more members of the Board of Directors or one or more of our officers the authority to grant or amend awards to participants other than our senior executives who are subject to Section 16 of the Exchange Act, employees who are "covered employees" within the meaning of Section 162(m) of the Code, and the regulations thereunder, or a member of the Board of Directors or an officer to whom authority has been delegated under the 2011 Plan to grant or amend awards.

The Board of Directors, acting by a majority of its members in office, will have authority to administer the 2011 Plan with respect to awards granted to non-employee members of the Board of Directors, and the Compensation Committee will have authority to administer the 2011 Plan to all other eligible individuals. References to Administrator in this Proposal No. 2 shall mean, as applicable, the full Board of Directors or the Compensation Committee as the entity to which the administration of the 2011 Plan has been delegated within the limits described in the 2011 Plan. Unless otherwise limited by the Board of Directors, the Administrator will have the authority to administer the 2011 Plan with respect to grants of equity awards, including the power to determine eligibility, the types and sizes of awards, the price and timing of awards and the acceleration or waiver of any vesting restriction, as well as the authority to delegate such administrative responsibilities.

ELIGIBILITY

Persons currently eligible to participate in the 2011 Plan are nine non-employee directors, approximately 34,000 employees and a non-significant number of consultants (e.g., less than 10) of DaVita and its subsidiaries and affiliates, as determined by the Administrator.

LIMITATION ON AWARDS AND SHARES AVAILABLE

As of December 31, 2010, there were 11,012,487 stock-settled stock appreciation rights and 501,564 restricted stock units outstanding, and 10,908,787 shares available for future grants, under the 2002 Plan. Since its inception in 2002, a cumulative aggregate of 34,178,338 shares have been reserved under the 2002 Plan, as hereby amended and restated by the 2011 Plan, including shares directly authorized under the plan, shares inherited from predecessor plans, and shares reserved under the plan from repurchases under a prior replenishment provision that was terminated in 2007. The shares of our common stock covered by the 2011 Plan may be shares in treasury, authorized but unissued shares, or shares purchased in the open market.

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If any shares subject to an award under the 2011 Plan that is not a Full Value Award are forfeited or expire or such award is settled for cash, then any shares subject to such award may, to the extent of such forfeiture, expiration or cash settlement, be used again for new grants under the 2011 Plan. To the extent that a Full Value Award is forfeited or expires or such award is settled for cash, the shares available under the 2011 Plan will be increased by 3.0 shares subject to such Full Value Award. However, any shares tendered or withheld to satisfy the grant or exercise price or tax withholding obligation pursuant to any award and any shares subject to a stock appreciation right that are not issued in connection with the stock settlement of the stock appreciation right on its exercise may not be used again for new grants.

The payment of dividend equivalents in cash in conjunction with any outstanding awards will not be counted against the shares available for issuance under the 2011 Plan.

Awards granted under the 2011 Plan upon the assumption of, or in substitution for, outstanding equity awards previously granted by an entity in connection with a corporate transaction, such as a merger, combination, consolidation or acquisition of property or stock (but not awards made in connection with the cancellation and repricing of an option or stock appreciation right) will not reduce the shares authorized for grant under the 2011 Plan. Additionally, in the event that a company acquired by us or any of our subsidiaries or affiliates or with which we or any of our subsidiaries or affiliates combines has shares available under a pre-existing plan approved by stockholders and not adopted in contemplation of such acquisition or combination, the shares available for grant pursuant to the terms of such pre-existing plan may be used for awards under the 2011 Plan and will not reduce the shares authorized for grant under the 2011 Plan, absent the acquisition or combination, and will only be made to individuals who were not employed by or providing services to us or any of our subsidiaries or affiliates immediately prior to such acquisition or combination.

The maximum number of shares of our common stock that may be subject to one or more awards granted to any one participant pursuant to the 2011 Plan during any 12 month period is 2,250,000 and the maximum amount that may be paid in cash to any one participant during any calendar year is \$10,000,000.

LIMITATION ON FULL VALUE AWARD VESTING

Except as may be determined by the Administrator in the event of a consummation of a change of control, or the holder's death, disability, or retirement, a Full Value Award will not become fully vested earlier than three years from the grant date (two years in the case of an employee who is not an executive of the company or in the case of performance-based Full Value Awards, over a period of not less than one year); provided, however, that notwithstanding the foregoing, Full Value Awards (a) that do not exceed in the aggregate of 5% of the total number of shares available under the 2011 Plan will not be subject to the minimum vesting provisions and (b) the company may grant a Full Value Award to employees newly hired by the company or any of its subsidiaries without respect to such minimum vesting provisions.

AWARDS

The 2011 Plan provides for the grant of ISOs, nonqualified stock options, stock appreciation rights, restricted stock units, restricted stock, performance-based awards, dividend equivalents, stock payments, deferred stock unit awards and deferred stock awards. No determination has been made as to the types or amounts of awards that will be granted to specific individuals pursuant to the 2011 Plan.

Stock options, including ISOs, as defined under Section 422 of the Code, and nonqualified stock options may be granted pursuant to the 2011 Plan. The option exercise price of all stock options granted pursuant to the 2011 Plan will not be less than 100% of the fair market value of our common stock on the date of grant. In general, the fair market value shall be the closing sales price for a share of our common stock as quoted on the

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principal securities market on which shares of our common stock are traded on the date of grant, which as of April 13, 2011 was \$86.70. Stock options may vest and become exercisable as determined by the Administrator, but in no event may a stock option have a term extending beyond the fifth anniversary of the date of grant. ISOs granted to any person who owns, as of the date of grant, stock possessing more than ten percent of the total combined voting power of all classes of our stock, however, shall have an exercise price that is not less than 110% of the fair market value of our common stock on the date of grant and may not have a term extending beyond the fifth anniversary of the date of grant. The aggregate fair market value of the shares with respect to which options intended to be ISOs are exercisable for the first time by an employee in any calendar year may not exceed \$100,000, or such other amount as Section 422 of the Code provides.

Stock appreciation rights may be granted pursuant to the 2011 Plan. A stock appreciation right entitles its holder, upon exercise of all or a portion of the stock appreciation right (the number of shares of which are the "base shares"), to receive from us an amount determined by multiplying the difference obtained by subtracting the exercise or base price per share of the stock appreciation right from the fair market value at the time of exercise of the stock appreciation right by the number of shares with respect to which the stock appreciation right has been exercised (in the event the stock appreciation right is settled in shares, the shares obtained are the "gain shares"), subject to any limitations imposed by the Administrator. The exercise or base price per share subject to a stock appreciation right will be set by the Administrator, but may not be less than 100% of the fair market value on the date the stock appreciation right is granted. The Administrator determines the period during which the right to exercise the stock appreciation right vests in the holder, but in no event may a stock appreciation right have a term extending beyond the fifth anniversary of the date of grant. No portion of a stock appreciation right which is unexercisable at the time the holder's employment with us terminates will thereafter become exercisable, except as may be otherwise provided by the Administrator. Payment pursuant to the stock appreciation right awards may be in cash, shares, or a combination of both, as determined by the Administrator.

Restricted stock units may be granted pursuant to the 2011 Plan. A restricted stock unit award provides for the issuance of our common stock at a future date upon the satisfaction of specific conditions set forth in the applicable award agreement. The Administrator will specify the dates on which the restricted stock units will become fully vested and nonforfeitable, and may specify such conditions to vesting as it deems appropriate, including conditions based on achieving one or more of the performance criteria listed below, or other specific criteria, including service to us or any of our subsidiaries or affiliates. Restricted stock units may not be sold, or otherwise hypothecated or transferred, and a holder of restricted stock units will not have voting rights or dividend rights prior to the time when the vesting conditions are satisfied and the shares of common stock are issued. Restricted stock units generally will be forfeited and the underlying shares of our common stock will not be issued, if the applicable vesting conditions are not met. The Administrator will specify, or permit the restricted stock unit holder to elect, the conditions and dates upon which the shares underlying the vested restricted stock units will be issued (subject to compliance with the deferred compensation requirements of Section 409A of the Code). Restricted stock units may be paid in cash, shares, or both, as determined by the Administrator. On the distribution dates, we will transfer to the participant one unrestricted, fully transferable share of our common stock (or the fair market value of one such share in cash) for each restricted stock unit scheduled to be paid out on such date and not previously forfeited. Restricted stock units may constitute, or provide for a deferral of compensation, subject to Section 409A of the Code and there may be certain tax consequences if the requirements of Section 409A of the Code are not met.

Restricted stock may be granted pursuant to the 2011 Plan. A restricted stock award is the grant of shares of our common stock at a price determined by the Administrator, if any, to be paid by the holder to us with respect to any restricted stock award, with cash, services or any other consideration that the Administrator deems acceptable, subject to the requirements of law, and which is nontransferable and may be subject to substantial risk of forfeiture until specific conditions are met. Conditions may be based on continuing service to us or any of our subsidiaries or affiliates or achieving one or more of the performance criteria listed below, or other specific criteria. During the period of restriction, participants holding shares of restricted stock have full voting and dividend rights with respect to such shares unless otherwise provided by the Administrator. In addition, with

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respect to a share of restricted stock with performance-based vesting, dividends which are paid prior to vesting shall only be paid out to the holder to the extent that the performance-based vesting conditions are subsequently satisfied and the share of restricted stock vests. Restricted stock generally may be repurchased by us at the original purchase price, if any, or forfeited, if the vesting conditions and other restrictions are not met. The restrictions will lapse in accordance with a schedule or other conditions determined by the Administrator.

Dividend equivalents may be granted pursuant to the 2011 Plan, except that no dividend equivalents may be payable with respect to options or stock appreciation rights pursuant to the 2011 Plan. A dividend equivalent is the right to receive the equivalent value of dividends paid on shares. Dividend equivalents that are granted by the Administrator are credited as of dividend payments dates during the period between the date an award is granted and the date such award vests, is exercised, is distributed or expires, as determined by the Administrator. Such dividend equivalents will be converted to cash or additional shares of our common stock by such formula, at such time and subject to such limitations as may be determined by the Administrator. In addition, dividend equivalents with respect to an award with performance-based vesting that are based on dividends paid prior to vesting shall only be paid out to the holder to the extent that the performance-based vesting conditions are subsequently satisfied and the award vests.

Stock payments may be granted pursuant to the 2011 Plan. A stock payment is a payment in the form of shares of our common stock or an option or other right to purchase shares, as part of a bonus, deferred compensation or other arrangement. The number or value of shares of any stock payment will be determined by the Administrator and may be based on continuing service with us or any of our subsidiaries or affiliates or achieving one or more of the performance criteria listed below, or other specific criteria determined by the Administrator. Except as otherwise determined by the Administrator, shares underlying a stock payment which is subject to a vesting schedule or other conditions set by the Administrator will not be issued until those conditions have been satisfied. Stock payments may, but are not required to, be made in lieu of base salary, bonus, fees or other cash compensation otherwise payable to any individual who is eligible to receive awards.

Deferred stock units may be granted pursuant to the 2011 Plan. The number of deferred stock units will be determined by the Administrator and may be based on continuing service with us or any of our subsidiaries or affiliates or achieving one or more of the performance criteria listed below, or other specific criteria determined by the Administrator, in each case on a specified date or dates or over any period or periods determined by the Administrator. Each deferred stock unit entitles its holder to receive one share of common stock on the date the deferred stock unit becomes vested or upon a specified settlement date thereafter. Except as otherwise determined by the Administrator, shares underlying a deferred stock unit award which is subject to a vesting schedule or other conditions set by the Administrator will not be issued until those conditions have been satisfied. Unless otherwise provided by the Administrator, a holder of deferred stock units shall have no rights as a stockholder with respect to such deferred stock units until the award of deferred stock units has vested and any other applicable conditions and/or criteria have been satisfied and the shares of common stock underlying the award have been issued to the holder.

Deferred stock may be granted pursuant to the 2011 Plan. Deferred stock provides for the deferred issuance to the holder of shares of our common stock. The number of shares of deferred stock will be determined by the Administrator and may be based on continuing service with us or any of our subsidiaries or affiliates or achieving one or more of the performance criteria listed below, or other specific criteria determined by the Administrator, in each case on a specified date or dates or over any period or periods determined by the Administrator. Except as otherwise determined by the Administrator, shares underlying a deferred stock award which is subject to a vesting schedule or other conditions set by the Administrator will not be issued until those conditions have been satisfied. Deferred stock may constitute, or provide for a deferral of compensation, subject to Section 409A of the Code and there may be certain tax consequences if the requirements of Section 409A of the Code are not met.

Performance awards may also be granted pursuant to the 2011 Plan. Performance awards may be granted in the form of cash bonus awards, stock bonus awards, performance awards or incentive awards that are paid in

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cash, shares, equity awards or a combination of cash, shares or equity awards. The value of performance awards may be linked to any one or more of the performance criteria listed below, or other specific criteria determined by the Administrator, in each case on a specified date or dates or over any period or periods determined by the Administrator. Performance awards may be payable upon the attainment of pre-established performance goals based on one or more of the performance criteria listed below, or other specific criteria determined by the Administrator. The goals are established and evaluated by the Administrator and may relate to performance over any periods as determined by the Administrator. The Administrator will also determine whether performance awards are intended to be performance-based compensation within the meaning of Section 162(m) of the Code. Following is a brief discussion of the requirements for awards to be treated as performance-based compensation within the meaning of Section 162(m) of the Code.

Performance-based compensation under Section 162(m). The Compensation Committee may grant awards to employees who are or may be "covered employees," as defined in Section 162(m) of the Code, that are intended to be performance-based compensation within the meaning of Section 162(m) of the Code in order to preserve the deductibility of these awards for federal income tax purposes. Under the 2011 Plan, these performance-based awards may be stock, equity, or cash awards or a combination. Participants are only entitled to receive payment for a Section 162(m) performance-based award for any given performance period to the extent that pre-established performance goals set by our Compensation Committee for the period are satisfied. These pre-established performance goals must be based on one or more of the following performance criteria:

- net earnings (either before or after interest, taxes, depreciation and amortization);
- gross or net sales or revenue;
- net income (either before or after taxes);
- adjusted net income;
- operating earnings or profit;
- cash flow (including, but not limited to, operating cash flow and free cash flow);
- return on assets;
- return on capital;
- return on stockholders' equity;
- total stockholder return;
- return on sales;
- gross or net profit or operating margin;
- costs;
- funds from operations;
- expenses;
- working capital;
- earnings per share;
- adjusted earnings per share;
- price per share of our common stock;
- regulatory body approval for commercialization of a product;
- implementation or completion of critical projects;
- market share; and
- economic value,

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any of which may be measured with respect to us, or any subsidiary, affiliate or other internal unit of ours, either in absolute terms, terms of growth or as compared to any incremental increase, or as compared to results of a peer group. The Compensation Committee will define in an objective fashion the manner of calculating the performance criteria it selects to use for such awards. With regard to a particular performance period, the Compensation Committee will have the discretion to select the length of the performance period, the type of performance-based awards to be granted, and the performance goals that will be used to measure the performance for the period. In determining the actual size of an individual performance-based award for a performance period, the Compensation Committee may reduce or eliminate (but not increase) the initial award. Generally, a participant will have to be employed by or providing services to us on the date the performance-based award is paid to be eligible for a performance-based award for any period.

Except as provided by the Compensation Committee, the achievement of each performance goal will be determined in accordance with U.S. generally accepted accounting principles, international financial reporting standards, or such other accounting principles or standards as may apply to our financial statements under the U.S. federal securities laws from time to time, to the extent applicable. At the time of grant, the Compensation Committee may provide that objectively determinable adjustments will be made for purposes of determining the achievement of one or more of the performance goals established for an award. Any such adjustments will be based on one or more of the following:

- items related to a change in accounting principle;
- items relating to financing activities;
- expenses for restructuring or productivity initiatives;
- other non-operating items;
- items related to acquisitions;
- items attributable to the business operations of any entity acquired by us during the performance period;
- items related to the disposal of a business or segment of a business;
- items related to discontinued operations that do not qualify as a segment of a business under applicable accounting standards;
- items attributable to any stock dividend, stock split, combination or exchange of shares occurring during the performance period;
- any other items of significant income or expense which are determined to be appropriate adjustments;
- items relating to unusual or extraordinary corporate transactions, events or developments;
- items related to amortization of acquired intangible assets;
- items that are outside the scope of our core, on-going business activities;
- items related to acquired in-process research and development;
- items relating to changes in tax laws;
- items relating to major licensing or partnership arrangements;
- items relating to asset impairment charges;
- items relating to gains or losses for litigation, arbitration and contractual settlements; or
- items relating to any other unusual or nonrecurring events or changes in applicable laws, accounting principles or business conditions.

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Payment Methods. The Administrator will determine the methods by which payments by any award holder with respect to any awards granted under the 2011 Plan may be paid, the form of payment, including, without limitation: (1) cash or check; (2) shares of our common stock issuable pursuant to the award or held for such period of time as may be required by the Administrator in order to avoid adverse accounting consequences and having a fair market value at the time of delivery equal to the aggregate payments required; (3) other property acceptable to the Administrator (including through the delivery of a notice that the award holder has placed a market sell order with a broker with respect to shares of our common stock then issuable upon exercise or vesting of an award, and that the broker has been directed to pay a sufficient portion of the net proceeds of the sale to us in satisfaction of the aggregate payments required; provided that payment of such proceeds is then made to us upon settlement of such sale); or (4) other form of legal consideration acceptable to the Administrator. However, no participant who is a member of the Board of Directors or an "executive officer" of DeVita within the meaning of Section 13(k) of the Exchange Act will be permitted to make payment with respect to any awards granted under the 2011 Plan, or continue any extension of credit with respect to such payment in any method which would violate the prohibitions on loans made or arranged by us as set forth in Section 13(k) of the Exchange Act. Only whole shares of common stock may be purchased or issued pursuant to an award. No fractional shares shall be issued and the Administrator shall determine, in its sole discretion, whether cash shall be given in lieu of fractional shares or whether such fractional shares shall be eliminated by rounding down.

Vesting and Exercise of an Award. The applicable award agreement governing an award will contain the period during which the right to exercise the award in whole or in part vests, including the events or conditions upon which the vesting of an award will occur or may accelerate. No portion of an award which is not vested at the holder's termination of service with us will subsequently become vested, except as may be otherwise provided by the Administrator in the agreement relating to the award or by action following the grant of the award.

Generally, an option or stock appreciation right may only be exercised while such person remains an employee or non-employee director of us or one of our subsidiaries or affiliates or for a specified period of time (up to the remainder of the award term) following the holder's termination of service with us or one of our subsidiaries or affiliates. An award may be exercised for any vested portion of the shares subject to such award until the award expires. Upon the grant of an award or following the grant of an award, the Administrator may provide that the period during which the award will vest or become exercisable will accelerate, in whole or in part, upon the occurrence of one or more specified events, including, a change in control or a holder's termination of employment or service with us or otherwise.

Transferability. No award under the 2011 Plan may be transferred other than by will or the then applicable laws of descent and distribution or, subject to the consent of the Administrator, pursuant to a domestic relations order, unless and until such award has been exercised or the shares underlying such award have been issued and all restrictions applicable to such shares have lapsed. No award shall be liable for the debts or contracts of the holder or his successors in interest or shall be subject to disposition by any legal or equitable proceedings. During the lifetime of the holder of an award granted under the 2011 Plan, only such holder may exercise such award unless it has been disposed of pursuant to a domestic relations order. After the holder's death, any exercisable portion of an award may be exercised by his personal representative or any person empowered to do so under such holder's will or the then applicable laws of descent and distribution until such portion becomes unexercisable under the 2011 Plan or the applicable award agreement. Notwithstanding the foregoing, the Administrator may permit an award holder to transfer an award other than an ISO to any "family member" of the holder, as defined under the instructions to use of the Form S-8 Registration Statement under the Securities Act of 1933, subject to certain terms and conditions. Further, an award holder may, in a manner determined by the Administrator, designate a beneficiary to exercise the holder's right and to receive any distribution with respect to any award upon the holder's death, subject to certain terms and conditions.

Forfeiture, Recoupment and Clawback Provisions. Pursuant to its general authority to determine the terms and conditions applicable to awards under the 2011 Plan, the Administrator shall have the right to provide, in an award agreement or otherwise, or to require a holder to agree by separate written instrument, that (a) (i) any

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economic benefit received by the holder upon any receipt or exercise of the award, or upon the receipt or resale of any shares of common stock underlying the award, must be paid to the company, and (ii) the award shall terminate and any unexercised portion of the award shall be forfeited, if (x) a termination of service occurs within a specific time period following receipt or exercise, (y) the holder at any time, or during a specified time period, engages in any activity in competition with the company, or which is contrary to the interests of the company, or (z) the holder incurs a termination of service for "cause" (as determined in the Administrator's discretion or as set forth in a written agreement between the company and the holder); and (b) all awards (including any economic benefit received by the holder upon any receipt or exercise of any award or upon the receipt or resale of any shares of common stock underlying the award) shall be subject to the provisions of any recoupment or clawback policies implemented by the company, including, without limitation, any recoupment or clawback policies adopted to comply with the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act and any rules or regulations promulgated thereunder, to the extent set forth in such recoupment or clawback policies and/or in the applicable award agreement.

ADJUSTMENT PROVISIONS

Certain transactions with our stockholders not involving our receipt of consideration, such as stock splits, spin-offs, stock dividends or certain recapitalizations may affect the shares or the share price of our common stock (which transactions are referred to collectively as equity restructurings). In the event that an equity restructuring occurs, the Administrator will equitably adjust the class of shares issuable and the maximum number and kind of shares of our common stock subject to the 2011 Plan, and will equitably adjust outstanding awards as to the class, number of shares and price per share of our common stock. The Administrator will also adjust the number and kind of shares for which automatic grants are subsequently to be made to new and continuing non-employee directors pursuant to the 2011 Plan. Other types of transactions may also affect our common stock, such as a dividend or other distribution, reorganization, merger or other changes in corporate structure. In the event that there is such a transaction, which is not an equity restructuring, and the Administrator determines that an adjustment to the 2011 Plan and any outstanding awards would be appropriate to prevent any dilution or enlargement of benefits under the 2011 Plan, the Administrator will equitably adjust the 2011 Plan as to the class of shares issuable and the maximum number of shares of our common stock subject to the 2011 Plan, as well as the maximum number of shares that may be issued to an employee during any calendar year, and will adjust any outstanding awards as to the class, number of shares, and price per share of our common stock in such manner as it may deem equitable.

AMENDMENT AND TERMINATION

The Board of Directors may terminate, amend or modify the 2011 Plan at any time; however, except to the extent permitted by the 2011 Plan in connection with certain changes in capital structure, stockholder approval must be obtained for any amendment to (i) increase the number of shares available under the 2011 Plan, (ii) reduce the per share exercise price of the shares subject to any option or stock appreciation right below the per share exercise price as of the date the option or stock appreciation right was granted, and (iii) cancel any option or stock appreciation right in exchange for cash or another award when the option or stock appreciation right price per share exceeds the fair market value of the underlying shares, except with respect to any Substitute Award.

FEDERAL INCOME TAX CONSEQUENCES

If an optionee is granted a non-qualified stock option under the 2011 Plan, the optionee should not have taxable income on the grant of the option. Generally, the optionee should recognize ordinary income at the time of exercise in an amount equal to the fair market value of a share of our common stock at such time, less the exercise price paid. The optionee's basis in the common stock for purposes of determining gain or loss on a

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subsequent sale or disposition of such shares generally will be the fair market value of our common stock at the time the optionee exercises such option. Any subsequent gain or loss will be taxable as a capital gain or loss. We or our subsidiaries or affiliates generally should be entitled to a federal income tax deduction at the time and for the same amount as the optionee recognizes ordinary income.

A participant receiving ISOs will not recognize taxable income upon grant. Additionally, if applicable holding period requirements are met, the participant will not recognize taxable income at the time of exercise. However, the excess of the fair market value of our common stock received over the exercise or base price is an item of tax preference income potentially subject to the alternative minimum tax. If stock acquired upon exercise of an ISO is held for a minimum of two years from the date of grant and one year from the date of exercise, the gain or loss (in an amount equal to the difference between the fair market value at the time of sale and the exercise or base price) upon disposition of the stock will be treated as a long-term capital gain or loss, and we will not be entitled to any deduction. If the holding period requirements are not met, the ISO will be treated as one that does not meet the requirements of the Code for ISOs and the tax consequences described for nonqualified stock options will apply.

The current federal income tax consequences of other awards authorized under the 2011 Plan generally follow certain basic patterns; stock appreciation rights are taxed and deductible in substantially the same manner as nonqualified stock options; nontransferable restricted stock subject to a substantial risk of forfeiture results in income recognition equal to the excess of the fair market value over the price paid, if any, only at the time the restrictions lapse (unless the recipient elects to accelerate recognition as of the date of grant); restricted stock units, stock-based performance awards, dividend equivalents and other types of awards are generally subject to tax at the time of payment based on the fair market value of the award at such time. Compensation otherwise effectively deferred is taxed when paid. In each of the foregoing cases, we will generally have a corresponding deduction at the time the participant recognizes income, subject to Section 162(m) of the Code with respect to covered employees.

Section 162(m) of the Code denies a deduction to any publicly held corporation for compensation paid to certain "covered employees" in a taxable year to the extent that compensation to such covered employee exceeds \$1,000,000. It is possible that compensation attributable to awards under the 2011 Plan, when combined with all other types of compensation received by a covered employee from us, may cause this limitation to be exceeded in any particular year.

Qualified "performance-based compensation" is disregarded for purposes of the deduction limitation. In accordance with Treasury Regulations issued under Section 162(m), compensation attributable to stock awards will generally qualify as performance-based compensation if (1) the award is granted by a compensation committee composed solely of two or more "outside directors," (2) the plan contains a per-employee limitation on the number of awards which may be granted during a specified period, (3) the plan is approved by the stockholders, and (4) under the terms of the award, the amount of compensation an employee could receive is based solely on an increase in the value of the stock after the date of the grant (which requires that the exercise or base price of the option is not less than the fair market value of the stock on the date of grant), and for awards other than options, established performance criteria that must be met before the award actually will vest or be paid.

The 2011 Plan is designed to meet the requirements of Section 162(m); however, awards other than options and stock appreciation rights granted under the 2011 Plan will only be treated as qualified performance-based compensation under Section 162(m) if the awards and the procedures associated with them comply with all other requirements of Section 162(m). There can be no assurance that compensation attributable to awards granted under the 2011 Plan will be treated as qualified performance-based compensation under Section 162(m) and thus be deductible to us.

Awards are subject to the discretion of the Administrator. Therefore, it is not possible to determine the benefits that will be received in the future by participants in the 2011 Plan or the benefits that would have been received by such participants if the 2011 Plan had been in effect in the year ended December 31, 2010.

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Equity Grants as of April 13, 2011

The following table sets forth summary information concerning the number of shares of our common stock subject to equity grants made under the 2002 Plan to our named executive officers, directors, director nominees and employees as of April 13, 2011.

<u>Individual or Group</u>	<u>Number of Shares Underlying SSAR/Option Grants</u>	<u>Number of Shares Underlying Stock Unit Awards</u>
Kent J. Thiry, Chairman of the Board of Directors and Chief Executive Officer	5,050,000	112,500
Dennis L. Kogod, Chief Operating Officer	1,180,000	42,500
Luis A. Borgen, Chief Financial Officer	60,000	15,000
Javier J. Rodriguez, Senior Vice President	969,000	30,000
David T. Shapiro, Chief Compliance Officer and Senior Vice President	110,000	4,750
Richard K. Whitney, Former Chief Financial Officer	593,000	16,750
All current executive officers as a group	8,747,500	240,750
All current non-employee directors as a group	681,578	68,579
Pamela M. Arway	27,000	1,981
Charles G. Berg	53,786	4,218
Willard W. Brittain, Jr.	53,153	3,204
Carol Anthony ("John") Davidson	15,000	472
Paul J. Diaz	39,000	3,157
Peter T. Grauer	153,000	18,439
John M. Nehra	126,000	13,860
William L. Roper	153,000	18,413
Roger J. Valine	61,639	4,835
Each associate of any such directors, executive officers or nominees	—	—
Each other person who received or is to receive 5% of such options, warrants or rights	—	—
All employees, including current officers who are not executive officers, as a group	16,933,134	916,646

The Board of Directors recommends a vote FOR approval of our proposed 2011 Incentive Award Plan.

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The Audit Committee has appointed KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2011. Representatives of KPMG LLP are expected to attend the annual meeting in person or telephonically, and will be available to respond to appropriate questions and to make a statement if they so desire. If KPMG LLP should decline to act or otherwise become incapable of acting, or if KPMG LLP's engagement is discontinued for any reason, the Audit Committee will appoint another independent registered public accounting firm to serve as our independent registered public accounting firm for 2011. Although we are not required to seek stockholder ratification of this appointment, the Board of Directors believes that doing so is consistent with corporate governance best practices. If the appointment is not ratified, the Audit Committee will explore the reasons for stockholder rejection and will reconsider the appointment.

The following table sets forth the aggregate professional fees billed to us for the years ended December 31, 2010 and 2009 by KPMG LLP, our independent registered public accounting firm:

	2010	2009
Audit fees ⁽¹⁾	\$1,748,129	\$1,674,237
Audit-related fees ⁽²⁾	427,742	728,821
Tax fees ⁽³⁾	55,000	25,073
All other fees	—	—
	<u>\$2,230,871</u>	<u>\$2,428,131</u>

- (1) Includes aggregate fees for the audit of our consolidated financial statements and the effectiveness of our internal control over financial reporting and the three quarterly reviews of our reports on Form 10-Q and other SEC filings.
- (2) Includes fees for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported as "Audit Fees," including fees of \$55,038 in 2010 and \$482,898 in 2009, for KPMG LLP's services as an independent review organization for our subsidiary Gambro Healthcare, Inc., now known as DVA Renal Healthcare, Inc. The audit-related fees also include fees for audits of our employee benefit plans, an audit of one of our majority-owned joint ventures and audits of certain wholly-owned subsidiaries. In addition, the 2010 audit-related fees also include fees of \$218,354 for due diligence services relating to potential acquisitions. The 2009 audit-related fees also include fees for agreed-upon procedures to review our initial XBRL tags.
- (3) Includes fees for professional services rendered for tax advice and tax planning. None of these fees were for tax compliance or tax preparation services.

Pre-approval Policies and Procedures

The Audit Committee of the Board of Directors is required to pre-approve the audit, audit-related, tax and all other services provided by our independent registered public accounting firm in order to assure that the provision of such services does not impair the auditor's independence. The Audit Committee's pre-approval policy provides for pre-approval of all audit, audit-related, tax and all other services provided by the independent registered public accounting firm, KPMG LLP, and is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>. The Audit Committee pre-approved all such services in 2010 and concluded that such services performed by KPMG LLP were compatible with the maintenance of that firm's independence in the conduct of its auditing functions.

The affirmative vote of a majority of the shares of common stock present at the annual meeting, in person or by proxy and entitled to vote thereon, is required for the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2011.

The Board of Directors recommends a vote FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2011.

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PROPOSAL NO. 4 ADVISORY VOTE ON EXECUTIVE COMPENSATION

Pursuant to recently enacted Section 14A of the Exchange Act, we are providing stockholders with a vote to approve, on an advisory basis, the compensation of our named executive officers as disclosed in this Proxy Statement in accordance with SEC rules. The advisory vote on executive compensation described in this proposal is commonly referred to as a "say-on-pay vote."

As disclosed in the Compensation Discussion and Analysis, the company believes that its executive compensation program is reasonable, competitive and strongly focused on pay-for-performance principles. We design our compensation programs for executive officers to attract and retain outstanding leaders who possess the skills and talent necessary to achieve our business goals and objectives. Ultimately, our objective is to continue to create long-term stockholder value by generating strong overall revenue growth, market share increases, improvements in cost per treatment, operating income growth, operating margin growth, increases in earnings per share and improvement in our debt to equity ratio. In order to achieve this objective, we have established our compensation programs so they:

- reward strong company performance
- align our executives' interests with our stockholders' interests; and
- are competitive within the health care services, diagnostics and solutions market so that we can attract and retain outstanding executives.

The compensation of our named executive officers during fiscal 2010 is consistent with the following achievements and financial performance. As compared to 2009:

- we experienced a one-year total stockholder return ("TSR") of 18.30%, compared to the median one-year TSR of 12.64% in our Global Industry Classification Standard group and the median one-year TSR of 11.94% in our comparator peer group;
- we returned approximately \$618 million to our stockholders through our stock buy-back program;
- we experienced strong operating cash flow of \$840 million, or an increase of approximately 26%;
- our consolidated revenue growth was approximately 6.0%;
- we experienced an increase of approximately 6.0% in the overall number of treatments that we provided; and
- our consolidated operating income growth was approximately 6.0%.

The Compensation Committee has developed and approved an executive compensation philosophy to provide a framework for the company's executive compensation program featuring the following policies and practices:

- strong pay-for-performance alignment, with equity awards ranging from 23% to 73% of our named executive officers' compensation in 2010;
- equity incentive plans that prohibit repricing or replacing underwater stock options or stock appreciation rights without prior stockholder approval;
- a stock ownership policy that requires our named executive officers to accumulate a meaningful ownership stake in the company over time to strengthen the alignment of our named executive officers' and stockholders' interests; and
- a clawback policy that permits the Board of Directors to recover bonuses, incentive and equity-based compensation from executive officers and members of the Board of Directors whose fraud or intentional misconduct was a significant contributing factor to the company having to restate all or a portion of its financial statements.

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This proposal gives our stockholders the opportunity to express their views on the overall compensation of our named executive officers and the philosophy, policies and practices described in this Proxy Statement. For the reasons discussed above, we are asking our stockholders to indicate their support for our named executive officer compensation by voting FOR the following resolution at the Annual Meeting:

“RESOLVED, that the company’s stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in this Proxy Statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission (which disclosure includes the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and disclosure).”

The say-on-pay vote is an advisory vote only, and therefore it will not bind the company or the Board of Directors. However, the Board of Directors and the Compensation Committee will consider the voting results as appropriate when making future decisions regarding executive compensation.

The Board of Directors recommends a vote FOR the approval of the advisory resolution relating to the compensation of our named executive officers as disclosed in this Proxy Statement.

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**PROPOSAL NO. 5
ADVISORY VOTE ON THE FREQUENCY OF SAY-ON-PAY VOTES**

Pursuant to recently enacted Section 14A of the Exchange Act, we are asking stockholders whether future say-on-pay votes should be held every three years, every two years or every year.

After careful consideration of this proposal, the Board of Directors has determined that the company should hold future say-on-pay votes every year for a number of reasons, including the following:

- An annual say-on-pay vote will allow us to obtain stockholder input on our executive compensation program on a more consistent basis which aligns more closely with our objective to engage in regular dialogue with our stockholders on corporate governance matters, including our executive compensation philosophy, policies and practices;
- The one-year frequency provides the highest level of accountability and communication by enabling the say-on-pay vote to correspond with the most recent executive compensation information presented in our proxy statement for the annual meeting;
- A longer approach may make it more difficult for the Compensation Committee to understand and respond to the voting results because it may be unclear whether the stockholder vote pertains to the most recent executive compensation information presented in our proxy statement or to pay practices from the previous two years or both; and
- Holding say-on-pay votes annually reflects sound corporate governance principles and is consistent with a majority of institutional investor policies.

Stockholders are not voting to approve or disapprove of the Board of Directors' recommendation. Instead, the proxy card provides stockholders with four choices with respect to this proposal: one year, two years, three years or stockholders may abstain from voting on the proposal. For the reasons discussed above, we are asking our stockholders to vote for a ONE YEAR frequency when voting on the frequency of future say-on-pay votes.

This vote is an advisory vote only, and therefore it will not bind the company or the Board of Directors. However, the Board of Directors and the Compensation Committee will consider the voting results as appropriate when adopting a policy on the frequency of future say-on-pay votes. The affirmative vote of at least a majority of the shares of common stock present at the annual meeting, in person or by proxy and entitled to vote thereon is required to approve, on an advisory basis, the frequency of the say-on-pay advisory vote every three years, every two years or every year. If none of the frequency alternatives receives a majority vote, the frequency of the advisory vote on executive compensation receiving the greatest number of votes—every three years, every two years or every year—will be considered the frequency that has been selected by the stockholders. Nevertheless, the Board of Directors may decide that it is in the best interests of our stockholders and the company to hold say-on-pay votes more or less frequently than the option approved by our stockholders. Our stockholders, however, will be given the opportunity to vote on the frequency of say-on-pay votes at least once every six years.

The Board of Directors recommends a vote for holding future say-on-pay votes EVERY YEAR.

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PROPOSAL NO. 6

STOCKHOLDER PROPOSAL REGARDING STOCKHOLDER ACTION BY WRITTEN CONSENT

We expect the following proposal to be presented by a stockholder at the annual meeting. The Board of Directors has recommended a vote AGAINST this proposal for the reasons set forth following the proposal. The name, address and share holdings of the stockholder proponent and co-filer will be supplied promptly to a stockholder upon the company's receipt of an oral or written request. The Board of Directors disclaims any responsibility for the content of the proposal and the statement in support of the proposal, which are presented in the form received by the stockholder.

SHAREHOLDER ACTION BY WRITTEN CONSENT

RESOLVED, Shareholders hereby request that our board of directors undertake such steps as may be necessary to permit written consent by shareholders entitled to cast the minimum number of votes that would be necessary to authorize the action at a meeting at which all shareholders entitled to vote thereon were present and voting (to the fullest extent permitted by law).

Stockholder's Statement Supporting Proposal No. 6

We gave greater than 56%-support to a 2010 shareholder proposal on this same topic. Our 56%-support was all the more remarkable because our management used an argument twice as long as the complete shareholder proposal. The Council of Institutional Investors www.cii.org recommends that management adopt a shareholder proposal upon receiving its first 50%-plus vote. This 56%-plus support even translated into greater than 48% support from all shares outstanding.

This proposal topic also won majority shareholder support at 13 major companies in 2010. This included 67%-support at both Allstate and Sprint. Hundreds of major companies enable shareholder action by written consent.

Taking action by written consent in lieu of a meeting is a means shareholders can use to raise important matters outside the normal annual meeting cycle. A study by Harvard professor Paul Gompers supports the concept that shareholder dis-empowering governance features, including restrictions on shareholder ability to act by written consent, are significantly related to reduced shareholder value.

The merit of this Shareholder Action by Written Consent proposal should also be considered in the context of the need for additional improvement in our company's 2010 reported corporate governance status:

The Corporate Library www.thecorporatelibrary.com, an independent investment research firm downgraded DaVita to "D" with "High Governance Risk" and "Very High Concern" in Executive Pay—\$25 million for Kent Thiry. Mr. Thiry gained \$25 million on the exercise of stock options in 2009 and \$19 million on the exercise of options in 2007.

Mr. Thiry also continued to receive annual mega-grants of more and more market-priced stock options—650,000 in 2009 with a grant date value of nearly \$8 million. Market priced options pose the risk for shareholders of providing rewards to our executives due only to a rising market, regardless of individual performance.

In fact, this was the only type of equity Mr. Thiry received over the past few years. Performance-based equity tied to actual company performance would better align our CEO's interests with shareholders.

Peter Grauer, with 16-years tenure (independence concerns), was our so-called Lead Director and was still allowed in his position after attracting our highest negative votes. This was compounded by Mr. Grauer also sitting on our Executive Pay Committee and chairing our Nomination Committee. Plus our Nomination Committee appears to be most of the board members rather than a committee of the board.

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It is important to have well-qualified new directors with continuing business experience. However, Pamela Arway, new to our board in 2009, was an early retiree. Please encourage our board to respond positively to this proposal to enable shareholder action by written consent—Yes on 6.

The Company's Statement in Opposition to Proposal No. 6

The Board of Directors recommends that you vote AGAINST this proposal for the following reasons:

The proposal is unnecessary given that our stockholders have the right to call special meetings. Our stockholders have the ability "to raise important matters outside the normal annual meeting cycle." We recently amended our bylaws to allow stockholders holding 10% or more of our outstanding common stock to call a special meeting to propose, debate and vote on matters outside the normal annual meeting cycle. Notably, our 10% threshold for calling a special meeting is lower than the threshold at many S&P 500 companies and is substantially lower than the majority that would be required to take action by written consent under this proposal.

Acting on matters at a meeting of stockholders is more democratic and transparent than doing so by written consent. The special meeting process provides a more meaningful opportunity for all stockholders to participate in our corporate governance and in actions taken on behalf of the company's stockholders. Addressing matters that are significant to the company at a meeting of the stockholders, rather than through the consent solicitation process, ensures that information about proposed stockholder actions will be disseminated to all stockholders and allows the transparent, public, orderly and deliberate consideration of issues facing the company. Requiring action to be taken at a stockholder meeting also allows all stockholders to express their views on a given matter with the opportunity to persuade other stockholders of the merits of a contrary position, rather than allowing a subset of the stockholder constituency to take action without the knowledge or participation by the rest of the company's stockholders. Action by written consent could lead to hasty decision-making and could be costly and disruptive for the company. The company has over 96 million outstanding shares. Different stockholders could act on different matters by written consent for any purpose, at any time, and as often as they wish, causing significant disruption and confusion. This could lead to a chaotic state of corporate affairs rather than the orderly stockholder meeting process currently in place.

We have a strong track record of sound corporate governance. We have had a long-standing commitment to sound corporate governance practices. We continually evaluate our business, stockholder sentiment, the competitive landscape and developments in corporate governance and implement changes to our corporate governance practices when they appear to be in the best interests of our business and stockholders. We have a number of corporate governance policies and practices that enhance the accountability of the Board of Directors to our stockholders, including:

- annual election of all directors (no "staggered board" or "classified board");
- election of directors by majority vote;
- right of 10% of the voting power to call a special meeting of stockholders;
- limited anti-takeover defenses, including the early termination of our rights plan (poison pill) in March 2011;
- all members of the Board of Directors are removable with or without cause by stockholders;
- no supermajority approval requirements in our organization documents, except where required by Delaware law;
- all members of the Board of Directors, other than our CEO, are independent;
- restriction on the number of other public company boards a member of the Board of Directors may serve on (currently no member of the Board of Directors serves on more than three outside boards);

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- share ownership policy for members of the Board of Directors; and
- a clawback policy for the recoupment under certain circumstances by the company of incentive compensation of Board members or executive officers if the company has to restate its financial statements.

The Board has undertaken a thorough evaluation of the company's corporate governance structure in light of shareholder sentiment and corporate governance trends. As a result, several of the enhancements listed above were added to already strong corporate governance policies and practices. We are committed to good corporate citizenship and accountability to our stockholders. Our continual process of evaluating and making appropriate changes as needed to our corporate governance structure underscores this commitment and, we believe, enhances stockholder value.

The affirmative vote of a majority of the shares of common stock present at the annual meeting, in person or by proxy and entitled to vote thereon, is required for the approval of this proposal.

For these reasons, the Board of Directors recommends that you vote AGAINST this proposal.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the ownership of our common stock as of March 31, 2011 by (a) all persons known by us to own beneficially more than 5% of our common stock, (b) each of our directors and named executive officers, and (c) all of our directors, named executive officers and other executive officers as a group. We know of no agreements among our stockholders which relate to voting or investment power over our common stock or any arrangement the operation of which may at a subsequent date result in a change of control of the company.

Name and address of beneficial owner ⁽¹⁾	Number of shares beneficially owned	Percentage of shares beneficially owned
TimesSquare Capital Management, LLC ⁽²⁾ 1177 Avenue of the Americas, 39th Floor New York, NY 10036	7,010,669	7.3%
BlackRock, Inc. ⁽³⁾ 40 East 52nd Street New York, NY 10022	6,782,480	7.0%
The Vanguard Group, Inc. ⁽⁴⁾ 100 Vanguard Blvd. Malvern, PA 19355	5,033,331	5.2%
Kent J. Thiry ⁽⁵⁾	1,531,710	1.6%
Dennis L. Kogod ⁽⁶⁾	226,042	*
Luis A. Borgen ⁽⁷⁾	2,500	*
Javier J. Rodriguez ⁽⁸⁾	377,914	*
David T. Shapiro ⁽⁹⁾	14,906	*
Richard K. Whitney ⁽¹⁰⁾	266,603	*
Pamela M. Arway ⁽¹¹⁾	5,731	*
Charles G. Berg ⁽¹²⁾	31,968	*
Willard W. Brittain, Jr. ⁽¹³⁾	6,454	*
Carol Anthony ("John") Davidson ⁽¹⁴⁾	472	*
Paul J. Diaz ⁽¹⁵⁾	26,407	*
Peter T. Grauer ⁽¹⁶⁾	2,676	*
John M. Nehra ⁽¹⁷⁾	108,756	*
William L. Roper ⁽¹⁸⁾	45,892	*
Roger J. Valine ⁽¹⁹⁾	47,859	*
All directors, named executive officers and other executive officers as a group (21 persons) ⁽²⁰⁾	2,860,245	2.9%

* Amount represents less than 1% of our common stock.

⁽¹⁾ Unless otherwise set forth in the following table, the address of each beneficial owner is 1551 Wewatta Street, 6th Floor, Denver, Colorado, 80202.

⁽²⁾ Based on information contained in a Schedule 13G/A filed with the SEC on February 9, 2011, these securities are owned by investment advisory clients of TimesSquare Capital Management, LLC ("Times Square"). In its role as investment advisor, Times Square has sole voting power with respect to 5,007,969 shares and sole dispositive power with respect to 7,010,669 shares.

⁽³⁾ Based upon information contained in a Schedule 13G/A filed with the SEC on February 4, 2011, BlackRock, Inc. may be deemed to be the beneficial owner of 6,782,480 shares with sole power to vote and sole power to dispose of all 6,782,480 shares as a result of being a parent holding company or control person.

⁽⁴⁾ Based upon information contained in a Schedule 13G filed with the SEC on February 10, 2011, The Vanguard Group, Inc., an investment adviser, has sole voting power with respect to 126,243 shares, sole dispositive power with respect to 4,907,088 shares and shared dispositive power with respect to 126,243 shares.

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- (5) Includes 117,127 shares held in a family trust and 1,395,833 shares issuable upon the exercise of SSARs and 18,750 RSUs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2011.
- (6) Includes 216,667 shares issuable upon the exercise of SSARs and 9,375 RSUs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2011.
- (7) Includes 2,500 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2011.
- (8) Includes 346,249 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2011.
- (9) Includes 14,416 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2011.
- (10) Mr. Whitney stepped down from his position as chief financial officer in May 2010 and was no longer an executive officer of the company on March 31, 2011. Includes 262,416 shares issuable upon the exercise of SSARs and 4,187 RSUs which are exercisable as of, or will become exercisable within 60 days after, March 31, 2011.
- (11) Includes 3,750 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2011, and 169 vested but unissued restricted stock units.
- (12) Includes 3,750 and 24,000 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2011, and 169 vested but unissued restricted stock units.
- (13) Includes 3,750 shares issuable upon the exercise of options, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2011, and 169 vested but unissued restricted stock units.
- (14) Includes 49 vested but unissued restricted stock units.
- (15) Includes 11,250 and 12,000 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2011, and 169 vested but unissued restricted stock units.
- (16) Includes 1,811 vested but unissued restricted stock units.
- (17) Includes 34,945 shares held in a family trust and 36,000 and 36,000 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2011, and 1,811 vested but unissued restricted stock units.
- (18) Includes 36,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2011, and 1,811 vested but unissued restricted stock units.
- (19) Includes 18,739 and 24,000 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after March 31, 2011, and 293 vested but unissued restricted stock units.
- (20) Includes 73,489 and 2,520,979 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2011, and 6,451 vested but unissued restricted stock units.

Information Concerning Our Executive Officers

Name	Age	Position
Kent J. Thiry	55	Chairman of the Board of Directors and Chief Executive Officer
Luis A. Borgen	41	Chief Financial Officer
James K. Hilger	49	Chief Accounting Officer
Dennis L. Kogod	51	Chief Operating Officer
Laura A. Mildenberger	52	Chief People Officer
Allen R. Nissenson, MD, FACP	64	Chief Medical Officer
Kim M. Rivera	42	Vice President, General Counsel and Secretary
Javier J. Rodriguez	40	Senior Vice President
David T. Shapiro	41	Chief Compliance Officer and Senior Vice President
Thomas O. Usilton, Jr.	59	Senior Vice President and Chief Development Officer
LeAnne M. Zumwalt	52	Vice President

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Our executive officers are elected by, and serve at the discretion of, the Board of Directors. Set forth below is a brief description of the business experience of all executive officers other than Mr. Thiry, who is also a director and whose business experience is set forth above in the section of this Proxy Statement entitled "Information Concerning Members of the Board of Directors Standing for Reelection."

Luis A. Borgen became our chief financial officer in May 2010 and prior to that, he served as our senior vice president beginning in March 2010. From February 2009 until joining us, Mr. Borgen served as senior vice president, finance for the U.S. retail division of Staples, an office products company, where he played a role in strategy development and business planning efforts. From June 2005 until January 2009, Mr. Borgen served as the vice president, finance for the U.S. retail division of Staples. From July 2002 to June 2005, Mr. Borgen served as vice president, corporate financial planning and analysis of Staples where he led the global business planning efforts. From February 1999 to June 2002, Mr. Borgen served in the corporate treasury department of Staples, including as vice president and assistant treasurer.

James K. Hilger became our chief accounting officer in April 2010, and has served as our vice president and controller since May 2006. Prior to that, he served as our vice president, finance beginning in September 2005. Mr. Hilger was our acting chief financial officer from November 2007 through February 2008. From September 2003 until joining us, Mr. Hilger served as vice president, finance and administration and chief financial officer of Pyramid Breweries, a brewer of specialty beverages. From December 1998 to July 2003, Mr. Hilger served in positions as chief executive officer and chief financial officer of WorldCatch, Inc., a seafood industry company. From 1987 until joining WorldCatch, Inc., Mr. Hilger held a variety of senior financial positions in the food industry. Mr. Hilger began his career in public accounting with Ernst & Whinney.

Dennis L. Kogod became our chief operating officer in January 2009 and prior to that, he served as our president-west beginning in October 2005. From January 2004 until joining us, Mr. Kogod served as president and chief operating officer-west of Gambro Healthcare, Inc., which we acquired in October 2005. From July 2000 to January 2004, Mr. Kogod served as president, west division of Gambro Healthcare, Inc. From June 1999 to July 2000, Mr. Kogod was president of Teleflex Medical Group, a medical original equipment manufacturer of medical delivery systems. From January 1996 to June 1999, Mr. Kogod was corporate vice president of Teleflex Surgical Group, a surgical device and service organization. Mr. Kogod served on the board of directors of Arbios Systems, Inc., a medical device and cell-based therapy company.

Laura A. Mildenberger became our chief people officer in July 2008, having joined us in October 2001 as vice president of operations. Prior to joining us, Ms. Mildenberger served as vice president of operations for the western U.S. for Matrix Rehabilitation, a physical therapy outpatient company, from March 2000 to October 2001. From 1993 to 2000, Ms. Mildenberger served as a general manager for NovaCare Outpatient Rehabilitation, a provider of physical and occupation therapy services. From 1988 to 1993, Ms. Mildenberger was the executive vice president/principal of Worker Rehabilitation Services, a multi-site physical rehabilitation company. Ms. Mildenberger began her career as an occupational therapist at the Mayo Clinic.

Allen R. Nissenson, MD, FACP, became our chief medical officer in August 2008. He is an emeritus professor of medicine at the David Geffen School of Medicine at UCLA, where he served as director of the dialysis program from 1977 to 2008 and associate dean from 2005 to 2008. Dr. Nissenson was the president of the Southern California End-Stage Renal Disease Network from 2005 to 2007. Dr. Nissenson was the president of the National Anemia Action Council from 2001 to 2007. Dr. Nissenson was the president of the Renal Physicians Association from 1999 to 2001.

Kim M. Rivera became our vice president, general counsel and secretary in January 2010. From February 2006 to November 2009, Ms. Rivera served as vice president and associate general counsel of The Clorox Company, a consumer products company. From August 2004 to February 2006, Ms. Rivera served as vice president law and chief litigation counsel to Rockwell Automation, Inc., a provider of industrial automation control and information solutions. From November 1999 to August 2004, she served as general counsel to Rockwell's Automation Control and Information Group. Prior to joining Rockwell, Ms. Rivera was an attorney at the law firm of Jones Day.

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Javier J. Rodriguez became our senior vice president in 2006. From 2004 to 2006, Mr. Rodriguez served as our vice president of operations. From 2000 to 2003, Mr. Rodriguez served as our vice president of payor contracting. From 1998 to 2000, Mr. Rodriguez served with us in various other director positions. Prior to joining DaVita, Mr. Rodriguez worked for Baxter Healthcare Corporation in Finance from 1995 to 1996. He also served as Director of Operations for CBS Marketing Inc. in Mexico City.

David T. Shapiro became our chief compliance officer and senior vice president in October 2008, having joined us in March 2008 as the deputy chief compliance officer. Prior to joining us, Mr. Shapiro was counsel at the Pepper Hamilton law firm from March 2007 through February 2008, during which time he represented health care clients in government investigations and compliance issues. From October 2003 through March 2007, Mr. Shapiro served as a trial attorney with the Civil Frauds Section of the United States Department of Justice. From June 1999 through October 2003, Mr. Shapiro was an attorney with the law firm Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. in Washington, DC.

Thomas O. Usilton, Jr. became our chief development officer in July 2010, and has served as our senior vice president since April 2006. Prior to that, he served as our group vice president beginning in August 2004. From February 2000 until joining us, Mr. Usilton served as president and chief executive officer of Digital Insurance Inc., a health and welfare brokerage and services company. From 1995 until founding Digital Insurance Inc. in 2000, Mr. Usilton was senior vice president of Vivra Specialty Partners, a national physicians practice management company. Prior to joining Vivra Specialty Partners, Mr. Usilton served as president and chief executive officer of Premier Asthma and Allergy, a disease management company specializing in asthma management. From 1986 to 1987, Mr. Usilton was general manager and executive vice president of CIGNA Corporation. Prior to his employment with CIGNA Corporation, from 1978 to 1985, he served as executive vice president for Health America Inc., a national leader in the Health Maintenance Organization medical insurance field.

LeAnne M. Zumwalt became our vice president in January 2000 and currently oversees our public policy—regulatory efforts and our purchasing department. Ms. Zumwalt has served in various capacities with us and served as our vice president investor relations from January 2000 through October 2009. From 1997 to 1999, Ms. Zumwalt served as chief financial officer of Vivra Specialty Partners, a privately held health care service and technology firm. From 1991 to 1997, Ms. Zumwalt held various executive positions at Vivra Incorporated, a publicly held provider of dialysis services. Prior to joining Vivra Incorporated, Ms. Zumwalt was a senior manager at Ernst & Young, LLP. Ms. Zumwalt serves on the board of directors of The Advisory Board Company.

None of the executive officers has any family relationship with any other executive officer or with any of our directors.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires “insiders,” including our executive officers, directors and beneficial owners of more than 10% of our common stock, to file reports of ownership and changes in ownership of our common stock with the SEC and the NYSE, and to furnish us with copies of all Section 16(a) forms they file. Based solely on our review of the copies of such forms received by us, or written representations from reporting persons, we believe that our insiders complied with all applicable Section 16(a) filing requirements during 2010, except that a Statement of Changes in Beneficial Ownership of Securities on Form 4 for each of Mr. Thiry, Mr. Grauer, Mr. Hilger, Mr. Kogod, Ms. Mildemberger, Mr. Rodriguez, Mr. Shapiro, Mr. Usilton, Mr. Whitney and Ms. Zumwalt was filed late.

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EQUITY COMPENSATION PLAN INFORMATION

The following table provides information about our common stock that may be issued upon the exercise of SSARs, stock options, restricted stock units and other rights under all of our existing equity compensation plans as of December 31, 2010, including our omnibus 2002 Equity Compensation Plan and our Employee Stock Purchase Plan, and the terminated 1999 Non-Executive Officer and Non-Director Equity Compensation Plan. The material terms of these plans are described in Note 17 to the consolidated financial statements, which are part of our Annual Report on Form 10-K for the year ended December 31, 2010. The 1999 Non-Executive Officer and Non-Director Equity Compensation Plan was not required to be approved by our stockholders.

Plan category	Number of shares to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)	Total of shares reflected in columns (a) and (c) (d)
Equity compensation plans approved by stockholders	11,597,916	\$ 49.74	11,787,674	23,385,590
Equity compensation plans not requiring stockholder approval	1,000	\$ 54.58	—	1,000
Total	<u>11,598,916</u>	<u>\$ 49.74</u>	<u>11,787,674</u>	<u>23,386,590</u>

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis (the "CD&A") describes our executive compensation program for our named executive officers. As of December 31, 2010, our named executive officers consisted of Kent J. Thiry, our chairman of the Board of Directors and chief executive officer, Dennis L. Kogod, our chief operating officer, Luis A. Borgen, our chief financial officer, Javier J. Rodriguez, our senior vice president, David T. Shapiro, our chief compliance officer and senior vice president, and Richard K. Whitney, our former chief financial officer. Mr. Whitney stepped down from the position of chief financial officer effective May 4, 2010.

EXECUTIVE SUMMARY

DaVita is a leading provider of kidney dialysis services in the United States through a network of approximately 1,612 outpatient dialysis centers and approximately 750 hospitals, serving approximately 125,000 patients in 42 states. In 2010, our overall network of dialysis centers increased by 82 centers primarily as a result of opening new centers and acquisitions and the overall number of patients that we serve increased by approximately 6.0%. We believe our attention to these three stakeholders—our patients, our business partners, and our employees—represents the major driver of our long-term performance, although we are subject to the impact of external factors such as government reimbursement policies and physician practice patterns.

We design our compensation programs for executive officers to attract and retain outstanding leaders who possess the skills and talent necessary to achieve our business goals and objectives. Ultimately, our objective is to continue to create long-term stockholder value by generating strong overall revenue growth, market share increases, improvements in cost per treatment, operating income growth, operating margin growth, increases in earnings per share and improvement in our debt to equity ratio. In order to achieve this objective, we have established our compensation programs so they: (i) reward strong company performance; (ii) align our executives' interests with our stockholders' interests and (iii) are competitive within the health care services, diagnostics and solutions market so that we can attract and retain outstanding executives.

Pay-For-Performance

When establishing the compensation for our named executive officers for 2010, the Compensation Committee gave significant weight to our sustained record of strong operating performance, our improvement in strategic positioning and our continued strong clinical performance, particularly in light of general economic volatility and significant industry regulatory challenges and uncertainty.

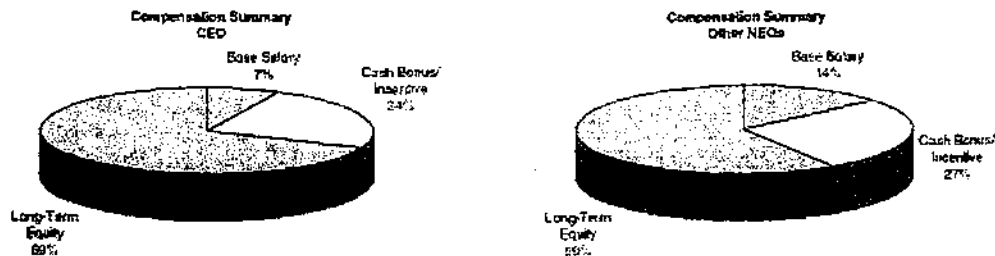
Our overall financial, operating and TSR performance was strong for 2010 and we believe that the named executive officers were instrumental in achieving these results. As compared to 2009:

- we experienced a one-year TSR of 18.30%, compared to the median one-year TSR of 12.64% in our Global Industry Classification Standard group and the median one-year TSR of 11.94% in our comparator peer group;
- we returned approximately \$618 million to our stockholders through our stock buy-back program;
- we experienced strong operating cash flow of \$840 million, or an increase of approximately 26%;
- our consolidated revenue growth was approximately 6.0%;
- we experienced an increase of approximately 6.0% in the overall number of treatments that we provided; and
- our consolidated operating income growth was approximately 6.0%.

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In addition, we believe our clinical outcomes compare favorably with other dialysis providers in the United States and generally exceed the dialysis outcome quality indicators of the National Kidney Foundation. The Compensation Committee balanced its evaluation of our performance in 2010 by also considering the potential impact on DaVita and our industry of healthcare reform and other significant healthcare regulatory changes, including changes to government reimbursement policies. When establishing 2010 compensation for our named executive officers, the Compensation Committee considered these and other factors in the context of individual named executive officer performance.

Our compensation programs for our named executive officers emphasize compensation based on performance and are designed to align our named executive officers' interests with those of our stockholders and to permit individuals who have performed well in creating significant long-term value for the company and its stockholders to share in the value generated. To this end, our compensation programs emphasize variable compensation in the form of cash and stock-based awards over fixed compensation. In light of this emphasis, the Compensation Committee determined to limit increases to fixed compensation amounts in 2010 such that the base salaries of our named executive officers, other than Mr. Kogod, were retained at 2009 levels (or, in the case of Mr. Whitney, reduced from 2009 levels). The following pie charts illustrate the allocation of the total direct compensation that the named executive officers earned for 2010 (not including Mr. Whitney, as he is not currently an executive officer of the company):



The Compensation Committee believes that the above compensation structure struck an appropriate balance by promoting long-term stockholder value without motivating or rewarding excessive risk-taking.

The following graph illustrates how cash performance bonuses over the past three years varied with changes in our operating income (not including Mr. Whitney, as he is not currently an executive officer of the company):

3-Yr NEO Cash Performance Bonuses vs. Company Operating Income

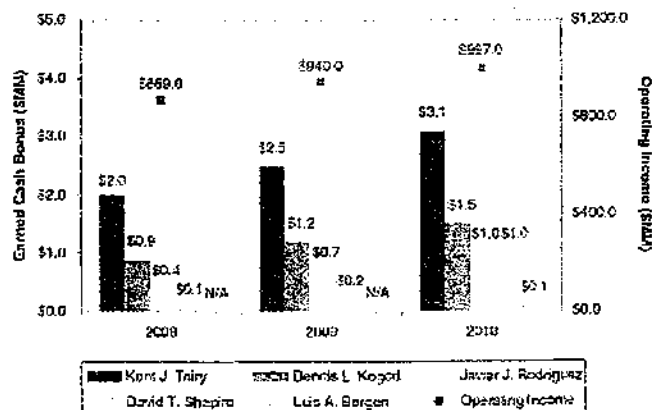
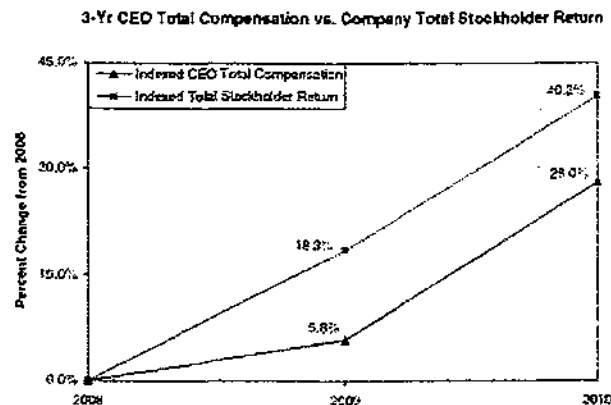


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To further illustrate our emphasis on compensation based on performance and our commitment to align the interests of our named executive officers with those of our stockholders, the following graph illustrates how our chief executive officer's compensation over the past three years varied with changes in our TSR for the same period (indexed to the commencement year of the graph, i.e., 2008):



Stockholder Interest Alignment

We believe that our equity awards further serve to align the interests of our executives with the long-term interests of our stockholders by providing our executives with an opportunity to benefit from the appreciation of our stock price, by providing for vesting over a period of time and by requiring executives to accumulate meaningful ownership through our stock ownership policy. Therefore, a primary objective of our executive compensation programs is to provide a significant portion of compensation in the form of stock-based awards. For 2010, equity awards ranged from 23% to 73% of our named executive officers' compensation. Further, the equity awards that are granted for 2010 performance vest commencing on the third anniversary of the date of grant, such that the awards vest 50% on the third anniversary of the date of grant and the remaining 50% on the fourth anniversary of the date of grant. The vesting schedule was determined in order to assist in the long-term retention of such named executive officers and further align the interests of our executives with the long-term interests of our stockholders. Stock-based compensation creates an incentive for the named executive officer to contribute to the overall success of the company and to take actions that result in the creation of long-term stockholder value.

Market Competitiveness

We evaluate the overall competitiveness of our executives' total direct compensation each year in order to assist in executive retention. The Compensation Committee commissions Compensia, an independent national compensation consulting firm, to perform a comprehensive market analysis of our executive compensation programs and pay levels. See "Role of Independent Compensation Consultant" beginning on page 55 of this Proxy Statement and "Corporate Governance—Information Regarding the Board of Directors and its Committees—Compensation Committee" beginning on page 11 of this Proxy Statement for detailed discussion of the Compensia services provided in 2010. In 2011, Compensia provided the Compensation Committee with an analysis of comparative market data on the cash, stock-based compensation and total compensation for senior executives at a group of comparable companies within our industry. In addition to published executive compensation survey data, the Compensation Committee reviewed the compensation practices of our comparator

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peer group, consisting of the following companies, which are all in the health care services, diagnostics and solutions markets:

Company	1-Year TSR	Market Capitalization (in millions) ⁽¹⁾	Net Income for Last 4 Quarters (in millions) ⁽²⁾	Revenue for Last 4 Quarters (in millions) ⁽²⁾
Community Health Systems, Inc.	4.97%	\$ 3,790.8	\$ 280.0	\$ 12,986.5
Express Scripts, Inc.	25.09%	\$ 29,700.1	\$ 1,181.2	\$ 45,057.2
HCA Holdings, Inc.	N/A	\$ N/A	\$ 1,375.0	\$ 30,052.0
Health Management Associates, Inc.	31.22%	\$ 2,517.7	\$ 150.1	\$ 5,115.0
HealthSouth Corporation	10.34%	\$ 2,259.8	\$ 899.0	\$ 1,999.3
Kindred Healthcare, Inc.	-0.49%	\$ 984.2	\$ 56.5	\$ 4,359.7
Laboratory Corporation of America Holdings	17.48%	\$ 9,166.2	\$ 558.2	\$ 5,003.9
Lincare Holdings Inc.	10.00%	\$ 2,824.4	\$ 181.6	\$ 1,669.2
Magellan Health Services, Inc.	16.08%	\$ 1,586.1	\$ 138.7	\$ 2,969.2
Medco Health Solutions, Inc.	-4.13%	\$ 24,930.7	\$ 1,427.3	\$ 65,968.3
MEDNAX Services, Inc.	11.94%	\$ 3,115.6	\$ 202.7	\$ 1,401.6
Omnicare, Inc.	9.64%	\$ 3,346.4	\$ (106.1)	\$ 6,146.2
Quest Diagnostics Incorporated	-9.95%	\$ 9,713.6	\$ 720.9	\$ 7,368.9
Tenet Healthcare, Inc.	24.12%	\$ 3,489.1	\$ 1,119.0	\$ 9,205.0
Universal Health Services, Inc.	43.02%	\$ 4,447.8	\$ 230.2	\$ 5,568.2
WebMD Health Corp.	32.66%	\$ 3,387.6	\$ 54.1	\$ 534.5
Summary Statistics:				
75 th Percentile	25.09%	\$ 6,807.0	\$ 954.0	\$ 10,150.4
50 th Percentile	11.94%	\$ 3,387.6	\$ 255.1	\$ 5,341.6
DaVita	18.30%	\$ 7,619.5	\$ 405.7	\$ 6,447.4
DaVita Percentage Rank	65%	76%	56%	62%

(1) Data as of February 28, 2011.

(2) Data generally through December 31, 2010.

Our comparator peer group includes a diverse representation in various health care services, diagnostics and solutions markets because we compete in this broad industry group for executive talent. Our comparator peer companies are comparable to us in their size, as measured by market capitalization, net income and revenues. Compensation paid by this comparator peer group is representative of the compensation we believe is required to attract, retain and motivate our executive talent. The Compensation Committee, in conjunction with Compensia, reviews the makeup of this group annually and makes adjustments to the composition of the group as it deems appropriate. The majority of the companies in our comparator peer group have remained the same over the years. The group therefore provides a fairly consistent measure for comparing executive compensation. In addition to the 14 comparator peer group companies that were used in Compensia's 2010 analysis, HCA Holdings and Tenet Healthcare were added to provide further balance to DaVita's relative positioning among the peer group companies.

The Compensation Committee considered Compensia's analysis of the compensation of executives serving in similar positions at our comparable companies to obtain a general understanding of current compensation practices in our industry. The analysis provided by Compensia was used to provide context for the compensation decisions made in 2011 for 2010 performance, but the Compensation Committee's decisions were not directly related to or otherwise based upon the comparative data. Instead, the Compensation Committee used this comparative data as one of many factors considered to set the compensation for our named executive officers. The Compensation Committee also used the analysis as a tool to assess how well the company is implementing its core compensation objective of awarding compensation weighted heavily in favor of variable compensation tied to performance. The emphasis on stock-based awards as compared to cash compensation was reflected in the results of Compensia's analysis which showed that the percentage of overall average equity awards as compared to overall average cash awards for our named executive officers in 2010 was higher than the average for comparable companies.

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In its 2011 report, Compensia found that the total direct compensation for our named executive officers clusters above 75% of our 16-company comparator peer group. In approving executive compensation, the Compensation Committee considered that DaVita's market capitalization is at the 76th percentile of our comparator peer group and DaVita's size, in terms of net income and revenue, is greater than the median of our comparator peer group. Further, the Compensation Committee considered that DaVita's TSR was well above the median TSR against its industry peers (i.e., companies in the same Global Industry Classification Standards group as DaVita) and above the 60th percentile for one-year TSR and three-year compound average annual TSR against the comparator peer group companies. In addition, the Compensation Committee considered that DaVita's ten-year compound average annual TSR is above the 90th percentile against the comparator peer group companies. DaVita also has a record of sustained performance against the comparator peer group companies, posting above the 60th percentile for three-year operating margin, net margin and revenue growth against the comparator peer group companies and above the 60th percentile for five-year and above the 75th percentile for ten-year operating margin, net margin and revenue growth against the comparator peer group companies, notwithstanding the challenging environment in which the company operates. The Compensation Committee also considers each named executive officer's roles and responsibilities within the company, individual performance, company performance and internal pay equity in addition to the results of the competitive pay analysis.

Good Governance and Best Practices

Pursuant to our desire to maintain fair and responsible compensation programs while serving our retention objectives, we have entered into employment agreements with each of our named executive officers. Each agreement is individually negotiated and the terms vary; however, the employment agreements reflect current compensation practices and trends by, among other things: (i) not providing for any single trigger payments upon a change in control event of the company and (ii) limiting severance payments to not more than three times base salary and bonus. Further, in 2011, the Compensation Committee determined that the company will no longer enter into any new or materially amended agreements with its executives that include any excise tax gross-up provisions with respect to payments contingent upon a change in control.

In addition, our equity incentive plans prohibit repricing or replacing underwater stock options or stock appreciation rights without prior stockholder approval and our stock-based awards are designed so that in order to vest and earn the full benefit of the award the named executive officers must remain employed for a multi-year period. This reinforces a culture in which the company's long-term success takes precedence over volatile and unsustainable short-term results.

Further, approximately every other year, the Compensation Committee engages an outside independent consultant to conduct an in-depth analysis of our chief executive officer's performance as a manager during the year. The most recent assessment took place in 2010. The results of this assessment are reviewed by the Board of Directors and the Compensation Committee and is one of the many factors considered when making compensation decisions.

In 2010, the Board of Directors adopted a clawback policy that permits the Board of Directors to recover bonuses, incentive and equity-based compensation from executive officers and members of the Board of Directors whose fraud or intentional misconduct was a significant contributing factor to the company having to restate all or a portion of its financial statements. See "Executive Compensation Process & Governance—Policy Regarding Clawback of Bonuses and Incentive Compensation" for additional details.

Stock Ownership Guidelines

We have a stock ownership policy that applies to all of our named executive officers to strengthen the alignment of our named executive officers' and stockholders' interests. The purpose of the policy is to ensure that our executive officers and other members of our senior management team accumulate a meaningful ownership stake in the company over time by retaining a specified financial interest in our common stock. As of

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December 31, 2010, all of the named executive officers are meeting our stock ownership policy and guidelines. See "Management Share Ownership Policy" beginning on page 55 of this Proxy Statement for more information regarding our stock ownership guidelines.

ELEMENTS OF COMPENSATION

We believe it is in the best interests of our stockholders to attract and retain talented leaders. In order to attract and retain executives who are not only outstanding leaders but who also embody our mission and values, we strive to provide compensation that is reasonable and provides the best value for our stockholders but that is also sufficient to achieve our recruitment and retention objectives. When recruiting new executives, the Compensation Committee and our chief executive officer evaluate the comparative compensation of executives within the company with similar levels of responsibility, the prior experience of the executive and expected contributions to company performance. Thereafter, each executive's compensation is reviewed annually by the Compensation Committee and chief executive officer, and considered for adjustment based on individual performance and other factors.

When evaluating performance, we base compensation decisions on an assessment of company and individual performance over the year, taking individual accomplishments into consideration in light of the totality of circumstances together with individual potential to contribute to the company's future growth. We believe that all of our named executive officers have the ability to influence overall company policies and performance and, accordingly, should be accountable for company-wide performance as well as the areas over which they have direct influence. The differences in total annual compensation levels among the named executive officers are based on their individual roles and responsibilities within the company and their relative individual performance. The Compensation Committee uses its judgment in awarding compensation to our named executive officers in accordance with the overall objectives of the company's compensation programs.

The Compensation Committee takes into consideration a number of factors when determining the elements and amounts of compensation awarded to our named executive officers, including individual performance, overall financial and non-financial performance of the company for the year, individual skill sets and experience relative to industry peers, readiness for promotion to a higher level, past and expected future performance, the importance and difficulty of achieving future company and individual objectives, the value of each executive's outstanding equity awards, aggregate historical compensation, levels of responsibility and performance relative to other executives within the company, importance to the company and difficulty of replacement. The Compensation Committee also gives significant weight to our clinical performance and quality of patient care. Accordingly, company-wide patient clinical outcomes and improvements in quality of patient care, and each named executive officer's contributions in those areas, can have a significant impact on named executive officer compensation.

The company-wide factors taken into consideration by the Compensation Committee include, but are not limited to, the following:

- overall revenue growth, which includes increases in our dialysis revenue per treatment and in our treatment volume, market share increases, improvements in cost per treatment, operating income growth, operating margin growth, increases in earnings per share and improvement in the company's debt to equity ratio,
- healthcare regulatory compliance initiatives,
- improved strategic positioning,
- improved positioning of the company for continued growth and diversification,
- improved organizational capabilities,

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- patient growth,
- relationships with private payors,
- improved clinical outcomes, vaccination rates and fistula utilization,
- relationships with medical directors,
- selection and implementation of improved financial, operating and clinical information systems,
- management performance in attracting and retaining high-performing employees throughout our organization and succession planning,
- implementation of successful public policy efforts,
- good corporate citizenship, and
- advancement of strategic business initiatives supporting our mission to be the provider, partner and employer of choice.

The Compensation Committee considers the foregoing items subjectively. There is no formal weighting of the individual elements considered and no particular elements are required to be considered with respect to a given individual or in any particular year.

When determining annual compensation for our named executive officers, other than for our chief executive officer, the Compensation Committee works closely with our chief executive officer to review each individual's performance for the year and determine such named executive officer's compensation. Shortly following the end of each year, our chief executive officer provides his assessment of each named executive officer's performance during the year based on his personal experience with the individual, the named executive officer's achievement of success in areas determined to be significant to the company, and any changes in responsibility levels. The Compensation Committee also considers performance discussions that have taken place at the Board of Directors and Compensation Committee level regarding the named executive officers, retention objectives and the future growth potential of the individual executive. Our chief executive officer recommends to the Compensation Committee the amounts of cash and stock-based compensation for each of the named executive officers. The Compensation Committee considers the recommendations made by the chief executive officer regarding the other named executive officers but retains the discretion to deviate from those recommendations. Neither the chief executive officer nor other members of management provide a recommendation to the Compensation Committee with regard to the chief executive officer's compensation.

The Compensation Committee evaluates our chief executive officer's performance at the same time as it sets the compensation of the other named executive officers. When evaluating the performance of our chief executive officer and making decisions about his compensation, the Compensation Committee considers overall company performance as part of the assessment of our chief executive officer's performance but does not rely on the achievement of specific objectives to determine his compensation. The Compensation Committee also considers a self-assessment prepared by our chief executive officer. As part of this self-assessment, our chief executive officer reviews with the Compensation Committee the overall annual management objectives of the company and his participation in the attainment or level of responsibility for the shortfall of such objectives. Approximately every other year, the Compensation Committee engages an outside independent consultant to conduct an in-depth analysis of our chief executive officer's performance as a manager during the year. The most recent assessment took place in 2010. This evaluation involves a rigorous assessment of our chief executive officer's performance by members of the senior management team. The results of this assessment are reviewed by the Board of Directors and the Compensation Committee and is one of the many factors considered when making compensation decisions. The compensation package for our chief executive officer is approved by the Compensation Committee, subject to ratification by the independent members of the Board of Directors.

Table of Contents**Base Salary**

Base salary is included in the compensation of our named executive officers because we believe it is appropriate that some portion of compensation be provided in a form that is liquid and assured. Base salaries are initially established at levels necessary to enable us to attract and retain highly qualified executives with reference to comparative pay within the company for executives with similar levels of responsibility, prior experience of the executive and expected contributions to company performance.

We do not guarantee salary adjustments on a yearly basis. During March of each year, the Compensation Committee considers adjustments to salary as part of the overall compensation assessment for our named executive officers. Our chief executive officer typically provides the Compensation Committee with his recommendation regarding merit-based increases for each named executive officer other than himself. The chief executive officer's base salary is determined by the Compensation Committee with input from Compensia and Compensia's analysis of CEO compensation of our comparator peer group.

In accordance with our emphasis on performance-based compensation and the Compensation Committee's decision to limit increases to fixed compensation amounts in 2010, the Compensation Committee retained the base salary of Messrs. Thiry, Rodriguez and Shapiro at 2009 levels. The Compensation Committee increased Mr. Kogod's base salary for 2010 pursuant to the Compensation Committee's review of his performance in the previous year and consideration of the salary level of Mr. Kogod's predecessor and the comparative market data provided by Compensia. Mr. Borgen commenced employment with us on March 22, 2010. Mr. Whitney stepped down from his position as our chief financial officer, effective May 4, 2010. The base salaries for 2009 and 2010 are shown in the table below.

Name	2009 Base Salary	2010 Base Salary
Kent J. Thiry	\$1,050,000	\$1,050,000
Dennis L. Kogod	\$ 650,000	\$ 800,000
Luis A. Borgen	N/A	\$ 450,000
Javier J. Rodriguez	\$ 550,000	\$ 550,000
David T. Shapiro	\$ 350,000	\$ 350,000
Richard K. Whitney	\$ 500,000	\$ 400,000

For 2011, the Compensation Committee retained the base salary for Messrs. Thiry, Kogod, Borgen, Rodriguez and Whitney at 2010 levels. The Compensation Committee increased Mr. Shapiro's base salary for 2011 to \$360,000, pursuant to the Compensation Committee's review and consideration of his performance in 2010 and the comparative market data provided by Compensia.

Annual Performance-Based Cash Compensation

Our 2010 annual performance-based cash compensation was paid to our named executive officers under our performance-based Executive Incentive Plan, other than Mr. Shapiro and Mr. Whitney, who stepped down from his position as our chief financial officer effective May 4, 2010. We believe that cash bonuses based on performance provide an incentive to consistently excel on an individual level as well as to contribute to the overall success of the company.

Executive Incentive Plan

We maintain an Executive Incentive Plan ("EIP"), in which our chief executive officer and other executives selected by the Compensation Committee may participate. For 2010, the Compensation Committee identified all of the named executive officers as eligible participants in the EIP, other than Mr. Shapiro (whose subject compensation was expected to be below \$1 million for 2010) and Mr. Whitney (who stepped down from his position as our chief financial officer). The EIP is structured to satisfy the requirements of Section 162(m) of

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the Internal Revenue Code as described below, and individuals expected to receive compensation in excess of certain levels specified by Section 162(m) are selected to participate. When identifying potential participants for the plan, the Compensation Committee considers the projected total compensation for the eligible executive and the likelihood that such compensation will exceed \$1 million for any one calendar year. The Compensation Committee has historically established an operating income target as the performance measure for participants in the EIP. The Compensation Committee uses operating income as the relevant performance measure because it believes that operating income provides the best measurement of our operating results, is a key measure of the financial strength and stability of our company, and can also be consistently measured by us and our stockholders against the operating results of other companies in our industry. From time to time, the Compensation Committee may establish different performance measures for individual participants in the EIP.

For 2010, the Compensation Committee established a fiscal year operating income target of not less than \$826 million as the performance goal. When the Compensation Committee was determining the operating income target for 2010, it considered the uncertainties of the time period, including, among others, those relating to the healthcare reform and other significant healthcare regulatory changes, changes to government reimbursement policies, reduction in government payment rates and changes to the structure of payments under the Medicare ESRD program or other government-based programs, including, for example, the implementation of a bundled payment rate system, which will lower reimbursement for services we provide to Medicare patients. The Compensation Committee considered the company's estimates of 2010 budgeted operating income, as approved by the Board of Directors, when this target was established and attempted to establish a performance target at a level that can be characterized as "stretch but attainable," meaning that based on historical performance and then-current economic and regulatory uncertainty, attainment of the performance target is uncertain but may be reasonably anticipated to be achieved. For 2010, the Compensation Committee established a maximum award amount of up to \$10,000,000 for each of Messrs. Thiry and Kogod and a maximum award amount of up to \$5,000,000 for each of Messrs. Rodriguez and Borgen. The Compensation Committee has the ability to apply only negative discretion in determining incentive compensation; and, historically, the Compensation Committee has applied such negative discretion in determining incentive compensation, resulting in cash-based incentive awards under the EIP over the last five years never greater than 25% of the maximum award amount. The Compensation Committee did not establish a target award amount for the eligible named executive officers under the EIP.

The company achieved operating income of \$997 million for 2010, which exceeded the 2010 target performance goal. When determining the award amounts, the Compensation Committee considered the achievement of the target performance goal, as well as overall company and individual performance. With regard to the overall company performance, the Compensation Committee considered that, as compared to 2009, (i) we experienced a one-year TSR of 18.30%, compared to the median one-year TSR of 12.64% in our Global Industry Classification Standard group and the median one-year TSR of 11.94% in our comparator peer group; (ii) we experienced strong operating cash flow of \$840 million, or an increase of approximately 26%; (iii) our consolidated revenue grew by approximately 6.0%; (iv) we experienced an increase of approximately 6.0% in the overall number of treatments that we provided and (v) our consolidated operating income grew by approximately 6.0%.

The Compensation Committee also considered that our three-year compound average annual TSR was 7.24%, compared to the median three-year compound average annual TSR of 5.19% and above the 60th percentile of our comparator peer group; our five-year compound average annual TSR was 6.53%, compared to the median five-year compound average annual TSR of 1.68% and at the 55th percentile of our comparator peer group; and our ten-year compound average annual TSR was 19.79%, compared to the median ten-year compound average annual TSR of 4.78% and above the 90th percentile of our comparator peer group.

In addition, the Compensation Committee considered that the company returned approximately \$618 million to our stockholders through our stock buy-back program in 2010 (or 9.4% of our market capitalization) and approximately \$1 billion to our stockholders in the three-year period from 2008 through 2010 (or 16.5% of our market capitalization), as compared to the median of our comparator peer group, at approximately

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\$100 million to stockholders in 2010 (or 3.1% of market capitalization) and approximately \$201 million to stockholders in the three-year period from 2008 through 2010 (or 7.9% of market capitalization). The Compensation Committee considered DaVita's record of sustained performance against the comparator peer group companies, posting above the 60th percentile for three-year operating margin, net margin and revenue growth against the comparator peer group companies and above the 60th percentile for five-year and above the 75th percentile for ten-year operating margin, net margin and revenue growth against the comparator peer group companies, notwithstanding general economic volatility and significant industry regulatory challenges and uncertainty.

The Compensation Committee also considered that our clinical outcomes compare very favorably with other dialysis providers in the United States and generally exceed the dialysis outcome quality indicators of the National Kidney Foundation. In addition to significant contributions to overall company performance, the Compensation Committee also considered individual performance, as listed for each named executive officer below.

Name	Individual Performance Factors Considered in Determining EIP Award
Kent J. Thiry, Chairman of the Board of Directors and Chief Executive Officer	<ul style="list-style-type: none"> • succession planning efforts and his successful development of key members of senior management, assisting in the company being better prepared for managing future growth • successful development of exceptionally high-caliber management team • significant improvement in organizational capabilities over past years • successful progress with respect to significant clinical initiatives • leadership in public policy efforts that promote the interests of the company and the dialysis industry as a whole • advancement of strategic business initiatives • success with initiatives that position the company for successful continued growth and diversification • successful working relationship with the Board of Directors, Board recruiting efforts and focus on Board diversity
Dennis L. Kogod, Chief Operating Officer	<ul style="list-style-type: none"> • substantial contributions to the company's strong operational and clinical performance • higher percentage of acquisitions closed • improved vaccination rates, fistula utilization and first 90-day dialysis care • lower rate of attrition for teammates in the field • improved retention rate for high performance leaders • maintained strong teammate organizational productivity and efficiency that contribute to operational cost management • substantial contribution to developing international opportunities
Luis A. Borgen, Chief Financial Officer	<ul style="list-style-type: none"> • successful integration into organization • demonstrated expertise in evaluating international opportunities • completed debt refinancing with favorable terms
Javier J. Rodriguez, Senior Vice President	<ul style="list-style-type: none"> • succession planning for his position • significant development as manager • successfully secured major payor contracts • demonstrated leadership in the areas of disease management and integrated care operations • significant contributions to enterprise development and growth

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Our chief executive officer recommends to the Compensation Committee the performance bonus amount for our named executive officers, other than for himself, and the final performance bonus amounts are reviewed by the Compensation Committee and sometimes adjusted in consultation with our chief executive officer, prior to approval by the Compensation Committee. The Compensation Committee determines the performance bonus amount for our chief executive officer without recommendations from management. The award of amounts below the maximum amount was not a negative reflection on the performance of the eligible participants. In consideration of the company and individual performance listed above and in consultation with our chief executive officer with regard to performance bonuses for the named executive officers other than himself, the Compensation Committee awarded 2010 performance bonuses under the EIP to the eligible named executive officers, as follows:

Name	2010 EIP Award Amount
Kent J. Thiry	\$ 3,125,000
Dennis L. Kogod	\$ 1,500,000
Luis A. Borgen	\$ 96,000
Javier J. Rodriguez	\$ 1,000,000

For 2011, the Compensation Committee reduced the maximum cash award amount for Mr. Thiry from \$10,000,000 to \$5,000,000 (with a maximum aggregate cash and restricted stock units, or RSUs, award limit of \$10,000,000) and maximum cash award amounts for the remaining named executive officers from \$5,000,000 to \$2,500,000 (with a maximum aggregate cash and RSUs award limit of \$10,000,000 for Mr. Kogod and \$5,000,000 for the remaining named executive officers). The Compensation Committee believes that the lowered maximum cash award amounts are more generally aligned with the market maximum cash incentive opportunities and past actual cash-based incentive awards given to our named executive officers under the EIP.

Other Performance-Based Bonuses

For the named executive officers who did not participate in the EIP, the Compensation Committee performs a similar review of overall company and individual performance throughout the year. The following table shows the individual performance factors considered in determining performance bonuses for Messrs. Shapiro and Whitney.

Name	Individual Performance Factors Considered in Determining Incentive Award
David T. Shapiro Chief Compliance Officer and Senior Vice President	<ul style="list-style-type: none"> substantially strengthened compliance team and process successfully integrated compliance policies and processes enterprise-wide developed exceptional compliance training programs for teammates and physicians managed the former Gambro corporate integrity agreement with regulators to a successful conclusion successful handling of complex litigation and compliance matters provided senior leadership during transition to new corporate headquarters
Richard K. Whitney, Former Chief Financial Officer	<ul style="list-style-type: none"> successfully completed transition of new chief financial officer oversaw capital markets decisions and strategy positioned the company for operating under new bundled reimbursement successfully renegotiated pharmaceutical supply contract

In consideration of the company and individual performance listed above and in consultation with our chief executive officer with regard to performance bonuses for Messrs. Shapiro and Whitney, the Compensation Committee awarded 2010 performance bonuses of \$1,000,000 to Mr. Shapiro and \$450,000 to Mr. Whitney.

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Relocation Bonuses

We moved our headquarters to Denver, Colorado and in order to support each of Messrs. Thiry's, Kogod's, Borgen's and Shapiro's relocation and transition to Denver, Colorado, the Company agreed to pay each executive relocation bonuses and/or reimburse certain relocation expenses. See the "2010 Summary Compensation Table" in this Proxy Statement for more information relating to the relocation bonuses.

Long-Term Equity Incentives

While we emphasize stock-based compensation, we do not designate a target percentage of total compensation as stock-based. We instead maintain flexibility to use judgment to respond to changes in named executive officer and company performance and related objectives. The emphasis on stock-based compensation creates a commonality of interest between our named executive officers and our stockholders. Grants of stock-based awards also serve as an important tool for attracting and retaining our named executive officers. The majority of our grants of stock-based awards vest solely based on the passage of time, and vesting is contingent upon continued employment with us. To vest in stock-based awards and earn the full benefit of the award the named executive officers must remain employed for a multi-year period, typically over four years, which reinforces a culture in which the company's long-term success takes precedence over volatile and unsustainable short-term results.

Stock-based awards to our named executive officers are made pursuant to our Equity Compensation Plan. The Equity Compensation Plan permits the issuance of stock options, stock appreciation rights, restricted stock units, and other forms of stock-based awards. The majority of our stock-based awards to named executive officers are in the form of SSARs, which only derive value if the market value of our common stock increases. Each year, the Compensation Committee recommends to the full Board of Directors an aggregate equity award pool that will be available for grants to all eligible recipients of stock-based awards, based on (i) the historical amounts granted, (ii) the amount of equity that is currently in-the-money, (iii) the number of shares we expect to be forfeited due to anticipated departures, and (iv) the number of shares that will likely be required both to retain our highest-potential and highest-performing employees and to attract new executives we expect to hire during the coming year. The Compensation Committee may also recommend the establishment of special purpose share budgets for proposed interim grants. After considering such recommendations, the Board of Directors approves a budget and delegates authority to the Compensation Committee to make awards to our executive officers and other employees, and to the chair of the Compensation Committee to make grants to non-executive officer employees within the authorized budget.

The stock-based awards that are granted to our named executive officers are generally made annually (typically in the first half of the year). Discretionary interim awards to our named executive officers may be made during the year to address special circumstances, such as retention concerns, promotions and special performance recognition awards, and new hire awards. The timing of the annual grants is generally dictated by the timing of the completion of performance reviews and the timing of decisions regarding other forms of direct compensation. The timing of the interim grants depends upon individual circumstances. We do not have any program, plan or practice to time interim awards in coordination with the release of material non-public information; however, it is possible that awards may be granted at times when the company is in possession of material non-public information. Under the terms of the Equity Compensation Plan, awards are granted with an exercise or base price not less than the closing price of our common stock on the date of grant.

Stock Appreciation Rights

Since July 2006, we have primarily issued SSARs in lieu of stock options. The economic value and tax and accounting treatment of SSARs are comparable to those of stock options, but SSARs are less dilutive to our stockholders because only shares with a total value equal to the grantee's gain (the difference between the fair market value of the base shares and their base price) are ultimately issued. SSARs are granted with an exercise or base price not less than the closing price of our common stock on the date of grant and vest based on the passage of time. Prior to 2010, awards of SSARs and stock options generally vested at a rate of 25% after 12 months from

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the date of grant, 8.33% at the 20th month and 8.33% every four months thereafter until fully vested. In 2010, our standard vesting schedule for SSARs was changed to 25% after 12 months from the date of grant, then 6.25% every three months thereafter (a total of 25% per year) until fully vested, although alternative vesting schedules may be applied based on retention concerns, the future timing of value expected to vest from prior awards and other factors. The standard vesting for SSARs was changed to simplify the vesting schedule and to provide for a twelve-month period to exercise the fully vested award before expiration.

The SSAR awards that were granted to all named executive officers in 2011 for 2010 performance were granted with extended vesting schedules, such that the awards vest 50% on the third anniversary of the date of grant and the remaining 50% on the fourth anniversary of the date of grant. These SSAR awards were granted with extended vesting schedules to assist in the long-term retention of the named executive officers.

Restricted Stock Units

We also award restricted stock units, or RSUs, to our named executive officers from time to time as part of our compensation program. We award RSUs because full value share awards can more closely align the interests of executives with stockholder interests by providing better parity between total stockholder returns and the executive's gains or losses on the awards than is achievable with stock options or SSARs. In 2010, the Compensation Committee decided to increase the use of RSUs and permitted the named executive officers to elect to receive between one-third and two-thirds of the value of their allocated equity awards in the form of RSUs. One RSU was considered equivalent to four SSARs, based on the natural economic exchange ratio between the two award types implied by their respective fair values. The Compensation Committee increased the use of RSUs in 2010 to ensure that our named executive officers retain some durable equity value in light of the potential impact on the company and our industry of healthcare reform and other significant healthcare regulatory changes, including changes to government reimbursement policies. RSUs granted under the Equity Compensation Plan vest with the passage of time over a period of three years or more. Prior to 2010, RSUs vested generally at a rate of 33.33% after 36 months from the date of grant and 11.11% every four months thereafter until fully vested. In 2010, our standard vesting schedule for RSUs was changed to vest over a period of four years generally at a rate of 25% per year, although the Compensation Committee may approve alternative vesting schedules based on performance, timing of vesting of individual outstanding grants and other retention related factors. The standard vesting for RSUs was changed to simplify the vesting schedule and to create fewer forced taxation events for recipients. We currently do not award other forms of stock-based awards to employees.

Determining Award Amounts

The Compensation Committee reviews the annual grant recommendations for our named executive officers and other executives in advance of the grant date with the input of our chief executive officer. Based upon a review of equity award shares available, their dilutive effect on stockholders, long-term share budgeting restrictions and recommendations from management, the Compensation Committee recommends an aggregate equity award pool for the year for approval by the Board of Directors. In considering how to distribute the shares in the aggregate equity award pool, our chief executive officer, together with a team that includes our chief financial officer and our chief people officer, gives differential attention to high-potential individuals whom the company believes will be the future leaders of the company, and to other high-performing individuals whose performance in their current positions exceeded expectations.

Each such high-potential and/or high-performing employee is then individually reviewed, from a holistic perspective, starting with a review of such employee's historical compensation, including his or her initial base salary, any base salary increases during his or her tenure with the company and performance cash bonuses and equity award grants over his or her career at the company. A determination is then made as to the number of equity award shares that should be granted in order to retain and continue to motivate these high-quality, high-performing individuals. Our goal is to achieve fairness in compensation over the course of multiple years, which is the reason we take into account all compensation that has been awarded to such individuals over their respective careers at the company.

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For our named executive officers that participate in the EIP, RSU awards are also made pursuant to the EIP and after the Compensation Committee determines that the company has achieved the EIP performance target for such year. Since all equity awards granted on April 13, 2011 for 2010 performance to our named executive officers were made in the form of SSARs, such SSARs were granted outside of the EIP but pursuant to our Equity Compensation Plan. Similar to the analysis that the Compensation Committee makes in determining the annual performance-based cash compensation, the Compensation Committee considers overall company and individual performance. For the equity awards granted in 2011 for fiscal 2010 performance, the Compensation Committee reviews the findings and recommendations of the chief executive officer for named executive officers other than himself and considers each named executive officers' individual performance throughout the year (which analysis is similar to the consideration of individual performance in determining the annual performance-based cash compensation). See "Elements of Compensation—Annual Performance-Based Cash Compensation—Executive Incentive Plan" of this Proxy Statement for detailed discussion of the overall company and individual performance factors considered.

The Compensation Committee also evaluates market competitiveness by analyzing the comparator peer group's executive equity award grants, as provided in the February 2011 Compensia report. After taking into account the elements as set forth above, the Compensation Committee approved equity award grants to our named executive officers on April 13, 2011.

The table below shows the SSAR awards granted to each named executive officer in 2011 for 2010 performance.

<u>Name</u>	<u>Shares Subject to SSARs</u>
Kent J. Thiry	500,000
Dennis L. Kogod	250,000
Luis A. Borgen	—
Javier J. Rodriguez	130,000
David T. Shapiro	10,000
Richard K. Whitney	60,000

The Compensation Committee determined that these SSAR awards shall vest 50% on the third anniversary of the date of grant and the remaining 50% on the fourth anniversary of the date of grant, for all of the above named executive officers.

Interim discretionary grants are recommended by our chief executive officer and management and reviewed by the Compensation Committee as a part of mid-year performance evaluations, special projects participation, new hires and other factors. Mr. Borgen received grants of SSARs for 60,000 shares and RSUs for 15,000 shares, due to his commencing employment with us in 2010. Such grants were made pursuant to extensive negotiation between the company and Mr. Borgen and in order to induce him to join the company. The Board of Directors has delegated the authority to our chief executive officer, chief operating officer and chief financial officer to grant a limited number of stock-based awards to employees, other than our executive officers, between meetings of the Board of Directors in accordance with guidelines established by the Compensation Committee.

Personal Benefits and Perquisites

As described above, our compensation programs for named executive officers emphasize compensation based on performance and compensation which serves to align our named executive officers' interests with those of our stockholders. As a result, the Compensation Committee has determined that the company should provide few perquisites to named executive officers. The perquisites and personal benefits that we do provide support important attraction and retention objectives. We also consider the extent to which the perquisite or personal benefit provided serves to enhance the performance of our named executive officers in light of the demands on these individuals' time. The perquisites and personal benefits available to our named executive officers are reviewed annually by the Compensation Committee.

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The Compensation Committee has authorized the personal use of a fractionally-owned or chartered corporate aircraft by some of our named executive officers. The Compensation Committee believes that access to an aircraft for personal travel enables our named executive officers to maximize their work hours, particularly in light of their demanding business travel schedules. One of the Compensation Committee's objectives is to ensure that our named executive officers are afforded adequate flexibility to allow for sufficient personal time in light of the significant demands of the company. The Compensation Committee and our chief executive officer allocate a fixed number of hours for use by identified named executive officers and consider the allocated amount as part of the named executive officer's total compensation. The Compensation Committee and our chief executive officer use their discretion when determining the number of allocated hours and displace other forms of compensation that otherwise would have been awarded to the named executive officer.

Our chief executive officer is authorized by the Compensation Committee to use a fractionally-owned or chartered corporate aircraft for business purposes, including long-distance commuting, for a fixed number of hours per year for personal use instead of additional cash compensation that would have otherwise been paid. As part of our chief executive officer's aggregate compensation package, the Compensation Committee approves a fixed number of hours for personal use each year and unused hours from the prior year are available for use the following year. When determining the number of hours of personal use of aircraft to award, the Compensation Committee takes into consideration Mr. Thiry's overall compensation package. If Mr. Thiry were to exceed the fixed number of hours for personal use that is unrelated to business or long-distance commuting in a given year, the excess hours of personal use would offset the number of hours approved by the Compensation Committee the following year for personal use or Mr. Thiry would be required to compensate us directly, although historically he has not exceeded the hours authorized for personal use. The Compensation Committee reviews all business and personal use of the aircraft annually, including detailed passenger logs with special attention to mixed business and personal use and required reimbursements to the company. The company does not provide any gross-ups or reimbursements for income taxes for any perquisites or personal benefits of its executive officers.

Deferred Compensation Programs

Our deferred compensation programs permit certain employees, including our named executive officers, to defer compensation at the election of the participant or at the election of the company. We maintain a Voluntary Deferral Plan which allows certain employees, including our named executive officers, to defer a percentage of their base salary, cash bonus and other compensation as identified by the company. We do not utilize deferred compensation as a significant component of compensation.

Severance and Change of Control Arrangements

We have entered into employment agreements with each of our named executive officers. These agreements, among other things, provide for severance benefits in the event of a termination of employment in certain circumstances, including, with respect to certain named executive officers, the departure of the named executive officer following a change of control of our company. Each agreement is individually negotiated and the terms vary. When entering into employment agreements with our named executive officers, we attempt to provide severance and change of control benefits which strike a balance between providing sufficient protections for the named executive officer while still providing post-termination compensation that is reasonable and in the best interests of the company and our stockholders. We have also adopted the DaVita Inc. Severance Plan (the "DaVita Severance Plan"), which provides for severance benefits for our vice presidents and director-level employees in the event of termination in certain circumstances. See "Potential Payments Upon Termination or Change of Control" beginning on page 65 of this Proxy Statement for a description of the severance and change of control arrangements set forth in our employment agreements with the named executive officers and the DaVita Severance Plan.

In addition, our stock-based award agreements provide for accelerated vesting of stock-based awards in certain circumstances following a change of control of the company or in the case of a resignation for "good reason." The terms of individual agreements vary but under our current stock-based award agreements

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accelerated vesting of stock-based awards is generally triggered when a change of control event occurs and either the acquiring entity fails to assume, convert or replace the stock-based award or the grantee's employment is terminated within the twenty-four-month period following a change of control or if the executive resigns for "good reason" as provided in his or her applicable employment agreement. For stock-based award agreements entered into prior to October 2006, accelerated vesting of stock-based awards is triggered when a change of control event occurs, even if there is no subsequent termination or resignation. Our stock-based award agreements further provide that a change of control shall not be deemed to have occurred if the person acting as chief executive officer for the six months prior to such transaction becomes the chief executive officer or executive chairman of the board of directors of the acquiring entity and remains in such position for at least one year following the transaction and a majority of the acquiror's board of directors immediately after such transaction consists of persons who were directors of the company immediately prior to such transaction. The additional acceleration provisions in our stock-based award agreements further serve to secure the continued employment and commitment of our named executive officers prior to or following a change of control. See "Potential Payments Upon Termination or Change of Control" beginning on page 65 of this Proxy Statement for more information regarding accelerated vesting under our stock-based award agreements.

EXECUTIVE COMPENSATION PROCESS & GOVERNANCE

We are committed to strong governance standards with respect to our compensation programs, procedures and practices. We believe that the following aspects of our compensation programs are indicative of this commitment.

Management Share Ownership Policy

We have a share ownership policy that applies to all full-time members of our management team at the vice president level and above and any part-time vice presidents who continue to receive stock-based awards under our equity compensation programs. The management share ownership policy is similar to our share ownership policy that applies to all non-management members of the Board of Directors beginning on page 14 of this Proxy Statement. The purpose of the policy is to ensure that our executive officers and other members of our senior management team accumulate a meaningful ownership stake in the company over time by retaining a specified financial interest in our common stock. Both shares owned directly and shares underlying vested but unexercised SSARs, stock options and restricted stock units are included in the determination of whether the share ownership guidelines are met. The total net realizable share value retained must have a current market value of not less than the lower of 25% of the total equity award value in excess of \$100,000 realized to date by the executive (since promotion to VP); or a specific multiple of the executive's base salary. The salary multiple requirement is 5.0 for Mr. Thiry, 3.0 for Messrs. Kogod, Borgen and Rodriguez, 2.0 for Mr. Whitney and 1.0 for Mr. Shapiro.

Role of Independent Compensation Committee

Our executive compensation and benefits programs are designed and administered under the direction and control of the Compensation Committee. Our Compensation Committee is composed solely of independent directors, who review and approve our overall executive compensation programs, strategy and policies and sets the compensation of our executive officers.

Role of Independent Compensation Consultant

The Compensation Committee has selected and directly retains the services of Compensia, an independent compensation consulting firm. Compensia only provides compensation consulting services to the Compensation Committee, and works with the company's management only on matters for which the Compensation Committee is responsible. The Compensation Committee periodically seeks input from

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Compensia on a range of external market factors, including evolving compensation trends, appropriate peer companies and market survey data. Compensia also provides general observations on the company's compensation programs, but it does not determine or recommend the amount or form of compensation for the named executive officers. See "Corporate Governance—Information Regarding the Board of Directors and its Committees—Compensation Committee" beginning on page 11 of this Proxy Statement for detailed discussion of the Compensia services provided in 2010.

Policy Regarding Clawback of Bonuses and Incentive Compensation

In 2010, the Board of Directors adopted a clawback policy that permits the Board of Directors to recover bonuses, incentive and equity-based compensation from executive officers and members of the Board of Directors whose fraud or intentional misconduct was a significant contributing factor to the company having to restate all or a portion of its financial statements. The policy allows for the recovery of any bonus or incentive compensation paid to those executive officers or directors, the cancellation of restricted or deferred stock awards and outstanding stock awards granted to those executive officers or directors, and the reimbursement of any gains realized that are attributable to such awards to the fullest extent permitted by law. The policy allows for the foregoing actions to the extent that the amount of incentive compensation was calculated based upon the achievement of certain financial results that were subsequently reduced due to a restatement; the executive officer or director engaged in any fraud or intentional misconduct that was a significant contributing factor to the company having to restate its financial statements; and where the amount of the bonus or incentive compensation that would have been awarded to the officer had the financial results been properly reported would have been lower than the amount actually awarded. The company will not seek to recover bonuses or incentive or equity-based compensation paid or that vests more than three years prior to the date the applicable restatement is disclosed.

TAX AND ACCOUNTING CONSIDERATIONS

When reviewing compensation matters, the Compensation Committee considers the anticipated tax and accounting treatment of various payments and benefits to the company and, when relevant, to its executives. Section 162(m) of the Internal Revenue Code generally disallows a tax deduction for compensation in excess of \$1 million paid to the chief executive officer and the three other most highly compensated named executive officers employed at the end of the year (other than the chief financial officer), such executives hereinafter referenced as "covered employees."

Certain compensation is specifically exempt from the deduction limit to the extent that it does not exceed \$1 million during any fiscal year or is "performance-based" as defined in Section 162(m). Although we have plans that permit the award of deductible compensation under Section 162(m) of the Internal Revenue Code, the Compensation Committee does not necessarily limit executive compensation to the amount deductible under that provision. Rather, it considers the available alternatives and acts to preserve the deductibility of compensation to the extent reasonably practicable and consistent with its other compensation objectives. As a result, most of our compensation programs are intended to qualify for deductibility under Section 162(m), including our EIP.

Section 409A of the Internal Revenue Code requires programs that allow executives to defer a portion of their current income to meet certain requirements regarding risk of forfeiture and election and distribution timing (among other considerations).

Section 409A of the Internal Revenue Code requires that "nonqualified deferred compensation" be deferred and paid under plans or arrangements that satisfy the requirements of the statute with respect to the timing of deferral elections, timing of payments and certain other matters. Failure to satisfy these requirements can expose employees and other service providers to accelerated income tax liabilities and penalty taxes and

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interest on their vested compensation under such plans. Accordingly, as a general matter, it is our intention to design and administer our compensation and benefits plans and arrangements for all of our employees and other service providers, including our named executive officers, so that they are either exempt from, or satisfy the requirements of, Section 409A of the Internal Revenue Code.

DaVita accounts for stock-based compensation in accordance with FASB ASC Topic 718, which requires DaVita to recognize compensation expense for share-based payments (including SSARs, RSUs and other forms of equity compensation). FASB ASC Topic 718 is taken into account by the Compensation Committee in determining to use a portfolio approach to equity grants, awarding SSARs and RSUs on a value-equivalent basis considering the natural economic exchange ratios implied by their respective fair values.

2010 Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus ⁽¹⁾ (\$)	Stock Awards ⁽²⁾ (\$)	Option Awards ⁽³⁾ (\$)	Non-Equity Incentive Plan Compensation ⁽⁴⁾ (\$)	All Other Compensation ⁽⁵⁾ (\$)	Total (\$)
Kent J. Thiry Chairman of the Board of Directors and Chief Executive Officer	2010	\$1,020,000	\$ 200,000 ⁽⁶⁾	\$4,755,000	\$4,729,560	\$ 3,125,000	\$ 291,483	\$14,121,043
	2009	\$1,090,383	—	—	\$7,856,160	\$ 2,500,000	\$ 223,397	\$11,572,142
	2008	\$1,023,076	—	—	\$7,657,200	\$ 2,000,000	\$ 354,111	\$11,034,387
Dennis L. Kogod Chief Operating Officer	2010	\$ 727,075	\$ 118,000 ⁽⁷⁾	\$2,377,500	\$2,364,780	\$ 1,500,000	\$ 17,095	\$ 7,104,450
	2009	\$ 628,855	\$ 250,000	—	\$4,230,240	\$ 950,000	\$ 772	\$ 6,059,867
	2008	\$ 472,414	\$ 150,000	—	\$2,353,580	\$ 750,000	\$ 11,109	\$ 3,737,103
Luis A. Borgen* Chief Financial Officer	2010	\$ 346,154	\$ 262,976 ⁽⁸⁾	\$ 962,850	\$ 957,702	\$ 96,000	\$ 2,500	\$ 2,628,182
Javier J. Rodriguez Senior Vice President	2010	\$ 344,990	—	\$ 665,700	\$ 457,814	\$ 1,000,000	\$ 50,375	\$ 2,718,879
	2009	\$ 571,143	\$ 200,000	—	\$ 776,445	\$ 520,000	\$ 28,632	\$ 2,096,220
	2008	\$ 492,300	\$ 150,000	—	\$1,176,790	\$ 250,000	\$ 26,738	\$ 2,095,828
David T. Shapiro Chief Compliance Officer and Senior Vice President	2010	\$ 348,571	\$1,276,154 ⁽⁹⁾	\$ 237,750	\$ 245,258	—	\$ 1,660	\$ 2,109,393
Richard K. Whitney** Former Chief Financial Officer	2010	\$ 429,769	\$ 450,000 ⁽¹⁰⁾	\$1,061,950	\$1,300,167	—	\$ 330	\$ 3,242,116
	2009	\$ 519,231	\$ 300,000	—	\$1,208,640	—	\$ 330	\$ 2,028,201
	2008	\$ 423,077	\$ 233,750	—	\$1,843,222	—	\$ 314	\$ 2,500,363

* Mr. Borgen joined the company as our senior vice president as of March 22, 2010 and became our chief financial officer in May 2010. The amounts reported in the columns titled "Salary" and "Non-Equity Incentive Plan Compensation" reflect compensation earned by Mr. Borgen during the portion of 2010 that he was employed with the company.

** Mr. Whitney served as our chief financial officer on a part-time basis from February 2008 until May 2010.

(1) The amounts reported in this column represent discretionary bonuses, including relocation bonuses and signing bonuses, for the year with respect to which they were earned, regardless of when such bonuses are paid. Bonuses may be paid in cash, SSARs, restricted stock units or a combination of cash, SSARs, and restricted stock units. The cash component of a bonus is included in this column; however, the cash component of any bonus awarded under our EIP is included in the "Non-Equity Incentive Plan Compensation" column.

(2) The amounts shown in this column reflect restricted stock unit awards and represent the aggregate grant date fair value of all such awards granted to the executive during 2010 as estimated by the company for financial reporting purposes. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2010 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FASB ASC Topic 718.

(3) The amounts shown in this column reflect SSAR awards and represent the aggregate grant date fair value of all such awards granted to the executive during 2010 as estimated by the company for financial reporting purposes. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2010 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FASB ASC Topic 718.

(4) The amounts shown in this column constitute payments made under our EIP. Under our EIP, awards are reported for the year with respect to which they were earned, regardless of when the award is paid. Please see the "Elements of Compensation—Annual Performance-Based Cash Compensation—Executive Incentive Plan" in this Proxy Statement for a discussion of the performance criteria under the EIP.

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- (5) Amounts included in this column are set forth by category below. The amounts disclosed, other than use of a fractionally-owned or chartered corporate aircraft, are the actual or share of actual costs to the company of providing these benefits. Because a fractionally-owned or chartered corporate aircraft is used primarily for business purposes, we do not include incremental cost the fixed costs that do not change based on usage. The incremental cost to us of personal use of a fractionally-owned or chartered corporate aircraft, including use for commuting, is calculated based on the variable operating costs related to the operation of the aircraft, including fuel costs and landing fees, trip-related repairs and maintenance, catering and other miscellaneous variable costs. Fixed costs that do not change based on usage, such as pilot salaries, training, utilities, depreciation, management fees, taxes and general repairs and maintenance are excluded. The value of the personal use of a fractionally-owned or chartered corporate aircraft and the corporate residential property by our named executive officers is included in their personal income in accordance with applicable tax regulations.

Name and Principal Position	Year	Aircraft Usage ⁽⁵⁾ (\$)	Corporate Residential Property Usage (\$)	Life Insurance Premiums (\$)	Total All Other Compensation (\$)
Kent J. Thiry	2010	\$287,398	\$ 2,500	\$ 1,585	\$ 291,483
Dennis L. Kogod	2010	\$ 16,323	—	*	\$ 17,095
Luis A. Borgen	2010	—	\$ 2,500	—	\$ 2,500
Javier J. Rodriguez	2010	\$ 49,715	—	*	\$ 50,375
David T. Shapiro	2010	—	\$ 1,000	*	\$ 1,660
Richard K. Whitney	2010	—	—	*	\$ 330

* Amount represents less than \$1,000.

- (6) For purposes of calculating the incremental costs to the company of each named executive officer's personal use of company aircraft, the total cost of the flight is allocated to personal use based upon the relative ratio of personal mileage to total mileage. Costs for fuel, ground costs, catering costs, landing fees, domestic passenger fees and federal excise tax charges are also included, if applicable.
- (7) Amount represents a relocation bonus paid in 2010 to support Mr. Thiry's transition to Denver, Colorado.
- (8) Amount represents a relocation bonus paid in 2010 to support Mr. Kogod's transition to Denver, Colorado.
- (9) Amount represents a \$250,000 signing bonus paid in 2010 and \$12,976 in relocation expense reimbursements paid in 2010 to support Mr. Borgen's transition to Denver, Colorado.
- (10) Amount represents a \$1,000,000 discretionary bonus to Mr. Shapiro for his 2010 performance and contributions to the company and \$276,154 in relocation bonus and related housing allowances paid in 2010 to support Mr. Shapiro's transition to Denver, Colorado.
- (11) Amount represents a discretionary bonus to Mr. Whitney for his 2010 performance and contributions to the company.

Narrative to the Summary Compensation Table

Employment Agreements

On July 25, 2008, we entered into an employment agreement with Mr. Thiry which replaced his employment agreement that was entered into on October 18, 1999 (as amended on May 20, 2000, November 28, 2000 and March 20, 2005). The employment agreement provides for an initial term through July 25, 2011 and continues thereafter with no further action by either party for successive one-year terms. Mr. Thiry is eligible to receive a bonus based upon the achievement of performance goals as determined by the Compensation Committee and the independent directors in accordance with the Compensation Committee charter. His target incentive bonus under his employment agreement is his annual base salary in effect during the beginning of the applicable fiscal year, although his actual incentive bonus may exceed that amount in a particular year, and has exceeded that amount in recent years.

We entered into an employment agreement with Mr. Kogod effective October 24, 2005. This agreement was subsequently amended effective December 12, 2008. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Kogod is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee.

We entered into an employment agreement with Mr. Borgen effective February 26, 2010. This agreement was subsequently amended effective March 18, 2010. The agreement provides for employment at will, with

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either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Borgen is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee.

We entered into an employment agreement with Mr. Rodriguez effective March 17, 2010. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Rodriguez is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee.

We entered into an employment agreement with Mr. Shapiro effective March 3, 2008. This agreement was subsequently amended effective December 4, 2008. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Shapiro is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee.

We entered into an employment agreement with Mr. Whitney effective February 13, 2008. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Whitney is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee. Mr. Whitney stepped from his position as chief financial officer of the company effective May 4, 2010. Mr. Whitney has remained with the company in an executive role, initially to assist with the management transition and currently, as a special advisor to the chief executive officer.

For a description of certain termination and change of control provisions included in the employment agreements for certain of our named executive officers, please see "Potential Payments Upon Termination or Change of Control" beginning on page 65 of this Proxy Statement.

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The following table sets forth information concerning awards made to each of the named executive officers under the company's EIP and equity compensation plans during 2010.

2010 Grants of Plan-Based Awards

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾		All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Options Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) ⁽²⁾
		Target (\$)	Maximum (\$)				
Kent J. Thiry	N/A	\$1,050,000	\$10,000,000	—	—	—	—
	3/31/2010	—	—	75,000 ⁽³⁾	—	—	\$4,755,000
	3/31/2010	—	—	—	300,000 ⁽⁴⁾	\$63.40	\$4,729,560
Dennis L. Kogod	N/A	\$ 950,000	\$10,000,000	—	—	—	—
	3/31/2010	—	—	37,500 ⁽³⁾	—	—	\$2,377,500
	3/31/2010	—	—	—	150,000 ⁽⁴⁾	\$63.40	\$2,364,780
Luis A. Borgen	N/A	—	\$ 5,000,000	—	—	—	—
	3/22/2010	—	—	15,000 ⁽³⁾	—	—	\$ 962,850
	3/22/2010	—	—	—	60,000 ⁽⁴⁾	\$64.19	\$ 957,702
Javier J. Rodriguez	N/A	\$ 520,000	\$ 5,000,000	—	—	—	—
	3/31/2010	—	—	10,500 ⁽³⁾	—	—	\$ 665,700
	3/31/2010	—	—	—	28,000 ⁽³⁾	\$63.40	\$ 457,814
David T. Shapiro	N/A	—	—	—	—	—	—
	3/31/2010	—	—	3,750 ⁽³⁾	—	—	\$ 237,750
	3/31/2010	—	—	—	15,000 ⁽³⁾	\$63.40	\$ 245,258
Richard K. Whitney	N/A	—	—	—	—	—	—
	3/31/2010	—	—	16,750 ⁽³⁾	—	—	\$1,061,950
	3/31/2010	—	—	—	33,000 ⁽⁴⁾	\$63.40	\$ 520,252
	6/12/2010	—	—	—	50,000 ⁽³⁾	\$64.72	\$ 779,915

⁽¹⁾ Non-equity incentive awards to Messrs. Thiry, Kogod, Rodriguez and Borgen were made under the EIP. The "maximum" amounts shown in the table above reflect the largest possible payments under the EIP for the 2010 performance period for purposes of qualifying the plan under Section 162(m) of the Code. There are no thresholds or targets under the EIP; however, pursuant to Mr. Thiry's employment agreement, his target incentive bonus opportunity for each fiscal year shall be equal to 100% of his base salary in effect at the beginning of such fiscal year; provided, that the amount of his bonus may exceed 100% of his base salary if target performance goals for the fiscal year are exceeded. With respect to Messrs. Kogod and Rodriguez, because the Compensation Committee does not set a target amount under the EIP, the target amount reported is the cash bonus amount earned by each of them under the EIP in 2009. With respect to Mr. Borgen, no target amount is reported because he joined the company in March 2010 and therefore was not a participant of the EIP in 2009. The EIP provides that the Compensation Committee may use "negative discretion" to award any amount that does not exceed the maximum. The actual amounts awarded under the EIP are reported in the "Non-Equity Incentive Plan Compensation" column of the "2010 Summary Compensation Table." For a description of the EIP, see "Compensation Discussion and Analysis—Elements of Compensation—Annual Performance-Based Compensation—Executive Incentive Plan" in this Proxy Statement.

⁽²⁾ These amounts are the aggregate grant date fair values of each award determined pursuant to FASB ASC Topic 718. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2010 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FASB ASC Topic 718.

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- (3) The awards shown are restricted stock units granted under the Equity Compensation Plan. These awards vest 25% on each of May 15, 2011, May 15, 2012, May 15, 2013 and May 15, 2014.
- (4) This number represents SSARs awarded under the Equity Compensation Plan. These awards vest 25% on the first anniversary and 6.25% every three months thereafter (a total of 25% per year) from the grant date.
- (5) The awards shown are restricted stock units granted under the Equity Compensation Plan. These awards vest 33.34% on the third anniversary and 11.11% every four months thereafter from the grant date.
- (6) This number represents SSARs awarded under the Equity Compensation Plan. These awards vest 25% on the first anniversary, 8.33% on the 20th month and 8.33% every four months thereafter from the grant date.
- (7) The awards shown are restricted stock units granted under the Equity Compensation Plan. These awards vest 33% on each of May 15, 2012, May 15, 2013 and May 15, 2014.
- (8) This number represents SSARs awarded under the Equity Compensation Plan. These awards vest 33% on the second anniversary and 8.33% every three months thereafter from the grant date.
- (9) This number represents SSARs awarded under the Equity Compensation Plan. These awards vest 25% on March 31, 2011, and 6.25% every three months thereafter (a total of 25% per year) from the grant date.

Narrative to the Grants of Plan-Based Awards Table*Awards*

See "Compensation Discussion and Analysis—Elements of Compensation—Annual Performance-Based Compensation—Executive Incentive Plan," "Compensation Discussion and Analysis—Elements of Compensation—Long-Term Equity Incentives" in this Proxy Statement for a description of the EIP and grants of SSAR and RSU awards.

Salary and Cash Bonus in Proportion to Total Compensation

The following table sets forth the percentage of each named executive officer's total compensation as set forth in the Summary Compensation Table that we paid in the form of base salary and cash bonus. For a description of the objectives of our compensation programs and overall compensation philosophy, please see "Compensation Discussion and Analysis" beginning on page 40 of this Proxy Statement.

Name	Salary and Cash Bonus as Percentage of Total 2010 Compensation
Kent J. Thiry	31%
Dennis L. Kogod	33%
Luis A. Borgen	27%
Javier J. Rodriguez	57%
David T. Shapiro	77%
Richard K. Whitney	27%

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The following table sets forth information concerning outstanding stock options and SSARs and unvested stock awards held by each of the named executive officers at December 31, 2010.

2010 Outstanding Equity Awards at Fiscal Year-End

Name	Grant Date	Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ⁽¹⁾ (\$)
Kent J. Thiry	7/1/2006	215,000 ⁽²⁾	—	\$49.70	7/1/2011		
	3/16/2007	500,000 ⁽²⁾	100,000 ⁽²⁾	\$52.76	3/16/2012		
	3/11/2008	437,500 ⁽²⁾	312,500 ⁽²⁾	\$43.70	3/11/2013		
	3/2/2009	216,666 ⁽²⁾	433,334 ⁽²⁾	\$46.26	3/2/2014		
	3/31/2010	—	300,000 ⁽³⁾	\$63.40	3/31/2015		
	3/31/2010					75,000 ⁽⁴⁾	\$5,211,750
Dennis L. Kogod	10/11/2006	32,083 ⁽²⁾	2,917 ⁽²⁾	\$56.38	10/11/2011		
	3/14/2007	41,666 ⁽²⁾	8,334 ⁽²⁾	\$52.12	3/14/2012		
	3/14/2007	62,500 ⁽⁵⁾	37,500 ⁽⁵⁾	\$52.12	3/14/2012		
	2/28/2008	116,666 ⁽²⁾	83,334 ⁽²⁾	\$50.37	2/28/2013		
	3/2/2009	116,666 ⁽²⁾	233,334 ⁽²⁾	\$46.26	3/2/2014		
	3/31/2010	—	150,000 ⁽³⁾	\$63.40	3/31/2015		
	3/31/2010					37,500 ⁽⁴⁾	\$2,605,875
Luis A. Borgen	3/22/2010	—	60,000 ⁽²⁾	\$64.19	3/22/2015		
	3/22/2010					15,000 ⁽⁶⁾	\$1,042,350
Javier J. Rodriguez	3/14/2007	45,000 ⁽⁷⁾	15,000 ⁽⁷⁾	\$52.12	3/14/2012		
	3/14/2007	62,500 ⁽⁵⁾	37,500 ⁽⁵⁾	\$52.12	3/14/2012		
	7/30/2007	112,500 ⁽²⁾	37,500 ⁽²⁾	\$54.13	7/30/2012		
	2/28/2008	58,333 ⁽²⁾	41,667 ⁽²⁾	\$50.37	2/28/2013		
	3/6/2009	21,666 ⁽²⁾	43,334 ⁽²⁾	\$45.72	3/6/2014		
	3/31/2010	—	28,000 ⁽³⁾	\$63.40	3/31/2015		
	7/30/2007					8,333 ⁽⁶⁾	\$ 579,060
	3/31/2010					10,500 ⁽⁹⁾	\$ 729,645
David T. Shapiro	3/17/2008	1,666 ⁽²⁾	8,334 ⁽²⁾	\$42.48	3/17/2013	—	—
	3/2/2009	5,666 ⁽²⁾	43,334 ⁽²⁾	\$46.26	3/2/2014	—	—
	3/31/2010	—	15,000 ⁽³⁾	\$63.40	3/31/2015	—	—
	3/17/2008					1,000 ⁽⁶⁾	69,490
	3/31/2010					3,750 ⁽⁹⁾	260,588
Richard K. Whitney	2/14/2008	70,000 ⁽¹⁰⁾	—	\$50.50	8/14/2011		
	2/15/2008	50,000 ⁽¹¹⁾	—	\$50.99	8/15/2011		
	2/19/2008	30,000 ⁽¹²⁾	—	\$50.82	8/19/2011		
	2/20/2008	30,000 ⁽¹³⁾	—	\$50.42	8/20/2011		
	2/21/2008	20,000 ⁽¹⁴⁾	—	\$50.84	8/21/2011		
	3/2/2009	33,333 ⁽²⁾	66,667 ⁽²⁾	\$46.26	3/2/2014		
	3/31/2010	—	33,000 ⁽³⁾	\$63.40	3/31/2015		
	6/12/2010	—	50,000 ⁽¹³⁾	\$64.72	6/12/2015		
	3/31/2010					16,750 ⁽⁴⁾	\$1,163,958

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- (1) The market value of shares or units of stock that have not vested reflects the \$69.49 closing price of our stock on December 31, 2010, as reported by the NYSE.
- (2) These SSARs vest 25% on the first anniversary, 8.33% on the 20th month and 8.33% every four months thereafter from the grant date.
- (3) These SSARs vest 25% on the first anniversary and 6.25% every three months thereafter (a total of 25% per year) from the grant date.
- (4) These restricted stock units vest 25% on each of May 15, 2011, May 15, 2012, May 15, 2013 and May 15, 2014.
- (5) These SSARs vest 50% on the third anniversary, 12.5% on the 45th month and 12.5% every three months thereafter from the grant date.
- (6) These restricted stock units vest 33.34% on the third anniversary and 11.11% every four months thereafter from the grant date.
- (7) These SSARs vest 25% on the second anniversary, 12.5% on the 32nd month and 12.5% every four months thereafter from the grant date.
- (8) These SSARs vest 33% on the second anniversary and 8.33% every three months thereafter from the grant date.
- (9) These restricted stock units vest 33% on each of May 15, 2012, May 15, 2013 and May 15, 2014.
- (10) These SSARs vest in full on the first anniversary of the grant date.
- (11) These SSARs vest 93% on the first anniversary and 7% on the 13th month from the grant date.
- (12) These SSARs vest 12% on the 13th month, 23% on the 14th, 15th and 16th month and 19% on the 17th month from the grant date.
- (13) These SSARs vest 5% on the 17th month, 23% on the 18th, 19th, 20th and 21st month and 3% on the 22nd month from the grant date.
- (14) These SSARs vest 30% on the 22nd month and 35% on the 23rd and 24th month from the grant date.
- (15) These SSARs vest 25% on March 31, 2011, and 6.25% every three months thereafter (a total of 25% per year) from the grant date.

The following table sets forth information concerning the exercise of stock options and SSARs and the vesting of stock awards held by each of the named executive officers during 2010.

2010 Option Exercises and Stock Vested

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) ⁽¹⁾	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽²⁾
Kent J. Thiry	385,000	\$ 6,258,734	—	—
Dennis L. Kogod	36,667	\$ 653,872	—	—
Luis A. Borgen	—	—	—	—
Javier J. Rodriguez	246,000	\$ 5,078,355	6,667	\$ 407,776
David T. Shapiro	26,000	\$ 560,797	—	—
Richard K. Whitney	—	—	—	—

- (1) Value realized on exercise is determined by subtracting the exercise or base price from the market price of our common stock at exercise, and multiplying the remainder by the number of shares exercised.
- (2) Value realized on vesting is determined by multiplying the number of shares underlying restricted stock units by the closing price for our common stock on the date of vesting, as reported by the NYSE.

2010 Pension Benefits

The company does not have a defined benefit pension plan in which any employee, including the named executive officers, can participate to receive payments or other benefits at, following, or in connection with retirement.

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The following table sets forth information concerning the company's nonqualified deferred compensation plans.

2010 Nonqualified Deferred Compensation

Name	Executive Contributions in Last FY (\$)	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$) ⁽¹⁾	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last FYE (\$)
Kent J. Thiry					
Voluntary Deferral Plan	—	—	\$140,401	—	\$1,358,714 ⁽²⁾
Dennis L. Kogod					
Executive Retirement Plan	—	—	\$ 16,100	—	\$ 193,487
Luis A. Borgen ⁽³⁾	—	—	—	—	—
Javier J. Rodriguez					
Voluntary Deferral Plan	—	—	\$ 51,020	—	\$ 417,470
David T. Shapiro ⁽³⁾	—	—	—	—	—
Richard K. Whitney ⁽³⁾	—	—	—	—	—

(1) Unless otherwise indicated, none of the earnings in this column are included in the Summary Compensation Table because they are not preferential or above market.

(2) Mr. Thiry deferred \$772,596 and \$255,769 into the Voluntary Deferral Plan that was reported in the "Salary" column for 2009 and 2008, respectively, in the Summary Compensation Table.

(3) Messrs. Borgen, Shapiro and Whitney did not participate in any of the company's nonqualified deferred compensation plans.

The 2010 Nonqualified Deferred Compensation Table presents amounts deferred under our Voluntary Deferral Plan. Under the Voluntary Deferral Plan, participants may defer (i) up to 50% of their base salary, (ii) all or a portion of their annual bonus payment that is earned in the same year as their base salary but payable in the following year and (iii) all or a portion of their other compensation as determined by the company. Deferred amounts are credited with earnings or losses based on the rate of return of one or more investment alternatives selected by the participant from among the investment funds selected by the company. Participants may change their investment elections daily. We do not make contributions to participants' accounts under the Voluntary Deferral Plan. All participant contributions are irrevocably funded into a rabbi trust for the benefit of those participants. Assets held in the trust are subject to the claims of the company's general creditors in the event of the company's bankruptcy or insolvency until paid to the plan participants. Distributions are generally paid out in cash at the participant's election either in the first or second year following retirement or in a specified year at least three to four years after the deferral election was effective. Participants elect to receive distributions in the form of one, five, ten, fifteen or twenty annual installments. If the participant has not elected a specified year for payout and the participant becomes disabled, dies or has a separation from service, distributions generally will be paid in a lump sum cash distribution. In the event of an unforeseeable emergency, the plan administrator may, in its sole discretion, authorize the cessation of deferrals by a participant, provide for immediate distribution to a participant in the form of a lump sum cash payment or provide for such other payment schedule as the plan administrator deems appropriate.

The table also presents amounts deferred under our Executive Retirement Plan. The Executive Retirement Plan was assumed by the company from Gambro Healthcare, Inc. following our acquisition of Gambro Healthcare in October 2005. Amounts contributed to the plan were based on a percentage of an executive's annual base salary and such contributions were made prior to our assumption of the plan. We did not make any contributions to the Executive Retirement Plan following our assumption of the plan and effective February 1, 2006 we amended the plan to eliminate the obligation to make further contributions under the plan. Under the plan, amounts in a participant's deferred account vest 100% upon the earlier of: (i) two years of service following the date of contribution and (ii) the date the participant reaches the age of 60. All amounts contributed under this

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plan and currently in deferred accounts were contributed prior to February 1, 2006 and therefore are fully vested. Deferred amounts are credited with earnings or losses based on the rate of return of one or more investment alternatives selected by the participant from among the investment funds selected by the company. Participants may change their investment elections daily. All contributions are irrevocably funded into a rabbi trust for the benefit of plan participants. Assets held in the trust are subject to the claims of the company's general creditors in the event of the company's bankruptcy or insolvency until paid to the plan participants.

Potential Payments Upon Termination or Change of Control*General Terms and Definitions*

For purposes of the employment agreements with each of our named executive officers and the table below:

"Cause" is defined in Mr. Thiry's employment agreement as any of the following: (i) conviction of a felony; (ii) any act of fraud or dishonesty resulting or intended to result directly or indirectly in personal enrichment at the expense of the company; (iii) repeated failure or refusal by the executive to follow policies established by the Board of Directors or written directives of the Board of Directors that goes uncorrected for a period of 30 consecutive days after notice of such failure or refusal, and that is material and willful and has a material adverse effect on the company's business; or (iv) a material breach of the executive's employment agreement that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive.

Involuntary termination for "Material Cause" occurs if the company terminates employment for any of the following reasons: (i) conviction of a felony or plea of no contest to a felony; (ii) any act of fraud or dishonesty in connection with the performance of the executive's duties; (iii) repeated failure or refusal by the executive to follow lawful policies or directives reasonably established by the chief executive officer of the company or his designee that goes uncorrected for a period of 10 consecutive days after written notice has been provided to the executive; (iv) a material breach of the executive's employment agreement; (v) any gross or willful misconduct or gross negligence by the executive in performance of his duties; (vi) egregious conduct by the executive that brings the company or any of its subsidiaries or affiliates into public disgrace or disrepute; (vii) an act of unlawful discrimination, including sexual harassment; (viii) a violation of the duty of loyalty or of any fiduciary duty; or (ix) exclusion or notice of exclusion of the executive from participating in any federal health care program. Further, Mr. Borgen's employment agreement also includes the following reason for termination under the definition of "Material Cause": the executive's failure to relocate to Denver, Colorado with his immediate family by September 6, 2010. Further, the definition of "Material Cause" in Mr. Shapiro's employment agreement includes the following additional language for (iv) above: that goes uncorrected for a period of 10 consecutive days after written notice has been provided to the executive.

"Material Cause" is defined in the employment agreement of Mr. Kogod as any of the following: (i) conviction of a felony or plea of no contest to a felony; (ii) the adjudication by a court of competent jurisdiction that the executive has committed any act of fraud or dishonesty resulting or intended to result directly or indirectly in personal enrichment at the expense of the company; (iii) repeated failure or refusal by the executive to follow policies or directives reasonably established by the chief executive officer of the company or his designee that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive; (iv) a material breach of the executive's employment agreement that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive; (v) any gross or willful misconduct or gross negligence by the executive in the performance of his duties; (vi) egregious conduct by the executive that brings the company or any of its subsidiaries or affiliates into public disgrace or disrepute; (vii) an act of unlawful discrimination, including sexual harassment; (viii) a violation of the duty of loyalty or of any fiduciary duty; or (ix) exclusion or notice of exclusion of the executive from participating in any federal health care program.

Except with respect to Mr. Thiry, as noted below, a "Change of Control" means (i) any transaction or series of transactions in which any person or group (within the meaning of Rule 13d-5 under the Exchange Act

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and Sections 13(d) and 14(d) of the Exchange Act) becomes the direct or indirect "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), by way of a stock issuance, tender offer, merger, consolidation, other business combination or otherwise, of greater than 50% of the total voting power (on a fully diluted basis as if all convertible securities had been converted and all warrants and options had been exercised) entitled to vote in the election of directors of the company (including any transaction in which the company becomes a wholly-owned or majority-owned subsidiary of another corporation), (ii) any merger or consolidation or reorganization in which the company does not survive, (iii) any merger or consolidation in which the company survives, but the shares of the company's common stock outstanding immediately prior to such merger or consolidation represent 40% or less of the voting power of the company after such merger or consolidation, and (iv) any transaction in which more than 40% of the company's assets are sold. However, despite the occurrence of any of the above-described events, a "Change of Control" will not have occurred if Mr. Thiry remains the chief executive officer of the company for at least one year after the Change of Control or becomes the chief executive officer or executive chair of the surviving company with which the company merged or consolidated and remains in that position for at least one year after the Change of Control.

"Good Cause" means the occurrence of the following events without the executive's express written consent: (i) the company materially diminishes the scope of the executive's duties and responsibilities; or (ii) the company materially reduces the executive's base compensation. Notwithstanding the above, the occurrence of any such condition shall not constitute Good Cause unless the executive provides notice to the company of the existence of such condition not later than 90 days after the initial existence of such condition, and the company shall have failed to remedy such condition within 30 days after receipt of such notice.

"Good Reason" is defined in Mr. Borgen's employment agreement as the occurrence of the following events without the executive's express written consent: (i) the company reduces the executive's annual base salary in a percentage greater than concurrent base salary reductions for similarly-situated executives; (ii) the company fails to pay compensation on a timely basis or continue benefits in accordance with the terms of the executive's employment agreement, as amended; (iii) the company assigns the executive to a new work location more than thirty-five miles from the executive's assignment to the company's current offices in Denver, Colorado; or (iv) any material breach by the company of the executive's employment agreement.

With respect to Mr. Thiry's employment agreement, "Good Reason" means during the employment period, without the written consent of the executive, any one or more of the following (provided that an isolated, insubstantial or inadvertent action not taken in bad faith or failure not occurring in bad faith which is remedied by the company promptly after receipt of notice thereof given by the executive shall not constitute Good Reason): (i) the assignment to the executive of any duties inconsistent in any material and adverse respect with the executive's then current duties and responsibilities; (ii) the material and adverse change in the executive's titles or positions; (iii) reduction in the executive's base salary or target annual incentive opportunity, unless such reductions are part of an across-the-board reduction that applies to all senior executives of the company and takes effect prior to a Change in Control (as defined below for Mr. Thiry); or (iv) any material breach by the company of the employment agreement, that is not corrected within 30 days after notice of such breach.

For purposes of the definition of "Good Reason" in Mr. Thiry's employment agreement above, a "Change of Control" means (i) any transaction or series of transactions in which any person or group (within the meaning of Rule 13d-5 under the Exchange Act and Sections 13(d) and 14(d) under the Exchange Act) becomes the direct or indirect "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), by way of a stock issuance, tender offer, merger, consolidation, other business combination or otherwise, of greater than 40% of the total voting power (on a fully diluted basis as if all convertible securities had been converted and all warrants and options had been exercised) entitled to vote in the election of directors of the company (including any transaction in which the company becomes a wholly-owned or majority-owned subsidiary of another corporation), (ii) consummation of any merger or consolidation in which the shares of the company's common stock outstanding immediately prior to such merger or consolidation represent 50% or less of the voting power of the corporation resulting from such merger or consolidation, or, if applicable, the ultimate parent corporation of such

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corporation, (iii) during any twenty-four month period, individuals who, as of the beginning of such period, constitute the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of such Board; provided that any individual who becomes a director of the company subsequent to the beginning of such period whose election, or nomination for election by the company's stockholders, was approved by the vote of at least a majority of the directors then comprising the Incumbent Board shall be deemed a member of the Incumbent Board; and provided further, that any individual who was initially elected as a director of the company as a result of an actual or threatened solicitation by a person other than the Board for the purpose of opposing a solicitation by any other person with respect to the election or removal of directors, or any other actual or threatened solicitation of proxies or consents by or on behalf of any person other than the Board shall not be deemed a member of the Incumbent Board, (iv) consummation of any transaction in which all or substantially all of the company's assets are sold, or (v) the approval by the company's shareholders of a plan of complete liquidation or dissolution of the company; provided, however, that no transaction contemplated by clauses (i) through (iv) above shall constitute a Change of Control if the person acting as the chief executive officer of the company for the twelve months prior to such transaction continues as the chief executive officer or executive chairman of the Board of Directors of the company or becomes the chief executive officer or executive chairman of the Board of Directors of the entity that has acquired control of the company as a result of such transaction (the "Acquiror") immediately after such transaction and remains the chief executive officer or executive chairman of the Board of Directors for not less than twelve months following the transaction, and further provided, that in the event that the person acting as the chief executive officer of the company for the twelve months prior to such transaction ceases to be chief executive officer or executive chairman of the Board of Directors of the company or of the Acquiror during the twelve months following the transaction, a Change of Control shall be deemed to have occurred on the date on which such person ceases to be chief executive officer or executive chairman of the Board of Directors.

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Severance Payments and Benefits

The following tables and summary set forth the company's payment obligations pursuant to the terms of the employment agreements and/or the De Vita Severance Plan for each of our named executive officers, under the circumstances described below, assuming that their employment was terminated on December 31, 2010. For a description of the value of stock-based awards held by Messrs. Thiry, Kogod, Borgen, Rodriguez, Shapiro and Whitney that are subject to accelerated vesting upon a Change of Control, see "Accelerated Vesting of Stock-Based Awards" below.

	Payment of Base Salary (or multiple thereof) in effect at termination for a specified period following termination	Bonus ⁽¹⁾	Continued Health Benefits for a Specified Period Following Termination	Office and Secretarial Assistance	Tax Gross- Up	Total Value
Kent J. Thiry						
Death	—	\$3,125,000 ⁽²⁾	—	—	—	\$ 3,125,000
Disability	—	\$3,125,000 ⁽²⁾	—	—	—	\$ 3,125,000
Involuntary Termination without Cause	\$9,900,000 ⁽³⁾	\$3,125,000 ⁽⁴⁾	\$ 53,504 ⁽⁵⁾	\$371,189 ⁽⁶⁾	—	\$13,449,694
Involuntary Termination without Cause (prior to age 62) ⁽⁷⁾	\$4,950,000 ⁽⁸⁾	\$3,125,000 ⁽⁴⁾	\$ 53,504 ⁽⁵⁾	\$371,189 ⁽⁶⁾	—	\$ 8,499,694
Resignation for Good Reason	\$9,900,000 ⁽³⁾	\$3,125,000 ⁽⁴⁾	\$ 53,504 ⁽⁵⁾	\$371,189 ⁽⁶⁾	—	\$13,449,694
Dennis L. Kogod						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	\$ 800,000 ⁽⁹⁾	\$1,200,000 ⁽¹⁰⁾	—	—	—	\$ 2,000,000
Resignation Following a Good Cause Event Unrelated to a Change of Control	\$ 800,000 ⁽⁹⁾	\$1,200,000 ⁽¹⁰⁾	—	—	—	\$ 2,000,000
Resignation Following a Good Cause Event After a Change of Control	\$1,600,000 ⁽¹¹⁾	\$1,200,000 ⁽¹⁰⁾	—	—	—	\$ 2,800,000
Luis A. Borgen						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	\$ 450,000 ⁽¹²⁾	—	\$ 18,515 ⁽¹³⁾	—	—	\$ 468,515
Resignation for Good Reason	\$ 450,000 ⁽¹²⁾	—	\$ 18,515 ⁽¹³⁾	—	—	\$ 468,515
Javier J. Rodriguez						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	\$ 825,000 ⁽¹⁴⁾	\$ 520,000 ⁽¹⁵⁾	—	—	—	\$ 1,345,000
Resignation for Good Cause	\$ 825,000 ⁽¹⁴⁾	\$ 520,000 ⁽¹⁵⁾	—	—	—	\$ 1,345,000
Resignation Following a Good Cause Event After a Change of Control	\$1,100,000 ⁽¹⁶⁾	\$ 520,000 ⁽¹⁵⁾	—	—	—	\$ 1,620,000
David T. Shapiro						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—

Involuntary Termination for Other than Material Cause	\$ 350,000 ⁽¹⁷⁾	—	—	—	—	\$ 350,000
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- (1) Does not include any amounts payable to Messrs. Thiry and Rodriguez pursuant to our Voluntary Deferral Plan which amounts are included in the 2010 Nonqualified Deferred Compensation Table. Such amounts are currently vested, but payment thereof may be accelerated in the event of death, disability or termination of employment.
- (2) Mr. Thiry (or his estate) will be entitled to receive the amount of any bonus earned and payable but not yet paid for the fiscal year prior to the year in which the termination occurs. On December 31, 2010, Mr. Thiry had fully earned his bonus for 2010, so he would have received the full amount of his annual incentive bonus as reported in the Summary Compensation Table upon termination.
- (3) Mr. Thiry will be entitled to receive a lump-sum payment equal to the product of (x) three, and (y) the sum of his base salary in effect as of the date of termination and the Prior Bonus. "Prior Bonus" means the average of the annual incentive bonus earned under the EIP (including any bonus earned and payable but not yet paid) for the last two fiscal years before the fiscal year in which Mr. Thiry's employment was terminated. The amount reported in the table above reflects the product of (x) three, and (y) the sum of Mr. Thiry's base salary as of December 31, 2010, which was \$1,050,000, and the average of Mr. Thiry's 2009 annual incentive bonus in the amount of \$2,500,000 and Mr. Thiry's 2008 annual bonus in the amount of \$2,000,000.
- (4) Mr. Thiry will be entitled to receive the amount of any bonus earned and payable but not yet paid for the fiscal year prior to the year in which the termination occurs. Mr. Thiry will also be entitled to receive a prorated annual incentive bonus (based on the actual bonus earned under the objective standards set forth in the EIP for the fiscal year in which the termination occurs) through and including the date of termination. On December 31, 2010, Mr. Thiry had fully earned his annual incentive bonus for 2010, so he would have received the full amount of his annual incentive bonus as reported in the Summary Compensation Table upon termination.
- (5) Mr. Thiry will continue to receive his health benefits for the three-year period following termination. The amount reported in the table above is the estimated actual cost of COBRA insurance premiums for Mr. Thiry for the three-year period following termination.
- (6) Mr. Thiry will be entitled to the use of an office and services of an administrative assistant for three years or until he obtains other full-time employment. The amounts above reflect the estimated costs to us of providing the office and secretarial services for three years.
- (7) Mr. Thiry will be entitled to receive the payments set forth in this row in the event that, prior to the date on which Mr. Thiry attains age 62, the Board of Directors gives Mr. Thiry written notice that the term of his employment agreement shall not be extended.
- (8) Mr. Thiry will be entitled to receive a lump sum payment equal to the product of (x) one and one-half, and (y) the sum of his base salary in effect as of the date of termination and the Prior Bonus (as defined above). The amount reported in the table above reflects the product of (x) one and one-half, and (y) the sum of Mr. Thiry's base salary as of December 31, 2010, which was \$1,050,000, and the average of Mr. Thiry's 2009 annual incentive bonus in the amount of \$2,500,000 and Mr. Thiry's 2008 annual incentive bonus in the amount of \$2,000,000.
- (9) Mr. Kogod will be entitled to receive his salary for the one-year period following his termination or resignation. As of December 31, 2010, Mr. Kogod's base salary was \$800,000.
- (10) Mr. Kogod will be entitled to receive a lump-sum payment equivalent to the bonus that he had been paid in the year before the termination. The company interprets this severance provision to mean the severance is based on the bonus paid "for" the year prior to the year for which a bonus was most recently earned. Mr. Kogod had fully earned his bonus for 2010 on December 31, 2010. This severance amount is reported as the bonus paid to Mr. Kogod for 2009, which was \$1,200,000.
- (11) Mr. Kogod will be entitled to receive his salary for the two-year period following his resignation.
- (12) Mr. Borgen will be entitled to receive his salary for the one-year period following his termination or resignation. As of December 31, 2010, Mr. Borgen's base salary was \$450,000.
- (13) Mr. Borgen will continue to receive his health benefits for the one-year period following termination. The amount reported in the table above is the estimated actual cost of COBRA insurance premiums for Mr. Borgen for the one-year period following termination.
- (14) Mr. Rodriguez will be entitled to receive his salary for the 18-month period following his termination or resignation. As of December 31, 2010, Mr. Rodriguez's base salary was \$550,000.
- (15) If Mr. Rodriguez is terminated after April in a given year, he will be entitled to receive a lump-sum payment equal to the bonus paid in the year prior to the termination, pro-rated for the number of months served in the year his employment is terminated. The company interprets this severance provision to mean the severance is based on the bonus paid "for" the year prior to the year for which a bonus was most recently earned. Mr. Rodriguez had fully earned his bonus for 2010 on December 31, 2010. This severance amount is reported as the bonus paid to Mr. Rodriguez for 2009, which was \$520,000.
- (16) Mr. Rodriguez will be entitled to receive his salary for the two-year period following his resignation.

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- (17) Under the terms of the DaVita Severance Plan, Mr. Shapiro will only be entitled to severance payment and benefits if approved by our Senior Vice President of People Services and our Assistant General Counsel-Labor. If such approval is obtained, Mr. Shapiro will be entitled to continue to receive his base salary for a period of 12 months following his termination. As of December 31, 2010, Mr. Shapiro's base salary was \$350,000. Such payment obligation would be reduced dollar-for-dollar by the amount of any compensation received by Mr. Shapiro from another employer during the severance payment period, and Mr. Shapiro would be obligated to use reasonable efforts to find employment during such period.

Other Severance Payments and Benefits

In addition, Mr. Whitney will not receive severance payments upon any termination. For a description of the value of stock-based awards held by Mr. Whitney that are subject to accelerated vesting upon a Change of Control, see "—Accelerated Vesting of Stock-Based Awards" below.

The company's obligation to provide continued health benefits under the circumstances set forth in the tables above is subject to earlier termination in connection with the executive accepting employment with another employer.

In the event of termination as a result of death, the estates of the named executive officers identified in the tables above will also receive the proceeds of the respective term life insurance policy for each named executive officer. The coverage amount for each named executive officer is as follows: \$1,201,000 for Mr. Thiry, \$585,000 for Mr. Kogod, \$500,000 for Mr. Borgen, \$500,000 for Mr. Rodriguez, \$500,000 for Mr. Shapiro and \$250,000 for Mr. Whitney.

Pursuant to the terms of his employment agreement, Mr. Thiry will be eligible to receive a "gross-up" payment to the extent that any payment or benefit received or to be received by him is reduced by tax obligations possibly imposed by Sections 280G or 4999 of the Internal Revenue Code.

To receive the severance payments and benefits described above, each named executive officer must execute the company's standard severance and general release agreement. In addition, the employment agreements with each of our named executive officers include confidentiality provisions that would apply until the confidential information becomes publicly available (other than through breach by the named executive officer). These employment agreements also include nonsolicitation provisions which prohibit each named executive officer from soliciting any patient or customer of the company to patronize a competing dialysis facility or from soliciting any patient, customer, supplier or physician to terminate their business relationship with the company, for a period of two years following the termination of the named executive officer's employment. However, with respect to Mr. Borgen, Mr. Kogod and Mr. Whitney, the nonsolicitation provision would apply for a period of one year following termination.

Accelerated Vesting of Stock-Based Awards

For grants and awards of SSARs, stock options and/or restricted stock units made to our named executive officers prior to October 2006, the stock-based award agreements provide that in the event of a change of control, their options or awards shall automatically vest and become immediately exercisable in their entirety, such vesting to be effective as of the effective date of such transaction.

For grants and awards of SSARs and/or restricted stock units made to our named executive officers after October 2006, the stock-based award agreements provide that in the event that either (i) in connection with a Change of Control (as defined below), the acquiring entity fails to assume, convert or replace the named executive officer's options or awards, or (ii) the named executive officer's employment is terminated within the twenty-four-month period following a Change of Control by the company (or the acquiring entity) other than for Cause (as defined below) or, if applicable, by the named executive officer in accordance with the termination for Good Reason provisions of the named executive officer's employment agreement, if any, then, in any such case,

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the options or awards shall automatically vest and become immediately exercisable in their entirety, such vesting to be effective as of immediately prior to the effective date of the Change of Control in the case of (i), and as of the date of termination of the named executive officer's employment in the case of (ii).

The table below sets forth the value of the company's obligations upon the automatic vesting of the stock-based awards of our named executive officers as described above and assumes that the triggering event took place on December 31, 2010, the last day of our most recent fiscal year.

Name	Value of Options/ SSARs ⁽¹⁾	Value of Stock Awards ⁽²⁾	Tax Gross-Up
Kent J. Thiry ^{(3) (4)}	\$21,625,724	\$5,211,750	—
Dennis L. Kogod	\$ 8,761,573	\$2,605,875	—
Luis A. Borgen	\$ 318,000	\$1,042,350	—
Javier J. Rodriguez	\$ 3,485,167	\$1,308,705	—
David T. Shapiro	\$ 1,323,100	\$ 330,078	—
Richard K. Whitney	\$ 1,988,144	\$1,163,958	—

(1) Values are based on the aggregate difference between the respective exercise or base prices and the closing sale price of our common stock on December 31, 2010, which was \$69.49 per share, as reported by the NYSE.

(2) Values are based on the aggregate number of shares underlying restricted stock units multiplied by the closing sale price of our common stock on December 31, 2010, which was \$69.49 per share, as reported by the NYSE.

(3) Pursuant to the terms of his employment agreement entered into on July 25, 2008, Mr. Thiry would be entitled to receive a "gross-up" payment to the extent any benefit received is reduced by tax obligations possibly imposed by Sections 280G or 4999 of the Internal Revenue Code. Any such tax gross-up amount would be calculated using a 20% excise tax rate and an approximately 40% individual income tax rate and assumes that the base amount for purposes of Sections 280G and 4999 of the Internal Revenue Code has been allocated between the cash severance and equity components of the change of control benefits in proportion to the amounts of each component. Assuming a triggering event took place on December 31, 2010, there would not be any tax gross-up amount payable.

(4) After Mr. Thiry has been employed by the company at least ten years, 50% of any unvested SSARs, stock options and restricted stock units would vest upon any termination by Mr. Thiry without Cause or for Good Reason. Since Mr. Thiry has been employed for ten years as of December 31, 2010, the value of such accelerated vesting is equal to 50% of the amounts set forth in the table.

Definitions under Stock-Based Award Agreements

For purposes of the stock-based award agreements and the table above:

A "Change of Control" means (i) any transaction or series of transactions in which any person or group (within the meaning of Rule 13d-5 under the Exchange Act and Sections 13(d) and 14(d) of the Exchange Act) becomes the direct or indirect "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), by way of a stock issuance, tender offer, merger, consolidation, other business combination or otherwise, of greater than 50% of the total voting power (on a fully diluted basis as if all convertible securities had been converted and all warrants and options had been exercised) entitled to vote in the election of directors of the company (including any transaction in which the company becomes a wholly-owned or majority-owned subsidiary of another corporation), (ii) any merger or consolidation or reorganization in which the company does not survive, (iii) any merger or consolidation in which the company survives, but the shares of the company's common stock outstanding immediately prior to such merger or consolidation represent 50% or less of the voting power of the company after such merger or consolidation, and (iv) any transaction in which more than 50% of the company's assets are sold.

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No transaction will constitute a Change of Control under the stock-based award agreements if both (x) the person acting as the chief executive officer of the company for the six months prior to such transaction becomes the chief executive officer or executive chairman of the board of directors of the entity that has acquired control of the company as a result of such transaction immediately after such transaction and remains the chief executive officer or executive chairman of the board of directors for not less than one year following the transaction and (y) a majority of the acquiring entity's board of directors immediately after such transaction consist of persons who were directors of the company immediately prior to such transaction.

"Cause" means: (1) a material breach by the executive of those duties and responsibilities of the executive which do not differ in any material respect from the duties and responsibilities of the executive during the 90-day period immediately prior to a Change of Control (other than as a result of incapacity due to physical or mental illness) which is demonstrably willful and deliberate on the executive's part, which is committed in bad faith or without reasonable belief that such breach is in the best interests of the company and which is not remedied in a reasonable period of time after receipt of written notice from the company specifying such breach; (2) willful misconduct or gross negligence which results in material harm to the company; (3) the conviction of the executive of, or a plea of nolo contendere by the executive to, a felony or other crime involving fraud or dishonesty; or (4) willful violation of company policies which results in material harm to the company.

Compensation of Directors

The following table sets forth information concerning the compensation of our non-employee directors during 2010.

2010 Director Compensation

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ^{(2) (3) (4)}	Option Awards (\$) ^{(5) (6)}	Total (\$)
Pamela M. Arway	\$ 16,000	\$ 66,673	\$188,272	\$270,945
Charles G. Berg	\$ 24,000	\$ 80,005	\$188,272	\$292,277
Willard W. Brittain, Jr.	\$ 19,500	\$ 48,953	\$188,272	\$256,725
Carol Anthony ("John") Davidson ⁽⁷⁾	\$ 978	\$ 12,975	\$256,344	\$270,297
Paul J. Diaz	\$ 14,000	\$ 65,492	\$188,272	\$267,764
Peter T. Grauer	\$ 35,500	\$ 179,976	\$282,407	\$497,883
John M. Nehra	\$ 24,000	\$ 172,042	\$282,407	\$478,449
William L. Roper	\$ 26,000	\$ 175,542	\$282,407	\$483,949
Roger J. Valine	\$ 44,346	\$ 82,430	\$188,272	\$315,048
Richard C. Vaughan ⁽⁸⁾	\$ 20,291	\$ 25,572	—	\$ 45,863

(1) Consists of the amounts described below under "Annual Retainer," "Lead Independent Director and Committee Chair Fees," "Meeting Fees," and "Other Compensation; Reimbursement of Expenses." With respect to Messrs. Nehra, Roper and Grauer, includes \$10,000 for service as chair of the Compensation Committee, Compliance Committee and as lead independent director, respectively. With respect to Messrs. Valine and Vaughan, includes \$6,346 and \$4,807, respectively, for service as chair of the Audit Committee.

(2) With respect to Messrs. Nehra, Roper and Grauer, includes \$10,000 in restricted stock units and 1,500 restricted stock units for service as chair of the Compensation Committee, Compliance Committee and as lead independent director, respectively.

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- (3) The amounts shown in this column reflect the aggregate grant date fair value of all common stock awards and restricted stock unit awards granted to our directors during 2010 as estimated by the company for financial reporting purposes pursuant to FASB ASC Topic 718. The grant date fair value of each such award is set forth below:

Name*	Stock Awards		
	Number of Shares of Stock or Units (#)	Grant Date	Grant Date Fair Value of Stock Awards (\$)*
Pamela M. Arway	110	3/10/2010	\$ 6,699
	128	3/11/2010	\$ 8,031
	47	3/31/2010	\$ 2,980
	126	5/13/2010	\$ 8,006
	48	6/30/2010	\$ 2,997
	66	7/27/2010	\$ 3,994
	135	7/28/2010	\$ 8,001
	159	9/30/2010	\$ 10,975
	54	12/1/2010	\$ 3,998
	108	12/2/2010	\$ 8,004
	43	12/31/2010	\$ 2,988
Total	1,024		\$ 66,673
Charles G. Berg	132	3/10/2010	\$ 8,039
	128	3/11/2010	\$ 8,031
	47	3/31/2010	\$ 2,980
	126	5/13/2010	\$ 8,006
	48	6/30/2010	\$ 2,997
	132	7/27/2010	\$ 7,989
	135	7/28/2010	\$ 8,001
	58	9/29/2010	\$ 3,999
	159	9/30/2010	\$ 10,975
	108	12/1/2010	\$ 7,996
	108	12/2/2010	\$ 8,004
	43	12/31/2010	\$ 2,988
Total	1,224		\$ 80,005
Willard W. Brittain, Jr.	47	3/31/2010	\$ 2,980
	126	5/13/2010	\$ 8,006
	48	6/30/2010	\$ 2,997
	135	7/28/2010	\$ 8,001
	36	9/29/2010	\$ 2,482
	159	9/30/2010	\$ 10,975
	142	12/2/2010	\$ 10,524
	43	12/31/2010	\$ 2,988
Total	736		\$ 48,953
Carol Anthony ("John") Davidson	54	12/1/2010	\$ 3,998
	108	12/2/2010	\$ 8,004
	14	12/31/2010	\$ 973
Total	176		\$ 12,975

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Name*	Stock Awards		Grant Date Fair Value of Stock Awards (\$)*
	Number of Shares of Stock or Units (#)	Grant Date	
Paul J. Diaz	74	3/10/2010	\$ 4,507
	128	3/11/2010	\$ 8,031
	47	3/31/2010	\$ 2,980
	126	5/13/2010	\$ 8,006
	48	6/30/2010	\$ 2,997
	135	7/28/2010	\$ 8,001
	65	9/29/2010	\$ 4,482
	159	9/30/2010	\$ 10,975
	169	12/2/2010	\$ 12,525
	43	12/31/2010	\$ 2,988
	Total	994	\$ 65,492
Peter T. Grauer	87	3/31/2010	\$ 5,516
	126	5/13/2010	\$ 8,006
	1,500	6/7/2010	\$ 93,960
	88	6/30/2010	\$ 5,495
	198	7/27/2010	\$ 11,983
	135	7/28/2010	\$ 8,001
	116	9/29/2010	\$ 7,998
	196	9/30/2010	\$ 13,529
	162	12/1/2010	\$ 11,994
	108	12/2/2010	\$ 8,004
	79	12/31/2010	\$ 5,490
	Total	2,795	\$ 179,976
John M. Nehra	66	3/10/2010	\$ 4,019
	128	3/11/2010	\$ 8,031
	87	3/31/2010	\$ 5,516
	126	5/13/2010	\$ 8,006
	1,500	6/7/2010	\$ 93,960
	88	6/30/2010	\$ 5,495
	66	7/27/2010	\$ 3,994
	135	7/28/2010	\$ 8,001
	58	9/29/2010	\$ 3,999
	196	9/30/2010	\$ 13,529
	54	12/1/2010	\$ 3,998
	108	12/2/2010	\$ 8,004
	79	12/31/2010	\$ 5,490
	Total	2,691	\$ 172,042

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Name*	Stock Awards	
	Number of Shares of Stock or Units (\$)	Grant Date
William L. Roper	107	3/10/2010
	128	3/11/2010
	87	3/31/2010
	126	5/13/2010
	1,500	6/7/2010
	88	6/30/2010
	66	7/27/2010
	135	7/28/2010
	36	9/29/2010
	196	9/30/2010
	54	12/1/2010
	142	12/2/2010
	79	12/31/2010
	Total	2,744
Roger J. Valine	132	3/10/2010
	128	3/11/2010
	47	3/31/2010
	126	5/13/2010
	70	6/30/2010
	132	7/27/2010
	135	7/28/2010
	116	9/29/2010
	196	9/30/2010
	108	12/1/2010
	79	12/31/2010
	Total	1,269
Richard C. Vaughan	66	3/10/2010
	128	3/11/2010
	87	3/31/2010
	126	5/13/2010
	Total	407

- * See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2010 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FASB ASC Topic 718.
- (4) As of December 31, 2010, each non-employee director had the following number of restricted stock unit awards outstanding: Ms. Arway, 181; Mr. Berg, 181; Mr. Brittain, 181; Mr. Davidson, 14; Mr. Diaz, 181; Mr. Grauer, 1,834; Mr. Nehra, 1,834; Mr. Roper, 1,834; Mr. Valine, 276; and Mr. Vaughan, 87.
- (5) The amounts shown in this column reflect the aggregate grant date fair value of all SSAR awards granted to our directors during 2010 as estimated by the company for financial reporting purposes pursuant to FASB ASC Topic 718. With respect to Messrs. Nehra, Roper and Grauer, includes 6,000 SSARs for service as chair of the Compensation Committee, Compliance Committee and as lead independent director, respectively.

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The grant date fair value of each such award is set forth below:

Name	Number of Shares Underlying SSARs (#)	Grant Date	Grant Date Fair Value of Awards (\$) ^a
Pamela M. Arway	12,000	6/7/2010	\$ 188,272
Charles G. Berg	12,000	6/7/2010	\$ 188,272
Willard W. Brittain, Jr.	12,000	6/7/2010	\$ 188,272
Carol Anthony ("John") Davidson	15,000	12/2/2010	\$ 256,344
Paul J. Diaz	12,000	6/7/2010	\$ 188,272
Peter T. Grauer	18,000	6/7/2010	\$ 282,407
John M. Nehra	18,000	6/7/2010	\$ 282,407
William L. Roper	18,000	6/7/2010	\$ 282,407
Roger J. Valine	12,000	6/7/2010	\$ 188,272

^a See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2010 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FASB ASC Topic 718.

- (6) As of December 31, 2010, each non-employee director had the following number of options and SSARs outstanding: Ms. Arway, 27,000; Mr. Berg, 53,786; Mr. Brittain, 15,750; Mr. Davidson, 15,000; Mr. Diaz, 39,000; Mr. Grauer, 18,000; Mr. Nehra, 90,000; Mr. Roper, 54,000; and Mr. Valine, 54,739. Mr. Vaughan did not have any outstanding options or SSARs as of December 31, 2010.
- (7) Mr. Davidson joined the Board of Directors on December 2, 2010.
- (8) Mr. Vaughan ceased being a member of the Board of Directors on June 7, 2010.

During 2010, our non-employee directors were entitled to compensation under the Non-Management Director Compensation Philosophy and Plan (the "Director Compensation Plan"). On April 13, 2011, we amended and restated the Director Compensation Plan (the "Amended Director Compensation Plan"). The following describes the compensation paid to our non-employee directors for service as a director during 2010 under the Director Compensation Plan as set forth in the table above. In addition, the following describes our current compensation structure for our non-employee directors under the Amended Director Compensation Plan. Directors who are our employees or officers do not receive compensation for service on the Board of Directors or any committee of the Board of Directors.

Annual Retainer

Pursuant to the Director Compensation Plan, each of our non-employee directors is entitled to receive an annual retainer of \$24,000 per year, paid quarterly in arrears. The annual retainer is paid half in cash and half in restricted stock units which are 100% vested upon issuance, but under which receipt of shares is automatically deferred to one year from grant date. Under the Amended Director Compensation Plan, the amount and terms of the annual retainer are unchanged.

Annual Equity Grant

Under the Director Compensation Plan, each of our non-employee directors is entitled to receive SSARs on a base number of 12,000 shares of our common stock for total service of at least one year in such capacity on the Board of Directors, granted on, and priced as of close of the market on, the date of our annual stockholder meeting, vesting in full on the one year anniversary of the date of grant, with acceleration of vesting upon a Change of Control (as defined above under stock-based award agreements), and expiring five years after the date of grant. This award is not available for service of less than one year. The Board of Directors is permitted to issue options in lieu of SSARs in its discretion. Under the Amended Director Compensation Plan, the amount and terms of the annual equity grant are unchanged.

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Lead Independent Director and Committee Chair Fees

Under the Director Compensation Plan, the chairs of the Audit, Compensation and Compliance Committees and the lead independent director receive an additional retainer of \$20,000 per year, paid quarterly in arrears. The retainer is paid half in cash and half in restricted stock units which are 100% vested upon issuance, but under which receipt of shares is automatically deferred to one year from the grant date.

The chairs of the Audit, Compensation and Compliance Committees and the lead independent director are also entitled to receive additional SSARs on a base number of 6,000 shares of our common stock for total service in such capacity of at least one year, or the pro rata equivalent for service of less than one year, granted on, and priced as of the close of the market on, the date of our annual meeting of stockholders, vesting in full on the one year anniversary of the date of grant, with acceleration of vesting upon a Change of Control, and expiring five years after the date of the grant. Vesting of these SSARs continues so long as the non-employee director continues to serve on the Board of Directors even if he or she is no longer a committee chair or lead independent director. The Board of Directors is permitted to issue stock options in lieu of SSARs in its discretion. Under the Amended Director Compensation Plan, the amount and terms of the additional retainer and additional SSARs are unchanged.

Under the Director Compensation Plan, each of the chairs of the Audit, Compensation and Compliance Committees and the lead independent director also receives additional restricted stock units of 1,500 shares, or the pro rata equivalent for services of less than one year, that are granted on the date of our annual meeting of stockholders and that vest 100% upon issuance, but under which receipt of shares is automatically deferred for one year from the grant date.

Under the Amended Director Compensation Plan, only the lead independent director is entitled to receive additional restricted stock units of 1,500 shares, or the pro rata equivalent for services of less than one year, that are granted on the date of our annual meeting of stockholders and that vest 100% upon issuance, but under which receipt of shares is automatically deferred for one year from the grant date.

With respect to the additional retainers and equity grants to the lead independent director and the chairs of the Audit, Compensation or Compliance Committee, if the lead independent director also serves as a chair of the Audit, Compensation or Compliance Committee, the lead independent director will not be entitled to receive the additional retainers and equity grants for serving as the chair of the Audit, Compensation or Compliance Committee, in addition to the retainers and equity grants he or she is entitled to receive as the lead independent director, unless the Compensation Committee determines otherwise.

Meeting Fees

Under the Director Compensation Plan, our non-employee directors are entitled to receive \$8,000 in the form of common stock for each Board of Directors meeting attended in person. For committee meetings, additional compensation of \$4,000 is paid in the form of common stock for each meeting attended in person. Additional compensation of \$2,000 in cash is paid for each telephonic meeting that lasts more than one hour and for telephonic meetings of the Audit Committee related to quarterly earnings releases, except that the meeting fee for each meeting attended in person is \$2,500 to be paid in stock for members of the Public Policy and Clinical Performance Committees and \$4,500 to be paid in stock for the chairs of these two committees, and the meeting fee for telephonic meetings that last more than one hour is \$1,500 in cash for members of these two committees and \$2,500 in cash for the chairs of these two committees. Committee meeting fees are paid for all committee meetings held on the same day as regular Board of Directors meetings, other than meetings of the Nominating and Governance Committee. Under the Amended Director Compensation Plan, the meeting fees are unchanged.

New Directors

Under the Director Compensation Plan, each of our non-employee directors is entitled to receive SSARs on a base number of 15,000 shares of our common stock upon appointment to the Board of Directors, priced at

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the closing price on the date of grant, vesting 25% per year beginning on the first anniversary of the date of grant and expiring five years after the date of grant. The Board of Directors is permitted to issue stock options in lieu of SSARs in its discretion.

Under the Amended Director Compensation Plan, each of our non-employee directors is entitled to receive SSARs on a base number of 10,000 shares of our common stock upon appointment to the Board of Directors, priced at the closing price on the date of grant, vesting 25% per year beginning on the first anniversary of the date of grant and expiring five years after the date of grant.

Other Compensation; Reimbursement of Expenses

Under the Director Compensation Plan, we reimburse our directors for their reasonable out-of-pocket expenses in connection with their travel to and attendance at meetings of the Board of Directors or any committee thereof and other company business. In addition, we also compensate our non-employee directors on a per diem basis at a rate of \$4,000 in cash per day for significant time spent outside of board or committee meetings or for meetings or activities outside the scope of normal board duties, including director training, meeting with company management or external auditors, interviewing director candidates or other activities deemed necessary by the chairman of the Board of Directors or the lead independent director. The per diem rate is paid on a pro rata basis for activities that do not require a full day of service. Under the Amended Director Compensation Plan, the reimbursement of expenses and other compensation are unchanged.

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COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board of Directors is currently composed of three independent, non-employee directors. The Compensation Committee oversees the company's compensation programs on behalf of the Board of Directors. The Compensation Committee reviewed and discussed the Compensation Discussion and Analysis set forth in this Proxy Statement with management.

Based on the Compensation Committee's review and discussion with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the company's Proxy Statement for the company's 2011 annual meeting of stockholders.

COMPENSATION COMMITTEE

John M. Nehra (Chairman)

Peter T. Grauer

Roger J. Valine

The information contained above under the caption "Compensation Committee Report" will not be considered "soliciting material" or to be "filed" with the SEC, nor will that information be incorporated by reference into any future filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate it by reference into a filing.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No member of the Compensation Committee has served as one of our officers or employees at any time. During 2010, none of our executive officers served as a member of the compensation committee or board of directors of any other company whose executive officer(s) served as a member of our Compensation Committee or Board of Directors.

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We or one of our subsidiaries may occasionally enter into transactions with certain "related persons." Related persons include our executive officers, directors, nominees for directors, 5% or more beneficial owners of our common stock and immediate family members of these persons. We refer to transactions involving amounts in excess of \$120,000 and in which the related person has a direct or indirect material interest as "related person transactions." Each related person transaction must be approved or ratified in accordance with the company's written Related Person Transactions Policy by the Audit Committee of the Board of Directors or, if the Audit Committee of the Board of Directors determines that the approval or ratification of such related person transaction should be considered by all disinterested members of the Board of Directors, by the vote of a majority of such disinterested members.

The Audit Committee considers all relevant factors when determining whether to approve or ratify a related person transaction including, without limitation, the following:

- the size of the transaction and the amount payable to a related person;
- the nature of the interest of the related person in the transaction;
- whether the transaction may involve a conflict of interest; and
- whether the transaction involves the provision of goods or services to the company that are available from unaffiliated third parties and, if so, whether the transaction is on terms and made under circumstances that are at least as favorable to the company as would be available in comparable transactions with or involving unaffiliated third parties.

The company's Related Person Transactions Policy is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

Charles G. Berg, one of our directors, was appointed in January 2008 as a director and the executive chairman of WellCare, as well as director or manager of various related entities. In January 2011, Mr. Berg became the non-executive chairman of Wellcare. Mr. Berg has received restricted stock and option grants from WellCare. The company provides dialysis services for WellCare and various of its affiliates in the ordinary course of business for which it received approximately \$6,320,000 in 2010. The company anticipates receiving payments from WellCare in 2011.

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AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors is responsible for providing independent, objective oversight of the Company's accounting functions and internal controls. The Audit Committee is composed of three directors, each of whom is independent as defined by New York Stock Exchange listing standards. The Audit Committee operates under a written charter approved by the Board of Directors.

The Audit Committee is directly responsible for the appointment and compensation of the Company's independent registered public accounting firm, KPMG LLP, as well as monitoring the independence, qualifications and performance of KPMG LLP and the Company's internal audit function. In addition, the Audit Committee has considered whether the provision of non-audit services to the Company by KPMG LLP is compatible with maintaining KPMG LLP's independence.

Management is responsible for internal controls and the financial reporting process. The independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and an audit of the effectiveness of internal control over financial reporting. The Audit Committee's responsibility is to monitor and oversee these processes.

The Audit Committee has met and held discussions with the Company's internal auditors and KPMG LLP, with and without management present, to discuss the scope of their audit plans, results of their examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting.

The Audit Committee engaged the independent registered public accounting firm to conduct the independent audit. The Audit Committee reviewed and discussed with management the December 31, 2010 audited consolidated financial statements. The Audit Committee also discussed with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (Communication with Audit Committees), as adopted by the Public Company Accounting Oversight Board. In addition, the Audit Committee received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence and has discussed with the independent registered public accounting firm its independence.

Based upon the Audit Committee's reviews and discussions with management and the independent registered public accounting firm, referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2010 for filing with the Securities and Exchange Commission.

THE AUDIT COMMITTEE

Roger J. Valine (Chairman)

Charles G. Berg

Carol Anthony ("John") Davidson

Table of Contents**STOCKHOLDER PROPOSALS FOR 2012 ANNUAL MEETING**

If you wish to present a proposal for action at the 2012 annual meeting of stockholders and wish to have it included in the proxy statement and form of proxy that management will prepare, you must notify us no later than December 29, 2011 in the form required under the rules and regulations promulgated by the SEC. Otherwise, your proposal will not be included in management's proxy materials.

If you wish to present a proposal for action at the 2012 annual meeting of stockholders, even though it will not be included in management's proxy materials, our bylaws require that you must notify us no later than March 8, 2012, and no earlier than February 7, 2012. We advise you to review our bylaws, which contain these and other requirements with respect to advance notice of stockholder proposals, including certain information that must be included concerning the stockholder and each proposal. Our bylaws are available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

OTHER MATTERS

The Board of Directors does not know of any other matters to be presented at the 2011 annual meeting of stockholders but, if other matters do properly come before the meeting, it is intended that the persons named as proxies in the proxy card will vote on them in accordance with their best judgment.

A copy of our 2010 Annual Report to Stockholders accompanies this Proxy Statement. The 2010 Annual Report to Stockholders includes our audited financial statements for the year ended December 31, 2010. Our Annual Report on Form 10-K includes these financial statements, as well as other supplementary financial information and certain schedules. The Annual Report on Form 10-K is not part of our proxy soliciting material. Copies of the Annual Report on Form 10-K, without exhibits, can be obtained without charge by contacting Investor Relations at the following address: Attn: Investor Relations, DaVita Inc., 1551 Wewatta Street, Denver, Colorado 80202, (888) 484-7505 or through our website, located at <http://www.davita.com>.

By order of the Board of Directors,



Kim M. Rivera
Vice President, General Counsel and
Secretary

April 27, 2011

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APPENDIX A

**DAVITA INC.
2011 INCENTIVE AWARD PLAN
(Effective upon stockholder approval)**

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**DaVita Inc.
2011 Incentive Award Plan
(Effective upon stockholder approval)**

ARTICLE 1

PURPOSE

The purpose of the DaVita Inc. 2011 Incentive Award Plan (as it may be amended or restated from time to time, the "Plan") is to promote the success and enhance the value of DaVita Inc. (the "Company") by linking the individual interests of the members of the Board, Employees and Consultants to those of Company stockholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to Company stockholders. The Plan is further intended to provide flexibility to the Company in its ability to motivate, attract, and retain the services of members of the Board, Employees and Consultants upon whose judgment, interest, and special effort the successful conduct of the Company's operations is largely dependent. The Plan constitutes an amendment and restatement of the DaVita Inc. 2002 Equity Compensation Plan, as amended (the "2002 Plan").

ARTICLE 2

DEFINITIONS AND CONSTRUCTION

Wherever the following terms are used in the Plan they shall have the meanings specified below, unless the context clearly indicates otherwise. The singular pronoun shall include the plural where the context so indicates.

2.1 "Administrator" shall mean the entity that conducts the general administration of the Plan as provided in Article 13. With reference to the duties of the Committee under the Plan which have been delegated to one or more persons pursuant to Section 13.6, or as to which the Board has assumed, the term "Administrator" shall refer to such person(s) unless the Committee or the Board has revoked such delegation or the Board has terminated the assumption of such duties.

2.2 "Affiliate" shall mean (a) any Subsidiary; and (b) any domestic eligible entity that is disregarded, under Treasury Regulation Section 301.7701-3, as an entity separate from either (i) the Company or (ii) any Subsidiary.

2.3 "Applicable Accounting Standards" shall mean Generally Accepted Accounting Principles in the United States, International Financial Reporting Standards or such other accounting principles or standards as may apply to the Company's financial statements under United States federal securities laws from time to time.

2.4 "Award" shall mean an Option, a Restricted Stock award, a Restricted Stock Unit award, a Performance Award, a Dividend Equivalents award, a Deferred Stock award, a Deferred Stock Unit award, a Stock Payment award or a Stock Appreciation Right, which may be awarded or granted under the Plan (collectively, "Awards").

2.5 "Award Agreement" shall mean any written notice, agreement, terms and conditions, contract or other instrument or document evidencing an Award, including through electronic medium, which shall contain such terms and conditions with respect to an Award as the Administrator shall determine consistent with the Plan.

2.6 "Award Limit" shall mean with respect to Awards that shall be payable in Shares or in cash, as the case may be, the respective limit set forth in Section 3.3.

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2.7 “Board” shall mean the Board of Directors of the Company.

2.8 “Code” shall mean the Internal Revenue Code of 1986, as amended from time to time, together with the regulations and official guidance promulgated thereunder.

2.9 “Committee” shall mean the Compensation Committee of the Board, or another committee or subcommittee of the Board, appointed as provided in Section 13.1.

2.10 “Common Stock” shall mean the common stock of the Company, par value \$0.001 per share.

2.11 “Company” shall have the meaning set forth in Article 1.

2.12 “Consultant” shall mean any consultant or adviser engaged to provide services to the Company or any Affiliate that qualifies as a consultant under the applicable rules of the Securities and Exchange Commission for registration of shares on a Form S-8 Registration Statement.

2.13 “Covered Employee” shall mean any Employee who is, or could be, a “covered employee” within the meaning of Section 162(m) of the Code.

2.14 “Deferred Stock” shall mean a right to receive Shares awarded under Section 11.5.

2.15 “Deferred Stock Unit” shall mean a right to receive Shares awarded under Section 11.4.

2.16 “Director” shall mean a member of the Board, as constituted from time to time.

2.17 “Director Compensation Policy” shall have the meaning set forth in Section 4.6.

2.18 “Dividend Equivalent” shall mean a right to receive the equivalent value (in cash or Shares) of dividends paid on Shares, awarded under Section 11.2.

2.19 “DRO” shall mean a domestic relations order as defined by the Code or Title I of the Employee Retirement Income Security Act of 1974, as amended from time to time, or the rules thereunder.

2.20 “Effective Date” shall mean the date the Plan is approved by the Company’s stockholders.

2.21 “Eligible Individual” shall mean any person who is an Employee, a Consultant or a Non-Employee Director, as determined by the Committee.

2.22 “Employee” shall mean any officer or other employee (as determined in accordance with Section 3401(c) of the Code and the Treasury Regulations thereunder) of the Company or of any Affiliate.

2.23 “Equity Restructuring” shall mean a nonreciprocal transaction between the Company and its stockholders, such as a stock dividend, stock split, spin-off, rights offering or recapitalization through a large, nonrecurring cash dividend, that affects the number or kind of shares of Common Stock (or other securities of the Company) or the share price of Common Stock (or other securities) and causes a change in the per share value of the Common Stock underlying outstanding Awards.

2.24 “Exchange Act” shall mean the Securities Exchange Act of 1934, as amended from time to time.

2.25 “Fair Market Value” shall mean, as of any given date, the value of a Share determined as follows:

(a) If the Common Stock is listed on any (i) established securities exchange (such as the New York Stock Exchange, the NASDAQ Global Market and the NASDAQ Global Select Market), (ii) national

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market system or (iii) automated quotation system on which the Shares are listed, quoted or traded, its Fair Market Value shall be the closing sales price for a Share as quoted on such exchange or system for such date or, if there is no closing sales price for a Share on the date in question, the closing sales price for a Share on the last preceding date for which such quotation exists, as reported in The Wall Street Journal or such other source as the Administrator deems reliable;

(b) If the Common Stock is not listed on an established securities exchange, national market system or automated quotation system, but the Common Stock is regularly quoted by a recognized securities dealer, its Fair Market Value shall be the mean of the high bid and low asked prices for such date or, if there are no high bid and low asked prices for a Share on such date, the high bid and low asked prices for a Share on the last preceding date for which such information exists, as reported in The Wall Street Journal or such other source as the Administrator deems reliable; or

(c) If the Common Stock is neither listed on an established securities exchange, national market system or automated quotation system nor regularly quoted by a recognized securities dealer, its Fair Market Value shall be established by the Administrator in good faith.

2.26 "Full Value Award" shall mean any Award other than (i) an Option, (ii) a Stock Appreciation Right or (iii) any other Award for which the Holder does not pay the grant-date Fair Market Value of the Common Stock subject to such Award (whether directly or by forgoing a right to receive a payment of cash or Shares from the Company or any Affiliate).

2.27 "Greater Than 10% Stockholder" shall mean an individual then owning (within the meaning of Section 424(d) of the Code) more than 10% of the total combined voting power of all classes of stock of the Company or any subsidiary corporation (as defined in Section 424(f) of the Code) or parent corporation thereof (as defined in Section 424(e) of the Code).

2.28 "Holder" shall mean a person who has been granted an Award.

2.29 "Incentive Stock Option" shall mean an Option that is intended to qualify as an incentive stock option and conforms to the applicable provisions of Section 422 of the Code.

2.30 "Non-Employee Director" shall mean a Director of the Company who is not an Employee.

2.31 "Non-Qualified Stock Option" shall mean an Option that is not an Incentive Stock Option.

2.32 "Option" shall mean a right to purchase Shares at a specified exercise or base price, granted under Article 6. An Option shall be either a Non-Qualified Stock Option or an Incentive Stock Option; provided, however, that Options granted to Non-Employee Directors and Consultants shall only be Non-Qualified Stock Options.

2.33 "Option Term" shall have the meaning set forth in Section 6.4.

2.34 "Parent" shall mean any entity (other than the Company), whether domestic or foreign, in an unbroken chain of entities ending with the Company if each of the entities other than the Company beneficially owns, at the time of the determination, securities or interests representing at least fifty percent (50%) of the total combined voting power of all classes of securities or interests in one of the other entities in such chain.

2.35 "Performance Award" shall mean a cash bonus award, stock bonus award, performance award or incentive award that is paid in cash, Shares, Awards or a combination, awarded under Section 11.1.

2.36 "Performance-Based Compensation" shall mean any compensation that is intended to qualify as "performance-based compensation" as described in Section 162(m)(4)(C) of the Code.

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2.37 "Performance Criteria" shall mean the criteria (and adjustments) that the Committee selects for an Award for purposes of establishing the Performance Goal or Performance Goals for a Performance Period, determined as follows:

(a) The Performance Criteria that shall be used to establish Performance Goals are limited to the following: (i) net earnings (either before or after one or more of the following: (A) interest, (B) taxes, (C) depreciation and (D) amortization); (ii) gross or net sales or revenue; (iii) net income (either before or after taxes); (iv) adjusted net income; (v) operating earnings or profit; (vi) cash flow (including, but not limited to, operating cash flow and free cash flow); (vii) return on assets; (viii) return on capital; (ix) return on stockholders' equity; (x) total stockholder return; (xi) return on sales; (xii) gross or net profit or operating margin; (xiii) costs; (xiv) funds from operations; (xv) expenses; (xvi) working capital; (xvii) earnings per share; (xviii) adjusted earnings per share; (xix) price per Share; (xx) regulatory body approval for commercialization of a product; (xxi) implementation or completion of critical projects; (xxii) market share; and (xxiii) economic value, any of which may be measured either in absolute terms or as compared to any incremental increase or decrease or as compared to results of a peer group or to market performance indicators or indices.

(b) The Administrator may, in its sole discretion, provide that one or more objectively determinable adjustments shall be made to one or more of the Performance Goals. Such adjustments may include one or more of the following: (i) items related to a change in accounting principle; (ii) items relating to financing activities; (iii) expenses for restructuring or productivity initiatives; (iv) other non-operating items; (v) items related to acquisitions; (vi) items attributable to the business operations of any entity acquired by the Company during the Performance Period; (vii) items related to the disposal of a business or segment of a business; (viii) items related to discontinued operations that do not qualify as a segment of a business under Applicable Accounting Standards; (ix) items attributable to any stock dividend, stock split, combination or exchange of stock occurring during the Performance Period; (x) any other items of significant income or expense which are determined to be appropriate adjustments; (xi) items relating to unusual or extraordinary corporate transactions, events or developments, (xii) items related to amortization of acquired intangible assets; (xiii) items that are outside the scope of the Company's core, on-going business activities; (xiv) items related to acquired in-process research and development; (xv) items relating to changes in tax laws; (xvi) items relating to major licensing or partnership arrangements; (xvii) items relating to asset impairment charges; (xviii) items relating to gains or losses for litigation, arbitration and contractual settlements; or (xix) items relating to any other unusual or nonrecurring events or changes in applicable laws, accounting principles or business conditions. For all Awards intended to qualify as Performance-Based Compensation, such determinations shall be made within the time prescribed by, and otherwise in compliance with, Section 162(m) of the Code.

2.38 "Performance Goals" shall mean, for a Performance Period, one or more goals established in writing by the Administrator for the Performance Period based upon one or more Performance Criteria. Depending on the Performance Criteria used to establish such Performance Goals, the Performance Goals may be expressed in terms of overall Company performance or the performance of a Subsidiary, division, business unit, or an individual. The achievement of each Performance Goal shall be determined, to the extent applicable, with reference to Applicable Accounting Standards.

2.39 "Performance Period" shall mean one or more periods of time, which may be of varying and overlapping durations, as the Administrator may select, over which the attainment of one or more Performance Goals will be measured for the purpose of determining a Holder's right to, and the payment of, an Award.

2.40 "Performance Stock Unit" shall mean a Performance Award awarded under Section 11.1 which is denominated in units of value including dollar value of shares of Common Stock.

2.41 "Permitted Transferee" shall mean, with respect to a Holder, any "family member" of the Holder, as defined under the instructions to use the Form S-8 Registration Statement under the Securities Act, after taking into account any state, federal, local or foreign tax and securities laws applicable to transferable Awards.

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2.42 "Plan" shall have the meaning set forth in Article 1.

2.43 "Program" shall mean any program adopted by the Administrator pursuant to the Plan containing the terms and conditions intended to govern a specified type of Award granted under the Plan and pursuant to which such type of Award may be granted under the Plan.

2.44 "Restricted Stock" shall mean Common Stock awarded under Article 10 that is subject to certain restrictions and may be subject to risk of forfeiture or repurchase.

2.45 "Restricted Stock Units" shall mean the right to receive Shares awarded under Article 9.

2.46 "Securities Act" shall mean the Securities Act of 1933, as amended.

2.47 "Shares" shall mean shares of Common Stock.

2.48 "Stock Appreciation Right" shall mean a stock appreciation right granted under Article 8.

2.49 "Stock Appreciation Right Term" shall have the meaning set forth in Section 8.4.

2.50 "Stock Payment" shall mean (a) a payment in the form of Shares, or (b) an option or other right to purchase Shares, as part of a bonus, deferred compensation or other arrangement, awarded under Section 11.3.

2.51 "Subsidiary" shall mean any entity (other than the Company), whether domestic or foreign, in an unbroken chain of entities beginning with the Company if each of the entities other than the last entity in the unbroken chain beneficially owns, at the time of the determination, securities or interests representing at least fifty percent (50%) of the total combined voting power of all classes of securities or interests in one of the other entities in such chain.

2.52 "Substitute Award" shall mean an Award granted under the Plan upon the assumption of, or in substitution for, outstanding equity awards previously granted by a company or other entity in connection with a corporate transaction, such as a merger, combination, consolidation or acquisition of property or stock; provided, however, that in no event shall the term "Substitute Award" be construed to refer to an award made in connection with the cancellation and repricing of an Option or Stock Appreciation Right.

2.53 "Termination of Service" shall mean:

(a) As to a Consultant, the time when the engagement of a Holder as a Consultant to the Company or an Affiliate is terminated for any reason, with or without cause, including, without limitation, by resignation, discharge, death or retirement, but excluding terminations where the Consultant simultaneously commences or remains in employment or service with the Company or any Affiliate.

(b) As to a Non-Employee Director, the time when a Holder who is a Non-Employee Director ceases to be a Director for any reason, including, without limitation, a termination by resignation, failure to be elected, death or retirement, but excluding terminations where the Holder simultaneously commences or remains in employment or service with the Company or any Affiliate.

(c) As to an Employee, the time when the employee-employer relationship between a Holder and the Company or any Affiliate is terminated for any reason, including, without limitation, a termination by resignation, discharge, death, disability or retirement; but excluding terminations where the Holder simultaneously commences or remains in employment or service with the Company or any Affiliate.

The Administrator, in its sole discretion, shall determine the effect of all matters and questions relating to Terminations of Service, including, without limitation, the question of whether a Termination of Service resulted

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from a discharge for cause and all questions of whether particular leaves of absence constitute a Termination of Service; provided, however, that, with respect to Incentive Stock Options, unless the Administrator otherwise provides in the terms of the Program, the Award Agreement or otherwise, a leave of absence, change in status from an employee to an independent contractor or other change in the employee-employer relationship shall constitute a Termination of Service only if, and to the extent that, such leave of absence, change in status or other change interrupts employment for the purposes of Section 422(a)(2) of the Code and the then applicable regulations and revenue rulings under said Section. For purposes of the Plan, a Holder's employee-employer relationship or consultancy relations shall be deemed to be terminated in the event that the Affiliate employing or contracting with such Holder ceases to remain an Affiliate following any merger, sale of stock or other corporate transaction or event (including, without limitation, a spin-off).

ARTICLE 3**SHARES SUBJECT TO THE PLAN****3.1 Number of Shares.**

(a) Subject to Section 14.2 and Section 3.1(b), the number of Shares authorized for issuance under the Plan is 34,178,338 (i.e., the same number that was authorized for issuance under the 2002 Plan immediately prior to the amendment and restatement of such plan, including Shares directly authorized under the 2002 Plan, Shares that were transferred to the 2002 Plan from prior plans pursuant to the terms of the 2002 Plan, Shares that subsequently became available under such prior plans pursuant to the terms of the 2002 Plan and Shares reserved under the 2002 Plan from repurchases under a prior replenishment provision that was terminated in 2007). Shares available for issuance under the Plan shall be reduced by 3.0 shares for each Share delivered in settlement of any Full Value Award. Further, subject to Section 14.2, the number of Shares authorized for grant as Incentive Stock Options shall be no more than seven million five hundred thousand (7,500,000).

(b) If any Shares subject to an Award granted under the Plan that is not a Full Value Award are forfeited or expire or such Award is settled for cash (in whole or in part), the Shares subject to such Award shall, to the extent of such forfeiture, expiration or cash settlement, again be available for future grants of Awards under the Plan. To the extent that a Full Value Award granted under the Plan is forfeited or expires or such Full Value Award is settled for cash (in whole or in part), the Shares available under the Plan shall be increased by 3.0 Shares subject to such Full Value Award that is forfeited, expired or settled in cash. Notwithstanding anything to the contrary contained herein, the following Shares shall not be added to the Shares authorized for grant under Section 3.1(a) and will not be available for future grants of Awards: (i) Shares tendered by a Holder or withheld by the Company in payment of the exercise or base price of an Option; (ii) Shares tendered by the Holder or withheld by the Company to satisfy any tax withholding obligation with respect to an Award; and (iii) Shares subject to a Stock Appreciation Right that are not issued in connection with the stock settlement of the Stock Appreciation Right on exercise thereof. Any Shares repurchased by the Company under Section 10.4 at the same price paid by the Holder so that such Shares are returned to the Company will again be available for Awards. The payment of Dividend Equivalents in cash in conjunction with any outstanding Awards shall not be counted against the shares available for issuance under the Plan. Notwithstanding the provisions of this Section 3.1(b), no Shares may again be optioned, granted or awarded if such action would cause an Incentive Stock Option to fail to qualify as an incentive stock option under Section 422 of the Code.

(c) Substitute Awards shall not reduce the Shares authorized for grant under the Plan. Additionally, in the event that a company acquired by the Company or any Affiliate or with which the Company or any Affiliate combines has shares available under a pre-existing plan approved by stockholders and not adopted in contemplation of such acquisition or combination, the shares available for grant pursuant to the terms of such pre-existing plan (as adjusted, to the extent appropriate, using the exchange ratio or other adjustment or valuation ratio or formula used in such acquisition or combination to determine the

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consideration payable to the holders of common stock of the entities party to such acquisition or combination) may be used for Awards under the Plan and shall not reduce the Shares authorized for grant under the Plan; provided that Awards using such available shares shall not be made after the date awards or grants could have been made under the terms of the pre-existing plan, absent the acquisition or combination, and shall only be made to individuals who were not employed by or providing services to the Company or its Affiliates immediately prior to such acquisition or combination.

3.2 Stock Distributed. Any Shares distributed pursuant to an Award may consist, in whole or in part, of authorized but unissued Common Stock, Common Stock in treasury or Common Stock purchased on the open market in management's sole discretion in compliance with the Plan and applicable law.

3.3 Limitation on Number of Shares Subject to Awards. Notwithstanding any provision in the Plan to the contrary, and subject to Section 14.2, the maximum aggregate number of Shares with respect to one or more Awards that may be granted to any one person during (measured from the date of any grant) during any consecutive twelve (12) month period shall be two million two hundred fifty thousand (2,250,000) and the maximum aggregate amount of cash that may be paid in cash to any one person (measured from the date of any payment) during any calendar year with respect to one or more Awards payable in cash shall be ten million dollars (\$10,000,000).

3.4 Full Value Award Vesting Limitations. Except as may be determined by the Administrator in the event of a consummation of a change of control of the Company, or the Holder's death, disability or retirement, notwithstanding any other provision of the Plan to the contrary, a Full Value Award shall not become fully vested earlier than three years from the grant date (two years in the case of Employees who are not executives of the Company (holding the title of vice president or an equivalent title and above), or, in the case of vesting based upon the attainment of performance-based objectives, over a period of not less than one year); provided, however, that notwithstanding the foregoing, Full Value Awards (a) that do not exceed in the aggregate 5% of the Shares available pursuant to Section 3.1(a) shall not be subject to such minimum vesting provisions and (b) the Company may grant a Full Value Award to Employees newly hired by the Company or any of its Subsidiaries without respect to such minimum vesting provisions.

ARTICLE 4

GRANTING OF AWARDS

4.1 Participation. The Administrator may, from time to time, select from among all Eligible Individuals, those to whom an Award shall be granted and shall determine the nature and amount of each Award, which shall not be inconsistent with the requirements of the Plan. Except as provided in Section 4.6 regarding the grant of Awards pursuant to the Director Compensation Policy, no Eligible Individual shall have any right to be granted an Award pursuant to the Plan.

4.2 Award Agreement. Each Award shall be evidenced by an Award Agreement that sets forth the terms, conditions and limitations for such Award, which may include the term of the Award, the provisions applicable in the event of the Holder's Termination of Service, and the Company's authority to unilaterally or bilaterally amend, modify, suspend, cancel or rescind an Award. Award Agreements evidencing Awards intended to qualify as Performance-Based Compensation shall contain such terms and conditions as may be necessary to meet the applicable provisions of Section 162(m) of the Code. Award Agreements evidencing Incentive Stock Options shall contain such terms and conditions as may be necessary to meet the applicable provisions of Section 422 of the Code.

4.3 Limitations Applicable to Section 16 Persons. Notwithstanding any other provision of the Plan, the Plan, and any Award granted or awarded to any individual who is then subject to Section 16 of the Exchange Act, shall be subject to any additional limitations set forth in any applicable exemptive rule under Section 16 of the

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Exchange Act (including Rule 16b-3 of the Exchange Act and any amendments thereto) that are requirements for the application of such exemptive rule. To the extent permitted by applicable law, the Plan and Awards granted or awarded hereunder shall be deemed amended to the extent necessary to conform to such applicable exemptive rule.

4.4 At-Will Employment; Voluntary Participation. Nothing in the Plan or in any Program or Award Agreement hereunder shall confer upon any Holder any right to continue in the employ of, or as a Director or Consultant for, the Company or any Affiliate, or shall interfere with or restrict in any way the rights of the Company and any Affiliate, which rights are hereby expressly reserved, to discharge any Holder at any time for any reason whatsoever, with or without cause, and with or without notice, or to terminate or change all other terms and conditions of employment or engagement, except to the extent expressly provided otherwise in a written agreement between the Holder and the Company or any Affiliate. Participation by each Holder in the Plan shall be voluntary and nothing in the Plan shall be construed as mandating that any Eligible Individual shall participate in the Plan.

4.5 Foreign Holders. Notwithstanding any provision of the Plan to the contrary, in order to comply with the laws in countries other than the United States in which the Company and its Affiliates operate or have Employees, Non-Employee Directors or Consultants, or in order to comply with the requirements of any foreign securities exchange, the Administrator, in its sole discretion, shall have the power and authority to: (a) determine which Affiliates shall be covered by the Plan; (b) determine which Eligible Individuals outside the United States are eligible to participate in the Plan; (c) modify the terms and conditions of any Award granted to Eligible Individuals outside the United States to comply with applicable foreign laws or listing requirements of any such foreign securities exchange; (d) establish subplans and modify exercise procedures and other terms and procedures, to the extent such actions may be necessary or advisable (any such subplans and/or modifications shall be attached to the Plan as appendices); provided, however, that no such subplans and/or modifications shall increase the share limitations contained in Sections 3.1 and 3.3; and (e) take any action, before or after an Award is made, that it deems advisable to obtain approval or comply with any necessary local governmental regulatory exemptions or approvals or listing requirements of any such foreign securities exchange. Notwithstanding the foregoing, the Administrator may not take any actions hereunder, and no Awards shall be granted, that would violate the Code, the Exchange Act, the Securities Act, any other securities law or governing statute, the rules of the securities exchange or automated quotation system on which the Shares are listed, quoted or traded or any other applicable law. For purposes of the Plan, all references to foreign laws, rules, regulations or taxes shall be references to the laws, rules, regulations and taxes of any applicable jurisdiction other than the United States or a political subdivision thereof.

4.6 Non-Employee Director Awards. The Administrator may, in its discretion, provide that Awards granted to Non-Employee Directors shall be granted pursuant to a written non-discretionary formula established by the Administrator or a broader body of the Board under the Non-Management Director Compensation Philosophy and Plan, or such successor plan or policy (the "Director Compensation Policy"), subject to the limitations of the Plan. The Director Compensation Policy shall set forth the type of Award(s) to be granted to Non-Employee Directors, the number of Shares to be subject to Non-Employee Director Awards, the conditions on which such Awards shall be granted, become exercisable and/or payable and expire, and such other terms and conditions as the Administrator shall determine in its discretion. The Director Compensation Policy may be modified by the Administrator from time to time in its discretion.

4.7 Stand-Alone and Tandem Awards. Awards granted pursuant to the Plan may, in the sole discretion of the Administrator, be granted either alone, in addition to, or in tandem with, any other Award granted pursuant to the Plan. Awards granted in addition to or in tandem with other Awards may be granted either at the same time as or at a different time from the grant of such other Awards.

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ARTICLE 5

PROVISIONS APPLICABLE TO AWARDS INTENDED TO QUALIFY AS
PERFORMANCE-BASED COMPENSATION

5.1 Purpose. The Committee, in its sole discretion, may determine at the time an Award is granted or at any time thereafter whether such Award is intended to qualify as Performance-Based Compensation. If the Committee, in its sole discretion, decides to grant such an Award to an Eligible Individual that is intended to qualify as Performance-Based Compensation, then the provisions of this Article 5 shall control over any contrary provision contained in the Plan. The Administrator may in its sole discretion grant Awards to other Eligible Individuals that are based on Performance Criteria or Performance Goals but that do not satisfy the requirements of this Article 5 and that are not intended to qualify as Performance-Based Compensation. Unless otherwise specified by the Administrator at the time of grant, the Performance Criteria with respect to an Award intended to be Performance-Based Compensation payable to a Covered Employee shall be determined on the basis of Applicable Accounting Standards, if applicable.

5.2 Applicability. The grant of an Award to an Eligible Individual for a particular Performance Period shall not require the grant of an Award to such Individual in any subsequent Performance Period and the grant of an Award to any one Eligible Individual shall not require the grant of an Award to any other Eligible Individual in such period or in any other period.

5.3 Types of Awards. Notwithstanding anything in the Plan to the contrary, the Committee may grant any Award to an Eligible Individual intended to qualify as Performance-Based Compensation, including, without limitation, Restricted Stock that has restrictions which lapse upon the attainment of specified Performance Goals, Restricted Stock Units that vest and become payable upon the attainment of specified Performance Goals and any Performance Awards described in Article 11 that vest or become exercisable or payable upon the attainment of one or more specified Performance Goals.

5.4 Procedures with Respect to Performance-Based Awards. To the extent necessary to comply with the requirements of Section 162(m)(4)(C) of the Code, with respect to any Award granted to one or more Eligible Individuals which is intended to qualify as Performance-Based Compensation, no later than 90 days following the commencement of any Performance Period or any designated fiscal period or period of service (or such earlier time as may be required under Section 162(m) of the Code), the Committee shall, in writing, (a) designate one or more Eligible Individuals, (b) select the Performance Criteria applicable to the Performance Period, (c) establish the Performance Goals, and amounts of such Awards, as applicable, which may be earned for such Performance Period based on the Performance Criteria, and (d) specify the relationship between Performance Criteria and the Performance Goals and the amounts of such Awards, as applicable, to be earned by each Covered Employee for such Performance Period. Following the completion of each Performance Period, the Committee shall certify in writing whether and the extent to which the applicable Performance Goals have been achieved for such Performance Period. In determining the amount earned under such Awards, the Committee shall have the right to reduce or eliminate (but not to increase) the amount payable at a given level of performance to take into account additional factors that the Committee may deem relevant, including the assessment of individual or corporate performance for the Performance Period.

5.5 Payment of Performance-Based Awards. Unless otherwise provided in the applicable Program or Award Agreement and only to the extent otherwise permitted by Section 162(m)(4)(C) of the Code, as to an Award that is intended to qualify as Performance-Based Compensation, the Holder must be employed by the Company or an Affiliate throughout the Performance Period. Unless otherwise provided in the applicable Performance Goals, Program or Award Agreement, a Holder shall be eligible to receive payment pursuant to such Awards for a Performance Period only if and to the extent the Performance Goals for such period are achieved.

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5.6 Additional Limitations. Notwithstanding any other provision of the Plan and except as otherwise determined by the Administrator, any Award which is granted to an Eligible Individual and is intended to qualify as Performance-Based Compensation shall be subject to any additional limitations set forth in Section 162(m) of the Code or any regulations or rulings issued thereunder that are requirements for qualification as Performance-Based Compensation, and the Plan, the Program and the Award Agreement shall be deemed amended to the extent necessary to conform to such requirements.

ARTICLE 6

AWARD OF OPTIONS

6.1 Grant of Options. The Administrator is authorized to grant Options to Eligible Individuals from time to time, in its sole discretion, on such terms and conditions as it may determine which shall not be inconsistent with the Plan.

6.2 Qualification of Incentive Stock Options. No Incentive Stock Option shall be granted to any person who is not an Employee of the Company or any subsidiary corporation (as defined in Section 424(f) of the Code) of the Company. No person who qualifies as a Greater Than 10% Stockholder may be granted an Incentive Stock Option unless such Incentive Stock Option conforms to the applicable provisions of Section 422 of the Code. Any Incentive Stock Option granted under the Plan may be modified by the Administrator, with the consent of the Holder, to disqualify such Option from treatment as an "incentive stock option" under Section 422 of the Code. To the extent that the aggregate Fair Market Value of stock with respect to which "incentive stock options" (within the meaning of Section 422 of the Code, but without regard to Section 422(d) of the Code) are exercisable for the first time by a Holder during any calendar year under the Plan, and all other plans of the Company and any subsidiary or parent corporation thereof (each as defined in Section 424(f) and (e) of the Code, respectively), exceeds \$100,000, the Options shall be treated as Non-Qualified Stock Options to the extent required by Section 422 of the Code. The rule set forth in the preceding sentence shall be applied by taking Options and other "incentive stock options" into account in the order in which they were granted and the Fair Market Value of stock shall be determined as of the time the respective options were granted.

6.3 Option Exercise or Base Price. The exercise or base price per Share subject to each Option shall be set by the Administrator, but shall not be less than 100% of the Fair Market Value of a Share on the date the Option is granted (or, as to Incentive Stock Options, on the date the Option is modified, extended or renewed for purposes of Section 424(h) of the Code). In addition, in the case of Incentive Stock Options granted to a Greater Than 10% Stockholder, such price shall not be less than 110% of the Fair Market Value of a Share on the date the Option is granted (or the date the Option is modified, extended or renewed for purposes of Section 424(h) of the Code).

6.4 Option Term. The term of each Option (the "Option Term") shall be set by the Administrator in its sole discretion; provided, however, that the Option Term shall not be more than a maximum of five (5) years from the date the Option is granted (and, five (5) years from the date an Incentive Stock Option is granted to a Greater Than 10% Stockholder). The Administrator shall determine the time period, including the time period following a Termination of Service, during which the Holder has the right to exercise the vested Options, which time period may not extend beyond the maximum Option Term. To the extent permitted by Section 409A or Section 422 of the Code and regulations and rulings thereunder and after due consideration to the possible tax, securities, and accounting consequences, the Administrator may extend the Option Term of any outstanding Option, and may extend the time period during which vested Options may be exercised, in connection with any Termination of Service of the Holder, and may amend any other term or condition of such Option relating to such a Termination of Service, which extensions may not exceed the maximum Option Term as described above.

6.5 Option Vesting.

(a) The period during which the right to exercise, in whole or in part, an Option vests in the Holder shall be set by the Administrator and the Administrator may determine that an Option may not be

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exercised in whole or in part for a specified period after it is granted. Such vesting may be based on service with the Company or any Affiliate, any of the Performance Criteria, or any other criteria selected by the Administrator.

(b) No portion of an Option which is unexercisable at a Holder's Termination of Service shall thereafter become exercisable, except as may be otherwise provided by the Administrator either in the Program, the Award Agreement or by action of the Administrator following the grant of the Option.

6.6 Substitute Awards. Notwithstanding the foregoing provisions of this Article 6 to the contrary, in the case of an Option that is a Substitute Award, the price per share of the shares subject to such Option may be less than the Fair Market Value per share on the date of grant; provided that the excess of: (a) the aggregate Fair Market Value (as of the date such Substitute Award is granted) of the shares subject to the Substitute Award, over (b) the aggregate exercise or base price thereof does not exceed the excess of: (x) the aggregate fair market value (as of the time immediately preceding the transaction giving rise to the Substitute Award, such fair market value to be determined by the Administrator) of the shares of the predecessor entity that were subject to the grant assumed or substituted for by the Company, over (y) the aggregate exercise or base price of such shares.

6.7 Substitution of Stock Appreciation Rights. The Administrator may provide in the applicable Program or the Award Agreement evidencing the grant of an Option that the Administrator, in its sole discretion, shall have the right to substitute a Stock Appreciation Right for such Option at any time prior to or upon exercise of such Option; provided that such Stock Appreciation Right shall be exercisable with respect to the same number of Shares for which such substituted Option would have been exercisable, and shall also have the same exercise or base price, vesting schedule and remaining Option Term as the substituted Option.

ARTICLE 7

EXERCISE OF OPTIONS

7.1 Partial Exercise. An exercisable Option may be exercised in whole or in part. However, an Option shall not be exercisable with respect to fractional shares and the Administrator may require that, by the terms of the Option, a partial exercise must be with respect to a minimum number of shares.

7.2 Manner of Exercise. All or a portion of an exercisable Option shall be deemed exercised upon delivery of all of the following to the Secretary of the Company, the stock plan administrator of the Company or such other person or entity designated by the Administrator, or his, her or its office, as applicable:

(a) A written or electronic notice complying with the applicable rules established by the Administrator stating that the Option, or a portion thereof, is exercised. The notice shall include appropriately authorized instruction by the Holder or other person then entitled to exercise the Option or such portion of the Option;

(b) Such representations and documents as the Administrator, in its sole discretion, deems necessary or advisable to effect compliance with all applicable provisions of the Securities Act and any other federal, state or foreign securities laws or regulations, the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded or any other applicable law. The Administrator may, in its sole discretion, also take whatever additional actions it deems appropriate to effect such compliance including, without limitation, placing legends on share certificates and issuing stop-transfer notices to agents and registrars;

(c) In the event that the Option shall be exercised pursuant to Section 12.3 by any person or persons other than the Holder, appropriate proof of the right of such person or persons to exercise the Option, as determined in the sole discretion of the Administrator; and

(d) Full payment of the exercise or base price and applicable withholding taxes to the stock plan administrator of the Company for the shares with respect to which the Option, or portion thereof, is exercised, in a manner permitted by Section 12.1 and 12.2.

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7.3 Notification Regarding Disposition. The Holder shall give the Company prompt written or electronic notice of any disposition of Shares acquired by exercise of an Incentive Stock Option which occurs within (a) two years from the date of granting (including the date the Option is modified, extended or renewed for purposes of Section 424(h) of the Code) such Option to such Holder, or (b) one year after the transfer of such shares to such Holder.

ARTICLE 8

AWARD OF STOCK APPRECIATION RIGHTS

8.1 Grant of Stock Appreciation Rights.

(a) The Administrator is authorized to grant Stock Appreciation Rights to Eligible Individuals from time to time, in its sole discretion, on such terms and conditions as it may determine consistent with the Plan.

(b) A Stock Appreciation Right shall entitle the Holder (or other person entitled to exercise the Stock Appreciation Right pursuant to the Plan) to exercise all or a specified portion of the Stock Appreciation Right (e.g., the number of Shares of which are the "base shares"), to the extent then exercisable pursuant to its terms, and to receive from the Company an amount determined by multiplying the difference obtained by subtracting the exercise or base price per share ("base price") of the Stock Appreciation Right from the fair market value at the time of exercise of the Stock Appreciation Right (e.g., in the event such Stock Appreciation Right is settled in Shares, the Shares obtained are the "gain shares"), determined according to such method as the Administrator may establish in its discretion, by the number of Shares with respect to which the Stock Appreciation Right shall have been exercised, subject to any limitations the Administrator may impose. Except as described in (c) below, the exercise or base price per Share subject to each Stock Appreciation Right shall be set by the Administrator, but shall not be less than 100% of the Fair Market Value on the date the Stock Appreciation Right is granted.

(c) Notwithstanding the foregoing provisions of Section 8.1(b) to the contrary, in the case of an Stock Appreciation Right that is a Substitute Award, the price per share of the shares subject to such Stock Appreciation Right may be less than 100% of the Fair Market Value per share on the date of grant; provided that the excess of: (i) the aggregate Fair Market Value (as of the date such Substitute Award is granted) of the shares subject to the Substitute Award, over (ii) the aggregate exercise or base price thereof does not exceed the excess of: (x) the aggregate fair market value (as of the time immediately preceding the transaction giving rise to the Substitute Award, such fair market value to be determined by the Administrator) of the shares of the predecessor entity that were subject to the grant assumed or substituted for by the Company, over (y) the aggregate exercise or base price of such shares.

8.2 Stock Appreciation Right Vesting.

(a) The period during which the right to exercise, in whole or in part, a Stock Appreciation Right vests in the Holder shall be set by the Administrator and the Administrator may determine that a Stock Appreciation Right may not be exercised in whole or in part for a specified period after it is granted. Such vesting may be based on service with the Company or any Affiliate, or any other criteria selected by the Administrator. At any time after grant of a Stock Appreciation Right, the Administrator may, in its sole discretion and subject to whatever terms and conditions it selects, accelerate the period during which a Stock Appreciation Right vests.

(b) No portion of a Stock Appreciation Right which is unexercisable at Termination of Service shall thereafter become exercisable, except as may be otherwise provided by the Administrator either in the applicable Program or Award Agreement or by action of the Administrator following the grant of the Stock Appreciation Right.

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8.3 Manner of Exercise. All or a portion of an exercisable Stock Appreciation Right shall be deemed exercised upon delivery of all of the following to the stock plan administrator of the Company, or such other person or entity designated by the Administrator, or his, her or its office, as applicable:

(a) A written or electronic notice complying with the applicable rules established by the Administrator or by the Company and not objected to by the Administrator stating that the Stock Appreciation Right, or a portion thereof, is exercised. The notice shall include appropriately authorized instruction by the Holder or other person then entitled to exercise the Stock Appreciation Right or such portion of the Stock Appreciation Right;

(b) Such representations and documents as the Administrator, in its sole discretion, or Company management deems necessary or advisable to effect compliance with all applicable provisions of the Securities Act and any other federal, state or foreign securities laws or regulations. The Administrator may, in its sole discretion, also take whatever additional actions it deems appropriate to effect such compliance; and

(c) In the event that the Stock Appreciation Right shall be exercised pursuant to this Section 8.3 by any person or persons other than the Holder, appropriate proof of the right of such person or persons to exercise the Stock Appreciation Right.

8.4 Stock Appreciation Right Term. The term of each Stock Appreciation Right (the "Stock Appreciation Right Term") shall be set by the Administrator in its sole discretion; provided, however, that the term shall not be more than a maximum of five (5) years from the date the Stock Appreciation Right is granted. The Administrator shall determine the time period, including the time period following a Termination of Service, during which the Holder has the right to exercise the vested Stock Appreciation Rights, which time period may not extend beyond the maximum Stock Appreciation Right Term. To the extent permitted by Section 409A of the Code and regulations and rulings thereunder, and after due consideration to the possible tax, securities, and accounting consequences, the Administrator may extend the Stock Appreciation Right Term of any outstanding Stock Appreciation Right, and may extend the time period during which vested Stock Appreciation Rights may be exercised, in connection with any Termination of Service of the Holder, and may amend any other term or condition of such Stock Appreciation Right relating to such a Termination of Service, which extensions may not exceed the maximum Stock Appreciation Right Term as described above.

8.5 Payment. Payment of the amounts payable with respect to Stock Appreciation Rights pursuant to this Article 8 shall be in cash, Shares (based on its fair market value as of the date the Stock Appreciation Right is exercised), or a combination of both, as determined by the Administrator.

8.6 Substitution of Options. The Administrator may provide in the applicable Program or the Award Agreement evidencing the grant of a Stock Appreciation Right that the Administrator, in its sole discretion, shall have the right to substitute an Option for such Stock Appreciation Right at any time prior to or upon exercise of such Stock Appreciation Right; provided that such Option shall be exercisable with respect to the same number of Shares for which such substituted Stock Appreciation Right would have been exercisable, and shall also have the same exercise or base price, vesting schedule and remaining Stock Appreciation Right Term as the substituted Stock Appreciation Right.

ARTICLE 9

AWARD OF RESTRICTED STOCK UNITS

9.1 Grant of Restricted Stock Units. The Administrator is authorized to grant Awards of Restricted Stock Units to any Eligible Individual selected by the Administrator in such amounts and subject to such terms and conditions as determined by the Administrator.

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9.2 Term. Except as otherwise provided herein, the term of a Restricted Stock Unit award shall be set by the Administrator in its sole discretion.

9.3 Purchase Price. The Administrator shall specify the purchase price, if any, to be paid by the Holder to the Company with respect to any Restricted Stock Unit award, with cash, services or any other consideration that the Administrator shall determine acceptable, subject to any requirements of applicable law; provided, however, that value of the consideration shall not be less than the par value of a Share, unless otherwise permitted by applicable law.

9.4 Vesting of Restricted Stock Units. At the time of grant, the Administrator shall specify the date or dates on which the Restricted Stock Units shall become fully vested and nonforfeitable, and may specify such conditions to vesting as it deems appropriate, including, without limitation, vesting based upon the Holder's duration of service to the Company or any Affiliate, one or more Performance Criteria, Company performance, individual performance or other specific criteria, in each case on a specified date or dates or over any period or periods, as determined by the Administrator, subject to Section 3.4.

9.5 Maturity and Payment. At the time of grant, the Administrator shall specify the maturity date applicable to each grant of Restricted Stock Units which shall be no earlier than the vesting date or dates of the Award and may be determined at the election of the Holder (if permitted by the applicable Award Agreement); provided that, except as otherwise determined by the Administrator, set forth in any applicable Award Agreement, and subject to compliance with Section 409A of the Code, in no event shall the maturity date relating to each Restricted Stock Unit occur following the later of (a) the 15th day of the third month following the end of calendar year in which the Restricted Stock Unit vests; or (b) the 15th day of the third month following the end of the Company's fiscal year in which the Restricted Stock Unit vests. On the maturity date, the Company shall, subject to Section 12.4(e), transfer to the Holder one unrestricted, fully transferable Share for each Restricted Stock Unit scheduled to be paid out on such date and not previously forfeited, or in the sole discretion of the Administrator, an amount in cash equal to the fair market value of such shares on the maturity date or a combination of cash and Common Stock as determined by the Administrator.

9.6 Payment upon Termination of Service. An Award of Restricted Stock Units shall only be payable while the Holder is an Employee, a Consultant or a member of the Board, as applicable; provided, however, that the Administrator, in its sole and absolute discretion may provide (in an Award Agreement or otherwise) that a Restricted Stock Unit award may be paid subsequent to a Termination of Service in certain events, including a change of control, the Holder's death, retirement or disability or any other specified Termination of Service.

9.7 No Rights as a Stockholder. Unless otherwise determined by the Administrator, a Holder who is awarded Restricted Stock Units shall possess no incidents of ownership with respect to the Shares represented by such Restricted Stock Units, unless and until the same are transferred to the Holder pursuant to the terms of this Plan and the Award Agreement.

9.8 Dividend Equivalents. Subject to Section 11.2, the Administrator may, in its sole discretion, provide that Dividend Equivalents shall be earned by a Holder of Restricted Stock Units based on dividends declared on the Common Stock, to be credited as of dividend payment dates during the period between the date an Award of Restricted Stock Units is granted to a Holder and the maturity date of such Award.

ARTICLE 10

AWARD OF RESTRICTED STOCK

10.1 Grant of Restricted Stock.

(a) The Administrator is authorized to grant Restricted Stock to Eligible Individuals, and shall determine the terms and conditions, including the restrictions applicable to each award of Restricted Stock, which terms and conditions shall not be inconsistent with the Plan, and may impose such conditions on the issuance of such Restricted Stock as it deems appropriate.

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(b) The Administrator shall establish the purchase price, if any, to be paid by the Holder to the Company with respect to any Restricted Stock award, with cash, services or any other consideration that the Administrator shall determine acceptable, subject to any requirements of applicable law, and form of payment for Restricted Stock; provided, however, that if a purchase price is charged, such purchase price shall be no less than the par value, if any, of the Shares to be purchased, unless otherwise permitted by applicable law. In all cases, legal consideration shall be required for each issuance of Restricted Stock.

10.2 Rights as Stockholders. Subject to Section 10.4, upon issuance of Restricted Stock, the Holder shall have, unless otherwise provided by the Administrator, all the rights of a stockholder with respect to said shares, subject to the restrictions in the applicable Program or in each individual Award Agreement, including the right to receive all dividends and other distributions paid or made with respect to the shares; provided, however, that, in the sole discretion of the Administrator, any extraordinary distributions with respect to the Shares shall be subject to the restrictions set forth in Section 10.3. In addition, with respect to a share of Restricted Stock with performance-based vesting, dividends which are paid prior to vesting shall only be paid out to the Holder to the extent that the performance-based vesting conditions are subsequently satisfied and the share of Restricted Stock vests.

10.3 Restrictions. All shares of Restricted Stock (including any shares received by Holders thereof with respect to shares of Restricted Stock as a result of stock dividends, stock splits or any other form of recapitalization) shall, in the terms of the applicable Program or in each individual Award Agreement, be subject to such restrictions and vesting requirements as the Administrator shall provide. Such restrictions may include, without limitation, restrictions concerning voting rights and transferability and such restrictions may lapse separately or in combination at such times and pursuant to such circumstances or based on such criteria as selected by the Administrator, including, without limitation, criteria based on the Holder's duration of employment, directorship or consultancy with the Company, the Performance Criteria, Company performance, individual performance or other criteria selected by the Administrator. By action taken after the Restricted Stock is issued, the Administrator may, on such terms and conditions as it may determine to be appropriate, accelerate the vesting of such Restricted Stock by removing any or all of the restrictions imposed by the terms of the Program or the Award Agreement. Restricted Stock may not be sold or encumbered until all restrictions are terminated or expire.

10.4 Repurchase or Forfeiture of Restricted Stock. Except as otherwise determined by the Administrator at the time of the grant of the Award or thereafter, if no price was paid by the Holder for the Restricted Stock, upon a Termination of Service during the applicable restriction period, the Holder's rights in unvested Restricted Stock then subject to restrictions shall lapse, and such Restricted Stock shall be surrendered to the Company and cancelled without consideration. If a price was paid by the Holder for the Restricted Stock, upon a Termination of Service during the applicable restriction period, the Company shall have the right to repurchase from the Holder the unvested Restricted Stock then subject to restrictions at a cash price per share equal to the price paid by the Holder for such Restricted Stock or such other amount as may be specified in the Program or the Award Agreement. Notwithstanding the foregoing, except as otherwise provided by Section 3.4, the Administrator in its sole discretion may provide that in the event of certain events, including a change of control, the Holder's death, retirement or disability or any other specified Termination of Service or any other event, the Holder's rights in unvested Restricted Stock shall not lapse, such Restricted Stock shall vest and, if applicable, the Company shall not have a right of repurchase.

10.5 Certificates for Restricted Stock. Restricted Stock granted pursuant to the Plan may be evidenced in such manner as the Administrator shall determine. Certificates or book entries evidencing shares of Restricted Stock must include an appropriate legend referring to the terms, conditions, and restrictions applicable to such Restricted Stock. The Company may, in its sole discretion, (a) retain physical possession of any stock certificate evidencing shares of Restricted Stock until the restrictions thereon shall have lapsed and/or (b) require that the stock certificates evidencing shares of Restricted Stock be held in custody by a designated escrow agent (which may but need not be the Company) until the restrictions thereon shall have lapsed, and that the Holder deliver a stock power, endorsed in blank, relating to such Restricted Stock.

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10.6 Section 83(b) Election. If a Holder makes an election under Section 83(b) of the Code to be taxed with respect to the Restricted Stock as of the date of transfer of the Restricted Stock rather than as of the date or dates upon which the Holder would otherwise be taxable under Section 83(a) of the Code, the Holder shall be required to deliver a copy of such election to the Company promptly after filing such election with the Internal Revenue Service.

ARTICLE II

AWARD OF PERFORMANCE AWARDS, DIVIDEND EQUIVALENTS, STOCK PAYMENTS, DEFERRED STOCK, DEFERRED STOCK UNITS

11.1 Performance Awards.

(a) The Administrator is authorized to grant Performance Awards, including Awards of Performance Stock Units, to any Eligible Individual and to determine whether such Performance Awards shall be Performance-Based Compensation. The value of Performance Awards, including Performance Stock Units, may be linked to any one or more of the Performance Criteria or other specific criteria determined by the Administrator, in each case on a specified date or dates or over any period or periods determined by the Administrator. Performance Awards, including Performance Stock Unit awards may be paid in cash, Shares, Awards or a combination of cash, Shares and/or Awards, as determined by the Administrator.

(b) Without limiting Section 11.1(a), the Administrator may grant Performance Awards to any Eligible Individual in the form of a cash bonus payable upon the attainment of objective Performance Goals, or such other criteria, whether or not objective, which are established by the Administrator, in each case on a specified date or dates or over any period or periods determined by the Administrator. Any such bonuses paid to a Holder which are intended to be Performance-Based Compensation shall be based upon objectively determinable bonus formulas established in accordance with the provisions of Article 5.

11.2 Dividend Equivalents.

(a) Dividend Equivalents may be granted by the Administrator based on dividends declared on the Common Stock, to be credited as of dividend payment dates during the period between the date an Award is granted to a Holder and the date such Award vests, is exercised, is distributed or expires, as determined by the Administrator. Such Dividend Equivalents shall be converted to cash or additional Shares by such formula and at such time and subject to such limitations as may be determined by the Administrator. In addition, Dividend Equivalents with respect to an Award with performance-based vesting that are based on dividends paid prior to the vesting of such Award shall only be paid out to the Holder to the extent that the performance-based vesting conditions are subsequently satisfied and the Award vests.

(b) Notwithstanding the foregoing, no Dividend Equivalents shall be payable with respect to Options or Stock Appreciation Rights.

11.3 Stock Payments. The Administrator is authorized to make Stock Payments to any Eligible Individual. The number or value of shares of any Stock Payment shall be determined by the Administrator and may be based upon one or more Performance Criteria or any other specific criteria, including service to the Company or any Affiliate, determined by the Administrator. Shares underlying a Stock Payment which is subject to a vesting schedule or other conditions or criteria set by the Administrator will not be issued until those conditions have been satisfied. Unless otherwise provided by the Administrator, a Holder of a Stock Payment shall have no rights as a Company stockholder with respect to such Stock Payment until such time as the Stock Payment has vested and the Shares underlying the Award have been issued to the Holder. Stock Payments may, but are not required to, be made in lieu of base salary, bonus, fees or other cash compensation otherwise payable to such Eligible Individual.

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11.4 Deferred Stock Units. The Administrator is authorized to grant Deferred Stock Units to any Eligible Individual. The number of Deferred Stock Units shall be determined by the Administrator and may (but is not required to) be based on one or more Performance Criteria or other specific criteria, including service to the Company or any Affiliate, as the Administrator determines, in each case on a specified date or dates or over any period or periods determined by the Administrator. Each Deferred Stock Unit shall entitle the Holder thereof to receive one Share on the date the Deferred Stock Unit becomes vested or upon a specified settlement date thereafter (which settlement date may (but is not required to) be the date of the Holder's Termination of Service). Shares underlying a Deferred Stock Unit award which is subject to a vesting schedule or other conditions or criteria set by the Administrator will not be issued until on or following the date that those conditions and criteria have been satisfied. Unless otherwise provided by the Administrator, a Holder of Deferred Stock Units shall have no rights as a Company stockholder with respect to such Deferred Stock Units until such time as the Award has vested and any other applicable conditions and/or criteria have been satisfied and the Shares underlying the Award have been issued to the Holder.

11.5 Deferred Stock. The Administrator is authorized to grant Deferred Stock to any Eligible Individual. The number of shares of Deferred Stock shall be determined by the Administrator and may (but is not required to) be based on one or more Performance Criteria or other specific criteria, including service to the Company or any Affiliate, as the Administrator determines, in each case on a specified date or dates or over any period or periods determined by the Administrator. Shares underlying a Deferred Stock award which is subject to a vesting schedule or other conditions or criteria set by the Administrator will be issued on the vesting date(s) or date(s) that those conditions and criteria have been satisfied, as applicable. Unless otherwise provided by the Administrator, a Holder of Deferred Stock shall have no rights as a Company stockholder with respect to such Deferred Stock until such time as the Award has vested and any other applicable conditions and/or criteria have been satisfied and the Shares underlying the Award have been issued to the Holder.

11.6 Term. The term of a Performance Award, Dividend Equivalent award, Stock Payment award, Deferred Stock award and/or Deferred Stock Unit award shall be set by the Administrator in its sole discretion.

11.7 Purchase Price. The Administrator may establish the purchase price, if any, of a Performance Award, shares distributed as a Stock Payment award, shares of Deferred Stock award or shares distributed pursuant to a Deferred Stock Unit award, to be paid by the Holder to the Company with respect to any such award, with cash, services or any other consideration that the Administrator shall determine acceptable, subject to any requirements of applicable law; provided, however, that value of the consideration shall not be less than the par value of a Share, unless otherwise permitted by applicable law.

11.8 Termination of Service. A Performance Award, Stock Payment award, Dividend Equivalent award, Deferred Stock award and/or Deferred Stock Unit award is distributable only while the Holder is an Employee, Director or Consultant, as applicable. The Administrator, however, in its sole discretion may provide that the Performance Award, Dividend Equivalent award, Stock Payment award, Deferred Stock award and/or Deferred Stock Unit award may be distributed subsequent to a Termination of Service in certain events, including a change of control, the Holder's death, retirement or disability or any other specified Termination of Service.

ARTICLE 12

ADDITIONAL TERMS OF AWARDS

12.1 Payment. The Administrator shall determine the methods by which payments by any Holder with respect to any Awards granted under the Plan shall be made, including, without limitation: (a) cash or check, (b) Shares (including, in the case of payment of the exercise or base price of an Award, Shares issuable pursuant to the exercise of the Award) or Shares held for such period of time as may be required by the Administrator in order to avoid adverse accounting consequences, in each case, having a fair market value at the time of delivery

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equal to the aggregate payments required, (c) delivery of a written or electronic notice that the Holder has placed a market sell order with a broker with respect to Shares then issuable upon exercise or vesting of an Award, and that the broker has been directed to pay a sufficient portion of the net proceeds of the sale to the Company in satisfaction of the aggregate payments required; provided that payment of such proceeds is then made to the Company upon settlement of such sale, or (d) other form of legal consideration acceptable to the Administrator. The Administrator shall also determine the methods by which Shares shall be delivered or deemed to be delivered to Holders. Notwithstanding any other provision of the Plan to the contrary, no Holder who is a Director or an "executive officer" of the Company within the meaning of Section 13(k) of the Exchange Act shall be permitted to make payment with respect to any Awards granted under the Plan, or continue any extension of credit with respect to such payment, with a loan from the Company or a loan arranged by the Company in violation of Section 13(k) of the Exchange Act.

12.2 Tax Withholding. The Company or any Affiliate shall have the authority and the right to deduct or withhold, or require a Holder to remit to the Company, an amount sufficient to satisfy federal, state, local and foreign taxes (including the Holder's FICA, employment tax or other social security contribution obligation) required by law to be withheld with respect to any taxable event concerning a Holder arising as a result of the Plan. The Administrator may in its sole discretion and in satisfaction of the foregoing requirement allow a Holder to elect to have the Company withhold Shares otherwise issuable under an Award (or allow the surrender of Shares). The number of Shares which may be so withheld or surrendered shall be limited to the number of shares which have a fair market value at the time of withholding or repurchase equal to the aggregate amount of such liabilities based on the minimum statutory withholding rates or such other withholding rates for federal, state, local and foreign income tax and payroll/employment tax purposes that are applicable to such taxable income and that have been determined by the Administrator to avoid adverse accounting consequences. The Administrator shall determine the fair market value of the Shares, consistent with applicable provisions of the Code and applicable foreign tax regulations, for tax withholding obligations due in connection with a broker-assisted cashless Option or Stock Appreciation Right exercise involving the sale of shares to pay the Option or Stock Appreciation Right exercise or base price or any tax withholding obligation.

12.3 Transferability of Awards.

(a) Except as otherwise provided in Section 12.3(b):

(i) No Award under the Plan may be sold, pledged, assigned or transferred in any manner other than by will or the laws of descent and distribution or, subject to the consent of the Administrator, pursuant to a DRO, unless and until such Award has been exercised, or the shares underlying such Award have been issued, and all restrictions applicable to such shares have lapsed;

(ii) No Award or interest or right therein shall be liable for the debts, contracts or engagements of the Holder or his successors in interest or shall be subject to disposition by transfer, alienation, anticipation, pledge, hypothecation, encumbrance, assignment or any other means whether such disposition be voluntary or involuntary or by operation of law by judgment, levy, attachment, garnishment or any other legal or equitable proceedings (including bankruptcy), and any attempted disposition thereof shall be null and void and of no effect, except to the extent that such disposition is permitted by the preceding sentence; and

(iii) During the lifetime of the Holder, only the Holder may exercise an Award (or any portion thereof) granted to him under the Plan, unless it has been disposed of pursuant to a DRO; after the death of the Holder, any exercisable portion of an Award may, prior to the time when such portion becomes unexercisable under the Plan or the applicable Program or Award Agreement, be exercised by his personal representative or by any person empowered to do so under the deceased Holder's will or under the then applicable laws of descent and distribution.

(b) Notwithstanding Section 12.3(a), the Administrator, in its sole discretion, may determine to permit a Holder to transfer an Award other than an Incentive Stock Option to any one or more Permitted Transferees, subject to the following terms and conditions: (i) an Award transferred to a Permitted

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Transferee shall not be assignable or transferable by the Permitted Transferee other than by will or the laws of descent and distribution; (ii) an Award transferred to a Permitted Transferee shall continue to be subject to all the terms and conditions of the Award as applicable to the original Holder (other than the ability to further transfer the Award); (iii) any transfer of a Non-Qualified Stock Option to a Permitted Transferee shall be without consideration, except as required by applicable law and (iv) the Holder and the Permitted Transferee shall execute any and all documents requested by the Administrator, including, without limitation documents to (A) confirm the status of the transferee as a Permitted Transferee, (B) satisfy any requirements for an exemption for the transfer under applicable federal, state and foreign securities laws and (C) evidence the transfer.

(c) Notwithstanding Section 12.3(a), a Holder may, in the manner determined by the Administrator, designate a beneficiary to exercise the rights of the Holder and to receive any distribution with respect to any Award upon the Holder's death. A beneficiary, legal guardian, legal representative, or other person claiming any rights pursuant to the Plan is subject to all terms and conditions of the Plan and any Program or Award Agreement applicable to the Holder, except to the extent the Plan, the Program and the Award Agreement otherwise provide, and to any additional restrictions deemed necessary or appropriate by the Administrator. If the Holder is married and resides in a community property state, a designation of a person other than the Holder's spouse as his or her beneficiary with respect to more than 50% of the Holder's interest in the Award shall not be effective without the prior written or electronic consent of the Holder's spouse. If no beneficiary has been designated or survives the Holder, payment shall be made to the person entitled thereto pursuant to the Holder's will or the laws of descent and distribution. Subject to the foregoing, a beneficiary designation may be changed or revoked by a Holder at any time; provided that the change or revocation is filed with the Administrator prior to the Holder's death.

12.4 Conditions to Issuance of Shares.

(a) Notwithstanding anything herein to the contrary, the Company shall not be required to issue or deliver any certificates or make any book entries evidencing Shares pursuant to the exercise of any Award, unless and until the Board or the Committee has determined, with advice of counsel, that the issuance of such shares is in compliance with all applicable laws, regulations of governmental authorities and, if applicable, the requirements of any exchange on which the Shares are listed or traded, and the Shares are covered by an effective registration statement or applicable exemption from registration. In addition to the terms and conditions provided herein, the Board or the Committee may require that a Holder make such reasonable covenants, agreements, and representations as the Board or the Committee, in its discretion, deems advisable in order to comply with any such laws, regulations, or requirements.

(b) All Share certificates delivered pursuant to the Plan and all shares issued pursuant to book entry procedures are subject to any stop-transfer orders and other restrictions as the Administrator deems necessary or advisable to comply with federal, state, or foreign securities or other laws, rules and regulations and the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted, or traded. The Administrator may place legends on any Share certificate or book entry to reference restrictions applicable to the Shares.

(c) The Administrator shall have the right to require any Holder to comply with any timing or other restrictions with respect to the settlement, distribution or exercise of any Award, including a window-period limitation, as may be imposed in the sole discretion of the Administrator.

(d) No fractional Shares shall be issued and the Administrator shall determine, in its sole discretion, whether cash shall be given in lieu of fractional shares or whether such fractional shares shall be eliminated by rounding down.

(e) Notwithstanding any other provision of the Plan, unless otherwise determined by the Administrator or required by any applicable law, rule or regulation, the Company shall not deliver to any Holder certificates evidencing Shares issued in connection with any Award and instead such Shares shall be recorded in the books of the Company (or, as applicable, its transfer agent or stock plan administrator).

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12.5 Forfeiture, Recoupment and Clawback Provisions. Pursuant to its general authority to determine the terms and conditions applicable to Awards under the Plan, the Administrator shall have the right to provide, in an Award Agreement or otherwise, or to require a Holder to agree by separate written or electronic instrument, that:

(a)(i) Any proceeds, gains or other economic benefit actually or constructively received by the Holder upon any receipt or exercise of the Award, or upon the receipt or resale of any Shares underlying the Award, must be paid to the Company, and (ii) the Award shall terminate and any unexercised portion of the Award (whether or not vested) shall be forfeited, if (x) a Termination of Service occurs prior to a specified date, or within a specified time period following receipt or exercise of the Award, or (y) the Holder at any time, or during a specified time period, engages in any activity in competition with the Company, or which is inimical, contrary or harmful to the interests of the Company, as further defined by the Administrator or (z) the Holder incurs a Termination of Service for "cause" (as such term is defined in the sole discretion of the Administrator, or as set forth in a written agreement relating to such Award between the Company and the Holder); and

(b) All Awards (including any proceeds, gains or other economic benefit actually or constructively received by the Holder upon any receipt or exercise of any Award or upon the receipt or resale of any Shares underlying the Award) shall be subject to the written policies of the Board, Administrator or any recoupment or clawback policies implemented by the Company, including, without limitation, any recoupment or clawback policies adopted to comply with the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act and any rules or regulations promulgated thereunder, to the extent set forth in such recoupment or clawback policies and/or in the applicable Award Agreement.

12.6 Prohibition on Repricing. Subject to Section 14.2, the Administrator shall not, without the approval of the stockholders of the Company, (i) authorize the amendment of any outstanding Option or Stock Appreciation Right to reduce its price per share, or (ii) cancel any Option or Stock Appreciation Right in exchange for cash or another Award when the Option or Stock Appreciation Right price per share exceeds the Fair Market Value of the underlying Shares. Subject to Section 14.2, the Administrator shall have the authority, without the approval of the stockholders of the Company, to amend any outstanding Award to increase the price per share or to cancel and replace an Award with the grant of an Award having a price per share that is greater than or equal to the price per share of the original Award.

ARTICLE 13

ADMINISTRATION

13.1 Administrator. The Committee (or another committee or a subcommittee of the Board assuming the functions of the Committee under the Plan) shall administer the Plan (except as otherwise permitted herein) and, unless otherwise determined by the Board, shall consist solely of two or more Non-Employee Directors appointed by and holding office at the pleasure of the Board, each of whom is intended to qualify as both a "non-employee director" as defined by Rule 16b-3 of the Exchange Act or any successor rule, an "outside director" for purposes of Section 162(m) of the Code and an "independent director" under the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded; provided that any action taken by the Committee shall be valid and effective, whether or not members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership set forth in this Section 13.1 or otherwise provided in any charter of the Committee. Except as may otherwise be provided in any charter of the Committee, appointment of Committee members shall be effective upon acceptance of appointment. Committee members may resign at any time by delivering written or electronic notice to the Board. Vacancies in the Committee may only be filled by the Board. Notwithstanding the foregoing, (a) the full Board, acting by a majority of its members in office, shall conduct the general administration of the Plan with respect to Awards granted to Non-Employee Directors and, with respect to such Awards, the terms "Administrator" and "Committee" as used in the Plan shall be deemed to refer to the Board and (b) the Board or Committee may delegate its authority hereunder to the extent permitted by Section 13.6.

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13.2 Duties and Powers of Committee. It shall be the duty of the Committee to conduct the general administration of the Plan in accordance with its provisions. The Committee shall have the power to interpret the Plan, the Program and the Award Agreement, and to adopt such rules for the administration, interpretation and application of the Plan as are not inconsistent therewith, to interpret, amend or revoke any such rules and to amend any Program or Award Agreement; provided that the rights or obligations of the Holder of the Award that is the subject of any such Program or Award Agreement are not affected adversely by such amendment, unless the consent of the Holder is obtained or such amendment is otherwise permitted under Section 14.10. Any such grant or award under the Plan need not be the same with respect to each Holder. Any such interpretations and rules with respect to Incentive Stock Options shall be consistent with the provisions of Section 422 of the Code. In its sole discretion, the Board may at any time and from time to time exercise any and all rights and duties of the Committee under the Plan except with respect to matters which under Rule 16b-3 under the Exchange Act or any successor rule, or Section 162(m) of the Code, or any regulations or rules issued thereunder, or the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded are required to be determined in the sole discretion of the Committee.

13.3 Action by the Committee. Unless otherwise established by the Board or in any charter of the Committee, a majority of the Committee shall constitute a quorum and the acts of a majority of the members present at any meeting at which a quorum is present, and acts approved in writing by all members of the Committee in lieu of a meeting, shall be deemed the acts of the Committee. Each member of the Committee is entitled to, in good faith, rely or act upon any report or other information furnished to that member by any officer or other employee of the Company or any Affiliate, the Company's independent certified public accountants, or any executive compensation consultant or other professional retained by the Company to assist in the administration of the Plan.

13.4 Authority of Administrator. Subject to the Company's Bylaws, the Committee's Charter and any specific designation in the Plan, the Administrator has the exclusive power, authority and sole discretion to:

- (a) Designate Eligible Individuals to receive Awards;
- (b) Determine the type or types of Awards to be granted to each Eligible Individual;
- (c) Determine the number of Awards to be granted and the number of Shares to which an Award will relate;
- (d) Determine the terms and conditions of any Award granted pursuant to the Plan, including, but not limited to, the exercise or base price, grant price, or purchase price, any performance criteria, any restrictions or limitations on the Award, any schedule for vesting, lapse of forfeiture restrictions or restrictions on the exercisability of an Award, and accelerations or waivers thereof, and any provisions related to non-competition and recapture of gain on an Award, based in each case on such considerations as the Administrator in its sole discretion determines;
- (e) Determine whether, to what extent, and pursuant to what circumstances an Award may be settled in, or the exercise or base price of an Award may be paid in cash, Shares, other Awards, or other property, or an Award may be canceled, forfeited, or surrendered;
- (f) Prescribe the form of each Award Agreement, which need not be identical for each Holder;
- (g) Decide all other matters that must be determined in connection with an Award;
- (h) Establish, adopt, or revise any rules and regulations as it may deem necessary or advisable to administer the Plan;
- (i) Interpret the terms of, and any matter arising pursuant to, the Plan, any Program or any Award Agreement;
- (j) Make all other decisions and determinations that may be required pursuant to the Plan or as the Administrator deems necessary or advisable to administer the Plan; and
- (k) Accelerate wholly or partially the vesting or lapse of restrictions of any Award or portion thereof at any time after the grant of an Award, subject to whatever terms and conditions it selects and Section 3.4.

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13.5 Decisions Binding. The Administrator's interpretation of the Plan, any Awards granted pursuant to the Plan, any Program, any Award Agreement and all decisions and determinations by the Administrator with respect to the Plan are final, binding, and conclusive on all parties.

13.6 Delegation of Authority. To the extent permitted by applicable law or the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded, the Board or Committee may from time to time delegate to a committee of one or more members of the Board or one or more officers of the Company the authority to grant or amend Awards or to take other administrative actions pursuant to Article 13; provided, however, that in no event shall an officer of the Company be delegated the authority to grant awards to, or amend awards held by, the following individuals: (a) individuals who are subject to Section 16 of the Exchange Act, (b) Covered Employees, or (c) officers of the Company (or Directors) to whom authority to grant or amend Awards has been delegated hereunder; provided, further, that any delegation of administrative authority shall only be permitted to the extent it is permissible under Section 162(m) of the Code and applicable securities laws or the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded. Any delegation hereunder shall be subject to the restrictions and limits that the Board or Committee specifies at the time of such delegation, and the Board may at any time rescind the authority so delegated or appoint a new delegatee. At all times, the delegatee appointed under this Section 13.6 shall serve in such capacity at the pleasure of the Board and the Committee.

ARTICLE 14

MISCELLANEOUS PROVISIONS

14.1 Amendment, Suspension or Termination of the Plan. Except as otherwise provided in this Section 14.1, the Plan may be wholly or partially amended or otherwise modified, suspended or terminated at any time or from time to time by the Board or the Committee. However, without approval of the Company's stockholders given within twelve (12) months before or after the action by the Administrator, no action of the Administrator may, except as provided in Section 14.2, (a) increase the limits imposed in Section 3.1 on the maximum number of shares which may be issued under the Plan, or (b) reduce the price per share of any outstanding Option or Stock Appreciation Right granted under the Plan or take any action prohibited under Section 12.6, or (c) cancel any Option or Stock Appreciation Right in exchange for cash or another Award when the Option or Stock Appreciation Right price per share exceeds the Fair Market Value of the underlying Shares. Except as provided in Section 14.10, no amendment, suspension or termination of the Plan shall, without the consent of the Holder, impair any rights or obligations under any Award theretofore granted or awarded, unless the Award itself otherwise expressly so provides. No Awards may be granted or awarded during any period of suspension or after termination of the Plan, and in no event may any Award be granted under the Plan after the tenth (10th) anniversary of the Effective Date.

14.2 Changes in Common Stock or Assets of the Company, Acquisition or Liquidation of the Company and Other Corporate Events.

(a) In the event of any stock dividend, stock split, combination or exchange of shares, merger, consolidation or other distribution (other than normal cash dividends) of Company assets to stockholders, or any other change affecting the shares of the Company's Common Stock or the share price of the Company's Common Stock other than an Equity Restructuring, the Administrator shall make equitable adjustments, if any, to reflect such change with respect to (i) the aggregate number and kind of shares that may be issued under the Plan (including, but not limited to, adjustments of the limitations in Section 3.1 on the maximum number and kind of shares which may be issued under the Plan, adjustments of the Award Limit, and adjustments of the manner in which shares subject to Full Value Awards will be counted); (ii) the number and kind of Shares (or other securities or property) subject to outstanding Awards; (iii) the number and kind of Shares (or other securities or property) for which automatic grants are subsequently to be made to new and continuing Non-Employee Directors pursuant to Section 4.6;

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(iv) the terms and conditions of any outstanding Awards (including, without limitation, any applicable performance targets or criteria with respect thereto); and (v) the grant or exercise or base price per share for any outstanding Awards under the Plan. Any adjustment affecting an Award intended as Performance-Based Compensation shall be made consistent with the requirements of Section 162(m) of the Code.

(b) In the event of any transaction or event described in Section 14.2(a) or any unusual or nonrecurring transactions or events affecting the Company, any Affiliate of the Company, or the financial statements of the Company or any Affiliate, or of changes in applicable laws, regulations or accounting principles, the Administrator, in its sole discretion, and on such terms and conditions as it deems appropriate, either by the terms of the Award or by action taken prior to the occurrence of such transaction or event and either automatically or upon the Holder's request, is hereby authorized to take any one or more of the following actions whenever the Administrator determines that such action is appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan or with respect to any Award under the Plan, to facilitate such transactions or events or to give effect to such changes in laws, regulations or principles:

(i) To provide for either (A) termination of any such Award in exchange for an amount of cash, if any, equal to the amount that would have been attained upon the exercise of such Award or realization of the Holder's rights (and, for the avoidance of doubt, if as of the date of the occurrence of the transaction or event described in this Section 14.2 the Administrator determines in good faith that no amount would have been attained upon the exercise of such Award or realization of the Holder's rights, then such Award may be terminated by the Company without payment) or (B) the replacement of such Award with other rights or property selected by the Administrator in its sole discretion having an aggregate value not exceeding the amount that could have been attained upon the exercise of such Award or realization of the Holder's rights had such Award been currently exercisable or payable or fully vested;

(ii) To provide that such Award be assumed by the successor or survivor corporation, or a parent or subsidiary thereof, or shall be substituted for by similar options, rights or awards covering the stock of the successor or survivor corporation, or a parent or subsidiary thereof, with appropriate adjustments as to the number and kind of shares and prices;

(iii) To make adjustments in the number and type of shares of the Company's stock (or other securities or property) subject to outstanding Awards, and in the number and kind of outstanding Restricted Stock or Deferred Stock and/or in the terms and conditions of (including the grant or exercise or base price), and the criteria included in, outstanding Awards and Awards which may be granted in the future;

(iv) To provide that such Award shall be exercisable or payable or fully vested with respect to all shares covered thereby, notwithstanding anything to the contrary in the Plan or the applicable Program or Award Agreement; and

(v) To provide that the Award cannot vest, be exercised or become payable after such event.

(c) In connection with the occurrence of any Equity Restructuring, and notwithstanding anything to the contrary in Sections 14.2(a) and 14.2(b):

(i) The number and type of securities subject to each outstanding Award and the exercise or base price or grant price thereof, if applicable, shall be equitably adjusted; and/or

(ii) The Administrator shall make such equitable adjustments, if any, as the Administrator in its discretion may deem appropriate to reflect such Equity Restructuring with respect to the aggregate number and kind of shares that may be issued under the Plan (including, but not limited to, adjustments of the limitations in Section 3.1 on the maximum number and kind of shares which may be issued under the Plan, adjustments of the Award Limit, and adjustments of the manner in which shares subject to Full Value Awards will be counted). The adjustments provided under this Section 14.2(c) shall be nondiscretionary and shall be final and binding on the affected Holder and the Company.

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(d) The Administrator may, in its sole discretion, include such further provisions and limitations in any Award, agreement or certificate, as it may deem equitable and in the best interests of the Company that are not inconsistent with the provisions of the Plan.

(e) With respect to Awards which are granted to Covered Employees and are intended to qualify as Performance-Based Compensation, no adjustment or action described in this Section 14.2 or in any other provision of the Plan shall be authorized to the extent that such adjustment or action would cause such Award to fail to so qualify as Performance-Based Compensation, unless the Administrator determines that the Award should not so qualify. No adjustment or action described in this Section 14.2 or in any other provision of the Plan shall be authorized to the extent that such adjustment or action would cause the Plan to violate Section 422(b)(1) of the Code. Furthermore, no such adjustment or action shall be authorized to the extent such adjustment or action would result in short-swing profits liability under Section 16 or violate the exemptive conditions of Rule 16b-3 unless the Administrator determines that the Award is not to comply with such exemptive conditions.

(f) The existence of the Plan, the Program, the Award Agreement and the Awards granted hereunder shall not affect or restrict in any way the right or power of the Company or the stockholders of the Company to make or authorize any adjustment, recapitalization, reorganization or other change in the Company's capital structure or its business, any merger or consolidation of the Company, any issue of stock or of options, warrants or rights to purchase stock or of bonds, debentures, preferred or prior preference stocks whose rights are superior to or affect the Common Stock or the rights thereof or which are convertible into or exchangeable for Common Stock, or the dissolution or liquidation of the Company, or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar character or otherwise.

(g) No action shall be taken under this Section 14.2 which shall cause an Award to fail to comply with Section 409A of the Code or the Treasury Regulations thereunder, to the extent applicable to such Award.

(h) In the event of any pending stock dividend, stock split, combination or exchange of shares, merger, consolidation or other distribution (other than normal cash dividends) of Company assets to stockholders, or any other change affecting the shares of Common Stock or the share price of the Common Stock including any Equity Restructuring, for reasons of administrative convenience, the Company in its sole discretion may refuse to permit the exercise of any Award during a period of thirty (30) days prior to the consummation of any such transaction.

14.3 Approval of Plan by Stockholders. The Plan will be submitted for the approval of the Company's stockholders within twelve (12) months after the date of the Board's initial adoption of the Plan. If such approval has not been obtained at the end of said twelve (12) month period, the 2002 Plan shall continue according to its terms as in effect immediately prior to the adoption of this amendment and restatement of the 2002 Plan.

14.4 No Stockholders Rights. Except as otherwise provided herein, a Holder shall have none of the rights of a stockholder with respect to Shares covered by any Award until the Holder becomes the record owner of such Shares.

14.5 Paperless Administration. In the event that the Company establishes, for itself or using the services of a third party, an automated system for the documentation, granting or exercise of Awards, such as a system using an internet website or interactive voice response, then the paperless documentation, granting or exercise of Awards by a Holder may be permitted through the use of such an automated system.

14.6 Effect of Plan upon Other Compensation Plans. The adoption of the Plan shall not affect any other compensation or incentive plans in effect for the Company or any Affiliate. Nothing in the Plan shall be construed to limit the right of the Company or any Affiliate: (a) to establish any other forms of incentives or compensation for Employees, Directors or Consultants of the Company or any Affiliate, or (b) to grant or assume options or other rights or awards otherwise than under the Plan in connection with any proper corporate purpose.

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including without limitation, the grant or assumption of options in connection with the acquisition by purchase, lease, merger, consolidation or otherwise, of the business, stock or assets of any corporation, partnership, limited liability company, firm or association.

14.7 Compliance with Laws. The Plan, the granting and vesting of Awards under the Plan and the issuance and delivery of Shares and the payment of money under the Plan or under Awards granted or awarded hereunder are subject to compliance with all applicable federal, state, local and foreign laws, rules and regulations (including but not limited to state, federal and foreign securities law and margin requirements), the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded, and to such approvals by any listing, regulatory or governmental authority as may, in the opinion of counsel for the Company, be necessary or advisable in connection therewith. Any securities delivered under the Plan shall be subject to such restrictions, and the person acquiring such securities shall, if requested by the Company, provide such assurances and representations to the Company as the Company may deem necessary or desirable to assure compliance with all applicable legal requirements. To the extent permitted by applicable law, the Plan and Awards granted or awarded hereunder shall be deemed amended to the extent necessary to conform to such laws, rules and regulations.

14.8 Titles and Headings. References to Sections of the Code or Exchange Act. The titles and headings of the Sections in the Plan are for convenience of reference only and, in the event of any conflict, the text of the Plan, rather than such titles or headings, shall control. References to sections of the Code or the Exchange Act shall include any amendment or successor thereto.

14.9 Governing Law. The Plan and any agreements hereunder shall be administered, interpreted and enforced under the internal laws of the State of Delaware without regard to conflicts of laws thereof or of any other jurisdiction.

14.10 Section 409A. To the extent that the Administrator determines that any Award granted under the Plan is subject to Section 409A of the Code, the Program pursuant to which such Award is granted and the Award Agreement evidencing such Award shall incorporate the terms and conditions required by Section 409A of the Code. To the extent applicable, the Plan, the Program and any Award Agreements shall be interpreted in accordance with Section 409A of the Code and Department of Treasury regulations and other interpretive guidance issued thereunder, including without limitation any such regulations or other guidance that may be issued after the Effective Date. Notwithstanding any provision of the Plan to the contrary, in the event that following the Effective Date the Administrator determines that any Award may be subject to Section 409A of the Code and related Department of Treasury guidance (including such Department of Treasury guidance as may be issued after the Effective Date), the Administrator may adopt such amendments to the Plan and the applicable Program and Award Agreement or adopt other policies and procedures (including amendments, policies and procedures with retroactive effect), or take any other actions, that the Administrator determines are necessary or appropriate to (a) exempt the Award from Section 409A of the Code and/or preserve the intended tax treatment of the benefits provided with respect to the Award, or (b) comply with the requirements of Section 409A of the Code and related Department of Treasury guidance and thereby avoid the application of any penalty taxes under such Section.

14.11 No Rights to Awards. No Eligible Individual or other person shall have any claim to be granted any Award pursuant to the Plan, and neither the Company nor the Administrator is obligated to treat Eligible Individuals, Holders or any other persons uniformly.

14.12 Unfunded Status of Awards. The Plan is intended to be an "unfunded" plan for incentive compensation. With respect to any payments not yet made to a Holder pursuant to an Award, nothing contained in the Plan or any Program or Award Agreement shall give the Holder any rights that are greater than those of a general creditor of the Company or any Affiliate.

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14.13 Indemnification. To the extent allowable pursuant to applicable law, each member of the Committee or of the Board shall be indemnified and held harmless by the Company from any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by such member in connection with or resulting from any claim, action, suit, or proceeding to which he or she may be a party or in which he or she may be involved by reason of any action or failure to act pursuant to the Plan and against and from any and all amounts paid by him or her in satisfaction of judgment in such action, suit, or proceeding against him or her; provided he or she gives the Company an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which such persons may be entitled pursuant to the Company's Certificate of Incorporation or Bylaws, as a matter of law, or otherwise, or any power that the Company may have to indemnify them or hold them harmless.

14.14 Relationship to other Benefits. No payment pursuant to the Plan shall be taken into account in determining any benefits under any pension, retirement, savings, profit sharing, group insurance, welfare or other benefit plan of the Company or any Affiliate except to the extent otherwise expressly provided in writing in such other plan or an agreement thereunder.

14.15 Expenses. The expenses of administering the Plan shall be borne by the Company and its Affiliates.

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DAVITA INC.
1627 COLE BOULEVARD
LAKEWOOD, CO 80401
ATTN: ANGELINA OROZCO

VOTE BY INTERNET: WWW.PROXYVOTEL.COM

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 PM Eastern Time on Friday, June 5, 2011. Have your proxy card in hand when you access the web site and follow the instructions to obtain your request and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports (whether by e-mail or the Internet). To sign up for electronic delivery, go to www.proxyvotel.com to vote using the Internet and, when prompted, indicate that you agree to receive or accept proxy materials electronically in future years.

VOTE BY PHONE: 1-800-698-6903

Use any touch-tone telephone to transmit your voting instructions up until 11:59 PM Eastern Time on Friday, June 5, 2011. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK CIRCLES BELOW IN BLUE OR BLACK INK AS FOLLOWS:

1/15762-208052

KEEP THIS PORTION FOR YOUR RECORDS
 DETACH AND RETURN THIS PORTION ONLY

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DAVITA INC.							
The Board of Directors recommends a vote FOR all							
Non-Insiders Listed in Proposal 1:							
1. Election of Directors	For	Against	Abstain				
Non-Insiders:							
1a. Patricia M. Arvey	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
1b. Charles G. Berg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
1c. Victor W. Britton, Jr.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
1d. Carl Anthony ("John") Davidson	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
1e. Paul J. Day	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
1f. Peter J. Gower	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
1g. John M. Nohla	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
1h. William L. Rouse	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>				
For access changes and/or comments, please check this box and write them on the back where indicated				<input type="checkbox"/>			
				1. <input type="checkbox"/> Keep it Brief	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
				2. <input type="checkbox"/> Keep it Verbose	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Board of Directors recommends a vote FOR Proposal 2.							
2. Approval of our 2011 Executive Award Plan				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Board of Directors recommends a vote FOR Proposal 3.							
3. Extension of the spanned and SPV LLP stock ownership vesting period to 10 years for fiscal year 2013				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Board of Directors recommends a vote FOR Proposal 4.							
4. Advisory vote on executive compensation				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Board of Directors recommends a vote of				1 Year	2 Years	3 Years	Abstain
5. 1 YEAR for Proposal 5.				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5. Advisory vote on the frequency of future advisory votes on executive compensation				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
The Board of Directors recommends a vote AGAINST Proposal 6.							
6. Stockholder proposal regarding stockholder action by written request				<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Please sign exactly as your name(s) appear(s) herein. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.							
Signature (PLEASE SIGN WITHIN BOX)				Date			
Signature (Joint Owners)				Date			

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

A1332/03-108852

**DAVITA INC.
PROXY**

**This Proxy is solicited on behalf of
the Board of Directors of DAVITA INC.**

The undersigned hereby appoints Kent J. Thiry, Kim M. Rivera, and Jeffrey L. Miller, or any of them, the true and lawful attorneys and proxies of the undersigned, with full power of substitution to vote all shares of the Common Stock, \$0.001 par value per share, of DAVITA INC., which the undersigned is entitled to vote at the annual meeting of the stockholders of DAVITA INC., to be held at 9:30 a.m., Mountain Time, on June 6, 2011 at 1627 Cole Boulevard, Lakewood, Colorado 80401, and any and all adjournments thereof, on the proposals set forth on the reverse side of this Proxy.

Unless a contrary direction is indicated, this Proxy will be voted FOR all nominees listed in Proposal 1, FOR Proposals 2, 3 and 4 and for the 1 YEAR frequency with respect to Proposal 5 and AGAINST Proposal 6. If specific instructions are indicated, this Proxy will be voted in accordance therewith.

In their discretion, Kent J. Thiry, Kim M. Rivera, and Jeffrey L. Miller or any of them, are authorized to vote upon such other matters as may properly come before the meeting. All Proxies to vote at said meeting or any adjournment heretofore given by the undersigned are hereby revoked. Receipt of the Notice of Annual Meeting and Proxy Statement dated April 27, 2011 is hereby acknowledged.

Address Changes/Comments: _____

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)

Continued and to be signed on reverse side

~~DAVITA INC. 2011 ANNUAL MEETING NOTICE AND PROXY STATEMENT~~

DEF 14A 1 d330184ddef14a.htm DEFINITIVE PROXY STATEMENT

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

SCHEDULE 14A

**Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934**

Filed by the registrant ☒ x

Filed by a party other than the registrant ☐ "

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission
Only (as permitted by Rule 14a-6(e)(2))

☒ x Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material pursuant to § 240.14a-12

DaVita Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

☒ x No fee required

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined.):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials:

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the

date of its filing.

(1) Amount previously paid:

(2) Form, schedule, or registration statement no.:

(3) Filing party:

(4) Date filed:

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NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
June 11, 2012

TO OUR STOCKHOLDERS:

We will hold our 2012 annual meeting of the stockholders of DaVita Inc., a Delaware corporation, on Monday, June 11, 2012 at 9:30 a.m., Mountain Time, at DaVita Inc., 1627 Cole Boulevard, Lakewood, Colorado 80401, for the following purposes, which are further described in the accompanying Proxy Statement:

- (1) To vote upon the election of the nine directors identified in the attached Proxy Statement to the Board of Directors to serve for a term of one year or until their successors are duly elected and qualified;
- (2) To ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2012;
- (3) To hold an advisory vote on executive compensation;
- (4) To adopt and approve an amendment to our 2011 Incentive Award Plan to increase the aggregate number of shares authorized for issuance under the plan by 4,500,000 shares;
- (5) To consider a stockholder proposal, if properly presented at the annual meeting; and
- (6) To transact such other business as may properly come before the annual meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on April 13, 2012 as the record date for the determination of stockholders entitled to vote at the annual meeting or any meetings held upon adjournment of the annual meeting. Only holders of record of our common stock at the close of business on that day will be entitled to vote.

In accordance with rules and regulations adopted by the Securities and Exchange Commission, we are providing access to our proxy materials over the Internet. Accordingly, we will mail, on or about May 2, 2012, a Notice of Internet Availability of Proxy Materials to our stockholders of record and beneficial owners at the close of business on April 13, 2012. On the date of mailing of the Notice of Internet Availability of Proxy Materials, all stockholders of record and beneficial owners will have the ability to access the proxy materials on a website referred to in the Notice of Internet Availability of Proxy Materials. These proxy materials will be available free of charge.

The Notice of Internet Availability of Proxy Materials will also identify the date, time and location of the annual meeting; the matters to be acted upon at the annual meeting and the Board of Directors' recommendation with regard to each matter; a toll-free telephone number, an e-mail address, and a website where stockholders can request a paper or e-mail copy of the Proxy Statement, our Annual Report to Stockholders and a form of proxy relating to the annual meeting; information on how to access the form of proxy over the Internet and how to vote over the Internet; and information on how to obtain directions to attend the annual meeting and vote in person.

We invite you to attend the annual meeting and vote in person. If you cannot attend, to ensure that you are represented at the annual meeting, please vote, at your earliest convenience, by telephone or Internet, or request a proxy card to complete, sign and date and return by mail. If you attend the annual meeting, you may vote in person, even if you previously used the telephone or Internet voting systems, or mailed your completed proxy card.

Please note that all votes cast via telephone or the Internet must be cast prior to 11:59 p.m., Eastern Time, on Sunday, June 10, 2012.

By order of the Board of Directors,



Kim M. Rivera
Chief Legal Officer and
Corporate Secretary

May 2, 2012

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PROXY STATEMENT

GENERAL INFORMATION

We are delivering this Proxy Statement in connection with the solicitation of proxies by the Board of Directors, for use at our 2012 annual meeting of stockholders, which we will hold on Monday, June 11, 2012 at 9:30 a.m., Mountain Time, at DaVita Inc., 1627 Cole Boulevard, Lakewood, Colorado 80401. The proxies will remain valid for use at any meetings held upon adjournment of that meeting. The record date for the annual meeting is the close of business on April 13, 2012. All holders of record of our common stock on the record date are entitled to notice of the annual meeting and to vote at the annual meeting and any meetings held upon adjournment of that meeting. Our principal executive offices are located at 1551 Wewatta Street, 6th Floor, Denver, Colorado, 80202, and our telephone number is (303) 405-2100. This Proxy Statement is being initially distributed to stockholders on or about May 2, 2012. To obtain directions to our annual meeting, visit our website, located at <http://www.davita.com>.

In accordance with rules and regulations adopted by the Securities and Exchange Commission (the "SEC"), instead of mailing a printed copy of our proxy materials to each stockholder of record or beneficial owner, we are furnishing the proxy materials to our stockholders over the Internet, which include this Proxy Statement and the accompanying Notice of Meeting, Proxy Card, and Annual Report to Stockholders. Because you received a Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy materials, unless you have previously made a permanent election to receive these materials in paper copy. Instead, the Notice of Internet Availability of Proxy Materials instructs you as to how you may access and review all of the important information contained in the proxy materials, and how you may submit your vote by proxy on the Internet. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

The Notice of Internet Availability of Proxy Materials was first mailed on or about May 2, 2012 to all stockholders of record as of April 13, 2012.

Whether or not you plan to attend the annual meeting in person, please vote by telephone, Internet, or request a Proxy Card to complete, sign, date and return by mail to ensure that your shares will be voted at the annual meeting. You may revoke your proxy at any time prior to its use by filing with our secretary an instrument revoking it or a duly executed proxy bearing a later date or by attending the annual meeting and voting in person.

If you plan to attend the annual meeting in person, please so indicate when you submit your proxy by mail, by telephone or via the Internet and bring with you the items that are required pursuant to DaVita's admission process for the 2012 Annual Meeting. A description of the admission process can be found below in this Proxy Statement under the heading "General Information—Admission to Annual Meeting."

Unless you instruct otherwise in the proxy, any proxy that is given and not revoked will be voted at the annual meeting:

- For each nominee to the Board of Directors identified in this Proxy Statement;
- For the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2012;

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- For the approval, on an advisory basis, of the compensation of our named executive officers;
- For the approval of the amendment to our 2011 Incentive Award Plan;
- Against the stockholder proposal; and
- As determined by the proxyholders named in the Proxy Card in their discretion, with regard to all other matters as may properly come before the annual meeting or any adjournment thereof.

Voting Information

Our only voting securities are the outstanding shares of our common stock. At the record date, we had approximately 94,004,187 shares of common stock outstanding. Each stockholder is entitled to one vote per share on each matter that we will consider at this meeting. Stockholders are not entitled to cumulate votes. Brokers holding shares of record for their customers generally are not entitled to vote on some matters unless their customers give them specific voting instructions. If the broker does not receive specific instructions, the broker will note this on the proxy form or otherwise advise us that it lacks voting authority. Recent regulatory changes were made to take away the ability of your bank, broker, or other nominee to vote your uninstructed shares in the election of directors on a discretionary basis. Thus, if you hold your shares in "street name," meaning that your shares are registered in the name of your broker, bank or other nominee, and you do not instruct your bank, broker, or other nominee how to vote in the election of directors, the proposal regarding the advisory vote on executive compensation, the amendment to our 2011 Incentive Award Plan or the stockholder proposal, no votes will be cast on your behalf. The votes that the brokers would have cast if their customers had given them specific instructions are commonly called "broker non-votes." If the stockholders of record present in person or represented by their proxies at the annual meeting hold at least a majority of our shares of common stock outstanding as of the record date, a quorum will exist for the transaction of business at the annual meeting. Stockholders attending the annual meeting in person or represented by proxy at the annual meeting who abstain from voting and broker non-votes are counted as present for quorum purposes.

Votes Required for Proposals

Directors are elected by a majority of votes cast, which means that the number of shares voted "for" each of the nine nominees for election to the Board of Directors must exceed 50% of the number of votes cast with respect to each nominee's election. Abstentions and broker non-votes will not be counted as votes cast and therefore, will have no effect on the election of directors. In the event that the number of nominees exceeds the number of directors to be elected, which is a situation that we do not anticipate, directors will be elected by a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors.

The ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2012, the approval of the proposal regarding the advisory vote on executive compensation, the approval of the amendment to our 2011 Incentive Award Plan and the approval of the stockholder proposal each requires the affirmative vote of a majority of the shares of common stock present at the annual meeting, in person or by proxy and entitled to vote thereon. Because your vote on executive compensation and the stockholder proposal is advisory, it will not be binding on the company or the Board of Directors. However, the Board of Directors and the Compensation Committee will consider the voting results as appropriate when making future decisions regarding executive compensation. Abstentions are considered present and entitled to vote with respect to these proposals and will, therefore, be treated as votes against these proposals. Broker non-votes with respect to these proposals will not be considered as present and entitled to vote on these proposals, which will therefore reduce the number of affirmative votes needed to approve these proposals.

Proxy Solicitation Costs

We will pay for the cost of preparing, assembling, printing and mailing of the Notice of Internet Availability of Proxy Materials, this Proxy Statement and the accompanying Notice of Meeting, Proxy Card, and

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Annual Report to Stockholders, to our stockholders, as well as the cost of soliciting proxies relating to the annual meeting. We may request banks and brokers to solicit their customers who beneficially own our common stock listed of record in names of nominees. We will reimburse these banks and brokers for their reasonable out-of-pocket expenses regarding these solicitations. We have also retained Georgeson Inc. ("Georgeson") to assist in the distribution and solicitation of proxies and to verify records related to the solicitation at a fee of \$8,500 plus reimbursement for all reasonable out-of-pocket expenses incurred during the solicitation. Georgeson and our officers, directors and employees may supplement the original solicitation by mail of proxies, by telephone, facsimile, e-mail and personal solicitation. We will pay no additional compensation to our officers, directors and employees for these activities. We agreed to indemnify Georgeson against liabilities and expenses arising in connection with the proxy solicitation unless caused by Georgeson's negligence or intentional misconduct.

Delivery of Proxy Statement and Annual Report

Beneficial owners, but not record holders, of our common stock who share a single address may receive only one copy of the Notice of Internet Availability of Proxy Materials and, as applicable, an Annual Report to Stockholders and Proxy Statement, unless their broker has received contrary instructions from any beneficial owner at that address. This practice, known as "householding," is designed to reduce printing and mailing costs. If any beneficial owner at such an address wishes to discontinue householding and receive a separate copy of the Notice of Internet Availability of Proxy Materials and, if applicable, an Annual Report to Stockholders and Proxy Statement, they should notify their broker. Beneficial owners sharing an address to which a single copy of the Notice of Internet Availability of Proxy Materials and, if applicable, an Annual Report to Stockholders and Proxy Statement was delivered can also request prompt delivery of a separate copy of the Notice of Internet Availability of Proxy Materials and, if applicable, an Annual Report to Stockholders and Proxy Statement by contacting Investor Relations at the following address: Attn: Investor Relations, DaVita Inc., 1551 Wewatta Street, Denver, Colorado 80202, (888) 484-7505.

Admission to Annual Meeting

Admission to the annual meeting will be limited to stockholders of DaVita, family members accompanying stockholders of DaVita, persons holding executed proxies from stockholders who held DaVita stock as of the close of business on April 13, 2012 and such other persons as the chair of the annual meeting shall determine.

If you are a stockholder of DaVita, you must bring certain documents with you in order to be admitted to the annual meeting and in order to bring family members with you. The purpose of this requirement is to help us verify that you are actually a stockholder of DaVita. Please read the following procedures carefully, because they specify the documents that you must bring with you to the annual meeting in order to be admitted. The items that you must bring with you differ depending upon whether or not you were a record holder of DaVita stock as of the close of business on April 13, 2012. A "record holder" of stock is someone whose shares of stock are registered in his or her name in the records of DaVita's transfer agent. Many stockholders are not record holders because their shares of stock are held in "street name," meaning that the shares are registered in the name of their broker, bank or other nominee, and the broker, bank or other nominee is the record holder instead. If you are unsure as to whether you were a record holder of DaVita common stock as of the close of business on April 13, 2012, please call DaVita's transfer agent, BNY Mellon Shareowner Services at (877) 889-2012.

If you were a record holder of DaVita common stock as of the close of business on April 13, 2012, then you must bring:

- valid personal photo identification (such as a driver's license or passport).

At the annual meeting, we will check your name for verification purposes against our list of record holders as of the close of business on April 13, 2012.

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If a broker, bank or other nominee was the record holder of your shares of DaVita common stock as of the close of business on April 13, 2012, then you must bring:

- valid personal photo identification (such as a driver's license or passport); and
- proof that you owned shares of DaVita common stock as of the close of business on April 13, 2012.

Examples of proof of ownership include the following: (i) an original or a copy of the voting instruction from your bank or broker with your name on it, (ii) a letter from your bank or broker stating that you owned DaVita common stock as of the close of business on April 13, 2012, or (iii) a brokerage account statement indicating that you owned DaVita common stock as of the close of business on April 13, 2012.

If you acquired your shares of DaVita common stock at any time after the close of business on April 13, 2012, you do not have the right to vote at the Annual Meeting, but you may attend it if you bring:

- valid personal photo identification (such as a driver's license or passport); and
- proof that you own shares of DaVita common stock.

Examples of proof of ownership include the following:

- if a broker, bank or other nominee is the record holder of your shares of DaVita common stock: (i) a letter from your bank or broker stating that you acquired DaVita common stock after April 13, 2012, or (ii) a brokerage account statement as of a date after April 13, 2012 indicating that you own DaVita common stock; or
- if you are the record holder of your shares of DaVita common stock, a copy of your stock certificate or a confirmation acceptable to DaVita that you bought the stock after April 13, 2012.

If you are a proxy holder for a stockholder of DaVita who owned shares of DaVita common stock as of the close of business on April 13, 2012, then you must bring:

- the executed proxy naming you as the proxy holder, signed by a stockholder of DaVita who owned shares of DaVita common stock as of the close of business on April 13, 2012;
- valid personal photo identification (such as a driver's license or passport); and
- if the stockholder whose proxy you hold was not a record holder of DaVita common stock as of the close of business on April 13, 2012, proof of the stockholder's ownership of shares of DaVita common stock as of the close of business on April 13, 2012, in the form of (i) an original or a copy of the voting instruction form from the stockholder's bank or broker with the stockholder's name on it, or (ii) a letter or statement from a bank, broker or other nominee indicating that the stockholder owned DaVita common stock as of the close of business on April 13, 2012.

No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted at the annual meeting. Shares may be voted in person at the annual meeting only by (a) the record holder as of the close of business on April 13, 2012 or (b) a person holding a valid proxy executed by such record holder.

Electronic Availability of Proxy Materials for 2012 Annual Meeting

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on June 11, 2012. This Proxy Statement and the Annual Report to Stockholders and Form 10-K for fiscal year 2011 are available electronically at www.proxyvote.com.

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PROPOSAL NO. 1 ELECTION OF DIRECTORS

At the annual meeting, you will elect nine directors to serve until the 2013 annual meeting of stockholders or until their respective successors are elected and qualified. Our bylaws require that each director be elected by the majority of votes cast with respect to such director in uncontested elections. In a contested election, where the number of nominees for director exceeds the number of directors to be elected, directors are elected by a plurality of shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. If a nominee for director who was in office prior to the election is not elected by a majority of votes cast, the director must promptly tender his or her resignation from the Board of Directors, and the Nominating and Governance Committee of the Board of Directors will make a recommendation to the Board of Directors about whether to accept or reject the resignation, or whether to take other action. The Board of Directors, excluding the director in question, will act on the recommendation of the Nominating and Governance Committee and publicly disclose its decision and its rationale within 90 days from the date the election results are certified. If a nominee for director who was not already serving as a director does not receive a majority of votes cast at the annual meeting, the nominee is not elected to the Board of Directors. All 2012 nominees are currently serving on the Board of Directors.

Eight of the nine nominees for director have been determined to be independent under the listing standards of the New York Stock Exchange ("NYSE"). Please see the section titled "Corporate Governance—Director Independence" below for more information. The Nominating and Governance Committee has recommended, and the Board of Directors has nominated, Pamela M. Arway, Charles G. Berg, Carol Anthony ("John") Davidson, Paul J. Diaz, Peter T. Grauer, John M. Nehra, William L. Roper, Kent J. Thiry and Roger J. Valine for election as directors. Each nominee has consented to being named in this Proxy Statement as a nominee and has agreed to serve as a director if elected. Willard W. Brittain, who is currently a member of the Board of Directors, is not standing for re-election and as a consequence, the size of the board will be reduced from ten to nine.

Unless the proxy indicates otherwise, the persons named as proxies in the accompanying proxy have advised us that at the meeting they intend to vote the shares covered by the proxies for the election of the nominees named above. If one or more of the nominees are unable or not willing to serve, the persons named as proxies may vote for the election of the substitute nominees that the Board of Directors may propose. The accompanying proxy contains a discretionary grant of authority with respect to this matter. The persons named as proxies may not vote for a greater number of persons than the number of nominees named above.

No arrangement or understanding exists between any nominee and any other person or persons pursuant to which any nominee was or is to be selected as a director or nominee. None of the nominees has any family relationship with any other nominee or with any of our executive officers.

The Board of Directors recommends a vote FOR the election of each of the named nominees as directors.

Information Concerning Members of the Board of Directors Standing for Reelection

Name	Age	Position
Pamela M. Arway	58	Director
Charles G. Berg	54	Director
Carol Anthony ("John") Davidson	56	Director
Paul J. Diaz	50	Director
Peter T. Grauer	66	Lead Independent Director
John M. Nehra	63	Director
William L. Roper	63	Director
Kent J. Thiry	56	Chairman of the Board and Chief Executive Officer
Roger J. Valine	63	Director

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Pamela M. Arway has been one of our directors since May 2009. From 2005 to 2007, Ms. Arway served as the president of American Express International, Japan, Asia-Pacific, Australia region, a global payment services and travel company. Ms. Arway has also been the Chair of the Governance Committee and a member of the Audit Committee on the board of directors of the Hershey Company, a chocolate and confectionery company, since May of 2010. Ms. Arway joined the American Express Company in 1987 after which she served in various capacities, including as chief executive officer of American Express Australia Limited from 2004 to 2005 and as executive vice president of Corporate Travel, North America from 2000 to 2004. Prior to her retirement in October 2008, she also served as advisor to the American Express Company's chairman and chief executive officer. Ms. Arway is an experienced business leader, with extensive management experience.

Charles G. Berg has been one of our directors since March 2007. Mr. Berg served as executive chairman and as a member of the board of directors of WellCare Health Plans, Inc. ("WellCare"), a provider of managed care services for government-sponsored healthcare programs from January 2008 to December 2010. Mr. Berg became non-executive chairman of the board of directors of WellCare in January 2011. From January 2007 to April 2009, Mr. Berg was a senior advisor to Welsh, Carson, Anderson & Stowe, a private equity firm. From April 1998 to July 2004, Mr. Berg held various executive positions with Oxford Health Plans, Inc. ("Oxford") which included chief executive officer from November 2002 to July 2004 when Oxford was acquired by UnitedHealth Group, president and chief operating officer from March 2001 to November 2002 and executive vice president, medical delivery from April 1998 to March 2001. From July 2004 to September 2006, Mr. Berg served as an executive of UnitedHealth Group and was primarily responsible for integrating the Oxford business. Mr. Berg is an experienced business leader with significant experience in the healthcare industry and brings an understanding of the operational, financial and regulatory aspects of our industry and business.

Carol Anthony ("John") Davidson has been one of our directors since December 2010. Mr. Davidson has been senior vice president, controller and chief accounting officer of Tyco International Ltd. ("Tyco"), a provider of diversified industrial products and services, since January 2004. Prior to joining Tyco in January 2004, he spent six years at Dell Inc., a computer and technology services company, where he held various leadership roles, including vice president, audit, risk and compliance, and vice president, corporate controller. In addition, he previously spent 16 years at Eastman Kodak Company, a provider of imaging technology products and services, in a variety of accounting and financial leadership roles. Mr. Davidson is a CPA with more than 30 years of leadership experience across multiple industries. Mr. Davidson is a member of the Board of Trustees of the Financial Accounting Foundation which oversees financial accounting and reporting standards setting processes for the United States, including oversight of the Financial Accounting Standards Board (FASB). Mr. Davidson brings a strong track record of building and leading global teams and implementing governance and controls processes.

Paul J. Diaz has been one of our directors since July 2007. Mr. Diaz has been the president and chief executive officer of Kindred Healthcare, Inc. ("Kindred"), a provider of long-term healthcare services in the United States, since January 2004. Mr. Diaz joined Kindred in January 2002 as president and chief operating officer. Prior to joining Kindred, Mr. Diaz was the managing member of Falcon Capital Partners, LLC, a private investment and consulting firm, and from 1996 to July 1998, Mr. Diaz served in various executive capacities with Mariner Health Group, Inc., including as executive vice president and chief operating officer. Mr. Diaz serves on the board of Kindred and the board of visitors of Georgetown University Law Center and previously served on the board of PharMerica Corporation. Mr. Diaz is an experienced business leader with significant experience in the healthcare industry and brings an understanding of the operational, financial and regulatory aspects of our industry and business.

Peter T. Grauer has been one of our directors since August 1994 and our lead independent director since 2003. Mr. Grauer has been chairman of the board of Bloomberg, Inc. since April 2001, treasurer since March 2002 and was its chief executive officer from March 2002 until July 2011. From November 2000 until March 2002, Mr. Grauer was a managing director of Credit Suisse First Boston. From September 1992 until November 2000, upon the merger of Donaldson, Lufkin & Jenrette ("DLJ") into Credit Suisse First Boston,

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Mr. Grauer was a managing director and founding partner of DLJ Merchant Banking Partners. Mr. Grauer has significant experience as a business leader and brings a deep understanding of our business and industry through his over 15 years of service as a member of the Board of Directors.

John M. Nehra has been one of our directors since November 2000. Mr. Nehra has been affiliated with New Enterprise Associates ("NEA"), a venture capital firm, since 1989, including, since 1993, as general partner of several of its affiliated venture capital limited partnerships. Mr. Nehra has also been managing general partner of Catalyst Ventures, a venture capital firm, since 1989. Mr. Nehra serves on the boards of a number of NEA's portfolio companies. Mr. Nehra is an experienced business leader with approximately 35 years experience in investment banking, research and capital markets and he brings a deep understanding of our business and industry through his almost 10 years of service as a member of the Board of Directors as well as significant experience in the healthcare industry through his involvement with NEA's healthcare-related portfolio companies.

William L. Roper has been one of our directors since May 2001. Dr. Roper has been chief executive officer of the University of North Carolina ("UNC") Health Care System, dean of the UNC School of Medicine and vice chancellor for medical affairs of UNC since March 2004. Dr. Roper also continues to serve as a professor of health policy and administration in the UNC School of Public Health and a professor of pediatrics and of social medicine in the UNC School of Medicine. From 1997 until March 2004, he was dean of the UNC School of Public Health. Before joining UNC in 1997, Dr. Roper served as senior vice president of Prudential Health Care. He also served as director of the Centers for Disease Control and Prevention from 1990 to 1993, on the senior White House staff in 1989 and 1990 and as the administrator of Centers for Medicare & Medicaid Services from 1986 to 1989. Dr. Roper is also chairman of the board of the National Quality Forum. Dr. Roper serves on the board of Medco Health Solutions, Inc., a pharmacy benefits management company. Dr. Roper brings substantial expertise in the medical field, an in-depth understanding of the regulatory aspects of our business as well as clinical, financial and operational experience.

Kent J. Thiry became our chairman of the Board of Directors and chief executive officer in October 1999. From June 1997 until he joined us, Mr. Thiry was chairman of the board and chief executive officer of Vivra Holdings, Inc., which was formed to operate the non-dialysis business of Vivra Incorporated ("Vivra") after Gambro AB acquired the dialysis services business of Vivra in June 1997. From September 1992 to June 1997, Mr. Thiry was the president and chief executive officer of Vivra, a provider of renal dialysis and other healthcare services. From April 1992 to August 1992, Mr. Thiry was president and co-chief executive officer of Vivra, and from September 1991 to March 1992, he was president and chief operating officer of Vivra. From 1983 to 1991, Mr. Thiry was associated with Bain & Company, first as a consultant, and then as vice president. Mr. Thiry previously served on the board of Varian Medical Systems, Inc. from August 2005 to February 2009 and served as the non-executive chairman of Oxford Health Plans, Inc. until it was sold to UnitedHealth Group in July 2004. As a member of management, Mr. Thiry provides significant industry-specific experience and unique expertise regarding the company's business and operations as well as executive leadership and management experience.

Roger J. Valine has been one of our directors since June 2006. From 1993 to his retirement in July 2006, Mr. Valine served as the chief executive officer of Vision Service Plan ("VSP"), the nation's largest provider of eyecare wellness benefits. From January 1993 to February 2006, Mr. Valine served as both the president and chief executive officer of VSP. Upon his retirement, Mr. Valine had worked for VSP for 33 years and provided consulting services to VSP through January 2008. Mr. Valine serves on the board of SureWest Communications and previously served on the board of American Specialty Health Incorporated. Mr. Valine is an experienced business leader with significant experience in the healthcare industry and brings an understanding of the operational, financial and regulatory aspects of our business as well as extensive management experience.

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CORPORATE GOVERNANCE

Director Independence

Under the listing standards of the NYSE, a majority of the members of the Board of Directors must satisfy the NYSE criteria for "independence." No director qualifies as independent under the NYSE listing standards unless the Board of Directors affirmatively determines that the director has no material relationship with us (either directly or as a partner, stockholder or officer of an organization that has a relationship with us). In addition, the Board of Directors has adopted a formal set of standards used to determine director independence. The full text of our director independence standards is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

The Board of Directors evaluates the independence of our directors annually and will review the independence of individual directors on an interim basis to consider changes in employment, relationships and other factors. The Board of Directors has determined that all of the individuals currently serving, or who served at any time during 2011, as members of the Board of Directors, other than Mr. Thiry, are independent under the NYSE listing standards.

In making determinations of independence, the Board of Directors considered the following relationships and the non-affected directors determined that none of such relationships was a material relationship that would impair the independence of any such individual:

(1) Mr. Thiry holds an ownership interest in certain funds of NEA, a venture capital firm of which Mr. Nehra is a special partner and Richard K. Whitney, our former chief financial officer and current consultant, is a venture partner. In 2011, the company co-invested with NEA13, an affiliate of NEA, in NephroLife Care Pvt. Ltd., a joint venture that is 51% owned by the company. Also, in 2011 the company divested certain assets to a portfolio company of Frazier Healthcare VI, L.P. ("Frazier") and NEA13. Mr. Thiry, has a personal investment in a limited partnership that has a capital commitment to NEA13 and, therefore, indirectly invested through NEA13 in NephroLife and the assets divested by the company to Frazier and NEA13. Mr. Thiry's capital commitment to the limited partnership that has a capital commitment to NEA13 is less than 2% of its aggregate capital commitments. Mr. Nehra is a limited partner in NEA-related entities and has less than a 10% interest in the capital commitments and carried interest of NEA13. Mr. Thiry and Mr. Nehra do not have, individually or collectively, a 10% interest in NEA13 (or in any intermediate NEA entity), and therefore the Board of Directors concluded that their respective interests are not material. Neither Mr. Thiry nor Mr. Nehra participated directly or indirectly in negotiations or approvals of the above-described transactions.

(2) Mr. Berg is a director, the non-executive chairman and a stockholder of WellCare, which has made payments to us for services rendered in the ordinary course of business in the last three years which did not exceed the greater of \$1 million or 2% of WellCare's consolidated gross revenue in any such year. For additional information, see "Certain Relationships and Related Transactions."

(3) Mr. Diaz is a director, the president and chief executive officer and a stockholder of Kindred, which has made payments to us for services rendered in the ordinary course of business in the last three years which did not exceed the greater of \$1 million or 2% of Kindred's consolidated gross revenue in any such year.

The Board of Directors also maintains a policy whereby the Board of Directors will evaluate the appropriateness of the director's continued service on the Board of Directors in the event that the director retires from their principal job, changes their principal job responsibility or experiences a significant event that could negatively affect their service to the Board of Directors. In such event, the affected director shall promptly submit his or her resignation to the chairman of the Board of Directors and the lead independent director. The members of the Board of Directors, excluding the affected director, will determine whether the affected

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director's continued service on the Board of Directors is in the best interests of our stockholders and will decide whether or not to accept the resignation of the director. In addition, prior to accepting an invitation to serve on the board of directors of another public company, a director must advise the chairman of the Board of Directors and the lead independent director so that the remaining members of the Board of Directors may evaluate any potential conflicts of interest.

Leadership Structure and Meetings of Independent Directors

Mr. Thiry is our chief executive officer and chairman of the Board of Directors. Mr. Thiry brings over 12 years of experience with our company and deep institutional knowledge and experience to the combined role. Our lead independent director, Mr. Grauer, plays a significant role in Board leadership and meetings of the independent directors. Mr. Grauer chairs our Nominating and Governance Committee, which is a committee composed of all directors other than Mr. Thiry. As lead independent director, Mr. Grauer reviews and provides input to the chairman on meeting agendas and information to be sent to the Board of Directors, consults with the chairman on meeting schedules to assure that there is sufficient time for discussion of agenda items, serves as the principal liaison between the chairman and the non-executive (all of whom are also independent) directors and presides over executive sessions of the Board of Directors, providing consolidated feedback, as appropriate, from those meetings to Mr. Thiry. Additionally, Mr. Grauer facilitates discussions outside of scheduled board meetings among the independent directors on key issues as required. We believe that Mr. Thiry's experience and knowledge, and the significant role of the lead independent director, make combination of the chairman and chief executive officer roles appropriate.

Independent directors meet regularly in executive sessions without management. Executive sessions are held in conjunction with each regularly scheduled meeting of the Board of Directors.

Communications with the Board of Directors

Any interested party who desires to contact the lead independent director, Mr. Grauer, may do so by sending an email to leaddirector@davita.com. In addition, any interested party who desires to contact the Board of Directors or any member of the Board of Directors may do so by writing to: Board of Directors, c/o Corporate Secretary, DaVita Inc., 1551 Wewatta Street, Denver, Colorado 80202. Copies of any such written communications received by the Secretary will be provided to the full Board of Directors or the appropriate member depending on the facts and circumstances described in the communication unless they are considered, in the reasonable judgment of the Secretary, to be improper for submission to the intended recipient(s).

Annual Meeting of Stockholders

We do not have a policy requiring that directors attend the annual meeting of stockholders. Stockholders may contact our lead independent director and the Board of Directors as described above. At the last annual meeting of stockholders, our chairman, Mr. Thiry, attended the meeting.

Information Regarding the Board of Directors and its Committees

The Board of Directors met thirteen times during 2011. Each of our directors attended at least 75% of the total number of meetings of the Board of Directors and of the committees of the Board of Directors on which he or she served during 2011. The Board of Directors has established the following committees: the Audit Committee, the Compensation Committee, the Nominating and Governance Committee, the Compliance Committee, the Public Policy Committee and the Clinical Performance Committee.

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Committees of the Board of Directors

<u>Name of Committee and Members</u>	<u>Principal Functions of the Committee</u>	<u>Meetings in 2011</u>
Audit	<ul style="list-style-type: none"> Assists the Board of Directors with oversight of the integrity of our financial statements including the financial reporting and disclosure processes and the integrity and effectiveness of our system of internal controls over financial reporting. Assists the Board of Directors with oversight of the independence, qualifications and performance of our independent registered public accounting firm, including a review of the scope and results of their audit, as well as our internal audit function. Together with the Compliance Committee, assists the Board of Directors with oversight of compliance with legal and regulatory requirements, including those that may have a material impact on the company's financial statements. Appoints and engages our independent registered public accounting firm. 	12
Roger J. Valine, Chair Pamela M. Arway Charles G. Berg Carol Anthony ("John") Davidson		
Compensation	<ul style="list-style-type: none"> Reviews the performance of our chief executive officer and other executives and makes decisions regarding their compensation. Establishes policies relating to the compensation of our executive officers and other key employees that further the goal of ensuring that our compensation system for our chief executive officer and our other executives, as well as our philosophy for compensation for all employees and the Board of Directors, is aligned with the long-term interests of our stockholders. Determines the compensation of our chief executive officer. Conducts an evaluation of our chief executive officer's performance and the company's performance and considers a self-assessment prepared by our chief executive officer. Periodically, the Compensation Committee engages an outside consultant to conduct an in-depth analysis of our chief executive officer's performance as a manager during the year. Approves the compensation package for our chief executive officer subject to ratification by the independent members of the Board of Directors. Works closely with and considers the recommendations of our chief executive officer to determine the compensation of our other executive officers. 	5
John M. Nehra, Chair Peter T. Grauer Roger J. Valine		

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<u>Name of Committee and Members</u>	<u>Principal Functions of the Committee</u>	<u>Meetings in 2011</u>
Nominating and Governance Peter T. Grauer, Chair Pamela M. Arway Charles G. Berg Willard W. Brittain, Jr. Carol Anthony ("John") Davidson Paul J. Diaz John M. Nehra William L. Roper Roger J. Valine	<ul style="list-style-type: none"> When determining the compensation of the other executive officers, considers the recommendations of the chief executive officer who conducts a performance and compensation review of each other executive officer and reviews his detailed assessments of the performance of each of the other executive officers with the Compensation Committee. Reviews and makes recommendations to the Board of Directors about our governance processes. Assists in identifying and recruiting candidates for the Board of Directors. Annually reviews the performance of the individual members of the Board of Directors. Proposes a slate of nominees for election at the annual meeting of stockholders. Makes recommendations to the Board of Directors regarding the membership and chairs of the committees of the Board of Directors. 	2
Compliance Committee William L. Roper, Chair Pamela M. Arway Charles G. Berg Peter T. Grauer	<ul style="list-style-type: none"> Oversees and monitors the effectiveness of our health care regulatory compliance program, reviews significant health care regulatory compliance risk areas, and reviews the steps management is taking to monitor, control and report these risk exposures. Together with the Audit Committee, assists the Board of Directors with oversight of compliance with legal and regulatory requirements. Has primary responsibility for oversight of health care regulatory requirements and for directing the company's response to certain pending governmental investigations. Meets regularly with our chief compliance officer. 	5
Public Policy Paul J. Diaz, Chair Willard W. Brittain, Jr. William L. Roper	<ul style="list-style-type: none"> Advises the Board of Directors on public policy and makes recommendations to the Board of Directors as to policies and procedures relating to issues of public policy and government relations. 	3
Clinical Performance William L. Roper, Chair Pamela M. Arway Willard W. Brittain, Jr. John M. Nehra	<ul style="list-style-type: none"> Advises the Board of Directors on clinical performance issues facing the company. Makes recommendations to management and to the Board of Directors as to policies and procedures relating to issues of clinical performance. 	2

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Audit Committee

The current members of our Audit Committee are Ms. Arway, Mr. Berg, Mr. Davidson and Mr. Valine, with Mr. Valine serving as the chair. The Board of Directors has determined that Mr. Berg, Mr. Davidson and Mr. Valine each qualifies as an "audit committee financial expert" within the meaning of the rules of the SEC and that each of the members of our Audit Committee is "independent" and "financially literate" under the listing standards of the NYSE and the company's independence standards.

The Audit Committee's primary responsibilities are to assist the Board of Directors with oversight of: (1) the integrity of our financial statements including the financial reporting and disclosure processes and (2) the independence, qualifications and performance of our independent registered public accounting firm. The chart set forth in "Committees of the Board of Directors" describes the principal functions of the Audit Committee under its charter. The charter of the Audit Committee is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

The Audit Committee is required to pre-approve the independent registered public accounting firm's annual audit services (including related fees), audit-related services, and all other services in accordance with our pre-approval policy. Our pre-approval policy is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>. The Audit Committee met twelve times during 2011, including meetings held with the independent registered public accounting firm and management each quarter prior to the release of the company's financial results. The Audit Committee met with the independent registered public accounting firm without management present on four occasions in 2011.

Compensation Committee

The current members of our Compensation Committee are Mr. Grauer, Mr. Nehra and Mr. Valine, with Mr. Nehra serving as the chair. Each of the members of our Compensation Committee is independent in accordance with the listing standards of the NYSE and the company's independence standards. Each of the members of this committee is also a "nonemployee director" as that term is defined under Rule 16b-3 of the Securities Exchange Act of 1934 (the "Exchange Act") and an "outside director" as that term is defined in Internal Revenue Service regulations.

Our Compensation Committee reviews the performance of our chief executive officer and other executives and makes decisions regarding their compensation, with the goal of ensuring that our compensation system for our chief executive officer and our other executives, as well as our philosophy for compensation for all employees and the Board of Directors, is aligned with the long-term interests of our stockholders. The Compensation Committee establishes policies relating to the compensation of our executive officers and other key employees that further this goal. The chart set forth in "Committees of the Board of Directors" describes the principal functions of the Compensation Committee under its charter. The charter of the Compensation Committee is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

In 2012, Compensia, an independent compensation consulting firm engaged by the Compensation Committee, provided the Compensation Committee with an analysis of comparative market data on the cash and stock-based compensation for senior executives at a group of comparable companies. The Compensation Committee considered Compensia's analysis of the compensation of executives serving in similar positions at comparable companies to obtain a general understanding of current compensation practices and to provide context for compensation decisions. Compensation decisions are not directly related to or otherwise based upon the comparative data. The Compensation Committee uses this comparative data as one of many factors considered to set the compensation for our executive officers. The Compensation Committee has the sole authority to retain or replace Compensia in its discretion. Compensia does not provide consulting services to the company and may not provide such services without the approval of the chair of the Compensation Committee.

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Our Non-Management Director Compensation Philosophy and Plan sets forth the terms of our director compensation. There is no discretionary decision-making involved in director compensation. The Compensation Committee and the Board of Directors periodically review director compensation. In 2011, Compensia provided the Compensation Committee with an analysis of comparative market data on the cash and stock-based compensation for directors at a group of comparable companies. The Compensation Committee considered Compensia's analysis of the compensation of directors at comparable companies to obtain a general understanding of current compensation practices. Based upon the analysis provided by Compensia to the Compensation Committee, on April 13, 2011, the Compensation Committee amended and restated the director compensation plan, to among other things, reduce the initial equity grant awarded to new members of the Board of Directors and eliminate equity grants awarded to chairs of the committees of the Board of Directors. Please see "Compensation of Directors" beginning on page 70 of this Proxy Statement for more information regarding our director compensation program pursuant to the Non-Management Director Compensation Philosophy and Plan.

Nominating and Governance Committee

The current members of our Nominating and Governance Committee are Ms. Arway, Mr. Berg, Mr. Brittain, Mr. Davidson, Mr. Diaz, Mr. Grauer, Mr. Nehra, Dr. Roper and Mr. Valine, representing all of our independent directors. Mr. Brittain will not stand for re-election at the annual meeting of stockholders. Our lead independent director, Mr. Grauer, is the chair of the Nominating and Governance Committee. The principal functions of the Nominating and Corporate Governance Committee include making recommendations to the Board of Directors about our governance processes, recruiting and identifying candidates for the Board of Directors and Board Committees, reviewing the performance of the members of the Board of Directors and proposing a slate of nominees for election at the annual meeting of stockholders. The Board of Directors has adopted a set of corporate governance guidelines established to assist the Board of Directors and its committees in performing their duties and serving the best interests of the company and our stockholders. The chart set forth in "Committees of the Board of Directors" describes the principal functions of the Nominating and Governance Committee under its charter. The charter of the Nominating and Governance Committee and our corporate governance guidelines are available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

The Nominating and Governance Committee does not have a specific set of minimum criteria for membership on the Board of Directors. In making its recommendations, however, it considers the mix of characteristics, experience, diverse perspectives and skills that is most beneficial to our company. The committee also considers continuing director tenure and takes steps as may be appropriate to ensure that the Board of Directors maintains an openness to new ideas and a willingness to re-examine the status quo. The company does not have a specific diversity policy. However, as noted in our corporate governance guidelines, when selecting nominees the committee considers diversity of skills, experience, perspective and background. The Nominating and Governance Committee will consider nominees for director recommended by stockholders upon submission in writing to our Secretary of the names and qualifications of such nominees at the following address: Corporate Secretary, DaVita Inc., 1551 Wewatta Street, Denver, Colorado 80202. The committee does not intend to alter the manner in which it evaluates candidates based on whether the candidate was recommended by a stockholder.

In March 2012, the Nominating and Governance Committee recommended the candidates standing for election at the 2012 annual meeting of stockholders.

Compliance Committee

The current members of our Compliance Committee are Ms. Arway, Mr. Berg, Mr. Grauer and Dr. Roper, with Dr. Roper serving as the chair. Each of the members of our Compliance Committee is independent in accordance with the listing standards of the NYSE and the company's independence standards. The chart set forth in "Committees of the Board of Directors" describes the principal functions of the Compliance Committee under its charter. The charter of the Compliance Committee is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

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Public Policy Committee

The current members of our Public Policy Committee are Mr. Brittain, Mr. Diaz and Dr. Roper, with Mr. Diaz serving as the chair. Mr. Brittain will not stand for re-election at the annual meeting of stockholders. Each of the members of our Public Policy Committee is independent in accordance with the listing standards of the NYSE and the company's independence standards. The chart set forth in "Committees of the Board of Directors" describes the principal functions of the Public Policy Committee under its charter. The charter of the Public Policy Committee is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

Clinical Performance Committee

The current members of our Clinical Performance Committee are Ms. Arway, Mr. Brittain, Mr. Nehra and Dr. Roper, with Dr. Roper serving as the chair. Mr. Brittain will not stand for re-election at the annual meeting of stockholders. Each of the members of our Clinical Performance Committee is independent in accordance with the listing standards of the NYSE and the company's independence standards. The chart set forth in "Committees of the Board of Directors" describes the principal functions of the Clinical Performance Committee under its charter. The charter of the Clinical Performance Committee is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

Risk Oversight

The Board of Directors' involvement in risk oversight involves the Audit Committee, the Compliance Committee and the full Board of Directors. The Audit Committee is responsible for legal and regulatory risk oversight and the Compliance Committee has primary responsibility for oversight of healthcare regulatory compliance requirements. The Audit Committee and the Compliance Committee meet regularly with our chief compliance officer. The Compliance Committee reviews significant healthcare regulatory compliance risk areas and the steps management has taken to monitor, control and report such compliance risk exposures. The Compliance Committee meets on a regular basis and reports directly to the Board of Directors on its findings. The Audit Committee receives materials on enterprise risk management on an annual basis. These materials include identification of top enterprise risks for the company, the alignment of management's accountability and reporting for these risks, and mapping of Board of Directors' and Audit Committee's oversight responsibilities for key risks. In addition, the Audit Committee and the full Board of Directors periodically receive materials to address the identification and status of major risks to the company. The Audit Committee discusses significant risk areas and the actions management has taken to monitor, control, and report such exposures. The Audit Committee also reviews with the company's chief legal officer any legal matters that may have a material impact on the company's financial statements, the company's compliance with applicable laws and regulations, and material reports or inquiries received from governmental agencies, including such matters identified by the Compliance Committee or the chief compliance officer. At each meeting of the full Board of Directors, the chairman of the Audit Committee reports on the activities of the Audit Committee, including risks identified and risk oversight.

Risk Considerations in Our Compensation Program

The Compensation Committee, with the assistance of Compensia, conducted a review of the company's material compensation policies and practices applicable to its employees, including its executive officers. Based on this review, the Compensation Committee concluded that these policies and practices do not create risks that are reasonably likely to have a material adverse effect on the company. The key features of the executive compensation program that support this conclusion include:

- a balance between cash and equity compensation;
- a balance between short-term and long-term performance focus;

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- short-term incentive opportunities are capped and are not linked to any one specific goal;
- equity awards have meaningful vesting requirements and relatively short terms;
- a clawback policy that permits the Board of Directors to recover bonuses, incentive and equity-based compensation from executive officers and members of the Board of Directors; and
- significant independent Compensation Committee oversight.

Board of Directors Share Ownership Policy

We have a share ownership policy that applies to all non-management members of the Board of Directors. The purpose of the policy is to encourage the Board of Directors to have an ownership stake in the company by retaining a specified financial interest in our common stock.

Both shares owned directly and shares underlying vested but unexercised stock options, stock appreciation rights ("SARs"), including stock-settled stock appreciation rights ("SSARs"), and restricted stock units ("RSUs") are included in the determination of whether the share ownership guidelines have been met. The total net realizable share value retained must have a current market value of not less than the lower of:

- 25% of the total equity award value realized by the Board of Directors member to date in excess of \$100,000; or
- five times the annual Board of Directors retainer of \$24,000, or \$120,000.

Management Share Ownership Policy

In addition, we have a share ownership policy which applies to all members of our management team at the vice president level and above. See "Executive Compensation Process & Governance—Management Share Ownership Policy" beginning on page 54 of this Proxy Statement for more information regarding our management share ownership policy.

Code of Ethics and Code of Conduct

We have a code of ethics that applies to our chief executive officer, chief financial officer, controller and chief accounting officer, chief legal officer, all vice presidents and all professionals involved in the accounting and financial reporting functions. We also have a code of conduct that applies to all of our teammates. The code of ethics and the code of conduct are available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

Clawback Policy

We have a clawback policy that permits the Board of Directors to recover bonuses, incentive and equity-based compensation from executive officers and members of the Board of Directors whose fraud or intentional misconduct was a significant contributing factor to the company having to restate all or a portion of its financial statements. See "Compensation Discussion and Analysis" beginning on page 40 of this Proxy Statement for more information regarding our clawback policy.

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PROPOSAL NO. 2

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Independent Registered Public Accounting Firm

The Audit Committee has appointed KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2012. Representatives of KPMG LLP are expected to attend the annual meeting in person or telephonically, and will be available to respond to appropriate questions and to make a statement if they so desire. If KPMG LLP should decline to act or otherwise become incapable of acting, or if KPMG LLP's engagement is discontinued for any reason, the Audit Committee will appoint another independent registered public accounting firm to serve as our independent registered public accounting firm for 2012. Although we are not required to seek stockholder ratification of this appointment, the Board of Directors believes that doing so is consistent with corporate governance best practices. If the appointment is not ratified, the Audit Committee will explore the reasons for stockholder rejection and will reconsider the appointment.

The following table sets forth the aggregate professional fees billed to us for the years ended December 31, 2011 and 2010 by KPMG LLP, our independent registered public accounting firm:

	2011	2010
Audit fees ⁽¹⁾	\$2,500,183	\$1,748,129
Audit-related fees ⁽²⁾	460,463	427,742
Tax fees ⁽³⁾	44,000	55,000
All other fees	—	—
	<u>\$3,004,646</u>	<u>\$2,230,871</u>

- (1) Includes aggregate fees for the audit of our consolidated financial statements and the effectiveness of our internal control over financial reporting and the three quarterly reviews of our reports on Form 10-Q and other SEC filings.
- (2) Includes fees for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported as "Audit Fees," including fees of \$55,038 in 2010, for KPMG LLP's services as an independent review organization for our subsidiary Gambro Healthcare, Inc., now known as DVA Renal Healthcare, Inc. The audit-related fees in 2011 and 2010 also include fees for audits of our employee benefit plans, an audit of one of our majority-owned joint ventures and fees of \$334,761 and \$218,354, respectively, for due diligence services relating to potential acquisitions. In addition, the 2010 audit related fees include audits of certain wholly owned subsidiaries.
- (3) Includes fees for professional services rendered for tax advice and tax planning. None of these fees were for tax compliance or tax preparation services.

Pre-approval Policies and Procedures

The Audit Committee of the Board of Directors is required to pre-approve the audit, audit-related, tax and all other services provided by our independent registered public accounting firm in order to assure that the provision of such services does not impair the auditor's independence. The Audit Committee's pre-approval policy provides for pre-approval of all audit, audit-related, tax and all other services provided by the independent registered public accounting firm, KPMG LLP, and is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>. The Audit Committee pre-approved all such services in 2011 and concluded that such services performed by KPMG LLP were compatible with the maintenance of that firm's independence in the conduct of its auditing functions.

The affirmative vote of a majority of the shares of common stock present at the annual meeting, in person or by proxy and entitled to vote thereon, is required for the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2012.

The Board of Directors recommends a vote **FOR** the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2012.

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PROPOSAL NO. 3 ADVISORY VOTE ON EXECUTIVE COMPENSATION

Pursuant to Section 14A of the Exchange Act, we are providing stockholders with a vote to approve, on an advisory basis, the compensation of our named executive officers as disclosed in this Proxy Statement in accordance with SEC rules. The advisory vote on executive compensation described in this proposal is commonly referred to as a "say-on-pay vote."

The company intends to include in its proxy statement on an annual basis an advisory vote regarding named executive officer compensation. The company implemented this policy following the 2011 annual meeting of stockholders, at which a majority of stockholders voting on a resolution on the topic voted in favor of holding an advisory vote on executive compensation on an annual basis. The next advisory vote on the compensation paid to our named executive officers will occur at the 2013 Annual Meeting.

As disclosed in the Compensation Discussion and Analysis, the company believes that its executive compensation program is reasonable, competitive and strongly focused on pay-for-performance principles. We design our compensation programs for executive officers to attract and retain outstanding leaders who possess the skills and talent necessary to achieve our business goals and objectives. Ultimately, our objective is to continue to create long-term stockholder value by generating strong overall revenue growth, market share increases, improvements in cost per treatment, operating income growth, operating margin growth, increases in earnings per share and improvement in our debt to equity ratio. In order to achieve this objective, we have established our compensation programs so they:

- reward strong company performance;
- align our executives' interests with our stockholders' interests; and
- are competitive within the health care services, diagnostics and solutions market so that we can attract and retain outstanding executives.

The compensation of our named executive officers during fiscal 2011 is consistent with the following achievements and financial performance. Our major financial operating indicators for 2011 were as follows:

- we experienced a one-year total stockholder return ("TSR") of 9.1%, compared to the median one-year TSR of 0.8% in our Global Industry Classification Standard group and the median one-year TSR of -2.2% in our comparator peer group;
- we returned approximately \$323 million to our stockholders through our stock buy-back program;
- we experienced strong operating cash flow of \$1,180 million;
- our consolidated revenue growth was approximately 8.5%;
- normalized non-acquired treatment growth was 4.6%;
- we experienced an increase of approximately 9.1% in the overall number of treatments that we provided; and
- our consolidated operating income growth was approximately 13.4%, which includes the impact of a noncash goodwill impairment charge of 2.4%.

The Compensation Committee has developed and approved an executive compensation philosophy to provide a framework for the company's executive compensation program featuring the following policies and practices:

- strong pay-for-performance alignment, with equity awards ranging from 48% to 74% of our named executive officers' compensation in 2011;

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- equity incentive plans that prohibit repricing or replacing underwater stock options or stock appreciation rights without prior stockholder approval;
- a stock ownership policy that requires our named executive officers to accumulate a meaningful ownership stake in the company over time to strengthen the alignment of our named executive officers' and stockholders' interests; and
- a clawback policy that permits the Board of Directors to recover bonuses, incentive and equity-based compensation from executive officers and members of the Board of Directors whose fraud or intentional misconduct was a significant contributing factor to the company having to restate all or a portion of its financial statements.

This proposal gives our stockholders the opportunity to express their views on the overall compensation of our named executive officers and the philosophy, policies and practices described in this Proxy Statement. For the reasons discussed above, we are asking our stockholders to indicate their support for our named executive officer compensation by voting FOR the following resolution at the Annual Meeting:

"RESOLVED, that the company's stockholders approve, on an advisory basis, the compensation of the named executive officers, as disclosed in this Proxy Statement pursuant to the compensation disclosure rules of the Securities and Exchange Commission (which disclosure includes the Compensation Discussion and Analysis, the Summary Compensation Table and the other related tables and disclosure)."

The say-on-pay vote is an advisory vote only, and therefore it will not bind the company or the Board of Directors. However, the Board of Directors and the Compensation Committee will consider the voting results as appropriate when making future decisions regarding executive compensation.

The Board of Directors recommends a vote FOR the approval of the advisory resolution relating to the compensation of our named executive officers as disclosed in this Proxy Statement.

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PROPOSAL NO. 4 APPROVAL OF THE AMENDMENT TO OUR 2011 INCENTIVE AWARD PLAN

The DaVita Inc. 2011 Incentive Award Plan (the "2011 Plan") was approved by the Board of Directors on April 13, 2011, subject to stockholder approval, as an amendment and restatement of the DaVita Inc. 2002 Equity Compensation Plan, as amended (the "2002 Plan"), and was approved by our stockholders and became effective on June 6, 2011.

On April 24, 2012, the Board of Directors of the company approved an amendment to the 2011 Plan (the "Amendment"), subject to stockholder approval at the Annual Meeting, to increase the number of shares authorized under the 2011 Plan by 4,500,000 and, for full value awards granted after the approval of the Amendment by our stockholders, to change the amount by which share reserves under the 2011 Plan are reduced by full value share awards to 3.5 times from 3.0 times the number of shares subject to the award.

The amendment to the 2011 Plan increasing the number of authorized shares available for issuance under the 2011 Plan and increasing the amount by which share reserves under the 2011 Plan are reduced by full value share awards will become effective upon approval of the amendment by our stockholders at the Annual Meeting. If the stockholders do not approve the amendment to the 2011 Plan, the 2011 Plan will continue in full force and effect with no increase in the existing number of authorized shares or in the amount by which share reserves under the 2011 Plan are reduced by full value share awards.

INTRODUCTION

Equity-based compensation has been a major component of our compensation programs. The Board of Directors believes that our capacity to grant equity-based compensation has been a significant factor in our ability to achieve our growth objectives and enhance stockholder value. The principal features of the 2011 Plan are summarized below, but the summary is qualified in its entirety by reference to the 2011 Plan itself. The 2011 Plan, as amended and restated to incorporate the Amendment is attached to this Proxy Statement as Appendix A.

Purpose

The purpose of the 2011 Plan is to promote our success and enhance our value by linking the individual interests of the members of the Board of Directors and our employees to those of our stockholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to our stockholders. The 2011 Plan is further intended to provide us flexibility in our ability to motivate, attract, and retain the services of members of the Board of Directors, our employees and our consultants upon whose judgment, interest, and special effort the successful conduct of our operation is largely dependent. The 2011 Plan is designed to enable us to grant performance-based equity and cash awards that qualify as "performance-based compensation" under Section 162(m) of the Internal Revenue Code (the "Code").

Proposed Amendment and Size of Share Pool

At the Annual Meeting, our stockholders will be asked to approve the Amendment, increasing the number of shares authorized under the 2011 Plan by 4,500,000. We believe, on the basis of current assumptions, that the approval of the Amendment will ensure that enough shares will be available for issuance under the 2011 Plan through approximately the end of 2015.

In addition, if the Amendment is approved, for full value awards granted after the approval of the Amendment by our stockholders, the amount by which share reserves under the 2011 Plan are reduced by full value share awards will be changed from 3.0 times to 3.5 times the number of shares subject to the award to better reflect the expected ratio of exchange value between full value share awards and options or SARs priced at fair market value on the date of the grant.

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At the time the 2011 Plan became effective on June 6, 2011, there was no increase in the number of shares that had previously been authorized under the 2002 Plan. Since its inception in 2002, a cumulative aggregate of 34,178,338 (38,678,338 if the Amendment is approved by our stockholders) shares have been reserved under the 2002 Plan, including shares directly authorized under the plan, shares inherited from predecessor plans, and shares reserved under the plan from repurchases under a prior replenishment provision that was terminated in 2007. As of December 31, 2011, there were 10,205,564 stock-settled stock appreciation rights, 10,000 cash-settled stock appreciation rights and 513,108 stock units outstanding and 8,405,431 shares available for future grants, under the 2011 Plan. For more information regarding the shares available for issuance under the 2011 Plan, see "Limitations on Awards and Shares Available" below.

The Board of Directors committed and continues to commit to our stockholders that over the three-year period that commenced on April 1, 2010, it will not grant a number of shares subject to stock awards under the 2002 Plan or 2011 Plan, including stock options, SARs, restricted stock units or other stock awards, at an average annual rate greater than 4.02% of the number of shares of our common stock that we believe will be outstanding over such three-year period. This 4.02% rate is the average of the 2009 and 2010 three-year average median grant rate plus one standard deviation for the Russell 3000 companies in the company's industry segment. Awards that are settled in cash, awards that are granted pursuant to stockholder approved exchange programs, awards sold under our Employee Stock Purchase Plan and awards assumed or substituted in business combination transactions will be excluded from our grant rate calculation. For purposes of calculating the number of shares granted, any Full Value Awards (i.e., restricted stock, restricted stock unit, performance share or any other award that does not have an exercise price per share at least equal to the per share fair market value of our common stock on the grant date) will count as equivalent to 3.0 shares. The company will publicly report its compliance with this three-year average annual grant rate commitment, and the data necessary to independently confirm it, in a public filing shortly after March 31, 2013.

The status of the company's compliance with this commitment through the first two years of the commitment period is as follows:

	Gross award shares granted*	Basic weighted average shares outstanding **	Gross grant rate per period
Annual period April 1, 2010 through March 31, 2011	2,272,882	99,743,903	2.28%
Annual period April 1, 2011 through March 31, 2012	2,361,892	94,046,041	2.51%
Average annual grant rate April 1, 2010 through March 31, 2012			2.40%

* Total option-equivalent award shares granted in each period, treating full value awards as equivalent to 3.0 plan shares.

** The average of weighted average shares outstanding for basic earnings per share calculations reported for each of the four quarters ended the respective annual periods.

Under the terms of the 2011 Plan, the pool of shares may be used for all types of awards under a fungible pool formula. Pursuant to this fungible pool formula, the authorized share limit will be reduced by one share of our common stock for every one share subject to an option or stock appreciation right and three shares of our common stock for every one share subject to a Full Value Award.

Stockholder Approval Requirement

In general, stockholder approval of the Amendment is necessary in order for us to (1) continue to meet the stockholder approval requirements of the principal securities market on which shares of our common stock are traded and (2) continue to take tax deductions for certain compensation resulting from awards granted thereunder qualifying as performance-based compensation under Section 162(m) of the Code.

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Compensation and Governance Best Practices

The 2011 Plan authorizes the Compensation and Management Development Committee (or Compensation Committee) of the Board of Directors (or, if the Board of Directors determines, another committee of the Board of Directors) to provide equity-based compensation in the form of stock options, stock appreciation rights, restricted stock units, restricted stock, performance-based awards, dividend equivalents, stock payments, deferred stock unit awards and deferred stock awards structured by the Compensation Committee within parameters set forth in the 2011 Plan, for the purpose of providing the members of the Board of Directors, our employees and our consultants and equity compensation, incentives and rewards for performance. The 2011 Plan reflects a broad range of compensation and governance best practices, with some of the key features of the 2011 Plan as follows:

- *Limitations on Grants.* The maximum aggregate number of shares with respect to one or more awards that may be granted to any one person during any consecutive 12 month period is 2,250,000. However, this number may be adjusted to take into account equity restructurings and certain other corporate transactions as described below, the issuance of rights and certain other events described in the 2011 Plan, in addition to the share limitations described above under "Proposed Amendment and Size of the Share Pool."
- *No Repricing or Replacement of Options or Stock Appreciation Rights.* The 2011 Plan prohibits, without stockholder approval: (i) the amendment of options or stock appreciation rights to reduce the exercise price, and (ii) the replacement of an option or stock appreciation right with cash or any other award when the price per share of the option or stock appreciation right exceeds the fair market value of the underlying shares, except with respect to any Substitute Award (as defined in "Limitations on Awards and Shares Available" below).
- *No In-the-Money Option or Stock Appreciation Right Grants.* The 2011 Plan prohibits the grant of options or stock appreciation rights with an exercise or base price less than the fair market value, generally the closing price, of our common stock on the date of grant.
- *Section 162(m) Qualification.* The 2011 Plan is designed to allow awards made under the 2011 Plan, including equity awards and incentive cash bonuses, to qualify as performance-based compensation under Section 162(m) of the Code.
- *Independent Administration.* The Compensation Committee of the Board of Directors, which consists of only non-employee directors, generally administers the 2011 Plan, and only the Compensation Committee may make grants of awards to persons who are subject to Section 16 of the Exchange Act and persons who are "covered employees" within the meaning of Section 162(m) of the Code. The Compensation Committee may delegate certain of its duties and authorities to a subcommittee for awards to certain non-executive employees.

ADMINISTRATION

The 2011 Plan is administered by the Compensation Committee. Unless otherwise determined by the Board of Directors, the Compensation Committee shall consist solely of two or more directors appointed by the Board of Directors, each of whom is an "outside director" within the meaning of Section 162(m) of the Code, a "non-employee director" within the meaning of the rules under Section 16 of the Securities Exchange Act of 1934, as amended, and an "independent director" under the rules of the principal securities market on which shares of our common stock are traded. The Compensation Committee may delegate to a committee of one or more members of the Board of Directors or one or more of our officers the authority to grant or amend awards to participants other than our senior executives who are subject to Section 16 of the Exchange Act, employees who are "covered employees" within the meaning of Section 162(m) of the Code, and the regulations thereunder, or a member of the Board of Directors or an officer to whom authority has been delegated under the 2011 Plan to grant or amend awards.

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The Board of Directors, acting by a majority of its members in office, has authority to administer the 2011 Plan with respect to awards granted to non-employee members of the Board of Directors, and the Compensation Committee has authority to administer the 2011 Plan to all other eligible individuals. References to Administrator in this Proposal No. 4 shall mean, as applicable, the full Board of Directors or the Compensation Committee as the entity to which the administration of the 2011 Plan has been delegated within the limits described in the 2011 Plan. Unless otherwise limited by the Board of Directors, the Administrator has the authority to administer the 2011 Plan with respect to grants of equity awards, including the power to determine eligibility, the types and sizes of awards, the price and timing of awards and the acceleration or waiver of any vesting restriction, as well as the authority to delegate such administrative responsibilities.

ELIGIBILITY

Persons currently eligible to participate in the 2011 Plan are nine non-employee directors, approximately 41,000 employees and a non-significant number of consultants (e.g., less than 10) of DaVita and its subsidiaries and affiliates, as determined by the Administrator.

LIMITATION ON AWARDS AND SHARES AVAILABLE

As of December 31, 2011, there were 10,205,564 stock-settled stock appreciation rights, 10,000 cash-settled stock appreciation rights and 513,108 stock units outstanding, and 8,405,431 shares available for future grants, under the 2011 Plan. Since its inception in 2002, a cumulative aggregate of 34,178,338 (38,678,338 if the Amendment is approved by our stockholders) shares have been reserved under the 2002 Plan, as amended and restated by the 2011 Plan, including shares directly authorized under the plan, shares inherited from predecessor plans, and shares reserved under the plan from repurchases under a prior replenishment provision that was terminated in 2007. The shares of our common stock covered by the 2011 Plan may be shares in treasury, authorized but unissued shares, or shares purchased in the open market.

If any shares subject to an award under the 2011 Plan that is not a Full Value Award are forfeited or expire or such award is settled for cash, then any shares subject to such award may, to the extent of such forfeiture, expiration or cash settlement, be used again for new grants under the 2011 Plan. To the extent that a Full Value Award is forfeited or expires or such award is settled for cash, the shares available under the 2011 Plan will be increased by 3.0 (3.5 for full value awards granted after the approval of the Amendment by our stockholders) shares subject to such Full Value Award. However, any shares tendered or withheld to satisfy the grant or exercise price or tax withholding obligation pursuant to any award and any shares subject to a stock appreciation right that are not issued in connection with the stock settlement of the stock appreciation right on its exercise may not be used again for new grants.

The payment of dividend equivalents in cash in conjunction with any outstanding awards will not be counted against the shares available for issuance under the 2011 Plan.

Awards granted under the 2011 Plan upon the assumption of, or in substitution for, outstanding equity awards previously granted by an entity in connection with a corporate transaction, such as a merger, combination, consolidation or acquisition of property or stock (but not awards made in connection with the cancellation and repricing of an option or stock appreciation right) will not reduce the shares authorized for grant under the 2011 Plan. Additionally, in the event that a company acquired by us or any of our subsidiaries or affiliates or with which we or any of our subsidiaries or affiliates combines has shares available under a pre-existing plan approved by stockholders and not adopted in contemplation of such acquisition or combination, the shares available for grant pursuant to the terms of such pre-existing plan may be used for awards under the 2011 Plan and will not reduce the shares authorized for grant under the 2011 Plan, absent the acquisition or combination, and will only be made to individuals who were not employed by or providing services to us or any of our subsidiaries or affiliates immediately prior to such acquisition or combination.

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The maximum number of shares of our common stock that may be subject to one or more awards granted to any one participant pursuant to the 2011 Plan during any 12 month period is 2,250,000 and the maximum amount that may be paid in cash to any one participant during any calendar year is \$10,000,000.

LIMITATION ON FULL VALUE AWARD VESTING

Except as may be determined by the Administrator in the event of a consummation of a change of control, or the holder's death, disability, or retirement, a Full Value Award will not become fully vested earlier than three years from the grant date (two years in the case of an employee who is not an executive of the company or in the case of performance-based Full Value Awards, over a period of not less than one year); provided, however, that notwithstanding the foregoing, Full Value Awards (a) that do not exceed in the aggregate of 5% of the total number of shares available under the 2011 Plan will not be subject to the minimum vesting provisions and (b) the company may grant a Full Value Award to employees newly hired by the company or any of its subsidiaries without respect to such minimum vesting provisions.

AWARDS

The 2011 Plan provides for the grant of ISOs, nonqualified stock options, stock appreciation rights, restricted stock units, restricted stock, performance-based awards, dividend equivalents, stock payments, deferred stock unit awards and deferred stock awards.

Stock options, including ISOs, as defined under Section 422 of the Code, and nonqualified stock options may be granted pursuant to the 2011 Plan. The option exercise price of all stock options granted pursuant to the 2011 Plan will not be less than 100% of the fair market value of our common stock on the date of grant. In general, the fair market value shall be the closing sales price for a share of our common stock as quoted on the principal securities market on which shares of our common stock are traded on the date of grant, which as of April 13, 2012 was \$85.77. Stock options may vest and become exercisable as determined by the Administrator, but in no event may a stock option have a term extending beyond the fifth anniversary of the date of grant. ISOs granted to any person who owns, as of the date of grant, stock possessing more than ten percent of the total combined voting power of all classes of our stock, however, shall have an exercise price that is not less than 110% of the fair market value of our common stock on the date of grant and may not have a term extending beyond the fifth anniversary of the date of grant. The aggregate fair market value of the shares with respect to which options intended to be ISOs are exercisable for the first time by an employee in any calendar year may not exceed \$100,000, or such other amount as Section 422 of the Code provides.

Stock appreciation rights may be granted pursuant to the 2011 Plan. A stock appreciation right entitles its holder, upon exercise of all or a portion of the stock appreciation right (the number of shares of which are the "base shares"), to receive from us an amount determined by multiplying the difference obtained by subtracting the exercise or base price per share of the stock appreciation right from the fair market value at the time of exercise of the stock appreciation right by the number of shares with respect to which the stock appreciation right has been exercised (in the event the stock appreciation right is settled in shares, the shares obtained are the "gain shares"), subject to any limitations imposed by the Administrator. The exercise or base price per share subject to a stock appreciation right will be set by the Administrator, but may not be less than 100% of the fair market value on the date the stock appreciation right is granted. The Administrator determines the period during which the right to exercise the stock appreciation right vests in the holder, but in no event may a stock appreciation right have a term extending beyond the fifth anniversary of the date of grant. No portion of a stock appreciation right which is unexercisable at the time the holder's employment with us terminates will thereafter become exercisable, except as may be otherwise provided by the Administrator. Payment pursuant to the stock appreciation right awards may be in cash, shares, or a combination of both, as determined by the Administrator.

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Restricted stock units may be granted pursuant to the 2011 Plan. A restricted stock unit award provides for the issuance of our common stock at a future date upon the satisfaction of specific conditions set forth in the applicable award agreement. The Administrator will specify the dates on which the restricted stock units will become fully vested and nonforfeitable, and may specify such conditions to vesting as it deems appropriate, including conditions based on achieving one or more of the performance criteria listed below, or other specific criteria, including service to us or any of our subsidiaries or affiliates. Restricted stock units may not be sold, or otherwise hypothecated or transferred, and a holder of restricted stock units will not have voting rights or dividend rights prior to the time when the vesting conditions are satisfied and the shares of common stock are issued. Restricted stock units generally will be forfeited and the underlying shares of our common stock will not be issued, if the applicable vesting conditions are not met. The Administrator will specify, or permit the restricted stock unit holder to elect, the conditions and dates upon which the shares underlying the vested restricted stock units will be issued (subject to compliance with the deferred compensation requirements of Section 409A of the Code). Restricted stock units may be paid in cash, shares, or both, as determined by the Administrator. On the distribution dates, we will transfer to the participant one unrestricted, fully transferable share of our common stock (or the fair market value of one such share in cash) for each restricted stock unit scheduled to be paid out on such date and not previously forfeited. Restricted stock units may constitute, or provide for a deferral of compensation, subject to Section 409A of the Code and there may be certain tax consequences if the requirements of Section 409A of the Code are not met.

Restricted stock may be granted pursuant to the 2011 Plan. A restricted stock award is the grant of shares of our common stock at a price determined by the Administrator, if any, to be paid by the holder to us with respect to any restricted stock award, with cash, services or any other consideration that the Administrator deems acceptable, subject to the requirements of law, and which is nontransferable and may be subject to substantial risk of forfeiture until specific conditions are met. Conditions may be based on continuing service to us or any of our subsidiaries or affiliates or achieving one or more of the performance criteria listed below, or other specific criteria. During the period of restriction, participants holding shares of restricted stock have full voting and dividend rights with respect to such shares unless otherwise provided by the Administrator. In addition, with respect to a share of restricted stock with performance-based vesting, dividends which are paid prior to vesting shall only be paid out to the holder to the extent that the performance-based vesting conditions are subsequently satisfied and the share of restricted stock vests. Restricted stock generally may be repurchased by us at the original purchase price, if any, or forfeited, if the vesting conditions and other restrictions are not met. The restrictions will lapse in accordance with a schedule or other conditions determined by the Administrator.

Dividend equivalents may be granted pursuant to the 2011 Plan, except that no dividend equivalents may be payable with respect to options or stock appreciation rights pursuant to the 2011 Plan. A dividend equivalent is the right to receive the equivalent value of dividends paid on shares. Dividend equivalents that are granted by the Administrator are credited as of dividend payments dates during the period between the date an award is granted and the date such award vests, is exercised, is distributed or expires, as determined by the Administrator. Such dividend equivalents will be converted to cash or additional shares of our common stock by such formula, at such time and subject to such limitations as may be determined by the Administrator. In addition, dividend equivalents with respect to an award with performance-based vesting that are based on dividends paid prior to vesting shall only be paid out to the holder to the extent that the performance-based vesting conditions are subsequently satisfied and the award vests.

Stock payments may be granted pursuant to the 2011 Plan. A stock payment is a payment in the form of shares of our common stock or an option or other right to purchase shares, as part of a bonus, deferred compensation or other arrangement. The number or value of shares of any stock payment will be determined by the Administrator and may be based on continuing service with us or any of our subsidiaries or affiliates or achieving one or more of the performance criteria listed below, or other specific criteria determined by the Administrator. Except as otherwise determined by the Administrator, shares underlying a stock payment which is subject to a vesting schedule or other conditions set by the Administrator will not be issued until those conditions have been satisfied. Stock payments may, but are not required to, be made in lieu of base salary, bonus, fees or other cash compensation otherwise payable to any individual who is eligible to receive awards.

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Deferred stock units may be granted pursuant to the 2011 Plan. The number of deferred stock units will be determined by the Administrator and may be based on continuing service with us or any of our subsidiaries or affiliates or achieving one or more of the performance criteria listed below, or other specific criteria determined by the Administrator, in each case on a specified date or dates or over any period or periods determined by the Administrator. Each deferred stock unit entitles its holder to receive one share of common stock on the date the deferred stock unit becomes vested or upon a specified settlement date thereafter. Except as otherwise determined by the Administrator, shares underlying a deferred stock unit award which is subject to a vesting schedule or other conditions set by the Administrator will not be issued until those conditions have been satisfied. Unless otherwise provided by the Administrator, a holder of deferred stock units shall have no rights as a stockholder with respect to such deferred stock units until the award of deferred stock units has vested and any other applicable conditions and/or criteria have been satisfied and the shares of common stock underlying the award have been issued to the holder.

Deferred stock may be granted pursuant to the 2011 Plan. Deferred stock provides for the deferred issuance to the holder of shares of our common stock. The number of shares of deferred stock will be determined by the Administrator and may be based on continuing service with us or any of our subsidiaries or affiliates or achieving one or more of the performance criteria listed below, or other specific criteria determined by the Administrator, in each case on a specified date or dates or over any period or periods determined by the Administrator. Except as otherwise determined by the Administrator, shares underlying a deferred stock award which is subject to a vesting schedule or other conditions set by the Administrator will not be issued until those conditions have been satisfied. Deferred stock may constitute, or provide for a deferral of compensation, subject to Section 409A of the Code and there may be certain tax consequences if the requirements of Section 409 A of the Code are not met.

Performance awards may also be granted pursuant to the 2011 Plan. Performance awards may be granted in the form of cash bonus awards, stock bonus awards, performance awards or incentive awards that are paid in cash, shares, equity awards or a combination of cash, shares or equity awards. The value of performance awards may be linked to any one or more of the performance criteria listed below, or other specific criteria determined by the Administrator, in each case on a specified date or dates or over any period or periods determined by the Administrator. Performance awards may be payable upon the attainment of pre-established performance goals based on one or more of the performance criteria listed below, or other specific criteria determined by the Administrator. The goals are established and evaluated by the Administrator and may relate to performance over any periods as determined by the Administrator. The Administrator will also determine whether performance awards are intended to be performance-based compensation within the meaning of Section 162(m) of the Code. Following is a brief discussion of the requirements for awards to be treated as performance-based compensation within the meaning of Section 162(m) of the Code.

Performance-based compensation under Section 162(m). The Compensation Committee may grant awards to employees who are or may be "covered employees," as defined in Section 162(m) of the Code, that are intended to be performance-based compensation within the meaning of Section 162(m) of the Code in order to preserve the deductibility of these awards for federal income tax purposes. Under the 2011 Plan, these performance-based awards may be stock, equity, or cash awards or a combination. Participants are only entitled to receive payment for a Section 162(m) performance-based award for any given performance period to the extent that pre-established performance goals set by our Compensation Committee for the period are satisfied. These pre-established performance goals must be based on one or more of the following performance criteria:

- net earnings (either before or after interest, taxes, depreciation and amortization);
- gross or net sales or revenue;
- net income (either before or after taxes);
- adjusted net income;
- operating earnings or profit;

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- cash flow (including, but not limited to, operating cash flow and free cash flow);
- return on assets;
- return on capital;
- return on stockholders' equity;
- total stockholder return;
- return on sales;
- gross or net profit or operating margin;
- costs;
- funds from operations;
- expenses;
- working capital;
- earnings per share;
- adjusted earnings per share;
- price per share of our common stock;
- regulatory body approval for commercialization of a product;
- implementation or completion of critical projects;
- market share; and
- economic value,

any of which may be measured with respect to us, or any subsidiary, affiliate or other internal unit of ours, either in absolute terms, terms of growth or as compared to any incremental increase, or as compared to results of a peer group. The Compensation Committee will define in an objective fashion the manner of calculating the performance criteria it selects to use for such awards. With regard to a particular performance period, the Compensation Committee has the discretion to select the length of the performance period, the type of performance-based awards to be granted, and the performance goals that will be used to measure the performance for the period. In determining the actual size of an individual performance-based award for a performance period, the Compensation Committee may reduce or eliminate (but not increase) the initial award. Generally, a participant will have to be employed by or providing services to us on the date the performance-based award is paid to be eligible for a performance-based award for any period.

Except as provided by the Compensation Committee, the achievement of each performance goal will be determined in accordance with U.S. generally accepted accounting principles, international financial reporting standards, or such other accounting principles or standards as may apply to our financial statements under the U.S. federal securities laws from time to time, to the extent applicable. At the time of grant, the Compensation Committee may provide that objectively determinable adjustments will be made for purposes of determining the achievement of one or more of the performance goals established for an award. Any such adjustments will be based on one or more of the following:

- items related to a change in accounting principle;
- items relating to financing activities;
- expenses for restructuring or productivity initiatives;
- other non-operating items;
- items related to acquisitions;

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- items attributable to the business operations of any entity acquired by us during the performance period;
- items related to the disposal of a business or segment of a business;
- items related to discontinued operations that do not qualify as a segment of a business under applicable accounting standards;
- items attributable to any stock dividend, stock split, combination or exchange of shares occurring during the performance period;
- any other items of significant income or expense which are determined to be appropriate adjustments;
- items relating to unusual or extraordinary corporate transactions, events or developments;
- items related to amortization of acquired intangible assets;
- items that are outside the scope of our core, on-going business activities;
- items related to acquired in-process research and development;
- items relating to changes in tax laws;
- items relating to major licensing or partnership arrangements;
- items relating to asset impairment charges;
- items relating to gains or losses for litigation, arbitration and contractual settlements; or
- items relating to any other unusual or nonrecurring events or changes in applicable laws, accounting principles or business conditions.

Payment Methods. The Administrator will determine the methods by which payments by any award holder with respect to any awards granted under the 2011 Plan may be paid, the form of payment, including, without limitation: (1) cash or check; (2) shares of our common stock issuable pursuant to the award or held for such period of time as may be required by the Administrator in order to avoid adverse accounting consequences and having a fair market value at the time of delivery equal to the aggregate payments required; (3) other property acceptable to the Administrator (including through the delivery of a notice that the award holder has placed a market sell order with a broker with respect to shares of our common stock then issuable upon exercise or vesting of an award, and that the broker has been directed to pay a sufficient portion of the net proceeds of the sale to us in satisfaction of the aggregate payments required; provided that payment of such proceeds is then made to us upon settlement of such sale); or (4) other form of legal consideration acceptable to the Administrator. However, no participant who is a member of the Board of Directors or an "executive officer" of DaVita within the meaning of Section 13(k) of the Exchange Act will be permitted to make payment with respect to any awards granted under the 2011 Plan, or continue any extension of credit with respect to such payment in any method which would violate the prohibitions on loans made or arranged by us as set forth in Section 13(k) of the Exchange Act. Only whole shares of common stock may be purchased or issued pursuant to an award. No fractional shares shall be issued and the Administrator shall determine, in its sole discretion, whether cash shall be given in lieu of fractional shares or whether such fractional shares shall be eliminated by rounding down.

Vesting and Exercise of an Award. The applicable award agreement governing an award will contain the period during which the right to exercise the award in whole or in part vests, including the events or conditions upon which the vesting of an award will occur or may accelerate. No portion of an award which is not vested at the holder's termination of service with us will subsequently become vested, except as may be otherwise provided by the Administrator in the agreement relating to the award or by action following the grant of the award.

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Generally, an option or stock appreciation right may only be exercised while such person remains an employee or non-employee director of us or one of our subsidiaries or affiliates or for a specified period of time (up to the remainder of the award term) following the holder's termination of service with us or one of our subsidiaries or affiliates. An award may be exercised for any vested portion of the shares subject to such award until the award expires. Upon the grant of an award or following the grant of an award, the Administrator may provide that the period during which the award will vest or become exercisable will accelerate, in whole or in part, upon the occurrence of one or more specified events, including, a change in control or a holder's termination of employment or service with us or otherwise.

Transferability. No award under the 2011 Plan may be transferred other than by will or the then applicable laws of descent and distribution or, subject to the consent of the Administrator, pursuant to a domestic relations order, unless and until such award has been exercised or the shares underlying such award have been issued and all restrictions applicable to such shares have lapsed. No award shall be liable for the debts or contracts of the holder or his successors in interest or shall be subject to disposition by any legal or equitable proceedings. During the lifetime of the holder of an award granted under the 2011 Plan, only such holder may exercise such award unless it has been disposed of pursuant to a domestic relations order. After the holder's death, any exercisable portion of an award may be exercised by his personal representative or any person empowered to do so under such holder's will or the then applicable laws of descent and distribution until such portion becomes unexercisable under the 2011 Plan or the applicable award agreement. Notwithstanding the foregoing, the Administrator may permit an award holder to transfer an award other than an ISO to any "family member" of the holder, as defined under the instructions to use of the Form S-8 Registration Statement under the Securities Act of 1933, subject to certain terms and conditions. Further, an award holder may, in a manner determined by the Administrator, designate a beneficiary to exercise the holder's right and to receive any distribution with respect to any award upon the holder's death, subject to certain terms and conditions.

Forfeiture, Recoupment and Clawback Provisions. Pursuant to its general authority to determine the terms and conditions applicable to awards under the 2011 Plan, the Administrator shall have the right to provide, in an award agreement or otherwise, or to require a holder to agree by separate written instrument, that (a) (i) any economic benefit received by the holder upon any receipt or exercise of the award, or upon the receipt or resale of any shares of common stock underlying the award, must be paid to the company, and (ii) the award shall terminate and any unexercised portion of the award shall be forfeited, if (x) a termination of service occurs within a specific time period following receipt or exercise, (y) the holder at any time, or during a specified time period, engages in any activity in competition with the company, or which is contrary to the interests of the company, or (z) the holder incurs a termination of service for "cause" (as determined in the Administrator's discretion or as set forth in a written agreement between the company and the holder); and (b) all awards (including any economic benefit received by the holder upon any receipt or exercise of any award or upon the receipt or resale of any shares of common stock underlying the award) shall be subject to the provisions of any recoupment or clawback policies implemented by the company, including, without limitation, any recoupment or clawback policies adopted to comply with the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act and any rules or regulations promulgated thereunder, to the extent set forth in such recoupment or clawback policies and/or in the applicable award agreement.

ADJUSTMENT PROVISIONS

Certain transactions with our stockholders not involving our receipt of consideration, such as stock splits, spin-offs, stock dividends or certain recapitalizations may affect the shares or the share price of our common stock (which transactions are referred to collectively as equity restructurings). In the event that an equity restructuring occurs, the Administrator will equitably adjust the class of shares issuable and the maximum number and kind of shares of our common stock subject to the 2011 Plan, and will equitably adjust outstanding awards as to the class, number of shares and price per share of our common stock. The Administrator will also adjust the number and kind of shares for which automatic grants are subsequently to be made to new and

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continuing non-employee directors pursuant to the 2011 Plan. Other types of transactions may also affect our common stock, such as a dividend or other distribution, reorganization, merger or other changes in corporate structure. In the event that there is such a transaction, which is not an equity restructuring, and the Administrator determines that an adjustment to the 2011 Plan and any outstanding awards would be appropriate to prevent any dilution or enlargement of benefits under the 2011 Plan, the Administrator will equitably adjust the 2011 Plan as to the class of shares issuable and the maximum number of shares of our common stock subject to the 2011 Plan, as well as the maximum number of shares that may be issued to an employee during any calendar year, and will adjust any outstanding awards as to the class, number of shares, and price per share of our common stock in such manner as it may deem equitable.

AMENDMENT AND TERMINATION

The Board of Directors may terminate, amend or modify the 2011 Plan at any time; however, except to the extent permitted by the 2011 Plan in connection with certain changes in capital structure, stockholder approval must be obtained for any amendment to (i) increase the number of shares available under the 2011 Plan, (ii) reduce the per share exercise price of the shares subject to any option or stock appreciation right below the per share exercise price as of the date the option or stock appreciation right was granted, and (iii) cancel any option or stock appreciation right in exchange for cash or another award when the option or stock appreciation right price per share exceeds the fair market value of the underlying shares, except with respect to any Substitute Award.

FEDERAL INCOME TAX CONSEQUENCES

The following is a brief summary of certain United States federal income tax consequences generally arising with respect to awards under the 2011 Plan. This discussion does not address all aspects of the United States federal income tax consequences of participating in the 2011 Plan that may be relevant to participants in light of their personal investment or tax circumstances and does not discuss any state, local or non-United States tax consequences of participating in the 2011 Plan. Each participant is advised to consult his or her particular tax advisor concerning the application of the United States federal income tax laws to such participant's particular situation, as well as the applicability and effect of any state, local or non-United States tax laws before taking any actions with respect to any awards.

If an optionee is granted a non-qualified stock option under the 2011 Plan, the optionee should not have taxable income on the grant of the option. Generally, the optionee should recognize ordinary income at the time of exercise in an amount equal to the fair market value of the shares of our common stock purchased at such time, less the exercise price paid. The optionee's basis in the common stock for purposes of determining gain or loss on a subsequent sale or disposition of such shares generally will be the fair market value of our common stock at the time the optionee exercises such option. Any subsequent gain or loss will be taxable as a capital gain or loss. We or our subsidiaries or affiliates generally should be entitled to a federal income tax deduction at the time and for the same amount as the optionee recognizes ordinary income.

A participant receiving ISOs will not recognize taxable income upon grant. Additionally, if applicable holding period requirements are met, the participant will not recognize taxable income at the time of exercise. However, the excess of the fair market value of the shares of our common stock purchased over the exercise price constitutes alternative minimum taxable income potentially subject to the alternative minimum tax. If stock acquired upon exercise of an ISO is held for a minimum of two years from the date of grant and one year from the date of exercise, the gain or loss (in an amount equal to the difference between the fair market value at the time of sale and the exercise price) upon disposition of the stock will be treated as a long-term capital gain or loss, and we will not be entitled to any deduction. If, however, stock acquired upon exercise of an ISO is disposed of within the above-described period, then in the year of that disposition the participant will recognize

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compensation taxable as ordinary income equal to the excess of the lesser of (i) the amount realized upon that disposition and (ii) the fair market value of the stock on the date of exercise over the exercise price, and we or our subsidiaries or affiliates generally should be entitled to a federal income tax deduction at the time and for the same amount as the optionee recognizes ordinary income.

The current federal income tax consequences of other awards authorized under the 2011 Plan generally follow certain basic patterns: stock appreciation rights are taxed and deductible in substantially the same manner as nonqualified stock options; nontransferable restricted stock subject to a substantial risk of forfeiture results in income recognition equal to the excess of the fair market value of the stock over the price paid, if any, only at the time the restrictions lapse (unless the recipient elects to accelerate recognition as of the date of grant); restricted stock units, stock-based performance awards, dividend equivalents and other types of awards are generally subject to tax at the time of settlement based on the amount of cash paid and the fair market value of the stock transferred at such time. Compensation otherwise effectively deferred is taxed when paid. In each of the foregoing cases, we or our subsidiaries or affiliates will generally have a corresponding deduction at the time the participant recognizes income, subject to Section 162(m) of the Code with respect to covered employees.

Section 162(m) of the Code denies a deduction to any publicly held corporation for compensation paid to certain "covered employees" in a taxable year to the extent that compensation to such covered employee exceeds \$1,000,000. It is possible that compensation attributable to awards under the 2011 Plan, when combined with all other types of compensation received by a covered employee from us, may cause this limitation to be exceeded in any particular year.

Qualified "performance-based compensation" is disregarded for purposes of the deduction limitation. In accordance with Treasury Regulations issued under Section 162(m), compensation attributable to stock awards will generally qualify as performance-based compensation if (1) the award is granted by a compensation committee composed solely of two or more "outside directors," (2) the plan contains a per-employee limitation on the number of awards which may be granted during a specified period, (3) the plan is approved by the stockholders, and (4) under the terms of the award, the amount of compensation an employee could receive is based solely on an increase in the value of the stock after the date of the grant (which requires that the exercise or base price of the option or stock appreciation right is not less than the fair market value of the stock on the date of grant), and for awards other than options and stock appreciation rights, established performance criteria must be met before the award actually will vest or be paid.

The 2011 Plan is designed to meet the requirements of Section 162(m); however, awards other than options and stock appreciation rights granted under the 2011 Plan will only be treated as qualified performance-based compensation under Section 162(m) if the awards and the procedures associated with them comply with all other requirements of Section 162(m). There can be no assurance that compensation attributable to awards granted under the 2011 Plan will be treated as qualified performance-based compensation under Section 162(m) and thus be deductible to us.

Table of Contents**Equity Grants as of April 13, 2012**

The following table sets forth summary information concerning the number of shares of our common stock subject to equity grants made under the 2002 Plan and 2011 Plan to our named executive officers, directors, director nominees and employees as of April 13, 2012. Any other future awards to be received by any individual or group under the 2011 Plan are not fully determinable at this time and will depend on individual and corporate performance and other determinations to be made by the Administrator.

<u>Individual or Group</u>	<u>Number of Shares Underlying SSAR/Option Grants</u>	<u>Number of Shares Underlying Stock Unit Awards</u>
Kent J. Thiry, Chairman of the Board of Directors and Chief Executive Officer	5,050,000	112,500
Dennis L. Kogod, Chief Operating Officer	1,180,000	42,500
Javier J. Rodriguez, President	1,009,000	30,000
Luis A. Borgen, Former Chief Financial Officer	80,000	15,000
Kim M. Rivera, Chief Legal Officer and Corporate Secretary	120,000	5,000
All current executive officers as a group	8,807,500	240,750
All current non-employee directors as a group	801,578	78,839
Pamela M. Arway	39,000	3,104
Charles G. Berg	65,786	5,348
Willard W. Brittain, Jr.	65,153	3,854
Carol Anthony ("John") Davidson	15,000	1,356
Paul J. Diaz	51,000	3,853
Peter T. Grauer	171,000	20,851
John M. Nehra	144,000	14,865
William L. Roper	171,000	19,551
Roger J. Valine	79,639	6,057
Each associate of any such directors, executive officers or nominees	---	---
Each other person who received or is to receive 5% of such options, warrants or rights	---	---
All employees, including current officers who are not executive officers, as a group	17,518,384	933,984

The Board of Directors recommends a vote FOR the approval of the Amendment to our 2011 Incentive Award Plan.

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**PROPOSAL NO. 5
STOCKHOLDER PROPOSAL REGARDING EXECUTIVES TO RETAIN SIGNIFICANT STOCK**

We expect the following proposal to be presented by a stockholder at the annual meeting. The Board of Directors has recommended a vote AGAINST this proposal for the reasons set forth following the proposal. The name, address and share holdings of the stockholder proponent and co-filer will be supplied promptly to a stockholder upon the company's receipt of an oral or written request. The Board of Directors disclaims any responsibility for the content of the proposal and the statement in support of the proposal, which are presented in the form received by the stockholder.

EXECUTIVES TO RETAIN SIGNIFICANT STOCK

RESOLVED, Shareholders urge that our executive pay committee adopt a policy requiring that senior executives retain a significant percentage of stock acquired through equity pay programs until one-year following the termination of their employment and to report to shareholders regarding this policy before our next annual shareholder meeting.

Stockholder's Statement Supporting Proposal No. 5

Shareholders recommend that a percentage of at least 33% of net after-tax stock be required. This policy shall apply to future grants and awards of equity pay and should address the permissibility of transactions such as hedging transactions which are not sales but reduce the risk of loss to executives. This proposal asks for a retention policy starting as soon as possible.

Requiring senior executives to hold a significant portion of stock obtained through executive pay plans after employment termination would focus our executives on our company's long-term success. A Conference Board Task Force report on executive pay stated that at least hold-to-retirement requirements give executives "an ever-growing incentive to focus on long-term stock price performance."

The merit of this proposal should also be considered in the context of the opportunity for additional improvement in our company's 2011 reported corporate governance in order to make our company more competitive:

The Corporate Library, an independent investment research firm rated DaVita "D" with "High Governance Risk" and "Very High Concern" in Executive Pay—\$14 million for CEO Kent Thiry.

Long-term incentive pay for executives continued to be in the form of time-vesting equity pay such as market-priced stock options and restricted stock units (RSU). Equity pay given for long-term incentive pay should include performance-vesting conditions. Mr. Thiry was given 300,000 options (2,300,000 over the last four years) and 75,000 RSU's in 2010 with a combined given date value of \$9 million and realized over \$6 million from the exercise of 385,000 options (and about \$58 million from the exercise of options over the last four years).

Plus our CEO was potentially entitled to \$40 million if there was a change in control. Executive pay policies such as these are not in the interests of shareholders.

Peter Grauer, with 17-years tenure (independence concern), was still our Lead Director after receiving our highest negative votes. This was compounded by Mr. Grauer also sitting on our Executive Pay Committee and chairing our Nomination Committee. Plus our Nomination Committee appeared to be most of the board members rather than a committee of the board. This could suggest that it was dominated by its chairman. Eight of our directors each received double-digits in negative votes.

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Please encourage our board to respond positively to this proposal to initiate improved corporate governance to make our company more competitive:

Executives To Retain Significant Stock—Yes on 5.

The Company's Statement in Opposition to Proposal No. 5

The Board of Directors recommends that you vote **AGAINST** this proposal for the following reasons:

We agree that meaningful, long-term stock ownership aligns executives' interests with stockholders, promotes a focus on the company's long-term success and discourages unreasonable risk-taking. However, we believe our current policies and programs achieve this goal effectively.

The company's executive compensation program, which is discussed at length in this Proxy Statement under "Compensation Discussion and Analysis," emphasizes compensation based on performance and is designed to align the interests of our executives with those of our stockholders by providing a significant portion of total compensation in the form of stock based awards. These awards are part of a carefully balanced compensation package designed to attract and retain the very best, and contain vesting and other provisions that tie compensation to the long-term performance of the company and the interests of its stockholders.

Consistent with the belief in the importance of equity compensation, the company has established a stock ownership policy that applies to all of our executive officers. This policy, which has been in effect since 2002, applies to all full-time members of our management team at the vice president level and above and any part-time vice presidents who continue to receive stock-based awards under our equity compensation programs, and requires them to accumulate a meaningful ownership stake in the company over time by retaining a specified financial interest in our common stock. See "Executive Compensation Process & Governance—Management Share Ownership Policy" beginning on page 54 of this Proxy Statement for more information regarding our management share ownership policy. As of December 31, 2011, all of the members of our management team to whom the policy applies were in compliance with the policy, and as of such date the stock ownership of our chief executive officer, our president, our chief operating officer and our chief financial officer was greater by 280%, 673%, 266% and 266%, respectively, than the amounts required under the policy. The company believes that these guidelines have for the most part achieved objectives that are similar to those sought to be achieved under the proposal, without subjecting the executives to some of the negative consequences that could result from adopting the proposal.

The Compensation Committee believes that a compensation policy that imposes an ownership requirement that extends beyond a senior executive's term of employment, when the executive is no longer in a position to influence the company's direction and future, would not serve the purposes of our compensation program and would unduly interfere in the retirement and estate planning of our senior executives. Such a policy could diminish our ability to attract and retain the talented executives who are critical to our long-term success, as such executives might find more attractive equity compensation without such restrictions that is offered by another employer seeking their services.

Because equity compensation is the largest element of compensation for our executive officers, the company's stock makes up a substantial proportion of their net worth. These executives may have legitimate needs to diversify their portfolios. Further, requiring executive officers to retain a significant stock ownership position beyond termination or retirement could motivate executives to leave the company early in order to realize the value of their equity compensation. Executive officers already retain a financial stake in the company's performance after termination or retirement because, under the company's so-called "clawback policy," the company has the right to repayment of bonus and incentive compensation paid to him or her, including gains realized on stock awards, based on financial statements that are required to be restated.

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We have designed our stock ownership guidelines and other compensation policies to ensure that our executives are focused on the company's long-term success and that their interests are aligned with those of our stockholders, which are the stated goals of the proponent. We believe the current stock ownership guidelines strike the right balance between ensuring that our executives own significant amounts of company equity while allowing them to prudently manage their personal financial matters.

The company imposes restrictions on the ability of all employees, including senior executives, to engage in certain transactions involving their holdings in company stock, including short sales, trading in options and other speculative investment transactions. These policies encourage our senior executives to implement an operating strategy for the company that focuses on long-term growth and performance and discourage our executives from engaging in transactions having the primary objective of realizing short-term gains.

The affirmative vote of a majority of the shares of common stock present at the annual meeting, in person or by proxy and entitled to vote thereon, is required for the approval of this proposal.

For these reasons, the Board of Directors recommends that you vote AGAINST this proposal.

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SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the ownership of our common stock as of March 31, 2012 by (a) all persons known by us to own beneficially more than 5% of our common stock, (b) each of our directors and named executive officers, and (c) all of our directors, named executive officers and other executive officers as a group. We know of no agreements among our stockholders which relate to voting or investment power over our common stock or any arrangement the operation of which may at a subsequent date result in a change of control of the company.

Name and address of beneficial owner ⁽¹⁾	Number of shares beneficially owned	Percentage of shares beneficially owned
TimesSquare Capital Management, LLC ⁽²⁾ 1177 Avenue of the Americas, 39th Floor New York, NY 10036	6,042,931	6.4%
BlackRock, Inc. ⁽³⁾ 40 East 52nd Street New York, NY 10022	5,482,336	5.8%
The Vanguard Group, Inc. ⁽⁴⁾ 100 Vanguard Blvd. Malvern, PA 19355	4,998,406	5.3%
Kent J. Thiry ⁽⁵⁾	1,437,760	1.5%
Dennis L. Kogod ⁽⁶⁾	278,770	*
Javier J. Rodriguez ⁽⁷⁾	347,463	*
Luis A. Borgen ⁽⁸⁾	3,517	*
Kim M. Rivera ⁽⁹⁾	22,500	*
Pamela M. Arway ⁽¹⁰⁾	22,558	*
Charles G. Berg ⁽¹¹⁾	45,052	*
Willard W. Brittain, Jr. ⁽¹²⁾	19,104	*
Carol Anthony ("John") Davidson ⁽¹³⁾	5,106	*
Paul J. Diaz ⁽¹⁴⁾	17,312	*
Peter T. Grauer ⁽¹⁵⁾	23,042	*
John M. Nehra ⁽¹⁶⁾	116,618	*
William L. Roper ⁽¹⁷⁾	64,984	*
Roger J. Valine ⁽¹⁸⁾	61,081	*
All directors, named executive officers and other executive officers as a group (20 persons) ⁽¹⁹⁾	2,726,197	2.8%

- * Amount represents less than 1% of our common stock.
- (1) Unless otherwise set forth in the following table, the address of each beneficial owner is 1551 Wewatta Street, 6th Floor, Denver, Colorado, 80202.
- (2) Based on information contained in a Schedule 13G/A filed with the SEC on February 8, 2012, these securities are owned by investment advisory clients of TimesSquare Capital Management, LLC ("Times Square"). In its role as investment advisor, Times Square has sole voting power with respect to 4,456,981 shares and sole dispositive power with respect to 6,042,931 shares.
- (3) Based upon information contained in a Schedule 13G/A filed with the SEC on February 13, 2012, BlackRock, Inc. may be deemed to be the beneficial owner of 5,482,336 shares with sole power to vote and sole power to dispose of all 5,482,336 shares as a result of being a parent holding company or control person.
- (4) Based upon information contained in a Schedule 13G/A filed with the SEC on February 8, 2012, The Vanguard Group, Inc., an investment adviser, has sole voting power with respect to 130,905 shares, sole dispositive power with respect to 4,867,501 shares and shared dispositive power with respect to 130,905 shares.

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- (5) Includes 148,177 shares held in a family trust and 1,270,833 shares issuable upon the exercise of SSARs and 18,750 RSUs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2012.
- (6) Includes 278,770 shares issuable upon the exercise of SSARs and 9,375 RSUs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2012.
- (7) Includes 294,332 shares issuable upon the exercise of SSARs and 3,499 RSUs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2012.
- (8) None of the SSARs or RSUs held by Mr. Borgen is exercisable as of, or will become exercisable within 60 days after, March 31, 2012.
- (9) Includes 22,500 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2012.
- (10) Includes 19,500 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2012, and 156 vested but unissued restricted stock units.
- (11) Includes 36,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2012, and 156 vested but unissued restricted stock units.
- (12) Includes 12,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2012, and 156 vested but unissued restricted stock units.
- (13) Includes 3,750 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2012, and 156 vested but unissued restricted stock units.
- (14) Includes 3,750 and 12,000 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2012, and 156 vested but unissued restricted stock units.
- (15) Includes 18,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2012, and 1,786 vested but unissued restricted stock units.
- (16) Includes 62,332 shares held in a family trust and 54,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2012, and 286 vested but unissued restricted stock units.
- (17) Includes 54,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2012, and 286 vested but unissued restricted stock units.
- (18) Includes 10,639 and 36,000 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2012, and 286 vested but unissued restricted stock units.
- (19) Includes 14,389 and 2,317,979 shares issuable upon the exercise of options and SSARs, respectively, and 35,169 RSUs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2012, and 3,424 vested but unissued restricted stock units.

Information Concerning Our Executive Officers

Name	Age	Position
Kent J. Thiry	56	Chairman of the Board of Directors and Chief Executive Officer
Luis A. Borgen	42	Former Chief Financial Officer
James K. Hilger	50	Interim Chief Financial Officer and Chief Accounting Officer
Dennis L. Kogod	52	Chief Operating Officer
Laura A. Mildenberger	53	Chief People Officer
Allen R. Nissenon, MD, FACP	65	Chief Medical Officer
Kim M. Rivera	43	Chief Legal Officer and Corporate Secretary
Javier J. Rodriguez	41	President
David T. Shapiro	42	Chief Compliance Officer
Thomas O. Usilton, Jr.	60	Senior Vice President
LeAnne M. Zumwalt	53	Group Vice President

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Our executive officers are elected by, and serve at the discretion of, the Board of Directors. Set forth below is a brief description of the business experience of all executive officers other than Mr. Thiry, who is also a director and whose business experience is set forth above in the section of this Proxy Statement entitled "Information Concerning Members of the Board of Directors Standing for Re-election."

Luis A. Borgen became our chief financial officer in May 2010 and served in that capacity until April 2012, when he resigned from the company. Prior to serving as chief financial officer of the company, he served as our senior vice president beginning in March 2010. From February 2009 until joining us, Mr. Borgen served as senior vice president, finance for the U.S. retail division of Staples, an office products company, where he played a role in strategy development and business planning efforts. From June 2005 until January 2009, Mr. Borgen served as the vice president, finance for the U.S. retail division of Staples. From July 2002 to June 2005, Mr. Borgen served as vice president, corporate financial planning and analysis of Staples where he led the global business planning efforts. From February 1999 to June 2002, Mr. Borgen served in the corporate treasury department of Staples, including as vice president and assistant treasurer.

James K. Hilger became our interim chief financial officer in April 2012 in connection with Mr. Borgen's resignation from the company and continues to serve as our chief accounting officer, a position he has held since April 2010. Prior to April 2010, Mr. Hilger served as our vice president and controller since May 2006, after having served as our vice president, finance beginning in September 2005. Mr. Hilger was our acting chief financial officer from November 2007 through February 2008. From September 2003 until joining us, Mr. Hilger served as vice president, finance and administration and chief financial officer of Pyramid Breweries, a brewer of specialty beverages. From December 1998 to July 2003, Mr. Hilger served in positions as chief executive officer and chief financial officer of WorldCatch, Inc., a seafood industry company. From 1987 until joining WorldCatch, Inc., Mr. Hilger held a variety of senior financial positions in the food industry. Mr. Hilger began his career in public accounting with Ernst & Whinney.

Dennis L. Kogod became our chief operating officer in January 2009 and prior to that, he served as our president-west beginning in October 2005. From January 2004 until joining us, Mr. Kogod served as president and chief operating officer-west of Gambro Healthcare, Inc., which we acquired in October 2005. From July 2000 to January 2004, Mr. Kogod served as president, west division of Gambro Healthcare, Inc. From June 1999 to July 2000, Mr. Kogod was president of Teleflex Medical Group, a medical original equipment manufacturer of medical delivery systems. From January 1996 to June 1999, Mr. Kogod was corporate vice president of Teleflex Surgical Group, a surgical device and service organization. Mr. Kogod served on the board of directors of Arbios Systems, Inc., a medical device and cell-based therapy company.

Laura A. Mildenerberger became our chief people officer in July 2008, having joined us in October 2001 as vice president of operations. Prior to joining us, Ms. Mildenerberger served as vice president of operations for the western U.S. for Matrix Rehabilitation, a physical therapy outpatient company, from March 2000 to October 2001. From 1993 to 2000, Ms. Mildenerberger served as a general manager for NovaCare Outpatient Rehabilitation, a provider of physical and occupation therapy services. From 1988 to 1993, Ms. Mildenerberger was the executive vice president/principal of Worker Rehabilitation Services, a multi-site physical rehabilitation company. Ms. Mildenerberger began her career as an occupational therapist at the Mayo Clinic.

Allen R. Nissenson, MD, FACP, became our chief medical officer in August 2008. He is an emeritus professor of medicine at the David Geffen School of Medicine at UCLA, where he served as director of the dialysis program from 1977 to 2008 and associate dean from 2005 to 2008. Dr. Nissenson was the president of the Southern California End-Stage Renal Disease Network from 2005 to 2007. Dr. Nissenson was the president of the National Anemia Action Council from 2001 to 2007. Dr. Nissenson was the president of the Renal Physicians Association from 1999 to 2001.

Kim M. Rivera became our chief legal officer and secretary in July 2011, and prior to that served as our vice president, general counsel and secretary since January 2010. From February 2006 to November 2009, Ms. Rivera served as vice president and associate general counsel of The Clorox Company, a consumer products company. From August 2004 to February 2006, Ms. Rivera served as vice president law and chief litigation

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counsel to Rockwell Automation, Inc., a provider of industrial automation control and information solutions. From November 1999 to August 2004, she served as general counsel to Rockwell's Automation Control and Information Group. Prior to joining Rockwell, Ms. Rivera was an attorney at the law firm of Jones Day.

Javier J. Rodriguez became our president in February 2012. Mr. Rodriguez served as our senior vice president from April 2006 to February 2012. From December 2003 to April 2006, Mr. Rodriguez served as our vice president value management, operations. From August 1999 to December 2003, Mr. Rodriguez served as our vice president of payor contracting. From July 1998 to August 1999, Mr. Rodriguez served as divisional financial analyst. Prior to joining DeVita, Mr. Rodriguez worked for Baxter Healthcare Corporation in Finance from 1995 to 1996. He also served as Director of Operations for CBS Marketing Inc. in Mexico City.

David T. Shapiro became our chief compliance officer in October 2008 having joined us in March 2008 as the deputy chief compliance officer. Additionally, from October of 2008 until July 2011, Mr. Shapiro served as senior vice president. Prior to joining us, Mr. Shapiro was counsel at the Pepper Hamilton law firm from March 2007 through February 2008, during which time he represented health care clients in government investigations and compliance issues. From October 2003 through March 2007, Mr. Shapiro served as a trial attorney with the Civil Frauds Section of the United States Department of Justice. From June 1999 through October 2003, Mr. Shapiro was an attorney with the law firm Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. in Washington, DC.

Thomas O. Usilton, Jr. has served as our senior vice president since April 2006 and from July 2010 until July 2011 served as our chief development officer. Prior to that, he served as our group vice president beginning in August 2004. From February 2000 until joining us, Mr. Usilton served as president and chief executive officer of Digital Insurance Inc., a health and welfare brokerage and services company. From 1995 until founding Digital Insurance Inc. in 2000, Mr. Usilton was senior vice president of Vivra Specialty Partners, a national physicians practice management company. Prior to joining Vivra Specialty Partners, Mr. Usilton served as president and chief executive officer of Premier Asthma and Allergy, a disease management company specializing in asthma management. From 1986 to 1987, Mr. Usilton was general manager and executive vice president of CIGNA Corporation. Prior to his employment with CIGNA Corporation, from 1978 to 1985, he served as executive vice president for Health America Inc., a national leader in the Health Maintenance Organization medical insurance field.

LeAnne M. Zumwalt became our group vice president in July 2011. From January 2000 to July 2011, Ms. Zumwalt served as vice president and currently oversees our public policy and government relations and our purchasing functions. Ms. Zumwalt has served in various capacities with us and served as our vice president investor relations from January 2000 through October 2009. From 1997 to 1999, Ms. Zumwalt served as chief financial officer of Vivra Specialty Partners, a privately held health care service and technology firm. From 1991 to 1997, Ms. Zumwalt held various executive positions at Vivra Incorporated, a publicly held provider of dialysis services. Prior to joining Vivra Incorporated, Ms. Zumwalt was a senior manager at Ernst & Young, LLP. Ms. Zumwalt serves on the board of directors of The Advisory Board Company.

None of the executive officers has any family relationship with any other executive officer or with any of our directors.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires "insiders," including our executive officers, directors and beneficial owners of more than 10% of our common stock, to file reports of ownership and changes in ownership of our common stock with the SEC and the NYSE, and to furnish us with copies of all Section 16(a) forms they file. Based solely on our review of the copies of such forms received by us, or written representations from reporting persons, we believe that our insiders complied with all applicable Section 16(a) filing requirements during 2011, except that (1) one Form 4 was inadvertently filed late for Messrs. Grauer, Rodriguez and Borgen, each relating to a single transaction to acquire shares of the company's common stock, and (2) two Form 4s were inadvertently filed late for Mr. Shapiro relating to two separate transactions to dispose shares of the company's common stock, and (3) one Form 4 was inadvertently filed late for Ms. Mildenberger relating to two transactions to acquire and six transactions to dispose of the company's shares of common stock.

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EQUITY COMPENSATION PLAN INFORMATION

The following table provides information about our common stock that may be issued upon the exercise of stock options, SSARs, restricted stock units and other rights under all of our existing equity compensation plans as of December 31, 2011, including our omnibus 2011 Incentive Award Plan (formerly known as our 2002 Equity Compensation Plan) and our Employee Stock Purchase Plan. The material terms of these plans are described in Note 17 to the consolidated financial statements, which are part of our Annual Report on Form 10-K for the year ended December 31, 2011.

Plan category	Number of shares to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)	Total of shares reflected in columns (a) and (c) (d)
Equity compensation plans approved by stockholders	10,728,672	\$ 56.90	9,192,928	19,921,600
Equity compensation plans not requiring stockholder approval	—	—	—	—
Total	10,728,672	\$ 56.90	9,192,928	19,921,600

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

This Compensation Discussion and Analysis (the "CD&A") describes our executive compensation program for our named executive officers. As of December 31, 2011, our named executive officers consisted of Kent J. Thiry, our chairman of the Board of Directors and chief executive officer, Dennis L. Kogod, our chief operating officer, Javier J. Rodriguez, our president, Luis A. Borgen, our chief financial officer, and Kim M. Rivera, our chief legal officer and corporate secretary.

EXECUTIVE SUMMARY

DaVita is a leading provider of kidney dialysis services in the United States through a network of approximately 1,809 outpatient dialysis centers and approximately 900 hospitals, serving approximately 142,000 patients in 43 states. In 2011, our overall network of dialysis centers increased by 208 centers primarily as a result of opening new centers and acquisitions. In addition, the overall number of patients that we serve in the U.S. increased by approximately 13.0%. We believe our attention to these three stakeholders—our patients, our business partners, and our teammates—represents the major driver of our long-term performance, although we are subject to the impact of external factors such as government reimbursement policies and physician practice patterns.

We design our compensation programs for executive officers to attract and retain outstanding leaders who possess the skills and talent necessary to achieve our business goals and objectives. Ultimately, our objective is to continue to create long-term stockholder value by generating strong overall revenue growth, market share increases, improvements in cost per treatment, operating income growth, operating margin growth, increases in earnings per share and improvement in our debt to equity ratio. In order to achieve this objective, we have established an executive compensation program that is intended to: (i) reward strong company performance; (ii) align our executives' interests with our stockholders' interests and (iii) be competitive within the health care services, diagnostics and solutions market so that we can attract and retain outstanding executives.

Pay-For-Performance

When establishing the compensation for our named executive officers for 2011, the Compensation Committee gave significant weight to our sustained record of strong operating performance, our improvement in strategic positioning and our continued strong clinical performance, particularly in light of general economic volatility and significant industry regulatory challenges and uncertainty.

Our overall financial, operating and TSR performance was very strong for 2011 and we believe that the named executive officers were instrumental in achieving these results. Our major financial operating performance indicators in 2011 were as follows:

- we experienced a one-year TSR of 9.1%, compared to the median one-year TSR of 0.8% in our Global Industry Classification Standard ("GICS") group and the median one-year TSR of -2.2% in our comparator peer group;
- we returned approximately \$323 million to our stockholders through our stock buy-back program;
- we experienced strong operating cash flow of \$1,180 million;
- our consolidated revenue growth was approximately 8.5%;
- normalized non-acquired treatment growth was 4.6%;
- we experienced an increase of approximately 9.1% in the overall number of treatments that we provided; and
- our consolidated operating income growth was approximately 13.4%, which includes the impact of a noncash goodwill impairment charge of 2.4%.

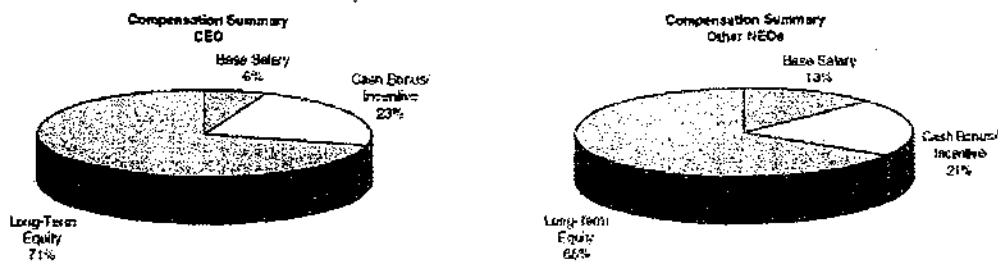
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DaVita's total stockholder return from the first quarter of 2000 (our CEO's first full quarter with the company) through the fourth quarter of 2011 was approximately 2400%, exceeding the return of all other current S&P 500 companies over that period.

We believe our clinical outcomes compare favorably with other dialysis providers in the United States and generally exceed the dialysis outcome quality indicators of the National Kidney Foundation. Key clinical outcomes in 2011 were the best in the company's history.

The Compensation Committee balanced its evaluation of our performance in 2011 by also considering the potential impact on DaVita and our industry of healthcare reform and other significant healthcare regulatory changes, including changes to government reimbursement policies. In 2011, we continued to lead industry public policy efforts, achieving favorable outcomes for the industry and the company. When establishing 2011 compensation for our named executive officers, the Compensation Committee considered these and other factors in the context of individual named executive officer performance.

Our compensation programs for our named executive officers emphasize compensation based on performance and are designed to align our named executive officers' interests with those of our stockholders and to permit individuals who have performed well in creating significant long-term value for the company and its stockholders to share in the value generated. To this end, our compensation programs emphasize variable compensation in the form of cash and equity awards over fixed compensation. In light of this emphasis, the Compensation Committee determined to limit increases to fixed compensation amounts in 2011 such that the base salaries of our named executive officers were retained at 2010 levels, other than Mr. Rodriguez (whose compensation was increased in December 2011) and Ms. Rivera (see "Elements of Compensation—Base Salary" for more information on their respective base salary increases). The following pie charts illustrate the allocation of the total direct compensation that the named executive officers earned for 2011:



The Compensation Committee believes that the above compensation structure struck an appropriate balance by promoting long-term stockholder value without motivating or rewarding excessive risk-taking.

The following graph illustrates how cash performance bonuses over the past three years varied with changes in our operating income:

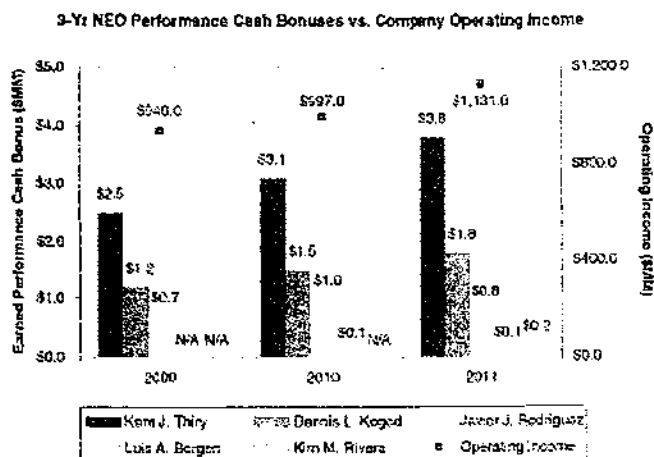
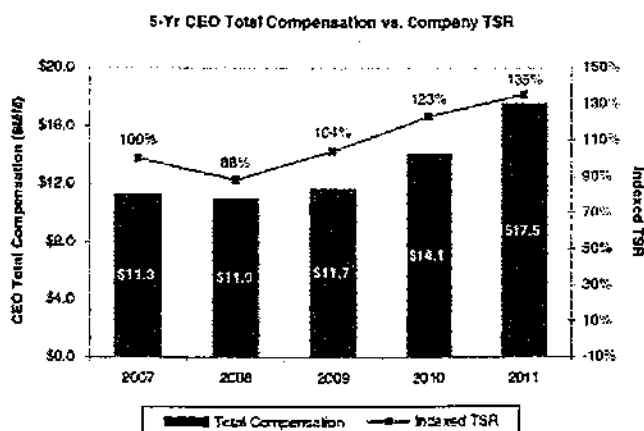


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To further illustrate our emphasis on compensation based on performance and our commitment to align the interests of our named executive officers with those of our stockholders, the following graph illustrates how our chief executive officer's compensation over the past five years varied with changes in our TSR for the same period (indexed to the commencement year of the graph, i.e., 2007):



Stockholder Interest Alignment

We believe that our equity awards further serve to align the interests of our executives with the long-term interests of our stockholders by providing our executives with an opportunity to benefit from the appreciation of our stock price, by providing for vesting over a period of time and by requiring executives to accumulate meaningful ownership through our stock ownership policy. Therefore, a primary objective of our executive compensation programs is to provide a significant portion of compensation in the form of equity awards. For 2011, equity awards ranged from 48% to 74% of our named executive officers' compensation. Further, the equity awards granted in 2011 vest commencing on the third anniversary of the date of grant, such that the awards vest 50% on the third anniversary of the date of grant and the remaining 50% on the fourth anniversary of the date of grant, with the exception of an equity grant to Mr. Rodriguez in December 2011 (see "Determining Award Amounts" for further detail on the vesting schedule of this equity award). The vesting schedules are intended to assist in the long-term retention of such named executive officers and further align the interests of our executives with the long-term interests of our stockholders. Stock-based compensation creates an incentive for the named executive officer to contribute to the overall success of the company and to take actions that result in the creation of long-term stockholder value.

Market Competitiveness

We evaluate the overall competitiveness of our executives' total direct compensation each year in order to assist in executive retention. For 2011, the Compensation Committee retained Compensia, an independent national compensation consulting firm, to perform a comprehensive market analysis of our executive compensation programs and pay levels. See "Role of Independent Compensation Consultant" beginning on page 54 of this Proxy Statement and "Corporate Governance—Information Regarding the Board of Directors and its Committees—Compensation Committee" beginning on page 9 of this Proxy Statement for detailed discussion of the services provided by Compensia in 2011.

In 2012, Compensia provided the Compensation Committee with an analysis of comparative market data on the cash, stock-based compensation and total compensation for senior executives at a group of comparable companies within our industry. In addition to public executive compensation data, the Compensation Committee

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reviewed the compensation practices of our comparator peer group for purposes of benchmarking and to understand general compensation practices of our peers, consisting of the following companies, which are all in the health care services, diagnostics and solutions markets:

Company ⁽¹⁾	1-Year TSR ⁽²⁾	Market Capitalization (in millions) ⁽³⁾	Net Income for Last 4 Quarters (in millions) ⁽⁴⁾	Revenue for Last 4 Quarters (in millions) ⁽⁴⁾
Community Health Systems, Inc.	-46.8%	\$ 1,818	\$ 241	\$ 13,627
Coventry Health Care, Inc.	0.3%	\$ 4,499	\$ 543	\$ 12,187
Express Scripts, Inc.	-9.2%	\$ 25,494	\$ 1,276	\$ 46,272
HCA Holdings, Inc.	N/A	\$ 12,147	\$ 2,465	\$ 32,506
Health Management Associates, Inc.	-29.6%	\$ 1,781	\$ 179	\$ 5,805
Health Net, Inc.	32.3%	\$ 3,179	\$ 72	\$ 11,901
HealthSouth Corporation	-14.7%	\$ 1,796	\$ 938	\$ 2,030
Kindred Healthcare, Inc.	-34.4%	\$ 640	\$ 39	\$ 5,135
Laboratory Corporation of America Holdings	1.7%	\$ 8,976	\$ 520	\$ 5,542
Lincare Holdings Inc.	-2.1%	\$ 2,264	\$ 177	\$ 1,848
Magellan Health Services, Inc.	0.8%	\$ 1,387	\$ 133	\$ 2,827
MEDNAX Services, Inc.	7.7%	\$ 3,557	\$ 218	\$ 1,588
Omnicare, Inc.	27.3%	\$ 3,770	\$ (10)	\$ 6,184
Quest Diagnostics Incorporated	2.8%	\$ 9,057	\$ 471	\$ 7,511
Tenet Healthcare, Inc.	-20.5%	\$ 2,603	\$ 232	\$ 9,523
Universal Health Services, Inc.	-1.5%	\$ 4,093	\$ 340	\$ 7,221
Summary Statistics:				
75 th Percentile	2.2%	\$ 5,618	\$ 526	\$ 11,972
50 th Percentile	-1.5%	\$ 3,368	\$ 236	\$ 6,702
DaVita	10.8%	\$ 8,027	\$ 478	\$ 6,982
DaVita Percentage Rank	87%	79%	68%	52%

(1) The Company's peer group was compiled by Compensia.

(2) Data as of January 31, 2012.

(3) Data as of February 27, 2012.

(4) Data generally through December 31, 2011.

In 2011, the Compensation Committee used the comparator peer group above, except that Medco Health Solutions, Inc. and WebMD Health Corp. were also included in the 2011 comparator peer group and Coventry Health Care, Inc. and Health Net, Inc. were not included in the 2011 comparator peer group. Coventry Health Care, Inc. and Health Net, Inc. were added to the 2012 comparator peer group to provide further balance to DaVita's relative positioning among the peer group companies. The Compensation Committee considered this 2011 market data, along with other factors, in determining base salary amounts and the equity awards granted in April 2011.

Our 2012 comparator peer group includes a diverse representation in various health care services, diagnostics and solutions markets because we compete in this broad industry group for executive talent. Our comparator peer companies are comparable to us in their size, as measured by market capitalization, net income and revenues. Compensation paid by this comparator peer group is representative of the compensation we believe is required to attract, retain and motivate our executive talent. The Compensation Committee, in conjunction with Compensia, reviews the composition of this group annually and makes adjustments to the composition of the group as it deems appropriate. The majority of the companies in our comparator peer group have remained the same over the years. The group therefore provides a fairly consistent measure for comparing executive compensation.

The Compensation Committee considered Compensia's analysis (based on publicly disclosed compensation practices) of the compensation of executives serving in similar positions at comparable companies to obtain a general understanding of current compensation practices in our industry. The analysis provided by

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Compensia was used to provide context for the compensation decisions made in 2012 for 2011 performance, but the Compensation Committee's decisions were not directly related to or otherwise based upon the comparative data. Instead, the Compensation Committee used this comparative data as one of many factors considered to set the compensation for our named executive officers. The Compensation Committee also used the analysis as a tool to assess how well the company is implementing its core compensation objective of awarding compensation weighted heavily in favor of variable compensation tied to performance. The emphasis on equity awards as compared to cash compensation was reflected in the results of Compensia's analysis which showed that the percentage of overall average equity awards as compared to overall average cash awards for our named executive officers in 2011 was higher than the median for comparable companies.

In its 2012 report, Compensia found that the total direct compensation for our named executive officers clusters above 75% of our 16-company 2012 comparator peer group. In approving executive compensation, the Compensation Committee considered that DaVita's market capitalization is at the 79th percentile of our 2012 comparator peer group and DaVita's size, in terms of net income and revenue, is greater than the median of our 2012 comparator peer group. Further, the Compensation Committee notes that DaVita's TSR was above the median one-year TSR and five-year compound average annual TSR of its industry peers (i.e., companies in the same GICS group as DaVita) and above the 80th percentile for one-year TSR and five-year and ten-year compound average annual TSRs of the 2012 comparator peer group companies. DaVita also has a record of sustained performance against the 2012 comparator peer group companies, posting above the 70th percentile for three-year operating margin and net margin and above the 60th percentile for revenue growth against the 2012 comparator peer group companies. The Compensation Committee also considers each named executive officer's roles and responsibilities within the company, individual performance, company performance and internal pay equity in addition to the results of the competitive pay analysis.

Good Governance and Best Practices

Pursuant to our desire to maintain fair and responsible compensation programs while serving our retention objectives, we have entered into employment agreements with each of our named executive officers. Each agreement is individually negotiated and the terms vary; however, the employment agreements reflect current compensation practices and trends by, among other things: (i) not providing for any single trigger payments upon a change in control event of the company and (ii) limiting severance payments to not more than three times base salary and bonus. Further, in 2011, the Compensation Committee determined that the company will no longer enter into any new or materially amended agreements with its executives that include any excise tax gross-up provisions with respect to payments contingent upon a change in control.

In addition, our equity incentive plans prohibit repricing or replacing underwater stock options or stock appreciation rights without prior stockholder approval and our equity awards are designed so that in order to vest and earn the full benefit of the award the named executive officers must remain employed for a multi-year period. This reinforces a culture in which the company's long-term success takes precedence over volatile and unsustainable short-term results.

Further, approximately every other year, the Compensation Committee engages an outside independent consultant to conduct an in-depth analysis of our chief executive officer's performance as a manager during the year. The most recent assessment took place in 2011. The results of this assessment are reviewed by the Board of Directors and the Compensation Committee and is one of the many factors considered when making compensation decisions.

In 2010, the Board of Directors adopted a clawback policy that permits the Board of Directors to recover bonuses, incentive and equity-based compensation from executive officers and members of the Board of Directors whose fraud or intentional misconduct was a significant contributing factor to the company having to

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restate all or a portion of its financial statements. See "Executive Compensation Process & Governance—Policy Regarding Clawback of Bonuses and Incentive Compensation" for additional details.

Share Ownership Guidelines

We have a share ownership policy that applies to all of our named executive officers to strengthen the alignment of our named executive officers' and stockholders' interests. The purpose of the policy is to ensure that our executive officers and other members of our senior management team accumulate a meaningful ownership stake in the company over time by retaining a specified financial interest in our common stock. As of December 31, 2011, all of the named executive officers meet or exceed our share ownership policy and guidelines. See "Management Share Ownership Policy" beginning on page 54 of this Proxy Statement for more information regarding our stock ownership guidelines.

ELEMENTS OF COMPENSATION

We believe it is in the best interests of our stockholders to attract and retain talented leaders. In order to attract and retain executives who are not only outstanding leaders but who also embody our mission and values, we strive to provide compensation that is reasonable and provides the best value for our stockholders but that is also sufficient to achieve our recruitment and retention objectives. When recruiting new executives, the Compensation Committee and our chief executive officer evaluate the comparative compensation of executives within the company with similar levels of responsibility, the prior experience of the executive and expected contributions to company performance. Thereafter, each executive's compensation is reviewed annually by the Compensation Committee and chief executive officer, and considered for adjustment based on individual performance and other factors.

When evaluating performance, we base compensation decisions on an assessment of company and individual performance over the year, taking individual accomplishments into consideration in light of the totality of circumstances together with individual potential to contribute to the company's future growth. We believe that all of our named executive officers have the ability to influence overall company policies and performance and, accordingly, should be accountable for company-wide performance as well as the areas over which they have direct influence. The differences in total annual compensation levels among the named executive officers are based on their individual roles and responsibilities within the company and their relative individual performance. The Compensation Committee uses its judgment in awarding compensation to our named executive officers in accordance with the overall objectives of the company's compensation programs.

The Compensation Committee takes into consideration a number of factors when determining the elements and amounts of compensation awarded to our named executive officers, including individual performance, overall financial and non-financial performance of the company for the year, individual skill sets and experience relative to industry peers, readiness for promotion, past and expected future performance, the importance and difficulty of achieving future company and individual objectives, the value of each executive's outstanding equity awards, aggregate historical compensation, levels of responsibility and performance relative to other executives within the company, importance to the company and difficulty of replacement. The Compensation Committee also gives significant weight to our clinical performance and quality of patient care. Accordingly, company-wide patient clinical outcomes and improvements in quality of patient care, and each named executive officer's contributions in those areas, can have a significant impact on named executive officer compensation.

The company-wide factors taken into consideration by the Compensation Committee include, but are not limited to, the following:

- overall revenue growth, increases in our treatment volume, market share increases, improvements in cost per treatment, operating income growth, operating margin growth, increases in earnings per share and improvement in the company's debt to equity ratio;
- healthcare regulatory compliance initiatives;

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- improved strategic positioning;
- improved positioning of the company for continued growth and diversification;
- improved organizational capabilities;
- patient growth;
- relationships with private payors;
- improved clinical outcomes, vaccination rates and fistula utilization;
- relationships with medical directors;
- selection and implementation of improved financial, operating and clinical information systems;
- management performance in attracting and retaining high-performing employees throughout our organization and succession planning;
- implementation of successful public policy efforts;
- good corporate citizenship; and
- advancement of strategic business initiatives supporting our mission to be the provider, partner and employer of choice.

The Compensation Committee considers the foregoing items subjectively. There is no formal weighting of the individual elements considered and no particular elements are required to be considered with respect to a given individual or in any particular year.

When determining annual compensation for our named executive officers, other than for our chief executive officer, the Compensation Committee works closely with our chief executive officer to review each individual's performance for the year and determine such named executive officer's compensation. Shortly following the end of each year, our chief executive officer provides his assessment of each named executive officer's performance during the year based on his personal experience with the individual, the named executive officer's achievement of success in areas determined to be significant to the company, and any changes in responsibility levels. The Compensation Committee also considers performance discussions that have taken place at the Board of Directors and Compensation Committee level regarding the named executive officers, retention objectives and the future growth potential of the individual executive. Our chief executive officer recommends to the Compensation Committee the amounts of cash and stock-based compensation for each of the named executive officers. The Compensation Committee considers the recommendations made by the chief executive officer regarding the other named executive officers but retains the discretion to deviate from those recommendations. Neither the chief executive officer nor other members of management provide a recommendation to the Compensation Committee with regard to the chief executive officer's compensation.

The Compensation Committee evaluates our chief executive officer's performance at the same time as it sets the compensation of the other named executive officers. When evaluating the performance of our chief executive officer and making decisions about his compensation, the Compensation Committee considers overall company performance as part of the assessment of our chief executive officer's performance but does not rely on the achievement of specific objectives to determine his compensation. The Compensation Committee also considers a self-assessment prepared by our chief executive officer. As part of this self-assessment, our chief executive officer reviews with the Compensation Committee the overall annual management objectives of the company and his participation in the attainment or level of responsibility for the shortfall of such objectives. Approximately every other year, the Compensation Committee engages an outside independent consultant to conduct an in-depth analysis of our chief executive officer's performance as a manager during the year. The most recent assessment took place in 2011. This evaluation involves a rigorous assessment of our chief executive officer's performance by members of the senior management team. The results of this assessment are reviewed

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by the Board of Directors and the Compensation Committee and is one of the many factors considered when making compensation decisions. The compensation package for our chief executive officer is approved by the Compensation Committee, subject to ratification by the independent members of the Board of Directors.

As noted above, in its compensation review process, the Compensation Committee considers whether our executive compensation program is aligned with the interests of our stockholders. In June 2011, we held a stockholder advisory vote on the compensation of our named executive officers, commonly referred to as a say-on-pay vote. Our stockholders indicated their strong support of our compensation program for our named executive officers, with over 83% of stockholder votes cast in favor of our say-on-pay resolution. As we evaluated our compensation practices and talent needs throughout fiscal 2011, we were mindful of the strong support our stockholders expressed for our philosophy of linking compensation to our financial and non-financial objectives and the enhancement of stockholder value. As a result, our Compensation Committee decided to retain our general approach to executive compensation and did not make any changes to the executive compensation program in response to the 2011 say-on-pay vote.

Base Salary

Base salary is included in the compensation of our named executive officers because we believe it is appropriate that some portion of compensation be provided in a form that is liquid and assured. Base salaries are initially established at levels necessary to enable us to attract and retain highly qualified executives with reference to comparative pay within the company for executives with similar levels of responsibility, prior experience of the executive and expected contributions to company performance.

We do not guarantee salary adjustments on a yearly basis. During March of each year, the Compensation Committee considers adjustments to salary as part of the overall compensation assessment for our named executive officers. Our chief executive officer typically provides the Compensation Committee with his recommendation regarding merit-based increases for each named executive officer other than himself. The chief executive officer's base salary is determined by the Compensation Committee with input from Compensia and Compensia's analysis of CEO compensation of our comparator peer group.

In accordance with our emphasis on performance-based compensation and the Compensation Committee's decision to limit increases to fixed compensation amounts in 2011, the Compensation Committee retained the base salary of Messrs. Thiry, Kogod and Rodriguez at 2010 levels. The Compensation Committee increased Ms. Rivera's base salary for 2011 pursuant to the Compensation Committee's review of her performance in the previous year and consideration of comparative market data provided by Compensia. The base salaries for 2010 and 2011 are shown in the table below.

Name	2010 Base Salary	2011 Base Salary
Kent J. Thiry	\$1,050,000	\$1,050,000
Dennis L. Kogod	\$ 800,000	\$ 800,000
Javier J. Rodriguez ⁽¹⁾	\$ 550,000	\$ 550,000
Luis A. Borgen	\$ 450,000	\$ 450,000
Kim M. Rivera	\$ 400,000	\$ 500,000

⁽¹⁾ Mr. Rodriguez' base salary was increased on December 8, 2011 to \$700,000 in connection with his promotion to President, in consideration of his performance in 2011 and the comparative market data provided by Compensia.

For 2012, the Compensation Committee retained the base salary for Messrs. Thiry, Kogod and Borgen and Ms. Rivera at 2011 levels. The Compensation Committee increased Mr. Rodriguez' base salary in December 2011 to \$700,000, pursuant to the Compensation Committee's review and consideration of his promotion to President, in consideration with his performance in 2011 and the comparative market data provided by Compensia.

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Annual Performance-Based Cash Compensation

Our 2011 annual performance-based cash compensation was paid to our named executive officers under our performance-based Executive Incentive Plan. We believe that cash bonuses based on performance provide an incentive to consistently excel on an individual level as well as to contribute to the overall success of the company.

Executive Incentive Plan

We maintain an Executive Incentive Plan ("EIP"), in which our chief executive officer and other executives selected by the Compensation Committee may participate. For 2011, the Compensation Committee identified all of the named executive officers as eligible participants in the EIP. The EIP is structured to satisfy the requirements of Section 162(m) of the Internal Revenue Code as described below. The Compensation Committee has historically established an operating income target as the performance measure for participants in the EIP. The Compensation Committee uses operating income as the relevant performance measure because it believes that operating income provides the best measurement of our operating results, is a key measure of the financial strength and stability of our company, and can also be consistently measured by us and our stockholders against the operating results of other companies in our industry.

For 2011, the Compensation Committee established a fiscal year operating income target of not less than \$808 million as the performance goal. When the Compensation Committee was determining the operating income target for 2011, it considered the uncertainties of the time period, including, among others, those relating to healthcare reform and other significant healthcare regulatory changes, changes to government reimbursement policies, reduction in government payment rates and changes to the structure of payments under the Medicare ESRD program or other government-based programs, including, for example, the implementation of a bundled payment rate system, which will lower reimbursement for services we provide to Medicare patients. The Compensation Committee considered the company's estimates of 2011 budgeted operating income, as approved by the Board of Directors, when this target was established and attempted to establish a performance target at a level that can be characterized as "stretch but attainable," meaning that based on historical performance and then-current economic and regulatory uncertainty, attainment of the performance target was uncertain but reasonably anticipated to be achieved. For 2011, the Compensation Committee established a maximum aggregate cash and equity award amount of up to \$10,000,000 for each of Messrs. Thiry and Kogod; further establishing that of the \$10,000,000, the maximum cash awards for each of Messrs. Thiry and Kogod was limited to \$5,000,000 for 2011. Similarly, the Compensation Committee established a maximum aggregate cash and equity award amount of up to \$5,000,000 for each of Messrs. Rodriguez and Borgen and Ms. Rivera; further establishing that of the \$5,000,000, the maximum cash awards for each of Messrs. Rodriguez and Borgen and Ms. Rivera was limited to \$2,500,000 for 2011. The Compensation Committee has the ability to apply only negative discretion in determining incentive compensation; and, historically, the Compensation Committee has applied such negative discretion in determining incentive compensation, resulting in cash-based incentive awards under the EIP over the last five years never greater than 25% of the maximum award amount. The annual target award opportunity for Mr. Thiry is set forth in his employment agreement. The Compensation Committee did not establish target award opportunities for the other named executive officers under the EIP.

The company achieved operating income of \$1,131 million for 2011, which exceeded the 2011 target performance goal. When determining the award amounts, the Compensation Committee considered the achievement of the target performance goal, as well as overall company and individual performance. With regard to the overall company performance, the Compensation Committee considered that, as compared to 2010, (i) we experienced strong operating cash flow of \$1,180 million; (ii) our consolidated revenue grew by approximately 8.5%; (iii) normalized non-acquired treatment growth was 4.6%, (iv) we experienced an increase of approximately 9.1% in the overall number of treatments that we provided and (v) our consolidated operating income grew by approximately 13.4%, which includes the impact of a noncash goodwill impairment charge of 2.4%.

The Compensation Committee also considered our strong sustained TSR performance. As compared to our GICS group, we experienced a one-year TSR of 9.1%, compared to a median one-year TSR of 0.8%. Moreover, our three-year compound average annual TSR was 15.2%, compared to the median three-year compound average annual TSR of 14.5% for our GICS group; our five-year compound average annual TSR was

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5.9%, compared to the median five-year compound average annual TSR of 1.3% for our GICS group; and our ten-year compound average annual TSR was 16.6%, compared to the median ten-year compound average annual TSR of 7.1% for our comparator peer group and above the 75th percentile of our GICS group.

In addition, the Compensation Committee considered a calculation of the company's TSR adjusted for share buybacks, compared to those of the companies in its comparator peer group, for each of the last five years and noted that DaVita ranked above the peer group median in three of the last five years and in the top quartile in two of those years.

The Compensation Committee also considered that our clinical outcomes compare very favorably with other dialysis providers in the United States and generally exceed the dialysis outcome quality indicators of the National Kidney Foundation. In addition to significant contributions to overall company performance, the Compensation Committee also considered individual performance, as listed for each named executive officer below.

Name	Individual Performance Factors Considered in Determining EIP Award
Kent J. Thiry, Chairman of the Board of Directors and Chief Executive Officer	<ul style="list-style-type: none"> • succession planning efforts and his successful development of key members of senior management, resulting in the company being better prepared for managing future growth • successful development of exceptionally high-caliber management team • significant improvement in organizational capabilities over past years • successful progress with respect to significant clinical initiatives • leadership in public policy efforts that promote the interests of the company and the dialysis industry as a whole • advancement of strategic business initiatives • success with initiatives that position the company for successful continued growth and diversification, including meeting or exceeding operating plan and financial metrics • successful working relationship with the Board of Directors, Board recruiting efforts and focus on Board diversity
Dennis L. Kogod, Chief Operating Officer	<ul style="list-style-type: none"> • substantial contributions to the company's strong operational and clinical performance • higher percentage of acquisitions closed • improved vaccination rates, fistula utilization and first 90-day dialysis care • lower rate of attrition for teammates in the field • improved retention rate for high performance leaders • maintained strong teammate organizational productivity and efficiency that contribute to operational cost management • substantial contribution to developing international opportunities
Javier J. Rodriguez, President	<ul style="list-style-type: none"> • succession planning for his position • significant development as a manager • successfully secured major payor contracts • demonstrated leadership in the areas of disease management and integrated care operations • significant contributions to enterprise strategy, development and growth
Luis A. Borgen, Former Chief Financial Officer	<ul style="list-style-type: none"> • demonstrated expertise in evaluating international opportunities
Kim M. Rivera, Chief Legal Officer and Corporate Secretary	<ul style="list-style-type: none"> • enhanced corporate governance • built capacity and strengthened the legal organization • demonstrated support of international opportunities • success in negotiating favorable outcomes in legal matters

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Our chief executive officer recommends to the Compensation Committee the performance bonus amount for our named executive officers, other than for himself, and the final performance bonus amounts are reviewed by the Compensation Committee and sometimes adjusted in consultation with our chief executive officer, prior to approval by the Compensation Committee. The Compensation Committee determines the performance bonus amount for our chief executive officer without recommendations from management. The award of amounts below the maximum amount was not a negative reflection on the performance of the eligible participants. In consideration of the company and individual performance listed above, market data and in consultation with our chief executive officer with regard to performance bonuses for the named executive officers other than himself, the Compensation Committee awarded 2011 performance cash bonuses under the EIP to the eligible named executive officers, as follows:

Name	2011 EIP Award Amount
Kent J. Thiry	\$ 3,750,000
Dennis L. Kogod	\$ 1,750,000
Javier J. Rodriguez	\$ 750,000
Luis A. Borgen	\$ 100,000
Kim M. Rivera	\$ 180,000

Relocation Bonuses

In 2011, we relocated our headquarters to Denver, Colorado and in order to support the relocation and transition of each of Messrs. Thiry and Kogod and Ms. Rivera, the Company agreed to pay each executive relocation bonuses and/or reimburse certain relocation expenses. See the "2011 Summary Compensation Table" in this Proxy Statement for more information relating to the relocation bonuses.

Long-Term Equity Incentives

While we emphasize stock-based compensation, we do not designate a target percentage of total compensation as stock-based. We instead maintain flexibility to use judgment to respond to changes in named executive officer and company performance and related objectives. The emphasis on stock-based compensation creates a commonality of interest between our named executive officers and our stockholders. Grants of equity awards also serve as an important tool for attracting and retaining our named executive officers. The majority of our grants of equity awards vest solely based on the passage of time, and vesting is contingent upon continued employment with us. To vest in equity awards and earn the full benefit of the award the named executive officers must remain employed for a multi-year period, typically over four years, which reinforces a culture in which the company's long-term success takes precedence over volatile and unsustainable short-term results.

Equity awards to our named executive officers are made pursuant to our Equity Compensation Plan. The Equity Compensation Plan permits the issuance of stock options, stock appreciation rights, restricted stock units, and other forms of equity awards. The majority of our equity awards to named executive officers are in the form of SSARs, which only derive value if the market value of our common stock increases. Each year, the Compensation Committee recommends to the full Board of Directors an aggregate equity award pool that will be available for grants to all eligible recipients of equity awards, based on (i) the historical amounts granted, (ii) the amount of equity that is currently in-the-money, (iii) the number of shares we expect to be forfeited due to anticipated departures, and (iv) the number of shares that will likely be required both to retain our highest-potential and highest-performing employees and to attract new executives we expect to hire during the coming year. The Compensation Committee may also recommend the establishment of special purpose share budgets for proposed interim grants. After considering such recommendations, the Board of Directors approves a budget and delegates authority to the Compensation Committee to make awards to our executive officers and other employees.

The equity awards that are granted to our named executive officers are generally made annually (typically in the first half of the year). Discretionary interim awards to our named executive officers may be made during the year to address special circumstances, such as retention concerns, promotions and special performance

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recognition awards, and new hire awards. Our annual equity awards are generally awarded upon the completion of performance reviews and in connection with the Compensation Committee's decision and review process regarding other forms of direct compensation. The timing of the interim grants depends upon individual circumstances. Under the terms of the Equity Compensation Plan, awards are granted with an exercise or base price not less than the closing price of our common stock on the date of grant.

Stock Appreciation Rights

Since July 2006, we have primarily issued SSARs in lieu of stock options. The economic value and tax and accounting treatment of SSARs are comparable to those of stock options, but SSARs are less dilutive to our stockholders because only shares with a total value equal to the grantee's gain (the difference between the fair market value of the base shares and their base price) are ultimately issued. SSARs are granted with an exercise or base price not less than the closing price of our common stock on the date of grant and vest based on the passage of time.

Determining Award Amounts

The Compensation Committee reviews the annual grant recommendations for our named executive officers and other executives in advance of the grant date with the input of our chief executive officer. Based upon a review of equity award shares available, their dilutive effect on stockholders, long-term share budgeting restrictions and recommendations from management, the Compensation Committee recommends an aggregate equity award pool for the year for approval by the Board of Directors. In considering how to distribute the shares in the aggregate equity award pool, our chief executive officer, together with a team that includes our chief financial officer, our chief operating officer and our chief people officer, gives differential attention to high-potential individuals whom the company believes will be the future leaders of the company, and to other high-performing individuals whose performance in their current positions exceeded expectations.

Each such high-potential and/or high-performing employee is then individually reviewed, from a holistic perspective, starting with a review of such employee's historical compensation, including his or her initial base salary, any base salary increases during his or her tenure with the company and performance cash bonuses and equity award grants over his or her career at the company. A determination is then made as to the number of equity award shares that should be granted and the appropriate vesting schedule that should be implemented for such awards in order to retain and continue to motivate these high-quality, high-performing individuals. Our goal is to achieve fairness in compensation over the course of multiple years, which is the reason we take into account all compensation that has been awarded to such individuals over their respective careers at the company.

For our named executive officers that participate in the EIP, RSU awards are also made pursuant to the EIP and after the Compensation Committee determines that the company has achieved the EIP performance target for such year. In 2011, the annual equity awards granted to our named executive officers were made in the form of SSARs with such SSARs being granted outside of the EIP but pursuant to our Equity Compensation Plan. Similar to the analysis that the Compensation Committee makes in determining the annual performance-based cash compensation, the Compensation Committee considers overall company and individual performance. For the equity awards granted in 2011, the Compensation Committee reviewed the findings and recommendations of the chief executive officer for named executive officers other than himself and considered each named executive officers' individual performance since the last grant.

The Compensation Committee also evaluates market competitiveness by analyzing the 2011 comparator peer group's executive equity award grants, as provided in the February 2011 Compensia report. After taking into account the elements as set forth above, the Compensation Committee approved equity award grants to our named executive officers in 2011. All of the SSARs granted to our named executive officers were granted on April 13, 2011 after the completion of the review by the Compensation Committee, with the exception of an

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SSAR grant to Mr. Borgen on May 26, 2011 and a second SSAR grant made to Mr. Rodriguez on December 8, 2011, each as described below. The table below shows the aggregate SSAR awards granted to each named executive officer in 2011.

Name	Shares Subject to SSARs
Kent J. Thiry	500,000
Dennis L. Kogod	250,000
Javier J. Rodriguez	170,000
Luis A. Borgen	20,000
Kim M. Rivera	60,000

The Compensation Committee determined that these SSAR awards shall vest 50% on the third anniversary of the date of grant and the remaining 50% on the fourth anniversary of the date of grant, for all of the above named executive officers, with the exception of the second SSAR grant awarded to Mr. Rodriguez in December 2011, which shall vest 33% on the second, third and fourth anniversary of the grant date. The extended vesting schedule for the annual equity grant was instituted to assist in the long-term retention of the named executive officers.

Interim discretionary grants are recommended by our chief executive officer and management and reviewed by the Compensation Committee as a part of mid-year performance evaluations, special projects participation, new hires and other factors. Accordingly, on May 26, 2011 Mr. Borgen received SSARs for 20,000 shares and on, December 8, 2011, Mr. Rodriguez received SSARs for 40,000 shares in recognition of their respective accomplishments and senior leadership roles in the Company. Those grants are reflected in the table above.

Personal Benefits and Perquisites

As described above, our compensation programs for named executive officers emphasize compensation based on performance and compensation which serves to align our named executive officers' interests with those of our stockholders. As a result, the Compensation Committee has determined that the company should provide few perquisites to named executive officers. We believe that the perquisites and personal benefits that we provide support important attraction and retention objectives. We also consider the extent to which the perquisite or personal benefit provided serves to enhance the performance of our named executive officers in light of the demands on these individuals' time. The perquisites and personal benefits available to our named executive officers are reviewed annually by the Compensation Committee.

The Compensation Committee has authorized the personal use of a fractionally-owned or chartered corporate aircraft by some of our named executive officers. The Compensation Committee believes that access to an aircraft for personal travel enables our named executive officers to maximize their work hours, particularly in light of their demanding business travel schedules. One of the Compensation Committee's objectives is to ensure that our named executive officers are afforded adequate flexibility to allow for sufficient personal time in light of the significant demands of the company. The Compensation Committee and our chief executive officer allocate a fixed number of hours for use by identified named executive officers and consider the allocated amount as part of the named executive officer's total compensation. The Compensation Committee and our chief executive officer use their discretion when determining the number of allocated hours and displace other forms of compensation that otherwise would have been awarded to the named executive officer.

Our chief executive officer is authorized by the Compensation Committee to use a fractionally-owned or chartered corporate aircraft for business purposes, including long-distance commuting, and for a fixed number of hours per year for personal use instead of additional cash compensation that would have otherwise been paid. As part of our chief executive officer's aggregate compensation package, the Compensation Committee approves a fixed number of hours for personal use each year and unused hours from the prior year are available for use the

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following year. When determining the number of hours of personal use of aircraft to award, the Compensation Committee takes into consideration Mr. Thiry's overall compensation package. If Mr. Thiry were to exceed the fixed number of hours for personal use that is unrelated to business or long-distance commuting in a given year, the excess hours of personal use would offset the number of hours approved by the Compensation Committee the following year for personal use or Mr. Thiry would be required to compensate us directly, although historically he has not exceeded the hours authorized for personal use. The Compensation Committee reviews all business and personal use of the aircraft annually, including detailed passenger logs with special attention to mixed business and personal use and required reimbursements to the company.

Deferred Compensation Programs

Our deferred compensation programs permit certain employees, including our named executive officers, to defer compensation at the election of the participant or at the election of the company. We maintain a Voluntary Deferral Plan which allows certain employees, including our named executive officers, to defer a percentage of their base salary, cash bonus and other compensation as identified by the company. We do not utilize deferred compensation as a significant component of compensation.

Severance and Change of Control Arrangements

We have entered into employment agreements with each of our named executive officers. These agreements, among other things, provide for severance benefits in the event of a termination of employment in certain circumstances, including, with respect to certain named executive officers, the departure of the named executive officer following a change of control of our company. Each agreement is individually negotiated and the terms vary. When entering into employment agreements with our named executive officers, we attempt to provide severance and change of control benefits which strike a balance between providing sufficient protections for the named executive officer while still providing post-termination compensation that is reasonable and in the best interests of the company and our stockholders. We have also adopted the DaVita Inc. Severance Plan (the "DaVita Severance Plan"), which provides for severance benefits for our vice presidents and director-level employees in the event of termination in certain circumstances. The employment agreements of our named executive officers provide for severance benefits and therefore none of the named executive officers is eligible to participate in the DaVita Severance Plan. See "Potential Payments Upon Termination or Change of Control" beginning on page 63 of this Proxy Statement for a description of the severance and change of control arrangements set forth in our employment agreements with the named executive officers.

In addition, our stock-based agreements provide for accelerated vesting of stock-based awards in certain circumstances following a change of control of the company or in the case of a resignation for "good reason" or termination by the company without "cause." The terms of individual agreements vary but under our current stock-based award agreements accelerated vesting of stock-based awards is generally triggered when a change of control event occurs and either the acquiring entity fails to assume, convert or replace the stock-based award or the grantee's employment is terminated within the twenty-four-month period following a change of control or if the executive resigns for "good reason" or is terminated by the company without "cause" as provided in his or her applicable employment agreement. For stock-based award agreements entered into prior to October 2006, accelerated vesting of stock-based awards is triggered when a change of control event occurs, even if there is no subsequent termination or resignation. Our stock-based award agreements further provide that a change of control shall not be deemed to have occurred if the person acting as chief executive officer for the six months prior to such transaction becomes the chief executive officer or executive chairman of the board of directors of the acquiring entity and remains in such position for at least one year following the transaction and a majority of the acquiror's board of directors immediately after such transaction consists of persons who were directors of the company immediately prior to such transaction. The additional acceleration provisions in our stock-based award agreements further serve to secure the continued employment and commitment of our named executive officers prior to or following a change of control. See "Potential Payments Upon Termination or Change of Control" beginning on page 63 of this Proxy Statement for more information regarding accelerated vesting under our stock-based award agreements.

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We are committed to strong governance standards with respect to our compensation programs, procedures and practices. We believe that the following aspects of our compensation programs are indicative of this commitment.

Management Share Ownership Policy

We have a share ownership policy that applies to all full-time members of our management team at the vice president level and above and any part-time vice presidents who continue to receive equity awards under our equity compensation programs. The management share ownership policy is similar to our share ownership policy that applies to all non-management members of the Board of Directors described on page 15 of this Proxy Statement. The purpose of the policy is to ensure that our executive officers and other members of our senior management team accumulate a meaningful ownership stake in the company over time by retaining a specified financial interest in our common stock. Both shares owned directly and shares underlying vested but unexercised SSARs, stock options and shares underlying unvested restricted stock units are included in the determination of whether the share ownership guidelines are met. The total net realizable share value retained must have a current market value of not less than the lower of 25% of the total equity award value in excess of \$100,000 realized to date by the executive (since promotion to VP); or a specific multiple of the executive's base salary. The salary multiple requirement is 5.0 for Mr. Thiry, 3.0 for Messrs. Kogod, Rodriguez and Borgen, and 2.0 for Ms. Rivera.

Role of Independent Compensation Committee

Our executive compensation and benefits programs are designed and administered under the direction and control of the Compensation Committee. Our Compensation Committee is composed solely of independent directors, who review and approve our overall executive compensation programs, strategy and policies and sets the compensation of our executive officers.

Role of Independent Compensation Consultant

The Compensation Committee has selected and directly retains the services of Compensia, an independent compensation consulting firm. Compensia only provides compensation consulting services to the Compensation Committee, and works with the company's management only on matters for which the Compensation Committee is responsible. The Compensation Committee periodically seeks input from Compensia on a range of external market factors, including evolving compensation trends, appropriate peer companies and market survey data. Compensia also provides general observations on the company's compensation programs, but it does not determine or recommend the amount or form of compensation for the named executive officers. See "Corporate Governance—Information Regarding the Board of Directors and its Committees—Compensation Committee" beginning on page 9 of this Proxy Statement for detailed discussion of the Compensia services provided in 2011.

Policy Regarding Clawback of Bonuses and Incentive Compensation

In 2010, the Board of Directors adopted a clawback policy that permits the Board of Directors to recover bonuses, incentive and equity-based compensation from executive officers and members of the Board of Directors whose fraud or intentional misconduct was a significant contributing factor to the company having to restate all or a portion of its financial statements. The policy allows for the recovery of any bonus or incentive compensation paid to those executive officers or directors, the cancellation of restricted or deferred stock awards and outstanding stock awards granted to those executive officers or directors, and the reimbursement of any gains realized that are attributable to such awards to the fullest extent permitted by law. The policy allows for the foregoing actions to the extent that the amount of incentive compensation was calculated based upon the achievement of certain financial results that were subsequently reduced due to a restatement; the executive

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officer or director engaged in any fraud or intentional misconduct that was a significant contributing factor to the company having to restate its financial statements; and where the amount of the bonus or incentive compensation that would have been awarded to the officer had the financial results been properly reported would have been lower than the amount actually awarded. The company will not seek to recover bonuses or incentive or equity-based compensation paid or vested more than three years prior to the date the applicable restatement is disclosed.

TAX AND ACCOUNTING CONSIDERATIONS

When reviewing compensation matters, the Compensation Committee considers the anticipated tax and accounting treatment of various payments and benefits to the company and, when relevant, to its executives. Section 162(m) of the Internal Revenue Code generally disallows a tax deduction for compensation in excess of \$1 million paid to the chief executive officer and the three other most highly compensated named executive officers employed at the end of the year (other than the chief financial officer), such executives hereinafter referenced as "covered employees."

Certain compensation is specifically exempt from the deduction limit to the extent that it does not exceed \$1 million during any fiscal year or is "performance-based" as defined in Section 162(m). Although we have plans that permit the award of deductible compensation under Section 162(m) of the Internal Revenue Code, the Compensation Committee does not necessarily limit executive compensation to the amount deductible under that provision. Rather, it considers the available alternatives and acts to preserve the deductibility of compensation to the extent reasonably practicable and consistent with its other compensation objectives. As a result, most of our compensation programs are intended to qualify for deductibility under Section 162(m), including our EIP.

Section 409A of the Internal Revenue Code requires programs that allow executives to defer a portion of their current income to meet certain requirements regarding risk of forfeiture and election and distribution timing (among other considerations).

Section 409A of the Internal Revenue Code requires that "nonqualified deferred compensation" be deferred and paid under plans or arrangements that satisfy the requirements of the statute with respect to the timing of deferral elections, timing of payments and certain other matters. Failure to satisfy these requirements can expose employees and other service providers to accelerated income tax liabilities and penalty taxes and interest on their vested compensation under such plans. Accordingly, as a general matter, it is our intention to design and administer our compensation and benefits plans and arrangements for all of our employees and other service providers, including our named executive officers, so that they are either exempt from, or satisfy the requirements of, Section 409A of the Internal Revenue Code.

DaVita accounts for stock-based compensation in accordance with FASB ASC Topic 718, which requires DaVita to recognize compensation expense for share-based payments (including SSARs, RSUs and other forms of equity compensation). FASB ASC Topic 718 is taken into account by the Compensation Committee in determining to use a portfolio approach to equity grants, awarding SSARs and RSUs on a value-equivalent basis considering the natural economic exchange ratios implied by their respective fair values.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board of Directors is currently composed of three independent, non-employee directors. The Compensation Committee oversees the company's compensation programs on behalf of the Board of Directors. The Compensation Committee reviewed and discussed the Compensation Discussion and Analysis set forth in this Proxy Statement with management.

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Based on the Compensation Committee's review and discussion with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the company's Proxy Statement for the company's 2012 annual meeting of stockholders.

COMPENSATION COMMITTEE

John M. Nehra (Chairman)

Peter T. Grauer

Roger J. Valine

The information contained above under the caption "Compensation Committee Report" will not be considered "soliciting material" or to be "filed" with the SEC, nor will that information be incorporated by reference into any future filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate it by reference into a filing.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No member of the Compensation Committee has served as one of our officers or employees at any time. During 2011, none of our executive officers served as a member of the compensation committee or board of directors of any other company whose executive officer(s) served as a member of our Compensation Committee or Board of Directors.

2011 Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus ⁽¹⁾ (\$)	Stock Awards ⁽²⁾ (\$)	Option Awards ⁽³⁾ (\$)	Non-Equity Incentive Plan Compensation ⁽⁴⁾ (\$)	All Other Compensation ⁽⁵⁾ (\$)	Total (\$)
Kent J. Thiry	2011	\$1,050,000	\$200,000	—	\$12,057,150	\$ 3,750,000	\$ 484,495	\$17,541,645
Chairman of the Board of	2010	\$1,020,000	\$200,000	\$4,755,000	\$ 4,729,560	\$ 3,125,000	\$ 291,483	\$14,121,043
Directors and Chief Executive Officer	2009	\$1,050,385	—	—	\$ 7,856,180	\$ 2,500,000	\$ 225,597	\$11,672,142
Dennis L. Kogod	2011	\$ 800,010	\$118,000	—	\$ 6,028,575	\$ 1,750,000	\$ 107,383	\$ 8,803,968
Chief Operating Officer	2010	\$ 727,075	\$118,000	\$2,377,500	\$ 2,364,780	\$ 1,500,000	\$ 17,095	\$ 7,104,450
	2009	\$ 628,855	\$250,000	—	\$ 4,230,240	\$ 950,000	\$ 772	\$ 6,059,867
Javier J. Rodriguez	2011	\$ 549,990	—	—	\$ 3,835,663	\$ 750,000	\$ 35,379	\$ 5,171,032
President	2010	\$ 544,990	—	\$ 665,700	\$ 457,814	\$ 1,000,000	\$ 50,375	\$ 2,718,879
	2009	\$ 571,143	\$200,000	—	\$ 776,445	\$ 520,000	\$ 28,632	\$ 2,096,220
Luis A. Borgen	2011	\$ 450,000	—	—	\$ 452,422	\$ 100,000	\$ 660	\$ 1,003,082
Former Chief Financial Officer	2010	\$ 346,154	\$262,976	\$ 962,830	\$ 957,702	\$ 96,000	\$ 2,500	\$ 2,628,182
Kim M. Rivera	2011	\$ 465,376	\$896,000	—	\$ 1,446,858	\$ 180,000	\$ 660	\$ 2,988,894
Chief Legal Officer and Corporate Secretary								

(1) The amounts reported in this column represent discretionary bonuses, including relocation bonuses and signing bonuses, for the year with respect to which they were earned, regardless of when such bonuses are paid. Bonuses may be paid in cash, SSARs, restricted stock units or a combination of cash, SSARs, and restricted stock units. The cash component of a bonus is included in this column; however, the cash component of any bonus awarded under our EIP is included in the "Non-Equity Incentive Plan Compensation" column.

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- (2) The amounts shown in this column reflect restricted stock unit awards and represent the aggregate grant date fair value of all such awards granted to the executive during the year as estimated by the company for financial reporting purposes. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2011 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FASB ASC Topic 718.
- (3) The amounts shown in this column reflect SSAR awards and represent the aggregate grant date fair value of all such awards granted to the executive during the year as estimated by the company for financial reporting purposes. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2011 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FASB ASC Topic 718.
- (4) The amounts shown in this column constitute payments made under our EIP. Under our EIP, awards are reported for the year with respect to which they were earned, regardless of when the award is paid. Please see the "Elements of Compensation—Annual Performance-Based Cash Compensation—Executive Incentive Plan" in this Proxy Statement for a discussion of the performance criteria under the EIP.
- (5) Amounts included in this column are set forth by category below. The amounts disclosed, other than use of a fractionally-owned or chartered corporate aircraft, are the actual or share of actual costs to the company of providing these benefits. Because a fractionally-owned or chartered corporate aircraft is used primarily for business purposes, we do not include in incremental cost the fixed costs that do not change based on usage. The incremental cost to us of personal use of a fractionally-owned or chartered corporate aircraft, including use for commuting, is calculated based on the variable operating costs related to the operation of the aircraft, including fuel costs and landing fees, trip-related repairs and maintenance, catering and other miscellaneous variable costs. Fixed costs that do not change based on usage, such as pilot salaries, training, utilities, depreciation, management fees, taxes and general repairs and maintenance are excluded. The value of the personal use of a fractionally-owned or chartered corporate aircraft and the corporate residential property by our named executive officers is included in their personal income in accordance with applicable tax regulations.

Name and Principal Position	Year	Aircraft Usage ^(a) (\$)	Corporate Residential Property Usage (\$)	Life Insurance Premiums (\$)	Total All Other Compensation (\$)
Kent J. Thiry	2011	\$477,410	\$ 5,500	\$ 1,585	\$ 484,495
Dennis L. Kogod	2011	\$106,611	—	\$ 772	\$ 107,383
Javier J. Rodriguez	2011	\$ 34,719	—	\$ 660	\$ 35,379
Luis A. Borgen	2011	—	—	\$ 660	\$ 660
Kim M. Rivera	2011	—	—	\$ 660	\$ 660

(a) For purposes of calculating the incremental costs to the company of each named executive officer's personal use of company aircraft, the total cost of the flight is allocated to personal use based upon the relative ratio of personal mileage to total mileage. Costs for fuel, ground costs, catering costs, landing fees, domestic passenger fees and federal excise tax charges are also included, if applicable.

Narrative to the Summary Compensation Table

Employment Agreements

On July 25, 2008, we entered into an employment agreement with Mr. Thiry which replaced his employment agreement that was entered into on October 18, 1999 (as amended on May 20, 2000, November 28, 2000 and March 20, 2005). The employment agreement provides for an initial term through July 25, 2011 and continues thereafter with no further action by either party for successive one-year terms. The successive one-year terms of Mr. Thiry's employment agreement enable us to carry forward his visions and strategy and his unique skills. Mr. Thiry is eligible to receive a bonus based upon the achievement of performance goals as determined by the Compensation Committee and the independent directors in accordance with the Compensation Committee charter. His target incentive bonus under his employment agreement is his annual base salary in effect during the beginning of the applicable fiscal year, although his actual incentive bonus may exceed that amount in a particular year, and has exceeded that amount in recent years.

We entered into an employment agreement with Mr. Kogod effective October 24, 2005. This agreement was subsequently amended effective December 12, 2008. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Kogod is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee.

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We entered into an employment agreement with Mr. Rodriguez effective March 17, 2010. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Rodriguez is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee.

We entered into an employment agreement with Mr. Borgen effective February 26, 2010. This agreement was subsequently amended effective March 18, 2010. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Borgen is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee. In April 2012, Mr. Borgen resigned from the company.

We entered into an employment agreement with Ms. Rivera effective October 19, 2009. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Ms. Rivera is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee.

For a description of certain termination and change of control provisions included in the employment agreements for certain of our named executive officers, please see "Potential Payments Upon Termination or Change of Control" beginning on page 63 of this Proxy Statement.

The following table sets forth information concerning awards made to each of the named executive officers under the company's EIP and equity compensation plans during 2011.

2011 Grants of Plan-Based Awards

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾		All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Options Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$) ⁽²⁾
		Target (\$)	Maximum (\$)				
Kent J. Thiry	N/A	\$1,050,000	\$5,000,000	—	—	—	—
	4/13/2011	—	—	—	500,000 ⁽³⁾	\$86.70	\$12,057,150
Dennis L. Kogod	N/A	\$1,500,000	\$2,500,000	—	—	—	—
	4/13/2011	—	—	—	250,000 ⁽³⁾	\$86.70	\$ 6,028,575
Javier J. Rodriguez	N/A	\$1,000,000	\$2,500,000	—	—	—	—
	4/13/2011	—	—	—	130,000 ⁽³⁾	\$86.70	\$ 3,134,859
	12/8/2011	—	—	—	40,000 ⁽⁴⁾	\$73.92	\$ 700,804
Luis A. Borgen	N/A	\$ 96,000	\$2,500,000	—	—	—	—
	5/26/2011	—	—	—	20,000 ⁽³⁾	\$83.94	\$ 452,422
Kim M. Rivera	N/A	—	\$2,500,000	—	—	—	—
	4/13/2011	—	—	—	60,000 ⁽³⁾	\$86.70	\$ 1,446,858

⁽¹⁾ Non-equity incentive awards to Messrs. Thiry, Kogod, Rodriguez and Borgen were made under the EIP. The "maximum" amounts shown in the table above reflect the largest possible payments under the EIP for the 2011 performance period for purposes of qualifying the plan under Section 162(m) of the Code. There are no thresholds or targets under the EIP; however, pursuant to Mr. Thiry's employment agreement, his target incentive bonus opportunity for each fiscal year shall be equal to 100% of his base salary in effect at

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the beginning of such fiscal year; provided, that the amount of his bonus may exceed 100% of his base salary if target performance goals for the fiscal year are exceeded. With respect to Messrs. Kogod, Rodriguez and Borgen and Ms. Rivera, because the Compensation Committee does not set a target amount under the EIP, the target amount reported is the cash bonus amount earned by each of them under the EIP in 2010. The EIP provides that the Compensation Committee may use "negative discretion" to award any amount that does not exceed the maximum. The actual amounts awarded under the EIP are reported in the "Non-Equity Incentive Plan Compensation" column of the "2011 Summary Compensation Table." For a description of the EIP, see "Compensation Discussion and Analysis—Elements of Compensation—Annual Performance-Based Compensation—Executive Incentive Plan" in this Proxy Statement.

- (2) These amounts are the aggregate grant date fair values of each award determined pursuant to FASB ASC Topic 718. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2011 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FASB ASC Topic 718.
- (3) This number represents SSARs awarded under the Equity Compensation Plan. These awards vest 50% on the third and fourth anniversaries of the grant date.
- (4) This number represents SSARs awarded under the Equity Compensation Plan. These awards vest 33% on the second, third and fourth anniversary of the grant date.

Narrative to the Grants of Plan-Based Awards Table

Awards

See "Compensation Discussion and Analysis—Elements of Compensation—Annual Performance-Based Compensation—Executive Incentive Plan," "Compensation Discussion and Analysis—Elements of Compensation—Long-Term Equity Incentives" in this Proxy Statement for a description of the EIP and grants of SSAR awards.

Salary and Cash Bonus in Proportion to Total Compensation

The following table sets forth the percentage of each named executive officer's total compensation as set forth in the Summary Compensation Table that we paid in the form of base salary and cash bonus. For a description of the objectives of our compensation programs and overall compensation philosophy, please see "Compensation Discussion and Analysis" beginning on page 40 of this Proxy Statement.

Name	Salary and Cash Bonus as Percentage of Total 2011 Compensation
Kent J. Thiry	29%
Dennis L. Kogod	30%
Javier J. Rodriguez	25%
Luis A. Borgen	55%
Kim M. Rivera	52%

The following table sets forth information concerning outstanding stock options and SSARs and unvested stock awards held by each of the named executive officers at December 31, 2011.

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2011 Outstanding Equity Awards at Fiscal Year-End

Name	Grant Date	Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ⁽¹⁾ (\$)
Kent J. Thiry	3/16/2007	50,000 ⁽²⁾	—	\$52.76	3/16/2012		
	3/11/2008	625,000 ⁽²⁾	125,000 ⁽²⁾	\$43.70	3/11/2013		
	3/2/2009	379,166 ⁽²⁾	270,834 ⁽²⁾	\$46.26	3/2/2014		
	3/31/2010	131,250 ⁽³⁾	168,750 ⁽³⁾	\$63.40	3/31/2015		
	4/13/2011	—	500,000 ⁽⁴⁾	\$86.70	4/13/2016		
	3/31/2010					56,250 ⁽⁵⁾	\$4,264,313
Dennis L. Kogod	3/14/2007	4,167 ⁽²⁾	—	\$52.12	3/14/2012		
	3/14/2007	25,000 ⁽⁶⁾	—	\$52.12	3/14/2012		
	2/28/2008	33,333 ⁽²⁾	33,334 ⁽²⁾	\$50.37	2/28/2013		
	3/2/2009	104,166 ⁽²⁾	145,834 ⁽²⁾	\$46.26	3/2/2014		
	3/31/2010	65,625 ⁽³⁾	84,375 ⁽³⁾	\$63.40	3/31/2015		
	4/13/2011	—	250,000 ⁽⁴⁾	\$86.70	4/13/2016		
	3/31/2010					28,125 ⁽⁵⁾	\$2,132,156
Javier J. Rodriguez	3/14/2007	7,500 ⁽²⁾	—	\$52.12	3/14/2012		
	3/14/2007	25,000 ⁽⁶⁾	—	\$52.12	3/14/2012		
	7/30/2007	150,000 ⁽²⁾	—	\$54.13	7/30/2012		
	2/28/2008	83,333 ⁽²⁾	16,667 ⁽²⁾	\$50.37	2/28/2013		
	3/6/2009	37,916 ⁽²⁾	27,084 ⁽²⁾	\$45.72	3/6/2014		
	3/31/2010	—	28,000 ⁽⁸⁾	\$63.40	3/31/2015		
	4/13/2011	—	130,000 ⁽⁴⁾	\$86.70	4/13/2016		
	12/8/2011	—	40,000 ⁽⁸⁾	\$73.92	12/8/2016		
	7/30/2007					3,333 ⁽⁹⁾	\$ 252,675
	3/31/2010					10,500 ⁽⁹⁾	\$ 796,005
Luis A. Borgen	3/22/2010	5,000 ⁽²⁾	40,000 ⁽²⁾	\$64.19	3/22/2015		
	5/26/2011	—	20,000 ⁽⁴⁾	\$83.94	5/26/2016		
	3/22/2010					15,000 ⁽¹⁰⁾	\$1,137,150
Kim M. Rivera	1/8/2010	12,500 ⁽²⁾	40,000 ⁽²⁾	\$61.00	1/8/2015		
	4/13/2011	—	60,000 ⁽⁴⁾	\$86.70	4/13/2016		
	1/8/2010					5,000 ⁽¹⁰⁾	\$ 379,050

⁽¹⁾ The market value of shares or units of stock that have not vested reflects the \$75.81 closing price of our stock on December 31, 2011, as reported by the NYSE.

⁽²⁾ These SSARs vest 25% on the first anniversary, 8.33% on the 20th month and 8.33% every four months thereafter from the grant date.

⁽³⁾ These SSARs vest 25% on the first anniversary and 6.25% every three months thereafter from the grant date.

⁽⁴⁾ These SSARs vest 50% on the third and fourth anniversaries of the grant date.

⁽⁵⁾ 25% of these restricted stock units vested on May 15, 2011. The remaining 75% of these restricted stock units will vest in equal installments on each of May 15, 2012, May 15, 2013 and May 15, 2014.

⁽⁶⁾ These SSARs vest 50% on the third anniversary, 12.5% on the 45th month and 12.5% every three months thereafter from the grant date.

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- (7) These SSARs vest 25% on the second anniversary, 12.5% on the 32nd month and 12.5% every four months thereafter from the grant date.
- (8) These SSARs vest 33% on the second, third and fourth anniversaries of the grant date.
- (9) These restricted stock units vest 33% on each of May 15, 2012, May 15, 2013 and May 15, 2014.
- (10) These restricted stock units vest 33.34% on the third anniversary and 11.11% every four months thereafter from the grant date.

The following table sets forth information concerning the exercise of stock options and SSARs and the vesting of stock awards held by each of the named executive officers during 2011.

2011 Option Exercises and Stock Vested

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) ⁽¹⁾	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽²⁾
Kent J. Thiry	765,000	\$ 24,503,357	18,750	\$ 1,604,813
Dennis L. Kogod	389,166	\$ 12,253,456	9,375	\$ 801,736
Javier J. Rodriguez	127,500	\$ 4,398,650	5,000	\$ 408,715
Luis A. Borgen	15,000	\$ 268,526	—	—
Kim M. Rivera	7,500	\$ 142,791	—	—

- (1) Value realized on exercise is determined by subtracting the exercise or base price from the market price of our common stock at exercise, and multiplying the remainder by the number of shares exercised.
- (2) Value realized on vesting is determined by multiplying the number of shares underlying restricted stock units by the closing price for our common stock on the date of vesting, as reported by the NYSE.

2011 Pension Benefits

The company does not have a defined benefit pension plan in which any employee, including the named executive officers, can participate to receive payments or other benefits at, following, or in connection with retirement.

The following table sets forth information concerning the company's nonqualified deferred compensation plans.

2011 Nonqualified Deferred Compensation

Name	Executive Contributions in Last FY (\$)	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$) ⁽¹⁾	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last FYE (\$)
Kent J. Thiry					
Voluntary Deferral Plan	1,443,750 ⁽²⁾	—	\$(109,155)	—	\$2,693,303 ⁽³⁾
Dennis L. Kogod					
Executive Retirement Plan	—	—	\$ (5,111)	—	\$ 188,372
Javier J. Rodriguez					
Voluntary Deferral Plan	—	—	\$ (26,473)	—	\$ 390,997 ⁽⁴⁾
Luis A. Borgen ⁽⁵⁾	—	—	—	—	—
Kim M. Rivera ⁽⁵⁾	—	—	—	—	—

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- (1) Unless otherwise indicated, none of the earnings in this column are included in the Summary Compensation Table because they are not preferential or above market.
- (2) This amount is reported in the "Salary" column in the Summary Compensation Table for 2011.
- (3) Mr. Thiry also deferred \$772,596 in 2009 and \$255,769 in 2008 into the Voluntary Deferral Plan. The 2009 amount is reported in the "Salary" column of the Summary Compensation Table and the 2008 amount was reported in the "Salary" column of last year's Summary Compensation Table for 2008.
- (4) Mr. Rodriguez deferred \$338,934 of his base salary in 2007, as previously reported in the company's Summary Compensation Table for 2007.
- (4) Mr. Borgen and Ms. Rivera did not participate in any of the company's nonqualified deferred compensation plans in 2011.

The 2011 Nonqualified Deferred Compensation Table presents amounts deferred under our Voluntary Deferral Plan. Under the Voluntary Deferral Plan, participants may defer (i) up to 50% of their base salary, (ii) all or a portion of their annual bonus payment that is earned in the same year as their base salary but payable in the following year and (iii) all or a portion of their other compensation as determined by the company. Deferred amounts are credited with earnings or losses based on the rate of return of one or more investment alternatives selected by the participant from among the investment funds selected by the company. Participants may change their investment elections daily. We do not make contributions to participants' accounts under the Voluntary Deferral Plan. All participant contributions are irrevocably funded into a rabbi trust for the benefit of those participants. Assets held in the trust are subject to the claims of the company's general creditors in the event of the company's bankruptcy or insolvency until paid to the plan participants. Distributions are generally paid out in cash at the participant's election either in the first or second year following retirement or in a specified year at least three to four years after the deferral election was effective. Participants elect to receive distributions in the form of one, five, ten, fifteen or twenty annual installments. If the participant has not elected a specified year for payout and the participant becomes disabled, dies or has a separation from service, distributions generally will be paid in a lump sum cash distribution. In the event of an unforeseeable emergency, the plan administrator may, in its sole discretion, authorize the cessation of deferrals by a participant, provide for immediate distribution to a participant in the form of a lump sum cash payment or provide for such other payment schedule as the plan administrator deems appropriate.

The table also presents amounts deferred under our Executive Retirement Plan. The Executive Retirement Plan was assumed by the company from Gambro Healthcare, Inc. following our acquisition of Gambro Healthcare in October 2005. Amounts contributed to the plan were based on a percentage of an executive's annual base salary and such contributions were made prior to our assumption of the plan. We did not make any contributions to the Executive Retirement Plan following our assumption of the plan and effective February 1, 2006 we amended the plan to eliminate the obligation to make further contributions under the plan. Under the plan, amounts in a participant's deferred account vest 100% upon the earlier of: (i) two years of service following the date of contribution and (ii) the date the participant reaches the age of 60. All amounts contributed under this plan and currently in deferred accounts were contributed prior to February 1, 2006 and therefore are fully vested. Deferred amounts are credited with earnings or losses based on the rate of return of one or more investment alternatives selected by the participant from among the investment funds selected by the company. Participants may change their investment elections daily. All contributions are irrevocably funded into a rabbi trust for the benefit of plan participants. Assets held in the trust are subject to the claims of the company's general creditors in the event of the company's bankruptcy or insolvency until paid to the plan participants.

Table of Contents**Potential Payments Upon Termination or Change of Control*****General Terms and Definitions***

For purposes of the employment agreements with each of our named executive officers and the table below:

"Cause" is defined in Mr. Thiry's employment agreement as any of the following: (i) conviction of a felony; (ii) any act of fraud or dishonesty resulting or intended to result directly or indirectly in personal enrichment at the expense of the company; (iii) repeated failure or refusal by the executive to follow policies established by the Board of Directors or written directives of the Board of Directors that goes uncorrected for a period of 30 consecutive days after notice of such failure or refusal, and that is material and willful and has a material adverse effect on the company's business; or (iv) a material breach of the executive's employment agreement that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive.

Involuntary termination for "Material Cause" occurs if the company terminates employment for any of the following reasons: (i) conviction of a felony or plea of no contest to a felony; (ii) any act of fraud or dishonesty in connection with the performance of the executive's duties; (iii) repeated failure or refusal by the executive to follow lawful policies or directives reasonably established by the chief executive officer of the company or his designee that goes uncorrected for a period of 10 consecutive days after written notice has been provided to the executive; (iv) a material breach of the executive's employment agreement; (v) any gross or willful misconduct or gross negligence by the executive in performance of his duties; (vi) egregious conduct by the executive that brings the company or any of its subsidiaries or affiliates into public disgrace or disrepute; (vii) an act of unlawful discrimination, including sexual harassment; (viii) a violation of the duty of loyalty or of any fiduciary duty; or (ix) exclusion or notice of exclusion of the executive from participating in any federal health care program. Further, Mr. Borgen's employment agreement also includes the following reason for termination under the definition of "Material Cause": the executive's failure to relocate to Denver, Colorado with his immediate family by September 6, 2010. Further, the definition of "Material Cause" in Ms. Rivera's employment agreement includes the following additional language: "Before the company may discharge Ms. Rivera for an act of fraud or dishonesty in connection with the performance of her duties, Ms. Rivera shall have a right to contest her termination to the entire Board of Directors."

"Material Cause" is defined in the employment agreement of Mr. Kogod as any of the following: (i) conviction of a felony or plea of no contest to a felony; (ii) the adjudication by a court of competent jurisdiction that the executive has committed any act of fraud or dishonesty resulting or intended to result directly or indirectly in personal enrichment at the expense of the company; (iii) repeated failure or refusal by the executive to follow policies or directives reasonably established by the chief executive officer of the company or his designee that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive; (iv) a material breach of the executive's employment agreement that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive; (v) any gross or willful misconduct or gross negligence by the executive in the performance of his duties; (vi) egregious conduct by the executive that brings the company or any of its subsidiaries or affiliates into public disgrace or disrepute; (vii) an act of unlawful discrimination, including sexual harassment; (viii) a violation of the duty of loyalty or of any fiduciary duty; or (ix) exclusion or notice of exclusion of the executive from participating in any federal health care program.

Except with respect to Mr. Thiry, as noted below, a "Change of Control" means (i) any transaction or series of transactions in which any person or group (within the meaning of Rule 13d-5 under the Exchange Act and Sections 13(d) and 14(d) of the Exchange Act) becomes the direct or indirect "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), by way of a stock issuance, tender offer, merger, consolidation, other business combination or otherwise, of greater than 50% of the total voting power (on a fully diluted basis as if all convertible securities had been converted and all warrants and options had been exercised) entitled to vote in the

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election of directors of the company (including any transaction in which the company becomes a wholly-owned or majority-owned subsidiary of another corporation), (ii) any merger or consolidation or reorganization in which the company does not survive, (iii) any merger or consolidation in which the company survives, but the shares of the company's common stock outstanding immediately prior to such merger or consolidation represent 40% or less of the voting power of the company after such merger or consolidation, and (iv) any transaction in which more than 40% of the company's assets are sold. However, despite the occurrence of any of the above-described events, a "Change of Control" will not have occurred if Mr. Thiry remains the chief executive officer of the company for at least one year after the Change of Control or becomes the chief executive officer or executive chair of the surviving company with which the company merged or consolidated and remains in that position for at least one year after the Change of Control.

"Good Cause" means the occurrence of the following events without the executive's express written consent: (i) the company materially diminishes the scope of the executive's duties and responsibilities; or (ii) the company materially reduces the executive's base compensation. Notwithstanding the above, the occurrence of any such condition shall not constitute Good Cause unless the executive provides notice to the company of the existence of such condition not later than 90 days after the initial existence of such condition, and the company shall have failed to remedy such condition within 30 days after receipt of such notice.

"Good Reason" is defined in Mr. Borgen's employment agreement as the occurrence of the following events without the executive's express written consent: (i) the company reduces the executive's annual base salary in a percentage greater than concurrent base salary reductions for similarly-situated executives; (ii) the company fails to pay compensation on a timely basis or continue benefits in accordance with the terms of the executive's employment agreement, as amended; (iii) the company assigns the executive to a new work location more than thirty-five miles from the executive's assignment to the company's current offices in Denver, Colorado; or (iv) any material breach by the company of the executive's employment agreement.

With respect to Mr. Thiry's employment agreement, "Good Reason" means during the employment period, without the written consent of the executive, any one or more of the following (provided that an isolated, insubstantial or inadvertent action not taken in bad faith or failure not occurring in bad faith which is remedied by the company promptly after receipt of notice thereof given by the executive shall not constitute Good Reason): (i) the assignment to the executive of any duties inconsistent in any material and adverse respect with the executive's then current duties and responsibilities; (ii) the material and adverse change in the executive's titles or positions; (iii) reduction in the executive's base salary or target annual incentive opportunity, unless such reductions are part of an across-the-board reduction that applies to all senior executives of the company and takes effect prior to a Change in Control (as defined below for Mr. Thiry); or (iv) any material breach by the company of the employment agreement, that is not corrected within 30 days after notice of such breach.

For purposes of the definition of "Good Reason" in Mr. Thiry's employment agreement above, a "Change of Control" means (i) any transaction or series of transactions in which any person or group (within the meaning of Rule 13d-5 under the Exchange Act and Sections 13(d) and 14(d) under the Exchange Act) becomes the direct or indirect "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), by way of a stock issuance, tender offer, merger, consolidation, other business combination or otherwise, of greater than 40% of the total voting power (on a fully diluted basis as if all convertible securities had been converted and all warrants and options had been exercised) entitled to vote in the election of directors of the company (including any transaction in which the company becomes a wholly-owned or majority-owned subsidiary of another corporation), (ii) consummation of any merger or consolidation in which the shares of the company's common stock outstanding immediately prior to such merger or consolidation represent 50% or less of the voting power of the corporation resulting from such merger or consolidation, or, if applicable, the ultimate parent corporation of such corporation, (iii) during any twenty-four month period, individuals who, as of the beginning of such period, constitute the Board (the "Incumbent Board") cease for any reason to constitute at least a majority of such Board; provided that any individual who becomes a director of the company subsequent to the beginning of such period whose election, or nomination for election by the company's stockholders, was approved by the vote of at least a

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majority of the directors then comprising the Incumbent Board shall be deemed a member of the Incumbent Board; and provided further, that any individual who was initially elected as a director of the company as a result of an actual or threatened solicitation by a person other than the Board for the purpose of opposing a solicitation by any other person with respect to the election or removal of directors, or any other actual or threatened solicitation of proxies or consents by or on behalf of any person other than the Board shall not be deemed a member of the Incumbent Board, (iv) consummation of any transaction in which all or substantially all of the company's assets are sold, or (v) the approval by the company's shareholders of a plan of complete liquidation or dissolution of the company; provided, however, that no transaction contemplated by clauses (i) through (iv) above shall constitute a Change of Control if the person acting as the chief executive officer of the company for the twelve months prior to such transaction continues as the chief executive officer or executive chairman of the Board of Directors of the company or becomes the chief executive officer or executive chairman of the Board of Directors of the entity that has acquired control of the company as a result of such transaction (the "Acquiror") immediately after such transaction and remains the chief executive officer or executive chairman of the Board of Directors for not less than twelve months following the transaction, and further provided, that in the event that the person acting as the chief executive officer of the company for the twelve months prior to such transaction ceases to be chief executive officer or executive chairman of the Board of Directors of the company or of the Acquiror during the twelve months following the transaction, a Change of Control shall be deemed to have occurred on the date on which such person ceases to be chief executive officer or executive chairman of the Board of Directors.

Table of Contents*Severance Payments and Benefits*

The following tables and summary set forth the company's payment obligations pursuant to the terms of the employment agreements for each of our named executive officers, under the circumstances described below, assuming that their employment was terminated on December 31, 2011. For a description of the value of stock-based awards held by Messrs. Thiry, Kogod, Rodriguez, Borgen, and Ms. Rivera that are subject to accelerated vesting upon a Change of Control, see "—Accelerated Vesting of Stock-Based Awards" below.

	Payment of Base Salary (or multiple thereof) in effect at termination for a specified period following termination	Bonus ⁽¹⁾	Continued Health Benefits for a Specified Period Following Termination	Office and Secretarial Assistance	Tax Gross- Up	Total Value
Kent J. Thiry						
Death	—	\$3,750,000 ⁽²⁾	—	—	—	\$ 3,750,000
Disability	—	\$3,750,000 ⁽²⁾	—	—	—	\$ 3,750,000
Involuntary Termination without Cause	\$11,587,500 ⁽³⁾	\$3,750,000 ⁽⁴⁾	\$ 58,208 ⁽⁵⁾	\$380,456 ⁽⁶⁾	—	\$15,776,164
Involuntary Termination without Cause (prior to age 62) ⁽⁷⁾	\$ 5,793,750 ⁽⁸⁾	\$3,750,000 ⁽⁴⁾	\$ 58,208 ⁽⁵⁾	\$380,456 ⁽⁶⁾	—	\$ 9,982,414
Resignation for Good Reason	\$11,587,500 ⁽⁹⁾	\$3,750,000 ⁽⁴⁾	\$ 58,208 ⁽⁵⁾	\$380,456 ⁽⁶⁾	—	\$15,776,164
Dennis L. Kogod						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	\$ 800,000 ⁽⁹⁾	\$1,500,000 ⁽¹⁰⁾	—	—	—	\$ 2,300,000
Resignation Following a Good Cause Event Unrelated to a Change of Control	\$ 800,000 ⁽⁹⁾	\$1,500,000 ⁽¹⁰⁾	—	—	—	\$ 2,300,000
Resignation Following a Good Cause Event After a Change of Control	\$ 1,600,000 ⁽¹¹⁾	\$1,500,000 ⁽¹⁰⁾	—	—	—	\$ 3,100,000
Javier J. Rodriguez						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	\$ 1,050,000 ⁽¹²⁾	\$1,000,000 ⁽¹³⁾	—	—	—	\$ 2,050,000
Resignation for Good Cause	\$ 1,050,000 ⁽¹²⁾	\$1,000,000 ⁽¹³⁾	—	—	—	\$ 2,050,000
Resignation Following a Good Cause Event After a Change of Control	\$ 1,400,000 ⁽¹⁴⁾	\$1,000,000 ⁽¹³⁾	—	—	—	\$ 2,400,000
Luis A. Borgen						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	\$ 450,000 ⁽¹⁵⁾	—	\$ 18,464 ⁽¹⁶⁾	—	—	\$ 468,464
Resignation for Good Reason	\$ 450,000 ⁽¹⁵⁾	—	\$ 18,464 ⁽¹⁶⁾	—	—	\$ 468,464
Kim M. Rivera						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—

Involuntary Termination for Other than Material Cause	\$ 500,000 ⁽¹⁷⁾	\$ 188,000 ⁽¹⁸⁾	—	—	—	\$ 688,000
Resignation Following a Good Cause Event	\$ 500,000 ⁽¹⁷⁾	\$ 188,000 ⁽¹⁸⁾	—	—	—	\$ 688,000

⁽¹⁾ Does not include any amounts payable to Messrs. Thiry and Rodriguez pursuant to our Voluntary Deferral Plan which amounts are included in the 2011 Nonqualified Deferred Compensation Table. Such amounts are currently vested, but payment thereof may be accelerated in the event of death, disability or termination of employment.

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- (2) Mr. Thiry (or his estate) will be entitled to receive the amount of any bonus earned and payable but not yet paid for the fiscal year prior to the year in which the termination occurs. On December 31, 2011, Mr. Thiry had fully earned his bonus for 2011, so he would have received the full amount of his annual incentive bonus as reported in the Summary Compensation Table upon termination.
- (3) Mr. Thiry will be entitled to receive a lump-sum payment equal to the product of (x) three, and (y) the sum of his base salary in effect as of the date of termination and the Prior Bonus. "Prior Bonus" means the average of the annual incentive bonus earned under the EIP (including any bonus earned and payable but not yet paid) for the last two fiscal years before the fiscal year in which Mr. Thiry's employment was terminated. The amount reported in the table above reflects the product of (x) three, and (y) the sum of Mr. Thiry's base salary as of December 31, 2011, which was \$1,050,000, and the average of Mr. Thiry's 2010 annual incentive bonus in the amount of \$3,125,000 and Mr. Thiry's 2009 annual incentive bonus in the amount of \$2,500,000.
- (4) Mr. Thiry will be entitled to receive the amount of any bonus earned and payable but not yet paid for the fiscal year prior to the year in which the termination occurs. Mr. Thiry will also be entitled to receive a prorated annual incentive bonus (based on the actual bonus earned under the objective standards set forth in the EIP for the fiscal year in which the termination occurs) through and including the date of termination. On December 31, 2011, Mr. Thiry had fully earned his annual incentive bonus for 2011, so he would have received the full amount of his annual incentive bonus as reported in the Summary Compensation Table upon termination.
- (5) Mr. Thiry will continue to receive his health benefits for the three-year period following termination. The amount reported in the table above is the estimated actual cost of COBRA insurance premiums for Mr. Thiry for the three-year period following termination.
- (6) Mr. Thiry will be entitled to the use of an office and services of an administrative assistant for three years or until he obtains other full-time employment. The amounts above reflect the estimated costs to us of providing the office and secretarial services for three years.
- (7) Mr. Thiry will be entitled to receive the payments set forth in this row in the event that, prior to the date on which Mr. Thiry attains age 62, the Board of Directors gives Mr. Thiry written notice that the term of his employment agreement shall not be extended.
- (8) Mr. Thiry will be entitled to receive a lump sum payment equal to the product of (x) one and one-half, and (y) the sum of his base salary in effect as of the date of termination and the Prior Bonus (as defined above). The amount reported in the table above reflects the product of (x) one and one-half, and (y) the sum of Mr. Thiry's base salary as of December 31, 2011, which was \$1,050,000, and the average of Mr. Thiry's 2010 annual incentive bonus in the amount of \$3,125,000 and Mr. Thiry's 2009 annual incentive bonus in the amount of \$2,500,000.
- (9) Mr. Kogod will be entitled to receive his salary for the one-year period following his termination or resignation. As of December 31, 2011, Mr. Kogod's base salary was \$800,000.
- (10) Mr. Kogod will be entitled to receive a lump-sum payment equivalent to the bonus that he had been paid in the year before the termination. The company interprets this severance provision to mean the severance is based on the bonus paid "for" the year prior to the year for which a bonus was most recently earned. Mr. Kogod had fully earned his bonus for 2011 on December 31, 2011. This severance amount is reported as the bonus paid to Mr. Kogod for 2010, which was \$1,500,000.
- (11) Mr. Kogod will be entitled to receive his salary for the two-year period following his resignation.
- (12) Mr. Rodriguez will be entitled to receive his salary for the 18-month period following his termination or resignation. As of December 31, 2011, Mr. Rodriguez's base salary was \$700,000.
- (13) If Mr. Rodriguez is terminated after April in a given year, he will be entitled to receive a lump-sum payment equal to the bonus paid in the year prior to the termination, pro-rated for the number of months served in the year his employment is terminated. The company interprets this severance provision to mean the severance is based on the bonus paid "for" the year prior to the year for which a bonus was most recently earned. Mr. Rodriguez had fully earned his bonus for 2011 on December 31, 2011. This severance amount is reported as the bonus paid to Mr. Rodriguez for 2010, which was \$1,000,000.
- (14) Mr. Rodriguez will be entitled to receive his salary for the two-year period following his resignation.
- (15) Mr. Borgen will be entitled to receive his salary for the one-year period following his termination or resignation. As of December 31, 2011, Mr. Borgen's base salary was \$450,000.
- (16) Mr. Borgen will continue to receive his health benefits for the one-year period following termination. The amount reported in the table above is the estimated actual cost of COBRA insurance premiums for Mr. Borgen for the one-year period following termination.
- (17) Ms. Rivera will be entitled to receive her salary for the one-year period following her termination or resignation. As of December 31, 2011, Ms. Rivera's base salary was \$500,000.

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(18) If Ms. Rivera is terminated after April in a given year, she will be entitled to receive a payment equal to the bonus paid in the year prior to the termination, pro-rated for the number of months served in the year her employment is terminated, to be paid in equal installments over the one-year period following the termination of her employment. The company interprets this severance provision to mean the severance is based on the bonus paid "for" the year prior to the year for which a bonus was most recently earned. Ms. Rivera had fully earned her bonus for 2011 on December 31, 2011. This severance amount is reported as the bonus paid to Ms. Rivera for 2010, which was \$188,000.

Other Severance Payments and Benefits

The company's obligation to provide continued health benefits under the circumstances set forth in the tables above is subject to earlier termination in connection with the executive accepting employment with another employer.

In the event of termination as a result of death, the estates of the named executive officers identified in the tables above will also receive the proceeds of the respective term life insurance policy for each named executive officer. The coverage amount for each named executive officer is as follows: \$1,201,000 for Mr. Thiry, \$585,000 for Mr. Kogod, \$500,000 for Mr. Rodriguez, \$500,000 for Mr. Borgen, and \$500,000 for Ms. Rivera.

Pursuant to the terms of his employment agreement, Mr. Thiry will be eligible to receive a "gross-up" payment to the extent that any payment or benefit received or to be received by him is reduced by tax obligations possibly imposed by Sections 280G or 4999 of the Internal Revenue Code.

To receive the severance payments and benefits described above, each named executive officer must execute the company's standard severance and general release agreement. In addition, the employment agreements with each of our named executive officers include confidentiality provisions that would apply until the confidential information becomes publicly available (other than through breach by the named executive officer). These employment agreements also include nonsolicitation provisions which prohibit each named executive officer from soliciting any patient or customer of the company to patronize a competing dialysis facility or from soliciting any patient, customer, supplier or physician to terminate their business relationship with the company, for a period of two years following the termination of the named executive officer's employment. However, with respect to Mr. Borgen and Mr. Kogod, the nonsolicitation provision would apply for a period of one year following termination.

Accelerated Vesting of Stock-Based Awards

For grants and awards of SSARs and/or restricted stock units to our named executive officers, the stock-based award agreements provide that in the event that either (i) in connection with a Change of Control (as defined below), the acquiring entity fails to assume, convert or replace the named executive officer's options or awards, or (ii) the named executive officer's employment is terminated within the twenty-four-month period following a Change of Control by the company (or the acquiring entity) other than for Cause (as defined below) or, if applicable, by the named executive officer in accordance with the termination for Good Reason provisions of the named executive officer's employment agreement, if any, then, in any such case, the options or awards shall automatically vest and become immediately exercisable in their entirety, such vesting to be effective as of immediately prior to the effective date of the Change of Control in the case of (i), and as of the date of termination of the named executive officer's employment in the case of (ii).

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The table below sets forth the value of the company's obligations upon the automatic vesting of the stock-based awards of our named executive officers as described above and assumes that the triggering event took place on December 31, 2011, the last day of our most recent fiscal year.

Name	Value of Options/ SSARs ⁽¹⁾	Value of Stock Awards ⁽²⁾	Tax Gross-Up
Kent J. Thiry ⁽³⁾⁽⁴⁾	\$14,111,082	\$4,264,313	—
Dennis L. Kogod	\$ 6,204,505	\$2,132,156	—
Javier J. Rodriguez	\$ 1,662,046	\$1,048,680	—
Luis A. Borgen	\$ 464,800	\$1,137,150	—
Kim M. Rivera	\$ 592,400	\$ 379,050	—

⁽¹⁾ Values are based on the aggregate difference between the respective exercise or base prices and the closing sale price of our common stock on December 31, 2011, which was \$75.81 per share, as reported by the NYSE.

⁽²⁾ Values are based on the aggregate number of shares underlying restricted stock units multiplied by the closing sale price of our common stock on December 31, 2011, which was \$75.81 per share, as reported by the NYSE.

⁽³⁾ Pursuant to the terms of his employment agreement entered into on July 25, 2008, Mr. Thiry would be entitled to receive a "gross-up" payment to the extent any benefit received is reduced by tax obligations possibly imposed by Sections 280G or 4999 of the Internal Revenue Code. Any such tax gross-up amount would be calculated using a 20% excise tax rate and an approximately 40% individual income tax rate and assumes that the base amount for purposes of Sections 280G and 4999 of the Internal Revenue Code has been allocated between the cash severance and equity components of the change of control benefits in proportion to the amounts of each component. Assuming a triggering event took place on December 31, 2011, there would not be any tax gross-up amount payable.

⁽⁴⁾ After Mr. Thiry has been employed by the company at least ten years, 50% of any unvested SSARs, stock options and restricted stock units would vest upon any termination by Mr. Thiry without Cause or for Good Reason. Since Mr. Thiry has been employed for over ten years as of December 31, 2011, the value of such accelerated vesting is equal to 50% of the amounts set forth in the table.

Definitions under Stock-Based Award Agreements

For purposes of the stock-based award agreements and the table above:

A "Change of Control" means (i) any transaction or series of transactions in which any person or group (within the meaning of Rule 13d-5 under the Exchange Act and Sections 13(d) and 14(d) of the Exchange Act) becomes the direct or indirect "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), by way of a stock issuance, tender offer, merger, consolidation, other business combination or otherwise, of greater than 50% of the total voting power (on a fully diluted basis as if all convertible securities had been converted and all warrants and options had been exercised) entitled to vote in the election of directors of the company (including any transaction in which the company becomes a wholly-owned or majority-owned subsidiary of another corporation), (ii) any merger or consolidation or reorganization in which the company does not survive, (iii) any merger or consolidation in which the company survives, but the shares of the company's common stock outstanding immediately prior to such merger or consolidation represent 50% or less of the voting power of the company after such merger or consolidation, and (iv) any transaction in which more than 50% of the company's assets are sold.

No transaction will constitute a Change of Control under the stock-based award agreements if both (x) the person acting as the chief executive officer of the company for the six months prior to such transaction becomes the chief executive officer or executive chairman of the board of directors of the entity that has acquired control of the company as a result of such transaction immediately after such transaction and remains the chief executive

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officer or executive chairman of the board of directors for not less than one year following the transaction and (y) a majority of the acquiring entity's board of directors immediately after such transaction consist of persons who were directors of the company immediately prior to such transaction.

"Cause" means: (1) a material breach by the executive of those duties and responsibilities of the executive which do not differ in any material respect from the duties and responsibilities of the executive during the 90-day period immediately prior to a Change of Control (other than as a result of incapacity due to physical or mental illness) which is demonstrably willful and deliberate on the executive's part, which is committed in bad faith or without reasonable belief that such breach is in the best interests of the company and which is not remedied in a reasonable period of time after receipt of written notice from the company specifying such breach; (2) willful misconduct or gross negligence which results in material harm to the company; (3) the conviction of the executive of, or a plea of nolo contendere by the executive to, a felony or other crime involving fraud or dishonesty; or (4) willful violation of company policies which results in material harm to the company.

Compensation of Directors

The following table sets forth information concerning the compensation of our non-employee directors during 2011.

2011 Director Compensation

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾ (3) (4)	Option Awards (\$) ⁽⁵⁾ (6)	Total (\$)
Pamela M. Arway	\$ 32,000	\$ 85,012	\$228,775	\$345,787
Charles G. Berg	\$ 34,692	\$ 87,960	\$228,775	\$351,427
Willard W. Brittain, Jr. ⁽⁷⁾	\$ 19,541	\$ 61,976	\$228,775	\$310,292
Carol Anthony ("John") Davidson	\$ 30,000	\$ 80,000	\$ —	\$110,000
Paul J. Diaz	\$ 17,000	\$ 44,963	\$228,775	\$290,738
Peter T. Grauer	\$ 38,000	\$ 206,343	\$343,163	\$587,506
John M. Nehra	\$ 26,500	\$ 90,984	\$343,163	\$460,647
William L. Roper	\$ 38,800	\$ 86,537	\$343,163	\$468,500
Roger J. Valine	\$ 48,800	\$ 93,947	\$343,163	\$485,910

(1) Consists of the amounts described below under "Annual Retainer," "Lead Independent Director and Committee Chair Retainer," "Meeting Fees," and "Expense Reimbursement and Per Diem Compensation." With respect to Messrs. Valine, Nehra, Roper and Grauer, includes the \$10,000 cash portion for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.

(2) With respect to Messrs. Valine, Nehra, Roper and Grauer, includes the \$10,000 equity portion denominated in restricted stock units for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively, which are deferred for one year from grant. With respect to Mr. Grauer, includes 1,500 restricted stock units for service as lead independent director.

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(3) The amounts shown in this column reflect the aggregate grant date fair value of all common stock awards and restricted stock unit awards granted to our directors during 2011 as estimated by the company for financial reporting purposes pursuant to FASB ASC Topic 718. The grant date fair value of each such award is set forth below:

Name*	Stock Awards	
	Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock Awards (\$)*
Pamela M. Arway	113	1/20/2011 \$ 8,005
	79	3/9/2011 \$ 6,503
	99	3/10/2011 \$ 8,008
	35	3/31/2011 \$ 2,993
	92	5/19/2011 \$ 7,975
	35	6/30/2011 \$ 3,031
	48	7/27/2011 \$ 3,987
	96	7/28/2011 \$ 7,934
	48	9/30/2011 \$ 3,008
	163	10/6/2011 \$ 10,541
	130	10/7/2011 \$ 8,020
	54	12/8/2011 \$ 3,992
	107	12/9/2011 \$ 7,983
	40	12/31/2011 \$ 3,032
Total	1,139	\$ 85,012
Charles G. Berg	113	1/20/2011 \$ 8,005
	97	3/9/2011 \$ 7,985
	99	3/10/2011 \$ 8,008
	35	3/31/2011 \$ 2,993
	138	5/19/2011 \$ 11,963
	35	6/30/2011 \$ 3,031
	48	7/27/2011 \$ 3,987
	96	7/28/2011 \$ 7,934
	48	9/30/2011 \$ 3,008
	124	10/6/2011 \$ 8,019
	130	10/7/2011 \$ 8,020
	54	12/8/2011 \$ 3,992
	107	12/9/2011 \$ 7,983
	40	12/31/2011 \$ 3,032
Total	1,164	\$ 87,960
Willard W. Brittain, Jr.	30	3/9/2011 \$ 2,470
	130	3/10/2011 \$ 10,516
	35	3/31/2011 \$ 2,993
	92	5/19/2011 \$ 7,975
	35	6/30/2011 \$ 3,031
	30	7/27/2011 \$ 2,492
	96	7/28/2011 \$ 7,934
	48	9/30/2011 \$ 3,008
	39	10/6/2011 \$ 2,522
	130	10/7/2011 \$ 8,020
	107	12/9/2011 \$ 7,983
	40	12/31/2011 \$ 3,032
Total	812	\$ 61,976

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Name*	Stock Awards		Grant Date Fair Value of Stock Awards (\$)*
	Number of Shares of Stock or Units (#)	Grant Date	
Carol Anthony ("John") Davidson	113	1/20/2011	\$ 8,005
	49	3/9/2011	\$ 4,034
	99	3/10/2011	\$ 8,008
	35	3/31/2011	\$ 2,993
	138	5/19/2011	\$ 11,963
	35	6/30/2011	\$ 3,031
	48	7/27/2011	\$ 3,987
	96	7/28/2011	\$ 7,934
	48	9/30/2011	\$ 3,008
	62	10/6/2011	\$ 4,010
	130	10/7/2011	\$ 8,020
	54	12/8/2011	\$ 3,992
	107	12/9/2011	\$ 7,983
	40	12/31/2011	\$ 3,032
Total	1,054		\$ 80,000
Paul J. Diaz	35	3/31/2011	\$ 2,993
	35	6/30/2011	\$ 3,031
	54	7/27/2011	\$ 4,485
	96	7/28/2011	\$ 7,934
	48	9/30/2011	\$ 3,008
	130	10/7/2011	\$ 8,020
	167	12/9/2011	\$ 12,460
	40	12/31/2011	\$ 3,032
Total	605		\$ 44,963
Peter T. Grauer	169	1/20/2011	\$ 11,972
	146	3/9/2011	\$ 12,019
	99	3/10/2011	\$ 8,008
	64	3/31/2011	\$ 5,473
	92	5/19/2011	\$ 7,975
	1,500	6/6/2011	\$124,395
	64	6/30/2011	\$ 5,543
	96	7/28/2011	\$ 7,934
	88	9/30/2011	\$ 5,515
	54	12/8/2011	\$ 3,992
	107	12/9/2011	\$ 7,983
	73	12/31/2011	\$ 5,534
Total	2,552		\$206,343
John M. Nehra	169	1/20/2011	\$ 11,972
	79	3/9/2011	\$ 6,503
	99	3/10/2011	\$ 8,008
	64	3/31/2011	\$ 5,473
	92	5/19/2011	\$ 7,975
	64	6/30/2011	\$ 5,543
	96	7/28/2011	\$ 7,934
	88	9/30/2011	\$ 5,515
	101	10/6/2011	\$ 6,532
	130	10/7/2011	\$ 8,020
	54	12/8/2011	\$ 3,992

	107	12/9/2011	\$ 7,983
	<u>73</u>	12/31/2011	<u>\$ 5,534</u>
Total	1,216		\$ 90,984

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Name*	Stock Awards		Grant Date Fair Value of Stock Awards (\$)*
	Number of Shares of Stock or Units (#)	Grant Date	
William L. Roper	103	3/9/2011	\$ 8,479
	130	3/10/2011	\$ 10,516
	64	3/31/2011	\$ 5,473
	92	5/19/2011	\$ 7,975
	64	6/30/2011	\$ 5,543
	30	7/27/2011	\$ 2,492
	96	7/28/2011	\$ 7,934
	88	9/30/2011	\$ 5,515
	132	10/6/2011	\$ 8,536
	130	10/7/2011	\$ 8,020
	141	12/9/2011	\$ 10,520
	73	12/31/2011	\$ 5,534
Total	1,143		\$ 86,537
Roger J. Valine	97	3/9/2011	\$ 7,985
	99	3/10/2011	\$ 8,008
	64	3/31/2011	\$ 5,473
	138	5/19/2011	\$ 11,963
	64	6/30/2011	\$ 5,543
	48	7/27/2011	\$ 3,987
	96	7/28/2011	\$ 7,934
	88	9/30/2011	\$ 5,515
	124	10/6/2011	\$ 8,019
	130	10/7/2011	\$ 8,020
	108	12/8/2011	\$ 7,983
	107	12/9/2011	\$ 7,983
	73	12/31/2011	\$ 5,534
Total	1,236		\$ 93,947

* See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2011 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FASB ASC Topic 718.

(4) As of December 31, 2011, each non-employee director had the following number of restricted stock unit awards outstanding: Ms. Arway, 158; Mr. Berg, 158; Mr. Brittain, 158; Mr. Davidson, 158; Mr. Diaz, 158; Mr. Grauer, 1,789; Mr. Nehra, 289; Mr. Roper, 289; and Mr. Valine, 289.

(5) The amounts shown in this column reflect the aggregate grant date fair value of all SSAR awards granted to our directors during 2011 as estimated by the company for financial reporting purposes pursuant to FASB ASC Topic 718. With respect to Messrs. Valine, Nehra, Roper and Grauer, includes 6,000 SSARs for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.

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The grant date fair value of each such award is set forth below:

Name	Number of Shares Underlying SSARs (#)	Grant Date	Grant Date Fair Value of Awards (\$)*
Pamela M. Arway	12,000	6/6/2011	\$228,775
Charles G. Berg	12,000	6/6/2011	\$228,775
Willard W. Brittain, Jr.	12,000	6/6/2011	\$228,775
Carol Anthony ("John") Davidson	—	—	\$ —
Paul J. Diaz	12,000	6/6/2011	\$228,775
Peter T. Grauer	18,000	6/6/2011	\$343,163
John M. Nehra	18,000	6/6/2011	\$343,163
William L. Roper	18,000	6/6/2011	\$343,163
Roger J. Valine	18,000	6/6/2011	\$343,163

* See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2011 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FASB ASC Topic 718.

(6) As of December 31, 2011, each non-employee director had the following number of options and SSARs outstanding: Ms. Arway, 35,250; Mr. Berg, 51,750; Mr. Brittain, 27,750; Mr. Davidson, 15,000; Mr. Diaz, 27,750; Mr. Grauer, 36,000; Mr. Nehra, 90,000; Mr. Roper, 72,000; and Mr. Valine, 64,639.

(7) Mr. Brittain is not standing for re-election.

The following describes the compensation paid to our non-employee directors for service as a director during 2011 under the Non-Management Director Compensation Philosophy and Plan (the "Director Compensation Plan") as set forth in the table above. Directors who are our employees or officers do not receive compensation for service on the Board of Directors or any committee of the Board of Directors.

Stock-Based Compensation

New Directors. Under the Director Compensation Plan, each of our non-employee directors is entitled to receive SSARs on a base number of 10,000 shares of our common stock upon appointment to the Board of Directors, priced at the closing price on the date of grant, vesting 25% per year beginning on the first anniversary of the date of grant and expiring five years after the date of grant. The Board of Directors is permitted to issue stock options in lieu of SSARs in its discretion.

Annual Equity Grant. Under the Director Compensation Plan, each of our non-employee directors is entitled to receive SSARs on a base number of 12,000 shares of our common stock for total service of at least one year in such capacity on the Board of Directors, granted on, and priced as of close of the market on, the date of our annual stockholder meeting, vesting in full on the one year anniversary of the date of grant, with acceleration of vesting upon a Change of Control (as defined above under stock-based award agreements), and expiring five years after the date of grant. This award is not available for service of less than one year. The Board of Directors is permitted to issue options in lieu of SSARs in its discretion.

Additional Annual Grant to Lead Independent Director and Primary Committee Chairs. The chairs of the Audit, Compensation and Compliance Committees and the lead independent director are also entitled to receive additional SSARs on a base number of 6,000 shares of our common stock for total service in such capacity of at least one year, or the pro rata equivalent for service of less than one year, granted on, and priced as of the close of the market on, the date of our annual meeting of stockholders, vesting in full on the one year anniversary of the date of grant, with acceleration of vesting upon a Change of Control, and expiring five years after the date of the grant. Vesting of these SSARs continues so long as the non-employee director continues to serve on the Board of Directors even if he or she is no longer a committee chair or lead independent director. The Board of Directors is permitted to issue stock options in lieu of SSARs in its discretion.

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Under the Director Compensation Plan, the lead independent director also receives additional restricted stock units of 1,500 shares, or the pro rata equivalent for services of less than one year, that are granted on the date of our annual meeting of stockholders and that vest 100% upon issuance, but under which receipt of shares is automatically deferred for one year from the grant date.

With respect to the additional retainers and equity grants to the lead independent director and the chairs of the Audit, Compensation or Compliance Committee, if the lead independent director also serves as a chair of the Audit, Compensation or Compliance Committee, the lead independent director will not be entitled to receive the additional retainers and equity grants for serving as the chair of the Audit, Compensation or Compliance Committee, in addition to the retainers and equity grants he or she is entitled to receive as the lead independent director, unless the Compensation Committee determines otherwise.

Annual Retainers

Annual Retainer. Pursuant to the Director Compensation Plan, each of our non-employee directors is entitled to receive an annual retainer of \$24,000 per year, paid quarterly in arrears. The annual retainer is paid half in cash and half in restricted stock units which are 100% vested upon issuance, but under which receipt of shares is automatically deferred to one year from grant date.

Lead Independent Director and Committee Chairs Retainer. Under the Director Compensation Plan, the chairs of the Audit, Compensation and Compliance Committees and the lead independent director receive an additional retainer of \$20,000 per year, paid quarterly in arrears. The retainer is paid half in cash and half in restricted stock units which are 100% vested upon issuance, but under which receipt of shares is automatically deferred to one year from the grant date.

Proration of Quarterly Retainer – Upon Appointment. The quarterly retainer due a director elected during a quarter is prorated and paid half in cash and half in stock.

Proration of Quarterly Retainer – Upon Termination. The quarterly retainer due a director terminating service during a quarter is prorated and paid in cash only.

Meeting Fees

Board Meetings. Under the Director Compensation Plan, our non-employee directors are entitled to receive \$8,000 in the form of common stock for each Board of Directors meeting attended in person.

Telephonic Board Meetings. Non-employee directors are entitled to receive \$2,000 in cash for each telephonic meeting that lasts more than one and a half hours.

Committee Meetings. For committee meetings, additional compensation of \$4,000 is paid in the form of common stock for each meeting attended in person (except \$4,500 is paid in common stock for the chairs of the Clinical Performance and Public Policy committees and \$2,500 is paid in common stock for other members of these two committees).

Telephonic Committee Meetings. For committee meetings, additional compensation of \$2,000 in cash is paid for each telephonic meeting that lasts more than one hour (except \$2,500 in cash is paid for chairs of the Clinical Performance and Public Policy committees and \$1,500 in cash is paid for other members of these two committees). Each member of the Audit Committee is entitled to receive \$2,000 in cash for each telephonic meeting of the Audit Committee related to quarterly earnings releases. Committee meeting fees are paid for all committee meetings held on the same day as regular Board of Directors meetings, other than meetings of the Nominating and Governance Committee.

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Expense Reimbursement and Per Diem Compensation

Expense Reimbursement. Under the Director Compensation Plan, we reimburse our directors for their reasonable out-of-pocket expenses in connection with their travel to and attendance at meetings of the Board of Directors or any committee thereof and other company business.

Per Diem Compensation. In addition, we also compensate our non-employee directors on a per diem basis at a rate of \$4,000 in cash per day for significant time spent outside of board or committee meetings or for meetings or activities outside the scope of normal board duties, including director training, meeting with company management or external auditors, interviewing director candidates or other activities deemed necessary by the chairman of the Board of Directors or the lead independent director. The per diem rate is paid on a pro rata basis for activities that do not require a full day of service.

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CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We or one of our subsidiaries may occasionally enter into transactions with certain "related persons." Related persons include our executive officers, directors, nominees for directors, 5% or more beneficial owners of our common stock and immediate family members of these persons. We refer to transactions involving amounts in excess of \$120,000 and in which the related person has a direct or indirect material interest as "related person transactions." Each related person transaction must be approved or ratified in accordance with the company's written Related Person Transactions Policy by the Audit Committee of the Board of Directors or, if the Audit Committee of the Board of Directors determines that the approval or ratification of such related person transaction should be considered by all disinterested members of the Board of Directors, by the vote of a majority of such disinterested members.

The Audit Committee considers all relevant factors when determining whether to approve or ratify a related person transaction including, without limitation, the following:

- the size of the transaction and the amount payable to a related person;
- the nature of the interest of the related person in the transaction;
- whether the transaction may involve a conflict of interest; and
- whether the transaction involves the provision of goods or services to the company that are available from unaffiliated third parties and, if so, whether the transaction is on terms and made under circumstances that are at least as favorable to the company as would be available in comparable transactions with or involving unaffiliated third parties.

The company's Related Person Transactions Policy is available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

Charles G. Berg, one of our directors, was appointed in January 2008 as a director and the executive chairman of WellCare, as well as director or manager of various related entities. In January 2011, Mr. Berg became the non-executive chairman of WellCare. Mr. Berg has received restricted stock and option grants from WellCare. The company provides dialysis services for WellCare and various of its affiliates in the ordinary course of business for which it received approximately \$6.8 million in 2011, which is less than 0.11% of WellCare's or the company's consolidated gross revenues (or the aggregate metric). The company anticipates receiving payments from WellCare in 2012.

Kent J. Thiry, our chairman and chief executive officer holds an ownership interest in certain funds of NEA, a venture capital firm of which John M. Nehra, one of our directors, is a special partner and Richard K. Whitney, our former chief financial officer and current consultant, is a venture partner. In 2011, the company co-invested with NEA13, an affiliate of NEA, in NephroLife Care Pvt. Ltd., a joint venture that is 51% owned by the company. Also, in 2011 the company divested certain assets to a portfolio company of Frazier and NEA13. Mr. Thiry, has a personal investment in a limited partnership that has a capital commitment to NEA13 and, therefore, indirectly invested through NEA13 in NephroLife and the assets divested by the company to Frazier and NEA13. Mr. Thiry's capital commitment to the limited partnership that has a capital commitment to NEA13 is less than 2% of its aggregate capital commitments. Mr. Nehra is a limited partner in NEA-related entities and has less than a 10% interest in the capital commitments and carried interest of NEA13. Mr. Thiry and Mr. Nehra do not have, individually or collectively, a 10% interest in NEA13 (or in any intermediate NEA entity), and therefore the Board of Directors concluded that their respective interests are not material. Neither Mr. Thiry nor Mr. Nehra participated directly or indirectly in negotiations or approvals of the above-described transactions.

The Keele Group provided outside counsel legal services to the company in 2011. Chris Keele, a partner of The Keele Group, is an immediate family member who shares a household with Kim Rivera, our Chief Legal Officer and Corporate Secretary. The company paid The Keele Group total fees of \$186,386.82 for legal and consulting services during 2011. Ms. Rivera did not participate in the engagement of, nor does she manage or oversee the services provided to the company by, The Keele Group.

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AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors is responsible for providing independent, objective oversight of the company's accounting functions and internal controls. The Audit Committee is composed of four directors, each of whom is independent as defined by New York Stock Exchange listing standards. The Audit Committee operates under a written charter approved by the Board of Directors.

The Audit Committee is directly responsible for the appointment and compensation of the company's independent registered public accounting firm, KPMG LLP, as well as monitoring the independence, qualifications and performance of KPMG LLP and the company's internal audit function. In addition, the Audit Committee has considered whether the provision of non-audit services to the company by KPMG LLP is compatible with maintaining KPMG LLP's independence.

Management is responsible for internal controls and the financial reporting process. The independent registered public accounting firm is responsible for performing an independent audit of the company's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and an audit of the effectiveness of internal controls over financial reporting. The Audit Committee's responsibility is to monitor and oversee these processes.

The Audit Committee has met and held discussions with the company's internal auditors and KPMG LLP, with and without management present, to discuss the scope of their audit plans, results of their examinations, their evaluations of the company's internal controls, and the overall quality of the company's financial reporting.

The Audit Committee engaged the independent registered public accounting firm to conduct the independent audit. The Audit Committee reviewed and discussed with management the December 31, 2011 audited consolidated financial statements. The Audit Committee also discussed with the independent registered public accounting firm the matters required to be reviewed by the Statement on Auditing Standards No. 61, as amended (Communication with Audit Committees), as adopted by the Public Company Accounting Oversight Board. In addition, the Audit Committee received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence and has discussed with the independent registered public accounting firm its independence.

Based upon the Audit Committee's reviews and discussions with management and the independent registered public accounting firm, referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the company's Annual Report on Form 10-K for the year ended December 31, 2011 for filing with the Securities and Exchange Commission.

THE AUDIT COMMITTEE
 Roger J. Valine (Chairman)
 Pamela M. Arway
 Charles G. Berg
 Carol Anthony ("John") Davidson

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STOCKHOLDER PROPOSALS FOR 2013 ANNUAL MEETING

If you wish to present a proposal for action at the 2013 annual meeting of stockholders and wish to have it included in the proxy statement and form of proxy that management will prepare, you must notify us no later than January 2, 2013 in the form required under the rules and regulations promulgated by the SEC. Otherwise, your proposal will not be included in management's proxy materials.

If you wish to present a proposal for action at the 2013 annual meeting of stockholders, even though it will not be included in management's proxy materials, our bylaws require that you must notify us no later than March 13, 2013, and no earlier than February 11, 2013. We advise you to review our bylaws, which contain these and other requirements with respect to advance notice of stockholder proposals, including certain information that must be included concerning the stockholder and each proposal. Our bylaws are available under the Corporate Governance section of our website, located at <http://www.davita.com/about/corporate-governance>.

OTHER MATTERS

The Board of Directors does not know of any other matters to be presented at the 2012 annual meeting of stockholders but, if other matters do properly come before the meeting, it is intended that the persons named as proxies in the proxy card will vote on them in accordance with their best judgment.

A copy of our 2011 Annual Report to Stockholders accompanies this Proxy Statement. The 2011 Annual Report to Stockholders includes our audited financial statements for the year ended December 31, 2011. Our Annual Report on Form 10-K includes these financial statements, as well as other supplementary financial information and certain schedules. The Annual Report on Form 10-K is not part of our proxy soliciting material. Copies of the Annual Report on Form 10-K, without exhibits, can be obtained without charge by contacting Investor Relations at the following address: Attn: Investor Relations, DaVita Inc., 1551 Wewatta Street, Denver, Colorado 80202, (888) 484-7505 or through our website, located at <http://www.davita.com>.

By order of the Board of Directors,



Kim M. Rivera
Chief Legal Officer and
Corporate Secretary

May 2, 2012

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APPENDIX A

**DAVITA INC.
2011 INCENTIVE AWARD PLAN
(As amended and restated effective upon stockholder approval)**

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**DAVITA INC.
2011 INCENTIVE AWARD PLAN
(As Amended and Restated effective April [23], 2012,
subject to stockholder approval)**

ARTICLE 1

PURPOSE

The purpose of the DaVita Inc. 2011 Incentive Award Plan (as it may be amended or restated from time to time, the "Plan") is to promote the success and enhance the value of DaVita Inc. (the "Company") by linking the individual interests of the members of the Board, Employees and Consultants to those of Company stockholders and by providing such individuals with an incentive for outstanding performance to generate superior returns to Company stockholders. The Plan is further intended to provide flexibility to the Company in its ability to motivate, attract, and retain the services of members of the Board, Employees and Consultants upon whose judgment, interest, and special effort the successful conduct of the Company's operations is largely dependent. The Plan constitutes an amendment and restatement of the DaVita Inc. 2002 Equity Compensation Plan, as amended (the "2002 Plan").

ARTICLE 2

DEFINITIONS AND CONSTRUCTION

Wherever the following terms are used in the Plan they shall have the meanings specified below, unless the context clearly indicates otherwise. The singular pronoun shall include the plural where the context so indicates.

2.1 "Administrator" shall mean the entity that conducts the general administration of the Plan as provided in Article 13. With reference to the duties of the Committee under the Plan which have been delegated to one or more persons pursuant to Section 13.6, or as to which the Board has assumed, the term "Administrator" shall refer to such person(s) unless the Committee or the Board has revoked such delegation or the Board has terminated the assumption of such duties.

2.2 "Affiliate" shall mean (a) any Subsidiary; and (b) any domestic eligible entity that is disregarded, under Treasury Regulation Section 301.7701-3, as an entity separate from either (i) the Company or (ii) any Subsidiary.

2.3 "Applicable Accounting Standards" shall mean Generally Accepted Accounting Principles in the United States, International Financial Reporting Standards or such other accounting principles or standards as may apply to the Company's financial statements under United States federal securities laws from time to time.

2.4 "Award" shall mean an Option, a Restricted Stock award, a Restricted Stock Unit award, a Performance Award, a Dividend Equivalents award, a Deferred Stock award, a Deferred Stock Unit award, a Stock Payment award or a Stock Appreciation Right, which may be awarded or granted under the Plan (collectively, "Awards").

2.5 "Award Agreement" shall mean any written notice, agreement, terms and conditions, contract or other instrument or document evidencing an Award, including through electronic medium, which shall contain such terms and conditions with respect to an Award as the Administrator shall determine consistent with the Plan.

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2.6 "Award Limit" shall mean with respect to Awards that shall be payable in Shares or in cash, as the case may be, the respective limit set forth in Section 3.3.

2.7 "Board" shall mean the Board of Directors of the Company.

2.8 "Code" shall mean the Internal Revenue Code of 1986, as amended from time to time, together with the regulations and official guidance promulgated thereunder.

2.9 "Committee" shall mean the Compensation Committee of the Board, or another committee or subcommittee of the Board, appointed as provided in Section 13.1.

2.10 "Common Stock" shall mean the common stock of the Company, par value \$0.001 per share.

2.11 "Company" shall have the meaning set forth in Article 1.

2.12 "Consultant" shall mean any consultant or adviser engaged to provide services to the Company or any Affiliate that qualifies as a consultant under the applicable rules of the Securities and Exchange Commission for registration of shares on a Form S-8 Registration Statement.

2.13 "Covered Employee" shall mean any Employee who is, or could be, a "covered employee" within the meaning of Section 162(m) of the Code.

2.14 "Deferred Stock" shall mean a right to receive Shares awarded under Section 11.5.

2.15 "Deferred Stock Unit" shall mean a right to receive Shares awarded under Section 11.4.

2.16 "Director" shall mean a member of the Board, as constituted from time to time.

2.17 "Director Compensation Policy" shall have the meaning set forth in Section 4.6.

2.18 "Dividend Equivalent" shall mean a right to receive the equivalent value (in cash or Shares) of dividends paid on Shares, awarded under Section 11.2.

2.19 "DRO" shall mean a domestic relations order as defined by the Code or Title I of the Employee Retirement Income Security Act of 1974, as amended from time to time, or the rules thereunder.

2.20 "Effective Date" shall mean the date the Plan is approved by the Company's stockholders.

2.21 "Eligible Individual" shall mean any person who is an Employee, a Consultant or a Non-Employee Director, as determined by the Committee.

2.22 "Employee" shall mean any officer or other employee (as determined in accordance with Section 3401(c) of the Code and the Treasury Regulations thereunder) of the Company or of any Affiliate.

2.23 "Equity Restructuring" shall mean a nonreciprocal transaction between the Company and its stockholders, such as a stock dividend, stock split, spin-off, rights offering or recapitalization through a large, nonrecurring cash dividend, that affects the number or kind of shares of Common Stock (or other securities of the Company) or the share price of Common Stock (or other securities) and causes a change in the per share value of the Common Stock underlying outstanding Awards.

2.24 "Exchange Act" shall mean the Securities Exchange Act of 1934, as amended from time to time.

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2.25 "Fair Market Value" shall mean, as of any given date, the value of a Share determined as follows:

(a) If the Common Stock is listed on any (i) established securities exchange (such as the New York Stock Exchange, the NASDAQ Global Market and the NASDAQ Global Select Market), (ii) national market system or (iii) automated quotation system on which the Shares are listed, quoted or traded, its Fair Market Value shall be the closing sales price for a Share as quoted on such exchange or system for such date or, if there is no closing sales price for a Share on the date in question, the closing sales price for a Share on the last preceding date for which such quotation exists, as reported in *The Wall Street Journal* or such other source as the Administrator deems reliable;

(b) If the Common Stock is not listed on an established securities exchange, national market system or automated quotation system, but the Common Stock is regularly quoted by a recognized securities dealer, its Fair Market Value shall be the mean of the high bid and low asked prices for such date or, if there are no high bid and low asked prices for a Share on such date, the high bid and low asked prices for a Share on the last preceding date for which such information exists, as reported in *The Wall Street Journal* or such other source as the Administrator deems reliable; or

(c) If the Common Stock is neither listed on an established securities exchange, national market system or automated quotation system nor regularly quoted by a recognized securities dealer, its Fair Market Value shall be established by the Administrator in good faith.

2.26 "Full Value Award" shall mean any Award other than (i) an Option, (ii) a Stock Appreciation Right or (iii) any other Award for which the Holder does not pay the grant-date Fair Market Value of the Common Stock subject to such Award (whether directly or by forgoing a right to receive a payment of cash or Shares from the Company or any Affiliate).

2.27 "Greater Than 10% Stockholder" shall mean an individual then owning (within the meaning of Section 424(d) of the Code) more than 10% of the total combined voting power of all classes of stock of the Company or any subsidiary corporation (as defined in Section 424(f) of the Code) or parent corporation thereof (as defined in Section 424(e) of the Code).

2.28 "Holder" shall mean a person who has been granted an Award.

2.29 "Incentive Stock Option" shall mean an Option that is intended to qualify as an incentive stock option and conforms to the applicable provisions of Section 422 of the Code.

2.30 "Non-Employee Director" shall mean a Director of the Company who is not an Employee.

2.31 "Non-Qualified Stock Option" shall mean an Option that is not an Incentive Stock Option.

2.32 "Option" shall mean a right to purchase Shares at a specified exercise or base price, granted under Article 6. An Option shall be either a Non-Qualified Stock Option or an Incentive Stock Option; provided, however, that Options granted to Non-Employee Directors and Consultants shall only be Non-Qualified Stock Options.

2.33 "Option Term" shall have the meaning set forth in Section 6.4.

2.34 "Parent" shall mean any entity (other than the Company), whether domestic or foreign, in an unbroken chain of entities ending with the Company if each of the entities other than the Company beneficially owns, at the time of the determination, securities or interests representing at least fifty percent (50%) of the total combined voting power of all classes of securities or interests in one of the other entities in such chain.

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2.35 “Performance Award” shall mean a cash bonus award, stock bonus award, performance award or incentive award that is paid in cash, Shares, Awards or a combination, awarded under Section 11.1.

2.36 “Performance-Based Compensation” shall mean any compensation that is intended to qualify as “performance-based compensation” as described in Section 162(m)(4)(C) of the Code.

2.37 “Performance Criteria” shall mean the criteria (and adjustments) that the Committee selects for an Award for purposes of establishing the Performance Goal or Performance Goals for a Performance Period, determined as follows:

(a) The Performance Criteria that shall be used to establish Performance Goals are limited to the following: (i) net earnings (either before or after one or more of the following: (A) interest, (B) taxes, (C) depreciation and (D) amortization); (ii) gross or net sales or revenue; (iii) net income (either before or after taxes); (iv) adjusted net income; (v) operating earnings or profit; (vi) cash flow (including, but not limited to, operating cash flow and free cash flow); (vii) return on assets; (viii) return on capital; (ix) return on stockholders’ equity; (x) total stockholder return; (xi) return on sales; (xii) gross or net profit or operating margin; (xiii) costs; (xiv) funds from operations; (xv) expenses; (xvi) working capital; (xvii) earnings per share; (xviii) adjusted earnings per share; (xix) price per Share; (xx) regulatory body approval for commercialization of a product; (xxi) implementation or completion of critical projects; (xxii) market share; and (xxiii) economic value, any of which may be measured either in absolute terms or as compared to any incremental increase or decrease or as compared to results of a peer group or to market performance indicators or indices.

(b) The Administrator may, in its sole discretion, provide that one or more objectively determinable adjustments shall be made to one or more of the Performance Goals. Such adjustments may include one or more of the following: (i) items related to a change in accounting principle; (ii) items relating to financing activities; (iii) expenses for restructuring or productivity initiatives; (iv) other non-operating items; (v) items related to acquisitions; (vi) items attributable to the business operations of any entity acquired by the Company during the Performance Period; (vii) items related to the disposal of a business or segment of a business; (viii) items related to discontinued operations that do not qualify as a segment of a business under Applicable Accounting Standards; (ix) items attributable to any stock dividend, stock split, combination or exchange of stock occurring during the Performance Period; (x) any other items of significant income or expense which are determined to be appropriate adjustments; (xi) items relating to unusual or extraordinary corporate transactions, events or developments; (xii) items related to amortization of acquired intangible assets; (xiii) items that are outside the scope of the Company’s core, on-going business activities; (xiv) items related to acquired in-process research and development; (xv) items relating to changes in tax laws; (xvi) items relating to major licensing or partnership arrangements; (xvii) items relating to asset impairment charges; (xviii) items relating to gains or losses for litigation, arbitration and contractual settlements; or (xix) items relating to any other unusual or nonrecurring events or changes in applicable laws, accounting principles or business conditions. For all Awards intended to qualify as Performance-Based Compensation, such determinations shall be made within the time prescribed by, and otherwise in compliance with, Section 162(m) of the Code.

2.38 “Performance Goals” shall mean, for a Performance Period, one or more goals established in writing by the Administrator for the Performance Period based upon one or more Performance Criteria. Depending on the Performance Criteria used to establish such Performance Goals, the Performance Goals may be expressed in terms of overall Company performance or the performance of a Subsidiary, division, business unit, or an individual. The achievement of each Performance Goal shall be determined, to the extent applicable, with reference to Applicable Accounting Standards.

2.39 “Performance Period” shall mean one or more periods of time, which may be of varying and overlapping durations, as the Administrator may select, over which the attainment of one or more Performance Goals will be measured for the purpose of determining a Holder’s right to, and the payment of, an Award.

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2.40 "Performance Stock Unit" shall mean a Performance Award awarded under Section 11.1 which is denominated in units of value including dollar value of shares of Common Stock.

2.41 "Permitted Transferee" shall mean, with respect to a Holder, any "family member" of the Holder, as defined under the instructions to use the Form S-8 Registration Statement under the Securities Act, after taking into account any state, federal, local or foreign tax and securities laws applicable to transferable Awards.

2.42 "Plan" shall have the meaning set forth in Article 1.

2.43 "Program" shall mean any program adopted by the Administrator pursuant to the Plan containing the terms and conditions intended to govern a specified type of Award granted under the Plan and pursuant to which such type of Award may be granted under the Plan.

2.44 "Restricted Stock" shall mean Common Stock awarded under Article 10 that is subject to certain restrictions and may be subject to risk of forfeiture or repurchase.

2.45 "Restricted Stock Units" shall mean the right to receive Shares awarded under Article 9.

2.46 "Securities Act" shall mean the Securities Act of 1933, as amended.

2.47 "Shares" shall mean shares of Common Stock.

2.48 "Stock Appreciation Right" shall mean a stock appreciation right granted under Article 8.

2.49 "Stock Appreciation Right Term" shall have the meaning set forth in Section 8.4.

2.50 "Stock Payment" shall mean (a) a payment in the form of Shares, or (b) an option or other right to purchase Shares, as part of a bonus, deferred compensation or other arrangement, awarded under Section 11.3.

2.51 "Subsidiary" shall mean any entity (other than the Company), whether domestic or foreign, in an unbroken chain of entities beginning with the Company if each of the entities other than the last entity in the unbroken chain beneficially owns, at the time of the determination, securities or interests representing at least fifty percent (50%) of the total combined voting power of all classes of securities or interests in one of the other entities in such chain.

2.52 "Substitute Award" shall mean an Award granted under the Plan upon the assumption of, or in substitution for, outstanding equity awards previously granted by a company or other entity in connection with a corporate transaction, such as a merger, combination, consolidation or acquisition of property or stock; provided, however, that in no event shall the term "Substitute Award" be construed to refer to an award made in connection with the cancellation and repricing of an Option or Stock Appreciation Right.

2.53 "Termination of Service" shall mean:

(a) As to a Consultant, the time when the engagement of a Holder as a Consultant to the Company or an Affiliate is terminated for any reason, with or without cause, including, without limitation, by resignation, discharge, death or retirement, but excluding terminations where the Consultant simultaneously commences or remains in employment or service with the Company or any Affiliate.

(b) As to a Non-Employee Director, the time when a Holder who is a Non-Employee Director ceases to be a Director for any reason, including, without limitation, a termination by resignation, failure to be

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elected, death or retirement, but excluding terminations where the Holder simultaneously commences or remains in employment or service with the Company or any Affiliate.

(c) As to an Employee, the time when the employee-employer relationship between a Holder and the Company or any Affiliate is terminated for any reason, including, without limitation, a termination by resignation, discharge, death, disability or retirement; but excluding terminations where the Holder simultaneously commences or remains in employment or service with the Company or any Affiliate.

The Administrator, in its sole discretion, shall determine the effect of all matters and questions relating to Terminations of Service, including, without limitation, the question of whether a Termination of Service resulted from a discharge for cause and all questions of whether particular leaves of absence constitute a Termination of Service; provided, however, that, with respect to Incentive Stock Options, unless the Administrator otherwise provides in the terms of the Program, the Award Agreement or otherwise, a leave of absence, change in status from an employee to an independent contractor or other change in the employee-employer relationship shall constitute a Termination of Service only if, and to the extent that, such leave of absence, change in status or other change interrupts employment for the purposes of Section 422(a)(2) of the Code and the then applicable regulations and revenue rulings under said Section. For purposes of the Plan, a Holder's employee-employer relationship or consultancy relations shall be deemed to be terminated in the event that the Affiliate employing or contracting with such Holder ceases to remain an Affiliate following any merger, sale of stock or other corporate transaction or event (including, without limitation, a spin-off).

ARTICLE 3

SHARES SUBJECT TO THE PLAN

3.1 Number of Shares.

(a) Subject to Section 14.2 and Section 3.1(b), the number of Shares authorized for issuance under the Plan is 38,678,338. Shares available for issuance under the Plan shall be reduced by 3.0 (3.5 for Full Value Awards granted after June 11, 2012) Shares for each Share delivered in settlement of any Full Value Award. Further, subject to Section 14.2, the number of Shares authorized for grant as Incentive Stock Options shall be no more than seven million five hundred thousand (7,500,000).

(b) If any Shares subject to an Award granted under the Plan that is not a Full Value Award are forfeited or expire or such Award is settled for cash (in whole or in part), the Shares subject to such Award shall, to the extent of such forfeiture, expiration or cash settlement, again be available for future grants of Awards under the Plan. To the extent that a Full Value Award granted under the Plan is forfeited or expires or such Full Value Award is settled for cash (in whole or in part), the Shares available under the Plan shall be increased by 3.0 (3.5 for Full Value Awards granted after June 11, 2012) Shares subject to such Full Value Award that is forfeited, expired or settled in cash. Notwithstanding anything to the contrary contained herein, the following Shares shall not be added to the Shares authorized for grant under Section 3.1(a) and will not be available for future grants of Awards: (i) Shares tendered by a Holder or withheld by the Company in payment of the exercise or base price of an Option; (ii) Shares tendered by the Holder or withheld by the Company to satisfy any tax withholding obligation with respect to an Award; and (iii) Shares subject to a Stock Appreciation Right that are not issued in connection with the stock settlement of the Stock Appreciation Right on exercise thereof. Any Shares repurchased by the Company under Section 10.4 at the same price paid by the Holder so that such Shares are returned to the Company will again be available for Awards. The payment of Dividend Equivalents in cash in conjunction with any outstanding Awards shall not be counted against the shares available for issuance under the Plan. Notwithstanding the provisions of this Section 3.1(b), no Shares may again be optioned, granted or awarded if such action would cause an Incentive Stock Option to fail to qualify as an incentive stock option under Section 422 of the Code.

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(c) Substitute Awards shall not reduce the Shares authorized for grant under the Plan. Additionally, in the event that a company acquired by the Company or any Affiliate or with which the Company or any Affiliate combines has shares available under a pre-existing plan approved by stockholders and not adopted in contemplation of such acquisition or combination, the shares available for grant pursuant to the terms of such pre-existing plan (as adjusted, to the extent appropriate, using the exchange ratio or other adjustment or valuation ratio or formula used in such acquisition or combination to determine the consideration payable to the holders of common stock of the entities party to such acquisition or combination) may be used for Awards under the Plan and shall not reduce the Shares authorized for grant under the Plan; provided that Awards using such available shares shall not be made after the date awards or grants could have been made under the terms of the pre-existing plan, absent the acquisition or combination, and shall only be made to individuals who were not employed by or providing services to the Company or its Affiliates immediately prior to such acquisition or combination.

3.2 Stock Distributed. Any Shares distributed pursuant to an Award may consist, in whole or in part, of authorized but unissued Common Stock, Common Stock in treasury or Common Stock purchased on the open market in management's sole discretion in compliance with the Plan and applicable law.

3.3 Limitation on Number of Shares Subject to Awards. Notwithstanding any provision in the Plan to the contrary, and subject to Section 14.2, the maximum aggregate number of Shares with respect to one or more Awards that may be granted to any one person during (measured from the date of any grant) during any consecutive twelve (12) month period shall be two million two hundred fifty thousand (2,250,000) and the maximum aggregate amount of cash that may be paid in cash to any one person (measured from the date of any payment) during any calendar year with respect to one or more Awards payable in cash shall be ten million dollars (\$10,000,000).

3.4 Full Value Award Vesting Limitations. Except as may be determined by the Administrator in the event of a consummation of a change of control of the Company, or the Holder's death, disability or retirement, notwithstanding any other provision of the Plan to the contrary, a Full Value Award shall not become fully vested earlier than three years from the grant date (two years in the case of Employees who are not executives of the Company (holding the title of vice president or an equivalent title and above), or, in the case of vesting based upon the attainment of performance-based objectives, over a period of not less than one year); provided, however, that notwithstanding the foregoing, Full Value Awards (a) that do not exceed in the aggregate 5% of the Shares available pursuant to Section 3.1(a) shall not be subject to such minimum vesting provisions and (b) the Company may grant a Full Value Award to Employees newly hired by the Company or any of its Subsidiaries without respect to such minimum vesting provisions.

ARTICLE 4

GRANTING OF AWARDS

4.1 Participation. The Administrator may, from time to time, select from among all Eligible Individuals, those to whom an Award shall be granted and shall determine the nature and amount of each Award, which shall not be inconsistent with the requirements of the Plan. Except as provided in Section 4.6 regarding the grant of Awards pursuant to the Director Compensation Policy, no Eligible Individual shall have any right to be granted an Award pursuant to the Plan.

4.2 Award Agreement. Each Award shall be evidenced by an Award Agreement that sets forth the terms, conditions and limitations for such Award, which may include the term of the Award, the provisions applicable in the event of the Holder's Termination of Service, and the Company's authority to unilaterally or bilaterally amend, modify, suspend, cancel or rescind an Award. Award Agreements evidencing Awards intended to qualify

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as Performance-Based Compensation shall contain such terms and conditions as may be necessary to meet the applicable provisions of Section 162(m) of the Code. Award Agreements evidencing Incentive Stock Options shall contain such terms and conditions as may be necessary to meet the applicable provisions of Section 422 of the Code.

4.3 Limitations Applicable to Section 16 Persons. Notwithstanding any other provision of the Plan, the Plan, and any Award granted or awarded to any individual who is then subject to Section 16 of the Exchange Act, shall be subject to any additional limitations set forth in any applicable exemptive rule under Section 16 of the Exchange Act (including Rule 16b-3 of the Exchange Act and any amendments thereto) that are requirements for the application of such exemptive rule. To the extent permitted by applicable law, the Plan and Awards granted or awarded hereunder shall be deemed amended to the extent necessary to conform to such applicable exemptive rule.

4.4 At-Will Employment; Voluntary Participation. Nothing in the Plan or in any Program or Award Agreement hereunder shall confer upon any Holder any right to continue in the employ of, or as a Director or Consultant for, the Company or any Affiliate, or shall interfere with or restrict in any way the rights of the Company and any Affiliate, which rights are hereby expressly reserved, to discharge any Holder at any time for any reason whatsoever, with or without cause, and with or without notice, or to terminate or change all other terms and conditions of employment or engagement, except to the extent expressly provided otherwise in a written agreement between the Holder and the Company or any Affiliate. Participation by each Holder in the Plan shall be voluntary and nothing in the Plan shall be construed as mandating that any Eligible Individual shall participate in the Plan.

4.5 Foreign Holders. Notwithstanding any provision of the Plan to the contrary, in order to comply with the laws in countries other than the United States in which the Company and its Affiliates operate or have Employees, Non-Employee Directors or Consultants, or in order to comply with the requirements of any foreign securities exchange, the Administrator, in its sole discretion, shall have the power and authority to: (a) determine which Affiliates shall be covered by the Plan; (b) determine which Eligible Individuals outside the United States are eligible to participate in the Plan; (c) modify the terms and conditions of any Award granted to Eligible Individuals outside the United States to comply with applicable foreign laws or listing requirements of any such foreign securities exchange; (d) establish subplans and modify exercise procedures and other terms and procedures, to the extent such actions may be necessary or advisable (any such subplans and/or modifications shall be attached to the Plan as appendices); provided, however, that no such subplans and/or modifications shall increase the share limitations contained in Sections 3.1 and 3.3; and (e) take any action, before or after an Award is made, that it deems advisable to obtain approval or comply with any necessary local governmental regulatory exemptions or approvals or listing requirements of any such foreign securities exchange. Notwithstanding the foregoing, the Administrator may not take any actions hereunder, and no Awards shall be granted, that would violate the Code, the Exchange Act, the Securities Act, any other securities law or governing statute, the rules of the securities exchange or automated quotation system on which the Shares are listed, quoted or traded or any other applicable law. For purposes of the Plan, all references to foreign laws, rules, regulations or taxes shall be references to the laws, rules, regulations and taxes of any applicable jurisdiction other than the United States or a political subdivision thereof.

4.6 Non-Employee Director Awards. The Administrator may, in its discretion, provide that Awards granted to Non-Employee Directors shall be granted pursuant to a written non-discretionary formula established by the Administrator or a broader body of the Board under the Non-Management Director Compensation Philosophy and Plan, or such successor plan or policy (the "Director Compensation Policy"), subject to the limitations of the Plan. The Director Compensation Policy shall set forth the type of Award(s) to be granted to Non-Employee Directors, the number of Shares to be subject to Non-Employee Director Awards, the conditions on which such Awards shall be granted, become exercisable and/or payable and expire, and such other terms and conditions as the Administrator shall determine in its discretion. The Director Compensation Policy may be modified by the Administrator from time to time in its discretion.

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4.7 Stand-Alone and Tandem Awards. Awards granted pursuant to the Plan may, in the sole discretion of the Administrator, be granted either alone, in addition to, or in tandem with, any other Award granted pursuant to the Plan. Awards granted in addition to or in tandem with other Awards may be granted either at the same time as or at a different time from the grant of such other Awards.

ARTICLE 5**PROVISIONS APPLICABLE TO AWARDS INTENDED TO QUALIFY AS
PERFORMANCE-BASED COMPENSATION**

5.1 Purpose. The Committee, in its sole discretion, may determine at the time an Award is granted or at any time thereafter whether such Award is intended to qualify as Performance-Based Compensation. If the Committee, in its sole discretion, decides to grant such an Award to an Eligible Individual that is intended to qualify as Performance-Based Compensation, then the provisions of this Article 5 shall control over any contrary provision contained in the Plan. The Administrator may in its sole discretion grant Awards to other Eligible Individuals that are based on Performance Criteria or Performance Goals but that do not satisfy the requirements of this Article 5 and that are not intended to qualify as Performance-Based Compensation. Unless otherwise specified by the Administrator at the time of grant, the Performance Criteria with respect to an Award intended to be Performance-Based Compensation payable to a Covered Employee shall be determined on the basis of Applicable Accounting Standards, if applicable.

5.2 Applicability. The grant of an Award to an Eligible Individual for a particular Performance Period shall not require the grant of an Award to such Individual in any subsequent Performance Period and the grant of an Award to any one Eligible Individual shall not require the grant of an Award to any other Eligible Individual in such period or in any other period.

5.3 Types of Awards. Notwithstanding anything in the Plan to the contrary, the Committee may grant any Award to an Eligible Individual intended to qualify as Performance-Based Compensation, including, without limitation, Restricted Stock that has restrictions which lapse upon the attainment of specified Performance Goals, Restricted Stock Units that vest and become payable upon the attainment of specified Performance Goals and any Performance Awards described in Article 11 that vest or become exercisable or payable upon the attainment of one or more specified Performance Goals.

5.4 Procedures with Respect to Performance-Based Awards. To the extent necessary to comply with the requirements of Section 162(m)(4)(C) of the Code, with respect to any Award granted to one or more Eligible Individuals which is intended to qualify as Performance-Based Compensation, no later than 90 days following the commencement of any Performance Period or any designated fiscal period or period of service (or such earlier time as may be required under Section 162(m) of the Code), the Committee shall, in writing, (a) designate one or more Eligible Individuals, (b) select the Performance Criteria applicable to the Performance Period, (c) establish the Performance Goals, and amounts of such Awards, as applicable, which may be earned for such Performance Period based on the Performance Criteria, and (d) specify the relationship between Performance Criteria and the Performance Goals and the amounts of such Awards, as applicable, to be earned by each Covered Employee for such Performance Period. Following the completion of each Performance Period, the Committee shall certify in writing whether and the extent to which the applicable Performance Goals have been achieved for such Performance Period. In determining the amount earned under such Awards, the Committee shall have the right to reduce or eliminate (but not to increase) the amount payable at a given level of performance to take into account additional factors that the Committee may deem relevant, including the assessment of individual or corporate performance for the Performance Period.

5.5 Payment of Performance-Based Awards. Unless otherwise provided in the applicable Program or Award Agreement and only to the extent otherwise permitted by Section 162(m)(4)(C) of the Code, as to an Award that is intended to qualify as Performance-Based Compensation, the Holder must be employed by the Company or an Affiliate throughout the Performance Period. Unless otherwise provided in the applicable

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Performance Goals, Program or Award Agreement, a Holder shall be eligible to receive payment pursuant to such Awards for a Performance Period only if and to the extent the Performance Goals for such period are achieved.

5.6 Additional Limitations. Notwithstanding any other provision of the Plan and except as otherwise determined by the Administrator, any Award which is granted to an Eligible Individual and is intended to qualify as Performance-Based Compensation shall be subject to any additional limitations set forth in Section 162(m) of the Code or any regulations or rulings issued thereunder that are requirements for qualification as Performance-Based Compensation, and the Plan, the Program and the Award Agreement shall be deemed amended to the extent necessary to conform to such requirements.

ARTICLE 6

AWARD OF OPTIONS

6.1 Grant of Options. The Administrator is authorized to grant Options to Eligible Individuals from time to time, in its sole discretion, on such terms and conditions as it may determine which shall not be inconsistent with the Plan.

6.2 Qualification of Incentive Stock Options. No Incentive Stock Option shall be granted to any person who is not an Employee of the Company or any subsidiary corporation (as defined in Section 424(f) of the Code) of the Company. No person who qualifies as a Greater Than 10% Stockholder may be granted an Incentive Stock Option unless such Incentive Stock Option conforms to the applicable provisions of Section 422 of the Code. Any Incentive Stock Option granted under the Plan may be modified by the Administrator, with the consent of the Holder, to disqualify such Option from treatment as an "incentive stock option" under Section 422 of the Code. To the extent that the aggregate Fair Market Value of stock with respect to which "incentive stock options" (within the meaning of Section 422 of the Code, but without regard to Section 422(d) of the Code) are exercisable for the first time by a Holder during any calendar year under the Plan, and all other plans of the Company and any subsidiary or parent corporation thereof (each as defined in Section 424(f) and (e) of the Code, respectively), exceeds \$100,000, the Options shall be treated as Non-Qualified Stock Options to the extent required by Section 422 of the Code. The rule set forth in the preceding sentence shall be applied by taking Options and other "incentive stock options" into account in the order in which they were granted and the Fair Market Value of stock shall be determined as of the time the respective options were granted.

6.3 Option Exercise or Base Price. The exercise or base price per Share subject to each Option shall be set by the Administrator, but shall not be less than 100% of the Fair Market Value of a Share on the date the Option is granted (or, as to Incentive Stock Options, on the date the Option is modified, extended or renewed for purposes of Section 424(h) of the Code). In addition, in the case of Incentive Stock Options granted to a Greater Than 10% Stockholder, such price shall not be less than 110% of the Fair Market Value of a Share on the date the Option is granted (or the date the Option is modified, extended or renewed for purposes of Section 424(h) of the Code).

6.4 Option Term. The term of each Option (the "Option Term") shall be set by the Administrator in its sole discretion; provided, however, that the Option Term shall not be more than a maximum of five (5) years from the date the Option is granted (and, five (5) years from the date an Incentive Stock Option is granted to a Greater Than 10% Stockholder). The Administrator shall determine the time period, including the time period following a Termination of Service, during which the Holder has the right to exercise the vested Options, which time period may not extend beyond the maximum Option Term. To the extent permitted by Section 409A or Section 422 of the Code and regulations and rulings thereunder and after due consideration to the possible tax, securities, and accounting consequences, the Administrator may extend the Option Term of any outstanding

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Option, and may extend the time period during which vested Options may be exercised, in connection with any Termination of Service of the Holder, and may amend any other term or condition of such Option relating to such a Termination of Service, which extensions may not exceed the maximum Option Term as described above.

6.5 Option Vesting.

(a) The period during which the right to exercise, in whole or in part, an Option vests in the Holder shall be set by the Administrator and the Administrator may determine that an Option may not be exercised in whole or in part for a specified period after it is granted. Such vesting may be based on service with the Company or any Affiliate, any of the Performance Criteria, or any other criteria selected by the Administrator.

(b) No portion of an Option which is unexercisable at a Holder's Termination of Service shall thereafter become exercisable, except as may be otherwise provided by the Administrator either in the Program, the Award Agreement or by action of the Administrator following the grant of the Option.

6.6 Substitute Awards. Notwithstanding the foregoing provisions of this Article 6 to the contrary, in the case of an Option that is a Substitute Award, the price per share of the shares subject to such Option may be less than the Fair Market Value per share on the date of grant; provided that the excess of: (a) the aggregate Fair Market Value (as of the date such Substitute Award is granted) of the shares subject to the Substitute Award, over (b) the aggregate exercise or base price thereof does not exceed the excess of: (x) the aggregate fair market value (as of the time immediately preceding the transaction giving rise to the Substitute Award, such fair market value to be determined by the Administrator) of the shares of the predecessor entity that were subject to the grant assumed or substituted for by the Company, over (y) the aggregate exercise or base price of such shares.

6.7 Substitution of Stock Appreciation Rights. The Administrator may provide in the applicable Program or the Award Agreement evidencing the grant of an Option that the Administrator, in its sole discretion, shall have the right to substitute a Stock Appreciation Right for such Option at any time prior to or upon exercise of such Option; provided that such Stock Appreciation Right shall be exercisable with respect to the same number of Shares for which such substituted Option would have been exercisable, and shall also have the same exercise or base price, vesting schedule and remaining Option Term as the substituted Option.

ARTICLE 7

EXERCISE OF OPTIONS

7.1 Partial Exercise. An exercisable Option may be exercised in whole or in part. However, an Option shall not be exercisable with respect to fractional shares and the Administrator may require that, by the terms of the Option, a partial exercise must be with respect to a minimum number of shares.

7.2 Manner of Exercise. All or a portion of an exercisable Option shall be deemed exercised upon delivery of all of the following to the Secretary of the Company, the stock plan administrator of the Company or such other person or entity designated by the Administrator, or his, her or its office, as applicable:

(a) A written or electronic notice complying with the applicable rules established by the Administrator stating that the Option, or a portion thereof, is exercised. The notice shall include appropriately authorized instruction by the Holder or other person then entitled to exercise the Option or such portion of the Option;

(b) Such representations and documents as the Administrator, in its sole discretion, deems necessary or advisable to effect compliance with all applicable provisions of the Securities Act and any other federal, state or foreign securities laws or regulations, the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded or any other applicable law. The Administrator may, in its sole discretion, also take whatever additional actions it deems appropriate to effect such compliance including, without limitation, placing legends on share certificates and issuing stop-transfer notices to agents and registrars;

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(c) In the event that the Option shall be exercised pursuant to Section 12.3 by any person or persons other than the Holder, appropriate proof of the right of such person or persons to exercise the Option, as determined in the sole discretion of the Administrator; and

(d) Full payment of the exercise or base price and applicable withholding taxes to the stock plan administrator of the Company for the shares with respect to which the Option, or portion thereof, is exercised, in a manner permitted by Section 12.1 and 12.2.

7.3 Notification Regarding Disposition. The Holder shall give the Company prompt written or electronic notice of any disposition of Shares acquired by exercise of an Incentive Stock Option which occurs within (a) two years from the date of granting (including the date the Option is modified, extended or renewed for purposes of Section 424(h) of the Code) such Option to such Holder, or (b) one year after the transfer of such shares to such Holder.

ARTICLE 8

AWARD OF STOCK APPRECIATION RIGHTS

8.1 Grant of Stock Appreciation Rights.

(a) The Administrator is authorized to grant Stock Appreciation Rights to Eligible Individuals from time to time, in its sole discretion, on such terms and conditions as it may determine consistent with the Plan.

(b) A Stock Appreciation Right shall entitle the Holder (or other person entitled to exercise the Stock Appreciation Right pursuant to the Plan) to exercise all or a specified portion of the Stock Appreciation Right (e.g., the number of Shares of which are the "base shares"), to the extent then exercisable pursuant to its terms, and to receive from the Company an amount determined by multiplying the difference obtained by subtracting the exercise or base price per share ("base price") of the Stock Appreciation Right from the fair market value at the time of exercise of the Stock Appreciation Right (e.g., in the event such Stock Appreciation Right is settled in Shares, the Shares obtained are the "gain shares"), determined according to such method as the Administrator may establish in its discretion, by the number of Shares with respect to which the Stock Appreciation Right shall have been exercised, subject to any limitations the Administrator may impose. Except as described in (c) below, the exercise or base price per Share subject to each Stock Appreciation Right shall be set by the Administrator, but shall not be less than 100% of the Fair Market Value on the date the Stock Appreciation Right is granted.

(c) Notwithstanding the foregoing provisions of Section 8.1(b) to the contrary, in the case of an Stock Appreciation Right that is a Substitute Award, the price per share of the shares subject to such Stock Appreciation Right may be less than 100% of the Fair Market Value per share on the date of grant; provided that the excess of: (i) the aggregate Fair Market Value (as of the date such Substitute Award is granted) of the shares subject to the Substitute Award, over (ii) the aggregate exercise or base price thereof does not exceed the excess of: (x) the aggregate fair market value (as of the time immediately preceding the transaction giving rise to the Substitute Award, such fair market value to be determined by the Administrator) of the shares of the predecessor entity that were subject to the grant assumed or substituted for by the Company, over (y) the aggregate exercise or base price of such shares.

8.2 Stock Appreciation Right Vesting.

(a) The period during which the right to exercise, in whole or in part, a Stock Appreciation Right vests in the Holder shall be set by the Administrator and the Administrator may determine that a Stock Appreciation Right may not be exercised in whole or in part for a specified period after it is granted. Such vesting may be based on service with the Company or any Affiliate, or any other criteria selected by the

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Administrator. At any time after grant of a Stock Appreciation Right, the Administrator may, in its sole discretion and subject to whatever terms and conditions it selects, accelerate the period during which a Stock Appreciation Right vests.

(b) No portion of a Stock Appreciation Right which is unexercisable at Termination of Service shall thereafter become exercisable, except as may be otherwise provided by the Administrator either in the applicable Program or Award Agreement or by action of the Administrator following the grant of the Stock Appreciation Right.

8.3 Manner of Exercise. All or a portion of an exercisable Stock Appreciation Right shall be deemed exercised upon delivery of all of the following to the stock plan administrator of the Company, or such other person or entity designated by the Administrator, or his, her or its office, as applicable:

(a) A written or electronic notice complying with the applicable rules established by the Administrator or by the Company and not objected to by the Administrator stating that the Stock Appreciation Right, or a portion thereof, is exercised. The notice shall include appropriately authorized instruction by the Holder or other person then entitled to exercise the Stock Appreciation Right or such portion of the Stock Appreciation Right;

(b) Such representations and documents as the Administrator, in its sole discretion, or Company management deems necessary or advisable to effect compliance with all applicable provisions of the Securities Act and any other federal, state or foreign securities laws or regulations. The Administrator may, in its sole discretion, also take whatever additional actions it deems appropriate to effect such compliance; and

(c) In the event that the Stock Appreciation Right shall be exercised pursuant to this Section 8.3 by any person or persons other than the Holder, appropriate proof of the right of such person or persons to exercise the Stock Appreciation Right.

8.4 Stock Appreciation Right Term. The term of each Stock Appreciation Right (the "Stock Appreciation Right Term") shall be set by the Administrator in its sole discretion; provided, however, that the term shall not be more than a maximum of five (5) years from the date the Stock Appreciation Right is granted. The Administrator shall determine the time period, including the time period following a Termination of Service, during which the Holder has the right to exercise the vested Stock Appreciation Rights, which time period may not extend beyond the maximum Stock Appreciation Right Term. To the extent permitted by Section 409A of the Code and regulations and rulings thereunder, and after due consideration to the possible tax, securities, and accounting consequences, the Administrator may extend the Stock Appreciation Right Term of any outstanding Stock Appreciation Right, and may extend the time period during which vested Stock Appreciation Rights may be exercised, in connection with any Termination of Service of the Holder, and may amend any other term or condition of such Stock Appreciation Right relating to such a Termination of Service, which extensions may not exceed the maximum Stock Appreciation Right Term as described above.

8.5 Payment. Payment of the amounts payable with respect to Stock Appreciation Rights pursuant to this Article 8 shall be in cash, Shares (based on its fair market value as of the date the Stock Appreciation Right is exercised), or a combination of both, as determined by the Administrator.

8.6 Substitution of Options. The Administrator may provide in the applicable Program or the Award Agreement evidencing the grant of a Stock Appreciation Right that the Administrator, in its sole discretion, shall have the right to substitute an Option for such Stock Appreciation Right at any time prior to or upon exercise of such Stock Appreciation Right; provided that such Option shall be exercisable with respect to the same number of Shares for which such substituted Stock Appreciation Right would have been exercisable, and shall also have the same exercise or base price, vesting schedule and remaining Stock Appreciation Right Term as the substituted Stock Appreciation Right.

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ARTICLE 9

AWARD OF RESTRICTED STOCK UNITS

9.1 Grant of Restricted Stock Units. The Administrator is authorized to grant Awards of Restricted Stock Units to any Eligible Individual selected by the Administrator in such amounts and subject to such terms and conditions as determined by the Administrator.

9.2 Term. Except as otherwise provided herein, the term of a Restricted Stock Unit award shall be set by the Administrator in its sole discretion.

9.3 Purchase Price. The Administrator shall specify the purchase price, if any, to be paid by the Holder to the Company with respect to any Restricted Stock Unit award, with cash, services or any other consideration that the Administrator shall determine acceptable, subject to any requirements of applicable law; provided, however, that value of the consideration shall not be less than the par value of a Share, unless otherwise permitted by applicable law.

9.4 Vesting of Restricted Stock Units. At the time of grant, the Administrator shall specify the date or dates on which the Restricted Stock Units shall become fully vested and nonforfeitable, and may specify such conditions to vesting as it deems appropriate, including, without limitation, vesting based upon the Holder's duration of service to the Company or any Affiliate, one or more Performance Criteria, Company performance, individual performance or other specific criteria, in each case on a specified date or dates or over any period or periods, as determined by the Administrator, subject to Section 3.4.

9.5 Maturity and Payment. At the time of grant, the Administrator shall specify the maturity date applicable to each grant of Restricted Stock Units which shall be no earlier than the vesting date or dates of the Award and may be determined at the election of the Holder (if permitted by the applicable Award Agreement); provided that, except as otherwise determined by the Administrator, set forth in any applicable Award Agreement, and subject to compliance with Section 409A of the Code, in no event shall the maturity date relating to each Restricted Stock Unit occur following the later of (a) the 15th day of the third month following the end of calendar year in which the Restricted Stock Unit vests; or (b) the 15th day of the third month following the end of the Company's fiscal year in which the Restricted Stock Unit vests. On the maturity date, the Company shall, subject to Section 12.4(e), transfer to the Holder one unrestricted, fully transferable Share for each Restricted Stock Unit scheduled to be paid out on such date and not previously forfeited, or in the sole discretion of the Administrator, an amount in cash equal to the fair market value of such shares on the maturity date or a combination of cash and Common Stock as determined by the Administrator.

9.6 Payment upon Termination of Service. An Award of Restricted Stock Units shall only be payable while the Holder is an Employee, a Consultant or a member of the Board, as applicable; provided, however, that the Administrator, in its sole and absolute discretion may provide (in an Award Agreement or otherwise) that a Restricted Stock Unit award may be paid subsequent to a Termination of Service in certain events, including a change of control, the Holder's death, retirement or disability or any other specified Termination of Service.

9.7 No Rights as a Stockholder. Unless otherwise determined by the Administrator, a Holder who is awarded Restricted Stock Units shall possess no incidents of ownership with respect to the Shares represented by such Restricted Stock Units, unless and until the same are transferred to the Holder pursuant to the terms of this Plan and the Award Agreement.

9.8 Dividend Equivalents. Subject to Section 11.2, the Administrator may, in its sole discretion, provide that Dividend Equivalents shall be earned by a Holder of Restricted Stock Units based on dividends declared on the Common Stock, to be credited as of dividend payment dates during the period between the date an Award of Restricted Stock Units is granted to a Holder and the maturity date of such Award.

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ARTICLE 10

AWARD OF RESTRICTED STOCK

10.1 Grant of Restricted Stock.

(a) The Administrator is authorized to grant Restricted Stock to Eligible Individuals, and shall determine the terms and conditions, including the restrictions applicable to each award of Restricted Stock, which terms and conditions shall not be inconsistent with the Plan, and may impose such conditions on the issuance of such Restricted Stock as it deems appropriate.

(b) The Administrator shall establish the purchase price, if any, to be paid by the Holder to the Company with respect to any Restricted Stock award, with cash, services or any other consideration that the Administrator shall determine acceptable, subject to any requirements of applicable law, and form of payment for Restricted Stock; provided, however, that if a purchase price is charged, such purchase price shall be no less than the par value, if any, of the Shares to be purchased, unless otherwise permitted by applicable law. In all cases, legal consideration shall be required for each issuance of Restricted Stock.

10.2 Rights as Stockholders. Subject to Section 10.4, upon issuance of Restricted Stock, the Holder shall have, unless otherwise provided by the Administrator, all the rights of a stockholder with respect to said shares, subject to the restrictions in the applicable Program or in each individual Award Agreement, including the right to receive all dividends and other distributions paid or made with respect to the shares; provided, however, that, in the sole discretion of the Administrator, any extraordinary distributions with respect to the Shares shall be subject to the restrictions set forth in Section 10.3. In addition, with respect to a share of Restricted Stock with performance-based vesting, dividends which are paid prior to vesting shall only be paid out to the Holder to the extent that the performance-based vesting conditions are subsequently satisfied and the share of Restricted Stock vests.

10.3 Restrictions. All shares of Restricted Stock (including any shares received by Holders thereof with respect to shares of Restricted Stock as a result of stock dividends, stock splits or any other form of recapitalization) shall, in the terms of the applicable Program or in each individual Award Agreement, be subject to such restrictions and vesting requirements as the Administrator shall provide. Such restrictions may include, without limitation, restrictions concerning voting rights and transferability and such restrictions may lapse separately or in combination at such times and pursuant to such circumstances or based on such criteria as selected by the Administrator, including, without limitation, criteria based on the Holder's duration of employment, directorship or consultancy with the Company, the Performance Criteria, Company performance, individual performance or other criteria selected by the Administrator. By action taken after the Restricted Stock is issued, the Administrator may, on such terms and conditions as it may determine to be appropriate, accelerate the vesting of such Restricted Stock by removing any or all of the restrictions imposed by the terms of the Program or the Award Agreement. Restricted Stock may not be sold or encumbered until all restrictions are terminated or expire.

10.4 Repurchase or Forfeiture of Restricted Stock. Except as otherwise determined by the Administrator at the time of the grant of the Award or thereafter, if no price was paid by the Holder for the Restricted Stock, upon a Termination of Service during the applicable restriction period, the Holder's rights in unvested Restricted Stock then subject to restrictions shall lapse, and such Restricted Stock shall be surrendered to the Company and cancelled without consideration. If a price was paid by the Holder for the Restricted Stock, upon a Termination of Service during the applicable restriction period, the Company shall have the right to repurchase from the Holder the unvested Restricted Stock then subject to restrictions at a cash price per share equal to the price paid by the Holder for such Restricted Stock or such other amount as may be specified in the Program or the Award Agreement. Notwithstanding the foregoing, except as otherwise provided by Section 3.4, the Administrator in its sole discretion may provide that in the event of certain events, including a change of control, the Holder's death,

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retirement or disability or any other specified Termination of Service or any other event, the Holder's rights in unvested Restricted Stock shall not lapse, such Restricted Stock shall vest and, if applicable, the Company shall not have a right of repurchase.

10.5 Certificates for Restricted Stock. Restricted Stock granted pursuant to the Plan may be evidenced in such manner as the Administrator shall determine. Certificates or book entries evidencing shares of Restricted Stock must include an appropriate legend referring to the terms, conditions, and restrictions applicable to such Restricted Stock. The Company may, in its sole discretion, (a) retain physical possession of any stock certificate evidencing shares of Restricted Stock until the restrictions thereon shall have lapsed and/or (b) require that the stock certificates evidencing shares of Restricted Stock be held in custody by a designated escrow agent (which may but need not be the Company) until the restrictions thereon shall have lapsed, and that the Holder deliver a stock power, endorsed in blank, relating to such Restricted Stock.

10.6 Section 83(b) Election. If a Holder makes an election under Section 83(b) of the Code to be taxed with respect to the Restricted Stock as of the date of transfer of the Restricted Stock rather than as of the date or dates upon which the Holder would otherwise be taxable under Section 83(a) of the Code, the Holder shall be required to deliver a copy of such election to the Company promptly after filing such election with the Internal Revenue Service.

ARTICLE 11

AWARD OF PERFORMANCE AWARDS, DIVIDEND EQUIVALENTS, STOCK PAYMENTS, DEFERRED STOCK, DEFERRED STOCK UNITS

11.1 Performance Awards.

(a) The Administrator is authorized to grant Performance Awards, including Awards of Performance Stock Units, to any Eligible Individual and to determine whether such Performance Awards shall be Performance-Based Compensation. The value of Performance Awards, including Performance Stock Units, may be linked to any one or more of the Performance Criteria or other specific criteria determined by the Administrator, in each case on a specified date or dates or over any period or periods determined by the Administrator. Performance Awards, including Performance Stock Unit awards may be paid in cash, Shares, Awards or a combination of cash, Shares and/or Awards, as determined by the Administrator.

(b) Without limiting Section 11.1(a), the Administrator may grant Performance Awards to any Eligible Individual in the form of a cash bonus payable upon the attainment of objective Performance Goals, or such other criteria, whether or not objective, which are established by the Administrator, in each case on a specified date or dates or over any period or periods determined by the Administrator. Any such bonuses paid to a Holder which are intended to be Performance-Based Compensation shall be based upon objectively determinable bonus formulas established in accordance with the provisions of Article 5.

11.2 Dividend Equivalents.

(a) Dividend Equivalents may be granted by the Administrator based on dividends declared on the Common Stock, to be credited as of dividend payment dates during the period between the date an Award is granted to a Holder and the date such Award vests, is exercised, is distributed or expires, as determined by the Administrator. Such Dividend Equivalents shall be converted to cash or additional Shares by such formula and at such time and subject to such limitations as may be determined by the Administrator. In addition, Dividend Equivalents with respect to an Award with performance-based vesting that are based on dividends paid prior to the vesting of such Award shall only be paid out to the Holder to the extent that the performance-based vesting conditions are subsequently satisfied and the Award vests.

(b) Notwithstanding the foregoing, no Dividend Equivalents shall be payable with respect to Options or Stock Appreciation Rights.

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11.3 Stock Payments. The Administrator is authorized to make Stock Payments to any Eligible Individual. The number or value of shares of any Stock Payment shall be determined by the Administrator and may be based upon one or more Performance Criteria or any other specific criteria, including service to the Company or any Affiliate, determined by the Administrator. Shares underlying a Stock Payment which is subject to a vesting schedule or other conditions or criteria set by the Administrator will not be issued until those conditions have been satisfied. Unless otherwise provided by the Administrator, a Holder of a Stock Payment shall have no rights as a Company stockholder with respect to such Stock Payment until such time as the Stock Payment has vested and the Shares underlying the Award have been issued to the Holder. Stock Payments may, but are not required to, be made in lieu of base salary, bonus, fees or other cash compensation otherwise payable to such Eligible Individual.

11.4 Deferred Stock Units. The Administrator is authorized to grant Deferred Stock Units to any Eligible Individual. The number of Deferred Stock Units shall be determined by the Administrator and may (but is not required to) be based on one or more Performance Criteria or other specific criteria, including service to the Company or any Affiliate, as the Administrator determines, in each case on a specified date or dates or over any period or periods determined by the Administrator. Each Deferred Stock Unit shall entitle the Holder thereof to receive one Share on the date the Deferred Stock Unit becomes vested or upon a specified settlement date thereafter (which settlement date may (but is not required to) be the date of the Holder's Termination of Service). Shares underlying a Deferred Stock Unit award which is subject to a vesting schedule or other conditions or criteria set by the Administrator will not be issued until on or following the date that those conditions and criteria have been satisfied. Unless otherwise provided by the Administrator, a Holder of Deferred Stock Units shall have no rights as a Company stockholder with respect to such Deferred Stock Units until such time as the Award has vested and any other applicable conditions and/or criteria have been satisfied and the Shares underlying the Award have been issued to the Holder.

11.5 Deferred Stock. The Administrator is authorized to grant Deferred Stock to any Eligible Individual. The number of shares of Deferred Stock shall be determined by the Administrator and may (but is not required to) be based on one or more Performance Criteria or other specific criteria, including service to the Company or any Affiliate, as the Administrator determines, in each case on a specified date or dates or over any period or periods determined by the Administrator. Shares underlying a Deferred Stock award which is subject to a vesting schedule or other conditions or criteria set by the Administrator will be issued on the vesting date(s) or date(s) that those conditions and criteria have been satisfied, as applicable. Unless otherwise provided by the Administrator, a Holder of Deferred Stock shall have no rights as a Company stockholder with respect to such Deferred Stock until such time as the Award has vested and any other applicable conditions and/or criteria have been satisfied and the Shares underlying the Award have been issued to the Holder.

11.6 Term. The term of a Performance Award, Dividend Equivalent award, Stock Payment award, Deferred Stock award and/or Deferred Stock Unit award shall be set by the Administrator in its sole discretion.

11.7 Purchase Price. The Administrator may establish the purchase price, if any, of a Performance Award, shares distributed as a Stock Payment award, shares of Deferred Stock award or shares distributed pursuant to a Deferred Stock Unit award, to be paid by the Holder to the Company with respect to any such award, with cash, services or any other consideration that the Administrator shall determine acceptable, subject to any requirements of applicable law; provided, however, that value of the consideration shall not be less than the par value of a Share, unless otherwise permitted by applicable law.

11.8 Termination of Service. A Performance Award, Stock Payment award, Dividend Equivalent award, Deferred Stock award and/or Deferred Stock Unit award is distributable only while the Holder is an Employee, Director or Consultant, as applicable. The Administrator, however, in its sole discretion may provide that the Performance Award, Dividend Equivalent award, Stock Payment award, Deferred Stock award and/or Deferred Stock Unit award may be distributed subsequent to a Termination of Service in certain events, including a change of control, the Holder's death, retirement or disability or any other specified Termination of Service.

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ARTICLE 12

ADDITIONAL TERMS OF AWARDS

12.1 Payment. The Administrator shall determine the methods by which payments by any Holder with respect to any Awards granted under the Plan shall be made, including, without limitation: (a) cash or check, (b) Shares (including, in the case of payment of the exercise or base price of an Award, Shares issuable pursuant to the exercise of the Award) or Shares held for such period of time as may be required by the Administrator in order to avoid adverse accounting consequences, in each case, having a fair market value at the time of delivery equal to the aggregate payments required, (c) delivery of a written or electronic notice that the Holder has placed a market sell order with a broker with respect to Shares then issuable upon exercise or vesting of an Award, and that the broker has been directed to pay a sufficient portion of the net proceeds of the sale to the Company in satisfaction of the aggregate payments required; provided that payment of such proceeds is then made to the Company upon settlement of such sale, or (d) other form of legal consideration acceptable to the Administrator. The Administrator shall also determine the methods by which Shares shall be delivered or deemed to be delivered to Holders. Notwithstanding any other provision of the Plan to the contrary, no Holder who is a Director or an "executive officer" of the Company within the meaning of Section 13(k) of the Exchange Act shall be permitted to make payment with respect to any Awards granted under the Plan, or continue any extension of credit with respect to such payment, with a loan from the Company or a loan arranged by the Company in violation of Section 13(k) of the Exchange Act.

12.2 Tax Withholding. The Company or any Affiliate shall have the authority and the right to deduct or withhold, or require a Holder to remit to the Company, an amount sufficient to satisfy federal, state, local and foreign taxes (including the Holder's FICA, employment tax or other social security contribution obligation) required by law to be withheld with respect to any taxable event concerning a Holder arising as a result of the Plan. The Administrator may in its sole discretion and in satisfaction of the foregoing requirement allow a Holder to elect to have the Company withhold Shares otherwise issuable under an Award (or allow the surrender of Shares). The number of Shares which may be so withheld or surrendered shall be limited to the number of shares which have a fair market value at the time of withholding or repurchase equal to the aggregate amount of such liabilities based on the minimum statutory withholding rates or such other withholding rates for federal, state, local and foreign income tax and payroll/employment tax purposes that are applicable to such taxable income and that have been determined by the Administrator to avoid adverse accounting consequences. The Administrator shall determine the fair market value of the Shares, consistent with applicable provisions of the Code and applicable foreign tax regulations, for tax withholding obligations due in connection with a broker-assisted cashless Option or Stock Appreciation Right exercise involving the sale of shares to pay the Option or Stock Appreciation Right exercise or base price or any tax withholding obligation.

12.3 Transferability of Awards.

(a) Except as otherwise provided in Section 12.3(b):

(i) No Award under the Plan may be sold, pledged, assigned or transferred in any manner other than by will or the laws of descent and distribution or, subject to the consent of the Administrator, pursuant to a DRO, unless and until such Award has been exercised, or the shares underlying such Award have been issued, and all restrictions applicable to such shares have lapsed;

(ii) No Award or interest or right therein shall be liable for the debts, contracts or engagements of the Holder or his successors in interest or shall be subject to disposition by transfer, alienation, anticipation, pledge, hypothecation, encumbrance, assignment or any other means whether such disposition be voluntary or involuntary or by operation of law by judgment, levy, attachment, garnishment or any other legal or equitable proceedings (including bankruptcy), and any attempted disposition thereof shall be null and void and of no effect, except to the extent that such disposition is permitted by the preceding sentence; and

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(iii) During the lifetime of the Holder, only the Holder may exercise an Award (or any portion thereof) granted to him under the Plan, unless it has been disposed of pursuant to a DRO; after the death of the Holder, any exercisable portion of an Award may, prior to the time when such portion becomes unexercisable under the Plan or the applicable Program or Award Agreement, be exercised by his personal representative or by any person empowered to do so under the deceased Holder's will or under the then applicable laws of descent and distribution.

(b) Notwithstanding Section 12.3(a), the Administrator, in its sole discretion, may determine to permit a Holder to transfer an Award other than an Incentive Stock Option to any one or more Permitted Transferees, subject to the following terms and conditions: (i) an Award transferred to a Permitted Transferee shall not be assignable or transferable by the Permitted Transferee other than by will or the laws of descent and distribution; (ii) an Award transferred to a Permitted Transferee shall continue to be subject to all the terms and conditions of the Award as applicable to the original Holder (other than the ability to further transfer the Award); (iii) any transfer of a Non-Qualified Stock Option to a Permitted Transferee shall be without consideration, except as required by applicable law and (iv) the Holder and the Permitted Transferee shall execute any and all documents requested by the Administrator, including, without limitation documents to (A) confirm the status of the transferee as a Permitted Transferee, (B) satisfy any requirements for an exemption for the transfer under applicable federal, state and foreign securities laws and (C) evidence the transfer.

(c) Notwithstanding Section 12.3(a), a Holder may, in the manner determined by the Administrator, designate a beneficiary to exercise the rights of the Holder and to receive any distribution with respect to any Award upon the Holder's death. A beneficiary, legal guardian, legal representative, or other person claiming any rights pursuant to the Plan is subject to all terms and conditions of the Plan and any Program or Award Agreement applicable to the Holder, except to the extent the Plan, the Program and the Award Agreement otherwise provide, and to any additional restrictions deemed necessary or appropriate by the Administrator. If the Holder is married and resides in a community property state, a designation of a person other than the Holder's spouse as his or her beneficiary with respect to more than 50% of the Holder's interest in the Award shall not be effective without the prior written or electronic consent of the Holder's spouse. If no beneficiary has been designated or survives the Holder, payment shall be made to the person entitled thereto pursuant to the Holder's will or the laws of descent and distribution. Subject to the foregoing, a beneficiary designation may be changed or revoked by a Holder at any time; provided that the change or revocation is filed with the Administrator prior to the Holder's death.

12.4 Conditions to Issuance of Shares.

(a) Notwithstanding anything herein to the contrary, the Company shall not be required to issue or deliver any certificates or make any book entries evidencing Shares pursuant to the exercise of any Award, unless and until the Board or the Committee has determined, with advice of counsel, that the issuance of such shares is in compliance with all applicable laws, regulations of governmental authorities and, if applicable, the requirements of any exchange on which the Shares are listed or traded, and the Shares are covered by an effective registration statement or applicable exemption from registration. In addition to the terms and conditions provided herein, the Board or the Committee may require that a Holder make such reasonable covenants, agreements, and representations as the Board or the Committee, in its discretion, deems advisable in order to comply with any such laws, regulations, or requirements.

(b) All Share certificates delivered pursuant to the Plan and all shares issued pursuant to book entry procedures are subject to any stop-transfer orders and other restrictions as the Administrator deems necessary or advisable to comply with federal, state, or foreign securities or other laws, rules and regulations and the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted, or traded. The Administrator may place legends on any Share certificate or book entry to reference restrictions applicable to the Shares.

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(c) The Administrator shall have the right to require any Holder to comply with any timing or other restrictions with respect to the settlement, distribution or exercise of any Award, including a window-period limitation, as may be imposed in the sole discretion of the Administrator.

(d) No fractional Shares shall be issued and the Administrator shall determine, in its sole discretion, whether cash shall be given in lieu of fractional shares or whether such fractional shares shall be eliminated by rounding down.

(e) Notwithstanding any other provision of the Plan, unless otherwise determined by the Administrator or required by any applicable law, rule or regulation, the Company shall not deliver to any Holder certificates evidencing Shares issued in connection with any Award and instead such Shares shall be recorded in the books of the Company (or, as applicable, its transfer agent or stock plan administrator).

12.5 Forfeiture, Recoupment and Clawback Provisions. Pursuant to its general authority to determine the terms and conditions applicable to Awards under the Plan, the Administrator shall have the right to provide, in an Award Agreement or otherwise, or to require a Holder to agree by separate written or electronic instrument, that:

(a) (i) Any proceeds, gains or other economic benefit actually or constructively received by the Holder upon any receipt or exercise of the Award, or upon the receipt or resale of any Shares underlying the Award, must be paid to the Company, and (ii) the Award shall terminate and any unexercised portion of the Award (whether or not vested) shall be forfeited, if (x) a Termination of Service occurs prior to a specified date, or within a specified time period following receipt or exercise of the Award, or (y) the Holder at any time, or during a specified time period, engages in any activity in competition with the Company, or which is inimical, contrary or harmful to the interests of the Company, as further defined by the Administrator or (z) the Holder incurs a Termination of Service for "cause" (as such term is defined in the sole discretion of the Administrator, or as set forth in a written agreement relating to such Award between the Company and the Holder); and

(b) All Awards (including any proceeds, gains or other economic benefit actually or constructively received by the Holder upon any receipt or exercise of any Award or upon the receipt or resale of any Shares underlying the Award) shall be subject to the written policies of the Board, Administrator or any recoupment or clawback policies implemented by the Company, including, without limitation, any recoupment or clawback policies adopted to comply with the requirements of the Dodd-Frank Wall Street Reform and Consumer Protection Act and any rules or regulations promulgated thereunder, to the extent set forth in such recoupment or clawback policies and/or in the applicable Award Agreement.

12.6 Prohibition on Repricing. Subject to Section 14.2, the Administrator shall not, without the approval of the stockholders of the Company, (i) authorize the amendment of any outstanding Option or Stock Appreciation Right to reduce its price per share, or (ii) cancel any Option or Stock Appreciation Right in exchange for cash or another Award when the Option or Stock Appreciation Right price per share exceeds the Fair Market Value of the underlying Shares. Subject to Section 14.2, the Administrator shall have the authority, without the approval of the stockholders of the Company, to amend any outstanding Award to increase the price per share or to cancel and replace an Award with the grant of an Award having a price per share that is greater than or equal to the price per share of the original Award.

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ARTICLE 13

ADMINISTRATION

13.1 Administrator. The Committee (or another committee or a subcommittee of the Board assuming the functions of the Committee under the Plan) shall administer the Plan (except as otherwise permitted herein) and, unless otherwise determined by the Board, shall consist solely of two or more Non-Employee Directors appointed by and holding office at the pleasure of the Board, each of whom is intended to qualify as both a "non-employee director" as defined by Rule 16b-3 of the Exchange Act or any successor rule, an "outside director" for purposes of Section 162(m) of the Code and an "independent director" under the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded; provided that any action taken by the Committee shall be valid and effective, whether or not members of the Committee at the time of such action are later determined not to have satisfied the requirements for membership set forth in this Section 13.1 or otherwise provided in any charter of the Committee. Except as may otherwise be provided in any charter of the Committee, appointment of Committee members shall be effective upon acceptance of appointment. Committee members may resign at any time by delivering written or electronic notice to the Board. Vacancies in the Committee may only be filled by the Board. Notwithstanding the foregoing, (a) the full Board, acting by a majority of its members in office, shall conduct the general administration of the Plan with respect to Awards granted to Non-Employee Directors and, with respect to such Awards, the terms "Administrator" and "Committee" as used in the Plan shall be deemed to refer to the Board and (b) the Board or Committee may delegate its authority hereunder to the extent permitted by Section 13.6.

13.2 Duties and Powers of Committee. It shall be the duty of the Committee to conduct the general administration of the Plan in accordance with its provisions. The Committee shall have the power to interpret the Plan, the Program and the Award Agreement, and to adopt such rules for the administration, interpretation and application of the Plan as are not inconsistent therewith, to interpret, amend or revoke any such rules and to amend any Program or Award Agreement; provided that the rights or obligations of the Holder of the Award that is the subject of any such Program or Award Agreement are not affected adversely by such amendment, unless the consent of the Holder is obtained or such amendment is otherwise permitted under Section 14.10. Any such grant or award under the Plan need not be the same with respect to each Holder. Any such interpretations and rules with respect to Incentive Stock Options shall be consistent with the provisions of Section 422 of the Code. In its sole discretion, the Board may at any time and from time to time exercise any and all rights and duties of the Committee under the Plan except with respect to matters which under Rule 16b-3 under the Exchange Act or any successor rule, or Section 162(m) of the Code, or any regulations or rules issued thereunder, or the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded are required to be determined in the sole discretion of the Committee.

13.3 Action by the Committee. Unless otherwise established by the Board or in any charter of the Committee, a majority of the Committee shall constitute a quorum and the acts of a majority of the members present at any meeting at which a quorum is present, and acts approved in writing by all members of the Committee in lieu of a meeting, shall be deemed the acts of the Committee. Each member of the Committee is entitled to, in good faith, rely or act upon any report or other information furnished to that member by any officer or other employee of the Company or any Affiliate, the Company's independent certified public accountants, or any executive compensation consultant or other professional retained by the Company to assist in the administration of the Plan.

13.4 Authority of Administrator. Subject to the Company's Bylaws, the Committee's Charter and any specific designation in the Plan, the Administrator has the exclusive power, authority and sole discretion to:

- (a) Designate Eligible Individuals to receive Awards;
- (b) Determine the type or types of Awards to be granted to each Eligible Individual;

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- (c) Determine the number of Awards to be granted and the number of Shares to which an Award will relate;
- (d) Determine the terms and conditions of any Award granted pursuant to the Plan, including, but not limited to, the exercise or base price, grant price, or purchase price, any performance criteria, any restrictions or limitations on the Award, any schedule for vesting, lapse of forfeiture restrictions or restrictions on the exercisability of an Award, and accelerations or waivers thereof, and any provisions related to non-competition and recapture of gain on an Award, based in each case on such considerations as the Administrator in its sole discretion determines;
- (e) Determine whether, to what extent, and pursuant to what circumstances an Award may be settled in, or the exercise or base price of an Award may be paid in cash, Shares, other Awards, or other property, or an Award may be canceled, forfeited, or surrendered;
- (f) Prescribe the form of each Award Agreement, which need not be identical for each Holder;
- (g) Decide all other matters that must be determined in connection with an Award;
- (h) Establish, adopt, or revise any rules and regulations as it may deem necessary or advisable to administer the Plan;
- (i) Interpret the terms of, and any matter arising pursuant to, the Plan, any Program or any Award Agreement;
- (j) Make all other decisions and determinations that may be required pursuant to the Plan or as the Administrator deems necessary or advisable to administer the Plan; and
- (k) Accelerate wholly or partially the vesting or lapse of restrictions of any Award or portion thereof at any time after the grant of an Award, subject to whatever terms and conditions it selects and Section 3.4.

13.5 Decisions Binding. The Administrator's interpretation of the Plan, any Awards granted pursuant to the Plan, any Program, any Award Agreement and all decisions and determinations by the Administrator with respect to the Plan are final, binding, and conclusive on all parties.

13.6 Delegation of Authority. To the extent permitted by applicable law or the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded, the Board or Committee may from time to time delegate to a committee of one or more members of the Board or one or more officers of the Company the authority to grant or amend Awards or to take other administrative actions pursuant to Article 13; provided, however, that in no event shall an officer of the Company be delegated the authority to grant awards to, or amend awards held by, the following individuals: (a) individuals who are subject to Section 16 of the Exchange Act, (b) Covered Employees, or (c) officers of the Company (or Directors) to whom authority to grant or amend Awards has been delegated hereunder; provided, further, that any delegation of administrative authority shall only be permitted to the extent it is permissible under Section 162(m) of the Code and applicable securities laws or the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded. Any delegation hereunder shall be subject to the restrictions and limits that the Board or Committee specifies at the time of such delegation, and the Board may at any time rescind the authority so delegated or appoint a new delegatee. At all times, the delegatee appointed under this Section 13.6 shall serve in such capacity at the pleasure of the Board and the Committee.

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ARTICLE 14

MISCELLANEOUS PROVISIONS

14.1 Amendment, Suspension or Termination of the Plan. Except as otherwise provided in this Section 14.1, the Plan may be wholly or partially amended or otherwise modified, suspended or terminated at any time or from time to time by the Board or the Committee. However, without approval of the Company's stockholders given within twelve (12) months before or after the action by the Administrator, no action of the Administrator may, except as provided in Section 14.2, (a) increase the limits imposed in Section 3.1 on the maximum number of shares which may be issued under the Plan, or (b) reduce the price per share of any outstanding Option or Stock Appreciation Right granted under the Plan or take any action prohibited under Section 12.6, or (c) cancel any Option or Stock Appreciation Right in exchange for cash or another Award when the Option or Stock Appreciation Right price per share exceeds the Fair Market Value of the underlying Shares. Except as provided in Section 14.10, no amendment, suspension or termination of the Plan shall, without the consent of the Holder, impair any rights or obligations under any Award theretofore granted or awarded, unless the Award itself otherwise expressly so provides. No Awards may be granted or awarded during any period of suspension or after termination of the Plan, and in no event may any Award be granted under the Plan after the tenth (10th) anniversary of the Effective Date.

14.2 Changes in Common Stock or Assets of the Company, Acquisition or Liquidation of the Company and Other Corporate Events.

(a) In the event of any stock dividend, stock split, combination or exchange of shares, merger, consolidation or other distribution (other than normal cash dividends) of Company assets to stockholders, or any other change affecting the shares of the Company's Common Stock or the share price of the Company's Common Stock other than an Equity Restructuring, the Administrator shall make equitable adjustments, if any, to reflect such change with respect to (i) the aggregate number and kind of shares that may be issued under the Plan (including, but not limited to, adjustments of the limitations in Section 3.1 on the maximum number and kind of shares which may be issued under the Plan, adjustments of the Award Limit, and adjustments of the manner in which shares subject to Full Value Awards will be counted); (ii) the number and kind of Shares (or other securities or property) subject to outstanding Awards; (iii) the number and kind of Shares (or other securities or property) for which automatic grants are subsequently to be made to new and continuing Non-Employee Directors pursuant to Section 4.6; (iv) the terms and conditions of any outstanding Awards (including, without limitation, any applicable performance targets or criteria with respect thereto); and (v) the grant or exercise or base price per share for any outstanding Awards under the Plan. Any adjustment affecting an Award intended as Performance-Based Compensation shall be made consistent with the requirements of Section 162(m) of the Code.

(b) In the event of any transaction or event described in Section 14.2(a) or any unusual or nonrecurring transactions or events affecting the Company, any Affiliate of the Company, or the financial statements of the Company or any Affiliate, or of changes in applicable laws, regulations or accounting principles, the Administrator, in its sole discretion, and on such terms and conditions as it deems appropriate, either by the terms of the Award or by action taken prior to the occurrence of such transaction or event and either automatically or upon the Holder's request, is hereby authorized to take any one or more of the following actions whenever the Administrator determines that such action is appropriate in order to prevent dilution or enlargement of the benefits or potential benefits intended to be made available under the Plan or with respect to any Award under the Plan, to facilitate such transactions or events or to give effect to such changes in laws, regulations or principles:

(i) To provide for either (A) termination of any such Award in exchange for an amount of cash, if any, equal to the amount that would have been attained upon the exercise of such Award or realization of the Holder's rights (and, for the avoidance of doubt, if as of the date of the occurrence of the transaction or event described in this Section 14.2 the Administrator determines in good faith

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that no amount would have been attained upon the exercise of such Award or realization of the Holder's rights, then such Award may be terminated by the Company without payment) or (B) the replacement of such Award with other rights or property selected by the Administrator in its sole discretion having an aggregate value not exceeding the amount that could have been attained upon the exercise of such Award or realization of the Holder's rights had such Award been currently exercisable or payable or fully vested;

(ii) To provide that such Award be assumed by the successor or survivor corporation, or a parent or subsidiary thereof, or shall be substituted for by similar options, rights or awards covering the stock of the successor or survivor corporation, or a parent or subsidiary thereof, with appropriate adjustments as to the number and kind of shares and prices;

(iii) To make adjustments in the number and type of shares of the Company's stock (or other securities or property) subject to outstanding Awards, and in the number and kind of outstanding Restricted Stock or Deferred Stock and/or in the terms and conditions of (including the grant or exercise or base price), and the criteria included in, outstanding Awards and Awards which may be granted in the future;

(iv) To provide that such Award shall be exercisable or payable or fully vested with respect to all shares covered thereby, notwithstanding anything to the contrary in the Plan or the applicable Program or Award Agreement; and

(v) To provide that the Award cannot vest, be exercised or become payable after such event.

(c) In connection with the occurrence of any Equity Restructuring, and notwithstanding anything to the contrary in Sections 14.2(a) and 14.2(b):

(i) The number and type of securities subject to each outstanding Award and the exercise or base price or grant price thereof, if applicable, shall be equitably adjusted; and/or

(ii) The Administrator shall make such equitable adjustments, if any, as the Administrator in its discretion may deem appropriate to reflect such Equity Restructuring with respect to the aggregate number and kind of shares that may be issued under the Plan (including, but not limited to, adjustments of the limitations in Section 3.) on the maximum number and kind of shares which may be issued under the Plan, adjustments of the Award Limit, and adjustments of the manner in which shares subject to Full Value Awards will be counted). The adjustments provided under this Section 14.2(c) shall be nondiscretionary and shall be final and binding on the affected Holder and the Company.

(d) The Administrator may, in its sole discretion, include such further provisions and limitations in any Award, agreement or certificate, as it may deem equitable and in the best interests of the Company that are not inconsistent with the provisions of the Plan.

(e) With respect to Awards which are granted to Covered Employees and are intended to qualify as Performance-Based Compensation, no adjustment or action described in this Section 14.2 or in any other provision of the Plan shall be authorized to the extent that such adjustment or action would cause such Award to fail to so qualify as Performance-Based Compensation, unless the Administrator determines that the Award should not so qualify. No adjustment or action described in this Section 14.2 or in any other provision of the Plan shall be authorized to the extent that such adjustment or action would cause the Plan to violate Section 422(b)(1) of the Code. Furthermore, no such adjustment or action shall be authorized to the extent such adjustment or action would result in short-swing profits liability under Section 16 or violate the exemptive conditions of Rule 16b-3 unless the Administrator determines that the Award is not to comply with such exemptive conditions.

(f) The existence of the Plan, the Program, the Award Agreement and the Awards granted hereunder shall not affect or restrict in any way the right or power of the Company or the stockholders of the Company to make or authorize any adjustment, recapitalization, reorganization or other change in the

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Company's capital structure or its business, any merger or consolidation of the Company, any issue of stock or of options, warrants or rights to purchase stock or of bonds, debentures, preferred or prior preference stocks whose rights are superior to or affect the Common Stock or the rights thereof or which are convertible into or exchangeable for Common Stock, or the dissolution or liquidation of the Company, or any sale or transfer of all or any part of its assets or business, or any other corporate act or proceeding, whether of a similar character or otherwise.

(g) No action shall be taken under this Section 14.2 which shall cause an Award to fail to comply with Section 409A of the Code or the Treasury Regulations thereunder, to the extent applicable to such Award.

(h) In the event of any pending stock dividend, stock split, combination or exchange of shares, merger, consolidation or other distribution (other than normal cash dividends) of Company assets to stockholders, or any other change affecting the shares of Common Stock or the share price of the Common Stock including any Equity Restructuring, for reasons of administrative convenience, the Company in its sole discretion may refuse to permit the exercise of any Award during a period of thirty (30) days prior to the consummation of any such transaction.

14.3 Approval of Plan by Stockholders. The Plan will be submitted for the approval of the Company's stockholders within twelve (12) months after the date of the Board's initial adoption of the Plan. If such approval has not been obtained at the end of said twelve (12) month period, the 2002 Plan shall continue according to its terms as in effect immediately prior to the adoption of this amendment and restatement of the 2002 Plan.

14.4 No Stockholders Rights. Except as otherwise provided herein, a Holder shall have none of the rights of a stockholder with respect to Shares covered by any Award until the Holder becomes the record owner of such Shares.

14.5 Paperless Administration. In the event that the Company establishes, for itself or using the services of a third party, an automated system for the documentation, granting or exercise of Awards, such as a system using an internet website or interactive voice response, then the paperless documentation, granting or exercise of Awards by a Holder may be permitted through the use of such an automated system.

14.6 Effect of Plan upon Other Compensation Plans. The adoption of the Plan shall not affect any other compensation or incentive plans in effect for the Company or any Affiliate. Nothing in the Plan shall be construed to limit the right of the Company or any Affiliate: (a) to establish any other forms of incentives or compensation for Employees, Directors or Consultants of the Company or any Affiliate, or (b) to grant or assume options or other rights or awards otherwise than under the Plan in connection with any proper corporate purpose including without limitation, the grant or assumption of options in connection with the acquisition by purchase, lease, merger, consolidation or otherwise, of the business, stock or assets of any corporation, partnership, limited liability company, firm or association.

14.7 Compliance with Laws. The Plan, the granting and vesting of Awards under the Plan and the issuance and delivery of Shares and the payment of money under the Plan or under Awards granted or awarded hereunder are subject to compliance with all applicable federal, state, local and foreign laws, rules and regulations (including but not limited to state, federal and foreign securities law and margin requirements), the rules of any securities exchange or automated quotation system on which the Shares are listed, quoted or traded, and to such approvals by any listing, regulatory or governmental authority as may, in the opinion of counsel for the Company, be necessary or advisable in connection therewith. Any securities delivered under the Plan shall be subject to such restrictions, and the person acquiring such securities shall, if requested by the Company, provide such assurances and representations to the Company as the Company may deem necessary or desirable to assure compliance with all applicable legal requirements. To the extent permitted by applicable law, the Plan and Awards granted or awarded hereunder shall be deemed amended to the extent necessary to conform to such laws, rules and regulations.

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14.8 Titles and Headings, References to Sections of the Code or Exchange Act. The titles and headings of the Sections in the Plan are for convenience of reference only and, in the event of any conflict, the text of the Plan, rather than such titles or headings, shall control. References to sections of the Code or the Exchange Act shall include any amendment or successor thereto.

14.9 Governing Law. The Plan and any agreements hereunder shall be administered, interpreted and enforced under the internal laws of the State of Delaware without regard to conflicts of laws thereof or of any other jurisdiction.

14.10 Section 409A. To the extent that the Administrator determines that any Award granted under the Plan is subject to Section 409A of the Code, the Program pursuant to which such Award is granted and the Award Agreement evidencing such Award shall incorporate the terms and conditions required by Section 409A of the Code. To the extent applicable, the Plan, the Program and any Award Agreements shall be interpreted in accordance with Section 409A of the Code and Department of Treasury regulations and other interpretive guidance issued thereunder, including without limitation any such regulations or other guidance that may be issued after the Effective Date. Notwithstanding any provision of the Plan to the contrary, in the event that following the Effective Date the Administrator determines that any Award may be subject to Section 409A of the Code and related Department of Treasury guidance (including such Department of Treasury guidance as may be issued after the Effective Date), the Administrator may adopt such amendments to the Plan and the applicable Program and Award Agreement or adopt other policies and procedures (including amendments, policies and procedures with retroactive effect), or take any other actions, that the Administrator determines are necessary or appropriate to (a) exempt the Award from Section 409A of the Code and/or preserve the intended tax treatment of the benefits provided with respect to the Award, or (b) comply with the requirements of Section 409A of the Code and related Department of Treasury guidance and thereby avoid the application of any penalty taxes under such Section.

14.11 No Rights to Awards. No Eligible Individual or other person shall have any claim to be granted any Award pursuant to the Plan, and neither the Company nor the Administrator is obligated to treat Eligible Individuals, Holders or any other persons uniformly.

14.12 Unfunded Status of Awards. The Plan is intended to be an "unfunded" plan for incentive compensation. With respect to any payments not yet made to a Holder pursuant to an Award, nothing contained in the Plan or any Program or Award Agreement shall give the Holder any rights that are greater than those of a general creditor of the Company or any Affiliate.

14.13 Indemnification. To the extent allowable pursuant to applicable law, each member of the Committee or of the Board shall be indemnified and held harmless by the Company from any loss, cost, liability, or expense that may be imposed upon or reasonably incurred by such member in connection with or resulting from any claim, action, suit, or proceeding to which he or she may be a party or in which he or she may be involved by reason of any action or failure to act pursuant to the Plan and against and from any and all amounts paid by him or her in satisfaction of judgment in such action, suit, or proceeding against him or her, provided he or she gives the Company an opportunity, at its own expense, to handle and defend the same before he or she undertakes to handle and defend it on his or her own behalf. The foregoing right of indemnification shall not be exclusive of any other rights of indemnification to which such persons may be entitled pursuant to the Company's Certificate of Incorporation or Bylaws, as a matter of law, or otherwise, or any power that the Company may have to indemnify them or hold them harmless.

14.14 Relationship to other Benefits. No payment pursuant to the Plan shall be taken into account in determining any benefits under any pension, retirement, savings, profit sharing, group insurance, welfare or other benefit plan of the Company or any Affiliate except to the extent otherwise expressly provided in writing in such other plan or an agreement thereunder.

14.15 Expenses. The expenses of administering the Plan shall be borne by the Company and its Affiliates.

Approved by stockholders: [June 11, 2012]

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VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on Sunday, June 10, 2012. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in making proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-696-4403

Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on Sunday, June 10, 2012. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edgewood, NY 11717.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

The Board of Directors recommends you vote FOR the following:

1. Election of Directors

1a. Pamela M. Avery

For ☐ Against ☐ Abstain ☐

1b. Charles C. Berg

☐ ☐ ☐

1c. Carol Anthony Blandino

☐ ☐ ☐

1d. David J. Glaz

☐ ☐ ☐

1e. Peter T. Gower

☐ ☐ ☐

1f. John M. Hines

☐ ☐ ☐

1g. William L. Roper

☐ ☐ ☐

1h. Kent J. Rupp

☐ ☐ ☐

1i. Robert J. Yaffe

☐ ☐ ☐

The Board of Directors recommends you vote FOR payable 2, 3 and 4.

2 To approve the appointment of SPAC LLP as our independent auditors for the fiscal year 2012.

For ☐ Against ☐ Abstain ☐

3 To approve the company's executive compensation.

4 To adopt and approve an amendment to our 2011 Incentive Award Plan to increase the aggregate number of shares authorized for issuance under the plan by 4,500,000 shares.

☐ ☐ ☐

The Board of Directors recommends you vote AGAINST the following proposal:

5 To consider a stockholder proposal if properly presented at the annual meeting regarding directors to retain signature stock.

For ☐ Against ☐ Abstain ☐

For approval, change, withdrawal, mark here. Use reverse for instructions.

Yes ☐ No ☐

Please indicate if you plan to attend this meeting.

☐ ☐

Please sign exactly as you appear on the proxy card. If you are signing as attorney, executor, administrator, or other fiduciary, please give title as such. If you are a shareholder, please sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.

Signature (PLEASE SIGN WITHIN BOX) _____
Date _____

Signature (Joint Owners) _____
Date _____

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Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting: The Annual Report, Notice & Proxy Statement is available at www.proxyvote.com.

DAVITA INC.
PROXY
This Proxy is solicited on behalf of the
Board of Directors of DAVITA INC.

The undersigned hereby appoints Kent J. Thry, Kim M. Rivera and Arturo Sola, or any of them, the true and lawful attorneys and proxies of the undersigned, with full power of substitution to vote all shares of the Common Stock, \$0.001 par value per share, of DAVITA INC., which the undersigned is entitled to vote at the annual meeting of the stockholders of DAVITA INC., to be held at 9:30 a.m. Mountain Daylight Time, on June 11, 2012 at 1627 Cole Boulevard, Lakewood, Colorado 80401 and any and all adjournments thereof on the proposals set forth on the reverse side of this Proxy.

Unless a contrary direction is indicated, this Proxy will be voted FOR all nominees listed in Proposal 1, FOR Proposals 2, 3, and 4, and AGAINST Proposal 5. If specific instructions are indicated, this Proxy will be voted in accordance therewith.

In their discretion, Kent J. Thry, Kim M. Rivera and Arturo Sola or any of them, are authorized to vote upon such other matters as may properly come before the meeting. All Proxies to vote at said meeting or any adjournment hereafter given by the undersigned are hereby assigned. Receipt of the Notice of Annual Meeting and Proxy Statement dated May 2, 2012 is hereby acknowledged.

Address change/comments:

If you notes any Address Changes and/or Comments above, Please mark corresponding box on the reverse side.

Continued and to be signed on reverse side

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1 LAW OFFICE OF DANIEL MARKS
2 DANIEL MARKS, ESQ.
3 Nevada State Bar No. 002003
4 NICOLE M. YOUNG, ESQ.
5 Nevada State Bar No. 12659
6 610 South Ninth Street
7 Las Vegas, Nevada 89101
8 (702) 386-0536; FAX (702) 386-6812
9 Attorneys for Appellant

10
11 **IN THE SUPREME COURT OF THE STATE OF NEVADA**

12 DENNIS KOGOD,

Case No. 71147

13 Appellant,

14 vs.

15 GABRIELLE CIOFFI-KOGOD,

16 Respondent.
17 _____/

18
19 **APPEAL FROM THE EIGHTH JUDICIAL DISTRICT COURT**
20 _____

21
22 **APPELLANT'S APPENDIX**
23 **Volume 20**
24 _____
25
26
27
28

<u>DOCUMENT</u>	<u>VOLUME</u>	<u>PAGE NO.</u>
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Defendant, Dennis Kogod's, Reply to Plaintiff's, Gabrielle Cioffi-Kogod's, Opposition to Defendant's Motion to Stay Service of Subpoena Duces Tecum and Notice of Deposition and for a Protective Order Prohibiting or Limiting the deposition of Jennifer Crute Steiner and Opposition to Plaintiff's Countermotion for Attorney Fees and Costs filed on June 25, 2015	1	151-178
Defendant's Motion to Stay Service of Subpoena Duces Tecum and Notice of Deposition and for a Protective Order Prohibiting or Limiting the Deposition of Jennifer Crute Steiner filed on June 11, 2015	1	87-110
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Defendant's Exhibit EE- Davita Retirement Savings Plan Statement from October 1, 2015 to December 31, 2015	34	6376-6378
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Defendant's Exhibit XX- Detailed Financial Disclosure Form for Gabrielle Cioffi-Kogod, Filed February 25, 2015	34	6440-6456
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Defendant's Exhibit CCC- Various Checks from Gabrielle to Eugene Cioffi-Kogod Re: Misc.	34	6465-6467
Defendant's Exhibit DDD- Various Checks from Gabrielle to Eugene Cioffi Re: Eugene's Birthday	34	6468-6470
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Defendant's Exhibit KKK- Notice of Entry of Stipulation and Order Filed on August 12, 2015	34	6508-6513
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Defendant's Exhibit TTT- New Enterprise Associates 14, L.P. Supplemental Schedule of Changes in Individual Partner's Capital Accounts	35	6684-6706
Defendant's Exhibit UUU- Plaintiff's Eleventh Supplemental Production of Documents Pursuant to NRCP 16.2 Dated: September 9, 2015 (Spreadsheet from Nadya's depo)	36	6707-6906
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Joint Preliminary Injunction filed on May 15, 2014	1	15-16
Motion for an Order to Show Cause to Hold Gabrielle Cioffi-Kogod in Contempt for Failure to Comply with the Discovery Commissioners Recommendation Regarding Service of Jennifer Crute Steiner and for Attorney's Fees and Costs filed on September 14, 2015	2	207-274
Motion to Compel Discovery and for Attorney's Fees and Costs filed on December 23, 2015	2	407-420
Motion in Limine to Exclude Updated Real Estate Appraisals and Newly Disclosed Rental Values Submitted by Plaintiff filed on February 19, 2016	4	836-840
Motion in Limine to Exclude Defendant's Witness Disclosed After Deadline to Disclose witnesses and Request for Attorney's Fees and Sanctions filed on February 22, 2016	4	847-858

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Motion to Stay Enforcement of Decree of Divorce and for Other Related Relief filed on August 24, 2016	44	8594-8600
Motion for Attorney's Fees and Costs filed on September 13, 2016	44	8607-8703
Notice of Appeal filed on August 23, 2016	44	8588-8589
Notice of Appeal, filed on December 13, 2016	47	9280-9286
Notice of Cross-Appeal filed on September 21, 2016	45	8823-8940
Notice of Cross-Appeal, filed on December 23, 2016	47	9291-9297
Notice of Entry of Order filed on August 12, 2015	1	205-206
Notice of Entry filed on November 30, 2015	2	395-399
Notice of Entry of Order filed on December 3, 2015	2	400-404
Notice of Entry of Order filed on May 6, 2016	42	8064-8065
Notice of Entry of Order filed on May 11, 2016	42	8068-8069
Notice of Entry of Order filed on June 29, 2016	42	8086-8089
Notice of Entry of Findings of Facts, Conclusions of Law and Decree of Divorce filed on August 22, 2016	44	8474-8587
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Notice of Entry of Order from October 18, 2016 Hearing filed on December 5, 2016	47	9276-9279
Notice of Filing Cost Bond for Appeal filed on August 29, 2016	44	8601-8602
Objections to Plaintiff's proposed deposition Testimony and Submission of Additional Deposition Testimony filed on March 25, 2016	40	7721-7739
Opposition to Motion for an Order to Show Cause to Hold Gabrielle Cioffi-Kogod in Contempt for Failure to Comply with the Discovery Commissioner's Recommendation Regarding Service of Jennifer Crute Steiner and for Attorney's Fees and Costs and Countermotion for Sanctions and Attorney's Fees filed on October 6, 2015	2	287-335
Opposition to Motion to Stay Service of Subpoena Duces Tecum and Notice of Deposition and for a Protective Order Prohibiting or Limiting the Deposition of Jennifer Crute Steiner, and Countermotion for Attorney's Fees and Costs filed on June 23, 2015	1	111-150

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Opposition to Motion to Compel Discovery and for Attorney's Fees and Costs and Countermotion for Protective Order filed on January 11, 2016	3	425-579
Opposition to Plaintiff's Motion for an Order to Show Cause why Defendant Should not be Held in Contempt of Court for His Multiple Violations of the Joint Preliminary Injunction, for an Order Limiting Access and Payments from Community Accounts, and for Sanctions, Attorney's Fees and Costs; and Countermotion for Attorney's Fees and Costs filed on February 8, 2016	4	713-720
Opposition to Plaintiff's Motion to Compel Discovery, for Sanctions, Attorney's fees and Costs; and Countermotion for Sanctions, Attorney's Fees and Costs filed on July 8, 2016	42	8090-8153
Opposition to Motion for Attorney's Fees and Costs filed on October 13, 2016	46	9167-9174
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Order filed on May 6, 2016	42	8066-8067
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Order filed on June 28, 2016	42	8083-8085
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Plaintiff's Closing Brief filed on August 1, 2016	43	8242-8414
Plaintiff's Ex Parte Motion with Notice for Extension of Time to File Motion for Attorney's Fees and Costs filed on September 15, 2016	45	8803-8822
Plaintiff's Motion for the Issuance of an Order to Show Cause why Defendant Should not be Held in Contempt for his Multiple Violations of the Joint Preliminary Injunction; Plaintiff's Motion for an Order Limiting the Access and Payments from Community Accounts filed on January 19, 2016	4	647-706
Plaintiff's Pre Trial Memorandum filed on February 19, 2016	4	780-818
Plaintiff's Exhibit 1- Financial Disclosure Form Filed on February 16, 2016	10	1896-1912
Plaintiff's Exhibit 2- Financial Disclosure Form Filed on February 16, 2016	10	1913-1930
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Plaintiff's Exhibit 5- 2014 Individual Income Tax Return	10	1973-1980
Plaintiff's Exhibit 6- 2013 Individual Income Tax Return	11	1981-2241
Plaintiff Exhibit 7- 2012 Individual Income Tax Returns	12	2242-2378
Plaintiff's Exhibit 8- 2011 Individual Income Tax Returns	13	2379-2427
Plaintiff's Exhibit 9- 2010 Individual Income Tax Returns	13	2428-2456
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Plaintiff's Exhibit 24- Text messages between the parties	15	3041-3048
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Plaintiff's Exhibit 26- Proposed Community Property Distribution Worksheet	15	3062-3063
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Plaintiff's Exhibit 55- Index of documents in Support of Spreadsheets in Anthem Forensic's Reports	16	3067-3121

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Plaintiff's Exhibit 57- Anthem Forensics' Supplemental Expert Witness Report	17	3233-3368
Plaintiff's Exhibit 58- Anthem Forensics' Supporting Documents for facts set forth in Supplemental Expert Report	17	3369-3402
Plaintiff's Exhibit 59- Email from Joe Leauanae to Daniel Marks, Esq.	17	3403-3404
Plaintiff's Exhibit 60- Auto Related Exhibits listed on Exhibit 6	17	3405-3409
Plaintiff's Exhibit 61- Transactions that comprise the "adjusted" column on Exhibit 6	18	3410-3549
Plaintiff's Exhibit 62- Withdrawals and checks written to cash - Gabrielle Kogod	18	3550
Plaintiff's Exhibit 63- Anthem Forensics' Response to Rebuttal Report	18	3551-3578
Plaintiff's Exhibit 65- Anthem Forensics' Supporting Documentation for Facts set fourth in The February 5, 2016 Report	19	3579-3640
Plaintiff's Exhibit 69- Joint Preliminary Injunction Order	19	3641-3642
Plaintiff's Exhibit 71- Settlement Statement for 10776 Wilshire Boulevard, Unit 604, California	19	3643
Plaintiff's Exhibit 72- Spreadsheet showing expenses for Khapsalis and children From May 2014	19	3644-3674
Plaintiff's Exhibit 73- Spreadsheet showing updated Outflows greater than \$10,000 Since Anthem's December 15, 2015 Report based on updated statements provided by Dennis	19	3675
Plaintiff's Exhibit 74- Spreadsheet showing Outflows more than \$10,000 Since May, 2014	19	3676
Plaintiff's Exhibit 75- Spreadsheet showing payments to or on behalf of Dennis' Family Members since May, 2014	19	3677-3678
Plaintiff's Exhibit 76- Spreadsheet showing payments to Jennifer Steiner since September, 2014	19	3679-3682
Plaintiff's Exhibit 77- Email from Bob Gehlen dated November 25, 2015	19	3683-3685
Plaintiff's Exhibit 78- Email from Dennis to Robert Gehlen dated December 8, 2015	19	3686-3690

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Plaintiff's Exhibit 79- Email from Ms. Varshney to Mr. Marks and Ms. Young re: Dennis Not adding Gabrielle to the UBS Account dated December 2, 2015	19	3691-3696
Plaintiff's Exhibit 80- Motion to Stay Service of Subpoena Duces Tecum and Notice of Deposition and for a Protective Order Prohibiting or Limiting the Deposition of Jennifer Crute Steiner filed on June 11, 2015	19	3697-3720
Plaintiff's Exhibit 87- Letter from Ms. Varshney to Mr. Marks re: Deficiencies in documents From DaVita dated October 1, 2015	19	3721-3725
Plaintiff's Exhibit 88- Letter from Mr. Jimmerson to Mr. Smith re: Dennis' intent to sell stock Options dated June 12, 2015	19	3726
Plaintiff's Exhibit 89- Letter from Mr. Smith to Mr. Marks re: Sale of Dennis' Stock Options Dated August 14, 2015	19	3727-3729
Plaintiff's Exhibit 90- Letter from Mr. Marks to Mr. Smith re: Subpoena to DaVita jeopardizing Dennis' position dated September 2, 2015	19	3730-3731
Plaintiff's Exhibit 91- 2008 Annual Proxy Statement	19	3732-3807
Plaintiff's Exhibit 92- 2009 Annual Proxy Statement	20	3808-3873
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Plaintiff's Exhibit 96- 2013 Annual Proxy Statement	22	4203-4298
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Plaintiff's Exhibit 98- 2015 Annual Proxy Statement	23	4433-4526
Plaintiff's Exhibit 100- Radford J. Smith, Chartered's Billing Statements	23	4527-4560
Plaintiff's Exhibit 101- Marc Herman's Billing Statements	23	4561
Plaintiff's Exhibit 102- Anthem Forensic's Billing Statements	23	4562-4627
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Plaintiff's Exhibit 111- Plaintiff's Third Set of Interrogatories to Defendant	24	4692-4709

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Plaintiff's Exhibit 123- Kogod equity analysis	24	4785
Plaintiff's Exhibit 124- Dist. Comm prop as of February 2016	24	4786-4788
Plaintiff's Exhibit 125- 9/11/15 Certified Transcripts of Deposition of Nadyane Khapsalis Kogod	25	4789-5065
Plaintiff's Exhibit 125- Continued 9/11/15 Certified Transcripts of Deposition of Nadyane Khapsalis Kogod	26	5066-5170
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Plaintiff's Exhibit 127- 9/26/15 Deposition of Mitchell Kogod	28	5306-5498
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Plaintiff's Exhibit 129- 9/25/15 Deposition of Sheldon Kogod	29	5593-5745
Plaintiff's Exhibit 130- 9/26/15 Deposition of Dana Kogod	30	5746-5832
Plaintiff's Exhibit 131- 12/10/15 Deposition of Jennifer Crute Steiner	31	5833-6019
Plaintiff's Exhibit 132- Gabrielle's Ann Taylor Loft X5363 dated February 22, 2016	32	6020-6023
Plaintiff's Exhibit 132-2- Marc Herman's Curriculum Vitae	41	7984
Plaintiff's Exhibit 132-5- Gabrielle's expert, Mr. Marc Herman's updated Appraisal dated January 30, 2016	41	7985-8021
Plaintiff's Exhibit 132-6- Dennis' expert, Ms. Jennifer L. Bosco's appraisal Dated March 7, 2016	41	8022-8041
Plaintiff's Exhibit 133- Gabrielle's Banana Republic Luxe X4713 Dated March 4, 2016	32	6024-6026

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Plaintiff's Exhibit 136- Gabrielle's Kohl's Card X2557 Dated January 7, 2016	32	6034-6036
Plaintiff's Exhibit 137- Gabrielle's Kohl Statement X2557 dated February 5, 2016	32	6037-6039
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Plaintiff's Exhibit 139- Gabrielle's Nordstrom X992 dated February 11, 2016	32	6043-6048
Plaintiff's Exhibit 140- Gabrielle's Nordstrom X992 dated March 13, 2016	32	6049-6052
Plaintiff's Exhibit 141- Bank of America Merrill Lynch X0129 Statement dated March 1, 2016 through March 31, 2016	32	6053-6058
Plaintiff's Exhibit 142- Bank of America Merrill Lynch X6446 Statement Dated February 29, 2016	32	6059-6066
Plaintiff's Exhibit 143- Bank of America Merrill Lynch primary account 7GS-10588 dated February 29, 2016 (also includes secondary accounts 7GS-10637, 7GS-10588, 7GS-10093)	32	6067-6124
Plaintiff's Exhibit 144- Gabrielle's UBS account FN-20329 GM Dated March, 2016	32	6125-6132
Plaintiff's Exhibit 145- Gabrielle's UBS account FN 13134 GM Dated March, 2016	32	6133-6146
Plaintiff's Exhibit 146- Gabrielle's UBS account FN 12743 GM Dated March, 2016	32	6147-6160
Plaintiff's Motion to Compel Discovery, For Sanctions, and Attorney's Fees and Costs filed on June 21, 2016	42	8072-8081
Plaintiff's Opposition to Defendant's Motion to Stay Enforcement Of Decree of Divorce and for Other Related Relief and Countermotion for Attorney's Fees filed on October 12, 2016	46	9149-9166
Reply to Counterclaim for Divorce filed on December 5, 2014	1	25-27
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Transcript Re: Non-Jury Trial (Wednesday, February 24, 2016) filed on April 28, 2016	6	1038-1222
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Transcript Re: Non-Jury Trial Vol. II (Thursday, February 25, 2016) filed on April 28, 2016	8	1400-1592
Transcript Re: Non-Jury Trial Vol. I (Friday, February 26, 2016) filed on April 28, 2016	9	1593-1766
Transcript Re: Non-Jury Trial Vol. II (Friday, February 26, 2016) filed on April 28, 2016	10	1767- 1875
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Transcript Re: All Pending Motions (Hearing on Wednesday July 13, 2016) Filed on December 29, 2016	42	8193-8241
Transcript Re: All Pending Motions (Hearing on Tuesday October 18, 2016) filed on December 29, 2016	47	9187-9271

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**DISTRICT COURT
CLARK COUNTY, NEVADA**

GABRIELLE CIOFFI-KOGOD,

Plaintiff,

v.

DENNIS KOGOD,

Defendant.

CASE NO.: D-13-489442-D

DEPT NO.: Q

PLAINTIFF'S TRIAL EXHIBITS

HEARING DATE: February 23, 2016

TIME OF HEARING: 1:30 PM

CLERK'S COPY

VOLUME IV

92-97

DEF 14A 1 ddef14a.htm DEFINITIVE PROXY STATEMENT

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934



Filed by the registrant ☒ x

Filed by a party other than the registrant ☐ "

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission
Only (as permitted by Rule 14a-6(e)(2))

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material pursuant to § 240.14a-12

DaVita Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

☒ No fee required

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined.):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials:

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule, or registration statement no.:

(3) Filing party:

(4) Date filed:



NOTICE OF ANNUAL MEETING OF STOCKHOLDERS

June 9, 2008

TO OUR STOCKHOLDERS:

We will hold our 2008 annual meeting of the stockholders of DaVita Inc., a Delaware corporation, on Monday, June 9 at 3:00 p.m., Pacific time, at the Hyatt Regency San Francisco Airport, 1333 Old Bayshore Highway, Burlingame, California 94010, for the following purposes, which are further described in the accompanying Proxy Statement:

- (1) To elect ten directors to our Board of Directors to serve for a term of one year or until their successors are duly elected and qualified;
- (2) To ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2008; and
- (3) To transact other business as may properly come before the annual meeting or any adjournment thereof.

Our Board of Directors has fixed the close of business on April 15, 2008 as the record date for the determination of stockholders entitled to vote at the meeting or any meetings held upon adjournment of the meeting. Only record holders of our common stock at the close of business on that day will be entitled to vote. A copy of our 2007 annual report to stockholders is enclosed with this notice.

We invite you to attend the meeting and vote in person. If you cannot attend, to ensure that you are represented at the meeting, please sign and return the enclosed proxy card as promptly as possible in the enclosed postage prepaid envelope. If you attend the meeting, you may vote in person, even if you previously returned a signed proxy.

By order of the Board of Directors,

A handwritten signature in blue ink, appearing to read "Joseph Schohi".

Joseph Schohi
Vice President, General Counsel and
Secretary

El Segundo, California
April 23, 2008



PROXY STATEMENT

GENERAL INFORMATION

We are sending you this proxy statement in connection with the solicitation of proxies by our Board of Directors, for use at our 2008 annual meeting of stockholders, which we will hold on Monday, June 9, 2008 at 3:00 p.m., Pacific time, at the Hyatt Regency San Francisco Airport, 1333 Old Bayshore Highway, Burlingame, California 94010. The proxies will remain valid for use at any meetings held upon adjournment of that meeting. The record date for the meeting is the close of business on April 15, 2008. All holders of record of our common stock on the record date are entitled to notice of the meeting and to vote at the meeting and any meetings held upon adjournment of that meeting. Our principal executive offices are located at 601 Hawaii Street, El Segundo, California 90245, and our telephone number is (800) 310-4872. This proxy statement is being initially distributed to stockholders on or about April 23, 2008. To obtain directions to our annual meeting, visit our website, located at <http://www.davita.com>.

Whether or not you plan to attend the meeting in person, please date, sign and return the enclosed proxy card as promptly as possible, in the postage prepaid envelope provided, to ensure that your shares will be voted at the meeting. You may revoke your proxy at any time prior to its use by filing with our secretary an instrument revoking it or a duly executed proxy bearing a later date or by attending the meeting and voting in person.

Unless you instruct otherwise in the proxy, any proxy that is given and not revoked will be voted at the meeting:

- For each nominee to our Board of Directors;
- For the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2008; and
- As recommended by our Board of Directors, in its discretion, with regard to all other matters as may properly come before the annual meeting or any adjournment thereof.

Voting Information

Our only voting securities are the outstanding shares of our common stock. At the record date, we had approximately 105,490,000 shares of common stock outstanding. Each stockholder is entitled to one vote per share on each matter that we will consider at this meeting. Stockholders are not entitled to cumulate votes. Brokers holding shares of record for their customers generally are not entitled to vote on some matters unless their customers give them specific voting instructions. If the broker does not receive specific instructions, the broker will note this on the proxy form or otherwise advise us that it lacks voting authority. The votes that the brokers would have cast if their customers had given them specific instructions are commonly called "broker non-votes." If the stockholders of record present in person or represented by their proxies at the meeting hold at least a majority of our shares of common stock outstanding as of the record date, a quorum will exist for the transaction of business at the meeting. Stockholders attending the meeting in person or represented by proxy at the meeting who abstain from voting and broker non-votes are counted as present for quorum purposes.

Votes Required for Proposals

Directors are elected by a majority of votes cast, which means that the number of shares voted "for" each of the ten nominees for election to our Board of Directors must exceed 50% of the number of votes cast with

respect to each nominee's election. Abstentions and broker non-votes will not be counted as votes cast and therefore, will have no effect on the election of directors. In the event that the number of nominees exceeds the number of directors to be elected, which is a situation that we do not anticipate, directors will be elected by a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors.

The ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2008 requires the affirmative vote of a majority of the shares of common stock present at the annual meeting, in person or by proxy and entitled to vote thereon. Abstentions with respect to this proposal will be treated as votes against the proposal. Broker non-votes with respect to this proposal will not be considered as present and entitled to vote on the proposal, which will therefore reduce the number of affirmative votes needed to approve the proposal.

Proxy Solicitation Costs

We will pay for the cost of preparing, assembling, printing and mailing these proxy materials to our stockholders, as well as the cost of soliciting proxies relating to the meeting. We may request banks and brokers to solicit their customers who beneficially own our common stock listed of record in names of nominees. We will reimburse these banks and brokers for their reasonable out-of-pocket expenses regarding these solicitations. We have also retained Georgeson Shareholder Communications Inc. ("Georgeson") to assist in the distribution and solicitation of proxies and to verify records related to the solicitation at a fee of \$8,000 plus reimbursement for out-of-pocket expenses incurred during the solicitation. Georgeson and our officers, directors and employees may supplement the original solicitation by mail of proxies by telephone, facsimile, e-mail and personal solicitation. We will pay no additional compensation to our officers, directors and employees for these activities. We agreed to indemnify Georgeson against liabilities and expenses arising in connection with the proxy solicitation unless caused by Georgeson's gross negligence or intentional misconduct.

Delivery of Proxy Statement and Annual Report

Beneficial owners, but not record holders, of our common stock who share a single address may receive only one copy of this proxy statement and our 2007 annual report, unless their broker has received contrary instructions from any beneficial owner at that address. This practice, known as "householding," is designed to reduce printing and mailing costs. If any beneficial owner at such an address wishes to discontinue householding and receive a separate copy of the proxy statement and annual report, they should notify their broker. Beneficial owners sharing an address to which a single copy of the proxy statement and annual report was delivered can also request prompt delivery of a separate copy of the proxy statement and annual report by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872.

Electronic Availability of Proxy Materials for 2008 Annual Meeting

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on June 9, 2008. This Proxy Statement and DaVita's Annual Report to Stockholders and Form 10-K for fiscal 2007 are available electronically at <http://bnymellon.mobular.net/bnymellon/dva>.

Electronic Delivery of Future Proxy Materials

You may elect to receive future proxy statements and annual reports over the Internet instead of receiving paper copies. If you are a stockholder of record, you can elect to access future proxy statements and annual reports electronically by marking the appropriate box on your proxy form. If you hold your shares through a broker, please check the information provided in the proxy materials mailed to you by your broker for instructions on how to elect this option. Your election to view these documents over the Internet will remain in effect unless you elect otherwise.

**PROPOSAL NO. 1
ELECTION OF DIRECTORS**

At the meeting, you will elect ten directors to serve until the 2009 annual meeting of stockholders or until their respective successors are elected and qualified. Our bylaws require that each director be elected by the majority of votes cast with respect to such director in uncontested elections. In a contested election, where the number of nominees for director exceeds the number of directors to be elected, directors are elected by a plurality of shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. If a nominee for director who was in office prior to the election is not elected by a majority of votes cast, the director must promptly tender his or her resignation from the Board of Directors, and the Nominating and Governance Committee of our Board of Directors will make a recommendation to the Board of Directors about whether to accept or reject the resignation, or whether to take other action. The Board of Directors, excluding the director in question, will act on the recommendation of the Nominating and Governance Committee and publicly disclose its decision and its rationale within 90 days from the date the election results are certified. If a nominee for director who was not already serving as a director does not receive a majority of votes cast at the annual meeting, the nominee is not elected to the Board of Directors. All 2008 nominees are currently serving on the Board of Directors.

Nine of the ten nominees for director have been determined to be independent under the listing standards of the New York Stock Exchange ("NYSE"). Please see the section titled "Corporate Governance—Director Independence" below for more information. The Nominating and Governance Committee has recommended, and our Board of Directors has nominated, Charles G. Berg, Willard W. Brittain, Jr., Nancy-Ann DeParle, Paul J. Diaz, Peter T. Grauer, John M. Nehra, William L. Roper, M.D., Kent J. Thiry, Roger J. Valine and Richard C. Vaughan for election as directors. Each nominee has consented to being named in this proxy statement as a nominee and has agreed to serve as a director if elected.

Unless the proxy indicates otherwise, the persons named as proxies in the accompanying proxy have advised us that at the meeting they intend to vote the shares covered by the proxies for the election of the nominees named above. If one or more of the nominees are unable or not willing to serve, the persons named as proxies may vote for the election of the substitute nominees that our Board of Directors may propose. The accompanying proxy contains a discretionary grant of authority with respect to this matter. The persons named as proxies may not vote for a greater number of persons than the number of nominees named above.

No arrangement or understanding exists between any nominee and any other person or persons pursuant to which any nominee was or is to be selected as a director or nominee. None of the nominees has any family relationship with any other nominee or with any of our executive officers.

The Board of Directors recommends a vote FOR the election of each of the named nominees as directors.

Information Concerning Members of Our Board of Directors Standing for Reelection

Name	Age	Position
Charles G. Berg	50	Director
Willard W. Brittain, Jr.	60	Director
Nancy-Ann DeParle	51	Director
Paul J. Diaz	46	Director
Peter T. Grauer	62	Lead Independent Director
John M. Nehra	59	Director
William L. Roper, M.D.	59	Director
Kent J. Thiry	52	Chairman of the Board and Chief Executive Officer
Roger J. Valine	59	Director
Richard C. Vaughan	58	Director

Charles G. Berg has been one of our directors since March 2007. Mr. Berg has served as executive chairman and as a member of the board of directors of WellCare Health Plans, Inc. ("WellCare"), a provider of managed care services for government-sponsored healthcare programs, since January 2008. Since January 2007, Mr. Berg has been a senior advisor to Welsh, Carson, Anderson & Stowe, a private equity firm. From April 1998 to July 2004, Mr. Berg held various executive positions with Oxford Health Plans, Inc. ("Oxford") which included chief executive officer from November 2002 to July 2004 when Oxford was acquired by UnitedHealth Group, president and chief operating officer from March 2001 to November 2002 and executive vice president, medical delivery from April 1998 to March 2001. From July 2004 to September 2006, Mr. Berg served as an executive of UnitedHealth Group and was primarily responsible for integrating the Oxford business.

Willard W. Brittain, Jr. has been one of our directors since March 2007. Mr. Brittain has served as chairman and chief executive officer of Preod Corporation, an executive search and business advisory company since March 2003. From September 2000 to October 2002, Mr. Brittain served as chief operating officer of PwC Consulting and from July 1995 to September 2000, Mr. Brittain served as chief operating officer of PricewaterhouseCoopers LLP. Mr. Brittain was with PricewaterhouseCoopers LLP for 28 years before his retirement. Mr. Brittain is also a director of Perini Corporation and Analysts International Corporation.

Nancy Ann DeParle has been one of our directors since May 2001. She is a managing director of CCMP Capital, a private equity firm formed in August 2006. From February 2001 to August 2006, Ms. DeParle was a senior advisor to JPMorgan Partners, LLC, a private equity firm. Ms. DeParle served as the Administrator of the Centers for Medicare and Medicaid Services ("CMS"), formerly the Health Care Financing Administration, from November 1997 until October 2000. From 1993 until joining CMS, Ms. DeParle was Associate Director for Health and Personnel at the White House Office of Management and Budget. She is a member of the Medicare Payment Advisory Commission ("MedPAC"), which advises Congress on Medicare payment and policy issues, and a trustee of the Robert Wood Johnson Foundation. Ms. DeParle is also a director of Cerner Corporation and Boston Scientific Corporation.

Paul J. Diaz has been one of our directors since July 2007. Mr. Diaz is the president and chief executive officer of Kindred Healthcare, Inc. ("Kindred"), a provider of long-term healthcare services in the United States. Mr. Diaz joined Kindred in January 2002 as president and chief operating officer. Prior to joining Kindred, Mr. Diaz was the managing member of Falcon Capital Partners, LLC, a private investment and consulting firm, and from 1996 to July 1998, Mr. Diaz served in various executive capacities with Mariner Health Group, Inc., including as executive vice president and chief operating officer. Mr. Diaz serves on the boards of Kindred, PharMerica Corporation, the Bloomberg School of Public Health at John Hopkins University and the Board of Visitors of Georgetown University Law Center.

Peter T. Grauer has been one of our directors since August 1994 and our lead independent director since 2003. Mr. Grauer has been chairman of the board of Bloomberg, Inc. since April 2001, and its chief executive officer and treasurer since March 2002. From November 2000 until March 2002, Mr. Grauer was a managing director of Credit Suisse First Boston. From September 1992 until November 2000, upon the merger of Donaldson, Lufkin & Jenrette ("DLJ") into Credit Suisse First Boston, Mr. Grauer was a managing director and founding partner of DLJ Merchant Banking Partners.

John M. Nehra has been one of our directors since November 2000. Mr. Nehra has been affiliated with New Enterprise Associates, a venture capital firm, since 1989, including, since 1993, as general partner of several of its affiliated venture capital limited partnerships. Mr. Nehra has also been managing general partner of Catalyst Ventures, a venture capital firm, since 1989.

William L. Roper, M.D. has been one of our directors since May 2001. Dr. Roper has been chief executive officer of the University of North Carolina ("UNC") Health Care System, dean of the UNC School of Medicine and vice chancellor for medical affairs of UNC since March 2004. Dr. Roper also continues to serve as a professor of health policy and administration in the UNC School of Public Health and a professor of pediatrics in

the UNC School of Medicine. From 1997 until March 2004, he was dean of the UNC School of Public Health. Before joining UNC in 1997, Dr. Roper served as senior vice president of Prudential Health Care. He also served as director of the Centers for Disease Control and Prevention from 1990 to 1993, on the senior White House staff in 1989 and 1990 and as the administrator of CMS from 1986 to 1989. Dr. Roper is also chairman of the board of the National Quality Forum, a director of Delhaize Group, a trustee of the Robert Wood Johnson Foundation and a director of Medco Health Systems, a pharmacy benefits manager.

Kent J. Thiry became our chairman of the board and chief executive officer in October 1999. From June 1997 until he joined us, Mr. Thiry was chairman of the board and chief executive officer of Vivra Holdings, Inc., which was formed to operate the non-dialysis business of Vivra Incorporated ("Vivra") after Gambro AB acquired the dialysis services business of Vivra in June 1997. From September 1992 to June 1997, Mr. Thiry was the president and chief executive officer of Vivra, a provider of renal dialysis and other healthcare services. From April 1992 to August 1992, Mr. Thiry was president and co-chief executive officer of Vivra, and from September 1991 to March 1992, he was president and chief operating officer of Vivra. From 1983 to 1991, Mr. Thiry was associated with Bain & Company, first as a consultant, and then as vice president. Mr. Thiry is also a director of Varian Medical Systems, Inc.

Roger J. Valine has been one of our directors since June 2006. From 1993 to his retirement in July 2006, Mr. Valine served as the chief executive officer of Vision Service Plan ("VSP"), the nation's largest provider of eyecare wellness benefits. From January 1993 to February 2006, Mr. Valine served as both the president and chief executive officer of VSP. Upon his retirement, Mr. Valine had worked for VSP for 33 years and continues to provide consulting services to VSP. Mr. Valine serves on the board of SureWest Communications.

Richard C. Vaughan has been one of our directors since May 2005. Mr. Vaughan served as executive vice president of Lincoln Financial Group from 1995 until his retirement in April 2005 and served as chief financial officer from June 1992 to April 2005. Mr. Vaughan is also a director of MBIA Inc.

CORPORATE GOVERNANCE

Director Independence

Under the listing standards of the NYSE, a majority of the members of our Board of Directors must satisfy the NYSE criteria for "independence." No director qualifies as independent under the NYSE listing standards unless the Board of Directors affirmatively determines that the director has no material relationship with us (either directly or as a partner, stockholder or officer of an organization that has a relationship with us). The Board of Directors has determined that all of the individuals currently serving, or who served at any time during 2007, as members of the Board of Directors, other than Mr. Thiry, are independent under the NYSE listing standards.

The Board of Directors evaluates the independence of our directors annually and will review the independence of individual directors on an interim basis to consider changes in employment, relationships and other factors. The Board of Directors also maintains a policy whereby the Board of Directors will evaluate the appropriateness of the director's continued service on the Board of Directors in the event that the director retires from their principal job, changes their principal job responsibility or experiences a significant event that could negatively affect their service to the Board of Directors. In such event, the members of the Board of Directors, excluding the affected director, will determine whether the affected director's continued service on the Board of Directors is in the best interests of our stockholders and will decide whether or not to request the resignation of the director. In addition, prior to accepting an invitation to serve on the board of directors of another public company, a director must advise the chairman of the board and the lead independent director so that the remaining members of the Board of Directors may evaluate any potential conflicts of interest.

Each member of the committees of the Board of Directors meets the independence requirements applicable to those committees. In making determinations of independence, the Board of Directors considered the following relationships as well as certain other relationships between non-management directors that did not involve the company or any of its executive officers and determined that none of such relationships was a material relationship that would impair the independence from management of any such individual:

- (1) Mr. Vaughan and Mr. Thiry previously served together on the board of Oxford. Mr. Berg and Mr. Thiry previously served together on the board of Oxford.
- (2) Mr. Thiry holds an ownership interest in NEA Partnerships of less than 19%. Mr. Nehra is a general partner of NEA Partnerships and Richard K. Whitney, our chief financial officer, is a venture partner of New Enterprise Associates, an affiliate of NEA Partnerships.
- (3) Dr. Roper and Ms. DeParle each serve as members of the board of trustees of the Robert Wood Johnson Foundation.
- (4) Mr. Berg is a director, the executive chairman and a stockholder of WellCare, which has made payments to the company for services rendered in the ordinary course of business in the last three years which did not exceed the greater of \$1 million or 2% of WellCare's consolidated gross revenue in any such year. For additional information, see "Certain Relationships and Related Transactions."
- (5) Mr. Diaz is a director, the president and chief executive officer and a stockholder of Kindred, which has made payments to the company for services rendered in the ordinary course of business in the last three years which did not exceed the greater of \$1 million or 2% of Kindred's consolidated gross revenue in any such year. For additional information, see "Certain Relationships and Related Transactions."

Meetings of Non-management Directors

Non-management directors meet regularly in executive sessions without management. Executive sessions are held in conjunction with each regularly scheduled meeting of the Board of Directors. The lead independent director is responsible for, among other things, presiding over all executive sessions of the Board of Directors and related activities. Mr. Grauer serves as our lead independent director.

Communications with the Board of Directors

Any interested party who desires to contact the lead independent director, Mr. Grauer, may do so by sending an email to leaddirector@davita.com. In addition, any interested party who desires to contact the Board of Directors or any member of the Board of Directors may do so by writing to: Board of Directors, c/o Secretary, DaVita Inc., 601 Hawaii Street, El Segundo, California 90245. Copies of any such written communications received by the Secretary will be provided to the full Board of Directors or the appropriate member depending on the facts and circumstances described in the communication unless they are considered, in the reasonable judgment of the Secretary, to be improper for submission to the intended recipient(s).

Annual Meeting of Stockholders

We do not have a policy requiring that directors attend the annual meeting of stockholders. At the last annual meeting of stockholders, only our chairman, Mr. Thiry, attended the meeting.

Information Regarding our Board of Directors and its Committees

Our Board of Directors met six times during 2007. Each of our directors attended at least 75% of the total number of meetings of the Board of Directors and of the committees of the Board of Directors on which he or she served during 2007. Our Board of Directors has established the following committees: the Audit Committee, the Compensation Committee, the Nominating and Governance Committee, the Compliance Committee, the Public Policy Committee and the Clinical Performance Committee.

Audit Committee

The current members of our Audit Committee are Mr. Berg, Mr. Valine and Mr. Vaughan, with Mr. Vaughan serving as the chair. Mr. C. Raymond Larkin, Jr. was a member of the Audit Committee in 2007 until his retirement on May 29, 2007. Ms. DeParle was a member of the Audit Committee in 2007 from June 26, 2007 until July 30, 2007. Mr. Berg joined the Audit Committee on July 30, 2007. Our Board of Directors has determined that Mr. Berg, Mr. Valine and Mr. Vaughan each qualifies as an "audit committee financial expert" within the meaning of the rules of the Securities and Exchange Commission ("SEC") and that each of the members of our Audit Committee is "independent" and "financially literate" under the listing standards of the NYSE. Our Board of Directors has adopted a written charter for our Audit Committee. The charter can be obtained without charge by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872 or through our website, located at <http://www.davita.com>. The Audit Committee's primary responsibilities are to assist the Board with oversight of: (1) the quality and integrity of our financial statements including the financial reporting and disclosure processes; (2) the integrity and effectiveness of our system of internal controls over financial reporting; (3) our compliance with legal and regulatory matters; and (4) the independence, qualifications and performance of our independent registered public accounting firm, including a review of the scope and results of their audit, as well as our internal audit function. The Audit Committee also appoints, engages and must pre-approve the independent registered public accounting firm's annual audit services (including related fees), audit related services, and all other services in accordance with our pre-approval policy. Our pre-approval policy is available on our website, located at <http://www.davita.com>. The Audit Committee met nine times during 2007, including meetings held with the independent registered public accounting firm and management each quarter prior to the release of the company's financial statements. The Audit Committee met with the independent registered public accounting firm without management present on five occasions in 2007.

Compensation Committee

The current members of our Compensation Committee are Ms. DeParle, Mr. Grauer, Mr. Nehra and Mr. Valine, with Mr. Nehra serving as the chair. Mr. Richard B. Fontaine was a member of the Compensation Committee in 2007 until his retirement on May 29, 2007. Mr. Valine joined the Compensation Committee on

July 30, 2007. Each of the members of our Compensation Committee is independent in accordance with the listing standards of the NYSE. Each of the members of this committee is also a "nonemployee director" as that term is defined under Rule 16b-3 of the Securities Exchange Act of 1934 (the "Exchange Act") and an "outside director" as that term is defined in Internal Revenue Service Regulations.

Our Compensation Committee reviews the performance of our chief executive officer and other executives and makes decisions regarding their compensation, with the goal of ensuring that our compensation system for our chief executive officer and our other executives, as well as our philosophy for compensation for all employees and our Board of Directors, is aligned with the long-term interests of our stockholders. The Compensation Committee also establishes policies relating to the compensation of our executive officers and other key employees that further this goal.

The Compensation Committee is responsible for determining the compensation of our chief executive officer. The Compensation Committee conducts an evaluation of our chief executive officer's performance and the company's performance, taking into consideration assessments of his performance as a manager conducted by an outside consultant with input from members of the senior management team as well as a self-assessment prepared by our chief executive officer. Neither the chief executive officer nor other members of management provide a recommendation to the Compensation Committee with regard to the chief executive officer's compensation. The compensation package for our chief executive officer is approved by the Compensation Committee, subject to ratification by the independent members of the Board of Directors. The Compensation Committee works closely with our chief executive officer to determine the compensation of our other executive officers. Our chief executive officer conducts a performance and compensation review of each other executive officer and reviews his detailed assessments of the performance of each of the other executive officers with the Compensation Committee. The Compensation Committee considers the recommendations of the chief executive officer when reviewing and advising on the compensation of the other executive officers.

Our Non-Management Director Compensation Philosophy and Plan sets forth the terms of our director compensation. There is no annual evaluation of director compensation or discretionary decision-making involved in director compensation. Please see "Executive Compensation—Compensation of Directors" on page 49 of this proxy statement for more information regarding our director compensation program pursuant to the Non-Management Director Compensation Philosophy and Plan.

The Compensation Committee met eight times during 2007. The charter of the Compensation Committee can be obtained without charge by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872 or through our website, located at <http://www.davita.com>.

Nominating and Governance Committee

The current members of our Nominating and Governance Committee are Mr. Berg, Mr. Brittain, Ms. DePaele, Mr. Diaz, Mr. Grauer, Mr. Nehra, Dr. Roper, Mr. Valine and Mr. Vaughan, representing all of our independent directors. Mr. Berg, Mr. Brittain and Mr. Diaz joined the Nominating and Governance Committee on October 10, 2007. Mr. Fontaine and Mr. Larkin were members of the Nominating and Governance Committee in 2007 until their retirement on May 29, 2007. Our lead independent director, Mr. Grauer, is the chair of the Nominating and Governance Committee. Our Board of Directors has adopted a set of corporate governance guidelines established to assist the Board of Directors and its committees in performing their duties and serving the best interests of the company and our stockholders. The charter of the Nominating and Governance Committee and our corporate governance guidelines can be obtained without charge by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872 or through our website, located at <http://www.davita.com>.

Our Nominating and Governance Committee reviews and makes recommendations to the Board of Directors about our governance processes, assists in identifying and recruiting candidates for the Board of

Directors, reviews the performance of the individual members of the Board of Directors, proposes a slate of nominees for election at the annual meeting of stockholders and makes recommendations to the Board of Directors regarding the membership and chairs of the committees of the Board of Directors. The Nominating and Governance Committee does not have a specific set of minimum criteria for membership on the Board of Directors. In making its recommendations, however, it considers the mix of characteristics, experience, diverse perspectives and skills that is most beneficial to our company. The committee also considers continuing director tenure and takes steps as may be appropriate to ensure that the Board of Directors maintains an openness to new ideas and a willingness to re-examine the status quo. The Nominating and Governance Committee will consider nominees for directors recommended by stockholders upon submission in writing to our Secretary of the names and qualifications of such nominees at the following address: DaVita Inc., 601 Hawaii Street, El Segundo, California 90245. The committee does not intend to alter the manner in which it evaluates candidates based on whether the candidate was recommended by a stockholder or not.

The Nominating and Governance Committee held four formal meetings during 2007. In February 2008, the Nominating and Governance Committee recommended the candidates standing for election at the 2008 annual meeting of stockholders. One of the candidates was appointed to the Board of Directors after the 2007 annual meeting of stockholders. Mr. Diaz was identified as a potential member of the Board of Directors by an outside search firm. The Nominating and Governance Committee considered Mr. Diaz as described above and recommended him for membership on the Board of Directors. Mr. Diaz was appointed unanimously to the Board of Directors by all members present at the relevant meeting.

Compliance Committee

The current members of our Compliance Committee are Mr. Grauer and Dr. Roper, with Dr. Roper serving as the chair. Mr. Valine served on the Compliance Committee until July 30, 2007. Each of the members of our Compliance Committee is independent in accordance with the listing standards of the NYSE. Our Compliance Committee oversees and monitors the effectiveness of our corporate compliance program, reviews significant compliance risk areas, other than those areas addressed by the Audit Committee, and reviews the steps management is taking to monitor, control and report risk exposures. The Compliance Committee meets regularly with our chief compliance officer. The Compliance Committee met five times during 2007. The charter of the Compliance Committee can be obtained without charge by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872 or through our website, located at <http://www.davita.com>.

Public Policy Committee

The current members of our Public Policy Committee are Mr. Brittain, Ms. DeParle, Mr. Diaz and Dr. Roper, with Ms. DeParle serving as the chair. Mr. Brittain joined the Public Policy Committee on July 30, 2007, and Mr. Diaz joined on October 10, 2007. Each of the members of our Public Policy Committee is independent in accordance with the listing standards of the NYSE. Our Public Policy Committee advises the Board of Directors on public policy and makes recommendations to the Board of Directors as to policies and procedures relating to issues of public policy and government relations. The Public Policy Committee met three times during 2007. The charter of the Public Policy Committee can be obtained without charge by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872 or through our website, located at <http://www.davita.com>.

Clinical Performance Committee

The current members of our Clinical Performance Committee are Mr. Brittain, Mr. Nehra and Dr. Roper, with Dr. Roper serving as the chair. Mr. Brittain joined the Clinical Performance Committee on July 30, 2007. Mr. Fontaine was a member of the Clinical Performance Committee until his retirement on May 29, 2007. Each of the members of our Clinical Performance Committee is independent in accordance with the listing standards of the NYSE. Our Clinical Performance Committee advises the Board of Directors on clinical performance issues.

facing the company and makes recommendations to management and to the Board of Directors as to policies and procedures relating to issues of clinical performance. The Clinical Performance Committee met one time during 2007. The charter of the Clinical Performance Committee can be obtained without charge by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872 or through our website, located at <http://www.davita.com>.

Board of Directors Share Ownership Policy

We have a share ownership policy that applies to all non-management members of our Board of Directors. The purpose of the policy is to encourage our Board of Directors to have an ownership stake in the company by retaining a specified number of shares of our common stock.

Both shares owned directly and shares underlying vested but unexercised stock options, stock appreciation rights ("SARs") and restricted stock units are included in the determination of whether the share ownership guidelines have been met. The total net realizable share value retained must have a current market value of not less than the lower of:

- 25% of the total equity award value realized by the Board of Directors member to date in excess of \$100,000; or
- five times the annual Board of Directors retainer of \$24,000, or \$120,000.

Each of the members of the Board of Directors standing for reelection met these share ownership guidelines as of December 31, 2007. Mr. Thiry, as chief executive officer, is subject to the management share ownership policy described below and meets the guidelines set forth in that policy.

Management Share Ownership Policy

In addition, we have a share ownership policy which applies to all members of our management team at the vice president level and above. See "Compensation Discussion and Analysis" beginning on page 19 of this proxy statement for more information regarding our management share ownership policy.

Code of Ethics and Code of Conduct

We have a code of ethics that applies to our chief executive officer, chief financial officer, controller and principal accounting officer, general counsel, all vice presidents and all professionals involved in the accounting and financial reporting functions. We also have a code of conduct that applies to all of our teammates. The code of ethics and the code of conduct can be obtained without charge by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872 or through our website, located at <http://www.davita.com>.

PROPOSAL NO. 2
RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Independent Registered Public Accounting Firm

The Audit Committee has appointed KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2008. Representatives of KPMG LLP are expected to attend the annual meeting in person, and will be available to respond to appropriate questions and to make a statement if they so desire. If KPMG LLP should decline to act or otherwise become incapable of acting, or if KPMG LLP's engagement is discontinued for any reason, the Audit Committee will appoint another independent registered public accounting firm to serve as our independent registered public accounting firm for 2008. Although we are not required to seek stockholder ratification of this appointment, the Board of Directors believes that doing so is consistent with corporate governance best practices. If the appointment is not ratified, the Audit Committee will explore the reasons for stockholder rejection and will reconsider the appointment.

The following table sets forth the aggregate professional fees billed to the company for the years ended December 31, 2007 and 2006 by KPMG LLP, the company's independent registered public accounting firm:

	2007	2006
Audit fees ⁽¹⁾	\$1,873,513	\$1,917,400
Audit-related fees ⁽²⁾	\$ 629,545	\$1,586,420
Tax fees ⁽³⁾	\$ 264,036	\$ 32,794
All other fees	—	—
	<u>\$2,767,094</u>	<u>\$3,536,614</u>

(1) Includes aggregate fees for the audit of our consolidated financial statements, which included KPMG LLP's attestation report on the effectiveness of our internal control over financial reporting as required by Section 404 of the Sarbanes-Oxley Act and the three quarterly reviews of our reports on Form 10-Q and other SEC filings.

(2) Includes fees for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported as "Audit Fees," including fees of \$385,224 in 2007 and \$916,756 in 2006, for KPMG LLP's services as an independent review organization for our subsidiary Gambro Healthcare, Inc., now known as DVA Renal Healthcare, Inc. The amount shown for 2006 relates to KPMG's services as the independent review organization for 2005 and 2006. The independent review organization is a requirement of the corporate integrity agreement entered into by Gambro Healthcare, Inc. with the Department of Health and Human Services in connection with the settlement agreement that Gambro Healthcare, Inc. entered into with the Department of Justice in December 2004, prior to its acquisition by the company. One requirement of the corporate integrity agreement is for DVA Renal Healthcare, Inc. to engage an independent review organization to conduct an annual review of, among other things, certain of its reimbursement claims. We hired KPMG LLP to be the independent review organization. The audit-related fees also include fees for audits of employee benefit plans, an audit of one of our majority-owned joint ventures, due diligence assistance related to an acquisition and in 2006, an audit of our divested centers, which were required to be divested by the Federal Trade Commission in order for us to complete the acquisition of Gambro Healthcare, Inc.

(3) Includes fees for professional services rendered for tax advice and tax planning. None of these fees were for tax compliance or tax preparation services.

In connection with the audit of our financial statements and internal control over financial reporting for fiscal 2007 and 2006, we entered into an agreement with KPMG LLP which sets forth the terms by which KPMG LLP will perform audit services for the company. That agreement is subject to alternative dispute resolution procedures, an exclusion of punitive damages and various other provisions.

Pre-approval Policies and Procedures

The Audit Committee of our Board of Directors is required to pre-approve the audit, audit-related, tax and all other services provided by our independent registered public accounting firm in order to assure that the provision of such services does not impair the auditor's independence. The Audit Committee's pre-approval policy provides for pre-approval of all audit, audit-related, tax and all other services provided by the independent registered public accounting firm, KPMG LLP, and is available on our website, located at <http://www.davita.com>. The Audit Committee pre-approved all such services in 2007 and concluded that such services performed by KPMG LLP were compatible with the maintenance of that firm's independence in the conduct of its auditing functions.

The affirmative vote of a majority of the shares of common stock present at the annual meeting, in person or by proxy and entitled to vote thereon, is required for the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2008.

The Board of Directors recommends a vote FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2008.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the ownership of our common stock as of March 1, 2008 by (a) all persons known by us to own beneficially more than 5% of our common stock, (b) each of our directors and named executive officers, and (c) all of our directors, named executive officers and other executive officers as a group. We know of no agreements among our stockholders which relate to voting or investment power over our common stock or any arrangement the operation of which may at a subsequent date result in a change of control of the company.

Name and address of beneficial owner ⁽¹⁾	Number of shares beneficially owned	Percentage of shares beneficially owned
Capital Group International, Inc. ⁽²⁾ 11100 Santa Monica Blvd. Los Angeles, CA 90025	5,790,370	5.4%
FMR LLC ⁽³⁾ 82 Devonshire Street Boston, Massachusetts 02109	5,887,732	5.5%
TimesSquare Capital Management, LLC ⁽⁴⁾ 1177 Avenue of the Americas, 39 th Floor New York, NY 10036	6,406,427	6.0%
Kent J. Thiry ⁽⁵⁾	1,528,809	1.4%
Mark G. Harrison ⁽⁶⁾	—	—
James K. Hilger ⁽⁷⁾	34,999	*
Joseph C. Mello ⁽⁸⁾	409,460	*
Javier Rodriguez ⁽⁹⁾	144,980	*
Thomas O. Usilton Jr. ⁽¹⁰⁾	52,459	*
Charles G. Berg ⁽¹¹⁾	3,925	*
Willard W. Brittain, Jr. ⁽¹²⁾	3,912	*
Nancy-Ann DeParle ⁽¹³⁾	38,984	*
Paul J. Diaz ⁽¹⁴⁾	85	*
Peter T. Grauer ⁽¹⁵⁾	20,080	*
John M. Nehra ⁽¹⁶⁾	112,033	*
William L. Roper ⁽¹⁷⁾	55,936	*
Roger J. Valine ⁽¹⁸⁾	4,355	*
Richard C. Vaughan ⁽¹⁹⁾	29,542	*
All directors, named executive officers and other executive officers as a group (21 persons) ⁽²⁰⁾	2,593,948	2.4%

* Amount represents less than 1% of our common stock.

(1) Unless otherwise set forth in the following table, the address of each beneficial owner is 601 Hawaii Street, El Segundo, California 90245.

(2) Based upon information contained in a Schedule 13G/A filed with the SEC on February 12, 2008, Capital Group International, Inc. (CGII) is the parent holding company of a group of investment management companies that hold investment power, and in some cases, voting power over the shares reported by CGII. CGII does not have investment power or voting power over the shares reported but may be deemed to be the beneficial owner of 5,790,370 shares with sole power to vote 4,419,850 shares and sole power to dispose of all 5,790,370 shares.

(3) Based upon information contained in a Schedule 13G/A filed with the SEC on February 14, 2008, FMR LLC is the beneficial owner of these shares through its control of the following entities: Fidelity Management & Research Company, beneficial owner of 5,567,646 shares; Pyramis Global Advisors, LLC, beneficial owner of 17,300 shares; Strategic Advisers, Inc., beneficial owner of 340 shares; Pyramis Global

Advisors Trust Company, beneficial owner of 56,755 shares; and Fidelity International Limited, beneficial owner of 245,691 shares. Mr. Edward C. Johnson 3rd is the chairman of FMR Corp. By virtue of his position as chairman of FMR Corp. and the Johnson family's controlling ownership in FMR Corp., they may be deemed to have the sole power to dispose of the 5,567,646 shares owned by Fidelity Management & Research Company. They may be deemed to have the sole power to dispose of and to vote the 17,300 shares owned by Pyramis Global Advisors, LLC. They may be deemed to have the sole power to dispose of 56,755 shares and the sole power to vote 56,755 shares owned by Pyramis Global Advisors Trust Company. By virtue of Mr. Johnson's position as chairman of Fidelity International Limited and the Johnson family's controlling ownership in Fidelity International Limited, they may be deemed to have the sole power to dispose of 245,691 shares and sole power to vote 240,591 shares owned by Fidelity International Limited.

- (4) Based on information contained in a Schedule 13G filed with the SEC on February 4, 2008, these securities are owned by investment advisory clients of TimesSquare Capital Management, LLC ("Times Square"). In its role as investment advisor, Times Square has sole voting power with respect to 4,904,927 shares and sole dispositive power with respect to 6,406,427 shares.
- (5) Includes 22,743 shares held in a family trust, 994,744 and 350,000 shares issuable upon the exercise of options and SARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2008 and 30,682 unvested restricted stock units that will vest within 60 days after March 1, 2008.
- (6) Mr. Harrison resigned in November 2007 and was no longer an executive officer of the company on March 1, 2008. The information provided in the table for Mr. Harrison is based on the most recent information available to the company.
- (7) Includes 24,166 and 10,833 shares issuable upon the exercise of options and SARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2008.
- (8) Includes 233,750 and 143,750 shares issuable upon the exercise of options and SARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2008, 18,182 vested but unissued restricted stock units and 13,778 unvested restricted stock units that will vest within 60 days after March 1, 2008.
- (9) Includes 71,500 and 66,666 shares issuable upon the exercise of options and SARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2008.
- (10) Includes 30,200 and 19,166 shares issuable upon the exercise of options and SARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2008.
- (11) Includes 3,750 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days after, March 1, 2008 and 175 vested but unissued restricted stock units.
- (12) Includes 3,750 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days after, March 1, 2008 and 162 vested but unissued restricted stock units.
- (13) Includes 36,000 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days after, March 1, 2008 and 212 vested but unissued restricted stock units.
- (14) Includes 85 vested but unissued restricted stock units.
- (15) Includes 18,000 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days after, March 1, 2008 and 1,890 vested but unissued restricted stock units.
- (16) Includes 54,000 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days after, March 1, 2008 and 1,890 vested but unissued restricted stock units.
- (17) Includes 51,000 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days after, March 1, 2008 and 1,890 vested but unissued restricted stock units.
- (18) Includes 3,750 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days after March 1, 2008 and 212 vested but unissued restricted stock units.
- (19) Includes 25,500 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days after, March 1, 2008 and 1,890 vested but unissued restricted stock units.
- (20) Includes 1,640,244 and 637,997 shares issuable upon the exercise of options and SARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2008, 26,588 vested but unissued restricted stock units and 44,460 unvested restricted stock units that will vest within 60 days after March 1, 2008.

Information Concerning Our Executive Officers

<u>Name</u>	<u>Age</u>	<u>Position</u>
Kent J. Thiry	52	Chairman of the Board and Chief Executive Officer
James K. Hilger	46	Vice President and Controller
Dennis Kogod	48	President-West
Mary R. Kowenhoven	38	Vice President, Strategy
Joseph C. Mello	49	Chief Operating Officer
Georgina Randolph	60	Senior Vice President
Christopher J. Riopelle	38	Chief Compliance Officer
Javier Rodriguez	37	Senior Vice President
Joseph Schohl	39	Vice President, General Counsel and Secretary
Thomas O. Usilton, Jr.	56	Senior Vice President
Richard K. Whitney	40	Chief Financial Officer

Our executive officers are elected by, and serve at the discretion of, our Board of Directors. Set forth below is a brief description of the business experience of all executive officers other than Mr. Thiry, who is also a director and whose business experience is set forth above in the section of this proxy statement entitled "Information Concerning Members of Our Board of Directors Standing for Reelection."

James K. Hilger became our vice president and controller in May 2006 and prior to that, he served as our vice president, finance beginning in September 2005. Mr. Hilger was our acting chief financial officer from November 2007 through February 29, 2008. From September 2003 until joining us, Mr. Hilger served as vice president, finance and administration and chief financial officer of Pyramid Breweries, a brewer of specialty beverages. From December 1998 to July 2003, Mr. Hilger served in positions as chief executive officer and chief financial officer of WorldCatch, Inc., a seafood industry company. From 1987 until joining WorldCatch, Inc., Mr. Hilger held a variety of senior financial positions in the food industry. Mr. Hilger began his career in public accounting with Ernst & Whinney.

Dennis Kogod became our president-west in October 2005. From January 2004 until joining us, Mr. Kogod served as president and chief operating officer-west of Gambro Healthcare, Inc., which we acquired in October 2005. From July 2000 to January 2004, Mr. Kogod served as president, west division of Gambro Healthcare, Inc. From June 1999 to July 2000, Mr. Kogod was president of Teleflex Medical Group, a medical OEM manufacturer of medical delivery systems. From January 1996 to June 1999, Mr. Kogod was corporate vice president of Teleflex Surgical Group, a surgical device and service organization. Mr. Kogod serves on the board of directors of Arbios Systems, Inc., a medical device and cell-based therapy company.

Mary R. Kowenhoven became our vice president, strategy in March 2007. From June 2006 until joining us, Ms. Kowenhoven was an independent strategy consultant within the ski industry. From March 2005 to May 2006, Ms. Kowenhoven was the vice president of sales, marketing and strategy for Sugarbush Resort – Summit Ventures, Inc. From September 1996 to December 2004, Ms. Kowenhoven served as senior manager of Bain & Company, Inc., a global management consulting firm.

Joseph C. Mello became our chief operating officer in June 2000. From April 1998 until joining us, Mr. Mello served as president and chief executive officer of Vivra Asthma & Allergy. From August 1994 to April 1998, Mr. Mello held various positions with MedPartners, Inc., including senior vice president/chief operating officer-southeastern region from March 1997 to April 1998. Prior to joining MedPartners, from 1984 to 1994 Mr. Mello was associated with KPMG LLP, where he became a partner in 1989.

Georgina Randolph became our senior vice president in December 2001 and prior to that, she served as our vice president beginning in October 1993. From June 1989 until joining us, Ms. Randolph served as nephrology program director for the University of California, San Diego Medical Center. From 1988 to 1989,

Ms. Randolph served as the director of north east operations for Renal Care Centers Corporation, which was acquired by Fresenius Medical Care Corporation in 1989.

Christopher J. Riopelle became our chief compliance officer in October 2005. From October 2003 until joining us, Mr. Riopelle served as senior vice president and chief compliance officer of Gambro Healthcare, Inc. which we acquired in October 2005. From June 2001 to October 2003, Mr. Riopelle served as chief privacy officer of Gambro Healthcare, Inc. From May 1999 to June 2001, Mr. Riopelle worked in the healthcare consulting practice of PricewaterhouseCoopers, LLP. From August 1995 until joining PricewaterhouseCoopers, Mr. Riopelle held a variety of positions, including director, administrative services, at GeriMed of America, Inc., a privately-held physician practice management and medical management company.

Javier Rodriguez became our senior vice president in 2006. From 2004 to 2006, Mr. Rodriguez served as our vice president of operations. From 2000 to 2003, Mr. Rodriguez served as our vice president of payor contracting. From 1998 to 2000, Mr. Rodriguez served with the company in various other director positions.

Joseph Schohl became our vice president, general counsel and secretary in November 2004. From 1998 until joining us, Mr. Schohl served as legal counsel to Baxter International Inc., a global medical products and services company. From January 2004 until joining us, Mr. Schohl was corporate counsel with Baxter's BioScience Business and Transactions Group. From 2001 through 2003, Mr. Schohl served as corporate counsel to Baxter's Transfusion Therapies Business, and from 1998 to 2001, Mr. Schohl was corporate counsel with Baxter's Corporate Secretary Group. Prior to joining Baxter, he was an attorney at the law firms of Sidley Austin LLP and Milbank, Tweed, Hadley & McCloy.

Thomas O. Usilton, Jr. became our senior vice president in April 2006 and prior to that, he served as our group vice president beginning in August 2004. From February 2000 until joining us, Mr. Usilton served as president and chief executive officer of Digital Insurance Inc., a leading health and welfare brokerage and services company. From 1995 until founding Digital Insurance Inc. in 2000, Mr. Usilton was senior vice president of Vivra Specialty Partners, a national physicians practice management company. Prior to joining Vivra Specialty Partners, Mr. Usilton served as president and chief executive officer of Premier Asthma and Allergy, a disease management company specializing in asthma management. From 1986 to 1987, Mr. Usilton was general manager and executive vice president of CIGNA Corporation. Prior to his employment with CIGNA Corporation, from 1978 to 1985, he served as executive vice president for Health America Inc., a national leader in the Health Maintenance Organization medical insurance field.

Richard K. Whitney joined the company in February 2008 as an employee and became our chief financial officer in March 2008. Mr. Whitney serves in this capacity with the company on a part-time basis. Since December 2005, Mr. Whitney was the founder and serves as a managing member of Whitney Capital, LLC, a private equity investment firm which invests primarily in healthcare services and products companies. Since December 2006, Mr. Whitney has served as a venture partner of New Enterprise Associates, a venture capital firm. From February 2005 to January 2006, Mr. Whitney served as Chairman of the Board of Specialty Laboratories, Inc., a reference laboratory services company, and as a director of Specialty Laboratories, Inc. from September 2004 to January 2006. From February 2000 to February 2004, Mr. Whitney served as our chief financial officer.

None of the executive officers has any family relationship with any other executive officer or with any of our directors.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires "insiders," including our executive officers, directors and beneficial owners of more than 10% of our common stock, to file reports of ownership and changes in ownership of our common stock with the SEC and the NYSE, and to furnish us with copies of all Section 16(a) forms they

file. Based solely on our review of the copies of such forms received by us, or written representations from reporting persons, we believe that our insiders complied with all applicable Section 16(a) filing requirements during 2007, except that an amended Initial Statement of Beneficial Ownership of Securities on Form 3 for Mr. Rodriguez was filed late, a Statement of Changes of Beneficial Ownership of Securities on Form 4 for Mr. Valine was filed late and an Annual Statement of Beneficial Ownership of Securities on Form 5 for Mr. Nehra reported a transaction which was not timely disclosed.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information about our common stock that may be issued upon the exercise of options, warrants and rights under all of our existing equity compensation plans and agreements as of December 31, 2007, including the 1994 Equity Compensation Plan, the 1995 Equity Compensation Plan, the 1997 Equity Compensation Plan, the 1999 Equity Compensation Plan, the 1999 Non-Executive Officer and Non-Director Equity Compensation Plan, the Special Purpose Option Plan (RTC Plan), the 2002 Equity Compensation Plan, the Employee Stock Purchase Plan and the deferred stock unit agreements. The material terms of each of these plans and agreements are described in the notes to the December 31, 2007 consolidated financial statements, which are part of our Annual Report on Form 10-K for the year ended December 31, 2007. Each of these plans was approved by our stockholders, other than the 1999 Non-Executive Officer and Non-Director Equity Compensation Plan and the deferred stock unit agreements, which were not required to be approved by our stockholders.

Plan category	Number of shares to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)	Total of shares reflected in columns (a) and (c) (d)
Equity compensation plans approved by stockholders	10,573,588	\$ 45.81	12,101,429	22,675,017
Equity compensation plans not requiring stockholder approval	333,287	\$ 19.68	305,274	638,561
Total	<u>10,906,875</u>	<u>\$ 45.02</u>	<u>12,406,703</u>	<u>23,313,578</u>

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Objectives of Our Executive Compensation Programs

Our stated mission is to be the provider, partner and employer of choice. We design our compensation programs for executive officers to attract and retain outstanding leaders who possess the skills and talent necessary to achieve our business goals and to uphold our mission and values. We also believe that our compensation programs should align executive compensation with the annual and long-term goals of the company by ensuring that compensation paid to executive officers is tied to clinical, financial and operational performance. To this end, our compensation programs emphasize variable compensation. Ultimately, our objective is to employ and retain executives who are able to achieve clinical and operational success which is in the best interests of our patients, our physicians, our teammates and our stockholders. The following fundamental principles guide the design and implementation of our compensation programs for our chief executive officer, our chief financial officer, those individuals acting as our chief financial officer during 2007 and our three most highly compensated executive officers other than our chief executive officer, chief financial officer and those individuals acting as our chief financial officer during 2007 (each, a "named executive officer").

Our compensation programs should enable us to attract and retain outstanding executives. We believe it is in the best interests of our stockholders to attract and retain talented leaders. In order to attract and retain executives who are not only outstanding leaders but who also embody our mission and values, we strive to provide compensation that is fair and in the best interests of our stockholders but also sufficient to achieve our recruitment and retention objectives. When recruiting new executives, the Compensation Committee and our chief executive officer evaluate the comparative compensation of executives within the company with similar levels of responsibility, prior experience of the executive and expected contributions to company performance. Thereafter, each executive's compensation is reviewed annually by the Compensation Committee and chief executive officer and considered for adjustment based on performance and other factors.

Compensation should relate to the overall performance of the company as well as to variables over which the named executive officer has direct influence. When determining compensation for our named executive officers, we attempt to relate compensation to the overall clinical and financial performance of the company as well as to variables over which the named executive officer has direct influence. We believe that our senior executives have the ability to significantly influence overall company policies and objectives and should be accountable for the overall performance of the company. We also hold named executive officers accountable for variables over which the named executive officer has direct influence in order to reward outstanding individual performance and measurable contribution to the company's performance. We implement this objective by delivering a significant portion of total compensation through variable compensation determined based on company and individual performance.

A significant portion of executive compensation should be delivered in the form of stock-based awards. We believe that awards in the form of equity can serve to align the interests of our executives with the interests of our stockholders. A primary objective of our executive compensation programs is to provide a significant portion of compensation in the form of stock-based awards. Stock-based compensation creates an incentive for the named executive officer to contribute to the overall performance of the company and to take actions that result in the creation of long-term stockholder value. In addition to delivering a large portion of compensation through stock-based awards, we also maintain a Management Share Ownership Policy which ensures that our executives retain a portion of shares owned directly or vested but unexercised equity awards and accumulate a meaningful ownership stake in the company over time. To vest in stock-based awards, the named executive officers must remain employed for a multi-year period, typically over four years, to earn the full benefit of the award. The extended vesting schedule and the Management Share Ownership Policy work in tandem to reinforce a culture in which the company's long-term success takes precedence over volatile and unsustainable short-term results.

Implementation of Our Executive Compensation Programs

We compensate our named executive officers through a mix of base salary, bonus and stock-based compensation based on an overall assessment of individual and company performance rather than relying solely on compensation tied to strict performance metrics. We believe that maintaining flexibility in our compensation programs is the most effective way to attract and retain outstanding executives and to incentivize those executives to achieve high levels of individual performance as well as overall company performance. We do not utilize a formulaic approach to compensation and instead attempt to award compensation that will incentivize our executives to create significant wealth for the company and its stockholders on a long-term basis. We design our compensation programs to permit individuals that have performed well in creating significant long-term value for the company and its stockholders to share in the value generated and to incentivize our high performing executives to remain with the company long term. When evaluating performance, we base compensation decisions on a subjective assessment of company and individual performance during the measurement period, taking individual accomplishments into consideration in light of the totality of circumstances together with individual potential to contribute to the company's future growth. As stated above, we believe that each of our senior executives has the ability to influence company policies and objectives and should be accountable for the overall performance of the company.

When determining annual compensation for our named executive officers, the Compensation Committee works closely with our chief executive officer to review named executive officer performance and determine named executive officer compensation for the year. At the beginning of each year, our chief executive officer reviews with the Compensation Committee his assessment of the performance of each of the other named executive officers during the year based on his personal experience with each named executive officer, the achievement of success in areas determined to be significant to the company, and changes in responsibility levels. The Compensation Committee also considers performance discussions that have taken place during the year regarding the named executive officers at the Board of Directors and Compensation Committee level, retention objectives and the future growth potential of the individual executive. Our chief executive officer recommends to the Compensation Committee the mix of cash and stock-based compensation for each of the named executive officers, or in the case of our chief operating officer, a range for each element, based on his assessment of overall performance by each named executive officer. The Compensation Committee considers the recommendations made by the chief executive officer regarding the other named executive officers but retains the discretion to deviate from the recommendations provided. For 2007, the Compensation Committee did not refer to a recommended range of compensation from our chief executive officer when determining the compensation for our chief operating officer. Neither the chief executive officer nor other members of management provide a recommendation to the Compensation Committee with regard to the chief executive officer's compensation.

The Compensation Committee meets each year to evaluate our chief executive officer's performance concurrent with the determination of the compensation of the other named executive officers. When evaluating the compensation of our chief executive officer, the Compensation Committee engages an outside consultant to conduct an analysis of his performance as a manager during the year. This evaluation involves a rigorous assessment of our chief executive officer's performance by members of the senior management team. The results of this assessment are reviewed by the Board of Directors and the Compensation Committee. A self-assessment is also prepared by our chief executive officer. As part of his self-assessment, our chief executive officer reviews with the Compensation Committee the overall annual management objectives of the company and his engagement in the attainment or shortfall of such objectives. The Compensation Committee considers overall company performance when assessing Mr. Thiry's performance but does not rely on the achievement of specific objectives to determine Mr. Thiry's compensation. The results of these performance analyses are compared to the results of prior analyses to measure our chief executive officer's leadership development. The Compensation Committee also considers the compensation practices and programs of the company's identified peer companies when determining the mix of cash and stock-based compensation to award to our chief executive officer, as described below. The compensation package for our chief executive officer is approved by the Compensation Committee, subject to ratification by the independent members of the Board of Directors.

When determining the elements and amounts of compensation awarded to our named executive officers, the Compensation Committee takes into consideration a number of factors, including individual performance, overall financial and non-financial performance of the company for the fiscal year, individual skill sets and experience relative to industry peers, readiness for promotion to a higher level, past and expected future performance, the importance and difficulty of achieving future objectives, the value of each executive's outstanding equity awards, aggregate historical compensation, levels of responsibility and performance relative to other executives within the company, importance to the company and difficulty of replacement. The company financial and non-financial objectives may include one or more of the following:

- overall revenue growth, which includes increases in our dialysis revenue per treatment and in our treatment volume, market share increases, improvements in cost per treatment, operating income growth, operating margin growth, increases in earnings per share and improvement in the company's debt to equity ratio,
- patient growth,
- patient clinical outcomes and improvements in quality of patient care,
- selection and implementation of improved financial, operating and clinical information systems,
- management performance in attracting and retaining high-performing teammates throughout our organization and succession planning,
- implementation of successful public policy efforts, and
- advancement of strategic business initiatives supporting our mission to be the provider, partner and employer of choice.

The Compensation Committee considers the foregoing items subjectively; there is no formal weighting of the individual elements considered; and no particular elements are required to be considered with respect to a given individual or in any particular year. The Compensation Committee also considers the compensation of similarly situated executives at peer companies but does not place significant weight on peer group data. In 2008, the Compensation Committee considered the compensation practices of the following companies for purposes of reviewing and establishing bonus compensation for 2007 performance as well as salary, stock-based and other compensation for 2008: Apria Healthcare Group Inc., Express Scripts, Inc., Health Management Associates, Inc., Laboratory Corporation of America Holdings, Lincare Holdings Inc., Medco Health Solutions, Inc., Omnicare, Inc., Pediatrix Medical Group, Inc., Quest Diagnostics Incorporated, Universal Health Services, Inc. and WebMD Health Corp. The Compensation Committee uses this comparative data as a point of reference for measurement and as one of many factors considered to establish the compensation for our named executive officers.

Elements of Our Compensation Programs

Our compensation programs are comprised of the following elements:

Stock-based compensation. Total direct compensation to our named executive officers is weighted heavily in favor of stock-based awards over cash compensation. While we emphasize stock-based compensation, we do not designate a target percentage of total compensation as stock-based and instead maintain flexibility to use our judgment to respond to changes in named executive officer and company performance and related objectives. This approach creates commonality of interest between the named executive officers and our stockholders and helps ensure that the named executive officers are held accountable for changes in stockholder value. Grants of stock-based awards also serve as an important tool for attracting and retaining our named executive officers. The majority of our grants of stock-based awards vest solely based on the passage of time, and vesting is contingent upon continued employment with us.

Stock-based awards to named executive officers are made pursuant to our Equity Compensation Plan. The Equity Compensation Plan permits the issuance of stock options, stock appreciation rights ("SARs"), restricted stock units and other forms of stock-based awards. The majority of our stock based awards to named executive officers are in the form of stock options or stock settled stock appreciation rights ("SSARs") which only derive value if the market value of our common stock increases. The Compensation Committee considers various factors when making award decisions, including performance, the significance of performance achievements, retention objectives, the value of each executive's outstanding equity awards, and the practices of the company's identified peer group companies. Each year, the Compensation Committee recommends to the full Board of Directors an aggregate equity award pool that will be available for grants to all eligible recipients of stock-based awards. The Compensation Committee may also recommend the establishment of special purpose share budgets for proposed interim grants. After considering such recommendations, the Board of Directors approves a budget and delegates authority to the Compensation Committee, and in limited cases to the chief executive officer, to make grants to executive officers and other teammates within the authorized budget.

A substantial portion of the stock-based awards that are granted to our named executive officers are generally made as part of a broad grant to teammates which occurs annually (typically in the first half of the year). Discretionary interim grants to our named executive officers and teammates may be made during the year to address special circumstances, such as retention concerns, promotions and special performance recognition awards and new hire awards. The timing of the annual grants is generally dictated by the timing of the completion of performance reviews and the timing of decisions regarding other forms of direct compensation, and the timing of the interim grants depend upon individual circumstances. We do not have any program, plan or practice to time interim awards in coordination with the release of material non-public information, and under the terms of the Equity Compensation Plan awards are granted with an exercise or base price equal to the closing price of our common stock on the date of grant. However, it is possible that awards may be granted at times when the company is in possession of material non-public information.

The Compensation Committee reviews with our chief executive officer the annual grant recommendations for named executive officers (other than our chief operating officer) and other teammates in advance of the grant date. Based on these discussions, our chief executive officer provides final grant recommendations to the Compensation Committee for approval within approximately thirty days after the initial meeting with the Compensation Committee. The grant date is the date of approval of the awards by our Compensation Committee or the Board of Directors. Interim discretionary grants are recommended by our chief executive officer and management and reviewed by the Compensation Committee as a part of mid-year performance evaluations, special projects participation and other factors. The Board of Directors has delegated the authority to our chief executive officer, chief operating officer and chief financial officer to grant a limited number of stock-based awards to teammates, other than our named executive officers, between meetings of the Board of Directors in accordance with guidelines established by the Compensation Committee. All interim awards have a grant date of the date of approval by the Compensation Committee, the Board of Directors or pursuant to delegated authority, as applicable.

Stock Options, Stock Appreciation Rights and Restricted Stock Units. Since July 2006, we have primarily issued SSARs in lieu of stock options. The economic value and tax and accounting treatment of SSARs are comparable to those of stock options, but SSARs are less dilutive to our stockholders because only shares with a total value equal to the grantee's gain (the difference between the fair market value of the base shares and their base price) are ultimately issued. Stock options and SSARs are granted with an exercise or base price equal to the closing price of our common stock on the date of grant and vest based on the passage of time. Awards of SSARs and stock options generally vest 25% after 12 months, 8.33% at the 20th month and 8.33% every four months thereafter until fully vested, although alternative vesting schedules may be designated with reference to retention concerns, the future timing of value expected to vest from prior awards and other factors. From time to time, we also award restricted stock units to our named executive officers as part of our compensation program. We award restricted stock units because full value share awards can more closely align the interests of executives with stockholder interests by providing better parity between total stockholder returns and the executive's gains or

losses on the awards than is achievable with stock options or SSARs. Restricted stock units granted under the Equity Compensation Plan vest with the passage of time over a period of three years or more generally at a rate of 33.33% after 36 months and 11.11% every four months thereafter until fully vested, although the Compensation Committee may approve alternative vesting schedules based on performance and other retention related factors. We currently do not award other forms of stock-based awards to teammates.

Management Share Ownership Policy. We have a share ownership policy which applies to all members of our management team at the vice president level and above. The management share ownership policy is similar to our share ownership policy which applies to all non-management members of our Board of Directors as described on page 10 of this proxy statement. The purpose of the policy is to ensure that our senior management team has an ownership stake in the company by retaining a specified number of shares of our common stock. Failure to meet the share ownership guidelines is an important factor considered in future compensation and management responsibility decisions. Both shares owned directly and shares underlying vested but unexercised stock options, SSARs and restricted stock units are included in the determination of whether the share ownership guidelines are met. The total net realizable share value retained must have a current market value of not less than the lower of 25% of the total equity award value realized by the executive to date in excess of \$100,000; or a specific multiple of the executive's base salary. The salary multiple requirement is 5.0 for Mr. Thiry, 3.0 for Mr. Mello, Mr. Usilton and our chief financial officer and 2.0 for the remaining named executive officers. As of December 31, 2007, all of our named executive officers were in compliance with the management share ownership guidelines.

Cash Compensation. Cash compensation is paid to our named executive officers in the form of salary and discretionary performance bonuses or in the case of certain executive officers designated by the Compensation Committee, under our performance-based Executive Incentive Plan. The components comprising the cash portion of total compensation are described below.

Salary. Salary is included in the compensation of our named executive officers because we believe it is appropriate that some portion of compensation be provided in a form that is liquid and assured. Salaries are initially established at levels necessary to enable us to attract and retain highly qualified executives with reference to comparative pay within the company for executives with similar levels of responsibility, prior experience of the executive and expected contributions to company performance. We do not guarantee salary adjustments on a yearly basis and the Compensation Committee considers adjustments to salary as part of the overall compensation assessment for our named executive officers.

Discretionary Performance Bonus. Our named executive officers are eligible for an annual discretionary cash performance bonus or, for certain executives, a performance bonus under our Executive Incentive Plan. We believe that cash bonuses based on performance provide an incentive to consistently excel on an individual level as well as to contribute to the overall performance of the company. Our chief executive officer recommends to the Compensation Committee the performance bonus amount for named executive officers, or a bonus range in the case of our chief operating officer, and the final performance bonus amounts are reviewed and sometimes adjusted in consultation with our chief executive officer, prior to approval by the Compensation Committee. For 2007, the Compensation Committee did not refer to a recommended performance bonus range from our chief executive officer when determining our chief operating officer's performance bonus amount. The Compensation Committee determines the performance bonus amount for our chief executive officer and chief operating officer without recommendations from management. Performance bonus amounts are determined with reference to performance and other factors. The annual performance bonuses to our chief executive officer and our chief operating officer are typically paid under the company's Executive Incentive Plan described below. From time to time, we also make bonus opportunities available to our named executive officers for highly difficult and significant value-added achievements in the form of "touchdown" bonuses or "spot" bonuses. In the case of touchdown bonuses, our chief executive officer identifies participants for these bonuses and establishes measurable goals in consultation with the Compensation Committee or the Chairman of the Compensation Committee and with input from the participating named executive officer. Touchdown bonuses generally do not qualify as performance-based compensation pursuant to Section 162(m) of the Internal Revenue Code. In the

case of spot bonuses, our chief executive officer identifies individuals who have demonstrated performance above and beyond their normal duties resulting in a significant achievement. Our chief executive officer uses his discretion when determining the amount of the award and considers the significance of the accomplishment, the individual's current and prior compensation and other factors.

Executive Incentive Plan. We also maintain an Executive Incentive Plan, in which our chief executive officer and other senior executives selected by the Compensation Committee may participate. The Executive Incentive Plan is structured to satisfy the requirements of Section 162(m) of the Internal Revenue Code as described below, and individuals expected to receive compensation in excess of certain levels specified by Section 162(m) are selected to participate. Awards under the plan are made in cash or restricted stock units up to an annual maximum of \$10 million per executive. When identifying potential participants for the plan, the Compensation Committee considers the projected total compensation for the eligible executive and the likelihood that such compensation will exceed \$1 million for any one calendar year. The Compensation Committee has historically established an operating income target as the performance measure for participants in the Executive Incentive Plan. The Compensation Committee selected operating income as the relevant performance target because they believe that operating income provides the best measurement of our operating results and is a key measure of the financial strength and stability of our company and can also be consistently measured against the operating results of other companies in our industry and by our stockholders.

For 2007, the Compensation Committee established a calendar year operating income target of not less than \$608 million as the performance goal and selected the chief executive officer and chief operating officer as eligible participants. The Compensation Committee considered the company's estimates of 2007 budgeted operating income, as approved by the Board of Directors, when this target was established and attempted to establish a performance target at a level that would merit payment of a performance bonus under the Executive Incentive Plan. The Compensation Committee established a potential award amount of up to the maximum allowed by the Executive Incentive Plan for each participant to provide the Compensation Committee with the ability to apply only negative discretion in determining incentive compensation, as required for compliance with Internal Revenue Code section 162(m). See "Section 162(m)" below. The company achieved operating income of \$800 million, excluding pre-tax gains from insurance settlements and a pre-tax valuation gain, which exceeded the 2007 goal. The Compensation Committee awarded performance bonuses to our chief executive officer and our chief operating officer for 2007 in amounts below the maximum allowed by the Executive Incentive Plan. Factors considered by the Compensation Committee in the application of negative discretion included, among other things, the company's performance against financial objectives, clinical performance objectives, compliance program objectives, development and acquisition objectives, succession planning and organizational capability, stock price performance and the overall assessment of the eligible executive's performance in 2007. The award of amounts below the maximum amounts was not a negative reflection on the performance of our chief executive officer or our chief operating officer. If the Compensation Committee were to have both negative and positive discretion over the bonus amounts, such amounts would not qualify for the Section 162(m) tax deduction.

Section 162(m). Section 162(m) of the Internal Revenue Code provides that compensation in excess of \$1,000,000 paid to our chief executive officer or any of the other four most highly compensated executive officers at the end of our fiscal year will not be deductible for federal income tax purposes unless such compensation is paid pursuant to one of the enumerated exceptions set forth in Section 162(m) for performance-based compensation. We attempt to structure our compensation programs such that compensation paid will be tax deductible by our company whenever possible. However, the deductibility of some types of payments can depend upon the timing of an executive's vesting or exercise of previously granted rights. Interpretations of and changes in applicable tax laws and regulations, as well as other factors beyond our control can also affect the deductibility of compensation. Our Executive Incentive Plan described above is structured to satisfy the requirements of Section 162(m).

Personal Benefits and Perquisites. As described above, our compensation programs for named executive officers emphasize compensation based on performance and compensation which serves to align our named

executive officers' interests with those of our stockholders. As a result, the Compensation Committee has determined that the company should provide few perquisites to named executive officers. The perquisites and personal benefits that we do provide support important attraction and retention objectives. We also consider the extent to which the perquisite or benefit provided serves to enhance the performance of our executives in light of the demands on our named executive officers' time. As a result, the primary perquisite provided to named executive officers is use of a leased or chartered aircraft. The perquisites and personal benefits available to our named executive officers are reviewed annually by the Compensation Committee.

The Compensation Committee has authorized the use of a leased or chartered aircraft for personal use by certain of our named executive officers. One of the Compensation Committee's objectives is to ensure that our named executive officers are afforded adequate flexibility to allow for sufficient personal time in light of the significant demands of the company. The Compensation Committee believes that the provision of aircraft usage provides our named executive officers with the opportunity to use their time more efficiently in light of their demanding travel schedules primarily related to the geographic dispersion of the company's operations and the significant demands on their time. Our chief executive officer is authorized by the Compensation Committee to use a leased or chartered aircraft for business purposes, for long-distance commuting and for a fixed number of hours per year for personal use. The Compensation Committee makes this benefit available to Mr. Thiry in lieu of additional cash compensation which would otherwise be increased in the absence of this benefit. Mr. Thiry resides in northern California and primarily works from northern California when he is not otherwise traveling. However, when Mr. Thiry travels to our executive offices in El Segundo, California for business purposes, we have treated these trips as long-distance commuting and the value of such services is included in Mr. Thiry's personal income as required by applicable tax regulations. In 2007, Mr. Thiry's use of an aircraft for long-distance commuting represented approximately 52% of the total number of hours the aircraft was used for personal use by Mr. Thiry (including long-distance commuting). When determining the characterization of trips that include a personal component, various factors are considered, including the primary reason for the trip, the importance and necessity of the business component and the materiality of the personal component. The Compensation Committee approves a fixed number of hours for personal use each year as part of Mr. Thiry's aggregate compensation package and unused hours from the prior year are available for use the following year. When determining the number of hours of personal use of aircraft to award, the Compensation Committee takes into consideration Mr. Thiry's overall compensation package. If Mr. Thiry were to exceed the fixed number of hours for personal use that is unrelated to business or long-distance commuting in a given year, the excess hours of personal use would offset the number of hours approved by the Compensation Committee the following year for personal use or Mr. Thiry would be required to compensate the company directly, although historically he has not exceeded the hours authorized for personal use. The chairman of the Compensation Committee reviews all use of the aircraft annually, including detailed passenger logs, for business and personal use, if applicable, with special attention to mixed business and personal use and required reimbursements to the company.

We also provide use of a corporate residential property which is rented by the Company and located in close proximity to our corporate headquarters. The corporate residential rental property is generally available to teammates at the manager level and above for business travel purposes, as temporary housing during an executive relocation and for other personal use as approved by the company. Use of the corporate residential rental property by Mr. Thiry is generally treated as a commuting expense and the value of this benefit is included in Mr. Thiry's personal income as required by applicable tax regulations. In 2007, the use of the corporate residential rental property by Mr. Thiry represented approximately 17% of all use of the corporate residential rental property by teammates, including shared occupancy of the corporate residential rental property by Mr. Thiry and other teammates. All teammates, including our named executive officers, using the corporate residential rental property for personal use are required to reimburse the company a fixed amount to cover incremental expense to the company.

Deferred Compensation Programs. Our deferred compensation programs permit certain teammates, including our named executive officers, to defer compensation at the election of the participant or at the election of the company. We maintain a Voluntary Deferral Plan which allows certain teammates, including our named

executive officers, to defer a percentage of salary, bonus and other compensation as identified by the company. We also maintain a Deferred Bonus Plan which permits us to award deferred compensation which vests over time and serves as a retention tool for named executive officers by providing an incentive for the named executive officer to remain with the company to receive such awards. See "2007 Pension Benefits" beginning on page 38 of this proxy statement for a discussion of the deferred compensation benefits provided to our named executive officers.

Pension Plans. We do not maintain a defined benefit pension plan for any of our teammates, including our named executive officers. We believe that significant stock-based awards to our named executive officers have the potential to provide cash compensation that is comparable to amounts that could otherwise be awarded under a pension plan. We believe that equity compensation tied to the performance of the company's stock provides a greater performance incentive for our named executive officers than we would otherwise achieve through pension plan benefits while still serving as an effective retention incentive.

Severance and Change of Control Arrangements. We have entered into employment agreements with each of our named executive officers, other than Mr. Rodriguez, which provide for severance benefits in the event of termination in certain circumstances, including, with respect to certain named executive officers, the departure of the named executive officer following a change of control of our company. Each agreement is individually negotiated and the terms vary. When entering into employment agreements with our named executive officers, we attempt to provide severance and change of control benefits which strike a balance between providing sufficient protections for the named executive officer while still providing post-termination compensation that is fair to the company and our stockholders. We have also adopted the DaVita Inc. Severance Plan, or the DaVita Severance Plan, which provides for severance benefits for our vice presidents and directors in the event of termination in certain circumstances. See "Potential Payments Upon Termination or Change of Control" beginning on page 39 of this proxy statement for a description of the severance and change of control arrangements set forth in our employment agreements with the named executive officers and the DaVita Severance Plan.

In addition, our stock-based award agreements provide for accelerated vesting of stock-based awards in certain circumstances following a change of control. The terms of individual agreements vary but under our current stock-based award agreements accelerated vesting of stock-based awards is generally triggered when a change of control event occurs and either the acquiring entity fails to assume, convert or replace the stock-based award or the grantee's employment is terminated within the twenty four-month period following a change of control. For stock-based award agreements entered into prior to October 2006, accelerated vesting of stock-based awards is triggered when a change of control event occurs. Our stock-based award agreements further provide that a change of control shall not be deemed to have occurred if the person acting as chief executive officer for the six months prior to such transaction becomes the chief executive officer or executive chairman of the board of directors of the acquiring entity and remains in such position for at least one year following the transaction and a majority of the acquiror's board of directors immediately after such transaction consists of persons who were directors of the company immediately prior to such transaction. The additional change of control provisions in our stock-based award agreements further serve to secure the continued employment and commitment of our named executive officers prior to or following a change of control. See "Potential Payments Upon Termination or Change of Control" beginning on page 39 of this proxy statement for more information regarding accelerated vesting under our stock-based award agreements.

Compensation for Named Executive Officers for 2007

As described above, the primary elements of compensation for our named executive officers consist of base salary, bonus and stock-based compensation awarded based on an overall assessment of individual and company performance. Differences in total annual compensation levels among the named executive officers are based on their individual roles and responsibilities within the company and their individual performance. The compensation paid to our named executive officers for 2007 reflects the overall financial and non-financial performance of the company and its long-term strategic positioning, as well as the individual performance of our

named executive officers. Consistent with its objective of awarding a significant portion of compensation in the form of stock-based awards and to achieve its retention objectives with respect to high performing executives, the Compensation Committee awarded greater levels of stock-based compensation in 2008 than in prior years. The Compensation Committee used its judgment in awarding compensation to our named executive officers in accordance with the overall objectives of the company's compensation programs.

When establishing the compensation for our named executive officers for 2007, the Compensation Committee evaluated the company's overall non-financial performance with respect to clinical outcomes and quality of patient care, patient growth, market share growth, public policy efforts, the development of new clinical paradigms, management development and succession planning, the company's relationships with commercial payors, and programs with physicians. The Compensation Committee also gave significant weight to the company's financial performance, noting that the company exceeded its 2007 internal objectives for operating income, operating margin and earnings per share, and improved its debt to equity ratio. The Compensation Committee considered each named executive officer's involvement in the achievement of each performance element. For 2007, the Compensation Committee also placed significant emphasis on the company's retention objectives when determining the compensation packages for our named executive officers.

Chief Executive Officer and Chief Operating Officer Compensation. In determining the 2007 compensation for our chief executive officer and our chief operating officer, the Compensation Committee placed greater emphasis on their involvement in the company's performance in the following financial and non-financial areas:

- cash flow, volume growth, relative stock performance and center growth,
- continuing improvements in the company's clinical outcomes and quality of patient care,
- the completion of the integration of DVA Renal Healthcare, Inc. (formerly known as Gambro Healthcare, Inc.) into the company's operations, including the integration of the operations, financial reporting and clinical and billing technology systems,
- the company's organizational performance,
- management recruitment, retention and succession planning,
- enhancement of the company's strategic business initiatives and additional proposed strategic initiatives, and
- the sustainability of the company's adherence to its long term mission and values.

Chief Executive Officer. With respect to our chief executive officer, the Compensation Committee conducted a rigorous assessment of Mr. Thiry's performance in these areas and others and determined that Mr. Thiry's performance in 2007 was reflected in the financial and non-financial performance of the company. As part of the assessment, the Compensation Committee also considered Mr. Thiry's accomplishments in non-financial areas that the Compensation Committee determined provided increased value to the company in 2007 and which are important to the continued success of the company, including Mr. Thiry's involvement in public policy efforts which promote the interests of the dialysis industry as a whole as well as company specific initiatives, Mr. Thiry's working relationship with the Board of Directors and involvement with the recruitment of new directors, the company's efforts with respect to commercial payor matters and Mr. Thiry's efforts in leadership development, management recruitment and succession planning. In 2007, Mr. Thiry's salary was \$950,000. When considering Mr. Thiry's performance in light of these accomplishments, the Compensation Committee increased Mr. Thiry's base salary for 2008 to \$1,050,000. The Compensation Committee awarded Mr. Thiry a performance bonus in the amount of \$2,100,000 under the Executive Incentive Plan for his performance in 2007. The performance bonus awarded reflects the company's performance in 2007 and Mr. Thiry's contributions to the company's performance and long-term strategic positioning of the company, as well as his individual performance.

In 2008, the Compensation Committee awarded Mr. Thiry 750,000 SSARs for 2007 performance, which award vests at the company's standard vesting schedule of 25% at the end of the 12th month following the grant date and 8.33% at the end of the 20th month following the grant date and every four months thereafter. In addition to the factors described above, the Compensation Committee placed significant emphasis on long-term retention objectives for Mr. Thiry and the Compensation Committee's objective to create long-term incentives through significant equity grants. The Compensation Committee also considered the value of Mr. Thiry's outstanding equity awards and overall individual performance when establishing this award.

For 2007, the Compensation Committee increased the fixed number of hours of personal use of an aircraft leased or chartered by the company that Mr. Thiry was entitled to during 2007 from 35 hours to 42 hours. The Compensation Committee further increased the number of fixed hours available to our chief executive officer in 2008 from 42 to 50 hours. When establishing the number of hours to award for the year, the Compensation Committee considered the overall travel burdens required by his position and the relationship between business and non-business travel for our chief executive officer for the year, as well as his overall compensation package.

Chief Operating Officer. In determining the compensation for Mr. Mello, the Compensation Committee considered the financial and non-financial performance indicators described above as well as Mr. Mello's individual performance, including in particular Mr. Mello's integration efforts related to DVA Renal Healthcare, Inc. and the implementation of productivity improvement initiatives. In 2007, Mr. Mello's salary was \$700,000. The Compensation Committee increased Mr. Mello's base salary for 2008 to \$800,000. Mr. Mello was awarded a performance bonus in the amount of \$1,400,000 under the Executive Incentive Plan. In addition, Mr. Mello was awarded 10 hours of personal use of an aircraft leased or chartered by the company for use in 2008.

In 2008, Mr. Mello was awarded 300,000 SSARs which award vests at the company's standard vesting schedule of 25% at the end of the 12th month following the grant date and 8.33% at the end of the 20th month following the grant date and every four months thereafter. In addition to the factors described above, the Compensation Committee placed significant emphasis on long-term retention objectives for Mr. Mello and the Compensation Committee's objective to create long-term incentives through significant equity grants. The Compensation Committee considered the value of Mr. Mello's outstanding equity awards and overall individual performance when establishing this award.

Additional Named Executive Officer Compensation. For the additional named executive officers, the Compensation Committee awarded compensation consistent with its goal of rewarding performance. Each additional named executive officer's performance was reviewed by the Compensation Committee and determined to have directly contributed to the company's 2007 financial results and overall performance. The Compensation Committee considered each named executive officer's performance with particular emphasis on operating performance, management development, succession planning, performance in line with the company's mission and values and the named executive officer's overall relationship with the company. The Compensation Committee met with our chief executive officer to review the individual performance of the named executive officers and our chief executive officer made recommendations with respect to the cash bonuses to be awarded to each of Messrs. Harrison, Hilger, Rodriguez and Usliton. The Compensation Committee reviews the base salaries of the named executive officers periodically based on recommendations made by our chief executive officer. In 2008, Mr. Hilger's salary was increased from \$200,000 to \$220,000 and Mr. Rodriguez's salary was increased from \$300,000 to \$550,000. The increases in base salary for each of Mr. Hilger and Mr. Rodriguez were determined based on individual performance and with reference to the compensation levels of other comparable executive teammates within the company. With respect to Mr. Rodriguez, additional consideration was given to the significant increase in responsibilities assumed by Mr. Rodriguez.

Mr. Hilger received a spot bonus in the amount of \$75,000 for his contributions to the integration of DVA Renal Healthcare, Inc. Our chief executive officer determined the amount of the spot bonus in his discretion. Mr. Hilger received a deferred performance bonus in the amount of \$100,000, payable in June 2009, related to

his performance in 2007. Mr. Hilger also received a deferred bonus in the amount of \$27,522, payable in March 2009 under the company's Deferred Bonus Plan, related to a company program available to a broad group of teammates which provided for the allocation of a portion of discretionary performance bonus potential for performance in 2007 and prior. The other named executive officers were not eligible to participate in this program. When awarding Mr. Hilger's discretionary performance bonus for 2007, the Compensation Committee considered his overall performance in 2007.

In 2007, Mr. Rodriguez received a spot bonus in the amount of \$100,000 for his work related to managed care contracting. Our chief executive officer determined the amount of the spot bonus in consultation with the Compensation Committee. Mr. Rodriguez also received a discretionary performance bonus for 2007 in the amount of \$500,000. When awarding Mr. Rodriguez's discretionary performance bonus for 2007, the Compensation Committee considered his overall performance in 2007, his increased level of responsibility and the intensity of those responsibilities, potential future contributions to the long-term development of the company and retention objectives.

When determining the discretionary performance bonus amount for Mr. Usilton, the Compensation Committee considered Mr. Usilton's overall performance and contributions to company performance, as well as his successes in his primary areas of responsibility, including with respect to execution of significant transactions.

Mr. Harrison resigned from the company in November 2007 and received a discretionary performance bonus in the amount of \$75,000 for his performance in 2007.

In 2007, Mr. Rodriguez and Mr. Usilton were each awarded six hours of personal use of an aircraft leased or chartered by the company for use in 2008 and Mr. Rodriguez was awarded 24 hours per year for business purposes to be used in 2007 and 2008. In 2008, Mr. Usilton is eligible to use 30 hours of an aircraft leased or chartered by the company for business purposes under the terms of his employment agreement. The Board and the Compensation Committee considered their significant travel schedules, their respective levels of responsibility with the company and their performance when awarding this compensation.

In 2008, Messrs. Hilger, Rodriguez and Usilton received awards of SSARs in the amounts of 40,000, 100,000, and 150,000, respectively. These awards vest 25% at the end of the 12th month following the grant date and 8.33% at the end of the 20th month following the grant date and 8.33% every four months thereafter. The Compensation Committee considered the value of the executive's outstanding equity awards, retention objectives and overall individual performance in 2007 when establishing these awards.

The following table sets forth the compensation for our named executive officers for the fiscal year ended December 31, 2007.

2007 Summary Compensation Table

Name and Principal Position	Year	Salary	Bonus (1)	Stock	Option	Non-Equity	All	Total
		(\$)	(\$)	Awards (2) (\$)	Awards (3) (\$)	Incentive Plan Compensation (4) (\$)	Other Compensation (5) (\$)	(\$)
Kent J. Thiry Chairman of the Board and Chief Executive Officer	2007	\$940,767	— (6)	\$ 263,294	\$6,671,290	\$ 2,100,000	\$ 260,123	\$10,235,474
	2006	\$885,079	— (6)	\$ 434,698	\$4,786,593	\$ 1,800,000	\$ 495,936	\$ 8,402,306
Mark G. Harrison* Former Chief Financial Officer	2007	\$480,769	\$ 106,250(7)	(\$ 120,712)(8)	\$ 323,776	—	\$ 72,387	\$ 862,470
	2006	\$146,134	\$ 192,000(9)	\$ 120,712	\$ 144,174	—	\$ 43,814	\$ 646,854
James K. Hilger** Vice President and Controller	2007	\$196,923	\$ 265,522(10)	—	\$ 395,810	—	\$ 227	\$ 1,058,482
	2006	\$700,003	\$ 2,500(11)	\$ 106,984	\$3,020,984	\$ 1,400,000	\$ 5,623	\$ 5,236,094
Joseph C. Mello Chief Operating Officer	2007	\$630,768	— (11)	\$ 185,360	\$2,207,864	\$ 1,200,000	\$ 3,492	\$ 4,227,484
	2006	\$275,385	\$ 602,500	\$ 76,127	\$1,589,463	—	\$ 283	\$ 2,543,758
Javier Rodriguez Senior Vice President	2007	\$378,840	\$ 452,500	\$ 94,666	\$ 633,521	—	\$ 3,771	\$ 1,563,298
	2006	\$350,000	\$ 500,000	\$ 112,666	\$ 303,713	—	\$ 359	\$ 1,266,738

* Mr. Harrison was our chief financial officer from September 2006 to November 2007. Mr. Harrison resigned in November 2007.

** Mr. Hilger was our acting chief financial officer from November 2007 through February 2008.

- (1) Bonuses are reported for the year with respect to which they were earned, regardless of when such bonuses are paid. Bonuses may be paid in cash, stock options, SARs, restricted stock units or a combination of cash, stock options, SARs and restricted stock units. The cash component of a bonus is included in this column; however, the cash component of any bonus awarded under our Executive Incentive Plan is included in the "Non-Equity Incentive Plan Compensation" column. In 2006 and 2007, bonuses were only paid in cash.
- (2) The amounts shown in this column reflect restricted stock unit awards. The amounts shown in this column are the amounts recognized for financial statement reporting purposes for such awards during 2006 and 2007 pursuant to the Financial Accounting Standards Board's Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment* ("FAS 123R"), except that, in accordance with rules of the SEC, any estimate for forfeitures related to service-based vesting conditions is excluded from and does not reduce such amount. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2007 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FAS 123R.
- (3) The amounts shown in this column are the amounts recognized for financial statement reporting purposes for stock options and SARs during 2006 and 2007 pursuant to FAS 123R, except that, in accordance with rules of the SEC, any estimate for forfeitures related to service-based vesting conditions is excluded from and does not reduce such amount. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2007 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FAS 123R.
- (4) The amounts shown in this column constitute payments made under our Executive Incentive Plan. Under our Executive Incentive Plan, awards are reported for the year with respect to which they were earned, regardless of when the award is paid. Please see the "Narrative to the Summary Compensation Table and

- (5) Grants of Plan-Based Awards Table" below for a discussion of the performance criteria under the Executive Incentive Plan. Amounts included in this column are set forth by category below. The amounts disclosed, other than corporate aircraft and corporate residential rental property usage, are the actual costs to the company of providing these benefits. Because both the corporate aircraft and the corporate residential rental property are used primarily for business purposes, we do not include in incremental cost the fixed costs that do not change based on usage. The incremental cost to us of personal use of an aircraft leased or chartered by us, including use for commuting, is calculated based on the variable operating costs related to the operation of the aircraft, including fuel costs and landing fees, trip-related repairs and maintenance, catering and other miscellaneous variable costs. Fixed costs that do not change based on usage, such as pilot salaries, training, utilities, depreciation, management fees, taxes and general repairs and maintenance are excluded. The incremental cost to us of personal use of the corporate residential rental property, including for commuting purposes, is calculated based on the variable cost related to the maintenance of the property, which primarily includes the cleaning costs associated with each use of the property.

Name	Year	Corporate Aircraft Usage (\$)	Corporate Residential Property Usage (\$)	Temporary Living Reimbursement (\$)	Severance Payments (\$)	Tax Gross-ups (\$)	Life Insurance Premiums (\$)	Medical Insurance Cost Offset (\$)	Total All Other Compensation (\$)
Kent J. Thiry	2007	\$259,481 ^(a)	*	—	—	—	*	—	\$ 260,123
	2006	\$494,492 ^(a)	*	—	—	—	*	*	\$ 495,936
Mark G. Harrison	2007	—	*	\$ 28,268 ^(b)	\$ 19,231	\$ 24,294 ^(c)	*	—	\$ 72,387
	2006	—	*	\$ 30,878 ^(d)	—	\$ 12,566 ^(c)	*	—	\$ 43,814
James K. Hilger	2007	—	—	—	—	—	*	—	\$ 227
Joseph C. Mello	2007	\$5,281	—	—	—	—	*	—	\$ 5,623
	2006	\$2,689	—	—	—	—	*	*	\$ 3,492
Javier Rodriguez	2007	—	—	—	—	—	*	—	\$ 283
Thomas O. Uelton, Jr.	2007	\$3,429	—	—	—	—	*	—	\$ 3,771
	2006	—	—	—	—	—	*	—	\$ 359

* Amount represents less than \$1,000.

(a) Mr. Thiry resides in northern California and primarily works from northern California when he is not otherwise traveling. However, when Mr. Thiry travels to our executive offices in El Segundo, California for business purposes, the company has treated these trips as long-distance commuting and the value of such services is included in Mr. Thiry's personal income as required by applicable tax regulations. In 2007 and 2006, Mr. Thiry's use of an aircraft for long-distance commuting represented approximately 52% and 59%, respectively, of the total number of hours the aircraft was used for personal use (including long-distance commuting). Separately, as part of his aggregate compensation package, personal use of an aircraft leased or chartered by us is available to Mr. Thiry for a fixed number of hours per year as authorized by the Compensation Committee. When determining the characterization of trips that include a personal component, various factors are considered, including the primary reason for the trip, the importance and necessity of the business component and the materiality of the personal component. In 2006, this amount included the incremental cost related to the use of a chartered aircraft, approved in advance by the chair of the Compensation Committee, for a personal trip where the original self-funded travel arrangements were irrevocably cancelled for a critical business purpose. If Mr. Thiry were to exceed the fixed number of hours for personal use that is unrelated to business or long-distance commuting in a given year, the excess hours of personal use would offset the number of hours approved by the Compensation Committee the following year for personal use or Mr. Thiry would be required to compensate us directly, although historically he has not exceeded the hours authorized for personal use.

(b) This amount reflects reimbursement to Mr. Harrison for temporary living costs from January through November of 2007.

(c) This amount reflects a tax gross-up for temporary living cost reimbursements and for a relocation bonus.

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- (d) This amount reflects reimbursement to Mr. Harrison for temporary living costs from September through December of 2006.
 - (e) This amount reflects a tax gross-up for temporary living cost reimbursements.
 - (6) Mr. Thiry's annual performance bonus was awarded under our Executive Incentive Plan and is included under the "Non-Equity Incentive Plan Compensation" column.
 - (7) Includes \$31,250 constituting the pro rata amount of a relocation bonus payable pursuant to the terms of Mr. Harrison's employment agreement.
 - (8) Mr. Harrison's resignation resulted in a net forfeiture credit for 2007 as computed under FAS 123R.
 - (9) Includes a starting bonus of \$52,000.
 - (10) This amount includes deferred bonuses earned in 2007 of \$27,522 payable in March 2009 and \$100,000 payable in June 2009, which payments are subject only to Mr. Hilger's continued employment at that time. These amounts were paid by the company into a Deferred Bonus Plan account for the benefit of Mr. Hilger subsequent to December 31, 2007 and such amounts would immediately vest and become payable upon Mr. Hilger's death or disability, a change in control of the company, which includes a change in ownership of the company, a change in effective control of the company and a change in the ownership of a substantial portion of the assets of the company, or Mr. Hilger's termination in connection with a reduction in force, which is defined as the termination of two or more teammates at the same time in connection with the elimination of a department or a decrease in business.
 - (11) Mr. Mello's annual performance bonus awarded under our Executive Incentive Plan is included under the "Non-Equity Incentive Plan Compensation" column.

The following table sets forth information concerning awards made to each of the named executive officers under the company's Executive Incentive Plan and equity compensation plans during 2007.

2007 Grants of Plan-Based Awards

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards ⁽¹⁾		All Other Stock Awards: Number of Shares of Stock or Units ⁽⁴⁾	All Other Option Awards: Number of Securities Underlying Options ⁽⁵⁾	Exercise or Base Price of Option awards ^(6/5b)	Grant Date Fair Value of Stock and Option Awards ⁽²⁾
		Target (\$)	Maximum (\$)				
Kent J. Thiry	3/16/2007	\$ 1,800,000	\$ 10,000,000		600,000(3)	\$ 52.76	\$ 7,980,000
Mark G. Harrison	3/14/2007				50,000(3)	\$ 52.12	\$ 656,935
James K. Hiltner	3/14/2007				30,000(3)	\$ 52.12	\$ 394,161
	3/14/2007				80,000(4)	\$ 52.12	\$ 1,221,232
Joseph C. Mello	3/16/2007	\$ 1,200,000	\$ 10,000,000		225,000(3)	\$ 52.76	\$ 2,992,500
Javier Rodriguez	3/14/2007				60,000(5)	\$ 52.12	\$ 853,782
	3/14/2007				100,000(4)	\$ 52.12	\$ 1,326,540
	7/30/2007				150,000(3)	\$ 54.13	\$ 2,059,920
	7/30/2007			15,000(6)			\$ 811,950
Thomas O. Usilton, Jr.	3/14/2007				65,000(5)	\$ 52.12	\$ 924,911

- (1) The maximum amounts reported reflect the maximum potential bonus levels set by the Compensation Committee under the Executive Incentive Plan in 2007. Because the Compensation Committee does not set a target amount under the Executive Incentive Plan, under the rules of the SEC the target amounts reported are the cash bonus amounts earned by Mr. Thiry and Mr. Mello under the plan in 2006. In each case, the cash bonus amounts actually earned by Mr. Thiry and Mr. Mello in 2007 are reported as "Non-Equity Incentive Plan Compensation" in the Summary Compensation Table. Please see the "Narrative to the Summary Compensation Table and Grants of Plan-Based Awards Table" below for a discussion of the performance criteria under the Executive Incentive Plan.
- (2) These amounts are the aggregate grant date fair values of each award determined pursuant to FAS 123R. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2007 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FAS 123R.
- (3) This number represents SSARs awarded under the Equity Compensation Plan. This award vests 25% at the end of the 12th month, 8.33% at the end of the 20th month, and 8.33% every four months thereafter from the grant date.
- (4) This number represents SSARs awarded under the Equity Compensation Plan. This award vests 50% at the end of the 36th month, 12.5% at the end of the 45th month, and 12.5% every three months thereafter from the grant date.
- (5) This number represents SSARs awarded under the Equity Compensation Plan. This award vests 25% at the end of the 24th month, 12.5% at the end of the 32nd month and 12.5% every four months thereafter from the grant date.
- (6) This number represents restricted stock units awarded under the Equity Compensation Plan. This award vests 33.33% at the end of the 36th month and 11.11% every four months thereafter from the grant date.

Narrative to the Summary Compensation Table and Grants of Plan-Based Awards Table

Employment Agreements

On October 18, 1999, we entered into an employment agreement with Mr. Thiry. This agreement was subsequently amended on May 20, 2000, November 28, 2000, and March 30, 2005. As amended, the

employment agreement provides for an initial term through December 31, 2001 and continues thereafter with no further action by either party for successive one-year terms. Mr. Thiry is eligible to receive a bonus based upon the achievement of performance goals as determined by the Compensation Committee and the independent directors in accordance with the Compensation Committee charter.

We entered into an employment agreement with Mr. Harrison effective September 1, 2006. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Harrison was eligible to receive an annual discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee. Mr. Harrison was also entitled to receive \$75,000 per year, less withholdings, for the first three years after he relocates to assist with the cost of housing in California. Mr. Harrison resigned from the company on November 30, 2007 and a description of his severance arrangements is provided below.

We entered into an employment agreement with Mr. Hilger effective September 22, 2005. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Hilger is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee.

On June 15, 2000, we entered into an employment agreement with Mr. Mello. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Mello is eligible to receive an annual performance bonus with the actual amount decided by our chief executive officer and/or Board of Directors or the Compensation Committee.

We do not have an employment agreement with Mr. Rodriguez.

On August 16, 2004, we entered into an employment agreement with Mr. Usilton. This agreement was subsequently amended effective December 15, 2006. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Usilton is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee.

For a description of the change of control provisions included in the employment agreements for certain of our named executive officers, please see "Potential Payments Upon Termination or Change of Control" beginning on page 39 of this proxy statement.

Severance Arrangements

Mr. Harrison resigned from the company on November 30, 2007. Under the terms of his employment agreement and subject to certain limitations, Mr. Harrison will continue to receive his base salary of \$500,000 and health insurance benefits for the one-year period following his termination. Mr. Harrison elected to receive COBRA insurance benefits and the estimated actual cost of such benefits to the company for twelve months of coverage is \$11,449. Mr. Harrison is also subject to the terms of the DaVita Severance Plan, pursuant to which, among other things, Mr. Harrison executed a severance and general release agreement and our standard form noncompetition, nonsolicitation, confidentiality and cooperation agreement (the "Nonsolicitation Agreement"). Under the terms of the severance and general release agreement, the company, in its discretion, has awarded Mr. Harrison a bonus of \$75,000 for performance in 2007. Under the terms of the Nonsolicitation Agreement and in consideration for his severance benefits, Mr. Harrison agreed, among other things, that for a period of one year, he would not induce any patient or customer to patronize a competing dialysis facility, or induce any physician to curtail or terminate his relationship with the company. In addition, under the Nonsolicitation Agreement and/or the severance and general release agreement, Mr. Harrison agreed to a non-disparagement provision and a confidentiality provision.

Awards

During 2007, the Compensation Committee and the Board of Directors granted stock-based awards to our named executive officers pursuant to the Equity Compensation Plan. These grants consisted of restricted stock units, SSARs and stock options.

In connection with the annual grant of stock-based awards approved by the Compensation Committee on March 14, 2007, the Compensation Committee approved grants of SSARs to six of the named executive officers on March 14, 2007, in each case with a base price equal to the closing price of our common stock on the date of grant. The awards to Mr. Thiry and Mr. Mello were granted on March 16, 2007, following ratification of the awards by the independent members of the Board of Directors and the approval of Mr. Mello's award by the Board of Directors. These awards vest 25% at the end of the 12th month, 8.33% at the end of the 20th month, and 8.33% every four months thereafter from the grant date, except that 80,000 SSARs granted to Mr. Hilger and 100,000 SSARs granted to Mr. Rodriguez vest 50% at the end of the 36th month, 12.5% at the end of the 45th month and 12.5% every three months thereafter from the grant date, and 60,000 SSARs granted to Mr. Rodriguez and 65,000 SSARs granted to Mr. Usilton vest 25% at the end of the 24th month, 12.5% at the end of the 32nd month and 12.5% every four months thereafter from the grant date. The number of shares underlying these SSARs awards were as follows: Mr. Thiry received SSARs representing 600,000 shares, Mr. Harrison received SSARs representing 50,000 shares, Mr. Hilger received SSARs representing 110,000 shares, Mr. Mello received SSARs representing 225,000 shares, Mr. Rodriguez received SSARs representing 160,000 shares and Mr. Usilton received SSARs representing 65,000 shares. In addition, on July 30, 2007, the Board of Directors granted to Mr. Rodriguez 150,000 SSARs with a base price equal to the closing price of our common stock on the grant date vesting 25% at the end of the 12th month, 8.33% at the end of the 20th month, and 8.33% every four months thereafter from the grant date and 15,000 restricted stock units vesting 33.33% at the end of the 36th month and 11.11% every four months thereafter from the grant date.

In early 2007, the Compensation Committee established potential bonuses for 2007 performance for Mr. Thiry and Mr. Mello under the Executive Incentive Plan. The amount of the potential bonuses was tied to satisfaction of an operating income performance target established by the Compensation Committee and the potential award amount for each individual was up to \$10,000,000. The company achieved and exceeded the target operating income performance goal. The Compensation Committee considered a number of factors in determining the bonus amounts payable to Mr. Thiry and Mr. Mello, including each individual's performance in 2007 and overall company financial and non-financial performance and used its discretion when determining the final bonus amounts. In each case, the Executive Incentive Plan cash bonuses earned by Mr. Thiry and Mr. Mello are reported as "Non-Equity Incentive Plan Compensation" in the Summary Compensation Table. Please see "Compensation Discussion and Analysis" beginning on page 19 of this proxy statement for more information regarding the Executive Incentive Plan and the awards made in 2007.

Salary and Cash Bonus in Proportion to Total Compensation

The following table sets forth the percentage of each named executive officer's total compensation as set forth in the Summary Compensation Table that we paid in the form of base salary and cash bonus. For a description of the objectives of our compensation programs and overall compensation philosophy, please see "Compensation Discussion and Analysis" beginning on page 19 of this proxy statement.

Name	Salary and Cash Bonus as Percentage of Total 2007 Compensation
Kent J. Thiry	30%
Mark G. Harrison	68%
James K. Hilger	44%
Joseph C. Mello	40%
Javier Rodriguez	35%
Thomas O. Usilton, Jr.	53%

The following table sets forth information concerning outstanding stock options and SSARs and unvested stock awards held by each of the named executive officers at December 31, 2007.

2007 Outstanding Equity Awards at Fiscal Year-End

Name	Grant Date	Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested ⁽¹⁾ (\$)
Kent J. Thiry	10/18/1999	425,000 ⁽²⁾	—	\$ 4.00	10/18/2009		
	1/26/2000	32,444 ⁽³⁾	—	\$ 3.42	1/26/2010		
	3/24/2004	—	120,000 ⁽⁴⁾	\$30.07	3/24/2009		
	3/24/2004	24,800 ⁽⁵⁾	112,500 ⁽⁵⁾	\$30.07	3/24/2009		
	9/22/2005	400,000 ⁽⁶⁾	200,000 ⁽⁶⁾	\$46.00	9/22/2010		
	7/1/2006	150,000 ⁽⁷⁾	450,000 ⁽⁷⁾	\$49.70	7/1/2011		
	3/16/2007	—	600,000 ⁽⁸⁾	\$52.76	3/16/2012	18,182 ⁽⁹⁾	\$1,024,556
	4/4/2003					25,000 ⁽⁹⁾	\$1,408,750
	3/24/2004						
Mark G. Harrison	9/1/2006	31,250 ⁽⁸⁾	—	\$57.84	2/29/2008		
James K. Hilger	9/22/2005	—	17,500 ⁽⁹⁾	\$46.00	9/22/2010		
	12/30/2005	5,000 ⁽¹⁰⁾	5,000 ⁽¹⁰⁾	\$50.64	12/30/2010		
	4/17/2006	13,333 ⁽⁸⁾	26,667 ⁽⁷⁾	\$55.16	4/17/2011		
	7/1/2006	— ⁽²⁾	7,500 ⁽⁷⁾	\$49.70	7/1/2011		
	10/11/2006	2,500 ⁽⁷⁾	7,500 ⁽⁷⁾	\$56.38	10/11/2011		
	3/14/2007	—	30,000 ⁽¹¹⁾	\$52.12	3/14/2012		
Joseph C. Mello	3/14/2007	—	80,000	\$52.12	3/14/2012		
	3/24/2004	—	75,000 ⁽¹²⁾	\$30.07	3/24/2009		
	3/24/2004	16,562 ⁽⁵⁾	42,188 ⁽⁵⁾	\$30.07	3/24/2009		
	9/22/2005	200,000 ⁽⁶⁾	100,000 ⁽⁶⁾	\$46.00	9/22/2010		
	7/1/2006	75,000 ⁽⁷⁾	225,000 ⁽⁷⁾	\$49.70	7/1/2011		
	3/16/2007	—	225,000 ⁽⁷⁾	\$52.76	3/16/2012		
	4/4/2003					9,091 ⁽⁹⁾	\$ 512,278
	3/24/2004					9,375 ⁽⁹⁾	\$ 528,281
Javier Rodriguez	8/12/2004	15,000 ⁽⁸⁾	15,000 ⁽⁸⁾	\$28.01	8/12/2009		
	9/28/2004	20,000 ⁽⁸⁾	10,000 ⁽⁸⁾	\$31.04	9/28/2009		
	9/22/2005	16,000 ⁽⁶⁾	8,000 ⁽⁶⁾	\$46.00	9/22/2010		
	12/30/2005	11,000 ⁽⁷⁾	11,000 ⁽⁷⁾	\$50.64	12/30/2010		
	7/1/2006	50,000	150,000 ⁽¹³⁾	\$49.70	7/1/2011		
	3/14/2007	—	60,000 ⁽¹¹⁾	\$52.12	3/14/2012		
	3/14/2007	—	100,000 ⁽⁷⁾	\$52.12	3/14/2012		
	7/30/2007	—	150,000		7/30/2012		
	5/28/2003			\$54.13		1,500 ⁽⁹⁾	\$ 84,525
	7/30/2007					15,000 ⁽¹⁴⁾	\$ 845,250
Thomas O. Usilton, Jr.	8/16/2004	200 ⁽⁵⁾	12,500 ⁽⁵⁾	\$28.80	8/16/2009		
	9/22/2005	26,666 ⁽⁶⁾	13,334 ⁽⁶⁾	\$46.00	9/22/2010		
	7/1/2006	5,000 ⁽⁷⁾	15,000 ⁽⁷⁾	\$49.70	7/1/2011		
	10/11/2006	12,500 ⁽⁷⁾	37,500 ⁽⁷⁾	\$56.38	10/11/2011		
	3/14/2007	—	65,000 ⁽¹³⁾	\$52.12	3/14/2012		
	8/16/2004					10,000 ⁽⁹⁾	\$ 563,500

⁽¹⁾ The market value of shares or units of stock that have not vested reflects a stock price of \$56.35, the closing price of our stock on December 31, 2007, as reported by the NYSE.

- (2) These options vest 25% at the end of the 12th month, 25% at the end of the 15th month, 25% at the end of the 24th month, and 25% at the end of the 36th month from the grant date.
- (3) These options vest 25% at the end of the 10th month, 25% at the end of the 12th month, 25% at the end of the 22nd month, and 25% at the end of the 34th month from the grant date.
- (4) These options vest 20% at the end of the 9th month, 20% at the end of the 21st month, and 60% at the end of the 59th month from the grant date.
- (5) These options vest 25% on the first four anniversaries of the grant date.
- (6) These options vest 50% at the end of the 24th month, 8.33% at the end of the 28th month, and 8.33% every four months thereafter from the grant date.
- (7) These SSARs vest 25% at the end of the 12th month, 8.33% at the end of the 20th month, and 8.33% every four months thereafter from the grant date.
- (8) These options vest 25% at the end of the 12th month, 8.33% at the end of the 20th month, and 8.33% every four months thereafter from the grant date.
- (9) These restricted stock units vest 33% on the 3rd, 4th, and 5th anniversaries of the grant date.
- (10) These options vest 50% at the end of the 24th month, 25% at the end of the 36th month and 25% at the end of the 48th month from the grant date.
- (11) These SSARs vest 50% at the end of the 36th month, 12.5% at the end of the 45th month and 12.5% every three months thereafter from the grant date.
- (12) These options vest 33% at the end of the 21st month and 67% at the end of the 59th month from the grant date.
- (13) These SSARs vest 25% at the end of the 24th month, 12.5% at the end of the 32nd month and 12.5% every four months thereafter from the grant date.
- (14) These restricted stock units vest 33.33% at the end of the 36th month and 11.11% every four months thereafter from the grant date.

The following table sets forth information concerning the exercise of stock options and SSARs and the vesting of stock awards held by each of the named executive officers during 2007.

2007 Option Exercises and Stock Vested

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) ⁽¹⁾	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽²⁾
Kent J. Thiry	555,200	\$ 19,289,484	30,681	\$ 1,651,297
Mark G. Harrison	—	—	—	—
James K. Hilger	7,919	\$ 111,331	—	—
Joseph C. Mello	185,000	\$ 6,485,035	13,778	\$ 742,367
Javier Rodriguez	66,000	\$ 2,585,938	1,500	\$ 81,300
Thomas O. Usilton, Jr.	27,500	\$ 799,500	5,000	\$ 268,900

(1) Value realized on exercise is determined by subtracting the exercise or base price from the closing price for our common stock on the date of exercise as reported by the NYSE or, for same-day sales, from the actual sale price, and multiplying the remainder by the number of shares underlying the award.

(2) Value realized on vesting is determined by multiplying the number of shares underlying restricted stock units by the closing price for our common stock on the date of vesting, as reported by the NYSE.

2007 Pension Benefits

The company does not have a defined benefit pension plan in which any teammate, including the named executive officers, can participate to receive payments or other benefits at, following, or in connection with retirement. See "Compensation Discussion and Analysis" beginning on page 19 of this proxy statement for more information regarding our compensation philosophy.

The following table sets forth information concerning the company's nonqualified deferred compensation plans.

2007 Nonqualified Deferred Compensation

Name	Executive Contributions in Last FY (\$)	Registral Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$) ⁽¹⁾	Aggregate Withdrawals/ Distributions (\$)	Aggregate Balance at Last FYE (\$)
Kent J. Thiry	—	—	—	—	—
Mark G. Harrison	—	—	—	—	—
James K. Hilger	—	—	—	—	—
Joseph C. Mello	—	—	—	—	—
Javier Rodriguez	—	—	—	—	—
Voluntary Deferral Plan ⁽²⁾	\$ 338,934 ⁽³⁾	—	\$ 19,531	—	\$461,107
Thomas O. Usilton, Jr.	—	—	—	—	—
Deferred Bonus Plan	—	—	\$ 19,200	(\$ 135,817)	\$276,870 ⁽⁴⁾
Voluntary Deferral Plan	\$ 808 ⁽⁵⁾	—	\$ 1,056	—	\$ 21,715 ⁽⁶⁾

- (1) None of the earnings in this column is included in the Summary Compensation Table because they are not preferential or above market.
- (2) Mr. Rodriguez has not previously been a named executive officer and therefore such amounts were not previously reported in the Summary Compensation Table.
- (3) This amount represents contributions made by Mr. Rodriguez from compensation earned in 2006.
- (4) This amount relates to a special \$500,000 bonus earned by Mr. Usilton in connection with the acquisition of Gambro Healthcare, Inc., in 2005 (and reflected as income in that year in the Summary Compensation Table included in the company's proxy statement for its 2006 annual meeting), which vests 25% on each of the first, second, third and fourth anniversary dates of the acquisition beginning on October 5, 2006.
- (5) This amount is included in the "Salary" column for 2006 in the Summary Compensation Table.
- (6) Mr. Usilton contributed \$19,385 in 2006 which amount is included in the "Salary" column for 2006 in the Summary Compensation Table.

The 2007 Nonqualified Deferred Compensation Table presents amounts deferred under our Voluntary Deferral Plan. Under the Voluntary Deferral Plan, participants may defer (i) up to 50% of their base salary, (ii) all or a portion of their annual bonus payment that is earned in the same year as their base salary but payable in the following year and (iii) all or a portion of their other compensation as determined by the company. Deferred amounts are credited with earnings or losses based on the rate of return of one or more investment alternatives selected by the participant from among the investment funds selected by the company. Participants may change their investment elections daily. We do not make contributions to participants' accounts under the Voluntary Deferral Plan. All participant contributions are irrevocably funded into a rabbi trust for the benefit of those participants. Assets held in the trust are subject to the claims of the company's general creditors in the event of the company's bankruptcy or insolvency until paid to the plan participants. Distributions are generally paid out in cash at the participant's election either in the first or second year following retirement or in a specified year at least three to four years after the deferral election was effective. Participants elect to receive distributions in the form of one, five, ten, fifteen or twenty annual installments. If the participant has not elected a

specified year for payout and the participant becomes disabled, dies or has a separation from service, distributions generally will be paid in a lump sum cash distribution. In the event of an unforeseeable emergency, the plan administrator may, in its sole discretion, authorize the cessation of deferrals by a participant, provide for immediate distribution to a participant in the form of a lump sum cash payment or provide for such other payment schedule as the plan administrator deems appropriate. The earnings on the Voluntary Deferral Plan accounts of Mr. Rodriguez and Mr. Usilton were determined by the performance of the investment funds that each of them selected, which generated annual returns of 5.5% and 5.1%, respectively, in 2007.

The table also presents amounts earned under our Deferred Bonus Plan. Under the Deferred Bonus Plan, the company has complete discretion as to the amount of any contributions. Any contributions that are made are treated as allocated as of the last day of the plan year which is December 31. Participants generally earn a vested right to the contributions made on their behalf at a rate of 50% on each of the first and second anniversaries of the contribution date, subject to modification in the discretion of the company. Deferred amounts are credited with earnings or losses based on the rate of return of one or more investment alternatives selected by the participant from among the investment funds selected by the company. Participants may change their investment elections daily. All company contributions are irrevocably funded into a rabbi trust for the benefit of the participants on whose behalf the contributions are made. Assets held in the trust are subject to the claims of the company's general creditors in the event of the company's bankruptcy or insolvency until paid to the plan participants. Distributions are paid in a lump sum distribution equal to the vested portion of the participant's account. The earnings on Mr. Usilton's Deferred Bonus Plan account were determined by the performance of the investment funds that he selected, which generated an annual return of 5.2% in 2007.

Potential Payments Upon Termination or Change of Control

Severance Payments and Benefits

The following tables and summary set forth the company's payment obligations pursuant to the terms of the employment agreements and/or the DaVita Severance Plan for each of our named executive officers, other than Mr. Harrison, under the following circumstances, as applicable to each named executive officer: death, disability, involuntary termination for other than Material Cause (defined below), resignation following a Constructive Discharge (defined below) following a Change of Control (defined below), or resignation following a Good Cause Event (defined below). Mr. Harrison resigned from the company in November 2007. Our payment obligations to Mr. Harrison in connection with his termination are described above under "Narrative to the Summary Compensation Table and Grants of Plan-Based Awards Table—Severance Arrangements."

The tables below assume that the employment of our named executive officers was terminated on December 31, 2007.

Under the employment agreements with Mr. Thiry, Mr. Mello and Mr. Usilton, the company may terminate the named executive officer's employment for disability, provided that either (i) immediately upon the effective date of such termination, the named executive officer is eligible to receive full disability benefits under the company's disability insurance (if any) provided to the named executive officer or (ii) the company must continue to pay the named executive officer his base salary until the first to occur of (A) full disability benefits are received or (B) one year from the effective date of termination. The amounts shown in the tables below under "Disability" assume that upon termination, the named executive officer was not yet eligible to receive full disability benefits under the company's insurance and did not receive such full disability benefits prior to one year following termination. As a result, the amounts shown assume that the company continued to pay the named executive officer's base salary for a full year following termination of employment for disability.

Kent J. Thiry

Benefit	Death	Disability	Involuntary Termination for Other than Material Cause	Resignation Following a Constructive Discharge Following a Change of Control (1)
Payment of base salary (or multiple thereof) in effect at termination for a specified period following termination	—	\$ 950,000	\$ 2,840,500(2)	\$ 2,840,500(2)
Bonus	\$2,100,000(3)	\$2,100,000(3)	\$ 5,830,500(4)	\$ 5,830,500(4)
Continued health benefits for a specified period following termination	—	—	\$ 31,167(5)	\$ 31,167(5)
Tax gross-up	—	—	—	—

- (1) For a description of the value of stock-based awards held by Mr. Thiry that are subject to accelerated vesting upon a Change of Control, see "—Accelerated Vesting of Stock-Based Awards" below.
- (2) Mr. Thiry will be entitled to receive a lump-sum payment equal to his base salary in effect as of the date of termination multiplied by 2.99. As of December 31, 2007, Mr. Thiry's base salary was \$950,000.
- (3) Mr. Thiry (or his estate) will be entitled to receive a pro-rated bonus for that portion of any year prior to such termination (or for the whole year and a portion of a year if such termination occurs after December 31 of any year and prior to the date on which the bonus for such year is paid) regardless of whether Mr. Thiry is employed on the date such bonus is paid. On December 31, 2007, Mr. Thiry had fully earned his bonus for 2007, so he would receive the full amount of his annual bonus as reported in the Summary Compensation Table upon termination.
- (4) Mr. Thiry will be entitled to receive a bonus for the year in which such termination occurs equal to the average bonus (excluding any extraordinary or special bonuses paid in addition to the annual performance bonus) that he received for the two immediately preceding calendar years multiplied by 2.99. The amount reported in the table above reflects the average of Mr. Thiry's 2007 annual bonus in the amount of \$2,100,000 and Mr. Thiry's 2006 annual bonus in the amount of \$1,800,000, multiplied by 2.99.
- (5) Mr. Thiry will continue to receive his health benefits for the two-year period following termination. The amount reported in the table above is the estimated actual cost of COBRA insurance premiums for Mr. Thiry for the two-year period following termination.

James K. Hilger ⁽¹⁾

Benefit	Death	Disability	Involuntary Termination for Other than Material Cause
Payment of base salary (or multiple thereof) in effect at termination for a specified period following termination	---	---	\$ 200,000 ⁽²⁾
Bonus	---	---	---
Continued health benefits for a specified period following termination	---	---	\$ 15,583 ⁽³⁾
Tax gross-up	---	---	---

- (1) For a description of the value of stock-based awards held by Mr. Hilger that are subject to accelerated vesting upon a Change of Control, see "—Accelerated Vesting of Stock-Based Awards" below.
- (2) Mr. Hilger will be entitled to receive payment in an amount equal to his salary for the 12-month period following his termination. As of December 31, 2007, Mr. Hilger's base salary was \$200,000. Such payment obligation will be reduced dollar-for-dollar by the amount of any compensation received by Mr. Hilger from another employer during the severance payment period, and Mr. Hilger is obligated to use reasonable efforts to find employment during such period.
- (3) Mr. Hilger will continue to receive his health benefits for the one-year period following termination. The amount reported in the table above is the estimated actual cost of COBRA insurance premiums for Mr. Hilger for the one-year period following termination.

Joseph C. Mello

Benefit	Death	Disability	Involuntary Termination for Other than Material Cause	Resignation Following a Constructive Discharge Following a Change of Control ⁽¹⁾
Payment of base salary (or multiple thereof) in effect at termination for a specified period following termination	—	\$ 700,000	\$ 700,000 ⁽²⁾	\$ 700,000 ⁽²⁾
Bonus	\$1,400,000 ⁽³⁾	\$1,400,000 ⁽³⁾	\$ 2,800,000 ⁽⁴⁾	\$ 2,800,000 ⁽⁴⁾
Continued health benefits for a specified period following termination	—	—	\$ 15,583 ⁽⁵⁾	\$ 15,583 ⁽⁵⁾
Tax gross-up	—	—	—	—

- (1) For a description of the value of stock-based awards held by Mr. Mello that are subject to accelerated vesting upon a Change of Control, see “—Accelerated Vesting of Stock-Based Awards” below.
- (2) Mr. Mello will be entitled to receive a lump-sum payment equal to his base salary in effect as of the date of termination. As of December 31, 2007, Mr. Mello’s base salary was \$700,000.
- (3) Mr. Mello (or his estate) will be entitled to receive a pro-rated bonus for that portion of any year prior to such termination (or for the whole year and a portion of a year if such termination occurs after December 31 of any year and prior to the date on which the bonus for such year is paid) regardless of whether Mr. Mello is employed on the date such bonus is paid. On December 31, 2007, Mr. Mello had fully earned his bonus for 2007, so he would receive the full amount of his annual bonus as reported in the Summary Compensation Table upon termination.
- (4) Mr. Mello will be entitled to receive a bonus for the year in which such termination occurs equal to the normal bonus, if any, which he received for the immediately preceding calendar year multiplied by 2.
- (5) Mr. Mello will continue to receive his health benefits for the one-year period following termination. The amount reported in the table above is the estimated actual cost of COBRA insurance premiums for Mr. Mello for the one-year period following termination.

Javier Rodriguez ⁽¹⁾

<u>Benefit</u>	<u>Death</u>	<u>Disability</u>	<u>Involuntary Termination for Other than Material Cause</u>
Payment of base salary (or multiple thereof) in effect at termination for a specified period following termination	—	—	\$ 300,000 ⁽²⁾
Bonus ⁽³⁾	—	—	—
Continued health benefits for a specified period following termination	—	—	—
Tax gross-up	—	—	—

(1) Mr. Rodriguez is not a party to an employment agreement with the company. As a result, Mr. Rodriguez is not entitled to any severance payments or benefits, unless we grant such rights in our discretion under the DaVita Severance Plan; however, Mr. Rodriguez is entitled to accelerated vesting of certain stock-based awards upon a Change of Control. For a description of the value of stock-based awards held by Mr. Rodriguez that are subject to accelerated vesting upon a Change of Control, see "—Accelerated Vesting of Stock-Based Awards" below.

(2) Under the terms of the DaVita Severance Plan, Mr. Rodriguez will only be entitled to severance payment and benefits if approved by our Senior Vice President of People Services and our Assistant General Counsel—Labor. If such approval is obtained, Mr. Rodriguez would be entitled to continue to receive his base salary for a period of 12 months following his termination. As of December 31, 2007, Mr. Rodriguez's base salary was \$300,000. Such payment obligation will be reduced dollar-for-dollar by the amount of any compensation received by Mr. Rodriguez from another employer during the severance payment period, and Mr. Rodriguez is obligated to use reasonable efforts to find employment during such period.

(3) Does not include any amounts payable to Mr. Rodriguez pursuant to our Voluntary Deferral Plan which amounts are included in the 2007 Nonqualified Deferred Compensation Table. Such amounts are currently vested, but payment thereof may be accelerated in the event of death, disability or termination of employment.

Thomas O. Usilton, Jr.

Benefit	Death	Disability	Involuntary Termination for Other than Material Cause	Involuntary Termination for Other than Material Cause Following a Change of Control (1)	Resignation Following a Constructive Discharge Following a Change of Control (1)
Payment of base salary (or multiple thereof) in effect at termination for a specified period following termination	—	\$380,000(2)	\$ 380,000(2)	\$ 760,000(3)	\$ 760,000(3)
Bonus (4)	\$276,870(5)	\$276,870(5)	—(6)	\$ 276,870(5)	\$ 276,870(5)
Continued health benefits for a specified period following termination	—	—	\$ 15,583(7)	\$ 15,583(7)	\$ 15,583(7)
Tax gross-up	—	—	—	\$ 364,814(8)	\$ 364,814(8)

- (1) For a description of the value of stock-based awards held by Mr. Usilton that are subject to accelerated vesting upon a Change of Control, see "—Accelerated Vesting of Stock-Based Awards" below.
- (2) Mr. Usilton will be entitled to receive a lump-sum payment equal to his base salary in effect as of the date of termination. As of December 31, 2007, Mr. Usilton's base salary was \$380,000.
- (3) Mr. Usilton will be entitled to receive a lump-sum payment equal to his base salary in effect as of the date of termination multiplied by 2.
- (4) Does not include any amounts payable to Mr. Usilton pursuant to our Voluntary Deferral Plan which amounts are included in the 2007 Nonqualified Deferred Compensation Table. Such amounts are currently vested, but payment thereof may be accelerated in the event of death, disability or termination of employment.
- (5) Mr. Usilton's interest in his Deferred Bonus Plan account will automatically vest and he (or his estate) will be entitled to the full balance of the account. The amount reported in the table above represents the market value of Mr. Usilton's Deferred Bonus Plan account as of December 31, 2007. Under the Deferred Bonus Plan, a change of control includes a change in ownership of the company, a change in effective control of the company and a change in the ownership of a substantial portion of the assets of the company.
- (6) Mr. Usilton will be entitled to receive the vested but unpaid portion of his Deferred Bonus Plan account. As of December 31, 2007, no amounts under this account were vested. However, if he is terminated in connection with a reduction in force, which is defined as the termination of two or more teammates at that same time in connection with the elimination of a department or a decrease in business then his Deferred Bonus Plan account will automatically vest and he will be entitled to the full balance of the account which amount was \$276,870 as of December 31, 2007. With respect to this account, 25% of the balance vested in 2006 and was paid to Mr. Usilton, 25% vested in 2007 and was paid to Mr. Usilton and 25% of the account will vest and be paid to Mr. Usilton each year over the next two years.
- (7) Mr. Usilton will continue to receive his health benefits for the one-year period following termination. The amount reported in the table above is the estimated actual cost of COBRA insurance premiums for Mr. Usilton for the one-year period following termination.
- (8) The tax gross-up amount is calculated using a 20 percent excise tax rate and an approximately 40 percent individual income tax rate and assumes that the base amount for purposes of Sections 280G and 4999 of the Internal Revenue Code has been allocated between the cash severance and equity components of the change of control benefits in proportion to the amounts of each component.

In addition to the covered circumstances specified for Mr. Usilton in the table above, the company is obligated to make the following payments to Mr. Usilton if during the first five years of Mr. Usilton's employment, Kent Thiry is no longer the chief executive officer or the executive or nonexecutive chairman of the company, and Mr. Usilton's employment is terminated for a reason other than death, disability or Material Cause

(defined below): (i) a lump-sum payment equal to Mr. Usilton's base salary in effect as of the date of termination multiplied by 2, and (ii) Mr. Usilton's health benefits for the one-year period following termination. In such event, assuming Mr. Usilton were terminated on December 31, 2007, he would have received a lump sum payment in the amount of \$760,000 and the actual estimated cost of COBRA insurance premiums for Mr. Usilton for the one-year period following termination would be \$15,583. Mr. Usilton would also have been entitled to receive the remaining amount in his Deferred Bonus Plan account as if he had remained employed. With respect to this account, 25% vested in 2006 and was paid to Mr. Usilton, 25% vested in 2007 and was paid to Mr. Usilton and 25% of the account will vest and be paid to Mr. Usilton each year over the next two years. In addition, if at any time during Mr. Usilton's employment, Kent Thiry is no longer the chief executive officer or the executive or nonexecutive chairman of the company, and Mr. Usilton's employment is terminated for a reason other than death, disability or Material Cause (defined below), all of Mr. Usilton's restricted stock units that were to vest within 11 months of his termination will automatically vest as of the date of termination.

The company's obligation to provide continued health benefits under the circumstances set forth in the tables above is subject to earlier termination in connection with the executive accepting employment with another employer.

In the event of termination as a result of death, the estates of the named executive officers identified in the tables above will also receive the proceeds of the respective term life insurance policy for each named executive officer with an aggregate value of the lesser of \$500,000 or 1.5 times each individual's base salary.

In the event of resignation following a Change of Control (defined below), Mr. Thiry, Mr. Mello and Mr. Usilton will be eligible to receive a "gross-up" payment to the extent that any payment or benefit received or to be received by him in connection with a Change of Control is reduced by tax obligations possibly imposed by Sections 280G or 4999 of the Internal Revenue Code.

To receive the severance payments and benefits described above, each named executive officer must execute the company's standard severance and general release agreement. In addition, the employment agreements with each of our named executive officers (other than Mr. Rodriguez with whom we do not have an employment agreement) include confidentiality provisions that would apply until the confidential information becomes publicly available (other than through breach by the named executive officer). These employment agreements also include nonsolicitation provisions which prohibit each named executive officer from soliciting any patient or customer of the company to patronize a competing dialysis facility or from soliciting any patient, customer, supplier or physician to terminate their business relationship with the company, for a period of two years following the termination of the named executive officer's employment. However, with respect to Mr. Hilger and Mr. Mello, the nonsolicitation provision would apply for a period of one year following termination. Mr. Rodriguez does not have an employment agreement with the company. However, in order to receive the severance payments described above under the DaVita Severance Plan, Mr. Rodriguez would be required to execute the company's standard severance and general release agreement, as well as the standard form of noncompetition, nonsolicitation, confidentiality and cooperation agreement, which is described above under "Narrative to Summary Compensation Table and Grants of Plan-Based Awards Table—Severance Arrangements."

For purposes of the employment agreements with each of our named executive officers (other than Mr. Rodriguez) and the tables above:

An involuntary termination for "Material Cause" occurs if the company terminates employment for any of the following reasons: (i) conviction of a felony; (ii) the adjudication by a court of competent jurisdiction that the executive has committed any act of fraud or dishonesty resulting or intended to result directly or indirectly in personal enrichment at the expense of the company; (iii) repeated failure or refusal by the executive to follow policies or directives reasonably established by the chief executive officer of the company or his designee that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive;

(iv) a material breach of the executive's employment agreement that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive; (v) an act of unlawful discrimination, including sexual harassment; (vi) a violation of the duty of loyalty or of any fiduciary duty; or (vii) exclusion or notice of exclusion of the executive from participating in any federal health care program.

The definition of "Material Cause" in Mr. Thiry's employment agreement does not include the reasons specified in (v), (vi) and (vii) above. Further, Mr. Mello's employment agreement also includes the following reason for termination under the definition of "Material Cause": (i) a failure to perform his duties in a satisfactory manner, as determined by the chief executive officer, in his sole discretion, so long as Kent Thiry is the chief executive officer, which goes uncorrected for a period of 30 consecutive days after written notice has been provided to Mr. Mello.

"Material Cause" is defined in Mr. Hilger's employment agreement as any of the following: (i) conviction of a felony or plea of no contest to a felony; (ii) any act of fraud or dishonesty in connection with the performance of his duties; (iii) repeated failure or refusal to follow policies or directives reasonably established by the chief executive officer or his designee that goes uncorrected for a period of 10 consecutive days after written notice has been provided; (iv) a material breach of the employment agreement; (v) any gross or willful misconduct or gross negligence in the performance of his duties; (vi) egregious conduct that brings the company or any of its subsidiaries or affiliates into public disgrace or disrepute; (vii) an act of unlawful discrimination, including sexual harassment; (viii) a violation of the duty of loyalty or of any fiduciary duty; or (ix) exclusion or notice of exclusion of the executive from participating in any federal health care program.

Under the DaVita Severance Plan, which would apply to Mr. Rodriguez, "material cause" includes, but is not limited to, (i) failure to perform job responsibilities; (ii) violation of the company's policies and procedures; (iii) an act of fraud or dishonesty affecting or involving the company; or (iv) a breach of a material provision of the executive's employment or similar agreement with the company.

A "Change of Control" means (i) any transaction or series of transactions in which any person or group (within the meaning of Rule 13d-5 under the Exchange Act and Sections 13(d) and 14(d) of the Exchange Act) becomes the direct or indirect "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), by way of a stock issuance, tender offer, merger, consolidation, other business combination or otherwise, of greater than 40% of the total voting power (on a fully diluted basis as if all convertible securities had been converted and all warrants and options had been exercised) entitled to vote in the election of directors of the company (including any transaction in which the company becomes a wholly-owned or majority-owned subsidiary of another corporation), (ii) any merger or consolidation or reorganization in which the company does not survive, (iii) any merger or consolidation in which the company survives, but the shares of the company's common stock outstanding immediately prior to such merger or consolidation represent 40% or less of the voting power of the company after such merger or consolidation, and (iv) any transaction in which more than 40% of the company's assets are sold.

However, despite the occurrence of any of the above-described events, a "Change of Control" will not have occurred with respect to Mr. Mello or Mr. Usilton if Kent Thiry remains the chief executive officer of the company for at least one year, or two years in the case of Mr. Mello, after the Change of Control or becomes the chief executive officer of the surviving company with which the company merged or consolidated and remains in that position for at least one year, or two years in the case of Mr. Mello, after the Change of Control.

A "Constructive Discharge" means the occurrence of any of the following events after the date of a Change of Control without the executive's express written consent: (i) the scope of the executive's authority, duties and responsibilities are materially diminished or are not (A) in the same general level of seniority or (B) of the same general nature as the executive's authority, duties, and responsibilities with the company immediately before such Change of Control; (ii) the failure by the company to provide the executive with office accommodations and assistance substantially equivalent to the accommodations and assistance provided to the

executive immediately before such Change of Control; (iii) the principal office to which the executive is required to report is changed to a location that is more than 20 miles from the principal office to which the executive is required to report immediately before such Change of Control; or (iv) a reduction by the company in the executive's base salary, bonus arrangement, or other material benefits as in effect on the date of such Change of Control.

However, with respect to Mr. Thiry, paragraph (i) of the definition of "Constructive Discharge" above means that (i) the scope of the executive's authority, duties and responsibilities are materially diminished or are not (A) in the same area of operations, (B) in the same corporate and reporting capacity (and standing in the same relationship to the ultimate parent entity, e.g., reporting to the board of directors of a subsidiary will not be deemed to constitute the same corporate and reporting capacity as reporting to the board of directors of the ultimate parent entity) or (C) of the same general nature as the executive's authority, duties and responsibilities with the company immediately prior to such Change of Control. In addition, with respect to Mr. Mello, paragraph (i) of the definition of "Constructive Discharge" above means that (i) the scope of the executive's authority, duties and responsibilities are materially diminished or are not (A) in the same area of operations, (B) in the same general level of seniority, or (C) of the same general nature as the executive's authorities, duties and responsibilities with employer immediately before such Change of Control.

A "Good Cause Event" means the occurrence of any of the following events without the executive's express written consent: (i) the company materially diminishes the scope of the executive's authority, duties and responsibilities and his duties and responsibilities are not (A) in the same general level of seniority or (B) of the same general nature; (ii) the company ceases to provide the executive with appropriate office accommodations and assistance (i.e., office accommodations and assistance substantially similar to what other similar-level executives receive); (iii) the company relocates the principal office to which the executive is required to report to a location that is more than twenty miles from the principal office to which the executive was required to report; or (iv) the company reduces the executive's base salary, bonus arrangement, or other material benefits (unless the change in benefit plans is taken generally with respect to all similarly-situated peer executives and does not single out the executive).

Accelerated Vesting of Stock-Based Awards

For grants and awards of stock options, SSARs and/or restricted stock units awards made to our named executive officers before October 2006, the stock-based award agreements provide that in the event of a Change of Control, their options or awards shall automatically vest and become immediately exercisable in their entirety, such vesting to be effective as of the effective date of such transaction.

For grants and awards of stock options, SSARs and/or restricted stock units awards made to our named executive officers after October 2006, the stock-based award agreements provide that in the event that either (i) in connection with a Change of Control, the acquiring entity fails to assume, convert or replace the named executive officer's options or awards, or (ii) the named executive officer's employment is terminated within the twenty four-month period following a Change of Control by the company (or the acquiring entity) other than for Cause (defined below) or, if applicable, by the named executive officer in accordance with the termination for Good Reason provisions of the named executive officer's employment agreement, if any, then, in any such case, the options or awards shall automatically vest and become immediately exercisable in their entirety, such vesting to be effective as of immediately prior to the effective date of the Change of Control in the case of (i), and as of the date of termination of the named executive officer's employment in the case of (ii).

The table below sets forth the value of the company's obligations upon the automatic vesting of the stock-based awards of our named executive officers as described above and assumes that the Change of Control or, if applicable, the termination of our named executive officers following a Change of Control, took place on December 31, 2007, the last day of our most recent fiscal year. Pursuant to the terms of the applicable employment agreement, each of the named executive officers in the table below, other than Mr. Hilger and

Mr. Rodriguez, will be eligible to receive a "gross-up" payment to the extent any benefit received in connection with such Change of Control is reduced by tax obligations possibly imposed by Sections 280G or 4999 of the Internal Revenue Code.

Name	Value of Options/ SSARs ⁽¹⁾	Value of Stock Awards ⁽²⁾	Tax Gross-Up ⁽³⁾
Kent J. Thiry	\$13,327,367	\$2,433,306	—
James K. Hilger	\$ 756,584	—	—
Joseph C. Mello	\$ 6,419,087	\$1,040,559	—
Javier Rodriguez	\$ 2,831,110	\$ 929,775	—
Thomas O. Usilton, Jr.	\$ 857,082	\$ 563,500	\$ 492,419

- (1) Values are based on the aggregate difference between the respective exercise or base prices and the closing sale price of our common stock on December 31, 2007, which was \$56.35 per share, as reported by the NYSE.
- (2) Values are based on the aggregate number of shares underlying restricted stock units multiplied by the closing sale price of our common stock on December 31, 2007, which was \$56.35 per share, as reported by the NYSE.
- (3) The tax gross-up amount is calculated using a 20 percent excise tax rate and an approximately 40 percent individual income tax rate and assumes that the base amount for purposes of Sections 280G and 4999 of the Internal Revenue Code has been allocated between the cash severance and equity components of the change of control benefits in proportion to the amounts of each component.

For purposes of the stock-based award agreements and the table above:

A "Change of Control" has substantially the same meaning under the stock-based award agreements as such term under the employment agreements for our named executive officers (defined above under "—Severance Payments and Benefits"), except that "50%" is used as the test for voting power and company assets under the stock-based award agreements. However, with respect to Mr. Usilton's stock option agreement dated August 16, 2004 the percentages in clauses (iii) and (iv) of the definition of "Change of Control" are 40% instead of 50%.

No transaction will constitute a Change of Control under the stock-based award agreements if both (x) the person acting as the chief executive officer of the company for the six months prior to such transaction becomes the chief executive officer or executive chairman of the board of directors of the entity that has acquired control of the company as a result of such transaction immediately after such transaction and remains the chief executive officer or executive chairman of the board of directors for not less than one year following the transaction and (y) a majority of the acquiring entity's board of directors immediately after such transaction consist of persons who were directors of the company immediately prior to such transaction.

"Cause" means: (1) a material breach by the executive of those duties and responsibilities of the executive which do not differ in any material respect from the duties and responsibilities of the executive during the 90 day period immediately prior to a Change of Control (other than as a result of incapacity due to physical or mental illness) which is demonstrably willful and deliberate on the executive's part, which is committed in bad faith or without reasonable belief that such breach is in the best interests of the company and which is not remedied in a reasonable period of time after receipt of written notice from the company specifying such breach; (2) willful misconduct or gross negligence which results in material harm to the company; (3) the conviction of the executive of, or a plea of nolo contendere by the executive to, a felony or other crime involving fraud or dishonesty; or (4) willful violation of company policies which results in material harm to the company.

Compensation of Directors

The following table sets forth information concerning the compensation of the company's non-employee directors during 2007.

2007 Director Compensation

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾⁽³⁾⁽⁴⁾	Option Awards (\$) ⁽⁵⁾⁽⁶⁾⁽⁷⁾	Total (\$)
Charles G. Berg ⁽⁸⁾	\$ 38,000	\$ 9,986	\$ 65,610	\$113,596
Willard W. Brittain, Jr. ⁽⁹⁾	\$ 31,823	\$ 9,293	\$ 57,409	\$ 98,525
Nancy-Ann DeParle	\$ 53,000	\$ 11,959	\$128,954	\$193,913
Paul J. Diaz ⁽¹⁰⁾	\$ 20,022	\$ 5,008	\$ 21,221	\$ 46,251
Richard B. Fontaine ⁽¹¹⁾	\$ 120,894	\$ 2,986	\$ 51,201	\$175,081
Peter T. Grauer	\$ 56,000	\$ 104,582	\$216,359	\$376,941
C. Raymond Larkin, Jr. ⁽¹²⁾	\$ 22,894	\$ 2,986	\$ 51,201	\$ 77,081
John M. Nehra	\$ 57,500	\$ 104,582	\$193,438	\$355,520
William L. Roper, M.D.	\$ 53,500	\$ 104,582	\$216,359	\$374,441
Roger J. Valine	\$ 58,000	\$ 11,959	\$136,117	\$206,076
Richard C. Vaughan	\$ 62,000	\$ 104,582	\$236,094	\$402,676

- (1) Consists of the amounts described below under "Annual Retainer," "Lead Independent Director and Committee Chair Fees," "Meeting Fees," and "Other Compensation; Reimbursement of Expenses." With respect to Messrs. Vaughan, Nehra, Roper and Grauer, includes \$10,000 for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.
- (2) The amounts shown in this column reflect restricted stock unit awards. Restricted stock units vest 100% upon issuance, but receipt is automatically deferred to one year from the grant date. The amounts shown in this column are the amounts recognized for financial statement reporting purposes during 2007 pursuant to FAS 123R for such awards in our non-employee directors, except that, in accordance with rules of the SEC, any estimate for forfeitures related to service-based vesting conditions is excluded from and does not reduce such amount. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2007 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FAS 123R.
- (3) With respect to Messrs. Vaughan, Nehra, Roper and Grauer, includes \$10,000 in restricted stock units and 1,500 restricted stock units for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.

The grant date fair value of each restricted stock unit award granted in 2007 pursuant to FAS 123R is set forth below:

Name*	Stock Awards: Number of Shares of Stock or Units (#)	Grant Date	Grant Date Fair Value of Stock Awards (\$)
Charles G. Berg	19	3/31/2007	\$ 1,013
Willard W. Brittain, Jr.	6	3/31/2007	\$ 320
Charles G. Berg, Willard W. Brittain, Jr., Nancy-Ann DeParle and Roger J. Valine	56	6/30/2007	\$ 3,017
	47	9/30/2007	\$ 2,969
	53	12/31/2007	\$ 2,987
Nancy-Ann DeParle, Richard B. Fontaine, C. Raymond Larkin, Jr. and Roger J. Valine	56	3/31/2007	\$ 2,986
Paul J. Diaz	32	9/30/2007	\$ 2,022
	53	12/31/2007	\$ 2,987
Peter T. Grauer, John M. Nehra, William L. Roper, M.D. and Richard C. Vaughan	103	3/31/2007	\$ 5,492
	1,500	5/29/2007	\$ 82,575
	102	6/30/2007	\$ 5,496
	87	9/30/2007	\$ 5,497
	98	12/31/2007	\$ 5,522

* Directors are grouped together in a row where all elements of compensation are identical for such directors.

See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2007 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FAS 123R.

(4) As of December 31, 2007, each non-employee director had the following number of restricted stock unit awards outstanding:

Name	Vested Stock Awards (#)	Unvested Stock Awards (#)
Charles G. Berg	175	—
Willard W. Brittain, Jr.	162	—
Nancy-Ann DeParle	212	—
Paul J. Diaz	85	—
Richard B. Fontaine	56	—
Peter T. Grauer	1,890	—
C. Raymond Larkin, Jr.	56	—
John M. Nehra	1,890	—
William L. Roper, M.D.	1,890	—
Roger J. Valine	212	—
Richard C. Vaughan	1,890	—

(5) Option awards vest 25% on each of the first four anniversaries of the grant date. The amounts shown in this column are the amounts recognized for financial statement reporting purposes during 2007 pursuant to FAS 123R for option awards to our non-employee directors, except that, in accordance with rules of the SEC, any estimate for forfeitures related to service-based vesting conditions is excluded from and does not reduce such amount. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2007 for a discussion of the relevant assumptions used in calculating this amount pursuant to FAS 123R.

The grant date fair value of each option award granted in 2007 pursuant to FAS 123R is set forth below:

Name	Number of Shares Underlying Options (#)	Grant Date	Grant Date Fair Value of Option Awards (\$)
Charles G. Berg	15,000	3/2/2007	\$ 202,491
	2,786	5/29/2007	\$ 39,532
Willard W. Brittain, Jr.	15,000	3/22/2007	\$ 201,845
	2,153	5/29/2007	\$ 30,550
Nancy-Ann DeParie	12,000	5/29/2007	\$ 170,273
Paul J. Diaz	15,000	7/31/2007	\$ 201,464
Richard B. Fontaine	—	—	—
Peter T. Grauer	18,000	5/29/2007	\$ 255,409
C. Raymond Larkin, Jr.	—	—	—
John M. Nehra	18,000	5/29/2007	\$ 255,409
William L. Roper, M.D.	18,000	5/29/2007	\$ 255,409
Roger J. Valine	10,639	5/29/2007	\$ 150,961
Richard C. Vaughan	18,000	5/29/2007	\$ 255,409

See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2007 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FAS 123R.

- (6) With respect to Messrs. Vaughan, Nehra, Roper and Grauer, includes 6,000 stock options for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.

(7) As of December 31, 2007, each non-employee director had the following number of options outstanding:

Name	Exercisable Options (#)	Unexercisable Options (#)	Exercise Price (\$)	Expiration Date
Charles G. Berg	—	15,000	\$ 53.21	3/02/2012
	—	2,786	\$ 55.05	5/29/2012
Willard W. Brittain, Jr.	—	15,000	\$ 53.38	3/22/2012
	—	2,153	\$ 55.05	5/29/2012
Nancy-Ann DeParle	12,000	—	\$ 30.66	5/24/2009
	12,000	—	\$ 41.66	5/13/2010
	12,000	—	\$ 51.95	5/15/2011
	—	12,000	\$ 55.05	5/29/2012
Paul J. Diaz	—	15,000	\$ 52.94	7/31/2012
Richard B. Fontaine.	—	—	—	—
Peter T. Grauer	18,000	—	\$ 51.95	5/15/2012
	—	18,000	\$ 55.05	5/29/2012
C. Raymond Larkin, Jr.	—	—	—	—
John M. Nehra	12,000	—	\$ 15.91	5/21/2008
	12,000	—	\$ 30.66	5/24/2009
	12,000	—	\$ 41.66	5/13/2010
	18,000	—	\$ 51.95	5/15/2011
	—	18,000	\$ 55.05	5/29/2012
William L. Roper, M.D.	5,001	—	\$ 15.91	5/21/2008
	9,999	—	\$ 30.66	5/24/2009
	18,000	—	\$ 41.66	5/13/2010
	18,000	—	\$ 51.95	5/15/2011
	—	18,000	\$ 55.05	5/29/2012
Roger J. Valine	3,750	11,250	\$ 47.99	6/27/2011
	—	10,639	\$ 55.05	5/29/2012
Richard C. Vaughan	7,500	7,500	\$ 43.50	5/20/2010
	18,000	—	\$ 51.95	5/15/2011
	—	18,000	\$ 55.05	5/29/2012

(8) Mr. Berg joined the Board of Directors on March 2, 2007.

(9) Mr. Brittain joined the Board of Directors on March 22, 2007.

(10) Mr. Diaz joined the Board of Directors on July 31, 2007.

(11) Mr. Fontaine retired from the Board of Directors on May 29, 2007.

(12) Mr. Larkin retired from the Board of Directors on May 29, 2007.

During 2007, our non-employee directors were entitled to compensation under our Director Compensation Philosophy and Plan (the "Prior Director Compensation Plan"). On February 28, 2008, we adopted the Non-Management Director Compensation Philosophy and Plan (the "New Director Compensation Plan"), which replaced our Prior Director Compensation Plan. The following describes the compensation paid to our non-employee directors for service as a director during 2007 under the Prior Director Compensation Plan as set forth in the table above. In addition, the following describes our current compensation structure for our non-employee directors under the New Director Compensation Plan. Directors who are our employees or officers do not receive compensation for service on our Board of Directors or any committee of the Board of Directors.

Annual Retainer

Pursuant to the Prior Director Compensation Plan, each of our non-employee directors was entitled to receive an annual retainer of \$24,000 per year, paid quarterly in arrears. The annual retainer was paid half in cash and half in restricted stock units which were 100% vested upon issuance, but under which receipt of shares was automatically deferred to one year from the grant date. Under our New Director Compensation Plan, the amount and terms of the annual retainer are unchanged.

Annual Equity Grant

In accordance with the Prior Director Compensation Plan, each non-employee director was entitled to receive SARs or options, as determined by the Board of Directors, to purchase 12,000 shares of our common stock each time he or she was elected to serve on our Board of Directors by our stockholders. In 2007, all such grants were for options, and these options were granted on the date of our annual meeting of stockholders, had a per share exercise price equal to the fair market value of a share of our common stock on the date of grant, vest in full on the date of the following annual meeting of stockholders, with acceleration of vesting upon a change of control, and expire five years after the date of grant.

Under the New Director Compensation Plan, each of our non-employee directors is entitled to receive SSARs on a base number of 12,000 shares of our common stock for total service of at least one year in such capacity on our Board of Directors, granted on, and priced as of close of the market on, the date of our annual stockholder meeting, vesting in full on the one year anniversary of the date of grant, with acceleration of vesting upon a Change of Control, and expiring five years after the date of grant. This award is not available for service of less than one year. The Board of Directors is permitted to issue options in lieu of SSARs in its discretion.

Lead Independent Director and Committee Chair Fees

Under the Prior Director Compensation Plan, the chairs of the Audit, Compensation and Compliance Committees and the lead independent director received an additional retainer of \$20,000 per year, paid quarterly in arrears. The retainer was paid half in cash and half in restricted stock units which were 100% vested upon issuance, but under which receipt of shares was automatically deferred to one year from the grant date. The chairs of the Audit, Compensation and Compliance Committees and the lead independent director also received additional options to purchase 6,000 shares of our common stock for each year of service in these roles or the pro rata equivalent for service of less than a year. These options were granted on the date of our annual meeting of stockholders, had a per share exercise price equal to the fair market value of a share of our common stock on the date of grant, vest in full on the date of the following annual meeting of stockholders, with acceleration of vesting upon a change of control, and expire five years after the date of the grant. Vesting of these options continues so long as the director continues to serve on our Board of Directors even if he or she is no longer a committee chair or lead independent director. In addition to these options, each of the chairs of the Audit, Compensation and Compliance Committees and the lead independent director received additional restricted stock units of 1,500 shares or the pro rata equivalent for service of less than a year, that were granted on the date of our annual meeting of stockholders and that vest 100% upon issuance, but receipt was automatically deferred to one year from the grant date.

Under the New Director Compensation Plan, the amount and terms of the additional retainer for the chairs of the Audit, Compensation and Compliance Committees and the lead independent director are unchanged. Under the New Director Compensation Plan, the chairs of the Audit, Compensation and Compliance Committees and the lead independent director are also entitled to receive additional SSARs on a base number of 6,000 shares of our common stock for total service in such capacity of at least one year, or the pro rata equivalent for service of less than one year, granted on, and priced as of the close of the market on, the date of our annual meeting of stockholders, vesting in full on the one year anniversary of the date of grant, with acceleration of vesting upon a Change of Control, and expiring five years after the date of the grant. Vesting of these SSARs continues so long as the non-employee director continues to serve on our Board of Directors even if he or she is no longer a

committee chair or lead independent director. The Board of Directors is permitted to issue stock options in lieu of SSARs in its discretion.

Under the New Director Compensation Plan, each of the chairs of the Audit, Compensation and Compliance Committees and the lead independent director also receives additional restricted stock units of 1,500 shares, or the pro rata equivalent for services of less than one year, that are granted on the date of our annual meeting of stockholders and that vest 100% upon issuance, but under which receipt of shares is automatically deferred for one year from the grant date.

With respect to the additional retainers and equity grants to the lead independent director and the chairs of the Audit, Compensation or Compliance Committee, if the lead independent director also serves as a chair of the Audit, Compensation or Compliance Committee, the lead independent director will not be entitled to receive the additional retainers and equity grants for serving as the chair of the Audit, Compensation or Compliance Committee, in addition to the retainers and equity grants he or she is entitled to receive as the lead independent director, unless the Compensation Committee determines otherwise.

Meeting Fees

Under the Prior Director Compensation Plan, our non-employee directors were paid \$4,000 in cash for each Board of Directors meeting attended in person and \$2,000 in cash for each meeting held via telephone conference that lasted more than one and one half hours. For committee meetings, additional cash compensation of \$2,000 per meeting was paid for each meeting attended in person, for each meeting held via telephone that lasted more than one hour and for telephonic meetings of the Audit Committee related to quarterly earnings releases, except that the meeting fee was \$1,500 for members of the Public Policy and Clinical Performance Committees and \$2,500 for the chairs of these two committees. Committee meeting fees were paid for all committee meetings held on the same day as regular Board of Directors meetings, other than meetings of the Nominating and Governance Committee.

Under the New Director Compensation Plan, our non-employee directors are entitled to receive \$8,000 in the form of common stock for each Board of Directors meeting attended in person. For committee meetings, additional compensation of \$4,000 per meeting is paid in the form of common stock for each meeting attended in person, and additional compensation of \$2,000 per meeting is paid in cash for each meeting held via telephone that lasts more than one hour and for telephonic meetings of the Audit Committee related to quarterly earnings releases, except that the meeting fee for each meeting attended in person is \$2,500 to be paid in stock for members of the Public Policy and Clinical Performance Committees and \$4,500 to be paid in stock for the chairs of these two committees, and the meeting fee for meetings held via telephone conference that last more than one hour is \$1,500 in cash for members of the Public Policy and Clinical Performance Committees and \$2,500 in cash for the chairs of these two committees. Committee meeting fees are paid for all committee meetings held on the same day as regular Board of Directors meetings, other than meetings of the Nominating and Governance Committee.

New Directors

Under the Prior Compensation Plan, each new member of our Board of Directors who was not one of our employees or officers received a one-time grant of options to purchase 15,000 shares of our common stock that was granted upon initial appointment to our Board of Directors, with a per share exercise price equal to the fair market value of a share of our common stock on the date of grant, that vests over four years at an annual rate of 25% beginning on the first anniversary of the date of grant, with acceleration of vesting upon a change of control and that expires five years after the date of grant.

Under the New Director Compensation Plan, each of our non-employee directors is entitled to receive SSARs on a base number of 15,000 shares of our common stock upon appointment to our Board of Directors,

priced at the closing price on the date of grant, vesting 25% per year beginning on the first anniversary of the date of grant, and expiring five years after the date of grant. The Board of Directors is permitted to issue stock options in lieu of SSARs in its discretion.

Other Compensation; Reimbursement of Expenses

Under the Prior Director Compensation Plan, we also reimbursed our directors for their reasonable out-of-pocket expenses in connection with their travel to and attendance at meetings of the Board of Directors or any committee thereof and other company business. Under the New Director Compensation Plan, we continue to reimburse for these expenses. In addition, we also compensate our non-employee directors on a per diem basis at a rate of \$4,000 in cash per day for significant time spent outside of board or committee meetings or for meetings or activities outside the scope of normal board duties, including director training, meeting with company management or external auditors, interviewing director candidates or other activities deemed necessary by the chairman of the board or the lead independent director. The per diem rate is paid on a pro rata basis for activities that do not require a full day of service.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of our Board of Directors is currently composed of four independent, non-employee directors. The Compensation Committee oversees the company's compensation programs on behalf of the Board of Directors. The Compensation Committee reviewed and discussed the Compensation Discussion and Analysis set forth in this proxy statement with management.

Based on the Compensation Committee's review and discussion with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the company's proxy statement for the company's 2008 annual meeting of stockholders.

COMPENSATION COMMITTEE

John M. Nehra (Chairman)

Nancy-Ann DePatie

Peter T. Grauer

Roger J. Valine

The information contained above under the caption "Compensation Committee Report" will not be considered "soliciting material" or to be "filed" with the SEC, nor will that information be incorporated by reference into any future filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate it by reference into a filing.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No member of the Compensation Committee has served as one of our officers or employees at any time. During 2007, none of our executive officers served as a member of the compensation committee or board of directors of any other company whose executive officer(s) served as a member of our Compensation Committee or Board of Directors.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We or one of our subsidiaries may occasionally enter into transactions with certain "related persons." Related persons include our executive officers, directors, nominees for directors, 5% or more beneficial owners of our common stock and immediate family members of these persons. We refer to transactions involving amounts in excess of \$120,000 and in which the related person has a direct or indirect material interest as "related person transactions." Each related person transaction must be approved or ratified in accordance with the company's written Related Person Transactions Policy by the Audit Committee of the Board of Directors or, if the Audit Committee of the Board of Directors determines that the approval or ratification of such related person transaction should be considered by all disinterested members of the Board of Directors, by the vote of a majority of such disinterested members.

The Audit Committee considers all relevant factors when determining whether to approve or ratify a related person transaction including, without limitation, the following:

- the size of the transaction and the amount payable to a related person;
- the nature of the interest of the related person in the transaction;
- whether the transaction may involve a conflict of interest; and
- whether the transaction involves the provision of goods or services to the company that are available from unaffiliated third parties and, if so, whether the transaction is on terms and made under circumstances that are at least as favorable to the company as would be available in comparable transactions with or involving unaffiliated third parties.

The company's Related Person Transactions Policy is available on the company's website at www.davita.com.

The Related Person Transactions Policy described above was adopted on March 2, 2007. Prior to the adoption of the Related Person Transactions Policy, related person transactions were generally considered by the entire Board of Directors. The transactions described in the first paragraph immediately below were entered into prior to the adoption of the Related Person Transactions Policy and were reviewed and considered by the entire Board of Directors.

Joseph C. Mello, our chief operating officer, is the sole shareholder and sole director of two privately-owned companies, Liberty RC, Inc. ("Liberty") and Knickerbocker Dialysis, Inc. ("Knickerbocker") that were incorporated in New York to acquire the health facility licenses required to operate dialysis centers in New York. Until recently, New York law prohibited publicly-held companies from owning these facility licenses. Even though we owned substantially all of the assets, including the fixed assets, of our New York dialysis centers, the licenses were required to be held by privately-owned companies, with which we entered into agreements to provide equipment, leased real property and a broad range of administrative services, including billing and collecting. As required by the New York State Department of Health, as a condition to approving the acquisition of the licenses by Liberty and Knickerbocker, we provided financing to Mr. Mello, Liberty and Knickerbocker for the capital needs of these entities. Amounts loaned to Mr. Mello were immediately contributed to Liberty and Knickerbocker as additional equity capital. At March 1, 2008, the aggregate amount outstanding under the loans to Mr. Mello was \$8,732,046, including accrued interest. The New York Department of Health also required us to make loans directly to Liberty and Knickerbocker. These loans were evidenced by notes, and at March 1, 2008, \$2,650,078 and \$6,311,976, respectively, were outstanding under these notes, including accrued interest. The interest rate on these notes is the prime rate plus 2% per annum, which as of March 1, 2008 was 8.0%. The company has also made working capital advances to Liberty and Knickerbocker from time to time. The aggregate balance of such advances, including interest thereon, was \$13,631,749 at the beginning of 2007, fluctuated from month to month during the year, and was paid in full by the end of 2007. In 2007 the company received total interest payments of \$415,699 on these advances. All of the loans and advances were made for the sole purpose

of advancing the company's business and not for the purpose of providing any personal benefit to Mr. Mello. All assets, liabilities, and operating results of Liberty and Knickerbocker are included in our consolidated financial statements. As of March 1, 2008 the company and one of its subsidiaries entered into agreements with Mr. Mello to acquire all of the shares of Liberty and Knickerbocker and paid Mr. Mello \$7,399,000 as the purchase price for the shares. At the same time, Mr. Mello repaid all of the principal outstanding under the loans from the company to Mr. Mello and the company agreed to forgive the interest accrued under the loans. As a result, all of the loans from the company to Mr. Mello were fully satisfied. The purchase agreements relating to these transactions included provisions holding Mr. Mello harmless against liabilities incurred as a result of his ownership of Liberty and Knickerbocker as well as against any additional taxes incurred as a result of such ownership or the transfer of the shares to the company. The purchase agreement was structured so that no personal benefit, financial or otherwise, accrued to Mr. Mello as a result of the loans to Mr. Mello, his ownership of Liberty or Knickerbocker, or the aforementioned transactions. The transfer of the shares of Liberty and Knickerbocker from Mr. Mello is subject to the approval of the New York State Department of Health. If the New York State Department of Health does not approve such transfer by December 31, 2012, Mr. Mello will be required, subject to the approval of the New York State Department of Health, to transfer the shares of Liberty and Knickerbocker to a person designated by the company for no additional consideration.

During the fiscal year ended December 31, 2007, the company paid Whitney Capital LLC, a private equity investment firm of which Richard K. Whitney, our chief financial officer, was the founder and serves as a managing member, an aggregate of approximately \$544,000 in fees for consulting services. From January 1, 2008 to February 13, 2008, the company paid or incurred an obligation to pay Whitney Capital LLC an aggregate of approximately \$88,750 in fees for consulting services. Mr. Whitney's interest in these transactions was approximately \$544,000 and \$88,750, respectively.

Paul J. Diaz, one of our directors, is a director, the president and chief executive officer, and a stockholder of Kindred. The company provides dialysis services for Kindred and various of its affiliates in the ordinary course of business for which it received approximately \$6,576,000 in 2007. The company anticipates receiving payments from Kindred in 2008.

Charles G. Berg, one of our directors, was appointed in January 2008 as a director and the executive chairman of WellCare, as well as director or manager of various related entities. Mr. Berg received restricted stock and option grants from WellCare. The company provides dialysis services for WellCare and various of its affiliates in the ordinary course of business for which it received approximately \$6,452,000 in 2007. The company anticipates receiving payments from WellCare in 2008.

AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors is responsible for providing independent, objective oversight of the Company's accounting functions and internal controls. The Audit Committee is composed of three directors, each of whom is independent as defined by New York Stock Exchange listing standards. The Audit Committee operates under a written charter approved by the Board of Directors.

The Audit Committee is directly responsible for the appointment and compensation of the Company's independent registered public accounting firm, KPMG, as well as monitoring the independence, qualifications and performance of KPMG and the Company's internal audit function. In addition, the Audit Committee has considered whether the provision of non-audit services to the Company by KPMG is compatible with maintaining KPMG's independence.

Management is responsible for internal controls and the financial reporting process. The independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and an audit of the effectiveness of internal control over financial reporting. The Audit Committee's responsibility is to monitor and oversee these processes.

The Audit Committee has met and held discussions with the Company's internal auditors and KPMG, with and without management present, to discuss the scope of their audit plans, results of their examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting.

The Audit Committee engaged the independent registered public accounting firm to conduct the independent audit. The Audit Committee reviewed and discussed with management the December 31, 2007 audited consolidated financial statements. The Audit Committee also discussed with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (Communication with Audit Committees), as adopted by the Public Company Accounting Oversight Board. In addition, the Audit Committee received the written disclosures and the letter from the independent registered public accounting firm required by Independence Standards Board Standard No. 1 (Independence Discussions with Audit Committees), as adopted by the Public Company Accounting Oversight Board, and discussed with the independent registered public accounting firm its independence.

Based upon the Audit Committee's reviews and discussions with management and the independent registered public accounting firm, referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2007 for filing with the Securities and Exchange Commission.

THE AUDIT COMMITTEE
Richard C. Vaughan (Chairman)
Charles G. Berg
Roger J. Valine

STOCKHOLDER PROPOSALS FOR 2009 ANNUAL MEETING

If you wish to present a proposal for action at the 2009 annual meeting of stockholders and wish to have it included in the proxy statement and form of proxy that management will prepare, you must notify us no later than December 18, 2008 in the form required under the rules and regulations promulgated by the SEC. Otherwise, your proposal will not be included in management's proxy materials.

If you wish to present a proposal for action at the 2009 annual meeting of stockholders, even though it will not be included in management's proxy materials, our bylaws require that you must notify us no later than March 11, 2009, and no earlier than February 9, 2009.

OTHER MATTERS

Our Board of Directors does not know of any other matters to be presented at the 2008 annual meeting of stockholders but, if other matters do properly come before the meeting, it is intended that the persons named as proxies in the proxy card will vote on them in accordance with their best judgment.

A copy of our 2007 annual report is being mailed to each stockholder of record together with this proxy statement. The 2007 annual report includes our audited financial statements for the year ended December 31, 2007. Our annual report on Form 10-K includes these financial statements, as well as other supplementary financial information and certain schedules. The annual report on Form 10-K is not part of our proxy soliciting material. Copies of the annual report on Form 10-K, without exhibits, can be obtained without charge by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872 or through our website, located at <http://www.davita.com>.

By order of the Board of Directors,



Joseph Schohl
Vice President, General Counsel and
Secretary

El Segundo, California
April 23, 2008

**DAVITA INC.
PROXY**

This Proxy is solicited on behalf of the Board of Directors of DAVITA INC.

The undersigned hereby appoints Kent J. Thiry, Joseph Schell and Corinna B. Polk, or any of them, the true and lawful attorneys and proxies of the undersigned, with full power of substitution to vote all shares of the Common Stock, \$0.001 per value per share, of DAVITA INC., which the undersigned is entitled to vote at the annual meeting of the stockholders of DAVITA INC., to be held at 3:00 p.m., Pacific time, on June 9, 2008 at the Hyatt Regency San Francisco Airport, 1333 Old Bayshore Highway, Burlingame, California 94010, and any and all adjournments thereof, on the proposals set forth on the reverse side of this Proxy.

Unless a contrary direction is indicated, this Proxy will be voted FOR all nominees listed in Proposal 1, and FOR Proposal 2. If specific instructions are indicated, this Proxy will be voted in accordance therewith.

In their discretion, Kent J. Thiry, Joseph Schell and Corinna B. Polk, or any of them, are authorized to vote upon such other matters as may properly come before the meeting.

All Proxies to vote at said meeting or any adjournment heretofore given by the undersigned are hereby revoked. Receipt of the Notice of Annual Meeting and Proxy Statement dated April 23, 2008 is hereby acknowledged.

(Continued, and to be marked, dated and signed, on the other side)

Address Change/Comments: (Mark the corresponding box on the reverse side)

▲ FOLD AND DETACH HERE ▲

Choose MLinkSM for fast, easy and secure 24/7 online access to your future proxy materials, investment plan statements, tax documents and more.
Simply log on to Investor ServiceDirectSM at www.bnymellon.com/shareowner/isd where step-by-step instructions will prompt you through enrollment.

Important Notice Regarding the Availability of Proxy Materials for the Stockholder Meeting to Be Held on June 9, 2008: DaVita's Proxy Statement and Annual Report to Stockholders and Form 10-K for fiscal year 2007 are available electronically at <http://bnymellon.mobular.net/bnymellon/dva>.

Unless a contrary direction is indicated, this Proxy will be voted FOR all nominees listed in Proposal 1, and FOR Proposal 2.

Use this space to indicate any changes to the Proxy Statement. PLEASE SEE REVERSE SIDE.

The Board of Directors recommends a vote FOR all nominees listed in Proposal 1.

1. Election of Directors

FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN				
1a. Charles G. Berg	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1d. Peter T. Grauer	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1f. Roger J. Valne	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN				
1b. Wilbur W. Burton, Jr.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1e. John M. Nappa	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1g. Richard C. Vaughn	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	
FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN				
1c. Nancy Ann DePalo	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1f. William L. Roper, M.D.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	The Board of directors recommends a vote FOR Proposal 2.				
FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN	FOR	AGAINST	ABSTAIN	2. Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2008.	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Paul J. Day	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	1h. Kent J. Gray	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	3. Such other business as may properly come before the meeting or any adjournment thereof.				

Please mark, sign, date and return this Proxy in the accompanying prepaid envelope.

Please check this box if you consent to access future annual reports and proxy statement material via the Internet.

Signature _____ Date _____

Please sign exactly as your name appears herein. When signing as attorney, executor, administrator, trustee, guardian, or corporate officer, please indicate full title.

▲ FOLD AND DETACH HERE ▲

DaVita

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
JUNE 9, 2008

TO OUR STOCKHOLDERS:

We will hold our 2008 annual meeting of the stockholders of DaVita Inc., a Delaware corporation, on Monday, June 9, 2008 at 3:00 p.m., Pacific time, at the Hyatt Regency San Francisco Airport, 1833 Old Bayshore Highway, Burlingame, California 94010, for the following purposes, which are further described in the accompanying Proxy Statement:

1. To elect ten directors to serve for a term of one year or until their successors are duly elected and qualified;
2. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2008; and
3. To transact other business as may properly come before the annual meeting or any adjournment thereof.

Our Board of Directors has fixed the close of business on April 15, 2008 as the record date for the determination of stockholders entitled to vote at the meetings or any meetings held upon adjournment of the meeting. Only record holders of our common stock at the close of business on that day will be entitled to vote. A copy of our 2007 annual report to stockholders is enclosed with the notice.

We invite you to attend the meeting and vote in person. If you cannot attend, to ensure that you are represented at the meeting, please sign and return the enclosed proxy card as promptly as possible in the enclosed postage prepaid envelope. If you attend the meeting, you may vote in person, even if you previously returned a signed proxy. To obtain directions to our annual meeting, visit our website, located at <http://www.davita.com>.

By order of the Board of Directors,



Joseph Schohl
Vice President, General Counsel and
Secretary

El Segundo, California
April 23, 2008

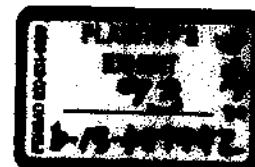
You can view the Annual Report and Proxy Statement
on the Internet at <http://bnymellon.mobiular.net/bnymellon/dva>.

DEF 14A 1 ddef14a.htm DEFINITIVE PROXY STATEMENT

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934



Filed by the registrant ☒ x

Filed by a party other than the registrant ☐ -

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission
Only (as permitted by Rule 14a-6(e)(2))

☒ x Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material pursuant to § 240.14a-12

DaVita Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

☒ x No fee required

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined.):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials:

☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule, or registration statement no.:

(3) Filing party:

(4) Date filed:



NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
June 7, 2010

TO OUR STOCKHOLDERS:

We will hold our 2010 annual meeting of the stockholders of DaVita Inc., a Delaware corporation, on Monday, June 7, 2010 at 9:30 a.m., Mountain Time, at DaVita Inc., 1627 Cole Boulevard, Lakewood, Colorado 80401, for the following purposes, which are further described in the accompanying Proxy Statement:

- (1) To vote upon the election of the nine directors identified in the attached Proxy Statement to the Board of Directors to serve for a term of one year or until their successors are duly elected and qualified;
- (2) To approve an amendment to our 2002 Equity Compensation Plan;
- (3) To ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2010;
- (4) To consider a stockholder proposal, if properly presented at the annual meeting; and
- (5) To transact such other business as may properly come before the annual meeting or any adjournment thereof.

The Board of Directors has fixed the close of business on April 13, 2010 as the record date for the determination of stockholders entitled to vote at the annual meeting or any meetings held upon adjournment of the annual meeting. Only holders of record of our common stock at the close of business on that day will be entitled to vote.

In accordance with rules and regulations adopted by the Securities and Exchange Commission, we are now providing access to our proxy materials over the Internet. Accordingly, we will mail, on or about April 28, 2010, a Notice of Internet Availability of Proxy Materials to our stockholders of record and beneficial owners at the close of business on April 13, 2010. On the date of mailing of the Notice of Internet Availability of Proxy Materials, all stockholders of record and beneficial owners will have the ability to access the proxy materials on a website referred to and at the URL address included in the Notice of Internet Availability of Proxy Materials. These proxy materials will be available free of charge.

The Notice of Internet Availability of Proxy Materials will also identify the date, time and location of the annual meeting; the matters to be acted upon at the annual meeting and the Board of Directors' recommendation with regard to each matter; a toll-free telephone number, an e-mail address, and a website where stockholders can request a paper or e-mail copy of the Proxy Statement, our Annual Report to Stockholders and a form of proxy relating to the annual meeting; information on how to access the form of proxy over the Internet and how to vote over the Internet; and information on how to obtain directions to attend the annual meeting and vote in person.

We invite you to attend the annual meeting and vote in person. If you cannot attend, to ensure that you are represented at the annual meeting, please vote, at your earliest convenience, by telephone or Internet, or request a proxy card to complete, sign and date and return by mail. If you attend the annual meeting, you may vote in person, even if you previously used the telephone or Internet voting systems, or mailed your completed proxy card.

Please note that all votes cast via telephone or the Internet must be cast prior to 11:59 p.m., Eastern Time, on Sunday, June 6, 2010.

By order of the Board of Directors,

Kim M. Rivera
Vice President, General Counsel and
Secretary

April 28, 2010



PROXY STATEMENT

GENERAL INFORMATION

We are delivering this Proxy Statement in connection with the solicitation of proxies by the Board of Directors, for use at our 2010 annual meeting of stockholders, which we will hold on Monday, June 7, 2010 at 9:30 a.m., Mountain Time, at DaVita Inc., 1627 Cole Boulevard, Lakewood, Colorado 80401. The proxies will remain valid for use at any meetings held upon adjournment of that meeting. The record date for the annual meeting is the close of business on April 13, 2010. All holders of record of our common stock on the record date are entitled to notice of the annual meeting and to vote at the annual meeting and any meetings held upon adjournment of that meeting. Our principal executive offices are located at 1551 Wewatta Street, 6th Floor, Denver, Colorado, 80202, and our telephone number is (303) 405-2100. This Proxy Statement is being initially distributed to stockholders on or about April 28, 2010. To obtain directions to our annual meeting, visit our website, located at <http://www.davita.com>.

In accordance with rules and regulations adopted by the Securities and Exchange Commission (the "SEC"), instead of mailing a printed copy of our proxy materials to each stockholder of record or beneficial owner, we are now furnishing the proxy materials to our stockholders over the Internet, which include this Proxy Statement and the accompanying Notice of Meeting, Proxy Card, and Annual Report to Stockholders. Because you received a Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy materials, unless you have previously made a permanent election to receive these materials in paper copy. Instead, the Notice of Internet Availability of Proxy Materials instructs you as to how you may access and review all of the important information contained in the proxy materials, and how you may submit your vote by proxy on the Internet. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

The Notice of Internet Availability of Proxy Materials was first mailed on or about April 28, 2010 to all stockholders of record as of April 13, 2010.

Whether or not you plan to attend the annual meeting in person, please vote by telephone, Internet, or request a Proxy Card to complete, sign, date and return by mail to ensure that your shares will be voted at the annual meeting. You may revoke your proxy at any time prior to its use by filing with our secretary an instrument revoking it or a duly executed proxy bearing a later date or by attending the annual meeting and voting in person.

If you plan to attend the annual meeting in person, please so indicate when you submit your proxy by mail, by telephone or via the Internet and bring with you the items that are required pursuant to DaVita's admission process for the 2010 Annual Meeting. A description of the admission process can be found below in this Proxy Statement under the heading "General Information—Admission to Annual Meeting."

Unless you instruct otherwise in the proxy, any proxy that is given and not revoked will be voted at the annual meeting:

- For each nominee to the Board of Directors identified in this Proxy Statement;
- For the approval of an amendment to our 2002 Equity Compensation Plan;

- For the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2010;
- Against the stockholder proposal regarding stockholder action by written consent; and
- As determined by the proxyholders named in the Proxy Card in their discretion, with regard to all other matters as may properly come before the annual meeting or any adjournment thereof.

Voting Information

Our only voting securities are the outstanding shares of our common stock. At the record date, we had approximately 103,858,500 shares of common stock outstanding. Each stockholder is entitled to one vote per share on each matter that we will consider at this meeting. Stockholders are not entitled to cumulate votes. Brokers holding shares of record for their customers generally are not entitled to vote on some matters unless their customers give them specific voting instructions. If the broker does not receive specific instructions, the broker will note this on the proxy form or otherwise advise us that it lacks voting authority. Recent regulatory changes were made to take away the ability of your bank, broker, or other nominee to vote your uninstructed shares in the election of directors on a discretionary basis. Thus, if you hold your shares in "street name," meaning that your shares are registered in the name of your broker, bank or other nominee, and you do not instruct your bank, broker, or other nominee how to vote in the election of directors, no votes will be cast on your behalf. The votes that the brokers would have cast if their customers had given them specific instructions are commonly called "broker non-votes." If the stockholders of record present in person or represented by their proxies at the annual meeting hold at least a majority of our shares of common stock outstanding as of the record date, a quorum will exist for the transaction of business at the annual meeting. Stockholders attending the annual meeting in person or represented by proxy at the annual meeting who abstain from voting and broker non-votes are counted as present for quorum purposes.

Votes Required for Proposals

Directors are elected by a majority of votes cast, which means that the number of shares voted "for" each of the nine nominees for election to the Board of Directors must exceed 50% of the number of votes cast with respect to each nominee's election. Abstentions and broker non-votes will not be counted as votes cast and therefore, will have no effect on the election of directors. In the event that the number of nominees exceeds the number of directors to be elected, which is a situation that we do not anticipate, directors will be elected by a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors.

The approval of an amendment to our 2002 Equity Compensation Plan, the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2010 and the approval of the stockholder proposal each requires the affirmative vote of a majority of the shares of common stock present at the annual meeting, in person or by proxy and entitled to vote thereon. Abstentions are considered present and entitled to vote with respect to these proposals and will, therefore, be treated as votes against these proposals. Broker non-votes with respect to these proposals will not be considered as present and entitled to vote on these proposals, which will therefore reduce the number of affirmative votes needed to approve these proposals.

Proxy Solicitation Costs

We will pay for the cost of preparing, assembling, printing and mailing of the Notice of Internet Availability of Proxy Materials, this Proxy Statement and the accompanying Notice of Meeting, Proxy Card, and Annual Report to Stockholders, to our stockholders, as well as the cost of soliciting proxies relating to the annual meeting. We may request banks and brokers to solicit their customers who beneficially own our common stock listed of record in names of nominees. We will reimburse these banks and brokers for their reasonable out-of-pocket expenses regarding these solicitations. We have also retained Laurel Hill Advisory Group, LLC ("Laurel Hill") to assist in the distribution and solicitation of proxies and to verify records related to the

solicitation at a fee of \$8,500 plus reimbursement for all reasonable out-of-pocket expenses incurred during the solicitation. Laurel Hill and our officers, directors and employees may supplement the original solicitation by mail of proxies, by telephone, facsimile, e-mail and personal solicitation. We will pay no additional compensation to our officers, directors and employees for these activities. We agreed to indemnify Laurel Hill against liabilities and expenses arising in connection with the proxy solicitation unless caused by Laurel Hill's gross negligence, bad faith or intentional misconduct.

Delivery of Proxy Statement and Annual Report

Beneficial owners, but not record holders, of our common stock who share a single address may receive only one copy of the Notice of Internet Availability of Proxy Materials and, as applicable, an Annual Report to Stockholders and Proxy Statement, unless their broker has received contrary instructions from any beneficial owner at that address. This practice, known as "householding," is designed to reduce printing and mailing costs. If any beneficial owner at such an address wishes to discontinue householding and receive a separate copy of the Notice of Internet Availability of Proxy Materials and, if applicable, an Annual Report to Stockholders and Proxy Statement, they should notify their broker. Beneficial owners sharing an address to which a single copy of the Notice of Internet Availability of Proxy Materials and, if applicable, an Annual Report to Stockholders and Proxy Statement was delivered can also request prompt delivery of a separate copy of the Notice of Internet Availability of Proxy Materials and, if applicable, an Annual Report to Stockholders and Proxy Statement by contacting Investor Relations at the following address: Attn: Investor Relations, DaVita Inc., 1551 Wewatta Street, Denver, Colorado 80202, (888) 484-7505.

Admission to Annual Meeting

Admission to the annual meeting will be limited to stockholders of DaVita, family members accompanying stockholders of DaVita, persons holding executed proxies from stockholders who held DaVita stock as of the close of business on April 13, 2010 and such other persons as the chair of the annual meeting shall determine.

If you are a stockholder of DaVita, you must bring certain documents with you in order to be admitted to the annual meeting and in order to bring family members with you. The purpose of this requirement is to help us verify that you are actually a stockholder of DaVita. Please read the following procedures carefully, because they specify the documents that you must bring with you to the annual meeting in order to be admitted. The items that you must bring with you differ depending upon whether or not you were a record holder of DaVita stock as of the close of business on April 13, 2010. A "record holder" of stock is someone whose shares of stock are registered in his or her name in the records of DaVita's transfer agent. Many stockholders are not record holders because their shares of stock are held in "street name," meaning that the shares are registered in the name of their broker, bank or other nominee, and the broker, bank or other nominee is the record holder instead. If you are unsure as to whether you were a record holder of DaVita common stock as of the close of business on April 13, 2010, please call DaVita's transfer agent, BNY Mellon Shareowner Services at (877) 889-2012.

If you were a record holder of DaVita common stock as of the close of business on April 13, 2010, then you must bring:

- valid personal photo identification (such as a driver's license or passport).

At the annual meeting, we will check your name for verification purposes against our list of record holders as of the close of business on April 13, 2010.

If a broker, bank or other nominee was the record holder of your shares of DaVita common stock as of the close of business on April 13, 2010, then you must bring:

- valid personal photo identification (such as a driver's license or passport); and
- proof that you owned shares of DaVita common stock as of the close of business on April 13, 2010.

Examples of proof of ownership include the following: (i) an original or a copy of the voting instruction from your bank or broker with your name on it, (ii) a letter from your bank or broker stating that you owned DaVita common stock as of the close of business on April 13, 2010, or (iii) a brokerage account statement indicating that you owned DaVita common stock as of the close of business on April 13, 2010.

If you acquired your shares of DaVita common stock at any time after the close of business on April 13, 2010, you do not have the right to vote at the Annual Meeting, but you may attend it if you bring:

- valid personal photo identification (such as a driver's license or passport); and
- proof that you own shares of DaVita common stock.

Examples of proof of ownership include the following:

- if a broker, bank or other nominee is the record holder of your shares of DaVita common stock: (i) a letter from your bank or broker stating that you acquired DaVita common stock after April 13, 2010, or (ii) a brokerage account statement as of a date after April 13, 2010 indicating that you own DaVita common stock; or
- if you are the record holder of your shares of DaVita common stock, a copy of your stock certificate or a confirmation acceptable to DaVita that you bought the stock after April 13, 2010.

If you are a proxy holder for a stockholder of DaVita who owned shares of DaVita common stock as of the close of business on April 13, 2010, then you must bring:

- the executed proxy naming you as the proxy holder, signed by a stockholder of DaVita who owned shares of DaVita common stock as of the close of business on April 13, 2010;
- valid personal photo identification (such as a driver's license or passport); and
- if the stockholder whose proxy you hold was not a record holder of DaVita common stock as of the close of business on April 13, 2010, proof of the stockholder's ownership of shares of DaVita common stock as of the close of business on April 13, 2010, in the form of (i) an original or a copy of the voting instruction form from the stockholder's bank or broker with the stockholder's name on it, or (ii) a letter or statement from a bank, broker or other nominee indicating that the stockholder owned DaVita common stock as of the close of business on April 13, 2010.

No cameras, recording equipment, electronic devices, large bags, briefcases or packages will be permitted at the annual meeting. Shares may be voted in person at the annual meeting only by (a) the record holder as of the close of business on April 13, 2010 or (b) a person holding a valid proxy executed by such record holder.

Electronic Availability of Proxy Materials for 2010 Annual Meeting

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on June 7, 2010. This Proxy Statement and the Annual Report to Stockholders and Form 10-K for fiscal year 2009 are available electronically at www.proxyvote.com.

**PROPOSAL NO. 1
ELECTION OF DIRECTORS**

At the annual meeting, you will elect nine directors to serve until the 2011 annual meeting of stockholders or until their respective successors are elected and qualified. Our bylaws require that each director be elected by the majority of votes cast with respect to such director in uncontested elections. In a contested election, where the number of nominees for director exceeds the number of directors to be elected, directors are elected by a plurality of shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. If a nominee for director who was in office prior to the election is not elected by a majority of votes cast, the director must promptly tender his or her resignation from the Board of Directors, and the Nominating and Governance Committee of the Board of Directors will make a recommendation to the Board of Directors about whether to accept or reject the resignation, or whether to take other action. The Board of Directors, excluding the director in question, will act on the recommendation of the Nominating and Governance Committee and publicly disclose its decision and its rationale within 90 days from the date the election results are certified. If a nominee for director who was not already serving as a director does not receive a majority of votes cast at the annual meeting, the nominee is not elected to the Board of Directors. All 2010 nominees are currently serving on the Board of Directors.

Eight of the nine nominees for director have been determined to be independent under the listing standards of the New York Stock Exchange ("NYSE"). Please see the section titled "Corporate Governance—Director Independence" below for more information. The Nominating and Governance Committee has recommended, and the Board of Directors has nominated, Pamela M. Arway, Charles G. Berg, Willard W. Brittain, Jr., Paul J. Diaz, Peter T. Grauer, John M. Nehra, William L. Roper, MD, MPH, Kent J. Thiry and Roger J. Valine for election as directors. Each nominee has consented to being named in this Proxy Statement as a nominee and has agreed to serve as a director if elected. Richard Vaughan, who is currently a member of the Board of Directors, is not standing for re-election, and as a consequence the size of the board will be reduced from ten to nine.

Unless the proxy indicates otherwise, the persons named as proxies in the accompanying proxy have advised us that at the meeting they intend to vote the shares covered by the proxies for the election of the nominees named above. If one or more of the nominees are unable or not willing to serve, the persons named as proxies may vote for the election of the substitute nominees that the Board of Directors may propose. The accompanying proxy contains a discretionary grant of authority with respect to this matter. The persons named as proxies may not vote for a greater number of persons than the number of nominees named above.

No arrangement or understanding exists between any nominee and any other person or persons pursuant to which any nominee was or is to be selected as a director or nominee. None of the nominees has any family relationship with any other nominee or with any of our executive officers.

The Board of Directors recommends a vote FOR the election of each of the named nominees as directors.

Information Concerning Members of the Board of Directors Standing for Reelection

Name	Age	Position
Pamela M. Arway	36	Director
Charles G. Berg	52	Director
Willard W. Brittain, Jr.	62	Director
Paul J. Diaz	48	Director
Peter T. Grauer	64	Lead Independent Director
John M. Nehra	61	Director
William L. Roper, MD, MPH.	61	Director
Kent J. Thiry	54	Chairman of the Board and Chief Executive Officer
Roger J. Valine	61	Director

Pamela M. Arway has been one of our directors since May 2009. From 2005 to 2007, Ms. Arway served as the president of American Express International, Japan, Asia-Pacific, Australia region, a global payment services and travel company. Ms. Arway joined the American Express Company in 1987 during which time she served in various capacities, including as chief executive officer of American Express Australia Limited from 2004 to 2005 and as executive vice president of Corporate Travel, North America from 2000 to 2004. Prior to her retirement in October 2008, she also served as advisor to the American Express Company's chairman and chief executive officer. Ms. Arway is an experienced business leader, with extensive management experience.

Charles G. Berg has been one of our directors since March 2007. Mr. Berg has served as executive chairman and as a member of the board of directors of WellCare Health Plans, Inc. ("WellCare"), a provider of managed care services for government-sponsored healthcare programs, since January 2008. From January 2007 to April 2009, Mr. Berg was a senior advisor to Welsh, Carson, Anderson & Stowe, a private equity firm. From April 1998 to July 2004, Mr. Berg held various executive positions with Oxford Health Plans, Inc. ("Oxford") which included chief executive officer from November 2002 to July 2004 when Oxford was acquired by UnitedHealth Group, president and chief operating officer from March 2001 to November 2002 and executive vice president, medical delivery from April 1998 to March 2001. From July 2004 to September 2006, Mr. Berg served as an executive of UnitedHealth Group and was primarily responsible for integrating the Oxford business. Mr. Berg is an experienced business leader with significant experience in the healthcare industry and brings an understanding of the operational, financial and regulatory aspects of our industry and business.

Willard W. Brittain, Jr. has been one of our directors since March 2007. Mr. Brittain has served as chairman and chief executive officer of Prood Corporation, an executive search and business advisory company since March 2003. From September 2000 to October 2002, Mr. Brittain served as chief operating officer of PwC Consulting and from July 1995 to September 2000, Mr. Brittain served as chief operating officer of PricewaterhouseCoopers LLP. Mr. Brittain was with PricewaterhouseCoopers LLP for 28 years before his retirement. Mr. Brittain serves on the boards of Convergys Corporation, Tutor Perini Corporation and Host Hotels & Resorts, Inc. and previously served on the board of Analysts International Corporation. Mr. Brittain is an experienced business leader and brings significant financial and operations expertise as well as strategic insight.

Paul J. Diaz has been one of our directors since July 2007. Mr. Diaz is the president and chief executive officer of Kindred Healthcare, Inc. ("Kindred"), a provider of long-term healthcare services in the United States. Mr. Diaz joined Kindred in January 2002 as president and chief operating officer. Prior to joining Kindred, Mr. Diaz was the managing member of Falcon Capital Partners, LLC, a private investment and consulting firm, and from 1996 to July 1998, Mr. Diaz served in various executive capacities with Mariner Health Group, Inc., including as executive vice president and chief operating officer. In January 2000, Mariner Health Group, Inc. voluntarily filed for reorganization under Chapter 11 of the U.S. Bankruptcy Code. Mr. Diaz serves on the board of Kindred and the board of visitors of Georgetown University Law Center and previously served on the board of PharMerica Corporation. Mr. Diaz is an experienced business leader with significant experience in the healthcare industry and brings an understanding of the operational, financial and regulatory aspects of our industry and business.

Peter T. Grauer has been one of our directors since August 1994 and our lead independent director since 2003. Mr. Grauer has been chairman of the board of Bloomberg, Inc. since April 2001, and its chief executive officer and treasurer since March 2002. From November 2000 until March 2002, Mr. Grauer was a managing director of Credit Suisse First Boston. From September 1992 until November 2000, upon the merger of Donaldson, Lufkin & Jenrette ("DLJ") into Credit Suisse First Boston, Mr. Grauer was a managing director and founding partner of DLJ Merchant Banking Partners. Mr. Grauer has significant experience as a business leader and brings a deep understanding of our business and industry through his over 15 years of service as a member of the Board of Directors.

John M. Nehra has been one of our directors since November 2000. Mr. Nehra has been affiliated with New Enterprise Associates (NEA), a venture capital firm, since 1989, including, since 1993, as general partner of several of its affiliated venture capital limited partnerships. Mr. Nehra has also been managing general partner of Catalyst Ventures, a venture capital firm, since 1989. Mr. Nehra serves on the boards of a number of NEA's portfolio companies. Mr. Nehra is an experienced business leader with approximately 20 years experience in investment banking, research and capital markets and he brings a deep understanding of our business and industry through his almost 10 years of service as a member of the Board of Directors as well as significant experience in the healthcare industry through his involvement with NEA's healthcare-related portfolio companies.

William L. Roper, MD, MPH has been one of our directors since May 2001. Dr. Roper has been chief executive officer of the University of North Carolina ("UNC") Health Care System, dean of the UNC School of Medicine and vice chancellor for medical affairs of UNC since March 2004. Dr. Roper also continues to serve as a professor of health policy and administration in the UNC School of Public Health and a professor of pediatrics and of social medicine in the UNC School of Medicine. From 1997 until March 2004, he was dean of the UNC School of Public Health. Before joining UNC in 1997, Dr. Roper served as senior vice president of Prudential Health Care. He also served as director of the Centers for Disease Control and Prevention from 1990 to 1993, on the senior White House staff in 1989 and 1990 and as the administrator of CMS from 1986 to 1989. Dr. Roper is also chairman of the board of the National Quality Forum. Dr. Roper serves on the board of Medco Health Solutions, Inc. Dr. Roper brings substantial expertise in the medical field, an in-depth understanding of the regulatory aspects of our business as well as clinical, financial and operational experience.

Kent J. Thiry became our chairman of the Board of Directors and chief executive officer in October 1999. From June 1997 until he joined us, Mr. Thiry was chairman of the board and chief executive officer of Vivra Holdings, Inc., which was formed to operate the non-dialysis business of Vivra Incorporated ("Vivra") after Gambro AB acquired the dialysis services business of Vivra in June 1997. From September 1992 to June 1997, Mr. Thiry was the president and chief executive officer of Vivra, a provider of renal dialysis and other healthcare services. From April 1992 to August 1992, Mr. Thiry was president and co-chief executive officer of Vivra, and from September 1991 to March 1992, he was president and chief operating officer of Vivra. From 1983 to 1991, Mr. Thiry was associated with Bain & Company, first as a consultant, and then as vice president. Mr. Thiry previously served on the board of Varian Medical Systems, Inc. As a member of management, Mr. Thiry provides significant industry-specific experience and unique expertise regarding the company's business and operations as well as executive leadership and management experience.

Roger J. Valine has been one of our directors since June 2006. From 1993 to his retirement in July 2006, Mr. Valine served as the chief executive officer of Vision Service Plan ("VSP"), the nation's largest provider of eyecare wellness benefits. From January 1993 to February 2006, Mr. Valine served as both the president and chief executive officer of VSP. Upon his retirement, Mr. Valine had worked for VSP for 33 years and provided consulting services to VSP through January 2008. Mr. Valine serves on the boards of SureWest Communications and American Specialty Health Incorporated. Mr. Valine is an experienced business leader with significant experience in the healthcare industry and brings an understanding of the operational, financial and regulatory aspects of our business as well as extensive management experience.

CORPORATE GOVERNANCE

Director Independence

Under the listing standards of the NYSE, a majority of the members of the Board of Directors must satisfy the NYSE criteria for "independence." No director qualifies as independent under the NYSE listing standards unless the Board of Directors affirmatively determines that the director has no material relationship with us (either directly or as a partner, stockholder or officer of an organization that has a relationship with us). In addition, the Board of Directors has adopted a formal set of standards used to determine director independence. The full text of our director independence standards is available on our website, located at <http://www.davita.com>.

The Board of Directors evaluates the independence of our directors annually and will review the independence of individual directors on an interim basis to consider changes in employment, relationships and other factors. The Board of Directors has determined that all of the individuals currently serving, or who served at any time during 2009, as members of the Board of Directors, other than Mr. Thiry, are independent under the NYSE listing standards.

In making determinations of independence, the Board of Directors considered the following relationships and determined that none of such relationships was a material relationship that would impair the independence of any such individual:

- (1) Mr. Thiry holds an ownership interest in NEA Partnerships of less than 1.5%. Mr. Nehra is a general partner of NEA Partnerships and Richard K. Whitney, our chief financial officer, is a venture partner of New Enterprise Associates, an affiliate of NEA Partnerships.
- (2) Mr. Berg is a director, the executive chairman and a stockholder of WellCare, which has made payments to us for services rendered in the ordinary course of business in the last three years which did not exceed the greater of \$1 million or 2% of WellCare's consolidated gross revenue in any such year. For additional information, see "Certain Relationships and Related Transactions."
- (3) Mr. Diaz is a director, the president and chief executive officer and a stockholder of Kindred, which has made payments to us for services rendered in the ordinary course of business in the last three years which did not exceed the greater of \$1 million or 2% of Kindred's consolidated gross revenue in any such year. For additional information, see "Certain Relationships and Related Transactions."

The Board of Directors also maintains a policy whereby the Board of Directors will evaluate the appropriateness of the director's continued service on the Board of Directors in the event that the director retires from their principal job, changes their principal job responsibility or experiences a significant event that could negatively affect their service to the Board of Directors. In such event, the affected director shall promptly submit his or her resignation to the chairman of the Board of Directors and the lead independent director. The members of the Board of Directors, excluding the affected director, will determine whether the affected director's continued service on the Board of Directors is in the best interests of our stockholders and will decide whether or not to accept the resignation of the director. In addition, prior to accepting an invitation to serve on the board of directors of another public company, a director must advise the chairman of the Board of Directors and the lead independent director so that the remaining members of the Board of Directors may evaluate any potential conflicts of interest.

Leadership Structure and Meetings of Non-management Directors

Mr. Thiry is our chief executive officer and chairman of the Board of Directors. Mr. Thiry brings over ten years of experience with our company and deep institutional knowledge and experience to the combined role. Our lead independent director, Mr. Grauer, plays a significant role in Board leadership and meetings of the independent directors. Mr. Grauer chairs our Nominating and Governance Committee, which is a committee

composed of all directors other than Mr. Thiry. As lead independent director, Mr. Grauer reviews and provides input to the chairman on meeting agendas, consults with the chairman on meeting schedules to assure that there is sufficient time for discussion of agenda items, serves as the principal liaison between the chairman and the non-executive directors and presides over executive sessions of the Board of Directors, providing consolidated feedback, as appropriate, from those meetings to Mr. Thiry. Additionally, Mr. Grauer facilitates discussions outside of scheduled board meetings among the independent directors on key issues as required. We believe that Mr. Thiry's experience and knowledge, and the significant role of the lead independent director, make combination of the chairman and chief executive officer roles appropriate.

Non-management directors meet regularly in executive sessions without management. Executive sessions are held in conjunction with each regularly scheduled meeting of the Board of Directors.

Communications with the Board of Directors

Any interested party who desires to contact the lead independent director, Mr. Grauer, may do so by sending an email to leaddirector@davita.com. In addition, any interested party who desires to contact the Board of Directors or any member of the Board of Directors may do so by writing to: Board of Directors, c/o Corporate Secretary, DaVita Inc., 1551 Wewatta Street, Denver, Colorado 80202. Copies of any such written communications received by the Secretary will be provided to the full Board of Directors or the appropriate member depending on the facts and circumstances described in the communication unless they are considered, in the reasonable judgment of the Secretary, to be improper for submission to the intended recipient(s).

Annual Meeting of Stockholders

We do not have a policy requiring that directors attend the annual meeting of stockholders. Stockholders may contact our lead independent director and the Board of Directors as described above. At the last annual meeting of stockholders, our chairman, Mr. Thiry, attended the meeting.

Information Regarding the Board of Directors and its Committees

The Board of Directors met eight times during 2009. Each of our directors attended at least 75% of the total number of meetings of the Board of Directors and of the committees of the Board of Directors on which he or she served during 2009. The Board of Directors has established the following committees: the Audit Committee, the Compensation Committee, the Nominating and Governance Committee, the Compliance Committee, the Public Policy Committee and the Clinical Performance Committee.

Audit Committee

The current members of our Audit Committee are Mr. Berg, Mr. Valine and Mr. Vaughan, with Mr. Vaughan serving as the chair. Mr. Vaughan will not stand for re-election at the annual meeting of stockholders. We anticipate that prior to the annual meeting of stockholders, the Board of Directors will appoint an additional member of the Audit Committee and appoint a new chair of the Audit Committee to serve in such role from the date of appointment until his or her successor is appointed. The Board of Directors has determined that Mr. Berg, Mr. Valine and Mr. Vaughan each qualifies as an "audit committee financial expert" within the meaning of the rules of the SEC and that each of the members of our Audit Committee is "independent" and "financially literate" under the listing standards of the NYSE and the company's independence standards. In addition, the new member of the Audit Committee to be appointed will also be "independent" and "financially literate" under these standards.

The Board of Directors has adopted a written charter for our Audit Committee. The charter is available on our website, located at <http://www.davita.com>. The Audit Committee's primary responsibilities are to assist the Board of Directors with oversight of: (1) the integrity of our financial statements including the financial reporting

and disclosure processes and the integrity and effectiveness of our system of internal controls over financial reporting; and (2) the independence, qualifications and performance of our independent registered public accounting firm, including a review of the scope and results of their audit, as well as our internal audit function. The Audit Committee, together with the Compliance Committee, assists the Board of Directors with oversight of compliance with legal and regulatory requirements. The Compliance Committee has primary responsibility for oversight of health care regulatory compliance requirements. The Audit Committee assists the Board of Directors with oversight of all other legal and regulatory requirements, including those that may have a material impact on the company's financial statements. The Audit Committee also appoints and engages our independent registered public accounting firm and is required to pre-approve the independent registered public accounting firm's annual audit services (including related fees), audit-related services, and all other services in accordance with our pre-approval policy. Our pre-approval policy is available on our website, located at <http://www.davita.com>. The Audit Committee met nine times during 2009, including meetings held with the independent registered public accounting firm and management each quarter prior to the release of the company's financial results. The Audit Committee met with the independent registered public accounting firm without management present on six occasions in 2009.

Compensation Committee

The current members of our Compensation Committee are Mr. Grauer, Mr. Nehra and Mr. Valine, with Mr. Nehra serving as the chair. Each of the members of our Compensation Committee is independent in accordance with the listing standards of the NYSE and the company's independence standards. Each of the members of this committee is also a "nonemployee director" as that term is defined under Rule 16b-3 of the Securities Exchange Act of 1934 (the "Exchange Act") and an "outside director" as that term is defined in Internal Revenue Service regulations.

Our Compensation Committee reviews the performance of our chief executive officer and other executives and makes decisions regarding their compensation, with the goal of ensuring that our compensation system for our chief executive officer and our other executives, as well as our philosophy for compensation for all employees and the Board of Directors, is aligned with the long-term interests of our stockholders. The Compensation Committee establishes policies relating to the compensation of our executive officers and other key employees that further this goal.

The Compensation Committee is responsible for determining the compensation of our chief executive officer. The Compensation Committee conducts an evaluation of our chief executive officer's performance and the company's performance and considers a self-assessment prepared by our chief executive officer. Periodically, the Compensation Committee engages an outside consultant to conduct an analysis of our chief executive officer's performance as a manager during the year. Neither the chief executive officer nor other members of management provide a recommendation to the Compensation Committee with regard to the chief executive officer's compensation. The compensation package for our chief executive officer is approved by the Compensation Committee, subject to ratification by the independent members of the Board of Directors. The Compensation Committee works closely with our chief executive officer to determine the compensation of our other executive officers. Our chief executive officer conducts a performance and compensation review of each other executive officer and reviews his detailed assessments of the performance of each of the other executive officers with the Compensation Committee. The Compensation Committee considers the recommendations of the chief executive officer when determining the compensation of the other executive officers.

In 2010, Compensia, a national compensation consulting firm engaged by the Compensation Committee, provided the Compensation Committee with an analysis of comparative market data on the cash and stock-based compensation for senior executives at a group of comparable companies within our industry. The Compensation Committee considered Compensia's analysis of the compensation of executives serving in similar positions at comparable companies to obtain a general understanding of current compensation practices in our industry and to provide context for compensation decisions. Compensation decisions are not directly related to or otherwise

based upon the comparative data. The Compensation Committee uses this comparative data as one of many factors considered to set the compensation for our executive officers. The Compensation Committee has the sole authority to retain or replace Compensia in its discretion. Compensia does not provide consulting services to the company and may not provide such services without the approval of the chair of the Compensation Committee.

Our Non-Management Director Compensation Philosophy and Plan sets forth the terms of our director compensation. There is no discretionary decision-making involved in director compensation. The Compensation Committee and the Board of Directors periodically review director compensation. In 2009, Compensia provided the Compensation Committee with an analysis of comparative market data on the cash and stock-based compensation for directors at a group of comparable companies within our industry. The Compensation Committee considered Compensia's analysis of the compensation of directors at comparable companies to obtain a general understanding of current compensation practices in our industry. The Compensation Committee did not modify director compensation following this review. Please see "Executive Compensation—Compensation of Directors" beginning on page 62 of this Proxy Statement for more information regarding our director compensation program pursuant to the Non-Management Director Compensation Philosophy and Plan.

The Compensation Committee met nine times during 2009. The charter of the Compensation Committee is available on our website, located at <http://www.davita.com>.

Nominating and Governance Committee

The current members of our Nominating and Governance Committee are Ms. Arway, Mr. Berg, Mr. Brittain, Mr. Diaz, Mr. Grauer, Mr. Nehra, Dr. Roper, Mr. Valine and Mr. Vaughan, representing all of our independent directors. Ms. Arway joined the Nominating and Governance Committee on July 16, 2009. Mr. Vaughan will not stand for re-election at the annual meeting of stockholders. Our lead independent director, Mr. Grauer, is the chair of the Nominating and Governance Committee. The Board of Directors has adopted a set of corporate governance guidelines established to assist the Board of Directors and its committees in performing their duties and serving the best interests of the company and our stockholders. The charter of the Nominating and Governance Committee and our corporate governance guidelines are available on our website, located at <http://www.davita.com>.

Our Nominating and Governance Committee reviews and makes recommendations to the Board of Directors about our governance processes, assists in identifying and recruiting candidates for the Board of Directors, reviews the performance of the individual members of the Board of Directors, proposes a slate of nominees for election at the annual meeting of stockholders and makes recommendations to the Board of Directors regarding the membership and chairs of the committees of the Board of Directors. The Nominating and Governance Committee does not have a specific set of minimum criteria for membership on the Board of Directors. In making its recommendations, however, it considers the mix of characteristics, experience, diverse perspectives and skills that is most beneficial to our company. The committee also considers continuing director tenure and takes steps as may be appropriate to ensure that the Board of Directors maintains an openness to new ideas and a willingness to re-examine the status quo. The company does not have a specific diversity policy. However, as noted in our corporate governance guidelines, when selecting nominees the committee considers diversity of skills, experience, perspective and background. The Nominating and Governance Committee will consider nominees for directors recommended by stockholders upon submission in writing to our Secretary of the names and qualifications of such nominees at the following address: Attn: Corporate Secretary, DaVita Inc., 1551 Wewatta Street, Denver, Colorado 80202. The committee does not intend to alter the manner in which it evaluates candidates based on whether the candidate was recommended by a stockholder.

The Nominating and Governance Committee held five formal meetings during 2009. In March 2010, the Nominating and Governance Committee recommended the candidates standing for election at the 2010 annual meeting of stockholders. One of these candidates, Ms. Arway, was appointed as a director by the Board of Directors outside of last year's annual meeting of stockholders to fill a vacancy. Ms. Arway was identified as a

potential member of the Board of Directors by an outside search firm. The Nominating and Governance Committee then considered Ms. Arway and recommended her for membership on the Board of Directors. Ms. Arway was appointed unanimously to the Board of Directors by action without a meeting.

Compliance Committee

The current members of our Compliance Committee are Ms. Arway, Mr. Berg, Mr. Grauer and Dr. Roper, with Dr. Roper serving as the chair. Ms. Arway and Mr. Berg joined the Compliance Committee on November 2, 2009 and December 3, 2009, respectively. Each of the members of our Compliance Committee is independent in accordance with the listing standards of the NYSE and the company's independence standards. Our Compliance Committee oversees and monitors the effectiveness of our health care regulatory compliance program, reviews significant health care regulatory compliance risk areas, and reviews the steps management is taking to monitor, control and report these risk exposures. The Compliance Committee, together with the Audit Committee, assists the Board of Directors with oversight of compliance with legal and regulatory requirements. The Compliance Committee has primary responsibility for oversight of health care regulatory requirements. The Compliance Committee meets regularly with our chief compliance officer. The Compliance Committee met four times during 2009. The charter of the Compliance Committee is available on our website, located at <http://www.davita.com>.

Public Policy Committee

The current members of our Public Policy Committee are Mr. Brittain, Mr. Diaz and Dr. Roper, with Mr. Diaz serving as the chair. Each of the members of our Public Policy Committee is independent in accordance with the listing standards of the NYSE and the company's independence standards. Our Public Policy Committee advises the Board of Directors on public policy and makes recommendations to the Board of Directors as to policies and procedures relating to issues of public policy and government relations. The Public Policy Committee met one time during 2009. The charter of the Public Policy Committee is available on our website, located at <http://www.davita.com>.

Clinical Performance Committee

The current members of our Clinical Performance Committee are Ms. Arway, Mr. Brittain, Mr. Nehra and Dr. Roper, with Dr. Roper serving as the chair. Ms. Arway joined the Clinical Performance Committee on November 2, 2009. Each of the members of our Clinical Performance Committee is independent in accordance with the listing standards of the NYSE and the company's independence standards. Our Clinical Performance Committee advises the Board of Directors on clinical performance issues facing the company and makes recommendations to management and to the Board of Directors as to policies and procedures relating to issues of clinical performance. The Clinical Performance Committee met two times during 2009. The charter of the Clinical Performance Committee is available on our website, located at <http://www.davita.com>.

Risk Oversight

The Board of Directors' involvement in risk oversight involves the Audit Committee, the Compliance Committee and the full Board of Directors. The Audit Committee is responsible for legal and regulatory risk oversight and the Compliance Committee has primary responsibility for oversight of healthcare regulatory compliance requirements. The Audit Committee and the Compliance Committee meet regularly with our chief compliance officer. The Compliance Committee reviews significant healthcare regulatory compliance risk areas and the steps management has taken to monitor, control and report such compliance risk exposures. The Compliance Committee meets on a regular basis and reports directly to the Board on its findings. The Audit Committee receives materials on enterprise risk management on an annual basis. These materials include identification of top enterprise risks for the company, the alignment of management's accountability and reporting for these risks, and mapping of Board of Directors' and Audit Committee's oversight responsibilities.

for key risks. In addition, the Audit Committee and the full Board of Directors periodically receive materials to address the identification and status of major risks to the company. The Audit Committee discusses significant risk areas and the actions management has taken to monitor, control, and report such exposures. The Audit Committee also reviews with the company's general counsel any legal matters that may have a material impact on the company's financial statements, the company's compliance with applicable laws and regulations, and material reports or inquiries received from governmental agencies, including such matters identified by the Compliance Committee or the chief compliance officer. At each meeting of the full Board of Directors, the chairman of the Audit Committee reports on the activities of the Audit Committee, including risks identified and risk oversight.

Risk Considerations in Our Compensation Program

Our management conducted a review of the company's material compensation policies and practices applicable to its employees, including its executive officers. Based on this review, the Compensation Committee, with the assistance of an independent compensation consultant, concluded that these policies and practices do not create risks that are reasonably likely to have a material adverse effect on the company. The key features of the executive compensation program that support this conclusion include:

- a balance between cash and equity compensation;
- a balance between short-term and long-term performance focus;
- short-term incentive opportunities are capped and are not linked to any one specific goal;
- equity awards have meaningful vesting requirements and relatively short terms; and
- significant independent Compensation Committee oversight.

Board of Directors Share Ownership Policy

We have a share ownership policy that applies to all non-management members of the Board of Directors. The purpose of the policy is to encourage the Board of Directors to have an ownership stake in the company by retaining a specified financial interest in our common stock.

Both shares owned directly and shares underlying vested but unexercised stock options, stock appreciation rights ("SARs"), including stock-settled stock appreciation rights ("SSARs"), and restricted stock units are included in the determination of whether the share ownership guidelines have been met. The total net realizable share value retained must have a current market value of not less than the lower of:

- 25% of the total equity award value realized by the Board of Directors member to date in excess of \$100,000; or
- five times the annual Board of Directors retainer of \$24,000, or \$120,000.

Management Share Ownership Policy

In addition, we have a share ownership policy which applies to all members of our management team at the vice president level and above. See "Compensation Discussion and Analysis" beginning on page 31 of this Proxy Statement for more information regarding our management share ownership policy.

Code of Ethics and Code of Conduct

We have a code of ethics that applies to our chief executive officer, chief financial officer, controller and principal accounting officer, general counsel, all vice presidents and all professionals involved in the accounting and financial reporting functions. We also have a code of conduct that applies to all of our teammates. The code of ethics and the code of conduct are available on our website, located at <http://www.davita.com>.

PROPOSAL NO. 2
APPROVAL OF THE AMENDMENT TO OUR 2002 EQUITY COMPENSATION PLAN

General

The Board of Directors is proposing for stockholder approval an amendment (the "Plan Amendment") to our 2002 Equity Compensation Plan (the "Equity Compensation Plan"). The Equity Compensation Plan provides for the issuance of stock-based awards to more closely align the interests of recipients with the interests of our stockholders. The Equity Compensation Plan permits the issuance of stock options, SARs, restricted stock units and other forms of stock-based awards, including stock issuances and restricted stock. If approved by stockholders, the Plan Amendment would increase the number of shares of common stock available for issuance under the Equity Compensation Plan by 10,000,000 shares. The Board of Directors approved the Plan Amendment on April 23, 2010, subject to stockholder approval.

Reason for Proposing the Plan Amendment

As of December 31, 2009, 4,041,592 shares of common stock were available for the grant of new awards under the Equity Compensation Plan; 13,385,800 shares were subject to outstanding stock options, SARs and restricted stock units; and 17,427,392 shares of common stock remain authorized for issuance for new awards and outstanding awards under the Equity Compensation Plan. The company is asking stockholders to approve an increase in the number of shares available under the Equity Compensation Plan to a level that the company believes will, on the basis of current assumptions, ensure that enough shares remain available for issuance under the Equity Compensation Plan through approximately the end of 2012. If the Plan Amendment is approved, the number of shares authorized under the Equity Compensation Plan will be increased by 10,000,000 shares.

The Board of Directors commits to our stockholders that over the three-year period commencing on April 1, 2010 it will not grant a number of shares subject to stock awards under the Equity Compensation Plan, including stock options, SARs, restricted stock units or other stock awards, at an average annual rate greater than 4.02% of the number of shares of our common stock that we believe will be outstanding over such three-year period. This 4.02% rate is the average of the 2009 and 2010 three-year average median grant rate plus one standard deviation as published by RiskMetrics Group for the Russell 3000 companies in the GICS 3510 industry segment. Awards that are settled in cash, awards that are granted pursuant to stockholder approved exchange programs, awards sold under our Employee Stock Purchase Plan and awards assumed or substituted in business combination transactions will be excluded from our grant rate calculation. For purposes of calculating the number of shares granted, any "full-value" awards (i.e., restricted stock, restricted stock unit, performance share or any other award that does not have an exercise price per share at least equal to the per share fair market value of our common stock on the grant date) will count as equivalent to 3.0 shares. The company will publicly report its compliance with this three-year average annual grant rate commitment, and the data necessary to independently confirm it, in a public filing shortly after March 31, 2013.

History of the Equity Compensation Plan

The Equity Compensation Plan was originally adopted by the Board of Directors on February 8, 2002 and was approved by stockholders on April 11, 2002. An amendment authorizing awards to be made in the form of restricted stock, (direct) stock issuances, SARs and other stock-based awards, decreasing the total number of shares available for issuance under the Equity Compensation Plan and specifying the exact number of shares that were transferred to the Equity Compensation Plan from the predecessor plans was adopted by the Board of Directors on February 26, 2003 and approved by stockholders on May 21, 2003. On May 21, 2004, the Board of Directors approved an adjustment to the number of shares available under the Equity Compensation Plan to reflect a three-for-two stock split. On March 30, 2005, the Board of Directors adopted amendments establishing a 10-year term for the Equity Compensation Plan and adjusting both the limit on the number of shares that can be subject to grants awarded to any single recipient in any consecutive twenty-four month period and the maximum number of shares that may be issued pursuant to incentive stock options to reflect the 2004 three-for-two stock

split. On July 25, 2006, the Board of Directors approved an amendment and restatement of the Equity Compensation Plan to include the treatment of SARs in the definition of "Fair Market Value." On March 2, 2007, the Board of Directors approved an amendment and restatement of the Equity Compensation Plan to increase the number of shares of common stock available for issuance under the Equity Compensation Plan by 6,000,000 shares, remove certain share recycling provisions from the Equity Compensation Plan, change the amount by which share reserves under the Equity Compensation Plan are reduced by full value share awards to 3.0 times from 2.75 times the number of shares subject to the award, change the limit on the maximum number of shares of common stock that may be subject to awards granted to any single recipient in any consecutive twenty-four month period so that it applies only to awards of stock options and SARs, and provide additional exceptions from the three-year minimum vesting period generally applicable to grants of restricted stock units and other stock awards, including stock issuances and restricted stock or their functional equivalents. Each of these amendments was approved by the stockholders.

Description of the Equity Compensation Plan

The following is a description of the terms of the Equity Compensation Plan, as proposed to be amended. This description is qualified in its entirety by reference to the plan document, as proposed to be amended, a copy of which is attached to this proxy statement as Appendix A and incorporated herein by reference.

Eligibility and Participation. Generally, all employees, directors, and other persons providing bona fide services to us or any of our subsidiaries are eligible to receive awards under the Equity Compensation Plan. However, persons providing services to us only in connection with the offering or sale of securities in a capital raising transaction are not eligible to receive awards under the Equity Compensation Plan. In addition, incentive stock options may only be awarded to employees. As of March 31, 2010, we have approximately 34,970 employees. The maximum number of shares of common stock that may be subject to awards of stock options and SARs made to any single recipient in any consecutive twenty-four month period is 2,250,000 shares.

Administration of the Equity Compensation Plan. The Equity Compensation Plan is administered by our Compensation Committee, which is composed of independent non-employee directors. To the extent permitted by applicable law and the requirements of the NYSE, the Board of Directors may, by a resolution adopted by the Board of Directors, delegate the ability to make awards under the Equity Compensation Plan. The Compensation Committee has the authority to interpret the Equity Compensation Plan and to adopt rules and procedures relating to the administration of the Equity Compensation Plan.

Shares Subject to the Equity Compensation Plan. As of December 31, 2009, 4,041,592 shares of common stock were available for the grant of new awards under the Equity Compensation Plan; 13,385,800 shares were subject to outstanding stock options, SSARs and restricted stock units; and 17,427,392 shares of common stock remain authorized for issuance for new awards and outstanding awards under the Equity Compensation Plan. If stockholders approve the Plan Amendment, an additional 10,000,000 shares will be available for issuance under the Equity Compensation Plan. Shares of common stock will be issued under the Equity Compensation Plan directly from our authorized but unissued shares of common stock or from shares that we have repurchased.

Under the Equity Compensation Plan, the number of shares available under the Equity Compensation Plan is reduced by 3.0 times the number of shares subject to an award of restricted stock units or other stock award. The number of shares available under the Equity Compensation Plan is reduced by 1.0 times the number of shares included in an award of options or SARs.

Shares subject to outstanding options or other awards under the Equity Compensation Plan that expire prior to the issuance of the shares subject to those options or awards will be available for subsequent issuance under the Equity Compensation Plan. In addition, unvested shares issued under the Equity Compensation Plan and subsequently forfeited to the company will be added back to the number of shares reserved for issuance under the Equity Compensation Plan and will accordingly be available for subsequent issuance. Further, if any

award under the Equity Compensation Plan is settled for cash, the shares subject to the award will be available for subsequent issuance. In each case, the shares that are added back will be equal to the number of shares subject to the award times 3.0 for restricted stock units or other stock awards and times 1.0 for options or SARs. The following shares will not be added back to the shares available for use under the Equity Compensation Plan: shares tendered or withheld to pay the option exercise price, shares tendered or withheld to satisfy tax withholding obligations upon the exercise or vesting of an award, or shares subject to a SAR that are not issued in connection with the stock settlement of the SAR. In addition, any grants issued in substitution of a grant previously awarded by an entity acquired by the company to an individual who performed service for the acquired entity will not reduce the shares available for use under the Equity Compensation Plan.

The maximum number of shares that may be issued pursuant to incentive stock options under the Equity Compensation Plan is 7,500,000 shares. This amount will not change as a result of the proposed increase in authorized shares under the Equity Compensation Plan.

Awards. The following types of awards and other stock-based awards may be granted under the Equity Compensation Plan. Awards will be granted in such amounts, at such times, to such eligible recipients, on such terms and in such form as the Compensation Committee or other delegated authority may approve in accordance with the provisions of the Equity Compensation Plan.

Stock Options. Options granted under the Equity Compensation Plan may be either incentive stock options ("ISOs") or nonqualified stock options ("NQSOs").

The terms and conditions of each option are determined at the time of the grant and included in a written agreement with the recipient. The terms of each option agreement will set forth, among other things: (i) the per share exercise price of the option, which will not be less than the closing price of our common stock as reported on the NYSE on the date of the grant; (ii) the termination date of the option, which will not be later than five years from the date of the grant, except in the event of death or disability; and (iii) the effect on the option of the termination of the recipient's employment or service or a change of control.

The closing price for our common stock as reported on the NYSE on March 1, 2010 was \$63.10 per share.

To the extent an option is intended to qualify as an ISO, the option must comply with the requirements for such treatment under Section 422 of the Internal Revenue Code. ISOs are subject to the following special restrictions: (i) ISOs may only be granted to our employees or the employees of our subsidiaries; (ii) the exercise price for an ISO must be at least equal to 100%, or 110% in the case of stockholders holding more than 10% of the total combined voting power of all classes of our common stock, of the fair market value of our common stock, determined on the date of the grant; and (iii) the aggregate fair market value, determined as of the date of the grant, of the number of shares of common stock with respect to which ISOs are exercisable for the first time by a recipient during any calendar year shall not exceed \$100,000.

Stock Appreciation Rights. We may also grant SARs, whereby the recipient will have the right to receive payment equal to the difference between the fair market value of our common stock on the date of the grant and the date on which the right is exercised. SARs may be settled in cash or common stock. The written agreement will specify the form of settlement.

The terms and conditions of each SAR are determined at the time of grant and included in a written agreement with the recipient. The SAR agreement will set forth, among other things: (i) the per share base price of the SAR, which will not be less than the closing price of our common stock as reported on the NYSE on the date of the grant; (ii) the termination date of the SAR, which will not be later than five years after the date of grant, except in the event of death or disability; and (iii) the effect on the SAR of the termination of the recipient's employment or service or a change of control.

Restricted Stock Units. We may also award restricted stock units which entitle the holder thereof to receive shares of common stock upon the expiration of a vesting period and the satisfaction of such other restrictive conditions as the Compensation Committee shall determine. Grants of restricted stock units, restricted stock and stock issuances which in the aggregate do not exceed 5% of the shares available under the Equity Compensation Plan are not subject to minimum vesting provisions. However, grants of restricted stock units, restricted stock and stock issuances which exceed this threshold are subject to a three-year minimum vesting period, except that grants to non-executive employees of the company (employees who do not hold the title of vice president or an equivalent title) are subject to a two-year minimum vesting period and grants that vest based on the attainment of performance objectives are subject to a one-year minimum vesting period. Prior to the settlement of a restricted stock units award, the holder of the award will have no rights as a stockholder with respect to the shares of common stock subject to the award.

The terms, conditions, and restrictions of each restricted stock units award are determined at the time of the award and included in a written agreement with the recipient. The restricted stock units agreement will set forth, among other things: (i) the period determined by the Compensation Committee during which the restrictive conditions will apply; and (ii) the effect on the restricted stock units of the termination of the recipient's employment or service or a change of control.

Other Stock-Based Awards. We have the authority to issue other types of stock-based awards under the Equity Compensation Plan which are related to or serve a similar function as those awards described above. The terms of those awards may be contained in the written agreement evidencing the grant. Other types of stock-based awards include stock issuances and restricted stock. We may grant fully vested shares of common stock to recipients for compensation previously earned. The shares may be issued immediately or on a deferred basis. Grants of fully vested shares will be subject to specified conditions as determined by the Compensation Committee. We may also grant restricted stock awards which are shares of common stock issued to a recipient where the recipient does not immediately possess a vested right to the shares. Grants of restricted stock will be subject to such restrictive conditions as the Compensation Committee shall determine. However, the vesting period for stock issuances and restricted stock will be subject to the limitations described under "Restricted Stock Units" above.

Nontransferability. Awards are exercisable only by the recipient and generally are not transferable or assignable except by will and the laws of descent and distribution.

Modification of Awards. The Compensation Committee may modify an existing award, including by accelerating the right to exercise any award or extending or renewing any award. However, without first obtaining the approval of our stockholders, we may not (i) reduce or reprice the exercise or base price of any outstanding stock option or SAR, including any repricing effected by issuing replacement stock options or SARs for outstanding stock options or SARs that have an exercise or base price greater than the fair market value of the underlying common stock, (ii) cancel a stock option or SAR in exchange for cash or another award, or (iii) take any other action with respect to a stock option or SAR that would be treated as a repricing under NYSE rules and regulations.

Adjustments. In the event of any change in capitalization of the company affecting its common stock such as a stock split, reverse stock split, stock dividend, recapitalization, combination, reclassification or other similar transaction, our Compensation Committee shall make such adjustments as it may deem appropriate with respect to: (i) the maximum number and/or kind of shares that may be awarded under the Equity Compensation Plan, including the limitations on the size of grants under the Equity Compensation Plan; and (ii) the number, kind and exercise or base price of shares covered by outstanding awards. The Compensation Committee shall also make such adjustments as it may deem appropriate in the event of a spin-off or other distribution of company assets to stockholders (other than normal cash dividends).

Termination or Amendment of the Equity Compensation Plan. Subject to the limitations of applicable law and the NYSE, the Board of Directors may amend or terminate the Equity Compensation Plan at any time. With

respect to ISOs, stockholders must approve any amendment that changes (i) the class of employees who are eligible to receive ISOs or (ii) the maximum number of shares of common stock that may be issued as ISOs under the Equity Compensation Plan. In addition, stockholders must approve any amendment to the provisions described above under "Modification of Awards" that require stockholder approval.

Federal Income Tax Consequences of the Equity Compensation Plan

The following discussion briefly summarizes the United States federal income tax consequences with respect to awards under the Equity Compensation Plan.

Incentive Stock Options. A recipient will not recognize taxable income upon the grant or the exercise of an ISO (except potentially under the alternative minimum tax), and we are not entitled to an income tax deduction as a result of the grant or exercise of an ISO. Any gain or loss resulting from the subsequent sale of shares of common stock purchased upon exercise of an ISO will be long-term capital gain or loss if the sale is made after the later of:

- two years from the date of the grant of the ISO; or
- one year from the date of exercise of the ISO.

If both of the holding periods have been satisfied, the recipient will recognize long-term capital gain or loss in an amount equal to the difference between the proceeds received upon sale and the exercise price of the ISO. The company will not be entitled to any deduction with respect to the amount recognized by the recipient as capital gain.

If a recipient sells common stock acquired upon the exercise of an ISO prior to the expiration of both of the holding periods, the sale will be a "disqualifying disposition." The recipient will generally recognize ordinary income in the year of the disqualifying disposition in an amount equal to the amount by which the fair market value of the shares of our common stock on the date of exercise of the ISO exceeds the exercise price of the ISO. However, if the stock price drops, the amount of ordinary income recognized by the recipient generally will not exceed the amount by which the amount realized on the sale exceeds the exercise price. We will be entitled to an income tax deduction equal to the amount taxable as ordinary income to the recipient. Any additional gain recognized by the recipient upon the disqualifying disposition will be taxable as long-term capital gain if the shares of common stock have been held for more than one year before the disqualifying disposition, or short-term capital gain if the shares of common stock have not been held for more than one year before the disqualifying disposition.

The amount by which the fair market value, determined on the date of exercise, of the shares of common stock purchased upon exercise of an ISO exceeds the exercise price will constitute an adjustment to the recipient's income for purposes of the alternative minimum tax in the year that the ISO is exercised.

Nonqualified Stock Options. As with an ISO, a recipient will not recognize taxable income upon the grant of an NQSO, and we are not entitled to an income tax deduction as a result of the grant of an NQSO. Unlike an ISO, however, upon the exercise of an NQSO, the recipient generally will recognize ordinary income, and we will be entitled to an income tax deduction, in the amount by which the fair market value of the shares of common stock purchased upon exercise, determined as of the date of exercise, exceeds the exercise price. The recipient will be required to satisfy tax withholding requirements applicable to such ordinary income.

Upon the sale of shares of common stock acquired upon the exercise of an NQSO, the recipient will recognize capital gain or loss in an amount equal to the difference between the proceeds received upon sale and the fair market value of the shares on the date of exercise. If the recipient has held the shares for more than one year at the time of the sale, the capital gain or loss will be long-term, otherwise it will be short-term. The company will not be entitled to any deduction with respect to the amount recognized by the recipient as capital gain.

Stock Appreciation Rights. As with an NQSO, a recipient will not recognize taxable income on the grant of an SAR, and we are not entitled to an income tax deduction as a result of the grant of an SAR. Upon the exercise of an SAR, the recipient generally will recognize ordinary income, and we will be entitled to an income tax deduction, in the amount equal to the fair market value of the shares of common stock received upon exercise, determined as of the date of exercise. If the SAR is settled in cash instead of stock, the ordinary income, and corresponding deduction, will equal the amount of the cash received upon exercise. The recipient will be required to satisfy withholding requirements applicable to such ordinary income.

Upon the sale of shares of common stock acquired upon the exercise of a SAR, the recipient will recognize capital gain or loss in an amount equal to the difference between the proceeds received upon sale and the fair market value of the shares on the date of exercise. If the recipient has held the shares for more than one year at the time of sale, the capital gain or loss will be long-term, otherwise it will be short-term. The company will not be entitled to any deduction with respect to the amount recognized by the recipient as capital gain.

Restricted Stock Units. A recipient will not recognize taxable income at the time restricted stock units are granted and the company will not be entitled to a tax deduction at such time. Upon the settlement of restricted stock units, the recipient will recognize compensation taxable as ordinary income in an amount equal to the fair market value of the shares of common stock on the date of issuance. The recipient will be required to satisfy tax withholding requirements applicable to such ordinary income. The company will be entitled to an income tax deduction equal to the amount of ordinary income recognized by the recipient, except to the extent the deduction limits of Section 162(m) apply.

Upon the sale of shares of common stock received upon the settlement of restricted stock units, the recipient will recognize capital gain or loss in an amount equal to the difference between the proceeds received upon sale and the fair market value of the shares on the date of issuance. If the recipient has held the shares for more than one year at the time of the sale, the capital gain or loss will be long-term, otherwise it will be short-term. The company will not be entitled to any deduction with respect to the amount recognized by the recipient as capital gain.

Other Stock-Based Awards. The federal income tax consequences of other stock-based awards will depend on how the awards are structured.

With respect to stock issuances, a recipient receiving unrestricted shares of common stock will recognize ordinary income at the time the common stock is awarded, and we will be entitled to an income tax deduction, in the amount equal to the fair market value of the shares of common stock on the grant date. The recipient will be required to satisfy tax withholding requirements applicable to such ordinary income.

With respect to restricted stock awards, the recipient will recognize ordinary income when the shares are no longer subject to a substantial risk of forfeiture in the amount equal to the fair market value of the shares of common stock at that time. However, a recipient may elect under Section 83(b) of the Internal Revenue Code to recognize ordinary income in the year the restricted stock is granted in an amount equal to the fair market value of the common stock at the time of the grant. The recipient will be required to satisfy tax withholding requirements applicable to such ordinary income. The company will be entitled to an income tax deduction equal to the amount of ordinary income recognized by the recipient for the taxable year in which such ordinary income is recognized by the recipient.

Compensation Deduction Limitation. We anticipate that any compensation deemed paid by the company in connection with the disqualifying disposition of ISOs or the exercise of NQSOs or SARs will qualify as performance-based compensation for purposes of Internal Revenue Code Section 162(m) and will not have to be taken into account for purposes of the \$1 million limitation per covered individual on the deductibility of the compensation paid to certain of our executive officers. Accordingly, the compensation deemed paid with respect to options and SARs granted under the Equity Compensation Plan will remain deductible by the company.

without limitation under Section 162(m). However, any compensation deemed paid by the company in connection with restricted stock units or other stock awards issued under the Equity Compensation Plan generally will be subject to the \$1 million limitation.

The affirmative vote of a majority of the shares of common stock present at the 2010 annual meeting, in person or by proxy and entitled to vote thereon, is required for the approval of the proposed amendment to our Equity Compensation Plan and total votes cast on this proposal must represent over 50% of all outstanding shares.

The Board of Directors recommends a vote FOR the amendment to our Equity Compensation Plan.

PROPOSAL NO. 3
RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Independent Registered Public Accounting Firm

The Audit Committee has appointed KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2010. Representatives of KPMG LLP are expected to attend the annual meeting in person or telephonically, and will be available to respond to appropriate questions and to make a statement if they so desire. If KPMG LLP should decline to act or otherwise become incapable of acting, or if KPMG LLP's engagement is discontinued for any reason, the Audit Committee will appoint another independent registered public accounting firm to serve as our independent registered public accounting firm for 2010. Although we are not required to seek stockholder ratification of this appointment, the Board of Directors believes that doing so is consistent with corporate governance best practices. If the appointment is not ratified, the Audit Committee will explore the reasons for stockholder rejection and will reconsider the appointment.

The following table sets forth the aggregate professional fees billed to us for the years ended December 31, 2009 and 2008 by KPMG LLP, our independent registered public accounting firm:

	2009	2008
Audit fees ⁽¹⁾	\$1,674,237	\$1,752,752
Audit-related fees ⁽²⁾	728,821	778,549
Tax fees ⁽³⁾	25,073	87,021
All other fees	—	—
	<u>\$2,428,131</u>	<u>\$2,618,322</u>

- (1) Includes aggregate fees for the audit of our consolidated financial statements, which included KPMG LLP's attestation report on the effectiveness of our internal control over financial reporting as required by Section 404 of the Sarbanes-Oxley Act and the three quarterly reviews of our reports on Form 10-Q and other SEC filings.
- (2) Includes fees for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported as "Audit Fees," including fees of \$482,898 in 2009 and \$555,369 in 2008, for KPMG LLP's services as an independent review organization for our subsidiary Gambro Healthcare, Inc., now known as DVA Renal Healthcare, Inc. The audit-related fees also include fees for audits of our employee benefit plans, an audit of one of our majority-owned joint ventures, audits of certain wholly-owned subsidiaries and agreed-upon procedures to review our initial XBRL tags.
- (3) Includes fees for professional services rendered for tax advice and tax planning. None of these fees were for tax compliance or tax preparation services.

Pre-approval Policies and Procedures

The Audit Committee of the Board of Directors is required to pre-approve the audit, audit-related, tax and all other services provided by our independent registered public accounting firm in order to assure that the provision of such services does not impair the auditor's independence. The Audit Committee's pre-approval policy provides for pre-approval of all audit, audit-related, tax and all other services provided by the independent registered public accounting firm, KPMG LLP, and is available on our website, located at <http://www.davita.com>. The Audit Committee pre-approved all such services in 2009 and concluded that such services performed by KPMG LLP were compatible with the maintenance of that firm's independence in the conduct of its auditing functions.

The affirmative vote of a majority of the shares of common stock present at the annual meeting, in person or by proxy and entitled to vote thereon, is required for the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2010.

The Board of Directors recommends a vote **FOR** the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2010.

PROPOSAL NO. 4
STOCKHOLDER PROPOSAL REGARDING STOCKHOLDER ACTION BY WRITTEN CONSENT

We expect the following proposal to be presented by a stockholder at the annual meeting. The Board of Directors has recommended a vote AGAINST this proposal for broader policy reasons as set forth following the proposal. The name, address and share holdings of the stockholder proponent and co-filer will be supplied promptly upon receipt of an oral or written request. The Board of Directors disclaims any responsibility for the content of the proposal and the statement in support of the proposal, which are presented in the form received by the stockholder.

Shareholder Action by Written Consent

RESOLVED, Shareholders hereby request that our board of directors undertake such steps as may be necessary to permit shareholders to act by the written consent of a majority of our shares outstanding to the fullest extent permitted by law.

Stockholder's Statement Supporting Proposal No. 4

Taking action by written consent in lieu of a meeting is a means shareholders can use to raise important matters outside the normal annual meeting cycle. A study by Harvard professor Paul Gompers supports the concept that shareholder dis-empowering governance features, including restrictions on shareholder ability to act by written consent, are significantly correlated to reduced shareholder value.

The merit of this Shareholder Action by Written Consent proposal should also be considered in the context of the need for improvement in our company's 2009 reported corporate governance status:

The Corporate Library www.thecorporatelibrary.com, an independent investment research firm said our company still has red flags in its executive pay practices that warrant concern. For example, named executive officers were eligible for annual *discretionary* cash bonuses. Our CEO Kent Thiry was given \$7.7 million in option grants in 2008. The large size of his option award raised concerns over the link between executive pay and company performance since small increases in our company's share price can result in large financial gains.

These option grants came on top of \$7 million of value Mr. Thiry realized on the exercise of stock options in 2008. Our company paid Mr. Thiry \$350,000 for private jet trips in 2008 and over \$1.1 million since 2006.

Our board was the only significant directorship for four of our directors. This could indicate a significant lack of current transferable director experience. Four of our directors received 11% to 18% in our against-votes (including our Lead Director, Peter Grauer), which may warrant further investigation. Charles Berg and Paul Diaz were inside-related directors—*independence* concern. Our nomination committee was arguable not a committee because almost all directors were members.

We had no shareholder right to vote on our poison pill with a 15% trigger, executive pay, call a special shareholder meeting, cumulative voting or an independent board chairman. Shareholder proposals to address all or some of these topics have received majority votes at other companies and would be excellent topics for our next annual meeting.

The above concerns shows there is need for improvement. Please encourage our board to respond positively to this proposal to enable shareholder action by written consent—Yes on 4.

The Company's Statement in Opposition to Proposal No. 4

The Board of Directors recommends that you vote AGAINST this proposal for the following reasons:

The Board strongly recommends that stockholders vote against the proposal requesting the right for stockholders to act by written consent.

The Board believes that sound governance practices are essential to the creation of stockholder value. Our current governance practices are intended to ensure that stockholders have a regularly scheduled opportunity to influence the Board and management. Our stockholder meetings are held annually and provide all stockholders with the ability to give or withhold approval for each director on a regular basis. We do not have a so-called "staggered board" or "classified board" where only one-third of directors are elected each year. Rather, our bylaws provide that all directors serve one-year terms and are reelected each year by majority vote. Unlike companies that restrict the ability of stockholders to remove directors only for cause, all members of our Board are removable with or without cause by stockholders, substantially enhancing the ability of our stockholders to change the current membership of our Board. Stockholders also have the ability to propose matters for action at our annual stockholder meetings and to have those proposals included in our proxy materials in compliance with the rules of the SEC. In addition to matters proposed by stockholders or the Board, stockholders have the right to vote on a substantial number of matters, including amendments to our charter, the removal of directors and certain equity and other incentive compensation plans. Our organizational documents do not impose supermajority approval requirements, except where required by Delaware law. Stockholders have the opportunity to be actively engaged in any appropriate matter no less frequently than once each year and to attend the meeting and participate in any debate.

Permitting stockholders to act by written consent would not substantively increase the rights of our stockholders; rather it could permit a subset of the stockholder constituency to take action without the participation or even the knowledge of the other stockholders. When stockholders act at an annual meeting, all stockholders are given notice and an opportunity to participate. Addressing matters that are significant to the company at formal meetings of the stockholders, rather than through a less formal consent solicitation process, allows information about proposed stockholder actions to be disseminated to all stockholders and allows the transparent, public, orderly and deliberate consideration of issues facing the company.

The Board believes that action by written consent could not only lead to hasty decision-making, but would also be costly and disruptive for the company. The proposal would allow any stockholder, no matter how small its holdings, to solicit written consents, without informing the company or, perhaps more importantly, other stockholders of the pendency of the solicitation. In addition, acting by consent without a meeting would deprive stockholders not participating in the consent process from expressing their views on any matter in question and having an opportunity to persuade other stockholders of the merits of a contrary position. This is a limitation on stockholder democracy as well as on the transparency of the voting process. Permitting solicitations and action outside of, and in addition to, the traditional setting of a stockholder meeting could result in significant commitments of additional time and expense on the part of the company with little corresponding benefit to stockholders.

We are committed to good corporate citizenship and accountability to our stockholders. As measured by RiskMetrics' corporate governance quotient (CGQ), as of March 1, 2010, we outperformed 90% of the companies in our industry group. We periodically review our governance practices to ensure that our stockholders have an effective means of expressing their views to the company while permitting our Board and management to effectively run our business. In addition to raising issues through the annual meeting process, stockholders can contact our Board directly through our lead independent director. We believe the independence of our Board enhances our accountability to our stockholders. All members of our Board are independent, with the sole exception of our CEO, and our independent directors meet regularly in executive session without the presence of management. In addition, each of the committees of the Board is made up entirely of independent directors and there are no compensation committee interlocks with management. None of our directors serves on more than three other public boards and our CEO serves on no public board other than ours. We also maintain a Board share ownership policy to ensure that our directors accumulate a meaningful ownership stake in the company which we believe creates a commonality of interest between our Board and our stockholders. These are some of the measures the Board and the company have taken to ensure that we are accountable to our stockholders and that accountability would not be substantively enhanced by a stockholder right to act by written consent.

We believe that our strong governance practices have contributed to the outstanding value we have delivered to our stockholders and that management and the Board have looked after stockholder interests well. For example, during the period 2004 through 2009, DaVita had a cumulative total return of 123% compared with 14% for the S&P 500 (including dividend reinvestment) and 15% for the S&P 500 Healthcare Index (including dividend reinvestment).

The affirmative vote of a majority of the shares of common stock present at the annual meeting, in person or by proxy and entitled to vote thereon, is required for the approval of this proposal.

For these reasons, the Board of Directors recommends that you vote AGAINST this proposal.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the ownership of our common stock as of March 1, 2010 by (a) all persons known by us to own beneficially more than 5% of our common stock, (b) each of our directors and named executive officers, and (c) all of our directors, named executive officers and other executive officers as a group. We know of no agreements among our stockholders which relate to voting or investment power over our common stock or any arrangement the operation of which may at a subsequent date result in a change of control of the company.

Name and address of beneficial owner ⁽¹⁾	Number of shares beneficially owned	Percentage of shares beneficially owned
Capital Group International, Inc. ⁽²⁾ 11100 Santa Monica Blvd. Los Angeles, CA 90025	12,095,200	11.7%
TimesSquare Capital Management, LLC ⁽³⁾ 1177 Avenue of the Americas, 39th Floor New York, NY 10036	6,801,727	6.6%
BlackRock, Inc. ⁽⁴⁾ 40 East 52nd Street New York, NY 10022	6,248,519	6.0%
Kent J. Thiry ⁽⁵⁾	1,519,828	1.5%
Dennis L. Kogod ⁽⁶⁾	318,292	*
Javier J. Rodriguez ⁽⁷⁾	486,396	*
Thomas O. Usilton Jr. ⁽⁸⁾	198,969	*
Richard K. Whitney ⁽⁹⁾	241,854	*
Pamela M. Arway ⁽¹⁰⁾	631	*
Charles G. Berg ⁽¹¹⁾	28,686	*
Willard W. Brittain, Jr. ⁽¹²⁾	27,676	*
Paul J. Diaz ⁽¹³⁾	9,628	*
Peter T. Grauer ⁽¹⁴⁾	61,877	*
John M. Nehra ⁽¹⁵⁾	114,654	*
William L. Roper, MD, MPH ⁽¹⁶⁾	82,851	*
Roger J. Valine ⁽¹⁷⁾	37,480	*
Richard C. Vaughan ⁽¹⁸⁾	63,685	*
All directors, named executive officers and other executive officers as a group (20 persons) ⁽¹⁹⁾	3,479,767	3.3%

* Amount represents less than 1% of our common stock.

⁽¹⁾ Unless otherwise set forth in the following table, the address of each beneficial owner is 1551 Wewatta Street, 6th Floor, Denver, Colorado, 80202.

⁽²⁾ Based upon information contained in a Schedule 13G/A filed with the SEC on February 10, 2010, Capital Group International, Inc. ("CGII") is the parent holding company of a group of investment management companies that hold investment power, and in some cases, voting power over the shares reported by CGII. CGII does not have investment power or voting power over the shares reported but may be deemed to be the beneficial owner of 6,860,190 shares with sole power to vote 5,689,630 shares and sole power to dispose of all 6,860,190 shares. Capital Guardian Trust Company, a bank as defined in Section 3(a)(6) of the Exchange Act, is deemed to be the beneficial owner of 5,235,010 shares with sole power to vote 4,294,670 shares and sole power to dispose of all 5,235,010 shares as a result of its serving as the investment manager of various institutional accounts.

⁽³⁾ Based on information contained in a Schedule 13G/A filed with the SEC on February 9, 2010, these securities are owned by investment advisory clients of TimesSquare Capital Management, LLC ("Times

Square"). In its role as investment advisor, Times Square has sole voting power with respect to 5,043,227 shares and sole dispositive power with respect to 6,801,727 shares.

- (4) Based upon information contained in a Schedule 13G filed with the SEC on January 29, 2010, BlackRock, Inc. may be deemed to be the beneficial owner of 6,248,519 shares with sole power to vote and sole power to dispose of all 6,248,519 shares as a result of being a parent holding company or control person.
- (5) Includes 144,828 shares held in a family trust, and 1,375,000 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2010.
- (6) Includes 36,667 and 280,416 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2010.
- (7) Includes 46,000 and 392,082 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2010.
- (8) Includes 40,000 and 149,166 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2010.
- (9) Includes 225,000 shares issuable upon the exercise of SSARs which are exercisable as of, or will become exercisable within 60 days after, March 1, 2010.
- (10) Includes 127 vested but unissued restricted stock units.
- (11) Includes 14,036 and 12,000 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2010, and 233 vested but unissued restricted stock units.
- (12) Includes 13,403 and 12,000 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2010, and 233 vested but unissued restricted stock units.
- (13) Includes 7,500 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days after, March 1, 2010, and 233 vested but unissued restricted stock units.
- (14) Includes 36,000 and 18,000 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2010, and 1,927 vested but unissued restricted stock units.
- (15) Includes 48,000 and 18,000 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2010, and 1,927 vested but unissued restricted stock units.
- (16) Includes 54,000 and 18,000 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2010, and 1,927 vested but unissued restricted stock units.
- (17) Includes 21,889 and 12,000 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days, after March 1, 2010, and 276 vested but unissued restricted stock units.
- (18) Includes 36,000 and 18,000 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2010, and 1,927 vested but unissued restricted stock units.
- (19) Includes 381,828 and 2,780,329 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2010, and 8,810 vested but unissued restricted stock units.

Information Concerning Our Executive Officers

Name	Age	Position
Kent J. Thiry	54	Chairman of the Board of Directors and Chief Executive Officer
Luis Borgen	40	Senior Vice President
James K. Hilger	48	Chief Accounting Officer
Dennis L. Kogod	50	Chief Operating Officer
Laura A. Mildenberger	51	Chief People Officer
Allen R. Nissenson, MD, FACP	63	Chief Medical Officer
Kim M. Rivera	41	Vice President, General Counsel and Secretary
Javier J. Rodriguez	39	Senior Vice President
David T. Shapiro	40	Chief Compliance Officer
Thomas O. Usilton, Jr.	58	Senior Vice President
Richard K. Whitney	42	Chief Financial Officer
LeAnne M. Zumwalt	51	Vice President

Our executive officers are elected by, and serve at the discretion of, the Board of Directors. Set forth below is a brief description of the business experience of all executive officers other than Mr. Thiry, who is also a director and whose business experience is set forth above in the section of this Proxy Statement entitled "Information Concerning Members of the Board of Directors Standing for Reelection."

Luis Borgen became our senior vice president in March 2010 and will become our chief financial officer and an executive officer in May 2010. From February 2009 until joining us, Mr. Borgen served as senior vice president, finance for the U.S. retail division of Staples, an office products company, where he played a role in strategy development and business planning efforts. From June 2005 until January 2009, Mr. Borgen served as the vice president, finance for the U.S. retail division of Staples. From July 2002 to June 2005, Mr. Borgen served as vice president, corporate financial planning and analysis of Staples where he led the global business planning efforts. From February 1999 to June 2002, Mr. Borgen served in the corporate treasury department of Staples, including as vice president and assistant treasurer.

James K. Hilger became our chief accounting officer in April 2010, and has served as our vice president and controller since May 2006. Prior to that, he served as our vice president, finance beginning in September 2005. Mr. Hilger was our acting chief financial officer from November 2007 through February 2008. From September 2003 until joining us, Mr. Hilger served as vice president, finance and administration and chief financial officer of Pyramid Breweries, a brewer of specialty beverages. From December 1998 to July 2003, Mr. Hilger served in positions as chief executive officer and chief financial officer of WorldCatch, Inc., a seafood industry company. From 1987 until joining WorldCatch, Inc., Mr. Hilger held a variety of senior financial positions in the food industry. Mr. Hilger began his career in public accounting with Ernst & Whinney.

Dennis L. Kogod became our chief operating officer in January 2009 and prior to that, he served as our president-west beginning in October 2005. From January 2004 until joining us, Mr. Kogod served as president and chief operating officer-west of Gambro Healthcare, Inc., which we acquired in October 2005. From July 2000 to January 2004, Mr. Kogod served as president, west division of Gambro Healthcare, Inc. From June 1999 to July 2000, Mr. Kogod was president of Teleflex Medical Group, a medical original equipment manufacturer of medical delivery systems. From January 1996 to June 1999, Mr. Kogod was corporate vice president of Teleflex Surgical Group, a surgical device and service organization. Mr. Kogod served on the board of directors of Arbios Systems, Inc., a medical device and cell-based therapy company.

Laura A. Mildenberger became our chief people officer in July 2008, having joined us in October 2001 as vice president of operations. Prior to joining us, Ms. Mildenberger served as vice president of operations for the

western U.S. for Matrix Rehabilitation, a physical therapy outpatient company, from March 2000 to October 2001. From 1993 to 2000, Ms. Mildenerger served as a general manager for NovaCare Outpatient Rehabilitation, a provider of physical and occupation therapy services. From 1988 to 1993, Ms. Mildenerger was the executive vice president/principal of Worker Rehabilitation Services, a multi-site physical rehabilitation company. Ms. Mildenerger began her career as an occupational therapist at the Mayo Clinic.

Allen R. Nissenson, MD, FACP, became our chief medical officer in August 2008. He is an emeritus professor of medicine at the David Geffen School of Medicine at UCLA, where he served as director of the dialysis program from 1977 to 2008 and associate dean from 2005 to 2008. Dr. Nissenson was the president of the Southern California End-Stage Renal Disease Network from 2005 to 2007. Dr. Nissenson was the president of the National Anemia Action Council from 2001 to 2007. Dr. Nissenson was the president of the Renal Physicians Association from 1999 to 2001.

Kim M. Rivera became our vice president, general counsel and secretary in January 2010. From February 2006 to November 2009, Ms. Rivera served as vice president and associate general counsel of The Clorox Company, a consumer products company. From August 2004 to February 2006, Ms. Rivera served as vice president law and chief litigation counsel to Rockwell Automation, Inc., a provider of industrial automation control and information solutions. From November 1999 to August 2004, she served as general counsel to Rockwell's Automation Control and Information Group. Prior to joining Rockwell, Ms. Rivera was an attorney at the law firm of Jones Day.

Javier J. Rodriguez became our senior vice president in 2006. From 2004 to 2006, Mr. Rodriguez served as our vice president of operations. From 2000 to 2003, Mr. Rodriguez served as our vice president of payor contracting. From 1998 to 2000, Mr. Rodriguez served with us in various other director positions.

David T. Shapiro became our chief compliance officer and senior vice president in October 2008, having joined us in March 2008 as the deputy chief compliance officer. Prior to joining us, Mr. Shapiro was counsel at the Pepper Hamilton law firm from March 2007 through February 2008, during which time he represented health care clients in government investigations and compliance issues. From October 2003 through March 2007, Mr. Shapiro served as a trial attorney with the Civil Frauds Section of the United States Department of Justice. From June 1999 through October 2003, Mr. Shapiro was an attorney with the law firm Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. in Washington, DC.

Thomas O. Usilton, Jr. became our senior vice president in April 2006 and prior to that, he served as our group vice president beginning in August 2004. From February 2000 until joining us, Mr. Usilton served as president and chief executive officer of Digital Insurance Inc., a health and welfare brokerage and services company. From 1995 until founding Digital Insurance Inc. in 2000, Mr. Usilton was senior vice president of Vivra Specialty Partners, a national physicians practice management company. Prior to joining Vivra Specialty Partners, Mr. Usilton served as president and chief executive officer of Premier Asthma and Allergy, a disease management company specializing in asthma management. From 1986 to 1987, Mr. Usilton was general manager and executive vice president of CIGNA Corporation. Prior to his employment with CIGNA Corporation, from 1978 to 1985, he served as executive vice president for Health America Inc., a national leader in the Health Maintenance Organization medical insurance field.

Richard K. Whitney joined us in February 2008 and has served as our chief financial officer on a part-time basis since March 2008. Mr. Whitney will cease to be our chief financial officer in May 2010 and, thereafter, will continue to work with the company in an executive role to assist with the management transition. Since December 2005, Mr. Whitney was the founder and serves as a managing member of Whitney Capital, LLC, a private equity investment firm which invests primarily in healthcare services and products companies. Since December 2006, Mr. Whitney has served as a venture partner of New Enterprise Associates, a venture capital firm. From February 2005 to January 2006, Mr. Whitney served as chairman of the board of Specialty Laboratories, Inc., a reference laboratory services company, and as a director of Specialty Laboratories, Inc. from September 2004 to January 2006. From February 2000 to February 2004, Mr. Whitney served as our chief financial officer.

LeAnne M. Zumwalt became our vice president in January 2000 and currently oversees our public policy—regulatory efforts and our purchasing department. Ms. Zumwalt has served in various capacities with us and served as our vice president investor relations from January 2000 through October 2009. From 1997 to 1999, Ms. Zumwalt served as chief financial officer of Vivra Specialty Partners, a privately held health care service and technology firm. From 1991 to 1997, Ms. Zumwalt held various executive positions at Vivra Incorporated, a publicly held provider of dialysis services. Prior to joining Vivra Incorporated, Ms. Zumwalt was a senior manager at Ernst & Young, LLP. Ms. Zumwalt serves on the board of directors of The Advisory Board Company.

None of the executive officers has any family relationship with any other executive officer or with any of our directors.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires “insiders,” including our executive officers, directors and beneficial owners of more than 10% of our common stock, to file reports of ownership and changes in ownership of our common stock with the SEC and the NYSE, and to furnish us with copies of all Section 16(a) forms they file. Based solely on our review of the copies of such forms received by us, or written representations from reporting persons, we believe that our insiders complied with all applicable Section 16(a) filing requirements during 2009, except that a Statement of Changes of Beneficial Ownership of Securities on Form 4 for each of Mr. Grauer, Ms. Mildenerger, Mr. Valine and Ms. Zumwalt was filed late and an Initial Statement of Beneficial Ownership of Securities on Form 3 for Ms. Mildenerger was filed late.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information about our common stock that may be issued upon the exercise of stock options, SARs, restricted stock units, and other rights under all of our existing equity compensation plans as of December 31, 2009, including our omnibus 2002 Equity Compensation Plan and our Employee Stock Purchase Plan, and the terminated 1999 Non-Executive Officer and Non-Director Equity Compensation Plan. The material terms of each of these plans are described in Note 17 to the consolidated financial statements, which are part of our Annual Report on Form 10-K for the year ended December 31, 2009. The 1999 Non-Executive Officer and Non-Director Equity Compensation Plan was not required to be approved by our stockholders.

Plan category	Number of shares to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)	Total of shares reflected in columns (a) and (c) (d)
Equity compensation plans approved by stockholders	13,472,013	\$ 49.15	5,004,344	18,476,357
Equity compensation plans not requiring stockholder approval	20,084	\$ 50.98	—	20,084
Total	<u>13,492,097</u>	<u>\$ 49.16</u>	<u>5,004,344</u>	<u>18,496,441</u>

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EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview

The primary elements of compensation for our named executive officers consist of base salary, cash bonuses and stock-based compensation awarded, in each case, based on an overall assessment of individual and company performance. Our compensation programs for our named executive officers emphasize compensation based on performance and are designed to align our named executive officers' interests with those of our stockholders. To this end, our compensation programs emphasize variable compensation in the form of cash and stock-based awards over fixed compensation. We also believe that our compensation programs should align executive compensation with the annual and long-term goals of the company by taking into consideration our financial and non-financial performance when determining compensation for our executive officers. We attempt to award compensation that will incentivize our executives to create significant wealth for the company and its stockholders on a long-term basis.

When establishing the compensation for our named executive officers for 2009, the Compensation Committee gave significant weight to the company's relatively strong operating performance in light of significant industry and regulatory challenges, the company's improvement in strategic positioning and continued relatively strong clinical performance. Among the company's achievements were increased operating income performance, growth in operating cash flow and growth in earnings per share as compared to 2008. In addition, the company's clinical outcomes were again among the best or were the best in virtually every category compared to national averages and the company continued to advance its clinical initiatives. The Compensation Committee balanced its evaluation of the company's performance in 2009 by also taking into consideration the potential impact on the company and our industry of healthcare reform and other significant healthcare regulatory changes, including changes to government reimbursement policies. As a result, the Compensation Committee further emphasized variable performance-based compensation over increases to fixed base compensation. When establishing 2009 compensation for our named executive officers, the Compensation Committee considered these and other factors in the context of individual named executive officer performance.

Objectives of Our Executive Compensation Programs

Our stated mission is to be the provider, partner and employer of choice. We design our compensation programs for executive officers to attract and retain outstanding leaders who possess the skills and talent necessary to achieve our business goals and to uphold our mission and values. To this end, our compensation programs emphasize variable compensation over fixed compensation. Ultimately, our objective is to employ and retain executives who are able to achieve clinical and operational success, which is in the best interests of our patients, our physicians, our teammates and our stockholders. The following fundamental principles guide the design and implementation of our compensation programs during 2009 for our chief executive officer, our chief financial officer and our three most highly compensated executive officers other than our chief executive officer and chief financial officer (each, a "named executive officer").

Our compensation programs should enable us to attract and retain outstanding executives. We believe it is in the best interests of our stockholders to attract and retain talented leaders. In order to attract and retain executives who are not only outstanding leaders but who also embody our mission and values, we strive to provide compensation that is reasonable and in the best interests of our stockholders but also sufficient to achieve our recruitment and retention objectives. When recruiting new executives, the Compensation Committee and our chief executive officer evaluate the comparative compensation of executives within the company with similar levels of responsibility, the prior experience of the executive and expected contributions to company performance. Thereafter, each executive's compensation is reviewed annually by the Compensation Committee and chief executive officer, and considered for adjustment based on performance and other factors.

Compensation should relate to the overall performance of the company as well as to matters over which the named executive officer has direct influence. When determining compensation for our named executive officers, we attempt to relate compensation to the overall performance of the company as well as to aspects of company performance over which the named executive officer has direct influence. The areas of performance taken into account include clinical, financial and non-financial matters. We believe that our executive officers have the ability to significantly influence overall company policies and objectives and should be accountable for the overall performance of the company. We also hold named executive officers accountable for aspects of company performance over which they have direct influence to reward outstanding individual performance and contribution to the company's performance. We achieve this objective by delivering a significant portion of total compensation through variable compensation determined based on company and individual performance rather than relying on fixed compensation.

A significant portion of executive compensation should be delivered in the form of stock-based awards. We believe that equity awards can serve to align the interests of our executives with the long-term interests of our stockholders by providing an opportunity to benefit from the appreciation of our stock price and by providing for vesting over a period of time. A primary objective of our executive compensation programs is to provide a significant portion of compensation in the form of stock-based awards. Stock-based compensation creates an incentive for the named executive officer to contribute to the overall success of the company and to take actions that result in the creation of long-term stockholder value.

Implementation of Our Executive Compensation Programs

We compensate our named executive officers through a mix of base salary, cash bonuses and stock-based compensation. We design our compensation programs to permit individuals that have performed well in creating significant long-term value for the company and its stockholders to share in the value generated. We believe that this will further incentivize our high performing executives to remain with the company long term. Compensation for our named executive officers is determined based on our assessment of overall individual and company performance. We do not use a formulaic approach when awarding compensation, rather, we believe that maintaining flexibility in our compensation programs is the most effective way to attract and retain outstanding executives and to incentivize those individuals to achieve high levels of individual performance as well as overall company performance.

When evaluating performance, we base compensation decisions on a subjective assessment of company and individual performance over the year, taking individual accomplishments into consideration in light of the totality of circumstances together with individual potential to contribute to the company's future growth. We believe that all of our named executive officers have the ability to influence overall company policies and performance and, accordingly, should be accountable for company-wide performance as well as the areas over which they have direct influence. The differences in total annual compensation levels among the named executive officers are based on their individual roles and responsibilities within the company and their relative individual performance. The Compensation Committee uses its judgment in awarding compensation to our named executive officers in accordance with the overall objectives of the company's compensation programs.

The Compensation Committee takes into consideration a number of factors when determining the elements and amounts of compensation awarded to our named executive officers, including individual performance, overall financial and non-financial performance of the company for the fiscal year, individual skill sets and experience relative to industry peers, readiness for promotion to a higher level, past and expected future performance, the importance and difficulty of achieving future company and individual objectives, the value of each executive's outstanding equity awards, aggregate historical compensation, levels of responsibility and performance relative to other executives within the company, importance to the company and difficulty of replacement. The Compensation Committee also gives significant weight to our clinical performance and quality of patient care. Accordingly, performance in these areas, including company-wide patient clinical outcomes and improvements in quality of patient care, and each named executive officer's contributions in those areas, can have a significant impact on named executive officer compensation.

The company-wide factors taken into consideration by the Compensation Committee may include one or more of the following:

- overall revenue growth, which includes increases in our dialysis revenue per treatment and in our treatment volume, market share increases, improvements in cost per treatment, operating income growth, operating margin growth, increases in earnings per share and improvement in the company's debt to equity ratio,
- healthcare regulatory compliance initiatives,
- improved strategic positioning,
- improved organization capability,
- patient growth,
- relationships with private payors,
- relationships with medical directors,
- selection and implementation of improved financial, operating and clinical information systems,
- management performance in attracting and retaining high-performing teammates throughout our organization and succession planning,
- implementation of successful public policy efforts,
- good corporate citizenship, and
- advancement of strategic business initiatives supporting our mission to be the provider, partner and employer of choice.

The Compensation Committee considers the foregoing items subjectively. There is no formal weighting of the individual elements considered and no particular elements are required to be considered with respect to a given individual or in any particular year.

When determining annual compensation for our named executive officers, other than for our chief executive officer, the Compensation Committee works closely with our chief executive officer to review each individual's performance for the year and determine his or her compensation. Shortly following the end of each year, our chief executive officer provides his assessment of each named executive officer's performance during the year based on his personal experience with the individual, the named executive officer's achievement of success in areas determined to be significant to the company, and any changes in responsibility levels. The Compensation Committee also considers performance discussions that have taken place at the Board of Directors and Compensation Committee level regarding the named executive officers, retention objectives and the future growth potential of the individual executive. Our chief executive officer recommends to the Compensation Committee the amounts of cash and stock-based compensation for each of the named executive officers. The Compensation Committee considers the recommendations made by the chief executive officer regarding the other named executive officers but retains the discretion to deviate from the recommendations provided. Neither the chief executive officer nor other members of management provide a recommendation to the Compensation Committee with regard to the chief executive officer's compensation.

The Compensation Committee evaluates our chief executive officer's performance at the same time as it sets the compensation of the other named executive officers. When evaluating the performance of our chief executive officer and making decisions about his compensation, the Compensation Committee considers overall company performance as part of the assessment of our chief executive officer's performance but does not rely on the achievement of specific objectives to determine his compensation. The Compensation Committee also considers a self-assessment prepared by our chief executive officer. As part of this self-assessment, our chief executive officer reviews with the Compensation Committee the overall annual management objectives of the

company and his participation in the attainment or level of responsibility for the shortfall of such objectives. Approximately every other year, the Compensation Committee engages an outside consultant to conduct an analysis of our chief executive officer's performance as a manager during the year. The most recent assessment took place in 2009. This evaluation involves a rigorous assessment of our chief executive officer's performance by members of the senior management team. The results of this assessment are reviewed by the Board of Directors and the Compensation Committee in the year in which he is assessed and is one of the many factors considered when making compensation decisions. The compensation package for our chief executive officer is approved by the Compensation Committee, subject to ratification by the independent members of the Board of Directors.

Market Analysis. In 2010, Compensia, a national compensation consulting firm engaged by the Compensation Committee, provided the Compensation Committee with an analysis of comparative market data on the cash, stock-based compensation and total compensation for senior executives at a group of comparable companies within our industry. In 2010, in addition to published executive compensation survey data, the Compensation Committee reviewed the compensation practices of the following companies: Community Health Systems, Inc., Express Scripts, Inc., Health Management Associates, Inc., HealthSouth Corporation, Kindred Healthcare, Inc., Laboratory Corporation of America Holdings, Lincare Holdings Inc., Magellan Health Services, Inc., Medco Health Solutions, Inc., MEDNAX Services, Inc., Omnicare, Inc., Quest Diagnostics Incorporated, Universal Health Services, Inc. and WebMD Health Corp. Apria Healthcare Group Inc. was in our peer group in 2009, but was acquired in 2008 and is no longer a public reporting company. The Compensation Committee has the sole authority to retain or replace Compensia in its discretion. Compensia does not provide consulting services to the company and may not provide such services without the approval of the chair of the Compensation Committee.

In 2010, the Compensation Committee considered Compensia's analysis of the compensation of executives serving in similar positions at our comparable companies to obtain a general understanding of current compensation practices in our industry. The analysis provided by Compensia was used to provide context for the compensation decisions made in 2010 for 2009 performance, but the Compensation Committee's decisions were not directly related to or otherwise based upon the comparative data. Instead, the Compensation Committee used this comparative data as one of many factors considered to set the compensation for our named executive officers. The Compensation Committee also used the analysis as a tool to assess how well the company is implementing its core compensation objective of awarding compensation weighted heavily in favor of variable compensation tied to performance. The emphasis on stock-based awards as compared to cash compensation was reflected in the results of Compensia's analysis which showed that the percentage of overall average equity awards as compared to overall average cash awards for our named executive officers in 2009 was higher than the average for comparable companies.

Elements of Our Compensation Programs

Our compensation programs are comprised of the following elements:

Stock-based Compensation. While we emphasize stock-based compensation, we do not designate a target percentage of total compensation as stock-based. We instead maintain flexibility to use judgment to respond to changes in named executive officer and company performance and related objectives. The emphasis on stock-based compensation creates a commonality of interest between our named executive officers and our stockholders. Grants of stock-based awards also serve as an important tool for attracting and retaining our named executive officers. The majority of our grants of stock-based awards vest solely based on the passage of time, and vesting is contingent upon continued employment with us. To vest in stock-based awards and earn the full benefit of the award the named executive officers must remain employed for a multi-year period, typically over four years, which reinforces a culture in which the company's long-term success takes precedence over volatile and unsustainable short-term results.

Stock-based awards to our named executive officers are made pursuant to our Equity Compensation Plan. The Equity Compensation Plan permits the issuance of stock options, SARs, restricted stock units, and other forms of stock-based awards. The majority of our stock-based awards to named executive officers are in the form of SSARs, which only derive value if the market value of our common stock increases. Each year, the Compensation Committee recommends to the full Board of Directors an aggregate equity award pool that will be available for grants to all eligible recipients of stock-based awards. The Compensation Committee may also recommend the establishment of special purpose share budgets for proposed interim grants. After considering such recommendations, the Board of Directors approves a budget and delegates authority to the Compensation Committee to make awards to our executive officers and other teammates, and to the chair of the Compensation Committee to make grants to non-executive officer teammates within the authorized budget.

The stock-based awards that are granted to our named executive officers are generally made annually (typically in the first half of the year). Discretionary interim awards to our named executive officers may be made during the year to address special circumstances, such as retention concerns, promotions and special performance recognition awards, and new hire awards. The timing of the annual grants is generally dictated by the timing of the completion of performance reviews and the timing of decisions regarding other forms of direct compensation. The timing of the interim grants depends upon individual circumstances. We do not have any program, plan or practice to time interim awards in coordination with the release of material non-public information; however, it is possible that awards may be granted at times when the company is in possession of material non-public information. Under the terms of the Equity Compensation Plan, awards are granted with an exercise or base price not less than the closing price of our common stock on the date of grant.

The Compensation Committee reviews with our chief executive officer the annual grant recommendations for our named executive officers and other teammates in advance of the grant date. Based on these discussions, our chief executive officer provides final grant recommendations to the Compensation Committee for approval within approximately 30 days after the initial meeting with the Compensation Committee. The grant date is the date of approval of the awards by our Compensation Committee or the Board of Directors. Interim discretionary grants are recommended by our chief executive officer and management and reviewed by the Compensation Committee as a part of mid-year performance evaluations, special projects participation and other factors. The Board of Directors has delegated the authority to our chief executive officer, chief operating officer and chief financial officer to grant a limited number of stock-based awards to teammates, other than our named executive officers, between meetings of the Board of Directors in accordance with guidelines established by the Compensation Committee. All interim awards have a grant date of the date of approval by the Compensation Committee or the Board of Directors or pursuant to delegated authority, as applicable.

Stock Options, Stock Appreciation Rights and Restricted Stock Units. Since July 2006, we have primarily issued SSARs in lieu of stock options. The economic value and tax and accounting treatment of SSARs are comparable to those of stock options, but SSARs are less dilutive to our stockholders because only shares with a total value equal to the grantee's gain (the difference between the fair market value of the base shares and their base price) are ultimately issued. Stock options and SSARs are granted with an exercise or base price not less than the closing price of our common stock on the date of grant and vest based on the passage of time. Awards of SSARs and stock options have generally vested 25% after 12 months from the date of grant, 8.33% at the 20th month and 8.33% every four months thereafter until fully vested. In 2010, SSAR standard vesting was modified to 25% after 12 months from the date of grant, then 6.25% every three months thereafter until fully vested, although alternative vesting schedules may be designated with reference to retention concerns, the future timing of value expected to vest from prior awards and other factors. The standard vesting for SSARs was modified to simplify the vesting schedule and to provide for a twelve-month period to exercise the fully vested award before expiration. We also award restricted stock units, or RSUs, to our named executive officers as part of our compensation program. We award restricted stock units because full value share awards can more closely align the interests of executives with stockholder interests by providing better parity between total stockholder returns and the executive's gains or losses on the awards than is achievable with stock options or SSARs. In 2010, the

Compensation Committee decided to increase the use of RSUs and permitted the named executive officers to elect between one-third and two-thirds of their allocated equity units in the form of RSUs. The Compensation Committee increased the use of RSUs in 2010 to ensure that our named executive officers retain some durable equity value in light of the potential impact on the company and our industry of healthcare reform and other significant healthcare regulatory changes, including changes to government reimbursement policies. Restricted stock units granted under the Equity Compensation Plan vest with the passage of time over a period of three years or more, generally at a rate of 33.33% after 36 months from the date of grant and 11.11% every four months thereafter until fully vested. In 2010, RSU standard vesting was modified to vest over a period of four years generally at a rate of 25% per year for insiders, although the Compensation Committee may approve alternative vesting schedules based on performance, timing of vesting of individual outstanding grants and other retention related factors. The standard vesting for RSUs was modified to simplify the vesting schedule and to create fewer forced taxation events. We currently do not award other forms of stock-based awards to teammates.

Management Share Ownership Policy. We have a share ownership policy that applies to all full-time members of our management team at the vice president level and above and any part-time vice presidents who continue to receive stock-based awards under our equity compensation programs. The management share ownership policy is similar to our share ownership policy that applies to all non-management members of the Board of Directors as described on page 13 of this proxy statement. The purpose of the policy is to ensure that our executive officers and other members of our senior management team accumulate a meaningful ownership stake in the company over time by retaining a specified financial interest in our common stock. Both shares owned directly and shares underlying vested but unexercised stock options, SSARs and restricted stock units are included in the determination of whether the share ownership guidelines are met. The total net realizable share value retained must have a current market value of not less than the lower of 25% of the total equity award value in excess of \$100,000 realized to date by the executive (since promotion to VP); or a specific multiple of the executive's base salary. The salary multiple requirement is 5.0 for Mr. Thiry, 3.0 for Mr. Kogod, Mr. Rodriguez and Mr. Usilton, and 2.0 for Mr. Whitney.

Cash Compensation. Cash compensation is paid to our named executive officers in the form of salary and discretionary performance bonuses or in the case of certain executive officers designated by the Compensation Committee, under our performance-based Executive Incentive Plan.

Base Salary. Base salary is included in the compensation of our named executive officers because we believe it is appropriate that some portion of compensation be provided in a form that is liquid and assured. Base salaries are initially established at levels necessary to enable us to attract and retain highly qualified executives with reference to comparative pay within the company for executives with similar levels of responsibility, prior experience of the executive and expected contributions to company performance. We do not guarantee salary adjustments on a yearly basis and the Compensation Committee considers adjustments to salary as part of the overall compensation assessment for our named executive officers.

Discretionary Performance Bonus. Our named executive officers are eligible for an annual discretionary cash performance bonus or, for certain executives, a performance bonus under our Executive Incentive Plan. We believe that cash bonuses based on performance provide an incentive to consistently excel on an individual level as well as to contribute to the overall success of the company. Our chief executive officer recommends to the Compensation Committee the performance bonus amount for our named executive officers, and the final performance bonus amounts are reviewed by the Compensation Committee and sometimes adjusted in consultation with our chief executive officer, prior to approval by the Compensation Committee. The Compensation Committee determines the performance bonus amount for our chief executive officer without recommendations from management.

From time to time, we also make bonus opportunities available to our named executive officers for highly difficult and significant value-added achievements. For certain bonuses, our chief executive officer identifies eligible participants for these bonuses and prospectively establishes one or more measurable performance goals.

in consultation with the Compensation Committee or the Chair of the Compensation Committee and with input from the participating named executive officer. For certain other bonuses, our chief executive officer identifies individuals who have demonstrated performance above and beyond their normal duties resulting in a significant achievement. Our chief executive officer uses his discretion when determining the amount of the award, taking into consideration the significance of the accomplishment, the individual's current and prior compensation and other factors. At the end of 2009, the company awarded discretionary cash bonuses to a broad group of teammates across the company, including our named executive officers. See "2009 Summary Compensation Table" beginning on page 43 of this proxy statement for more information.

Executive Incentive Plan. We also maintain an Executive Incentive Plan, in which our chief executive officer and other executives selected by the Compensation Committee may participate. The Executive Incentive Plan is structured to satisfy the requirements of Section 162(m) of the Internal Revenue Code as described below, and individuals expected to receive compensation in excess of certain levels specified by Section 162(m) are selected to participate. Awards under the plan are payable in cash or in restricted stock units up to an annual maximum of \$10 million per executive. When identifying potential participants for the plan, the Compensation Committee considers the projected total compensation for the eligible executive and the likelihood that such compensation will exceed \$1 million for any one calendar year. The Compensation Committee has historically established an operating income target as the performance measure for participants in the Executive Incentive Plan. The Compensation Committee uses operating income as the relevant performance measure because it believes that operating income provides the best measurement of our operating results, is a key measure of the financial strength and stability of our company, and can also be consistently measured by us and our stockholders against the operating results of other companies in our industry. From time to time, the Compensation Committee may establish different performance measures for individual participants in the Executive Incentive Plan.

For 2009, the Compensation Committee established a calendar year operating income target of not less than \$724 million as the performance goal and identified Mr. Thiry, Mr. Kogod, Mr. Rodriguez and Mr. Usilton as eligible participants in the Executive Incentive Plan. The Compensation Committee considered the company's estimates of 2009 budgeted operating income, as approved by the Board of Directors, when this target was established and attempted to establish a performance target at a level that would merit payment of a performance bonus under the Executive Incentive Plan. The Compensation Committee established a maximum award amount of up to \$10 million for Mr. Thiry and Mr. Kogod and a maximum award amount of up to \$5 million for Mr. Rodriguez and Mr. Usilton to provide the Compensation Committee with the ability to apply only negative discretion in determining incentive compensation, as required for compliance with Internal Revenue Code section 162(m). The Compensation Committee did not establish a target award amount for Mr. Thiry, Mr. Kogod, Mr. Rodriguez and Mr. Usilton. In 2009, the Compensation Committee established an award under the Executive Incentive Plan for Mr. Usilton based on his accomplishment of performance goals for 2009 relating to the successful negotiation of a commercial payor contract and successful physician group recruitment. With respect to such award, no target award amount was established. See "Section 162(m)" below.

The company achieved operating income of \$882 million, net of \$58 million of pre-tax income attributable to non-controlling interests for 2009, which exceeded the target goal. Accordingly, the Compensation Committee awarded 2009 performance bonuses to Mr. Thiry, Mr. Kogod, Mr. Rodriguez and Mr. Usilton under the Executive Incentive Plan. When determining the award amounts, the Compensation Committee considered the achievement of the target goal, as well as overall company and individual performance as described below. The award of amounts below the maximum amount was not a negative reflection on the performance of the eligible participants. If the Compensation Committee were to have both negative and positive discretion over the bonus amounts, such amounts would not qualify for the Section 162(m) tax deduction. In addition, Mr. Usilton received \$50,000 under the Executive Incentive Plan based on his accomplishment of performance goals for 2009 relating to the successful negotiation of a commercial payor contract and successful physician group recruitment.

Section 162(m). Section 162(m) of the Internal Revenue Code provides that compensation in excess of \$1 million paid to our chief executive officer or any of the other three most highly compensated executive officers at the end of our fiscal year will not be deductible for federal income tax purposes unless such compensation is paid pursuant to one of the enumerated exceptions set forth in Section 162(m), such as the exception for performance-based compensation. As currently constituted, Section 162(m) does not apply to our chief financial officer solely by reason of his serving the company in that capacity. We attempt to structure our compensation programs such that compensation paid will be tax deductible by our company whenever possible. However, the deductibility of some types of payments can depend upon the timing of an executive's vesting or exercise of previously granted rights. Interpretations of and changes in applicable tax laws and regulations, as well as other factors beyond our control can also affect the deductibility of compensation. Our Executive Incentive Plan described above is intended to satisfy the requirements of Section 162(m).

Personal Benefits and Perquisites. As described above, our compensation programs for named executive officers emphasize compensation based on performance and compensation which serves to align our named executive officers' interests with those of our stockholders. As a result, the Compensation Committee has determined that the company should provide few perquisites to named executive officers. The perquisites and personal benefits that we do provide support important attraction and retention objectives. We also consider the extent to which the perquisite or personal benefit provided serves to enhance the performance of our named executive officers in light of the demands on these individuals' time. The perquisites and personal benefits available to our named executive officers are reviewed annually by the Compensation Committee.

The Compensation Committee has authorized the personal use of a fractionally-owned or chartered corporate aircraft by some of our named executive officers. One of the Compensation Committee's objectives is to ensure that our named executive officers are afforded adequate flexibility to allow for sufficient personal time in light of the significant demands of the company. The Compensation Committee believes that access to an aircraft for personal travel enables our named executive officers to maximize their work hours, particularly in light of their demanding business travel schedules. The Compensation Committee and our chief executive officer allocate a fixed number of hours for use by identified named executive officers and consider the allocated amount as part of the named executive officer's total compensation. The Compensation Committee and our chief executive officer use their discretion when determining the number of allocated hours and displace other forms of compensation that otherwise would have been awarded to the named executive officer.

Our chief executive officer is authorized by the Compensation Committee to use a fractionally-owned or chartered corporate aircraft for business purposes, for long-distance commuting and for a fixed number of hours per year for personal use instead of additional cash compensation that would have otherwise been paid. Until November 2009, Mr. Thiry lived in Northern California and frequently worked from Northern California when he was not otherwise traveling. The Compensation Committee and the Board of Directors determined that it was in the best interests of the company and its stockholders that Mr. Thiry travel to the company's offices in El Segundo, California (which was also the corporate headquarters until November 2009) frequently and as needed and provided the use of a fractionally-owned or chartered corporate aircraft for this purpose. When Mr. Thiry traveled to our El Segundo, California offices for business purposes from his residence in Northern California, we treated these trips as long-distance commuting. These trips were required for business purposes, but our treatment of these trips as long-distance commuting requires that they be characterized as personal use and that Mr. Thiry be taxed on the value of these trips, which is included in Mr. Thiry's personal income in accordance with applicable tax regulations. In November 2009, our corporate headquarters were moved to Denver, Colorado and in November 2009, Mr. Thiry also moved his residence to Colorado. Separately, as part of his aggregate compensation package, the Compensation Committee approves a fixed number of hours for personal use each year and unused hours from the prior year are available for use the following year. When determining the number of hours of personal use of aircraft to award, the Compensation Committee takes into consideration Mr. Thiry's overall compensation package. If Mr. Thiry were to exceed the fixed number of hours for personal use that is unrelated to business or long-distance commuting in a given year, the excess hours of personal use would offset the number of hours approved by the Compensation Committee the following year for

personal use or Mr. Thiry would be required to compensate us directly, although historically he has not exceeded the hours authorized for personal use. The Compensation Committee reviews all business and personal use of the aircraft annually, including detailed passenger logs with special attention to mixed business and personal use and required reimbursements to the company.

Until September 2009, we made available to our named executive officers and approximately 2,000 teammates at the manager level and above, use of a corporate residential property which was rented by the company and located in close proximity to our offices in El Segundo, California. This property was generally available to teammates for business travel purposes, as temporary housing during an executive relocation and for other personal use as approved by the company. When Mr. Thiry traveled to our El Segundo, California offices for business purposes, he had access to the use of the corporate residential rental property. As with the aircraft, when Mr. Thiry used the corporate residential rental property for business purposes, we treated his use as a commuting expense and therefore characterized it as personal use. Mr. Thiry is taxed on the value of this benefit, which is included in Mr. Thiry's personal income in accordance with applicable tax regulations. All teammates, including our named executive officers, using the corporate residential rental property for personal use are required to reimburse the company a fixed amount to cover incremental expense to the company.

Deferred Compensation Programs. Our deferred compensation programs permit certain teammates, including our named executive officers, to defer compensation at the election of the participant or at the election of the company. We maintain a Voluntary Deferral Plan which allows certain teammates, including our named executive officers, to defer a percentage of their base salary, cash bonus and other compensation as identified by the company. We also maintain a Deferred Bonus Plan which permits us to award deferred compensation that vests over time and serves as a retention tool for our named executive officers by providing an incentive for them to remain with the company to receive such awards. We do not utilize deferred compensation as a significant component of compensation. See "2009 Nonqualified Deferred Compensation" beginning on page 50 of this proxy statement for a discussion of the deferred compensation benefits provided to our named executive officers.

Pension Plans. We do not maintain a defined benefit pension plan for any of our teammates, including our named executive officers. We believe that the significant stock-based awards provided to our named executive officers have the potential to provide cash compensation that is comparable to amounts that could otherwise be awarded under a pension plan. We also believe that equity compensation tied to the performance of the company's stock provides a greater performance incentive for our named executive officers than we would otherwise achieve through pension plan benefits while still serving as an effective retention incentive.

Severance and Change of Control Arrangements. We have entered into employment agreements with each of our named executive officers. These agreements, among other things, provide for severance benefits in the event of a termination of employment in certain circumstances, including, with respect to certain named executive officers, the departure of the named executive officer following a change of control of our company. Each agreement is individually negotiated and the terms vary. When entering into employment agreements with our named executive officers, we attempt to provide severance and change of control benefits which strike a balance between providing sufficient protections for the named executive officer while still providing post-termination compensation that is reasonable and in the best interests of the company and our stockholders. We have also adopted the DaVita Inc. Severance Plan (the "DaVita Severance Plan"), which provides for severance benefits for our vice presidents and director-level teammates in the event of termination in certain circumstances. See "Potential Payments Upon Termination or Change of Control" beginning on page 52 of this proxy statement for a description of the severance and change of control arrangements set forth in our employment agreements with the named executive officers and the DaVita Severance Plan.

In addition, our stock-based award agreements provide for accelerated vesting of stock-based awards in certain circumstances following a change of control of the company or in the case of a resignation for "good reason." The terms of individual agreements vary but under our current stock-based award agreements accelerated vesting of stock-based awards is generally triggered when a change of control event occurs and either the acquiring entity fails to assume, convert or replace the stock-based award or the grantee's employment is

terminated within the twenty-four-month period following a change of control or if the executive resigns for "good reason" as provided in his or her applicable employment agreement. For stock-based award agreements entered into prior to October 2006, accelerated vesting of stock-based awards is triggered when a change of control event occurs, even if there is no subsequent termination or resignation. Our stock-based award agreements further provide that a change of control shall not be deemed to have occurred if the person acting as chief executive officer for the six months prior to such transaction becomes the chief executive officer or executive chairman of the board of directors of the acquiring entity and remains in such position for at least one year following the transaction and a majority of the acquiror's board of directors immediately after such transaction consists of persons who were directors of the company immediately prior to such transaction. The additional acceleration provisions in our stock-based award agreements further serve to secure the continued employment and commitment of our named executive officers prior to or following a change of control. See "Potential Payments Upon Termination or Change of Control" beginning on page 52 of this proxy statement for more information regarding accelerated vesting under our stock-based award agreements.

Compensation for Named Executive Officers for 2009

Chief Executive Officer. In determining the 2009 compensation for our chief executive officer, the Compensation Committee considered the company's overall financial and non-financial performance and assessed Mr. Thiry's role in the company's performance as well as his individual performance against his 2009 objectives.

The Compensation Committee determined that Mr. Thiry's effectiveness was reflected in the company's improvement in strategic positioning and relatively strong operating and clinical performance in 2009. The Compensation Committee considered, among other things, the company's increased operating income performance, growth in operating cash flow and earnings per share as compared to 2008. The Compensation Committee also considered the company's clinical outcomes which were again among the best or were the best in virtually every category compared to national averages and the company's continued advancement in its clinical initiatives. The Compensation Committee also considered Mr. Thiry's accomplishments in several non-financial areas that it determined provided increased value to the company in 2009 and which are important to our continued success, including his:

- succession planning efforts and his successful development of key members of senior management,
- significant improvement in organizational capabilities over past years,
- successful progress with respect to significant clinical initiatives,
- involvement in company leadership in public policy efforts that promote the interests of the company and the dialysis industry as a whole,
- advancement of strategic business initiatives, and
- successful working relationship with the Board of Directors, Board recruiting efforts and focus on Board diversity.

The Compensation Committee and the independent members of the Board of Directors determined that Mr. Thiry had exhibited strong performance in 2009, but in response to the potential impact on the company and the industry of healthcare regulatory changes, the Compensation Committee decided to emphasize variable performance-based compensation over fixed compensation. Mr. Thiry was awarded the following compensation:

- The Compensation Committee elected not to increase his 2009 base salary of \$1,050,000 for 2010, consistent with its decision to limit increases to fixed compensation amounts in 2010.
- The Compensation Committee awarded him a cash bonus in the amount of \$2,500,000 under the Executive Incentive Plan reflecting the Compensation Committee's decision to reward performance in the form of variable compensation.
- In 2010, Mr. Thiry was granted 300,000 SSARs and 75,000 RSUs for 2009 performance. In 2009, Mr. Thiry was awarded 650,000 SSARs for 2008 performance.

The Compensation Committee did not increase the fixed number of hours of personal use of a fractionally-owned or chartered corporate aircraft allocated to Mr. Thiry for 2009, which remained at 50 hours. For 2010, the Compensation Committee elected not to increase the number of fixed hours of use of the aircraft available to Mr. Thiry, which remains at 50 hours. When establishing the number of hours to award for the year, the Compensation Committee considered the overall travel burdens required by his position and the relationship between business and non-business travel for Mr. Thiry for the year, as well as his overall compensation package. The Compensation Committee also awarded Mr. Thiry a relocation bonus in the amount of \$200,000 per year for three years (2010, 2011 and 2012) to support Mr. Thiry's transition to Denver, Colorado.

Chief Operating Officer. Mr. Kogod became our chief operating officer on January 1, 2009. Prior to that time, Mr. Kogod served as our President-West. When determining Mr. Kogod's compensation, the Compensation Committee gave significant weight to the company's strong operating performance under his leadership as well as his individual contributions to, among other things, the company's clinical performance, improvements in labor productivity and his management of key business relationships. In 2009, Mr. Kogod's salary was \$650,000 and was increased to \$800,000 for 2010. The Compensation Committee increased Mr. Kogod's salary after considering his performance in 2009, the salary level of Mr. Kogod's predecessor and with reference to the comparative market data provided by Compensia. Mr. Kogod also received a discretionary cash bonus in the amount of \$250,000 at the end of 2009. Mr. Kogod's cash bonus under the Executive Incentive Plan for 2009 performance was \$950,000, further reflecting his strong leadership skills and his substantial contributions to the company's operational and clinical performance. The amount of the award was determined with reference to the bonus levels of his predecessor as well as comparative market data. In 2010, Mr. Kogod was granted 37,500 RSUs and 150,000 SSARs for 2009 performance. In addition to the factors described above, the Compensation Committee placed significant emphasis on long-term retention objectives for Mr. Kogod, the value of Mr. Kogod's outstanding equity awards, his overall individual performance and the Compensation Committee's objective to create long-term incentives through significant equity grants when making this award. Mr. Kogod was awarded 350,000 SSARs in 2009 for performance in 2008.

In 2009, Mr. Kogod was awarded 10 hours of personal use of a fractionally-owned or chartered corporate aircraft for use in 2009 and in 2010 he was awarded 10 hours for use in 2010. Mr. Kogod was also awarded a relocation bonus in the amount of \$118,000 per year for three years to support Mr. Kogod's transition to Denver, Colorado commencing upon his relocation to Denver, Colorado.

Chief Financial Officer. Mr. Whitney has served as our chief financial officer on a part-time basis since March 2008. Mr. Whitney will cease to be our chief financial officer in May 2010 and, thereafter, will continue to work with the company in an executive role to assist with the management transition. The compensation awarded to Mr. Whitney reflected the Compensation Committee's generally high level of satisfaction with his performance, including, among other things, Mr. Whitney's significant contributions to the company's strong operating performance, his involvement in the management of key revenue generating business relationships, his contributions to strategy development and his succession planning efforts. In 2009, Mr. Whitney's salary was \$500,000 and his salary was not increased for 2010 consistent with the Compensation Committee's decision to limit increases to fixed compensation amounts in 2010. Mr. Whitney's salary will be reduced in connection with his transition out of the role of Chief Financial Officer. Mr. Whitney received a discretionary cash bonus in the amount of \$150,000 at the end of 2009. Mr. Whitney's cash bonus for 2009 performance was \$150,000 reflecting his performance and the ongoing transition planning. In 2010, Mr. Whitney was granted 16,750 RSUs and 33,000 SSARs for performance in 2009. Mr. Whitney was awarded 100,000 SSARs in 2009 for performance in 2008.

Additional Named Executive Officer Compensation. The Compensation Committee reviewed Mr. Usilton's and Mr. Rodriguez's performance and determined that they directly contributed to the company's 2009 overall performance. When reviewing their individual performance, the Compensation Committee placed particular emphasis on operating performance in their respective areas of responsibility, their development as managers, their efforts in succession planning for their positions, their individual performance in line with the company's mission and values, and their overall relationship with the company.

Consistent with the Compensation Committee's decision to limit increases to fixed compensation amounts in 2010, Mr. Usilton and Mr. Rodriguez did not receive increases to their 2009 base salaries.

When awarding Mr. Usilton's cash bonus under the Executive Incentive Plan of \$550,000 for 2009 performance, the Compensation Committee considered his strong overall performance in 2009, including, among other things, strong acquisition performance, his management of key business relationships, and retention objectives. Mr. Usilton also received a discretionary cash bonus in the amount of \$150,000 at the end of 2009. In recognition of Mr. Usilton's significant value to the company and the company's strong interest in retaining Mr. Usilton, Mr. Usilton is eligible to receive a bonus of \$1,000,000 if he remains employed with the company on a full time basis through March 2012. Mr. Usilton has 6 hours of personal use of a fractionally-owned or chartered corporate aircraft available for use annually. In 2009, Mr. Usilton forfeited a number of hours allocated to him for business use in exchange for additional hours for personal use for an aggregate allocated amount in 2009 of 13 hours for personal use.

When awarding Mr. Rodriguez's cash bonus under the Executive Incentive Plan of \$520,000 for 2009 performance, the Compensation Committee considered his overall performance in 2009, his responsibility for significant business operations and the intensity of those responsibilities, his management of key revenue generating business relationships, strong leadership and leadership development, potential future contributions to the long-term development of the company and retention objectives. Mr. Rodriguez also received a discretionary cash bonus in the amount of \$200,000 at the end of 2009. Mr. Rodriguez has 6 hours of personal use of a fractionally-owned or chartered corporate aircraft available for use annually.

In 2010, Mr. Usilton was granted 1,200 RSUs and 7,200 SSARs and Mr. Rodriguez was granted 10,500 RSUs and 28,000 SSARs in each case for 2009 performance. The Compensation Committee considered the value of their outstanding equity awards, retention objectives and overall individual performance in 2009 when establishing these awards. In 2009, Messrs. Usilton and Rodriguez received awards of SSARs in the amounts of 100,000 and 65,000, respectively, for 2008 performance.

2009 Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (1) (\$)	Stock Awards (2) (\$)	Option Awards (3) (\$)	Non-Equity Incentive Plan Compensation (4) (\$)	All Other Compensation (5) (\$)	Total (\$)
Kent J. Thiry Chairman of the Board of Directors and Chief Executive Officer	2009	\$1,090,385	— (6)	—	\$7,856,160	\$ 2,500,000	\$ 225,997	\$11,672,142
	2008	\$1,023,076	— (6)	—	\$7,657,200	\$ 2,000,000	\$ 354,111	\$11,034,387
	2007	\$ 940,767	— (6)	—	\$7,980,000	\$ 2,100,000	\$ 260,123	\$11,280,890
Dennis L. Kogod Chief Operating Officer	2009	\$ 628,855	\$ 250,000 (7)	—	\$4,230,240	\$ 950,000	\$ 772	\$ 6,059,867
	2008	\$ 472,414	\$150,000 (7)	—	\$2,353,580	\$ 750,000	\$ 11,109	\$ 3,737,103
Javier J. Rodriguez Senior Vice President	2009	\$ 571,143	\$ 200,000 (8)	—	\$ 776,445	\$ 520,000	\$ 28,632	\$ 2,096,220
	2008	\$ 492,300	\$ 150,000 (8)	—	\$1,176,790	\$ 250,000	\$ 26,738	\$ 2,095,828
	2007	\$ 275,385	\$ 602,500	\$811,950	\$4,440,242	—	\$ 283	\$ 6,130,360
Thomas O. Usilton, Jr. Senior Vice President	2009	\$ 515,380	\$ 150,000 (9)	—	\$1,208,640	\$ 550,000	\$ 24,116	\$ 2,448,136
	2008	\$ 389,233	\$ 150,000 (9)	—	\$1,765,185	\$ 250,000	\$ 23,354	\$ 2,577,772
	2007	\$ 378,840	\$ 452,500	—	\$ 924,931	—	\$ 3,771	\$ 1,760,041
Richard K. Whitney Chief Financial Officer	2009	\$ 519,231	\$ 300,000	—	\$1,208,640	—	\$ 330	\$ 2,028,201
	2008	\$ 423,077	\$ 233,750	—	\$1,843,222	—	\$ 314	\$ 2,500,363

- (1) Bonuses are reported for the year with respect to which they were earned, regardless of when such bonuses are paid. Bonuses may be paid in cash, SSARs, stock options, restricted stock units or a combination of cash, SSARs, stock options, and restricted stock units. The cash component of a bonus is included in this column; however, the cash component of any bonus awarded under our Executive Incentive Plan is included in the "Non-Equity Incentive Plan Compensation" column. In 2007, 2008 and 2009, bonuses were paid in cash and restricted stock awards.
- (2) The amounts shown in this column reflect restricted stock unit awards and represent the aggregate grant date fair value of all such awards granted to the executive during 2009 as estimated by the company for financial reporting purposes. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2009 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FASB ASC Topic 718.
- (3) The amounts shown in this column reflect SSARs and represent the aggregate grant date fair value of all such awards granted to the executive during 2009 as estimated by the company for financial reporting purposes. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2009 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FASB ASC Topic 718.
- (4) The amounts shown in this column constitute payments made under our Executive Incentive Plan. Under our Executive Incentive Plan, awards are reported for the year with respect to which they were earned, regardless of when the award is paid. Please see the "Narrative to the Summary Compensation Table and Grants of Plan-Based Awards Table" below for a discussion of the performance criteria under the Executive Incentive Plan.
- (5) Amounts included in this column are set forth by category below. The amounts disclosed, other than use of a fractionally-owned or chartered corporate aircraft and corporate residential rental property usage, are the actual costs to the company of providing these benefits. Because both a fractionally-owned or chartered corporate aircraft and the corporate residential rental property are used primarily for business purposes, we do not include in incremental cost the fixed costs that do not change based on usage. The incremental cost to us of personal use of a fractionally-owned or chartered corporate aircraft, including use for commuting, is calculated based on the variable operating costs related to the operation of the aircraft, including fuel costs and landing fees, trip-related repairs and maintenance, catering and other miscellaneous variable costs. Fixed costs that do not change based on usage, such as pilot salaries, training, utilities, depreciation, management fees, taxes and general repairs and maintenance are excluded. The incremental cost to us of personal use of the corporate residential rental property, including for commuting purposes, is calculated based on the variable cost related to the maintenance of the property, which primarily includes the cleaning costs associated with each use of the property. The value of the personal use of a fractionally-owned or chartered corporate aircraft and the corporate residential property by our named executive officers is included in their personal income in accordance with applicable tax regulations.

Name	Year	Aircraft Usage (\$)	Corporate Residential Property Usage (\$)	Life Insurance Premiums (\$)	Medical Insurance Cost Offset (\$)	Total All Other Compensation (\$)
Kent J. Thiry	2009	\$221,784 ^(a)	\$ 2,228	*	—	\$ 225,597
	2008	\$352,770 ^(a)	*	*	—	\$ 354,111
	2007	\$259,481 ^(a)	*	*	—	\$ 260,123
Dennis L. Kogod	2009	—	—	*	—	\$ 772
	2008	\$ 10,609	—	*	—	\$ 11,109
Javier J. Rodriguez	2009	\$ 27,972	—	*	—	\$ 28,632
	2008	\$ 26,396	—	*	—	\$ 26,738
	2007	—	—	*	—	\$ 283
Thomas O. Umlton, Jr	2009	\$ 33,423	—	*	—	\$ 24,116
	2008	\$ 22,995	—	*	—	\$ 23,354
	2007	\$ 3,429	—	*	—	\$ 3,771
Richard K. Whitney	2009	—	—	*	—	\$ 330
	2008	—	—	*	—	\$ 314

* Amount represents less than \$1,000.

(a) Until November 2009, Mr. Thiry lived in Northern California and frequently worked from Northern California when he was not otherwise traveling. The Compensation Committee and the Board of Directors determined that it was in the best interests of the company and its stockholders that Mr. Thiry travel to the company's executive offices in El Segundo, California (which was also the corporate headquarters until November 2009) frequently and as needed. As a result, the Compensation Committee provided the use of a fractionally-owned or chartered corporate aircraft for this purpose instead of additional cash compensation that would have otherwise been paid. When Mr. Thiry traveled to our El Segundo, California offices for business purposes, we treated these trips as long-distance commuting. These trips were required for business purposes, but our treatment of these trips as long-distance commuting requires that they be characterized as personal use and that Mr. Thiry be taxed on the value of these trips, which is included in Mr. Thiry's personal income in accordance with applicable tax regulations. In November 2009, our corporate headquarters were moved to Denver, Colorado and in November 2009, Mr. Thiry also moved his residence to Colorado. Separately, as part of his aggregate compensation package, personal use of a fractionally-owned or chartered corporate aircraft is available to Mr. Thiry for a fixed number of hours per year as authorized by the Compensation Committee. When determining the characterization of trips that include a personal component, various factors are considered, including the primary reason for the trip, the importance and necessity of the business component and the materiality of the personal component. If Mr. Thiry were to exceed the fixed number of hours for personal use that is unrelated to business or long-distance commuting in a given year, the excess hours of personal use would offset the number of hours approved by the Compensation Committee the following year for personal use or Mr. Thiry would be required to compensate us directly. Historically, Mr. Thiry has not exceeded the hours authorized for personal use.

(6) Mr. Thiry's annual performance bonus awarded under our Executive Incentive Plan is included under the "Non-Equity Incentive Plan Compensation" column.

(7) Mr. Kogod's annual performance bonus awarded under our Executive Incentive Plan is included under the "Non-Equity Incentive Plan Compensation" column.

(8) Mr. Rodriguez's annual performance bonus awarded under our Executive Incentive Plan is included under the "Non-Equity Incentive Plan Compensation" column.

(9) Mr. Umlton's annual performance bonus awarded under our Executive Incentive Plan is included under the "Non-Equity Incentive Plan Compensation" column.

The following table sets forth information concerning awards made to each of the named executive officers under the company's Executive Incentive Plan and equity compensation plans during 2009.

2009 Grants of Plan-Based Awards

Name	Grant Date	Approval Date	Estimated Future Payments Under Non-Equity Incentive Plan Awards ⁽¹⁾		All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/S)	Grant Date Fair Value of Stock and Option Awards (\$) ⁽²⁾
			Target (\$)	Maximum (\$)				
Kent J. Thiry	3/2/2009	2/25/2009	\$ 1,050,000	\$ 10,000,000	—	650,000 ⁽³⁾	\$ 46.26	\$7,856,160
Dennis L. Kogod	3/2/2009	2/25/2009	\$ 750,000	\$ 10,000,000	—	350,000 ⁽³⁾	\$ 46.26	\$4,230,240
Javier J. Rodriguez	3/6/2009	3/6/2009	\$ 250,000	\$ 5,000,000	—	65,000 ⁽³⁾	\$ 45.72	\$ 776,445
Thomas O. Usilton, Jr.	3/2/2009	2/25/2009	\$ 250,000	\$ 5,000,000	—	100,000 ⁽³⁾	\$ 46.26	\$1,208,640
	7/15/2009	7/15/2009	—	\$ 650,000	—	—	—	—
Richard K. Whiteley	3/2/2009	2/25/2009	—	—	—	100,000 ⁽³⁾	\$ 46.26	\$1,208,640

- (1) The maximum amounts reported reflect the maximum potential bonus levels set by the Compensation Committee under the Executive Incentive Plan in 2009, except with respect to Mr. Usilton's award granted on July 15, 2009, which reflects the maximum amount for an award under the Executive Incentive Plan based on his accomplishment of performance goals for 2009 relating to the successful negotiation of a commercial payor contract and successful physician group recruitment. There were no thresholds for the 2009 awards under the Executive Incentive Plan. With respect to Mr. Thiry, the target amount set forth above for the Executive Incentive Plan is Mr. Thiry's current annual base salary, which is the target set in his employment agreement; however, an actual award may exceed that amount. With respect to Mr. Kogod, Mr. Rodriguez and Mr. Usilton, because the Compensation Committee does not set a target amount under the Executive Incentive Plan, the target amount reported for the March 2009 grant is the cash bonus amount earned by each of Mr. Kogod, Mr. Rodriguez and Mr. Usilton under the Executive Incentive Plan in 2008. With respect to the July 2009 award grant to Mr. Usilton, no target amount was established. In each case, the cash bonus amounts actually earned by Mr. Thiry, Mr. Kogod, Mr. Rodriguez and Mr. Usilton in 2009 are reported as "Non-Equity Incentive Plan Compensation" in the Summary Compensation Table. Please see the "Narrative to the Summary Compensation Table and Grants of Plan-Based Awards Table" below for a discussion of the performance criteria under the Executive Incentive Plan.
- (2) These amounts are the aggregate grant date fair values of each award determined pursuant to FASB ASC Topic 718. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2009 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FASB ASC Topic 718.
- (3) This number represents SSARs awarded under the Equity Compensation Plan. These awards vest 25% at the 12th month from the date of grant, 8.33% at the 20th month following the grant date, and 8.33% every four months thereafter.

Narrative to the Summary Compensation Table and Grants of Plan-Based Awards Table

Employment Agreements

On July 25, 2008, we entered into an employment agreement with Mr. Thiry which replaced his employment agreement that was entered into on October 18, 1999 (as amended on May 20, 2000, November 28, 2000 and March 20, 2005). The employment agreement provides for an initial term through July 25, 2011 and continues thereafter with no further action by either party for successive one-year terms. Mr. Thiry is eligible to receive a bonus based upon the achievement of performance goals as determined by the Compensation

Committee and the independent directors in accordance with the Compensation Committee charter. His target incentive bonus under his employment agreement is his annual base salary in effect during the beginning of the applicable fiscal year, although his actual incentive bonus may exceed that amount in a particular year, and has exceeded that amount in recent years.

We entered into an employment agreement with Mr. Kogod effective October 24, 2005. This agreement was subsequently amended effective December 12, 2008. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Kogod is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee.

We entered into an employment agreement with Mr. Rodriguez effective March 17, 2010. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Rodriguez is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee.

We entered into an employment agreement with Mr. Usilton effective August 16, 2004. This agreement was subsequently amended effective December 15, 2006 and December 12, 2008. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Usilton is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee.

We entered into an employment agreement with Mr. Whitney effective February 13, 2008. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Whitney is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee.

For a description of certain termination and change of control provisions included in the employment agreements for certain of our named executive officers, please see "Potential Payments Upon Termination or Change of Control" beginning on page 52 of this Proxy Statement.

Awards

During 2009, the Compensation Committee and the Board of Directors granted SSARs to our named executive officers pursuant to the Equity Compensation Plan. In connection with the annual grant of stock-based awards, the Compensation Committee approved, and, with respect to Mr. Thiry the independent directors ratified, grants of SSARs to Mr. Thiry, Mr. Kogod, Mr. Rodriguez, Mr. Usilton and Mr. Whitney, in each case with a base price equal to the closing price of our common stock on the date of grant. The grant date of the awards to Mr. Thiry, Mr. Kogod, Mr. Usilton and Mr. Whitney was March 2, 2009, the grant date of the annual broad grant to teammates. The award to Mr. Rodriguez was granted on March 6, 2009. The amount of SSARs awarded to each named executive officer and vesting schedule and terms are described in the Grants of Plan-Based Awards Table.

In early 2009, the Compensation Committee established potential bonuses for 2009 performance for Mr. Thiry, Mr. Kogod, Mr. Rodriguez and Mr. Usilton under the Executive Incentive Plan. The amount of the potential bonuses was tied to satisfaction of an operating income performance target established by the Compensation Committee and the potential award amount was up to \$10,000,000 for Mr. Thiry and Mr. Kogod and up to \$5,000,000 for Mr. Rodriguez and Mr. Usilton. The company achieved and exceeded the target operating income performance goal. The Compensation Committee considered a number of factors in determining the bonus amounts payable to Mr. Thiry, Mr. Kogod, Mr. Rodriguez and Mr. Usilton, including each

individual's performance in 2009 and overall company financial and non-financial performance and used its discretion when determining the final bonus amounts. In July 2009, the Compensation Committee established an award under the Executive Incentive Plan for Mr. Usilton based on his accomplishment of performance goals for 2009 relating to the successful negotiation of a commercial payor contract and successful physician group recruitment. In each case, the Executive Incentive Plan cash bonuses earned by Mr. Thiry, Mr. Kogod, Mr. Rodriguez and Mr. Usilton are reported as "Non-Equity Incentive Plan Compensation" in the Summary Compensation Table. Please see "Compensation Discussion and Analysis" beginning on page 31 of this Proxy Statement for more information regarding the Executive Incentive Plan and the awards made in 2009.

Salary and Cash Bonus in Proportion to Total Compensation

The following table sets forth the percentage of each named executive officer's total compensation as set forth in the Summary Compensation Table that we paid in the form of base salary and cash bonus. For a description of the objectives of our compensation programs and overall compensation philosophy, please see "Compensation Discussion and Analysis" beginning on page 31 of this Proxy Statement.

Name	Salary and Cash Bonus as Percentage of Total 2009 Compensation
Kent J. Thiry	31%
Dennis L. Kogod	30%
Javier J. Rodriguez	62%
Thomas O. Usilton, Jr	50%
Richard K. Whitney	40%

The following table sets forth information concerning outstanding stock options and SSARs and unvested stock awards held by each of the named executive officers at December 31, 2009.

2009 Outstanding Equity Awards at Fiscal Year-End

Name	Grant Date	Option Awards				Stock Awards	
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)
Kent J. Thiry	7/1/2006	450,000 ⁽²⁾	150,000 ⁽²⁾	\$49.70	7/1/2011		
	3/16/2007	350,000 ⁽²⁾	250,000 ⁽²⁾	\$52.76	3/16/2012		
	3/11/2008	250,000 ⁽²⁾	500,000 ⁽²⁾	\$43.70	3/11/2013		
	3/2/2009	—	650,000 ⁽²⁾	\$46.26	3/2/2014		
Dennis L. Kogod	10/24/2005	10,000 ⁽²⁾	1,667 ⁽²⁾	\$48.44	10/24/2010		
	12/30/2005	25,000 ⁽³⁾	—	\$50.64	12/30/2010		
	10/11/2006	23,333 ⁽²⁾	11,667 ⁽²⁾	\$56.38	10/11/2011		
	3/14/2007	29,166 ⁽²⁾	20,834 ⁽²⁾	\$52.12	3/14/2012		
	3/14/2007	—	100,000 ⁽⁴⁾	\$52.12	3/14/2012		
	2/28/2008	66,666 ⁽²⁾	133,334 ⁽²⁾	\$50.37	2/28/2013		
Javier J. Rodriguez	3/2/2009	—	350,000 ⁽²⁾	\$46.26	3/2/2014		
	9/22/2005	24,000 ⁽⁵⁾	—	\$46.00	9/22/2010		
	12/30/2005	22,000 ⁽³⁾	—	\$50.64	12/30/2010		
	7/1/2006	150,000 ⁽²⁾	50,000 ⁽²⁾	\$49.70	7/1/2011		
	3/14/2007	22,500 ⁽⁴⁾	37,500 ⁽⁴⁾	\$52.12	3/14/2012		
	3/14/2007	—	100,000 ⁽⁴⁾	\$52.12	3/14/2012		
	7/30/2007	75,000 ⁽²⁾	75,000 ⁽²⁾	\$54.13	7/30/2012		
	2/28/2008	33,333 ⁽²⁾	66,667 ⁽²⁾	\$50.37	2/28/2013		
	3/6/2009	—	65,000 ⁽²⁾	\$45.72	3/6/2014	15,000 ⁽⁷⁾	\$881,100
Thomas O. Usilton, Jr	7/30/2007						
	9/22/2005	40,000 ⁽⁵⁾	—	\$46.00	9/22/2010		
	7/1/2006	15,000 ⁽²⁾	5,000 ⁽²⁾	\$49.70	7/1/2011		
	10/11/2006	33,333 ⁽²⁾	16,667 ⁽²⁾	\$56.38	10/11/2011		
	3/14/2007	24,375 ⁽⁴⁾	40,625 ⁽⁴⁾	\$52.12	3/14/2012		
	2/28/2008	50,000 ⁽²⁾	100,000 ⁽²⁾	\$50.37	2/28/2013		
Richard K. Whitney	3/2/2009	—	100,000 ⁽²⁾	\$46.26	3/2/2014		
	2/14/2008	70,000 ⁽⁸⁾	—	\$50.50	8/14/2011		
	2/15/2008	50,000 ⁽⁹⁾	—	\$50.99	8/15/2011		
	2/19/2008	30,000 ⁽¹⁰⁾	—	\$50.82	8/19/2011		
	2/20/2008	30,000 ⁽¹¹⁾	—	\$50.42	8/20/2011		
	2/21/2008	6,112 ⁽¹²⁾	13,888 ⁽¹²⁾	\$50.84	8/21/2011		
	3/2/2009	—	100,000 ⁽²⁾	\$46.26	3/2/2014		

⁽¹⁾ The market value of shares or units of stock that have not vested reflects the \$58.74 closing price of our stock on December 31, 2009, as reported by the NYSE.

⁽²⁾ These SSARs vest 25% at the 12th month, 8.33% at the 20th month, and 8.33% every four months thereafter from the grant date.

⁽³⁾ These options vest 50% at the 24th month, 25% at the 36th month and 25% at the 48th month from the grant date.

⁽⁴⁾ These SSARs vest 50% at the 36th month, 12.5% at the 45th month, and 12.5% every three months thereafter from the grant date.

⁽⁵⁾ These options vest 50% at the 24th month, 8.33% at the 28th month, and 8.33% every four months thereafter from the grant date.

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- (6) These SSARs vest 25% at the 24th month, 12.5% at the 32nd month, and 12.5% every four months thereafter from the grant date.
 - (7) These restricted stock units vest 33.34% at the 36th month and 11.11% every four months thereafter from the grant date.
 - (8) These SSARs vest in full on the anniversary of the grant date.
 - (9) These SSARs vest 93% at the 12th month and 7% at the 13th month from the grant date.
 - (10) These SSARs vest 12% at the 13th month, 23% at the 14th, 15th, and 16th month, and 19% at the 17th month from the grant date.
 - (11) These SSARs vest 5% at the 17th month, 23% at the 18th, 19th, 20th, and 21st month, and 3% at the 22nd month from the grant date.
 - (12) These SSARs vest 30% at the 22nd month and 35% at the 23rd and 24th month from the grant date.

The following table sets forth information concerning the exercise of stock options and SSARs and the vesting of stock awards held by each of the named executive officers during 2009.

2009 Option Exercises and Stock Vested

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) ⁽¹⁾	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽²⁾
Kent J. Thiry	1,097,444	\$25,159,265	12,500	\$ 538,125
Dennis L. Kogod	—	—	—	—
Javier J. Rodriguez	60,000	\$ 1,113,500	—	—
Thomas O. Usilton, Jr.	12,700	\$ 293,902	5,000	\$ 256,900
Richard K. Whitney	—	—	—	—

(1) Value realized on exercise is determined by subtracting the exercise or base price from the closing price for our common stock on the date of exercise as reported by the NYSE or, for same-day sales, from the actual sale price, and multiplying the remainder by the number of shares underlying the award.

(2) Value realized on vesting is determined by multiplying the number of shares underlying restricted stock units by the closing price for our common stock on the date of vesting, as reported by the NYSE.

2009 Pension Benefits

The company does not have a defined benefit pension plan in which any teammate, including the named executive officers, can participate to receive payments or other benefits at, following, or in connection with retirement. See "Compensation Discussion and Analysis" beginning on page 31 of this Proxy Statement for more information regarding our compensation philosophy.

2009 Nonqualified Deferred Compensation

The following table sets forth information concerning the company's nonqualified deferred compensation plans.

2009 Nonqualified Deferred Compensation

Name	Executive Contributions in Last FY (\$)	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$) ⁽¹⁾	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last FYE (\$)
Kent J. Thiry					
Voluntary Deferral Plan	\$ 772,596 ⁽²⁾	—	\$248,427	—	\$1,218,313 ⁽⁴⁾
Dennis L. Kogod					
Executive Retirement Plan	—	—	\$ 51,422	—	\$ 177,383
Javier J. Rodriguez					
Voluntary Deferral Plan	—	—	\$ 91,426	—	\$ 366,450 ⁽⁵⁾
Thomas O. Usilton, Jr.					
Deferred Bonus Plan ⁽³⁾	—	—	\$ 2,078	\$ (156,390)	—
Voluntary Deferral Plan	\$ 157,871 ⁽²⁾	—	\$ (26,164)	—	\$ 338,464 ⁽⁶⁾
Richard K. Whitney	—	—	—	—	—

(1) Unless otherwise indicated, none of the earnings in this column is included in the Summary Compensation Table because they are not preferential or above market.

(2) This amount is included in the "Salary" column for 2009 in the Summary Compensation Table.

- (3) This amount relates to a special \$500,000 bonus earned by Mr. Usilton in connection with the acquisition of Gambro Healthcare, Inc., in 2005 (and reflected as income in that year in the Summary Compensation Table included in the company's proxy statement for its 2006 annual meeting), which vested and was paid 25% on each of the first, second, third and fourth anniversary dates of the acquisition beginning on October 5, 2006.
- (4) Mr. Thiry deferred \$255,769 into the Voluntary Deferral Plan that was reported in the "Salary" column for 2008 in the Summary Compensation Table.
- (5) Mr. Rodriguez deferred \$338,934 into the Voluntary Deferral Plan that was reported in the "Salary" column for 2007 in the Summary Compensation Table.
- (6) Mr. Usilton deferred \$245,763 and \$808 into the Voluntary Deferral Plan that was reported in the "Salary" column for 2008 and 2007, respectively, in the Summary Compensation Table.

The 2009 Nonqualified Deferred Compensation Table presents amounts deferred under our Voluntary Deferral Plan. Under the Voluntary Deferral Plan, participants may defer (i) up to 50% of their base salary, (ii) all or a portion of their annual bonus payment that is earned in the same year as their base salary but payable in the following year and (iii) all or a portion of their other compensation as determined by the company. Deferred amounts are credited with earnings or losses based on the rate of return of one or more investment alternatives selected by the participant from among the investment funds selected by the company. Participants may change their investment elections daily. We do not make contributions to participants' accounts under the Voluntary Deferral Plan. All participant contributions are irrevocably funded into a rabbi trust for the benefit of those participants. Assets held in the trust are subject to the claims of the company's general creditors in the event of the company's bankruptcy or insolvency until paid to the plan participants. Distributions are generally paid out in cash at the participant's election either in the first or second year following retirement or in a specified year at least three to four years after the deferral election was effective. Participants elect to receive distributions in the form of one, five, ten, fifteen or twenty annual installments. If the participant has not elected a specified year for payout and the participant becomes disabled, dies or has a separation from service, distributions generally will be paid in a lump sum cash distribution. In the event of an unforeseeable emergency, the plan administrator may, in its sole discretion, authorize the cessation of deferrals by a participant, provide for immediate distribution to a participant in the form of a lump sum cash payment or provide for such other payment schedule as the plan administrator deems appropriate.

The table also presents amounts earned under our Deferred Bonus Plan. Under the Deferred Bonus Plan, the company has complete discretion as to the amount of any contributions. Any contributions that are made are treated as allocated as of the last day of the plan year which is December 31. Participants generally earn a vested right to the contributions made on their behalf at a rate of 50% on each of the first and second anniversaries of the contribution date, subject to modification in the discretion of the company. Deferred amounts are credited with earnings or losses based on the rate of return of one or more investment alternatives selected by the participant from among the investment funds selected by the company. Participants may change their investment elections daily. All company contributions are irrevocably funded into a rabbi trust for the benefit of the participants on whose behalf the contributions are made. Assets held in the trust are subject to the claims of the company's general creditors in the event of the company's bankruptcy or insolvency until paid to the plan participants. Distributions are paid in a lump sum distribution equal to the vested portion of the participant's account.

The table also presents amounts deferred under our Executive Retirement Plan. The Executive Retirement Plan was assumed by the company from Gambro Healthcare, Inc. following our acquisition of Gambro Healthcare in October 2005. Amounts contributed to the plan were based on a percentage of an executive's annual base salary and such contributions were made prior to our assumption of the plan. We did not make any contributions to the Executive Retirement Plan following our assumption of the plan and effective February 1, 2006 we amended the plan to eliminate the obligation to make further contributions under the plan. Under the plan, amounts in a participant's deferred account vest 100% upon the earlier of: (i) two years of service following the date of contribution and (ii) the date the participant reaches the age of 60. All amounts contributed under this plan and currently in deferred accounts were contributed prior to February 1, 2006 and therefore are fully vested.

Deferred amounts are credited with earnings or losses based on the rate of return of one or more investment alternatives selected by the participant from among the investment funds selected by the company. Participants may change their investment elections daily. All contributions are irrevocably funded into a rabbi trust for the benefit of plan participants. Assets held in the trust are subject to the claims of the company's general creditors in the event of the company's bankruptcy or insolvency until paid to the plan participants.

Potential Payments Upon Termination or Change of Control

Severance Payments and Benefits

The following tables and summary set forth the company's payment obligations pursuant to the terms of the employment agreements and/or the DaVita Severance Plan for each of our named executive officers, under the circumstances described below, assuming that their employment was terminated on December 31, 2009.

Kent J. Thiry ⁽¹⁾

Benefit	Death	Disability	Involuntary Termination without Cause ⁽¹⁰⁾	Involuntary Termination without Cause (prior to age 62) ⁽²⁾	Resignation for Good Reason ⁽¹¹⁾
Payment of multiple of base salary and average of last two years' bonuses as of termination for a specified period following termination	—	—	\$ 9,300,000 ⁽³⁾	\$ 4,650,000 ⁽⁴⁾	\$ 9,300,000 ⁽³⁾
Bonus ⁽⁵⁾	\$2,500,000 ⁽⁶⁾	\$2,500,000 ⁽⁶⁾	\$ 2,500,000 ⁽⁷⁾	\$ 2,500,000 ⁽⁷⁾	\$ 2,500,000 ⁽⁷⁾
Continued health benefits for a specified period following termination	—	—	\$ 53,649 ⁽⁸⁾	\$ 53,649 ⁽⁸⁾	\$ 53,649 ⁽⁸⁾
Office and secretarial assistance	—	—	\$ 468,768 ⁽⁹⁾	\$ 468,768 ⁽⁹⁾	\$ 468,768 ⁽⁹⁾
Total	\$2,500,000	\$2,500,000	\$ 12,322,418	\$ 7,672,418	\$ 12,322,418

⁽¹⁾ For a description of the value of stock-based awards held by Mr. Thiry that are subject to accelerated vesting upon a Change of Control, see "Accelerated Vesting of Stock-Based Awards" below.

⁽²⁾ Mr. Thiry will be entitled to receive the payments set forth in this column in the event that, prior to the date on which Mr. Thiry attains age 62, the Board of Directors gives Mr. Thiry written notice that the term of his employment agreement shall not be extended.

⁽³⁾ Mr. Thiry will be entitled to receive a lump-sum payment equal to the product of (x) three, and (y) the sum of his base salary in effect as of the date of termination and the Prior Bonus. "Prior Bonus" means the average of the annual incentive bonus earned under the Executive Incentive Plan (including any bonus earned and payable but not yet paid) for the last two fiscal years before the fiscal year in which Mr. Thiry's employment was terminated. The amount reported in the table above reflects the product of (x) three, and (y) the sum of Mr. Thiry's base salary as of December 31, 2009, which was \$1,050,000, and the average of Mr. Thiry's 2008 annual incentive bonus in the amount of \$2,000,000 and Mr. Thiry's 2007 annual bonus in the amount of \$2,100,000.

⁽⁴⁾ Mr. Thiry will be entitled to receive a lump sum payment equal to the product of (x) one and one-half, and (y) the sum of his base salary in effect as of the date of termination and the Prior Bonus (as defined above). The amount reported in the table above reflects the product of (x) one and one-half, and (y) the sum of Mr. Thiry's base salary as of December 31, 2009, which was \$1,050,000, and the average of Mr. Thiry's 2008 annual incentive bonus in the amount of \$2,000,000 and Mr. Thiry's 2007 annual incentive bonus in the amount of \$2,100,000.

⁽⁵⁾ Does not include any amounts payable to Mr. Thiry pursuant to our Voluntary Deferral Plan which amounts are included in the 2009 Nonqualified Deferred Compensation Table. Such amounts are currently vested, but payment thereof may be accelerated in the event of death, disability or termination of employment.

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- (6) Mr. Thiry (or his estate) will be entitled to receive the amount of any bonus earned and payable but not yet paid for the fiscal year prior to the year in which the termination occurs. On December 31, 2009, Mr. Thiry had fully earned his bonus for 2009, so he would receive the full amount of his annual incentive bonus as reported in the Summary Compensation Table upon termination.
- (7) Mr. Thiry will be entitled to receive the amount of any bonus earned and payable but not yet paid for the fiscal year prior to the year in which the termination occurs. Mr. Thiry will also be entitled to receive a prorated annual incentive bonus (based on the actual bonus earned under the objective standards set forth in the Executive Incentive Plan for the fiscal year in which the termination occurs) through and including the date of termination. On December 31, 2009, Mr. Thiry had fully earned his annual incentive bonus for 2009, so he would be entitled to receive the full amount of his annual incentive bonus as reported in the Summary Compensation Table upon termination.
- (8) Mr. Thiry will continue to receive his health benefits for the three-year period following termination. The amount reported in the table above is the estimated actual cost of COBRA insurance premiums for Mr. Thiry for the three-year period following termination.
- (9) Mr. Thiry will be entitled to the use of an office and services of an administrative assistant for three years or until he obtains other full-time employment. The amounts above reflect the estimated costs to us of providing the office and secretarial services for three years.
- (10) Involuntary termination for "Cause" occurs if the company terminates employment for any of the following reasons: (i) conviction of a felony; (ii) the adjudication by a court of competent jurisdiction that the executive has committed any act of fraud or dishonesty resulting or intended to result directly or indirectly in personal enrichment at the expense of the company; (iii) repeated failure or refusal by the executive to follow policies established by the Board of Directors or written directives of the Board of Directors that goes uncorrected for a period of 30 consecutive days after notice of such failure or refusal, and that is material and willful and has a material adverse effect on the company's business; or (iv) a material breach of the executive's employment agreement that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive.
- (11) "Good Reason" means during the employment period, without the written consent of the executive, any one or more of the following (provided that an isolated, insubstantial or inadvertent action not taken in bad faith or failure not occurring in bad faith which is remedied by the company promptly after receipt of notice thereof given by the executive shall not constitute Good Reason): (i) the assignment to the executive of any duties inconsistent in any material and adverse respect with the executive's then current duties and responsibilities; (ii) the material and adverse change in the executive's titles or positions; (iii) reduction in the executive's base salary or target annual incentive opportunity, unless such reductions are part of an across-the-board reduction that applies to all senior executives of the company and takes effect prior to a change in control; or (iv) any material breach by the company of the employment agreement, that is not corrected within 30 days after notice of such breach.

Dennis L. Kogod ⁽¹⁾

Benefit	Death	Disability	Involuntary Termination for Other than Material Cause ⁽⁵⁾	Resignation Following a Good Cause ⁽⁶⁾ Event Unrelated to a Change of Control ⁽⁷⁾	Resignation Following a Good Cause ⁽⁶⁾ Event After a Change of Control ^{(1) (7)}
Payment of base salary (or multiple thereof) in effect at termination for a specified period following termination	—	—	\$ 650,000 ⁽²⁾	\$ 650,000 ⁽²⁾	\$ 1,300,000 ⁽³⁾
Bonus	—	—	\$ 800,000 ⁽⁴⁾	\$ 800,000 ⁽⁴⁾	\$ 800,000 ⁽⁴⁾
Continued health benefits for a specified period following termination	—	—	—	—	—
Total	—	—	\$ 1,450,000	\$ 1,450,000	\$ 2,100,000

(1) For a description of the value of stock-based awards held by Mr. Kogod that are subject to accelerated vesting upon a Change of Control, see "—Accelerated Vesting of Stock-Based Awards" below.

(2) Mr. Kogod will be entitled to receive his salary for the one-year period following his termination or resignation. As of December 31, 2009, Mr. Kogod's base salary was \$650,000.

(3) Mr. Kogod will be entitled to receive his salary for the two-year period following his resignation.

(4) Mr. Kogod will be entitled to receive a lump-sum payment equivalent to the bonus that he had been paid in the year before the termination. Mr. Kogod's 2008 bonus was \$800,000.

(5) Involuntary termination for "Material Cause" occurs if the company terminates employment for any of the following reasons: (i) pleading nolo contendere or conviction of a felony; (ii) the adjudication by a court of competent jurisdiction that the executive has committed any act of fraud or dishonesty resulting or intended to result directly or indirectly in personal enrichment at the expense of the company; (iii) repeated failure or refusal by the executive to follow policies or directives reasonably established by the chief executive officer of the company or his designee that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive; (iv) a material breach of the executive's employment agreement that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive; (v) an act of unlawful discrimination, including sexual harassment; (vi) a violation of the duty of loyalty or of any fiduciary duty; (vii) exclusion or notice of exclusion of the executive from participating in any federal health care program; or (viii) any gross or willful misconduct or gross negligence in the performance of the executive's duties or egregious conduct that brings the company or any of its subsidiaries or affiliates into public disgrace or disrepute.

(6) "Good Cause" means the occurrence of the following events without the executive's express written consent: (i) the company materially diminishes the scope of the executive's duties and responsibilities; or (ii) the company materially reduces the executive's base compensation. Notwithstanding the above, the occurrence of any such condition shall not constitute Good Cause unless the executive provides notice to the company of the existence of such condition not later than 90 days after the initial existence of such condition, and the company shall have failed to remedy such condition within 30 days after receipt of such notice.

(7) "Change of Control" means (i) any transaction or series of transactions in which any person or group (within the meaning of Rule 13d-5 under the Exchange Act and Sections 13(d) and 14(d) of the Exchange Act) becomes the direct or indirect "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), by way of a stock issuance, tender offer, merger, consolidation, other business combination or otherwise, of greater than 50% of the total voting power (on a fully diluted basis as if all convertible securities had been converted and all warrants and options had been exercised) entitled to vote in the election of directors of the company (including any transaction in which the company becomes a wholly-owned or majority-owned subsidiary of another corporation), (ii) any merger or consolidation or reorganization in which the company does not survive, (iii) any merger or consolidation in which the company survives, but the shares of the company's common stock outstanding immediately prior to such merger or consolidation represent 40% or

less of the voting power of the company after such merger or consolidation, and (iv) any transaction in which more than 40% of the company's assets are sold. However, despite the occurrence of any of the above-described events, a "Change of Control" will not have occurred if Mr. Thiry remains the chief executive officer of the company for at least one year after the Change of Control or becomes the chief executive officer of the surviving company with which the company merged or consolidated and remains in that position for at least one year after the Change of Control.

We entered into an employment agreement with Mr. Rodriguez on March 17, 2010; prior to that time, we did not have an employment agreement with him. Presented below is a summary of the company's payment obligations assuming termination on December 31, 2009: (1) prior to the entry of the employment agreement with Mr. Rodriguez, and (2) giving effect to the new employment agreement.

Javier J. Rodriguez⁽¹⁾
Prior to Entry into Employment Agreement

Benefit	Death	Disability	Involuntary Termination for Other than Material Cause ⁽⁴⁾
Payment of base salary (or multiple thereof) in effect at termination for a specified period following termination	—	—	\$ 550,000 ⁽²⁾
Bonus ⁽³⁾	—	—	—
Continued health benefits for a specified period following termination	—	—	—
Total	\$ —	\$ —	\$ 550,000

- (1) Prior to March 17, 2010, Mr. Rodriguez was not a party to an employment agreement with the company. As a result, Mr. Rodriguez was not entitled to any severance payments or benefits, unless we granted such rights in our discretion under the DaVita Severance Plan; however, Mr. Rodriguez was entitled to accelerated vesting of certain stock-based awards upon a Change of Control. For a description of the value of stock-based awards held by Mr. Rodriguez that were subject to accelerated vesting upon a Change of Control, see "—Accelerated Vesting of Stock-Based Awards" below.
- (2) Under the terms of the DaVita Severance Plan, Mr. Rodriguez was only entitled to severance payment and benefits if approved by our Senior Vice President of People Services and our Assistant General Counsel-Labor. If such approval were obtained, Mr. Rodriguez would have been entitled to continue to receive his base salary for a period of 12 months following his termination. As of December 31, 2009, Mr. Rodriguez's base salary was \$550,000. Such payment obligation would have reduced dollar-for-dollar by the amount of any compensation received by Mr. Rodriguez from another employer during the severance payment period, and Mr. Rodriguez would have been obligated to use reasonable efforts to find employment during such period.
- (3) Does not include any amounts payable to Mr. Rodriguez pursuant to our Voluntary Deferral Plan which amounts are included in the 2009 Nonqualified Deferred Compensation Table. Such amounts are currently vested, but payment thereof may be accelerated in the event of death, disability or termination of employment.
- (4) Under the DaVita Severance Plan "Material Cause" includes, but is not limited to, (i) failure to perform job responsibilities; (ii) violation of the company's policies and procedures; (iii) an act of fraud or dishonesty affecting or involving the company; or (iv) a breach of a material provision of the executive's employment or similar agreement with the company.

Giving Effect to the Employment Agreement ⁽¹⁾

Benefit	Death	Disability	Involuntary Termination for Other than Material Cause ⁽⁶⁾	Resignation For Good Cause ⁽⁷⁾	Resignation Following a Good Cause ⁽⁷⁾ Event After a Change of Control ^{(1) (8)}
Payment of base salary (or multiple thereof) in effect at termination for a specified period following termination	—	—	\$ 825,000 ⁽²⁾	\$ 825,000 ⁽²⁾	\$ 1,100,000 ⁽³⁾
Bonus ⁽⁴⁾	—	—	\$ 250,000 ⁽⁵⁾	\$ 250,000 ⁽⁵⁾	\$ 250,000 ⁽⁵⁾
Continued health benefits for a specified period following termination	—	—	—	—	—
Total	—	—	\$ 1,075,000	\$ 1,075,000	\$ 1,350,000

(1) For a description of the value of stock-based awards held by Mr. Rodriguez that are subject to accelerated vesting upon a Change of Control, see “Accelerated Vesting of Stock-Based Awards” below.

(2) Mr. Rodriguez will be entitled to receive his salary for the 18-month period following his termination or resignation. As of December 31, 2009, Mr. Rodriguez’s base salary was \$550,000.

(3) Mr. Rodriguez will be entitled to receive his salary for the two-year period following his resignation.

(4) Does not include any amounts payable to Mr. Rodriguez pursuant to our Voluntary Deferral Plan which amounts are included in the 2009 Nonqualified Deferred Compensation Table. Such amounts are currently vested, but payment thereof may be accelerated in the event of death, disability or termination of employment.

(5) If Mr. Rodriguez is terminated after April in a given year, he will be entitled to receive a lump-sum payment equal to the bonus paid in the year prior to the termination, pro-rated for the number of months served in the year his employment is terminated. Mr. Rodriguez’s 2008 bonus was \$250,000.

(6) Involuntary termination for “Material Cause” occurs if the company terminates employment for any of the following reasons: (i) conviction of a felony or plea of no contest to a felony; (ii) any act of fraud or dishonesty in connection with the performance of the executive’s duties; (iii) repeated failure or refusal by the executive to follow lawful policies or directives reasonably established by the chief executive officer of the company or his designee that goes uncorrected for a period of 10 consecutive days after written notice has been provided to the executive; (iv) a material breach of the executive’s employment agreement; (v) any gross or willful misconduct or gross negligence by the executive in performance of his duties; (vi) egregious conduct by the executive that brings the company or any of its subsidiaries or affiliates into public disgrace or disrepute; (vii) an act of unlawful discrimination, including sexual harassment; (viii) a violation of the duty of loyalty or of any fiduciary duty; or (ix) exclusion or notice of exclusion of the executive from participating in any federal health care program.

(7) “Good Cause” means the occurrence of the following events without the executive’s express written consent: (i) the company materially diminishes the scope of the executive’s duties and responsibilities; or (ii) the company materially reduces the executive’s base compensation. Notwithstanding the above, the occurrence of any such condition shall not constitute Good Cause unless the executive provides notice to the company of the existence of such condition not later than 90 days after the initial existence of such condition, and the company shall have failed to remedy such condition within 30 days after receipt of such notice.

(8) “Change of Control” means (i) any transaction or series of transactions in which any person or group (within the meaning of Rule 13d-5 under the Exchange Act and Sections 13(d) and 14(d) of the Exchange Act) becomes the direct or indirect “beneficial owner” (as defined in Rule 13d-3 under the Exchange Act), by way of a stock issuance, tender offer, merger, consolidation, other business combination or otherwise, of greater than 50% of the total voting power (on a fully diluted basis as if all convertible securities had been converted and all warrants and options had been exercised) entitled to vote in the election of directors of the

company (including any transaction in which the company becomes a wholly-owned or majority-owned subsidiary of another corporation), (ii) any merger or consolidation or reorganization in which the company does not survive, (iii) any merger or consolidation in which the company survives, but the shares of the company's common stock outstanding immediately prior to such merger or consolidation represent 40% or less of the voting power of the company after such merger or consolidation, and (iv) any transaction in which more than 40% of the company's assets are sold. However, despite the occurrence of any of the above-described events, a "Change of Control" will not have occurred if Mr. Thiry remains the chief executive officer of the company for at least one year after the Change of Control or becomes the chief executive officer or executive chair of the surviving company with which the company merged or consolidated and remains in that position for at least one year after the Change of Control.

Thomas O. Usilton, Jr. ⁽¹⁾

Benefit	Death	Disability	Involuntary Termination for Other than Material Cause ⁽⁷⁾	Involuntary Termination for Other than Material Cause ⁽⁷⁾ Following a Change of Control ^{(1) (8)}	Resignation Following a Constructive Discharge ⁽⁹⁾ Following a Change of Control ^{(1) (8)}
Payment of base salary (or multiple thereof) in effect at termination for a specified period following termination	—	\$500,000 ⁽²⁾	\$ 500,000 ⁽²⁾	\$ 1,000,000 ⁽³⁾	\$ 1,000,000 ⁽³⁾
Bonus ⁽⁴⁾	—	—	—	—	—
Continued health benefits for a specified period following termination	—	—	\$ 10,902 ⁽⁵⁾	\$ 10,902 ⁽⁵⁾	\$ 10,902 ⁽⁵⁾
Tax gross-up	—	—	—	\$ 342,334 ⁽⁶⁾	\$ 342,334 ⁽⁶⁾
Total	—	\$500,000	\$ 510,902	\$ 1,353,236	\$ 1,353,236

⁽¹⁾ For a description of the value of stock-based awards held by Mr. Usilton that are subject to accelerated vesting upon a Change of Control, see "—Accelerated Vesting of Stock-Based Awards" below.

⁽²⁾ Mr. Usilton will be entitled to receive a lump-sum payment equal to his base salary in effect as of the date of termination. As of December 31, 2009, Mr. Usilton's base salary was \$500,000.

⁽³⁾ Mr. Usilton will be entitled to receive a lump-sum payment equal to his base salary in effect as of the date of termination multiplied by 2.

⁽⁴⁾ Does not include any amounts payable to Mr. Usilton pursuant to our Voluntary Deferral Plan which amounts are included in the 2009 Nonqualified Deferred Compensation Table. Such amounts are currently vested, but payment thereof may be accelerated in the event of death, disability or termination of employment.

⁽⁵⁾ Mr. Usilton will continue to receive his health benefits for the one-year period following termination. The amount reported in the table above is the estimated actual cost of COBRA insurance premiums for Mr. Usilton for the one-year period following termination.

⁽⁶⁾ Pursuant to the terms of his employment agreement effective as of August 16, 2004, as further amended, the tax gross-up amount is calculated using a 20% excise tax rate and an approximately 40% individual income tax rate and assumes that the base amount for purposes of Sections 280G and 4999 of the Internal Revenue Code has been allocated between the cash severance and equity components of the change of control benefits in proportion to the amounts of each component.

⁽⁷⁾ Involuntary termination for "Material Cause" occurs if the company terminates employment for any of the following reasons: (i) conviction of a felony; (ii) the adjudication by a court of competent jurisdiction that the executive has committed any act of fraud or dishonesty resulting or intended to result directly or indirectly in personal enrichment at the expense of the company; (iii) repeated failure or refusal by the executive to follow policies or directives reasonably established by the chief executive officer of the company or his designee that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive; (iv) a material breach of the executive's employment agreement that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive; (v) an act of unlawful discrimination, including sexual harassment; (vi) a violation of the duty of loyalty or of any fiduciary duty; or (vii) exclusion of the executive from participating in any federal health care program.

⁽⁸⁾ "Change of Control" means (i) any transaction or series of transactions in which any person or group (within the meaning of Rule 13d-5 under the Exchange Act and Sections 13(d) and 14(d) of the Exchange Act) becomes the direct or indirect "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), by way of a stock issuance, tender offer, merger, consolidation, other business combination or otherwise, of greater than 40% of the total voting power (on a fully diluted basis as if all convertible securities had been

converted and all warrants and options had been exercised) entitled to vote in the election of directors of the company (including any transaction in which the company becomes a wholly-owned or majority-owned subsidiary of another corporation), (ii) any merger or consolidation or reorganization in which the company does not survive, (iii) any merger or consolidation in which the company survives, but the shares of the company's common stock outstanding immediately prior to such merger or consolidation represent 40% or less of the voting power of the company after such merger or consolidation, and (iv) any transaction in which more than 40% of the company's assets are sold. However, despite the occurrence of any of the above-described events, a "Change of Control" will not have occurred if Mr. Thiry remains the chief executive officer of the company for at least one year after the Change of Control or becomes the chief executive officer of the surviving company with which the company merged or consolidated and remains in that position for at least one year after the Change of Control.

- (9) "Constructive Discharge" means the occurrence of any of the following events after the date of a Change of Control without the executive's express written consent: (i) the scope of the executive's authority, duties and responsibilities are materially diminished or are not (A) in the same general level of seniority, or (B) of the same general nature as the executive's authority, duties, and responsibilities with the company immediately before such Change of Control; (ii) a material change in the geographic location at which the executive must perform his or her services; or (iii) a material reduction in the executive's base compensation as in effect on the date of such Change of Control. Notwithstanding the above, the occurrence of any such condition shall not constitute Constructive Discharge unless the executive provides notice to the company of the existence of such condition not later than 90 days after the initial existence of such condition, and the company shall have failed to remedy such condition within 30 days after receipt of such notice.

Other Severance Payments and Benefits

In addition, if at any time during Mr. Usilton's employment, Mr. Thiry is no longer the chief executive officer or the executive or nonexecutive chairman of the company, and Mr. Usilton's employment is terminated for a reason other than death, disability or Material Cause (defined above), all of Mr. Usilton's restricted stock units that were to vest within 11 months of his termination will automatically vest as of the date of termination.

Mr. Whitney will not receive severance payments upon any termination under his employment agreement. For a description of the value of stock-based awards held by Mr. Whitney that are subject to accelerated vesting upon a Change of Control, see "Accelerated Vesting of Stock-Based Awards" below.

The company's obligation to provide continued health benefits under the circumstances set forth in the tables above is subject to earlier termination in connection with the executive accepting employment with another employer.

In the event of termination as a result of death, the estates of the named executive officers identified in the tables above will also receive the proceeds of the respective term life insurance policy for each named executive officer. The coverage amount for each named executive officer is as follows: \$1,201,000 for Mr. Thiry, \$585,000 for Mr. Kogod, \$500,000 for Mr. Rodriguez, \$525,000 for Mr. Usilton and \$250,000 for Mr. Whitney.

Pursuant to the terms of his employment agreement, Mr. Thiry will be eligible to receive a "gross-up" payment to the extent that any payment or benefit received or to be received by him is reduced by tax obligations possibly imposed by Sections 280G or 4999 of the Internal Revenue Code. Pursuant to the terms of his employment agreement, in the event of termination or resignation following a change of control (as defined in his employment agreement), Mr. Usilton will be eligible to receive a "gross-up" payment to the extent that any payment or benefit received or to be received by him is reduced by tax obligations possibly imposed by Sections 280G or 4999 of the Internal Revenue Code.

To receive the severance payments and benefits described above, each named executive officer must execute the company's standard severance and general release agreement. In addition, the employment

agreements with each of our named executive officers include confidentiality provisions that would apply until the confidential information becomes publicly available (other than through breach by the named executive officer). These employment agreements also include nonsolicitation provisions which prohibit each named executive officer from soliciting any patient or customer of the company to patronize a competing dialysis facility or from soliciting any patient, customer, supplier or physician to terminate their business relationship with the company, for a period of two years following the termination of the named executive officer's employment. However, with respect to Mr. Kogod and Mr. Whitney, the nonsolicitation provision would apply for a period of one year following termination.

Accelerated Vesting of Stock-Based Awards

For grants and awards of stock options, SSARs and/or restricted stock units made to our named executive officers before October 2006, the stock-based award agreements provide that in the event of a change of control, their options or awards shall automatically vest and become immediately exercisable in their entirety, such vesting to be effective as of the effective date of such transaction.

For grants and awards of stock options, SSARs and/or restricted stock units made to our named executive officers after October 2006, the stock-based award agreements provide that in the event that either (i) in connection with a Change of Control (as defined below), the acquiring entity fails to assume, convert or replace the named executive officer's options or awards, or (ii) the named executive officer's employment is terminated within the twenty-four-month period following a Change of Control by the company (or the acquiring entity) other than for Cause (as defined below) or, if applicable, by the named executive officer in accordance with the termination for Good Reason provisions of the named executive officer's employment agreement, if any, then, in any such case, the options or awards shall automatically vest and become immediately exercisable in their entirety, such vesting to be effective as of immediately prior to the effective date of the Change of Control in the case of (i), and as of the date of termination of the named executive officer's employment in the case of (ii).

The table below sets forth the value of the company's obligations upon the automatic vesting of the stock-based awards of our named executive officers as described above and assumes that the triggering event took place on December 31, 2009, the last day of our most recent fiscal year.

Name	Value of Options/ SSARs (1)	Value of Stock Awards (2)	Tax Gross-Up
Kent J. Thiry (3)(4)	\$18,483,000	—	—
Dennis L. Kogod	\$ 6,328,631	—	—
Javier J. Rodriguez	\$ 3,112,303	\$881,100	—
Thomas O. Usilton, Jr.	\$ 2,438,472	—	\$825,768(5)
Richard K. Whitney	\$ 1,357,715	—	—

- (1) Values are based on the aggregate difference between the respective exercise or base prices and the closing sale price of our common stock on December 31, 2009, which was \$58.74 per share, as reported by the NYSE.
- (2) Values are based on the aggregate number of shares underlying restricted stock units multiplied by the closing sale price of our common stock on December 31, 2009, which was \$58.74 per share, as reported by the NYSE.
- (3) Pursuant to the terms of his employment agreement entered into on July 25, 2008, Mr. Thiry would be entitled to receive a "gross-up" payment to the extent any benefit received is reduced by tax obligations possibly imposed by Sections 280G or 4999 of the Internal Revenue Code. Any such tax gross-up amount would be calculated using a 20% excise tax rate and an approximately 40% individual income tax rate and assumes that the base amount for purposes of Sections 280G and 4999 of the Internal Revenue Code has been allocated between the cash severance and equity components of the change of control benefits in proportion to the amounts of each component. Assuming a triggering event took place on December 31, 2009, there would not be any tax gross-up amount payable.

- (4) After Mr. Thiry has been employed by the company at least ten years, 50% of any unvested stock options, SARs and restricted stock units would vest upon any termination by Mr. Thiry for Good Reason. Since Mr. Thiry has been employed for ten years as of December 31, 2009, the value of such accelerated vesting is equal to 50% of the amounts set forth in the table.
- (5) Pursuant to the terms of his employment agreement effective as of August 16, 2004, as subsequently amended, Mr. Usilton would be entitled to receive a "gross-up" payment to the extent any benefit received in connection with a termination or resignation in connection with a change of control (as defined in his employment agreement) is reduced by tax obligations possibly imposed by Sections 280G or 4999 of the Internal Revenue Code. Any such tax gross-up amount would be calculated using a 20% excise tax rate and an approximately 40% individual income tax rate and assumes that the base amount for purposes of Sections 280G and 4999 of the Internal Revenue Code has been allocated between the cash severance and equity components of the change of control benefits in proportion to the amounts of each component.

Definitions under Stock-Based Award Agreements

For purposes of the stock-based award agreements and the table above:

A "Change of Control" means (i) any transaction or series of transactions in which any person or group (within the meaning of Rule 13d-5 under the Exchange Act and Sections 13(d) and 14(d) of the Exchange Act) becomes the direct or indirect "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), by way of a stock issuance, tender offer, merger, consolidation, other business combination or otherwise, of greater than 50% of the total voting power (on a fully diluted basis as if all convertible securities had been converted and all warrants and options had been exercised) entitled to vote in the election of directors of the company (including any transaction in which the company becomes a wholly-owned or majority-owned subsidiary of another corporation), (ii) any merger or consolidation or reorganization in which the company does not survive, (iii) any merger or consolidation in which the company survives, but the shares of the company's common stock outstanding immediately prior to such merger or consolidation represent 50% or less of the voting power of the company after such merger or consolidation, and (iv) any transaction in which more than 50% of the company's assets are sold.

No transaction will constitute a Change of Control under the stock-based award agreements if both (x) the person acting as the chief executive officer of the company for the six months prior to such transaction becomes the chief executive officer or executive chairman of the board of directors of the entity that has acquired control of the company as a result of such transaction immediately after such transaction and remains the chief executive officer or executive chairman of the board of directors for not less than one year following the transaction and (y) a majority of the acquiring entity's board of directors immediately after such transaction consist of persons who were directors of the company immediately prior to such transaction.

"Cause" means: (1) a material breach by the executive of those duties and responsibilities of the executive which do not differ in any material respect from the duties and responsibilities of the executive during the 90-day period immediately prior to a Change of Control (other than as a result of incapacity due to physical or mental illness) which is demonstrably willful and deliberate on the executive's part, which is committed in bad faith or without reasonable belief that such breach is in the best interests of the company and which is not remedied in a reasonable period of time after receipt of written notice from the company specifying such breach; (2) willful misconduct or gross negligence which results in material harm to the company; (3) the conviction of the executive of, or a plea of nolo contendere by the executive to, a felony or other crime involving fraud or dishonesty; or (4) willful violation of company policies which results in material harm to the company.

Compensation of Directors

The following table sets forth information concerning the compensation of our non-employee directors during 2009.

2009 Director Compensation

Name	Fees Earned or Paid in Cash (\$)(1)	Stock Awards (\$)(2)(3)(4)	Option Awards (\$)(5)(6) (7)	Total (\$)
Pamela M. Arway (2)	\$ 9,154	\$ 35,151	\$172,379	\$216,683
Charles G. Berg	\$ 24,000	\$ 72,072	\$138,781	\$234,853
Willard W. Brittain, Jr.	\$ 14,000	\$ 59,543	\$138,781	\$212,324
Paul J. Diaz	\$ 14,000	\$ 56,530	\$138,781	\$209,311
Peter T. Grauer	\$ 26,000	\$ 158,813	\$208,172	\$392,985
John M. Nehra	\$ 24,000	\$ 143,804	\$208,172	\$375,976
William L. Roper, MD, MPH.	\$ 24,000	\$ 154,267	\$208,172	\$386,439
Roger J. Valine	\$ 28,000	\$ 86,622	\$138,781	\$253,403
Richard C. Vaughan (2)	\$ 34,000	\$ 146,829	\$208,172	\$389,001

(1) Consists of the amounts described below under "Annual Retainer," "Lead Independent Director and Committee Chair Fees," "Meeting Fees," and "Other Compensation; Reimbursement of Expenses." With respect to Messrs. Vaughan, Nehra, Roper and Grauer, includes \$10,000 for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.

(2) The amounts shown in this column reflect common stock awards and restricted stock unit awards. Restricted stock units vest 100% upon issuance, but receipt is automatically deferred to one year from the grant date. The amounts shown in this column represent the aggregate grant date fair value of all such awards granted to the director during 2009 as estimated by the company for financial reporting purposes. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2009 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FASB ASC Topic 718.

(3) With respect to Messrs. Vaughan, Nehra, Roper and Grauer, includes \$10,000 in restricted stock units and 1,500 restricted stock units for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.

The grant date fair value of each common stock award and restricted stock unit award granted in 2009 pursuant to FASB ASC Topic 718 is set forth below:

Name*	Stock Awards	
	Number of Shares of Stock or Units (#)	Grant Date Fair Value of Stock Awards (\$)
Charles G. Berg, Peter T. Grauer, John M. Nehra, Richard C. Vaughan Roger J. Valine	79 158 142	2/25/2009 2/25/2009 10/7/2009
Charles G. Berg, Paul J. Diaz, Roger J. Valine, Richard C. Vaughan	160	2/26/2009
Willard W. Brittain, Jr., John M. Nehra	210	2/26/2009
Peter T. Grauer	240	2/26/2009
William L. Roper, MD, MPH	330	2/26/2009
Charles G. Berg, Willard W. Brittain, Jr., Paul J. Diaz, Roger J. Valine	123 68 61	10/7/2009 3/31/2009 6/30/2009
Peter T. Grauer, John M. Nehra, William L. Roper, MD, MPH Richard C. Vaughan	125	3/31/2009
Charles G. Berg, Willard W. Brittain, Jr., Paul J. Diaz, Peter T. Grauer, William L. Roper, MD, MPH, Roger J. Valine, Richard C. Vaughan	173	4/30/2009
Peter T. Grauer, John M. Nehra, William L. Roper, MD, MPH, Richard C. Vaughan	1,500	6/15/2009
Pamela M. Arway	23	6/30/2009
Peter T. Grauer, John M. Nehra, William L. Roper, MD, MPH, Richard C. Vaughan	111 97	6/30/2009 9/30/2009
Charles G. Berg, John M. Nehra, William L. Roper, MD, MPH, Richard C. Vaughan	81	7/15/2009
Peter T. Grauer, Roger J. Valine	162	7/15/2009
Pamela M. Arway, Charles G. Berg, Willard W. Brittain, Jr., Paul J. Diaz, Peter T. Grauer, John M. Nehra, William L. Roper, MD, MPH, Roger J. Valine, Richard C. Vaughan	163 142 133	7/16/2009 10/8/2009 12/4/2009
Pamela M. Arway, Charles G. Berg, Willard W. Brittain, Jr., Paul J. Diaz, Roger J. Valine	53	9/30/2009
Charles G. Berg, Peter T. Grauer, Richard C. Vaughan	71	10/7/2009
Paul J. Diaz	79	10/7/2009
Willard W. Brittain, Jr.	88	10/7/2009
John M. Nehra	115	10/7/2009
Pamela M. Arway, John M. Nehra, William L. Roper, MD, MPH, Richard C. Vaughan	66 132	12/3/2009 12/3/2009
Charles G. Berg, Peter T. Grauer, Roger J. Valine		
Pamela M. Arway, Charles G. Berg, Willard W. Brittain, Jr., Paul J. Diaz	51	12/31/2009
Peter T. Grauer, John M. Nehra, William L. Roper, MD, MPH, Roger J. Valine, Richard C. Vaughan	94	12/31/2009

* Directors are grouped together in a row where all elements of compensation are identical for such directors.

See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2009 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FASB ASC Topic 718.

- (4) As of December 31, 2009, each non-employee director had the following number of restricted stock unit awards outstanding:

Name	Vested Stock Awards (#)	Unvested Stock Awards (#)
Pamela M. Arway	127	—
Charles G. Berg	233	—
Willard W. Brittain, Jr.	233	—
Paul J. Diaz	233	—
Peter T. Grauer	1,927	—
John M. Nehra	1,927	—
William L. Roper, MD, MPH	1,927	—
Roger J. Valine	276	—
Richard C. Vaughan	1,927	—

- (5) SSAR awards that vest 100% on the first anniversary of the grant date. The amounts shown in this column represent the aggregate grant date fair value of all such awards granted to the director during 2009 as estimated by the company for financial reporting purposes. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2009 for a discussion of the relevant assumptions used in calculating this amount pursuant to FASB ASC Topic 718.

The grant date fair value of each SSAR award granted in 2009 pursuant to FASB ASC Topic 718 is set forth below:

Name	Number of Shares Underlying Options (#)	Grant Date	Grant Date Fair Value of Option Awards (\$)
Pamela M. Arway	15,000	5/27/2009	\$ 172,379
Charles G. Berg	12,000	6/15/2009	\$ 138,781
Willard W. Brittain, Jr.	12,000	6/15/2009	\$ 138,781
Paul J. Diaz	12,000	6/15/2009	\$ 138,781
Peter T. Grauer	18,000	6/15/2009	\$ 208,172
John M. Nehra	18,000	6/15/2009	\$ 208,172
William L. Roper, MD, MPH	18,000	6/15/2009	\$ 208,172
Roger J. Valine	12,000	6/15/2009	\$ 138,781
Richard C. Vaughan	18,000	6/15/2009	\$ 208,172

See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2009 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FASB ASC Topic 718.

- (6) With respect to Messrs. Vaughan, Nehra, Roper and Grauer, includes 6,000 SSARs for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.

(7) As of December 31, 2009, each non-employee director had the following number of options and SARs outstanding:

Name	Exercisable Options (#)	Unexercisable Options (#)	Exercise Price (\$)	Expiration Date
Pamela M. Arway	—	15,000	\$ 45.55	5/27/2014
Charles G. Berg	7,500	7,500	\$ 53.21	3/2/2012
	2,786	—	\$ 55.05	5/29/2012
	12,000	—	\$ 49.78	6/9/2013
	—	12,000	\$ 45.84	6/15/2014
Willard W. Brittain, Jr.	7,500	7,500	\$ 53.38	3/22/2012
	2,153	—	\$ 55.05	5/29/2012
	12,000	—	\$ 49.78	6/9/2013
	—	12,000	\$ 45.84	6/15/2014
Paul J. Diaz	7,500	7,500	\$ 52.94	7/31/2012
	—	12,000	\$ 45.84	6/15/2014
Peter T. Grauer	18,000	—	\$ 51.95	5/15/2011
	18,000	—	\$ 55.05	5/29/2012
	18,000	—	\$ 49.78	6/9/2013
	—	18,000	\$ 45.84	6/15/2014
John M. Nehra	12,000	—	\$ 41.66	5/13/2010
	18,000	—	\$ 51.95	5/15/2011
	18,000	—	\$ 55.05	5/29/2012
	18,000	—	\$ 49.78	6/9/2013
	—	18,000	\$ 45.84	6/15/2014
William L. Roper, MD, MPH	18,000	—	\$ 41.66	5/13/2010
	18,000	—	\$ 51.95	5/15/2011
	18,000	—	\$ 55.05	5/29/2012
	18,000	—	\$ 49.78	6/9/2013
	—	18,000	\$ 45.84	6/15/2014
Roger J. Valine	11,250	3,750	\$ 47.99	6/27/2011
	10,639	—	\$ 55.05	5/29/2012
	12,000	—	\$ 49.78	6/9/2013
	—	12,000	\$ 45.84	6/15/2014
Richard C. Vaughan	18,000	—	\$ 51.95	5/15/2011
	18,000	—	\$ 55.05	5/29/2012
	18,000	—	\$ 49.78	6/9/2013
	—	18,000	\$ 45.84	6/15/2014

(8) Ms. Arway joined the Board of Directors on May 27, 2009.

(9) Mr. Vaughan is not standing for re-election.

The following describes the compensation paid to our non-employee directors for service as a director during 2009 under the Non-Management Director Compensation Philosophy and Plan, referred to as the Director Compensation Plan as set forth in the table above. Directors who are our employees or officers do not receive compensation for service on the Board of Directors or any committee of the Board of Directors.

Annual Retainer

Pursuant to the Director Compensation Plan, each of our non-employee directors is entitled to receive an annual retainer of \$24,000 per year, paid quarterly in arrears. The annual retainer is paid half in cash and half in restricted stock units which are 100% vested upon issuance, but under which receipt of shares is automatically deferred to one year from grant date.

Annual Equity Grant

Under the Director Compensation Plan, each of our non-employee directors is entitled to receive SSARs on a base number of 12,000 shares of our common stock for total service of at least one year in such capacity on the Board of Directors, granted on, and priced as of close of the market on, the date of our annual stockholder meeting, vesting in full on the one year anniversary of the date of grant, with acceleration of vesting upon a Change of Control (as defined above under stock-based award agreements), and expiring five years after the date of grant. This award is not available for service of less than one year. The Board of Directors is permitted to issue options in lieu of SSARs in its discretion.

Lead Independent Director and Committee Chair Fees

Under the Director Compensation Plan, the chairs of the Audit, Compensation and Compliance Committees and the lead independent director receive an additional retainer of \$20,000 per year, paid quarterly in arrears. The retainer is paid half in cash and half in restricted stock units which are 100% vested upon issuance, but under which receipt of shares is automatically deferred to one year from the grant date.

The chairs of the Audit, Compensation and Compliance Committees and the lead independent director are also entitled to receive additional SSARs on a base number of 6,000 shares of our common stock for total service in such capacity of at least one year, or the pro rata equivalent for service of less than one year, granted on, and priced as of the close of the market on, the date of our annual meeting of stockholders, vesting in full on the one year anniversary of the date of grant, with acceleration of vesting upon a Change of Control, and expiring five years after the date of the grant. Vesting of these SSARs continues so long as the non-employee director continues to serve on the Board of Directors even if he or she is no longer a committee chair or lead independent director. The Board of Directors is permitted to issue stock options in lieu of SSARs in its discretion.

Under the Director Compensation Plan, each of the chairs of the Audit, Compensation and Compliance Committees and the lead independent director also receives additional restricted stock units of 1,500 shares, or the pro rata equivalent for services of less than one year, that are granted on the date of our annual meeting of stockholders and that vest 100% upon issuance, but under which receipt of shares is automatically deferred for one year from the grant date.

With respect to the additional retainers and equity grants to the lead independent director and the chairs of the Audit, Compensation or Compliance Committee, if the lead independent director also serves as a chair of the Audit, Compensation or Compliance Committee, the lead independent director will not be entitled to receive the additional retainers and equity grants for serving as the chair of the Audit, Compensation or Compliance Committee, in addition to the retainers and equity grants he or she is entitled to receive as the lead independent director, unless the Compensation Committee determines otherwise.

Meeting Fees

Under the Director Compensation Plan, our non-employee directors are entitled to receive \$8,000 in the form of common stock for each Board of Directors meeting attended in person. For committee meetings, additional compensation of \$4,000 is paid in the form of common stock for each meeting attended in person. Additional compensation of \$2,000 in cash is paid for each telephonic meeting that lasts more than one hour and for telephonic meetings of the Audit Committee related to quarterly earnings releases, except that the meeting fee for each meeting attended in person is \$2,500 to be paid in stock for members of the Public Policy and Clinical

Performance Committees and \$4,500 to be paid in stock for the chairs of these two committees, and the meeting fee for telephonic meetings that last more than one hour is \$1,500 in cash for members of these two committees and \$2,500 in cash for the chairs of these two committees. Committee meeting fees are paid for all committee meetings held on the same day as regular Board of Directors meetings, other than meetings of the Nominating and Governance Committee.

New Directors

Under the Director Compensation Plan, each of our non-employee directors is entitled to receive SSARs on a base number of 15,000 shares of our common stock upon appointment to the Board of Directors, priced at the closing price on the date of grant, vesting 25% per year beginning on the first anniversary of the date of grant, and expiring five years after the date of grant. The Board of Directors is permitted to issue stock options in lieu of SSARs in its discretion.

Other Compensation; Reimbursement of Expenses

Under the Director Compensation Plan, we reimburse our directors for their reasonable out-of-pocket expenses in connection with their travel to and attendance at meetings of the Board of Directors or any committee thereof and other company business. In addition, we also compensate our non-employee directors on a per diem basis at a rate of \$4,000 in cash per day for significant time spent outside of board or committee meetings or for meetings or activities outside the scope of normal board duties, including director training, meeting with company management or external auditors, interviewing director candidates or other activities deemed necessary by the chairman of the Board of Directors or the lead independent director. The per diem rate is paid on a pro rata basis for activities that do not require a full day of service.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board of Directors is currently composed of three independent, non-employee directors. The Compensation Committee oversees the company's compensation programs on behalf of the Board of Directors. The Compensation Committee reviewed and discussed the Compensation Discussion and Analysis set forth in this Proxy Statement with management.

Based on the Compensation Committee's review and discussion with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the company's Proxy Statement for the company's 2010 annual meeting of stockholders.

COMPENSATION COMMITTEE

John M. Nehra (Chairman)

Peter T. Grauer

Roger J. Valine

The information contained above under the caption "Compensation Committee Report" will not be considered "soliciting material" or to be "filed" with the SEC, nor will that information be incorporated by reference into any future filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate it by reference into a filing.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No member of the Compensation Committee has served as one of our officers or employees at any time. During 2009, none of our executive officers served as a member of the compensation committee or board of directors of any other company whose executive officer(s) served as a member of our Compensation Committee or Board of Directors.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We or one of our subsidiaries may occasionally enter into transactions with certain "related persons." Related persons include our executive officers, directors, nominees for directors, 5% or more beneficial owners of our common stock and immediate family members of these persons. We refer to transactions involving amounts in excess of \$120,000 and in which the related person has a direct or indirect material interest as "related person transactions." Each related person transaction must be approved or ratified in accordance with the company's written Related Person Transactions Policy by the Audit Committee of the Board of Directors or, if the Audit Committee of the Board of Directors determines that the approval or ratification of such related person transaction should be considered by all disinterested members of the Board of Directors, by the vote of a majority of such disinterested members.

The Audit Committee considers all relevant factors when determining whether to approve or ratify a related person transaction including, without limitation, the following:

- the size of the transaction and the amount payable to a related person;
- the nature of the interest of the related person in the transaction;
- whether the transaction may involve a conflict of interest; and
- whether the transaction involves the provision of goods or services to the company that are available from unaffiliated third parties and, if so, whether the transaction is on terms and made under circumstances that are at least as favorable to the company as would be available in comparable transactions with or involving unaffiliated third parties.

The company's Related Person Transactions Policy is available on the company's website at www.davita.com.

Charles G. Berg, one of our directors, was appointed in January 2008 as a director and the executive chairman of WellCare, as well as director or manager of various related entities. Mr. Berg received restricted stock and option grants from WellCare. The company provides dialysis services for WellCare and various of its affiliates in the ordinary course of business for which it received approximately \$8,541,886 in 2009. The company anticipates receiving payments from WellCare in 2010.

Joseph Schohl, our former vice president, general counsel and secretary, is the principal of GeneralCounselWest, a provider of outside general counsel services. The company paid GeneralCounselWest total fees of \$323,240 for legal and consulting services during 2009.

AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors is responsible for providing independent, objective oversight of the Company's accounting functions and internal controls. The Audit Committee is composed of three directors, each of whom is independent as defined by New York Stock Exchange listing standards. The Audit Committee operates under a written charter approved by the Board of Directors.

The Audit Committee is directly responsible for the appointment and compensation of the Company's independent registered public accounting firm, KPMG, as well as monitoring the independence, qualifications and performance of KPMG and the Company's internal audit function. In addition, the Audit Committee has considered whether the provision of non-audit services to the Company by KPMG is compatible with maintaining KPMG's independence.

Management is responsible for internal controls and the financial reporting process. The independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and an audit of the effectiveness of internal control over financial reporting. The Audit Committee's responsibility is to monitor and oversee these processes.

The Audit Committee has met and held discussions with the Company's internal auditors and KPMG, with and without management present, to discuss the scope of their audit plans, results of their examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting.

The Audit Committee engaged the independent registered public accounting firm to conduct the independent audit. The Audit Committee reviewed and discussed with management the December 31, 2009 audited consolidated financial statements. The Audit Committee also discussed with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (Communication with Audit Committees), as adopted by the Public Company Accounting Oversight Board. In addition, the Audit Committee received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence and has discussed with the independent registered public accounting firm its independence.

Based upon the Audit Committee's reviews and discussions with management and the independent registered public accounting firm, referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2009 for filing with the Securities and Exchange Commission.

THE AUDIT COMMITTEE
Richard C. Vaughan (Chairman)
Charles G. Berg
Roger J. Valine

STOCKHOLDER PROPOSALS FOR 2011 ANNUAL MEETING

If you wish to present a proposal for action at the 2011 annual meeting of stockholders and wish to have it included in the proxy statement and form of proxy that management will prepare, you must notify us no later than January 4, 2011 in the form required under the rules and regulations promulgated by the SEC. Otherwise, your proposal will not be included in management's proxy materials.

If you wish to present a proposal for action at the 2011 annual meeting of stockholders, even though it will not be included in management's proxy materials, our bylaws require that you must notify us no later than March 17, 2011, and no earlier than February 15, 2011.

OTHER MATTERS

The Board of Directors does not know of any other matters to be presented at the 2010 annual meeting of stockholders but, if other matters do properly come before the meeting, it is intended that the persons named as proxies in the proxy card will vote on them in accordance with their best judgment.

A copy of our 2009 Annual Report to Stockholders accompanies this Proxy Statement. The 2009 Annual Report to Stockholders includes our audited financial statements for the year ended December 31, 2009. Our Annual Report on Form 10-K includes these financial statements, as well as other supplementary financial information and certain schedules. The Annual Report on Form 10-K is not part of our proxy soliciting material. Copies of the Annual Report on Form 10-K, without exhibits, can be obtained without charge by contacting Investor Relations at the following address: Attn: Investor Relations, DaVita Inc., 1551 Wewatta Street, Denver, Colorado 80202, (888) 484-7505 or through our website, located at <http://www.davita.com>.

By order of the Board of Directors,



Kim M. Rivera
Vice President, General Counsel and
Secretary

April 28, 2010

APPENDIX A

DaVita Inc.
2002 Equity Compensation Plan
(As Amended and Restated effective April 23, 2010,
subject to stockholder approval)

1. **Purpose.** The purpose of the DaVita Inc. 2002 Equity Compensation Plan ("Plan") is to promote the interests of DaVita Inc. ("Company") and its stockholders by enabling the Company to offer an opportunity to acquire an equity interest in the Company so as to better attract, retain, and reward Employees, directors, and independent contractors and, accordingly, to strengthen the mutuality of interests between those persons and the Company's stockholders by providing those persons with a proprietary interest in pursuing the Company's long-term growth and financial success. Awards under the Plan will be made in the form of the issuance of Options, Restricted Stock, Stock Issuances, Stock Appreciation Rights, and Other Awards.

2. **Definitions.** For purposes of this Plan, the following terms shall have the meanings set forth below.

(a) "Board" or "Board of Directors" means the Board of Directors of DaVita Inc.

(b) "Code" means the Internal Revenue Code of 1986. Reference to any specific section of the Code shall also be deemed to be a reference to any successor provision.

(c) "Committee" means the administrative committee of this Plan that is provided for in Section 3 of this Plan.

(d) "Common Stock" means the common stock of DaVita Inc. or any security issued in substitution, exchange, or in lieu thereof.

(e) "Company" means DaVita Inc., a Delaware corporation, or any successor corporation. Except where the context indicates otherwise, the term "Company" shall include its Parent and Subsidiaries, if any.

(f) "Disabled" means permanent and total disability, as defined in Code Section 22(e)(3).

(g) "Effective Date" of this Plan is April 11, 2002.

(h) "Employee" means a worker whose earnings the Company reports on a Form W-2.

(i) "Exchange Act" means the Securities Exchange Act of 1934.

(j) "Fair Market Value" of Common Stock for any day shall, except as otherwise provided below, be the last reported sale price on that day regular way, or if no such reported sale takes place on that day, the average of the last reported bid and ask prices on that day regular way, in either case on the principal national securities exchange on which the Common Stock is traded or listed.

(i) If the national securities exchange is closed on such date, the "Fair Market Value" shall be determined as of the last preceding day on which the Common Stock was traded or for which bid and ask prices are available.

(ii) "Fair Market Value" shall be determined without reference to any restriction other than one that, by its terms, will never lapse.

(iii) In the case of the settlement of a Stock Appreciation Right, "Fair Market Value" of Common Stock shall mean the last reported sale price on the most recently closed trading day regular way, or if no such reported sale takes place on that day, the average of the last reported bid and asked prices on that day regular way, in either case on the principal national securities exchange on which the Common Stock is traded or listed.

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- (k) "Grants" mean awards of Options, Restricted Stock, Stock Issuances, Stock Appreciation Rights, and Other Awards.
- (l) "Incentive Stock Option" means an option to purchase Common Stock that is intended to be an incentive stock option under Code Section 422.
- (m) "Insider" means a person who is subject to Section 16 of the Exchange Act.
- (n) "Non-Qualified Stock Option" means any option to purchase Common Stock that is *not* an Incentive Stock Option.
- (o) "Option" means an Incentive Stock Option or a Non-Qualified Stock Option.
- (p) "Other Awards" mean equity-based awards that are not Options, Restricted Stock, Stock Appreciation Rights, or Stock Issuances. However, in the event that the Other Award is the functional equivalent of Restricted Stock or Stock Issuance, (i) the special share-counting rule contained in Section 5(a)(iv) and (ii) the vesting limitations contained in Section 7(e) shall apply.
- (q) "Parent" means any corporation (*other than* the Company) in an unbroken chain of corporations ending with the Company if each of the corporations (*other than* the Company) owns stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in the chain, as determined in accordance with the rules of Code Section 424(e).
- (r) "Participant" means a person who has received a Grant.
- (s) "Plan" means this DaVita Inc. 2002 Equity Compensation Plan.
- (t) "Predecessor Plans" mean the DaVita Inc. 1994 Equity Compensation Plan, 1995 Equity Compensation Plan, 1997 Equity Compensation Plan, and 1999 Equity Compensation Plan.
- (u) "Restricted Stock" means the shares of Common Stock that are issued to a Participant, where the Participant does not immediately possess a vested right to those shares. Nevertheless, the terms of a Grant may provide for faster vesting in limited situations of retirement, death, disability, change in control, and/or grants to newly-hired Employees. Other than the right to sell or otherwise transfer the shares and such other restrictions as may be contained in the Grant, the Participant shall be treated as the owner of the Restricted Stock (*e.g.*, for voting purposes) from the date of the issuance of the shares.
- (v) "Rule 16b-3" means Rule 16b-3 promulgated by the Securities and Exchange Commission.
- (w) "Section 162(m)" means Code Section 162(m), which imposes a million dollar (\$1,000,000) annual compensation deduction limitation on amounts paid to certain senior executives.
- (x) "Service" means the performance of service, whether as an Employee or as an independent contractor (*e.g.*, as a member of the Board).
- (i) Nevertheless, except to the extent otherwise expressly provided to the contrary in the terms of the Grant, service performed by the Participant shall only be taken into account to the extent it is performed in the same capacity as on the date of the Grant (that is, as an Employee or as an independent contractor). In making the determination as to whether or not a Grant should provide for the continuation of Service after a change in status, the Committee shall take into account the relevant possible tax and accounting consequences.
- (ii) The Committee shall prescribe such rules as it may deem necessary or appropriate regarding crediting of periods of Service while a Participant is on a leave of absence.

(y) "Severance" means, with respect to a Participant, the termination of the Participant's Service, whether by reason of death, disability, or any other reason.

(i) For purposes of determining the exercisability of an Incentive Stock Option, a Participant who is on a leave of absence that exceeds ninety (90) days will be considered to have incurred a Severance on the ninety-first (91st) day of the leave of absence, unless the Participant's rights to reemployment are guaranteed by statute or contract.

(ii) A Participant will *not* be considered to have incurred a Severance because of a transfer between the Company, Subsidiary, or Parent.

(iii) If a Participant switches from Employee to independent contractor status or vice versa, that will be treated as a Severance, except as otherwise expressly provided to the contrary in the terms of the Grant.

(iv) If a Participant switches from Employee to independent contractor status, that will result in an Option losing its status as an Incentive Stock Option after ninety (90) days has elapsed since the switch. Thereafter, the Option (if it is exercisable at all) will be treated as a Non-Qualified Stock Option.

(z) "Stock Appreciation Right" means the right to receive a payment equal to the amount by which the Fair Market Value of the Common Stock on the date on which the right is exercised (as defined in Section 2(j)(iii)) exceeds the Fair Market Value of the Common Stock on the date of Grant of the right. Stock Appreciation Rights may be settled in cash or Common Stock.

(aa) "Stock Issuance" means the direct issuance of fully vested shares to an Employee or an independent contractor (including a director) for compensation previously earned. The shares may be issued immediately or on a deferred basis. Any deferred Stock Issuance shall be made in compliance with the requirements of Section 409A of the Code (to the extent applicable thereto).

(bb) "Subsidiary" means any corporation (*other than the Company*) in an unbroken chain of corporations beginning with the Company if each of the corporations (*other than the last corporation in the unbroken chain*) owns stock possessing fifty percent (50%) or more of the total combined voting power of all classes of stock in one of the other corporations in the chain, as determined in accordance with the rules of Code Section 424(f).

(cc) "Substitute Grant" means an award issued to a person who had performed services for an entity that was acquired by the Company in substitution of a grant previously awarded to that individual or entity by the acquired entity. Any such substitution shall be made in compliance with the requirements of Section 409A of the Code (to the extent applicable thereto), including without limitation, with respect to Options and Stock Appreciation Rights, the requirements of Treasury Regulation § 1.409A-1(b)(5)(v)(D).

(dd) "Ten Percent Stockholder" means any person who owns (after taking into account the constructive ownership rules of Code Section 424(d)) more than ten percent (10%) of the combined voting power of all classes of stock of DaVita Inc. or of any of its Parents or Subsidiaries.

3. Administration.

(a) Except as provided below, this Plan shall be administered by the Compensation Committee of the Board.

(b) If the income recognized with respect to a Grant is intended to be exempt from Section 162(m), the Committee must be composed exclusively of "Outside Directors," as that term is defined in Section 162(m). Similarly, if a Grant to an Insider is intended to be an exempt purchase under Section 16 of the Exchange Act, then either (i) the Committee must be composed exclusively of "Non-Employee Directors," as that term is defined in Rule 16b-3 or (ii) the grant must be made by the Board of Directors.

(c) The Committee is authorized to interpret this Plan and to adopt rules and procedures relating to the administration of this Plan, including those relating to sub-plans established for the purpose of qualifying for preferred tax or other treatment under foreign laws. All actions of the Committee in connection with the interpretation and administration of this Plan shall be binding upon all parties. No member of the Committee shall incur any liability for any actions taken or inactions done in good faith.

(d) Subject to the limitations of Sections 9 and 14 of this Plan, the Committee is expressly authorized, to the extent permitted by Section 409A of the Code, to make such modifications to this Plan and to Grants made under this Plan as are necessary to effectuate the intent of this Plan as a result of any changes in the tax, accounting, or securities laws treatment of Participants or of the Plan.

(e) The Board of Directors may, by a resolution adopted by the Board, delegate the power to issue Grants under the Plan, provided such delegation is consistent with applicable law and the requirements of any stock exchange on which the Common Stock is traded.

4. Duration of Plan.

(a) This Plan shall be effective as of the Effective Date.

(b) The Plan shall terminate on February 8, 2012, which is the tenth anniversary of the date on which the Board of Directors adopted the Plan. The preceding sentence shall *not* apply if the Company's stockholders reapprove the Plan prior to the termination date. The effect of obtaining such reapproval shall be to extend the term of the Plan for another ten (10) years from the date on which such reapproval shall be obtained.

5. Number of Shares.

(a) The following rules shall govern the size of Grants under this Plan.

(i) The base maximum number of shares of Common Stock which may be issued pursuant to this Plan is twenty-six million, two hundred fifty-eight thousand, five hundred (26,258,500) shares. In addition, three million six hundred sixteen thousand, five hundred and sixty (3,616,560) shares, representing the balance remaining in the Predecessor Plans at the Effective Date were transferred to this Plan. The total number of shares available under the Plan will also be increased by the shares that subsequently become available under the Predecessor Plans as determined pursuant to this Plan.

(ii) The maximum number of shares that may be subject to Options or Stock Appreciation Rights awarded to a single Participant in any consecutive twenty-four (24) month period is two million two hundred fifty thousand (2,250,000). For this purpose, (A) shares subject to a terminated or expired Option or Stock Appreciation Right shall be considered to remain outstanding and (B) the repricing of an Option or Stock Appreciation Right shall be treated as the issuance of a new Option or Stock Appreciation Right.

(iii) The maximum number of shares that may be issued pursuant to Incentive Stock Options during the lifetime of the Plan is seven million five hundred thousand (7,500,000) shares.

(iv) To the extent that a Grant is made in the form of Restricted Stock or Stock Issuance (or an Other Award that is the functional equivalent of Restricted Stock or Stock Issuance), the remaining share reserve in the Plan shall be reduced by an amount equal to 3.0 times the number of shares subject to that Grant.

(v) To the extent that a Grant is made in the form of an Option or Stock Appreciation Right, the remaining share reserve in the Plan shall be reduced by an amount equal to 1.0 times the number of shares subject to that Grant.

The preceding numbers shall be adjusted as set forth in Section 12 of this Plan.

(b) If any shares of Common Stock subject to a Grant under the Plan or a Predecessor Plan are forfeited or expire, or if any Grant under the Plan or a Predecessor Plan is settled for cash, the shares subject to the Grant shall, to the extent of such forfeiture, expiration or cash settlement, again be available for use under the Plan, subject to Section 5(d) below. Notwithstanding anything to the contrary contained herein, the following shares shall not be added to the shares of Common Stock available for use under the Plan: (i) shares tendered by the Participant or withheld by the Company in payment of the exercise price of an Option, (ii) shares tendered by the Participant or withheld by the Company to satisfy any tax withholding obligation with respect to a Grant, and (iii) shares subject to a Stock Appreciation Right that are not issued in connection with the stock settlement of the Stock Appreciation Right on exercise thereof.

(c) Substitute Grants shall not reduce the shares available for use under the Plan or the maximum number of shares authorized for grant to a Participant under Section 5(a)(ii). Additionally, in the event that a corporation acquired by the Company or any Subsidiary or with which the Company or any Subsidiary combines has shares available under a pre-existing plan approved by stockholders of such corporation and not adopted in contemplation of such acquisition or combination, the shares available for grant pursuant to the terms of such pre-existing plan (as adjusted, to the extent appropriate, using the exchange ratio or other adjustment or valuation ratio or formula used in such acquisition or combination to determine the consideration payable to the holders of common stock of the corporation party to such acquisition or combination) shall, at the election of the Company, be added to the shares available for use under the Plan; provided that Grants using such available shares shall not be made after the date Grants could no longer have been made under the terms of the pre-existing plan, absent the acquisition or combination, and shall only be made to individuals who were not Employees or members of the Board of Directors prior to such acquisition or combination.

(d) Any shares that again become available for Grant pursuant to Section 5(b) shall be added back as (i) 1 share if such shares were subject to Options or Stock Appreciation Rights granted under the Plan or a Predecessor Plan, and (ii) as 3 shares if such shares were subject to Grants other than Options or Stock Appreciation Rights.

6. Eligibility.

(a) Persons eligible to receive Grants under this Plan shall consist of (i) Employees, (ii) members of the Board of Directors, and (iii) other persons providing Services to the Company or a Subsidiary, *other than* persons only providing Services in connection with a capital raising transaction. However, Incentive Stock Options may only be awarded to Employees.

(b) In the event that the Company acquires another entity, the Committee may authorize the issuance of Substitute Grants upon such terms and conditions as the Committee shall determine, which may be different from the terms contained in this Plan, taking into account the limitations of Code Section 424(a) in the case of a Substitute Grant that is intended to be an Incentive Stock Option. Any such Substitute Grant shall be made in compliance with the requirements of Section 409A of the Code (to the extent applicable thereto), including without limitation, with respect to Options and Stock Appreciation Rights, the requirements of Treasury Regulation §1.409A-1(b)(5)(v)(D).

(c) In the event that the Committee makes a Grant to a person who is not currently an Employee of or an independent contractor providing Services to the Company or a Subsidiary, such Grant shall not become effective until such individual commences performing Services to the Company or a Subsidiary and it must satisfy the pricing limitations set forth in Section 7 of this Plan at that time.

(d) After taking into consideration the tax, securities, and accounting consequences of doing so, the Committee may issue Non-Qualified Stock Options, Restricted Stock, Stock Issuances, Stock Appreciation Rights, and Other Awards to individuals who are performing Services (whether as Employees or as independent contractors) to entities that are related to or affiliated with the Company but that do *not* qualify as Parents or

Subsidiaries; provided, however, that Non-Qualified Stock Options and Stock Appreciation Rights may be granted to an individual only if Common Stock qualifies, with respect to such individual, as "service recipient stock" within the meaning set forth in Section 409A of the Code. The Committee shall prescribe such rules as it deems appropriate regarding the crediting of Service in these circumstances.

7. Form of Grants. Grants shall be awarded under this Plan in such amounts, at such times, to such persons, on such terms and in such form as the Committee may approve, which shall not be inconsistent with the provisions of this Plan, but which need not be identical from Grant to Grant.

(a) The exercise price per share of Common Stock purchasable under an Option shall be set forth in the Option, and shall not be less than the Fair Market Value of the Common Stock on the date of Grant. However, the exercise price of an Incentive Stock Option issued to a Ten Percent Stockholder shall be no less than one hundred ten percent (110%) of the Fair Market Value of the Common Stock on the date of the Grant. Similarly, the base price of a Stock Appreciation Right shall not be less than the Fair Market Value of the Common Stock on the date of the Grant. However, the preceding three sentences shall *not* apply in the case of Substitute Grants issued under this Plan. Similar pricing rules shall apply in the case of Other Awards. Any Substitute Grant shall be made in compliance with the requirements of Section 409A of the Code (to the extent applicable thereto), including without limitation, with respect to Options and Stock Appreciation Rights, the requirements of Treasury Regulation §1.409A-1(b)(5)(v)(D).

(b) A Grant shall be exercisable at such time or times and be subject to such terms and conditions as may be set forth in its provisions. However, no Grant shall be exercisable prior to the Effective Date.

(c) Except in the case of Substitute Grants, the aggregate Fair Market Value (determined as of the date of Grant) of the number of shares of Common Stock with respect to which Incentive Stock Options are exercisable for the first time by a Participant during any calendar year shall not exceed one hundred thousand dollars (\$100,000). To the extent that a Participant's Options exceed that limit, they will be treated as Non-Qualified Stock Options, with the first Options that were awarded to the Participant to be treated as Incentive Stock Options.

(d) Except as provided in Section 10 or in the case of Substitute Grants, the term of a Grant shall not exceed five (5) years from the date of its issuance.

(e) Except as may be determined by the Committee in the event of a change of control of the Company, or the Participant's death, disability or retirement, notwithstanding any other provision of this Plan to the contrary, a Grant to an Employee of a Stock Issuance, Restricted Stock or an Other Award that is the functional equivalent of a Stock Issuance or Restricted Stock shall not become fully vested earlier than three years from the grant date (two years in the case of Employees who are not executives of the Company (holding the title of vice president or an equivalent title), or, in the case of vesting based upon the attainment of performance-based objectives, over a period of not less than one year, which shall include a Stock Issuance granted in lieu of cash awards that have been earned based on a performance period of at least one year); *provided, however*, that notwithstanding the foregoing, Grants of a Stock Issuance, Restricted Stock or Other Awards that are the functional equivalent of a Stock Issuance or Restricted Stock (i) that do not exceed in the aggregate 5% of the shares of Stock available pursuant to Section 5(a)(i) shall not be subject to such minimum vesting provisions and (ii) the Company may Grant a Stock Issuance, Restricted Stock or Other Award that is the functional equivalent of a Stock Issuance or Restricted Stock to Employees newly hired by the Company or any of its Subsidiaries without respect to such minimum vesting provisions.

8. Exercise and Vesting of Grants.

(a) Grants that are settled in stock shall only be exercisable for whole numbers of shares.

(b) Options are exercised by payment of the full amount of the purchase price to the Company as follows:

(i) The payment shall be in cash or such other form or forms of consideration as the Committee shall deem acceptable, such as the surrender (either actually or constructively by means of attestation) of outstanding shares of Common Stock owned by the Participant for the minimum period of time necessary to avoid adverse accounting treatment (if applicable).

(ii) After giving due consideration to the consequences under Rule 16b-3 and under the Code, the Committee may also authorize the exercise of Options by the delivery to the Company (or its designated agent) of an executed written notice of exercise form together with irrevocable instructions to a broker-dealer to sell or margin a sufficient portion of the shares of Common Stock and to deliver the sale or margin loan proceeds directly to the Company to pay all or a portion of the exercise price of the Option and/or any tax withholding obligations.

For purposes of determining the amount of income that is recognized by a Participant pursuant to a "same-day sale" transaction described in Subparagraph (ii) above, the Fair Market Value of the Common Stock shall be the price at which the Common Stock was sold.

(c) Stock Appreciation Rights may be exercised by providing notice to the Company on such terms and conditions as are set forth in the Grant.

(d) Except as otherwise provided in the terms of the Grant, the Participant may exercise the Grant following his or her Severance only to the extent that the Grant could have been exercised on the date of the Severance, so that no events that occur following Severance will increase the vested portion of the Grant.

(e) The Committee may, to the extent permitted by Section 409A of the Code, provide for the acceleration of the vesting of Grants upon a change of control or similar circumstances, under such conditions as may be set forth in the terms of the Grants.

9. Modification of Grants.

(a) After due consideration to the possible tax, securities, and accounting consequences, the Committee may, to the extent permitted by Section 409A of the Code, modify an existing Grant, including by:

- (i) Accelerating the right to exercise it; or
- (ii) Extending or renewing it.

(b) In no event without first obtaining stockholder approval will (i) the exercise or base price of any outstanding Option or Stock Appreciation Right be reduced or repriced, including any repricing effected by issuing replacement Options or Stock Appreciation Rights for outstanding Options or Stock Appreciation Rights that have an exercise or base price greater than the Fair Market Value of the Common Stock, (ii) an Option or Stock Appreciation Right be canceled in exchange for cash or another Grant (other than in connection with Substitute Grants), or (iii) any other action be taken with respect to an Option or Stock Appreciation Right that would be treated as a repricing under the rules and regulations of the principal national securities exchange on which the Common Stock is traded or listed.

(c) In the event that the Board amends the terms of an Option so that it no longer qualifies as an Incentive Stock Option, the limitations imposed upon the Option under the Code and the Plan solely by virtue of its (formerly) qualifying as an Incentive Stock Option shall no longer apply, to the extent specified in the amendment.

(d) Whether a modification of an existing Incentive Stock Option will be treated as the issuance of a new Incentive Stock Option will be determined in accordance with the rules of Code Section 424(h).

(e) Whether a modification of an existing Grant previously awarded to an Insider will be treated as a new Grant for purposes of Section 16 of the Exchange Act will be determined in accordance with Rule 16b-3.

10. Termination of Grants.

(a) Except to the extent provided otherwise in the terms of the Grant, each Grant shall terminate on the *earliest* of the following dates:

(i) The date that is one (1) year from the date of the Severance of the Participant, if the Severance occurred because of the Participant's death or Disability.

(ii) In the case of any Severance *other than* one described in Subparagraph (i) above, the date that is three (3) months from the date of the Participant's Severance.

(iii) The expiration of the term of the Grant.

(b) In no event shall an Option or Stock Appreciation Right be exercisable more than five (5) years after the date on which it was issued.

(c) The nonvested portion of the Option or Stock Appreciation Right shall terminate immediately upon Severance, and the vested portion at the time the balance of the Option or Stock Appreciation Right terminates, as determined pursuant to the above rules.

(d) The nonvested portion of a Grant of Restricted Stock or Other Awards shall terminate immediately upon Severance.

11. Non-Transferability of Grants. During the lifetime of the Participant, Grants are exercisable only by the Participant, and Grants are not assignable or transferable except by will or the laws of descent and distribution.

12. Adjustments.

(a) In the event of any change in the capitalization of the Company affecting its Common Stock (e.g., a stock split, reverse stock split, stock dividend, recapitalization, combination, reclassification, or other similar transaction), the Committee shall make such adjustments as it may deem appropriate with respect to:

(i) The number, kind, and exercise price of shares covered by each outstanding Grant; and

(ii) The maximum number and/or kind of shares that may be awarded under this Plan, including the limitations contained in Section 5(a) of this Plan.

(b) The Committee shall also make such adjustments as it may deem appropriate in the event of a spin-off or other distribution of Company assets to stockholders (*other than* normal cash dividends).

(c) Any adjustment of Grants shall be made in compliance with the requirements of Section 409A of the Code (to the extent applicable thereto), including without limitation, with respect to Options and Stock Appreciation Rights, the requirements of Treasury Regulation §1.409A-1(b)(5)(v)(D).

13. Notice of Disqualifying Disposition. A Participant must notify the Company within fifteen (15) days if the Participant disposes of stock acquired pursuant to the exercise of an Incentive Stock Option issued under the Plan or a Predecessor Plan prior to the expiration of the holding periods required to qualify for long-term capital gains treatment on the disposition.

14. Amendments and Termination. Subject to the limitations of applicable law and any stock exchange on which the Common Stock is listed or traded, and the requirements of Section 9(b) and this Section, the Board may at any time amend or terminate this Plan by means of written action. Furthermore, no Participant

may rely upon any statement (oral or written) that is inconsistent with the terms of the Plan or the Grant. To insure that Options can qualify as Incentive Stock Options, within twelve (12) months after the adoption of the amendment by the Board of Directors, the stockholders must approve any amendment that changes:

(a) The class of Employees who are eligible to receive Incentive Stock Options; and/or

(b) The maximum number of shares of Common Stock that may be issued as Incentive Stock Options under the Plan, except as adjusted pursuant to Section 12 of this Plan.

Notwithstanding the foregoing, the Board of Directors may not, without the approval of the Company's stockholders, (i) take any other action with respect to an Option or Stock Appreciation Right that would be treated as a repricing under the rules and regulations of the principal securities exchange on which the Common Stock is traded or listed, (ii) reduce the exercise price of an Option or the grant price of a Stock Appreciation Right or (iii) exchange an Option or Stock Appreciation Right for cash or another Grant.

15. Tax Withholding.

(a) The Company shall have the right to take such actions as may be necessary to satisfy its tax withholding obligations relating to the operation of this Plan.

(b) To the extent authorized by the Committee, Participants may (i) surrender previously acquired shares of Common Stock or (ii) have shares withheld in satisfaction of the tax withholding obligations. To the extent necessary to avoid adverse accounting treatment, the number of shares that may be withheld for this purpose shall not exceed the *minimum* number needed to satisfy the applicable income and employment tax withholding rules. Similarly, the shares surrendered must have been owned by the Participant for the minimum period of time necessary to avoid adverse accounting treatment (if applicable).

(c) If Common Stock is used to satisfy the Company's tax withholding obligations, the stock shall be valued at its Fair Market Value when the tax withholding is required to be made.

16. No Additional Rights.

(a) Neither the adoption of this Plan nor the awarding of any Grant shall:

(i) Affect or restrict in any way the power of the Company to undertake any corporate action; or

(ii) Confer upon any Participant the right to continue performing Service for the Company, nor shall it interfere in any way with the right of the Company to terminate the Service of any Participant at any time, with or without cause, subject to the terms of any applicable employment or consulting agreement between the Participant and the Company.

(b) No Participant shall have any rights as a stockholder with respect to any shares awarded to the Participant under this Plan until the date a certificate for such shares has been issued to the Participant.

17. Securities Law Restrictions.

(a) No shares of Common Stock shall be issued under this Plan unless the Committee shall be satisfied that the issuance will be in compliance with applicable federal and state securities laws and the requirements of any stock exchange or other securities market on which the Company's securities may then be traded. Similarly, a Participant will not be permitted to exercise a Grant if such exercise would violate the Company's internal policies.

(b) The Committee may require certain investment (or other) representations and undertakings by the person exercising a Grant if necessary to comply with applicable law.

(c) Certificates for shares of Common Stock delivered under this Plan may be subject to such restrictions as the Committee may deem advisable. The Committee may cause a legend to be placed on the certificates to refer to those restrictions.

(d) The inability of the Company to obtain registration, qualification, or other necessary authorization, or the unavailability of an exemption from any registration or qualification obligation deemed by the Company's counsel to be necessary for the lawful issuance and sale of any shares of its Common Stock under this Plan shall:

- (i) Suspend the Company's obligation to permit the exercise of any Grant or to issue any shares under this Plan; and
- (ii) Relieve the Company of any liability in respect of the nonissuance or sale of the shares as to which the requisite authority or exemption shall not have been obtained.

18. Indemnification.

(a) To the maximum extent permitted by law, the Company shall indemnify each member of the Committee and of the Board, as well as any other Employee of the Company with duties under the Plan, against expenses and liabilities (including any amount paid in settlement) reasonably incurred by the individual in connection with any claims against the individual by reason of the performance of the individual's duties under this Plan, unless the losses are due to the individual's gross negligence or lack of good faith.

(b) The Company will have the right to select counsel and to control the prosecution or defense of the suit.

(c) In the event that more than one person who is entitled to indemnification is subject to the same claim, all such persons shall be represented by a single counsel, unless such counsel advises the Company in writing that he or she cannot represent all such persons under the applicable rules of professional responsibility.

(d) The Company will not be required to indemnify any person for any amount incurred through any settlement unless the Company consents in writing to the settlement.

19. Application of Code Section 409A. To the extent applicable, this Plan and all Grants made hereunder are intended to be administered and interpreted in a manner that is consistent with the requirements of Section 409A of the Code. Consistent with the foregoing, if a Participant is a "specified employee", as defined in Section 409A of the Code, as of the date of the Participant's "separation from service", as defined in Section 409A of the Code, then to the extent any amount payable under a Grant (i) constitutes the payment of nonqualified deferred compensation, within the meaning of Section 409A of the Code, (ii) is payable upon the Participant's separation from service and (iii) under the terms of the Grant and this Plan would be payable prior to the six-month anniversary of the Participant's separation from service, such payment shall be delayed and paid on the earlier to occur of (a) the first day of the seventh month following the Participant's separation from service or (b) the date of the Participant's death. Notwithstanding the foregoing, no particular tax result with respect to any income recognized by a Participant in connection with a Grant is guaranteed and each Participant shall be responsible for any taxes imposed on the Participant in connection with Grants made under the Plan.

20. Governing Law. This Plan and all actions taken pursuant to it shall be governed by and construed in accordance with the laws of the State of Delaware, without regard to its conflicts of laws provisions.

DAVITA INC.
1627 COLE BOULEVARD
LAKEWOOD, CO 80401
ATTN: ANGELINA OROMA

VOTE BY INTERNET: www.davita.com

Use the Internet to transfer your voting instructions and for electronic delivery of information as with 11:59 PM, Eastern Time on Sunday, June 6, 2010. Have your proxy card in hand when you access the web site and follow the instructions to obtain your credentials and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to reduce the costs incurred by our company in mailing proxy materials, you can consent to receiving all future proxy statements, proxy cards and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive all future proxy materials electronically in future years.

VOTE BY PHONE: 1-800-499-6703

Use any touch-tone telephone to transfer your voting instructions up until 11:59 PM, Eastern Time on Sunday, June 6, 2010. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Alexander Way, Edison, NJ 08817.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

11/24/02 P010272

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

DAVITA INC.							
The Board of Directors recommends a vote FOR all Nominees listed in Proposal 1.							
1. Election of Directors		For	Against	Abstain			
Nominees:							
1a. Pamela M. Arvey		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
1b. Charles G. Berg		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
1c. Willard W. Brittain, Jr.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
1d. Paul J. Diaz		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
1e. Peter I. Grauer		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
1f. John M. Nehra		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
1g. William L. Roper, MD, MPH		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
1h. Kent E. They		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
1i. Roger J. Valine		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>			
For address changes and/or comments, please check this box and write them on the back where indicated.					<input type="checkbox"/>		
Please sign exactly as your name(s) appears hereon. When signing as attorney, executor, administrator, or other fiduciary, please give full title as such. Joint owners should each sign personally. All holders must sign. If a corporation or partnership, please sign in full corporate or partnership name, by authorized officer.							
Please indicate if you plan to attend this meeting.					Yes	No	
					<input type="checkbox"/>	<input type="checkbox"/>	
Signature (PLEASE SIGN WITHIN BOX)		Date		Signature (Print Name)		Date	

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

11Q25538-P94272

**DAVITA INC.
PROXY
This Proxy is solicited on behalf of
the Board of Directors of DAVITA INC.**

The undersigned hereby appoints Kent J. Thiry, Kim M. Rivera, and Jeffrey L. Miller, or any of them, the true and lawful attorneys and proxies of the undersigned, with full power of substitution to vote all shares of the Common Stock, \$0.001 par value per share, of DAVITA INC., which the undersigned is entitled to vote at the annual meeting of the stockholders of DAVITA INC., to be held at 9:30 a.m., Mountain Time, on June 7, 2010 at 1527 Cole Boulevard, Lakewood, Colorado 80401, and any and all adjournments thereof, on the proposals set forth on the reverse side of this Proxy.

Unless a contrary direction is indicated, this Proxy will be voted FOR all nominees listed in Proposal 1, FOR Proposals 2 and 3, and AGAINST Proposal 4. If specific instructions are indicated, this Proxy will be voted in accordance therewith.

In their discretion, Kent J. Thiry, Kim M. Rivera, and Jeffrey L. Miller or any of them, are authorized to vote upon such other matters as may properly come before the meeting. All Proxies to vote at said meeting or any adjournment heretofore given by the undersigned are hereby revoked. Receipt of the Notice of Annual Meeting and Proxy Statement dated April 28, 2010 is hereby acknowledged.

Address Changes/Comments: _____

If you entered any Address Changes/Comments above, please mark corresponding box on the reverse side.

Continued and to be signed on reverse side

1 LAW OFFICE OF DANIEL MARKS
2 DANIEL MARKS, ESQ.
3 Nevada State Bar No. 002003
4 NICOLE M. YOUNG, ESQ.
5 Nevada State Bar No. 12659
6 610 South Ninth Street
7 Las Vegas, Nevada 89101
8 (702) 386-0536; FAX (702) 386-6812
9 Attorneys for Appellant

10
11 **IN THE SUPREME COURT OF THE STATE OF NEVADA**

12 DENNIS KOGOD,

Case No. 71147

13 Appellant,

14 vs.

15 GABRIELLE CIOFFI-KOGOD,

16 Respondent.
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19 **APPEAL FROM THE EIGHTH JUDICIAL DISTRICT COURT**
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Plaintiff's Exhibit 138- Gabrielle's American Express Statement X9677 dated February 12, 2016	32	6040-6042
Plaintiff's Exhibit 139- Gabrielle's Nordstrom X992 dated February 11, 2016	32	6043-6048
Plaintiff's Exhibit 140- Gabrielle's Nordstrom X992 dated March 13, 2016	32	6049-6052
Plaintiff's Exhibit 141- Bank of America Merrill Lynch X0129 Statement dated March 1, 2016 through March 31, 2016	32	6053-6058
Plaintiff's Exhibit 142- Bank of America Merrill Lynch X6446 Statement Dated February 29, 2016	32	6059-6066
Plaintiff's Exhibit 143- Bank of America Merrill Lynch primary account 7GS-10588 dated February 29, 2016 (also includes secondary accounts 7GS-10637, 7GS-10588, 7GS-10093)	32	6067-6124
Plaintiff's Exhibit 144- Gabrielle's UBS account FN-20329 GM Dated March, 2016	32	6125-6132
Plaintiff's Exhibit 145- Gabrielle's UBS account FN 13134 GM Dated March, 2016	32	6133-6146
Plaintiff's Exhibit 146- Gabrielle's UBS account FN 12743 GM Dated March, 2016	32	6147-6160
Plaintiff's Motion to Compel Discovery, For Sanctions, and Attorney's Fees and Costs filed on June 21, 2016	42	8072-8081
Plaintiff's Opposition to Defendant's Motion to Stay Enforcement Of Decree of Divorce and for Other Related Relief and Countermotion for Attorney's Fees filed on October 12, 2016	46	9149-9166
Reply to Counterclaim for Divorce filed on December 5, 2014	1	25-27

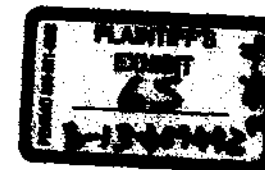
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<u>DOCUMENT</u>	<u>VOLUME</u>	<u>PAGE NO.</u>
Reply in Support of Motion for an Order to Cause to Hold Gabrielle Cioffi-Kogod in Contempt for Failure to Comply with the Discovery Commissioner's Recommendation Regarding Service of Jennifer Crute Steiner and for Attorney's Fees and Costs; and Opposition to Countermotion for sanctions and Attorney's Fees filed on October 12, 2015	2	336-345
Reply in Support of Defendant's Motion to Compel Discovery and for Attorney's Fees and Costs, and Opposition to Plaintiff's Countermotion for Protective Order filed on January 13, 2016	3	583-586
Reply to Plaintiff's Motion to Compel Discovery, for Sanctions, Attorney's Fees and Costs and Opposition to Countermotion for Sanctions, Attorney's Fees and Costs filed on July 13, 2016	42	8154-8192
Reply in Support of Motion to Stay Enforcement of Decree of Divorce and For Other Related Relief; and Opposition to Countermotion for Attorney's fees filed on October 14, 2016	46	9175-9180
Reply to Opposition to Motion for Attorney's Fees and Costs filed on October 17, 2016	46	9181-9186
Stipulation and Order filed on August 10, 2015	1	201-204
Stipulation and Order filed on December 15, 2015	2	405-406
Summons filed on May 15, 2014	1	17-18
Supplemental Billing Statements of Attorney's Fees and Costs filed on March 11, 2016	40	7708-7720
Supplement to Plaintiff's Motion for Attorney's Fees and Costs filed on September 21, 2016	46	8945-9027
Transcript Re: All Pending Motions (Hearing on June 26, 2015) filed on July 9, 2015	1	179-200
Transcript Re: Motion to Stay (Hearing on Wednesday September 21, 2016) filed on December 29, 2016	2	275-286
Transcript Re: All Pending Motions (Hearing on Wednesday October 14, 2015) filed on December 29, 2016	2	346-393
Transcript Re: All Pending Motions (Hearing on Friday January 15, 2016) filed on December 29, 2016	3	587-646
Transcript Re: All Pending Motions (Hearing on Wednesday, February 17, 2016) filed on December 29, 2016	4	739-779
Transcript Re: Non-Jury Trial (Tuesday, February 23, 2016) filed on April 28, 2016	5	861-1037

Kogod v. Kogod
Los Vegas, Nevada

SUMMARY OF FOOTNOTES INCLUDED IN AF'S REBUTTAL REPORTS

Footnote	Description
	February 5, 2016 report
1	Plaintiff's Complex Divorce Litigation Plan dated April 8, 2015, p. 34.
2 (Not included)	Video from Hearing on October 14, 2015 at 11:37:10.
3	We were asked to use consider NRS 123.230 when assessing potential community waste.
4	Court Minutes from the June 1, 2015 Status Check.
5	Richard Teichner report dated January 25, 2016, p. 2 (DLK016643).
6 (See Declaration)	December 29, 2015 Declaration of Joseph Leauanae, p. 5.
7	Discovery Commissioner's Supplemental Report and Recommendations, undated and unsigned, p. 2.
8	Richard Teichner report dated January 25, 2016, p. 4 (DLK016645).
9	Richard Teichner report dated January 25, 2016, p. 6 (DLK016647).
10	Richard Teichner report dated January 25, 2016, p. 1 (DLK016642).
11	Richard Teichner report dated January 25, 2016, p. 5 (DLK016646).
12	The beneficiaries of the American General policy are 85 percent Nadine Khapsalis-Klevsky and 15 percent Joshua Kogod (DLK007183). The Principal Life policy reflects the primary beneficiaries as Joshua Kogod and Nadine Khapsalis (DLK007251).
13	Deposition of Dennis Kogod, dated October 23, 2015, p. 262.
14	Richard Teichner report dated January 25, 2016, p. 5 (DLK016646).
15	Richard Teichner report dated January 25, 2016, p. 3 (DLK016644).
16	Deposition of Dennis Kogod, dated October 23, 2015, pp. 63-64.
17	Richard Teichner report dated January 25, 2016, p. 6 (DLK016647).
18 (See #4)	Court Minutes from the June 1, 2015 Status Check.



Kogod, Pltf
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1 Gabby believed his excuses about the problems in their marriage, and continued to believe in
2 reconciliation. On September 28, 2014, Gabrielle watched a video of the Da Vita shareholder meeting
3 where in a speech, Dennis referenced the challenges of raising young children. As she and Dennis had
4 no children, she did not know what he was referring to. She suspected he may be having an affair, and
5 through that affair had been involved with children.
6

7 Dennis NEVER advised her that he had fathered children, nor that he had another relationship
8 with their mother in California. She filed the complaint. Still neither Dennis nor his counsel advised
9 Gabrielle or her then lawyer (now Judge Denise Gentile) that he had fathered children with another
10 woman. He indicated that there was some "community waste," and offered a resolution of that issue
11 without providing the documents he long promised to provide, but for many months (until present
12 counsel became involved in the case) were not provided.
13

14 On February 3, 2015, at the Case Management Conference, counsel for Dennis, James J. Jimmerson,
15 Esq. made the remarkable statements to the Court.
16

17 In this particular case, there are really very limited issues. Because the estate is in such a
18 solid shape. There is very little debt and very large assets.

19 An unhappy factor in this case is that my client fathered two children, twins, during this
20 marriage with another woman and had maintained, essentially, a separate life that had not
21 been disclosed to Mrs. Kogod until approximately May of last year, give or take. She
22 may have known before, but I'm saying in terms of what we understand... There is
23 therefore going to be a claim for waste as an issue. And like we try to resolve issues... we
24 are going to take that issue away from her by providing an accounting, an estimate and an
25 offer that will be more than the dollar spent so that one-half should be awarded to Mrs.
26 Kogod to at least remove the financial strain or insult of Dennis' having this relationship.
27 Dennis is embarrassed by this certainly... but he is not embarrassed about having two
28 wonderful children of age 7 with a woman that he has fallen in love with.

25 See Video from the Hearing on February 3, 2015, 11:04:59 - 11:06:46.

26 Contrary to the false statement that Dennis had fed Mr. Jimmerson for that hearing, neither Dennis nor
27 her counsel had ever admitted prior to that date that Dennis had fathered children. For Dennis to reveal
28

NRS 123.230 Control of community property. A spouse may, by written power of attorney, give to the other the complete power to sell, convey or encumber any property held as community property or either acting alone, may manage and control community property, whether the community property was acquired before or after July 1, 1975, with the same power of disposition as the acting spouse has over his or her separate property except that

1. Neither spouse may devise or bequeath more than one-half of the community property.
2. Neither spouse may make a gift of community property without the express or implied consent of the other.
3. Neither spouse may sell, convey or encumber the community real property unless both join in the execution of the deed or other instrument by which the real property is sold, conveyed or encumbered, and the deed or other instrument must be acknowledged by both.
4. Neither spouse may purchase or contract to purchase community real property unless both join in the transaction of purchase or in the execution of the contract to purchase.
5. Neither spouse may create a security interest, other than a purchase-money security interest as defined in NRS 104.2103, in, or sell, community household goods, furnishings or appliances unless both join in executing the security agreement or contract of sale, if any.
6. Neither spouse may acquire, purchase, sell, convey or encumber the assets, including real property and goodwill, of a business where both spouses participate in its management without the consent of the other. If only one spouse participates in management, he or she may, in the ordinary course of business, acquire, purchase, sell, convey or encumber the assets, including real property and goodwill, of the business without the consent of the nonparticipating spouse.

[6:119:1873; A 1897, 24; 1917, 121; 1919 RL § 2160; NCL § 3360]—(NRS A 1973, 1037; 1975, 560; 1977, 271; 1997, 1596; 1999, 391)

1
2 NEOJ

Alma L. Blum
CLERK OF THE COURT

3
4 DISTRICT COURT
5 CLARK COUNTY, NEVADA

6
7 GABRIELLE ROSE CIOFFI-KOGOD,)

8 Plaintiff,)

9 v.)

CASE NO. D-13-489442-D
DEPT NO. Q

10 DENNIS L. KOGOD,)

11 Defendant.)
12

13
14 NOTICE OF ENTRY OF ORDER FROM HEARING

15 TO: ALL PARTIES AND/OR THEIR ATTORNEYS

16 Please take notice that an Order From Hearing has been entered in the above-
17 entitled matter, a copy of which is attached hereto. I hereby certify that on the above
18 file stamped date, I caused a copy of this Notice of Entry of Order From Hearing to
19 be:
20

21 ☒ E-Served pursuant to NEFCR 9 on, or placed in the folder(s) located in the
22 Clerk's Office of, the following attorneys:

23 Radford Smith, Esq.

24 James Jimmerson, Esq.

25
26 /s/ Kimberly Weiss
27 Kimberly Weiss
28 Judicial Executive Assistant
Department Q

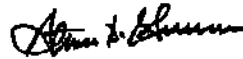
C. DUCKWORTH
DISTRICT JUDGE

JUDICIAL DIVISION, DEPT. Q
3 VEGAS, NEVADA 89101

Kogod, Plf
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1
2 ORDER


CLERK OF THE COURT

3
4 DISTRICT COURT
5 CLARK COUNTY, NEVADA

6
7 GABRIELLE ROSE CIOFFI-KOGOD,)
8 Plaintiff,)
9 v.)
10 DENNIS L. KOGOD,)
11 Defendant.)
12


CASE NO. D-13-489442-D
DEPT NO. Q

13
14 ORDER FROM HEARING

15 This matter came before the Court for a Status Check, Plaintiff being present
16 and represented by Radford Smith, Esq., and Defendant being present and represented
17 by James Jimmerson, Esq. Good cause appearing therefor.

18
19 IT IS HEREBY ORDERED that the attached copy of the Minutes from the June
20 1, 2015 hearing is hereby incorporated herein and will become the Order of this case.

21 DATED this 12th day of June, 2015.

22
23
24 
25 BRYCE C. DUCKWORTH
26 DISTRICT COURT JUDGE
27 DEPARTMENT Q
28

✓
BRYCE C. DUCKWORTH
DISTRICT JUDGE
JUDICIAL DIVISION, DEPT. Q
CLARK COUNTY, NEVADA 89101

Kogod, Pltf
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D-13-489442-D

DISTRICT COURT
CLARK COUNTY, NEVADA

Divorce - Complaint

COURT MINUTES

June 01, 2015

D-13-489442-D

Gabrielle Rose Cioffi-Kogod, Plaintiff

vs.

Dennis L Kogod, Defendant.

June 01, 2015

11:00 AM

Status Check

HEARD BY: Duckworth, Bryce C.

COURTROOM: Courtroom 01

COURT CLERK: Michael A. Padilla

PARTIES:

Dennis Kogod, Defendant, Counter Claimant, present James Jimmerson, Attorney, present

Gabrielle Cioffi-Kogod, Plaintiff, Counter Defendant, present Radford Smith, Attorney, present

JOURNAL ENTRIES

- Attorney Garima Varshney, Nevada Bar #11878, present with Plaintiff and attorney Radford Smith.

Discussion regarding rescheduling the trial dates; bank records; deposition dates; Defendant's request to sell stocks, to sell the Oak Past residence, to sell the boat and to purchase a \$3,000,000.00 condo. Court informed counsel that it expects to see a defined list of expenditures and what disputes there are to those items; however, the Court does not expect Defendant to every check over the past ten years; COURT ORDERED, as follows:

1. Matter is set for a STATUS CHECK on 7/21/15 at 11:00 AM.
2. The CALENDAR CALL set for 8/4/15 at 11:00 AM is hereby VACATED.
3. The NON-JURY TRIAL set for the week of August 17th is hereby CONTINUED as follows: 10/19/15 at 1:30 PM (day 1), 10/20/15 at 1:30 PM (day 2), 10/21/15 at 1:30 PM (day 3), and 10/23/15 at 9:00 AM (day 4).
4. Expert reports are due by 8/24/15.

PRINT DATE: 06/01/2015

Page 1 of 2

Minutes Date:

June 01, 2015

Kogod, Pltf
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D-13-489442-D

5. Discovery shall close by the close of business on 10/9/15.

6. In regards to the marital waste issue, the Court wants to see what amounts have been spent on Defendant's girlfriend and their two children and a separate list as to what was spent on other family members. The Court treats these two separately.

Per STIPULATION, the minutes shall suffice as the Order from today's hearing, therefore, the Court shall issue an Order based on the minutes.

INTERIM CONDITIONS:

FUTURE HEARINGS: July 21, 2015 11:00 AM Status Check
Duckworth, Bryce C.
Courtroom 01

July 28, 2015 9:00 AM Settlement Conference
Duckworth, Bryce C.
Courtroom 01

October 19, 2015 1:30 PM Non-Jury Trial
Duckworth, Bryce C.
Courtroom 01

October 20, 2015 1:30 PM Non-Jury Trial
Duckworth, Bryce C.
Courtroom 01

October 21, 2015 1:30 PM Non-Jury Trial
Duckworth, Bryce C.
Courtroom 01

October 23, 2015 9:00 AM Non-Jury Trial
Duckworth, Bryce C.
Courtroom 01

PRINT DATE:	06/01/2015	Page 2 of 2	Minutes Date:	June 01, 2015
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Kogod, Pltf
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1 DCRR
2 RADFORD J. SMITH, ESQ.
3 Nevada Bar No. 002791
4 GARIMA VARSHNEY, ESQ.
5 Nevada Bar No. 011878
6 2470 St. Rose Parkway, Ste. 206
7 Henderson, Nevada 89074
8 Telephone: (702) 990-6448
9 Facsimile: (702) 990-6456
10 rsmith@radfordsmith.com
11 Attorneys for Plaintiff

DISTRICT COURT
CLARK COUNTY, NEVADA

12 GABRIELLE CIOFFI-KOGOD,

13 Plaintiff,

14 v.

15 DENNIS KOGOD

16 Defendant.

CASE NO.: D-13-489442-D

DEPT NO.: DISCOVERY
COMMISSIONER

FAMILY DIVISION

17 DISCOVERY COMMISSIONER'S SUPPLEMENTAL REPORT AND RECOMMENDATIONS

18 DATE OF HEARING: January 15, 2016

19 TIME OF HEARING: 1:30 p.m.

20 This matter, having coming on for hearing for Defendant, DENNIS KOGOD's ("Dennis") Motion
21 To Compel Discovery And For Attorney's Fees And Costs; and Plaintiff, GABRIELLE CIOFFI-KOGOD
22 ("Gabrielle") Opposition and Countermotion for Protective Order on the 15th day of January, 2016;
23 Gabrielle, not being present but being represented by Radford J. Smith, Esq. of Radford J. Smith, Chartered,
24 and Dennis, not being present, but being represented by Daniel Marks, Esq. and Nicole M. Young, Esq. of
25 Law Office of Daniel Marks, also present in Court is Joseph Leauanae of Anthem Forensics, the Discovery
26 Commissioner, having reviewed the pleadings and papers on file in this matter, and being fully advised in
27 the premises, and good cause appearing therefore, makes the following findings and recommendations:
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RECOMMENDATIONS

1. In Dennis' Reply in Support of Defendant's Motion to Compel Discovery and for Attorney's Fees and Costs, and Opposition to Plaintiff's Countermotion for Protective Order ("Reply") filed on January 13, 2016, Dennis indicates that he is no longer seeking the Excel Spreadsheets therefore the issue of Gabrielle's request for a protective order is moot. See Reply, page 3, lines 2-3

2. Dennis indicates that he is seeking an order directing Gabrielle's experts, Ar to redline or bold the changes made between their original report and their supplement report. See Reply, page 2, lines 26-27. Per the Stipulation and Order filed on December 15, 2015, the Court finds that Gabrielle's experts, Anthem Forensics issued an original expert report on November 17, 2015 and the parties stipulated that Gabrielle's supplemental expert report shall be produced on or before December 14, 2015. Dennis' expert witness, Mr. Richard Teichner was present at Dennis' second deposition. On December 14, by stipulation, Gabrielle's experts received a one day extension to produce the supplemental report by December 15, 2015. Anthem Forensics' supplemental expert report was produced on December 15, 2015. The Court therefore finds that Dennis' expert, Mr. Teichner has received sufficient time to review the supplemental report and compare the spreadsheets in the original report and the supplemental report and to read those changes that were set forth in the supplemental report to determine what changes were made.

3. By stipulation, Mr. Marks' request for an extension of time for Mr. Teichner's rebuttal report is granted. Mr. Teichner's rebuttal expert report shall be produced by January 26, 2016.

1 4. Both parties' request for attorney's fees and costs is deferred to Trial.

2 Dated this _____ day of February, 2016.

3
4
5 DISCOVERY COMMISSIONER

6 Submitted by:

Approved as to Form and Content

7 RADFORD J. SMITH, CHARTERED

LAW OFFICE OF DANIEL MARKS

8
9 RADFORD J. SMITH, ESQ.
10 Nevada State Bar No. 002791
11 GARIMA VARSHNEY, ESQ.
12 Nevada State Bar No. 011878
13 2470 St. Rose Parkway, Ste. 206
14 Henderson, Nevada 89074
(702) 990-6448
Attorneys for Plaintiff

DANIEL MARKS, ESQ.
Nevada State Bar No. 002003
NICOLE M. YOUNG, ESQ.
Nevada State Bar No. 12659
610 South Ninth Street
Las Vegas, Nevada 89101
(702) 386-0536
Attorneys for Defendant

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NOTICE

You are hereby notified that you have five (5) days from the date you receive this document within which to file any written objections.

Pursuant to N.R.C.P. 16.1(d)(2)(1):

An objection must be filed and served no more than five (5) days after receipt of the Commissioner's Report. The Commissioner's Report is deemed received when signed and dated by a party, his attorney or his attorney's employee, or three (3) days after mailing to a party or his attorney, or three (3) days after the Clerk of the Court deposits a copy of the report in a folder of a party's lawyer in the Clerk's Office.

A copy of the foregoing Discovery Commissioner's Report was:

_____ Mailed to Plaintiff/Defendant at the following address on the _____ day of _____, 2016.

_____ Placed in the folder of the Plaintiff/Defendant's counsel in the Clerk's office on the _____ day of _____, 2016.

_____ Hand-delivered to the Plaintiff/Defendant at the following address on the _____ day of _____, 2016.

DEPUTY CLERK

Kogod, Pltf
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ORDER

The Court having reviewed the above Report and Recommendations prepared by the Discovery Commissioner, and

_____ The parties having waived their right to object thereto;

_____ No timely objection having been filed;

_____ Having received the objections thereto and the written arguments in support of said objections, and good cause appearing,

IT IS HEREBY ORDERED,

_____ The Discovery Commissioner's Report and Recommendations are affirmed and adopted.

_____ The Discovery Commissioner's Report and Recommendations are affirmed and adopted, subject to any modifications attached hereto.

_____ A hearing on the Discovery Commissioner's Report is set for the ____ day of _____, 2016, at _____, m. in Department ____ or Courtroom ____.

DATED this ____ day of _____, 2016.

DISTRICT COURT JUDGE

1 DANIEL MARKS, ESQ.
2 Nevada State Bar No. 002003
3 NICOLE M. YOUNG, ESQ.
4 Nevada State Bar No. 12659
5 610 South Ninth Street
6 Las Vegas, Nevada 89101
7 (702) 386-0536; FAX: (702) 386-6812
8 Attorneys for Defendant

9
10 DISTRICT COURT
11 CLARK COUNTY, NEVADA

12 GABRIELLE CIOFFI-KOGOD
13 Plaintiff,

Case No. D-13-489442-D
Dept. No. Q

14 vs.

15 DENNIS KOGOD,
16 Defendant.

17
18 DEFENDANT'S REBUTTAL EXPERT DISCLOSURE

19 COMES NOW the Defendant, Dennis Kogod, by and through his counsel, Daniel Marks, Esq.,
20 and Nicole M. Young, Esq., of the Law Office of Daniel Marks, and hereby submits his Rebuttal Expert
21 Disclosure as follows:

22 List of Expert Witnesses

- 23 1. Richard Teichner, CPA, ABV, CVA, MAFF, CFF, Cr.FA, FCPA, CGMA, CDFA, of
24 Teichner Accounting Forensics and Valuations, PLLC, 6130 West Elton Avenue, Las
25 Vegas, Nevada 89107, Telephone: (702) 216-0324. Phillip W. Esplin, Ed.D, Psychologist,
26 7131 E. Buena Terra Way, Scottsdale, Arizona 85253, Telephone: (480) 421-6666. Mr.
27 Teichner is expected to provide expert testimony regarding the issue of community waste.

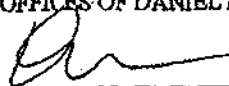
28 Production of Documents

1. Expert Report, dated January 25, 2016, attached hereto at Bate Stamp DLK016641 -
DLK016676.
2. Curriculum Vitae for Richard M. Teichner, updated July 2015, attached hereto at Bate
Stamp DLK016677 - DLK016682.

1 3. Four Years' History of Testimony for Richard M. Teichner, as of January 26, 2016,
2 attached hereto at Bate Stamp DLK016683 - DLK016685.

3 DATED this 26 day of January, 2016.

4 LAW OFFICES OF DANIEL MARKS

5
6 
7 DANIEL MARKS, ESQ.
8 Nevada State Bar No. 002003
9 NICOLE M. YOUNG, ESQ.
10 Nevada State Bar No. 12659
11 610 South Ninth Street
12 Las Vegas, Nevada 89101
13 Attorneys for Plaintiff
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Radford J. Smith, Esq.
Radford J. Smith, Chartered
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074
Attorney for Plaintiff

Daniel Marks
An employee of the
LAW OFFICE OF DANIEL MARKS



TEICHNER ACCOUNTING
FORENSICS & VALUATIONS, PLLC

January 25, 2016

Daniel Marks, Esq.
Law Office of Daniel Marks PLLC
810 South Ninth Street
Las Vegas, Nevada 89101

Re: Gabrielle Clott-Kogod vs. Dennis Kogod; Case No. D-13-489442-D, Dept. No. G,
District Court, Clark County, Nevada

Dear Mr. Marks:

My firm, Teichner Accounting Forensics & Valuations, PLLC ("TAFV"), has been engaged by the Law Office of Daniel Marks PLLC to provide consulting and expert services in the above-referenced family law litigation matter. I, Richard M. Teichner, Manager and sole member of TAFV, have been requested to issue a rebuttal report to the Expert Witness Report and the Supplemental Expert Witness Report, both prepared by Joseph L. Leauanae and Jennifer A. Allen of Anthem Forensics, dated November 17, 2015 ("Nov report") and December 15, 2015 ("Dec report"), respectively. As a result, I have prepared this rebuttal report based on my review, analysis and evaluation of the Dec report, which is the update to the Nov report (even though the title of the Dec report contains the term "Supplemental"), and performed whatever procedures I deemed necessary in order to arrive at my findings and conclusions set forth herein.

My findings and opinions contained in this report are based on documents and other information received by TAFV to date. If TAFV should receive additional documents or other information that could impact my findings and opinion, this report is subject to being amended or supplemented.

My billing rate is \$285 per hour for all accounting services, including testimony. The hourly billing rates for professional staff and for paraprofessional and administrative staff, to the extent used by TAFV, range from \$165 to \$210 and from \$65 to \$150, respectively.

Attached to this report is a schedule containing a listing of all matters in which I have testified in the most recent preceding four years and my curriculum vitae, which includes a listing of articles that I have authored and that have been published in the last ten years.

Sincerely,

Richard M. Teichner
CPA, ABV, CVA, MAFFTM, CFF, CIFA, FCPATM, CGMA[®], CDFATM
Manager/Member

3500 Lakeside Court, Suite 210 • Reno, NV 89508
Phone: (775) 828-7474 • Fax: (775) 201-2110

6130 West Elton Avenue • Las Vegas, NV 89107
Phone: (702) 216-0324 • Fax: (702) 216-6001

Email: accounting@orenelos@gmail.com
Website: www.accounting-forensics.com

DLK016641

Kogod, Pltf
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Introduction

In this rebuttal report, I have demonstrated how Joseph L. Leauanas ("JLL") and his firm, Anthem Forensics ("Anthem"), have made unreasonable and unsupportable assumptions for what they claim is "potential community waste" attributed to Dennis Kogod ("Dennis"). Of the approximately 27,200 transactions that Anthem states were analyzed, according to its Dec report, JLL has not provided any meaningful proof or support that potential community waste has occurred¹. As displayed in this report, a preponderance of the expenditures that JLL has characterized as potential community waste were Dennis' business expenses, capital expenditures that have been included as community assets, or normal living expenditures. Particularly, JLL has improperly characterized the expenditures listed on Exhibit 6, which are "not classified elsewhere", as potential community waste. In order for JLL to have even considered the expenditures on Exhibit 6 as potential community waste, JLL or someone at Anthem would have had to apply a legal basis for including each and every expenditure as waste, which they are not qualified to do.

In addition to the unsupported and improper characterization of the expenditures in Exhibit 6 as potential community waste, JLL claims that the yacht expenditures are potential community waste, although Anthem has erroneously included capital expenditures in its amount of potential waste in Exhibit 6, titled "Yacht-Related Outflows". Also, in Exhibit 2, titled "Nadys/Children-Related Outflows", Anthem has erroneously included expenditures that were exclusively for Dennis' living expenses. Further discussions about these exhibits appear later in this report.

After accounting for expenditures that Anthem deemed not to be solely for Dennis' benefit, which are included in its Exhibit 2, as adjusted in Schedule 1 to this report, and included in its Exhibit 3, and then adding those expenditures to Dennis' normal living expenditures, the combined amount of such expenditures constitutes a very small percentage of Dennis' overall income, as discussed below and shown on Schedule 5 to this report. Thus, besides Anthem improperly labeling expenditures as potential community waste, JLL does not give any recognition to the fact that Dennis' living expenditures, even when coupled with expenditures not solely for his benefit, were very reasonable, especially in relation to his income. Additionally, JLL does not take into account the fact that the Kogods have been living apart for approximately eleven years and its relevance in determining the nature and amounts of Dennis' personal living expenditures.

This rebuttal report does not address Exhibit 10 to JLL's report, titled "Marital Asset Schedule", as, for this report, I have been asked to present my findings and conclusions regarding the assertions of potential community waste made by Anthem in JLL's report and not regarding the marital assets and liabilities contained in Exhibit 10.

In addition to the Dec report and Nov report, I have relied on certain of the documents TAFV has received from counsel, including, but not limited to, documents produced by Dennis Kogod ("Dennis"), by Gabrielle Cloff-Kogod ("Gabrielle"), and by DeVita Inc. ("Devita"); deposition transcripts of Dennis,

¹ Anthem's Dec report contains most of the same information that is contained in its Nov report, but with various additions, deletions and other revisions to the Nov report. Accordingly, references to the results of the accounting services performed by Anthem pertain mainly to the information contained in the Dec report. However, to the extent the information in the Nov report has remained intact in the Dec report, references to the results of Anthem's services apply to the Nov report as well as to the Dec report. (The Dec report, or the Dec report and Nov report collectively, is also referred to as "JLL's report" herein.) Additionally, although both JLL and Jennifer A. Allen are both signatories to the Anthem report letter, I have deemed JLL to be the principal preparer of the Nov report and the Dec report and, accordingly, refer to JLL as the preparer throughout this report and in most cases have referred to either report, or both reports collectively, as "JLL's report".

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Gabrielle, Nadyana Khapsalts Kogod ("Nadya") Jennifer Crute Steiner; Sheldon Kogod, and Marsha Kogod; joint individual income tax returns of Dennis and Gabrielle for years 2003 through 2014; and various other documents, which include NRCF 16.2 disclosures. To the extent that such documents support my findings and conclusions, they are referred to within the contents of this report.

It should be noted that, because your law office or TAFV directly was not granted access to the Excel spreadsheets that are exhibits to JLL's report, which had been presented by Anthem in pdf format, TAFV has had to obtain software that was able to convert Anthem's pdf produced exhibits to Excel format.² After testing many different types of conversion software that could convert the greatly condensed rows of the Anthem's exhibits, we eventually found the software that was adequate for producing Excel spreadsheets from their pdf format. The cost of the software and the time expended to convert the exhibits could have been avoided if Anthem had merely produced its exhibits that it originally generated in Excel format. Additionally, Anthem was requested to produce schedules that showed the additions to and deletions from the exhibits of the Nov report in preparing the exhibits to the Dec report, yet Anthem never produced such schedules—not even in pdf format.

As a result of our obtaining the conversion software mentioned above, we have reformatted or otherwise modified certain exhibits of the Dec report in order to arrive at findings and conclusions set forth in this report.

Lack of Basis for JLL's Opinion on Potential Community Waste

In section 4 of JLL's report, on page 7, he states that Anthem was "[s]pecifically...asked to trace the flow of funds within the various accounts and to provide observations relative to the parties' spending and potential community waste". (It is not clear to whom JLL is referring besides Dennis, when he says "parties".) He goes on to say, on page 8, that Anthem has "analyzed" on 27,200 transactions", and in section 5, on page 8, he says "while we endeavored to analyze potential community waste, the ultimate characterization of the transactions...will need to be resolved by the trier of fact". Inherent in this statement is JLL's assumption that his characterization of the transactions are to be resolved by the trier of fact, without his considering that such transaction characterizations could be erroneous, irrelevant and/or immaterial.

Furthermore, nowhere in JLL's report is an explanation of the term "analyze" or "analyzed". The procedures performed to determine whether or not each of the 27,200 transactions is "potential community waste" is not explained. Granted, there are certain expenditures that obviously are not, or not entirely, for Dennis' benefit, but even those expenditures are not necessarily potential community waste. As discussed later in this report, Dennis should have had the freedom to spend a relatively

² JLL prepared a Declaration, which accompanied Plaintiff's Opposition to Motion to Compel Discovery and for Attorney Fees and Costs and Counter-motion for Protective Order, filed January 11, 2016, wherein JLL states that he is objecting to the request for Anthem's electronic Excel work product on the basis that (1) the Defendant should not benefit from the work performed by Anthem (which is an unjustified excuse since the community is paying Anthem's fees), (2) the Excel spreadsheets (which merely contain listings of Dennis' transactions recorded from checks written, credit card accounts and bank or securities account statements) contain Anthem's intellectual property, and (3) even a "stripped down" version would "benefit of the Defendant" and "detriment or potential detriment" the Plaintiff (but which instead would benefit the community). These are all specious assertions that JLL has made, under penalty of perjury, as all he needed to do in order to be cooperative, if in fact Anthem's Excel spreadsheets in question somehow contain proprietary formulae or other cell contents, passwords, etc. (which the computer/software specialist that my firm, TAFV, uses said is highly unlikely), was to globally copy the data Excel onto other spreadsheets, and any intellectual property inherent in the spreadsheets being copied would not be contained in the copies provided to TAFV.

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small percentage of his sizable annual compensation on discretionary expenditures, as should anyone else.

In section 5, paragraph 7 on page 11, JLL states, that during Dennis' deposition on December 7, 2015, "he identified certain expenses listed on Exhibit 2 of Anthem's November 17, 2015 report that he did not believe to be community waste". This statement of JLL's account of Dennis' testimony is completely fallacious, as Dennis never said anything of the sort or admitted that any of the expenditures were "community waste".

JLL states that Anthem was specifically asked to "provide observations" about the spending and potential waste, yet he offers Anthem's opinion that "potential community waste is approximately \$8.2 million". (Emphasis added.) There is no basis on which JLL can offer such an opinion by Anthem, and the discussion that follows presents the reasons why such an opinion is inappropriate and without merit.

In general, JLL's report assumes potential community waste on the premise that Dennis was not entitled to spend monies the way that he chose to do so. If there had not been expenditures by Dennis for Nadya and their children, for Jennifer, or for other items for which Anthem alleges Potential community waste, he may have spent the money elsewhere while living apart from Gabrielle. However Dennis chose to spend his money from 2004 through the date of JLL's report cannot be assumed to be potential community waste, especially in light of the amount of his spending in relation to his dramatically increasing annual income and due to the fact that the purpose of many of the expenditures in JLL's report are either mischaracterized or unknown.³ (See subsection below titled "with the heading 'Exhibit 6, titled 'Assessments of Potential Community Waste Not Elsewhere Classified'.") Additionally, Dennis did virtually no gambling⁴ and there is no evidence that any major assets that were acquired by him were not intended to be considered as community assets.

First, in regard to the above, Dennis has stated that he and Gabrielle "essentially lived separate lives" since 2004, and that he believed that their marriage "became irrevocably broken" in 2004 when [he] started spending the majority of [his] time in Los Angeles⁵. Dennis moved to Los Angeles because his position with DeVita took him there. Gabrielle never visited him in Los Angeles, except for one time, and she never visited him when he lived in Denver while he lived there.⁶ Dennis chose the way he wanted to live his life once he moved to Los Angeles and his and Gabrielle's marriage was waning. Gabrielle may have chosen to live her life differently but, if not, then that was her decision.

Certainly, there is a question as to the extent of Dennis' and Gabrielle's separation in 2004, since Dennis was going to Las Vegas and was with Gabrielle some of the time on the weekends that he did

³ JLL, on page 13, in the first paragraph under "Assessments of Potential Community Waste Not Elsewhere Classified in This Report", states that "the documentation that we have thus far received has prevented us from being able to precisely allocate other outflows between Dennis and non-community uses", and goes on to say that "we have attempted to allocate these outflows between Dennis and non-community expenses". Since Anthem was not able to "precisely" allocate the outflows (which, in any event, may not be practicable), the manner in which decisions were made for the process of allocating expenses between "Dennis and non-community" within the various categories is not disclosed.

⁴ Dennis Kogod's Answers to Plaintiff's Amended First Set of Interrogatories to Defendant, Answer to Interrogatory No. 26.

⁵ Defendant's Answers to Plaintiff's Second Set of Interrogatories to Defendant, Answer to Interrogatory No. 27.

⁶ Ibid. Deposition of Gabrielle Cioffi-Kogod, conducted on October 24, 2015, 134:5-13, 128:12-21, 237:10-13.

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not have to travel elsewhere. In June of 2010, he stopped going to Las Vegas⁷, so that may be the point in time, rather than an earlier date, when the Kogods were completely separated.

Second, no evidence has been presented indicating that Gabrielle did not have access to money that would have allowed her to spend it virtually in whatever way she wanted, after she and Dennis were no longer seeing each other during weekdays. In fact, (1) she not only received the bank statements which were sent to the Las Vegas house, but she had access to a joint bank account in which both Dennis' salary and Gabrielle's salary were deposited⁸, and (2) when Dennis and Gabrielle were living together, Dennis never complained about what Gabrielle spent, and told her that she could buy anything that would make her happy⁹.

Expenditures After Deletions From JLL's Report

Exhibit 6, titled "Assessments of Potential Community Waste Not Elsewhere Classified"

In Exhibit 6 of JLL's report, the line item amounts of expenditures that JLL is asserting is potential waste appear in the "Adjusted" column, having a total of \$3,611,035.84. He has indicated that these expenditures are not included in his other exhibits.

Schedule 1 to this report, titled "Not Classified Elsewhere' Expenditure With Eliminations Other Than for Amounts for Unidentifiable Business Related and Personal Expenditures", is a replicate of Exhibit 6, except that I have placed the legend "D" to the left of those items that represent expenditures for assets, investments, loan repayments and other items that should not be assumed by JLL to be potential community waste. After deleting these expenditures, such as capital expenditures, investments, loan repayments, and unknown expenditures that Anthem has merely assumed is potential waste, the total of the remaining items in the "Adjusted" column is \$1,842,784.15. However, no proof has been produced by JLL showing how he arrived at the amounts remaining after my deletions. Many, if not all, of these remaining amounts are likely to be (1) normal living expenditures, such as "shopping" and groceries, "home related", "dues & subscriptions-fitness", insurance, a portion of meals and entertainment, a portion of checks written to cash, cash withdrawals and a portion of cash advances, payments or credit card charges, or (2) business expenditures, such as a portion of meals and entertainment, a portion of checks written to cash, cash withdrawals and a portion of cash advances, payments or credit card charges. In fact, Dennis has indicated that many of the expenditures that JLL included in the "Adjusted" column are, undoubtedly, business expenditures. Additionally, included in the "total" on Exhibit 6 to JLL's report, titled "Summary of Potential Community Waste Component", JLL has included \$279,000 as an "[e]stimate of cash provided to Nadya", which is based on Dennis' testimony of providing cash to Nadya, yet JLL has not demonstrated that these

⁷ Defendant's Answers to Plaintiff's Second Set of Interrogatories to Defendant, Answer to Interrogatory No. 27.

⁸ Dennis' biweekly net salary has varied based on amounts of taxes withheld and periodic changes in other deductions. For example in 2014, the deposits into the joint bank account were three at \$13,926, four at \$15,555, seventeen at \$16,131, and two at \$7,392; in July 2010, the two biweekly deposits were each \$19,730.62 (Kogod Pltf 8536); in April 2009 (Kogod Pltf 0137-0138); one deposit was \$13,096.52 (Kogod Pltf 2625) and one deposit was \$16,762.08 (Kogod Pltf 2631).

⁹ Gabrielle not only had access to the checking account in which Dennis' deposits were made, but also access to the Banc of America Investment Services, Inc. money manager accounts, which later converted to a Merrill Lynch/Bank of America money manager and investment accounts. The balances in these accounts ranged from approximately \$850,000 to approximately \$1,500,000 at any point in time.

¹⁰ Deposition of Gabrielle Clough-Kogod, conducted on October 24, 2015, 26310-28494 and Defendant's Answers to Plaintiff's Second Set of Interrogatories to Defendant, Answer to Interrogatory No. 27.

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cash payments to her are not also included, i.e. duplicated, in the amounts on Exhibit 6, characterized as checks written to cash, cash withdrawals and/or cash advances.

In my opinion, based on the above discussion, unless JLL has convincing evidence that any of Dennis' expenditures are not proper business related or living expenditures, then JLL has no basis for even assuming that any expenditure on Exhibit 6 is potential community waste.

Deletions to Exhibit 2

Schedule 2 to this report, titled "Outflows and Inflows Related to Nadya and Children Eliminated By Dennis", lists Dennis' eliminations, or deletions, of items from Exhibit 2 of the Nov report and the additional items included in Exhibit 2 of the Dec report. The deletions from the Nov report were delineated by Dennis during his testimony at the second day of his deposition, and he subsequently made deletions when he discovered other items in Exhibit 2 that he had overlooked during his testimony. Thus, since Exhibit 2 of the Dec report is a revision of Exhibit 2 of the Nov report, Schedule 2 lists the deletions from Exhibit 2 of the Dec report. The total of these deletions is \$680,485.48, which, when deducted from the total of \$1,681,178.14 on Exhibit 2, leaves a balance of \$1,120,682.66. This amount is likely not exclusively attributable to Nadya and the children, for even though Dennis deleted specific line items, he has also indicated that various items not deleted are likely to contain expenditures that jointly benefited him and Nadya and/or the children.

Deletions to Exhibit 5

Schedule 3, titled "Yacht Expenditures After Eliminations", shows total expenditure of \$145,382.97 that are not attributable to the acquisition of the yachts and the known expenditures for equipment for and improvements to the yachts. The blank rows, with reference numbers, on Schedule 3 represent the line item expenditures that were deleted. The total of the deletions is \$481,274.87, thus representing that Anthem greatly overstated the amount it asserts as potential community waste. As with the other living expenses, maintaining the yachts for the period of slightly over two and a half years that Dennis had them is a living expense luxury to which he should be entitled based on his level of income. Certainly, yachts are a living expense luxury that many high income earners enjoy.

Expenditures Vis-à-Vis Income, With Qualification Regarding Overstatement of Expenditures

For the purpose of determining the percentage of the total of all of Dennis' living expenditures to his income, Schedule 5, titled "Expenditures As a Percentage of Income", presents the expenditures from Exhibits 2, 3, 4 and 7, and the expenditures from Exhibits 5, 6 and 8 other than capital expenditures, investments, loan repayments and a known income tax payment, from JLL's report. The income used on Schedule 5 includes the components of income reported on the joint individual tax returns through from 2014, and only his compensation from Davita for 2015. (Although the salary for each year does not include any amount of compensation that may not be subject to income tax, it is the amount used, since the amount of non-taxable compensation is not known for most years.)

As mentioned above, Dennis has indicated that, undoubtedly, Exhibit 6 includes many expenditures that are business related. However, since the business related expenditures are not identifiable from the total for line item expenditures that Anthem has shown on Exhibit 6 (and Anthem has not produced its work papers that presumably would disclose the characterization of the expenditures it used in its analysis), in Schedule 1 I have used all of the expenditures that are included in the "Adjusted" column, excluding capital expenditures, investments, loan repayments and certain other items, identified with the legend "D". The total of the expenditures of \$1,842,784.45 from Schedule 1 is carried to the total column of Schedule 5. This amount is then allocated among the years based on the percentages of

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each year's expenditures (2008 through year-to date 2015) to total expenditures (other than capital expenditures, investments and loan repayments) presented on Schedule 4.

On Schedule 5, the relationship to Dennis's expenditures to his total income and to his after tax income are shown as respective percentages for 2008 through year-to date 2015. Also, the respective percentages of the cumulative expenditures to the cumulative total income and taxable income are presented. As can be noted, Dennis' percentages of expenditures to total and after tax income declined substantially after 2010, the percentages of the cumulative expenditures to cumulative total income and taxable income are 5.9% and 8.6%, respectively. All these percentages do not, of course, factor in the exclusion of the expenditures that are business related.

Although I was unable to find any meaningful data regarding percentages of amounts expended by high income earners, and therefore cannot arrive at any definite conclusion about the percentages arrived at in Schedule 5, they appear to be very reasonable, particularly after 2010, and especially on a cumulative basis. Furthermore, my understanding is that Dennis' net worth has been steadily, if not dramatically, increasing, whereby it is currently over \$40,000,000, much of which is in liquid assets; and although the percentage of Dennis' annual expenditures in relation to his net worth is not known other than for year-to-date 2015, which appears to be slightly less than two percent (or less than four percent when considering Gabrielle's one-half share of the net worth), his expenditures in relation to his increasing income and net worth should have been seriously considered by JLL. Instead, JLL has alleged, or at least assumed, that \$6,242,871 is potential community waste without producing any supporting evidence for most of that amount and without considering whether the total of Dennis' expenditures were normal and reasonable in relation to his income and net worth.

Other Issues

Section 6 of JLL's Report - "Community Funds Spent On Behalf of Dennis Kogod's Family Members"

JLL did not include the total from Exhibit 7 of his report as potential community waste, although he is vague as to whether this amount should be considered as potential community waste. Based on JLL's exclusion of the amount from Exhibit 7 from the total of \$6,242,871.13 that he has offered as Anthem's opinion of potential community waste, I am not addressing the propriety or relevance of Exhibit 7 as a part of JLL's report.

Section 8 of JLL's Report - The Opportunity Cost of Potential Community Waste

There is virtually no justification for JLL suggesting that Dennis may be liable to the community for a return on the potential community waste. First, any such "opportunity cost" would be based on the fact that earnings from an investment opportunity were foregone. Second, Dennis' net worth has dramatically increased since 2004, partly because of some of his very wise investment decisions, according to my understanding, from which, of course, Gabrielle has benefited. Accordingly, JLL's suggestion that an opportunity cost may exist is at best tenuous.

Conclusion

JLL has not provided any meaningful justification for labeling any of the expenditures listed in his report as potential community waste. He has made improper and erroneous assumptions and, to some extent, legal interpretations that Dennis' expenditures for business purposes, normal living outlays or capital assets are potential community waste. Additionally JLL has not viewed Dennis' other expenditures, along with his living expenditures, in relation to his income, which has increased dramatically since 2008, or with regard to the fact that the Kogods were living apart for approximately eleven years.

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Daniel Marks, Esq.
January 25, 2016

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Although I am certainly not qualified to opine on the legal concept of community waste in this or in any family law litigation matter, I am able to express an opinion on the bases used, or lack thereof, for determining potential community waste in this matter. As a result, based on the issues I have raised regarding the JLL's report, my opinion is that Anthem has no justifiable bases for asserting potential community waste and, in particular, for the opinion that JLL has offered in Item 1 of Section 11 titled "Opinions", and thus Anthem and JLL attributing potential community waste to Dennis Kogod is inappropriate and without merit.

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**"Not Classified Elsewhere" Expenditures With Eliminations Other Than for
Amounts for Unidentifiable Business Related and Personal Expenditures**

Schedule I

Ref	Description	Year							Total	Adjustments		Adjusted
		2006	2007	2008	2009	2010	2011	2012		None	Amount	
1	Accommodation Services								2,300.00		2,300.00	
2	Airfare (Travel)	22,833	8,939	176,881	63,473	212,095	1,131,314	1,138,131	1,137,830		1,137,830	
3	Airfare (Related)	(162,461)	(164,344)	(189,635)	(137,663)	(1,134,721)	(1,134,465)	(1,134,465)	(1,134,465)		(1,134,465)	
4	Airfare (Related) - Airfare (Related)					9,872,900	(7,837,880)	(1,488,741)				
5	Airfare (Related) - Airfare			(1,544,499)	(9,831,721)	(1,544,499)						
6	Airfare (Related) - Airfare	9,036,601	(18,549,100)	(148,449,187)	(1,340,429)				(118,610,115)		(118,610,115)	
7	Airfare (Related) - Airfare (Related)		(32,000,000)	(33,000,000)	(126,000,000)	9,400,000			(273,600,000)		(273,600,000)	
8	Airfare (Related) - Airfare						(38,528,411)					
9	Airfare (Related) - Airfare (Related)						(1,139,000,000)	(1,139,000,000)	(1,139,000,000)		(1,139,000,000)	
10	Airfare (Related) - Airfare (Related)				(1,000,000)			(1,000,000)				
11	Airfare (Related) - Airfare			(18,000,000)	(18,000,000)	(17,000,000)	(17,000,000)	(17,000,000)	(17,000,000)		(17,000,000)	
12	Airfare (Related) - Airfare					(1,000,000)	(1,000,000)	(1,000,000)	(1,000,000)		(1,000,000)	
13	Airfare (Related) - Airfare	(124,611)		(898,900)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)		(1,139,000)	
14	Airfare (Related) - Airfare											
15	Airfare (Related) - Airfare	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)		(1,139,000)	
16	Airfare (Related) - Airfare	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)		(1,139,000)	
17	Airfare (Related) - Airfare	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)		(1,139,000)	
18	Airfare (Related) - Airfare	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)	(1,139,000)		(1,139,000)	
19	Airfare (Related) - Airfare											
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**"Not Classified Elsewhere" Expenditures With Eliminations Other Than for
Amounts for Unidentifiable Business Related and Personal Expenditures**

Schedule 2

Ref	Description	Year								Total	Adjustments		Adjusted
		2008	2009	2010	2011	2012	2013	2014	2015		None	Amount	
118	Travel - Infiniti service	-	(19,901)	(45,000)	(149,628)	(68,208)	(65,000)	(109,481)	(75,784)	(708,001)	5	708,001	-
119	Unsubstantiated	(4,484,231)	(715,605,521)	(15,865,201)	(5,738,238)	(18,882,531)	(22,808,791)	(20,837,041)	(61,234,601)	(1,444,808,281)	4	86,494,881	(1,531,303,162)
120	Utilities - Cable	-	-	(2,788,240)	(4,438,500)	(5,935,868)	(4,401,541)	(3,888,265)	(3,885,791)	(22,348,071)	3	22,348,071	-
121	Utilities - Century Link	-	-	(282,340)	(1,540,171)	(1,439,571)	(1,659,201)	(1,856,848)	(1,618,281)	(8,436,081)	1	8,436,081	-
122	Utilities - Gas (CA)	(626,248)	(344,591)	(1,346,061)	(1,328,188)	(1,240,281)	(1,443,881)	(1,256,248)	(1,651,448)	(12,548,031)	5	14,594,431	-
123	Utilities - LA Bypassment	(288,318)	(649,841)	(346,271)	(8,495,071)	(4,887,731)	(8,639,131)	(13,183,231)	(15,013,371)	(65,378,071)	5	16,678,071	-
124	Utilities - Time Warner Cable	-	(328,441)	(2,388,241)	(1,865,851)	(1,512,581)	(1,408,381)	(1,541,831)	(1,895,301)	(11,868,821)	5	9,819,601	-
125	Utilities (CA)	(842,391)	(2,759,781)	(1,442,731)	(1,336,191)	-	-	-	(718,831)	(10,636,091)	5	10,636,091	-
126	Utilities (CO)	-	-	-	-	-	(287,431)	-	-	(287,431)	1	287,431	-
127	Wire Transfer - Unknown	-	-	(5,120,001)	-	(27,778,431)	-	(7,882,431)	(7,800,001)	(48,588,861)	3	-	(53,688,861)
128	Withdrawals and cash advances	(71,499,431)	(82,713,281)	(105,232,601)	(118,551,431)	(77,728,801)	(56,850,241)	(64,445,171)	(45,517,301)	(629,500,031)	3 and 5	278,000,031	(907,500,062)
129	WTF - Investment	-	-	-	-	-	(200,000,001)	-	-	(200,000,001)	1	200,000,001	-
130	Yacht Related	-	-	-	-	(6,438,771)	(79,881,281)	(47,028,271)	(18,796,711)	(137,144,031)	2	171,784,471	-
131	Yacht Related - Purchase	-	-	-	-	(536,077,371)	-	(258,798,001)	-	(1,444,875,371)	2	1,444,875,371	-
Total Per All's Report													(2,611,033,84)
Total Eliminations (D)													(3,768,253,50)
Net, Before Accounting for Elimination of Business Related and Normal Living Expenses													(1,843,784,15)

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Kogod, Pllf
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Outflows and Inflows Related to Nadya and Children
 Estimated by Deane

Schedule 3

Ref	Date	Amount	AS Category	Source / Use		Check	Location	Notes	Inflows		Outflows	
									Amount	Account	Amount	Account
1309	10/15/12	1152.22	Shopping (CA)	Trader Joes			Los Angeles, CA		WF #172	1152.22	1152.22	1152.22
1311	10/15/12	111.29	Shopping (CA)	CVS Pharmacy			Los Angeles, CA		WF #172	111.29	111.29	111.29
1312	10/15/12	111.29	Shopping (CA)	Walmart			Los Angeles, CA		WF #172	111.29	111.29	111.29
1313	10/15/12	111.29	Shopping (CA)	Trader Joes			Los Angeles, CA		WF #172	111.29	111.29	111.29
1314	10/15/12	111.29	Shopping (CA)	CVS Pharmacy			Los Angeles, CA		WF #172	111.29	111.29	111.29
1315	10/15/12	111.29	Shopping (CA)	City of Redondo Beach			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1316	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1317	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1318	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1319	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1320	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1321	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1322	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1323	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1324	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1325	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1326	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1327	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1328	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1329	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1330	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1331	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1332	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1333	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1334	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1335	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1336	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1337	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1338	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1339	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1340	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1341	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29
1342	10/15/12	111.29	Shopping (CA)	Pharmacia			Redondo Beach, CA		WF #172	111.29	111.29	111.29

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Schritt 1

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John Deere 2

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Abstract 2

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Schritt 2

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Yacht Expenditures After Eliminations

Schedule 3

Ref	Date	Unmatched Amounts	Description			Inflows		Outflows	
			Source / Use	Check	Location	Notes	Account	Amount	Account
1									
2									
3	12/29/12	(692.66)	West Marine		Marina Del Rey, CA				AMEX S-723008 (692.66)
4	12/27/12	(174.00)	Come Joining Maritime Doc		CA				Visa x3332 (174.00)
5	12/27/12	(13.55)	Expo	1580					WF x5397 (13.55)
6	12/27/12	(2,806.78)	Expo Marine	1578					WF x5397 (2,806.78)
7	12/28/12	(2,802.74)	Yacht Bedding		Los Angeles, CA				Visa x3332 (2,802.74)
8	01/06/13	(170.00)	Rancho Ochoa Online Xenika						WF x5397 (170.00)
9	01/11/13	(3,429.40)	Shelter Island Boat Yard		CA				Visa x3332 (3,429.40)
10	01/13/13	(2,590.70)	High Seas Fuel Dock						AMEX xO-81009/xO- (2,590.70)
11	01/13/13	(4,194.80)	West Coast Yacht and Marine	1485					WF x5397 (4,194.80)
12	01/18/13	(2,750.00)	Cal yacht Resist Membership Fees		Marina Del Rey, CA				AMEX xO-81009/xO- (2,750.00)
13	01/18/13	(568.57)	West Marine		Marina Del Rey, CA				AMEX xO-81009/xO- (568.57)
14									
15	02/01/13	(385.00)	Shelter Island Sign Shop	1457		791			WF x5397 (385.00)
16	02/02/13	(810.50)	Del Rey Fuel		Marina Del Rey, CA				AMEX xO-81009/xO- (810.50)
17	02/02/13	(167.67)	Newport Harbor Yacht Club		Newport Beach, CA				Visa x3332 (167.67)
18	02/05/13	(228.40)	S and K Dive Online		Marina Del Rey, CA				WF x5397 (228.40)
19									
20									
21	02/10/13	(574.19)	Del Rey Fuel		Marina Del Rey, CA				AMEX xO-81009/xO- (574.19)
22	02/12/13	(208.00)	California Yacht						WF x5397 (208.00)
23	02/27/13	(180.17)	Ron's	1485					WF x5397 (180.17)
24	03/28/13	(6,000.00)	Ron Tansillo	1031					URS x27 (6,000.00)
25	03/15/13	(271.22)	California Yacht						WF x5397 (271.22)
26	03/16/13	(1,421.10)	The Jankovich Compan		San Pedro, CA				AMEX xO-81009/xO- (1,421.10)
27	03/19/13	(195.00)	Del Rey D On-Line Xenika						WF x5397 (195.00)
28	03/22/13	(78.40)	S and K Dive Online		Marina Del Rey, CA				WF x5397 (78.40)
29	03/26/13	(1,190.00)	Rancho Ochoa	1488					WF x5397 (1,190.00)
30	03/27/13	(5,945.48)	Maritime Communi	1577					WF x5397 (5,945.48)
31	03/30/13	(1,160.85)	The Jankovich Compan		San Pedro, CA				AMEX xO-81009/xO- (1,160.85)
32	04/05/13	(8,900.00)	Ron's Marine Service	1597					WF x5397 (8,900.00)
33	04/12/13	(110.00)	Rancho Ochoa	1504		cleaning			WF x5397 (110.00)
34	04/13/13	(1,205.97)	The Jankovich Compan		San Pedro, CA				AMEX xO-81009/xO- (1,205.97)
35	04/23/13	(421.96)	California Yacht On-Line						WF x5397 (421.96)
36	04/23/13	(208.00)	Del Rey D On-Line Xenika						WF x5397 (208.00)
37	04/23/13	(1,165.66)	Maritime Communi Online						WF x5397 (1,165.66)
38	04/23/13	(22.13)	Ron's Marine Serv On-Line						WF x5397 (22.13)
39	05/03/13	(256.80)	S and K Dive Online		Marina Del Rey, CA				WF x5397 (256.80)
40	05/13/13	(214.00)	California Yacht Online						WF x5397 (214.00)
41	05/17/13	(135.00)	Del Rey D On-Line Xenika						WF x5397 (135.00)
42	05/26/13	(712.75)	The Jankovich Compan		Pedro, CA				AMEX S-723003 (712.75)

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Yacht Expenditures After Eliminations

Schedule 3

Ref	Date	Unmatched Amounts	Description			Inflows		Outflows	
			Source / Use	Check	Location	Notes	Account	Amount	Account
43	06/10/13	(170.00)	Ignacio Ochoa Online Xenika				WF x5397	(170.00)	
44	06/10/13	(78.40)	S and X Dive Online		Marina Del Rey, CA		WF x5397	(78.40)	
45	06/18/13	(475.36)	California Yacht Online				WF x5397	(475.36)	
46	06/25/13	(373.00)	Del Rey D On-Line Xenika				WF x5397	(373.00)	
47	07/01/13	(975.63)	Del Rey Fuel Del Rey		Marina Del Rey, CA		AMEX x0-81009/AO-	(975.63)	
48	07/08/13	(1,048.20)	Rons Marine Serv On-Line				WF x5397	(1,048.20)	
49	07/10/13	(240.00)	Ron's Marine Service	1633			WF x5397	(240.00)	
50	07/14/13	(886.91)	Del Rey Fuel		Marina Del Rey, CA		AMEX 5-723008	(886.91)	
51	07/16/13	(170.00)	Ignacio Ochoa Online Xenika				WF x5397	(170.00)	
52	07/22/13	(214.00)	California Yacht				WF x5397	(214.00)	
53	07/22/13	(185.00)	Del Rey D On-Line Xenika				WF x5397	(185.00)	
54	08/17/13	(586.33)	Del Rey Fuel Del Rey		Marina Del Rey, CA		AMEX x0-81009/AO-	(586.33)	
55	08/20/13	(938.82)	California Yacht				WF x5397	(938.82)	
56	08/21/13	(789.50)	Del Rey Fuel Del Rey		Marina Del Rey, CA		AMEX x0-81009/AO-	(789.50)	
57	09/11/13	(250.00)	Ignacio Ochoa Online Xenika				WF x5397	(250.00)	
58	09/17/13	(443.00)	Del Rey D On-Line Xenika				WF x5397	(443.00)	
59	09/20/13	(2,850.00)	Maritime Communication Corp	1577			SoCA x6416	(2,850.00)	
60	10/01/13	(214.00)	California Yacht				WF x5397	(214.00)	
61	10/06/13	(726.94)	Del Rey Fuel Del Rey		Marina Del Rey, CA		AMEX x0-81009/AO-	(726.94)	
62	10/18/13	(135.00)	Del Rey D On-Line Xenika				WF x5397	(135.00)	
63	10/31/13	(6,963.88)	CA Yacht Club	1046			UBS x27	(6,963.88)	
64	11/07/13	(5,847.81)	The Boatyard		CA		VISA x8852	(5,847.81)	
65	11/10/13	(1,082.70)	The Jankovich Compan		San Pedro, CA		AMEX x0-81009/AO-	(1,082.70)	
66	11/15/13	(170.00)	Ignacio Ochoa Online Xenika				WF x5397	(170.00)	
67	11/15/13	(1,784.25)	California Yacht				WF x5397	(1,784.25)	
68	11/15/13	(400.00)	Rons Marine Serv On-Line				WF x5397	(400.00)	
69	11/26/13	(268.00)	Del Rey D On-Line Xenika				WF x5397	(268.00)	
70	12/16/13	(2,008.13)	California Yacht				WF x5397	(2,008.13)	
71	12/18/13	(29.00)	Royal Flush Pump Online Xenika				WF x5397	(29.00)	
72	12/19/13	(2,562.00)	Douglas X Smith				WF x5397	(2,562.00)	
73	12/19/13	(320.00)	Ignacio Ochoa Online Xenika				WF x5397	(320.00)	
74	12/29/13	(205.90)	Del Rey D On-Line Xenika				WF x5397	(205.90)	
75	12/24/13	(627.78)	Rons Marine Serv On-Line				WF x5397	(627.78)	
76	01/03/14	(29.00)	Bill Pay Royal Flush Pump on-line Xenika on 1/2				WF x5397	(29.00)	
77	01/04/14	(697.82)	Del Rey Fuel		Marina Del Rey, CA		AMEX x0-81009/AO-	(697.82)	
78	01/07/14	(170.00)	Bill Pay Ignacio Ochoa online Xenika on 1/7				WF x5397	(170.00)	
79	01/14/14	(526.24)	Bill Pay Rons Marine Serv online No Account				WF x5397	(526.24)	
80	01/22/14	(1,988.25)	Bill Pay California Yacht online x25418 on 1/22				WF x5397	(1,988.25)	
81	01/22/14	(75.00)	Bill Pay Del Rey D online Xenika on 1/22				WF x5397	(75.00)	
82	01/22/14	(160.00)	Bill Pay Rons Marine Serv online No Account				WF x5397	(160.00)	
83	01/24/14	(1,277.00)	Jerry's Yacht	1950			WF x5397	(1,277.00)	
84	02/04/14	(29.00)	Bill Pay Royal Flush Pump online Xenika on 2/4				WF x5397	(29.00)	

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Yacht Expenditures After Eliminations

Schedule 3

Ref	Date	Unmatched Amounts	Description		Location	Notes	Inflows		Outflows	
			Source / Use	Check			Account	Amount	Account	Amount
85	02/10/14	(1,277.00)	Jerry's Yacht Mgt	1574					WF x5397	(1,277.00)
86	02/13/14	(2,048.25)	BRI Pay California Yacht online x25419 on 2/13						WF x5397	(2,048.25)
87	02/18/14	(75.00)	BRI Pay Del Rey D online Xenika on 2/18						WF x5397	(75.00)
88	02/24/14	(170.00)	BRI Pay Ignacio Ochoa online Xenika on 2/24						WF x5397	(170.00)
89	03/04/14	(400.00)	BRI Pay Rose Marine Serv online No Account						WF x5397	(400.00)
90	03/04/14	(29.00)	BRI Pay Royal Flush Pump online Xenika on 3/4						WF x5397	(29.00)
91	03/17/14	(2,034.25)	BRI Pay California Yacht online x25419 on 3/17						WF x5397	(2,034.25)
92	03/18/14	(75.00)	BRI Pay Del Rey D online Xenika on 3/18						WF x5397	(75.00)
93	04/08/14	(29.00)	BRI Pay Royal Flush Pump online Xenika on 4/8						WF x5397	(29.00)
94	04/15/14	(1,998.25)	BRI Pay California Yacht online x25419 on 4/15						WF x5397	(1,998.25)
95	04/22/14	(170.00)	BRI Pay Ignacio Ochoa online Xenika on 4/22						WF x5397	(170.00)
96	05/01/14	(29.00)	BRI Pay Royal Flush Pump online Xenika on 5/1						WF x5397	(29.00)
97	05/02/14	(960.20)	BRI Pay Del Rey D online Xenika on 5/2						WF x5397	(960.20)
98	05/13/14	(170.00)	BRI Pay Ignacio Ochoa online Xenika on 5/13						WF x5397	(170.00)
99	05/23/14	(2,062.02)	BRI Pay California Yacht online x25419 on 5/23						WF x5397	(2,062.02)
100	06/08/14	(29.00)	BRI Pay Royal Flush Pump online Xenika on 6/8						WF x5397	(29.00)
101	06/16/14	(290.00)	BRI Pa Ignacio Ochoa online Xenika on 6/16						WF x5397	(290.00)
102										
103	06/26/14	(340.80)	BRI Pay Del Rey D Online Xenika on 6/26						WF x5397	(340.80)
104	06/27/14	(86.39)	West Marine		Orange CA				AMEX x0-81009/x0-	(86.39)
105	06/30/14	(134.66)	West Marine		Newport Beach, CA				AMEX x0-81009/x0-	(134.66)
106										
107	06/29/14	(150.38)	West Marine		Marina Del Rey, CA				AMEX x0-81009/x0-	(150.38)
108	06/29/14	(224.19)	West Marine		Marina Del Rey, CA				AMEX x0-81009/x0-	(224.19)
109	07/01/14	(21.38)	West Marine		Watsonville, CA				AMEX x0-81009/x0-	(21.38)
110	07/07/14	(103.50)	West Marine		Watsonville, CA				AMEX x0-81009/x0-	(103.50)
111	07/10/14	(5,989.00)	Douglas K Smith	1080					UBS M&S	(5,989.00)
112	07/10/14	(2,088.50)	BRI Pay California Yacht online x25419 on 7/10						WF x5397	(2,088.50)
113	07/10/14	(29.00)	BRI Pay Royal Flush Pump online Xenika on 7/10						WF x5397	(29.00)
114	07/11/14	(170.00)	BRI Pay Ignacio Ochoa online Xenika on 7/11						WF x5397	(170.00)
115	07/12/14	(65.39)	West Marine		Marina Del Rey, CA				AMEX x0-81009/x0-	(65.39)
116	07/12/14	(278.74)	West Marine		Marina Del Rey, CA				AMEX x0-81009/x0-	(278.74)
117	07/15/14	(2,696.47)	BRI Pay California Yacht online x25419 on 7/15						WF x5397	(2,696.47)
118	07/31/14	(52.10)	Del Rey Fuel		Marina Del Rey, CA				AMEX x0-81009/x0-	(52.10)
119	07/31/14	(1,027.63)	Del Rey Fuel		Marina Del Rey, CA				AMEX x0-81009/x0-	(1,027.63)
120	08/18/14	(5,176.10)	BRI Pay California Yacht online x25419 on 8/18						WF x5397	(5,176.10)
121	08/28/14	(210.00)	BRI Pay Del Rey D Online Xenika on 8/28						WF x5397	(210.00)
122	08/27/14	(1,589.00)	Jerry's Yacht Mgt	1906					WF x5397	(1,589.00)
123	09/21/14	(738.83)	Del Rey Fuel		Marina Del Rey, CA				AMEX x0-81009/x0-	(738.83)
124	09/24/14	(780.00)	Jerry's Yacht Mgt	1889					WF x5397	(780.00)
125	09/25/14	(1,013.19)	SEVER Sess	1810					WF x5397	(1,013.19)
126	10/23/14	(1,229.40)	BRI Pay Jerry's Yacht Mgt online on 10/23						WF x5397	(1,229.40)

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Yacht Expenditures After Eliminations

Schedule B

Ref	Date	Unmatched Amount	Description			Inflows		Outflows	
			Source / Use	Check	Location	Notes	Account Amount	Account Amount	Amount
127	10/26/14	(659.05)	Del Rey Fuel		Marina Del Rey, CA			AMEX 10-81009/10-	(659.05)
128	11/18/14	(1,974.12)	Bill Pay California Yacht online 125419 on 11/18					WF 15397	(1,974.12)
129	12/05/14	(1,320.00)	Bill Pay Jerry's Yacht Mail online on 12/5					WF 15397	(1,320.00)
130	12/09/14	(824.40)	Bill Pay Jerry's Yacht Mail online on 12/9					WF 15397	(824.40)
131	12/11/14	(2,295.00)	Bill Pay Dock online on 12/11					WF 15397	(2,295.00)
132	12/29/14	(2,295.00)	Bill Pay Dock online on 12/29					WF 15397	(2,295.00)
133	01/18/15	(341.95)	West Marina		Marina Del Rey, CA			AMEX 10-81009/10-	(341.95)
134	01/20/15	(692.55)	CC Marine Service		Marina Del Rey, CA			AMEX 10-81009/10-	(692.55)
135	01/27/15	(810.00)	Bill Pay Jerry's Yacht					WF 15397	(810.00)
136	01/28/15	(2,225.00)	Bill Pay Dock					WF 15397	(2,225.00)
137	02/28/15	(2,250.00)	Bill Pay Dock					WF 15397	(2,250.00)
138	02/24/15	(745.00)	Bill Pay Jerry's Yacht					WF 15397	(745.00)
139	03/17/15	(222.00)	Bill Pay California Yacht					WF 15397	(222.00)
140	03/25/15	(2,250.00)	Bill Pay Dock					WF 15397	(2,250.00)
141	03/26/15	(38.59)	Jerry's Marina		Marina Del Rey, CA			BoA 16446	(38.59)
142	04/02/15	(1,125.00)	Bill Pay Jerry's Yacht					WF 15397	(1,125.00)
143	04/24/15	(2,250.00)	Bill Pay Dock					WF 15397	(2,250.00)
144	04/24/15	(768.72)	Bill Pay Jerry's Yacht					WF 15397	(768.72)
145	05/05/15	(269.00)	Bill Pay California Yacht					WF 15397	(269.00)
146	05/22/15	(2,250.00)	Bill Pay Dock					WF 15397	(2,250.00)
147	06/29/15	(787.50)	Bill Pay Jerry's Yacht					WF 15397	(787.50)
148	06/22/15	(472.60)	California Yacht					WF 15397	(472.60)
149									
150	07/15/15	(830.00)	Jerry's Yacht					WF 15397	(830.00)
151	07/21/15	(233.00)	California Yacht					WF 15397	(233.00)
TOTAL		(149,582.97)							(149,582.97)

D/K016672

Kogod, Plt
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Percentage of Each Year's Expenditure To Total Expenditures
For The Period From 2008 Through Year-To-Date 2015

Schedule 4

Ref	Description	2008	2009	2010	2011	2012	2013	2014	2015	Total
1	Accounting Services	-	-	-	-	-	-	-	(2,300.00)	(2,300.00)
2	Apple iTunes	(22.85)	(9.88)	(76.88)	(62.47)	(212.68)	(162.31)	(238.29)	(877.55)	(1,192.30)
3	Auto Related	(142.45)	(164.24)	(380.28)	(837.86)	(1,134.78)	(1,683.46)	(6,609.63)	(3,088.18)	(12,441.50)
4	Auto Related - Ally Bank (lease payment)	-	-	-	-	(8,925.89)	(7,851.60)	(8,436.74)	-	(25,214.24)
5	Auto Related - Audi	-	-	(6,584.48)	(9,831.72)	(4,915.86)	-	-	-	(21,332.06)
10	Auto Related - Mercedes	-	-	-	(2,098.95)	-	-	(8,964.54)	(6,424.68)	(16,483.09)
11	Auto Related - Porsche	-	-	(28,308.08)	(19,828.96)	(17,828.48)	(7,550.76)	-	-	(73,115.26)
13	Auto Related (CA)	(424.61)	-	(838.95)	(1,158.00)	(4,510.00)	(2,374.39)	(38,228.38)	(6,378.60)	(51,933.68)
14	Auto Related (CO)	-	-	-	-	(865.78)	(636.84)	-	-	(1,502.62)
15	Auto Related (NV)	(1,508.24)	(1,508.24)	(759.00)	(72.00)	-	-	(5,107.00)	-	(8,904.48)
16	Bank Fees	(38.00)	(391.50)	(573.43)	(866.21)	(199.64)	(310.00)	(340.68)	(779.48)	(3,067.34)
17	Bank Fees: Cash Advance	(809.27)	(1,089.51)	(1,571.32)	(1,902.80)	(381.38)	(538.17)	(1,143.69)	(443.03)	(8,182.97)
18	Bank Fees: Finance Charge	(1,898.91)	(4,048.43)	(1,390.40)	-	-	-	-	-	(7,337.74)
19	Bank Fees: Foreign Transaction	-	-	(70.28)	(110.24)	(46.59)	-	(48.29)	(1.78)	(272.20)
20	Bank Fees: Interest	-	(84.21)	(1,434.22)	(1,825.95)	(1,272.57)	(3,047.50)	(4,811.25)	(4,409.90)	(17,869.60)
21	Bank Fees: Loan Interest	-	-	-	-	(21,348.72)	(2,743.65)	(1,528.27)	(1,309.33)	(26,930.96)
22	Blue Note	-	-	-	-	(36,860.51)	-	-	-	(36,860.51)
24	CC Payment - Unknown	-	-	(164.24)	-	-	-	-	-	(164.24)
25	CC Payment - American Express	-	-	-	-	-	-	7,171.20	(31,952.40)	(24,781.20)
26	CC Payment - Black Card	-	(65.25)	-	-	-	-	-	(8,343.08)	(8,408.33)
27	CC Payment - BofA	(38,826.92)	(22,806.47)	(7,490.60)	(9,707.81)	-	-	-	(1,281.20)	(88,572.80)
28	CC Payment - Chase	-	-	(141.28)	(1,388.85)	300.00	-	-	-	(1,229.13)
29	CC Payment - Cit Card	(20,600.00)	(20,181.95)	(18,250.91)	(8,638.85)	(215.00)	(204.85)	(186.62)	(113.88)	(88,306.03)
30	CC Payment - US Airways	-	-	(78.00)	(280.00)	(98.00)	(160.00)	(104.00)	-	(619.00)
31	Cellular - AT&T	(8,087.30)	(6,911.44)	(6,802.67)	(5,871.74)	(7,892.30)	(7,278.19)	(6,848.68)	(5,755.90)	(49,759.12)
32	Cellular - Verizon	(3,661.47)	(1,781.87)	-	(180.00)	(350.00)	(360.00)	(637.80)	(596.64)	(7,927.88)
33	Checks written to Cash	-	(4,890.00)	(700.00)	(6,500.00)	-	-	(800.00)	(2,340.00)	(15,190.00)
34	City of (CA)	-	-	(190.40)	(364.90)	(148.00)	(174.00)	-	-	(1,077.40)
35	Cleaning Services - Dry Cleaners	-	-	-	(246.85)	(417.06)	(201.80)	-	(514.70)	(1,179.61)
36	Cleaning Services - Dry Cleaners (CA)	(824.94)	(552.10)	(179.70)	(1,273.75)	(1,478.85)	(2,024.80)	(2,889.20)	(1,652.86)	(10,374.30)
37	Cleaning Services - Dry Cleaners (CO)	-	-	(268.99)	(1,132.88)	(28.81)	-	-	-	(1,430.68)
38	Donations	(3,340.00)	(3,100.00)	(3,700.00)	(3,800.00)	(3,650.00)	(3,520.00)	-	-	(20,990.00)
39	Dues & Subscriptions	(81.91)	(87.92)	(374.15)	(1,898.72)	(8,128.69)	(1,110.40)	(725.97)	(896.67)	(13,352.22)
40	Dues & Subscriptions - 24 Hour	-	-	(378.48)	(1,152.96)	(1,352.96)	(1,352.96)	(1,352.96)	(1,056.88)	(6,245.20)
41	Dues & Subscriptions - Alarm	-	-	-	-	-	(518.85)	(3,671.14)	(1,308.90)	(5,700.89)
42	Dues & Subscriptions - Casa de Casa (CA)	(6,562.98)	(9,785.60)	(6,976.48)	-	-	-	-	-	(23,325.06)
43	Dues & Subscriptions - Fitness (CA)	(5,698.82)	(5,594.83)	(11,942.63)	(15,754.83)	(6,019.88)	(6,184.38)	(6,335.88)	(4,582.15)	(63,827.46)
44	Dues & Subscriptions - Fitness (CO)	-	-	(758.98)	(1,038.00)	(378.00)	(871.56)	-	-	(2,746.54)
45	Dues & Subscriptions - Membership Dues	(45.00)	(493.00)	(493.00)	(490.00)	(8,445.00)	(3,445.00)	(3,450.00)	(2,950.00)	(14,815.00)
46	Dues & Subscriptions (CA)	-	-	(1,310.00)	(510.00)	(284.75)	-	-	(798.86)	(2,663.61)
49	Fashion-related	-	-	(527.85)	(2,458.88)	(8,159.18)	-	(18,110.62)	(5,920.00)	(26,977.40)
50	Furniture (CO)	-	-	(13,777.00)	-	-	-	-	-	(13,777.00)
51	Gas/Fuel	(3,608.13)	(2,429.45)	(2,349.58)	(4,571.61)	(2,537.81)	(1,818.12)	(2,591.56)	(2,034.37)	(21,980.33)
52	Gifts	-	(588.84)	(919.10)	(87.78)	(219.44)	(441.84)	(325.20)	(632.89)	(2,893.20)
53	Golf	-	-	(787.28)	-	-	-	-	-	(787.28)
54	Groceries	(8,614.80)	(4,804.82)	(2,364.17)	(7,690.16)	(8,377.79)	(8,436.55)	(6,807.76)	(4,402.86)	(54,374.53)

DLK016673

Kogod, Plt
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Percentage of Each Year's Expenditure To Total Expenditures
For The Period From 2008 Through Year-To-Date 2015

Schedule 4

Ref	Description	2008	2009	2010	2011	2012	2013	2014	2015	Total
55	HCA fees - WASHIRE	-	-	-	-	(1,200.00)	(21,840.10)	(4,870.00)	(6,394.13)	(6,394.13)
56	Home related	-	(1,947.00)	(1,393.89)	-	-	-	-	-	(3,340.89)
58	Home related - Pest Control	-	(289.00)	(436.00)	(730.00)	(798.00)	(861.00)	(1,128.00)	(1,078.80)	(5,042.80)
59	Home related (CA)	-	(13,437.66)	(2,458.83)	(1,179.89)	(15,844.08)	(79,004.76)	(12,660.00)	(1,894.20)	(126,269.50)
60	Insurance	(7,198.20)	(8,367.65)	(11,023.90)	(17,384.17)	(27,088.40)	(84,870.44)	(38,764.44)	(28,043.23)	(172,191.52)
61	Interior Design	-	(9,811.30)	(10,982.84)	-	(8,557.00)	(101,677.62)	-	-	(130,475.26)
62	Jewelry/Watches	-	-	(13,955.89)	(8,549.90)	(32,939.50)	(1,011.00)	(18,341.00)	(15,011.00)	(90,037.78)
63	Landscape	-	(59.38)	-	-	(665.00)	-	(5,930.00)	(4,068.58)	(10,772.93)
65	Legal Fees - Divorce	-	-	(15,000.00)	-	-	-	(10,000.00)	(242,169.98)	(267,169.98)
	Less Amount Included in Exhibit 2	-	-	-	-	-	-	-	80,382.00	-
66	Loan - Mitchell Kogod	-	-	-	-	-	(150,612.28)	-	-	(150,612.28)
75	Lodging	(17,513.49)	(10,886.57)	(12,977.86)	(10,878.23)	(28,432.45)	(64,149.65)	(97,300.29)	(29,573.61)	(238,485.16)
76	Markete Corporation	-	(7,300.00)	-	-	-	-	-	-	(7,300.00)
77	Media and entertainment	(9,014.79)	(19,111.85)	(25,978.48)	(31,777.80)	(35,783.03)	(43,605.08)	(82,368.37)	(28,154.87)	(294,674.27)
78	Medical/Therapy	(8,456.24)	(5,172.05)	(7,831.94)	(10,089.48)	(4,835.94)	(7,097.00)	(6,511.28)	(16,848.52)	(74,810.86)
81	Parking/Tolls/Fines (CA)	(170.83)	(50.00)	(806.50)	(888.00)	(757.25)	(427.70)	(358.45)	(584.28)	(3,665.08)
82	Payments to Individuals	(410.21)	(7,713.00)	(1,189.50)	(5,590.00)	(39,821.78)	(18,897.84)	(38,316.50)	(19,415.00)	(132,413.93)
83	Payments to Individuals - Daniel Perillo	-	-	-	-	-	(10,061.00)	(2,000.00)	(25,032.00)	(37,093.00)
84	Payments to Individuals - Denise Kogod	-	-	-	(1,000.00)	-	(20,000.00)	(15,000.00)	(10,000.00)	(46,000.00)
85	Payments to Individuals - Pat Murphy	(2,000.00)	-	(5,000.00)	(800.00)	(2,951.58)	(8,900.00)	-	(6,890.00)	(20,841.58)
86	Payments to Individuals - Silvia Pavlido	-	-	-	-	-	-	-	(3,150.00)	(3,150.00)
87	Personal Care	-	(75.00)	-	(138.95)	(321.97)	(289.00)	(389.60)	(481.28)	(1,645.30)
88	Pet Related (CA)	(350.10)	-	-	-	-	(4,079.89)	-	-	(4,430.00)
89	Pharmacy	(1,888.89)	(2,205.89)	(2,954.17)	(4,676.63)	(3,368.65)	(7,421.78)	(3,929.78)	(2,492.60)	(28,833.84)
90	Photography	-	-	(210.00)	(117.80)	-	-	(128.00)	-	(455.80)
91	Political Contributions	(5,500.00)	(41,780.00)	(50,750.00)	(59,528.45)	(34,600.00)	(16,744.21)	(8,500.00)	(3,000.00)	(214,392.66)
92	Pool Related (CA)	-	(800.00)	(3,415.00)	(1,380.00)	(1,315.00)	(2,072.14)	(2,400.00)	(3,467.00)	(12,849.14)
95	Pray for Ukraine	-	-	-	-	-	-	(81,000.00)	-	(81,000.00)
96	Professional Services (CA)	(2,925.00)	(3,575.00)	-	-	(4,482.50)	-	-	(120.00)	(11,202.50)
98	Property Management: Luxury Las Vegas	-	-	-	-	-	-	(15,413.75)	(89,452.00)	(104,865.75)
98	Rent - Lincoln Park	-	-	-	-	(4,388.18)	(5,350.01)	-	-	(9,738.19)
99	Rent - SugarCube Building	-	-	(182.00)	(1,381.79)	(1,150.42)	-	-	-	(2,714.21)
100	Rent - Urban Blake	-	-	(84,582.90)	(99,831.47)	(27,805.89)	-	-	-	(212,219.16)
101	Security	-	-	-	(156.89)	(748.58)	(247.50)	(247.50)	(378.49)	(1,778.91)
102	Security - K-9 Enforcement	-	-	-	-	-	(25,689.50)	-	-	(25,689.50)
103	Shipping	(41.81)	(13.60)	(281.90)	(88.51)	(26.05)	(369.79)	(44.72)	(2.05)	(690.77)
104	Shopping	(9,406.20)	(20,320.49)	(82,449.88)	(22,973.61)	(20,456.93)	(44,588.98)	(24,778.69)	(34,264.85)	(239,232.62)
105	Spending (International)	-	(52.15)	(2,166.20)	(3,260.42)	(1,989.04)	(4,179.04)	(2,856.82)	(4,087.18)	(18,543.89)
106	Storage (CO)	-	-	(805.00)	-	-	(758.61)	(169.00)	-	(1,732.61)
107	Tax Payments - Property Taxes (CA)	-	(10,981.25)	(10,087.30)	-	(10,639.82)	(90,089.08)	(112,078.35)	(88,962.28)	(213,807.34)
109	Transportation	(848.30)	(388.51)	(1,000.47)	(1,350.44)	(2,384.00)	(2,568.20)	(4,974.70)	(6,308.20)	(19,762.82)
110	Travel	(84.62)	(10.99)	(49.41)	-	(929.02)	(810.00)	(482.21)	(586.64)	(2,882.89)
111	Travel - Airfare	(5,918.52)	(2,629.53)	(4,888.41)	(4,888.20)	(4,440.67)	(4,084.09)	(2,177.00)	(7,221.78)	(35,885.67)
112	Travel - Airfare Insurance	74.95	(394.87)	(288.90)	(284.81)	(434.71)	(194.87)	(208.86)	(338.78)	(1,873.75)
113	Travel - Inflight Service	-	(18.80)	(45.80)	(105.40)	(68.70)	(45.00)	(207.00)	(217.84)	(709.00)
115	Utilities - Cable	-	-	(2,728.24)	(4,416.34)	(5,156.80)	(6,101.64)	(3,333.58)	(2,581.78)	(22,348.07)

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Kogod, Plt
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Percentage of Each Year's Expenditure To Total Expenditures
For The Period From 2008 Through Year-To-Date 2015

Schedule 4

Ref	Description	Year								Total
		2008	2009	2010	2011	2012	2013	2014	2015	
116	Utilities - Century Link	-	-	(812.26)	(1,540.17)	(2,619.67)	(1,858.50)	(1,855.84)	(1,618.25)	(8,115.69)
117	Utilities - Gas (CA)	(516.86)	(844.59)	(1,346.66)	(1,105.10)	(1,740.40)	(3,242.89)	(4,705.25)	(4,631.13)	(18,343.43)
118	Utilities - LA Department	(239.83)	(848.64)	(545.17)	(3,480.07)	(4,887.78)	(8,630.35)	(13,152.42)	(13,012.37)	(44,578.07)
119	Utilities - Time Warner Cable	-	(838.49)	(1,188.84)	(1,833.38)	(1,811.35)	(1,409.19)	(1,041.81)	(1,889.10)	(9,863.60)
120	Utilities (CA)	(847.92)	(2,799.73)	(4,442.75)	(2,359.14)	-	-	-	(718.93)	(10,868.99)
121	Utilities (CO)	-	-	-	-	-	(297.45)	-	-	(297.45)
123	Withdrawals and cash advances	(73,599.65)	(88,715.26)	(105,212.50)	(118,451.41)	(77,728.90)	(35,380.24)	(64,493.17)	(45,517.38)	(629,500.53)
125	Yacht Related	-	-	-	-	(6,428.71)	(99,531.28)	(47,028.27)	(18,896.71)	(173,784.97)
	Less Amount Included in Exhibit S	-	-	-	-	-	36,402.00	-	-	-
Totals		(223,181.30)	(847,761.92)	(503,904.15)	(478,956.66)	(859,642.62)	(914,533.00)	(730,907.94)	(720,744.62)	(4,506,672.11)
Percentage of Each Year's Total to Grand Total		5.2%	7.7%	11.2%	10.6%	11.4%	20.3%	16.7%	16.0%	100.0%

DLK016675

Expenditures As a Percentage of Income

Schedule E

		2008	2009	2010	2011	2012	2013	2014	2015	Total
Expenditures:										
Exhibit 2-Nadya	A	21,473.06	71,316.88	77,806.88	113,130.81	204,401.71	319,821.24	379,489.28	397,888.43	1,521,178.14
Bentley for Nadya	B	-	-	-	-	-	-	120,000.00	-	-
Exhibit 3-Withdrawals	A	73,099.66	33,569.26	105,812.90	123,890.41	78,811.30	33,380.34	62,198.17	47,757.39	848,312.93
Exhibit 4-Jointer	A	-	-	-	-	-	-	15,323.50	23,773.83	45,099.31
Exhibit 5-Mr. Chir Expenditures	C	-	-	-	-	8,428.71	79,529.28	47,028.27	18,996.71	145,983.97
Exhibit 7-Firearm/Family	A	28,831.50	40,785.89	54,474.10	46,804.00	70,071.97	58,716.98	87,311.95	22,707.45	396,963.78
Exhibit 8-Checks Not Received	D	55,219.48	1,500.00	-	-	-	-	-	-	60,719.48
Exhibit 8-Not Classified Elsewhere:										
Amounts as Modified (Schedule 4)	E	86,271.94	147,152.94	208,073.27	194,536.01	218,673.79	379,900.90	807,007.84	294,849.48	1,343,784.15
Less Withdrawals Included in Exh 3	F	(18,120.88)	(37,098.64)	(89,188.88)	(37,012.85)	(48,311.17)	(71,116.56)	(56,888.88)	(88,080.08)	(580,900.31)
Total		156,824.78	326,332.72	404,890.17	443,600.97	544,537.32	707,412.09	1,219,184.51	745,147.63	4,467,939.89
Total Received		256,821	328,893	404,890	448,400	544,537	707,413	1,219,185	745,148	4,467,940
Dennis' Income:										
Adjusted Gross Income		1,062,424	1,659,925	2,484,667	3,485,110	11,535,200	7,746,799	14,976,489	-	-
Total Compensation for 2015	G	-	-	-	-	-	-	-	10,118,749	G
Add Back Capital Loss Carryover		3,000	3,000	3,000	3,000	3,000	-	-	-	-
Nonpassive Investment Income		37,384	36,276	38,000	23,923	15,531	107,260	60,099	N/A	-
Proceeds From Sale of Securities		-	-	-	-	-	-	-	-	-
Acquired Prior to 2008		211,637	-	340,374	30,000	-	-	-	-	-
Capital Gain Distributions		-	-	-	-	15,344	38,832	319,884	N/A	-
Total		1,315,549	1,699,201	2,764,742	3,532,033	11,553,624	7,891,011	15,196,374	10,118,749	78,084,480
Federal Income Tax		805,411	818,025	808,967	5,334,413	7,457,906	3,010,452	5,905,837	3,728,881	G
State Income Taxes:										
California		-	-	-	-	-	19,103	1,942,053	1,315,321	G
Taxes paid to other states		-	-	-	-	860	6,192	1,348	1,400	G
Total Federal and State taxes		805,411	818,025	808,967	5,334,413	7,458,766	3,029,607	7,849,248	5,045,581	-
Net After Taxes		1,010,134	1,179,176	1,955,775	3,047,620	14,195,859	4,861,324	7,307,134	4,998,346	45,621,758
Expenditures as a Percentage Total Income		19.5%	19.2%	14.6%	2.9%	2.5%	9.0%	8.9%	7.4%	5.9%
Expenditures as a Percentage After Tax Income		25.4%	27.7%	20.8%	4.4%	3.9%	14.6%	17.2%	14.9%	9.8%

A - The amounts for Exhibits 2, 3, 4 and 7 are the total expenditures from the exhibits of JLL's report irrespective of the nature of the expenditures.

B - Deposition of Dennis 304.15-20.

C - Capital expenditures, such as improvements and communications equipment, have been eliminated from Exhibit 5 of JLL's report.

D - Excluded from 2008 are payments of \$45,522.00 for 2007 income taxes, \$41,250.00, nine recurring payments of \$1,380.84, and two recurring payments of \$6,261.05.

E - Amounts on Exhibit 5 to JLL's report have been modified whereby Schedule 4 excludes expenditures for asset purchases, investments, loan repayments and certain other expenditures, solely for the purpose of determining Dennis' expenditures consumed.

F - Expenditures attributable to Nadya and the Children for 2015, as per Exhibit 2 of JLL's report, are through November 19, 2015.

G - Income for 2015 is only the compensation of from DeVita, as interest income, capital gains and any other sources of income is not known as of the date of this report.

Federal and California taxes for 2015 are based on only on an estimate of Federal and California taxes attributable to compensation from DeVita. Total taxes estimated for states other than California is \$1,600.

DEK016676

Kogod, Plt
14558



AMERICAN
GENERAL

Amendment of Application
Policy Acceptance Acknowledgement
AMERICAN GENERAL LIFE INSURANCE COMPANY

Insured(s): Dennis L. Kogod
Policy Number: YME0629591

I hereby acknowledge receipt and acceptance of the policy described above.

I also accept all matters set forth in the policy, which was issued, but differ from the policy for which application was made. Those differences, where I hereby accept, are as follows:

- Issued with plan of insurance as SAT 20 year 2008 with face amount of \$750K.
- Issued with Primary Beneficiary as Nadine Khapalis-Kievsky, fiancée, at 85% and Joshua Lee Kogod, son, at 15%.
- Issued with Contingent Beneficiary as Nika Khapalis, daughter, at 50% and Denise Khapalis, daughter, at 50%.
- Issued with Part A question # 16A answered No.
- Issued with Part A question # 17C1 answered yes, Pending \$500K UL with Principal, will accept depending on offer.
- Issued with Part B, Exam, question # 5A8 answered yes.
- Issued with Part B, Exam, signed in California.

I hereby represent that I have read, understand and verify the accuracy of the statements made above. I agree that this Acknowledgment will be made a part of the policy. I understand that if any statement above is not true, I should not sign this form. Instead, I should have the policy returned to the Company with full details for further underwriting consideration.

Dated this 6th day of MARCH 2008

Witness

Proposed Insured Dennis L. Kogod

Signature of Second Proposed Insured
(if applicable)

Owner (if other than Insured)

American General Life Insurance Company
Member of American International Group, Inc.
750 W. Virginia, P.O. Box 401 • Milwaukee, WI 53201-0401

NAOLNB043-C

03/17/2008 15:17 0764898 5974

DLK007183

Kogod, Pltf
14559

03630



Principal Life Insurance Company

May 05, 2015

DENNIS KOGOD
9716 OAK PASS RD
BEVERLY HILLS CA 90210-1223

Insured - Dennis Kogod
Policyowner - Dennis Kogod
Universal Life Protector III, Policy Number 6090702

STATEMENT OF COVERAGE (Values as of 05/05/2015)

Face Amount of Base Policy \$562,453.00

Policy Value \$31,642.22

Surrender Charge \$15,730.84

Net Surrender Value \$15,911.38

Policy Loan Indebtedness \$0.00

Primary Beneficiaries -- JOSHUA KOGOD
NADINE KHAPSALIS

Contingent Beneficiaries -- NIKA KHAPSALIS
DENISE KHAPSALIS

Assignee -- None Listed
Secondary Addressee -- None Listed

Individual Life Insurance
Customer Service
(800) 247-9988

Your Representative:
Alexander Sheinin
(310) 276-2335

Page 1 of 1

Home Office: 711 High Street, PO Box 10431, Des Moines, Iowa 50306-0431
www.principal.com

DLK007251

Kogod, Pltf
14560

03631

1 Q -- correct? Okay.
2 (Discussion off the record.)
3 Q (BY MR. SMITH) Are you -- do you spend money on
4 cultural events, ballet, museums, that sort of thing?
5 A The girls dance and participate in ballet
6 lessons, but that's the extent of our cultural --
7 Q Involvement?
8 A -- affairs.
9 Yes.
10 Q Okay. You have sent money through Western Union?
11 A Yes.
12 Q Who do you spend -- send money to via Western
13 Union? Why do you use that service?
14 A To help Nadya's family in Kazakhstan, some
15 translation services on her book to Ukraine, if I was away
16 and a nanny needed money and I didn't leave a check or
17 cash.
18 Q Who needed money?
19 A If a nanny -- if I didn't --
20 Q Oh.
21 A -- pay a nanny cause I wasn't home on a Friday or
22 a Sunday.
23 Q You would send that money through Western Union?
24 A It's the best way to do it.
25 (Discussion off the record.)

- 1 A Approximately sometime in 2008.
- 2 Q And where did you move in California after that?
- 3 A 128 North Edinburgh Avenue, Los Angeles.
- 4 Q Do you recall the time of year in 2008?
- 5 A I don't.
- 6 Q I normally at this point would ask for seasons,
- 7 but the seasons don't seem to change much in California.
- 8 A They don't.
- 9 Q You purchased that home in your own name,
- 10 correct?
- 11 A I did.
- 12 Q And same with the Overland Avenue property, you
- 13 purchased that in your own name?
- 14 A I did.
- 15 Q Okay. How was that property titled to your
- 16 recollection, the Overland Avenue property?
- 17 A In my name.
- 18 Q You were married at the time to Gabrielle,
- 19 correct, and still --
- 20 A I was.
- 21 Q And still are?
- 22 A Correct.
- 23 Q Why wasn't her name on the title?
- 24 A I didn't want her to know about the property.
- 25 Q And when you purchased the Edinburgh property,

1 how did you title the property?
2 A The same as the first.
3 Q Were either of those properties ever held in a
4 trust?
5 A I don't think so, but you'd have to go back --
6 I'd have to look at the documentation. I don't think they
7 were.
8 Q Okay. And your answer suggests to me that at
9 some point in time you formed a trust for the holding of
10 property, correct?
11 A Correct.
12 Q And when did you form that trust?
13 A I don't recall.
14 Q What's the name of the trust?
15 A I believe it's the Denika Trust --
16 Q And that's a --
17 A -- D-e-n-i-k- --
18 (Reporter interrupted; multiple speakers.)
19 THE WITNESS: D-e-n-i-k-a.
20 Q (BY MR. SMITH) And that's an amalgamation of the
21 names of your two children with Miss Khapsalis, correct?
22 A Denise and Nika, yes.
23 Q All right. What was the date of birth of Denise
24 and Nika?
25 A December 28th, 2007.

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www.westernreportingservices.com



TEICHNER ACCOUNTING
FORENSICS & VALUATIONS, PLLC

February 15, 2016

Daniel Marks, Esq.
Law Office of Daniel Marks PLLC
610 South Ninth Street
Las Vegas, Nevada 89101

Re: Gabrielle Cioffi-Kogod vs. Dennis Kogod; Case No. D-13-489442-D, Dept. No. G,
District Court, Clark County, Nevada

Dear Mr. Marks:

This surrebuttal report is in rebuttal to the surrebuttal report, titled "Expert Witness Report", dated February 5, 2016, prepared by Joseph L. Leauanae ("JLL") and Jennifer A. Allen ("JAA") of Anthem Forensics, (JLL's surrebuttal report), relative to my firm, Teichner Accounting Forensics & Valuations, PLLC ("TAFV"), having been engaged by the Law Office of Daniel Marks PLLC to provide consulting and expert services in the above-referenced family law litigation matter. I, Richard M. Teichner, Manager and sole member of TAFV, have prepared this surrebuttal report based on my review, analysis and evaluation of JLL's surrebuttal report and, where necessary, I have referred to the Supplemental Expert Witness Report prepared by JLL and JAA of Anthem Forensics, dated December 15, 2015 ("JLL's report"), which I previously reviewed, analyzed and evaluated, as reported upon in my rebuttal report dated January 25, 2016 ("my rebuttal report"). In preparing this surrebuttal report, I have performed whatever procedures I deemed necessary in order to arrive at my findings and conclusions set forth herein.

My findings, conclusions and opinion contained in this report are based primarily on documents and other information received by TAFV prior to the time I prepared my rebuttal report. Other than JLL's surrebuttal report and the schedules furnished by JLL subsequent to his deposition testimony on February 9, 2016 that are referred to in this surrebuttal report, no other documents have been received by TAFV since its having received documents prior to the issuance of my rebuttal report. If TAFV should receive additional documents or other information that could impact my findings and opinion, this surrebuttal report is subject to being amended or supplemented.

My billing rate is \$285 per hour for all accounting services, including testimony. The hourly billing rates for professional staff and for paraprofessional and administrative staff, to the extent used by TAFV, range from \$165 to \$210 and from \$65 to \$150, respectively.

Neither a schedule of a listing of all matters in which I have testified in the most recent preceding four years nor my curriculum vitae containing a listing of my articles of the last ten years is attached, as there have been no changes to those documents since they were submitted along with my rebuttal report.

Sincerely,

Richard M. Teichner
CPA, ABV, CVA, MAFF™, CFF, Cr.FA, FCPA™, CGMA®, CFFA™
Manager/Member

3500 Lakeside Court, Suite 210 • Reno, NV 89509
Phone: (775) 828-7474 • Fax: (775) 201-2110

6130 West Elton Avenue • Las Vegas, NV 89107
Phone: (702) 216-0324 • Fax: (702) 216-6001

Email: accountingforensics@gmail.com
Website: www.accounting-forensics.com

Introduction

In reviewing and analyzing JLL's surrebuttal report, in my opinion JLL's comments, in rebuttal to my rebuttal report, are completely unconvincing, lack efficaciousness or substance, and in some cases are misleading or erroneous. As a result, the findings and conclusions and my opinion expressed in my rebuttal report are unaffected by JLL's surrebuttal report.

Comments on the Contents of JLL's Surrebuttal Report

For the most part, the comments that follow correspond to the order in which the subject matter appears in JLL's rebuttal report.

On page 4, under the section titled "Analysis Considerations", in item number 3., JLL states that Anthem has assumed that my rebuttal report reflects the entirety of Mr. Kogod's assessment of potential community waste. In this remark, JLL, appears to be insinuating that I have merely parroted Mr. Kogod's position regarding potential community waste. Naturally, I take issue with such a remark, as my findings, conclusions and opinion are based on the documents and other information that TAFV has received, which I have reviewed and analyzed. The conclusions and opinion that I have expressed in my rebuttal report are mine, and mine alone, and are not based on or a result of "Defendant's assessment". Moreover, one could easily infer from this remark that my rebuttal report somehow acknowledges that potential community waste exists, which certainly is not the case. In fact, in the conclusion of my rebuttal report I state that "I certainly am not qualified to opine on the legal concept of community waste", but "I am able to express an opinion on the bases used, or the lack thereof, for determining potential community waste in this matter" and that "Anthem has no justifiable bases for asserting potential community waste...and thus Anthem and JLL attributing potential community waste to Dennis Kogod is inappropriate and without merit".

On page 5, Under "General Observations", in number 1.a., JLL has surmised that I have been asked to respond "to the Court's request that Dennis identify how much has been spent". The fact is that I have not been asked to undertake such an assignment. I am not clear on whether Anthem decided to perform an accounting, as presented in the Supplemental Expert Witness Report dated December 15, 2015 ("JLL's report") and in JLL's surrebuttal report, for the reason that Dennis or I have not provided the accounting to which JLL refers. Irrespective of the reason for Anthem providing its accounting, JLL has taken the liberty to characterize over \$6.2 million of Dennis' expenditures as potential community waste.

On page 5, in number 1.b., JLL states that I have not provided an analysis of potential community waste prior to March 2008. First, just as Anthem does not have records prior to March 2008, neither does TAFV. Second, since I have rebutted the findings, conclusions and opinions of Anthem and JLL, as set forth in my rebuttal report, I have no basis for assuming that my findings, conclusion and opinions would be any different if records prior to March 2008 were accessible.

On page 5, in number 1.c., JLL states that I have not provided an analysis of potential community waste since December 15, 2015, the date of JLL's report. He goes on to say that I did not "comment on whether the inclusion of recent activity would also increase amounts allocated to potential community waste". First, I have no reason to assume that my findings, conclusions and opinion would be any different if I had viewed the records since December 15, 2015. Second, and more important is that, inherent in JLL's comments, is his presupposition that I have somehow concurred that the expenditures that he allocated to potential community waste are proper.

On page 5, in number 2, continuing on to page 6, JLL states that "the criteria [Anthem] used in assessing potential community waste was provided by counsel for Gabrielle and by the Court". In the related footnote to this comment, JLL refers to the Court Minutes¹. As mentioned in my rebuttal report, in JLL's determination of potential community waste, he did not take into account that Dennis and Gabrielle were separated most of the time from 2004, or prior, until 2010, at which time they were permanently separated and lived separate lives, that Dennis did not financially deny Gabrielle what she wanted, that living expenses of a spouse do not need to benefit the community to not be potential community waste, that many of Dennis' expenditures were business related, and that many of the expenditures that JLL considered to be potential community waste were for such items as the purchase of assets and loan repayments.

In JLL's report, JLL has included the amounts that appear in the "Adjusted" column on Exhibit 6 as potential community waste based on his "assessment of potential community waste not classified elsewhere in this report". Moreover, as for the expenditures other than the aforementioned purchase of capital assets and loan repayments, JLL stated on page 14 of that report, in Note 3, Note 4 and Note 6, that he included expenditures as potential community waste even though he needs more information regarding their allocation (meaning he considered expenditures to be potential community waste without having any evidence), and that determinations as to whether amounts of expenditures for various categories of living expenses are potential community waste are based on the excess of the expenditures by category over the expenditures for the corresponding categories on Dennis' Amended Financial Disclosure Form. Additionally, JLL determined that cash withdrawals, copies of cancelled checks not received, and "uncategorized expenditures" are potential community waste, with no basis whatsoever for him to arrive at such a determination.

JLL admitted in his deposition, conducted on February 9, 2015, which I attended but for which the transcript will not be available until after the date of this surrebuttal report, that he did not know the components of most, if not all, of the expenditures, but that he would provide the backup that was made available to Anthem, and that he did not know the nature of any of the expenditures represented by the categories on Exhibit 6 having the captions "Checks Written to Cash", "Need Cancelled Check", "Uncategorized", and "Withdrawals and Cash Advances".

On February 12, 2015, an email, sent by JLL to counsel and forwarded to me, includes attachments of two Excel spreadsheets in pdf format that contain listings of 248 expenditures for "auto-related charges" and 7,927 expenditures of "transactions that comprise the 'adjusted' column on Exhibit 6". Although the 8,175 transactions listed on these schedules purport to provide the backup for the amounts appearing in the "Adjusted" column on Exhibit 6, JLL does not indicate the reason why these transactions constitute potential community waste. Thus JLL's has not provided any additional support for the criteria he used for characterizing any one of the expenditures in the "Adjusted" column as potential community waste.

¹ Although I certainly cannot speak for the Court, but in the June 1, 2015 Court Minutes the Court says that it "informed counsel that it expects to see a defined list of expenditures and what disputes there are to those items; however, the Court does not expect Defendant to every check (sic) over the past ten years". What has occurred is that Plaintiff's expert prepared a list of expenditures, albeit a detail one, and Defendant's expert has presented the disputes in his report. Not only by a listing having been made by Anthem and the disputes having been expressed by the opposing side *might* the Court's instructions have been carried out but, based on JLL's comment to which this footnote pertains, JLL's decisions as what transactions constitute potential community waste is based on what Gabrielle's counsel represented to him. Moreover, JLL testified at his deposition on February 9, 2016 that much of the information he used in characterizing expenditures as potential community waste was provided by Gabrielle.

On page 6 of JLL's surrebuttal report, JLL has addressed the comments in my rebuttal report that refer to his not providing the Excel spreadsheets, which are a part of JLL's report. Not to belabor the point addressed in the first paragraph of page 2 of my rebuttal report and the associated footnoted comments regarding JLL's lack of cooperation for providing a "striped down" version and his reasons for not providing such, as asserted in his Declaration, I completely stand by all the related comments that I made in my rebuttal report. Moreover, in addition to the comments about JLL's lack of cooperation and specious assertions for not providing the Excel spreadsheets, it is not JLL's place as a forensic accountant to base his decision to not provide the Excel spreadsheets for the various reasons he has expressed in his Declaration, such as, the Court might not divide the cost of the experts' work (apparently, including the preparation of the spreadsheets), or the Defendant did not prepare an accounting, or on the basis that Defendant's expert will be preparing an analysis, or whether or not "Teichner may be under time constraints".

On page 7, in number 4, JLL surmises "that the community could have saved substantial costs had Teichner and/or Dennis provided the analysis that Dennis' prior counsel had promised the Court". First, I have no knowledge, one way or another, whether what Dennis' prior counsel promised the Court applies to his present counsel. Second, based on JLL surmising that an analysis by the Defendant could have saved substantial costs, it would appear that JLL is saying, in effect, that Anthem would not have performed procedures to ascertain that all transactions were recorded and that Dennis' characterization of expenditures as not being community waste were, in essence, proper from Gabrielle's standpoint. I am certain that this is not the case and that the Plaintiff would have had virtually all of Dennis' analysis meticulously scrutinized. By Dennis, or more likely, his expert preparing an accounting, the cost of this project, coupled with the cost of Anthem verifying the transactions and performing the same procedures as it has in preparing JLL's report and surrebuttal report in order to recharacterize all the transactions that Dennis would deem as not being potential community waste, would undoubtedly be much greater than the cost already incurred by the community for the experts' work.

On page 7, in number 5, JLL's remark is non-responsive to the comment in my rebuttal report, on page 2, in the second paragraph under the section "Lack of Basis for JLL's Opinion on Potential Community Waste", wherein I said, "[t]he procedures performed to determine whether or not each of the 27,200 transactions is 'potential community waste' is not explained". I do not see where on pages 7 to 14 of JLL's report he explains such procedures.

On page 7, in number 6, again, JLL's remarks are non-responsive. The fact that Gabrielle did not have access to or knowledge of all of the bank or liquid asset accounts does not establish that she did not have access to a large amount of cash or that Dennis financially denied her of what she needed or wanted. Furthermore, JLL cannot assume that Gabrielle, if she ever wanted to know what Dennis earned or what cash accounts and community property existed, that she asked but was not told. I would think that, by Gabrielle having a one-half community interest in Dennis' earnings and all assets of the marital estate at all times, the responsibility would rest on her to have sought that information by merely asking for it.

On page 7, in number 7, JLL makes the same argument here for imposing an opportunity cost as he has in JLL's report. I have not changed the reasons presented in my rebuttal report, on page 6, addressing JLL's argument in Section 8 of JLL's report, where I conclude with "JLL's suggestion that an opportunity cost may exist is as best tenuous".

On page 8, in number 8, JLL states that "we do not believe a legal basis is required for preparing a schedule of potential community waste". I totally disagree with this comment, as JLL or any financial professional who is not an attorney must have legal authority or other legal guidance in order to

determine whether or not an expenditure is potential community waste. Otherwise, such a determination is merely left to the discretion of the financial professional.

On page 8, under the section titled "Nadya/Children-Related Outflows", which continues on to page 9, JLL has stated that I have relied on Dennis' representations in making deletions to certain expenditures in Exhibit 2 to JLL's report. First, various of Dennis' representations are derived from his deposition testimony, which JLL has no right to dispute unless he is accusing Dennis of committing perjury. Second, as for other deletions, they are based on Dennis' further review of the expenditures subsequent to his deposition. I find it quite curious that JLL is questioning Dennis' representations of expenditures that should not be included in Exhibit 2 (which by no means indicates that all other expenditures in Exhibit 2 should be considered as potential community waste), whereby JLL has testified at his deposition on February 9, 2016 that he relied on what Gabrielle expressed to him regarding the nature of expenditures characterized as potential community waste in the spreadsheets of JLL's report.

On page 9, under "Yacht-Related Outflows", JLL does not appear to question the elimination of the \$481,274.87 presented in my rebuttal report, other than his use of the term "alleged" when referring to the improvements to the yacht that are capital improvements. JLL goes on to make the legal argument, which he is not qualified to do, that because Gabrielle "may not have known" that the yachts existed (emphasis added) and, presumably, her not having been consulted before the acquisition of the yachts, this somehow is justification for deeming the "outflows expended on the yachts over and above the proceeds recaptured upon their sale" as potential community waste.

On page 10, under "Assessments of Potential Community Waste Not Elsewhere Classified", JLL again makes the unfounded accusation that the section of my rebuttal report addressing Exhibit 6 of JLL's "report represents little more than a parroting of Dennis' position". Not only do I take issue with such a remark, but see my discussion on page 2 above regarding JLL's lack of basis for his allocation of expenditures on Exhibit 6 to JLL's report.

On page 10, under "Marital Asset Schedule", JLL claims that the comment in my rebuttal report about there being no evidence that assets were omitted from the marital balance sheet "contradicts Dennis' deposition testimony" because Dennis said in his deposition that he had acquired certain assets in his name only. This testimony by Dennis in no way establishes that assets were omitted from the marital balance sheet. In JLL's report, on page 17, in Section 9, titled "Assets Subject to Community Division", JLL says that Anthem "identified...additional assets since the issuance of our November 17, 2015 report", but never claims that Dennis submitted a marital balance sheet that intentionally omitted any assets. JLL's goes on to say that "[a] pragmatic person could reasonably construe that the Defendant intentionally prevented Teichner from addressing the marital asset schedule because Teichner might identify assets that were not known to made knowable to Anthem". Not only is such an allegation untrue but such an insinuation from a certified public accountant engaged as an expert is totally unprofessional.

On page 10, under "Teichner's Income Analysis", I completely disagree with JLL's comments. All that is presented in Schedule 5 of my rebuttal report is the percentage of Dennis' spending in relation to his income, which is merely an observation to be considered regarding the issue of potential community waste. JLL's remark that "[e]ven if Dennis had only spent 1 percent of the community income for non-community benefits, Gabrielle should be entitled to half of that amount" is not only unreasonable, as virtually every married individual has expenditures that do not always "benefit the community", but also signifies that he is rendering legal opinions regarding expenditures that do not benefit the community and that any such expenditures made by one spouse entitles the other spouse to reimbursement for one-half of those expenditures.

Conclusion

To reiterate the opinion expressed in the introduction to this surrebuttal report, in my opinion JLL's remarks in JLL's surrebuttal report, in rebutting my rebuttal report, are completely unconvincing, lack efficaciousness or substance, and in some cases are misleading or erroneous. As a result, the findings and conclusions and my opinion expressed in my rebuttal report are unaffected by JLL's surrebuttal report.

Alvin D. Lamm
CLERK OF THE COURT



JPI
DENISE L. GENTILE, CHTD.
DENISE L. GENTILE, ESQ.
Nevada Bar No. 4271
10161 Park Run Drive, Suite 150
Las Vegas, Nevada 89145
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Telephone: (702) 608-6868
Facsimile: (702) 608-6878
Attorney for Plaintiff

EIGHTH JUDICIAL DISTRICT COURT
FAMILY DIVISION

CLARK COUNTY, NEVADA

GABRIELLE CIOFFI-KOGOD,

Plaintiff,

v.

DENNIS KOGOD,

Defendant.

CASE NO.: D-13-489442-D
DEPT. NO.: C

JOINT PRELIMINARY INJUNCTION

NOTICE! THIS INJUNCTION IS EFFECTIVE UPON THE PARTY REQUESTING SAME WHEN ISSUED AND AGAINST THE OTHER PARTY WHEN SERVED. THIS INJUNCTION SHALL REMAIN IN EFFECT FROM THE TIME OF ITS ISSUANCE UNTIL TRIAL OR UNTIL DISSOLVED OR MODIFIED BY THE COURT. DISOBEDIENCE OF THIS INJUNCTION IS PUNISHABLE BY CONTEMPT.

TO: Plaintiff and Defendant:

YOU ARE HEREBY PROHIBITED AND RESTRAINED FROM:

1. Transferring, encumbering, concealing, selling or otherwise disposing of any of your joint, common or community property of the parties, or any property which is the subject of a claim of community interest, except in the usual course of business or for the necessities of life, without the written consent of the parties or the permission of the court.

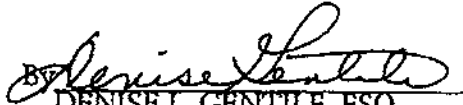
DENISE L. GEN. CHARTERED
10161 Park Run Drive, Suite 150, Las Vegas, Nevada 89145
Telephone: (702) 608-6868 Fax: (702) 608-6878

2. Molesting, harassing, disturbing the peace of or committing an assault or battery upon your spouse or your child or step-child.

3. Removing any child of the parties then residing in the State of Nevada with an intent or effect to deprive the court of jurisdiction as to said child without the prior written consent of the parties or the advance permission of the court.

Issued at the direction of:
DENISE L. GENTILE, CHTD.

STEVEN D. GRIERSON
CLERK OF COURT


DENISE L. GENTILE, ESQ.
Nevada Bar No. 004271
10161 Park Run Drive, Suite 150
Las Vegas, Nevada 89145
Attorneys for Plaintiff

By JENNIFER HICKEY
Deputy Clerk
Clark County Courthouse
Family Court Division
601 N. Pecos
Las Vegas, Nevada 89101-2417

DEC 16 2013



Manhattan Beach Office
904 Manhattan Avenue, Suite 3, Manhattan Beach, CA 90266
Tel: (310) 372-3700 • Fax: (424) 237-1329

BUYER/BORROWER STATEMENT
Final



Escrow Number: 15-81273-LW
Escrow Officer: Luke J. Walend

Title Order Number: 115081629
Date: 06/01/2015 - 8:32:14PM
Closing Date: 05/29/2015

Buyer/Borrower: Dennis Lee Kogod

Seller: Lucky 67, LLC

Property: 10776 Wilshire Boulevard #604, Los Angeles, CA 90024

DESCRIPTION	DEBITS	CREDITS
TOTAL CONSIDERATION	3,600,000.00	
Earnest Money		108,000.00
Initial Deposit		3,507,061.76
PRORATIONS/ADJUSTMENTS:		
Property Tax @ 35,812.30 per 12 month(s) 5/29/2015 to 7/01/2015	3,328.23	
Association Dues @ 2,701.71 per 1 month(s) 5/29/2015 to 6/01/2015	180.11	
TITLE CHARGES		
Deed Recording Fee: Lawyers Title Company	28.00	
Messenger/Courier Fee: South Bay Courier	30.00	
ESCROW CHARGES TO: Guaranty Escrow, Inc.		
Escrow Fee	5,450.00	
Messenger Fee/Wire/Express Fee	65.00	
ADDITIONAL DISBURSEMENTS:		
Association Dues for June and July: The Carville Residences owners Association	5,403.42	
BALANCE DUE YOU	577.00	
TOTALS	3,615,061.76	3,615,061.76

Certified to be a True and Exact
Copy of the Original Hereof.

THIS IS A FINAL CLOSING STATEMENT
By:

DLK009298

03643

Kayak v. Kayak
Los Angeles, CA

MADYACH/HAZEN-RELATED CASHFLOWS SINCE MAY 2014 (SORTED BY DATE)



Ref	Date	Unmatched Amount	AF Category	Description			Inflows		Outflows		
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1	05/01/14	(100.00)	Children related	Three Kalashnikovs	1748					WF x1037	(100.00)
2	05/01/14	(1,000.00)	Medical (CO)	Albert, Beverly's MD		Trinidad CO				WF x1037	(1,000.00)
3	05/01/14	(100.00)	Payments to individuals - N.	Nadine Kogod	1748					WF x1037	(100.00)
4	05/01/14	(100.00)	Payments to individuals - N.	Nadine Kogod	1748					WF x1037	(100.00)
5	05/01/14	(102.00)	Personal Care (CA)	CT Koffel		West Hollywood, CA				WF x1037	(102.00)
6	05/01/14	(9,121.10)	Travel - Airfare	American Express Air France		Phoenix AZ	From: Los Angeles Intern; To: Paris Charles Dep; Passenger Report/Traveling			WF x1037	(9,121.10)
7	05/01/14	(45.00)	Cash/Fuel (CA)	Bank of		West Hollywood, CA				WF x1037	(45.00)
8	05/01/14	(114.20)	Gifts (CA)	Trader Joe's		Los Angeles, CA				WF x1037	(114.20)
9	05/01/14	(67.17)	Meals (CA)	Arbit Dof		West Hollywood, CA				WF x1037	(67.17)
10	05/01/14	(2.00)	Parking/Tolls/Fees (CA)	Amper Parking Garage		Los Angeles, CA				WF x1037	(2.00)
11	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	BN Parking Garage		Beverly Hills, CA				WF x1037	(1.00)
12	05/01/14	(10.00)	Personal Care (CA)	Alameda's Skin Care Inc		Beverly Hills, CA				WF x1037	(10.00)
13	05/01/14	(10.00)	Personal Care (CA)	Paraffin Sun Center		Beverly Hills, CA				WF x1037	(10.00)
14	05/01/14	(10.00)	Personal Care (CA)	The H Skin Inc		Beverly Hills, CA				WF x1037	(10.00)
15	05/01/14	(11.35)	Pharmacy (CA)	Walgreens (CA)		Beverly Hills, CA				WF x1037	(11.35)
16	05/01/14	(18.46)	Groceries (CA)	Whole Foods		Beverly Hills, CA				WF x1037	(18.46)
17	05/01/14	(10.00)	Shopping (CA)	Trader Joe's		Beverly Hills, CA				WF x1037	(10.00)
18	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
19	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
20	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
21	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
22	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
23	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
24	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
25	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
26	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
27	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
28	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
29	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
30	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
31	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
32	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
33	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
34	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
35	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
36	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
37	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
38	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
39	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
40	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
41	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
42	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
43	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
44	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
45	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
46	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
47	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
48	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
49	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
50	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
51	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
52	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
53	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
54	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)
55	05/01/14	(1.00)	Parking/Tolls/Fees (CA)	Bank of		San Francisco, CA				WF x1037	(1.00)

From 1961 to 1963

Report: Report
 LA YOUNG, BT

MASTROCHIOLONE-RELATED OUTFLIGHTS MAKE MAY 2014 (CONTINUED DATE)

ref	Date	Unrecorded Amounts	AP Company	Source / Use	Check Number	Description	Location	Name	Account	Invoice	Outflows
161	06/26/14	121.30	Children's Hospital	Children's Hospital			San Francisco, CA				WP 21002 121.30
162	06/26/14	642.45	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 642.45
163	06/26/14	154.20	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 154.20
164	06/26/14	177.58	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 177.58
165	06/26/14	16.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 16.00
166	06/26/14	108.92	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 108.92
167	06/26/14	211.60	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 211.60
168	06/26/14	193.50	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 193.50
169	06/26/14	174.50	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 174.50
170	06/26/14	114.50	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.50
171	06/26/14	124.40	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 124.40
172	06/26/14	121.52	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 121.52
173	06/26/14	118.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 118.00
174	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
175	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
176	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
177	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
178	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
179	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
180	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
181	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
182	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
183	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
184	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
185	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
186	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
187	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
188	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
189	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
190	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
191	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
192	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
193	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
194	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
195	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
196	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
197	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
198	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
199	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
200	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
201	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
202	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
203	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
204	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
205	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
206	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
207	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
208	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
209	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
210	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
211	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
212	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
213	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00
214	06/26/14	114.00	Home Depot (CA)	Home Depot			San Francisco, CA				WP 21002 114.00

TEP&S INC.

August 1, 2019
Los Angeles, CA

MAYOR COUNCIL-RELATED OUTFLOW INCOME MAY 2014 (SORTED BY DATE)

Ref	Date	Unrelated Amounts	Category	Agency / Use	Check Number	Location	Notes	Amount	Account	Outflow	Outflow
270	07/01/14	13,000	Auto Rental - Los Angeles	Los Angeles Police Dept		CA			WT 1002	13,000	
271	08/01/14	100,000	Medical (CA)	Los Angeles Police Dept		Los Angeles, CA			WT 1003	100,000	
272	08/01/14	1,500	Printing (Los Angeles)	Los Angeles Police Dept		Los Angeles, CA			WT 1004	1,500	
273	08/01/14	110,000	Personal Care (CA)	Los Angeles Police Dept		Los Angeles, CA			WT 1005	110,000	
274	08/01/14	10,000	Personal Care (CA)	Los Angeles Police Dept		Los Angeles, CA			WT 1006	10,000	
275	08/01/14	10,000	Childcare Related	Los Angeles Police Dept		Los Angeles, CA			WT 1007	10,000	
276	08/01/14	128,461	Waste (CA)	Los Angeles Police Dept		Los Angeles, CA			WT 1008	128,461	
277	08/01/14	1,300,000	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1009	1,300,000	
278	08/01/14	1,212,891	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1010	1,212,891	
279	08/01/14	1,650,000	Payments to individuals - H	Los Angeles Police Dept		Los Angeles, CA			WT 1011	1,650,000	
280	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1012	1,141,500	
281	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1013	1,141,500	
282	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1014	1,141,500	
283	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1015	1,141,500	
284	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1016	1,141,500	
285	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1017	1,141,500	
286	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1018	1,141,500	
287	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1019	1,141,500	
288	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1020	1,141,500	
289	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1021	1,141,500	
290	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1022	1,141,500	
291	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1023	1,141,500	
292	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1024	1,141,500	
293	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1025	1,141,500	
294	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1026	1,141,500	
295	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1027	1,141,500	
296	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1028	1,141,500	
297	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1029	1,141,500	
298	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1030	1,141,500	
299	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1031	1,141,500	
300	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1032	1,141,500	
301	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1033	1,141,500	
302	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1034	1,141,500	
303	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1035	1,141,500	
304	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1036	1,141,500	
305	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1037	1,141,500	
306	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1038	1,141,500	
307	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1039	1,141,500	
308	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1040	1,141,500	
309	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1041	1,141,500	
310	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1042	1,141,500	
311	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1043	1,141,500	
312	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1044	1,141,500	
313	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1045	1,141,500	
314	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1046	1,141,500	
315	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1047	1,141,500	
316	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1048	1,141,500	
317	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1049	1,141,500	
318	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1050	1,141,500	
319	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1051	1,141,500	
320	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1052	1,141,500	
321	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1053	1,141,500	
322	08/01/14	1,141,500	Children related	Los Angeles Police Dept		Los Angeles, CA			WT 1054	1,141,500	

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NADYA/CMH/ROSEN-APLATED: OUTFLOWS SINCE MAY 2016 (SORTED BY DATE)

Ref	Date	Unapportioned Amount	AP Category	Source / Use	Check Number	Description	Balance	Interest	Amount	Outstanding
479	10/15/14	184.00	Personal Care (CA)	CT Public II		West Hollywood, CA			WF 11002	184.00
480	10/15/14	135.00	Personal Care (CA)	Day Home LA		San Francisco, CA			WF 11003	135.00
481	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11004	104.80
482	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11005	104.80
483	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11006	104.80
484	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11007	104.80
485	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11008	104.80
486	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11009	104.80
487	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11010	104.80
488	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11011	104.80
489	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11012	104.80
490	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11013	104.80
491	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11014	104.80
492	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11015	104.80
493	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11016	104.80
494	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11017	104.80
495	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11018	104.80
496	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11019	104.80
497	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11020	104.80
498	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11021	104.80
499	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11022	104.80
500	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11023	104.80
501	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11024	104.80
502	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11025	104.80
503	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11026	104.80
504	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11027	104.80
505	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11028	104.80
506	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11029	104.80
507	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11030	104.80
508	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11031	104.80
509	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11032	104.80
510	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11033	104.80
511	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11034	104.80
512	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11035	104.80
513	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11036	104.80
514	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11037	104.80
515	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11038	104.80
516	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11039	104.80
517	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11040	104.80
518	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11041	104.80
519	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11042	104.80
520	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11043	104.80
521	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11044	104.80
522	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11045	104.80
523	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11046	104.80
524	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11047	104.80
525	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11048	104.80
526	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11049	104.80
527	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11050	104.80
528	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11051	104.80
529	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11052	104.80
530	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11053	104.80
531	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11054	104.80
532	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11055	104.80
533	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11056	104.80
534	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11057	104.80
535	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11058	104.80
536	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11059	104.80
537	10/15/14	104.80	Personal Care (CA)	Westwood Medical		San Francisco, CA			WF 11060	104.80

Appendix E, Exhibit
Los Angeles, NY

HADY/CHILDREN-RELATED OUTFLOWS SINCE MAY 2014 (TABORED BY DATE)

Ref	Date	Unreconciled Amount	AF Category	Debit/Debit			Inflows		Outflows	
				Source / Use	Check Number	Location	Ref #1	Account	Account	Amount
538	11/18/14	(1,490.00)	Children related	Elia Katsirides	2083	West Hollywood, CA		WF #1027	WF #1027	(1,490.00)
539	11/18/14	(79.37)	Income (CA)	Elia Katsirides		West Hollywood, CA		WF #1027	WF #1027	(79.37)
540	11/18/14	(90,000.00)	Payments to Individuals - R	Hadley Kogut	2083			WF #1027	WF #1027	(90,000.00)
541	11/18/14	(179.00)	Personal Care (CA)	Hadley Kogut		CA		WF #1027	WF #1027	(179.00)
542	11/18/14	(60.00)	Shopping (CA)	Hadley Kogut		Beverly Hills, CA		WF #1027	WF #1027	(60.00)
543	11/17/14	(34.70)	Alcohol (CA)	Hadley Kogut		Beverly Hills, CA		WF #1027	WF #1027	(34.70)
544	11/17/14	(11.99)	Pharmacy (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(11.99)
545	11/17/14	(4,000.00)	11 Mon, LLC	Hadley Kogut	1974	Los Angeles, CA		WF #1027	WF #1027	(4,000.00)
546	11/17/14	(600.00)	11 Mon, LLC	Hadley Kogut	2058			WF #1027	WF #1027	(600.00)
547	11/17/14	(600.00)	11 Mon, LLC	Hadley Kogut	2059			WF #1027	WF #1027	(600.00)
548	11/17/14	(1,000.00)	Children related	Hadley Kogut	1988			WF #1027	WF #1027	(1,000.00)
549	11/17/14	(98.15)	Children related	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(98.15)
550	11/17/14	(288.25)	Personal Care (CA)	Hadley Kogut		Beverly Hills, CA		WF #1027	WF #1027	(288.25)
551	11/17/14	(178.43)	Pharmacy (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(178.43)
552	11/17/14	(15.73)	Pharmacy (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(15.73)
553	11/17/14	(15,960.00)	11 Mon, LLC	Hadley Kogut	2058			WF #1027	WF #1027	(15,960.00)
554	11/17/14	(112.79)	Bank Fees Interest	Hadley Kogut				WF #1027	WF #1027	(112.79)
555	11/17/14	(113.97)	Children related	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(113.97)
556	11/17/14	(1,330.00)	Children related	Hadley Kogut	2058			WF #1027	WF #1027	(1,330.00)
557	11/17/14	(223.25)	Shopping (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(223.25)
558	11/17/14	(66.54)	Shopping (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(66.54)
559	11/17/14	(106.34)	Shopping (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(106.34)
560	11/17/14	(143.30)	Shopping (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(143.30)
561	11/17/14	(1,305.44)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(1,305.44)
562	11/17/14	(84.00)	Children related	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(84.00)
563	11/17/14	(106.11)	Children related	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(106.11)
564	11/17/14	(66.78)	Children related	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(66.78)
565	11/17/14	(1,434.00)	Shopping (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(1,434.00)
566	11/17/14	(4,500.00)	11 Mon, LLC	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(4,500.00)
567	11/17/14	(3.00)	Parking/Tolls/Fees (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(3.00)
568	11/17/14	(45.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(45.00)
569	11/17/14	(160.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(160.00)
570	11/17/14	(106.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(106.00)
571	11/17/14	(1,000.00)	Children related	Hadley Kogut	2080			WF #1027	WF #1027	(1,000.00)
572	11/17/14	(30.00)	Children related	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(30.00)
573	11/17/14	(875.00)	Children related	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(875.00)
574	11/17/14	(15.40)	Alcohol (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(15.40)
575	11/17/14	(10.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(10.00)
576	11/17/14	(140.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(140.00)
577	11/17/14	(1,250.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(1,250.00)
578	11/17/14	(11.99)	Pharmacy (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(11.99)
579	11/17/14	(61.51)	Pharmacy (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(61.51)
580	11/17/14	(1,173.00)	Shopping (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(1,173.00)
581	11/17/14	(1.00)	Shopping/Tolls/Fees (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(1.00)
582	11/17/14	(100.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(100.00)
583	11/17/14	(100.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(100.00)
584	11/17/14	(100.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(100.00)
585	11/17/14	(100.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(100.00)
586	11/17/14	(100.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(100.00)
587	11/17/14	(100.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(100.00)
588	11/17/14	(100.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(100.00)
589	11/17/14	(100.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(100.00)
590	11/17/14	(100.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(100.00)
591	11/17/14	(100.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(100.00)
592	11/17/14	(100.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(100.00)
593	11/17/14	(100.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(100.00)
594	11/17/14	(100.00)	Personal Care (CA)	Hadley Kogut		Los Angeles, CA		WF #1027	WF #1027	(100.00)

Report: W. Budget
101 Vendors, 8/17

MAINTAINING OUTSTANDING SINCE MAY 1974 (CONTINUED BY DATE)

Ref	Date	Amplified Amount	Acct Category	Service / Use	Check Number	Description	Location	Amount	Account	Outflow	Amount
678	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
679	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
680	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
681	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
682	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
683	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
684	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
685	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
686	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
687	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
688	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
689	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
690	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
691	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
692	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
693	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
694	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
695	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
696	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
697	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
698	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
699	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
700	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
701	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
702	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
703	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
704	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
705	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
706	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
707	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
708	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
709	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	
710	3/27/74	148.00	Shipping (CA)	Shipment 1800		Los Angeles, CA			WF 2000	148.00	

Kajal V. Kogut
CFO VORCA, INC

NADYA/CH/DOBCH-RELATED QUILTOWS ENCL MAY 2014 (SORTED BY DATE)

Ref	Date	Unaudited Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
711	12/11/14	(118.00)	Gift/Push (CA)	Chymen		Los Angeles, CA				WF 11031	(118.00)
712	12/11/14	(453.47)	Apprentice - Nadine K.	Temp Restaurant Inc. Tynce Nadine Drapastic						WF 11037	(453.47)
713	12/11/14	(74.41)	Meal (CA)	Hyattsville, CA		Beverly Hills, CA				WF 11032	(74.41)
714	12/11/14	(49.00)	Personal Care (CA)	Amestee Skin Care Inc.		Beverly Hills, CA				WF 11032	(49.00)
715	12/11/14	(84.00)	Personal Care (CA)	Washable Hair Studio		Los Angeles, CA				WF 11032	(84.00)
716	01/03/15	(39.00)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11031	(39.00)
717	01/03/15	(63.13)	Children Related	Toy Crazy		Malibu, CA				WF 11032	(63.13)
718	01/03/15	(80.94)	Meal (CA)	COFF Habane		Malibu, CA				WF 11032	(80.94)
719	01/03/15	(270.80)	Children Related	Kalender		Chico, CA				WF 11033	(270.80)
720	01/03/15	(81.47)	Children Related	Worsey Store		Chico, CA				WF 11031	(81.47)
721	01/03/15	(230.00)	Children Related	King's Laundry	1900					WF 11037	(230.00)
722	01/03/15	(90.00)	Children Related	Diana Lawson	1900					WF 11037	(90.00)
723	01/03/15	(80.00)	Gift/Push (CA)	Paul et Ole & Mimi Mart		West Hollywood, CA				WF 11032	(80.00)
724	01/03/15	(788.40)	Laundry (CA)	Marion		Palmdale, CA				WF 11032	(788.40)
725	01/03/15	(141.00)	Laundry (CA)	Marion		Palmdale, CA				WF 11032	(141.00)
726	01/03/15	(140.13)	Meal (CA)	Man & Jerry's Munch & Munch		CA				WF 11032	(140.13)
727	01/03/15	(8.00)	Meal (CA)	Starbucks		Rancho Mirage, CA				WF 11032	(8.00)
728	01/03/15	(124.66)	Shopping (CA)	Calypso Gifted Hair		Chico, CA				WF 11032	(124.66)
729	01/03/15	(31.49)	Meal (CA)	Starbucks		Rancho Mirage, CA				WF 11032	(31.49)
730	01/03/15	(2,000.00)	Legal Fees	Rayn Psychology PC	1856		ag/see note 12			WF 11037	(2,000.00)
731	01/03/15	(28.30)	Laundry (CA)	Marion		Palmdale, CA				WF 11032	(28.30)
732	01/03/15	(109.12)	Laundry (CA)	Marion		Palmdale, CA				WF 11032	(109.12)
733	01/03/15	(292.85)	Shopping (CA)	Gift Australia		Los Angeles, CA				WF 11032	(292.85)
734	01/03/15	(100.00)	Gift/Push (CA)	Chymen		Los Angeles, CA				WF 11032	(100.00)
735	01/03/15	(64.14)	Gift/Push (CA)	Deanna Martini		West Hollywood, CA				WF 11032	(64.14)
736	01/03/15	(45.00)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(45.00)
737	01/03/15	(130.00)	Personal Care (CA)	Culture Sports Club		Los Angeles, CA				WF 11032	(130.00)
738	01/03/15	(650.00)	Children Related	Wendy's Laundry	1900					WF 11037	(650.00)
739	01/03/15	(2,013.00)	Children Related	Wendy's Laundry	2000					WF 11037	(2,013.00)
740	01/03/15	(184.87)	Personal Care (CA)	Barry Toney Ltd		West Hollywood, CA				WF 11032	(184.87)
741	01/03/15	(130.59)	Gift/Push (CA)	Marion		Palmdale, CA				WF 11032	(130.59)
742	01/03/15	(133.79)	Gift/Push (CA)	Marion	2056					WF 11032	(133.79)
743	01/03/15	(500.00)	Gift/Push (CA)	Marion	1800					WF 11032	(500.00)
744	01/03/15	(80.00)	Personal Care (CA)	Amestee Skin Care Inc.		Beverly Hills, CA				WF 11032	(80.00)
745	01/03/15	(104.00)	Personal Care (CA)	Bella Lure spa		Beverly Hills, CA				WF 11032	(104.00)
746	01/03/15	(125.00)	Personal Care (CA)	Bella Lure spa		Beverly Hills, CA				WF 11032	(125.00)
747	01/03/15	(130.00)	Personal Care (CA)	Amestee Skin Care Inc.		Beverly Hills, CA				WF 11032	(130.00)
748	01/03/15	(45.00)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(45.00)
749	01/03/15	(48.40)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(48.40)
750	01/03/15	(150.00)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(150.00)
751	01/03/15	(114.15)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(114.15)
752	01/03/15	(102.84)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(102.84)
753	01/03/15	(121.00)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(121.00)
754	01/03/15	(100.00)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(100.00)
755	01/03/15	(180.00)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(180.00)
756	01/03/15	(30.00)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(30.00)
757	01/03/15	(121.00)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(121.00)
758	01/03/15	(107.20)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(107.20)
759	01/03/15	(13.00)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(13.00)
760	01/03/15	(140.00)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(140.00)
761	01/03/15	(17.00)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(17.00)
762	01/03/15	(107.20)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(107.20)
763	01/03/15	(13.00)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(13.00)
764	01/03/15	(114.15)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(114.15)
765	01/03/15	(750.00)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(750.00)
766	01/03/15	(13.00)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(13.00)
767	01/03/15	(107.20)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(107.20)
768	01/03/15	(100.00)	Personal Care (CA)	My Blue LA		Beverly Hills, CA				WF 11032	(100.00)

MAINTENANCE/REPAIRS/RELATED OUTGOING EXPENSE MAY 1976 (PRINTED BY DATE)

Ref	Date	Unapportioned Amount	AS Category	Source / Use	Guest Number	Location	Notes	M/Paid Amount	Outflow Account	Outflow Amount
766	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
770	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
772	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
774	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
776	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
778	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
780	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
782	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
784	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
786	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
788	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
790	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
792	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
794	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
796	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
798	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
800	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
802	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
804	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
806	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
808	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
810	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
812	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
814	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
816	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
818	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
820	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
822	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
824	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
826	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00
828	01/07/75	133.00	Personal Care (CA)	Mr. B. L. A.	2097	San Francisco, CA			WP 11082	133.00

MADYACHILDREN-RELATED OUTFLOWS SINCE MAY 2014 (SORTED BY DATE)

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Report is based
Los Angeles, CA

WADSWORTH CHILDREN-RELATED OUTFLAWS SINCE MAY 2014 (SORTED BY DATE)

Ref	Date	Unmatched Amount	IF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
877	02/14/15	(43.79)	Shopping (CA)	Hudson-Kingston		Beverly Hills, CA		WF 41083	(43.79)		
878	02/14/15	(40.80)	Insurance - Hudson K	Hudson-Kingston		Beverly Hills, CA		WF 41083	(40.80)		
879	02/14/15	(1,056.50)	Insurance - Hudson K	Hudson-Kingston		Beverly Hills, CA		WF 41083	(1,056.50)		
880	02/14/15	(260.00)	Children Related	Walt Disney World	2118			WF 41083	(260.00)		
881	02/14/15	(111.45)	Meal (CA)	Arby's		Hollywood, CA		WF 41083	(111.45)		
882	02/14/15	(42.00)	Personal Care (CA)	CVS		Hollywood, CA		WF 41083	(42.00)		
883	02/14/15	(54.95)	Meal (CA)	Harrisburg		Hollywood, CA		WF 41083	(54.95)		
884	02/14/15	(54.12)	Meal (CA)	Harrisburg		Hollywood, CA		WF 41083	(54.12)		
885	02/14/15	(12.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(12.00)		
886	02/14/15	(100.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(100.00)		
887	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
888	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
889	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
890	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
891	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
892	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
893	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
894	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
895	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
896	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
897	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
898	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
899	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
900	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
901	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
902	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
903	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
904	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
905	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
906	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
907	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
908	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
909	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
910	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
911	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
912	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
913	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
914	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
915	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
916	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
917	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
918	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
919	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
920	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
921	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
922	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
923	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
924	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
925	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
926	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
927	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
928	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
929	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
930	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
931	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
932	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
933	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
934	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
935	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
936	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
937	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
938	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		
939	02/14/15	(11.00)	Personal Care (CA)	Walmart		Beverly Hills, CA		WF 41083	(11.00)		

NATTA/CHILDREN-RELATED OUTTOWNS SINCE MAY 2014 (SORTED BY DATE)

Ref	Date	Unreimbursed Amount	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
929	03/09/15	1,178.00	Children Related	Band Linen	2145			WF 45997	1,178.00		
930	06/09/15	254.00	Western Union	Western Union Cash Call				WF 45998	254.00		
931	03/09/15	110.00	Children Related	A Plus Printing	2147			WF 45997	110.00		
932	03/09/15	110.00	Children Related	A Plus Printing	2148			WF 45997	110.00		
933	03/09/15	110.00	Children Related	A Plus Printing	2149			WF 45997	110.00		
934	03/09/15	110.00	Children Related	A Plus Printing	2150			WF 45997	110.00		
935	03/09/15	110.00	Children Related	A Plus Printing	2151			WF 45997	110.00		
936	03/09/15	110.00	Children Related	A Plus Printing	2152			WF 45997	110.00		
937	03/09/15	110.00	Children Related	A Plus Printing	2153			WF 45997	110.00		
938	03/09/15	110.00	Children Related	A Plus Printing	2154			WF 45997	110.00		
939	03/09/15	110.00	Children Related	A Plus Printing	2155			WF 45997	110.00		
940	03/09/15	110.00	Children Related	A Plus Printing	2156			WF 45997	110.00		
941	03/09/15	110.00	Children Related	A Plus Printing	2157			WF 45997	110.00		
942	03/09/15	110.00	Children Related	A Plus Printing	2158			WF 45997	110.00		
943	03/09/15	110.00	Children Related	A Plus Printing	2159			WF 45997	110.00		
944	03/09/15	110.00	Children Related	A Plus Printing	2160			WF 45997	110.00		
945	03/09/15	110.00	Children Related	A Plus Printing	2161			WF 45997	110.00		
946	03/09/15	110.00	Children Related	A Plus Printing	2162			WF 45997	110.00		
947	03/09/15	110.00	Children Related	A Plus Printing	2163			WF 45997	110.00		
948	03/09/15	110.00	Children Related	A Plus Printing	2164			WF 45997	110.00		
949	03/09/15	110.00	Children Related	A Plus Printing	2165			WF 45997	110.00		
950	03/09/15	110.00	Children Related	A Plus Printing	2166			WF 45997	110.00		
951	03/09/15	110.00	Children Related	A Plus Printing	2167			WF 45997	110.00		
952	03/09/15	110.00	Children Related	A Plus Printing	2168			WF 45997	110.00		
953	03/09/15	110.00	Children Related	A Plus Printing	2169			WF 45997	110.00		
954	03/09/15	110.00	Children Related	A Plus Printing	2170			WF 45997	110.00		
955	03/09/15	110.00	Children Related	A Plus Printing	2171			WF 45997	110.00		
956	03/09/15	110.00	Children Related	A Plus Printing	2172			WF 45997	110.00		
957	03/09/15	110.00	Children Related	A Plus Printing	2173			WF 45997	110.00		
958	03/09/15	110.00	Children Related	A Plus Printing	2174			WF 45997	110.00		
959	03/09/15	110.00	Children Related	A Plus Printing	2175			WF 45997	110.00		
960	03/09/15	110.00	Children Related	A Plus Printing	2176			WF 45997	110.00		
961	03/09/15	110.00	Children Related	A Plus Printing	2177			WF 45997	110.00		
962	03/09/15	110.00	Children Related	A Plus Printing	2178			WF 45997	110.00		
963	03/09/15	110.00	Children Related	A Plus Printing	2179			WF 45997	110.00		
964	03/09/15	110.00	Children Related	A Plus Printing	2180			WF 45997	110.00		
965	03/09/15	110.00	Children Related	A Plus Printing	2181			WF 45997	110.00		
966	03/09/15	110.00	Children Related	A Plus Printing	2182			WF 45997	110.00		
967	03/09/15	110.00	Children Related	A Plus Printing	2183			WF 45997	110.00		
968	03/09/15	110.00	Children Related	A Plus Printing	2184			WF 45997	110.00		
969	03/09/15	110.00	Children Related	A Plus Printing	2185			WF 45997	110.00		
970	03/09/15	110.00	Children Related	A Plus Printing	2186			WF 45997	110.00		
971	03/09/15	110.00	Children Related	A Plus Printing	2187			WF 45997	110.00		
972	03/09/15	110.00	Children Related	A Plus Printing	2188			WF 45997	110.00		
973	03/09/15	110.00	Children Related	A Plus Printing	2189			WF 45997	110.00		
974	03/09/15	110.00	Children Related	A Plus Printing	2190			WF 45997	110.00		
975	03/09/15	110.00	Children Related	A Plus Printing	2191			WF 45997	110.00		
976	03/09/15	110.00	Children Related	A Plus Printing	2192			WF 45997	110.00		
977	03/09/15	110.00	Children Related	A Plus Printing	2193			WF 45997	110.00		
978	03/09/15	110.00	Children Related	A Plus Printing	2194			WF 45997	110.00		
979	03/09/15	110.00	Children Related	A Plus Printing	2195			WF 45997	110.00		
980	03/09/15	110.00	Children Related	A Plus Printing	2196			WF 45997	110.00		
981	03/09/15	110.00	Children Related	A Plus Printing	2197			WF 45997	110.00		
982	03/09/15	110.00	Children Related	A Plus Printing	2198			WF 45997	110.00		
983	03/09/15	110.00	Children Related	A Plus Printing	2199			WF 45997	110.00		
984	03/09/15	110.00	Children Related	A Plus Printing	2200			WF 45997	110.00		
985	03/09/15	110.00	Children Related	A Plus Printing	2201			WF 45997	110.00		
986	03/09/15	110.00	Children Related	A Plus Printing	2202			WF 45997	110.00		
987	03/09/15	110.00	Children Related	A Plus Printing	2203			WF 45997	110.00		
988	03/09/15	110.00	Children Related	A Plus Printing	2204			WF 45997	110.00		
989	03/09/15	110.00	Children Related	A Plus Printing	2205			WF 45997	110.00		
990	03/09/15	110.00	Children Related	A Plus Printing	2206			WF 45997	110.00		
991	03/09/15	110.00	Children Related	A Plus Printing	2207			WF 45997	110.00		
992	03/09/15	110.00	Children Related	A Plus Printing	2208			WF 45997	110.00		
993	03/09/15	110.00	Children Related	A Plus Printing	2209			WF 45997	110.00		
994	03/09/15	110.00	Children Related	A Plus Printing	2210			WF 45997	110.00		
995	03/09/15	110.00	Children Related	A Plus Printing	2211			WF 45997	110.00		
996	03/09/15	110.00	Children Related	A Plus Printing	2212			WF 45997	110.00		
997	03/09/15	110.00	Children Related	A Plus Printing	2213			WF 45997	110.00		
998	03/09/15	110.00	Children Related	A Plus Printing	2214			WF 45997	110.00		
999	03/09/15	110.00	Children Related	A Plus Printing	2215			WF 45997	110.00		
1000	03/09/15	110.00	Children Related	A Plus Printing	2216			WF 45997	110.00		
1001	03/09/15	110.00	Children Related	A Plus Printing	2217			WF 45997	110.00		

Report: Report
 (see page 1)

READY TO RUN - RELATED OUTFLOWS SINCE MAY 2014 (SORTED BY DATE)

Ref	Date	Unmatched Amount	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1002	09/02/15	(88.85)	Gas/Fuel (CA)	76		Shannon Oaks, CA				WF #1032	(88.85)
1003	03/06/15	(78.91)	Groceries (CA)	Trader Joe's		Los Angeles, CA				WF #1031	(78.91)
1004	04/06/15	(497.00)	Personal Care (CA)	Bella Lora Spa		Beverly Hills, CA				WF #1033	(497.00)
1005	03/31/15	(18.00)	Auto Related - Mercedes	Mercedes						WF #1032	(18.00)
1006	08/31/15	(830.00)	Children related	Bliss Lounge	2135					WF #1037	(830.00)
1007	03/03/15	(19.48)	Children Related	Wigwags Children Store		Los Angeles, CA				WF #1032	(19.48)
1008	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1009	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1010	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1011	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1012	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1013	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1014	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1015	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1016	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1017	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1018	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1019	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1020	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1021	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1022	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1023	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1024	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1025	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1026	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1027	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1028	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1029	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1030	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1031	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1032	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1033	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1034	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1035	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1036	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1037	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1038	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1039	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1040	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1041	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1042	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1043	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1044	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1045	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1046	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1047	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1048	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1049	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1050	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1051	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1052	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1053	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1054	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1055	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)
1056	03/03/15	(19.15)	Children Related	Wigwags Children Store		Beverly Hills, CA				WF #1032	(19.15)

Report: R. Kogut
Los Angeles, CA

MAJOR CHILDREN-RELATED DUTYFUND SINCE MAY 2014 (SORTED BY DATE)

Ref	Date	Unmatched Amount	AF Category	Description				Inflow		Outflow		Amount
				Source / Use	Chart Number	Location	Notes	Account	Amount	Account	Amount	
1117	04/28/15	(106.71)	Shopping (CA)	Northridge		Los Angeles, CA		WF 11032	-	WF 11032	(106.71)	
1118	04/29/15	(14.85)	Medical (CA)	Arbut Oak		Hollywood, CA		WF 11032	-	WF 11032	(14.85)	
1119	04/29/15	(97.00)	Personal Care (CA)	KT Nails		Hollywood, CA		WF 11032	-	WF 11032	(97.00)	
1120	05/01/15	(16.00)	Auto Related - Motorists	Intermodal				WF 11032	-	WF 11032	(16.00)	
1121	05/01/15	(1,210.00)	Children related	Lasan Educational	2163			WF 11032	-	WF 11032	(1,210.00)	
1122	05/01/15	(1.50)	Parking/Tolls/Fines (CA)	City of Beverly Hills Parking		Beverly Hills, CA		WF 11032	-	WF 11032	(1.50)	
1123	05/01/15	(1.50)	Parking/Tolls/Fines (CA)	City of Beverly Hills Parking		Beverly Hills, CA		WF 11032	-	WF 11032	(1.50)	
1124	05/01/15	(85.00)	Personal Care (CA)	The H Salon		Beverly Hills, CA		WF 11032	-	WF 11032	(85.00)	
1125	05/02/15	(128.48)	Personal Care (CA)	Peripha Skin Center		Beverly Hills, CA		WF 11032	-	WF 11032	(128.48)	
1126	05/02/15	(55.00)	Personal Care (CA)	The H Salon		Beverly Hills, CA		WF 11032	-	WF 11032	(55.00)	
1127	05/02/15	(38.00)	Personal Care (CA)	The H Salon		Beverly Hills, CA		WF 11032	-	WF 11032	(38.00)	
1128	05/02/15	(15,000.00)	Legal fees - Divorce (Kogut related)	Valencia Road P.C.				WF 11032	-	WF 11032	(15,000.00)	
1129	05/03/15	(5,216.00)	Children related	Elgin Church	2097			WF 11032	-	WF 11032	(5,216.00)	
1130	05/06/15	(114.18)	Gas/Fuel (CA)	Champion		Los Angeles, CA		WF 11032	-	WF 11032	(114.18)	
1131	05/06/15	(1.40)	Parking/Tolls/Fines (CA)	City of Beverly Hills Parking		Beverly Hills, CA		WF 11032	-	WF 11032	(1.40)	
1132	05/06/15	(127.00)	Personal Care (CA)	Bella Lona Spa		Beverly Hills, CA		WF 11032	-	WF 11032	(127.00)	
1133	05/06/15	(35.24)	Shopping (CA)	Stadium Market		Beverly Hills, CA		WF 11032	-	WF 11032	(35.24)	
1134	05/07/15	(88.00)	Children related	A Play Tutoring	2094			WF 11032	-	WF 11032	(88.00)	
1135	05/07/15	(195.00)	Children related	A Play Tutoring	2104			WF 11032	-	WF 11032	(195.00)	
1136	05/07/15	(155.00)	Children related	A Play Tutoring	2176			WF 11032	-	WF 11032	(155.00)	
1137	05/07/15	(865.53)	Children related	Philly's Hair		Los Angeles, CA		WF 11032	-	WF 11032	(865.53)	
1138	05/07/15	(563.71)	Medical (CA)	R. P. P. P.		Beverly Hills, CA		WF 11032	-	WF 11032	(563.71)	
1139	05/07/15	(340.00)	Medical (CA)	Theresa's Hair	2098			WF 11032	-	WF 11032	(340.00)	
1140	05/07/15	(308.00)	Medical (CA)	Theresa's Hair	2099			WF 11032	-	WF 11032	(308.00)	
1141	05/07/15	(14,000.00)	Personal Care (CA)	Kong Hair Salon		Beverly Hills, CA		WF 11032	-	WF 11032	(14,000.00)	
1142	05/08/15	(306.43)	Medical (CA)	Royal Gourmet Deli		Los Angeles, CA		WF 11032	-	WF 11032	(306.43)	
1143	05/09/15	(40.00)	Gas/Fuel (CA)	Champion		Los Angeles, CA		WF 11032	-	WF 11032	(40.00)	
1144	05/09/15	(216.24)	Gas/Fuel (CA)	Trader Joe's		Los Angeles, CA		WF 11032	-	WF 11032	(216.24)	
1145	05/09/15	(8.00)	Parking/Tolls/Fines (CA)	City of Beverly Hills Parking		Beverly Hills, CA		WF 11032	-	WF 11032	(8.00)	
1146	05/09/15	(17.50)	Personal Care (CA)	Agnes Hair Care Inc		Beverly Hills, CA		WF 11032	-	WF 11032	(17.50)	
1147	05/09/15	(1,000.00)	Personal Care (CA)	Beverly Hills Hair Design		Beverly Hills, CA		WF 11032	-	WF 11032	(1,000.00)	
1148	05/09/15	(45.00)	Personal Care (CA)	The H Salon		Beverly Hills, CA		WF 11032	-	WF 11032	(45.00)	
1149	05/09/15	(148.85)	Pharmacy (CA)	Philly's Hair		Beverly Hills, CA		WF 11032	-	WF 11032	(148.85)	
1150	05/09/15	(272.50)	Shopping (CA)	Philly's Hair		Los Angeles, CA		WF 11032	-	WF 11032	(272.50)	
1151	05/09/15	(247.53)	Shopping (CA)	Philly's Hair		Los Angeles, CA		WF 11032	-	WF 11032	(247.53)	
1152	05/10/15	(2.00)	Parking/Tolls/Fines (CA)	County Center		Beverly Hills, CA		WF 11032	-	WF 11032	(2.00)	
1153	05/11/15	(1,440.00)	Children related	Elgin Church	2177			WF 11032	-	WF 11032	(1,440.00)	
1154	05/11/15	(3.00)	Parking/Tolls/Fines (CA)	City of Beverly Hills Parking		Beverly Hills, CA		WF 11032	-	WF 11032	(3.00)	
1155	05/11/15	(1.36)	Parking/Tolls/Fines (CA)	City of Beverly Hills Parking		Beverly Hills, CA		WF 11032	-	WF 11032	(1.36)	
1156	05/11/15	(81.64)	Medical (CA)	The Beverly Hills Hotel		Beverly Hills, CA		WF 11032	-	WF 11032	(81.64)	
1157	05/11/15	(40.52)	Medical (CA)	Ortiz's Hair		Los Angeles, CA		WF 11032	-	WF 11032	(40.52)	
1158	05/11/15	(1.00)	Parking/Tolls/Fines (CA)	Beverly Center		Los Angeles, CA		WF 11032	-	WF 11032	(1.00)	
1159	05/11/15	(1,000.00)	Payments to individuals - N.	Wendy Kogut	2180			WF 11032	-	WF 11032	(1,000.00)	
1160	05/11/15	(2,000.00)	Payments to individuals - N.	Wendy Kogut	2181			WF 11032	-	WF 11032	(2,000.00)	
1161	05/11/15	(150.00)	Personal Care (CA)	The H Salon		Beverly Hills, CA		WF 11032	-	WF 11032	(150.00)	
1162	05/11/15	(208.30)	Shopping (CA)	H. & M.		Los Angeles, CA		WF 11032	-	WF 11032	(208.30)	
1163	05/12/15	(128.67)	Gas/Fuel (CA)	Philly's Hair		Los Angeles, CA		WF 11032	-	WF 11032	(128.67)	
1164	05/14/15	(181.15)	Medical (CA)	Brooklyn's Hair		Los Angeles, CA		WF 11032	-	WF 11032	(181.15)	
1165	05/14/15	(88.89)	Medical (CA)	Brooklyn's Hair		Los Angeles, CA		WF 11032	-	WF 11032	(88.89)	
1166	05/15/15	(320.85)	Bank Fees Interest	Interest on Puchanan				WF 11032	-	WF 11032	(320.85)	
1167	05/15/15	(48.87)	Medical (CA)	The H Salon		Santa Monica, CA		WF 11032	-	WF 11032	(48.87)	
1168	05/15/15	(140.42)	Shopping (CA)	Philly's Hair		Santa Monica, CA		WF 11032	-	WF 11032	(140.42)	
1169	05/15/15	(10.00)	Cashier (CA)	Philly's Hair		Santa Monica, CA		WF 11032	-	WF 11032	(10.00)	
1170	05/17/15	(101.38)	Medical (CA)	Philly's Hair		Santa Monica, CA		WF 11032	-	WF 11032	(101.38)	
1171	05/17/15	(49.43)	Medical (CA)	Philly's Hair		Santa Monica, CA		WF 11032	-	WF 11032	(49.43)	
1172	05/17/15	(190.04)	Personal Care (CA)	Philly's Hair		Santa Monica, CA		WF 11032	-	WF 11032	(190.04)	
1173	05/17/15	(41.78)	Shopping (CA)	Philly's Hair		Santa Monica, CA		WF 11032	-	WF 11032	(41.78)	
1174	05/17/15	(75.86)	Shopping (CA)	Philly's Hair		Santa Monica, CA		WF 11032	-	WF 11032	(75.86)	
1175	05/18/15	(650.00)	Children related	Philly's Hair	2182			WF 11032	-	WF 11032	(650.00)	
1176	05/18/15	(84.80)	Gas/Fuel (CA)	Champion		Los Angeles, CA		WF 11032	-	WF 11032	(84.80)	
1177	05/18/15	(69.00)	Shopping (CA)	Trader Joe's		Los Angeles, CA		WF 11032	-	WF 11032	(69.00)	
1178	05/18/15	(30.00)	Insurance - Medical E.	Philly's Hair		Los Angeles, CA		WF 11032	-	WF 11032	(30.00)	
1179	05/18/15	(1,000.00)	Insurance - Medical E.	Philly's Hair		Los Angeles, CA		WF 11032	-	WF 11032	(1,000.00)	
1180	05/18/15	(1,000.00)	Insurance - Medical E.	Philly's Hair		Los Angeles, CA		WF 11032	-	WF 11032	(1,000.00)	

Report 1: Report
Los Angeles, CA

HADON/CHILDREN-RELATED OUTGOWNS SINCE MAY 2014 (SORTED BY DATE)

Ref	Date	Unsettled Amounts	AS Category	Description			Inflows		Outflows		
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1554	05/27/15	(242.18)	Gravities (CA)	Gravities (CA)		Hollywood, CA			WF #1032	(242.18)	
1559	06/17/15	(300.00)	Hadon's Book	Hadon's Book	2204				WF #1032	(300.00)	
1560	05/17/15	(5.00)	Patricia/Talia (CA)	Patricia/Talia (CA)		Los Angeles, CA			WF #1032	(5.00)	
1561	05/18/15	(1,099.13)	Children Related	Children Related		Los Angeles, CA			WF #1032	(1,099.13)	
1562	05/18/15	(82.30)	Gas/Fuel (CA)	Gas/Fuel (CA)		Los Angeles, CA			WF #1032	(82.30)	
1563	05/18/15	(139.77)	Gravities (CA)	Gravities (CA)		Los Angeles, CA			WF #1032	(139.77)	
1564	05/18/15	(10.80)	Insurance - Hadon's	Insurance - Hadon's					WF #1032	(10.80)	
1565	05/18/15	(2,055.30)	Insurance - Hadon's	Insurance - Hadon's					WF #1032	(2,055.30)	
1566	05/18/15	(45.00)	Personal Care (CA)	Personal Care (CA)		Beverly Hills, CA			WF #1032	(45.00)	
1567	05/18/15	(213.83)	Personal Care (CA)	Personal Care (CA)		Beverly Hills, CA			WF #1032	(213.83)	
1568	05/26/15	(337.74)	Children Related	Children Related		Sherman Oaks, CA			WF #1032	(337.74)	
1569	06/07/15	(24.78)	Hadon's (CA)	Hadon's (CA)		Sherman Oaks, CA			WF #1032	(24.78)	
1570	06/20/15	(14.03)	Forland/Book	Forland/Book		Sherman Oaks, CA		WF #1032	114.03		
1571	06/20/15	(70.84)	Shopping (CA)	Shopping (CA)		Sherman Oaks, CA			WF #1032	(70.84)	
1572	06/21/15	(178.83)	Gravities (CA)	Gravities (CA)		Palmdale, CA			WF #1032	(178.83)	
1573	06/21/15	(23.00)	Hadon's (CA)	Hadon's (CA)		Palmdale, CA			WF #1032	(23.00)	
1574	06/23/15	(64.17)	Gravities (CA)	Gravities (CA)		Beverly Hills, CA			WF #1032	(64.17)	
1575	06/23/15	(43.00)	Personal Care (CA)	Personal Care (CA)		Beverly Hills, CA			WF #1032	(43.00)	
1576	06/24/15	(234.00)	Children Related	Children Related					WF #1032	(234.00)	
1577	06/24/15	(2.00)	Personal Care (CA)	Personal Care (CA)		Hollywood, CA			WF #1032	(2.00)	
1578	06/28/15	(100.00)	Children Related	Children Related	2270				WF #1032	(100.00)	
1579	06/29/15	(102.00)	Personal Care (CA)	Personal Care (CA)		Beverly Hills, CA			WF #1032	(102.00)	
1580	06/29/15	(45.00)	Personal Care (CA)	Personal Care (CA)		Beverly Hills, CA			WF #1032	(45.00)	
1581	06/29/15	(149.78)	Gas/Fuel (CA)	Gas/Fuel (CA)		Los Angeles, CA			WF #1032	(149.78)	
1582	06/29/15	(24.13)	Gravities (CA)	Gravities (CA)		Los Angeles, CA			WF #1032	(24.13)	
1583	06/29/15	(9,000.00)	Legal (CA) - Divorce (Hadon's related)	Legal (CA) - Divorce (Hadon's related)					WF #1032	(9,000.00)	
1584	06/29/15	(2,000.00)	Hadon's Book	Hadon's Book	2300				WF #1032	(2,000.00)	
1585	06/29/15	(1.00)	Personal Care (CA)	Personal Care (CA)		Los Angeles, CA			WF #1032	(1.00)	
1586	06/29/15	(45.00)	Personal Care (CA)	Personal Care (CA)		Beverly Hills, CA			WF #1032	(45.00)	
1587	06/29/15	(149.78)	Gas/Fuel (CA)	Gas/Fuel (CA)		Los Angeles, CA			WF #1032	(149.78)	
1588	06/29/15	(45.00)	Personal Care (CA)	Personal Care (CA)		Beverly Hills, CA			WF #1032	(45.00)	
1589	06/29/15	(118.83)	Hadon's (CA)	Hadon's (CA)		Los Angeles, CA			WF #1032	(118.83)	
1590	06/29/15	(122.35)	Hadon's (CA)	Hadon's (CA)		Los Angeles, CA			WF #1032	(122.35)	
1591	06/29/15	(14.00)	Hadon's (CA)	Hadon's (CA)					WF #1032	(14.00)	
1592	06/29/15	(200.00)	Hadon's Book	Hadon's Book	2278				WF #1032	(200.00)	
1593	06/29/15	(878.00)	Children Related	Children Related	2304				WF #1032	(878.00)	
1594	06/29/15	(1,000.00)	Hadon's (CA)	Hadon's (CA)		Hollywood, CA			WF #1032	(1,000.00)	
1595	06/29/15	(24.00)	Personal Care (CA)	Personal Care (CA)		Beverly Hills, CA			WF #1032	(24.00)	
1596	06/29/15	(61.00)	Gas/Fuel (CA)	Gas/Fuel (CA)		Los Angeles, CA			WF #1032	(61.00)	
1597	06/29/15	(191.72)	Gravities (CA)	Gravities (CA)		Hollywood, CA			WF #1032	(191.72)	
1598	06/29/15	(54.80)	Hadon's (CA)	Hadon's (CA)		Hollywood, CA			WF #1032	(54.80)	
1599	06/29/15	(1,500.00)	Personal Care (CA)	Personal Care (CA)		Beverly Hills, CA			WF #1032	(1,500.00)	
1600	06/29/15	(42.00)	Personal Care (CA)	Personal Care (CA)		Hollywood, CA			WF #1032	(42.00)	
1601	06/29/15	(7,500.00)	Legal (CA) - Divorce (Hadon's related)	Legal (CA) - Divorce (Hadon's related)					WF #1032	(7,500.00)	
1602	06/29/15	(74.00)	Hadon's (CA)	Hadon's (CA)		Hollywood, CA			WF #1032	(74.00)	
1603	06/29/15	(71.00)	Hadon's (CA)	Hadon's (CA)		Los Angeles, CA			WF #1032	(71.00)	
1604	06/29/15	(790.00)	Hadon's (CA)	Hadon's (CA)	2295				WF #1032	(790.00)	
1605	06/29/15	(2.00)	Hadon's (CA)	Hadon's (CA)		Torrance, CA			WF #1032	(2.00)	
1606	06/29/15	(20.00)	Hadon's (CA)	Hadon's (CA)		Los Angeles, CA			WF #1032	(20.00)	
1607	06/29/15	(45.00)	Personal Care (CA)	Personal Care (CA)		Beverly Hills, CA			WF #1032	(45.00)	
1608	06/29/15	(188.48)	Children Related	Children Related		Respect Beach, CA			WF #1032	(188.48)	
1609	06/29/15	(103.88)	Children Related	Children Related		Respect Beach, CA			WF #1032	(103.88)	
1610	06/29/15	(103.21)	Hadon's (CA)	Hadon's (CA)		Respect Beach, CA			WF #1032	(103.21)	
1611	06/29/15	(88.14)	Shopping (CA)	Shopping (CA)		Respect Beach, CA			WF #1032	(88.14)	
1612	06/29/15	(1,146.00)	Children Related	Children Related	2210				WF #1032	(1,146.00)	
1613	06/29/15	(86.57)	Hadon's (CA)	Hadon's (CA)		Los Angeles, CA			WF #1032	(86.57)	
1614	06/29/15	(1,500.00)	Hadon's (CA)	Hadon's (CA)	2279				WF #1032	(1,500.00)	

Report v. Report
and Vaper, NY

MAJORITY/CHILDREN-RELATED OUTGOINGS SINCE MAY 2014 (SORTED BY DATE)

Ref	Date	Voucher Amount	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Amount	Amount	Account	Amount
1679	10/02/15	(73.53)	Personal Care (CA)	Portofino Sun Center		Beverly Hills, CA				WF x1017	(73.53)
1680	10/02/15	(65.00)	Personal Care (CA)	The W. Sells		Beverly Hills, CA				WF x1018	(65.00)
1681	10/02/15	(137.71)	Meals (CA)	The G. Sells Restaurant		Malibu, CA				WF x1019	(137.71)
1682	10/04/15	(116.71)	Children's Welfare	Black & White		CA				WF x1020	(116.71)
1683	10/04/15	(62.34)	Shopping (CA)	Cherone		CA				WF x1021	(62.34)
1684	10/05/15	(114.89)	Gas/Fuel (CA)	Cherone		Los Angeles, CA				WF x1022	(114.89)
1685	10/06/15	(135.07)	Groceries (CA)	Trader Joe's		Los Angeles, CA				WF x1023	(135.07)
1686	10/06/15	(146.50)	Personal Care (CA)	Bella Lora Spa		Beverly Hills, CA				WF x1024	(146.50)
1687	10/06/15	(742.74)	Shopping (CA)	Wal-Mart Supercenter		Beverly Hills, CA				WF x1025	(742.74)
1688	10/06/15	(45.29)	Shopping (CA)	Kohlsaat Mart		Beverly Hills, CA				WF x1026	(45.29)
1689	10/06/15	(45.00)	Personal Care (CA)	My Blow		Beverly Hills, CA				WF x1027	(45.00)
1690	10/06/15	(118.80)	Shopping (CA)	Wholesale Mart		Los Angeles, CA				WF x1028	(118.80)
1691	10/07/15	(69.73)	Meals (CA)	La Pasa Organics		Hollywood, CA				WF x1029	(69.73)
1692	10/07/15	(1,500.00)	Personal Care (CA)	Bella Lora Spa		Beverly Hills, CA				WF x1030	(1,500.00)
1693	10/07/15	(10.20)	Personal Care (CA)	Harman & Company		Hollywood, CA				WF x1031	(10.20)
1694	10/08/15	(457.75)	Shopping (CA)	Wal-Mart		CA				WF x1032	(457.75)
1695	10/09/15	(85.00)	Personal Care (CA)	Beverly Hills Hair Design		Beverly Hills, CA				WF x1033	(85.00)
1696	10/09/15	(178.78)	Shopping (CA)	Wal-Mart		CA				WF x1034	(178.78)
1697	10/11/15	(63.78)	Shopping (CA)	Exo Aid		Newport Beach, CA				WF x1035	(63.78)
1698	10/13/15	(87.37)	Gas/Fuel (CA)	Cherone		Los Angeles, CA				WF x1036	(87.37)
1699	10/13/15	(137.58)	Groceries (CA)	Trader Joe's		Los Angeles, CA				WF x1037	(137.58)
1700	10/13/15	(28.26)	Shopping (CA)	Kohlsaat Mart		Beverly Hills, CA				WF x1038	(28.26)
1701	10/13/15	(71.90)	Meals (CA)	W. Sells		Beverly Hills, CA				WF x1039	(71.90)
1702	10/14/15	(152.89)	Groceries (CA)	Trader Joe's		Los Angeles, CA				WF x1040	(152.89)
1703	10/14/15	(102.45)	Personal Care (CA)	Bella Lora Spa		Beverly Hills, CA				WF x1041	(102.45)
1704	10/15/15	(158.73)	Bank Fees/Interest	Bank of America		Los Angeles, CA				WF x1042	(158.73)
1705	10/15/15	(105.00)	Personal Care (CA)	My Blow		Beverly Hills, CA				WF x1043	(105.00)
1706	10/15/15	(163.09)	Meals (CA)	Cherone		Los Angeles, CA				WF x1044	(163.09)
1707	10/15/15	(120.17)	Gas/Fuel (CA)	Cherone		Los Angeles, CA				WF x1045	(120.17)
1708	10/15/15	(2.00)	Parking/Tolls/Fees (CA)	LA City Parking		Los Angeles, CA				WF x1046	(2.00)
1709	10/15/15	(115.00)	Unidentified	S. & S. Sells		Los Angeles, CA				WF x1047	(115.00)
1710	10/15/15	(148.00)	Personal Care (CA)	My Blow		Beverly Hills, CA				WF x1048	(148.00)
1711	10/15/15	(718.87)	Shopping (CA)	Wal-Mart		Los Angeles, CA				WF x1049	(718.87)
1712	10/15/15	(1,332.87)	Unidentified	Wal-Mart		CA				WF x1050	(1,332.87)
1713	10/15/15	(77.37)	Gas/Fuel (CA)	Cherone		Los Angeles, CA				WF x1051	(77.37)
1714	10/15/15	(145.89)	Groceries (CA)	Trader Joe's		Los Angeles, CA				WF x1052	(145.89)
1715	10/15/15	(65.00)	Personal Care (CA)	My Blow		Beverly Hills, CA				WF x1053	(65.00)
1716	10/15/15	(87.40)	Shopping (CA)	Exo Aid		Beverly Hills, CA				WF x1054	(87.40)
1717	10/15/15	(113.00)	Personal Care (CA)	Beverly Hills Hair Design		Beverly Hills, CA				WF x1055	(113.00)
1718	10/15/15	(145.00)	Personal Care (CA)	My Blow		Beverly Hills, CA				WF x1056	(145.00)
1719	10/15/15	(103.64)	Shopping (CA)	Kohlsaat Mart		Beverly Hills, CA				WF x1057	(103.64)
1720	10/15/15	(17.00)	Unidentified	Unidentified Family Fund		Hollywood, CA				WF x1058	(17.00)
1721	10/15/15	(20.00)	Unidentified	Unidentified Family Fund		Hollywood, CA				WF x1059	(20.00)
1722	10/15/15	(63.78)	Gas/Fuel (CA)	Cherone		Los Angeles, CA				WF x1060	(63.78)
1723	10/15/15	(187.80)	Groceries (CA)	Trader Joe's		Los Angeles, CA				WF x1061	(187.80)
1724	10/15/15	(2.00)	Parking/Tolls/Fees (CA)	LA City Parking		Los Angeles, CA				WF x1062	(2.00)
1725	10/15/15	(71.90)	Shopping (CA)	Kohlsaat Mart		Beverly Hills, CA				WF x1063	(71.90)
1726	10/15/15	(194.88)	Shopping (CA)	Wal-Mart		Los Angeles, CA				WF x1064	(194.88)
1727	10/15/15	(28.00)	Auto Related - Misc (CA)	Mercedes-Benz		Hollywood, CA				WF x1065	(28.00)
1728	10/15/15	(45.00)	Personal Care (CA)	My Blow		Beverly Hills, CA				WF x1066	(45.00)
1729	10/15/15	(157.04)	Shopping (CA)	Wal-Mart		Hollywood, CA				WF x1067	(157.04)
1730	11/01/15	(191.11)	Unidentified	Unidentified		Division 2, Inc.				WF x1068	(191.11)
1731	11/01/15	(12.00)	Parking/Tolls/Fees (CA)	Wal-Mart		Los Angeles, CA				WF x1069	(12.00)
1732	11/01/15	(10.00)	Parking/Tolls/Fees (CA)	Wal-Mart		Los Angeles, CA				WF x1070	(10.00)
1733	11/01/15	(152.89)	Groceries (CA)	Trader Joe's		Los Angeles, CA				WF x1071	(152.89)
1734	11/01/15	(118.80)	Personal Care (CA)	My Blow		Beverly Hills, CA				WF x1072	(118.80)
1735	11/01/15	(112.80)	Parking/Tolls/Fees (CA)	Wal-Mart		Los Angeles, CA				WF x1073	(112.80)
1736	11/01/15	(112.80)	Parking/Tolls/Fees (CA)	Wal-Mart		Los Angeles, CA				WF x1074	(112.80)
1737	11/01/15	(145.00)	Personal Care (CA)	My Blow		Beverly Hills, CA				WF x1075	(145.00)
1738	11/01/15	(63.78)	Gas/Fuel (CA)	Cherone		Los Angeles, CA				WF x1076	(63.78)
1739	11/01/15	(1,887.00)	Legal fees - divorce (Matters related)	Phillips and Rogers LLP		Los Angeles, CA				WF x1077	(1,887.00)
1740	11/01/15	(64.14)	Meals (CA)	Wal-Mart		Los Angeles, CA				WF x1078	(64.14)
1741	11/01/15	(12.00)	Meals (CA)	Wal-Mart		Los Angeles, CA				WF x1079	(12.00)
1742	11/01/15	(15.39)	Meals (CA)	Wal-Mart		Los Angeles, CA				WF x1080	(15.39)
1743	11/01/15	(14.15)	Parking/Tolls/Fees (CA)	Wal-Mart		Los Angeles, CA				WF x1081	(14.15)

Report A: Report
 10/2/2017, 11/1/2017

NADVA/CHILDREN-RELATED OUTFLOWS SINCE MAY 2014 (SORTED BY DATE)

Ref	Date	Unmodified Amount	AT Category	Description			Inflows		Outflows	
				Source / Use	Check Number	Location	Amount	Amount	Account	Amount
1744	11/07/15	(17.23)	Parking/Tolls/Fees (CA)	Marriott		San Diego, CA		-	WF #1082	(17.23)
1745	11/07/15	(68.59)	Shopping (CA)	For Bare Feet		San Diego, CA		-	WF #1082	(68.59)
1746	11/08/15	(60.75)	Entertainment (CA)	Pacific Theatres		San Diego, CA		-	WF #1082	(60.75)
1747	11/09/15	(24.00)	Parking/Tolls/Fees (CA)	The Grove - Self Paid		CA		-	WF #1082	(24.00)
1748	11/09/15	(12.00)	Parking/Tolls/Fees (CA)	The Grove - Self Paid		CA		-	WF #1082	(12.00)
1749	11/09/15	(2.00)	Meals (CA)	Spices Supermarket		Los Angeles, CA		-	WF #1082	(2.00)
1750	11/09/15	(8.75)	Meals (CA)	Spices Supermarket		Los Angeles, CA		-	WF #1082	(8.75)
1751	11/09/15	(19.00)	Personal Care (CA)	Judy Blum		Waverly Hills, CA		-	WF #1082	(19.00)
1752	11/09/15	(500.00)	Legal Fees - O'Brien (Madhya related)	Phillips and Jensen Self Payment				-	DoFA #5446	(500.00)
NET TOTAL		(687.19 E-04)								

EXAMPLES OF OUTFLOWS GREATER THAN \$20,000 SINCE MAY 2014

Ref	Date	Year	Unmatched Amounts	AF Category	Description			Destination	
					Source / Use	Check Number	Location	Notes	UBS Bank USA Premier Variable Credit Line
1	05/09/14	2014	(10,197.00)	Nadya's book	American Russian Media	1060			
2	05/29/14	2014	(11,050.00)	Medical (CA)	Marco L. Bowers MD	1783		Ref Claire Sparks	
3	06/05/14	2014	(220,163.70)	Auto Related - Luxury Insurance	O'Gara	1066			(220,163.70)
4	06/05/14	2014	(10,973.20)		Federal funds to First Knight Financial Inc. at Wells Fargo				(10,973.20)
5	07/07/14	2014	(12,000.00)	12 Moe, LLC	Federal funds to OneBlackEgg, Inc. At Bank of America				(12,000.00)
6	07/23/14	2014	(15,000.00)	Payments to Individuals - Dennis Kogod	Dennis Kogod	1079			(15,000.00)
7	07/28/14	2014	(20,875.00)	12 Moe, LLC	One Black Egg	1057			(20,875.00)
8	08/29/14	2014	(20,000.00)	12 Moe, LLC	12 Moe	1115			(20,000.00)
9	09/04/14	2014	(40,000.00)	12 Moe, LLC	Federal funds to 12 MOE Designs LLC at Bank of America				(40,000.00)
10	09/22/14	2014	(10,000.00)	Payments to Individuals - Bonnie Kogod	Bonnie Kogod	1117		Dennis' Aunt	(10,000.00)
11	10/07/14	2014	(12,000.00)	12 Moe, LLC	12 Moe LLC	1067			(12,000.00)
12	10/20/14	2014	(81,000.00)	Pray for Ukraine	Federal funds to Pray for Ukraine Productions at Bank of California				(81,000.00)
13	10/29/14	2014	(12,000.00)	12 Moe, LLC	12 Moe Design	1143			(12,000.00)
14	11/10/14	2014	(50,000.00)	Payments to Individuals - N. Klevsky/Kogod	Nadine Kogod	2063			
15	11/12/14	2014	(100,000.00)	Thomasine	Raymond S Markovitch Trust	1061			(100,000.00)
16	11/17/14	2014	(120,863.00)	Auto Related - Luxury	Beverly Hills Bentley	2064		Balance V-B	
17	11/18/14	2014	(20,000.00)	Payments to Individuals	Federal funds to Sergey Malinin at Swift				(20,000.00)
18	12/01/14	2014	(25,000.00)	12 Moe, LLC	Federal funds to 12 MOE Designs LLC at Bank of America				(25,000.00)
19	12/01/14	2014	(10,000.00)	Payments to Individuals - N. Klevsky/Kogod	Nadine Kogod	2076			
20	12/31/14	2014	(14,000.00)	12 Moe, LLC	Federal funds to 12 MOE Designs LLC at Bank of America				(14,000.00)
21	01/21/15	2015	(12,500.00)	Nadya's Book	Face Anderson	2087			
22	02/03/15	2015	(10,000.00)	Auto Related - Luxury	Ferrari Beverly Hills	1868		Deposit	
23	02/25/15	2015	(14,000.00)	Jewelry/Watches	The Jewellers	1078			(14,000.00)
24	02/26/15	2015	(10,000.00)	Payments to Individuals - Dennis Kogod	Kogod	1116			(10,000.00)
25	04/07/15	2015	(20,000.00)	Legal fees - Divorce (Nadya related)	Phillips Jessner, LLP	2007		Retainer	
26	04/09/15	2015	(10,000.00)	Payments to Individuals - N. Klevsky/Kogod	Nadia Klevsky	2158			
27	05/04/15	2015	(15,000.00)	Legal fees - Divorce (Nadya related)	Valensi Rose PLC				(15,000.00)
28	05/26/15	2015	(30,000.00)	Uncategorized	Maynick Belancin				(30,000.00)
29	06/03/15	2015	(97,861.18)	Auto Related - Luxury	Rossocorse LLC, Ferrari Sout				(97,861.18)
30	06/09/15	2015	(22,000.00)	Home related - Art (Wilshire apt)	Art Design INC				(22,000.00)
31	06/24/15	2015	(10,873.20)	Insurance	First Knight Ins And				(10,873.20)
32	06/26/15	2015	(30,000.00)	Legal fees - Divorce (Nadya related)	Sharon Jil Salt				(30,000.00)
33	08/03/15	2015	(25,000.00)	Home related - Art (Wilshire apt)	Art Design Inc	1042			(25,000.00)
34	09/22/15	2015	(19,538.00)	Home related - Art (Wilshire apt)	Art Design Inc	1202			(19,538.00)
35	09/23/15	2015	(392,215.89)	Property Purchase	Federal Funds to First American Title Company				(392,215.89)
36	11/04/15	2015	(12,342.00)	Legal Fees	Stowell Friedman	1242			(12,342.00)
37	11/25/15	2015	(20,000.00)	Auto Related - Mercedes	Keyes European	1248			(20,000.00)
TOTAL			(1,465,452.17)						

Note: The expenditures shown below (\$64,868 - \$617) relating to the purchase of the yacht and the related expenses were not included in the 2014 tax return.

38	06/25/14	2014	(120,000.00)	Yacht Related - purchase	Silver Sea Yacht	1792		Possibly the down payment of the Silver Seas Yacht	
39	06/27/14	2014	(738,795.00)	Yacht Related - purchase	Federal Funds to Criterion Holdings, LLC at Bank of America			Purchase of Silver Seas Yacht	(738,795.00)
40	05/12/15	2015	(108,000.00)	Property Purchase	Federal funds to Guaranty Escrow, Inc.			Wilshire Boulevard	(108,000.00)
41	05/27/15	2015	(3,507,061.76)	Property Purchase	Federal funds to Guaranty Escrow, Inc.			Wilshire Boulevard	(3,507,061.76)



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EXAMPLES OF OUTFLOWS GREATER THAN \$50,000 SINCE MAY 2014

Ref	Date	Year	Unmatched Amount	AF Category	Description	Check Number	Location	Notes	To Whom Paid	
									US Bank USA	US Bank USA
									Premier Variable Credit Card	Investment Account
1	01/09/14	2014	(10,197.00)	Kathy's Book	American Russian Media	1060			137 DM	101,000
2	03/18/14	2014	(1,059.00)	Medical (CA)	Marcel L. Bowers MD	1763		Ref Claire Sparks		(10,197.00)
3	06/05/14	2014	(2,016.70)	Auto Related - Luxury Insurance	O'Garra	1096				(2,016.70)
4	06/05/14	2014	(10,973.50)		Federal Funds to First Knight Financial Inc. at Wells Fargo					(10,973.50)
5	07/07/14	2014	(12,000.00)	12 Mo. LLC	Federal Funds to One8lock LLC, At Bank of America					(12,000.00)
6	07/23/14	2014	(15,000.00)	Payments to Individuals - Dennis Kogod	Dennis Kogod	1039				(15,000.00)
7	07/28/14	2014	(20,875.00)	12 Mo. LLC	Don Black Egg	2057				(20,875.00)
8	08/29/14	2014	(20,000.00)	12 Mo. LLC	12 Mo. LLC	2115				(20,000.00)
9	08/04/14	2014	(40,000.00)	12 Mo. LLC	Federal funds to 12 MOE Design LLC at Bank of America					(40,000.00)
10	08/22/14	2014	(10,000.00)	Payments to Individuals - Dennis Kogod	Dennis Kogod	2117		Dennis Kogod		(10,000.00)
11	10/07/14	2014	(12,000.00)	12 Mo. LLC	12 Mo. LLC	2057				(12,000.00)
12	10/20/14	2014	(81,000.00)	Pray for Ukraine	Federal Funds to Pray for Ukraine Productions at Bank of California					(81,000.00)
13	10/28/14	2014	(12,000.00)	12 Mo. LLC	12 Mo. LLC	2145				(12,000.00)
14	11/10/14	2014	(80,000.00)	Payments to Individuals - H. Klevsky/Kogod	Nadine Kogod	2083				(80,000.00)
15	11/12/14	2014	(100,000.00)	Trust/charity	Raymond S. Markovitch Trust	1065				(100,000.00)
16	11/17/14	2014	(110,489.00)	Auto Related - Luxury	Beverly Hills Bentley	2064		Balance V-6		(110,489.00)
17	11/18/14	2014	(20,000.00)	Payments to Individuals	Federal funds to Sergey Klevsky at Swift					(20,000.00)
18	12/01/14	2014	(15,000.00)	12 Mo. LLC	Federal funds to 12 MOE Design LLC at Bank of America					(15,000.00)
19	12/02/14	2014	(10,000.00)	Payments to Individuals - H. Klevsky/Kogod	Nadine Kogod	2076				(10,000.00)
20	12/11/14	2014	(14,000.00)	12 Mo. LLC	Federal funds to 12 MOE Design LLC at Bank of America					(14,000.00)
21	01/11/15	2015	(12,500.00)	No. 5's Book	Jose Ardelean	1067				(12,500.00)
22	02/03/15	2015	(18,000.00)	Auto Related - Luxury	Beverly Hills Bentley	1860		Denise		(18,000.00)
23	03/23/15	2015	(14,000.00)	Jewelry/Watches	The Jewelers	1078				(14,000.00)
24	03/26/15	2015	(10,000.00)	Payments to Individuals - Dennis Kogod	Nadine	1116				(10,000.00)
25	04/02/15	2015	(20,000.00)	Legal fees - Dennis (Nadine related)	Phillips Insurance, LLP	1007		Ref: Nadine		(20,000.00)
26	04/09/15	2015	(10,000.00)	Payments to Individuals - H. Klevsky/Kogod	Nadine Klevsky	2138				(10,000.00)
27	05/04/15	2015	(15,000.00)	Legal fees - Dennis (Nadine related)	Valerie Rose P.C.					(15,000.00)
28	05/18/15	2015	(10,000.00)	Uncharacterized	Whitnick & Associates					(10,000.00)
29	06/03/15	2015	(97,851.18)	Auto Related - Luxury	Boysen LLC, Ferrari Sport					(97,851.18)
30	06/09/15	2015	(11,000.00)	Home related - Art (Whitnick sp)	Art Design LLC					(11,000.00)
31	06/24/15	2015	(10,873.50)	Insurance	First Choice Ins. and					(10,873.50)
32	08/24/15	2015	(10,000.00)	Legal fees - Dennis (Nadine related)	Sharon M. Salt					(10,000.00)
33	08/03/15	2015	(22,000.00)	Home related - Art (Whitnick sp)	Art Design Inc.	1042			(22,000.00)	
34	09/22/15	2015	(10,338.00)	Home related - Art (Whitnick sp)	Art Design Inc.	1302				(10,338.00)
35	09/23/15	2015	(182,215.89)	Property Purchase	Federal Funds to First American Title Company				(182,215.89)	

TOTAL (1,414,115.17)

Notes: The transactions identified below (Ref 437-440) relating to the purchase of the yacht and the Vegas apartment have been omitted from the table above.

37	06/15/14	2014	(120,000.00)	Yacht Related - purchase	Silver Sea Yacht	1782		Priority line down payment of the Silver Sea Yacht		
38	08/27/14	2014	(138,756.00)	Yacht Related - purchase	Federal Funds to Criterion Holdings, LLC at Bank of America			Purchase of Silver Sea Yacht		(138,756.00)
39	05/12/15	2015	(104,000.00)	Property Purchase	Federal Funds to Guaranty Escrow, Inc.			Withina Boulevard		(104,000.00)
40	05/27/15	2015	(1,507,061.76)	Property Purchase	Federal Funds to Guaranty Escrow, Inc.			Withina Boulevard		(1,507,061.76)



Kogod v. Kogod
Los Vegas, Nevada



PAYMENTS TO OR ON BEHALF OF DENNIS KOGOD'S FAMILY MEMBERS SINCE MAY 2014 SORTED BY DATE

Ref	Date	Amount	AS Category	Description			Inflow		Outflow	
				Source / Use	Check Number	Location	Account	Amount	Account	Amount
1	05/05/14	(200.00)	Payments to Individuals - Mitchell Kogod	Mitchell Kogod	1761		WF #5397	(200.00)		
2	05/13/14	(150.00)	Payments to Individuals - Marsha Kogod	Marsha Kogod	1772		WF #5397	(250.00)		
3	05/13/14	(150.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1769		WF #5397	(250.00)		
4	05/28/14	(60.00)	Payments to Individuals - Sheldon Kogod	Bonnie MBell	1784	Denise	WF #5397	(60.00)		
5	05/30/14	(600.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1779		WF #5397	(600.00)		
6	06/11/14	(528.00)	Travel - Airfare	SW Air		Dallas TX	AMEX #0-81009/10-81007	(528.00)		
7	06/12/14	(528.00)	Travel - Airfare	SW Air		Dallas TX	AMEX #0-81009/10-81007	(528.00)		
8	06/12/14	(535.00)	Travel - Airfare	SW Air		Dallas TX	AMEX #0-81009/10-81007	(535.00)		
9	06/12/14	(536.00)	Travel - Airfare	SW Air		Dallas TX	AMEX #0-81009/10-81007	(536.00)		
10	06/29/14	(250.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1788		WF #5397	(250.00)		
11	07/02/14	(500.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1818		WF #5397	(500.00)		
12	08/02/14	(500.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1913		WF #5397	(500.00)		
13	08/02/14	(5,000.00)	Payments to Individuals - Bonnie Kogod	Bonnie Kogod	1074	Denise's Aunt	USB #45	(5,000.00)		
14	08/27/14	(755.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1808		WF #5397	(755.00)		
15	09/25/14	(10,000.00)	Payments to Individuals - Bonnie Kogod	Bonnie Kogod	1117	Denise's Aunt	USB #45	(10,000.00)		
16	09/30/14	(600.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1980		WF #5397	(600.00)		
17	10/19/14	(1,000.00)	Payments to Individuals - Robin Kogod	Robin Kogod	1120		USB #45	(1,000.00)		
18	11/10/14	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1057		WF #5397	(1,000.00)		
19	11/17/14	(1,500.00)	Payments to Individuals - Josh Kogod	Federal funds to Joshua Lee Kogod at PNC Bank			USB #45	(1,500.00)		
20	11/17/14	(500.00)	Payments to Individuals - Marsha Kogod	Marsha Kogod	2071	Birthday	WF #5397	(500.00)		
21	12/12/14	(5,000.00)	Payments to Individuals - Josh Kogod	Federal funds to Joshua Lee Kogod at PNC Bank			USB #45	(5,000.00)		
22	01/02/15	(1,600.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1858		WF #5397	(1,600.00)		
23	01/05/15	(130.00)	Payments to Individuals - Mitchell Kogod	Mitchell Kogod	1855		WF #5397	(130.00)		
24	02/19/15	(69.95)	Travel - Airfare	Spillix Airlines		Mitchell Kogod	AMEX #0-81009/10-81007	(69.95)		
25	03/12/15	(2,500.00)	Payments to Individuals - Josh Kogod	Joshua Kogod	1206		USB #45	(2,500.00)		
26	04/15/15	(77.80)	Travel - Airfare	American Airlines - Upgrade Charge		Bonnie Kogod Depart 4/15 TRF # 0010011896372	AMEX #0-81009/10-81007	(77.80)		
27	04/15/15	(77.80)	Travel - Airfare	American Airlines - Upgrade Charge		Bonnie Kogod Depart 4/15 TRF # 0010011896372	AMEX #0-81009/10-81007	(77.80)		
28	04/21/15	38.90	Travel - Airfare	American Airlines - Refund		Bonnie Kogod - Washington to LA	AMEX #0-81009/10-81007	38.90		
29	05/12/15	38.90	Travel - Airfare	American Airlines - Refund		Bonnie Kogod - Washington to LA	AMEX #0-81009/10-81007	38.90		
30	06/16/15	(1,600.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	2126		WF #5397	(1,600.00)		
31	06/16/15	(45.00)	Dine & Subscriptions - Membership Does (Sheldon)	Annual Membership Fee - Sheldon Kogod			AMEX #0-81009/10-81007	(45.00)		

PAYMENTS TO OR ON BEHALF OF OTHERS SHOULD BE MADE TO THE CREDIT OF THE

Ref	Date	Amount	Account	Source / Use	Check Number	Location	Notes	Amount	Balance	Comments
26	08/19/15	1150.00	Payments to individuals -	Payments to individuals -			Payments to individuals -	1150.00		Payments to individuals -
25	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
24	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
23	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
22	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
21	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
20	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
19	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
18	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
17	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
16	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
15	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
14	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
13	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
12	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
11	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
10	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
9	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
8	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
7	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
6	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
5	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
4	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
3	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
2	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare
1	08/18/15	1150.00	Travel - Airfare	Travel - Airfare			Travel - Airfare	1150.00		Travel - Airfare



Statement of the Committee on Appropriations
for the Department of Defense
for the Fiscal Year 1994

EXHIBIT 4

Item	Date	Unobligated Amount	At Category	Description		Fiscal	Inflows		Outflows	
				Source / Use	Location		Amount	Amount	Amount	Amount
1	09/24/94	(198,532)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,532)
2	09/24/94	(400,000)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(400,000)
3	09/24/94	(148,140)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,140)
4	09/24/94	(1,000,000)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(1,000,000)
5	10/12/94	(798,440)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(798,440)
6	10/12/94	(463,000)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(463,000)
7	10/12/94	(464,170)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(464,170)
8	10/12/94	(148,290)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,290)
9	10/12/94	(118,000)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(118,000)
10	10/12/94	(10,470)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(10,470)
11	10/12/94	(10,470)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(10,470)
12	10/12/94	(148,400)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,400)
13	10/12/94	(118,240)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(118,240)
14	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
15	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
16	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
17	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
18	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
19	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
20	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
21	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
22	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
23	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
24	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
25	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
26	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
27	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
28	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
29	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
30	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
31	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
32	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
33	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
34	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
35	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
36	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
37	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)
38	10/12/94	(148,410)	Expenditure for the Secretary, Executive	James Earl Ray, Jr.					AMST 75-42000-00	(148,410)

Ref	Date	Month	At Location	Source / Title	Location	Notes	Account	Amount	Outflow
39	12/20/14	December	At Location	Four Seasons Hotel	West Lake View, CA				167,250
40	01/20/15	January	At Location	West Lake View, CA					137,511
41	01/20/15	January	At Location	West Lake View, CA					408,551
42	01/20/15	January	At Location	West Lake View, CA					157,441
43	01/20/15	January	At Location	West Lake View, CA					172,731
44	01/20/15	January	At Location	West Lake View, CA					137,441
45	01/20/15	January	At Location	West Lake View, CA					137,441
46	01/20/15	January	At Location	West Lake View, CA					137,441
47	01/20/15	January	At Location	West Lake View, CA					137,441
48	01/20/15	January	At Location	West Lake View, CA					137,441
49	01/20/15	January	At Location	West Lake View, CA					137,441
50	01/20/15	January	At Location	West Lake View, CA					137,441
51	01/20/15	January	At Location	West Lake View, CA					137,441
52	01/20/15	January	At Location	West Lake View, CA					137,441
53	01/20/15	January	At Location	West Lake View, CA					137,441
54	01/20/15	January	At Location	West Lake View, CA					137,441
55	01/20/15	January	At Location	West Lake View, CA					137,441
56	01/20/15	January	At Location	West Lake View, CA					137,441
57	01/20/15	January	At Location	West Lake View, CA					137,441
58	01/20/15	January	At Location	West Lake View, CA					137,441
59	01/20/15	January	At Location	West Lake View, CA					137,441
60	01/20/15	January	At Location	West Lake View, CA					137,441
61	01/20/15	January	At Location	West Lake View, CA					137,441
62	01/20/15	January	At Location	West Lake View, CA					137,441
63	01/20/15	January	At Location	West Lake View, CA					137,441
64	01/20/15	January	At Location	West Lake View, CA					137,441
65	01/20/15	January	At Location	West Lake View, CA					137,441
66	01/20/15	January	At Location	West Lake View, CA					137,441
67	01/20/15	January	At Location	West Lake View, CA					137,441
68	01/20/15	January	At Location	West Lake View, CA					137,441
69	01/20/15	January	At Location	West Lake View, CA					137,441
70	01/20/15	January	At Location	West Lake View, CA					137,441
71	01/20/15	January	At Location	West Lake View, CA					137,441
72	01/20/15	January	At Location	West Lake View, CA					137,441
73	01/20/15	January	At Location	West Lake View, CA					137,441

LEADERSHIP: MELTBO OUTLINES SCHEDULE BY DATE

[illegible]

2025 RELEASE UNDER E.O. 14176

NET TOTAL (US\$66,311)									
Net	Date	Unsettled Amount	AF Category	Source / Use	Location	Notes	Account	Am. paid	Balance
125	06/26/15	15.00	Dependence for the Student	American Student		Transfer Student Fee: 27 / TX: 001230500014		-	AMER-NO-0100714 15.00
126	06/17/15	5.60	Expense for the Student	United Airlines - Airfare		Transfer Student	AMER-NO-0100710 5.60	-	AMER-NO-0100710 5.60
127	03/17/15	(1,785.30)	Expense for the Student	Other Airfare		Transfer Student		-	AMER-NO-0100710 (1,785.30)
NET TOTAL (US\$66,311)									

----- Forwarded Message -----

From: "robert.gehlen@ubs.com" <robert.gehlen@ubs.com>
To: dlkogod@hotmail.com
Cc: gcioffkogod@yahoo.com; david.mucha@ubs.com; office@danielmarks.net; nyoung@danielmarks.net
Sent: Wednesday, November 25, 2015 2:24 PM
Subject: RE: Court Stipulation

Sounds good Dennis, thank you.

Happy Thanksgiving to everyone.

Best,

Bob

Robert Gehlen, CFP®
415-954-5930
robert.gehlen@ubs.com

From: Hotmail [<mailto:dlkogod@hotmail.com>]
Sent: Wednesday, November 25, 2015 2:19 PM
To: Gehlen, Robert; office@danielmarks.net; Nicole Young
Cc: gcioffkogod@yahoo.com; Mucha, David
Subject: Re: Court Stipulation

Let's talk live Monday mid day Robert. Have a great holiday

Dennis Kogod



President, Healthcare Partners
CEO, DaVita Healthcare Partners International
DaVita Healthcare Partners Inc

1-310-536-2777 (office)
1-949-285-8969 (cell)

Sent from my iPhone

On Nov 25, 2015, at 1:59 PM, <robert.gehlen@ubs.com> <robert.gehlen@ubs.com>
wrote:

Hi Dennis,

We have received an email from Gabrielle informing us of this court document. She has pointed to items 4 and 5 as not having been completed. We cannot open an account or transfer assets without written and verbal permission from both parties, you and Gabrielle. She has provided us with the appropriate confirmations. Are you able to provide the same? Once your confirmation is received, we will provide paperwork to accomplish items 4 and 5 in the court order.

On a second item, Gabrielle has also noted a list of accounts where the UBS account title is not consistent with said court order. Again, we cannot make any account title changes without the written and verbal confirmation from both parties.

Since the court order is not directed to UBS to make these changes, I am acting as a neutral liaison, with a goal of providing efficiency.

All my best,

Bob

Robert Gehlen
CERTIFIED FINANCIAL PLANNER™
Senior Vice President – Wealth Management
UBS Financial Services, Inc.
555 California Street, Suite 4650
San Francisco, CA 94104

Direct: 415-954-5930
Toll-Free: 800-826-7014
Mobile: 415-730-3370
Fax (USA): 855-298-3099
Fax (Int'l): 201-318-4702

eMail: robert.gehlen@ubs.com
Website: <http://financialservicesinc.ubs.com/team/gm/>
Advice. Beyond investing.

<Kogod - SAO re real prop (f).pdf>

Please visit our website at
<http://financialservicesinc.ubs.com/wealth/E-maildisclaimer.html>
for important disclosures and information about our e-mail
policies. For your protection, please do not transmit orders
or instructions by e-mail or include account numbers, Social
Security numbers, credit card numbers, passwords, or other
personal information.

Please visit our website at
<http://financialservicesinc.ubs.com/wealth/E-maildisclaimer.html>
for important disclosures and information about our e-mail
policies. For your protection, please do not transmit orders
or instructions by e-mail or include account numbers, Social
Security numbers, credit card numbers, passwords, or other
personal information.

Filters Used:

1 Tagged Record

Email Report

Form Format

Date Printed: 2/22/2016

Time Printed: 12:55PM

Printed By: GVARSHNEY

Date 12/08/2015 Time 6:27PM 6:27PM Duration 0.00 (hours) Code Client
Subject Re: Kogod - contacting Robert Gehlen (UBS) Staff Garima Varshney
Client Gabrielle Kogod MatterRef Kogod v. Kogod MatterNo D13-489442-D
From dlkogod@gmail.com
To Nicole Young
CC To Garima Varshney; danielmarkslv@yahoo.com; office@danielmarks.net
BCC To
Reminders (days before) Follow N Done N Notify N Hide N Trigger N Private N Status
Custom1 Custom3
Custom2 Custom4

Robert I'm going to need some help here. Will be scheduling a call this week

Dennis Kogod
President, Healthcare Partners
CEO, DaVita Healthcare Partners International
DaVita Healthcare Partners Inc

1-310-536-2777 (office)
1-949-285-8969 (cell)

Sent from my iPhone

On Dec 8, 2015, at 4:37 PM, Nicole Young <NYoung@danielmarks.net> wrote:

Garima:

Dan has also been trying to get in touch with Mr. Gehlen. Dan's calls have also not been returned. Dan wants to set-up a telephonic conference with all of us, including our expert, so that we can all speak with him and be on the same page. Please let me know your availability, and I will try to set-up a call for everyone.

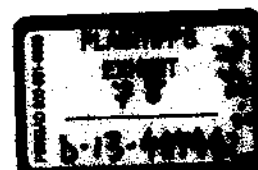
It also has been brought to my attention that Gabrielle has still not deposited the parties' tax refund check. This check needs to be deposited immediately. The more time that goes by without it being deposited into an interest bearing account only harms the community because that is interest that will not be earned. There is no reason to delay the deposit of that check.

Finally, Mr. Tischner needs an electronic version of all Excel spreadsheets used by your expert. Please send those spreadsheets immediately.

Should you have any further questions, please do not hesitate to contact my office.

Thanks!
Nicole

From: Garima Varshney [mailto:gvarshney@radfordsmith.com]
Sent: Tuesday, December 08, 2015 9:59 AM



Filters Used:

1 Tagged Record

Email Report

Form Format

Date Printed: 2/22/2016

Time Printed: 12:55PM

Printed By: GVARSHNEY

To: Daniel Marks; Nicole Young; Office
Cc: Gabrielle Cioffi-Kogod; Joe Leauanae; Jenny Allen; Radford Smith
Subject: FW: Kogod - contacting Robert Gehlen (UBS)

Dear Dan and Nicole:

Please see email from Joe Leauanae below. Per Dennis' testimony yesterday, he does not have any objection to our experts contacting Mr. Gehlen. Please advise Mr. Gehlen to return Joe's phone calls. If there is a better phone number to contact Mr. Gehlen, please provide that to us.

Please also advise us on the status of adding Gabrielle to all the UBS accounts.

Thanks.

-Garima

Garima Varshney, Esq.
Radford J. Smith, Chartered
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074
Phone (702) 990-6448
Facsimile (702) 990-6458

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From: Joe Leauanae [mailto:JoeLeauanae@anthemforensics.com]
Sent: Monday, December 07, 2015 9:52 AM
To: Gabrielle Cioffi-Kogod <gcioffikogod@yahoo.com>
Cc: Jenny Allen <JennyAllen@anthemforensics.com>; Garima Varshney <gvarshney@radfordsmith.com>; Radford Smith <rsmith@radfordsmith.com>
Subject: RE: Kogod - contacting Robert Gehlen (UBS)

Hi Gab,

We just called Bob at (415) 730-3370 but were only able to leave a voicemail message (again). We'll update you if he returns our call.

Filters Used:
1 Tagged Record

Email Report

Form Format

Date Printed: 2/22/2016
Time Printed: 12:55PM
Printed By: GVARSHNEY

Joe

From: Joe Leauanae
Sent: Sunday, December 6, 2015 2:10 PM
To: Gabrielle Cioffi-Kogod <gcioffikogod@yahoo.com>
Cc: Jenny Allen <JennyAllen@anthemforensics.com>; Garima Varshney
<gvarshney@radfordsmith.com>; Radford Smith <rsmith@radfordsmith.com>
Subject: Re: Kogod - contacting Robert Gehlen (UBS)

Hi Gab,

No, he didn't. We'll try again in the morning though, just in case.

Joe

On Dec 6, 2015, at 1:47 PM, Gabrielle Cioffi-Kogod <gcioffikogod@yahoo.com>
wrote:

I don't suppose he ever response to your attempts?

Thanks,

Gab

From: Radford Smith <rsmith@radfordsmith.com>
To: "JoeLeauanae@anthemforensics.com" <JoeLeauanae@anthemforensics.com>
Cc: "gcioffikogod@yahoo.com" <gcioffikogod@yahoo.com>; Garima Varshney
<gvarshney@radfordsmith.com>; "JennyAllen@anthemforensics.com"
<JennyAllen@anthemforensics.com>
Sent: Wednesday, October 21, 2015 10:46 AM
Subject: RE: Kogod - contacting Robert Gehlen (UBS)

Keep us posted.

Radford J. Smith, Esq.

Nevada Board Certified Family Law Specialist

Radford J. Smith, Chartered

Filters Used:

1 Tagged Record

Email Report

Form Format

Date Printed: 2/22/2016

Time Printed: 12:55PM

Printed By: GVARSHNEY

2470 St. Rose Parkway - Ste. 206

Henderson, Nevada 89074

Phone: (702) 990-6448

Fax: (702) 990-8456

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----- Original Message -----

From: Joe Leauanae <JoeLeauanae@anthemforensics.com>

To: Radford Smith

Sent: 10/20/2015 1:30PM

Subject: Kogod - contacting Robert Gehlen (UBS)

Rad,

Pursuant to Dennis' response to interrogatory 32, we contacted Robert Gehlen (Bob) at UBS to discuss the particulars of the New Enterprise Associates (NEA) investment. We were only able to leave him a voicemail message but will update you if he returns our call and we are able to retrieve substantive information regarding this investment.

Filters Used:

1 Tagged Record

Email Report

Form Format

Date Printed: 2/22/2016

Time Printed: 12:55PM

Printed By: GVARSHNEY

Regards,

Joe

Joseph L. Leauanae
CPA, CITP, CFF, CFE, ABV, ASA

Anthem Forensics

2520 St. Rose Parkway, Suite 211
Henderson, Nevada 89074

Ph: 702-366-9599

Fax: 702-366-9364

anthemforensics.com

Forensic Accounting | Business Valuation | Economic Damage Calculation

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Email Report

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Date Printed: 2/22/2016

Time Printed: 12:57PM

Printed By: GVARSHNEY

Date 12/02/2015 Time 2:07PM 2:07PM Duration 0.00 (hours) Code Client
Subject Kogod - Dennis' violations of August 10 Order and failure to ad Staff Garima Varshney
Client Gabrielle Kogod MatterRef Kogod v. Kogod MatterNo D13-489442-D
From Garima Varshney
To Daniel Marks; 'Nicole Young'; 'Office'
CC To Radford Smith; 'Gabrielle Cioffi-Kogod'
BCC To
Reminders (days before) Follow N Done N Notify N Hide N Trigger N Private N Status
Custom1 Custom3
Custom2 Custom4

Dear Oan and Nicole:

Please see email from Mr. Gehlen below. It appears that despite your efforts, Dennis is continuing to delay placing Gabrielle on the UBS accounts. Please be advised that if Dennis does not add Gabrielle to the UBS accounts by the end of today, December 2, then we will bring this matter to the attention of the court along with Dennis other violations of the Court's orders, including, but not limited to, his violations of the Stipulation and Order entered on August 10 regarding the sales proceeds from the yacht.

Further, Dennis has not provided us any updated statements from his bank and investment accounts since September 23 and from his credit card accounts since September 17. Please have him supplement his statements pursuant to NRCP 16.2 immediately.

Regarding setting dates for depositions of Gabrielle's relatives in New York. Gabrielle is contacting her relatives and trying to see if December 28 will work for them. We will send a confirmation to you as soon as we can.

Thanks.

-Garima

Garima Varshney, Esq.
Radford J. Smith, Chartered
2470 St. Ross Parkway, Suite 206
Henderson, Nevada 89074
Phone (702) 990-6448
Facsimile (702) 990-6456



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email or by telephone (702) 990-6448, and immediately delete this message and all its attachments.

----- Forwarded Message -----

From: "robert.gehlen@ubs.com" <robert.gehlen@ubs.com>

To: gcioffikogod@yahoo.com

Sent: Wednesday, December 2, 2015 11:36 AM

Subject: RE: Court Stipulation

Hi Gabrielle,

Thank you, yes, Thanksgiving was fantastic. Lots of family time. I hope you enjoyed yours as well. I can't believe Christmas is upon us.

Dennie and I have not spoken. Our scheduled call was cancelled and has not been rescheduled as of yet.

Best,

Bob

Robert Gehlen, CFP®
415-954-5930
robert.gehlen@ubs.com

From: Gabrielle Cioffi-Kogod [mailto:gcioffikogod@yahoo.com]

Filters Used:

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Date Printed: 2/22/2016

Time Printed: 12:57PM

Printed By: GVARSHNEY

Sent: Wednesday, December 02, 2015 10:44 AM
To: Gehlen, Robert
Subject: Re: Court Stipulation

Hi, Bob. I trust your Thanksgiving was happy - now on to Christmas!

Do you have an update for me on this? I believe Dennis indicated he would speak with you on Monday?

Thanks,

Gabrielle

From: "robert.gehlen@ubs.com" <robert.gehlen@ubs.com>
To: dlkogod@hotmail.com
Cc: gcloffkogod@yahoo.com; david.mucha@ubs.com; office@danielmarks.net; nyoung@danielmarks.net
Sent: Wednesday, November 26, 2015 2:24 PM
Subject: RE: Court Stipulation

Sounds good Dennis, thank you.

Happy Thanksgiving to everyone.

Best,

Bob

Robert Gehlen, CFP®
415-954-5930
robert.gehlen@ubs.com

Filters Used:

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Email Report

Form Format

Date Printed: 2/22/2016

Time Printed: 12:57PM

Printed By: GVARSHNEY

From: Hotmail [mailto:dikogod@hotmail.com]
Sent: Wednesday, November 25, 2015 2:19 PM
To: Gehlen, Robert; office@danielmarks.net; Nicole Young
Cc: gcloffikogod@yahoo.com; Mucha, David
Subject: Re: Court Stipulation

Let's talk live Monday mid day Robert. Have a great holiday

Dennis Kogod

President, Healthcare Partners

CEO, DaVita Healthcare Partners International

DaVita Healthcare Partners Inc

1-310-536-2777 (office)

1-949-285-8969 (cell)

Sent from my iPhone

On Nov 25, 2015, at 1:59 PM, <robert.gehlen@ubs.com> <robert.gehlen@ubs.com> wrote:

Hi Dennis,

We have received an email from Gabrielle informing us of this court document. She has pointed to items 4 and 5 as not having been completed. We cannot open an account or transfer assets without written and verbal permission from both parties, you and Gabrielle. She has provided us with the appropriate confirmations. Are you able to provide the same? Once your confirmation is received, we will provide paperwork to accomplish items 4 and 5 in the court order.

On a second item, Gabrielle has also noted a list of accounts where the UBS account title is not consistent with said court order. Again, we cannot make any account title changes without the written and verbal confirmation from both parties.

Since the court order is not directed to UBS to make these changes, I am acting

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as a neutral liaison, with a goal of providing efficiency.

All my best,

Bob

Robert Gehlen
CERTIFIED FINANCIAL PLANNER™
Senior Vice President - Wealth Management

UBS Financial Services, Inc.
555 California Street, Suite 4650
San Francisco, CA 94104

Direct: 415-954-5930
Toll-Free: 800-826-7014
Mobile: 415-730-3370
Fax (USA): 855-296-3099
Fax (Int'l): 201-318-4702

eMail: robert.gehlen@ubs.com
Website: <http://financialservicesinc.ubs.com/team/gm/>

Advice. Beyond Investing.

<Kogod - SAO re real prop (f).pdf>

Please visit our website at
<http://financialservicesinc.ubs.com/wealth/E-maildisclaimer.html>
for important disclosures and information about our e-mail
policies. For your protection, please do not transmit orders
or instructions by e-mail or include account numbers, Social
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personal information.

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<http://financialservicesinc.ubs.com/wealth/E-maildisclaimer.html>
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Please visit our website at
<http://financialservicesinc.ubs.com/wealth/E-maildisclaimer.html>
for important disclosures and information about our e-mail policies. For your protection, please do not transmit orders or instructions by e-mail or include account numbers, Social Security numbers, credit card numbers, passwords, or other personal information.



Electronically Filed
06/11/2015 09:17:58 AM

Alison D. Lamm
CLERK OF THE COURT

1 MTN
2 JIMMERSON HANSEN, P.C.
3 James J. Jimmerson, Esq.
4 Nevada Bar No. 000264
5 jji@jimmersonhansen.com
6 415 S. Sixth Street, Suite 101
7 Las Vegas, Nevada 89101
8 (702) 388-7171
9 Attorney for Defendant,
10 DENNIS KOGOD

DISTRICT COURT, FAMILY DIVISION
CLARK COUNTY, NEVADA

8 GABRIELLE CIOFFI-KOGOD,)
9 Plaintiff,)
10 vs.)
11 DENNIS KOGOD,)
12 Defendant.)

CASE NO. D-13-489442-D
DEPT NO. Q
[Discovery Commissioner]

13 NOTICE: YOU ARE REQUIRED TO FILE A WRITTEN RESPONSE TO THIS MOTION WITH THE CLERK OF THE COURT AND
14 TO PROVIDE THE UNDERSIGNED WITH A COPY OF YOUR RESPONSE WITHIN TEN (10) DAYS OF YOUR
15 RECEIPT OF THIS MOTION. FAILURE TO FILE A WRITTEN RESPONSE WITH THE CLERK OF THE COURT
16 WITHIN (10) DAYS OF YOUR RECEIPT OF THIS MOTION MAY RESULT IN THE REQUESTED RELIEF BEING
17 GRANTED BY THE COURT WITHOUT HEARING PRIOR TO THE SCHEDULED HEARING DATE.

DEFENDANT'S MOTION TO STAY SERVICE OF SUBPOENA DUCES TECUM AND
NOTICE OF DEPOSITION AND FOR A PROTECTIVE ORDER PROHIBITING OR
LIMITING THE DEPOSITION OF JENNIFER CRUTE STEINER

18 COMES NOW Defendant, DENNIS KOGOD (hereinafter "Dennis"), by and through his
19 attorneys of record, James J. Jimmerson, Esq. of the law firm of JIMMERSON HANSEN, P.C.,
20 and files the instant Motion, respectfully requesting the Court grant Dennis the following relief:


- 21 1. For an Order staying the service of Subpoena Duces Tecum and Notice of
22 Deposition upon Jennifer Crute Steiner until after Dennis' deposition presently
23 scheduled for August 3, 2015; and
- 24 2. For a Protective Order prohibiting or limiting Plaintiff, GABRIELLE CIOFFI-
25 KOGOD (hereinafter "Gabrielle"), from deposing Jennifer Crute Steiner in
26 relation to any professional or personal relationship with the Dennis; and
- 27 3. For such other further relief as this Court deems appropriate and reasonably
28 necessary.

JIMMERSON HANSEN, P.C.
415 South Sixth Street, Suite 100, Las Vegas, Nevada 89101
Telephone (702) 388-7171 • Facsimile (702) 387-1167

1 This Motion is made and based upon the pleadings and papers on file herein, the
2 attached Memorandum of Points and Authorities, the Affidavit of James J. Jimmerson, Esq.
3 attached hereto as **Exhibit "A"** and upon such other oral or documentary evidence as may
4 be adduced at the hearing of this Motion.

5 DATED this 10 day of June, 2015.

6 JIMMERSON HANSEN, P.C.

7
8 
9 JAMES J. JIMMERSON, ESQ.
10 Nevada Bar No. 000264
11 415 S. Sixth St., Suite 100
12 Las Vegas, Nevada 89101
13 (702) 388-7171
14 Attorney for Defendant,
15 DENNIS KOGOD


12 **NOTICE OF MOTION**

13 TO: GABRIELLE CIOFFI-KOGOD, Plaintiff; and
14 RADFORD J. SMITH, ESQ., Attorney for Plaintiff.

15 PLEASE TAKE NOTICE that the undersigned will bring the foregoing
16 DEFENDANT'S MOTION TO STAY SERVICE OF SUBPOENA DUCES TECUM AND
17 NOTICE OF DEPOSITION AND FOR A PROTECTIVE ORDER PROHIBITING THE
18 DEPOSITION OF JENNIFER CRUTE STEINER on for hearing before the above-entitled Court
19 on the 17th day of July, 2015, at the hour of 1:30 a.m./p.m., of said date, with
20 the Discovery Commissioner of the above-entitled court located 801 North Pecos Road, Las
21 Vegas, Nevada 89101 or as soon thereafter as counsel may be heard.

22 DATED this 10 day of June, 2015.

23 JIMMERSON HANSEN, P.C.

24
25 
26 JAMES J. JIMMERSON, ESQ.
27 Nevada Bar No. 000264
28 415 S. Sixth St., Suite 100
Las Vegas, Nevada 89101
(702) 388-7171
Attorney for Defendant,
DENNIS KOGOD

MEMORANDUM OF POINTS AND AUTHORITIES

I. STATEMENT OF FACTS

The parties hereto were married on or about July 20, 1993. There are no minor children born the issue of the marriage or adopted by the parties. The instant litigation resolves solely around the division of the parties' assets and debts and Gabrielle's request for an award of spousal support.

During the parties' marriage, in or about 2006, Dennis commenced an extramarital relationship with Nadya Khapsalis, which resulted in the birth of their two (2) minor children, to wit: Nika Khapsalis, born December 28, 2007 (age 7) and Denise Khapsalis, born December 28, 2007 (age 7).

In or about September 2014, Dennis met Jennifer Crute Steiner and thereafter began a brief relationship with Jennifer, which terminated shortly in May 2015. Since August 2014, Jennifer has been employed as the Chief Executive Office of a behavioral health company, wherein she provides assistance to young ladies who have attempted suicide. Prior to her employment with A behavioral health company, Jennifer was the Division Vice President for Davita, the same company that employs Dennis. In these capacities, Jennifer attends meetings with Davita, as well as with Dennis. While attending these meetings, Jennifer and Dennis developed a business-type relationship, which blossomed into a personal relationship that terminated in or about April or May 2015. In Gabrielle's or her expert's review of the parties' credit card and bank statements, she and/or her expert believes that Dennis may have been "wasting" community assets on Jennifer during said period of time. As a result, on or about June 5, 2015, Gabrielle noticed Dennis' counsel with a Notice of Deposition and Subpoena Duces Tecum for Jennifer.¹ Whether Gabrielle's belief is accurate or not, that Dennis was "wasting" community assets on Jennifer, the limited expenditures are clearly evidenced by the detailed bank and credit card statements produced by Dennis already in

¹ See Notice of Deposition and Subpoena Duces Tecum attached hereto as Exhibit "B" and fully incorporated herein. To Defendant's knowledge and at his request, Defendant's counsel has asked Plaintiff's counsel not to serve the Subpoena Duces Tecum until this Court orders upon the same.

1 Gabrielle's possession. Any and all expenditures of this relationship are evidenced in credit
2 card purchases made by Dennis, in the name of Jennifer, during the short period of
3 September 2014 through May 2015. Dennis has already offered to pay Gabrielle one-half (½)
4 of the sum of these expenditures, which one-half (½) is believed to be less than \$20,000.00.

5 There is no truth or further material information that can be derived from Jennifer's deposition.

6 Jennifer has advised Dennis, upon information and belief, in an emotional response to
7 Dennis informing Jennifer of her probable deposition in this matter, that she will consider
8 reporting to his employer with the intent of having Dennis terminated. Dennis has no other
9 business relationship with Jennifer beyond his being a representative of DaVita, and Jennifer
10 being a representative of A behavioral health company. The potential deposition testimony
11 of Jennifer and her emotional response, if any, might result in the loss of her employment.

12 **II. ARGUMENT**

13 **A. The Service of the Notice of Deposition and Subpoena Duces Tecum upon**
14 **Jennifer Crute Steiner Should Be Stayed**

15 NRCP 45(c)(1) states:

16 (1) A party or an attorney responsible for the issuance and service of a
17 subpoena shall take reasonable steps to avoid imposing undue burden or
18 expense on a person subject to that subpoena. The court on behalf of which the
19 subpoena was issued shall enforce this duty and impose upon the party or
20 attorney in breach of this duty an appropriate sanction, which may include, but
21 is not limited to, lost earnings and a reasonable attorney's fee.

22 In the instant matter, Dennis and Jennifer had a short-term, personal relationship.
23 Jennifer is married woman, who also has minor children of her own. Upon information and
24 belief, if Jennifer's family, especially her husband, were to become aware of this relationship,
25 by way of the service of the Notice of Deposition and Subpoena upon Jennifer, it would likely
26 have an unhappy and harmful effect on her marriage and her minor children. Additionally,
27 upon information and belief, service of the same could have a catastrophic effect on Dennis'
28 gainful employment, which has provided Gabrielle and Dennis with an above-average lifestyle
which might be placed at risk if the deposition of subpoena is not delayed.

NRCP 45(c)(3)(A)(iv) provides that "[o]n timely motion, the court by which a subpoena

1 was issued shall quash or modify the subpoena if it subjects a person to undue burden."
2 NRCP 26(c) also prohibits this vexatious litigation. Although Dennis fully admits that he has
3 spent a relatively modest sum of monies for the benefit of Jennifer between September 2014
4 and May 2015, the service of the Notice of Deposition and Subpoena Duces Tecum upon
5 Jennifer could destroy her marriage and devastate her minor children, which would prove to
6 be an unnecessary and undue burden, and possible harmful result.

7 Additionally, the proposed deposition of Jennifer could have a deleterious effect on both
8 Gabrielle and Dennis, as Dennis may be subject to losing his employment, which has placed
9 the parties in the financial position they enjoy today. Jennifer's employment with A behavioral
10 health company would also be threatened if her deposition is allowed to proceed.

11 Dennis requests an Order staying the service of the Notice of Deposition and Subpoena
12 Duces Tecum upon Jennifer until after a hearing on Dennis' request for a Protective Order,
13 if at all, as well as an Order prohibiting Gabrielle or her counsel from contacting Jennifer in any
14 respect until such time. As such, service of any Subpoena and delaying the deposition shall
15 be ordered stayed until after the deposition of Dennis Kogod, set for August 3, 2015.

16 **B. Defendant's Motion for a Protective Order Should be Granted**

17 NRCP 26(c) provides in pertinent part:

18 Protective Orders. Upon motion by a party or by the person from whom
19 discovery is sought, accompanied by a certification that the movant has in
20 good faith conferred or attempted to confer with the other affected parties
21 in an effort to resolve the dispute without court action, and for good cause
22 shown, the court in which the action is pending may make any order which
23 justice requires to protect a party or person from annoyance,
24 embarrassment, oppression, or undue burden or expense, including one or
25 more of the following:

26 (1) that the discovery not be had

27 (2) that the discovery may be had only on specified terms and conditions,
28 including a designation of the time or place;

(3) that the discovery may be had only by a method of discovery other than that
selected by the party seeking discovery;

(4) that certain matters not be inquired into, or that the scope of the discovery
be limited to certain matters;

(5) that discovery be conducted with no one present except persons designated
by the court;

1 (6) that a deposition after being sealed be opened only by order of the court;

2 (7) that a trade secret or other confidential research, development, or
3 commercial information not be revealed or be revealed only in a designated way;

4 (8) that the parties simultaneously file specified documents or information
5 enclosed in sealed envelopes to be opened as directed by the court.

6 Pursuant to NRCP 26(c), this Court has the authority to issue an Order prohibiting
7 Gabrielle from deposing Jennifer. Gabrielle does not intend to derive any pertinent information
8 from Jennifer that cannot be ascertained by Gabrielle's review of the parties' bank and credit
9 card statements, or from deposing Dennis himself. Dennis has produced nearly each and
10 every bank and credit card statement requested by Gabrielle. Dennis has worked diligently
11 to produce these documents. These records and the accompanying detailed information are
12 sufficient evidence of Dennis' spending. Whether intended or not, Gabrielle's scheduling of
13 Jennifer's deposition will have the effect of harassing, vexing, and annoying Dennis, Jennifer,
14 and her family, and will cause additional and unnecessary litigation costs upon the parties and
15 perhaps for Dennis to lose his employment.

16 Gabrielle's insistence on taking the deposition of Jennifer places Dennis' employment
17 at risk, but also Jennifer's employment and marriage as well. Not only does the statutory
18 authority provide a basis for this Court to issue a Protective Order, public policy also dictates
19 and demands that the proposed deposition of Jennifer not proceed. This Court should be
20 interested in limiting discovery to pertinent and material issues. This Court should never
21 condone witch hunts and smear campaigns, particularly when, as here, there are no minor
22 children born the issue of parties' marriage and in consideration of the financial transparency
23 Dennis has exhibited. Is this Court willing to permit Jennifer's deposition and the immaterial
24 and limited information that can be ascertained at the potential peril of Jennifer's employment
25 and marriage and/or Dennis' employment? Completion of Dennis' deposition, and assuming
26 the need then, is the first step. At that point, if Jennifer's deposition is still necessary, and
27 permitted, then it shall be set at an appropriate time, location and date. There is no basis
28 and/or necessity to depose Jennifer.

1 In the alternative, should this Court not be inclined to issue the requested Protective
2 Order, Dennis would request that Dennis be permitted to coordinate the service of the Notice
3 of Deposition and Subpoena on Jennifer, as well as the deposition itself, for a time and
4 location that would allow Jennifer to keep her deposition confidential.

5 Under no circumstances however, shall Jennifer's deposition be permitted to proceed
6 until such time as Gabrielle has had the opportunity to depose Dennis, which is presently
7 scheduled for August 3, 2015. Dennis can provide and should be afforded the opportunity
8 to present Gabrielle with any and all desired information she seeks to obtain from Jennifer,
9 particularly any monies Dennis has spent on Jennifer, or the nature of their relationship.
10 Dennis' deposition is likely to render Gabrielle's "need" to depose Jennifer moot. After Dennis'
11 deposition, the parties should be afforded the opportunity to brief this Court regarding any
12 remaining issues related to Gabrielle's "necessity" to depose Jennifer, at which point this Court
13 can determine the merits of Jennifer's deposition.

14 On or about June 8, 2015, counsels for the parties held an EDCR 2.34 conference,
15 telephonically, wherein counsels discussed the instant matter. Upon Gabrielle's unreasonable
16 insistence that she be permitted to depose Jennifer, Dennis' counsel was forced to file the
17 instant Motion requesting the stay of the service of the Notice of Deposition and Subpoena on
18 Jennifer and for a Protective Order prohibiting Jennifer's deposition. Therefore, Dennis
19 respectfully requests a Protective Order prohibiting Jennifer's deposition. Dennis' counsel
20 does wish to acknowledge rightly the issues, the assertions and repercussions of Gabrielle's
21 counsel even though Gabrielle's counsel would not cease their attempt to subpoena Ms.
22 Steiner and take her deposition after August 3, 2015.

23 ///

24 ///

25 ///

26 ///

27 ///

28 ///

JIMMERSON HANSEN, P.C.
415 South Sixth Street, Suite 100, Las Vegas, Nevada 89101
Telephone: (702) 388-7171 - Facsimile: (702) 387-1167


1 III. CONCLUSION

2 Based on the foregoing, Dennis respectfully requests that his Motion be granted in its
3 entirety and that this Court grant such other and further relief as it deems proper in the
4 premises.

5 DATED this 10 day of June, 2015.

6 Respectfully Submitted By:

7 JIMMERSON HANSEN, P.C.

8
9 
10 JAMES J. JIMMERSON, ESQ.
11 Nevada Bar No. 000264
12 415 S. Sixth St., Suite 100
13 Las Vegas, Nevada 89101
14 (702) 388-7171
15 Attorneys for Defendant,
16 DENNIS KOGOD
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28

JIMMERSON HANSEN, P.C.
415 South Sixth Street, Suite 100, Las Vegas, Nevada 89101
Telephone (702) 388-7171 - Facsimile (702) 387-1167

CERTIFICATE OF SERVICE

Pursuant to NRCP 5(b), I certify that I am an employee of JIMMERSON HANSEN, P.C., and that on this ____ day of June, 2015, I caused a document entitled **DEFENDANT'S MOTION TO STAY SERVICE OF SUBPOENA DUCES TECUM AND NOTICE OF DEPOSITION AND FOR A PROTECTIVE ORDER PROHIBITING THE DEPOSITION OF JENNIFER CRUTE STEINER** to be served as follows:

- ☒ pursuant to EDCR 8.05(a), EDCR 8.05(f), NRCP 5(b)(2)(D) and Administrative Order 14-2 captioned "In the Administrative Matter of Mandatory Electronic Service in the Eighth Judicial District Court," by mandatory electronic service through the Eighth Judicial District Court's electronic filing system;
- ☐ by placing same to be deposited for mailing in the United States Mail, in a sealed envelope upon which first class postage was prepaid in Las Vegas, Nevada to Nevada State Welfare, Dept. of Human Resources;
- ☐ by electronic mail;
- ☐ by hand-delivery with signed Receipt of Copy.

To the attorney(s) listed below at the address, email address, and/or facsimile number indicated below:

Radford J. Smith, Esq.
RADFORD J. SMITH, CHARTERED
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074
(702) 990-6448
rsmith@radfordsmith.com
gvarshney@radfordsmith.com
Attorney for Plaintiff,
GABRIELLE CIOFFI-KOGOD


An Employee of Jimmerson Hansen, P.C.

EXHIBIT A

AFFIDAVIT OF JAMES J. JIMMERSON, ESQ.

STATE OF NEVADA }
COUNTY OF CLARK } ss.

1. That I am the Senior Shareholder in Jimmerson Hansen, P.C. and am competent to testify at said hearing except for those matters stated upon information and belief, and as to those matters, I believe the same to be true.

2. That the parties hereto were married on or about July 20, 1983.

3. That there are no minor children born the issue of the marriage or adopted by the parties.

4. That the instant litigation resolves solely around the division of the parties' assets and debts and Gabrielle's request for an award of spousal support.

5. That during the parties' marriage, in or about 2005, Dennis commenced any extramarital relationship with Nadya Khapsalis, which resulted in the birth of their two (2) minor children, to wit: Nika Khapsalis, born December 28, 2007 (age 7) and Denise Khapsalis, born December 28, 2007 (age 7).

6. That upon information and belief, in or about September 2014, Dennis met Jennifer and thereafter began a brief relationship with Jennifer, which terminated shortly in May 2015.

7. That upon information and belief, since August 2014, Jennifer has been employed at a behavioral health company, wherein she provides assistance to young ladies who have attempted suicide.

8. That upon information and belief, prior to her employment at the behavioral health company, Jennifer was the Division Vice President for Davita, the same company that employs Dennis. In these capacities, Jennifer attends meetings with Davita, as well as with Dennis.

9. That upon information and belief, while attending these meetings, Jennifer and Dennis developed a business-type relationship, which became also a personal relationship that terminated in or about April or May 2015.

1 10. That in Gabrielle's and/or her expert's review of the parties' credit card and bank
2 statements, she and/or her expert, upon information and belief, believes that Dennis may have
3 been "wasting" community assets on Jennifer during said period of time, or may be in a
4 business with Mrs. Steiner.

5 11. Upon information and belief, that as a result, on or about June 5, 2015, Gabrielle
6 noticed Dennis' counsel with a Notice of Deposition and Subpoena Duces Tecum for Jennifer.

7 12. That even if Gabrielle's belief is accurate, that Dennis was allegedly "wasting"
8 community assets on Jennifer, this is clearly evidenced by the detailed bank and credit card
9 statements already in Gabrielle's possession. Any and all expenditures of this relationship are
10 evidenced in credit card purchases made by Dennis, in the name of Jennifer, during the period
11 of September 2014 through May 2015.

12 13. That regardless of whether these expenditures constitute waste or not, Dennis
13 has already offered to pay Gabrielle one-half ($\frac{1}{2}$) of the sum of these expenditures, which is
14 believed to be less than \$20,000.00.

15 14. That there is no truth nor further material information that can be derived from
16 Jennifer's deposition and upon information and belief, Dennis is not in any business with Mrs.
17 Steiner and never was.

18 15. That upon information and belief, Jennifer has advised Dennis that if she is
19 subpoenaed for deposition in this matter, she may report her relationship with Dennis to his
20 superiors and seek to have him terminated. Dennis has no other business relationship with
21 Jennifer beyond his being a representative of DaVita, and Jennifer being a representative of
22 her behavioral health company.

23 16. Upon information and belief, that the potential deposition testimony of Jennifer
24 could result in the loss of her employment. Additionally, Jennifer's emotional response during
25 her deposition could present a harm Dennis.

26 17. Upon information and belief, that upon information and belief, Dennis and
27 Jennifer had short-term relationship. That Jennifer is married woman, who also has minor
28 children of her own.

1 18. Upon information and belief, that if Jennifer's family, including her husband,
2 were to become aware of this relationship, by way of the service of the Notice of Deposition
3 and Subpoena upon Jennifer, it would have a disastrous effect on her marriage and her minor
4 children.

5 19. That service of the same could have a catastrophic effect on Dennis' gainful
6 employment, which has provided not only Dennis, but also Gabrielle, with the above-average
7 lifestyle to which they have become accustomed.

8 20. Upon information and belief, that service of the Notice of Deposition and
9 Subpoena Duces Tecum upon Jennifer could destroy her marriage and devastate her minor
10 children, as well as causing Dennis to be terminated from his employment, which would prove
11 to be an unnecessary and undue burden for all parties.

12 21. That Dennis requests an Order staying the service of the Notice of Deposition
13 and Subpoena Duces Tecum upon Jennifer until after a hearing on Dennis' request for a
14 Protective Order, if at all.

15 22. That there is no pertinent information from Jennifer that cannot be
16 ascertained by Gabrielle's review of the parties' bank and credit card statements, or from
17 deposing Dennis himself.

18 23. That Dennis has voluntarily produced nearly each and every bank and credit
19 card statement requested by Gabrielle. These records and the accompanying detailed
20 information are sufficient evidence of Dennis' spending.

21 24. That Gabrielle's sole purpose in insisting on serving the Subpoena Duces
22 Tecum on Jennifer and conducting the deposition, now that she became aware of the
23 business and personal relationship with Dennis may be simply to harass, annoy and
24 embarrass Dennis and to cause additional and unnecessary litigation costs upon the parties
25 and perhaps for Dennis to lose his employment.

26 25. That Gabrielle's insistence on taking the deposition of Jennifer places Dennis'
27 employment at risk, but Jennifer's marriage as well.

28 26. That not only does the statutory authority provide a basis for this Court to

1 issue a Protective Order, public policy also dictates and demands that the proposed deposition
2 of Jennifer not proceed.

3 27. That this Court should be interested in limiting discovery to pertinent and
4 material issues and should not condone witch hunts and smear campaigns, particularly when
5 there are no minor children born the issue of parties' marriage and in consideration of the
6 financial transparency Dennis has exhibited.

7 28. That, in the alternative, should this Court not be inclined to issue the
8 requested Protective Order, this Court should issue an Order prohibiting the service of the
9 Notice of Deposition and Subpoena Duces Tecum until after Dennis' deposition, if at all. That
10 under no circumstances however, shall Jennifer's deposition be permitted to proceed until
11 such time as Gabrielle has had the opportunity to depose Dennis, which is presently
12 scheduled for August 3, 2015.

13 29. That Dennis can provide and should be the afforded the opportunity to
14 present Gabrielle with any and all desired information she seeks to obtain from Jennifer,
15 particularly any monies Dennis has spent on Jennifer, or the nature of their relationship.
16 Dennis' deposition is likely to render Gabrielle's "need" to depose Jennifer moot.

17 30. That after Dennis' deposition, the parties should be afforded the opportunity
18 to brief this Court regarding any remaining issues related to Gabrielle's "necessity" to depose
19 Jennifer, at which point this Court can determine the merits of Jennifer's deposition.

20 31. That Gabrielle will have ample opportunity on August 3, 2015 to ascertain
21 additional information related to Dennis' and Jennifer's relationship, whether personal or
22 professional.

23 ///

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JIMMERSON HANSEN, P.C.
415 South Sixth Street, Suite 100, Las Vegas, Nevada 89101
Telephone (702) 388-7171 Facsimile (702) 387-1167

1 32. That on or about June 8, 2015, counsels for the parties held an EDCR 2.34
2 conference, telephonically, wherein counsels discussed the instant matter. Full compliance
3 with EDCR 2.34 was satisfied. Many options were discussed as to possible arbitration, but
4 was not agreed upon at that time. Upon Gabrielle's insistence that she be permitted to depose
5 Jennifer, counsel was forced to file the instant Motion requesting the stay of the service of the
6 Notice of Deposition and Subpoena on Jennifer and for a Protective Order prohibiting
7 Jennifer's deposition.

8 FURTHER AFFIANT SAYETH NAUGHT.

9
10 By: *[Signature]* 6/10/15
11 JAMES J. JIMMERSON, ESQ.

12 SUBSCRIBED and SWORN to before me
13 this 10th day of June, 2015.

14 *Barbara Abbott*

15 NOTARY PUBLIC in and for said
16 STATE and COUNTY



EXHIBIT B

1 NOTC
2 RADFORD J. SMITH, ESQ.
3 Nevada Bar No. 002791
4 GARIMA VARSHNEY, ESQ.
5 Nevada Bar No. 011878
6 2470 St. Rose Parkway, Suite 206
7 Henderson, NV 89074
8 Telephone: (702) 990-6448
9 Facsimile: (702) 990-6456
10 rsmith@radfordsmith.com
11 Attorneys Plaintiff

DISTRICT COURT
CLARK COUNTY, NEVADA

9 GABRIELLE CIOFFI - KOGOD,

10 Plaintiff,

11 v.

13 DENNIS KOGOD,

14 Defendant.

CASE NO.: D-13-489442-D
DEPT NO.: G

FAMILY DIVISION

NOTICE OF DEPOSITION OF
JENNIFER CRUTE STEINER

17 TO: DENNIS KOGOD, Defendant; and,

19 TO: JAMES J. JIMMERSON, ESQ., Attorney for Defendant

20 PLEASE TAKE NOTICE that on the 6th day of August, 2015, at the hour of 10:00 a.m., at offices
21 of McDaniel Reporting, 21 East Carrillo Street, Suite 190, Santa Barbara, California 93101, attorney for
22 Plaintiff herein, will take the deposition of Jennifer Crute Steiner, upon oral examination, pursuant to
23 Rules 26 and 30 of the Nevada Rules of Civil Procedure, before a Notary Public, or before some other
24 officer authorized by the law to administer oaths.
25

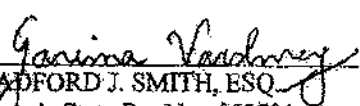
26 ...

27 ...

1 Oral examination will continue from day to day until completed and shall be recorded by sound,
2 and/or sound-and-visual, and/or stenographic means. You are invited to attend and cross-examine.

3 Dated this 5th day of June, 2015.

4 RADFORD J. SMITH, CHARTERED
5

6
7 
8 RADFORD J. SMITH, ESQ.

9 Nevada State Bar No. 002791

10 GARIMA VARSHNEY, ESQ.

11 Nevada State Bar No. 011878

12 2470 St. Rose Parkway, Suite 206

13 Henderson, Nevada 89074

14 (702) 990-6448

15 Attorney for Plaintiff
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1 CERTIFICATE OF SERVICE

2 I hereby certify that I am an employee of Radford J. Smith, Chartered ("the Firm"). I am over the
3 age of 18 and not a party to the within action.
4

5 I served the foregoing document described as "NOTICE OF DEPOSITION OF JENNIFER
6 CRUTE STERNER" on this 5th day of June, 2015, to all interested parties by way of the Eighth
7 Judicial District Court's electronic filing system.
8

9 JIMMERSON HANSEN, P.C.
10 JAMES J. JIMMERSON, ESQ.
11 415 S. Sixth Street, Suite 100
12 Las Vegas, NV 89101
13 Attorney for Defendant
14

15 Garina Vashney
16 An Employee of Radford J. Smith Chartered
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EXHIBIT "A"
NEVADA RULES OF CIVIL PROCEDURE

Rule 45

(c) **Protection of Persons Subject to Subpoena.**

(1) A party of an attorney responsible for the issuance and service of a subpoena shall take reasonable steps to avoid imposing undue burden or expense on a person subject to that subpoena. The court on behalf of which the subpoena was issued shall enforce this duty and impose upon the party or attorney in breach of this duty an appropriate sanction, which may include, but is not limited to, lost earnings and a reasonable attorney's fee.

(2)(A) A person commanded to produce and permit inspection and copying of designated books, papers, documents or tangible things, or inspection of premises need not appear in person at the place of production or inspection unless commanded to appear for deposition, hearing or trial.

(B) Subject to paragraph (d)(2) of this rule, a person commanded to produce and permit inspection and copying may, within 14 days after service of the subpoena or before the time specified for compliance if such time is less than 14 days after service, serve upon the party or attorney designated in the subpoena written objection to inspection or copying of any or all of the designated materials or of the premises. If objection is made, the party serving the subpoena shall not be entitled to inspect and copy the materials or inspect the premises except pursuant to an order of the court by which the subpoena was issued. If objection has been made, the party serving the subpoena may, upon notice to the person commanded to produce, move at any time for an order to compel the production. Such an order to compel production shall protect any person who is not a party or an officer of a party from significant expense resulting from the inspection and copying commanded.

(3)(A) On timely motion, the court by which a subpoena was issued shall quash or modify the subpoena if it

- (i) fails to allow reasonable time for compliance;
- (ii) requires a person who is not a party or an officer of a party to travel to a place more than 100 miles from the place where that person resides, is employed or regularly transacts business in person, except that such a person may in order to attend trial be commanded to travel from any such place within the state in which the trial is held, or
- (iii) requires disclosure of privileged or other protected matter and no exception of waiver applies, or
- (iv) subjects a person to undue burden.

(B) If a subpoena

- (i) requires disclosure of a trade secret or other confidential research, development, or commercial information, or
- (ii) requires disclosure of an unretained expert's opinion or information not describing specific events or occurrences in dispute and resulting from the expert's study made not at the request of any party,

the court may, to protect a person subject to or affected by the subpoena, quash or modify the subpoena or, if the party in whose behalf the subpoena is issued shows a substantial need for the testimony or material that cannot be otherwise met without undue hardship and assures that the person to whom the subpoena is addressed will be reasonably compensated, the court may order appearance or production only upon specified conditions.

(d) **Duties in Responding to Subpoena.**

(1) A person responding to a subpoena to produce documents shall produce them as they are kept in the usual course of business or shall organize and label them to correspond with the categories in the demand.

(2) When information subject to a subpoena is withheld on a claim that it is privileged or subject to protection as trial preparation materials, the claim shall be made expressly and shall be supported by a description of the nature of the documents, communications, or things not produced that is sufficient to enable the demanding party to contest the claim.

1 CC03

2 RADFORD J. SMITH, CHARTERED

3 RADFORD J. SMITH, ESQ.

4 Nevada Bar No. 002791

5 GARIMA VARSHNEY, ESQ.

6 Nevada Bar No. 011878

7 2470 St. Rose Parkway, Suite 206

8 Henderson, NV 89074

9 Telephone: (702) 990-6448

10 Facsimile: (702) 990-6456

11 rsmith@radfordsmith.com

12 Attorneys Plaintiff

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DISTRICT COURT
CLARK COUNTY, NEVADA

GABRIELLE CIOFFI - KOGOD,

Plaintiff,

v.

DENNIS KOGOD,

Defendant.

CASE NO.: D-13-489442-D

DEPT NO.: G

FAMILY DIVISION

SUBPOENA DUCES TECUM

THE STATE OF NEVADA SENDS GREETINGS TO:

Jennifer Crute Steiner

2330 Chapala Street

Santa Barbara, California 93105-3909

YOU ARE HERBY COMMANDED that all and singular, business and excuses set aside, you appear and attend on the 6th day of August, 2015, at the hour of 10:00 a.m. at the offices of McDaniel Reporting, 21 East Carrillo Street, Suite 190, Santa Barbara, California 93101. Your attendance is required to give testimony and/or produce and permit inspection and copying of designated books, documents or tangible things in your possession, custody or control or to permit inspection of premises. You are required to bring with you at the time of your appearance any items set forth below. If you fail to

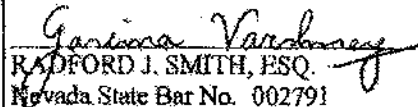
1 attend, you may be deemed guilty of contempt of Court and liable to pay all losses and damages caused by
2 your failure to appear. Please see Exhibit "A-1" attached hereto for information regarding the rights of
3 the person subject to this Subpoena.
4

5 AFFIRMATION

6 Pursuant to NRS 239B.030, the undersigned does hereby affirm that the preceding document does
7 not contain the Social Security Number of any person.

8 Dated this ^{or} 4 day of June, 2015.

9 RADFORD J. SMITH, CHARTERED

10
11 
12 RADFORD J. SMITH, ESQ.

13 Nevada State Bar No. 002791

14 GARIMA VARSHNEY, ESQ.

15 Nevada State Bar No. 011878

16 2470 St. Rose Parkway, Suite 205

17 Henderson, Nevada 89074

18 (702) 990-6448

19 Attorney for Plaintiff
20
21
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1
2 **ITEMS TO BE PRODUCED**
3

4 Dates of Service: 2010 to present

5 1. Any and all correspondence sent and received by you, whether in the form of emails,
6 letters, text messages, social media websites or voice messages, from Dennis Kogod. In responding,
7 please include copies of any and all emails and text messages in your inbox, trash folder, sent folder,
8 drafts folder, spam folder, junk folder, and any unpurged deleted emails remaining on any server within
9 your control.
10

11 2. Any and all documents evidencing any vacations or trips taken by you or Dennis Kogod or
12 any other individual at the direction or request from Dennis Kogod or at the direction or request of any
13 other individual on behalf of Dennis Kogod for the above-referenced time frame including, but not limited
14 to, all documents evidencing the following -
15

- 16 - Date of departure;
17 - Date of return;
18 - Destination
19 - Nature of trip (i.e. business, personal vacation, etc.);
20 - Airlines utilized for travel; and
21 - Cost of travel.
22

23 3. Documents evidencing any and all lawsuits, whether civil or criminal, in which you have
24 been involved for the time frame set forth above, with Dennis Kogod.
25

26 4. Please produce any and all documents evidencing any and all property or assets acquired
27 through or attributable to any rents, issues, and profits from any gifts received or given by Dennis Kogod
28

1 for a period beginning January 1, 2010, through the date you appear for your deposition.

2 5. For all real and personal property, tangible or intangible, that you have purchased either
3 individually or jointly with Dennis Kogod since January 1, 2010, please provide all documents
4 establishing the name(s) in which the property is titled, the purchase price of the property, your
5 contribution to the purchase of the property, the fair market value of the property, and the amount, if any,
6 owed against the property.
7

8 6. Please produce all documents evidencing any receipt of gifts, or the transfer or conveyance
9 of any property intended as a gift by Dennis Kogod to you, with a value greater than \$300.00, during any
10 period on or after January 1, 2010, including any and all documents establishing the value of the gift,
11 including receipts, appraisals, estimates, or other indicia of value.
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RADFORD J. SMITH, ESQ.
GARIMA VARSHNEY, ESQ.
MATTHEW P. FEELEY, ESQ.
JOLENE HOEFT, PARALEGAL
KENNETH F. SMITH, PARALEGAL

RADFORD J. SMITH, CHARTERED

A Professional Corporation
2470 ST. ROSE PARKWAY - STE. 208
HENDERSON, NEVADA 89074

TELEPHONE: (702) 890-6448
FACSIMILE: (702) 890-6456
RSMITH@RADFORDSMITH.COM

October 1, 2015

VIA EMAIL

Daniel Marks, Esq.
Nicole Young, Esq.

Re: *Kogod v. Kogod*

Dear Dan:

We have now reviewed the documents produced by DaVita with our subpoena requests and narrowed our request to only those documents that we need and are not public records. We, however, reserve the right to seek additional documents after a review of the documents identified below.

Also, note that at a phone conference on August 18 with DaVita counsel, Ms. Janet Swerdlow and Ms. Caitlin Moughon, we narrowed down the scope of our Subpoena requests. Therefore, the deficiencies listed below incorporate our narrowed scope for our requests.

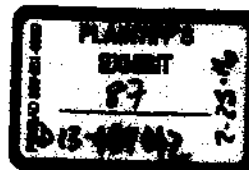
Request (a)

Any and all employment applications and employment contracts, any and all documents relating to wages, whether cash, check payment, or any other form of compensation for services, including, but not limited to, pay checks, tips, bonuses, referral fees, commissions, deferred compensation, reimbursed business expenses, W-2's and tax withholdings, 1099s, dividends, any and all documents relating to bonuses, stock options, whether vested or unvested, retirement plans, 401(k), pensions, perks, travel expenses, health insurance or health insurance offered, employee benefits, charge cards, promotions, disciplinary actions, suspensions, "write-ups," counseling or reprimands, work schedules, current job duties, notes and any and all documents relating to the above-referenced individual from the date of hire to the present.

Deficiencies in DaVita's Response to Request (a)

Dennis' employment contract should be easy to produce and we would ask that they do so. Other than employment contract, the specific documents that we would be requesting are information such as perks/reimbursements for travel, use of company credit card or jet or cars.

During the August 18 conference, DaVita's counsel indicated that the company jet is available to Dennis for vacations. We are seeking documentation showing expenses that are part of Dennis' compensation versus expenses for which he is reimbursed, specifically the information that is not reflected on Dennis' 10Qs. Please provide us information regarding who and how many people are covered under Dennis' health insurance plan.



Request (c)

Any and all records evidencing contributions to any retirement plan, records of sick pay or pay for personal days, and vacation pay.

Deficiencies in DaVita's Response to Request (c)

For Request (c) DaVita provided Dennis's paystubs that reflect the 401(k) plan contributions made by Dennis. The paystubs do not show any contributions made by DaVita. We therefore, ask that they provide all records evidencing contributions to any retirement plan.

Request (d)

Any and all records evidencing any donations made to any individual, or entity by the above-referenced individual or his agents, or affiliates.

Deficiencies in DaVita's Response to Request (d)

DaVita did not produce any documents in response to this request. For request (d), please provide documents in response to this request.

Request (e)

Any and all information regarding any verbal or written promises of future payments, compensation or other value.

Deficiencies in DaVita's Response to Request (e)

DaVita did not provide any documents in response to this request. We would ask for any memorandums, correspondence, whether electronic or otherwise or other documents in which DaVita may have advised Dennis regarding his future compensation or payments.

Request (f)

Total hours worked by month since the date of hire through the present.

Deficiencies in DaVita's Response to Request (f)

DaVita did not produce any document responsive to this request. In response to this request, please produce Dennis' work calendar which would show his appointments, vacations etc.

Request (g)

Any and all credit card account statements for all accounts which are used by or for the benefit of the above-referenced individual from the date of hire to the present.

Deficiencies in DaVita's Response to Request (g)

At the phone conference on August 18, we narrowed down this request. The request states "date of hire to the present." We narrowed it down to 10 years. DaVita did not produce any documents in response to this request. Please have them produce it.

Request (i)

Any documents related to pending lawsuits, regulatory actions and other off-balance sheet assets or liabilities related to the above-referenced individual from the date of hire to the present.

Deficiencies in DaVita's Response to Request (i)

At the phone conference on August 18, we narrowed down this request to documents relating to only those lawsuits in which Dennis had a role, was a party, or an advisor, or providing any work on the action, or a witness. DaVita's counsel indicated that they would let us know how many such lawsuits exist. We offered that if the volume is large, then we can discuss narrowing down the scope further. Without knowing the volume of documents that correspond to this request, it is difficult to further narrow down the scope. Please have DaVita produce documents that correspond to this request or provide us an understanding of the volume of the documents so that we may discuss narrowing the scope of the response even further.

Request (j)

List of all possible perquisites (business expense items with personal benefits) such as personal use of automobiles, personal related travel, personal health insurance premiums, etc. received during the period of inception through the date of production for the above-referenced individual.

Deficiencies in DaVita's Response to Request (j)

Again, at the August 18 conference, we narrowed down the scope from "the period of inception" to the last 10 years. Yet, DaVita did not produce any documents responsive to this request. Please have them do so.

Request (m)

Documents evidencing the hours and locations of work performed by the above-referenced individual for DaVita or DaVita Healthcare Partners, Inc, its agents, subsidiaries or affiliates, including, but not limited to any and all records associated with his travel, including schedules, copies of air travel records, and expense reimbursements.

Deficiencies in DaVita's Response to Request (m)

DaVita did not produce any documents in response to this request. We again ask for a copy of Dennis' work calendar that should cover this request.

Request (n)

Please provide any and all records of travel dates, travel itineraries, travel locations, travel calendars, travel expenses, whether reimbursed or unreimbursed, or any other records evidencing any travel of the above-referenced individual for DaVita or DaVita Healthcare Partners, Inc, its agents, subsidiaries or affiliates.

Deficiencies in DaVita's Response to Request (n)

DaVita did not produce any documents in response to this request. Please have DaVita produce the documents requested in this subpart.

Daniel Marks, Esq.

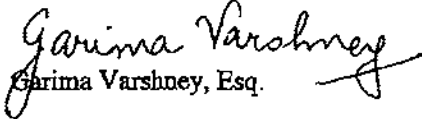
October 1, 2015

Page 5

We are sending this letter to you instead of sending it to DaVita to allow Dennis to directly communicate with DaVita to produce the documents requested herein. Please produce the requested documents by October 16, 2015. In the absence of receiving the documents from Dennis by then, we will be seeking the requested documents directly from DaVita.

Sincerely,

RADFORD J. SMITH, CHARTERED


Garima Varshney, Esq.

cc: Gabrielle Kogod (via email)



James J. Jimmerson
Lynn M. Hansen
Michael C. Flaxman
Elizabeth S. Flemming
Holly A. Ric

*ALSO ADMITTED IN CALIFORNIA
**MEMBER, NATIONAL TRIAL LAWYERS
TOP 100 LAWYERS
**MARTINDALE-HUBBELL "AV" PREEMINENT
**SUPER LAWYERS BUSINESS LITIGATION
**STEPHEN MAJER "BEST LAWYERS"
**RECIPIENT OF THE PRESTIGIOUS ELLIS ISLAND
MEDAL OF HONOR, 2012
**FELLOW, AMERICAN ACADEMY
OF MATRIMONIAL LAWYERS
**DIPLOMAT, AMERICAN COLLEGE
OF FAMILY TRIAL LAWYERS
**FAMILY LAW SPECIALIST, NEVADA STATE BAR

June 12, 2015

VIA ELECTRONIC MAIL
rsmith@radfordsmith.com
gvarshney@radfordsmith.com

Radford J. Smith, Esq.
RADFORD J. SMITH CHTD.
2470 St. Rose Parkway, Ste. 206
Henderson, Nevada 89074

Re: *Cioffi-Kogod v. Kogod*; D-13-489442-D

Dear Radford:

Please be advised that at the present time, Mr. Kogod is in a special "blackout" period with regard to the sale of any shares of DaVita stock. As such, he cannot sell any stock of DaVita. Given Mrs. Kogod's consent pursuant to your correspondence dated June 8, 2015, it is Mr. Kogod's intention is to sell all of his 305,000 shares of the DaVita stock once he is out of the blackout stage in light of the favorable trading prices, and to do so as promptly as he is able. He will keep us advised, and the UBS statements will reflect the deposits once received and after all taxes have been paid.

Should you have any questions or concerns, please do not hesitate to contact this office.

Sincerely,

JIMMERSON HANSEN, P.C.



James J. Jimmerson, Esq.

JJJ:sah
cc: Dennis Kogod



RADFORD J. SMITH, CHARTERED

RADFORD J. SMITH, ESQ.
GARIMA VARSHNEY, ESQ.
MATTHEW P. FEELEY, ESQ.
JOLENE HOEFT, PARALEGAL
KENNETH F. SMITH, PARALEGAL

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HENDERSON, NEVADA 89074

TELEPHONE: (702) 990-6448
FACSIMILE: (702) 990-6458
RSMITH@RADFORDSMITH.COM

VIA EMAIL

August 14, 2015

Daniel Marks, Esq.

Re: Kogod v. Kogod

Dear Dan:

We are in receipt of your letter dated August 4 regarding Dennis' sale of 300,000 stock options. I have relayed our response to Nicole Young in your office, but I thought it best if I send you something in writing to confirm.

We do not have an objection to the sale as outlined in your letter. Please provide all documents concerning the transaction once completed. We would ask, however, that the monies from the sale be placed into a blocked interest bearing account pending a written stipulation of the parties or the trial. We have previously stipulated to placing the proceeds from the sale of the boat in a blocked account. We have not yet heard from your client whether that account has been opened. All monies from the sale of the stock options should be placed in the same blocked account.

In response to our Third Request for Production of Documents, Dennis provided a retainer agreement for Phillips Jessner, LLP evidencing that he has retained that law firm for issues relating to "paternity and palimony." Our Requests for Production previously served upon Mr. Jimmerson's office include a request for the following:

Complete file evidencing any and all lawsuits or threats of lawsuit, whether civil or criminal, in which you have been involved since January 1, 2010 through the present, including, but not limited to copies of the entire pleadings, correspondence, discovery, evidence, emails, phone records, notes, invoices, including retainer agreements for all attorneys or law firms Defendant has consulted with or hired at any time on or after January 2010, including all billings evidencing work performed or costs incurred, all documents evidencing the source of payment of any fees or costs by Defendant, all documents evidencing payments by any person or entity for any attorney's fees or costs incurred by Defendant; all documents evidencing loans received by Defendant for the purpose of paying attorney's fees and/or costs, documents evidencing current balance of any attorney's fees or costs owed, and documents evidencing any efforts by any attorneys or law firms to collect attorney's fees or costs owed by Defendant for legal work or consult.

Dennis' response to our request only provides a retainer agreement. I presume that he has retained counsel as a result of a demand that was made upon him, or notice from counsel. Mr. Kogod has control over all documents associated with that action, and thus should provide all documents, including, but not limited to, correspondence, pleadings, discovery requests, and any other document relating to the prosecution or defense of that action.



Daniel Marks, Esq.
August 14, 2015
Page 2

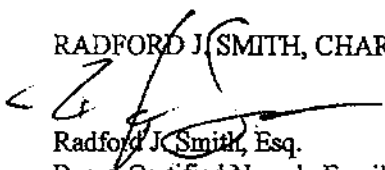
This request is urgent. The claims in an action by Ms. Khapsalis could affect the parties community property and earnings. Moreover, we would demand that Mr. Kogod accept full responsibility for any and all costs, fees, damages or any other obligations arising from that action from his portion of the parties' community property.

I had discussed with Mr. Jimmerson the division of the parties' current assets into trusts pending trial. I would ask that we do so. I would further request that we address your client's (and apparently others') use of community monies. No one other than the parties should be using credit cards paid by the parties' funds, or directly drawing on funds in community accounts. Such use of funds is a clear and direct violation of the JPI. If Mr. Kogod intends to use funds to support Ms. Khapsalis or his children, he needs to provide us that information so that we can account for those funds.

Please contact me at your earliest convenience. This letter is written pursuant to EDCR 2.34.

Sincerely,

RADFORD J. SMITH, CHARTERED


Radford J. Smith, Esq.
Board Certified Nevada Family Law Specialist

cc: Gabrielle Kogod



JIMMERSONHANSEN
ATTORNEYS AT LAW

James J. Jimmerson
Lynn M. Hansen
Michael C. Fleckman
Elizabeth S. Flemming
Holly A. Fic

*ALSO ADMITTED IN CALIFORNIA
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MEDAL OF HONOR, 2012
**FELLOW, AMERICAN ACADEMY
OF MATRIMONIAL LAWYERS
**DIPLOMAT, AMERICAN COLLEGE
OF FAMILY TRIAL LAWYERS
**FAMILY LAW SPECIALIST, NEVADA STATE BAR

June 12, 2015

VIA ELECTRONIC MAIL
rsmith@radfordsmith.com
gvarshney@radfordsmith.com

Radford J. Smith, Esq.
RADFORD J. SMITH CHTD.
2470 St. Rose Parkway, Ste. 206
Henderson, Nevada 89074

Re: *Cioffi-Kogod v. Kogod*; D-13-489442-D

Dear Radford:

Please be advised that at the present time, Mr. Kogod is in a special "blackout" period with regard to the sale of any shares of DaVita stock. As such, he cannot sell any stock of DaVita. Given Mrs. Kogod's consent pursuant to your correspondence dated June 8, 2015, it is Mr. Kogod's intention is to sell all of his 305,000 shares of the DaVita stock once he is out of the blackout stage in light of the favorable trading prices, and to do so as promptly as he is able. He will keep us advised, and the UBS statements will reflect the deposits once received and after all taxes have been paid.

Should you have any questions or concerns, please do not hesitate to contact this office.

Sincerely,

JIMMERSON HANSEN, P.C.

James J. Jimmerson, Esq.

JJJ:sah
cc: Dennis Kogod

DANIEL MARKS

Attorneys at Law
610 South Ninth Street
Las Vegas, Nevada 89101
e-mail: office@danielmarks.net
(702) 386-0536
Fax (702) 386-6812

Daniel Marks
Adam Levine
Christopher L. Marchand
Nicole Young
Teletja L. Zupan



September 2, 2015

Via E-Mail

Radford J., Smith, Esq.
Garima Varshney, Esq.
Radford J. Smith, Chtd.
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074
E-mail: rsmith@radfordsmith.com
Gvarshney@radfordsmith.com

Re: *Kogod v. Kogod*; Case No. D-13-489442-D

Dear Rad and Garima:

After inquiring further into DaVita's objection to your subpoena, it has been discovered that your direct communications with DaVita's counsel may be putting Dennis' position with DaVita in jeopardy. We have been informed you told DaVita's counsel that you need the past nine (9) years of Dennis' travel records. When DaVita asked why, I have been informed that you stated that you have a reason but that neither you nor Dennis would want that reason shared with DaVita. This is unacceptable.

You are causing DaVita to look into issues that have nothing to do with Dennis' position with the company. We do not control the corporation's counsel. If Dennis' position with the company is terminated based on issues that have been raised by you in this divorce, Dennis would lose all unvested stock options, as well as other options that he may receive in the future.

This could cost Gabrielle millions of dollars in the divorce property settlement. If Dennis is terminated based on your communications with DaVita or issues that have been raised in this divorce by you, then Dennis would have a claim of tortious interference of economic advantage against Gabrielle.

As such, please reconsider your strategy in this case. I am working with the attorney's at DaVita to get them to produce documents to you in this case that are responsive to your subpoena.

Should you have any questions, please do not hesitate to contact our office.

Very truly yours,

LAW OFFICE OF DANIEL MARKS

NICOLE M. YOUNG

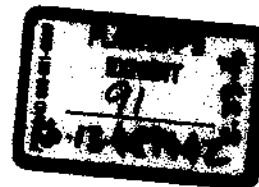
cc: Dennis Kogod

DEF 14A 1 ddef14a.htm DEFINITIVE PROXY STATEMENT

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a)
of the Securities Exchange Act of 1934



Filed by the registrant ☒ x

Filed by a party other than the registrant ☐ "

Check the appropriate box:

☐ Preliminary Proxy Statement

☐ Confidential, for Use of the Commission
Only (as permitted by Rule 14a-6(e)(2))

☒ Definitive Proxy Statement

☐ Definitive Additional Materials

☐ Soliciting Material pursuant to § 240.14a-12

DaVita Inc.

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if Other Than the Registrant)

Payment of filing fee (Check the appropriate box):

☒ No fee required

☐ Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (Set forth the amount on which the filing fee is calculated and state how it was determined.):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

☐ Fee paid previously with preliminary materials:

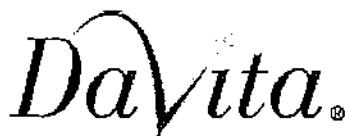
☐ Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the form or schedule and the date of its filing.

(1) Amount previously paid:

(2) Form, schedule, or registration statement no.:

(3) Filing party:

(4) Date filed:



NOTICE OF ANNUAL MEETING OF STOCKHOLDERS June 15, 2009

To Our Stockholders:

We will hold our 2009 annual meeting of the stockholders of DaVita Inc., a Delaware corporation, on Monday, June 15, 2009 at 4:00 p.m., Pacific Standard Time, at the Hyatt Regency San Francisco Airport, 1333 Bayshore Highway, Burlingame, California 94010, for the following purposes, which are further described in the accompanying Proxy Statement:

- (1) To vote upon the election of the nine directors identified in the attached Proxy Statement to our Board of Directors to serve for a term of one year or until their successors are duly elected and qualified;
- (2) To amend and restate the DaVita Inc. Executive Incentive Plan;
- (3) To ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2009; and
- (4) To transact such other business as may properly come before the annual meeting or any adjournment thereof.

Our Board of Directors has fixed the close of business on April 20, 2009 as the record date for the determination of stockholders entitled to vote at the annual meeting or any meetings held upon adjournment of the annual meeting. Only holders of record of our common stock at the close of business on that day will be entitled to vote.

In accordance with rules and regulations adopted by the Securities and Exchange Commission, we are now providing access to our proxy materials over the Internet. Accordingly, we will mail, on or about May 4, 2009, a Notice of Internet Availability of Proxy Materials to our stockholders of record and beneficial owners at the close of business on April 20, 2009. On the date of mailing of the Notice of Internet Availability of Proxy Materials, all stockholders of record and beneficial owners will have the ability to access the proxy materials on a website referred to and at the URL address included in the Notice of Internet Availability of Proxy Materials. These proxy materials will be available free of charge.

The Notice of Internet Availability of Proxy Materials will also identify the date, time and location of the annual meeting; the matters to be acted upon at the annual meeting and the Board of Directors' recommendation with regard to each matter; a toll-free telephone number, an e-mail address, and a website where stockholders can request a paper or e-mail copy of the Proxy Statement, our Annual Report to Stockholders and a form of proxy relating to the annual meeting; information on how to access the form of proxy; and information on how to obtain directions to attend the annual meeting and vote in person.

We invite you to attend the annual meeting and vote in person. If you cannot attend, to ensure that you are represented at the annual meeting, please vote, at your earliest convenience, by telephone or Internet, or request a proxy card to complete, sign and date and return by mail. If you attend the annual meeting, you may vote in person, even if you previously used the telephone or Internet voting systems, or mailed your completed proxy card.

Please note that all votes cast via telephone or the Internet must be cast prior to 11:59 p.m., Eastern Time, on Sunday, June 14, 2009.

By order of the Board of Directors,

Jeffrey L. Miller
Vice President, Deputy General Counsel and
Secretary

El Segundo, California
April 30, 2009



PROXY STATEMENT

GENERAL INFORMATION

We are sending you this Proxy Statement in connection with the solicitation of proxies by our Board of Directors, for use at our 2009 annual meeting of stockholders, which we will hold on Monday, June 15, 2009 at 4:00 p.m., Pacific Standard Time, at the Hyatt Regency San Francisco Airport, 1333 Bayshore Highway, Burlingame, California 94010. The proxies will remain valid for use at any meetings held upon adjournment of that meeting. The record date for the annual meeting is the close of business on April 20, 2009. All holders of record of our common stock on the record date are entitled to notice of the annual meeting and to vote at the annual meeting and any meetings held upon adjournment of that meeting. Our principal executive offices are located at 601 Hawaii Street, El Segundo, California 90245, and our telephone number is (800) 310-4872. This Proxy Statement is being initially distributed to stockholders on or about May 4, 2009. To obtain directions to our annual meeting, visit our website, located at <http://www.davita.com>.

In accordance with rules and regulations adopted by the Securities and Exchange Commission (the "SEC"), instead of mailing a printed copy of our proxy materials to each stockholder of record or beneficial owner, we are now furnishing proxy materials, which include this Proxy Statement and the accompanying Notice of Meeting, Proxy Card, and Annual Report to Stockholders, to our stockholders over the Internet. Because you received a Notice of Internet Availability of Proxy Materials by mail, you will not receive a printed copy of the proxy materials, unless you have previously made a permanent election to receive these materials in paper copy. Instead, the Notice of Internet Availability of Proxy Materials instructs you as to how you may access and review all of the important information contained in the proxy materials. The Notice of Internet Availability of Proxy Materials also instructs you as to how you may submit your proxy on the Internet. If you received a Notice of Internet Availability of Proxy Materials by mail and would like to receive a printed copy of our proxy materials, you should follow the instructions for requesting such materials included in the Notice of Internet Availability of Proxy Materials.

The Notice of Internet Availability of Proxy Materials was first mailed on or about May 4, 2009 to all stockholders of record as of April 20, 2009.

Whether or not you plan to attend the annual meeting in person, please vote by telephone, Internet, or request a Proxy Card to complete, sign, date and return by mail to ensure that your shares will be voted at the annual meeting. You may revoke your proxy at any time prior to its use by filing with our secretary an instrument revoking it or a duly executed proxy bearing a later date or by attending the annual meeting and voting in person.

Unless you instruct otherwise in the proxy, any proxy that is given and not revoked will be voted at the annual meeting:

- For each nominee to our Board of Directors identified in this Proxy Statement;
- For the amendment and restatement of the DaVita Inc. Executive Incentive Plan;
- For the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2009; and
- As determined by the proxyholders named in the Proxy Card in their discretion, with regard to all other matters as may properly come before the annual meeting or any adjournment thereof.

Voting Information

Our only voting securities are the outstanding shares of our common stock. At the record date, we had approximately 103,413,226 shares of common stock outstanding. Each stockholder is entitled to one vote per share on each matter that we will consider at this meeting. Stockholders are not entitled to cumulate votes. Brokers holding shares of record for their customers generally are not entitled to vote on some matters unless their customers give them specific voting instructions. If the broker does not receive specific instructions, the broker will note this on the proxy form or otherwise advise us that it lacks voting authority. The votes that the brokers would have cast if their customers had given them specific instructions are commonly called "broker non-votes." If the stockholders of record present in person or represented by their proxies at the annual meeting hold at least a majority of our shares of common stock outstanding as of the record date, a quorum will exist for the transaction of business at the annual meeting. Stockholders attending the annual meeting in person or represented by proxy at the annual meeting who abstain from voting and broker non-votes are counted as present for quorum purposes.

Votes Required for Proposals

Directors are elected by a majority of votes cast, which means that the number of shares voted "for" each of the nine nominees for election to our Board of Directors must exceed 50% of the number of votes cast with respect to each nominee's election. Abstentions and broker non-votes will not be counted as votes cast and therefore, will have no effect on the election of directors. In the event that the number of nominees exceeds the number of directors to be elected, which is a situation that we do not anticipate, directors will be elected by a plurality of the shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors.

Approval of the amendment and restatement of the DaVita Inc. Executive Incentive Plan and the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2009 each requires the affirmative vote of a majority of the shares of common stock present at the annual meeting, in person or by proxy and entitled to vote thereon. Abstentions are considered present and entitled to vote with respect to these proposals and will, therefore, be treated as votes against these proposals. Broker non-votes with respect to these proposals will not be considered as present and entitled to vote on these proposals, which will therefore reduce the number of affirmative votes needed to approve these proposals.

Proxy Solicitation Costs

We will pay for the cost of preparing, assembling, printing and mailing of the Notice of Internet Availability of Proxy Materials, this Proxy Statement and the accompanying Notice of Meeting, Proxy Card, and Annual Report to Stockholders, to our stockholders, as well as the cost of soliciting proxies relating to the annual meeting. We may request banks and brokers to solicit their customers who beneficially own our common stock listed of record in names of nominees. We will reimburse these banks and brokers for their reasonable out-of-pocket expenses regarding these solicitations. We have also retained Laurel Hill Advisory Group, LLC ("Laurel Hill") to assist in the distribution and solicitation of proxies and to verify records related to the solicitation at a fee of \$8,000 plus reimbursement for all reasonable out-of-pocket expenses incurred during the solicitation. Laurel Hill and our officers, directors and employees may supplement the original solicitation by mail of proxies, by telephone, facsimile, e-mail and personal solicitation. We will pay no additional compensation to our officers, directors and employees for these activities. We agreed to indemnify Laurel Hill against liabilities and expenses arising in connection with the proxy solicitation unless caused by Laurel Hill's gross negligence, bad faith or intentional misconduct.

Delivery of Proxy Statement and Annual Report

Beneficial owners, but not record holders, of our common stock who share a single address may receive only one copy of the Notice of Internet Availability of Proxy Materials and, as applicable, an Annual Report to Stockholders and Proxy Statement, unless their broker has received contrary instructions from any beneficial

owner at that address. This practice, known as "householding," is designed to reduce printing and mailing costs. If any beneficial owner at such an address wishes to discontinue householding and receive a separate copy of the Notice of Internet Availability of Proxy Materials and, if applicable, an Annual Report to Stockholders and Proxy Statement, they should notify their broker. Beneficial owners sharing an address to which a single copy of the Notice of Internet Availability of Proxy Materials and, if applicable, an Annual Report to Stockholders and Proxy Statement was delivered can also request prompt delivery of a separate copy of the Notice of Internet Availability of Proxy Materials and, if applicable, an Annual Report to Stockholders and Proxy Statement by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872.

Electronic Availability of Proxy Materials for 2009 Annual Meeting

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on June 15, 2009.
This Proxy Statement and the Annual Report to Stockholders and Form 10-K for fiscal year 2008 are available electronically at www.proxyvote.com.

PROPOSAL NO. 1
ELECTION OF DIRECTORS

At the annual meeting, you will elect nine directors to serve until the 2010 annual meeting of stockholders or until their respective successors are elected and qualified. Our bylaws require that each director be elected by the majority of votes cast with respect to such director in uncontested elections. In a contested election, where the number of nominees for director exceeds the number of directors to be elected, directors are elected by a plurality of shares represented in person or by proxy at any such meeting and entitled to vote on the election of directors. If a nominee for director who was in office prior to the election is not elected by a majority of votes cast, the director must promptly tender his or her resignation from the Board of Directors, and the Nominating and Governance Committee of our Board of Directors will make a recommendation to the Board of Directors about whether to accept or reject the resignation, or whether to take other action. The Board of Directors, excluding the director in question, will act on the recommendation of the Nominating and Governance Committee and publicly disclose its decision and its rationale within 90 days from the date the election results are certified. If a nominee for director who was not already serving as a director does not receive a majority of votes cast at the annual meeting, the nominee is not elected to the Board of Directors. All 2009 nominees are currently serving on the Board of Directors.

Eight of the nine nominees for director have been determined to be independent under the listing standards of the New York Stock Exchange ("NYSE"). Please see the section titled "Corporate Governance—Director Independence" below for more information. The Nominating and Governance Committee has recommended, and our Board of Directors has nominated, Charles G. Berg, Willard W. Brittain, Jr., Paul J. Diaz, Peter T. Grauer, John M. Nehra, William L. Roper, M.D., Kent J. Thiry, Roger J. Valine and Richard C. Vaughan for election as directors. Each nominee has consented to being named in this Proxy Statement as a nominee and has agreed to serve as a director if elected.

Unless the proxy indicates otherwise, the persons named as proxies in the accompanying proxy have advised us that at the meeting they intend to vote the shares covered by the proxies for the election of the nominees named above. If one or more of the nominees are unable or not willing to serve, the persons named as proxies may vote for the election of the substitute nominees that our Board of Directors may propose. The accompanying proxy contains a discretionary grant of authority with respect to this matter. The persons named as proxies may not vote for a greater number of persons than the number of nominees named above.

No arrangement or understanding exists between any nominee and any other person or persons pursuant to which any nominee was or is to be selected as a director or nominee. None of the nominees has any family relationship with any other nominee or with any of our executive officers.

The Board of Directors recommends a vote FOR the election of each of the named nominees as directors.

Information Concerning Members of Our Board of Directors Standing for Reelection

Name	Age	Position
Charles G. Berg	51	Director
Willard W. Brittain, Jr.	61	Director
Paul J. Diaz	47	Director
Peter T. Grauer	63	Lead Independent Director
John M. Nehra	60	Director
William L. Roper, M.D.	60	Director
Kent J. Thiry	53	Chairman of the Board and Chief Executive Officer
Roger J. Valine	60	Director
Richard C. Vaughan	59	Director

Charles G. Berg has been one of our directors since March 2007. Mr. Berg has served as executive chairman and as a member of the board of directors of WellCare Health Plans, Inc. ("WellCare"), a provider of managed care services for government-sponsored healthcare programs, since January 2008. Since January 2007, Mr. Berg has been a senior advisor to Welsh, Carson, Anderson & Stowe, a private equity firm. From April 1998 to July 2004, Mr. Berg held various executive positions with Oxford Health Plans, Inc. ("Oxford") which included chief executive officer from November 2002 to July 2004 when Oxford was acquired by UnitedHealth Group, president and chief operating officer from March 2001 to November 2002 and executive vice president, medical delivery from April 1998 to March 2001. From July 2004 to September 2006, Mr. Berg served as an executive of UnitedHealth Group and was primarily responsible for integrating the Oxford business.

Willard W. Brittain, Jr. has been one of our directors since March 2007. Mr. Brittain has served as chairman and chief executive officer of Prood Corporation, an executive search and business advisory company since March 2003. From September 2000 to October 2002, Mr. Brittain served as chief operating officer of PwC Consulting and from July 1995 to September 2000, Mr. Brittain served as chief operating officer of PricewaterhouseCoopers LLP. Mr. Brittain was with PricewaterhouseCoopers LLP for 28 years before his retirement. Mr. Brittain is also a director of Analysts International Corporation (through June 1, 2009), Convergys Corporation and Perini Corporation.

Paul J. Diaz has been one of our directors since July 2007. Mr. Diaz is the president and chief executive officer of Kindred Healthcare, Inc. ("Kindred"), a provider of long-term healthcare services in the United States. Mr. Diaz joined Kindred in January 2002 as president and chief operating officer. Prior to joining Kindred, Mr. Diaz was the managing member of Falcon Capital Partners, LLC, a private investment and consulting firm, and from 1996 to July 1998, Mr. Diaz served in various executive capacities with Mariner Health Group, Inc., including as executive vice president and chief operating officer. Mr. Diaz serves on the boards of Kindred, the Bloomberg School of Public Health at Johns Hopkins University and the Board of Visitors of Georgetown University Law Center.

Peter T. Grauer has been one of our directors since August 1994 and our lead independent director since 2003. Mr. Grauer has been chairman of the board of Bloomberg, Inc. since April 2001, and its chief executive officer and treasurer since March 2002. From November 2000 until March 2002, Mr. Grauer was a managing director of Credit Suisse First Boston. From September 1992 until November 2000, upon the merger of Donaldson, Lufkin & Jenrette ("DLJ") into Credit Suisse First Boston, Mr. Grauer was a managing director and founding partner of DLJ Merchant Banking Partners.

John M. Nehra has been one of our directors since November 2000. Mr. Nehra has been affiliated with New Enterprise Associates, a venture capital firm, since 1989, including, since 1993, as general partner of several of its affiliated venture capital limited partnerships. Mr. Nehra has also been managing general partner of Catalyst Ventures, a venture capital firm, since 1989.

William L. Roper, M.D. has been one of our directors since May 2001. Dr. Roper has been chief executive officer of the University of North Carolina ("UNC") Health Care System, dean of the UNC School of Medicine and vice chancellor for medical affairs of UNC since March 2004. Dr. Roper also continues to serve as a professor of health policy and administration in the UNC School of Public Health and a professor of pediatrics in the UNC School of Medicine. From 1997 until March 2004, he was dean of the UNC School of Public Health. Before joining UNC in 1997, Dr. Roper served as senior vice president of Prudential Health Care. He also served as director of the Centers for Disease Control and Prevention from 1990 to 1993, on the senior White House staff in 1989 and 1990 and as the administrator of CMS from 1986 to 1989. Dr. Roper is also chairman of the board of the National Quality Forum, a trustee of the Robert Wood Johnson Foundation and a director of Medco Health Solutions, Inc., a pharmacy benefits manager.

Kent J. Thiry became our chairman of the Board of Directors and chief executive officer in October 1999. From June 1997 until he joined us, Mr. Thiry was chairman of the board and chief executive officer of Vivra Holdings, Inc., which was formed to operate the non-dialysis business of Vivra Incorporated ("Vivra") after

Gambro AB acquired the dialysis services business of Vivra in June 1997. From September 1992 to June 1997, Mr. Thiry was the president and chief executive officer of Vivra, a provider of renal dialysis and other healthcare services. From April 1992 to August 1992, Mr. Thiry was president and co-chief executive officer of Vivra, and from September 1991 to March 1992, he was president and chief operating officer of Vivra. From 1983 to 1991, Mr. Thiry was associated with Bain & Company, first as a consultant, and then as vice president.

Roger J. Valine has been one of our directors since June 2006. From 1993 to his retirement in July 2006, Mr. Valine served as the chief executive officer of Vision Service Plan ("VSP"), the nation's largest provider of eyecare wellness benefits. From January 1993 to February 2006, Mr. Valine served as both the president and chief executive officer of VSP. Upon his retirement, Mr. Valine had worked for VSP for 33 years and provided consulting services to VSP through January 2008. Mr. Valine serves on the boards of SureWest Communications and American Specialty Health Incorporated.

Richard C. Vaughan has been one of our directors since May 2005. Mr. Vaughan served as executive vice president of Lincoln Financial Group from 1995 until his retirement in April 2005 and served as its chief financial officer from June 1992 to April 2005. Mr. Vaughan is also a director of MBIA Inc.

CORPORATE GOVERNANCE

Director Independence

Under the listing standards of the NYSE, a majority of the members of our Board of Directors must satisfy the NYSE criteria for "independence." No director qualifies as independent under the NYSE listing standards unless the Board of Directors affirmatively determines that the director has no material relationship with us (either directly or as a partner, stockholder or officer of an organization that has a relationship with us). The Board of Directors has determined that all of the individuals currently serving, or who served at any time during 2008, as members of the Board of Directors, other than Mr. Thiry, are independent under the NYSE listing standards.

The Board of Directors evaluates the independence of our directors annually and will review the independence of individual directors on an interim basis to consider changes in employment, relationships and other factors. The Board of Directors also maintains a policy whereby the Board of Directors will evaluate the appropriateness of the director's continued service on the Board of Directors in the event that the director retires from their principal job, changes their principal job responsibility or experiences a significant event that could negatively affect their service to the Board of Directors. In such event, the affected director shall promptly submit his or her resignation to the chairman of the Board of Directors and the lead independent director. The members of the Board of Directors, excluding the affected director, will determine whether the affected director's continued service on the Board of Directors is in the best interests of our stockholders and will decide whether or not to accept the resignation of the director. In addition, prior to accepting an invitation to serve on the board of directors of another public company, a director must advise the chairman of the Board of Directors and the lead independent director so that the remaining members of the Board of Directors may evaluate any potential conflicts of interest.

Each member of the committees of the Board of Directors meets the independence requirements applicable to those committees. In making determinations of independence, the Board of Directors considered the following relationships and determined that none of such relationships was a material relationship that would impair the independence of any such individual:

- (1) Mr. Thiry holds an ownership interest in NEA Partnerships of less than 1%. Mr. Nehra is a general partner of NEA Partnerships and Richard K. Whitney, our chief financial officer, is a venture partner of New Enterprise Associates, an affiliate of NEA Partnerships.
- (2) Mr. Berg is a director, the executive chairman and a stockholder of WellCare, which has made payments to us for services rendered in the ordinary course of business in the last three years which did not exceed the greater of \$1 million or 2% of WellCare's consolidated gross revenue in any such year. For additional information, see "Certain Relationships and Related Transactions."
- (3) Mr. Diaz is a director, the president and chief executive officer and a stockholder of Kindred, which has made payments to us for services rendered in the ordinary course of business in the last three years which did not exceed the greater of \$1 million or 2% of Kindred's consolidated gross revenue in any such year. For additional information, see "Certain Relationships and Related Transactions."

Meetings of Non-management Directors

Non-management directors meet regularly in executive sessions without management. Executive sessions are held in conjunction with each regularly scheduled meeting of the Board of Directors. The lead independent director is responsible for, among other things, presiding over all executive sessions of the Board of Directors and related activities. Mr. Grauer serves as our lead independent director.

Communications with the Board of Directors

Any interested party who desires to contact the lead independent director, Mr. Grauer, may do so by sending an email to leaddirector@davita.com. In addition, any interested party who desires to contact the Board of Directors or any member of the Board of Directors may do so by writing to: Board of Directors, c/o Secretary.

DaVita Inc., 601 Hawaii Street, El Segundo, California 90245. Copies of any such written communications received by the Secretary will be provided to the full Board of Directors or the appropriate member depending on the facts and circumstances described in the communication unless they are considered, in the reasonable judgment of the Secretary, to be improper for submission to the intended recipient(s).

Annual Meeting of Stockholders

We do not have a policy requiring that directors attend the annual meeting of stockholders. At the last annual meeting of stockholders, only our chairman, Mr. Thiry, attended the meeting.

Information Regarding our Board of Directors and its Committees

Our Board of Directors met five times during 2008. Each of our directors attended at least 75% of the total number of meetings of the Board of Directors and of the committees of the Board of Directors on which he or she served during 2008. Our Board of Directors has established the following committees: the Audit Committee, the Compensation Committee, the Nominating and Governance Committee, the Compliance Committee, the Public Policy Committee and the Clinical Performance Committee.

Audit Committee

The current members of our Audit Committee are Mr. Berg, Mr. Valine and Mr. Vaughan, with Mr. Vaughan serving as the chair. Our Board of Directors has determined that Mr. Berg, Mr. Valine and Mr. Vaughan each qualifies as an "audit committee financial expert" within the meaning of the rules of the SEC and that each of the members of our Audit Committee is "independent" and "financially literate" under the listing standards of the NYSE. Our Board of Directors has adopted a written charter for our Audit Committee, which is included as Annex A to this Proxy Statement. The charter can be obtained without charge by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872 or through our website, located at <http://www.davita.com>. The Audit Committee's primary responsibilities are to assist the Board of Directors with oversight of: (1) the integrity of our financial statements including the financial reporting and disclosure processes and the integrity and effectiveness of our system of internal controls over financial reporting; and (2) the independence, qualifications and performance of our independent registered public accounting firm, including a review of the scope and results of their audit, as well as our internal audit function. The Audit Committee, together with the Compliance Committee, assists the Board of Directors with oversight of compliance with legal and regulatory requirements. The Compliance Committee has primary responsibility for oversight of health care regulatory compliance requirements. The Audit Committee assists the Board of Directors with oversight of all other legal and regulatory requirements, including those that may have a material impact on the company's financial statements. The Audit Committee also appoints and engages our independent registered public accounting firm and must pre-approve the independent registered public accounting firm's annual audit services (including related fees), audit related services, and all other services in accordance with our pre-approval policy. Our pre-approval policy is available on our website, located at <http://www.davita.com>. The Audit Committee met eight times during 2008, including meetings held with the independent registered public accounting firm and management each quarter prior to the release of the company's financial statements. The Audit Committee met with the independent registered public accounting firm without management present on six occasions in 2008.

Compensation Committee

The current members of our Compensation Committee are Mr. Grauer, Mr. Nehra and Mr. Valine, with Mr. Nehra serving as the chair. Ms. Nancy-Ann DeParle was a member of the Compensation Committee in 2008 until her resignation on July 29, 2008. Each of the members of our Compensation Committee is independent in accordance with the listing standards of the NYSE. Each of the members of this committee is also a "nonemployee director" as that term is defined under Rule 16b-3 of the Securities Exchange Act of 1934 (the "Exchange Act") and an "outside director" as that term is defined in Internal Revenue Service regulations.

Our Compensation Committee reviews the performance of our chief executive officer and other executives and makes decisions regarding their compensation, with the goal of ensuring that our compensation system for our chief executive officer and our other executives, as well as our philosophy for compensation for all employees and our Board of Directors, is aligned with the long-term interests of our stockholders. The Compensation Committee establishes policies relating to the compensation of our executive officers and other key employees that further this goal.

The Compensation Committee is responsible for determining the compensation of our chief executive officer. The Compensation Committee conducts an evaluation of our chief executive officer's performance and the company's performance and considers a self-assessment prepared by our chief executive officer. Periodically, the Compensation Committee engages an outside consultant to conduct an analysis of our chief executive officer's performance as a manager during the year. Neither the chief executive officer nor other members of management provide a recommendation to the Compensation Committee with regard to the chief executive officer's compensation. The compensation package for our chief executive officer is approved by the Compensation Committee, subject to ratification by the independent members of the Board of Directors. The Compensation Committee works closely with our chief executive officer to determine the compensation of our other executive officers. Our chief executive officer conducts a performance and compensation review of each other executive officer and reviews his detailed assessments of the performance of each of the other executive officers with the Compensation Committee. The Compensation Committee considers the recommendations of the chief executive officer when determining the compensation of the other executive officers.

In 2009, Compensia, a national compensation consulting firm engaged by the Compensation Committee, provided the Compensation Committee with an analysis of comparative market data on the cash and stock-based compensation for senior executives at a group of comparable companies within our industry. The Compensation Committee considered Compensia's analysis of the compensation of executives serving in similar positions at comparable companies to obtain a general understanding of current compensation practices in our industry and to provide context for compensation decisions. Compensation decisions are not directly related to or otherwise based upon the comparative data. The Compensation Committee uses this comparative data as one of many factors considered to set the compensation for our executive officers. The Compensation Committee has the sole authority to retain or replace Compensia in its discretion. Compensia does not provide consulting services to the company and may not provide such services without the approval of the chair of the Compensation Committee.

Our Non-Management Director Compensation Philosophy and Plan sets forth the terms of our director compensation. There is no annual evaluation of director compensation or discretionary decision-making involved in director compensation. Please see "Executive Compensation—Compensation of Directors" on page 53 of this Proxy Statement for more information regarding our director compensation program pursuant to the Non-Management Director Compensation Philosophy and Plan.

The Compensation Committee met seven times during 2008. The charter of the Compensation Committee can be obtained without charge by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872 or through our website, located at <http://www.davita.com>.

Nominating and Governance Committee

The current members of our Nominating and Governance Committee are Mr. Berg, Mr. Brittain, Mr. Diaz, Mr. Grauer, Mr. Nehra, Dr. Roper, Mr. Valine and Mr. Vaughan, representing all of our independent directors. Ms. DeParle was a member of the Nominating and Governance Committee in 2008 until her resignation on July 29, 2008. Our lead independent director, Mr. Grauer, is the chair of the Nominating and Governance Committee. Our Board of Directors has adopted a set of corporate governance guidelines established to assist the Board of Directors and its committees in performing their duties and serving the best interests of the company and our stockholders. The charter of the Nominating and Governance Committee and our corporate governance guidelines can be obtained without charge by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872 or through our website, located at <http://www.davita.com>.

Our Nominating and Governance Committee reviews and makes recommendations to the Board of Directors about our governance processes, assists in identifying and recruiting candidates for the Board of Directors, reviews the performance of the individual members of the Board of Directors, proposes a slate of nominees for election at the annual meeting of stockholders and makes recommendations to the Board of Directors regarding the membership and chairs of the committees of the Board of Directors. The Nominating and Governance Committee does not have a specific set of minimum criteria for membership on the Board of Directors. In making its recommendations, however, it considers the mix of characteristics, experience, diverse perspectives and skills that is most beneficial to our company. The committee also considers continuing director tenure and takes steps as may be appropriate to ensure that the Board of Directors maintains an openness to new ideas and a willingness to re-examine the status quo. The Nominating and Governance Committee will consider nominees for directors recommended by stockholders upon submission in writing to our Secretary of the names and qualifications of such nominees at the following address: DaVita Inc., 601 Hawaii Street, El Segundo, California 90245. The committee does not intend to alter the manner in which it evaluates candidates based on whether the candidate was recommended by a stockholder.

The Nominating and Governance Committee held two formal meetings during 2008. In April 2009, the Nominating and Governance Committee recommended the candidates standing for election at the 2009 annual meeting of stockholders.

Compliance Committee

The current members of our Compliance Committee are Mr. Grauer and Dr. Roper, with Dr. Roper serving as the chair. Each of the members of our Compliance Committee is independent in accordance with the listing standards of the NYSE. Our Compliance Committee oversees and monitors the effectiveness of our health care regulatory compliance program and reviews significant health care regulatory compliance risk areas, and reviews the steps management is taking to monitor, control and report these risk exposures. The Compliance Committee, together with the Audit Committee, assists the Board of Directors with oversight of compliance with legal and regulatory requirements. The Compliance Committee has primary responsibility for oversight of health care regulatory requirements. The Compliance Committee meets regularly with our chief compliance officer. The Compliance Committee met three times during 2008. The charter of the Compliance Committee can be obtained without charge by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872 or through our website, located at <http://www.davita.com>.

Public Policy Committee

The current members of our Public Policy Committee are Mr. Brittain, Mr. Diaz and Dr. Roper, with Mr. Diaz serving as the chair since October 8, 2008. Ms. DeParle was a member and chair of the Public Policy Committee in 2008 until her resignation on July 29, 2008. Each of the members of our Public Policy Committee is independent in accordance with the listing standards of the NYSE. Our Public Policy Committee advises the Board of Directors on public policy and makes recommendations to the Board of Directors as to policies and procedures relating to issues of public policy and government relations. The Public Policy Committee met one time during 2008. The charter of the Public Policy Committee can be obtained without charge by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872 or through our website, located at <http://www.davita.com>.

Clinical Performance Committee

The current members of our Clinical Performance Committee are Mr. Brittain, Mr. Nehra and Dr. Roper, with Dr. Roper serving as the chair. Each of the members of our Clinical Performance Committee is independent in accordance with the listing standards of the NYSE. Our Clinical Performance Committee advises the Board of Directors on clinical performance issues facing the company and makes recommendations to management and to the Board of Directors as to policies and procedures relating to issues of clinical performance. The Clinical

Performance Committee met two times during 2008. The charter of the Clinical Performance Committee can be obtained without charge by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872 or through our website, located at <http://www.davita.com>.

Board of Directors Share Ownership Policy

We have a share ownership policy that applies to all non-management members of our Board of Directors. The purpose of the policy is to encourage our Board of Directors to have an ownership stake in the company by retaining a specified number of shares of our common stock.

Both shares owned directly and shares underlying vested but unexercised stock options, stock appreciation rights (including stock-settled stock appreciation rights ("SSARs")), and restricted stock units are included in the determination of whether the share ownership guidelines have been met. The total net realizable share value retained must have a current market value of not less than the lower of:

- 25% of the total equity award value realized by the Board of Directors member to date in excess of \$100,000; or
- five times the annual Board of Directors retainer of \$24,000, or \$120,000.

Each of the members of the Board of Directors standing for reelection met these share ownership guidelines as of December 31, 2008. Mr. Thiry, as chief executive officer, is subject to the management share ownership policy described below and meets the guidelines set forth in that policy.

Management Share Ownership Policy

In addition, we have a share ownership policy which applies to all members of our management team at the vice president level and above. See "Compensation Discussion and Analysis" beginning on page 21 of this Proxy Statement for more information regarding our management share ownership policy.

Code of Ethics and Code of Conduct

We have a code of ethics that applies to our chief executive officer, chief financial officer, controller and principal accounting officer, general counsel, all vice presidents and all professionals involved in the accounting and financial reporting functions. We also have a code of conduct that applies to all of our teammates. The code of ethics and the code of conduct can be obtained without charge by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872 or through our website, located at <http://www.davita.com>.

PROPOSAL NO. 2
AMENDMENT AND RESTATEMENT OF THE DAVITA INC. EXECUTIVE INCENTIVE PLAN

Our stockholders approved the DaVita Inc. Executive Incentive Plan at the annual meeting of stockholders held on June 5, 2001 and the Amended and Restated DaVita Inc. Executive Incentive Plan at the annual meeting of the stockholders held on May 13, 2005. Our Compensation Committee has approved a number of amendments to that plan, subject to approval by our stockholders. The most significant amendment is to permit incentive compensation payments for performance periods other than on a calendar year basis as determined by the Compensation Committee. Currently, the plan only applies to a calendar year performance period. We are seeking stockholder approval of the plan, as amended and restated. The plan, both as originally adopted, and as amended and restated, is intended to ensure that incentive awards paid to senior executives can be fully tax deductible by us as performance-based compensation, within the meaning of Section 162(m) of the Internal Revenue Code and the rules and regulations thereunder ("Section 162(m)").

Under Section 162(m), the amount that we may deduct for federal income tax purposes for compensation paid to our chief executive officer and any of our three other highest paid executive officers (other than our principal financial officer) in any tax year is generally limited to \$1 million per individual, unless the payments are made based upon the attainment of pre-established performance goals that are approved by our stockholders.

If the proposal to approve the plan, as amended and restated, is not passed at this meeting, the various amendments to the plan approved by our Compensation Committee will not take effect and the plan will remain as approved by our stockholders in 2005. A summary of the features of the plan, as amended and restated, is provided below. The full text of the plan, as amended and restated, is set forth as Annex B to this Proxy Statement. Except where otherwise noted, the references to the plan in the summary description are to the plan, as amended and restated.

Summary Description of the Plan

Our chief executive officer and each other executive officer whose annual compensation for a taxable year is determined by the Compensation Committee to be likely not to be deductible, in whole or in part, unless the compensation qualifies as performance-based under Section 162(m) are eligible to participate in the plan. The amended and restated plan would also authorize the Compensation Committee to select other employees to receive awards under the plan. Mr. Thiry, Mr. Kogod, Mr. Rodriguez and Mr. Usilton will be the only executive officers eligible to participate in the plan for performance periods beginning on January 1, 2009. The Compensation Committee has determined that the performance goals established under the plan for 2008 were exceeded. For 2008, Mr. Thiry, Mr. Mello, Mr. Kogod and Mr. Rodriguez participated in the plan and received cash awards thereunder as follows: \$2,000,000 for Mr. Thiry, \$850,000 for Mr. Mello, \$750,000 for Mr. Kogod, and \$250,000 for Mr. Rodriguez.

Our Compensation Committee, consisting solely of "outside directors," as that term is defined by Section 162(m), administers the plan, including, among other things, determining the eligible participants, the performance period and performance goals for plan participants and the amount of awards payable to them upon the attainment, in whole or in part, of their performance goals for each performance period. The Compensation Committee also certifies whether or not each participant has met, in whole or in part, his or her performance goals for each performance period.

No later than 90 days after the commencement of each performance period (and in no event after 25% of the performance period has elapsed), the Compensation Committee is required to designate participants for that performance period and establish, in writing, the performance goals for each participant for that performance period and the method of calculating the award that will be payable to each if his or her performance goals are attained, in whole or in part. The performance goals established by the Compensation Committee for each

participant for a performance period and the method of calculating the amount of the award that will be payable to a participant if his or her performance goals are attained may not be modified after the first 90 days (or, if less, 25%) of the performance period.

The performance goals established by the Compensation Committee for participants for a performance period are to be based on one or more of the following business criteria: cash generation targets, profit and revenue targets on an absolute or per share basis (including but not limited to earnings before interest and taxes (EBIT), earnings before interest, taxes, depreciation and amortization (EBITDA), operating income and earnings per share (EPS)), market share targets, acquisition targets, profitability targets (as measured through return ratios or stockholder returns), treatment growth, clinical outcomes, physician relations, employee turnover and employee relations. In addition, the amended and restated plan would add the following additional business criteria: cost and expense targets (including, but not limited to cost per treatment, general and administrative expenses, capital expenditures and operating expenses), equity value, leverage ratio, patient growth and center growth, physician recruitment, physician retention, patient retention, improvements in reimbursement economics, commercial payor relationships and contract related targets, public policy efforts and investigation, legal proceedings and litigation outcomes. Profit and revenue targets on an absolute or per share basis would additionally include operating income margin, revenue per treatment, cash flow and free cash flow. The performance goals established by the Compensation Committee may apply the criteria to the company as a whole or to any of its subsidiaries or business units.

The maximum amount that may be paid under the plan to any participant for any calendar year is \$10 million. A participant may be eligible for awards under the plan for overlapping performance periods; however, no participant may receive total awards under the plan in excess of \$10 million with respect to a particular calendar year. Awards can be paid in cash, shares of our common stock or units representing the right to receive shares of our common stock. The Compensation Committee can add restrictions to shares of our common stock or stock units paid under the plan. For the purpose of determining compliance with the \$10 million payment limit, (i) an award that is paid for a performance period that spans more than one calendar year shall be pro rated evenly over the calendar years or portions thereof contained within such performance period and (ii) shares of our common stock or stock units will be valued based on the last reported sale price of our common stock on the payment date, without reduction for any restrictions that the Compensation Committee may have applied. If the payment of an award in shares of our common stock or stock units would require approval under the rules of the principal stock exchange on which our common stock is traded, then that payment must be made under the terms of another of our benefit plans for which additional stockholder approval would not be required.

Awards under the plan can only be paid upon attainment of the performance goals established by the Compensation Committee. Unless otherwise provided in a participant's employment agreement or otherwise determined by the Compensation Committee, a participant will not be entitled to receive payments under the plan if he or she is not employed by us when the award is paid. The Compensation Committee can decrease, but not increase, the amount that can be paid upon the attainment of the applicable performance goals for a participant, if the Compensation Committee determines that to do so is in our best interests and the best interests of our stockholders.

The Compensation Committee may withhold from any award any amount that a participant owes us.

The Compensation Committee may amend the plan at any time, provided that stockholder approval of any such amendment will be required to the extent necessary under Section 162(m).

The Board of Directors recommends a vote FOR the amendment and restatement of the DaVita Inc. Executive Incentive Plan.

PROPOSAL NO. 3

RATIFICATION OF APPOINTMENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

Independent Registered Public Accounting Firm

The Audit Committee has appointed KPMG LLP as our independent registered public accounting firm for the fiscal year ending December 31, 2009. Representatives of KPMG LLP are expected to attend the annual meeting in person or telephonically, and will be available to respond to appropriate questions and to make a statement if they so desire. If KPMG LLP should decline to act or otherwise become incapable of acting, or if KPMG LLP's engagement is discontinued for any reason, the Audit Committee will appoint another independent registered public accounting firm to serve as our independent registered public accounting firm for 2009. Although we are not required to seek stockholder ratification of this appointment, the Board of Directors believes that doing so is consistent with corporate governance best practices. If the appointment is not ratified, the Audit Committee will explore the reasons for stockholder rejection and will reconsider the appointment.

The following table sets forth the aggregate professional fees billed to us for the years ended December 31, 2008 and 2007 by KPMG LLP, our independent registered public accounting firm:

	2008	2007
Audit fees ⁽¹⁾	\$1,752,752	\$1,873,513
Audit-related fees ⁽²⁾	778,549	629,545
Tax fees ⁽³⁾	87,021	264,036
All other fees	—	—
	<u>\$2,618,322</u>	<u>\$2,767,094</u>

(1) Includes aggregate fees for the audit of our consolidated financial statements, which included KPMG LLP's attestation report on the effectiveness of our internal control over financial reporting as required by Section 404 of the Sarbanes-Oxley Act and the three quarterly reviews of our reports on Form 10-Q and other SEC filings.

(2) Includes fees for assurance and related services that are reasonably related to the performance of the audit or review of our financial statements and are not reported as "Audit Fees," including fees of \$555,369 in 2008 and \$385,224 in 2007, for KPMG LLP's services as an independent review organization for our subsidiary Gambro Healthcare, Inc., now known as DVA Renal Healthcare, Inc. The audit-related fees also include fees for audits of employee benefit plans, an audit of one of our majority-owned joint ventures and audits of certain wholly-owned subsidiaries.

(3) Includes fees for professional services rendered for tax advice and tax planning. None of these fees were for tax compliance or tax preparation services.

In connection with the audit of our financial statements and internal control over financial reporting for fiscal years 2008 and 2007, we entered into an agreement with KPMG LLP which sets forth the terms by which KPMG LLP will perform audit services for us. That agreement is subject to alternative dispute resolution procedures, an exclusion of punitive damages and various other provisions.

Pre-approval Policies and Procedures

The Audit Committee of our Board of Directors is required to pre-approve the audit, audit-related, tax and all other services provided by our independent registered public accounting firm in order to assure that the provision of such services does not impair the auditor's independence. The Audit Committee's pre-approval policy provides for pre-approval of all audit, audit-related, tax and all other services provided by the independent registered public accounting firm, KPMG LLP, and is available on our website, located at <http://www.davita.com>. The Audit Committee pre-approved all such services in 2008 and concluded that such

services performed by KPMG LLP were compatible with the maintenance of that firm's independence in the conduct of its auditing functions.

The affirmative vote of a majority of the shares of common stock present at the annual meeting, in person or by proxy and entitled to vote thereon, is required for the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2009.

The Board of Directors recommends a vote FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2009.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

The following table sets forth information regarding the ownership of our common stock as of March 1, 2009 by (a) all persons known by us to own beneficially more than 5% of our common stock, (b) each of our directors and named executive officers, and (c) all of our directors, named executive officers and other executive officers as a group. We know of no agreements among our stockholders which relate to voting or investment power over our common stock or any arrangement the operation of which may at a subsequent date result in a change of control of the company.

Name and address of beneficial owner ⁽¹⁾	Number of shares beneficially owned	Percentage of shares beneficially owned
Capital Group International, Inc. ⁽²⁾ 11100 Santa Monica Blvd. Los Angeles, CA 90025	12,630,800	12.2%
TimesSquare Capital Management, LLC ⁽³⁾ 1177 Avenue of the Americas, 39 th Floor New York, NY 10036	5,418,027	5.2%
Kent J. Thiry ⁽⁴⁾	2,036,367	1.9%
James K. Hilger ⁽⁵⁾	64,999	*
Dennis Kogod ⁽⁶⁾	114,959	*
Joseph C. Mello ⁽⁷⁾	498,438	*
Javier Rodriguez ⁽⁸⁾	290,480	*
Richard K. Whitney ⁽⁹⁾	158,409	*
Charles G. Berg ⁽¹⁰⁾	11,808	*
Willard W. Brittain, Jr. ⁽¹¹⁾	10,994	*
Paul J. Diaz ⁽¹²⁾	4,955	*
Peter T. Grauer ⁽¹³⁾	40,974	*
John M. Nehra ⁽¹⁴⁾	94,912	*
William L. Roper ⁽¹⁵⁾	72,042	*
Roger J. Valine ⁽¹⁶⁾	20,407	*
Richard C. Vaughan ⁽¹⁷⁾	54,179	*
All directors, named executive officers and other executive officers as a group (20 persons) ⁽¹⁸⁾	3,793,963	3.5%

* Amount represents less than 1% of our common stock.

(1) Unless otherwise set forth in the following table, the address of each beneficial owner is 601 Hawaii Street, El Segundo, California 90245.

(2) Based upon information contained in a Schedule 13G/A filed with the SEC on February 12, 2009, Capital Group International, Inc. ("CGI") is the parent holding company of a group of investment management companies that hold investment power, and in some cases, voting power over the shares reported by CGI. CGI does not have investment power or voting power over the shares reported but may be deemed to be the beneficial owner of 6,690,490 shares with sole power to vote 5,427,080 shares and sole power to dispose of all 6,690,490 shares. Capital Guardian Trust Company, a bank as defined in Section 3(a)(6) of the Exchange Act, is deemed to be the beneficial owner of 5,940,310 shares with sole power to vote 4,779,030 shares and sole power to dispose of all 5,940,310 shares as a result of its serving as the investment manager of various institutional accounts.

(3) Based on information contained in a Schedule 13G/A filed with the SEC on February 9, 2009, these securities are owned by investment advisory clients of TimesSquare Capital Management, LLC ("Times Square"). In its role as investment advisor, Times Square has sole voting power with respect to 4,066,627 shares and sole dispositive power with respect to 5,418,027 shares.

- (4) Includes 22,743 shares held in a family trust, 1,097,444 and 787,500 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2009 and 12,500 unvested restricted stock units that will vest within 60 days after March 1, 2009.
- (5) Includes 34,166 and 30,833 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2009.
- (6) Includes 25,417 and 88,333 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2009.
- (7) Mr. Mello retired from his position as chief operating officer January 2009 and was no longer an executive officer of the company on March 1, 2009. Includes 200,000 and 293,750 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2009, and 4,688 unvested restricted stock units that will vest within 60 days after March 1, 2009.
- (8) Includes 100,500 and 181,666 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2009.
- (9) Includes 130,555 shares issuable upon the exercise of SSARs which are exercisable as of, or will become exercisable within 60 days after, March 1, 2009. Includes 27,854 shares pledged as security.
- (10) Includes 10,286 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days after, March 1, 2009 and 233 vested but unissued restricted stock units.
- (11) Includes 9,653 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days after, March 1, 2009 and 233 vested but unissued restricted stock units.
- (12) Includes 3,750 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days after, March 1, 2009 and 233 vested but unissued restricted stock units.
- (13) Includes 36,000 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days after, March 1, 2009 and 1,926 vested but unissued restricted stock units.
- (14) Includes 48,000 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days after, March 1, 2009 and 1,926 vested but unissued restricted stock units.
- (15) Includes 63,999 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days after, March 1, 2009 and 1,926 vested but unissued restricted stock units.
- (16) Includes 18,139 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days, after March 1, 2009 and 233 vested but unissued restricted stock units.
- (17) Includes 47,250 shares issuable upon the exercise of options which are exercisable as of, or will become exercisable within 60 days after, March 1, 2009 and 1,926 vested but unissued restricted stock units.
- (18) Includes 1,843,971 and 1,671,886 shares issuable upon the exercise of options and SSARs, respectively, which are exercisable as of, or will become exercisable within 60 days after, March 1, 2009, 8,636 vested but unissued restricted stock units and 17,188 unvested restricted stock units that will vest within 60 days after March 1, 2009.

Information Concerning Our Executive Officers

<u>Name</u>	<u>Age</u>	<u>Position</u>
Kent J. Thiry	53	Chairman of the Board and Chief Executive Officer
James K. Hilger	47	Vice President and Controller
Dennis Kogod	49	Chief Operating Officer
Laura Mildenberger	50	Senior Vice President and Chief People Officer
Allen R. Nissenson, M.D., FACP	62	Chief Medical Officer
Georgina Randolph	61	Senior Vice President
Javier Rodriguez	38	Senior Vice President
David T. Shapiro	39	Chief Compliance Officer
Thomas O. Usilton, Jr.	57	Senior Vice President
Richard K. Whitney	41	Chief Financial Officer
LeAnne Zumwalt	50	Vice President

Our executive officers are elected by, and serve at the discretion of, our Board of Directors. Set forth below is a brief description of the business experience of all executive officers other than Mr. Thiry, who is also a director and whose business experience is set forth above in the section of this Proxy Statement entitled "Information Concerning Members of Our Board of Directors Standing for Re-election."

James K. Hilger became our vice president and controller in May 2006 and prior to that, he served as our vice president, finance beginning in September 2005. Mr. Hilger was our acting chief financial officer from November 2007 through February 2008. From September 2003 until joining us, Mr. Hilger served as vice president, finance and administration and chief financial officer of Pyramid Breweries, a brewer of specialty beverages. From December 1998 to July 2003, Mr. Hilger served in positions as chief executive officer and chief financial officer of WorldCatch, Inc., a seafood industry company. From 1987 until joining WorldCatch, Inc., Mr. Hilger held a variety of senior financial positions in the food industry. Mr. Hilger began his career in public accounting with Ernst & Whinney.

Dennis Kogod became our chief operating officer in January 2009 and prior to that, he served as our president-west beginning in October 2005. From January 2004 until joining us, Mr. Kogod served as president and chief operating officer-west of Gambro Healthcare, Inc., which we acquired in October 2005. From July 2000 to January 2004, Mr. Kogod served as president, west division of Gambro Healthcare, Inc. From June 1999 to July 2000, Mr. Kogod was president of Teleflex Medical Group, a medical original equipment manufacturer of medical delivery systems. From January 1996 to June 1999, Mr. Kogod was corporate vice president of Teleflex Surgical Group, a surgical device and service organization. Mr. Kogod serves on the board of directors of Arbios Systems, Inc., a medical device and cell-based therapy company.

Laura Mildenberger became our chief people officer in July 2008, having joined us in October 2001 as vice president of operations. Prior to joining us, Ms. Mildenberger served as vice president of operations for the western U.S. for Matrix Rehabilitation from March 2000 to October 2001. From 1993 to 2000, Ms. Mildenberger served as a general manager for NovaCare Outpatient Rehabilitation. From 1988 to 1993, Ms. Mildenberger was the executive vice president/principal of Worker Rehabilitation Services, a multi-site physical rehabilitation company. Ms. Mildenberger began her career as an occupational therapist at the Mayo Clinic.

Allen R. Nissenson, M.D., FACP, became our chief medical officer in August 2008. He is an emeritus professor of medicine at the David Geffen School of Medicine at UCLA, where he served as director of the dialysis program from 1977 to 2008 and associate dean from 2005 to 2008. Dr. Nissenson was the president of the Southern California End-Stage Renal Disease Network from 2005 to 2007. Dr. Nissenson was the president of the National Anemia Action Council from 2001 to 2007. Dr. Nissenson was the president of the Renal Physicians Association from 1999 to 2001.

Georgina Randolph became our senior vice president in December 2001 and prior to that, she served as our vice president beginning in October 1993. From June 1989 until joining us, Ms. Randolph served as

nephrology program director for the University of California, San Diego Medical Center. From 1988 to 1989, Ms. Randolph served as the director of north east operations for Renal Care Centers Corporation, which was acquired by Fresenius Medical Care Corporation in 1989.

Javier Rodriguez became our senior vice president in 2006. From 2004 to 2006, Mr. Rodriguez served as our vice president of operations. From 2000 to 2003, Mr. Rodriguez served as our vice president of payor contracting. From 1998 to 2000, Mr. Rodriguez served with us in various other director positions.

David T. Shapiro became our chief compliance officer and senior vice president in October 2008, having joined us in March 2008 as the deputy chief compliance officer. Prior to joining us, Mr. Shapiro was counsel at the Pepper Hamilton law firm from March 2007 through February 2008, during which time he represented health care clients in government investigations and compliance issues. From October 2003 through March 2007, Mr. Shapiro served as a trial attorney with the Civil Frauds Section of the United States Department of Justice. From June 1999 through October 2003, Mr. Shapiro was an attorney with the law firm Mintz, Levin, Cohn, Ferris, Glovsky and Popeo, P.C. in Washington, DC.

Thomas O. Usilton, Jr. became our senior vice president in April 2006 and prior to that, he served as our group vice president beginning in August 2004. From February 2000 until joining us, Mr. Usilton served as president and chief executive officer of Digital Insurance Inc., a leading health and welfare brokerage and services company. From 1995 until founding Digital Insurance Inc. in 2000, Mr. Usilton was senior vice president of Vivra Specialty Partners, a national physicians practice management company. Prior to joining Vivra Specialty Partners, Mr. Usilton served as president and chief executive officer of Premier Asthma and Allergy, a disease management company specializing in asthma management. From 1986 to 1987, Mr. Usilton was general manager and executive vice president of CIGNA Corporation. Prior to his employment with CIGNA Corporation, from 1978 to 1985, he served as executive vice president for Health America Inc., a national leader in the Health Maintenance Organization medical insurance field.

Richard K. Whitney joined us in February 2008 and became our chief financial officer in March 2008. Mr. Whitney serves in this capacity with us on a part-time basis. Since December 2005, Mr. Whitney was the founder and serves as a managing member of Whitney Capital, LLC, a private equity investment firm which invests primarily in healthcare services and products companies. Since December 2006, Mr. Whitney has served as a venture partner of New Enterprise Associates, a venture capital firm. From February 2005 to January 2006, Mr. Whitney served as Chairman of the Board of Specialty Laboratories, Inc., a reference laboratory services company, and as a director of Specialty Laboratories, Inc. from September 2004 to January 2006. From February 2000 to February 2004, Mr. Whitney served as our chief financial officer.

LeAnne Zumwalt became our vice president in 2000. She is responsible for investor relations, public policy—regulatory and purchasing departments. From 1997 to 1999, Ms. Zumwalt served as chief financial officer of Vivra Specialty Partners, a privately held health care service and technology firm. From 1991 to 1997, Ms. Zumwalt held various executive positions at Vivra Incorporated, a publicly held provider of dialysis services. Prior to joining Vivra Incorporated, Ms. Zumwalt was a senior manager at Ernst & Young, LLP. Ms. Zumwalt serves on the board of directors of The Advisory Board Company.

None of the executive officers has any family relationship with any other executive officer or with any of our directors.

Section 16(a) Beneficial Ownership Reporting Compliance

Section 16(a) of the Exchange Act requires “insiders,” including our executive officers, directors and beneficial owners of more than 10% of our common stock, to file reports of ownership and changes in ownership of our common stock with the SEC and the NYSE, and to furnish us with copies of all Section 16(a) forms they file. Based solely on our review of the copies of such forms received by us, or written representations from reporting persons, we believe that our insiders complied with all applicable Section 16(a) filing requirements during 2008.

EQUITY COMPENSATION PLAN INFORMATION

The following table provides information about our common stock that may be issued upon the exercise of stock options, stock appreciation rights, restricted stock units, and employee stock purchase rights under all of our existing equity compensation plans and agreements as of December 31, 2008, including the 1994 Equity Compensation Plan, the 1995 Equity Compensation Plan, the 1997 Equity Compensation Plan, the 1999 Equity Compensation Plan, the 1999 Non-Executive Officer and Non-Director Equity Compensation Plan, the Special Purpose Option Plan (RTC Plan), the 2002 Equity Compensation Plan and the Employee Stock Purchase Plan. The material terms of each of these plans and agreements are described in the notes to the December 31, 2008 consolidated financial statements, which are part of our Annual Report on Form 10-K for the year ended December 31, 2008. Each of these plans was approved by our stockholders, other than the 1999 Non-Executive Officer and Non-Director Equity Compensation Plan, which was not required to be approved by our stockholders.

Plan category	Number of shares to be issued upon exercise of outstanding options, warrants and rights (a)	Weighted-average exercise price of outstanding options, warrants and rights (b)	Number of shares remaining available for future issuance under equity compensation plans (excluding securities reflected in column (a)) (c)	Total of shares reflected in columns (a) and (c) (d)
Equity compensation plans approved by stockholders	12,827,585	\$ 47.53	8,440,015	21,267,600
Equity compensation plans not requiring stockholder approval	122,974	28.08	311,816	434,790
Total	<u>12,950,559</u>	<u>\$ 47.34</u>	<u>8,751,831</u>	<u>21,702,390</u>

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Overview

The primary elements of compensation for our named executive officers consist of base salary, cash bonuses and stock-based compensation awarded, in each case, based on an overall assessment of individual and company performance. Our compensation programs for our named executive officers emphasize compensation based on performance and are designed to align our named executive officers' interests with those of our stockholders. To this end, our compensation programs emphasize variable compensation over fixed compensation and total direct compensation to our named executive officers is weighted heavily in favor of stock-based awards over cash compensation. We also believe that our compensation programs should align executive compensation with the annual and long-term goals of the company by taking into consideration our financial and non-financial performance when determining compensation for our executive officers. We attempt to award compensation that will incentivize our executives to create significant wealth for the company and its stockholders on a long-term basis.

When establishing the compensation for our named executive officers for 2008, the Compensation Committee evaluated the individual performance of our executives, and our overall financial and non-financial performance. The Compensation Committee, the Board of Directors and the company place significant emphasis on the company's performance with respect to clinical outcomes, quality of patient care and the identification of opportunities to continue to improve performance in these areas. Accordingly, the Compensation Committee considered our continued year over year improvement in clinical outcomes, continued improvement in clinical care efficiencies through technology and the exploration of new clinical paradigms. The Compensation Committee also considered our relatively strong operating performance in 2008 in light of challenging economic conditions. Among the company's achievements were increased operating income performance and growth in cash flow and earnings per share when adjusted for one-time events, as well as growth in new center certification as compared to 2007. The Compensation Committee and the Board also considered the company's stock price performance as compared to the S&P 500 Stock Index and the S&P 500 Healthcare Index. While the company's stock price decreased by approximately 12% in 2008, the company outperformed the S&P 500 Stock Index, which had a total negative return of approximately 37% over the same period and the S&P 500 Healthcare Index, which had a total negative return of approximately 23% over the same period.

The Compensation Committee considered the company's relatively strong operating performance when awarding 2008 compensation but also considered the potential impact on the company of a continued and prolonged recession. As a result, the Compensation Committee elected not to award merit increases to base salary in 2009 to our named executive officers and other members of management across the company and awarded reduced cash bonus awards to our chief executive officer and chief operating officer. The Compensation Committee also awarded reduced stock-based awards to our named executive officers and other members of management across the company in 2009 in an effort to limit stockholder dilution in light of current economic conditions.

Objectives of Our Executive Compensation Programs

Our stated mission is to be the provider, partner and employer of choice. We design our compensation programs for executive officers to attract and retain outstanding leaders who possess the skills and talent necessary to achieve our business goals and to uphold our mission and values. To this end, our compensation programs emphasize variable compensation over fixed compensation. Ultimately, our objective is to employ and retain executives who are able to achieve clinical and operational success which is in the best interests of our patients, our physicians, our teammates and our stockholders. The following fundamental principles guide the design and implementation of our compensation programs for our chief executive officer, our chief financial officer, those individuals acting as our chief financial officer during 2008 and our three most highly compensated executive officers other than our chief executive officer, chief financial officer and those individuals acting as our chief financial officer during 2008 (each, a "named executive officer").

Our compensation programs should enable us to attract and retain outstanding executives. We believe it is in the best interests of our stockholders to attract and retain talented leaders. In order to attract and retain executives who are not only outstanding leaders but who also embody our mission and values, we strive to provide compensation that is reasonable and in the best interests of our stockholders but also sufficient to achieve our recruitment and retention objectives. When recruiting new executives, the Compensation Committee and our chief executive officer evaluate the comparative compensation of executives within the company with similar levels of responsibility, the prior experience of the executive and expected contributions to company performance. Thereafter, each executive's compensation is reviewed annually by the Compensation Committee and chief executive officer and considered for adjustment based on performance and other factors.

Compensation should relate to the overall performance of the company as well as to matters over which the named executive officer has direct influence. When determining compensation for our named executive officers, we attempt to relate compensation to the overall performance of the company as well as to aspects of company performance over which the named executive officer has direct influence. The areas of performance taken into account include clinical, financial and non-financial matters. We believe that our executive officers have the ability to significantly influence overall company policies and objectives and should be accountable for the overall performance of the company. We also hold named executive officers accountable for aspects of company performance over which they have direct influence to reward outstanding individual performance and contribution to the company's performance. We achieve this objective by delivering a significant portion of total compensation through variable compensation determined based on company and individual performance rather than relying on fixed compensation.

A significant portion of executive compensation should be delivered in the form of stock-based awards. We believe that equity awards can serve to align the interests of our executives with the long-term interests of our stockholders by providing an opportunity to benefit from the appreciation of our stock price and by providing for vesting over a period of time. A primary objective of our executive compensation programs is to provide a significant portion of compensation in the form of stock-based awards. Stock-based compensation creates an incentive for the named executive officer to contribute to the overall success of the company and to take actions that result in the creation of long-term stockholder value.

Implementation of Our Executive Compensation Programs

We compensate our named executive officers through a mix of base salary, cash bonuses and stock-based compensation. We design our compensation programs to permit individuals that have performed well in creating significant long-term value for the company and its stockholders to share in the value generated. We believe that this will further incentivize our high performing executives to remain with the company long term. Compensation for our named executive officers is determined based on our assessment of overall individual and company performance. We do not use a formulaic approach when awarding compensation, rather, we believe that maintaining flexibility in our compensation programs is the most effective way to attract and retain outstanding executives and to incentivize those individuals to achieve high levels of individual performance as well as overall company performance.

When evaluating performance, we base compensation decisions on a subjective assessment of company and individual performance over the year, taking individual accomplishments into consideration in light of the totality of circumstances together with individual potential to contribute to the company's future growth. We believe that all of our named executive officers have the ability to influence overall company policies and performance and, accordingly, should be accountable for company-wide performance as well as the areas over which they have direct influence. The differences in total annual compensation levels among the named executive officers are based on their individual roles and responsibilities within the company and their relative individual performance. The Compensation Committee uses its judgment in awarding compensation to our named executive officers in accordance with the overall objectives of the company's compensation programs.

The Compensation Committee takes into consideration a number of factors when determining the elements and amounts of compensation awarded to our named executive officers. One of our core objectives is to be a leader in clinical performance and quality of patient care. Accordingly, performance in these areas, including company-wide patient clinical outcomes and improvements in quality of patient care, and each named executive officer's contributions in those areas, carries significant weight when the Compensation Committee is making decisions about each named executive officer's compensation. The Compensation Committee also takes into consideration a number of other factors, including individual performance, overall financial and non-financial performance of the company for the fiscal year, individual skill sets and experience relative to industry peers, readiness for promotion to a higher level, past and expected future performance, the importance and difficulty of achieving future company and individual objectives, the value of each executive's outstanding equity awards, aggregate historical compensation, levels of responsibility and performance relative to other executives within the company, importance to the company and difficulty of replacement.

The company-wide factors taken into consideration by the Compensation Committee may include one or more of the following:

- overall revenue growth, which includes increases in our dialysis revenue per treatment and in our treatment volume, market share increases, improvements in cost per treatment, operating income growth, operating margin growth, increases in earnings per share and improvement in the company's debt to equity ratio,
- healthcare regulatory compliance initiatives,
- patient growth,
- relationships with private payors,
- relationships with medical directors,
- selection and implementation of improved financial, operating and clinical information systems,
- management performance in attracting and retaining high-performing teammates throughout our organization and succession planning,
- implementation of successful public policy efforts,
- good corporate citizenship, and
- advancement of strategic business initiatives supporting our mission to be the provider, partner and employer of choice.

The Compensation Committee considers the foregoing items subjectively. There is no formal weighting of the individual elements considered and no particular elements are required to be considered with respect to a given individual or in any particular year.

When determining annual compensation for our named executive officers, other than for our chief executive officer, the Compensation Committee works closely with our chief executive officer to review each individual's performance for the year and determine his or her compensation. Shortly following the end of each year, our chief executive officer provides his assessment of each named executive officer's performance during the year based on his personal experience with the individual, the named executive officer's achievement of success in areas determined to be significant to the company, and any changes in responsibility levels. The Compensation Committee also considers performance discussions that have taken place at the Board of Directors and Compensation Committee level regarding the named executive officers, retention objectives and the future growth potential of the individual executive. Our chief executive officer also recommends to the Compensation Committee the amounts of cash and stock-based compensation for each of the named executive officers. The Compensation Committee considers the recommendations made by the chief executive officer regarding the

other named executive officers but retains the discretion to deviate from the recommendations provided. Neither the chief executive officer nor other members of management provide a recommendation to the Compensation Committee with regard to the chief executive officer's compensation.

The Compensation Committee evaluates our chief executive officer's performance at the same time as it sets the compensation of the other named executive officers. When evaluating the performance of our chief executive officer and making decisions about his compensation, the Compensation Committee considers overall company performance as part of the assessment of our chief executive officer's performance but does not rely on the achievement of specific objectives to determine his compensation. The Compensation Committee also considers a self-assessment prepared by our chief executive officer. As part of this self-assessment, our chief executive officer reviews with the Compensation Committee the overall annual management objectives of the company and his participation in the attainment or level of responsibility for the shortfall of such objectives. Periodically, the Compensation Committee engages an outside consultant to conduct an analysis of our chief executive officer's performance as a manager during the year. This evaluation involves a rigorous assessment of our chief executive officer's performance by members of the senior management team. The results of this assessment are reviewed by the Board of Directors and the Compensation Committee and is one of the many factors considered when making compensation decisions. The compensation package for our chief executive officer is approved by the Compensation Committee, subject to ratification by the independent members of the Board of Directors.

Market Analysis. In 2009, Compensia, a national compensation consulting firm engaged by the Compensation Committee, provided the Compensation Committee with an analysis of comparative market data on the cash and stock-based compensation for senior executives at a group of comparable companies within our industry. In 2009, the Compensation Committee reviewed the compensation practices of the following companies: Apria Healthcare Group Inc., Community Health Systems, Inc., Express Scripts, Inc., Health Management Associates, Inc., HealthSouth Corporation, Kindred Healthcare, Inc., Laboratory Corporation of America Holdings, Lincare Holdings Inc., Magellan Health Services, Inc., Medco Health Solutions, Inc., MEDNAX Services, Inc., Omnicare, Inc., Quest Diagnostics Incorporated, Universal Health Services, Inc. and WebMD Health Corp. The Compensation Committee has the sole authority to retain or replace Compensia in its discretion. Compensia does not provide consulting services to the company and may not provide such services without the approval of the chair of the Compensation Committee.

In 2009, the Compensation Committee considered Compensia's analysis of the compensation of executives serving in similar positions at the above comparable companies to obtain a general understanding of current compensation practices in our industry. The analysis provided by Compensia was used to provide context for the compensation decisions made in 2009 for 2008 performance, but the Compensation Committee's decisions were not directly related to or otherwise based upon the comparative data. Instead, the Compensation Committee used this comparative data as one of many factors considered to set the compensation for our named executive officers. The Compensation Committee also used the analysis as a tool to assess how well the company is implementing its core compensation objective of awarding compensation weighted heavily in favor of variable compensation tied to performance. The emphasis on stock-based awards as compared to cash compensation was reflected in the results of Compensia's analysis which showed that relative to the comparable companies, 2008 overall average equity compensation awarded to our named executive officers and other members of our senior management team was at a meaningfully higher percentile than the overall average cash compensation awarded in 2008.

Elements of Our Compensation Programs

Our compensation programs are comprised of the following elements:

Stock-based compensation. While we emphasize stock-based compensation, we do not designate a target percentage of total compensation as stock-based. We instead maintain flexibility to use judgment to respond to changes in named executive officer and company performance and related objectives. The emphasis on stock-based compensation creates a commonality of interest between our named executive officers and our

stockholders. Grants of stock-based awards also serve as an important tool for attracting and retaining our named executive officers. The majority of our grants of stock-based awards vest solely based on the passage of time, and vesting is contingent upon continued employment with us. To vest in stock-based awards, the named executive officers must remain employed for a multi-year period, typically over four years, to earn the full benefit of the award which reinforces a culture in which the company's long-term success takes precedence over volatile and unsustainable short-term results.

Stock-based awards to our named executive officers are made pursuant to our Equity Compensation Plan. The Equity Compensation Plan permits the issuance of stock options, stock appreciation rights, restricted stock units and other forms of stock-based awards. The majority of our stock-based awards to named executive officers are in the form of SSARs which only derive value if the market value of our common stock increases. Each year, the Compensation Committee recommends to the full Board of Directors an aggregate equity award pool that will be available for grants to all eligible recipients of stock-based awards. The Compensation Committee may also recommend the establishment of special purpose share budgets for proposed interim grants. After considering such recommendations, the Board of Directors approves a budget and delegates authority to the Compensation Committee to make awards to our executive officers and other teammates, and to the chair of the Compensation Committee to make grants to non-executive officer teammates within the authorized budget.

The stock-based awards that are granted to our named executive officers are generally made as part of a broad grant to teammates which occurs annually (typically in the first half of the year). Discretionary interim awards to our named executive officers may be made during the year to address special circumstances, such as retention concerns, promotions and special performance recognition awards, and new hire awards. The timing of the annual grants is generally dictated by the timing of the completion of performance reviews and the timing of decisions regarding other forms of direct compensation. The timing of the interim grants depends upon individual circumstances. We do not have any program, plan or practice to time interim awards in coordination with the release of material non-public information; however, it is possible that awards may be granted at times when the company is in possession of material non-public information. Under the terms of the Equity Compensation Plan, awards are granted with an exercise or base price not less than the closing price of our common stock on the date of grant.

The Compensation Committee reviews with our chief executive officer the annual grant recommendations for our named executive officers and other teammates in advance of the grant date. Based on these discussions, our chief executive officer provides final grant recommendations to the Compensation Committee for approval within approximately 30 days after the initial meeting with the Compensation Committee. The grant date is the date of approval of the awards by our Compensation Committee or the Board of Directors. Interim discretionary grants are recommended by our chief executive officer and management and reviewed by the Compensation Committee as a part of mid-year performance evaluations, special projects participation and other factors. The Board of Directors has delegated the authority to our chief executive officer, chief operating officer and chief financial officer to grant a limited number of stock-based awards to teammates, other than our named executive officers, between meetings of the Board of Directors in accordance with guidelines established by the Compensation Committee. All interim awards have a grant date of the date of approval by the Compensation Committee or the Board of Directors or pursuant to delegated authority, as applicable.

Stock Options, Stock Appreciation Rights and Restricted Stock Units. Since July 2006, we have primarily issued SSARs in lieu of stock options. The economic value and tax and accounting treatment of SSARs are comparable to those of stock options, but SSARs are less dilutive to our stockholders because only shares with a total value equal to the grantee's gain (the difference between the fair market value of the base shares and their base price) are ultimately issued. Stock options and SSARs are granted with an exercise or base price not less than the closing price of our common stock on the date of grant and vest based on the passage of time. Awards of SSARs and stock options generally vest 25% after 12 months from the date of grant, 8.33% at the 20th month and 8.33% every four months thereafter until fully vested, although alternative vesting schedules may be designated with reference to retention concerns, the future timing of value expected to vest from prior awards and other factors. From time to time, we also award restricted stock units to our named executive officers as part of our compensation program. We award restricted stock units because full value share awards can more closely

align the interests of executives with stockholder interests by providing better parity between total stockholder returns and the executive's gains or losses on the awards than is achievable with stock options or SSARs. Restricted stock units granted under the Equity Compensation Plan vest with the passage of time over a period of three years or more, generally at a rate of 33.33% after 36 months from the date of grant and 11.11% every four months thereafter until fully vested, although the Compensation Committee may approve alternative vesting schedules based on performance and other retention related factors. We currently do not award other forms of stock-based awards to teammates.

Management Share Ownership Policy. We have a share ownership policy which applies to all members of our management team at the vice president level and above. The management share ownership policy is similar to our share ownership policy which applies to all non-management members of our Board of Directors as described on page 11 of this proxy statement. The purpose of the policy is to ensure that our executive officers and other members of our senior management team accumulate a meaningful ownership stake in the company over time by retaining a specified number of shares of our common stock. Both shares owned directly and shares underlying vested but unexercised stock options, SSARs and restricted stock units are included in the determination of whether the share ownership guidelines are met. The total net realizable share value retained must have a current market value of not less than the lower of 25% of the total equity award value realized by the executive to date in excess of \$100,000; or a specific multiple of the executive's base salary. The salary multiple requirement is 5.0 for Mr. Thiry, 3.0 for Mr. Kogod, Mr. Whitney and Mr. Rodriguez and 1.0 for Mr. Hilger. As of December 31, 2008, Mr. Thiry and Mr. Whitney were in compliance with the management share ownership guidelines. Failure to meet the share ownership guidelines as a result of individually directed transactions is generally a factor considered in future compensation and management responsibility decisions, but in 2008, the decline in the value of the company's stock resulted in a lack of compliance with the policy on the part of the remaining named executive officers.

Cash Compensation. Cash compensation is paid to our named executive officers in the form of salary and discretionary performance bonuses or in the case of certain executive officers designated by the Compensation Committee, under our performance-based Executive Incentive Plan.

Base Salary. Base salary is included in the compensation of our named executive officers because we believe it is appropriate that some portion of compensation be provided in a form that is liquid and assured. Base salaries are initially established at levels necessary to enable us to attract and retain highly qualified executives with reference to comparative pay within the company for executives with similar levels of responsibility, prior experience of the executive and expected contributions to company performance. We do not guarantee salary adjustments on a yearly basis and the Compensation Committee considers adjustments to salary as part of the overall compensation assessment for our named executive officers.

Discretionary Performance Bonus. Our named executive officers are eligible for an annual discretionary cash performance bonus or, for certain executives, a performance bonus under our Executive Incentive Plan. We believe that cash bonuses based on performance provide an incentive to consistently excel on an individual level as well as to contribute to the overall success of the company. Our chief executive officer recommends to the Compensation Committee the performance bonus amount for our named executive officers, and the final performance bonus amounts are reviewed by the Compensation Committee and sometimes adjusted in consultation with our chief executive officer, prior to approval by the Compensation Committee. The Compensation Committee determines the performance bonus amount for our chief executive officer without recommendations from management.

From time to time, we also make bonus opportunities available to our named executive officers for highly difficult and significant value-added achievements in the form of "touchdown" bonuses or "spot" bonuses. In the case of touchdown bonuses, our chief executive officer identifies eligible participants for these bonuses and establishes one or more measurable performance goals in consultation with the Compensation Committee or the Chair of the Compensation Committee and with input from the participating named executive officer. In the case of spot bonuses, our chief executive officer identifies individuals who have demonstrated performance above and

beyond their normal duties resulting in a significant achievement. Our chief executive officer uses his discretion when determining the amount of the award, taking into consideration the significance of the accomplishment, the individual's current and prior compensation and other factors.

Executive Incentive Plan. We also maintain an Executive Incentive Plan, in which our chief executive officer and other executives selected by the Compensation Committee may participate. The Executive Incentive Plan is structured to satisfy the requirements of Section 162(m) of the Internal Revenue Code as described below, and individuals expected to receive compensation in excess of certain levels specified by Section 162(m) are selected to participate. Awards under the plan are payable in cash or in restricted stock units up to an annual maximum of \$10 million per executive. When identifying potential participants for the plan, the Compensation Committee considers the projected total compensation for the eligible executive and the likelihood that such compensation will exceed \$1 million for any one calendar year. The Compensation Committee has historically established an operating income target as the performance measure for participants in the Executive Incentive Plan. The Compensation Committee uses operating income as the relevant performance measure because it believes that operating income provides the best measurement of our operating results, is a key measure of the financial strength and stability of our company, and can also be consistently measured by us and our stockholders against the operating results of other companies in our industry.

For 2008, the Compensation Committee established a calendar year operating income target of not less than \$675 million as the performance goal and identified Mr. Thiry, Mr. Mello, Mr. Kogod and Mr. Rodriguez as eligible participants in the Executive Incentive Plan. The Compensation Committee considered the company's estimates of 2008 budgeted operating income, as approved by the Board of Directors, when this target was established and attempted to establish a performance target at a level that would merit payment of a performance bonus under the Executive Incentive Plan. The Compensation Committee established a maximum award amount of up to \$10 million for Mr. Thiry and Mr. Mello and a maximum award amount of up to \$5 million for Mr. Kogod and Mr. Rodriguez to provide the Compensation Committee with the ability to apply only negative discretion in determining incentive compensation, as required for compliance with Internal Revenue Code section 162(m). The Compensation Committee did not establish a target award amount. See "Section 162(m)" below.

The company achieved operating income of \$822 million for 2008 which exceeded the target goal. Accordingly, the Compensation Committee awarded 2008 performance bonuses to Mr. Thiry, Mr. Mello, Mr. Kogod and Mr. Rodriguez under the Executive Incentive Plan. When determining the award amounts, the Compensation Committee considered the achievement of the target goal, as well as overall company and individual performance as described below. The award of amounts below the maximum amount permitted was not a negative reflection on the performance of the eligible participants. If the Compensation Committee were to have both negative and positive discretion over the bonus amounts, such amounts would not qualify for the Section 162(m) tax deduction.

As described in this proxy statement under "Proposal No. 2: Amendment and Restatement of the DaVita Inc. Executive Incentive Plan", our Compensation Committee has approved an amendment and restatement of the Executive Incentive Plan which will be effective during 2009, subject to approval by our stockholders. The most significant amendment is to permit incentive compensation payments for performance periods other than on a calendar year basis as determined by the Compensation Committee. Currently, the plan only applies to a calendar year performance period. We believe that permitting more flexible incentive compensation performance periods can motivate executives to address more effectively those financial and strategic goals that require performance over a multi-year period or over a period other than a calendar year and are in the long-term interests of our stockholders.

Section 162(m). Section 162(m) of the Internal Revenue Code provides that compensation in excess of \$1 million paid to our chief executive officer or any of the other three most highly compensated executive officers at the end of our fiscal year will not be deductible for federal income tax purposes unless such compensation is paid pursuant to one of the enumerated exceptions set forth in Section 162(m), such as the exception for performance-based compensation. As currently constituted, Section 162(m) does not apply to our

chief financial officer solely by reason of his serving the company in that capacity. We attempt to structure our compensation programs such that compensation paid will be tax deductible by our company whenever possible. However, the deductibility of some types of payments can depend upon the timing of an executive's vesting or exercise of previously granted rights. Interpretations of and changes in applicable tax laws and regulations, as well as other factors beyond our control can also affect the deductibility of compensation. Our Executive Incentive Plan described above is intended to satisfy the requirements of Section 162(m).

Personal Benefits and Perquisites. As described above, our compensation programs for named executive officers emphasize compensation based on performance and compensation which serves to align our named executive officers' interests with those of our stockholders. As a result, the Compensation Committee has determined that the company should provide few perquisites to named executive officers. The perquisites and personal benefits that we do provide support important attraction and retention objectives. We also consider the extent to which the perquisite or personal benefit provided serves to enhance the performance of our named executive officers in light of the demands on these individuals' time. The perquisites and personal benefits available to our named executive officers are reviewed annually by the Compensation Committee.

The Compensation Committee has authorized the personal use of a fractionally-owned or chartered corporate aircraft by some of our named executive officers. One of the Compensation Committee's objectives is to ensure that our named executive officers are afforded adequate flexibility to allow for sufficient personal time in light of the significant demands of the company. The Compensation Committee believes that access to an aircraft for personal travel enables our named executive officers to maximize their work hours, particularly in light of their demanding business travel schedules.

Our chief executive officer is authorized by the Compensation Committee to use a fractionally-owned or chartered corporate aircraft for business purposes, for long-distance commuting and for a fixed number of hours per year for personal use instead of additional cash compensation which would have otherwise been paid. Mr. Thiry lives in northern California and frequently works from northern California when he is not otherwise traveling. The Compensation Committee and the Board of Directors determined that it is in the best interests of the company and its stockholders that Mr. Thiry travel to the company's executive offices in El Segundo, California frequently and as needed and provided the use of a fractionally-owned or chartered corporate aircraft for this purpose. When Mr. Thiry travels to our executive offices for business purposes, we have treated these trips as long-distance commuting. These trips are required for business purposes but our treatment of these trips as long-distance commuting requires that Mr. Thiry be taxed on the value of these trips which is included in Mr. Thiry's personal income in accordance with applicable tax regulations. For the three-year period beginning in 2006, Mr. Thiry's average use of an aircraft for long-distance commuting represented a majority of the total number of hours the aircraft was flown by him for personal use (including long-distance commuting). Separately, as part of his aggregate compensation package, the Compensation Committee approves a fixed number of hours for personal use each year and unused hours from the prior year are available for use the following year. When determining the number of hours of personal use of aircraft to award, the Compensation Committee takes into consideration Mr. Thiry's overall compensation package. If Mr. Thiry were to exceed the fixed number of hours for personal use that is unrelated to business or long-distance commuting in a given year, the excess hours of personal use would offset the number of hours approved by the Compensation Committee the following year for personal use or Mr. Thiry would be required to compensate us directly, although historically he has not exceeded the hours authorized for personal use. The chairman of the Compensation Committee reviews all business and personal use of the aircraft annually, including detailed passenger logs with special attention to mixed business and personal use and required reimbursements to the company.

We also make available to our named executive officers and approximately 2,000 teammates at the manager level and above, use of a corporate residential property which is rented by the company and located in close proximity to our corporate headquarters. This property is generally available to teammates for business travel purposes, as temporary housing during an executive relocation and for other personal use as approved by the company. When Mr. Thiry travels to our executive offices for business purposes, he has access to the use of

the corporate residential rental property. As with the aircraft, when Mr. Thiry uses the corporate residential rental property for business purposes, we treat his use as a commuting expense and Mr. Thiry is taxed on the value of this benefit which is included in Mr. Thiry's personal income in accordance with applicable tax regulations. In 2008, the use of the corporate residential rental property by Mr. Thiry represented approximately 19% of all use of the corporate residential rental property by teammates, including shared occupancy of the corporate residential rental property by Mr. Thiry and other teammates. All teammates, including our named executive officers, using the corporate residential rental property for personal use are required to reimburse the company a fixed amount to cover incremental expense to the company.

Deferred Compensation Programs. Our deferred compensation programs permit certain teammates, including our named executive officers, to defer compensation at the election of the participant or at the election of the company. We maintain a Voluntary Deferral Plan which allows certain teammates, including our named executive officers, to defer a percentage of their base salary, cash bonus and other compensation as identified by the company. We also maintain a Deferred Bonus Plan which permits us to award deferred compensation which vests over time and serves as a retention tool for our named executive officers by providing an incentive for them to remain with the company to receive such awards. See "2008 Nonqualified Deferred Compensation" beginning on page 41 of this proxy statement for a discussion of the deferred compensation benefits provided to our named executive officers.

Pension Plans. We do not maintain a defined benefit pension plan for any of our teammates, including our named executive officers. We believe that the significant stock-based awards provided to our named executive officers have the potential to provide cash compensation that is comparable to amounts that could otherwise be awarded under a pension plan. We also believe that equity compensation tied to the performance of the company's stock provides a greater performance incentive for our named executive officers than we would otherwise achieve through pension plan benefits while still serving as an effective retention incentive.

Severance and Change of Control Arrangements. We have entered into employment agreements with each of our named executive officers, other than Mr. Rodriguez. These agreements, among other things, provide for severance benefits in the event of a termination of employment in certain circumstances, including, with respect to certain named executive officers, the departure of the named executive officer following a change of control of our company. Each agreement is individually negotiated and the terms vary. When entering into employment agreements with our named executive officers, we attempt to provide severance and change of control benefits which strike a balance between providing sufficient protections for the named executive officer while still providing post-termination compensation that is reasonable and in the best interests of the company and our stockholders. We have also adopted the DaVita Inc. Severance Plan (the "DaVita Severance Plan"), which provides for severance benefits for our vice presidents and director-level teammates in the event of termination in certain circumstances. See "Potential Payments Upon Termination or Change of Control" beginning on page 43 of this proxy statement for a description of the severance and change of control arrangements set forth in our employment agreements with the named executive officers and the DaVita Severance Plan.

In addition, our stock-based award agreements provide for accelerated vesting of stock-based awards in certain circumstances following a change of control of the company or in the case of a resignation for "good reason". The terms of individual agreements vary but under our current stock-based award agreements accelerated vesting of stock-based awards is generally triggered when a change of control event occurs and either the acquiring entity fails to assume, convert or replace the stock-based award or the grantee's employment is terminated within the twenty-four-month period following a change of control or if the executive resigns for "good reason" as provided in his or her applicable employment agreement. For stock-based award agreements entered into prior to October 2006, accelerated vesting of stock-based awards is triggered when a change of control event occurs, even if there is no subsequent termination or resignation. Our stock-based award agreements further provide that a change of control shall not be deemed to have occurred if the person acting as chief executive officer for the six months prior to such transaction becomes the chief executive officer or

executive chairman of the board of directors of the acquiring entity and remains in such position for at least one year following the transaction and a majority of the acquirer's board of directors immediately after such transaction consists of persons who were directors of the company immediately prior to such transaction. The additional acceleration provisions in our stock-based award agreements further serve to secure the continued employment and commitment of our named executive officers prior to or following a change of control. See "Potential Payments Upon Termination or Change of Control" beginning on page 43 of this proxy statement for more information regarding accelerated vesting under our stock-based award agreements.

Compensation for Named Executive Officers for 2008

Chief Executive Officer. In determining the 2008 compensation for our chief executive officer, the Compensation Committee conducted an assessment of Mr. Thiry's role in the company's performance in the following areas:

- continuing improvements in clinical outcomes and quality of patient care,
- healthcare regulatory compliance initiatives,
- cash flow, volume growth, relative stock performance and center growth,
- performance in improving organizational capability,
- management recruitment, retention, diversity and succession planning,
- enhancement of strategic business initiatives,
- good corporate citizenship, and
- the sustainability of our adherence to our long term mission and values.

The Compensation Committee determined that Mr. Thiry's effectiveness was reflected in the company's relatively strong performance in these areas despite challenging economic conditions. The Compensation Committee also considered Mr. Thiry's accomplishments in several non-financial areas that it determined provided increased value to the company in 2008 and which are important to our continued success, including his:

- involvement in company leadership in public policy efforts which promote the interests of the company and the dialysis industry as a whole,
- continued industry leadership in quality of patient care and clinical outcomes,
- successful working relationship with the Board of Directors and focus on Board diversity,
- efforts with respect to commercial payor matters, and
- efforts in leadership development, management recruitment and succession planning.

The Compensation Committee and the independent members of the Board of Directors determined that Mr. Thiry had exhibited strong performance in 2008, but in response to current economic conditions, awarded reduced compensation to Mr. Thiry as follows:

- The Compensation Committee elected not to increase his 2008 base salary of \$1,050,000 for 2009, consistent with its decision not to award merit increases to base salary.
- The Compensation Committee awarded him a cash bonus in the amount of \$2,000,000 under the Executive Incentive Plan for his performance in 2008 (which was less than his 2007 cash bonus).
- In 2009, the Compensation Committee awarded Mr. Thiry 650,000 SSARs for 2008 performance. The award of SSARs was also at a reduced level as compared to the 750,000 SSARs awarded in 2008 for 2007 performance.

The Compensation Committee increased the fixed number of hours of personal use of a fractionally-owned or chartered corporate aircraft allocated to Mr. Thiry for 2008 to 50 hours from 42 hours allocated for 2007. For 2009, the Compensation Committee elected not to increase the number of fixed hours of use of the aircraft available to Mr. Thiry which remains at 50 hours. When establishing the number of hours to award for the year, the Compensation Committee considered the overall travel burdens required by his position and the relationship between business and non-business travel for Mr. Thiry for the year, as well as his overall compensation package.

We entered into an employment agreement with Mr. Thiry in 2008, the terms of which reflect Mr. Thiry's anticipated future contributions to the company and our retention objectives with respect to Mr. Thiry.

Chief Operating Officer. Mr. Mello served as our chief operating officer through December 2008. Mr. Mello will continue to work with the company on a full-time basis through May 2009 and will continue on a part-time basis thereafter. The Compensation Committee determined that Mr. Mello had delivered strong individual performance in 2008 and was an integral part of the company's long-term success, but in response to current economic conditions, awarded a reduced cash bonus award to Mr. Mello. The Compensation Committee decreased Mr. Mello's 2008 base salary of \$800,000 to \$600,000 for 2009 to reflect the reduction in his responsibilities. Mr. Mello's base salary will be further reduced proportionately when he moves to a part-time schedule. Mr. Mello was awarded a discretionary cash bonus by our chief executive officer in 2008 in the amount of \$150,000 for 2008 performance and a cash bonus in the amount of \$850,000 under the Executive Incentive Plan for 2008 performance. The amount of the discretionary cash bonus reduced the amount of the final award made to Mr. Mello for 2008 performance under the Executive Incentive Plan. Mr. Mello was not awarded any stock-based awards in 2009. The Compensation Committee considered the value of Mr. Mello's outstanding equity awards and the anticipated reduction in work schedule when making this determination. In 2008, Mr. Mello was awarded 300,000 SSARs primarily for performance in 2007.

In 2008, Mr. Mello was awarded 10 hours of personal use of a fractionally-owned or chartered corporate aircraft for use annually in 2008 and 2009, which amount will be reduced proportionately upon reduction of his schedule.

Effective January 1, 2009, Mr. Kogod was appointed our chief operating officer. Prior to that time, Mr. Kogod served as our President-West. The Compensation Committee gave significant weight to the substantial increase in responsibilities related to his new role when determining his 2008 compensation. In 2008, Mr. Kogod's salary was \$500,000 and was increased to \$650,000 for 2009. Mr. Kogod's cash bonus for 2008 performance was \$750,000 reflecting his strong leadership skills, a successful transition of his prior responsibilities and his substantial contributions to the company's operational and clinical performance. Mr. Kogod was also awarded a discretionary cash bonus by our chief executive officer in the amount of \$150,000 for 2008 performance. The amount of the discretionary cash bonus award reduced the amount of the final award made to Mr. Kogod for 2008 performance under the Executive Incentive Plan. In 2009, Mr. Kogod was awarded 350,000 SSARs for 2008 performance. In addition to the factors described above, the Compensation Committee placed significant emphasis on long-term retention objectives for Mr. Kogod, the value of Mr. Kogod's outstanding equity awards, his overall individual performance and the Compensation Committee's objective to create long-term incentives through significant equity grants when making this award. Mr. Kogod was awarded 200,000 SSARs in 2008 for performance in 2007.

In 2008, Mr. Kogod was awarded 10 hours of personal use of a fractionally-owned or chartered corporate aircraft for use in 2008 and in 2009 he was awarded an additional 10 hours for use in 2009.

Chief Financial Officer. Mr. Whitney became our chief financial officer in March 2008 and serves in this capacity on a part-time basis. Mr. Whitney's 2008 compensation reflects the terms of his employment agreement which established compensation at a level sufficient to recruit and retain Mr. Whitney in light of his substantial prior experience, familiarity with our industry and anticipated contributions to the company. Pursuant to the

terms of his employment agreement, Mr. Whitney's 2008 base salary was \$500,000 and the Compensation Committee elected not to increase Mr. Whitney's salary for 2009. Mr. Whitney was awarded a cash bonus for 2008 performance in the amount of \$233,750 which included a discretionary cash bonus in the amount of \$150,000 awarded by our chief executive officer for 2008 performance. The amount of the discretionary cash bonus award reduced the amount of the final award made to Mr. Whitney for 2008 performance. In 2009, Mr. Whitney was awarded 100,000 SSARs for performance in 2008. The compensation awarded reflected the Compensation Committee's generally high level of satisfaction with his performance, including, among other things, Mr. Whitney's significant contributions to the company's strong operating performance, his effective management of the company's leverage ratio, his effective integration in the role of chief financial officer and his effective communications with the Board of Directors and industry and market professionals. The grants of SSARs awarded to Mr. Whitney in 2008 were made pursuant to the terms of his employment agreement.

Additional Named Executive Officer Compensation. For Mr. Hilger and Mr. Rodriguez, the Compensation Committee awarded compensation consistent with its goal of rewarding performance in light of current economic conditions. The Compensation Committee reviewed Mr. Hilger's and Mr. Rodriguez's performance and determined that they directly contributed to the company's 2008 overall performance. When reviewing their individual performance, the Compensation Committee placed particular emphasis on operating performance in their respective areas of responsibility, their development as managers, their efforts in succession planning for their positions, their individual performance in line with the company's mission and values and their overall relationship with the company.

Consistent with the Compensation Committee's decision not to award merit increases to base salary in 2009, Mr. Hilger and Mr. Rodriguez did not receive increases to their 2008 base salaries.

When awarding Mr. Hilger's cash bonus of \$60,500 for 2008 performance, the Compensation Committee considered his overall performance in 2008. When awarding Mr. Rodriguez's cash bonus of \$250,000 for 2008 performance, the Compensation Committee considered his overall performance in 2008, his increased level of responsibility and the intensity of those responsibilities, potential future contributions to the long-term development of the company and retention objectives. Mr. Rodriguez was also awarded a discretionary cash bonus by our chief executive officer in the amount of \$150,000 for 2008 performance. The amount of the discretionary cash bonus award reduced the amount of the final award made to Mr. Rodriguez for 2008 performance under the Executive Incentive Plan. In 2008, Mr. Rodriguez was awarded 6 hours of personal use of a fractionally-owned or chartered corporate aircraft for use annually.

In 2009, Messrs. Hilger and Rodriguez received awards of SSARs in the amounts of 20,000, and 65,000, respectively, for 2008 performance. The Compensation Committee considered the value of the executive's outstanding equity awards, retention objectives and overall individual performance in 2008 when establishing these awards. In 2008, Messrs. Hilger and Rodriguez received awards of SSARs in the amounts of 40,000 and 100,000, respectively, primarily for 2007 performance.

2008 Summary Compensation Table

Name and Principal Position	Year	Salary (\$)	Bonus (1) (\$)	Stock Awards (2) (\$)	Option Awards (3) (\$)	Non-Equity Incentive Plan Compensation (4) (\$)	All Other Compensation (5) (\$)	Total (\$)
Kurt J. Thiry Chairman of the Board and Chief Executive Officer	2008	\$1,023,076	— (6)	\$ 109,833	\$7,560,033	\$ 2,000,000	\$ 354,111	\$11,047,093
	2007	\$ 940,767	— (6)	\$ 263,294	\$6,671,290	\$ 2,100,000	\$ 260,123	\$10,235,474
	2006	\$ 883,079	— (6)	\$ 434,698	\$4,786,593	\$ 1,800,000	\$ 495,936	\$ 8,402,306
James K. Hilger* Vice President and Controller	2008	\$ 214,622	\$ 60,500	—	\$ 760,461	—	\$ 226	\$ 1,035,809
	2007	\$ 196,923	\$263,522(7)	—	\$ 595,810	—	\$ 227	\$ 1,058,482
Dennis Kogod Chief Operating Officer	2008	\$ 472,414	\$150,000(8)	\$ 21,943	\$1,208,616	\$ 750,000	\$ 11,109	\$ 2,614,082
Joseph C. Mello** Former Chief Operating Officer	2008	\$ 773,077	\$150,000(9)	\$ 42,803	\$3,403,402	\$ 850,000	\$ 55,214	\$ 5,274,496
	2007	\$ 700,003	\$ 2,500(9)	\$ 106,984	\$3,020,984	\$ 1,400,000	\$ 5,823	\$ 5,236,094
	2006	\$ 630,768	— (9)	\$ 183,360	\$2,207,864	\$ 1,200,000	\$ 3,492	\$ 4,227,484
Javier Rodriguez Senior Vice President	2008	\$ 492,300	\$150,000(10)	\$ 164,353	\$2,177,156	\$ 250,000	\$ 26,738	\$ 3,260,547
	2007	\$ 275,385	\$602,500	\$ 76,127	\$1,589,463	—	\$ 283	\$ 2,543,758
Richard K. Whitney*** Chief Financial Officer	2008	\$ 423,077	\$233,750	—	\$1,310,936	—	\$ 314	\$ 1,968,077

* Mr. Hilger was our acting chief financial officer from November 2007 through February 2008.

** Mr. Mello was our chief operating officer from June 2000 through December 2008.

*** Mr. Whitney was appointed as our chief financial officer in March 2008.

- (1) Bonuses are reported for the year with respect to which they were earned, regardless of when such bonuses are paid. Bonuses may be paid in cash, stock options, SSARs, restricted stock units or a combination of cash, stock options, SSARs and restricted stock units. The cash component of a bonus is included in this column; however, the cash component of any bonus awarded under our Executive Incentive Plan is included in the "Non-Equity Incentive Plan Compensation" column. In 2006, 2007 and 2008, bonuses were only paid in cash.
- (2) The amounts shown in this column reflect restricted stock unit awards and are the expense amounts recognized for financial statement reporting purposes for such awards during the applicable year pursuant to the Financial Accounting Standards Board's Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment* ("FAS 123R"), except that, in accordance with rules of the SEC, any estimate for forfeitures related to service-based vesting conditions is excluded from and does not reduce such amount. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2008 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FAS 123R.
- (3) The amounts shown in this column are the expense amounts recognized for financial statement reporting purposes for stock options and SSARs during the applicable year pursuant to FAS 123R, except that, in accordance with rules of the SEC, any estimate for forfeitures related to service-based vesting conditions is excluded from and does not reduce such amount. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2008 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FAS 123R.
- (4) The amounts shown in this column constitute payments made under our Executive Incentive Plan. Under our Executive Incentive Plan, awards are reported for the year with respect to which they were earned, regardless of when the award is paid. Please see the "Narrative to the Summary Compensation Table and Grants of Plan-Based Awards Table" below for a discussion of the performance criteria under the Executive Incentive Plan.

- (5) Amounts included in this column are set forth by category below. The amounts disclosed, other than use of a fractionally-owned or chartered corporate aircraft and corporate residential rental property usage, are the actual costs to the company of providing these benefits. Because both a fractionally-owned or chartered corporate aircraft and the corporate residential rental property are used primarily for business purposes, we do not include in incremental cost the fixed costs that do not change based on usage. The incremental cost to us of personal use of a fractionally-owned or chartered corporate aircraft, including use for commuting, is calculated based on the variable operating costs related to the operation of the aircraft, including fuel costs and landing fees, trip-related repairs and maintenance, catering and other miscellaneous variable costs. Fixed costs that do not change based on usage, such as pilot salaries, training, utilities, depreciation, management fees, taxes and general repairs and maintenance are excluded. The incremental cost to us of personal use of the corporate residential rental property, including for commuting purposes, is calculated based on the variable cost related to the maintenance of the property, which primarily includes the cleaning costs associated with each use of the property. The value of the personal use of a fractionally-owned or chartered corporate aircraft and the corporate residential property by our named executive officers is included in their personal income in accordance with applicable tax regulations.

Name	Year	Aircraft Usage (\$)	Corporate Residential Property Usage (\$)	Life Insurance Premiums (\$)	Medical Insurance Cost Offset (\$)	Total All Other Compensation (\$)
Kent J. Thiry	2008	\$352,770 ^(a)	*	*	—	\$ 354,111
	2007	\$259,481 ^(a)	*	*	—	\$ 260,123
	2006	\$494,492 ^(a)	*	*	*	\$ 495,936
James K. Hilger	2008	—	—	*	—	\$ 226
	2007	—	—	*	—	\$ 227
Dennis Kogod	2008	\$ 10,609	—	*	—	\$ 11,109 ^(b)
Joseph C. Mello	2008	\$ 54,541	*	*	—	\$ 55,214
	2007	\$ 5,281	—	*	—	\$ 5,623
	2006	\$ 2,689	—	*	*	\$ 3,492
Javier Rodriguez	2008	\$ 26,396	—	*	—	\$ 26,738
	2007	—	—	*	—	\$ 283
Richard K. Whitney	2008	—	—	*	—	\$ 314

* Amount represents less than \$1,000.

(a) Mr. Thiry lives in northern California and frequently works from northern California when he is not otherwise traveling. The Compensation Committee and the Board of Directors determined that it is in the best interests of the company and its stockholders that Mr. Thiry travel to the company's executive offices frequently and as needed. As a result, the Compensation Committee provided the use of a fractionally-owned or chartered corporate aircraft for this purpose instead of additional cash compensation which would have otherwise been paid. When Mr. Thiry travels to our executive offices in El Segundo, California for business purposes, we have treated these trips as long-distance commuting. These trips are required for business purposes, but our treatment of these trips as long-distance commuting requires that Mr. Thiry be taxed on the value of these trips which is included in Mr. Thiry's personal income in accordance with applicable tax regulations. For the three-year period beginning in 2006, Mr. Thiry's average use of an aircraft for long-distance commuting represented a majority of the total number of hours the aircraft was flown by him for personal use (including long-distance commuting). Separately, as part of his aggregate compensation package, personal use of a fractionally-owned or chartered corporate aircraft is available to Mr. Thiry for a fixed number of hours per year as authorized by the Compensation Committee. When determining the characterization of trips that include a personal component, various factors are considered, including the primary reason for the trip, the importance and necessity of the business component and the materiality of the personal component. In 2006, this amount included the incremental cost related to

the use of a chartered aircraft, approved in advance by the chair of the Compensation Committee, for a personal trip where the original self-funded travel arrangements were irrevocably cancelled for a critical business purpose. If Mr. Thiry were to exceed the fixed number of hours for personal use that is unrelated to business or long-distance commuting in a given year, the excess hours of personal use would offset the number of hours approved by the Compensation Committee the following year for personal use or Mr. Thiry would be required to compensate us directly. Historically, Mr. Thiry has not exceeded the hours authorized for personal use.

- (b) Includes a \$100 gift card.
- (6) Mr. Thiry's annual performance bonus was awarded under our Executive Incentive Plan and is included under the "Non-Equity Incentive Plan Compensation" column.
- (7) This amount includes deferred bonuses earned in 2007 of \$27,522 and paid in April 2009 and \$100,000 payable in June 2009, which payment is subject only to Mr. Hilger's continued employment at that time. These amounts were paid by the company into a Deferred Bonus Plan account for the benefit of Mr. Hilger subsequent to December 31, 2007 and such amounts would immediately vest and become payable upon Mr. Hilger's death or disability, a change in control of the company, which includes a change in ownership of the company, a change in effective control of the company and a change in the ownership of a substantial portion of the assets of the company, or Mr. Hilger's termination in connection with a reduction in force, which is defined as the termination of two or more teammates at the same time in connection with the elimination of a department or a decrease in business.
- (8) Mr. Kogod's annual performance bonus awarded under our Executive Incentive Plan is included under the "Non-Equity Incentive Plan Compensation" column.
- (9) Mr. Mello's annual performance bonus awarded under our Executive Incentive Plan is included under the "Non-Equity Incentive Plan Compensation" column.
- (10) Mr. Rodriguez's annual performance bonus awarded under our Executive Incentive Plan is included under the "Non-Equity Incentive Plan Compensation" column.

The following table sets forth information concerning awards made to each of the named executive officers under the company's Executive Incentive Plan and equity compensation plans during 2008.

2008 Grants of Plan-Based Awards

Name	Grant Date	Approval Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards (1)		All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Option Awards: Number of Securities Underlying Options (#)	Exercise or Base Price of Option Awards (\$/Sh)	Grant Date Fair Value of Stock and Option Awards (\$)(2)
			Target (\$)	Maximum (\$)				
Kenn J. Thiry	3/11/2008	3/11/2008	\$1,050,000	\$10,000,000		750,000(3)	\$ 43.70	\$7,657,200
James K. Hilger	2/28/2008	2/28/2008				40,000(3)	\$ 50.37	\$ 470,716
Dennis Kogod	2/28/2008	2/28/2008	\$ 325,000	\$ 5,000,000		200,000(3)	\$ 50.37	\$2,353,380
Joseph C. Mello	3/10/2008	3/10/2008	\$1,400,000	\$10,000,000		300,000(3)	\$ 45.63	\$3,198,150
Javier Rodriguez	2/28/2008	2/28/2008	\$ 500,000	\$ 5,000,000		100,000(3)	\$ 50.37	\$1,716,790
Richard K. Whitney	2/14/2008	2/14/2008				70,000(4)	\$ 50.50	\$ 642,677
	2/13/2008	2/14/2008				50,000(3)	\$ 50.99	\$ 463,510
	2/19/2008	2/14/2008				30,000(6)	\$ 50.82	\$ 277,179
	2/20/2008	2/14/2008				30,000(7)	\$ 50.42	\$ 274,998
	2/21/2008	2/14/2008				20,000(8)	\$ 50.84	\$ 184,858

- (1) The maximum amounts reported reflect the maximum potential bonus levels set by the Compensation Committee under the Executive Incentive Plan in 2008. With respect to Mr. Thiry, the target amount set forth above for the Executive Incentive Plan is Mr. Thiry's current annual base salary, which is the target set in his employment agreement; however, an actual award may exceed that amount. With respect to Mr. Mello, because the Compensation Committee does not set a target amount under the Executive Incentive Plan, under the rules of the SEC, the target amount reported for Mr. Mello is the cash bonus amount earned by him under the plan in 2007. Mr. Kogod and Mr. Rodriguez did not participate in the plan in 2007, therefore the target amounts reported are the cash bonus amounts earned for 2007 performance. In each case, the cash bonus amounts actually earned by Mr. Thiry, Mr. Mello, Mr. Kogod and Mr. Rodriguez in 2008 are reported as "Non-Equity Incentive Plan Compensation" in the Summary Compensation Table. Please see the "Narrative to the Summary Compensation Table and Grants of Plan-Based Awards Table" below for a discussion of the performance criteria under the Executive Incentive Plan.
- (2) These amounts are the aggregate grant date fair values of each award determined pursuant to FAS 123R. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2008 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FAS 123R.
- (3) This number represents SSARs awarded under the Equity Compensation Plan. This award vests 25% at the 12th month from the date of grant, 8.33% at the 20th month following the grant date, and 8.33% every four months thereafter from the grant date.
- (4) This number represents SSARs awarded under the Equity Compensation Plan. This award vested 100% on February 18, 2009.
- (5) This number represents SSARs awarded under the Equity Compensation Plan. 46,667 of these SSARs vested on February 18, 2009 and 3,333 vested on March 18, 2009.
- (6) This number represents SSARs awarded under the Equity Compensation Plan. 3,611 of these SSARs vested on March 18, 2009 and 6,944 vested on April 18, 2009. 6,944 of these SSARs will vest on each of May 18, 2009 and June 18, 2009, and 5,557 will vest on July 18, 2009, in each case, so long as Mr. Whitney is either chief financial officer or employed by the company and working at least 25 hours per week for the company.
- (7) This number represents SSARs awarded under the Equity Compensation Plan. These SSARs vest as follows: 1,387 on July 18, 2009, 6,945 on each of August 18, 2009, September 18, 2009, October 18, 2009

and November 18, 2009, and 833 on December 18, 2009, in each case, so long as Mr. Whitney is either chief financial officer or employed by the company and working at least 25 hours per week for the company.

- (8) This number represents SSARs awarded under the Equity Compensation Plan. These SSARs vest as follows: 6,112 on December 18, 2009 and 6,944 on each of January 18, 2010 and February 18, 2010, in each case, so long as Mr. Whitney is either chief financial officer or employed by the company and working at least 25 hours per week for the company.

Narrative to the Summary Compensation Table and Grants of Plan-Based Awards Table

Employment Agreements

On July 25, 2008, we entered into a new employment agreement with Mr. Thiry which replaced his employment agreement that was entered into on October 18, 1999 (as amended on May 20, 2000, November 28, 2000 and March 20, 2005). The employment agreement provides for an initial term through July 25, 2011 and continues thereafter with no further action by either party for successive one-year terms. Mr. Thiry is eligible to receive a bonus based upon the achievement of performance goals as determined by the Compensation Committee and the independent directors in accordance with the Compensation Committee charter. His target incentive bonus under his employment agreement is his annual base salary in effect during the beginning of the applicable fiscal year, although his actual incentive bonus may exceed that amount in a particular year, and has exceeded that amount in recent years.

We entered into an employment agreement with Mr. Hilger effective September 22, 2005. This agreement was subsequently amended effective December 12, 2008. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Hilger is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee.

We entered into an employment agreement with Mr. Kogod effective October 24, 2005. This agreement was subsequently amended effective December 12, 2008. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Kogod is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee.

On June 15, 2000, we entered into an employment agreement with Mr. Mello. This agreement was subsequently amended on May 19, 2004 and December 12, 2008. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Mello is eligible to receive an annual performance bonus with the actual amount decided by our chief executive officer and/or Board of Directors or the Compensation Committee. Mr. Mello retired from his position as chief operating officer of the company effective January 1, 2009. Mr. Mello will continue with the company on a full-time basis through May 2009 and on a part-time basis thereafter.

We do not have an employment agreement with Mr. Rodriguez.

On February 13, 2008, we entered into an employment agreement with Mr. Whitney. The agreement provides for employment at will, with either party permitted to terminate the agreement at any time, with or without cause, subject to notice requirements. Mr. Whitney is eligible to receive a discretionary performance bonus with the actual amount to be decided by our chief executive officer and/or the Board of Directors or the Compensation Committee.

For a description of certain termination and change of control provisions included in the employment agreements for certain of our named executive officers, please see "Potential Payments Upon Termination or Change of Control" beginning on page 43 of this Proxy Statement.

Awards

During 2008, the Compensation Committee and the Board of Directors granted SSARs to our named executive officers pursuant to the Equity Compensation Plan. In connection with the annual grant of stock-based awards approved by the Compensation Committee on February 28, 2008, the Compensation Committee approved grants of SSARs to Mr. Kogod, Mr. Rodriguez and Mr. Hilger on February 28, 2008, in each case with a base price equal to the closing price of our common stock on the date of grant. The award to Mr. Thiry was granted on March 11, 2008 upon ratification of the award by the independent members of the Board of Directors. The award to Mr. Mello was granted on March 10, 2008 upon approval by the Board of Directors. The awards to Mr. Whitney were approved by the Compensation Committee on February 14, 2008 and granted in accordance with the terms of his employment agreement. The amount of SSARs awarded to each named executive officer and vesting schedule and terms are described in the Grants of Plan-Based Awards Table.

In early 2008, the Compensation Committee established potential bonuses for 2008 performance for Mr. Thiry, Mr. Mello, Mr. Kogod and Mr. Rodriguez under the Executive Incentive Plan. The amount of the potential bonuses was tied to satisfaction of an operating income performance target established by the Compensation Committee and the potential award amount was up to \$10,000,000 for Mr. Thiry and Mr. Mello and up to \$5,000,000 for Mr. Kogod and Mr. Rodriguez. The company achieved and exceeded the target operating income performance goal. The Compensation Committee considered a number of factors in determining the bonus amounts payable to Mr. Thiry, Mr. Mello, Mr. Kogod and Mr. Rodriguez, including each individual's performance in 2008 and overall company financial and non-financial performance and used its discretion when determining the final bonus amounts. In each case, the Executive Incentive Plan cash bonuses earned by Mr. Thiry, Mr. Mello, Mr. Kogod and Mr. Rodriguez are reported as "Non-Equity Incentive Plan Compensation" in the Summary Compensation Table. Please see "Compensation Discussion and Analysis" beginning on page 21 of this Proxy Statement for more information regarding the Executive Incentive Plan and the awards made in 2008.

Salary and Cash Bonus in Proportion to Total Compensation

The following table sets forth the percentage of each named executive officer's total compensation as set forth in the Summary Compensation Table that we paid in the form of base salary and cash bonus. For a description of the objectives of our compensation programs and overall compensation philosophy, please see "Compensation Discussion and Analysis" beginning on page 21 of this Proxy Statement.

Name	Salary and Cash Bonus as Percentage of Total 2008 Compensation
Kent J. Thiry	27%
James K. Hilger	27%
Dennis Kogod	53%
Joseph C. Mello	34%
Javier Rodriguez	27%
Richard K. Whitney	33%

The following table sets forth information concerning outstanding stock options and SSARs and unvested stock awards held by each of the named executive officers at December 31, 2008.

2008 Outstanding Equity Awards at Fiscal Year-End

Name	Grant Date	Option Awards			Option Expiration Date	Stock Awards	
		Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price (\$)		Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested (\$)
Kent J. Thiry	10/18/1999	345,000 ⁽²⁾	—	\$ 4.00	10/18/2009		
	1/26/2000	32,444 ⁽³⁾	—	\$ 3.42	1/26/2010		
	3/24/2004	—	120,000 ⁽⁴⁾	\$30.07	3/24/2009		
	9/22/2005	550,000 ⁽⁵⁾	50,000 ⁽⁵⁾	\$46.00	9/22/2010		
	7/1/2006	300,000 ⁽⁶⁾	300,000 ⁽⁶⁾	\$49.70	7/1/2011		
	3/16/2007	200,000 ⁽⁶⁾	400,000 ⁽⁶⁾	\$52.76	3/16/2012		
	3/11/2008	—	750,000 ⁽⁶⁾	\$43.70	3/11/2013		
	3/24/2004					12,500 ⁽⁷⁾	\$619,625
James K. Hilger	9/22/2005	2,500 ⁽⁸⁾	10,000 ⁽⁸⁾	\$46.00	9/22/2010		
	12/30/2005	2,500 ⁽⁹⁾	2,500 ⁽⁹⁾	\$50.64	12/30/2010		
	4/17/2006	23,333 ⁽⁸⁾	16,667 ⁽⁸⁾	\$55.16	4/17/2011		
	7/1/2006	2,500 ⁽⁶⁾	5,000 ⁽⁶⁾	\$49.70	7/1/2011		
	10/11/2006	4,166 ⁽⁶⁾	5,834 ⁽⁶⁾	\$56.38	10/11/2011		
	3/14/2007	10,000 ⁽⁶⁾	20,000 ⁽⁶⁾	\$52.12	3/14/2012		
	3/14/2007	—	80,000 ⁽¹⁰⁾	\$52.12	3/14/2012		
	2/28/2008	—	40,000 ⁽⁶⁾	\$50.37	2/28/2013		
Dennis Kogod	10/24/2005	5,000 ⁽⁸⁾	6,667 ⁽⁸⁾	\$48.44	10/24/2010		
	12/30/2005	18,750 ⁽⁹⁾	6,250 ⁽⁹⁾	\$50.64	12/30/2010		
	10/11/2006	14,583 ⁽⁶⁾	20,417 ⁽⁶⁾	\$56.38	10/11/2011		
	3/14/2007	16,666 ⁽⁶⁾	33,334 ⁽⁶⁾	\$52.12	3/14/2012		
	3/14/2007	—	100,000 ⁽¹⁰⁾	\$52.12	3/14/2012		
	2/28/2008	—	200,000 ⁽⁶⁾	\$50.37	2/28/2013		
Joseph C. Mello	3/24/2004	—	75,000 ⁽¹¹⁾	\$30.07	3/24/2009		
	9/22/2005	112,500 ⁽⁵⁾	25,000 ⁽⁵⁾	\$46.00	9/22/2010		
	7/1/2006	100,000 ⁽⁶⁾	150,000 ⁽⁶⁾	\$49.70	7/1/2011		
	3/16/2007	75,000 ⁽⁶⁾	150,000 ⁽⁶⁾	\$52.76	3/16/2012		
	3/10/2008	—	300,000 ⁽⁶⁾	\$45.63	3/10/2013		
	3/24/2004					4,688 ⁽⁷⁾	\$232,384
Javier Rodriguez	8/12/2004	30,000 ⁽⁸⁾	—	\$28.01	8/12/2009		
	9/28/2004	27,500 ⁽⁸⁾	2,500 ⁽⁸⁾	\$31.04	9/28/2009		
	9/22/2005	22,000 ⁽⁵⁾	2,000 ⁽⁵⁾	\$46.00	9/22/2010		
	12/30/2005	16,500 ⁽⁹⁾	5,500 ⁽⁹⁾	\$50.64	12/30/2010		
	7/1/2006	100,000 ⁽⁶⁾	100,000 ⁽⁶⁾	\$49.70	7/1/2011		
	3/14/2007	—	60,000 ⁽¹²⁾	\$52.12	3/14/2012		
	3/14/2007	—	100,000 ⁽¹⁰⁾	\$52.12	3/14/2012		
	7/30/2007	37,500 ⁽⁶⁾	112,500 ⁽⁶⁾	\$54.13	7/30/2012		
	2/28/2008	—	100,000 ⁽⁶⁾	\$50.37	2/28/2013		
	7/30/2007					15,000 ⁽¹³⁾	\$743,550
Richard K. Whitney	2/14/2008	—	70,000 ⁽¹⁴⁾	\$50.50	8/14/2011		
	2/15/2008	—	50,000 ⁽¹⁵⁾	\$50.99	8/15/2011		
	2/19/2008	—	30,000 ⁽¹⁶⁾	\$50.82	8/19/2011		
	2/20/2008	—	30,000 ⁽¹⁷⁾	\$50.42	8/20/2011		
	2/21/2008	—	20,000 ⁽¹⁸⁾	\$50.84	8/21/2011		

- (1) The market value of shares or units of stock that have not vested reflects the \$49.57 closing price of our stock on December 31, 2008, as reported by the NYSE.
- (2) These options vest 25% at the 12th month, 25% at the 15th month, 25% at the 24th month, and 25% at the 36th month from the grant date.
- (3) These options vest 25% at the 10th month, 25% at the 12th month, 25% at the 22nd month, and 25% at the 34th month from the grant date.
- (4) These options vest 20% at the 9th month, 20% at the 21st month, and 60% at the 59th month from the grant date.
- (5) These options vest 50% at the 24th month, 8.33% at the 28th month, and 8.33% every four months thereafter from the grant date.
- (6) These SSARs vest 25% at the 12th month, 8.33% at the 20th month, and 8.33% every four months thereafter from the grant date.
- (7) These restricted stock units vest 33% on the 3rd, 4th, and 5th anniversaries of the grant date.
- (8) These options vest 25% at the 12th month, 8.33% at the 20th month, and 8.33% every four months thereafter from the grant date.
- (9) These options vest 50% at the 24th month, 25% at the 36th month and 25% at the 48th month from the grant date.
- (10) These SSARs vest 50% at the 36th month, 12.5% at the 45th month and 12.5% every three months thereafter from the grant date.
- (11) These options vest 33% at the 21st month and 67% at the 59th month from the grant date.
- (12) These SSARs vest 25% at the 24th month, 12.5% at the 32nd month and 12.5% every four months thereafter from the grant date.
- (13) These restricted stock units vest 33.33% at the 36th month and 11.11% every four months thereafter from the grant date.
- (14) These SSARs vested 100% on February 18, 2009.
- (15) 46,667 of these SSARs vested on February 18, 2009 and 3,333 vested on March 18, 2009.
- (16) 3,611 of these SSARs vested on March 18, 2009 and 6,944 vested on April 18, 2009. 6,944 of these SSARs will vest on each of May 18, 2009 and June 18, 2009, and 5,557 will vest on July 18, 2009, in each case, so long as Mr. Whitney is either chief financial officer or employed by the company and working at least 25 hours per week for the company.
- (17) These SSARs vest as follows: 1,387 on July 18, 2009, 6,945 on each of August 18, 2009, September 18, 2009, October 18, 2009 and November 18, 2009, and 833 on December 18, 2009, in each case, so long as Mr. Whitney is either chief financial officer or employed by the company and working at least 25 hours per week for the company.
- (18) These SSARs vest as follows: 6,112 on December 18, 2009 and 6,944 on each of January 18, 2010 and February 18, 2010, in each case, so long as Mr. Whitney is either chief financial officer or employed by the company and working at least 25 hours per week for the company.

The following table sets forth information concerning the exercise of stock options and SSARs and the vesting of stock awards held by each of the named executive officers during 2008.

2008 Option Exercises and Stock Vested

Name	Option Awards		Stock Awards	
	Number of Shares Acquired on Exercise (#)	Value Realized on Exercise (\$) ⁽¹⁾	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting (\$) ⁽²⁾
Kent J. Thiry	217,300	\$ 7,092,787	30,682	\$ 1,426,929
James K. Hilger	10,000	\$ 107,051	—	—
Dennis Kogod	—	—	1,667	\$ 81,300
Joseph C. Mello	271,250	\$ 3,586,500	13,778	\$ 644,396
Javier Rodriguez	—	—	1,500	\$ 77,820
Richard K. Whitney	—	—	—	—

(1) Value realized on exercise is determined by subtracting the exercise or base price from the closing price for our common stock on the date of exercise as reported by the NYSE or, for same-day sales, from the actual sale price, and multiplying the remainder by the number of shares underlying the award.

(2) Value realized on vesting is determined by multiplying the number of shares underlying restricted stock units by the closing price for our common stock on the date of vesting, as reported by the NYSE.

2008 Pension Benefits

The company does not have a defined benefit pension plan in which any teammate, including the named executive officers, can participate to receive payments or other benefits at, following, or in connection with retirement. See "Compensation Discussion and Analysis" beginning on page 21 of this Proxy Statement for more information regarding our compensation philosophy.

2008 Nonqualified Deferred Compensation

The following table sets forth information concerning the company's nonqualified deferred compensation plans.

2008 Nonqualified Deferred Compensation

Name	Executive Contributions in Last FY (\$)	Registrant Contributions in Last FY (\$)	Aggregate Earnings in Last FY (\$) ⁽¹⁾	Aggregate Withdrawals/Distributions (\$)	Aggregate Balance at Last FYE (\$)
Kent J. Thiry					
Voluntary Deferral Plan	\$ 255,769 ⁽²⁾	—	\$ (58,479)	—	\$197,290
James K. Hilger					
Deferred Bonus Plan	—	\$ 127,522 ⁽³⁾	\$ 2,632	—	\$130,154
Dennis Kogod					
Executive Retirement Plan ⁽⁴⁾	—	—	\$ (83,526)	—	\$125,961
Joseph C. Mello					
Javier Rodriguez					
Voluntary Deferral Plan	—	—	\$ (186,083)	—	\$275,024
Richard K. Whitney					

(1) Unless otherwise indicated, none of the earnings in this column is included in the Summary Compensation Table because they are not preferential or above market.

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- (2) This amount is included in the "Salary" column for 2008 in the Summary Compensation Table.
- (3) This amount is included in the "Bonus" column for 2007 in the Summary Compensation Table. This amount includes deferred bonuses earned in 2007 of \$27,522 payable in March 2009 and \$100,000 payable in June 2009, which payments are subject only to Mr. Hilger's continued employment at that time. These amounts would immediately vest and become payable upon Mr. Hilger's death or disability, a change in control of the company, which includes a change in ownership of the company, a change in effective control of the company and a change in the ownership of a substantial portion of the assets of the company, or Mr. Hilger's termination in connection with a reduction in force, which is defined as the termination of two or more teammates at the same time in connection with the elimination of a department or a decrease in business.
- (4) Mr. Kogod has not previously been a named executive officer and therefore such amounts were not previously reported in the Summary Compensation Table.

The 2008 Nonqualified Deferred Compensation Table presents amounts deferred under our Voluntary Deferral Plan. Under the Voluntary Deferral Plan, participants may defer (i) up to 50% of their base salary, (ii) all or a portion of their annual bonus payment that is earned in the same year as their base salary but payable in the following year and (iii) all or a portion of their other compensation as determined by the company. Deferred amounts are credited with earnings or losses based on the rate of return of one or more investment alternatives selected by the participant from among the investment funds selected by the company. Participants may change their investment elections daily. We do not make contributions to participants' accounts under the Voluntary Deferral Plan. All participant contributions are irrevocably funded into a rabbi trust for the benefit of those participants. Assets held in the trust are subject to the claims of the company's general creditors in the event of the company's bankruptcy or insolvency until paid to the plan participants. Distributions are generally paid out in cash at the participant's election either in the first or second year following retirement or in a specified year at least three to four years after the deferral election was effective. Participants elect to receive distributions in the form of one, five, ten, fifteen or twenty annual installments. If the participant has not elected a specified year for payout and the participant becomes disabled, dies or has a separation from service, distributions generally will be paid in a lump sum cash distribution. In the event of an unforeseeable emergency, the plan administrator may, in its sole discretion, authorize the cessation of deferrals by a participant, provide for immediate distribution to a participant in the form of a lump sum cash payment or provide for such other payment schedule as the plan administrator deems appropriate.

The table also presents amounts earned under our Deferred Bonus Plan. Under the Deferred Bonus Plan, the company has complete discretion as to the amount of any contributions. Any contributions that are made are treated as allocated as of the last day of the plan year which is December 31. Participants generally earn a vested right to the contributions made on their behalf at a rate of 50% on each of the first and second anniversaries of the contribution date, subject to modification in the discretion of the company. Deferred amounts are credited with earnings or losses based on the rate of return of one or more investment alternatives selected by the participant from among the investment funds selected by the company. Participants may change their investment elections daily. All company contributions are irrevocably funded into a rabbi trust for the benefit of the participants on whose behalf the contributions are made. Assets held in the trust are subject to the claims of the company's general creditors in the event of the company's bankruptcy or insolvency until paid to the plan participants. Distributions are paid in a lump sum distribution equal to the vested portion of the participant's account.

The table also presents amounts deferred under our Executive Retirement Plan. The Executive Retirement Plan was assumed by the company from Gambro Healthcare, Inc. following our acquisition of Gambro Healthcare in October 2005. Amounts contributed to the plan were based on a percentage of an executive's annual base salary and such contributions were made prior to our assumption of the plan. We did not make any contributions to the Executive Retirement Plan following our assumption of the plan and effective February 1, 2006 we amended the plan to eliminate the obligation to make further contributions under the plan. Under the plan, amounts in a participant's deferred account vest 100% upon the earlier of: (i) two years of service following

the date of contribution and (ii) the date the participant reaches the age of 60. All amounts contributed under this plan and currently in deferred accounts were contributed prior to February 1, 2006 and therefore are fully vested. Deferred amounts are credited with earnings or losses based on the rate of return of one or more investment alternatives selected by the participant from among the investment funds selected by the company. Participants may change their investment elections daily. All contributions are irrevocably funded into a rabbi trust for the benefit of plan participants. Assets held in the trust are subject to the claims of the company's general creditors in the event of the company's bankruptcy or insolvency until paid to the plan participants.

Potential Payments Upon Termination or Change of Control

Severance Payments and Benefits

The following tables and summary set forth the company's payment obligations pursuant to the terms of the employment agreements and/or the DaVita Severance Plan for each of our named executive officers, under the circumstances described below, assuming that their employment was terminated on December 31, 2008.

Kent J. Thiry ⁽¹⁾

Benefit	Death	Disability	Involuntary Termination without Cause ⁽²⁾	Involuntary Termination without Cause (prior to age 62) ⁽²⁾	Resignation for Good Reason ⁽¹⁾⁽³⁾
Payment of multiple of base salary and average of last two years' bonuses as of termination for a specified period following termination	—	—	\$ 9,000,000 ⁽³⁾	\$ 4,500,000 ⁽⁴⁾	\$ 9,000,000 ⁽³⁾
Bonus	\$2,000,000 ⁽³⁾	\$2,000,000 ⁽³⁾	\$ 2,000,000 ⁽⁶⁾	\$ 2,000,000 ⁽⁶⁾	\$ 2,000,000 ⁽⁶⁾
Continued health benefits for a specified period following termination	—	—	\$ 53,536 ⁽⁷⁾	\$ 53,536 ⁽⁷⁾	\$ 53,536 ⁽⁷⁾
Office and secretarial assistance	—	—	\$ 468,768 ⁽⁸⁾	\$ 468,768 ⁽⁸⁾	\$ 468,768 ⁽⁸⁾
Tax gross-up	—	—	—	—	—
Total	\$2,000,000	\$2,000,000	\$ 11,522,304	\$ 7,022,304	\$ 11,522,304

- (1) For a description of the value of stock-based awards held by Mr. Thiry that are subject to accelerated vesting upon a Change of Control, see "—Accelerated Vesting of Stock-Based Awards" below.
- (2) Mr. Thiry will be entitled to receive the payments set forth in this column in the event that, prior to the date on which Mr. Thiry attains age 62, the Board of Directors gives Mr. Thiry written notice that the term of his employment agreement shall not be extended.
- (3) Mr. Thiry will be entitled to receive a lump-sum payment equal to the product of (x) three, and (y) the sum of his base salary in effect as of the date of termination and the Prior Bonus. "Prior Bonus" means the average of the annual incentive bonus earned under the Executive Incentive Plan (including any bonus earned and payable but not yet paid) for the last two fiscal years before the fiscal year in which Mr. Thiry's employment was terminated. The amount reported in the table above reflects the product of (x) three, and (y) the sum of Mr. Thiry's base salary as of December 31, 2008, which was \$1,050,000, and the average of Mr. Thiry's 2007 annual incentive bonus in the amount of \$2,100,000 and Mr. Thiry's 2006 annual bonus in the amount of \$1,800,000.
- (4) Mr. Thiry will be entitled to receive a lump sum payment equal to the product of (x) one and one-half, and (y) the sum of his base salary in effect as of the date of termination and the Prior Bonus (as defined above). The amount reported in the table above reflects the product of (x) one and one-half, and (y) the sum of Mr. Thiry's base salary as of December 31, 2008, which was \$1,050,000, and the average of Mr. Thiry's 2007 annual incentive bonus in the amount of \$2,100,000 and Mr. Thiry's 2006 annual incentive bonus in the amount of \$1,800,000.

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- (5) Mr. Thiry (or his estate) will be entitled to receive the amount of any bonus earned and payable but not yet paid for the fiscal year prior to the year in which the termination occurs. On December 31, 2008, Mr. Thiry had fully earned his bonus for 2008, so he would receive the full amount of his annual incentive bonus as reported in the Summary Compensation Table upon termination.
- (6) Mr. Thiry will be entitled to receive the amount of any bonus earned and payable but not yet paid for the fiscal year prior to the year in which the termination occurs. Mr. Thiry will also be entitled to receive a prorated annual incentive bonus (based on the actual bonus earned under the objective standards set forth in the Executive Incentive Plan for the fiscal year in which the termination occurs) through and including the date of termination. On December 31, 2008, Mr. Thiry had fully earned his annual incentive bonus for 2008, so he would be entitled to receive the full amount of his annual incentive bonus as reported in the Summary Compensation Table upon termination.
- (7) Mr. Thiry will continue to receive his health benefits for the three-year period following termination. The amount reported in the table above is the estimated actual cost of COBRA insurance premiums for Mr. Thiry for the three-year period following termination.
- (8) Mr. Thiry will be entitled to the use of an office and services of an administrative assistant for three years or until he obtains other full-time employment. The amounts above reflect the estimated costs to us of providing the office and secretarial services for three years.
- (9) Involuntary termination for "Cause" occurs if the company terminates employment for any of the following reasons: (i) conviction of a felony; (ii) the adjudication by a court of competent jurisdiction that the executive has committed any act of fraud or dishonesty resulting or intended to result directly or indirectly in personal enrichment at the expense of the company; (iii) repeated failure or refusal by the executive to follow policies established by the Board or written directives of the Board that goes uncorrected for a period of 30 consecutive days after notice of such failure or refusal, and that is material and willful and has a material adverse effect on the company's business; or (iv) a material breach of the executive's employment agreement that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive.
- (10) "Good Reason" means during the employment period, without the written consent of the executive, any one or more of the following (provided that an isolated, insubstantial or inadvertent action not taken in bad faith or failure not occurring in bad faith which is remedied by the company promptly after receipt of notice thereof given by the executive shall not constitute Good Reason): (i) the assignment to the executive of any duties inconsistent in any material and adverse respect with the executive's then current duties and responsibilities; (ii) the material and adverse change in the executive's titles or positions; (iii) reduction in the executive's base salary or target annual incentive opportunity, unless such reductions are part of an across-the-board reduction that applies to all senior executives of the company and takes effect prior to a change in control; or (iv) any material breach by the company of the employment agreement, that is not corrected within 30 days after notice of such breach.

James K. Hilger ⁽¹⁾

Benefit	Death	Disability	Involuntary Termination for Other than Material Cause ⁽⁴⁾
Payment of base salary (or multiple thereof) in effect at termination for a specified period following termination	—	—	\$ 220,000 ⁽²⁾
Bonus	—	—	—
Continued health benefits for a specified period following termination	—	—	\$ 16,982 ⁽³⁾
Total	—	—	\$ 236,982

- (1) For a description of the value of stock-based awards held by Mr. Hilger that are subject to accelerated vesting upon a Change of Control, see "Accelerated Vesting of Stock-Based Awards" below.
- (2) Mr. Hilger will be entitled to receive payment in an amount equal to his salary for the 12-month period following his termination. As of December 31, 2008, Mr. Hilger's base salary was \$220,000. Such payment obligation will be reduced dollar-for-dollar by the amount of any compensation received by Mr. Hilger from another employer during the severance payment period, and Mr. Hilger is obligated to use reasonable efforts to find employment during such period.
- (3) Mr. Hilger will continue to receive his health benefits for the one-year period following termination. The amount reported in the table above is the estimated actual cost of COBRA insurance premiums for Mr. Hilger for the one-year period following termination.
- (4) Involuntary termination for "Material Cause" occurs if the company terminates employment for any of the following reasons: (i) conviction of a felony or plea of no contest to a felony; (ii) any act of fraud or dishonesty in connection with the performance of his duties; (iii) repeated failure or refusal to follow policies or directives reasonably established by the chief executive officer or his designee that goes uncorrected for a period of 10 consecutive days after written notice has been provided; (iv) a material breach of the employment agreement; (v) any gross or willful misconduct or gross negligence in the performance of his duties; (vi) egregious conduct that brings the company or any of its subsidiaries or affiliates into public disgrace or disrepute; (vii) an act of unlawful discrimination, including sexual harassment; (viii) a violation of the duty of loyalty or of any fiduciary duty; or (ix) exclusion or notice of exclusion of the executive from participating in any federal health care program.

Dennis Kogod ⁽¹⁾

Benefit	Death	Disability	Involuntary Termination for Other than Material Cause ⁽⁵⁾	Resignation Following a Good Cause ⁽⁶⁾ Event Unrelated to a Change of Control ⁽⁷⁾	Resignation Following a Good Cause ⁽⁶⁾ Event After a Change of Control ⁽¹⁾⁽⁷⁾
Payment of base salary (or multiple thereof) in effect at termination for a specified period following termination	—	—	\$ 500,000 ⁽²⁾	\$ 500,000 ⁽²⁾	\$ 1,000,000 ⁽³⁾
Bonus	—	—	\$ 325,000 ⁽⁴⁾	\$ 325,000 ⁽⁴⁾	\$ 325,000 ⁽⁴⁾
Continued health benefits for a specified period following termination	—	—	—	—	—
Total	—	—	\$ 825,000	\$ 825,000	\$ 1,325,000

(1) For a description of the value of stock-based awards held by Mr. Kogod that are subject to accelerated vesting upon a Change of Control, see "Accelerated Vesting of Stock-Based Awards" below.

(2) Mr. Kogod will be entitled to receive his salary for the one-year period following his termination or resignation. As of December 31, 2008, Mr. Kogod's base salary was \$500,000.

(3) Mr. Kogod will be entitled to receive his salary for the two-year period following his resignation.

(4) Mr. Kogod will be entitled to receive a lump-sum payment equivalent to the bonus that he had been paid in the year before the termination. Mr. Kogod's 2007 bonus was \$325,000.

(5) Involuntary termination for "Material Cause" occurs if the company terminates employment for any of the following reasons: (i) pleading nolo contendere or conviction of a felony; (ii) the adjudication by a court of competent jurisdiction that the executive has committed any act of fraud or dishonesty resulting or intended to result directly or indirectly in personal enrichment at the expense of the company; (iii) repeated failure or refusal by the executive to follow policies or directives reasonably established by the chief executive officer of the company or his designee that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive; (iv) a material breach of the executive's employment agreement that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive; (v) an act of unlawful discrimination, including sexual harassment; (vi) a violation of the duty of loyalty or of any fiduciary duty; (vii) exclusion or notice of exclusion of the executive from participating in any federal health care program; or (viii) any gross or willful misconduct or gross negligence in the performance of the executive's duties or egregious conduct that brings the company or any of its subsidiaries or affiliates into public disgrace or disrepute.

(6) "Good Cause" means the occurrence of the following events without the executive's express written consent: (i) the company materially diminishes the scope of the executive's duties and responsibilities; or (ii) the company materially reduces the executive's base compensation. Notwithstanding the above, the occurrence of any such condition shall not constitute Good Cause unless the executive provides notice to the company of the existence of such condition not later than 90 days after the initial existence of such condition, and the company shall have failed to remedy such condition within 30 days after receipt of such notice.

(7) "Change of Control" means (i) any transaction or series of transactions in which any person or group (within the meaning of Rule 13d-5 under the Exchange Act and Sections 13(d) and 14(d) of the Exchange Act) becomes the direct or indirect "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), by way of a stock issuance, tender offer, merger, consolidation, other business combination or otherwise, of greater than 50% of the total voting power (on a fully diluted basis as if all convertible securities had been converted and all warrants and options had been exercised) entitled to vote in the election of directors of the company (including any transaction in which the company becomes a wholly-owned or majority-owned subsidiary of another corporation), (ii) any merger or consolidation or reorganization in which the company does not survive, (iii) any merger or consolidation in which the company survives, but the shares of the company's common stock outstanding immediately prior to such merger or consolidation represent 40% or less of the voting power of the company after such merger or consolidation, and (iv) any

transaction in which more than 40% of the company's assets are sold. However, despite the occurrence of any of the above-described events, a "Change of Control" will not have occurred if Kent Thiry remains the chief executive officer of the company for at least one year after the Change of Control or becomes the chief executive officer of the surviving company with which the company merged or consolidated and remains in that position for at least one year after the Change of Control.

Joseph C. Mello ⁽¹⁾

Benefit	Death	Disability	Involuntary Termination for Other than Material Cause ⁽⁶⁾	Resignation Following a Constructive Discharge ⁽⁷⁾ Following a Change of Control ⁽¹⁾ (8)
Payment of base salary (or multiple thereof) in effect at termination for a specified period following termination	—	—	\$ 1,600,000 ⁽²⁾	\$ 1,600,000 ⁽²⁾
Bonus	\$850,000 ⁽³⁾	\$850,000 ⁽³⁾	\$ 2,800,000 ⁽⁴⁾	\$ 2,800,000 ⁽⁴⁾
Continued health benefits for a specified period following termination	—	—	\$ 13,677 ⁽⁵⁾	\$ 13,677 ⁽⁵⁾
Tax gross-up	—	—	—	—
Total	\$850,000	\$850,000	\$ 4,413,677	\$ 4,413,677

(1) For a description of the value of stock-based awards held by Mr. Mello that are subject to accelerated vesting upon a Change of Control, see “—Accelerated Vesting of Stock-Based Awards” below.

(2) Mr. Mello will be entitled to receive a lump-sum payment equal to his base salary in effect as of the date of termination multiplied by two. As of December 31, 2008, Mr. Mello’s base salary was \$800,000.

(3) Mr. Mello (or his estate) will be entitled to receive a pro-rated bonus for that portion of any year prior to such termination (or for the whole year and a portion of a year if such termination occurs after December 31 of any year and prior to the date on which the bonus for such year is paid) regardless of whether Mr. Mello is employed on the date such bonus is paid. On December 31, 2008, Mr. Mello had fully earned his bonus for 2008, so he would receive the full amount of his annual bonus as reported in the Summary Compensation Table upon termination.

(4) Mr. Mello will be entitled to receive a bonus for the year in which such termination occurs equal to the normal bonus, if any, which he received for the immediately preceding calendar year multiplied by two. Mr. Mello’s 2007 bonus was \$1,400,000.

(5) Mr. Mello will continue to receive his health benefits for the one-year period following termination. The amount reported in the table above is the estimated actual cost of COBRA insurance premiums for Mr. Mello for the one-year period following termination.

(6) Involuntary termination for “Material Cause” occurs if the company terminates employment for any of the following reasons: (i) conviction of a felony; (ii) the adjudication by a court of competent jurisdiction that the executive has committed any act of fraud or dishonesty resulting or intended to result directly or indirectly in personal enrichment at the expense of the company; (iii) repeated failure or refusal by the executive to follow policies or directives reasonably established by the chief executive officer of the company or his designee that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive; (iv) a material breach of the executive’s employment agreement that goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive; (v) an act of unlawful discrimination, including sexual harassment; (vi) a violation of the duty of loyalty or of any fiduciary duty; (vii) exclusion or notice of exclusion of the executive from participating in any federal health care program; or (viii) a failure to perform his duties in a satisfactory manner, as determined by the chief executive officer, in his sole discretion, so long as Kent Thiry is the chief executive officer, which goes uncorrected for a period of 30 consecutive days after written notice has been provided to the executive.

(7) “Constructive Discharge” means the occurrence of any of the following events after the date of a Change of Control without the executive’s express written consent: (i) the scope of the executive’s authority, duties and responsibilities are materially diminished or are not (A) in the same area of operations, (B) in the same general level of seniority, or (C) of the same general nature as the executive’s authority, duties, and responsibilities with the company immediately before such Change of Control; (ii) a material change in the geographic location at which the executive must perform his services; or (iii) a material reduction in the executive’s base compensation as in effect on the date of such Change of Control. Notwithstanding the

above, the occurrence of any such condition shall not constitute Constructive Discharge unless the executive provides notice to the company of the existence of such condition not later than 90 days after the initial existence of such condition, and the company shall have failed to remedy such condition within 30 days after receipt of such notice.

- (8) "Change of Control" means (i) any transaction or series of transactions in which any person or group (within the meaning of Rule 13d-5 under the Exchange Act and Sections 13(d) and 14(d) of the Exchange Act) becomes the direct or indirect "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), by way of a stock issuance, tender offer, merger, consolidation, other business combination or otherwise, of greater than 40% of the total voting power (on a fully diluted basis as if all convertible securities had been converted and all warrants and options had been exercised) entitled to vote in the election of directors of the company (including any transaction in which the company becomes a wholly-owned or majority-owned subsidiary of another corporation), (ii) any merger or consolidation or reorganization in which the company does not survive, (iii) any merger or consolidation in which the company survives, but the shares of the company's common stock outstanding immediately prior to such merger or consolidation represent 40% or less of the voting power of the company after such merger or consolidation, and (iv) any transaction in which more than 40% of the company's assets are sold. However, despite the occurrence of any of the above-described events, a "Change of Control" will not have occurred if Kent Thiry remains the chief executive officer of the company for at least two years after the Change of Control or becomes the chief executive officer of the surviving company with which the company merged or consolidated and remains in that position for at least two years after the Change of Control.

Javier Rodriguez ⁽¹⁾

Benefit	Death	Disability	Involuntary Termination for Other than Material Cause ⁽⁴⁾
Payment of base salary (or multiple thereof) in effect at termination for a specified period following termination	—	—	\$ 550,000 ⁽²⁾
Bonus ⁽³⁾	—	—	—
Continued health benefits for a specified period following termination	—	—	—
Total	\$—	\$ —	\$ 550,000

- (1) Mr. Rodriguez is not a party to an employment agreement with the company. As a result, Mr. Rodriguez is not entitled to any severance payments or benefits, unless we grant such rights in our discretion under the DaVita Severance Plan; however, Mr. Rodriguez is entitled to accelerated vesting of certain stock-based awards upon a Change of Control. For a description of the value of stock-based awards held by Mr. Rodriguez that are subject to accelerated vesting upon a Change of Control, see “Accelerated Vesting of Stock-Based Awards” below.
- (2) Under the terms of the DaVita Severance Plan, Mr. Rodriguez will only be entitled to severance payment and benefits only if approved by our Senior Vice President of People Services and our Assistant General Counsel—Labor. If such approval is obtained, Mr. Rodriguez would be entitled to continue to receive his base salary for a period of 12 months following his termination. As of December 31, 2008, Mr. Rodriguez’s base salary was \$550,000. Such payment obligation will be reduced dollar-for-dollar by the amount of any compensation received by Mr. Rodriguez from another employer during the severance payment period, and Mr. Rodriguez would be obligated to use reasonable efforts to find employment during such period.
- (3) Does not include any amounts payable to Mr. Rodriguez pursuant to our Voluntary Deferral Plan which amounts are included in the 2008 Nonqualified Deferred Compensation Table. Such amounts are currently vested, but payment thereof may be accelerated in the event of death, disability or termination of employment.
- (4) Under the DaVita Severance Plan “Material Cause” includes, but is not limited to, (i) failure to perform job responsibilities; (ii) violation of the company’s policies and procedures; (iii) an act of fraud or dishonesty affecting or involving the company; or (iv) a breach of a material provision of the executive’s employment or similar agreement with the company.

Mr. Whitney will not receive severance payments upon any termination under his employment agreement. For a description of the value of stock-based awards held by Mr. Whitney that are subject to accelerated vesting upon a Change of Control, see “Accelerated Vesting of Stock-Based Awards” below.

The company’s obligation to provide continued health benefits under the circumstances set forth in the tables above is subject to earlier termination in connection with the executive accepting employment with another employer.

In the event of termination as a result of death, the estates of the named executive officers identified in the tables above will also receive the proceeds of the respective term life insurance policy for each named executive officer. The coverage amount for each named executive officer is as follows: \$1,201,000 for Mr. Thiry, \$330,000 for Mr. Hilger, \$585,000 for Mr. Kogod, \$750,000 for Mr. Mello, \$500,000 for Mr. Rodriguez and \$500,000 for Mr. Whitney.

In the event of resignation following a change of control, Mr. Thiry and Mr. Mello will be eligible to receive a “gross-up” payment to the extent that any payment or benefit received or to be received by him is reduced by tax obligations possibly imposed by Sections 280G or 4999 of the Internal Revenue Code.

To receive the severance payments and benefits described above, each named executive officer must execute the company's standard severance and general release agreement. In addition, the employment agreements with each of our named executive officers (other than Mr. Rodriguez with whom we do not have an employment agreement) include confidentiality provisions that would apply until the confidential information becomes publicly available (other than through breach by the named executive officer). These employment agreements also include nonsolicitation provisions which prohibit each named executive officer from soliciting any patient or customer of the company to patronize a competing dialysis facility or from soliciting any patient, customer, supplier or physician to terminate their business relationship with the company, for a period of two years following the termination of the named executive officer's employment. However, with respect to Mr. Hilger, Mr. Kogod, Mr. Mello and Mr. Whitney, the nonsolicitation provision would apply for a period of one year following termination. Mr. Rodriguez does not have an employment agreement with the company. However, in order to receive the severance payments described above under the DaVita Severance Plan, Mr. Rodriguez would be required to execute the company's standard severance and general release agreement, as well as the standard form of noncompetition, nonsolicitation, confidentiality and cooperation agreement, which is described above under "Narrative to Summary Compensation Table and Grants of Plan-Based Awards Table—Severance Arrangements."

Accelerated Vesting of Stock-Based Awards

For grants and awards of stock options, SSARs and/or restricted stock units made to our named executive officers before October 2006, the stock-based award agreements provide that in the event of a change of control, their options or awards shall automatically vest and become immediately exercisable in their entirety, such vesting to be effective as of the effective date of such transaction.

For grants and awards of stock options, SSARs and/or restricted stock units made to our named executive officers after October 2006, the stock-based award agreements provide that in the event that either (i) in connection with a Change of Control (as defined below), the acquiring entity fails to assume, convert or replace the named executive officer's options or awards, or (ii) the named executive officer's employment is terminated within the twenty-four-month period following a Change of Control by the company (or the acquiring entity) other than for Cause (as defined below) or, if applicable, by the named executive officer in accordance with the termination for Good Reason provisions of the named executive officer's employment agreement, if any, then, in any such case, the options or awards shall automatically vest and become immediately exercisable in their entirety, such vesting to be effective as of immediately prior to the effective date of the Change of Control in the case of (i), and as of the date of termination of the named executive officer's employment in the case of (ii).

The table below sets forth the value of the company's obligations upon the automatic vesting of the stock-based awards of our named executive officers as described above and assumes that the triggering event took place on December 31, 2008, the last day of our most recent fiscal year.

Name	Value of Options/ SSARs ⁽¹⁾	Value of Stock Awards ⁽²⁾	Tax Gross-Up ⁽³⁾
Kent J. Thiry ⁽⁴⁾	\$6,921,396	\$619,625	—
James K. Hilger	\$ 35,700	—	—
Dennis Kogod	\$ 7,534	—	—
Joseph C. Mello	\$2,733,998	\$232,384	—
Javier Rodriguez	\$ 53,465	\$743,550	—
Richard K. Whitney	—	—	—

(1) Values are based on the aggregate difference between the respective exercise or base prices and the closing sale price of our common stock on December 31, 2008, which was \$49.57 per share, as reported by the NYSE.

(2) Values are based on the aggregate number of shares underlying restricted stock units multiplied by the closing sale price of our common stock on December 31, 2008, which was \$49.57 per share, as reported by the NYSE.

- (3) Pursuant to the terms of their respective employment agreements, Mr. Thiry and Mr. Mello would be entitled to receive a "gross-up" payment to the extent any benefit received is reduced by tax obligations possibly imposed by Sections 280G or 4999 of the Internal Revenue Code. Any such tax gross-up amount would be calculated using a 20% excise tax rate and an approximately 40% individual income tax rate and assumes that the base amount for purposes of Sections 280G and 4999 of the Internal Revenue Code has been allocated between the cash severance and equity components of the change of control benefits in proportion to the amounts of each component. Assuming a triggering event took place on December 31, 2008, there would not be any tax gross-up amount payable.
- (4) After Mr. Thiry has been employed by the company at least ten years, 50% of any unvested stock options, stock appreciation rights and restricted stock units would vest upon any termination by Mr. Thiry for Good Reason. Mr. Thiry will not have been employed by the company for ten years until October, 2009; however, if he had been employed for ten years as of December 31, 2008, the value of such accelerated vesting would have been equal to 50% of the amounts set forth in the table.

Definitions under Stock-Based Award Agreements

For purposes of the stock-based award agreements and the table above:

A "Change of Control" means (i) any transaction or series of transactions in which any person or group (within the meaning of Rule 13d-5 under the Exchange Act and Sections 13(d) and 14(d) of the Exchange Act) becomes the direct or indirect "beneficial owner" (as defined in Rule 13d-3 under the Exchange Act), by way of a stock issuance, tender offer, merger, consolidation, other business combination or otherwise, of greater than 50% of the total voting power (on a fully diluted basis as if all convertible securities had been converted and all warrants and options had been exercised) entitled to vote in the election of directors of the company (including any transaction in which the company becomes a wholly-owned or majority-owned subsidiary of another corporation), (ii) any merger or consolidation or reorganization in which the company does not survive, (iii) any merger or consolidation in which the company survives, but the shares of the company's common stock outstanding immediately prior to such merger or consolidation represent 50% or less of the voting power of the company after such merger or consolidation, and (iv) any transaction in which more than 50% of the company's assets are sold.

No transaction will constitute a Change of Control under the stock-based award agreements if both (x) the person acting as the chief executive officer of the company for the six months prior to such transaction becomes the chief executive officer or executive chairman of the board of directors of the entity that has acquired control of the company as a result of such transaction immediately after such transaction and remains the chief executive officer or executive chairman of the board of directors for not less than one year following the transaction and (y) a majority of the acquiring entity's board of directors immediately after such transaction consist of persons who were directors of the company immediately prior to such transaction.

"Cause" means: (1) a material breach by the executive of those duties and responsibilities of the executive which do not differ in any material respect from the duties and responsibilities of the executive during the 90-day period immediately prior to a Change of Control (other than as a result of incapacity due to physical or mental illness) which is demonstrably willful and deliberate on the executive's part, which is committed in bad faith or without reasonable belief that such breach is in the best interests of the company and which is not remedied in a reasonable period of time after receipt of written notice from the company specifying such breach; (2) willful misconduct or gross negligence which results in material harm to the company; (3) the conviction of the executive of, or a plea of *nolo contendere* by the executive to, a felony or other crime involving fraud or dishonesty; or (4) willful violation of company policies which results in material harm to the company.

Compensation of Directors

The following table sets forth information concerning the compensation of the company's non-employee directors during 2008.

2008 Director Compensation

Name	Fees Earned or Paid in Cash (\$) ⁽¹⁾	Stock Awards (\$) ⁽²⁾⁽³⁾⁽⁴⁾	Option Awards (\$) ⁽⁵⁾⁽⁶⁾⁽⁷⁾	Total (\$)
Charles G. Berg	\$ 24,000	\$ 56,095	\$144,761	\$224,856
Willard W. Brittain, Jr.	\$ 17,500	\$ 49,048	\$140,910	\$207,458
Nancy-Ann DeParle ⁽⁸⁾	\$ 6,000	\$ 14,009	\$ 69,599	\$ 89,608
Paul J. Diaz	\$ 16,000	\$ 48,592	\$ 50,420	\$115,012
Peter T. Grauer	\$ 28,000	\$ 128,711	\$221,173	\$377,884
John M. Nehra	\$ 29,500	\$ 143,210	\$221,173	\$393,883
William L. Roper, M.D.	\$ 28,500	\$ 139,718	\$221,173	\$389,391
Roger J. Valine	\$ 38,000	\$ 68,105	\$186,527	\$292,632
Richard C. Vaughan	\$ 36,000	\$ 132,704	\$263,978	\$432,682

- (1) Consists of the amounts described below under "Annual Retainer," "Lead Independent Director and Committee Chair Fees," "Meeting Fees," and "Other Compensation; Reimbursement of Expenses." With respect to Messrs. Vaughan, Nehra, Roper and Grauer, includes \$10,000 for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.
- (2) The amounts shown in this column reflect common stock awards and restricted stock unit awards. Restricted stock units vest 100% upon issuance, but receipt is automatically deferred to one year from the grant date. The amounts shown in this column are the expense amounts recognized for financial statement reporting purposes during 2008 pursuant to FAS 123R for such awards to our non-employee directors, except that, in accordance with rules of the SEC, any estimate for forfeitures related to service-based vesting conditions is excluded from and does not reduce such amount. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2008 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FAS 123R.
- (3) With respect to Messrs. Vaughan, Nehra, Roper and Grauer, includes \$10,000 in restricted stock units and 1,500 restricted stock units for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.

The grant date fair value of each common stock award and restricted stock unit award granted in 2008 pursuant to FAS 123R is set forth below:

Name*	Stock Awards		
	Number of Shares of Stock or Units (#)	Grant Date	Grant Date Fair Value of Stock Awards (\$)
Charles G. Berg, Nancy-Ann De Parle, Paul J. Diaz, Roger J. Valine, Willard W. Brittain Jr.	63	3/31/2008	\$ 3,009
	56	6/30/2008	\$ 2,975
Charles G. Berg, Paul J. Diaz, Roger J. Valine, Willard W. Brittain Jr.	53	9/30/2008	\$ 3,022
	61	12/31/2008	\$ 3,024
Charles G. Berg, John M. Nehra, Peter T. Grauer, Richard C. Vaughan	83	12/10/2008	\$ 3,999
Charles G. Berg, Peter T. Grauer, Richard C. Vaughan	79	10/8/2008	\$ 4,001
Charles G. Berg, John M. Nehra, Richard C. Vaughan, William M. Roper, M.D.	75	7/16/2008	\$ 4,010
Paul J. Diaz	89	10/8/2008	\$ 4,507
William W. Brittain Jr.	98	10/8/2008	\$ 4,963
John M. Nehra, Peter T. Grauer, Richard C. Vaughan, William M. Roper, M.D.	115	3/31/2008	\$ 5,492
	104	6/30/2008	\$ 5,526
	96	9/30/2008	\$ 5,473
	111	12/31/2008	\$ 5,502
William M. Roper, M.D.	138	10/8/2008	\$ 6,988
Charles G. Berg, John M. Nehra, Nancy-Ann DeParle, Paul J. Diaz, Peter T. Grauer, Roger J. Valine, Willard W. Brittain Jr., William M. Roper, M.D.	153	5/1/2008	\$ 8,025
John M. Nehra	128	10/8/2008	\$ 6,482
Roger J. Valine	158	10/8/2008	\$ 8,001
	166	12/10/2008	\$ 7,998
Charles G. Berg, John M. Nehra, Paul J. Diaz, Richard C. Vaughan, Roger J. Valine, Willard W. Brittain Jr., William M. Roper, M.D.	151	7/17/2008	\$ 8,008
Charles G. Berg, John M. Nehra, Paul J. Diaz, Peter T. Grauer, Richard C. Vaughan, Roger J. Valine, Willard W. Brittain Jr., William M. Roper, M.D.	167	10/9/2008	\$ 8,014
	167	12/11/2008	\$ 8,009
Roger J. Valine	150	7/16/2008	\$ 8,021
John M. Nehra, Peter T. Grauer, Richard C. Vaughan, William M. Roper, M.D.	1,500	6/9/2008	\$ 74,670

* Directors are grouped together in a row where all elements of compensation are identical for such directors.

See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2008 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FAS 123R.

- (4) As of December 31, 2008, each non-employee director had the following number of restricted stock unit awards outstanding:

Name	Vested Stock Awards	Unvested Stock Awards
	(#)	(#)
Charles G. Berg	233	—
Willard W. Brittain, Jr.	233	—
Nancy-Ann DeParle	119	—
Paul J. Diaz	233	—
Peter T. Grauer	1,926	—
John M. Nehra	1,926	—
William L. Roper, M.D.	1,926	—
Roger J. Valine	233	—
Richard C. Vaughan	1,926	—

- (5) SSAR awards that vest 100% on the first anniversary of the grant date. The amounts shown in this column are the expense amounts recognized for financial statement reporting purposes during 2008 pursuant to FAS 123R for option awards and SSARs to our non-employee directors, except that, in accordance with rules of the SEC, any estimate for forfeitures related to service-based vesting conditions is excluded from and does not reduce such amount. See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2008 for a discussion of the relevant assumptions used in calculating this amount pursuant to FAS 123R.

The grant date fair value of each SSAR award granted in 2008 pursuant to FAS 123R is set forth below:

Name	Number of Shares Underlying Options	Grant Date	Grant Date Fair Value of Option Awards
	(#)		(\$)
Charles G. Berg	12,000	6/9/2008	\$ 138,326
Willard W. Brittain, Jr.	12,000	6/9/2008	\$ 138,326
Nancy-Ann DeParle	12,000	6/9/2008	\$ 138,326
Paul J. Diaz	—	—	—
Peter T. Grauer	18,000	6/9/2008	\$ 207,490
John M. Nehra	18,000	6/9/2008	\$ 207,490
William L. Roper, M.D.	18,000	6/9/2008	\$ 207,490
Roger J. Valine	12,000	6/9/2008	\$ 138,326
Richard C. Vaughan	18,000	6/9/2008	\$ 207,490

See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2008 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FAS 123R.

- (6) With respect to Messrs. Vaughan, Nehra, Roper and Grauer, includes 6,000 SSARs for service as chair of the Audit Committee, Compensation Committee, Compliance Committee and as lead independent director, respectively.

(7) As of December 31, 2008, each non-employee director had the following number of options and SSARs outstanding:

Name	Exercisable Options (#)	Unexercisable Options (#)	Exercise Price (\$)	Expiration Date
Charles G. Berg	3,750	11,250	\$ 53.21	3/02/2012
	2,786	—	\$ 55.05	5/29/2012
	—	12,000	\$ 49.78	6/09/2013
Willard W. Brittain, Jr.	3,750	11,250	\$ 53.38	3/22/2012
	2,153	—	\$ 55.05	5/29/2012
	—	12,000	\$ 49.78	6/09/2013
Paul J. Diaz	3,750	11,250	\$ 52.94	7/31/2012
Peter T. Grauer	18,000	—	\$ 51.95	5/15/2011
	18,000	—	\$ 55.05	5/29/2012
	—	18,000	\$ 49.78	6/09/2013
John M. Nehra	12,000	—	\$ 41.66	5/13/2010
	18,000	—	\$ 51.95	5/15/2011
	18,000	—	\$ 55.05	5/29/2012
	—	18,000	\$ 49.78	6/09/2013
William L. Roper, M.D.	9,999	—	\$ 30.66	5/24/2009
	18,000	—	\$ 41.66	5/13/2010
	18,000	—	\$ 51.95	5/15/2011
	18,000	—	\$ 55.05	5/29/2012
	—	18,000	\$ 49.78	6/09/2013
Roger J. Valine	7,500	7,500	\$ 47.99	6/27/2011
	10,639	—	\$ 55.05	5/29/2012
	—	12,000	\$ 49.78	6/09/2013
Richard C. Vaughan	11,250	3,750	\$ 43.50	5/20/2010
	18,000	—	\$ 51.95	5/15/2011
	18,000	—	\$ 55.05	5/29/2012
	—	18,000	\$ 49.78	6/09/2013

(8) Ms. DeParle resigned from the Board of Directors on July 29, 2008.

The following describes the compensation paid to our non-employee directors for service as a director during 2008 under the Non-Management Director Compensation Philosophy and Plan, referred to as the Director Compensation Plan as set forth in the table above. Directors who are our employees or officers do not receive compensation for service on our Board of Directors or any committee of the Board of Directors.

Annual Retainer

Pursuant to the Director Compensation Plan, each of our non-employee directors is entitled to receive an annual retainer of \$24,000 per year, paid quarterly in arrears. The annual retainer is paid half in cash and half in restricted stock units which are 100% vested upon issuance, but under which receipt of shares is automatically deferred to one year from grant date.

Annual Equity Grant

Under the Director Compensation Plan, each of our non-employee directors is entitled to receive SSARs on a base number of 12,000 shares of our common stock for total service of at least one year in such capacity on our Board of Directors, granted on, and priced as of close of the market on, the date of our annual stockholder

meeting, vesting in full on the one year anniversary of the date of grant, with acceleration of vesting upon a Change of Control (as defined above under stock-based award agreements), and expiring five years after the date of grant. This award is not available for service of less than one year. The Board of Directors is permitted to issue options in lieu of SSARs in its discretion.

Lead Independent Director and Committee Chair Fees

Under the Director Compensation Plan, the chairs of the Audit, Compensation and Compliance Committees and the lead independent director receive an additional retainer of \$20,000 per year, paid quarterly in arrears. The retainer is paid half in cash and half in restricted stock units which are 100% vested upon issuance, but under which receipt of shares is automatically deferred to one year from the grant date.

The chairs of the Audit, Compensation and Compliance Committees and the lead independent director are also entitled to receive additional SSARs on a base number of 6,000 shares of our common stock for total service in such capacity of at least one year, or the pro rata equivalent for service of less than one year, granted on, and priced as of the close of the market on, the date of our annual meeting of stockholders, vesting in full on the one year anniversary of the date of grant, with acceleration of vesting upon a Change of Control, and expiring five years after the date of the grant. Vesting of these SSARs continues so long as the non-employee director continues to serve on our Board of Directors even if he or she is no longer a committee chair or lead independent director. The Board of Directors is permitted to issue stock options in lieu of SSARs in its discretion.

Under the Director Compensation Plan, each of the chairs of the Audit, Compensation and Compliance Committees and the lead independent director also receives additional restricted stock units of 1,500 shares, or the pro rata equivalent for services of less than one year, that are granted on the date of our annual meeting of stockholders and that vest 100% upon issuance, but under which receipt of shares is automatically deferred for one year from the grant date.

With respect to the additional retainers and equity grants to the lead independent director and the chairs of the Audit, Compensation or Compliance Committee, if the lead independent director also serves as a chair of the Audit, Compensation or Compliance Committee, the lead independent director will not be entitled to receive the additional retainers and equity grants for serving as the chair of the Audit, Compensation or Compliance Committee, in addition to the retainers and equity grants he or she is entitled to receive as the lead independent director, unless the Compensation Committee determines otherwise.

Meeting Fees

Under the Director Compensation Plan, our non-employee directors are entitled to receive \$8,000 in the form of common stock for each Board of Directors meeting attended in person. Prior to February 28, 2008, our non-employee directors were paid \$4,000 in cash for each Board of Directors meeting attended in person and \$2,000 in cash for each meeting held via telephone conference that lasted more than one and one half hours. For committee meetings, additional compensation of \$4,000 is paid in the form of common stock for each meeting attended in person (\$2,000 in cash for each meeting prior to February 28, 2008). Additional compensation of \$2,000 in cash is paid for each telephonic meeting that lasts more than one hour and for telephonic meetings of the Audit Committee related to quarterly earnings releases, except that the meeting fee for each meeting attended in person is \$2,500 to be paid in stock (\$1,500 in cash prior to February 28, 2008) for members of the Public Policy and Clinical Performance Committees and \$4,500 to be paid in stock (\$2,500 in cash prior to February 28, 2008) for the chairs of these two committees, and the meeting fee for telephonic meetings that last more than one hour is \$1,500 in cash for members of these two committees and \$2,500 in cash for the chairs of these two committees. Committee meeting fees are paid for all committee meetings held on the same day as regular Board of Directors meetings, other than meetings of the Nominating and Governance Committee.

New Directors

Under the Director Compensation Plan, each of our non-employee directors is entitled to receive SSARs on a base number of 15,000 shares of our common stock upon appointment to our Board of Directors, priced at the closing price on the date of grant, vesting 25% per year beginning on the first anniversary of the date of grant, and expiring five years after the date of grant. The Board of Directors is permitted to issue stock options in lieu of SSARs in its discretion.

Other Compensation; Reimbursement of Expenses

Under the Director Compensation Plan, we reimburse our directors for their reasonable out-of-pocket expenses in connection with their travel to and attendance at meetings of the Board of Directors or any committee thereof and other company business. In addition, we also compensate our non-employee directors on a per diem basis at a rate of \$4,000 in cash per day for significant time spent outside of board or committee meetings or for meetings or activities outside the scope of normal board duties, including director training, meeting with company management or external auditors, interviewing director candidates or other activities deemed necessary by the chairman of the Board of Directors or the lead independent director. The per diem rate is paid on a pro rata basis for activities that do not require a full day of service.

COMPENSATION COMMITTEE REPORT

The Compensation Committee of our Board of Directors is currently composed of three independent, non-employee directors. The Compensation Committee oversees the company's compensation programs on behalf of the Board of Directors. The Compensation Committee reviewed and discussed the Compensation Discussion and Analysis set forth in this Proxy Statement with management.

Based on the Compensation Committee's review and discussion with management, the Compensation Committee recommended to the Board of Directors that the Compensation Discussion and Analysis be included in the company's Proxy Statement for the company's 2009 annual meeting of stockholders.

COMPENSATION COMMITTEE

John M. Nehra (Chairman)

Peter T. Grauer

Roger J. Valine

The information contained above under the caption "Compensation Committee Report" will not be considered "soliciting material" or to be "filed" with the SEC, nor will that information be incorporated by reference into any future filing under the Securities Act of 1933 or the Securities Exchange Act of 1934, except to the extent that we specifically incorporate it by reference into a filing.

COMPENSATION COMMITTEE INTERLOCKS AND INSIDER PARTICIPATION

No member of the Compensation Committee has served as one of our officers or employees at any time. During 2008, none of our executive officers served as a member of the compensation committee or board of directors of any other company whose executive officer(s) served as a member of our Compensation Committee or Board of Directors.

CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

We or one of our subsidiaries may occasionally enter into transactions with certain "related persons." Related persons include our executive officers, directors, nominees for directors, 5% or more beneficial owners of our common stock and immediate family members of these persons. We refer to transactions involving amounts in excess of \$120,000 and in which the related person has a direct or indirect material interest as "related person transactions." Each related person transaction must be approved or ratified in accordance with the company's written Related Person Transactions Policy by the Audit Committee of the Board of Directors or, if the Audit Committee of the Board of Directors determines that the approval or ratification of such related person transaction should be considered by all disinterested members of the Board of Directors, by the vote of a majority of such disinterested members.

The Audit Committee considers all relevant factors when determining whether to approve or ratify a related person transaction including, without limitation, the following:

- the size of the transaction and the amount payable to a related person;
- the nature of the interest of the related person in the transaction;
- whether the transaction may involve a conflict of interest; and
- whether the transaction involves the provision of goods or services to the company that are available from unaffiliated third parties and, if so, whether the transaction is on terms and made under circumstances that are at least as favorable to the company as would be available in comparable transactions with or involving unaffiliated third parties.

The company's Related Person Transactions Policy is available on the company's website at www.davita.com.

The Related Person Transactions Policy described above was adopted on March 1, 2007. Prior to the adoption of the Related Person Transactions Policy, related person transactions were generally considered by the entire Board of Directors. The transactions described in the first paragraph immediately below were entered into prior to the adoption of the Related Person Transactions Policy and were reviewed and considered by the entire Board of Directors.

Joseph C. Mello, our former chief operating officer, is the sole shareholder and sole director of two privately-owned companies, Liberty RC, Inc. ("Liberty") and Knickerbocker Dialysis, Inc. ("Knickerbocker") that were incorporated in New York to acquire the health facility licenses required to operate dialysis centers in New York. Until recently, New York law prohibited publicly-held companies from owning these facility licenses. Even though we owned substantially all of the assets, including the fixed assets, of our New York dialysis centers, the licenses were required to be held by privately-owned companies, with which we entered into agreements to provide equipment, leased real property and a broad range of administrative services, including billing and collecting. As required by the New York State Department of Health, as a condition to approving the acquisition of the licenses by Liberty and Knickerbocker, we provided financing to Mr. Mello, Liberty and Knickerbocker for the capital needs of these entities. Amounts loaned to Mr. Mello were immediately contributed to Liberty and Knickerbocker as additional equity capital. At March 1, 2008, the aggregate amount outstanding under the loans to Mr. Mello was \$8,732,046, including accrued interest. As of March 1, 2008 the company and one of its subsidiaries entered into agreements with Mr. Mello to acquire all of the shares of Liberty and Knickerbocker and paid Mr. Mello \$7,399,000 as the purchase price for the shares. At the same time, Mr. Mello repaid all of the principal outstanding under the loans from the company to Mr. Mello and the company agreed to forgive the interest accrued under the loans. As a result, all of the loans from the company to Mr. Mello were fully satisfied. The purchase agreements relating to these transactions included provisions holding Mr. Mello harmless against liabilities incurred as a result of his ownership of Liberty and Knickerbocker as well as against any additional taxes incurred as a result of such ownership or the transfer of the shares to the

company. The purchase agreement was structured so that no personal benefit, financial or otherwise, accrued to Mr. Mello as a result of the loans to Mr. Mello, his ownership of Liberty or Knickerbocker, or the aforementioned transactions. The transfer of the shares of Liberty and Knickerbocker from Mr. Mello is subject to the approval of the New York State Department of Health. If the New York State Department of Health does not approve such transfer by December 31, 2012, Mr. Mello will be required, subject to the approval of the New York State Department of Health, to transfer the shares of Liberty and Knickerbocker to a person designated by the company for no additional consideration. The New York Department of Health also required us to make loans directly to Liberty and Knickerbocker. These loans were evidenced by notes, and at March 1, 2009, \$2,832,361 and \$6,746,136, respectively, were outstanding under these notes, including accrued interest. The interest rate on these notes is the prime rate plus 2% per annum, which as of March 1, 2009 was 5.25%. The company also makes a working capital facility available to Liberty and Knickerbocker from time to time, pursuant to which the company makes working capital advances to Liberty and Knickerbocker and holds excess cash generated by those companies. The aggregate balances under such facility fluctuated from month to month during 2008, and ranged from approximately \$0.5 million owed by Liberty and Knickerbocker to the company to approximately \$12.3 million owed by the company to Liberty and Knickerbocker. Interest is charged on balances due at prime plus 1-2% but only on balances outstanding for more than one month, consistent with the company's policy applicable to its other joint ventures with external minority interests. In 2008, the company charged no interest on advances to Liberty and Knickerbocker as no net advances were outstanding for more than one month. All of the foregoing loans and advances were made for the sole purpose of advancing the company's business and not for the purpose of providing any personal benefit to Mr. Mello. All assets, liabilities, and operating results of Liberty and Knickerbocker are included in our consolidated financial statements.

Paul J. Diaz, one of our directors, is a director, the president and chief executive officer, and a stockholder of Kindred. The company provides dialysis services for Kindred and various of its affiliates in the ordinary course of business for which it received approximately \$7,366,997 in 2008. The company anticipates receiving payments from Kindred in 2009.

Charles G. Berg, one of our directors, was appointed in January 2008 as a director and the executive chairman of WellCare, as well as director or manager of various related entities. Mr. Berg received restricted stock and option grants from WellCare. The company provides dialysis services for WellCare and various of its affiliates in the ordinary course of business for which it received approximately \$5,367,803 in 2008. The company anticipates receiving payments from WellCare in 2009.

AUDIT COMMITTEE REPORT

The Audit Committee of the Board of Directors is responsible for providing independent, objective oversight of the Company's accounting functions and internal controls. The Audit Committee is composed of three directors, each of whom is independent as defined by New York Stock Exchange listing standards. The Audit Committee operates under a written charter approved by the Board of Directors.

The Audit Committee is directly responsible for the appointment and compensation of the Company's independent registered public accounting firm, KPMG, as well as monitoring the independence, qualifications and performance of KPMG and the Company's internal audit function. In addition, the Audit Committee has considered whether the provision of non-audit services to the Company by KPMG is compatible with maintaining KPMG's independence.

Management is responsible for internal controls and the financial reporting process. The independent registered public accounting firm is responsible for performing an independent audit of the Company's consolidated financial statements in accordance with the standards of the Public Company Accounting Oversight Board (United States) and an audit of the effectiveness of internal control over financial reporting. The Audit Committee's responsibility is to monitor and oversee these processes.

The Audit Committee has met and held discussions with the Company's internal auditors and KPMG, with and without management present, to discuss the scope of their audit plans, results of their examinations, their evaluations of the Company's internal controls, and the overall quality of the Company's financial reporting.

The Audit Committee engaged the independent registered public accounting firm to conduct the independent audit. The Audit Committee reviewed and discussed with management the December 31, 2008 audited consolidated financial statements. The Audit Committee also discussed with the independent registered public accounting firm the matters required to be discussed by Statement on Auditing Standards No. 61, as amended (Communication with Audit Committees), as adopted by the Public Company Accounting Oversight Board. In addition, the Audit Committee received the written disclosures and the letter from the independent registered public accounting firm required by applicable requirements of the Public Company Accounting Oversight Board regarding the independent registered public accounting firm's communications with the Audit Committee concerning independence and has discussed with the independent registered public accounting firm its independence.

Based upon the Audit Committee's reviews and discussions with management and the independent registered public accounting firm, referred to above, the Audit Committee recommended to the Board of Directors that the audited consolidated financial statements be included in the Company's Annual Report on Form 10-K for the year ended December 31, 2008 for filing with the Securities and Exchange Commission.

THE AUDIT COMMITTEE
Richard C. Vaughan (Chairman)
Charles G. Berg
Roger J. Valine

STOCKHOLDER PROPOSALS FOR 2010 ANNUAL MEETING

If you wish to present a proposal for action at the 2010 annual meeting of stockholders and wish to have it included in the proxy statement and form of proxy that management will prepare, you must notify us no later than December 31, 2009 in the form required under the rules and regulations promulgated by the SEC. Otherwise, your proposal will not be included in management's proxy materials.

If you wish to present a proposal for action at the 2010 annual meeting of stockholders, even though it will not be included in management's proxy materials, our bylaws require that you must notify us no later than March 17, 2010, and no earlier than February 15, 2010.

OTHER MATTERS

Our Board of Directors does not know of any other matters to be presented at the 2009 annual meeting of stockholders but, if other matters do properly come before the meeting, it is intended that the persons named as proxies in the proxy card will vote on them in accordance with their best judgment.

A copy of our 2008 Annual Report to Stockholders accompanies this Proxy Statement. The 2008 Annual Report to Stockholders includes our audited financial statements for the year ended December 31, 2008. Our Annual Report on Form 10-K includes these financial statements, as well as other supplementary financial information and certain schedules. The Annual Report on Form 10-K is not part of our proxy soliciting material. Copies of the Annual Report on Form 10-K, without exhibits, can be obtained without charge by contacting us at 601 Hawaii Street, El Segundo, California 90245, (800) 310-4872 or through our website, located at <http://www.davita.com>.

By order of the Board of Directors,



Jeffrey L. Miller
Vice President, Deputy General Counsel and
Secretary

El Segundo, California
April 30, 2009

ANNEX A

**DaVita Inc.
Audit Committee Charter**

I. Audit Committee Purpose

The Audit Committee is appointed by the Board of Directors to assist the Board in fulfilling its oversight responsibilities in connection with the following:

- Monitoring the integrity of the Company's financial statements including the financial reporting and disclosure process and the integrity and effectiveness of our system of internal controls over financial reporting.
- The Audit Committee, together with the Compliance Committee of the Board, is appointed by the Board to assist the Board with oversight of compliance with legal and regulatory requirements. The Compliance Committee of the Board has primary responsibility for oversight of health care regulatory compliance requirements. The Audit Committee assists the Board with oversight of all other legal and regulatory requirements, including those that may have a material impact on the Company's financial statements.
- Appoints, engages the Company's independent registered public accounting firm and must pre-approve the independent registered public accounting firm's annual audit services including related fees, audit related services, and all other services in accordance with the Company's pre-approval policy. The independent registered public accounting firm is ultimately accountable to the Audit Committee and the Board of Directors.
- Monitoring the independence, qualifications and performance of the Company's independent registered public accounting firm including a review of the scope and results of their audit, as well as our internal audit function.
- Providing an avenue of communication among the independent registered public accounting firm, management, the internal audit department, and the Board of Directors.

The Audit Committee has the authority to conduct any investigation appropriate to fulfilling its responsibilities, and it has direct oversight over the independent registered public accounting firm as well as direct access to anyone in the Company. The Audit Committee has the authority to retain and determine the funding for special legal, accounting, and other experts it deems necessary in the performance of its duties, including in connection with any investigation undertaken by the Audit Committee, on such terms and conditions as the Audit Committee shall determine and at the Company's expense.

The Audit Committee is not responsible for planning or conducting audits, preparing and certifying the Company's financial statements or determining that such financial statements are complete and accurate or are in accordance with generally accepted accounting principles. This is the responsibility of management and the Company's independent registered public accounting firm. Nor is it the duty of the Audit Committee to establish the specific processes to ensure compliance with laws and regulations or the Company's Code of Ethics. This is the responsibility of management.

II. Audit Committee Composition and Meetings

The composition of the Audit Committee shall meet the requirements of the Securities and Exchange Commission (SEC) and the New York Stock Exchange (NYSE). The Audit Committee shall be comprised of three or more directors as determined by the Board, each of whom shall be directors who are independent under the rules of the SEC and the NYSE. Audit Committee members may not, other than in their capacity as either a member of the Audit Committee or the Board of Directors, accept any consulting, advisory, or other compensatory fees from the Company.

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All members of the Audit Committee shall have a basic understanding of finance and accounting and be able to read and understand fundamental financial statements, and at least one member of the Audit Committee shall be an Audit Committee Financial Expert under the rules of the SEC. No member of the Audit Committee shall simultaneously serve on the Audit Committee of more than three public companies unless the Board of Directors shall disclose such determination.

Audit Committee members shall be appointed by the Board. If the Committee Chair is not present for a meeting, the Committee Chair will designate the Chair for that meeting.

The Audit Committee shall meet at least four times annually, or more frequently as circumstances dictate. The Audit Committee Chair shall prepare and/or approve an agenda in advance of each meeting. A quorum for the transaction of business at any meeting of the Committee shall consist of a majority of the Committee members. Representatives of management and the independent registered public accounting firm shall attend meetings as necessary. The Audit Committee shall meet in executive session and separately with each of the following at least annually: the independent registered public accounting firm, management responsible for financial reporting and related internal control systems, the executive responsible for internal audit and the General Counsel.

The Audit Committee will report regularly to the Board of Directors and address any issues that arise with respect to the quality or integrity of the Company's financial reporting process and related internal controls.

III. Audit Committee Responsibilities and Duties

1. Review and reassess the adequacy of this Charter at least annually. Submit the Charter to the Board of Directors for approval and have the document published at least every three years in accordance with SEC regulations.
2. Assess at least annually, the performance of the Audit Committee and each of its members with respect to the responsibilities and duties specified in this Charter.
3. Determine the integrity of the Company's financial reporting processes and controls through consultation with management, the independent registered public accounting firm, and the internal auditors. Discuss significant risk areas and the steps management has taken to monitor, control, and report such exposures. Review significant findings prepared by the independent registered public accounting firm and the internal audit department together with management's responses.
4. Meet to review and discuss with management and the independent registered public accounting firm the Company's annual audited financial statements related disclosures, the content and basis for reports relating to internal controls and management's discussion and analysis included in the Company's Form 10-K prior to filing or distribution. Discuss significant issues regarding accounting principles, practices and judgments, and other matters required to be communicated to audit committees under the independent registered public accounting firm professional governance standards.
5. Meet to review and discuss with management and the independent registered public accounting firm the Company's quarterly financial results and disclosures prior to release of the quarterly results, including any use of "pro forma" or "adjusted" non-GAAP information. Meet to review and discuss with management and the independent registered public accounting firm the Company's quarterly financial statements and management's discussion and analysis included in the Company's Form 10-Q prior to filing or distribution. Discuss with management, the chief internal audit executive and/or independent registered public accounting firm, as appropriate, any significant changes to the Company's accounting principles and any items required to be communicated by the independent registered public accounting firm in accordance with their professional governance standards.
6. Review the Company's earnings press release, financial information and earnings guidance provided to analysts and ratings agencies, paying particular attention to any use of "pro forma" or "adjusted" non-GAAP information. Such discussions may be done generally. Provided that such discussions have

taken place, the Committee Chair or other designated Committee member may represent the entire Audit Committee for purpose of reviewing specific earnings releases and specific instances of guidance.

7. Review on a regular basis with the independent registered public accounting firm any problems or difficulties encountered by the independent registered public accounting firm in the course of any audit work, including management's response with respect thereto, any restrictions on the scope of the independent registered public accounting firm's activities or on access to requested information and any significant disagreements with management.
8. Resolve any disagreement between management and the independent registered public accounting firm regarding financial reporting matters. Engage outside accounting, legal, or other experts as deemed appropriate to resolve such disagreement.
9. Review the qualifications, independence and performance of the independent registered public accounting firm including the lead audit partner annually, including review of the independent registered public accounting firm's internal quality control procedures, any material issues raised in the most recent internal quality control review or peer review of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, respecting one or more independent audits carried out by the firm, and any steps to deal with any such issues, and all relationships between the independent registered public accounting firm and the Company. Discharge the independent registered public accounting firm and appoint a new independent registered public accounting firm when circumstances warrant. Pre-approve the fees to be paid to the independent registered public accounting firm, and review all significant relationships they have with the Company or other matters that could bear on the firm's independence.
10. Approve all work to be performed by, and compensation paid to, the independent registered public accounting firm prior to engagement, ensuring that such work does not violate regulatory restrictions. Authority for approval may be delegated to an individual Audit Committee member. The full Audit Committee will review at each regularly scheduled meeting a summary of services performed by the independent registered public accounting firm and the associated compensation.
11. Review the independent registered public accounting firm's audit plan including scope considerations, staffing, and reliance upon internal audit.
12. Ensure that the chief internal audit executive has direct access to the Audit Committee and is accountable to the Committee.
13. Review the appointment, reassignment or dismissal and compensation of the Chief Internal Audit executive.
14. Review the scope and effectiveness of the Company's internal audit function including responsibilities, budget and staffing.
15. Review with the chief internal audit executive the annual internal audit plan, deviations from the original plan, results of completed audits, status of outstanding audit recommendations and any restrictions on the scope of work or access to required information.
16. Review with the Company's counsel any legal matters that may have a material impact on the Company's financial statements, the Company's compliance with applicable laws and regulations, and material reports or inquiries received from governmental agencies, including such matters identified by the Compliance Committee or Chief Compliance Officer.
17. Consider for approval or ratification each related party transaction or recommend that such related party transactions be considered for approval or ratification by the disinterested members of the Board in accordance with policies of the Company established from time to time.
18. Review with the Chairman of the Disclosure Committee, prior to the filing of the Company's quarterly and annual reports, information considered for disclosure as part of the Disclosure Committee quarterly

review process and changes made to the Company's public disclosure as a result of the Disclosure Committee review process.

19. Review with the Company's Controller, prior to the filing of the Company's quarterly or annual reports, the quarterly process for obtaining the Chief Executive Officer and Chief Financial Officer certifications pursuant to Rules 13a-14 or 15d-14 of the Securities Exchange Act of 1934 and Section 906 of the Sarbanes-Oxley Act.
20. Prepare any report required to be prepared by the Audit Committee for inclusion in the Company's annual proxy statement by applicable rules and regulations and review such reports with the Company's independent registered public accounting firm.
21. Establish a process and procedures for the receipt, retention, and treatment of complaints received by the Company regarding the Company's accounting, internal accounting controls or auditing matters.
22. Establish a process and procedures whereby employees may confidentially and anonymously report concerns regarding the Company's accounting, internal accounting controls or auditing matters, and ensure that employees making such reports are protected from retaliation.
23. Establish clear hiring policies for hiring individuals associated with or previously employed by the independent registered public accounting firm.
24. Review Internal Audit's compliance with the Institute of Internal Auditors (IIAs) Standards for the Professional Practice of Internal Auditing (Standards), if applicable.
25. Periodically review the Company's code of conduct/ethics to ensure that it is adequate and up-to date.
26. Perform any other activities consistent with this Charter, the Company's by-laws and applicable laws as the Audit Committee or the Board deems necessary or appropriate.

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ANNEX B

DAVITA INC. EXECUTIVE INCENTIVE PLAN
(As Amended and Restated Effective January 1, 2009)

PURPOSE.

The purpose of the DaVita Inc. Executive Incentive Plan (the "Plan") is to provide incentive compensation payments ("Awards") to senior executives that are directly tied to the attainment of business objectives of DaVita Inc. (the "Company") and to the attainment of its mission to be the partner, provider, and employer of choice and that may qualify as "performance-based compensation" under Section 162(m) of the Internal Revenue Code of 1986, as amended, and the regulations thereunder (the "Code").

ELIGIBILITY.

The Chief Executive Officer of the Company and each other senior executive of the Company who is determined by the Compensation Committee (the "Committee") of the Board of Directors of the Company (the "Board") to be likely to deemed to be a "covered employee" under Section 162(m) of the Code for a performance period and such other employees of the Company as may be selected by the Committee to receive an Award for a performance period shall be eligible to participate in the Plan for such performance period (the "Participants").

ADMINISTRATION.

The Plan shall be administered by the Committee, which shall consist solely of two (2) or more directors, each of whom is an "outside director" within the meaning of Section 162(m) of the Code. The members of the Committee shall be appointed by the Board and may be changed from time to time at the discretion of the Board.

The Committee shall have the authority:

- (1) to select the Participants in the Plan for each performance period;
- (2) to establish the performance period applicable to each Award;
- (3) to establish and administer the performance goals and the amount of the Award for each Participant for each performance period;
- (4) to certify whether the performance goals for each Participant for each performance period have been satisfied;
- (5) to construe, interpret, and implement the Plan;
- (6) to prescribe, amend, and rescind rules and regulations relating to the Plan and the administration of the Plan;
- (7) to make all determinations necessary or advisable in administering the Plan; and
- (8) to reduce the amount payable under any Award granted under the Plan if, in the judgment of the Committee, such reduction is in the best interests of the Company and its stockholders.

Any determination by the Committee shall be final and binding.

AWARDS.

No later than 90 days after the commencement of each performance period (and in no event after 25% of the performance period has elapsed), the Committee shall designate the Participants for such performance period, shall establish, in writing, the performance goals for each Participant for such performance period and the method of calculating the amount of the Award that will be payable under the Plan to each Participant for such

performance period if the performance goals established by the Committee for the Participant are attained, in whole or in part. Such method shall be stated in terms of an objective formula or standard that precludes discretion to increase the amount of the Award that would be payable to the Participant upon attainment of the goals. The performance goals established by the Committee for each Participant for a performance period and the method of calculating the amount of the Award that will be payable to a Participant for such performance period if the performance goals established by the Committee for the Participant are attained may not be modified after the first 90 days (or, if less, 25%) of the performance period.

The performance goals for each Participant for a performance period shall be based on one or more of the following business criteria: cash generation targets, profit and revenue targets on an absolute or per share basis (including but not limited to EBIT, EBITDA, operating income, operating income margin, revenue per treatment, cash flow, free cash flow and EPS), cost and expense targets (including, but not limited to cost per treatment, general and administrative expenses, capital expenditures and operating expenses), equity value, leverage ratio, market share targets, acquisition targets, profitability targets (as measured through return ratios or stockholder returns), treatment growth, patient growth and center growth, clinical outcomes, physician recruitment, physician retention, physician relations, employee turnover, employee relations, patient retention, improvements in reimbursement economics, commercial payor relationships and contract related targets, public policy efforts and investigation, legal proceedings and litigation outcomes. Such business criteria may, in the discretion of the Committee, be applied to the Participant, the Company as a whole, or any designated subsidiary or business unit of the Company or a subsidiary thereof.

PAYMENT OF AWARDS.

Following the end of each performance period, and as soon as practicable after the Committee's certification of a Participant's attainment of the performance goals established by the Committee for such Participant for such performance period, but in no event later than the end of the calendar year following the calendar year in which the performance period to which the Award relates ends, the Company shall pay to the Participant the amount of the Award earned by the Participant. Payment may be made in cash, in shares of common stock of the Company ("Common Stock"), or in units representing the right to receive shares of Common Stock ("Stock Units"). Shares of Common Stock or Stock Units granted to a Participant in payment of an Award may be subject to such restrictions as determined by the Committee in its discretion. The date on which a cash payment is made to the Participant in the case of an Award paid in cash, or the date on which shares of Common Stock or Stock Units are granted to the Participant in the case of an Award paid in shares of Common Stock or Stock Units, is hereinafter referred to as the "Payment Date". The Payment Date of an Award may not occur prior to the end of the performance period applicable to the Award. To the extent the payment of an Award in shares of Common Stock or Stock Units would require stockholder approval under the rules of the principal national securities exchange on which the Common Stock is traded or listed, such payment shall be made pursuant to an equity compensation plan of the Company, other than the Plan, under which such payment can be made without further approval by the Company's stockholders.

The maximum amount that may be paid pursuant to Awards under the Plan to any Participant for any calendar year is Ten Million Dollars (\$10,000,000). For purposes of applying this limitation, (i) an Award that is paid for a performance period that spans more than one calendar year shall be pro rated evenly over the calendar years or portions thereof contained within such performance period and (ii) the amount of an Award that is paid in shares of Common Stock or Stock Units shall be valued without reduction for any restrictions to which such shares of Common Stock or Stock Units may be subject and shall be based on the last reported sale price regular way on the Payment Date, or if no such reported sale takes place on the Payment Date, the average of the last reported bid and ask prices regular way on the Payment Date, in either case on the principal national securities exchange on which the Common Stock is traded or listed. If on the Payment Date the principal national securities exchange on which the Common Stock is traded or listed is closed, the value of the shares of Common Stock or Stock Units shall be determined as of the last preceding day on which the Common Stock was traded or for which bid and asked prices are available.

An Award shall be paid under this Plan to a Participant for any performance period solely on account of the attainment of the performance goals established by the Committee with respect to such Participant for such performance period. An Award to a Participant shall, except as otherwise provided herein, also be contingent upon the Participant's continued employment by the Company or a subsidiary of the Company on the Payment Date.

OFFSETS OF BENEFITS.

The Company shall have the right to withhold from Award payments any amounts that a Participant owes to the Company. The Company also shall have the right to use any Award to offset any incentive compensation payments required to be provided to an employee pursuant to the terms of that employee's employment agreement.

TERMINATION OF EMPLOYMENT.

If a Participant's employment with the Company terminates prior to the Payment Date for an Award, then the Participant shall not be entitled to any payment with respect to the Award, unless otherwise provided by the terms of the Participant's employment agreement, or otherwise determined by the Committee, in its sole discretion.

If any payee is a minor, or if the Committee reasonably believes that any payee is legally incapable of giving a valid receipt and discharge for any payment due him or her, the Committee may have the payment made to the person (or persons or institution) whom it reasonably believes is caring for or supporting such payee. Any such payment shall be a payment for the benefit of the payee and shall be a complete discharge of any liability under the Plan to the payee.

EFFECTIVE DATE.

Payment of any Award under this amended and restated Plan shall be contingent upon stockholder approval of this amended and restated Plan pursuant to Section 162(m) of the Code. All Awards under this amended and restated Plan shall be null and void if this amended and restated Plan is not approved by such stockholders.

After stockholder approval of this amended and restated Plan has been obtained at the 2009 annual meeting of stockholders, the material terms of the performance goals shall be disclosed to and reapproved by the stockholders no later than the first stockholder meeting in 2014.

COMMITTEE CERTIFICATION.

Prior to the payment of any Award to a Participant, the Committee will certify in writing that the applicable performance goals were in fact satisfied.

AMENDMENT OF THE PLAN.

The Committee may from time to time alter, amend, suspend, or discontinue the Plan. However, no such amendment or modification shall adversely affect any Participant's rights with regard to outstanding, previously certified Awards.

ASSIGNABILITY.

No Awards granted under the Plan shall be pledged, assigned, or transferred by any Participant except by a will or by the laws of descent and distribution. Any estate of any Participant receiving any Award under the Plan shall be subject to the terms and conditions of the Plan.

TAX WITHHOLDING.

Award payments made to Participants shall be made net of any amounts necessary to satisfy federal, state and local withholding tax requirements, where required by law.

NO CONTRACT OF EMPLOYMENT.

Neither the action of the Company in establishing this Plan, nor any provisions hereof, nor any action taken by the Company, the Committee or the Board pursuant to the Plan and its provisions, shall be construed as giving to any employee or Participant the right to be retained in the employ of the Company.

OTHER PROVISIONS.

Any expenses and liabilities incurred by the Board, the Committee or the Company in administering the Plan shall be paid by the Company.

Amounts paid to a Participant with respect to Awards under the Plan shall have no effect on the level of benefits provided to or received by such Participant, or the Participant's estate or beneficiaries, as a part of any other employee benefit plan or similar arrangement provided by the Company, except as provided under the terms of such other employee benefit plan or similar arrangement.

The Plan and all actions taken under the Plan shall be governed by, and construed in accordance with, the laws of the State of Delaware without regard to the conflict of law principles thereof.

SECTION 409A OF THE CODE.

The Plan is intended to meet the requirements of Section 409A of the Code, and shall be interpreted and construed consistent with that intent. Notwithstanding any other provision of the Plan, to the extent that a Participant's right to any payment hereunder provides for the "deferral of compensation" within the meaning of Section 409A(d)(1) of the Code, the payment shall be made in accordance with the following:

If the Participant is a "specified employee" within the meaning of Section 409A(a)(2)(B)(i) of the Code on the date of the Participant's "separation from service" within the meaning of Section 409A(a)(2)(A)(i) of the Code (the "Separation Date"), then no such payment shall be made during the period beginning on the Separation Date and ending on the date that is six months following the Separation Date or, if earlier, on the date of the Participant's death, if the earlier making of such payment would result in tax penalties being imposed on the Participant under Section 409A of the Code. The amount of any payment that would otherwise be made during this period shall instead be made on the first business day following the date that is six months following the Separation Date or, if earlier, the date of the Participant's death.

DAVITA INC.
601 HAWAII STREET
EL SEGUNDO, CA 90245

VOTE BY INTERNET - www.proxyvote.com

Use the Internet to transmit your voting instructions and for electronic delivery of information to you until 11:59 P.M., Eastern Time, on Sunday, June 14, 2009. Have your proxy card in hand when you access the web site and follow the instructions to obtain your records and to create an electronic voting instruction form.

ELECTRONIC DELIVERY OF FUTURE PROXY MATERIALS

If you would like to receive the proxy materials received by our company including proxy materials, you can consent to receiving all future proxy statements, proxy cards, and annual reports electronically via e-mail or the Internet. To sign up for electronic delivery, please follow the instructions above to vote using the Internet and, when prompted, indicate that you agree to receive all future proxy materials electronically in future years.

VOTE BY PHONE - 1-800-470-6883

Use any touch-tone telephone to transmit your voting instructions until 11:59 P.M., Eastern Time, on Sunday, June 14, 2009. Have your proxy card in hand when you call and then follow the instructions.

VOTE BY MAIL

Mark, sign and date your proxy card and return it in the postage-paid envelope we have provided or return it to Vote Processing, c/o Broadridge, 51 Mercedes Way, Edison, NJ 07033.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR BLACK INK AS FOLLOWS:

1-800-470-6883

KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED.

DETACH AND RETURN THIS PORTION ONLY

DAVITA INC.				
The Board of Directors recommends a vote FOR all Nominees listed in Proposal 1.		For	Against	Abstain
1. Election of Directors				
1a. Charles G. Berg		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1b. Willard W. Brittain, Jr.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1c. Paul J. Diaz		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1d. Peter T. Grauer		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1e. John M. Nehus		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1f. William L. Roper, M.D.		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1g. Kent L. Thry		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1h. Roger J. Valine		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
1i. Richard C. Vaughan		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
For address changes and/or comments, please check this box and write them on the back where indicated.		<input type="checkbox"/>		
<p>The Board of Directors recommends a vote FOR Proposal 2.</p> <p>2. Amendment and restatement of the Davita Inc. Executive Incentive Plan</p>				
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>The Board of Directors recommends a vote FOR Proposal 3.</p> <p>3. Ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2009</p>				
		<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<p>Please sign exactly as your name(s) appear(s) hereon. When signing as attorney, executor, administrator, trustee or guardian, please indicate full title. Joint owners should each sign personally. All holders must sign. If a corporation, partnership or limited liability company, please sign in full corporate or partnership name, by authorized officer, partner or member.</p>				
Signature (PLEASE SIGN WITHIN BOX)		Date		
Signature (Joint Owners)		Date		

DAVITA

NOTICE OF ANNUAL MEETING OF STOCKHOLDERS
JUNE 15, 2009

TO OUR STOCKHOLDERS:

We will hold our 2009 annual meeting of the stockholders of Davita Inc., a Delaware corporation, on Monday, June 15, 2009 at 4:00 p.m. Pacific Standard Time, at the Hyatt Regency San Francisco Airport, 1333 Bayshore Highway, Burlingame, California 94010, for the following purposes, which are further described in the accompanying Proxy Statement:

- (1) To vote upon the election of the nine directors identified in the attached Proxy Statement to our Board of Directors, to serve for a term of one year or until their successors are duly elected and qualified;
- (2) To amend and restate the Davita Inc. Executive Incentive Plan;
- (3) To ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2009; and
- (4) To transact such other business as may properly come before the annual meeting or any adjournment thereof.

Our Board of Directors has found the close of business on April 20, 2009 to be the record date for the determination of stockholders entitled to vote at the annual meeting or any meeting held upon adjournment of the annual meeting. Only holders of record of our common stock at the close of business on that day will be entitled to vote.

In accordance with rules and regulations adopted by the Securities and Exchange Commission, we are now providing access to our proxy materials over the Internet. Accordingly, we will mail, on or about May 4, 2009, a Notice of Internet Availability of Proxy Materials to our stockholders of record and beneficial owners at the close of business on April 20, 2009. On the date of mailing of the Notice of Internet Availability of Proxy Materials, all our orders of record and beneficial owners will have the ability to access the proxy materials on a website referred to and at the URL address included in the Notice of Internet Availability of Proxy Materials. These proxy materials will be available free of charge.

The Notice of Internet Availability of Proxy Materials will also identify the date, time and location of the annual meeting, the matters to be acted upon at the annual meeting and the Board of Directors' recommendation with regard to each matter, a toll-free telephone number, an e-mail address, and a website where stockholders can request a paper or e-mail copy of the Proxy Statement, our Annual Report to Stockholders and a form of proxy mailing to the annual meeting, information on how to access the form of proxy, and information on how to obtain directions to attend the annual meeting and vote in person.

We invite you to attend the annual meeting and vote in person. If you cannot attend, to ensure that you are represented at the annual meeting, please vote, at your earliest convenience, by telephone or Internet, or request a proxy card to complete, sign and date and return by mail. If you attend the annual meeting, you may vote in person, even if you previously used the telephone or Internet voting system, or mailed your completed proxy card.

Please note that all votes cast via telephone or the Internet must be cast prior to 11:59 p.m., Eastern Time, on Sunday, June 14, 2009.

By order of the Board of Directors,

Jeffrey L. Miller

Jeffrey L. Miller
Vice President, Deputy General Counsel and
Secretary

St. Sepulchre, California
April 10, 2009

Important Notice Regarding the Availability of Proxy Materials for the Annual Meetings:
The Notice and Proxy Statement and Annual Report are available at www.proxyvote.com.

ML-133-P81276

**DAVITA INC.
PROXY**

**This Proxy is solicited on behalf of
the Board of Directors of DAVITA INC.**

The undersigned hereby appoints Kent J. Thiry, Jeffrey L. Miller and Corinna B. Polk, or any of them, the true and lawful attorneys and proxies of the undersigned, with full power of substitution, to vote all shares of the Common Stock, \$0.001 par value per share, of DAVITA INC., which the undersigned is entitled to vote at the annual meeting of the stockholders of DAVITA INC., to be held at 4:00 p.m., Pacific Standard Time, on June 15, 2009 at the Hyatt Regency San Francisco Airport, 1333 Bayshore Highway, Burlingame, California 94010, and any and all adjournments thereof, on the proposals set forth on the reverse side of this Proxy.

Unless a contrary direction is indicated, this Proxy will be voted FOR all nominees listed in Proposal 1, and FOR Proposals 2 and 3. If specific instructions are indicated, this Proxy will be voted in accordance therewith.

In their discretion, Kent J. Thiry, Jeffrey L. Miller and Corinna B. Polk, or any of them, are authorized to vote upon such other matters as may properly come before the meeting.

All Proxies to vote at said meeting, or any adjournment heretofore given by the undersigned, are hereby revoked. Receipt of the Notice of Annual Meeting and Proxy Statement dated April 30, 2009 is hereby acknowledged.

Address Changes/Comments: _____

If you mailed any Address Changes/Comments above, please mark corresponding box on the reverse side.

Continued and to be signed on reverse side

1 LAW OFFICE OF DANIEL MARKS
2 DANIEL MARKS, ESQ.
3 Nevada State Bar No. 002003
4 NICOLE M. YOUNG, ESQ.
5 Nevada State Bar No. 12659
6 610 South Ninth Street
7 Las Vegas, Nevada 89101
8 (702) 386-0536; FAX (702) 386-6812
9 Attorneys for Appellant

10
11 **IN THE SUPREME COURT OF THE STATE OF NEVADA**

12 DENNIS KOGOD,

Case No. 71147

13 Appellant,

14 vs.

15 GABRIELLE CIOFFI-KOGOD,

16 Respondent.
17 _____/

18
19 **APPEAL FROM THE EIGHTH JUDICIAL DISTRICT COURT**
20 _____

21
22 **APPELLANT'S APPENDIX**
23 **Volume 18**
24 _____
25
26
27
28

<u>DOCUMENT</u>	<u>VOLUME</u>	<u>PAGE NO.</u>
Acceptance of Service filed on April 24, 2014	1	14
Acceptance of Service Filed on November 6, 2015	2	394
Amended Notice of Cross-Appeal filed on September 23, 2016	46	9032-9148
Answer to Complaint for Divorce and Counterclaim filed on November 24, 2014	1	19-24
Case Appeal Statement filed on August 23, 2016	44	8590-8593
Case Appeal Statement, filed on December 13, 2016	47	9287-9290
Case Cross-Appeal Statement filed on September 21, 2016	46	9028-9031
Case Cross-Appeal Statement, filed on December 23, 2016	47	9298-9301
Certificate of Service filed on March 2, 2015	1	66
Certificate of Service filed on June 2, 2015	1	85-86
Certificate of Service filed on January 25, 2016	4	712
Certificate of Service filed on June 21, 2016	42	8082
Certificate of Service filed on September 14, 2016	45	8704-8802
Certification of Copy of Exhibits Presented at the 2/23/16- 2/26/16 Non-Jury Trial, dated December 8, 2016	10	1876-1894
Certification of Copy Clerks List	41	7980-7983
Complaint for Divorce filed on December 13, 2013	1	1-6
Defendant's Closing Brief filed on August 1, 2016	43	8415-8473
Defendant, Dennis Kogod's, Reply to Plaintiff's, Gabrielle Cioffi-Kogod's, Opposition to Defendant's Motion to Stay Service of Subpoena Duces Tecum and Notice of Deposition and for a Protective Order Prohibiting or Limiting the deposition of Jennifer Crute Steiner and Opposition to Plaintiff's Countermotion for Attorney Fees and Costs filed on June 25, 2015	1	151-178
Defendant's Motion to Stay Service of Subpoena Duces Tecum and Notice of Deposition and for a Protective Order Prohibiting or Limiting the Deposition of Jennifer Crute Steiner filed on June 11, 2015	1	87-110
Defendant's Exhibits Vol. I:	33	6161-7979
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<u>DOCUMENT</u>	<u>VOLUME</u>	<u>PAGE NO.</u>
Defendant's Exhibit D- Teichner Accounting Rebuttal Expert Disclosure Dated: January 25, 2016	33	6162-6209
Defendant's Exhibit F- Teichner Accounting Sur-Rebuttal Report Dated: February 15, 2016	33	6210-6215
Defendant's Exhibit S- Bank of America Joint Checking Account Ending 6446 Statement From December 1, 2015 to December 31, 2015	33	6216-6223
Defendant's Exhibit T- Bank of America Checking Account ending in 0129 Statement from December 1, 2015 to December 31, 2015	33	6224-6229
Defendant's Exhibit U- Wells Fargo Complete Advantage Checking Account Ending 5397 Statement from January 9, 2016 to February 5, 2016	33	6230-6239
Defendant's Exhibit V- Wells Fargo PMA Account ending 8870 Statement from January 9, 2016 to February 5, 2016	33	6240-6242
Defendant's Exhibit W- UBS Trust – Fee Base ending 743 Statement From January 2016	33	6243-6252
Defendant's Exhibit X- UBS Checking ending 745 Statement for January 2016	33	6253-6264
Defendant's Exhibit Y- UBS Trust – PWS/GAM ending 134 Statement for January 2016	33	6265-6282
Defendant's Exhibit Z- UBS Stock Option ending 999 Statement for January 2016	33	6283-6290
Defendant's Exhibit AA- Merrill Lynch Ending 588 Statement from December 01, 2015 to December 31, 2015	33	6291-6360
Defendant's Exhibit BB- UBS Trust – Fee Base ending 43 Statement for January 2016	34	6361-6368
Defendant's Exhibit CC- Fidelity Dignity Health Statement from January 1, 2015 to December 31, 2015	34	6369-6372
Defendant's Exhibit DD- Davita Retirement Plan Statement from January 1, 2016 to January 31, 2016	34	6373-6375
Defendant's Exhibit EE- Davita Retirement Savings Plan Statement from October 1, 2015 to December 31, 2015	34	6376-6378
Defendant's Exhibit LL- UBS Premier Variable Credit Line ending 027 Statement for January 2016	34	6379-6384
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Defendant's Exhibit MM- American Express Centurion Account ending 3005	34	6385-6396
Defendant's Exhibit NN- American Express Platinum Account ending 2003 Statement from January 18, 2016 to February 6, 2016	34	6397-6401
Defendant's Exhibit OO- American Express Platinum Account ending 9008 Statement from January 25, 2016 to February 23, 2016	34	6402-6406
Defendant's Exhibit PP- Master Card Account ending 1588 Statement From January 07, 2016 to February 06, 2016	34	6407-6412
Defendant's Exhibit QQ- Wells Fargo Account ending 1032 Statement from December 16, 2015 to January 15, 2016	34	6413-6419
Defendant's Exhibit RR- Banana Republic Account ending 4713 Statement from December 4, 2015 to January 4, 2016	34	6420-6423
Defendant's Exhibit SS- Discover Account ending in 4205 Statement from November 12, 2015 to December 11, 2015	34	6424-6427
Defendant's Exhibit TT- Kohls Account ending in 557 Statement from November 7, 2015 to December 7, 2015	34	6428
Defendant's Exhibit UU- Merrill Lynch Account ending 9677 Statement from November 13, 2015 to December 12, 2015	34	6429-6431
Defendant's Exhibit VV- Nordstorm Account ending 992 Statement from November 13, 2015 to December 13, 2015	34	6432-6436
Defendant's Exhibit WW- TJX Rewards Account ending 6951 Statement from December 1, 2015 to January 1, 2016	34	6437-6439
Defendant's Exhibit XX- Detailed Financial Disclosure Form for Gabrielle Cioffi-Kogod, Filed February 25, 2015	34	6440-6456
Defendant's Exhibit AAA- Email from Eugene to Dennis Dated: February 12, 2012	34	6457-6459
Defendant's Exhibit BBB- Various Checks from Gabrielle to Eugene Cioffi-Kogod Re: House	34	6460-6464
Defendant's Exhibit CCC- Various Checks from Gabrielle to Eugene Cioffi-Kogod Re: Misc.	34	6465-6467
Defendant's Exhibit DDD- Various Checks from Gabrielle to Eugene Cioffi Re: Eugene's Birthday	34	6468-6470
Defendant's Exhibit EEE- Various Checks from Gabrielle to Cassandra Cioffi Re: Cassandra's Birthday	34	6471-6473

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Defendant's Exhibit FFF- Various Checks from Gabrielle to Stephanie Cioff Re: Stephanie's Birthday	34	6474-6476
Defendant's Exhibit GGG- Check from Dennis to Escrow of the West Re: 128 N. Edinburch	34	6477
Defendant's Exhibit HHH- Various Checks from Gabrielle to Cash	34	6478-6496
Defendant's Exhibit III- Various Checks from Gabrielle to Deaner, Deaner, Scann, Malan & Larsen Re: Kogod v. DeYoung #5504-0001	34	6497-6507
Defendant's Exhibit KKK- Notice of Entry of Stipulation and Order Filed on August 12, 2015	34	6508-6513
Defendant's Exhibit LLL- Email from Dennis to Gabrielle Dated: December 8, 2011	34	6514-6515
Defendant's Exhibit NNN- Plaintiff's Sixteenth Supplemental Production of Documents Pursuant to NRCP 16.2, Served on October 22, 2015	34	6516-656
Defendant's Exhibit OOO- Gahrielle Kogod's Resume	34	6561-6564
Defendant's Exhibit PPP- Plaintiff's Response to Defendant's First Set of Interrogatories Dated May 18, 2015	35	6565-6589
Defendant's Exhibit QQQ- Plaintiff's Response to Defendant's Second Set of Interrogatories Served on October 20, 2015	35	6590-6597
Defendant's Exhibit RRR- Plaintiff's Response to Defendant's Third Set of Interrogatories Served on October 29, 2015	35	6598-6603
Defendant's Exhibit SSS- Confidential Memorandum Limited Partner Interests in New Enterprise Associates 14, L.P. Dated: February 2012	35	6604-6683
Defendant's Exhibit TTT- New Enterprise Associates 14, L.P. Supplemental Schedule of Changes in Individual Partner's Capital Accounts	35	6684-6706
Defendant's Exhibit UUU- Plaintiff's Eleventh Supplemental Production of Documents Pursuant to NRCP 16.2 Dated: September 9, 2015 (Spreadsheet from Nadya's depo)	36	6707-6906
Defendant's Exhibit UUU- Continued Plaintiff's Eleventh Supplemental Production of Documents Pursuant to NRCP 16.2 Dated: September 9, 2015 (Spreadsheet from Nadya's depo)	37	6907-7034
Defendant's Exhibit VVV- Davita Power Point Regarding 2015 Long Term Incentive Program	37	7035-7041

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Defendant's Exhibit XXX- Davita Cash Performance Award Agreement, Exhibit B	37	7042-7048
Defendant's Exhibit YYY- Email from Radiology Partners regarding 2014 Tax Compliance	37	7049-7059
Defendant's Exhibit ZZZ- Radiology Partners Member Equity Statement Dated: July 31, 2015	37	7060
Defendant's Exhibit AAAA- Radiology Partners Practice Update, Dated July 31, 2015	37	7061-7067
Defendant's Exhibit FFFF- Kogod Equity Analysis of Dennis' outstanding Long-term incentives (Equity Bases and Cash-Based) and Explanation	37	7068-7070
Defendant's Exhibit GGGG- Thomasina Distribution Agreement	37	7071-7126
Defendant's Exhibit HHHH- Pray for Ukraine Agreement Dated: October 16, 2014	37	7127-7132
Defendant's Exhibit IIII- UBS Resource Management account Ending 899 Statement for February 2016	37	7133-7134
Defendant's Exhibit JJJJ- 2015 W-2 issued to Dennis L. Kogod	37	7135-7137
Defendant's Exhibit KKKK- Principle Life Insurance Company Statement for February 18 2016	37	7138-7139
Defendant's Exhibit LLLL- Email from Denise to Dennis Kogod	38	7140
Defendant's Exhibit MMMM- Filing with US Security and Exchange Commission	38	7141-7142
Defendants Exhibit NNNN- Email 2/23/16 Re: Award of 76,766 Shares And Sale of \$33,290 Shares for Tax Purposes	38	7143-7144
Defendant's Exhibit OOOO- Assets & Debt Chart	38	7145-7148
Defendant's Exhibit PPPP- Martial Balance Sheet	38	7149-7151
Defendant's Exhibit QQQQ- Costs & Fees Through 1/31/16	38	7152-7174
Defendant's Exhibit RRRR- Jimmerson Fees	38	7175-7340
Defendant's Exhibit SSSS- Depo of Eugene Cioffi February 05, 2016	39	7341-7450
Defendant's Exhibit TTTT- Depo of Stephanie Cioffi February 05, 2016	39	7451-7467
Defendant's Exhibit UUUU- 9716 Oak Pass Appraisal	42	8042-8061

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Defendant's Exhibit WWW- Hollywood Hills Escrow	42	8063
Defendant's Exhibit XXXX- February 2016 UBS account summary statement	39	7468-7474
Defendant's Exhibit YYYY- February 2016 UBS account statement for Accounts ending 743	39	7475-7484
Defendant's Exhibit ZZZZ- February 2016 UBS account statement for Accounts ending 134	39	7485-7500
Defendant's Exhibit 5A- February 2016 UBS account summary statement	39	7501-7508
Defendant's Exhibit 5B- February 2016 UBS account statement for accounts Ending 745	39	7509-7522
Defendant's Exhibit 5C- February 2016 UBS account statement for accounts Ending 899	39	7523-7532
Defendant's Exhibit 5D- February 2016 UBS account statement for accounts Ending 746	39	7533-7540
Defendant's Exhibit 5E- February 2016 UBS account statement for accounts Ending 027	39	7541-7546
Defendant's Exhibit 5F- February 2016 UBS account statement for accounts Ending 575	39	7547-7552
Defendant's Exhibit 5G- UBS Account Summary for account ending 17, Showing no value As of February 26, 2016	39	7553
Defendant's Exhibit 5H- February 2016 UBS account statement for accounts ending 75	39	7554-7559
Defendant's Exhibit 5I- May 2016 UBS account statement for accounts ending 76	39	7560-7567
Defendant's Exhibit 5J- May 2016 UBS account statement for accounts ending 43	39	7568-7577
Defendant's Exhibit 5K- May 2016 UBS account statement for accounts ending 45	39	7578-7587
Defendant's Exhibit 5L- May 2016 UBS account statement for accounts ending 34	40	7588-7603
Defendant's Exhibit 5M- Wells Fargo PMA Package account ending 5397 Statement from February 1, 2016 through February 29, 2016	40	7604-7613

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Defendant's Exhibit 5N- Wells Fargo Checking account ending 8870 Statements from February 6, 2016 through March 7, 2016	40	7614-7616
Defendant's Exhibit 5O- Wells Fargo Visa account ending 1032 statements From January 16, 2016 through February 12, 2016	40	7617-7620
Defendant's Exhibit 5P- Wells Fargo Visa account ending 1032 statements From February 13, 2016 through March 15, 2016	40	7621-7625
Defendant's Exhibit 5Q- American Express Platinum account ending 9008 Statements from January 16, 2016 through February 23, 2016	40	7626-7636
Defendant's Exhibit 5R- American Express Platinum account ending 9008 Statements from February 24, 2016 through March 25, 2016	40	7637-7645
Defendant's Exhibit 5S- American Express Centurion account ending 3005 Statements from January 16, 2016 through February 14, 2016	40	7646-7659
Defendant's Exhibit 5T- American Express Centurion account ending 3005 Statements from February 15, 2016 through March 16, 2016	40	7660-7668
Defendant's Exhibit 5U- American Express Optima account ending 2003 Statements from January 19, 2016 through February 16, 2016	40	7669-7680
Defendant's Exhibit 5V- American Express Optima account ending 2003 Statements from February 17, 2016 through March 18, 2016	40	7681-7685
Defendant's Exhibit 5W- Master Card Black Card account ending 1588 Statements from February of 2016	40	7686-7691
Defendant's Exhibits 5X- Principle Life Insurance Company Statement of Coverage as of February 26, 2016	40	7692-7693
Defendant's Exhibits 5Y- Voja DaVita Retirement Savings Plan statement From 01/01/16 through 03/31/16	40	7694-7696
Defendant's Exhibits 5Z- DaVita Gambro Healthcare Executive Retirement Plan Benefit Statement from February of 2016	40	7697-7699
Defendant's Exhibit 6A- Cigna Health Savings Plan account balance of April 24, 2016	40	7700-7703
Defendant's Exhibit 6B- DaVita Stock Award Grant Statement, exercisable as of 06/01/16	40	7704-7705
Defendant's Exhibit 6C- Documents regarding sale of Ferrari	40	7706-7707

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Detailed Financial Disclosure Form filed on February 27, 2015	1	45-65
Detailed Financial Disclosure Form filed on May 29, 2015	1	67-84
Detailed Financial Disclosure Form filed on February 16, 2016	4	721-738
Detailed Financial Disclosure Form filed on February 19, 2016	4	819-835
Discovery Commissioner's Report and Recommendations filed on January 11, 2016	2	421-424
Discovery Commissioner's Report and Recommendations filed on January 22, 2016	4	707-711
Discovery Commissioner's Supplemental Report and Recommendations filed on February 22, 2016	4	843-846
Errata to Pre-Trial Memorandum filed on February 22, 2016	4	841-842
Errata to Notice of Filing Cost Bond for Appeal filed on August 30, 2016	44	8603-8606
Ex-Parte Motion to Enlarge Time for Service of Summons and Complaint filed on April 4, 2014	1	7-11
Ex-Parte Order to Enlarge Time for Service of Summons and Complaint filed on April 10, 2014	1	12-13
Ex Parte Request for Leave of Court to File Supplemental Pleading (With Notice) Filed September 21, 2016	45	8914-8944
Joint Preliminary Injunction filed on May 15, 2014	1	15-16
Motion for an Order to Show Cause to Hold Gabrielle Cioffi-Kogod in Contempt for Failure to Comply with the Discovery Commissioners Recommendation Regarding Service of Jennifer Crute Steiner and for Attorney's Fees and Costs filed on September 14, 2015	2	207-274
Motion to Compel Discovery and for Attorney's Fees and Costs filed on December 23, 2015	2	407-420
Motion in Limine to Exclude Updated Real Estate Appraisals and Newly Disclosed Rental Values Submitted by Plaintiff filed on February 19, 2016	4	836-840
Motion in Limine to Exclude Defendant's Witness Disclosed After Deadline to Disclose witnesses and Request for Attorney's Fees and Sanctions filed on February 22, 2016	4	847-858

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Motion to Stay Enforcement of Decree of Divorce and for Other Related Relief filed on August 24, 2016	44	8594-8600
Motion for Attorney's Fees and Costs filed on September 13, 2016	44	8607-8703
Notice of Appeal filed on August 23, 2016	44	8588-8589
Notice of Appeal, filed on December 13, 2016	47	9280-9286
Notice of Cross-Appeal filed on September 21, 2016	45	8823-8940
Notice of Cross-Appeal, filed on December 23, 2016	47	9291-9297
Notice of Entry of Order filed on August 12, 2015	1	205-206
Notice of Entry filed on November 30, 2015	2	395-399
Notice of Entry of Order filed on December 3, 2015	2	400-404
Notice of Entry of Order filed on May 6, 2016	42	8064-8065
Notice of Entry of Order filed on May 11, 2016	42	8068-8069
Notice of Entry of Order filed on June 29, 2016	42	8086-8089
Notice of Entry of Findings of Facts, Conclusions of Law and Decree of Divorce filed on August 22, 2016	44	8474-8587
Notice of Entry of Order filed on October 24, 2016	47	9272-9275
Notice of Entry of Order from October 18, 2016 Hearing filed on December 5, 2016	47	9276-9279
Notice of Filing Cost Bond for Appeal filed on August 29, 2016	44	8601-8602
Objections to Plaintiff's proposed deposition Testimony and Submission of Additional Deposition Testimony filed on March 25, 2016	40	7721-7739
Opposition to Motion for an Order to Show Cause to Hold Gabrielle Cioffi-Kogod in Contempt for Failure to Comply with the Discovery Commissioner's Recommendation Regarding Service of Jennifer Crute Steiner and for Attorney's Fees and Costs and Countermotion for Sanctions and Attorney's Fees filed on October 6, 2015	2	287-335
Opposition to Motion to Stay Service of Subpoena Duces Tecum and Notice of Deposition and for a Protective Order Prohibiting or Limiting the Deposition of Jennifer Crute Steiner, and Countermotion for Attorney's Fees and Costs filed on June 23, 2015	1	111-150

<u>DOCUMENT</u>	<u>VOLUME</u>	<u>PAGE NO.</u>
Opposition to Motion to Compel Discovery and for Attorney's Fees and Costs and Countermotion for Protective Order filed on January 11, 2016	3	425-579
Opposition to Plaintiff's Motion for an Order to Show Cause why Defendant Should not be Held in Contempt of Court for His Multiple Violations of the Joint Preliminary Injunction, for an Order Limiting Access and Payments from Community Accounts, and for Sanctions, Attorney's Fees and Costs; and Countermotion for Attorney's Fees and Costs filed on February 8, 2016	4	713-720
Opposition to Plaintiff's Motion to Compel Discovery, for Sanctions, Attorney's fees and Costs; and Countermotion for Sanctions, Attorney's Fees and Costs filed on July 8, 2016	42	8090-8153
Opposition to Motion for Attorney's Fees and Costs filed on October 13, 2016	46	9167-9174
Order to Show Cause filed on February 24, 2016	4	859-860
Order filed on May 6, 2016	42	8066-8067
Order from April 6, 2016 Hearing filed on May 11, 2016	42	8070-8071
Order filed on June 28, 2016	42	8083-8085
Order From October 18, 2016 Hearing, filed on December 5, 2016	47	9278-9279
Plaintiff's Closing Brief filed on August 1, 2016	43	8242-8414
Plaintiff's Ex Parte Motion with Notice for Extension of Time to File Motion for Attorney's Fees and Costs filed on September 15, 2016	45	8803-8822
Plaintiff's Motion for the Issuance of an Order to Show Cause why Defendant Should not be Held in Contempt for his Multiple Violations of the Joint Preliminary Injunction; Plaintiff's Motion for an Order Limiting the Access and Payments from Community Accounts filed on January 19, 2016	4	647-706
Plaintiff's Pre Trial Memorandum filed on February 19, 2016	4	780-818
Plaintiff's Exhibit 1- Financial Disclosure Form Filed on February 16, 2016	10	1896-1912
Plaintiff's Exhibit 2- Financial Disclosure Form Filed on February 16, 2016	10	1913-1930
Plaintiff's Exhibit 3- Detailed Financial Disclosure Form Filed on May 29, 2015	10	1931-1951

<u>DOCUMENT</u>	<u>VOLUME</u>	<u>PAGE NO.</u>
Plaintiff's Exhibit 4- Detailed Financial Disclosure Form Filed on February 27, 2015	10	1952-1972
Plaintiff's Exhibit 5- 2014 Individual Income Tax Return	10	1973-1980
Plaintiff's Exhibit 6- 2013 Individual Income Tax Return	11	1981-2241
Plaintiff Exhibit 7- 2012 Individual Income Tax Returns	12	2242-2378
Plaintiff's Exhibit 8- 2011 Individual Income Tax Returns	13	2379-2427
Plaintiff's Exhibit 9- 2010 Individual Income Tax Returns	13	2428-2456
Plaintiff's Exhibit 10- 2009 Individual Income Tax Returns	13	2457-2489
Plaintiff's Exhibit 11- 2008 Individual Income Tax Returns	13	2490-2515
Plaintiff's Exhibit 12- 2007 Individual Income Tax Returns	13	2516-2542
Plaintiff's Exhibit 13- 2006 Individual Income Tax Returns	13	2543-2572
Plaintiff's Exhibit 14- 2005 Individual Income Tax Returns	13	2573-2595
Plaintiff's Exhibit 15- 2004 Individual Income Tax Returns	13	2596-2612
Plaintiff's Exhibit 16- 2003 Individual Income Tax Returns	13	2613-2627
Plaintiff's Exhibit 18- Text messages between the parties	14	2629-2772
Plaintiff's Exhibit 19- Emails between the parties	14	2773-2813
Plaintiff's Exhibit 20- Text messages between the parties	15	2814-2921
Plaintiff's Exhibit 21- Text messages between the parties	15	2922-2925
Plaintiff's Exhibit 22- Emails between the parties	15	2926-2962
Plaintiff's Exhibit 23- Emails between the parties	15	2963-3040
Plaintiff's Exhibit 24- Text messages between the parties	15	3041-3048
Plaintiff's Exhibit 25- Text messages between the parties	15	3049-3061
Plaintiff's Exhibit 26- Proposed Community Property Distribution Worksheet	15	3062-3063
Plaintiff's Exhibit 54- Jenny Allen's Curriculum Vitae and List of Cases	16	3064-3066
Plaintiff's Exhibit 55- Index of documents in Support of Spreadsheets in Anthem Forensic's Reports	16	3067-3121

<u>DOCUMENT</u>	<u>VOLUME</u>	<u>PAGE NO.</u>
Plaintiff's Exhibit 56 Anthem Forensics' Expert Witness Report	16	3122-3232
Plaintiff's Exhibit 57- Anthem Forensics' Supplemental Expert Witness Report	17	3233-3368
Plaintiff's Exhibit 58- Anthem Forensics' Supporting Documents for facts set forth in Supplemental Expert Report	17	3369-3402
Plaintiff's Exhibit 59- Email from Joe Leauanae to Daniel Marks, Esq.	17	3403-3404
Plaintiff's Exhibit 60- Auto Related Exhibits listed on Exhibit 6	17	3405-3409
Plaintiff's Exhibit 61- Transactions that comprise the "adjusted" column on Exhibit 6	18	3410-3549
Plaintiff's Exhibit 62- Withdrawals and checks written to cash - Gabrielle Kogod	18	3550
Plaintiff's Exhibit 63- Anthem Forensics' Response to Rebuttal Report	18	3551-3578
Plaintiff's Exhibit 65- Anthem Forensics' Supporting Documentation for Facts set fourth in The February 5, 2016 Report	19	3579-3640
Plaintiff's Exhibit 69- Joint Preliminary Injunction Order	19	3641-3642
Plaintiff's Exhibit 71- Settlement Statement for 10776 Wilshire Boulevard, Unit 604, California	19	3643
Plaintiff's Exhibit 72- Spreadsheet showing expenses for Khapsalis and children From May 2014	19	3644-3674
Plaintiff's Exhibit 73- Spreadsheet showing updated Outflows greater than \$10,000 Since Anthem's December 15, 2015 Report based on updated statements provided by Dennis	19	3675
Plaintiff's Exhibit 74- Spreadsheet showing Outflows more than \$10,000 Since May, 2014	19	3676
Plaintiff's Exhibit 75- Spreadsheet showing payments to or on behalf of Dennis' Family Members since May, 2014	19	3677-3678
Plaintiff's Exhibit 76- Spreadsheet showing payments to Jennifer Steiner since September, 2014	19	3679-3682
Plaintiff's Exhibit 77- Email from Bob Gehlen dated November 25, 2015	19	3683-3685
Plaintiff's Exhibit 78- Email from Dennis to Robert Gehlen dated December 8, 2015	19	3686-3690

<u>DOCUMENT</u>	<u>VOLUME</u>	<u>PAGE NO.</u>
Plaintiff's Exhibit 79- Email from Ms. Varshney to Mr. Marks and Ms. Young re: Dennis Not adding Gabrielle to the UBS Account dated December 2, 2015	19	3691-3696
Plaintiff's Exhibit 80- Motion to Stay Service of Subpoena Duces Tecum and Notice of Deposition and for a Protective Order Prohibiting or Limiting the Deposition of Jennifer Crute Steiner filed on June 11, 2015	19	3697-3720
Plaintiff's Exhibit 87- Letter from Ms. Varshney to Mr. Marks re: Deficiencies in documents From DaVita dated October 1, 2015	19	3721-3725
Plaintiff's Exhibit 88- Letter from Mr. Jimmerson to Mr. Smith re: Dennis' intent to sell stock Options dated June 12, 2015	19	3726
Plaintiff's Exhibit 89- Letter from Mr. Smith to Mr. Marks re: Sale of Dennis' Stock Options Dated August 14, 2015	19	3727-3729
Plaintiff's Exhibit 90- Letter from Mr. Marks to Mr. Smith re: Subpoena to DaVita jeopardizing Dennis' position dated September 2, 2015	19	3730-3731
Plaintiff's Exhibit 91- 2008 Annual Proxy Statement	19	3732-3807
Plaintiff's Exhibit 92- 2009 Annual Proxy Statement	20	3808-3873
Plaintiff's Exhibit 93- 2010 Annual Proxy Statement	20	3874-3959
Plaintiff's Exhibit 94- 2011 Annual Proxy Statement	21	3960-4081
Plaintiff's Exhibit 95- 2012 Annual Proxy Statement	21	4082-4202
Plaintiff's Exhibit 96- 2013 Annual Proxy Statement	22	4203-4298
Plaintiff's Exhibit 97- 2014 Annual Proxy Statement	22	4299-4432
Plaintiff's Exhibit 98- 2015 Annual Proxy Statement	23	4433-4526
Plaintiff's Exhibit 100- Radford J. Smith, Chartered's Billing Statements	23	4527-4560
Plaintiff's Exhibit 101- Marc Herman's Billing Statements	23	4561
Plaintiff's Exhibit 102- Anthem Forensic's Billing Statements	23	4562-4627
Plaintiff's Exhibit 103- Clark Barthol's Billing Statements	23	4628
Plaintiff's Exhibit 107- Nadya Khapsalis' Facebook printout	24	4629-4691
Plaintiff's Exhibit 111- Plaintiff's Third Set of Interrogatories to Defendant	24	4692-4709

<u>DOCUMENT</u>	<u>VOLUME</u>	<u>PAGE NO.</u>
Plaintiff's Exhibit 113- Plaintiff's Fourth Set of Interrogatories to Defendant	24	4710-4717
Plaintiff's Exhibit 116- Plaintiff's Sixth Set of Interrogatories to Defendant	24	4718-4761
Plaintiff's Exhibit 118- Summary of emails prepared by Plaintiff	24	4762-4765
Plaintiff's Exhibit 119- 2011 Tax Return	24	4766-4767
Plaintiff's Exhibit 120- 2012 Tax Return	24	4768-4772
Plaintiff's Exhibit 121- 2013 Tax Return	24	4773-4780
Plaintiff's Exhibit 122- 2014 Tax Return	24	4781-4784
Plaintiff's Exhibit 123- Kogod equity analysis	24	4785
Plaintiff's Exhibit 124- Dist. Comm prop as of February 2016	24	4786-4788
Plaintiff's Exhibit 125- 9/11/15 Certified Transcripts of Deposition of Nadyane Khapsalis Kogod	25	4789-5065
Plaintiff's Exhibit 125- Continued 9/11/15 Certified Transcripts of Deposition of Nadyane Khapsalis Kogod	26	5066-5170
Plaintiff's Exhibit 126- 9/15/15 Deposition of Patricia Murphy	27	5171-5305
Plaintiff's Exhibit 127- 9/26/15 Deposition of Mitchell Kogod	28	5306-5498
Plaintiff's Exhibit 128- 9/25/15 Deposition of Marsha Kogod	29	5499-5592
Plaintiff's Exhibit 129- 9/25/15 Deposition of Sheldon Kogod	29	5593-5745
Plaintiff's Exhibit 130- 9/26/15 Deposition of Dana Kogod	30	5746-5832
Plaintiff's Exhibit 131- 12/10/15 Deposition of Jennifer Crute Steiner	31	5833-6019
Plaintiff's Exhibit 132- Gabrielle's Ann Taylor Loft X5363 dated February 22, 2016	32	6020-6023
Plaintiff's Exhibit 132-2- Marc Herman's Curriculum Vitae	41	7984
Plaintiff's Exhibit 132-5- Gabrielle's expert, Mr. Marc Herman's updated Appraisal dated January 30, 2016	41	7985-8021
Plaintiff's Exhibit 132-6- Dennis' expert, Ms. Jennifer L. Bosco's appraisal Dated March 7, 2016	41	8022-8041
Plaintiff's Exhibit 133- Gabrielle's Banana Republic Luxe X4713 Dated March 4, 2016	32	6024-6026

<u>DOCUMENT</u>	<u>VOLUME</u>	<u>PAGE NO.</u>
Plaintiff's Exhibit 134- Gabrielle's Discover Card X5161 dated February 11, 2016	32	6027-6029
Plaintiff's Exhibit 135- Gabrielle's Discover Card X5161 dated March 11, 2016	32	6030-6033
Plaintiff's Exhibit 136- Gabrielle's Kohl's Card X2557 Dated January 7, 2016	32	6034-6036
Plaintiff's Exhibit 137- Gabrielle's Kohl Statement X2557 dated February 5, 2016	32	6037-6039
Plaintiff's Exhibit 138- Gabrielle's American Express Statement X9677 dated February 12, 2016	32	6040-6042
Plaintiff's Exhibit 139- Gabrielle's Nordstrom X992 dated February 11, 2016	32	6043-6048
Plaintiff's Exhibit 140- Gabrielle's Nordstrom X992 dated March 13, 2016	32	6049-6052
Plaintiff's Exhibit 141- Bank of America Merrill Lynch X0129 Statement dated March 1, 2016 through March 31, 2016	32	6053-6058
Plaintiff's Exhibit 142- Bank of America Merrill Lynch X6446 Statement Dated February 29, 2016	32	6059-6066
Plaintiff's Exhibit 143- Bank of America Merrill Lynch primary account 7GS-10588 dated February 29, 2016 (also includes secondary accounts 7GS-10637, 7GS-10588, 7GS-10093)	32	6067-6124
Plaintiff's Exhibit 144- Gabrielle's UBS account FN-20329 GM Dated March, 2016	32	6125-6132
Plaintiff's Exhibit 145- Gabrielle's UBS account FN 13134 GM Dated March, 2016	32	6133-6146
Plaintiff's Exhibit 146- Gabrielle's UBS account FN 12743 GM Dated March, 2016	32	6147-6160
Plaintiff's Motion to Compel Discovery, For Sanctions, and Attorney's Fees and Costs filed on June 21, 2016	42	8072-8081
Plaintiff's Opposition to Defendant's Motion to Stay Enforcement Of Decree of Divorce and for Other Related Relief and Countermotion for Attorney's Fees filed on October 12, 2016	46	9149-9166
Reply to Counterclaim for Divorce filed on December 5, 2014	1	25-27
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<u>DOCUMENT</u>	<u>VOLUME</u>	<u>PAGE NO.</u>
Reply in Support of Motion for an Order to Cause to Hold Gabrielle Cioffi-Kogod in Contempt for Failure to Comply with the Discovery Commissioner's Recommendation Regarding Service of Jennifer Crute Steiner and for Attorney's Fees and Costs; and Opposition to Countermotion for sanctions and Attorney's Fees filed on October 12, 2015	2	336-345
Reply in Support of Defendant's Motion to Compel Discovery and for Attorney's Fees and Costs, and Opposition to Plaintiff's Countermotion for Protective Order filed on January 13, 2016	3	583-586
Reply to Plaintiff's Motion to Compel Discovery, for Sanctions, Attorney's Fees and Costs and Opposition to Countermotion for Sanctions, Attorney's Fees and Costs filed on July 13, 2016	42	8154-8192
Reply in Support of Motion to Stay Enforcement of Decree of Divorce and For Other Related Relief; and Opposition to Countermotion for Attorney's fees filed on October 14, 2016	46	9175-9180
Reply to Opposition to Motion for Attorney's Fees and Costs filed on October 17, 2016	46	9181-9186
Stipulation and Order filed on August 10, 2015	1	201-204
Stipulation and Order filed on December 15, 2015	2	405-406
Summons filed on May 15, 2014	1	17-18
Supplemental Billing Statements of Attorney's Fees and Costs filed on March 11, 2016	40	7708-7720
Supplement to Plaintiff's Motion for Attorney's Fees and Costs filed on September 21, 2016	46	8945-9027
Transcript Re: All Pending Motions (Hearing on June 26, 2015) filed on July 9, 2015	1	179-200
Transcript Re: Motion to Stay (Hearing on Wednesday September 21, 2016) filed on December 29, 2016	2	275-286
Transcript Re: All Pending Motions (Hearing on Wednesday October 14, 2015) filed on December 29, 2016	2	346-393
Transcript Re: All Pending Motions (Hearing on Friday January 15, 2016) filed on December 29, 2016	3	587-646
Transcript Re: All Pending Motions (Hearing on Wednesday, February 17, 2016) filed on December 29, 2016	4	739-779
Transcript Re: Non-Jury Trial (Tuesday, February 23, 2016) filed on April 28, 2016	5	861-1037

<u>DOCUMENT</u>	<u>VOLUME</u>	<u>PAGE NO.</u>
Transcript Re: Non-Jury Trial (Wednesday, February 24, 2016) filed on April 28, 2016	6	1038-1222
Transcript Re: Non-Jury Trial Vol. I (Thursday, February 25, 2016) filed on April 28, 2016	7	1223-1399
Transcript Re: Non-Jury Trial Vol. II (Thursday, February 25, 2016) filed on April 28, 2016	8	1400-1592
Transcript Re: Non-Jury Trial Vol. I (Friday, February 26, 2016) filed on April 28, 2016	9	1593-1766
Transcript Re: Non-Jury Trial Vol. II (Friday, February 26, 2016) filed on April 28, 2016	10	1767- 1875
Transcript Re: Status Check (Hearing on Wednesday April 6, 2016) Filed on April 28, 2016	40	7740-7808
Transcript Re: Hearing (Hearing on Wednesday May 4, 2016) Filed on December 29, 2016	41	7809-7979
Transcript Re: All Pending Motions (Hearing on Wednesday July 13, 2016) Filed on December 29, 2016	42	8193-8241
Transcript Re: All Pending Motions (Hearing on Tuesday October 18, 2016) filed on December 29, 2016	47	9187-9271



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Kopel v. Kopel
Los Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT B, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
69	06/18/12	(97.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(18.25)
70	10/14/12	(66.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(18.09)
71	11/04/12	(48.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(14.09)
72	11/27/12	(56.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(18.09)
73	12/21/12	(60.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(15.09)
74	12/26/12	(63.40)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(21.70)
75	01/09/13	(21.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(10.75)
76	02/18/13	(43.40)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(21.70)
77	02/27/13	(86.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(18.09)
78	03/09/13	(64.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(17.25)
79	09/11/13	(21.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(10.75)
80	09/18/13	(18.25)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(9.11)
81	09/21/13	(20.00)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(10.00)
82	09/23/13	(109.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(54.75)
83	05/06/13	(20.00)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(10.00)
84	05/08/13	(54.20)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(27.10)
85	06/29/13	(30.18)	Bank Fees: Cash Advance	Cash Advance Fee		Los Angeles, CA				AMEX 5-723003	(15.09)
86	07/14/13	(18.18)	Bank Fees: Cash Advance	Cash Advance Fee		Avon, CA				AMEX 5-723003	(9.09)
87	07/29/13	(20.00)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(10.00)
88	07/29/13	(20.00)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(10.00)
89	08/02/13	(48.12)	Bank Fees: Cash Advance	Cash Advance Fee		Los Angeles, CA				AMEX 5-723003	(24.06)
90	08/14/13	(56.12)	Bank Fees: Cash Advance	Cash Advance Fee		Los Angeles, CA				AMEX 5-723003	(18.06)
91	09/02/13	(56.18)	Bank Fees: Cash Advance	Cash Advance Fee		Los Angeles, CA				AMEX 5-723003	(18.09)
92	09/09/13	(50.18)	Bank Fees: Cash Advance	Cash Advance Fee		Marina Del Rey, CA				AMEX 5-723003	(15.09)
93	09/09/13	(124.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(62.25)
94	09/18/13	(10.00)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(10.00)
95	09/28/13	(50.18)	Bank Fees: Cash Advance	Cash Advance Fee		Los Angeles, CA				AMEX 5-723003	(15.09)
96	10/15/13	(16.18)	Bank Fees: Cash Advance	Cash Advance Fee		Torrance, CA				AMEX 5-723003	(18.09)
97	10/19/13	(10.12)	Bank Fees: Cash Advance	Cash Advance Fee		Hollywood, CA				AMEX 5-723003	(15.06)
98	10/21/13	(56.18)	Bank Fees: Cash Advance	Cash Advance Fee		Encino, CA				AMEX 5-723003	(18.09)
99	10/28/13	(56.18)	Bank Fees: Cash Advance	Cash Advance Fee		Torrance, CA				AMEX 5-723003	(18.09)
100	11/14/13	(24.18)	Bank Fees: Cash Advance	Cash Advance Fee		Huntington Beach, CA				AMEX 5-723003	(12.09)
101	11/24/13	(30.18)	Bank Fees: Cash Advance	Cash Advance Fee		Malibu, CA				AMEX 5-723003	(15.09)
102	12/08/13	(36.18)	Bank Fees: Cash Advance	Cash Advance Fee		Los Angeles, CA				AMEX 5-723003	(18.09)
103	12/11/13	(12.22)	Bank Fees: Cash Advance	Cash Advance Fee		New York, New York				AMEX 5-723003	(6.11)
104	12/13/13	(12.18)	Bank Fees: Cash Advance	Cash Advance Fee		Beverly Hills, CA				AMEX 5-723003	(6.09)
105	12/14/13	(30.12)	Bank Fees: Cash Advance	Cash Advance Fee		Hollywood, CA				AMEX 5-723003	(15.06)
106	12/19/13	(20.00)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(10.00)
107	01/04/14	(30.12)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(15.06)
108	03/13/14	(85.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(32.75)
109	03/13/14	(11.00)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(15.50)
110	03/13/14	(24.18)	Bank Fees: Cash Advance	Cash Advance Fee		Torrance, CA				AMEX 5-723003	(12.09)
111	03/23/14	(30.18)	Bank Fees: Cash Advance	Cash Advance Fee		Encino, CA				AMEX 5-723003	(15.09)
112	03/25/14	(30.12)	Bank Fees: Cash Advance	Cash Advance Fee		West Hollywood, CA				AMEX 5-723003	(15.06)
113	03/27/14	(36.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(18.09)
114	02/09/14	(43.40)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(21.70)
115	02/06/14	(36.18)	Bank Fees: Cash Advance	Cash Advance Fee		West Hollywood, CA				AMEX 5-723003	(18.09)
116	02/13/14	(36.18)	Bank Fees: Cash Advance	Cash Advance Fee		Los Angeles, CA				AMEX 5-723003	(18.09)
117	02/25/14	(40.12)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(15.06)
118	02/26/14	(20.00)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(10.00)
119	03/02/14	(30.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(15.09)
120	03/03/14	(40.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(15.09)
121	03/10/14	(43.40)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(21.70)
122	03/13/14	(24.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(12.09)
123	03/17/14	(30.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(15.09)
124	03/19/14	(30.22)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(15.11)
125	03/29/14	(30.12)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(15.06)
126	03/29/14	(24.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(12.09)
127	04/01/14	(40.22)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(15.11)
128	04/24/14	(60.30)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(30.15)
129	04/30/14	(56.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(28.09)
130	05/04/14	(47.44)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(23.72)
131	05/14/14	(66.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x3832	(33.25)
132	05/17/14	(12.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(6.09)
133	05/17/14	(12.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(6.09)

Magad v. Rogod
Las Vegas, Nevada

TRANSACTIONS THAT COMPRIT THE "ADJUSTED" COLUMN ON LINE 17, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS) (HIGHLIGHTED IN ORANGE)

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
134	05/23/14	(54.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5182	(27.15)
135	05/23/14	(54.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5182	(27.15)
136	05/23/14	(30.18)	Bank Fees: Cash Advance	Cash Advance Fee		Los Angeles, CA				AMEX S-723003	(15.09)
137	05/23/14	(10.00)	Bank Fees: Cash Advance	Cash Advance Fee		Los Angeles, CA				AMEX S-723003	(5.05)
138	05/24/14	(38.40)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5182	(19.20)
139	05/28/14	(20.00)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5182	(10.00)
140	06/02/14	(27.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5182	(13.75)
141	06/03/14	(24.18)	Bank Fees: Cash Advance	Cash Advance Fee		Los Angeles, CA				AMEX S-723003	(12.09)
142	06/10/14	(30.12)	Bank Fees: Cash Advance	Cash Advance Fee		Denver CO				AMEX S-723003	(15.06)
143	06/15/14	(30.18)	Bank Fees: Cash Advance	Cash Advance Fee		Marina Del Rey, CA				AMEX S-723003	(15.09)
144	06/17/14	(24.18)	Bank Fees: Cash Advance	Cash Advance Fee		Los Angeles, CA				AMEX S-723003	(12.09)
145	06/22/14	(12.12)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX S-723003	(6.11)
146	06/28/14	(18.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX S-723003	(9.09)
147	07/05/14	(18.18)	Bank Fees: Cash Advance	Cash Advance Fee		West Hollywood, CA				AMEX S-723003	(9.09)
148	07/10/14	(24.18)	Bank Fees: Cash Advance	Cash Advance Fee		Torrance, CA				AMEX S-723003	(12.09)
149	07/22/14	(42.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX S-723003	(21.09)
150	07/29/14	(42.22)	Bank Fees: Cash Advance	Cash Advance Fee		Las Vegas NV				AMEX S-723003	(21.11)
151	07/31/14	(24.12)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX S-723003	(12.06)
152	07/29/14	(10.12)	Bank Fees: Cash Advance	Cash Advance Fee		Las Vegas NV				AMEX S-723003	(5.12)
153	08/09/14	(16.18)	Bank Fees: Cash Advance	Cash Advance Fee		Los Angeles, CA				AMEX S-723003	(8.09)
154	08/19/14	(10.18)	Bank Fees: Cash Advance	Cash Advance Fee		Torrance, CA				AMEX S-723003	(5.09)
155	08/26/14	(30.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX S-723003	(15.09)
156	09/01/14	(10.00)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(5.00)
157	09/03/14	(30.18)	Bank Fees: Cash Advance	Cash Advance Fee		Los Angeles, CA				AMEX S-723003	(15.09)
158	09/03/14	(10.00)	Bank Fees: Cash Advance	Cash Advance Fee		Los Angeles, CA				AMEX S-723003	(5.00)
159	09/06/14	(36.18)	Bank Fees: Cash Advance	Cash Advance Fee		Marina Del Rey, CA				AMEX S-723003	(18.09)
160	10/06/14	(12.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(6.25)
161	10/21/14	(54.20)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(27.10)
162	10/27/14	(18.20)	Bank Fees: Cash Advance	Cash Advance Fee		Marina Del Rey, CA				AMEX S-723003	(9.10)
163	10/29/14	(20.00)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(10.00)
164	10/29/14	(54.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(27.25)
165	11/14/14	(54.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(27.25)
166	11/18/14	(30.18)	Bank Fees: Cash Advance	Cash Advance Fee		Hollywood CA				AMEX S-723003	(15.09)
167	11/23/14	(36.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX S-723003	(18.09)
168	11/28/14	(18.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(9.25)
169	12/09/14	(16.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(8.25)
170	12/10/14	(16.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(8.25)
171	12/12/14	(16.18)	Bank Fees: Cash Advance	Cash Advance Fee		Marina Del Rey, CA				AMEX S-723003	(8.09)
172	12/18/14	(41.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(20.75)
173	12/22/14	(34.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(17.25)
174	12/28/14	(36.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(18.25)
175	12/28/14	(20.00)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(10.00)
176	12/31/14	(36.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(18.25)
177	01/15/15	(34.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(17.25)
178	01/19/15	(32.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(16.25)
179	01/23/15	(36.36)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX S-723003	(18.18)
180	01/26/15	(32.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(16.25)
181	01/30/15	(32.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(16.25)
182	02/03/15	(32.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(16.25)
183	02/18/15	(41.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(20.75)
184	03/10/15	(41.40)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(20.70)
185	03/16/15	(20.00)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(10.00)
186	03/18/15	(32.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(16.25)
187	03/23/15	(32.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(16.25)
188	03/28/15	(36.18)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX S-723003	(18.09)
189	04/03/15	(21.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(10.75)
190	04/07/15	(20.00)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(10.00)
191	04/10/15	(12.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(6.25)
192	04/17/15	(10.00)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(5.00)
193	05/24/15	(21.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(10.75)
194	06/20/15	(18.18)	Bank Fees: Cash Advance	Cash Advance Fee		Woodland Hills, CA				AMEX S-723003	(9.09)
195	07/04/15	(30.18)	Bank Fees: Cash Advance	Cash Advance Fee		Los Angeles, CA				AMEX S-723003	(15.09)
196	07/22/15	(18.25)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(9.12)
197	07/28/15	(18.24)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(9.12)

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TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
198	04/03/15	(29.02)	Bank Fees: Cash Advance	Cash Advance Fee		Las Vegas, NV				AMEX 5-723003	(14.51)
199	08/07/15	(30.18)	Bank Fees: Cash Advance	Cash Advance Fee		Tarzana, CA				AMEX 5-723003	(15.09)
200	08/23/15	(30.18)	Bank Fees: Cash Advance	Cash Advance Fee		Santa Monica, CA				AMEX 5-723003	(15.09)
201	08/28/15	(30.18)	Bank Fees: Cash Advance	Cash Advance Fee		Santa Monica, CA				AMEX 5-723003	(15.09)
202	09/02/15	(32.38)	Bank Fees: Cash Advance	Cash Advance Fee		Laguna Beach, CA				AMEX 5-723003	(16.09)
203	09/14/15	(32.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(16.25)
204	09/12/15	(32.50)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(16.25)
205	09/19/15	(32.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(16.25)
206	10/23/15	(32.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(16.25)
207	10/23/15	(32.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(16.25)
208	10/28/15	(32.50)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(16.25)
209	11/01/15	(32.50)	Bank Fees: Cash Advance	Cash Advance Fee						AMEX 5-723003	(16.25)
210	11/23/15	(32.50)	Bank Fees: Cash Advance	Cash Advance Fee						Visa x5185	(16.25)
211	03/18/08	(367.98)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(183.99)
212	04/17/08	(483.82)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(241.91)
213	05/18/08	(669.80)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(334.90)
214	06/19/08	(873.64)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(436.82)
215	07/17/08	(241.20)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(120.60)
216	08/12/08	(6.40)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(3.20)
217	08/20/08	(8.00)	Bank Fees: Finance Charge	Finance Charge						Chase x5999	(4.00)
218	09/16/08	(211.60)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(105.80)
219	10/10/08	(320.56)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(160.28)
220	11/17/08	(318.32)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(159.16)
221	12/17/08	(233.26)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(116.63)
222	01/16/09	(328.36)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(164.18)
223	02/16/09	(415.22)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(207.61)
224	03/18/09	(337.50)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(168.75)
225	04/17/09	(467.10)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(233.55)
226	05/18/09	(476.64)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(238.32)
227	05/19/09	(189.16)	Bank Fees: Finance Charge	Finance Charge						Chase x5999	(94.58)
228	05/22/09	(25.28)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(12.64)
229	06/21/09	(882.96)	Bank Fees: Finance Charge	Finance Charge						Chase x5999	(441.48)
230	06/19/09	(67.52)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(33.76)
231	07/17/09	(927.08)	Bank Fees: Finance Charge	Finance Charge						Chase x5999	(463.54)
232	07/19/09	(93.78)	Bank Fees: Finance Charge	Finance Charge						Chase x5999	(46.89)
233	08/17/09	(832.12)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(416.06)
234	08/19/09	(58.92)	Bank Fees: Finance Charge	Finance Charge						Chase x5999	(29.46)
235	08/16/09	(659.68)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(329.84)
236	09/19/09	(106.68)	Bank Fees: Finance Charge	Finance Charge						Chase x5999	(53.34)
237	10/16/09	(588.18)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(294.09)
238	10/19/09	(61.96)	Bank Fees: Finance Charge	Finance Charge						Chase x5999	(30.98)
239	11/16/09	(603.74)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(301.87)
240	11/19/09	(116.20)	Bank Fees: Finance Charge	Finance Charge						Chase x5999	(58.10)
241	12/16/09	(553.64)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(276.82)
242	12/19/09	(323.64)	Bank Fees: Finance Charge	Finance Charge						Chase x5999	(161.82)
243	01/17/10	(358.26)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(179.13)
244	03/18/10	(133.62)	Bank Fees: Finance Charge	Finance Charge						Chase x5999	(66.81)
245	03/17/10	(533.04)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(266.52)
246	03/18/10	(534.68)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(267.34)
247	04/16/10	(419.50)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(209.75)
248	05/18/10	(325.86)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(162.93)
249	05/17/10	(263.14)	Bank Fees: Finance Charge	Finance Charge						AMEX 5-723003	(131.57)
250	11/09/09	(68.86)	Bank Fees: Interest	Interest						Visa x3832	(34.43)
251	12/02/09	(83.28)	Bank Fees: Interest	Interest						Visa x3832	(41.64)
252	12/11/09	(36.18)	Bank Fees: Interest	Interest on Cash Advances						Visa x3832	(18.09)
253	01/06/10	(77.64)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(38.82)
254	02/06/10	(64.62)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(32.31)
255	02/06/10	(25.40)	Bank Fees: Interest	Interest on Cash Advances						Visa x3832	(12.70)
256	02/19/10	(123.48)	Bank Fees: Interest	Interest Charge						Chase x5999	(61.74)
257	03/19/10	(66.60)	Bank Fees: Interest	Interest Charge						Chase x5999	(33.30)
258	04/19/10	(55.82)	Bank Fees: Interest	Interest Charge						Chase x5999	(27.91)
259	05/06/10	(42.46)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(21.23)
260	05/19/10	(38.50)	Bank Fees: Interest	Interest Charge						Chase x5999	(19.25)
261	06/18/10	(59.86)	Bank Fees: Interest	Interest Charge						Chase x5999	(29.93)
262	07/06/10	(269.94)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(134.97)
263	07/18/10	(135.80)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(67.90)
264	07/19/10	(242.45)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(121.23)
265	08/06/10	(334.28)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(167.14)
266	08/16/10	(123.28)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(61.64)
267	08/19/10	(131.92)	Bank Fees: Interest	Interest Charge						Chase x5999	(65.96)

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TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
268	09/06/10	(245.22)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(122.63)	
269	09/06/10	(12.56)	Bank Fees: Interest	Interest on Cash Advances				-	Vita x3832	(6.28)	
270	09/17/10	(16.44)	Bank Fees: Interest	Interest on Cash Advances				-	AMEX 5-723003	(18.22)	
271	09/19/10	(113.96)	Bank Fees: Interest	Interest Charge				-	Chase x5999	(60.98)	
272	10/06/10	(287.83)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(95.81)	
273	10/06/10	(10.73)	Bank Fees: Interest	Interest on Cash Advances				-	Vita x3832	(5.06)	
274	10/18/10	(80.32)	Bank Fees: Interest	Interest on Cash Advances				-	AMEX 5-723003	(15.46)	
275	10/18/10	(64.76)	Bank Fees: Interest	Interest on Purchases				-	AMEX 5-723003	(14.34)	
276	10/19/10	(132.40)	Bank Fees: Interest	Interest Charge				-	Chase x5999	(66.20)	
277	11/17/10	(6.96)	Bank Fees: Interest	Interest on Cash Advances				-	AMEX 5-723003	(3.48)	
278	11/17/10	(103.16)	Bank Fees: Interest	Interest on Purchases				-	AMEX 5-723003	(51.58)	
279	11/18/10	(189.84)	Bank Fees: Interest	Interest Charge				-	Chase x5999	(94.92)	
280	12/06/10	(8.19)	Bank Fees: Interest	Interest on Cash Advances				-	Vita x3832	(4.08)	
281	12/17/10	(4.50)	Bank Fees: Interest	Interest on Cash Advances				-	AMEX 5-723003	(2.25)	
282	12/19/10	(193.46)	Bank Fees: Interest	Interest Charge				-	Chase x5999	(95.73)	
283	01/06/11	(117.32)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(58.66)	
284	01/06/11	(14.06)	Bank Fees: Interest	Interest on Cash Advances				-	Vita x3832	(7.03)	
285	01/19/11	(34.24)	Bank Fees: Interest	Interest on Cash Advances				-	AMEX 5-723003	(17.12)	
286	01/19/11	(246.94)	Bank Fees: Interest	Interest Charge				-	Chase x5999	(123.47)	
287	02/06/11	(115.32)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(57.66)	
288	02/06/11	(0.94)	Bank Fees: Interest	Interest on Cash Advances				-	Vita x3832	(0.47)	
289	02/15/11	(28.44)	Bank Fees: Interest	Interest on Cash Advances				-	AMEX 5-723003	(14.22)	
290	02/18/11	(187.66)	Bank Fees: Interest	Interest Charge				-	Chase x5999	(93.83)	
291	02/06/11	(12.22)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(6.11)	
292	02/06/11	(4.48)	Bank Fees: Interest	Interest on Cash Advances				-	Vita x3832	(2.24)	
293	02/18/11	(157.90)	Bank Fees: Interest	Purchase Interest Charge				-	Chase x5999	(78.95)	
294	04/06/11	(60.54)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(30.27)	
295	04/06/11	(0.06)	Bank Fees: Interest	Interest on Cash Advances				-	Vita x3832	(0.03)	
296	04/12/11	(67.00)	Bank Fees: Interest	Interest on Purchases				-	AMEX 5-723003	(33.50)	
297	04/12/11	(245.10)	Bank Fees: Interest	Purchase Interest Charge				-	Chase x5999	(122.55)	
298	05/18/11	(99.78)	Bank Fees: Interest	Interest on Purchases				-	AMEX 5-723003	(49.89)	
299	05/18/11	(123.82)	Bank Fees: Interest	Purchase Interest Charge				-	Chase x5999	(101.91)	
300	06/06/11	(22.72)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(11.36)	
301	06/19/11	(267.02)	Bank Fees: Interest	Purchase Interest Charge				-	Chase x5999	(133.51)	
302	07/06/11	(67.88)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(33.94)	
303	07/06/11	(6.28)	Bank Fees: Interest	Interest on Cash Advances				-	Vita x3832	(3.14)	
304	07/19/11	(146.46)	Bank Fees: Interest	Purchase Interest Charge				-	Chase x5999	(73.23)	
305	08/06/11	(126.22)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(63.11)	
306	08/06/11	(2.42)	Bank Fees: Interest	Interest on Cash Advances				-	Vita x3832	(1.21)	
307	08/18/11	(8.32)	Bank Fees: Interest	Interest on Cash Advances				-	AMEX 5-723003	(4.16)	
308	08/19/11	(104.56)	Bank Fees: Interest	Purchase Interest Charge				-	Chase x5999	(52.28)	
309	09/06/11	(233.30)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(116.65)	
310	09/16/11	(10.96)	Bank Fees: Interest	Interest on Cash Advances				-	AMEX 5-723003	(5.48)	
311	09/19/11	(64.44)	Bank Fees: Interest	Purchase Interest Charge				-	Chase x5999	(32.22)	
312	10/06/11	(236.72)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(118.36)	
313	10/19/11	(14.70)	Bank Fees: Interest	Purchase Interest Charge				-	Chase x5999	(7.35)	
314	11/06/11	(218.52)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(109.26)	
315	11/17/11	(17.60)	Bank Fees: Interest	Interest on Cash Advances				-	AMEX 5-723003	(8.80)	
316	12/06/11	(67.06)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(33.53)	
317	12/18/11	(11.90)	Bank Fees: Interest	Interest on Cash Advances				-	AMEX 5-723003	(5.95)	
318	01/06/12	(144.84)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(72.42)	
319	02/06/12	(389.52)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(194.76)	
320	03/06/12	(272.28)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(136.14)	
321	03/06/12	(6.90)	Bank Fees: Interest	Interest on Cash Advances				-	Vita x3832	(3.45)	
322	03/19/12	(5.32)	Bank Fees: Interest	Interest on Cash Advances				-	AMEX 5-723003	(2.66)	
323	03/19/12	(87.32)	Bank Fees: Interest	Interest on Purchases				-	AMEX 5-723003	(43.66)	
324	04/06/12	(319.40)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(159.70)	
325	04/06/12	(16.62)	Bank Fees: Interest	Interest on Cash Advances				-	Vita x3832	(8.31)	
326	04/17/12	(10.82)	Bank Fees: Interest	Interest on Cash Advances				-	AMEX 5-723003	(5.41)	
327	04/17/12	(90.06)	Bank Fees: Interest	Interest on Purchases				-	AMEX 5-723003	(45.03)	
328	05/06/12	(133.84)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(66.92)	
329	05/06/12	(10.88)	Bank Fees: Interest	Interest on Cash Advances				-	Vita x3832	(5.44)	
330	06/06/12	(7.24)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(3.62)	
331	06/06/12	(8.18)	Bank Fees: Interest	Interest on Cash Advances				-	Vita x3832	(4.09)	
332	07/06/12	(95.42)	Bank Fees: Interest	Interest on Cash Advances				-	Vita x3832	(47.71)	
333	07/06/12	(7.94)	Bank Fees: Interest	Interest on Cash Advances				-	Vita x3832	(3.97)	
334	07/18/12	(7.46)	Bank Fees: Interest	Interest on Cash Advances				-	AMEX 5-723003	(3.73)	
335	08/06/12	(449.82)	Bank Fees: Interest	Interest on Purchases				-	Vita x3832	(224.91)	
336	08/06/12	(10.08)	Bank Fees: Interest	Interest on Cash Advances				-	Vita x3832	(5.04)	
337	08/17/12	(46.21)	Bank Fees: Interest	Interest on Cash Advances				-	AMEX 5-723003	(23.10)	

Kapod v. Kapod
Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
338	08/17/12	(51.70)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(25.85)
339	09/06/12	(8.84)	Bank Fees: Interest	Interest on Cash Advances						Visa x3832	(5.42)
340	09/17/12	(18.24)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(29.31)
341	09/17/12	(81.42)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(40.71)
342	10/06/12	(56.18)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(28.09)
343	10/06/12	(7.72)	Bank Fees: Interest	Interest on Cash Advances						Visa x3832	(3.86)
344	10/18/12	(29.84)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(19.82)
345	11/06/12	(97.90)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(46.43)
346	11/06/12	(81.14)	Bank Fees: Interest	Interest on Cash Advances						Visa x3832	(40.07)
347	11/16/12	(28.40)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(14.20)
348	11/06/12	(277.86)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(138.93)
349	11/18/12	(47.91)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(23.96)
350	11/19/12	(2.54)	Bank Fees: Interest	Purchase Interest Charge						Chase x5999	(1.28)
351	01/06/13	(456.30)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(228.15)
352	01/06/13	(5.60)	Bank Fees: Interest	Interest on Cash Advances						Visa x3832	(2.83)
353	01/18/13	(30.22)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(15.06)
354	01/18/13	(2.28)	Bank Fees: Interest	Purchase Interest Charge						Chase x5999	(1.19)
355	02/06/13	(527.82)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(263.91)
356	02/06/13	(0.08)	Bank Fees: Interest	Interest on Cash Advances						Visa x3832	(0.04)
357	02/15/13	(142.76)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(71.38)
358	02/19/13	(2.60)	Bank Fees: Interest	Purchase Interest Charge						Chase x5999	(0.80)
359	03/06/13	(235.26)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(117.63)
360	03/06/13	(10.54)	Bank Fees: Interest	Interest on Cash Advances						Visa x3832	(5.27)
361	03/16/13	(14.54)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(7.27)
362	03/18/13	(201.61)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(100.80)
363	03/19/13	(0.86)	Bank Fees: Interest	Purchase Interest Charge						Chase x5999	(0.43)
364	03/06/13	(460.15)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(230.08)
365	03/06/13	(137.30)	Bank Fees: Interest	Interest on Cash Advances						Visa x3832	(68.65)
366	04/17/13	(28.76)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(14.38)
367	04/17/13	(161.34)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(80.68)
368	04/18/13	(8.30)	Bank Fees: Interest	Purchase Interest Charge						Chase x5999	(0.15)
369	05/06/13	(416.34)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(208.17)
370	05/06/13	(399.74)	Bank Fees: Interest	Interest on Cash Advances						Visa x3832	(199.87)
371	05/17/13	(1.94)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(0.97)
372	05/17/13	(123.42)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(61.71)
373	06/06/13	(329.34)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(164.67)
374	06/06/13	(22.74)	Bank Fees: Interest	Interest on Cash Advances						Visa x3832	(11.37)
375	06/17/13	(270.62)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(135.31)
376	06/18/13	(3.22)	Bank Fees: Interest	Purchase Interest Charge						Chase x5999	(1.58)
377	07/18/13	(13.94)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(6.97)
378	07/18/13	(472.68)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(236.34)
379	07/19/13	(3.24)	Bank Fees: Interest	Purchase Interest Charge						Chase x5999	(1.62)
380	08/06/13	(186.72)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(93.36)
381	08/06/13	(7.42)	Bank Fees: Interest	Interest on Cash Advances						Visa x3832	(3.71)
382	08/18/13	(38.76)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(19.38)
383	08/18/13	(511.08)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(255.54)
384	08/19/13	(3.40)	Bank Fees: Interest	Purchase Interest Charge						Chase x5999	(1.70)
385	09/06/13	(355.08)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(177.54)
386	09/06/13	(7.19)	Bank Fees: Interest	Interest on Cash Advances						Visa x3832	(3.59)
387	09/17/13	(58.44)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(29.22)
388	09/17/13	(184.10)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(92.05)
389	09/18/13	(3.58)	Bank Fees: Interest	Purchase Interest Charge						Chase x5999	(0.79)
390	10/06/13	(488.84)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(244.42)
391	10/06/13	(34.00)	Bank Fees: Interest	Interest on Cash Advances						Visa x3832	(17.00)
392	10/18/13	(46.88)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(23.39)
393	10/18/13	(286.18)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(143.09)
394	10/18/13	(1.62)	Bank Fees: Interest	Purchase Interest Charge						Chase x5999	(0.81)
395	11/06/13	(453.08)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(226.54)
396	11/06/13	(81.18)	Bank Fees: Interest	Interest on Cash Advances						Visa x3832	(40.59)
397	11/17/13	(83.18)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(41.59)
398	11/17/13	(243.30)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(121.65)
399	11/19/13	(1.98)	Bank Fees: Interest	Purchase Interest Charge						Chase x5999	(0.99)
400	12/06/13	(530.70)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(265.35)
401	12/18/13	(85.84)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(42.92)
402	12/18/13	(214.18)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(107.09)
403	12/19/13	(2.34)	Bank Fees: Interest	Purchase Interest Charge						Chase x5999	(1.17)
404	01/06/14	(430.44)	Bank Fees: Interest	Interest on Purchases						Visa x3832	(215.22)
405	01/06/14	(18.24)	Bank Fees: Interest	Interest on Cash Advances						Visa x3832	(9.12)
406	03/17/14	(170.44)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(85.22)
407	03/17/14	(11.22)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(5.61)

Kopad v. Kopad
Las Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
408	01/19/14	(0.64)	Bank Fees: Interest	Purchase Interest Charge						Chase #0461	(0.12)
409	02/06/14	(481.50)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(240.78)
410	02/06/14	(9.70)	Bank Fees: Interest	Interest Charge on Cash Advances						Visa #3832	(4.85)
411	02/14/14	(328.66)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(164.33)
412	02/14/14	(35.34)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(17.67)
413	03/06/14	(244.34)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(122.17)
414	03/06/14	(5.50)	Bank Fees: Interest	Interest Charge on Cash Advances						Visa #3832	(2.75)
415	03/18/14	(318.84)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(159.42)
416	03/18/14	(115.22)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(57.61)
417	04/06/14	(308.20)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(154.10)
418	04/06/14	(6.40)	Bank Fees: Interest	Interest Charge on Cash Advances						Visa #3832	(3.20)
419	04/17/14	(276.28)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(138.14)
420	04/17/14	(62.80)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(31.40)
421	05/06/14	(206.26)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(103.13)
422	05/18/14	(286.78)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(143.39)
423	05/18/14	(112.32)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(56.16)
424	06/06/14	(311.86)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(155.93)
425	06/06/14	(21.34)	Bank Fees: Interest	Interest Charge on Cash Advances						Visa #3832	(10.67)
426	06/17/14	(254.60)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(127.30)
427	06/17/14	(154.14)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(77.07)
428	07/06/14	(276.24)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(138.12)
429	07/06/14	(1.28)	Bank Fees: Interest	Interest Charge on Cash Advances						Visa #3832	(0.64)
430	07/18/14	(427.70)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(213.85)
431	07/18/14	(81.64)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(40.82)
432	08/06/14	(330.18)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(165.09)
433	08/18/14	(421.46)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(210.73)
434	08/18/14	(128.24)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(64.12)
435	09/06/14	(352.32)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(176.16)
436	09/06/14	(11.42)	Bank Fees: Interest	Interest Charge on Cash Advances						Visa #3832	(5.71)
437	09/17/14	(438.90)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(219.45)
438	09/17/14	(110.90)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(55.45)
439	10/06/14	(420.13)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(210.07)
440	10/06/14	(1.70)	Bank Fees: Interest	Interest Charge on Cash Advances						Visa #3832	(0.85)
441	10/17/14	(389.70)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(194.85)
442	10/17/14	(19.62)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(9.81)
443	11/06/14	(502.22)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(251.11)
444	11/06/14	(25.24)	Bank Fees: Interest	Interest Charge on Cash Advances						Visa #3832	(12.62)
445	11/17/14	(815.40)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(407.70)
446	11/17/14	(10.18)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(5.09)
447	12/06/14	(574.54)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(287.27)
448	12/06/14	(19.76)	Bank Fees: Interest	Interest Charge on Cash Advances						Visa #3832	(9.88)
449	12/18/14	(393.14)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(196.57)
450	12/18/14	(44.68)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(22.34)
451	01/06/15	(692.34)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(346.17)
452	01/06/15	(35.04)	Bank Fees: Interest	Interest Charge on Cash Advances						Visa #3832	(17.52)
453	01/18/15	(14.94)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(7.47)
454	01/18/15	(508.80)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(254.40)
455	02/06/15	(243.52)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(121.76)
456	02/06/15	(39.48)	Bank Fees: Interest	Interest Charge on Cash Advances						Visa #3832	(19.74)
457	02/18/15	(18.30)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(9.15)
458	02/18/15	(411.22)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(205.61)
459	03/06/15	(520.00)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(260.00)
460	03/06/15	(6.94)	Bank Fees: Interest	Interest Charge on Cash Advances						Visa #3832	(3.47)
461	03/18/15	(1.50)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(0.75)
462	03/18/15	(460.70)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(230.35)
463	04/06/15	(447.40)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(223.70)
464	04/06/15	(24.34)	Bank Fees: Interest	Interest Charge on Cash Advances						Visa #3832	(12.17)
465	04/17/15	(15.28)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(7.64)
466	04/17/15	(504.28)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(252.14)
467	05/06/15	(815.74)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(407.87)
468	05/06/15	(8.32)	Bank Fees: Interest	Interest Charge on Cash Advances						Visa #3832	(4.16)
469	05/18/15	(2.98)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(1.49)
470	05/18/15	(389.70)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(194.85)
471	06/06/15	(319.84)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(159.92)
472	06/06/15	(8.78)	Bank Fees: Interest	Interest Charge on Cash Advances						Visa #3832	(4.39)
473	06/17/15	(379.26)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(189.63)
474	07/06/15	(342.48)	Bank Fees: Interest	Interest Charge on Purchases						Visa #3832	(171.24)
475	07/06/15	(2.56)	Bank Fees: Interest	Interest Charge on Cash Advances						Visa #3832	(1.28)
476	07/17/15	(195.64)	Bank Fees: Interest	Interest Charge on Cash Advances						AMEX 5-723003	(97.82)
477	07/17/15	(356.84)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(178.42)

Kaydon Capital
Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unmatched Amounts	AF Category	Source / Use	Description			Inflows		Outflows	
					Check Number	Location	Notes	Account	Amount	Account	Amount
478	07/24/15	(30.00)	Bank Fees: Interest	Wire Trans Service Charge						WF 55967	(15.00)
479	08/06/15	(552.88)	Bank Fees: Interest	Interest on Purchases						Visa 55185	(176.34)
480	09/06/15	(113.84)	Bank Fees: Interest	Interest on Cash Advance						Visa 55185	(6.93)
481	09/18/15	(229.80)	Bank Fees: Interest	Interest Charge on Cash Advance						AMEX 5-723003	(9.90)
482	09/18/15	(435.92)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(217.96)
483	09/06/15	(166.26)	Bank Fees: Interest	Interest Charge on Purchases						Visa 55185	(183.19)
484	09/06/15	(4.58)	Bank Fees: Interest	Interest Charge on Cash Advance						Visa 55185	(2.29)
485	09/17/15	(15.74)	Bank Fees: Interest	Interest Charge on Cash Advance						AMEX 5-723003	(17.87)
486	09/17/15	(424.48)	Bank Fees: Interest	Interest Charge on Purchases						AMEX 5-723003	(212.24)
487	10/06/15	(422.98)	Bank Fees: Interest	Interest Charge on Purchases						Visa 55185	(212.49)
488	10/06/15	(17.50)	Bank Fees: Interest	Interest Charge on Cash Advance						Visa 55185	(2.75)
489	10/16/15	(6.94)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(8.32)
490	10/16/15	(169.20)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(219.61)
491	11/04/15	(143.84)	Bank Fees: Interest	Interest on Purchases						Visa 55185	(223.93)
492	11/06/15	(1.70)	Bank Fees: Interest	Interest on Cash Advances						Visa 55185	(4.75)
493	11/17/15	(1.70)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(8.05)
494	11/17/15	(1.70)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(198.09)
495	12/06/15	(1.70)	Bank Fees: Interest	Interest on Purchases						Visa 55185	(232.85)
496	12/06/15	(1.70)	Bank Fees: Interest	Interest on Cash Advances						Visa 55185	(8.92)
497	12/18/15	(1.70)	Bank Fees: Interest	Interest on Cash Advances						AMEX 5-723003	(7.98)
498	12/18/15	(173.26)	Bank Fees: Interest	Interest on Purchases						AMEX 5-723003	(186.86)
499	05/22/12	(123.94)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(66.97)
500	06/27/12	(5,287.18)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(2,999.35)
501	07/27/12	(10,346.60)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(5,173.30)
502	08/27/12	(8,892.32)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(4,446.15)
503	09/24/12	(6,009.20)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(3,004.60)
504	10/27/12	(5,801.26)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(2,900.63)
505	11/27/12	(4,150.74)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(2,075.37)
506	12/31/12	(1,690.30)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(845.15)
507	01/22/13	(611.14)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(306.57)
508	02/22/13	(839.23)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(469.61)
509	03/22/13	(1,327.78)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(668.89)
510	04/02/13	(1,021.72)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(511.86)
511	05/22/13	(621.40)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(310.70)
512	06/22/13	(74.74)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(37.38)
513	07/13/13	(137.38)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(68.69)
514	10/22/13	(286.18)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(148.10)
515	11/22/13	(339.04)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(169.52)
516	12/31/13	(110.84)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(55.44)
517	01/22/14	(63.10)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(31.55)
518	02/14/14	(84.06)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(42.03)
519	03/14/14	(100.38)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(50.19)
520	04/24/14	(127.86)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(63.93)
521	05/22/14	(123.58)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(61.94)
522	06/23/14	(53.18)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(26.89)
523	07/22/14	(175.18)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(87.59)
524	08/22/14	(402.50)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(201.25)
525	09/22/14	(404.00)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(202.00)
526	10/22/14	(191.54)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(95.77)
527	11/22/14	(405.40)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(202.72)
528	12/22/14	(525.80)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(262.90)
529	01/22/15	(277.50)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(138.75)
530	02/22/15	(410.82)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(205.41)
531	03/22/15	(372.30)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(186.15)
532	04/22/15	(413.72)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(206.86)
533	05/22/15	(401.92)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(200.96)
534	06/22/15	(53.72)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(26.86)
535	08/24/15	(201.88)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(100.94)
536	09/22/15	(285.76)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(142.88)
537	10/22/15	(1,338.04)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(669.02)
538	11/22/15	(1,523.98)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(761.99)
539	12/31/15	(1,299.98)	Bank Fees: Loan Interest	Loan Interest Charged						UBS 427 GM	(649.99)
540	12/30/13	(90,000.00)	Capital Call - Mutual fund	Elpron	1005					UBS 427 GM	(45,000.00)
541	07/01/14	268.98	CC Payment - American Express	Electronic Payment				AMEX 88	194.99		
542	10/15/14	14,272.42	CC Payment - American Express	Payment				AMEX 88	7,136.21		
543	12/22/15	(6,821.10)	CC Payment - American Express	American Express Bill Payment				AMEX 88		BoFA 6446	(2,155.55)
544	12/29/15	(1,179.98)	CC Payment - American Express	American Express Bill Payment				AMEX 88		BoFA 6446	(389.99)
545	07/28/09	(990.00)	CC Payment - Black Card	Black Card Services Bill Payment				AMEX 88		BoFA 6446	(495.00)

Kagnd v. Kagnd
Los Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 5, SORTED BY CATEGORY THEN BY DATE [ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE]]

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
546	09/15/09	(240.50)	CC Payment - Black Card	Black Card Services Bill Payment				BoFA 6446	(130.25)	BoFA 6446	(130.25)
547	12/09/15	(185.94)	CC Payment - Black Card	Bill Pay Black Card				WF x5397	(412.72)	BoFA 6446	(412.72)
548	12/17/15	(17,881.94)	CC Payment - Black Card	Black Card Bill Payment				BoFA 6446	(3,696.99)	BoFA 6446	(3,696.99)
549	12/22/15	(3,696.99)	CC Payment - Black Card	Black Card Bill Payment				BoFA 6446	(2,122.22)	BoFA 6446	(2,122.22)
550	12/29/15	(2,993.99)	CC Payment - Black Card	Black Card Bill Payment				BoFA 6446	(3,993.99)	BoFA 6446	(3,993.99)
551	02/24/08	(5,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(2,500.00)	BoFA 6446	(2,500.00)
552	03/07/08	(5,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(1,500.00)	BoFA 6446	(1,500.00)
553	03/12/08	(5,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(2,500.00)	BoFA 6446	(2,500.00)
554	04/16/08	(4,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(2,000.00)	BoFA 6446	(2,000.00)
555	04/30/08	(5,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(2,500.00)	BoFA 6446	(2,500.00)
556	05/20/08	(5,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(1,500.00)	BoFA 6446	(1,500.00)
557	05/28/08	(5,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(2,500.00)	BoFA 6446	(2,500.00)
558	06/10/08	(2,000.00)	CC Payment - BoFA	Bank of America				BoFA 6446	(1,500.00)	BoFA 6446	(1,500.00)
559	07/02/08	(4,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(2,000.00)	BoFA 6446	(2,000.00)
560	07/14/08	(1,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(500.00)	BoFA 6446	(500.00)
561	08/01/08	(4,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(2,000.00)	BoFA 6446	(2,000.00)
562	08/20/08	(4,604.06)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(2,304.02)	BoFA 6446	(2,304.02)
563	09/02/08	(6,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(3,000.00)	BoFA 6446	(3,000.00)
564	09/08/08	(45.78)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(22.59)	BoFA 6446	(22.59)
565	10/01/08	(6,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(3,000.00)	BoFA 6446	(3,000.00)
566	10/20/08	(5,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(2,500.00)	BoFA 6446	(2,500.00)
567	11/20/08	(4,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(2,000.00)	BoFA 6446	(2,000.00)
568	01/02/09	(5,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(2,500.00)	BoFA 6446	(2,500.00)
569	01/02/09	(10,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(5,000.00)	BoFA 6446	(5,000.00)
570	03/02/09	(10,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(5,000.00)	BoFA 6446	(5,000.00)
571	03/09/09	(140.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(70.00)	BoFA 6446	(70.00)
572	04/30/09	(5,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(2,500.00)	BoFA 6446	(2,500.00)
573	05/12/09	(4,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(2,000.00)	BoFA 6446	(2,000.00)
574	07/20/09	(9,804.24)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(4,902.12)	BoFA 6446	(4,902.12)
575	08/22/09	(372.82)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(186.41)	BoFA 6446	(186.41)
576	10/15/09	(230.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(110.00)	BoFA 6446	(110.00)
577	12/21/09	(115.88)	CC Payment - BoFA	Bank of America Line Pymt				BoFA 6446	(57.94)	BoFA 6446	(57.94)
578	02/22/10	(374.72)	CC Payment - BoFA	Bank of America Line Pymt				BoFA 6446	(187.36)	BoFA 6446	(187.36)
579	03/22/10	(285.35)	CC Payment - BoFA	Bank of America Line Pymt				BoFA 6446	(142.68)	BoFA 6446	(142.68)
580	06/03/10	(9,548.80)	CC Payment - BoFA	Bank of America				BoFA 6446	(4,768.30)	BoFA 6446	(4,768.30)
581	07/21/10	(185.58)	CC Payment - BoFA	Bank of America Line Pymt				BoFA 6446	(92.79)	BoFA 6446	(92.79)
582	11/04/10	(220.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(110.00)	BoFA 6446	(110.00)
583	12/03/10	(6,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(3,000.00)	BoFA 6446	(3,000.00)
584	12/11/10	(598.94)	CC Payment - BoFA	Bank of America Line Pymt				BoFA 6446	(299.47)	BoFA 6446	(299.47)
585	01/08/11	(2,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(1,000.00)	BoFA 6446	(1,000.00)
586	01/21/11	(192.50)	CC Payment - BoFA	Bank of America Line Pymt				BoFA 6446	(96.25)	BoFA 6446	(96.25)
587	02/02/11	(2,000.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(1,000.00)	BoFA 6446	(1,000.00)
588	02/27/11	(178.50)	CC Payment - BoFA	Bank of America Line Pymt				BoFA 6446	(89.25)	BoFA 6446	(89.25)
589	02/04/11	(2,084.13)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(1,042.06)	BoFA 6446	(1,042.06)
590	03/15/11	(100.00)	CC Payment - BoFA	Bank of America Credit Card Bill Payment				BoFA 6446	(50.00)	BoFA 6446	(50.00)
591	03/23/11	(146.12)	CC Payment - BoFA	Bank of America Line Pymt				BoFA 6446	(73.06)	BoFA 6446	(73.06)
592	04/21/11	(141.62)	CC Payment - BoFA	Bank of America Line Pymt				BoFA 6446	(70.81)	BoFA 6446	(70.81)
593	05/23/11	(263.06)	CC Payment - BoFA	Bank of America				BoFA 6446	(131.53)	BoFA 6446	(131.53)
594	06/22/11	(387.68)	CC Payment - BoFA	Bank of America Line Pymt				BoFA 6446	(193.83)	BoFA 6446	(193.83)
595	08/04/11	(2,562.20)	CC Payment - BoFA	Bank of America Ach Pay by phone				BoFA 6446	(1,281.10)	BoFA 6446	(1,281.10)
596	12/24/10	(287.56)	CC Payment - Chase	Chase				BoFA 6446	(143.78)	BoFA 6446	(143.78)
597	01/18/11	(258.84)	CC Payment - Chase	Chase Check Pymt Check	1048			BoFA 6446	(129.42)	BoFA 6446	(129.42)
598	04/25/11	(263.60)	CC Payment - Chase	Chase	1109			BoFA 6446	(131.80)	BoFA 6446	(131.80)
599	05/25/11	(345.26)	CC Payment - Chase	Chase Check Pymt Check	1127			BoFA 6446	(172.63)	BoFA 6446	(172.63)
600	11/07/11	(1,606.00)	CC Payment - Chase	Chase Bill Payment				BoFA 6446	(803.00)	BoFA 6446	(803.00)
601	02/24/12	(200.00)	CC Payment - Chase	Payment Received				Chase x5999	100.00	BoFA 6446	(100.00)
602	03/11/09	(700.00)	CC Payment - Cit Card	Cit Card Bill Payment				BoFA 6446	(350.00)	BoFA 6446	(350.00)
603	04/15/09	(2,000.00)	CC Payment - Cit Card	Cit Card Bill Payment				BoFA 6446	(1,000.00)	BoFA 6446	(1,000.00)
604	05/19/09	(3,920.00)	CC Payment - Cit Card	Cit Card Bill Payment				BoFA 6446	(1,960.00)	BoFA 6446	(1,960.00)
605	06/24/08	(4,000.00)	CC Payment - Cit Card	Cit Card Bill Payment				BoFA 6446	(2,000.00)	BoFA 6446	(2,000.00)
606	07/22/08	(5,000.00)	CC Payment - Cit Card	Cit Card Bill Payment				BoFA 6446	(2,500.00)	BoFA 6446	(2,500.00)
607	08/20/08	(5,000.00)	CC Payment - Cit Card	Cit Card Bill Payment				BoFA 6446	(2,500.00)	BoFA 6446	(2,500.00)
608	09/22/08	(5,000.00)	CC Payment - Cit Card	Cit Card Bill Payment				BoFA 6446	(2,500.00)	BoFA 6446	(2,500.00)
609	10/20/08	(5,000.00)	CC Payment - Cit Card	Cit Card Bill Payment				BoFA 6446	(2,500.00)	BoFA 6446	(2,500.00)
610	11/19/08	(5,000.00)	CC Payment - Cit Card	Cit Card Bill Payment				BoFA 6446	(2,500.00)	BoFA 6446	(2,500.00)
611	12/27/08	(6,000.00)	CC Payment - Cit Card	Cit Card Bill Payment				BoFA 6446	(3,000.00)	BoFA 6446	(3,000.00)
612	01/20/09	(6,000.00)	CC Payment - Cit Card	Cit Card Bill Payment				BoFA 6446	(3,000.00)	BoFA 6446	(3,000.00)
613	02/24/09	(6,000.00)	CC Payment - Cit Card	Cit Card Bill Payment				BoFA 6446	(3,000.00)	BoFA 6446	(3,000.00)
614	03/20/09	(4,000.00)	CC Payment - Cit Card	Cit Card Bill Payment				BoFA 6446	(2,000.00)	BoFA 6446	(2,000.00)
615	04/21/09	(6,000.00)	CC Payment - Cit Card	Cit Card Bill Payment				BoFA 6446	(3,000.00)	BoFA 6446	(3,000.00)

Kapod v. Kapod
Los Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 4, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHANGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unreconciled Amounts	AT Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
616	05/20/09	(1,000.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(2,500.00)		
617	06/23/09	(1,500.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(1,500.00)		
618	07/20/09	(2,000.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(1,000.00)		
619	08/20/09	(3,000.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(3,500.00)		
620	09/19/09	(1,000.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(500.00)		
621	10/21/09	(1,000.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(500.00)		
622	11/23/09	(2,463.90)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(1,731.91)		
623	12/24/09	(1,400.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(700.00)		
624	01/25/10	(5,000.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(2,500.00)		
625	02/27/10	(7,871.94)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(3,935.97)		
626	02/27/10	(1,500.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(750.00)		
627	05/12/10	(8,000.00)	CC Payment - Citi Cards	Citi Cards				BoFA 6446	(4,000.00)		
628	06/18/10	(2,116.32)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(1,058.16)		
629	07/20/10	(637.10)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(318.55)		
630	08/18/10	(589.90)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(294.95)		
631	09/10/10	(589.90)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(294.95)		
632	11/17/10	(96.62)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(48.31)		
633	02/19/11	(1,289.90)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(644.95)		
634	02/19/11	(1,500.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(750.00)		
635	02/22/11	(1,289.90)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(644.95)		
636	03/27/11	(1,000.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(500.00)		
637	05/10/11	(600.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(300.00)		
638	06/10/11	(7,000.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(3,500.00)		
639	06/28/11	(2,000.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(1,000.00)		
640	08/02/11	(1,500.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(750.00)		
641	09/08/11	(30.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(15.00)		
642	10/04/11	(500.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(250.00)		
643	10/19/11	(21.90)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(10.95)		
644	10/31/11	(508.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(254.00)		
645	12/08/11	(28.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(14.00)		
646	01/10/12	(24.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(12.00)		
647	02/14/12	(30.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(15.00)		
648	03/08/12	(30.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(15.00)		
649	04/10/12	(30.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(15.00)		
650	05/09/12	(30.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(15.00)		
651	06/08/12	(24.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(12.00)		
652	07/11/12	(30.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(15.00)		
653	07/30/12	(100.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(50.00)		
654	08/14/12	(30.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(15.00)		
655	10/04/12	(18.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(9.00)		
656	11/06/12	(60.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(30.00)		
657	12/11/12	(20.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(10.00)		
658	02/08/13	(34.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(17.00)		
659	03/11/13	(24.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(12.00)		
660	04/09/13	(30.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(15.00)		
661	05/04/13	(25.92)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(12.96)		
662	07/01/13	(25.88)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(12.94)		
663	07/09/13	(28.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(14.00)		
664	07/30/13	(89.80)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(44.90)		
665	08/07/13	(50.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(25.00)		
666	09/10/13	(4.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(2.00)		
667	10/22/13	(30.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(15.00)		
668	11/12/13	(30.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(15.00)		
669	12/10/13	(24.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(12.00)		
670	01/08/14	(24.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(12.00)		
671	01/28/14	(0.30)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(0.15)		
672	02/10/14	(26.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(13.00)		
673	03/12/14	(26.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(13.00)		
674	03/24/14	(2.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(1.00)		
675	04/28/14	(11.40)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(5.70)		
676	05/09/14	(30.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(15.00)		
677	06/10/14	(21.80)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(10.90)		
678	07/11/14	(28.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(14.00)		
679	07/28/14	(89.80)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(44.90)		
680	08/06/14	(86.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(43.00)		
681	09/09/14	(25.80)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(12.90)		
682	10/15/14	(24.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(12.00)		
683	11/21/14	(24.00)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(12.00)		
684	12/09/14	(22.30)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(11.15)		
685	01/09/15	(21.90)	CC Payment - Citi Cards	Citi Cards Bill Payment				BoFA 6446	(10.95)		

Kogod v. Kogod
Los Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS) (HIGHLIGHTED IN ORANGE)

Ref	Date	Unmatched Amounts	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
686	02/11/13	(12.90)	CC Payment - Citi Cards	Citi Cards Bill Payment						BoFA 6446	(12.95)
687	02/10/13	(12.90)	CC Payment - Citi Cards	Citi Cards Bill Payment						BoFA 6446	(12.95)
688	02/02/13	(100.00)	CC Payment - Citi Cards	Citi Cards Bill Pay						BoFA 6446	(100.00)
689	02/01/13	(50.00)	CC Payment - Citi Cards	Citi Card Bill Payment						BoFA 6446	(75.00)
690	02/22/10	(328.48)	CC Payment - Unknown	Online Banking payment to Citi 4887						BoFA 6446	(164.24)
691	03/10/10	(158.00)	CC Payment - US Airways	US Airways Mastercard Bill Payment						BoFA 6446	(79.00)
692	03/23/11	(158.00)	CC Payment - US Airways	US Airways Mastercard Bill Payment						BoFA 6446	(79.00)
693	04/06/11	(202.00)	CC Payment - US Airways	BoFA Pay US Airways MasterCard Online 9537						BoFA 6446	(101.00)
694	03/13/12	(40.00)	CC Payment - US Airways	US Airways Mastercard Bill Payment						BoFA 6446	(20.00)
695	04/10/12	(50.00)	CC Payment - US Airways	US Airways Mastercard Bill Payment						BoFA 6446	(25.00)
696	05/08/12	(72.00)	CC Payment - US Airways	US Airways Mastercard Bill Payment						BoFA 6446	(36.00)
697	06/22/12	(20.00)	CC Payment - US Airways	US Airways Mastercard Bill Payment						BoFA 6446	(5.00)
698	07/10/12	(20.00)	CC Payment - US Airways	US Airways Mastercard Bill Payment						BoFA 6446	(10.00)
699	03/12/13	(150.00)	CC Payment - US Airways	US Airways Mastercard Bill Payment						BoFA 6446	(75.00)
700	03/26/13	(150.00)	CC Payment - US Airways	US Airways Mastercard Bill Payment						BoFA 6446	(75.00)
701	07/03/13	(12.00)	CC Payment - US Airways	US Airways Mastercard Bill Payment						BoFA 6446	(6.00)
702	03/11/14	(50.00)	CC Payment - US Airways	US Airways Mastercard						BoFA 6446	(25.00)
703	03/24/14	(158.00)	CC Payment - US Airways	US Airways Mastercard						BoFA 6446	(79.00)
704	03/14/08	(106.08)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(53.04)
705	04/11/08	(106.08)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(53.04)
706	05/15/08	(106.20)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(53.12)
707	06/10/08	(104.72)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(52.36)
708	07/14/08	(104.72)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(52.36)
709	08/01/08	(104.74)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(52.37)
710	08/08/08	(94.36)	Cellular - AT&T	AT&T Mobility Bill Payment		Los Angeles, CA				BoFA 6446	(32.13)
711	09/10/08	(719.96)	Cellular - AT&T	AT&T Data		Dana Point, CA				AMEX 18- 89008/18-88000	(169.98)
712	09/10/08	(679.94)	Cellular - AT&T	AT&T Data		Dana Point, CA				AMEX 18- 89008/18-88000	(137.47)
713	09/10/08	(442.66)	Cellular - AT&T	AT&T Data		Dana Point, CA				AMEX 18- 89008/18-88000	(721.93)
714	09/13/08	(104.74)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(52.37)
715	10/01/08	(1,062.86)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(531.43)
716	10/14/08	(53.08)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(26.54)
717	11/04/08	(855.46)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(427.73)
718	11/05/08	(850.30)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(425.15)
719	02/05/09	(851.20)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(425.60)
720	02/09/09	(848.00)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(424.00)
721	03/06/09	(853.14)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(426.57)
722	04/03/09	(856.24)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(428.12)
723	05/05/09	(864.84)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(432.22)
724	05/16/09	(480.38)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(240.19)
725	06/05/09	(857.73)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(428.86)
726	06/12/09	(864.33)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(432.16)
727	07/06/09	(873.82)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(436.91)
728	07/13/09	(925.66)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(462.83)
729	08/15/09	(896.64)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(448.32)
730	10/09/09	(1119.70)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(559.85)
731	10/09/09	(896.64)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(448.32)
732	11/12/09	(895.92)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(447.96)
733	11/13/09	(248.40)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(74.20)
734	12/13/09	(143.43)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(74.21)
735	12/23/09	(1,822.24)	Cellular - AT&T	ATTM						BoFA 6446	(911.12)
736	01/13/10	(138.48)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(69.24)
737	02/01/10	(891.80)	Cellular - AT&T	ATTM						BoFA 6446	(445.90)
738	02/12/10	(225.50)	Cellular - AT&T	AT&T Mobility Bill Payment						BoFA 6446	(112.75)
739	03/03/10	(912.48)	Cellular - AT&T	ATTM						BoFA 6446	(456.24)
740	03/12/10	(179.72)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(89.86)
741	03/23/10	(897.00)	Cellular - AT&T	ATTM						BoFA 6446	(448.50)
742	04/09/10	(148.80)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(74.40)
743	05/04/10	(938.28)	Cellular - AT&T	ATTM						BoFA 6446	(469.14)
744	05/12/10	(860.90)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(430.45)
745	06/03/10	(149.08)	Cellular - AT&T	ATTM						BoFA 6446	(74.54)
746	06/04/10	(893.38)	Cellular - AT&T	ATTM						BoFA 6446	(446.69)
747	06/28/10	(157.04)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(78.52)
748	07/06/10	(898.04)	Cellular - AT&T	ATTM "578626672 Pac Requiring						BoFA 6446	(449.02)
749	07/27/10	(148.86)	Cellular - AT&T	ATTM "578626672 Pac Requiring						BoFA 6446	(74.43)
750	08/04/10	(893.80)	Cellular - AT&T	ATTM "578626672 Pac Requiring						BoFA 6446	(446.90)
752	09/18/10	(90.00)	Cellular - AT&T	AT&T Data						AMEX 18- 89008/18-88000	(25.00)

Kapod V. Kapod
Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
753	09/07/10	(687.36)	Cellular - AT&T	Altim *578828672 Pac Recurring						BoFA 6446	(143.68)
753	09/08/10	(380.86)	Cellular - AT&T	AT&T Btl Payment						BoFA 6446	(70.43)
754	09/17/10	(50.00)	Cellular - AT&T	AT&T Data						AMEX x8- 89008/sb-88000	(21.00)
755	10/04/10	(766.42)	Cellular - AT&T	Altim *578828672 Pac Recurring						BoFA 6446	(382.21)
756	10/13/10	(144.64)	Cellular - AT&T	AT&T Btl Payment						BoFA 6446	(74.34)
757	10/14/10	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
758	10/17/10	(50.00)	Cellular - AT&T	AT&T						AMEX x8- 89008/sb-88000	(25.00)
759	10/18/10	(726.14)	Cellular - AT&T	Altim *578828672 Pac Recurring						BoFA 6446	(161.07)
760	11/01/10	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
761	11/15/10	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
762	11/15/10	(986.76)	Cellular - AT&T	AT&T Btl Payment						BoFA 6446	(298.38)
763	11/17/10	(50.00)	Cellular - AT&T	AT&T						AMEX x8- 89008/sb-88000	(25.00)
764	11/30/10	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
765	11/30/10	(721.36)	Cellular - AT&T	Altim *578828672 Pac Recurring						BoFA 6446	(160.78)
766	12/13/10	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
767	12/13/10	(131.86)	Cellular - AT&T	AT&T Btl Payment						BoFA 6446	(65.92)
768	12/16/10	(50.00)	Cellular - AT&T	AT&T						AMEX x8- 89008/sb-88000	(25.00)
769	12/28/10	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
770	12/29/10	(735.28)	Cellular - AT&T	Altim *578828672 Pac Recurring						BoFA 6446	(167.64)
771	01/12/11	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
772	01/15/11	(50.00)	Cellular - AT&T	AT&T						AMEX x8- 89008/sb-88000	(25.00)
773	01/20/11	(153.78)	Cellular - AT&T	AT&T Btl Payment						BoFA 6446	(35.69)
774	01/25/11	(802.14)	Cellular - AT&T	AT&T Btl Payment						BoFA 6446	(153.67)
775	01/27/11	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
776	02/04/11	(746.84)	Cellular - AT&T	Altim *578828672 Pac Recurring						BoFA 6446	(173.42)
777	02/11/11	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
778	02/14/11	(50.00)	Cellular - AT&T	AT&T						AMEX x8- 89008/sb-88000	(25.00)
779	02/22/11	(740.02)	Cellular - AT&T	Altim *578828672 Pac Recurring						BoFA 6446	(170.01)
780	02/28/11	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
781	03/13/11	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
782	03/18/11	(50.00)	Cellular - AT&T	AT&T						AMEX x8- 89008/sb-88000	(25.00)
783	03/24/11	(726.28)	Cellular - AT&T	Altim *578828672 Pac Recurring						BoFA 6446	(164.14)
784	03/28/11	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
785	04/05/11	(142.90)	Cellular - AT&T	AT&T Btl Payment						BoFA 6446	(71.45)
786	04/12/11	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
787	04/15/11	(50.00)	Cellular - AT&T	AT&T						AMEX x8- 89008/sb-88000	(25.00)
788	04/27/11	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
789	05/04/11	(728.00)	Cellular - AT&T	Altim *578828672 Pac Recurring						BoFA 6446	(164.00)
790	05/12/11	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
791	05/22/11	(147.18)	Cellular - AT&T	AT&T Btl Payment						BoFA 6446	(73.59)
792	05/31/11	(50.00)	Cellular - AT&T	AT&T						AMEX x8- 89008/sb-88000	(25.00)
793	05/27/11	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
794	05/31/11	(750.80)	Cellular - AT&T	Altim *578828672 Pac Recurring						BoFA 6446	(175.40)
795	06/13/11	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
796	06/14/11	(50.00)	Cellular - AT&T	AT&T						AMEX x8- 89008/sb-88000	(25.00)
797	06/27/11	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
798	07/05/11	(722.80)	Cellular - AT&T	Altim *578828672 Pac Recurring						BoFA 6446	(161.40)
799	07/11/11	(50.00)	Cellular - AT&T	AT&T Data						AMEX S-723003	(25.00)
800	07/12/11	(167.08)	Cellular - AT&T	AT&T Btl Payment						BoFA 6446	(73.54)
801	07/22/11	(102.82)	Cellular - AT&T	AT&T Btl Payment						BoFA 6446	(151.41)
802	07/14/11	(50.00)	Cellular - AT&T	AT&T						AMEX x8- 89008/sb-88000	(25.00)
803	07/23/11	(739.56)	Cellular - AT&T	Altim *578828672 Pac Recurring						BoFA 6446	(169.78)
804	07/26/11	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
805	08/10/11	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
806	08/11/11	(50.00)	Cellular - AT&T	AT&T						AMEX x8- 89008/sb-88000	(25.00)
807	08/24/11	(730.20)	Cellular - AT&T	AT&T						VISA x2812	(163.35)
808	08/25/11	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
809	09/09/11	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS) (NO HIGHLIGHTING IN ORANGE)

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
810	09/09/11	(146.95)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(73.48)
811	09/12/11	(50.00)	Cellular - AT&T	AT&T						AMEX vb	(25.00)
812	09/25/11	(736.66)	Cellular - AT&T	AT&T						89006/vb-89000	
813	09/28/11	(50.00)	Cellular - AT&T	AT&T Data						Vnra 8446	(25.00)
814	10/09/11	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
815	10/12/11	(50.00)	Cellular - AT&T	AT&T						AMEX vb	(25.00)
816	10/12/11	(257.02)	Cellular - AT&T	AT&T						BoFA 6446	(25.51)
817	10/24/11	(50.00)	Cellular - AT&T	AT&T Data	1199					BoFA 6446	(25.00)
818	10/30/11	(719.66)	Cellular - AT&T	AT&T						Vnra 8446	(259.83)
819	11/01/11	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
820	11/20/11	(165.61)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(82.81)
821	11/21/11	(50.00)	Cellular - AT&T	AT&T						AMEX vb	(25.00)
822	11/23/11	(50.00)	Cellular - AT&T	AT&T Data						89006/vb-89000	
823	12/05/11	(774.14)	Cellular - AT&T	AT&T						BoFA 6446	(25.00)
824	12/06/11	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
825	12/11/11	(50.00)	Cellular - AT&T	AT&T						AMEX vb	(25.00)
826	12/13/11	(157.20)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(78.60)
827	12/23/11	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
828	01/04/12	(735.50)	Cellular - AT&T	AT&T						BoFA 6446	(347.75)
829	01/07/12	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
830	01/10/12	(50.00)	Cellular - AT&T	AT&T						AMEX vb	(25.00)
831	01/11/12	(157.36)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(78.68)
832	01/23/12	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
833	02/06/12	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
834	02/06/12	(736.80)	Cellular - AT&T	AT&T						BoFA 6446	(378.40)
835	02/09/12	(50.00)	Cellular - AT&T	AT&T						AMEX vb	(25.00)
836	02/14/12	(158.02)	Cellular - AT&T	AT&T Bill Payment						89006/vb-89000	
837	02/22/12	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
838	03/05/12	(740.12)	Cellular - AT&T	AT&T						BoFA 6446	(370.04)
839	03/07/12	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
840	03/12/12	(50.00)	Cellular - AT&T	AT&T						AMEX vb	(25.00)
841	04/13/12	(149.92)	Cellular - AT&T	AT&T Bill Payment						89006/vb-89000	
842	03/22/12	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
843	04/03/12	(174.60)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(87.30)
844	04/04/12	(738.80)	Cellular - AT&T	AT&T						BoFA 6446	(369.90)
845	04/06/12	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
846	04/11/12	(50.00)	Cellular - AT&T	AT&T						AMEX vb	(25.00)
847	04/23/12	(50.00)	Cellular - AT&T	AT&T Data						89006/vb-89000	
848	05/04/12	(227.18)	Cellular - AT&T	AT&T						BoFA 6446	(262.83)
849	05/06/12	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
850	05/11/12	(50.00)	Cellular - AT&T	AT&T						AMEX vb	(25.00)
851	05/18/12	(154.22)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(77.11)
852	05/21/12	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
853	06/05/12	(745.28)	Cellular - AT&T	AT&T						BoFA 6446	(372.64)
854	06/05/12	(50.00)	Cellular - AT&T	AT&T Data						AMEX S-723003	(25.00)
855	06/10/12	(50.00)	Cellular - AT&T	AT&T						AMEX vb	(25.00)
856	06/15/12	(170.48)	Cellular - AT&T	AT&T Bill Payment						89006/vb-89000	
857	06/20/12	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
858	07/05/12	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
859	07/05/12	(724.26)	Cellular - AT&T	AT&T						BoFA 6446	(362.13)
860	07/10/12	(50.00)	Cellular - AT&T	AT&T						AMEX vb	(25.00)
861	07/12/12	(154.00)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(77.00)
862	07/20/12	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
863	08/04/12	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
864	08/06/12	(755.04)	Cellular - AT&T	AT&T						BoFA 6446	(377.52)
865	08/09/12	(50.00)	Cellular - AT&T	AT&T						AMEX vb	(25.00)
866	08/10/12	(170.34)	Cellular - AT&T	AT&T Bill Payment						89006/vb-89000	
867	08/13/12	(187.50)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(83.77)

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
866	08/19/12	(60.00)	Cellular - AT&T	AT&T						BoFA 6446	(30.00)
869	08/20/12	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
870	09/03/12	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
871	09/05/12	(770.84)	Cellular - AT&T	Activ *578878672 Pac Recurring						BoFA 6446	(385.42)
872	09/08/12	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
873	09/15/12	(2,427.16)	Cellular - AT&T	AT&T						AMEX 5-723003	(1,213.58)
874	09/18/12	(60.00)	Cellular - AT&T	AT&T						BoFA 6446	(30.00)
875	09/18/12	(50.00)	Cellular - AT&T	AT&T Data		Los Angeles, CA				BoFA 6446	(25.00)
876	10/03/12	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
877	10/06/12	(798.52)	Cellular - AT&T	Activ *578878672 Pac Recurring						BoFA 6446	(399.26)
878	10/08/12	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
879	10/10/12	(365.94)	Cellular - AT&T	AT&T						BoFA 6446	(182.97)
880	10/18/12	(60.00)	Cellular - AT&T	AT&T						BoFA 6446	(30.00)
881	10/18/12	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
882	11/05/12	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
883	11/05/12	(900.75)	Cellular - AT&T	Activ *578878672 Pac Recurring						BoFA 6446	(450.38)
884	11/07/12	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
885	11/09/12	(162.58)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(81.29)
886	11/17/12	(50.00)	Cellular - AT&T	AT&T						BoFA 6446	(25.00)
887	11/19/12	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
888	11/22/12	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
889	12/04/12	(376.90)	Cellular - AT&T	AT&T						BoFA 6446	(188.45)
890	12/04/12	(737.34)	Cellular - AT&T	Activ *578878672 Pac Recurring						BoFA 6446	(368.67)
891	12/07/12	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
892	12/17/12	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
893	12/17/12	(60.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(30.00)
894	12/26/12	(168.74)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(84.37)
895	01/01/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
896	01/04/13	(60.00)	Cellular - AT&T	AT&T						BoFA 6446	(30.00)
897	01/04/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
898	01/07/13	(771.53)	Cellular - AT&T	Activ *578878672 Pac Recurring						BoFA 6446	(385.76)
899	01/18/13	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
900	01/31/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
901	02/03/13	(50.00)	Cellular - AT&T	AT&T						BoFA 6446	(25.00)
902	02/06/13	(748.04)	Cellular - AT&T	Activ *578878672 Pac Recurring						BoFA 6446	(374.02)
903	02/05/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
904	02/12/13	(130.88)	Cellular - AT&T	AT&T						BoFA 6446	(65.44)
905	02/14/13	(379.24)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(189.62)
906	02/15/13	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
907	03/02/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
908	03/04/13	(734.18)	Cellular - AT&T	AT&T Pac Recurring						BoFA 6446	(367.09)
909	03/05/13	(60.00)	Cellular - AT&T	AT&T						BoFA 6446	(30.00)
910	03/07/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
911	03/13/13	(224.14)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(112.07)
912	03/18/13	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
913	03/22/13	(301.08)	Cellular - AT&T	AT&T Bill Online						BoFA 6446	(150.54)
914	03/26/13	(174.00)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(87.00)
915	04/03/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
916	04/04/13	(50.00)	Cellular - AT&T	AT&T						BoFA 6446	(25.00)
917	04/04/13	(765.96)	Cellular - AT&T	AT&T Pac Recurring						BoFA 6446	(382.98)
918	04/06/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
919	04/16/13	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
920	04/23/13	(171.14)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(85.57)
921	05/03/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
922	05/04/13	(80.00)	Cellular - AT&T	AT&T						BoFA 6446	(40.00)
923	05/06/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
924	05/06/13	(811.00)	Cellular - AT&T	AT&T Pac Recurring						BoFA 6446	(405.50)
925	05/16/13	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
926	05/29/13	(164.64)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(82.32)
927	06/12/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unmatched Amounts	AT Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
928	06/03/13	(60.00)	Cellular - AT&T	AT&T						Visa x3832	(10.00)
929	06/04/13	(733.52)	Cellular - AT&T	AT&T Pac Recurring						BoFA 6446	(266.76)
930	06/05/13	(50.00)	Cellular - AT&T	AT&T Data						AMEX x8-	(25.00)
										89008/us-88000	
931	06/27/13	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
932	06/24/13	(281.38)	Cellular - AT&T	AT&T						WF x5397	(90.89)
933	06/30/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
934	07/03/13	(60.00)	Cellular - AT&T	AT&T						Visa x3832	(30.00)
935	07/05/13	(50.00)	Cellular - AT&T	AT&T						AMEX x8-	(25.00)
										89008/us-88000	
936	07/05/13	(702.78)	Cellular - AT&T	ATT *578826672 PAC Recurring						BoFA 6446	(351.39)
937	07/15/13	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
938	07/30/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
939	08/02/13	(60.00)	Cellular - AT&T	AT&T						Visa x3832	(30.00)
940	08/04/13	(50.00)	Cellular - AT&T	AT&T						AMEX x8-	(25.00)
										89008/us-88000	
941	08/05/13	(738.02)	Cellular - AT&T	ATT *578826672 PAC Recurring						BoFA 6446	(369.01)
942	08/08/13	(206.54)	Cellular - AT&T	AT&T						WF x5397	(103.47)
943	08/14/13	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
944	08/27/13	(102.49)	Cellular - AT&T	AT&T						WF x5397	(51.24)
945	08/29/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
946	09/01/13	(60.00)	Cellular - AT&T	AT&T						Visa x3832	(30.00)
947	09/03/13	(50.00)	Cellular - AT&T	AT&T						AMEX x8-	(25.00)
										89008/us-88000	
948	09/04/13	(728.20)	Cellular - AT&T	ATT *578826672 PAC Recurring						BoFA 6446	(364.10)
949	09/12/13	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
950	09/28/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
951	09/30/13	(109.24)	Cellular - AT&T	AT&T						WF x5397	(54.67)
952	10/01/13	(60.00)	Cellular - AT&T	AT&T						Visa x3832	(30.00)
953	10/02/13	(100.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x8-	(50.00)
										81009/us-82007	
954	10/01/13	(50.00)	Cellular - AT&T	AT&T						AMEX x8-	(25.00)
										89008/us-88000	
955	10/04/13	(733.12)	Cellular - AT&T	ATT *578826672 PAC Recurring						BoFA 6446	(366.56)
956	10/15/13	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
957	10/28/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
958	10/31/13	(60.00)	Cellular - AT&T	AT&T						Visa x3832	(30.00)
959	11/01/13	(100.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x8-	(50.00)
										81009/us-82007	
960	11/02/13	(50.00)	Cellular - AT&T	AT&T						AMEX x8-	(25.00)
										89008/us-88000	
961	11/04/13	(83.16)	Cellular - AT&T	AT&T						WF x5397	(47.58)
962	11/04/13	(246.82)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(123.41)
963	11/12/13	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
964	11/21/13	(108.92)	Cellular - AT&T	AT&T						WF x5397	(54.48)
965	11/27/13	(50.00)	Cellular - AT&T	AT&T						AMEX 5-723003	(25.00)
966	11/29/13	(60.00)	Cellular - AT&T	AT&T						Visa x3832	(30.00)
967	12/01/13	(100.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x8-	(50.00)
										81009/us-82007	
968	12/02/13	(50.00)	Cellular - AT&T	AT&T						AMEX x8-	(25.00)
										89008/us-88000	
969	12/04/13	(879.10)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(439.55)
970	12/13/13	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
971	12/24/13	(101.92)	Cellular - AT&T	AT&T						WF x5397	(50.96)
972	12/27/13	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX 5-723003	(25.00)
973	12/30/13	(60.00)	Cellular - AT&T	AT&T						Visa x3832	(30.00)
974	12/31/13	(100.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x8-	(50.00)
										81009/us-82007	
975	01/01/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x8-	(25.00)
										89008/us-88000	
976	01/06/14	(731.48)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(365.74)
977	01/13/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				BoFA 6446	(25.00)
978	01/26/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX 5-723003	(25.00)
979	03/29/14	(60.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				Visa x3832	(30.00)
980	04/10/14	(100.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x8-	(50.00)
										81009/us-82007	
981	04/31/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x8-	(25.00)
										89008/us-88000	

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS) (HIGHLIGHTED IN ORANGE)

Ref	Date	Unmatched Amounts	AT Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
982	02/04/14	(748.18)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(374.09)
983	02/07/14	(108.24)	Cellular - AT&T	Bill Pay AT&T Local and online x98502 on 2/7						WF x5397	(54.12)
984	02/10/14	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
985	02/25/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX 5-723003	(25.00)
986	02/25/14	(107.54)	Cellular - AT&T	Bill Pay AT&T Local and online x98502 on 2/25						WF x5397	(53.76)
987	02/28/14	(60.00)	Cellular - AT&T	AT&T Data		GA				VISA x3832	(30.00)
988	03/01/14	(100.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x0-81009/x0-82007	(50.00)
989	03/02/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x0-81009/x0-82007	(25.00)
990	03/04/14	(745.90)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(372.95)
991	03/12/14	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
992	03/17/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX 5-723003	(25.00)
993	03/20/14	(60.00)	Cellular - AT&T	AT&T Data		GA				VISA x3832	(30.00)
994	03/31/14	(100.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x0-81009/x0-82007	(50.00)
995	04/01/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x0-81009/x0-82007	(25.00)
996	04/03/14	(107.56)	Cellular - AT&T	Bill Pay AT&T Local and online x98502 on 4/3						WF x5397	(53.78)
997	04/04/14	(773.14)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(386.57)
998	04/13/14	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
999	04/22/14	(105.36)	Cellular - AT&T	Bill Pay AT&T Local and online x98502 on 4/22						WF x5397	(52.48)
1000	04/25/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX 5-723003	(25.00)
1001	04/29/14	(60.00)	Cellular - AT&T	AT&T Data		GA				VISA x3832	(30.00)
1002	04/30/14	(100.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x0-81009/x0-82007	(50.00)
1003	05/01/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x0-81009/x0-82007	(25.00)
1004	05/05/14	(740.58)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(370.29)
1005	05/12/14	(60.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
1006	05/26/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX 5-723003	(25.00)
1007	05/29/14	(60.00)	Cellular - AT&T	AT&T Data		GA				VISA x3832	(30.00)
1008	05/30/14	(100.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x0-81009/x0-82007	(50.00)
1009	05/31/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x0-81009/x0-82007	(25.00)
1010	06/03/14	(734.58)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(367.29)
1011	06/10/14	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
1012	06/25/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX 5-723003	(25.00)
1013	06/26/14	(236.62)	Cellular - AT&T	Bill Pay AT&T Local and online x98502 on 6/26						WF x5397	(118.31)
1014	06/29/14	(100.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x0-81009/x0-82007	(50.00)
1015	06/30/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x0-81009/x0-82007	(25.00)
1016	07/07/14	(753.10)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(375.85)
1017	07/10/14	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
1018	07/24/14	(106.08)	Cellular - AT&T	Bill Pay AT&T Local and online x98502 on 7/24						WF x5397	(53.04)
1019	07/25/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX 5-723003	(25.00)
1020	07/29/14	(100.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x0-81009/x0-82007	(50.00)
1021	07/30/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX x0-81009/x0-82007	(25.00)
1022	08/05/14	(751.64)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(375.82)
1023	08/11/14	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
1024	08/21/14	(103.34)	Cellular - AT&T	Bill Pay AT&T Local and online x98502 on 8/21						WF x5397	(51.67)
1025	08/24/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX 5-723003	(25.00)

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1026	08/28/14	(100.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX #0-81009/00-82007	(50.00)
1027	08/29/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX #0-81009/00-82007	(25.00)
1028	09/04/14	(760.84)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(390.22)
1029	09/08/14	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
1030	09/23/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX S-723003	(25.00)
1031	09/27/14	(100.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX #0-81009/00-82007	(50.00)
1032	09/28/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX #0-81009/00-82007	(25.00)
1033	09/30/14	(107.88)	Cellular - AT&T	Bill Pay AT&T Local and online #98502 on 9/30						WF #5397	(53.94)
1034	10/03/14	(740.74)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(370.37)
1035	10/06/14	(51.80)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.90)
1036	10/22/14	2.60	Cellular - AT&T	AT&T				BoFA 6446	0.90		
1037	10/23/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX S-723003	(25.00)
1038	10/27/14	(100.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX #0-81009/00-82007	(50.00)
1039	10/28/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX #0-81009/00-82007	(25.00)
1040	12/04/14	(736.52)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(388.26)
1043	12/04/14	(112.92)	Cellular - AT&T	Bill Pay AT&T Local and online #98502 on 12/4						WF #5397	(56.46)
1042	12/07/14	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
1043	12/22/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX S-723003	(25.00)
1044	12/26/14	(100.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX #0-81009/00-82007	(50.00)
1045	12/27/14	(50.00)	Cellular - AT&T	AT&T Data		Alpharetta, GA				AMEX #0-81009/00-82007	(25.00)
1046	12/31/14	(103.42)	Cellular - AT&T	Bill Pay AT&T Local and online #98502 on 12/31						WF #5397	(51.81)
1047	12/04/14	(827.42)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(413.71)
1048	12/08/14	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
1049	12/22/14	(50.00)	Cellular - AT&T	AT&T Data						AMEX S-723003	(25.00)
1050	12/26/14	(100.00)	Cellular - AT&T	AT&T Data						AMEX #0-81009/00-82007	(50.00)
1051	12/27/14	(50.00)	Cellular - AT&T	AT&T Data						AMEX #0-81009/00-82007	(25.00)
1052	12/30/14	(108.26)	Cellular - AT&T	Bill Pay AT&T Local and online #98502 on 12/30						WF #5397	(54.13)
1053	01/05/15	(775.24)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(387.62)
1054	01/06/15	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
1055	01/22/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX S-723003	(25.00)
1056	01/25/15	(100.00)	Cellular - AT&T	AT&T Data						AMEX #0-81009/00-82007	(50.00)
1057	01/26/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX #0-81009/00-82007	(25.00)
1058	01/27/15	(128.90)	Cellular - AT&T	Bill Pay AT&T #98502						WF #5397	(59.45)
1059	02/04/15	(753.78)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(376.89)
1060	02/03/15	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
1061	02/20/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX S-723003	(25.00)
1062	02/24/15	(100.00)	Cellular - AT&T	AT&T Data						AMEX #0-81009/00-82007	(50.00)
1063	02/25/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX #0-81009/00-82007	(25.00)
1064	02/04/15	(789.90)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(399.95)
1065	03/09/15	(50.00)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(25.00)
1066	03/17/15	(109.58)	Cellular - AT&T	Bill Pay AT&T #98502						WF #5397	(54.79)
1067	03/22/15	(50.00)	Cellular - AT&T	AT&T						AMEX S-723003	(25.00)
1068	05/26/15	(100.00)	Cellular - AT&T	AT&T Data						AMEX #0-81009/00-82007	(50.00)
1069	05/27/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX #0-81009/00-82007	(25.00)

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TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN IN EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amount	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1070	04/06/15	(755.72)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(377.86)
1071	04/06/15	(50.00)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(25.00)
1072	04/23/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX S-723003	(25.00)
1073	04/25/15	(100.00)	Cellular - AT&T	AT&T Data						AMEX x0-81009	(50.00)
1074	04/26/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX x0-81009	(25.00)
1075	04/28/15	(239.18)	Cellular - AT&T	Bill Pay AT&T #8502						BoFA 6446	(119.59)
1076	05/07/15	(747.48)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(373.74)
1077	05/07/15	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
1078	05/11/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX S-723003	(25.00)
1079	05/15/15	(100.00)	Cellular - AT&T	AT&T Data						AMEX x0-81009	(50.00)
1080	05/28/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX x0-81009	(25.00)
1081	05/27/15	(256.48)	Cellular - AT&T	Bill Pay AT&T #8502						BoFA 6446	(128.24)
1082	06/04/15	(749.64)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(374.82)
1083	06/09/15	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
1084	06/20/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX S-723003	(25.00)
1085	06/24/15	(100.00)	Cellular - AT&T	AT&T Data						AMEX x0-81009	(50.00)
1086	06/25/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX x0-81009	(25.00)
1087	07/06/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX x0-81009	(25.00)
1088	07/08/15	(746.74)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(373.37)
1089	07/14/15	(115.96)	Cellular - AT&T	AT & T						BoFA 6446	(57.98)
1090	07/20/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX S-723003	(25.00)
1091	07/23/15	(114.32)	Cellular - AT&T	AT & T						BoFA 6446	(57.16)
1092	07/24/15	(100.00)	Cellular - AT&T	AT&T Data		GA				AMEX x0-81009	(50.00)
1093	07/25/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX x0-81009	(25.00)
1094	08/04/15	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
1095	08/05/15	(750.84)	Cellular - AT&T	AT&T Data						BoFA 6446	(375.42)
1096	08/19/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX S-723003	(25.00)
1097	08/23/15	(100.00)	Cellular - AT&T	AT&T Data						AMEX x0-81009	(50.00)
1098	08/24/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX x0-81009	(25.00)
1099	08/26/15	(123.14)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(61.57)
1100	09/03/15	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
1101	09/06/15	(750.44)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(375.22)
1102	09/18/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX S-723003	(25.00)
1103	09/22/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX x0-81009	(25.00)
1104	09/23/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX x0-81009	(25.00)
1105	09/28/15	(113.10)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(56.55)
1106	10/05/15	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
1107	10/05/15	(747.54)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(373.77)
1108	10/17/15	(117.10)	Cellular - AT&T	AT&T Services						BoFA 6446	(58.55)
1109	10/18/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX S-723003	(25.00)
1110	10/23/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX x0-81009	(25.00)
1111	10/27/15	(50.00)	Cellular - AT&T	Bill Pay AT&T						BoFA 6446	(25.00)
1112	11/02/15	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
1113	11/05/15	(351.18)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(175.59)
1114	11/17/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX S-723003	(25.00)
1115	11/22/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX x0-81009	(25.00)
1116	11/23/15	(124.52)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(62.26)
1117	12/02/15	(50.00)	Cellular - AT&T	AT&T Data						BoFA 6446	(25.00)
1118	12/07/15	(50.00)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(25.00)
1119	12/08/15	(50.00)	Cellular - AT&T	AT&T Services						BoFA 6446	(25.00)
1120	12/17/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX S-723003	(25.00)
1121	12/22/15	(50.00)	Cellular - AT&T	AT&T Data						AMEX x0-81009	(25.00)
1122	12/23/15	(50.00)	Cellular - AT&T	AT&T Bill Payment						BoFA 6446	(25.00)
1123	12/23/15	(50.00)	Cellular - AT&T	Bill Pay AT&T						BoFA 6446	(25.00)
1124	03/12/09	(5,000.00)	Checks written to Cash	Cash	366					BoFA 6446	(1,000.00)
1125	06/18/09	(2,000.00)	Checks written to Cash	Cash	409		Meigs			BoFA 6446	(1,000.00)

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TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unreconciled Amount	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1126	08/20/09	(500.00)	Checks written to Cash	Cash	334					SoFA 8446	(250.00)
1127	09/15/09	(1,000.00)	Checks written to Cash	Cash	437	Loan				SoFA 8446	(500.00)
1128	12/16/09	(500.00)	Checks written to Cash	Cash	369					SoFA 8446	(500.00)
1129	12/19/09	(500.00)	Checks written to Cash	Cash	430					SoFA 8446	(500.00)
1130	03/21/10	(1,000.00)	Checks written to Cash	Cash	442					SoFA 8446	(500.00)
1131	08/26/10	(500.00)	Checks written to Cash	Cash	1009					WF x5397	(500.00)
1132	02/27/11	(1,000.00)	Checks written to Cash	Cash	1087					WF x5397	(500.00)
1133	03/11/11	(2,000.00)	Checks written to Cash	Cash	1100					WF x5397	(1,000.00)
1134	05/03/11	(7,000.00)	Checks written to Cash	Cash	1043	1 Payment				WF x5397	(3,500.00)
1135	05/10/11	(3,000.00)	Checks written to Cash	Cash	1049					WF x5397	(1,500.00)
1136	06/27/14	(400.00)	Checks written to Cash	Cash	1971					WF x5397	(400.00)
1137	10/08/14	(200.00)	Checks written to Cash	Cash	1977	Birthday				WF x5397	(100.00)
1138	12/29/14	(400.00)	Checks written to Cash	Cash	2082					WF x5397	(400.00)
1139	05/27/15	(240.00)	Checks written to Cash	Cash	2196					WF x5397	(120.00)
1140	06/10/15	(440.00)	Checks written to Cash	Cash	2289	Cleaning				WF x5397	(220.00)
1141	08/10/15	(7,000.00)	Checks written to Cash	Cash	2357					WF x5397	(1,000.00)
1142	08/13/15	(1,400.00)	Checks written to Cash	Cash	2311					WF x5397	(700.00)
1143	08/21/15	(600.00)	Checks written to Cash	Cash	2378					WF x5397	(700.00)
1144	12/11/15		Checks written to Cash	Cash	2388					UBS x45 GM	(1,000.00)
1145	12/24/15		Checks written to Cash	Cash	2272					UBS x45 GM	(1,000.00)
1146	12/29/15		Checks written to Cash	Cash	3273					UBS x45 GM	(3,000.00)
1147	02/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)
1148	02/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)
1149	03/13/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		Irvine, CA				AMEX x8-89000	(34.99)
1150	03/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		Irvine, CA				AMEX x8-89000	(34.99)
1151	02/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)
1152	03/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)
1153	04/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		Irvine, CA				AMEX x8-89000	(34.99)
1154	04/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		Irvine, CA				AMEX x8-89000	(34.99)
1155	04/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)
1156	04/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)
1157	05/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		Irvine, CA				AMEX x8-89000	(34.99)
1158	05/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		Irvine, CA				AMEX x8-89000	(34.99)
1159	05/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)
1160	05/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)
1161	06/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		Irvine, CA				AMEX x8-89000	(34.99)
1162	06/16/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		Irvine, CA				AMEX x8-89000	(34.99)
1163	06/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)
1164	06/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)
1165	07/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		Irvine, CA				AMEX x8-89000	(34.99)
1166	07/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		Irvine, CA				AMEX x8-89000	(34.99)
1167	07/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)
1168	07/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)
1169	08/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA	membership fees			AMEX x8-89000	(34.99)
1170	08/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA	membership fees			AMEX x8-89000	(34.99)
1171	08/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)
1172	08/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)
1173	09/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA	membership fees			AMEX x8-89000	(34.99)
1174	09/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA	membership fees			AMEX x8-89000	(34.99)
1175	09/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)
1176	09/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)
1177	10/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-89000	(34.99)
1178	10/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-89000	(34.99)
1179	10/23/08	(430.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(215.00)

TRANSACTIONS THAT COMPLY THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1180	10/23/08	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1181	10/26/08	(158.04)	Dues & Subscriptions - Fitness (CA)	Equinox the Shop		Manhattan Beach, CA				8 o/a 8448	(79.02)
1183	11/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA	membership fees			AMEX 5-89008/5-89000	(34.99)
1183	11/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA	membership fees			AMEX 5-89008/5-89000	(34.99)
1184	11/23/08	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1185	11/28/08	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1186	12/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA	membership fees			AMEX 5-89008/5-89000	(34.99)
1187	12/15/08	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA	membership fees			AMEX 5-89008/5-89000	(34.99)
1188	12/23/08	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1189	12/23/08	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1190	01/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA	membership fees			AMEX 5-89008/5-89000	(34.99)
1191	01/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA	membership fees			AMEX 5-89008/5-89000	(34.99)
1192	01/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1193	02/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1194	02/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 5-89008/5-89000	(34.99)
1195	02/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 5-89008/5-89000	(34.99)
1196	02/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1197	02/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1198	03/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 5-89008/5-89000	(34.99)
1199	03/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 5-89008/5-89000	(34.99)
1200	03/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1201	03/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1202	04/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 5-89008/5-89000	(34.99)
1205	04/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 5-89008/5-89000	(34.99)
1206	04/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1206	05/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 5-89008/5-89000	(34.99)
1207	05/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 5-89008/5-89000	(34.99)
1208	05/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1209	05/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1210	06/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 5-89008/5-89000	(34.99)
1211	06/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1212	06/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1213	07/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 5-89008/5-89000	(34.99)
1214	07/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1215	07/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1216	08/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 5-89008/5-89000	(34.99)
1217	08/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1218	08/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1219	08/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 5-89008/5-89000	(34.99)
1220	09/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1221	09/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1222	10/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 5-89008/5-89000	(34.99)
1223	10/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1224	10/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1225	11/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 5-89008/5-89000	(34.99)
1226	11/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1227	11/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)

Kapod v. Kapod
Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unsettled Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1228	12/15/09	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 18-89006/18-88000	(34.99)
1229	12/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1230	12/23/09	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1231	02/15/10	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			Membership Fees			AMEX 18-89006/18-88000	(34.99)
1232	03/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1233	03/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1234	02/15/10	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 18-89006/18-88000	(34.99)
1235	03/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1236	03/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1237	03/15/10	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 18-89006/18-88000	(34.99)
1238	03/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1239	03/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1240	04/15/10	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 18-89006/18-88000	(34.99)
1241	04/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1242	04/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1243	05/15/10	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 18-89006/18-88000	(34.99)
1244	05/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1245	05/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1246	06/15/10	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 18-89006/18-88000	(34.99)
1247	06/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1248	06/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1249	07/15/10	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 18-89006/18-88000	(34.99)
1250	07/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1251	07/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1252	08/15/10	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 18-89006/18-88000	(34.99)
1253	08/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1254	08/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1255	08/23/10	(280.88)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(140.43)
1256	08/27/10	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(150.00)
1257	09/03/10	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(150.00)
1258	09/10/10	(410.98)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(205.49)
1259	09/15/10	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness			membership fees			AMEX 18-89006/18-88000	(34.99)
1260	09/18/10	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(150.00)
1261	09/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1262	09/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1263	09/23/10	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(200.00)
1264	10/01/10	(360.13)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(180.06)
1265	10/01/10	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(200.00)
1266	10/05/10	(83.24)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(226.77)
1267	10/09/10	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(200.00)
1268	10/11/10	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(200.00)
1269	10/15/10	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX 18-89006/18-88000	(34.99)
1270	10/15/10	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(200.00)
1271	10/18/10	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(150.00)
1272	10/18/10	(533.34)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(276.77)
1273	10/23/10	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(200.00)
1274	10/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1275	10/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto						AMEX 5-723003	(225.00)
1276	10/23/10	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(200.00)
1277	10/23/10	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(150.00)
1278	10/30/10	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(200.00)
1279	11/03/10	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(150.00)
1280	11/08/10	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(200.00)
1281	11/08/10	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(200.00)
1282	11/07/10	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(200.00)
1283	11/12/10	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(150.00)
1284	11/15/10	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX 18-89006/18-88000	(34.99)
1285	11/15/10	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa 1832	(150.00)

Rogoff v. Rogoff
Las Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amount	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1286	11/15/10	(118.22)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(158.11)
1287	11/20/10	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1288	11/22/10	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1289	11/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1290	11/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1291	11/24/10	(200.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1292	11/30/10	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1293	12/07/10	(500.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(250.00)
1294	12/11/10	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1295	12/13/10	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1296	12/15/10	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-	(34.99)
1297	12/16/10	(370.24)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				BP006/x8-88000	
1298	12/20/10	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1299	12/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1300	12/23/10	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1301	12/29/10	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1302	01/02/11	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1303	01/15/11	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness						AMEX x8-	(34.99)
1304	01/16/11	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				BP006/x8-88000	
1305	01/18/11	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga National Tra		Los Angeles, CA				Visa x3832	(150.00)
1306	01/23/11	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				WF x5397	(200.00)
1307	01/23/11	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1308	01/23/11	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1309	02/01/11	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga National Tra		Los Angeles, CA				WF x5397	(200.00)
1310	02/06/11	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1311	02/12/11	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(200.00)
1312	02/15/11	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-	(34.99)
1313	02/19/11	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				BP006/x8-88000	
1314	02/19/11	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1315	02/19/11	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1316	02/23/11	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1317	02/25/11	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1318	02/26/11	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(200.00)
1319	02/28/11	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1320	03/14/11	(1,600.00)	Dues & Subscriptions - Fitness (CA)	AMMS South		Hawthorne, CA				Visa x3832	(1,300.00)
1321	03/15/11	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga National Tra		Los Angeles, CA				WF x5397	(150.00)
1322	03/20/11	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(200.00)
1323	03/22/11	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1324	03/23/11	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1325	03/25/11	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1326	03/28/11	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(200.00)
1327	04/04/11	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1328	04/12/11	(1,950.00)	Dues & Subscriptions - Fitness (CA)	Amnis South		Hawthorne, CA				WF x5397	(975.00)
1329	04/12/11	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1330	04/15/11	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		Los Angeles, CA				AMEX x8-	(34.99)
1331	04/17/11	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				BP006/x8-88000	
1332	04/22/11	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				Visa x3832	(150.00)
1333	04/23/11	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1334	04/29/11	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(200.00)
1335	05/01/11	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-	(34.99)
1336	05/01/11	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				BP006/x8-88000	
1337	05/02/11	(200.00)	Dues & Subscriptions - Fitness (CA)	Amnis		CA				Visa x3832	(200.00)
1338	05/03/11	(1,040.00)	Dues & Subscriptions - Fitness (CA)	Amnis South		CA				WF x5397	(1,040.00)
1339	05/04/11	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				Visa x3832	(150.00)
1340	05/04/11	(354.00)	Dues & Subscriptions - Fitness (CA)	Amnis South		CA				WF x5397	(177.00)
1341	05/15/11	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		Los Angeles, CA				AMEX x8-	(34.99)
1342	06/12/11	(400.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				BP006/x8-88000	
1343	06/22/11	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				Visa x3832	(200.00)
1344	06/22/11	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)
1345	06/28/11	(2,950.00)	Dues & Subscriptions - Fitness (CA)	Amnis South		CA				WF x5397	(1,475.00)
1346	06/15/11	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-	(34.99)
1347	06/23/11	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				BP006/x8-88000	
1348	06/23/11	(450.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(225.00)

Roged v. Roged
Los Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 4, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1349	07/05/11	(356.00)	Dues & Subscriptions - Fitness (CA)	Amma South		CA				W/F X5387	(178.00)
1350	07/15/11	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness						AMEX x8-	(34.99)
1351	07/17/11	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga		Los Angeles, CA				89008/48-88000	
1352	07/23/11	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				VISA 43932	(150.00)
1353	07/25/11	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(230.00)
1354	08/03/11	(354.00)	Dues & Subscriptions - Fitness (CA)	Amma South		CA				AMEX S-723003	(230.00)
1355	08/05/11	(300.00)	Dues & Subscriptions - Fitness (CA)	Krav Maga Worldwide	1157		Arav			W/F X5387	(178.00)
1356	08/15/11	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		Los Angeles, CA				AMEX x8-	(34.99)
1357	08/23/11	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				89008/48-88000	
1358	08/29/11	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(230.00)
1359	09/06/11	(354.00)	Dues & Subscriptions - Fitness (CA)	Amma South		CA				AMEX S-723003	(230.00)
1360	09/15/11	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				W/F X5387	(178.00)
1361	09/22/11	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX x8-	(34.99)
1362	09/23/11	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				89008/48-88000	
1363	10/15/11	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX S-723003	(230.00)
1364	10/23/11	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(230.00)
1365	10/23/11	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(230.00)
1366	11/15/11	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness						AMEX x8-	(34.99)
1367	11/23/11	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				89008/48-88000	
1368	11/27/11	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(230.00)
1369	12/15/11	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-	(34.99)
1370	12/23/11	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				89008/48-88000	
1371	12/23/11	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(230.00)
1372	02/15/12	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-	(34.99)
1373	01/23/12	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				89008/48-88000	
1374	01/23/12	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(230.00)
1375	01/15/12	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-	(34.99)
1376	02/23/12	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				89008/48-88000	
1377	02/23/12	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(230.00)
1378	03/15/12	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-	(34.99)
1379	03/23/12	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				89008/48-88000	
1380	03/23/12	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(230.00)
1381	04/15/12	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-	(34.99)
1382	04/23/12	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				89008/48-88000	
1383	04/23/12	(460.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(230.00)
1384	05/15/12	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-	(34.99)
1385	05/23/12	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				89008/48-88000	
1386	05/23/12	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1387	06/15/12	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-	(34.99)
1388	06/23/12	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				89008/48-88000	
1389	06/23/12	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1390	07/15/12	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-	(34.99)
1391	07/23/12	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				89008/48-88000	
1392	07/23/12	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1393	08/15/12	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-	(34.99)
1394	08/23/12	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				89008/48-88000	
1395	08/23/12	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1396	09/15/12	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-	(34.99)
1397	09/23/12	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				89008/48-88000	
1398	09/23/12	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1399	10/15/12	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness						AMEX x8-	(34.99)
1400	10/23/12	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1401	10/23/12	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)

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TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1402	11/15/12	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX sb-89008/sb-89000	(34.99)
1403	11/23/12	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1404	11/23/12	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1405	12/15/12	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX sb-89008/sb-89000	(34.99)
1406	12/23/12	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1407	12/23/12	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1408	01/15/13	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX sb-89008/sb-89000	(34.99)
1409	01/23/13	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1410	01/23/13	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1411	02/15/13	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX sb-89008/sb-89000	(34.99)
1412	02/23/13	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1413	02/23/13	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1414	03/15/13	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX sb-89008/sb-89000	(34.99)
1415	03/23/13	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1416	03/23/13	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1417	04/15/13	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX sb-89008/sb-89000	(34.99)
1418	04/23/13	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1419	04/23/13	(470.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(235.00)
1420	05/15/13	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX sb-89008/sb-89000	(34.99)
1421	05/23/13	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1422	05/23/13	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1423	06/15/13	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX sb-89008/sb-89000	(34.99)
1424	06/23/13	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1425	06/23/13	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1426	07/15/13	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX sb-89008/sb-89000	(34.99)
1427	07/23/13	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1428	07/23/13	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1429	07/25/13	(109.00)	Dues & Subscriptions - Fitness (CA)	Equinox Shop		Century City, CA				AMEX sb-81009/sb-82007	(64.50)
1430	08/15/13	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX sb-89008/sb-89000	(34.99)
1431	08/23/13	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1432	08/23/13	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1433	09/15/13	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX sb-89008/sb-89000	(34.99)
1434	09/23/13	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1435	09/23/13	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1436	10/15/13	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX sb-89008/sb-89000	(34.99)
1437	10/23/13	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1438	10/23/13	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1439	11/15/13	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX sb-89008/sb-89000	(34.99)
1440	11/23/13	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1441	11/23/13	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1442	12/15/13	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX sb-89008/sb-89000	(34.99)
1443	12/23/13	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1444	12/23/13	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1445	01/15/14	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA	Membership Fees			AMEX sb-89008/sb-89000	(34.99)
1446	01/23/14	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1447	01/23/14	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1448	02/15/14	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA	membership fees			AMEX sb-89008/sb-89000	(34.99)
1449	02/23/14	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1450	02/23/14	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1451	03/15/14	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness One DBA		CA	membership fees			AMEX sb-89008/sb-89000	(34.99)
1452	03/23/14	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)
1453	03/23/14	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX S-723003	(240.00)

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TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmarshaled Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1454	04/19/14	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness Intl DBA		CA	membership fees			AMEX x8-89008/48-88000	(34.99)
1455	04/23/14	(180.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(240.00)
1456	04/23/14	(480.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(240.00)
1457	05/15/14	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness Intl DBA		CA	membership fees			AMEX x8-89008/48-88000	(34.99)
1458	05/29/14	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1459	05/29/14	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1460	06/15/14	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness Intl DBA		CA	membership fees			AMEX x8-89008/48-88000	(34.99)
1461	06/23/14	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1462	06/23/14	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1463	07/15/14	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness Intl DBA		CA	membership fees			AMEX x8-89008/48-88000	(34.99)
1464	07/23/14	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1465	07/23/14	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1466	08/15/14	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness Intl DBA		CA	membership fees			AMEX x8-89008/48-88000	(34.99)
1467	08/23/14	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1468	08/23/14	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1469	09/15/14	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness Intl DBA		CA	membership fees			AMEX x8-89008/48-88000	(34.99)
1470	09/23/14	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1471	09/23/14	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1472	10/15/14	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness Intl DBA		CA	membership fees			AMEX x8-89008/48-88000	(34.99)
1473	10/23/14	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1474	10/23/14	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1475	11/15/14	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness Intl DBA		CA	membership fees			AMEX x8-89008/48-88000	(34.99)
1476	11/23/14	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1477	11/23/14	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1478	12/15/14	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness Intl DBA		CA	membership fees			AMEX x8-89008/48-88000	(34.99)
1479	12/23/14	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1480	12/23/14	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1481	01/15/15	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness Intl DBA LA		CA				AMEX x8-89008/48-88000	(34.99)
1482	01/23/15	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1483	01/23/15	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1484	01/29/15	(54.50)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		Manhattan Beach, CA				AMEX x8-89008/48-88000	(27.25)
1485	02/15/15	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness Intl DBA LA		CA				AMEX x8-89008/48-88000	(34.99)
1486	02/23/15	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1487	02/23/15	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1488	03/15/15	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness Intl DBA		CA				AMEX x8-89008/48-88000	(34.99)
1489	03/23/15	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1490	03/23/15	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1491	04/15/15	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness Intl DBA		CA				AMEX x8-89008/48-88000	(34.99)
1492	04/23/15	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1493	04/23/15	(500.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(250.00)
1494	05/15/15	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness Intl DBA		CA				AMEX x8-89008/48-88000	(34.99)
1495	05/23/15	(510.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(255.00)
1496	05/23/15	(510.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(255.00)
1497	06/15/15	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness Intl		CA				AMEX x8-89008/48-88000	(34.99)
1498	06/23/15	(510.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(255.00)
1499	06/23/15	(510.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(255.00)
1500	07/15/15	(69.98)	Dues & Subscriptions - Fitness (CA)	Fitness Intl		CA				AMEX x8-89008/48-88000	(34.99)
1501	07/23/15	(510.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(255.00)
1502	07/23/15	(510.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(255.00)
1503	08/15/15	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX x8-89008/48-88000	(34.99)
1504	08/23/15	(510.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(255.00)
1505	08/23/15	(510.00)	Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(255.00)

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unwatched Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1506	09/15/15	(69.98)	Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX 48-89000	(34.99)
1507	09/23/15		Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(255.00)
1508	09/23/15		Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(255.00)
1509	10/15/15		Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX 48-89000	(34.99)
1510	10/23/15		Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(255.00)
1511	10/23/15		Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(255.00)
1512	11/15/15		Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX 48-89000	(34.99)
1513	11/23/15		Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(255.00)
1514	11/23/15		Dues & Subscriptions - Fitness (CA)	Equinox Moto		CA				AMEX 5-723003	(255.00)
1515	12/15/15		Dues & Subscriptions - Fitness (CA)	LA Fitness		CA				AMEX 48-89000	(34.99)
1516	03/03/08	(149.50)	Gas/Fuel	Union 76		Los Angeles, CA				BoFA 6446	(74.75)
1517	03/09/08	(77.12)	Gas/Fuel	Shell Oil		Henderson NV				BoFA 6446	(38.56)
1518	03/10/08	(75.20)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(37.60)
1519	03/17/08	(100.30)	Gas/Fuel	Shell Oil		Henderson NV				BoFA 6446	(50.05)
1520	03/23/08	(133.80)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				AMEX 5-723003	(66.90)
1521	03/24/08	(100.00)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				BoFA 6446	(50.00)
1522	03/31/08	(100.60)	Gas/Fuel	Exxon Mobil		Henderson NV				BoFA 6446	(50.30)
1523	04/08/08	(150.40)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				AMEX 5-723003	(75.20)
1524	04/14/08	(110.02)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				BoFA 6446	(55.01)
1525	04/14/08	(138.00)	Gas/Fuel	Shell Oil		Henderson NV				BoFA 6446	(69.00)
1526	04/15/08	(150.00)	Gas/Fuel	Union 76		Beverly Hills, CA				BoFA 6446	(75.00)
1527	04/15/08	(138.76)	Gas/Fuel	Exxon Mobil		Henderson NV				BoFA 6446	(69.38)
1528	04/24/08	(105.20)	Gas/Fuel	Shell Oil		Palm Springs, CA				BoFA 6446	(52.60)
1529	04/28/08	(118.10)	Gas/Fuel	Exxon Mobil		Henderson NV				BoFA 6446	(59.05)
1530	04/28/08	(130.50)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				BoFA 6446	(65.25)
1531	05/11/08	(82.40)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				BoFA 6446	(41.20)
1532	05/16/08	(100.00)	Gas/Fuel	Shell Oil		Las Vegas, NV				BoFA 6446	(50.00)
1533	05/19/08	(78.50)	Gas/Fuel	Exxon Mobil		Henderson NV				BoFA 6446	(39.25)
1534	05/22/08	(93.30)	Gas/Fuel	Circle K		Henderson NV				BoFA 6446	(46.65)
1535	06/01/08	(82.10)	Gas/Fuel	Union 76		Los Angeles, CA				BoFA 6446	(41.05)
1536	06/06/08	(149.00)	Gas/Fuel	Exxon Mobil		San Francisco, CA				BoFA 6446	(74.50)
1537	06/09/08	(141.50)	Gas/Fuel	Exxon Mobil		Henderson NV				BoFA 6446	(70.75)
1538	06/16/08	(97.40)	Gas/Fuel	The Village Mart & Gas		Laguna Beach, CA				BoFA 6446	(48.70)
1539	06/18/08	(101.00)	Gas/Fuel	Arco Paypoint		Los Angeles, CA				BoFA 6446	(50.50)
1540	06/20/08	(149.74)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				BoFA 6446	(74.87)
1541	07/07/08	(80.04)	Gas/Fuel	Exxon Mobil		Henderson NV				BoFA 6446	(40.02)
1542	07/07/08	(49.98)	Gas/Fuel	Exxon Mobil		Henderson NV				BoFA 6446	(24.99)
1543	07/10/08	(149.10)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				BoFA 6446	(74.55)
1544	07/11/08	(97.80)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				BoFA 6446	(48.90)
1545	07/14/08	(718.28)	Gas/Fuel	Exxon Mobil		Henderson NV				BoFA 6446	(359.14)
1546	07/25/08	(100.90)	Gas/Fuel	Shell Oil		Laguna Hills, CA				BoFA 6446	(50.45)
1547	07/27/08	(180.04)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				AMEX 5-723003	(90.02)
1548	07/31/08	(133.90)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				AMEX 5-723003	(66.95)
1549	08/04/08	(133.50)	Gas/Fuel	Exxon Mobil		Henderson NV				BoFA 6446	(66.75)
1550	08/05/08	(150.32)	Gas/Fuel	Exxon Mobil		Henderson NV				BoFA 6446	(75.16)
1551	08/06/08	(125.90)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				BoFA 6446	(62.95)
1552	08/06/08	(79.02)	Gas/Fuel	Shell Oil		Calabasas, CA				BoFA 6446	(39.51)
1553	08/08/08	(82.74)	Gas/Fuel	Shell Oil		Calabasas, CA				BoFA 6446	(41.37)
1554	08/11/08	(140.00)	Gas/Fuel	Union 76		Los Angeles, CA				BoFA 6446	(70.00)
1555	08/23/08	(138.60)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				BoFA 6446	(69.30)
1556	08/25/08	(58.80)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				BoFA 6446	(29.40)
1557	08/25/08	(118.20)	Gas/Fuel	Exxon Mobil		Henderson NV				BoFA 6446	(59.10)
1558	08/26/08	(138.60)	Gas/Fuel	Exxon Mobil		Arundel, CA				BoFA 6446	(69.30)
1559	09/15/08	(52.44)	Gas/Fuel	Shell Oil		Hesperia, CA				AMEX 5-723003	(26.22)
1560	09/15/08	(80.02)	Gas/Fuel	Exxon Mobil		Laguna Beach, CA				BoFA 6446	(40.01)
1561	09/15/08	(125.00)	Gas/Fuel	Exxon Mobil		Henderson NV				BoFA 6446	(62.50)
1562	09/17/08	(128.30)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				BoFA 6446	(64.15)
1563	09/17/08	(101.64)	Gas/Fuel	Shell Oil		Hesperia, CA				BoFA 6446	(50.82)
1564	09/23/08	(133.80)	Gas/Fuel	Exxon Mobil		Henderson NV				BoFA 6446	(66.90)
1565	09/23/08	(81.52)	Gas/Fuel	Exxon Mobil		Henderson NV				BoFA 6446	(40.76)
1566	09/26/08	(122.00)	Gas/Fuel	Union 76		Los Angeles, CA				BoFA 6446	(61.00)
1567	09/27/08	(155.40)	Gas/Fuel	Exxon Mobil		Tracy, CA				BoFA 6446	(77.70)
1568	09/28/08	(117.30)	Gas/Fuel	Exxon Mobil		Henderson NV				BoFA 6446	(58.65)
1569	10/06/08	(92.86)	Gas/Fuel	Exxon Mobil		Westwood, CA				BoFA 6446	(46.43)
1570	10/07/08	(125.00)	Gas/Fuel	Union 76		Los Angeles, CA				BoFA 6446	(62.50)
1571	10/11/08	(241.14)	Gas/Fuel	Exxon Mobil		Westwood, CA				BoFA 6446	(120.57)

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TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 5, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unwatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1572	10/14/08	(60.00)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(60.00)
1573	10/22/08	(91.10)	Gas/Fuel	Exxonmobil		Palm Desert, CA				BoFA 6446	(91.10)
1574	11/03/08	(85.00)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(85.00)
1575	11/05/08	(22.00)	Gas/Fuel	Exxonmobil		Los Angeles, CA				BoFA 6446	(22.00)
1576	11/23/08	(99.00)	Gas/Fuel	Union 76		Los Angeles, CA				BoFA 6446	(99.00)
1577	11/28/08	(48.50)	Gas/Fuel	Shell Oil		Henderson NV				BoFA 6446	(48.50)
1578	12/02/08	(55.70)	Gas/Fuel	Circle K		Los Angeles, CA				BoFA 6446	(55.70)
1579	12/09/08	(38.90)	Gas/Fuel	Shell Oil		Henderson NV				BoFA 6446	(38.90)
1580	12/15/08	(79.60)	Gas/Fuel	Shell Oil		Los Angeles, CA				BoFA 6446	(79.60)
1581	12/18/08	(33.30)	Gas/Fuel	Exxonmobil		Los Angeles, CA				BoFA 6446	(33.30)
1582	12/22/08	(60.78)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(60.78)
1583	01/07/09	(87.70)	Gas/Fuel	Chevron		Los Angeles, CA				BoFA 6446	(87.70)
1584	01/08/09	(57.88)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(57.88)
1585	01/07/09	(30.00)	Gas/Fuel	Speedee Mart		Las Vegas NV				BoFA 6446	(30.00)
1586	01/14/09	(68.90)	Gas/Fuel	Union 76		Los Angeles, CA				BoFA 6446	(68.90)
1587	01/16/09	(88.40)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(88.40)
1588	01/20/09	(65.50)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(65.50)
1589	01/20/09	(51.50)	Gas/Fuel	Shell Oil		Las Vegas NV				BoFA 6446	(51.50)
1590	01/20/09	(50.50)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(50.50)
1591	02/10/09	(70.00)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(70.00)
1592	02/14/09	(80.00)	Gas/Fuel	Chevron		Los Angeles, CA				BoFA 6446	(80.00)
1593	01/25/09	(52.10)	Gas/Fuel	Union 76		Los Angeles, CA				BoFA 6446	(52.10)
1594	01/16/09	(25.80)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(25.80)
1595	01/14/09	(124.58)	Gas/Fuel	Super Jordan		Westwood, CA				BoFA 6446	(124.58)
1596	03/30/09	(108.40)	Gas/Fuel	Union 76		Los Angeles, CA				BoFA 6446	(108.40)
1597	04/06/09	(77.40)	Gas/Fuel	Union 76		Los Angeles, CA				BoFA 6446	(77.40)
1598	04/06/09	(72.40)	Gas/Fuel	Chevron		Las Vegas NV				BoFA 6446	(72.40)
1599	04/09/09	(154.56)	Gas/Fuel	Super Jordan		Westwood, CA				BoFA 6446	(154.56)
1600	04/09/09	(84.10)	Gas/Fuel	Chevron		Los Angeles, CA				BoFA 6446	(84.10)
1601	04/10/09	(158.82)	Gas/Fuel	Super Jordan		Westwood, CA				BoFA 6446	(158.82)
1602	04/20/09	(54.00)	Gas/Fuel	Chevron		Los Angeles, CA				BoFA 6446	(54.00)
1603	05/04/09	(90.68)	Gas/Fuel	Exxonmobil		Los Angeles, CA				BoFA 6446	(90.68)
1604	05/06/09	(54.00)	Gas/Fuel	Chevron		Las Vegas NV				BoFA 6446	(54.00)
1605	05/13/09	(72.60)	Gas/Fuel	Exxonmobil		Huntington Beach, CA				BoFA 6446	(72.60)
1606	05/18/09	(25.45)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(25.45)
1607	05/19/09	(79.00)	Gas/Fuel	Exxonmobil		Los Angeles, CA				BoFA 6446	(79.00)
1608	06/08/09	(60.04)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(60.04)
1609	06/09/09	(285.78)	Gas/Fuel	Chevron		Los Angeles, CA				BoFA 6446	(285.78)
1610	06/12/09	(93.40)	Gas/Fuel	Union 76		Hawthorne, CA				BoFA 6446	(93.40)
1611	06/15/09	(89.08)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(89.08)
1612	06/22/09	(50.24)	Gas/Fuel	Exxonmobil		Los Angeles, CA				BoFA 6446	(50.24)
1613	06/28/09	(50.86)	Gas/Fuel	Chevron		Inglewood, CA				BoFA 6446	(50.86)
1614	06/28/09	(23.00)	Gas/Fuel	Chevron		Los Angeles, CA				BoFA 6446	(23.00)
1615	07/06/09	(100.60)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(100.60)
1616	07/14/09	(67.40)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(67.40)
1617	07/20/09	(73.60)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(73.60)
1618	07/24/09	(61.30)	Gas/Fuel	Exxonmobil		West Hollywood, CA				BoFA 6446	(61.30)
1619	07/27/09	(84.90)	Gas/Fuel	Shell Oil		Las Vegas NV				BoFA 6446	(84.90)
1620	07/30/09	(85.12)	Gas/Fuel	Exxonmobil		Los Angeles, CA				BoFA 6446	(85.12)
1621	08/10/09	(62.04)	Gas/Fuel	Exxonmobil		Los Angeles, CA				BoFA 6446	(62.04)
1622	08/10/09	(59.98)	Gas/Fuel	Chevron/Bison		Henderson NV				BoFA 6446	(59.98)
1623	08/24/09	(59.88)	Gas/Fuel	Exxonmobil		Los Angeles, CA				BoFA 6446	(59.88)
1624	08/24/09	(59.40)	Gas/Fuel	Shell Oil		Henderson NV				BoFA 6446	(59.40)
1625	09/02/09	(35.30)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(35.30)
1626	09/09/09	(88.30)	Gas/Fuel	Arco Paypoint		Los Angeles, CA				BoFA 6446	(88.30)
1627	09/21/09	(73.44)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(73.44)
1628	09/21/09	(59.40)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(59.40)
1629	09/22/09	(93.20)	Gas/Fuel	Arco Paypoint		Hawthorne, CA				BoFA 6446	(93.20)
1630	10/03/09	(90.90)	Gas/Fuel	Circle K		Henderson NV				BoFA 6446	(90.90)
1631	10/14/09	(74.90)	Gas/Fuel	Shell Oil		San Clemente, CA				BoFA 6446	(74.90)
1632	10/19/09	(125.40)	Gas/Fuel	Chevron		Los Angeles, CA				BoFA 6446	(125.40)
1633	10/20/09	(61.46)	Gas/Fuel	24/Seven Express		Henderson NV				BoFA 6446	(61.46)
1634	10/26/09	(79.68)	Gas/Fuel	Chevron		Los Angeles, CA				BoFA 6446	(79.68)
1635	10/28/09	(52.10)	Gas/Fuel	Chevron		Rancho St. M, CA				BoFA 6446	(52.10)
1636	11/02/09	(10.00)	Gas/Fuel	Arco Paypoint		Corte Mena, CA				BoFA 6446	(10.00)
1637	11/09/09	(60.60)	Gas/Fuel	Chevron		Henderson NV				BoFA 6446	(60.60)
1638	11/11/09	(60.68)	Gas/Fuel	Exxonmobil		West Hollywood, CA				BoFA 6446	(60.68)

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unmatched Amount	AT Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1639	11/22/09	(59.98)	Gas/Fuel	Chevron Auto Spe		Los Angeles, CA				AMEX 518-89008/16-18000	(29.99)
1640	11/23/09	(59.10)	Gas/Fuel	Chevron		Henderson NV				BofA 6446	(28.65)
1641	11/23/09	(18.00)	Gas/Fuel	Union 76		Los Angeles, CA				BofA 6446	(14.00)
1642	12/27/09	(14.00)	Gas/Fuel	Union 76		Los Angeles, CA				BofA 6446	(7.00)
1643	12/01/09	(67.24)	Gas/Fuel	Chevron		Henderson NV				BofA 6446	(33.52)
1644	12/02/09	(88.10)	Gas/Fuel	Union 76		Los Angeles, CA				BofA 6446	(88.65)
1645	12/11/09	(123.30)	Gas/Fuel	Union 76		Los Angeles, CA				Chase x5999	(65.65)
1646	12/14/09	(64.50)	Gas/Fuel	Chevron		Los Angeles, CA				BofA 6446	(32.25)
1647	12/28/09	(67.20)	Gas/Fuel	Exxonmobil		West Hollywood, CA				BofA 6446	(33.60)
1648	01/04/10	(60.00)	Gas/Fuel	Chevron		West Hollywood, CA				BofA 6446	(30.00)
1649	01/04/10	(68.16)	Gas/Fuel	Chevron		Henderson NV				BofA 6446	(34.08)
1650	01/07/10	(61.40)	Gas/Fuel	Chevron		Los Angeles, CA				BofA 6446	(32.70)
1651	01/11/10	(109.10)	Gas/Fuel	Chevron		Henderson NV				BofA 6446	(54.55)
1652	03/11/10	(79.80)	Gas/Fuel	Chevron		Los Angeles, CA				BofA 6446	(39.90)
1653	03/14/10	(0.24)	Gas/Fuel	Chevron		Los Angeles, CA				BofA 6446	(0.12)
1654	03/19/10	(90.00)	Gas/Fuel	Chevron		Henderson NV				BofA 6446	(45.00)
1655	03/19/10	(52.40)	Gas/Fuel	Chevron		Henderson NV				BofA 6446	(26.20)
1656	03/23/10	(99.68)	Gas/Fuel	Rebel		Henderson NV				BofA 6446	(49.84)
1657	03/29/10	(76.00)	Gas/Fuel	Chevron		Los Angeles, CA				BofA 6446	(38.00)
1658	03/29/10	(88.80)	Gas/Fuel	Chevron		Los Angeles, CA				BofA 6446	(44.40)
1659	03/29/10	(0.20)	Gas/Fuel	Chevron		Los Angeles, CA				BofA 6446	(0.10)
1660	02/12/10	(91.10)	Gas/Fuel	Chevron		Los Angeles, CA				BofA 6446	(45.55)
1661	02/16/10	(95.72)	Gas/Fuel	Chevron		Los Angeles, CA				BofA 6446	(47.86)
1662	02/16/10	(86.50)	Gas/Fuel	Shell Oil		Las Vegas NV				BofA 6446	(43.25)
1663	03/01/10	(60.00)	Gas/Fuel	Union 76		Los Angeles, CA				BofA 6446	(30.00)
1664	03/11/10	(52.10)	Gas/Fuel	Union 76		Los Angeles, CA				BofA 6446	(26.05)
1665	03/19/10	(86.60)	Gas/Fuel	Chevron		Los Angeles, CA				BofA 6446	(43.30)
1666	03/19/10	(104.08)	Gas/Fuel	Chevron		Henderson NV				BofA 6446	(52.04)
1667	04/05/10	(70.00)	Gas/Fuel	Chevron		Los Angeles, CA				BofA 6446	(35.00)
1668	04/05/10	(107.10)	Gas/Fuel	Chevron		Henderson NV				BofA 6446	(53.55)
1669	04/09/10	(53.60)	Gas/Fuel	Exxonmobil		Los Angeles, CA				BofA 6446	(26.80)
1670	04/19/10	(85.10)	Gas/Fuel	Exxonmobil		Hollywood, CA				BofA 6446	(42.55)
1671	04/21/10	(72.10)	Gas/Fuel	Chevron		Los Angeles, CA				BofA 6446	(36.05)
1672	04/30/10	(64.04)	Gas/Fuel	Exxonmobil		El Segundo, CA				BofA 6446	(32.02)
1673	05/01/10	(110.80)	Gas/Fuel	Shell Oil		Las Vegas NV				BofA 6446	(55.40)
1674	05/04/10	(92.40)	Gas/Fuel	Exxonmobil		Los Angeles, CA				BofA 6446	(46.20)
1675	05/14/10	(40.50)	Gas/Fuel	Shell Oil		Los Angeles, CA				Chase x5999	(20.25)
1676	05/14/10	(61.00)	Gas/Fuel	Exxonmobil		Los Angeles, CA				Chase x5999	(30.50)
1677	05/24/10	(94.10)	Gas/Fuel	Shell Oil		Henderson NV				BofA 6446	(47.05)
1678	05/29/10	(33.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(16.50)
1679	06/16/10	(193.58)	Gas/Fuel	Rebel		Greenwood Village, CO				Chase x5999	(96.79)
1680	06/18/10	(90.00)	Gas/Fuel	Shell Oil		Inglewood, CA				Vita x3832	(45.00)
1681	06/24/10	(110.00)	Gas/Fuel	Chevron		Los Angeles, CA				BofA 6446	(55.00)
1682	06/25/10	(60.00)	Gas/Fuel	Chevron		Los Angeles, CA				BofA 6446	(30.00)
1683	07/06/10	(123.52)	Gas/Fuel	Exxonmobil		West Hollywood, CA				BofA 6446	(61.76)
1684	08/02/10	(168.90)	Gas/Fuel	Chevron		Los Angeles, CA				WF x5397	(84.45)
1685	08/03/10	(106.00)	Gas/Fuel	Chevron		Los Angeles, CA				WF x5397	(53.00)
1686	08/12/10	(60.00)	Gas/Fuel	Shell Oil		Los Angeles, CA				Vita x3832	(30.00)
1687	08/10/10	(103.30)	Gas/Fuel	Chevron		Los Angeles, CA				WF x5397	(51.65)
1688	09/02/10	(148.28)	Gas/Fuel	Union 76		Los Angeles, CA				WF x5397	(74.14)
1689	09/11/10	(32.90)	Gas/Fuel	Chevron		Los Angeles, CA				Vita x3832	(16.45)
1690	09/20/10	(120.00)	Gas/Fuel	Shell Oil		Los Angeles, CA				BofA 6446	(60.00)
1691	10/06/10	(82.40)	Gas/Fuel	Shell Oil		Inglewood, CA				BofA 6446	(41.20)
1692	10/11/10	(120.00)	Gas/Fuel	Shell Oil		Los Angeles, CA				AMEX 5-723003	(75.00)
1693	10/25/10	(109.12)	Gas/Fuel	Chevron		Los Angeles, CA				WF x5397	(54.56)
1694	10/25/10	(100.90)	Gas/Fuel	Arco Paypoint		Los Angeles, CA				WF x5397	(50.45)
1695	10/28/10	(81.70)	Gas/Fuel	Arco Paypoint		Los Angeles, CA				WF x5397	(40.85)
1696	11/06/10	(172.04)	Gas/Fuel	Chevron		Los Angeles, CA				AMEX 5-723003	(86.02)
1697	11/12/10	(115.70)	Gas/Fuel	Chevron		Los Angeles, CA				Vita x3832	(57.85)
1698	11/29/10	(172.30)	Gas/Fuel	Chevron		Los Angeles, CA				WF x5397	(86.15)
1699	12/03/10	(180.10)	Gas/Fuel	Chevron		Los Angeles, CA				Vita x3832	(90.05)
1700	12/27/10	(170.80)	Gas/Fuel	Shell Oil		Los Angeles, CA				BofA 6446	(85.40)
1701	01/09/11	(11.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(5.50)
1702	01/09/11	(115.83)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(57.91)
1703	01/10/11	(74.90)	Gas/Fuel	Arco Paypoint		Los Angeles, CA				WF x5397	(37.45)

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Los Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description			Inflow		Outflow		
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1704	01/11/11	(99.32)	Gas/Fuel	Shell Oil		Los Angeles, CA				Chase x5999	(46.61)
1705	01/12/11	(53.12)	Gas/Fuel	Shell Oil		Los Angeles, CA				Chase x5999	(26.56)
1706	01/14/11	(11.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(15.50)
1707	01/24/11	(70.00)	Gas/Fuel	ExxonMobil		Los Angeles, CA				WF x5397	(15.00)
1708	01/24/11	(127.38)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(88.69)
1709	01/26/11	(31.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(15.50)
1710	02/03/11	(180.01)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(90.01)
1711	02/04/11	(93.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(15.50)
1712	02/06/11	(86.10)	Gas/Fuel	Shell Oil		Beverly Hills, CA				Visa x3832	(43.05)
1713	02/08/11	(53.12)	Gas/Fuel	Shell Oil		Los Angeles, CA				Chase x5999	(26.56)
1714	02/11/11	(19.10)	Gas/Fuel	Exxon Mobil		Inglewood, CA				Visa x3832	(26.55)
1715	02/17/11	(203.50)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(101.63)
1716	02/24/11	(73.50)	Gas/Fuel	Chevron		Los Angeles, CA				Visa x3832	(34.75)
1717	02/25/11	(127.30)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				Visa x3832	(63.63)
1718	03/01/11	(48.00)	Gas/Fuel	Exxon Mobil		Inglewood, CA				Visa x3832	(24.00)
1719	03/05/11	(120.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(60.00)
1720	03/10/11	(31.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(15.50)
1721	03/13/11	(294.24)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(97.11)
1722	03/14/11	(100.00)	Gas/Fuel	Shell Service		Beverly Hills, CA				WF x5397	(50.00)
1723	03/17/11	(184.48)	Gas/Fuel	Chevron		Primm, NV				Chase x5999	(92.24)
1724	03/18/11	(21.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(15.50)
1725	03/22/11	(160.00)	Gas/Fuel	Chevron		Santa Monica, CA				Chase x5999	(80.00)
1726	03/23/11	(159.40)	Gas/Fuel	Shell Oil		Los Angeles, CA				BoFA 6446	(79.70)
1727	03/24/11	(31.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(15.50)
1728	03/28/11	(136.42)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(67.21)
1729	04/02/11	(50.00)	Gas/Fuel	Chevron		Los Angeles, CA				Visa x3832	(25.00)
1730	04/04/11	(193.83)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(96.90)
1731	04/06/11	(21.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(15.50)
1732	04/07/11	(104.10)	Gas/Fuel	Union 76		Inglewood, CA				Visa x3832	(52.05)
1733	04/07/11	(17.58)	Gas/Fuel	Union 76		Inglewood, CA				Visa x3832	(8.79)
1734	04/19/11	(184.14)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(84.07)
1735	04/25/11	(88.80)	Gas/Fuel	Shell Oil		Los Angeles, CA				Visa x3832	(44.40)
1736	04/26/11	(107.28)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(53.61)
1737	04/29/11	(160.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(80.00)
1738	04/29/11	(189.44)	Gas/Fuel	Chevron		Primm, NV				Chase x5999	(84.71)
1739	05/02/11	(100.90)	Gas/Fuel	Arco Paypoint		Los Angeles, CA				WF x5397	(50.45)
1740	05/05/11	(200.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(100.00)
1741	05/09/11	(11.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(15.50)
1742	05/09/11	(191.52)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(96.76)
1743	05/13/11	(33.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(15.50)
1744	05/19/11	(191.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(95.50)
1745	05/23/11	(28.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(15.50)
1746	05/25/11	(96.82)	Gas/Fuel	Chevron		Los Angeles, CA				Visa x3832	(48.40)
1747	05/27/11	(218.96)	Gas/Fuel	Exxon Arco Market		Los Angeles, CA				Visa x3832	(128.48)
1748	06/17/11	(126.74)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(63.37)
1749	06/18/11	(108.68)	Gas/Fuel	Chevron		Los Angeles, CA				WF x5397	(54.34)
1750	06/03/11	(31.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(15.50)
1751	06/06/11	(172.06)	Gas/Fuel	Chevron		Los Angeles, CA				WF x5397	(86.03)
1752	06/08/11	(94.44)	Gas/Fuel	Everyday		Labwood, CA				Visa x3832	(47.22)
1753	06/10/11	(140.00)	Gas/Fuel	ExxonMobil		Los Angeles, CA				Visa x3832	(70.00)
1754	06/11/11	(31.00)	Gas/Fuel	Chevron		Los Angeles, CA				Chase x5999	(15.50)
1755	06/18/11	(80.00)	Gas/Fuel	Chevron		Los Angeles, CA				Visa x3832	(40.00)
1756	06/20/11	(200.10)	Gas/Fuel	Chevron		Los Angeles, CA				WF x5397	(100.05)
1757	06/20/11	(56.99)	Gas/Fuel	Arco Paypoint		Los Angeles, CA				WF x5397	(28.45)
1758	07/09/11	(240.80)	Gas/Fuel	Arco Paypoint		Hawthorne, CA				WF x5397	(70.65)
1759	07/05/11	(97.60)	Gas/Fuel	N. Federal HWY Liberty		Ft. Lauderdale, FL				Visa x3832	(48.80)
1760	07/14/11	(204.52)	Gas/Fuel	Chevron		Los Angeles, CA				WF x5397	(102.26)
1761	08/03/11	(80.90)	Gas/Fuel	Arco Paypoint		Hawthorne, CA				WF x5397	(40.45)
1762	08/12/11	(119.72)	Gas/Fuel	Shell Oil		Malibu, CA				Visa x3832	(59.86)
1763	08/14/11	(54.38)	Gas/Fuel	Union 76		Los Angeles, CA				WF x5397	(27.19)
1764	08/23/11	(180.00)	Gas/Fuel	ExxonMobil		Los Angeles, CA				WF x5397	(90.00)
1765	08/31/11	(131.82)	Gas/Fuel	Shell Oil		Los Angeles, CA				AMEX 5-72-0001	(66.91)
1766	09/03/11	(124.28)	Gas/Fuel	Exxon Mobil		Hawthorne, CA				Visa x3832	(62.14)
1767	09/12/11	(114.12)	Gas/Fuel	Arco Paypoint		Los Angeles, CA				WF x5397	(57.06)
1768	09/17/11	(100.00)	Gas/Fuel	Chevron Arco Spa		Los Angeles, CA				AMEX 5-72-0001	(50.00)
1769	09/19/11	(135.00)	Gas/Fuel	Chevron		Hawthorne, CA				Visa x3832	(60.00)
1770	09/28/11	(145.70)	Gas/Fuel	Chevron		Los Angeles, CA				Visa x3832	(70.85)
1771	10/07/11	(144.70)	Gas/Fuel	Union 76		Los Angeles, CA				Visa x3832	(72.38)
1772	10/19/11	(104.01)	Gas/Fuel	Chevron		Los Angeles, CA				Visa x3832	(52.01)

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHANGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1773	10/17/11	(150.80)	Gas/Fuel	Union 76		Los Angeles, CA			WF v5397		(75.45)
1774	10/25/11	(174.88)	Gas/Fuel	Chevron		Los Angeles, CA			Yba v3832		(87.49)
1775	10/31/11	(100.00)	Gas/Fuel	Exxon Mobil		Los Angeles, CA			Yba v3832		(50.00)
1776	11/07/11	(118.10)	Gas/Fuel	Arco Paypoint		Los Angeles, CA			WF v5397		(59.05)
1777	11/29/11	(147.40)	Gas/Fuel	Shell Oil		Los Angeles, CA			Yba v3832		(83.80)
1778	12/05/11	(120.00)	Gas/Fuel	Chevron		Los Angeles, CA			Yba v3832		(25.00)
1779	12/16/11	(201.48)	Gas/Fuel	Chevron		Los Angeles, CA			Yba v3832		(100.74)
1780	01/03/12	(58.20)	Gas/Fuel	Arco Paypoint		Los Angeles, CA			WF v5397		(19.10)
1781	01/13/12	(91.80)	Gas/Fuel	Exxonmobil		Los Angeles, CA			WF v5397		(45.90)
1782	01/17/12	(99.72)	Gas/Fuel	Arco Paypoint		Los Angeles, CA			WF v5397		(49.86)
1783	01/26/12	(128.12)	Gas/Fuel	76		El Segundo, CA			Yba v3832		(64.06)
1784	02/02/12	(80.20)	Gas/Fuel	Chevron		Los Angeles, CA			AMEX 5-723003		(40.10)
1785	02/13/12	(90.00)	Gas/Fuel	Chevron		Hawthorne, CA			WF v5397		(45.00)
1786	02/27/12	(89.80)	Gas/Fuel	Arco Paypoint		Culver City, CA			WF v5397		(44.90)
1787	03/02/12	(200.00)	Gas/Fuel	Chevron		Los Angeles, CA			AMEX 5-723003		(100.00)
1788	03/17/12	(81.62)	Gas/Fuel	Shell Oil		Los Angeles, CA			AMEX 5-723003		(40.81)
1789	03/19/12	(136.80)	Gas/Fuel	76		Los Angeles, CA			Yba v3832		(68.40)
1790	03/26/12	(96.88)	Gas/Fuel	K&G Petroleum		Golden, CO			Bofa 6446		(48.44)
1791	04/05/12	(80.00)	Gas/Fuel	Chevron		Los Angeles, CA			Yba v3832		(40.00)
1792	04/14/12	(75.00)	Gas/Fuel	Chevron		Hawthorne, CA			Yba v3832		(37.50)
1793	04/29/12	(199.36)	Gas/Fuel	Chevron Auto Spa		Los Angeles, CA			AMEX 5-723003		(99.68)
1794	05/10/12	(80.00)	Gas/Fuel	Chevron		Hawthorne, CA			AMEX 5-723003		(40.00)
1795	05/11/12	(152.52)	Gas/Fuel	76		Hawthorne, CA			Yba v3832		(76.26)
1796	06/01/12	(109.62)	Gas/Fuel	Chevron		Los Angeles, CA			Yba v3832		(54.81)
1797	06/15/12	(100.04)	Gas/Fuel	Chevron		Los Angeles, CA			Yba v3832		(100.02)
1798	07/02/12	(126.00)	Gas/Fuel	Union 76		Hawthorne, CA			AMEX 5-723003		(63.00)
1799	07/26/12	(209.00)	Gas/Fuel	Union 76		Beverly Hills, CA			AMEX 5-723003		(104.50)
1800	08/13/12	(102.10)	Gas/Fuel	Arco Paypoint		Hawthorne, CA			WF v5397		(51.05)
1801	08/14/12	(246.50)	Gas/Fuel	Chevron Auto Spa		Los Angeles, CA			AMEX v0-81009/ad-82007		(123.25)
1802	08/27/12	(240.82)	Gas/Fuel	Shell Oil		Los Angeles, CA			Yba v3832		(70.03)
1803	09/05/12	(109.04)	Gas/Fuel	Union 76		Los Angeles, CA			AMEX v0-81009/ad-82007		(104.52)
1804	09/14/12	(100.00)	Gas/Fuel	Chevron		Los Angeles, CA			Yba v3832		(50.00)
1805	09/17/12	(139.14)	Gas/Fuel	Chevron Auto Spa		Los Angeles, CA			AMEX v0-81009/ad-82007		(69.57)
1806	10/25/12	(199.58)	Gas/Fuel	Chevron Auto Spa		Los Angeles, CA			AMEX v0-81009/ad-82007		(99.79)
1807	10/29/12	(124.16)	Gas/Fuel	Arco Paypoint		Hawthorne, CA			WF v5397		(62.08)
1808	11/05/12	(86.04)	Gas/Fuel	Chevron Gold Gas		Hawthorne, CA			AMEX v0-81009/ad-82007		(43.02)
1809	11/07/12	(117.32)	Gas/Fuel	K&G Petroleum		Denver CO			AMEX v0-81009/ad-82007		(58.66)
1810	11/11/12	(104.10)	Gas/Fuel	Arco Paypoint		Hawthorne, CA			WF v5397		(52.05)
1811	11/16/12	(170.10)	Gas/Fuel	Exxon Mobil		Laguna Beach, CA			Yba v3832		(85.05)
1812	11/21/12	(134.10)	Gas/Fuel	Shell Oil		Los Angeles, CA			Yba v3832		(67.05)
1813	11/23/12	(249.14)	Gas/Fuel	Arco Paypoint		Hawthorne, CA			WF v5397		(124.57)
1814	11/10/12	(159.50)	Gas/Fuel	Shell Oil		San Diego, CA			AMEX v0-81009/ad-82007		(79.75)
1815	12/24/12	(170.52)	Gas/Fuel	Chevron Auto Spa		Los Angeles, CA			AMEX v0-81009/ad-82007		(85.26)
1816	11/29/12	(134.78)	Gas/Fuel	Chevron		Los Angeles, CA			Yba v3832		(67.39)
1817	01/15/13	(90.40)	Gas/Fuel	Chevron Auto Spa		Los Angeles, CA			AMEX v0-81009/ad-82007		(45.20)
1818	01/22/13	(115.98)	Gas/Fuel	Chevron Z & R Oil		Los Angeles, CA			AMEX v0-81009/ad-82007		(57.99)
1819	02/15/13	(227.04)	Gas/Fuel	Chevron		Los Angeles, CA			Yba v3832		(113.52)
1820	03/04/13	(146.22)	Gas/Fuel	76		Los Angeles, CA			Yba v3832		(73.11)
1821	03/21/13	(102.80)	Gas/Fuel	76		Los Angeles, CA			AMEX v0-81009/ad-82007		(51.40)
1822	03/28/13	(177.80)	Gas/Fuel	Chevron Auto Spa		Los Angeles, CA			AMEX v0-81009/ad-82007		(88.90)
1823	04/12/13	(80.00)	Gas/Fuel	Chevron Auto Spa Comm		Los Angeles, CA			WF v5397		(40.00)
1824	04/18/13	(72.00)	Gas/Fuel	Chevron Auto Spa		Los Angeles, CA			AMEX v0-89000/ad-89000		(36.00)
1825	04/28/13	(40.00)	Gas/Fuel	Chevron		Los Angeles, CA			AMEX v0-81009/ad-82007		(20.00)
1826	04/29/13	(90.00)	Gas/Fuel	Chevron Auto Spa Comm		Los Angeles, CA			WF v5397		(45.00)
1827	05/13/13	(110.00)	Gas/Fuel	Chevron Auto Spa		Los Angeles, CA			AMEX v0-81009/ad-82007		(55.00)

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Las Vegas, Nevada

TRANSACTIONS THAT COMPRSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS) (HIGHLIGHTED IN ORANGE)

Ref	Date	Unmatched Amounts	AJ Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1828	06/07/13	(96.00)	Gas/Fuel	Chevron Cor Una Inc		Los Angeles, CA		WF #5397		WF #5397	(48.00)
1829	06/12/13	(151.00)	Gas/Fuel	Chevron Auto Spa		Los Angeles, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(75.50)
1830	06/19/13	(144.36)	Gas/Fuel	Chevron Auto Spa		Los Angeles, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(72.18)
1831	06/29/13	(47.00)	Gas/Fuel	Chevron Auto Spa		Los Angeles, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(23.50)
1832	07/03/13	(27.14)	Gas/Fuel	Chevron Hollister In		West Hollywood, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(13.57)
1833	07/03/13	(18.34)	Gas/Fuel	Chevron Hollister In		West Hollywood, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(9.17)
1834	07/04/13	(112.00)	Gas/Fuel	Chevron Auto Spa		Los Angeles, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(56.00)
1835	07/12/13	(131.88)	Gas/Fuel	Exxonmobil		Inglewood, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(65.94)
1836	07/22/13	(89.84)	Gas/Fuel	Chevron Gold Gas		Hawthorne, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(44.92)
1837	07/26/13	(130.40)	Gas/Fuel	Arco Paypoint		Hawthorne, CA		WF #5397		WF #5397	(65.20)
1838	08/01/13	(160.00)	Gas/Fuel	Exxonmobil		West Hollywood, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(80.00)
1839	08/11/13	(126.88)	Gas/Fuel	Arco Paypoint		Beaumont, CA		WF #5397		WF #5397	(63.44)
1840	08/12/13	(134.50)	Gas/Fuel	Arco Paypoint		Hawthorne, CA		WF #5397		WF #5397	(67.25)
1841	08/23/13	(108.14)	Gas/Fuel	Union 76		Los Angeles, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(54.07)
1842	08/28/13	(331.84)	Gas/Fuel	Shell Oil		Culver City, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(165.92)
1843	09/06/13	(80.00)	Gas/Fuel	Chevron		Los Angeles, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(40.00)
1844	09/08/13	(153.18)	Gas/Fuel	Union 76		Pacific Palisades CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(76.59)
1845	09/14/13	(159.81)	Gas/Fuel	Exxonmobil		Sherman Oaks, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(79.91)
1846	09/15/13	(176.02)	Gas/Fuel	Union 76		Los Angeles, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(88.01)
1847	09/23/13	(178.82)	Gas/Fuel	Union 76		Pacific Palisades CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(89.41)
1848	09/28/13	(80.00)	Gas/Fuel	Exxonmobil		Sherman Oaks, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(40.00)
1849	11/17/13	(29.70)	Gas/Fuel	Union 76		Sherman Oaks, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(14.85)
1850	11/23/13	(130.14)	Gas/Fuel	Exxonmobil		West Hollywood, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(65.07)
1851	02/11/14	(101.78)	Gas/Fuel	Chevron		Sherman Oaks, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(50.89)
1852	02/22/14	(133.54)	Gas/Fuel	Exxonmobil		Los Angeles, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(66.77)
1853	02/24/14	(100.00)	Gas/Fuel	Union 76		Los Angeles, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(50.00)
1854	02/27/14	(64.02)	Gas/Fuel	Union 76		Los Angeles, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(32.01)
1855	03/08/14	(190.00)	Gas/Fuel	Union 76		Beverly Hills, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(95.00)
1856	03/10/14	(130.80)	Gas/Fuel	Chevron		Los Angeles, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(65.40)
1857	03/17/14	(100.50)	Gas/Fuel	Arco Paypoint		Los Angeles, CA		WF #5397		WF #5397	(50.25)
1858	03/26/14	(330.00)	Gas/Fuel	Chevron		West Hollywood, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(165.00)
1859	03/31/14	(139.50)	Gas/Fuel	Exxonmobil		Inglewood, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(69.75)
1860	03/31/14	(41.10)	Gas/Fuel	Sunset Oil & Mini		West Hollywood, CA		WF #5397		WF #5397	(20.55)
1861	04/03/14	(110.20)	Gas/Fuel	Chevron		Venice, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(55.10)
1862	04/18/14	(111.60)	Gas/Fuel	Exxonmobil		Los Angeles, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(55.80)
1863	04/30/14	(122.10)	Gas/Fuel	Exxonmobil		Inglewood, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(61.05)
1864	05/16/14	(137.14)	Gas/Fuel	Union 76		North Hollywood, CA		AMEX #0-81009/00-82007		AMEX #0-81009/00-82007	(68.57)

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TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1865	05/17/14	(72.70)	Gas/Fuel	Union 76		Encino, CA				AMEX #0-81009/40-82007	(36.35)
1866	05/26/14	(50.00)	Gas/Fuel	Chevron Auto Spa		Los Angeles, CA				AMEX #0-81009/40-82007	(25.00)
1867	05/27/14	(99.30)	Gas/Fuel	Union 76		Los Angeles, CA				AMEX #0-81009/40-82007	(49.55)
1868	06/07/14	(115.54)	Gas/Fuel	Union 76		Sherman Oaks, CA				AMEX #0-81009/40-82007	(57.77)
1869	06/16/14	(150.08)	Gas/Fuel	Chevron		Sherman Oaks, CA				AMEX #0-81009/40-82007	(75.04)
1870	06/18/14	(121.84)	Gas/Fuel	Union 76		Los Angeles, CA				AMEX #0-81009/40-82007	(60.92)
1871	06/29/14	(57.62)	Gas/Fuel	Chevron Newport		Newport Beach, CA				AMEX #0-81009/40-82007	(18.41)
1872	07/04/14	(72.36)	Gas/Fuel	Exxonmobil		West Hollywood, CA				AMEX #0-81009/40-82007	(36.18)
1873	07/04/14	(91.34)	Gas/Fuel	7eleven		West Hollywood, CA				AMEX #0-81009/40-82007	(45.67)
1874	07/20/14	(169.10)	Gas/Fuel	Chevron		West Hollywood, CA				AMEX #0-81009/40-82007	(84.60)
1875	07/25/14	(91.72)	Gas/Fuel	Shell Oil		Los Angeles, CA				AMEX #0-81009/40-82007	(45.86)
1876	07/31/14	(119.00)	Gas/Fuel	Union 76		Beverly Hills, CA				AMEX #0-81009/40-82007	(59.50)
1877	08/14/14	(149.90)	Gas/Fuel	Union 76		Los Angeles, CA				AMEX #0-81009/40-82007	(74.95)
1878	08/24/14	(90.40)	Gas/Fuel	Chevron		Van Nuys, CA				AMEX #0-81009/40-82007	(45.20)
1879	08/29/14	(128.50)	Gas/Fuel	Union 76		Los Angeles, CA				AMEX #0-81009/40-82007	(64.25)
1880	09/05/14	(100.00)	Gas/Fuel	Chevron		Van Nuys, CA				AMEX #0-81009/40-82007	(50.00)
1881	09/07/14	(123.60)	Gas/Fuel	Chevron		Sherman Oaks, CA				AMEX #0-81009/40-82007	(61.80)
1882	09/09/14	(105.60)	Gas/Fuel	Exxonmobil		Los Angeles, CA				AMEX #0-81009/40-82007	(52.80)
1883	09/11/14	(115.84)	Gas/Fuel	Exxonmobil		Los Angeles, CA				AMEX #0-81009/40-82007	(57.92)
1884	09/19/14	(95.94)	Gas/Fuel	Exxonmobil		Seal Beach, CA				AMEX #0-81009/40-82007	(47.98)
1885	09/28/14	(115.00)	Gas/Fuel	Union 76		Marina Del Rey, CA				AMEX #0-81009/40-82007	(57.52)
1886	09/30/14	(80.00)	Gas/Fuel	Union 76		CA				AMEX #0-81009/40-82007	(40.00)
1887	10/12/14	(109.12)	Gas/Fuel	Chevron		Los Angeles, CA				AMEX #0-81009/40-82007	(54.56)
1888	10/13/14	(84.80)	Gas/Fuel	Union 76		Los Angeles, CA				AMEX #0-81009/40-82007	(42.40)
1889	10/25/14	(106.40)	Gas/Fuel	Chevron		Van Nuys, CA				AMEX #0-81009/40-82007	(53.20)
1890	10/28/14	(151.50)	Gas/Fuel	Union 76		Beverly Hills, CA				AMEX #0-81009/40-82007	(75.75)
1891	10/31/14	(132.20)	Gas/Fuel	World OM		Santa Monica, CA				AMEX #0-81009/40-82007	(66.10)
1892	11/12/14	(63.00)	Gas/Fuel	Chevron		Manhattan Beach, CA				AMEX #0-81009/40-82007	(31.50)
1893	11/13/14	(98.32)	Gas/Fuel	Chevron		Sherman Oaks, CA				AMEX #0-81009/40-82007	(49.16)
1894	11/15/14	(88.90)	Gas/Fuel	Union 76		Sherman Oaks, CA				AMEX #0-81009/40-82007	(44.45)
1895	12/07/14	(18.35)	Gas/Fuel	Chevron		Sherman Oaks, CA				AMEX #0-81009/40-82007	(9.18)
1896	12/07/14	(66.48)	Gas/Fuel	Chevron		Sherman Oaks, CA				AMEX #0-81009/40-82007	(33.24)
1897	12/13/14	(171.70)	Gas/Fuel	Union 76		Beverly Hills, CA				AMEX #0-81009/40-82007	(85.85)
1898	12/20/14	(97.60)	Gas/Fuel	Exxonmobil		Buena Vista, CA				AMEX #0-81009/40-82007	(48.80)
1899	12/30/14	(89.10)	Gas/Fuel	Union 76		Encino, CA				AMEX #0-81009/40-82007	(44.55)

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TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amount	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1900	01/02/15	(187.96)	Gas/Fuel	Chevron Auto Spa		Los Angeles, CA				AMEX NO- 81009/HO-82007	(93.99)
1901	01/10/15	(72.20)	Gas/Fuel	Union 76		Encino, CA				AMEX NO- 81009/HO-82007	(36.30)
1902	01/24/15	(119.60)	Gas/Fuel	Chevron Grand Class		Los Angeles, CA				AMEX NO- 81009/HO-82007	(59.80)
1903	02/25/15	(23.30)	Gas/Fuel	Rebel Gas Station		Las Vegas, NV				AMEX NO- 81009/HO-82007	(11.65)
1904	02/27/15	(156.58)	Gas/Fuel	Exxon Mobil		Sherman Oaks, CA				AMEX NO- 81009/HO-82007	(78.19)
1905	02/03/15	(68.74)	Gas/Fuel	Rebel Gas Station		Las Vegas, NV				AMEX NO- 81009/HO-82007	(34.37)
1906	03/05/15	(83.08)	Gas/Fuel	Chevron		Las Vegas, NV				AMEX NO- 81009/HO-82007	(41.54)
1907	03/08/15	(75.40)	Gas/Fuel	Union 76		Encino, CA				AMEX NO- 81009/HO-82007	(37.80)
1908	03/14/15	(132.44)	Gas/Fuel	Chevron		Los Angeles, CA				AMEX NO- 81009/HO-82007	(66.22)
1909	03/14/15	(126.52)	Gas/Fuel	ExxonMobil		Hollywood, CA				AMEX NO- 81009/HO-82007	(63.26)
1910	03/22/15	(122.28)	Gas/Fuel	Union 76		Pacific Palisades, CA				AMEX NO- 81009/HO-82007	(61.14)
1911	03/26/15	(59.40)	Gas/Fuel	Shell Oil		Las Vegas, NV				AMEX NO- 81009/HO-82007	(29.80)
1912	03/30/15	(149.48)	Gas/Fuel	Sunset Oil & Mini Mart		West Hollywood, CA				BoFA 6446	(74.74)
1913	04/07/15	(72.80)	Gas/Fuel	Shell Oil		Las Vegas, NV				AMEX NO- 81009/HO-82007	(36.40)
1914	04/10/15	(104.20)	Gas/Fuel	Chevron		Los Angeles, CA				AMEX 5-723003	(52.10)
1915	04/20/15	(130.16)	Gas/Fuel	Sunset Oil & Mini Mart		West Hollywood, CA				BoFA 6446	(65.08)
1916	05/02/15	(157.24)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				AMEX NO- 81009/HO-82007	(78.62)
1917	05/04/15	(113.30)	Gas/Fuel	Shell Oil		Las Vegas, NV				AMEX NO- 81009/HO-82007	(56.65)
1918	05/10/15	(140.80)	Gas/Fuel	Arco		Los Angeles, CA				AMEX NO- 81009/HO-82007	(70.40)
1919	05/27/15	(100.00)	Gas/Fuel	Shell Oil		Las Vegas, NV				AMEX NO- 81009/HO-82007	(50.00)
1920	05/28/15	(132.24)	Gas/Fuel	Shell Service Sta		Torrance, CA				BoFA 6446	(66.12)
1921	05/31/15	(104.12)	Gas/Fuel	Union 76		Marina Del Rey, CA				AMEX NO- 81009/HO-82007	(52.11)
1922	06/09/15	(143.00)	Gas/Fuel	Chevron		Van Nuys, CA				WF 5597	(71.50)
1923	06/12/15	(122.90)	Gas/Fuel	Arco		Woodland Hills, CA				WF 5597	(61.45)
1924	07/02/15	(73.04)	Gas/Fuel	ExxonMobil		Inglewood, CA				AMEX NO- 81009/HO-82007	(36.52)
1925	07/18/15	(68.94)	Gas/Fuel	Exxon Mobil		Van Nuys, CA				AMEX NO- 81009/HO-82007	(34.47)
1926	08/01/15	(72.76)	Gas/Fuel	Union 76		Los Angeles, CA				AMEX NO- 81009/HO-82007	(36.38)
1927	08/03/15	(192.76)	Gas/Fuel	Chevron		Las Vegas, NV				AMEX NO- 81009/HO-82007	(96.38)
1928	08/05/15	(143.18)	Gas/Fuel	Exxon Mobil		Hollywood, CA				AMEX NO- 81009/HO-82007	(71.59)
1929	08/09/15	(129.22)	Gas/Fuel	Union 76		Beverly Hills, CA				AMEX NO- 81009/HO-82007	(64.61)
1930	08/10/15	(26.12)	Gas/Fuel	76		Beverly Hills, CA				BoFA 6446	(13.06)
1931	08/12/15	(91.40)	Gas/Fuel	Chevron		Los Angeles, CA				AMEX NO- 81009/HO-82007	(45.70)
1932	08/02/15	(112.90)	Gas/Fuel	USA		Los Angeles, CA				AMEX NO- 81009/HO-82007	(56.45)
1933	09/09/15	(108.44)	Gas/Fuel	Exxon Mobil		Los Angeles, CA				AMEX NO- 81009/HO-82007	(54.22)
1934	09/14/15	(138.24)	Gas/Fuel	Chevron		CA				AMEX NO- 81009/HO-82007	(69.12)
1935	10/11/15		Gas/Fuel	Exxon Mobil		Los Angeles, CA				AMEX NO-81005	(56.55)
1936	11/18/15		Gas/Fuel	Chevron		CA				AMEX NO-81005	(51.40)
1937	11/20/15		Gas/Fuel	Chevron		Los Angeles, CA				AMEX NO-81005	(14.02)
1938	11/19/15		Gas/Fuel	Exxon Mobil		CA				AMEX 5-723003	(15.00)
1939	02/03/08	(435.54)	Groceries	Gelson's Market		Los Angeles, CA				AMEX 5-723003	(217.77)

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TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHANGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1940	03/09/08	(205.34)	Groceries	Walmart		Los Angeles, CA				AMEX 5-721003	(205.69)
1941	03/21/08	(140.38)	Groceries	Gelsons Markets		Los Angeles, CA				BoFA 6446	(170.19)
1942	05/06/08	(174.36)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(87.18)
1943	05/23/08	(174.38)	Groceries	Ralphs		Los Angeles, CA				AMEX 5-771003	(347.17)
1944	05/27/08	(159.02)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(159.51)
1945	05/30/08	(253.84)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(126.82)
1946	06/10/08	(121.58)	Groceries	Gelsons Markets		Los Angeles, CA				BoFA 6446	(60.78)
1947	06/17/08	(133.02)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(167.51)
1948	06/23/08	(49.81)	Groceries	WFM Oats		Henderson NV				BoFA 6446	(24.91)
1949	06/27/08	(179.50)	Groceries	Ralphs		Santa Monica, CA				BoFA 6446	(89.75)
1950	07/07/08	(735.44)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(117.72)
1951	07/15/08	(74.08)	Groceries	Vons		Los Angeles, CA				BoFA 6446	(37.04)
1952	07/28/08	(189.52)	Groceries	Bristol Farms		Los Angeles, CA				BoFA 6446	(184.78)
1953	08/05/08	(142.10)	Groceries	Albertsons		Rancho Mirage, CA				BoFA 6446	(71.55)
1954	08/21/08	(202.83)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(101.44)
1955	08/29/08	(265.24)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(134.62)
1956	08/04/08	(115.56)	Groceries	Big Trees Market		Arnold, CA				BoFA 6446	(88.28)
1957	08/15/08	(90.81)	Groceries	Albertsons		Henderson NV				BoFA 6446	(45.34)
1958	08/21/08	(164.74)	Groceries	Ralphs		Los Angeles, CA				AMEX 5-723003	(84.37)
1959	10/05/08	(231.30)	Groceries	Ralphs		Los Angeles, CA				Chase 15999	(116.15)
1960	10/10/08	(246.94)	Groceries	Trader Joe's		Los Angeles, CA				Chase 15999	(133.47)
1961	10/28/08	(172.20)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(184.06)
1962	11/17/08	(205.90)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(152.95)
1963	11/23/08	(178.90)	Groceries	Gelsons Markets		Los Angeles, CA				BoFA 6446	(89.45)
1964	11/25/08	(61.58)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(30.79)
1965	12/08/08	(254.56)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(117.28)
1966	12/08/08	(123.38)	Groceries	Bristol Farms		Los Angeles, CA				BoFA 6446	(61.69)
1967	12/09/08	(115.58)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(57.78)
1968	12/22/08	(80.28)	Groceries	Vons		Los Angeles, CA				BoFA 6446	(40.14)
1969	12/23/08	(179.20)	Groceries	Albertsons		Henderson NV				BoFA 6446	(139.60)
1970	12/30/08	(240.14)	Groceries	Bristol Farms		Los Angeles, CA				BoFA 6446	(130.07)
1971	01/05/09	(123.58)	Groceries	Albertsons		Henderson NV				BoFA 6446	(11.78)
1972	03/11/09	(188.94)	Groceries	Bristol Farms		Los Angeles, CA				AMEX 101	(99.47)
1973	04/03/09	(165.26)	Groceries	Gelsons Markets		Los Angeles, CA				PROOF/101-88000	
1974	04/10/09	(188.34)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(182.88)
1975	04/13/09	(124.28)	Groceries	Gelsons Markets		Los Angeles, CA				BoFA 6446	(84.17)
1976	04/16/09	(221.46)	Groceries	Gelsons Markets		Los Angeles, CA				BoFA 6446	(87.14)
1977	04/25/09	(45.04)	Groceries	Vons		Los Angeles, CA				BoFA 6446	(140.73)
1978	05/11/09	(134.38)	Groceries	Ralphs		West Hollywood, CA				BoFA 6446	(122.52)
1979	05/11/09	(8.73)	Groceries	Ralphs		Hollywood, CA				BoFA 6446	(167.18)
1980	05/25/09	(1,078.82)	Groceries	Smart N Final		Hollywood, CA				AMEX 5-721003	(6.38)
1981	05/26/09	(15.06)	Groceries	Smiths Food		Henderson NV				BoFA 6446	(54.68)
1982	06/04/09	(180.92)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(9.51)
1983	06/12/09	(191.66)	Groceries	Trader Joe's		Los Angeles, CA				Chase 15999	(83.46)
1984	06/17/09	(139.74)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(197.83)
1985	06/22/09	(111.04)	Groceries	Albertsons		Rancho Mirage, CA				BoFA 6446	(68.87)
1986	06/13/09	(108.33)	Groceries	Whole Foods		Los Angeles, CA				BoFA 6446	(55.52)
1987	07/01/09	(215.50)	Groceries	Gelsons Markets		West Hollywood, CA				BoFA 6446	(54.19)
1988	07/04/09	(700.74)	Groceries	John and Pates Fin		West Hollywood, CA				BoFA 6446	(107.75)
1989	07/07/09	(130.96)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(350.37)
1990	07/23/09	(157.76)	Groceries	Alcor Liquor		Hollywood, CA				BoFA 6446	(65.48)
1991	07/27/09	(175.76)	Groceries	Whole Foods FFX		Los Angeles, CA				BoFA 6446	(178.88)
1992	08/04/09	(112.28)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(87.89)
1993	08/07/09	(207.30)	Groceries	Whole Foods FFX		Los Angeles, CA				BoFA 6446	(56.16)
1994	08/24/09	(1,068.58)	Groceries	Big Trees Market		Los Angeles, CA				BoFA 6446	(103.65)
1995	08/26/09	(706.43)	Groceries	Big Trees Market		Los Angeles, CA				AMEX 101	(333.78)
1996	08/31/09	(76.64)	Groceries	Albertsons		Henderson NV				AMEX 101	(354.74)
1997	09/08/09	(145.90)	Groceries	Vons		Beverly Hills, CA				BoFA 6446	(84.37)
1998	09/17/09	(84.74)	Groceries	Vons		Las Vegas, NV				BoFA 6446	(122.95)
1999	09/18/09	(101.42)	Groceries	Whole Foods FFX		Los Angeles, CA				BoFA 6446	(44.14)
2000	09/21/09	(103.78)	Groceries	Gelsons Markets		Los Angeles, CA				BoFA 6446	(100.71)
2001	10/02/09	(100.62)	Groceries	Albertsons		Henderson NV				BoFA 6446	(51.89)
2002	11/02/09	(146.12)	Groceries	Vons		Los Angeles, CA				BoFA 6446	(50.51)
										BoFA 6446	(73.06)

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TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2003	11/04/09	(119.02)	Groceries	Ralphs		West Hollywood, CA				BoFA 6446	(59.51)
2004	11/02/09	(38.64)	Groceries	Whole Foods		Los Angeles, CA				BoFA 6446	(47.47)
2005	11/11/09	(242.14)	Groceries	John and Peter's Fin		Hollywood, CA				Visa x3832	(231.69)
2006	12/16/09	(924.10)	Groceries	John and Peter's Fin		Hollywood, CA				Visa x3832	(487.03)
2007	12/30/09	(205.60)	Groceries	Ralphs		West Hollywood, CA				BoFA 6446	(101.60)
2008	01/04/10	(181.18)	Groceries	Whole Foods		Los Angeles, CA				BoFA 6446	(90.59)
2009	01/05/10	(203.48)	Groceries	Whole Foods		Los Angeles, CA				Chase x5999	(101.73)
2010	02/22/10	(145.04)	Groceries	Whole Foods		Los Angeles, CA				BoFA 6446	(73.03)
2011	03/15/10	(77.54)	Groceries	Whole Foods		Los Angeles, CA				BoFA 6446	(38.77)
2012	03/29/10	(61.64)	Groceries	Albertsons		Henderson, NV				BoFA 6446	(50.82)
2013	04/19/10	(197.52)	Groceries	John and Peter's		West Hollywood, CA				BoFA 6446	(98.76)
2014	04/21/10	(81.60)	Groceries	Gelson's Market		Los Angeles, CA				BoFA 6446	(47.40)
2015	05/07/10	(68.80)	Groceries	Albertsons		Henderson, NV				BoFA 6446	(34.40)
2016	05/17/10	(37.58)	Groceries	Gelson's Market		Los Angeles, CA				BoFA 6446	(16.29)
2017	05/17/10	(89.60)	Groceries	Whole Foods		Los Angeles, CA				BoFA 6446	(44.90)
2018	06/15/10	(19.74)	Groceries	Whole Foods		Los Angeles, CA				Chase x5999	(6.87)
2019	06/18/10	(85.80)	Groceries	Starway Stone		Vail, CO				BoFA 6446	(42.90)
2020	06/21/10	(100.10)	Groceries	Whole Foods		Los Angeles, CA				BoFA 6446	(50.10)
2021	06/21/10	(211.08)	Groceries	Whole Foods		Los Angeles, CA				BoFA 6446	(106.54)
2022	06/28/10	(325.72)	Groceries	Gelson's Market		West Hollywood, CA				BoFA 6446	(167.86)
2023	07/06/10	(197.52)	Groceries	John and Peter's		West Hollywood, CA				BoFA 6446	(98.76)
2024	07/26/10	(121.64)	Groceries	Whole Foods		Los Angeles, CA				WF x1397	(60.82)
2025	08/06/10	(428.98)	Groceries	John and Peter's Fin		Hollywood, CA				Visa x3832	(214.48)
2026	08/11/10	(164.96)	Groceries	Trader Joe's		Los Angeles, CA				Visa x3832	(82.48)
2027	08/23/10	(262.22)	Groceries	Gelson's Market		West Hollywood, CA				FIN EX x5-8800A/88000	(131.12)
2028	08/31/10	(135.26)	Groceries	Whole Foods		Los Angeles, CA				Visa x3832	(87.63)
2029	09/05/10	(248.84)	Groceries	Whole Foods		Los Angeles, CA				AMEX 5-723003	(124.43)
2030	09/09/10	(373.10)	Groceries	John and Peter's Fin		Hollywood, CA				Visa x3832	(186.55)
2031	09/16/10	(108.64)	Groceries	Whole Foods		Los Angeles, CA				Visa x5432	(50.47)
2032	09/16/10	(36.82)	Groceries	Albertsons		Los Angeles, CA				BoFA 6446	(18.41)
2033	09/18/10	(214.54)	Groceries	Trader Joe's		Los Angeles, CA				Visa x3832	(157.27)
2034	10/22/10	(115.00)	Groceries	Gelson's Market		Los Angeles, CA				AMEX 5-723003	(57.50)
2035	10/30/10	(215.86)	Groceries	Whole Foods		Los Angeles, CA				AMEX 5-723003	(157.93)
2036	11/14/10	(186.28)	Groceries	Whole Foods		Los Angeles, CA				AMEX 5-723003	(149.14)
2037	11/12/10	(122.12)	Groceries	Whole Foods		Beverly Hills, CA				Visa x3832	(66.06)
2038	11/16/10	(108.78)	Groceries	Starway Stone		Denver, CO				BoFA 6446	(54.88)
2039	12/10/10	(145.24)	Groceries	Gelson's Market		Los Angeles, CA				WF x1397	(82.82)
2040	12/14/10	(61.44)	Groceries	Smart & Final		Hollywood, CA				WF x1397	(30.72)
2041	12/27/10	(115.16)	Groceries	Ralphs		Los Angeles, CA				WF x1397	(57.98)
2042	12/28/10	(114.94)	Groceries	Ralphs		Los Angeles, CA				WF x1397	(57.47)
2043	01/02/11	(182.80)	Groceries	Trader Joe's		Los Angeles, CA				Chase x5999	(92.40)
2044	01/07/11	(120.62)	Groceries	Whole Foods		Los Angeles, CA				Chase x5999	(60.31)
2045	01/08/11	(142.74)	Groceries	Gelson's Market		Los Angeles, CA				Chase x5999	(71.12)
2046	01/12/11	(81.84)	Groceries	Whole Foods		Hollywood, CA				Chase x5999	(41.62)
2047	01/14/11	(213.44)	Groceries	Whole Foods		Los Angeles, CA				Chase x5999	(106.72)
2048	01/18/11	(172.74)	Groceries	Trader Joe's		Los Angeles, CA				Chase x5999	(85.07)
2049	01/20/11	(48.50)	Groceries	Elmer's Market		Los Angeles, CA				Chase x5999	(24.25)
2050	01/25/11	(108.92)	Groceries	Ralphs		Los Angeles, CA				Chase x5999	(54.48)
2051	01/31/11	(203.10)	Groceries	Whole Foods		Los Angeles, CA				Chase x5999	(101.55)
2052	02/01/11	(225.60)	Groceries	Trader Joe's		Los Angeles, CA				Chase x5999	(112.80)
2053	02/01/11	(15.94)	Groceries	Trader Joe's		Los Angeles, CA				Chase x5999	(7.97)
2054	02/07/11	(205.78)	Groceries	Whole Foods		Los Angeles, CA				WF x8870	(102.88)
2055	02/12/11	(423.32)	Groceries	Trader Joe's		Los Angeles, CA				Chase x5999	(212.66)
2056	02/16/11	(478.24)	Groceries	Ralphs		Los Angeles, CA				Chase x5999	(239.12)
2057	02/23/11	(614.66)	Groceries	Trader Joe's		Los Angeles, CA				Chase x5999	(307.32)
2058	02/27/11	(138.16)	Groceries	Ralphs		Los Angeles, CA				Visa x3832	(69.08)
2059	03/07/11	(190.80)	Groceries	Trader Joe's		Los Angeles, CA				Chase x5999	(195.40)
2060	03/14/11	(217.50)	Groceries	Gelson's Market		West Hollywood, CA				WF x1397	(108.75)
2061	03/19/11	(50.24)	Groceries	Gelson's Market		Los Angeles, CA				Visa x1832	(25.12)
2062	03/20/11	(169.64)	Groceries	Whole Foods		Los Angeles, CA				Chase x5999	(134.81)
2063	03/24/11	(342.74)	Groceries	Ralphs		Los Angeles, CA				Chase x5999	(171.37)
2064	03/27/11	(274.32)	Groceries	Gelson's Market		Los Angeles, CA				Visa x3832	(137.19)
2065	04/03/11	(477.44)	Groceries	Trader Joe's		Los Angeles, CA				Chase x5999	(239.72)

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TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2066	04/10/11	(446.04)	Groceries	Whole Foods		Los Angeles, CA				Chase x5999	(233.04)
2067	04/13/11	(137.50)	Groceries	Trader Joes		Los Angeles, CA				Chase x5999	(68.75)
2068	04/14/11	(235.20)	Groceries	Trader Joes		Los Angeles, CA				Chase x5999	(127.40)
2069	04/19/11	(167.29)	Groceries	Gelson's Market		Los Angeles, CA				Chase x5999	(83.45)
2070	04/23/11	(406.53)	Groceries	Trader Joes		Los Angeles, CA				Chase x5999	(204.26)
2071	04/26/11	(28.53)	Groceries	Ralph's		Los Angeles, CA				Chase x5999	(14.26)
2072	04/26/11	(537.86)	Groceries	Ralph's		Los Angeles, CA				Chase x5999	(268.98)
2073	04/29/11	(312.84)	Groceries	Whole Foods		Los Angeles, CA				Chase x5999	(156.42)
2074	05/03/11	(395.66)	Groceries	Trader Joes		Los Angeles, CA				Chase x5999	(147.83)
2075	05/07/11	(53.90)	Groceries	Vons		San Juan Cap, CA				Chase x5999	(26.95)
2076	05/09/11	(162.90)	Groceries	Gelson's Market		Los Angeles, CA				Chase x5999	(81.45)
2077	05/11/11	(420.56)	Groceries	Trader Joes		Los Angeles, CA				Chase x5999	(210.28)
2078	05/16/11	(270.10)	Groceries	Whole Foods		Hollywood, CA				Chase x5999	(135.05)
2079	05/20/11	(330.58)	Groceries	Whole Foods		Los Angeles, CA				Chase x5999	(165.29)
2080	05/24/11	(290.92)	Groceries	Trader Joes		Los Angeles, CA				Chase x5999	(145.46)
2081	05/24/11	(121.22)	Groceries	Trader Joes		Los Angeles, CA				Chase x5999	(60.61)
2082	05/30/11	(655.44)	Groceries	Ralph's		Los Angeles, CA				Chase x5999	(327.72)
2083	06/03/11	(231.06)	Groceries	Trader Joes		Los Angeles, CA				Chase x5999	(115.53)
2084	06/04/11	(66.56)	Groceries	Whole Foods		Los Angeles, CA				VISA x3832	(33.28)
2085	06/07/11	(106.38)	Groceries	Trader Joes		Los Angeles, CA				Chase x5999	(53.19)
2086	06/10/11	(270.10)	Groceries	Trader Joes		Los Angeles, CA				Chase x5999	(135.05)
2087	07/16/11	(214.94)	Groceries	Bristol Farms		Hollywood, CA				VISA x3832	(107.47)
2088	07/26/11	(180.64)	Groceries	Albertsons		Hawthorne, CA				WF x5397	(90.32)
2089	08/18/11	(271.10)	Groceries	Gelson's Market		Los Angeles, CA				WF x5397	(135.55)
2090	10/06/11	(187.13)	Groceries	Smart N Final		Hollywood, CA				VISA x3832	(93.56)
2091	11/20/11	(218.49)	Groceries	Gelson's Market		Los Angeles, CA				VISA x3832	(109.24)
2092	11/26/11	(195.72)	Groceries	John and Petes Fin		Hollywood, CA				VISA x3832	(97.86)
2093	12/17/11	(177.60)	Groceries	Bristol Farms		Hollywood, CA				VISA x3832	(88.80)
2094	12/27/11	(8.40)	Groceries			West Hollywood, CA				WF x5397	(4.20)
2095	12/27/11	(370.98)	Groceries	Pavilions Store		West Hollywood, CA				WF x5397	(185.49)
2096	01/27/12	(270.08)	Groceries	Gelson's Market		Los Angeles, CA				AMEX 5-733003	(135.04)
2097	02/13/12	(341.83)	Groceries	Whole Foods		Los Angeles, CA				VISA x3832	(170.91)
2098	02/13/12	(15.10)	Groceries	Albertsons		Hawthorne, CA				VISA x3832	(7.55)
2099	03/12/12	(244.12)	Groceries	Gelson's Market		Los Angeles, CA				AMEX 5-733003	(122.06)
2100	05/04/12	(399.02)	Groceries	Ralph's		Hollywood, CA				VISA x3832	(199.51)
2101	05/24/12	(149.72)	Groceries	Trader Joes		Los Angeles, CA				VISA x3832	(74.86)
2102	06/12/12	(184.48)	Groceries	Nine Sorners		Denver CO				BoFA 6446	(92.24)
2103	06/13/12	(221.74)	Groceries	Primio Vino		CO				AMEX 18-89009/NO-89009	(110.87)
2104	06/13/12	(460.12)	Groceries	Gelson's Market		Los Angeles, CA				AMEX 5-733003	(230.06)
2105	06/02/12	(20.64)	Groceries	Nine Sorners		Denver CO				BoFA 6446	(10.32)
2106	06/18/12	(510.54)	Groceries	Pavilions Store		West Hollywood, CA				AMEX 10-81009/NO-81007	(255.27)
2107	04/29/12	(149.92)	Groceries	Pavilions		Los Angeles, CA				VISA x3832	(74.96)
2108	06/13/12	(190.82)	Groceries	Trader Joes		Los Angeles, CA				AMEX 10-81009/NO-81007	(95.41)
2109	09/06/12	(188.16)	Groceries	Trader Joes		Los Angeles, CA				AMEX 10-81009/NO-81007	(94.08)
2110	09/06/12	(74.16)	Groceries	Ralph's		Los Angeles, CA				VISA x3832	(37.08)
2111	09/13/12	(215.22)	Groceries	Ralph's		Hollywood, CA				AMEX 10-81009/NO-81007	(107.61)
2112	09/23/12	(252.44)	Groceries	Ralph's		Los Angeles, CA				VISA x3832	(126.22)
2113	10/20/12	(128.40)	Groceries	Gelson's Markets		Los Angeles, CA				AMEX 10-81009/NO-81007	(64.20)
2114	10/27/12	(77.12)	Groceries	Safeway Store		Denver CO				AMEX 10-81009/NO-81007	(38.56)
2115	10/29/12	(57.24)	Groceries	Vons		Garden Grove, CA				VISA x3832	(28.62)
2116	12/11/12	(701.98)	Groceries	Argonaut		Denver CO	liquor store			AMEX 10-81009/NO-81007	(350.99)
2117	12/17/12	(2,192.86)	Groceries	Argonaut		Denver CO	liquor store			AMEX 10-81009/NO-81007	(1,096.43)
2118	02/16/13	(219.28)	Groceries	Ralph's						AMEX 10-81009/NO-81007	(109.64)
2119	02/24/13	(55.32)	Groceries	Pavilions Store		Los Angeles, CA				AMEX 10-81009/NO-81007	(27.66)

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 5, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2120	03/19/13	(46.80)	Groceries	Vons		Carls CA		AMEX NO-81009/NO-81007	(73.40)		
2121	04/21/13	(22.82)	Groceries	Fresh & Easy		Los Angeles, CA		AMEX NO-81009/NO-81007	(11.41)		
2122	04/19/13	(113.28)	Groceries	Gelsons Markets		Pacific Pal CA		AMEX NO-81009/NO-81007	(56.64)		
2123	04/22/13	(66.34)	Groceries	Argonaut		Denver CO	Liquor Store	AMEX NO-81009/NO-81007	(43.18)		
2124	04/23/13	(609.38)	Groceries	Argonaut		Denver CO	Liquor Store	AMEX NO-81009/NO-81007	(304.98)		
2125	05/05/13	(98.62)	Groceries	Beverly Glen		Los Angeles, CA		AMEX NO-81009/NO-81007	(49.31)		
2126	05/12/13	(317.54)	Groceries	Bristol Farms		West Hollywood, CA		AMEX NO-81009/NO-81007	(158.77)		
2127	07/03/13	(39.48)	Groceries	Ralphs		West Hollywood, CA		AMEX NO-81009/NO-81007	(19.74)		
2128	07/26/13	(568.76)	Groceries	Bristol Farms		West Hollywood, CA		AMEX NO-81009/NO-81007	(284.38)		
2129	08/14/13	(77.38)	Groceries	Beverly Glen Market		Los Angeles, CA		AMEX NO-81009/NO-81007	(38.69)		
2130	08/14/13	(61.70)	Groceries	Ralphs				AMEX NO-81009/NO-81007	(40.85)		
2131	08/16/13	(76.78)	Groceries	The Village Mart		Laguna Beach, CA		AMEX NO-81009/NO-81007	(38.39)		
2132	08/23/13	(63.40)	Groceries	Beverly Glen Market		Los Angeles, CA		AMEX NO-81009/NO-81007	(31.70)		
2133	08/23/13	(136.68)	Groceries	GB Turners Fine Wine		Hollywood CA		AMEX NO-81009/NO-81007	(68.34)		
2134	08/24/13	(317.06)	Groceries	Gelsons Markets		Los Angeles, CA		AMEX NO-81009/NO-81007	(158.53)		
2135	08/31/13	(502.20)	Groceries	Gelsons Markets		Los Angeles, CA		AMEX NO-81009/NO-81007	(251.10)		
2136	09/03/13	(469.62)	Groceries	Smart N Fine!		Encino, CA		AMEX NO-81009/NO-81007	(234.81)		
2137	09/08/13	(218.00)	Groceries	Gelsons Markets		Pacific Palisades CA		AMEX NO-81009/NO-81007	(109.00)		
2138	09/23/13	(270.34)	Groceries	Gelsons Markets		Pacific Palisades CA		AMEX NO-81009/NO-81007	(135.17)		
2139	09/27/13	(71.00)	Groceries	Beverly Glen Market				AMEX NO-81009/NO-81007	(35.50)		
2140	10/05/13	(264.18)	Groceries	Gelsons Markets		Sherman Oaks, CA		AMEX NO-81009/NO-81007	(132.09)		
2141	10/06/13	(84.02)	Groceries	Pavilion Store		Marina Del Rey, CA		AMEX NO-81009/NO-81007	(42.01)		
2142	10/13/13	(423.84)	Groceries	Gelsons Markets		Encino, CA		AMEX NO-81009/NO-81007	(211.92)		
2143	10/19/13	(133.92)	Groceries	Gelsons Market		Hollywood, CA		AMEX NO-81009/NO-81007	(66.96)		
2144	10/25/13	(150.98)	Groceries	Bristol Farms		West Hollywood, CA		AMEX NO-81009/NO-81007	(75.49)		
2145	10/26/13	(150.34)	Groceries	Bristol Farms		West Hollywood, CA		AMEX NO-81009/NO-81007	(75.17)		
2146	10/27/13	(88.70)	Groceries	Beverly Glen Market		Los Angeles, CA		AMEX NO-81009/NO-81007	(44.35)		
2147	11/22/13	(50.86)	Groceries	Gelsons Markets		Pacific Palisades CA		AMEX NO-81009/NO-81007	(25.43)		
2148	11/23/13	(241.16)	Groceries	Gelsons Markets		Pacific Palisades CA		AMEX NO-81009/NO-81007	(120.58)		
2149	11/23/13	(241.68)	Groceries	Ralphs		Los Angeles, CA		AMEX NO-81009/NO-81007	(120.84)		
2150	12/06/13	(120.84)	Groceries	Gelsons Markets		Encino, CA		AMEX NO-81009/NO-81007	(60.42)		
2151	12/06/13	(62.40)	Groceries	Gelsons Markets		Pacific Palisades CA		AMEX NO-81009/NO-81007	(31.20)		
2152	12/14/13	(75.48)	Groceries	Ralphs				AMEX NO-81009/NO-81007	(37.74)		
2153	12/14/13	(17.14)	Groceries	Beverly Glen Market		Los Angeles, CA		AMEX NO-81009/NO-81007	(8.57)		
2154	12/14/13	(249.30)	Groceries	Gelsons Markets		Hollywood CA		AMEX NO-81009/NO-81007	(124.65)		
2155	01/03/14	(356.88)	Groceries	Gelsons Markets		West Hollywood, CA		AMEX NO-81009/NO-81007	(177.34)		

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TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON ENTRY #6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2156	01/04/14	(52.98)	Groceries	Gelson's Markets		Encino, CA				AMEX x0-81009/x0-82007	(25.43)
2157	01/15/14	(21.94)	Groceries	Gelson's Market		West Hollywood, CA				AMEX x0-81009/x0-82007	(11.49)
2158	01/19/14	(444.56)	Groceries	Gelson's Market		Los Angeles, CA				AMEX x0-81009/x0-82007	(327.28)
2159	01/25/14	(312.88)	Groceries	Gelson's Market		Encino, CA				AMEX x0-81009/x0-82007	(156.44)
2160	02/24/14	(970.72)	Groceries	John and Petes						AMEX x0-81009/x0-82007	(285.15)
2161	03/30/14	(684.16)	Groceries	Bristol Farms		West Hollywood, CA				AMEX x0-81009/x0-82007	(347.18)
2162	05/23/14	(588.52)	Groceries	John and Petes						AMEX x0-81009/x0-82007	(294.26)
2163	06/15/14	(729.60)	Groceries	John and Petes						AMEX x0-81009/x0-82007	(364.80)
2164	07/25/14	(546.44)	Groceries	John and Petes						AMEX x0-81009/x0-82007	(273.22)
2165	08/25/14	(688.56)	Groceries	KL Wine Merchants LA		CA				VISA x5185	(343.28)
2166	08/25/14	(654.28)	Groceries	KL Wine Merchants LA		CA				VISA x5185	(327.14)
2167	09/04/14	(737.62)	Groceries	John and Petes						AMEX x0-81009/x0-82007	(368.81)
2168	09/15/14	(1,449.82)	Groceries	KL Wine Merchants LA		CA				VISA x5185	(724.91)
2169	09/26/14	(330.92)	Groceries	Summerland Market						AMEX x0-81009/x0-82007	(65.48)
2170	09/27/14	(113.96)	Groceries	Ralphs		Los Angeles, CA				AMEX x0-81009/x0-82007	(56.98)
2171	10/04/14	(12.26)	Groceries	Ralphs		Los Angeles, CA				AMEX x0-81009/x0-82007	(6.13)
2172	10/28/14	(266.62)	Groceries	John and Petes						AMEX x0-81009/x0-82007	(133.31)
2173	11/07/14	(297.38)	Groceries	Gelson's Markets		Pacific Palisades CA				AMEX x0-81009/x0-82007	(148.69)
2174	11/08/14	(291.04)	Groceries	Gelson's Markets		Los Angeles, CA				AMEX x0-81009/x0-82007	(145.52)
2175	12/30/14	(53.50)	Groceries	Fresh Mart		Provo UT				VISA x5185	(26.75)
2176	12/28/14	(233.84)	Groceries	Gelson's Market		West Hollywood, CA				AMEX x0-81009/x0-82007	(116.92)
2177	01/22/15	(146.48)	Groceries	Ralphs		Encino, CA				BoFA 6446	(73.24)
2178	03/02/15	(300.74)	Groceries	Gelson's Market		Encino, CA				BoFA 6446	(150.37)
2179	04/27/15	(15.44)	Groceries	Gelson's Market		West Hollywood, CA				BoFA 6446	(7.72)
2180	05/25/15	(357.70)	Groceries	Westside market		Los Angeles, CA				AMEX x0-81009/x0-82007	(78.25)
2181	06/04/15	(91.20)	Groceries	Ralphs		Los Angeles, CA				VISA x5185	(45.60)
2182	06/11/15	(31.74)	Groceries	Gelson's Market		Los Angeles, CA				AMEX x0-81009/x0-82007	(16.87)
2183	06/22/15	(292.82)	Groceries	Ralphs						AMEX x0-81009/x0-82007	(146.41)
2184	06/19/15	(254.04)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(127.02)
2185	07/02/15	(146.00)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(73.00)
2186	07/13/15	(267.82)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(133.91)
2187	07/16/15	(626.98)	Groceries	Hope Family Wines		Paso Robles, CA				VISA x5185	(313.49)
2188	07/17/15	(296.30)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(148.15)
2189	07/16/15	(98.06)	Groceries	Ralphs						AMEX x0-81009/x0-82007	(49.03)
2190	07/27/15	(307.38)	Groceries	Gelson's Market		Los Angeles, CA				BoFA 6446	(153.69)
2191	07/29/15	(152.42)	Groceries	Ralphs		Los Angeles, CA				VISA x5185	(75.71)
2192	08/03/15	(239.70)	Groceries	Ralphs						AMEX x0-81009/x0-82007	(119.85)
2193	08/06/15	(118.48)	Groceries	Ralphs						AMEX x0-81009/x0-82007	(59.24)
2194	08/10/15	(479.54)	Groceries	Walby's Vintages		Beverly Hills, CA				AMEX S-723003	(239.77)
2195	08/14/15	(293.50)	Groceries	Ralphs						AMEX x0-81009/x0-82007	(146.75)
2196	08/24/15	(189.88)	Groceries	Trader Joes		Los Angeles, CA				AMEX x0-81009/x0-82007	(94.94)
2197	08/29/15	(1,067.00)	Groceries	Opus One Winery LLC		CA				VISA x5185	(533.50)
2198	09/10/15	(484.50)	Groceries	KL Wine.com						VISA x5185	(242.25)
2199	09/11/15	(306.04)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(153.02)

Kopod v. Kopod
Las Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGH LIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2200	09/14/15		Groceries	Trader Joe's		Los Angeles, CA				AMEX #0-81205	(81.57)
2201	09/16/15		Groceries	Trader Joe's		Los Angeles, CA				AMEX #0-83005	(7.43)
2202	09/21/15	(1,238.52)	Groceries	Walby's Wine		CA				Visa #5185	(669.26)
2203	09/21/15	(142.18)	Groceries	Reigh's		Los Angeles, CA				BoFA 6446	(71.08)
2204	09/28/15	(563.02)	Groceries	63. Wines.com		CA				Visa #5185	(292.51)
2205	10/13/15	(61.88)	Groceries	Ralphs		Los Angeles, CA				BoFA 6446	(31.44)
2206	11/15/15		Groceries	Getabo's Market		Los Angeles, CA				AMEX #0-83005	(124.39)
2207	11/17/15		Groceries	KC Winem.com						Visa #5185	(287.10)
2208	04/08/09	(5,094.00)	Home related	AK Safe	180		Safety Net			BoFA 6446	(2,547.00)
2209	08/12/10	(387.78)	Home related	APW Orlando		Orlando FL				AMEX #0-83005	(93.68)
2210	12/03/10	(2,400.00)	Home related	Holiday Lighting Guy	1106		228 N. Edinburg			WF #5397	(1,200.00)
2211	03/03/12	(2,400.00)	Home related	180 Pay Lighting Guy Online						WF #5397	(1,200.00)
2212	01/17/11	(530.00)	Home related	Coles Inspections	1474		Inspection			WF #5397	(265.00)
2213	05/23/11	(590.00)	Home related	Firepoint Leak	1690					WF #5397	(295.00)
2214	06/07/13	(4,958.00)	Home related	Abtelectronics.com		IL				AMEX #0-81009	(2,499.00)
2215	06/26/13	(779.90)	Home related	Smart Sun		TX				VISA #8332	(389.95)
2216	07/08/13	(6,000.00)	Home related	Craftman Glass	1636					WF #5397	(3,000.00)
2217	07/08/13	(6,000.00)	Home related	Craftman Glass	1664					WF #5397	(3,000.00)
2218	07/24/13	(6,000.00)	Home related	Craftman Glass	1736					WF #5397	(3,000.00)
2219	07/24/13	(6,000.00)	Home related	Squeegie Clean						WF #5397	(3,000.00)
2220	07/25/13	(16,759.54)	Home related	DL Group	1727					WF #5397	(8,379.77)
2221	08/18/13	(222.78)	Home related	Smart Sun						VISA #8332	(111.39)
2222	08/20/13	(6,000.00)	Home related	Craftman Glass	1738					WF #5397	(3,000.00)
2223	04/02/14	(3,170.00)	Home related	Orchard Design	1751					WF #5397	(1,585.00)
2224	04/29/14	(4,430.00)	Home related	Orchard Design	1664					WF #5397	(2,215.00)
2225	06/06/14	(840.00)	Home related	American Spring Heating	1823					WF #5397	(420.00)
2226	11/18/14	(7,500.00)	Home related	Squeegie Clean	2091					WF #5397	(3,750.00)
2227	02/26/15	(2,500.00)	Home related	Orchard Design	2109	Las Vegas, NV				WF #5397	(1,250.00)
2228	06/01/15	(2,067.38)	Home related	Orchard Design	2119					WF #5397	(1,033.69)
2229	04/13/15	(3,200.00)	Home related	Orchard Design	2181					WF #5397	(1,600.00)
2230	05/05/15	(2,700.00)	Home related	O'Brien Blog Inspections	2043		<tag>tag>			WF #5397	(1,350.00)
2231	05/18/15	(200.00)	Home related	Action Roofing	2045					WF #5397	(100.00)
2232	06/05/15	(1,747.00)	Home related	Pumpman Inc						AMEX #0-81009	(873.50)
2233	06/10/15	(300.00)	Home related	Pump Man						WF #5397	(150.00)
2234	06/11/15	(16,323.00)	Home related	Pump Man	2043					UBS #45 G/M	(8,161.50)
2235	09/09/15	(17,700.00)	Home Related	Federal Funds to European Parquet						UBS #45 G/M	(8,850.00)
2236	09/18/15	(5,824.00)	Home related	Orchard Design	2101					UBS #45 G/M	(2,912.00)
2237	09/18/15		Home Related	Hazimote Nursery						AMEX #0-83005	(1,733.65)
2238	09/20/15	(2,600.00)	Home Related	Hazimote Nursery						AMEX #0-83005	(1,300.00)
2239	09/23/15	(2,600.00)	Home Related	Home Polish Inc						VISA #5185	(1,300.00)
2240	09/23/15	(8,700.00)	Home Related	Home Polish Inc						VISA #5185	(4,350.00)
2241	09/26/15	(832.26)	Home Related	Hazimote Nursery						VISA #5185	(416.13)
2242	10/09/15	(450.00)	Home related	Pumpman	5090					BoFA 6446	(225.00)
2243	10/19/15		Home Related	Federal Funds to European Parquet						UBS #45 G/M	(9,067.81)
2244	10/22/15		Home Related	Home Polish Product						VISA #5185	(2,443.71)
2245	10/24/15		Home Related	School House Electric		Portland, OR				AMEX #0-83005	(306.00)
2246	06/09/15	(44,000.00)	Home related - Art (Withhire apt)	Art Design INC						UBS #45 G/M	(22,000.00)
2247	06/09/15	(40,000.00)	Home related - Art (Withhire apt)	Art Design Inc	1042					UBS #45 G/M	(20,000.00)
2248	09/22/15	(39,076.00)	Home related - Art (Withhire apt)	Art Design Inc	1702					UBS #45 G/M	(19,538.00)
2249	03/21/09	(2,543.82)	Home related (CA)	Barbeques Galore		Los Angeles, CA				BoFA 6446	(1,271.91)
2250	03/28/09	(6,315.24)	Home related (CA)	Z Gallerie		Beverly Hills, CA				Chase #5999	(3,157.62)
2251	04/06/09	(78.46)	Home related (CA)	Barbeques Galore		Los Angeles, CA				BoFA 6446	(39.23)
2252	04/06/09	(28.36)	Home related (CA)	Barbeques Galore		Los Angeles, CA				BoFA 6446	(14.18)
2253	04/17/09	(4,709.20)	Home related (CA)	Suburbantronics						AMEX S-723003	(2,354.60)
2254	04/25/09	(3,050.00)	Home related (CA)	Suburbantronics						AMEX S-723003	(1,525.00)
2255	04/25/09	(1,031.40)	Home related (CA)	Suburbantronics		Fontana, CA				AMEX S-723003	(515.70)
2256	04/25/09	(1,050.00)	Home related (CA)	Suburbantronics						AMEX S-723003	(525.00)
2257	04/25/09	(3,050.00)	Home related (CA)	Suburbantronics						AMEX S-723003	(1,525.00)
2258	05/01/09	(700.00)	Home related (CA)	Suburbantronics						AMEX S-723003	(350.00)
2259	05/08/09	(983.24)	Home related (CA)	Suburbantronics						AMEX S-723003	(491.62)
2260	05/24/09	(2,027.68)	Home related (CA)	Suburbantronics						AMEX S-723003	(1,013.84)
2261	05/30/09	(608.54)	Home related (CA)	Z Gallerie		Beverly Hills, CA				Chase #5999	(304.27)
2262	06/03/09	(800.00)	Home related (CA)	Suburbantronics						AMEX S-723003	(400.00)
2263	07/08/09	(458.66)	Home related (CA)	Suburbantronics						AMEX S-723003	(229.33)
2264	07/17/09	(600.00)	Home related (CA)	Suburbantronics						AMEX S-723003	(300.00)
2265	07/24/09	(570.20)	Home related (CA)	Suburbantronics		Fontana, CA				AMEX S-723003	(285.10)
2266	11/14/09	(31.60)	Home related (CA)	Z Gallerie		Santa Monica, CA				Chase #5999	(15.80)

Kapod v. Kapod
Los Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 4, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN GRAY))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2267	12/22/09	(240.00)	Home related (CA)	E. Martin	168		228 N. <Flagble>			BNA 6446	(230.00)
2268	03/14/10	(595.47)	Home related (CA)	T. Gallerie		Beverly Hills, CA				Chase x5999	(297.81)
2269	03/29/10	(1,900.10)	Home related (CA)	T. Gallerie		Beverly Hills, CA				Chase x5999	(950.05)
2270	06/08/10	(515.62)	Home related (CA)	T. Gallerie		Denver, CO				Visa x3352	(217.81)
2271	06/16/10	(210.54)	Home related (CA)	T. Gallerie		Newport Beach, CA				Chase x5999	(105.27)
2272	06/26/10	(269.19)	Home related (CA)	T. Gallerie		Beverly Hills, CA				Chase x5999	(131.59)
2273	06/29/10	(2,725.99)	Home related (CA)	T. Gallerie		Beverly Hills, CA				Chase x5999	(1,362.78)
2274	07/29/10	(307.20)	Home related (CA)	T. Gallerie		Beverly Hills, CA				Chase x5999	(153.60)
2275	10/06/10	(400.00)	Home related (CA)	Galina Tuna	1074		Edits			WF x5397	(200.00)
2276	04/04/11	(880.00)	Home related (CA)	E. Martin	1033		228 N. <Flagble>			WF x5397	(440.00)
2277	08/03/11	(640.00)	Home related (CA)	Ernesto Martin	1089		228 <Flagble>			WF x5397	(320.00)
2278	12/03/11	(640.00)	Home related (CA)	E. Martin	1259		Landscape			WF x5397	(320.00)
2279	12/18/11	(199.84)	Home related (CA)	Paul TV West, LLC		Los Angeles, CA				AMEX x8- 89008/18-88000	(99.92)
2280	02/10/12	(4,369.98)	Home related (CA)	Pauls TV		CA				Visa x3352	(2,184.99)
2281	03/20/12	(320.60)	Home related (CA)	Subtronics						Visa x3352	(160.30)
2282	05/25/12	(5,883.04)	Home related (CA)	Lehrer Fireplace		Denver, CO				AMEX 5-723003	(2,941.52)
2283	06/08/12	(856.54)	Home related (CA)	Amazing Moving		Denver, CO				Visa x3352	(428.27)
2284	06/20/12	(750.00)	Home related (CA)	E. Martin	1405					WF x5397	(375.00)
2285	06/24/12	(640.00)	Home related (CA)	E. Martin	1366		landscaping			WF x5397	(320.00)
2286	10/23/12	(710.00)	Home related (CA)	Invincible Fence	1407					WF x5397	(355.00)
2287	10/23/12	(740.00)	Home related (CA)	Invincible Fence	1407					WF x5397	(370.00)
2288	11/13/12	(1,000.00)	Home related (CA)	Jim Matthew	1174					WF x5397	(500.00)
2289	11/13/12	(3,500.00)	Home related (CA)	Chroma	495		Repairs cleaning			BNA 6446	(1,750.00)
2290	12/19/12	(398.00)	Home related (CA)	Chroma	9474					BNA 6446	(199.00)
2291	12/24/12	(11,800.00)	Home related (CA)	Jim Matthew	1506		painting			WF x5397	(5,900.00)
2292	12/31/12	(800.00)	Home related (CA)	E. Martin	1483		landscaping			WF x5397	(400.00)
2293	01/23/13	(3,480.00)	Home related (CA)	Covello Plant	1391					WF x5397	(1,740.00)
2294	02/06/13	(330.00)	Home related (CA)	Covello Plant	1535					WF x5397	(165.00)
2295	03/28/13	(640.00)	Home related (CA)	Ernesto Martin	1500		landscaping			WF x5397	(320.00)
2296	04/04/13	(1,700.00)	Home related (CA)	Alex Painting	1511					WF x5397	(850.00)
2297	04/15/13	(2,000.00)	Home related (CA)	Alex Painting	1519					WF x5397	(1,000.00)
2298	04/23/13	(500.00)	Home related (CA)	Geraldine Palacios	1510					WF x5397	(250.00)
2299	05/03/13	(1,800.00)	Home related (CA)	Filmora Granite & Tile	1674					WF x5397	(900.00)
2300	05/12/13	(200.00)	Home related (CA)	Roofed Roof	1682					WF x5397	(100.00)
2301	05/30/13	(1,576.00)	Home related (CA)	E. Martin	1626					WF x5397	(788.00)
2302	06/23/13	(8,246.00)	Home related (CA)	Environment Furniture		Los Angeles, CA				Visa x1932	(4,123.00)
2303	06/27/13	(5,746.46)	Home related (CA)	Environment Furniture	1696					WF x5397	(2,873.23)
2304	07/11/13	(510.40)	Home related (CA)	The Home Depot						AMEX x0- 81009/10-82007	(255.20)
2305	07/15/13	(13,000.00)	Home related (CA)	Yehuda Vankin Inc	1648	Hawthorne, CA	Chairs			WF x5397	(6,500.00)
2306	07/19/13	(1,200.00)	Home related (CA)	Miguel Camacho	1724	Los Angeles, CA	<Flagble>			WF x5397	(600.00)
2307	07/20/13	(771.38)	Home related (CA)	The Home Depot						AMEX x0- 81009/10-82007	(385.69)
2308	07/22/13	(3,300.00)	Home related (CA)	Miguel Camacho	1731		Loc light			WF x5397	(1,650.00)
2309	07/23/13	(4,000.00)	Home related (CA)	Ernesto Martin	1658					WF x5397	(2,000.00)
2310	07/26/13	(4,000.00)	Home related (CA)	E. Martin	1728		zinkler			WF x5397	(2,000.00)
2311	07/30/13	(6,600.00)	Home related (CA)	ADM Flooring	1729		Floor			WF x5397	(3,300.00)
2312	07/31/13	(10,000.00)	Home related (CA)	Yehuda Vankin Inc	1603					WF x5397	(5,000.00)
2313	07/31/13	(5,473.78)	Home related (CA)	Invincible Fence	1618					WF x5397	(2,736.89)
2314	08/03/13	(11,580.00)	Home related (CA)	Ernesto Martin	1812					WF x5397	(5,790.00)
2315	08/07/13	(81.94)	Home related (CA)	Pioneer Hardware		Beverly Hills, CA				AMEX x0- 81009/10-82007	(40.97)
2316	08/05/13	(7,390.00)	Home related (CA)	Miguel <Flagble>	1617					WF x5397	(3,695.00)
2317	08/09/13	(7,900.00)	Home related (CA)	Miguel <Flagble>	1733					WF x5397	(3,950.00)
2318	08/13/13	(8,800.00)	Home related (CA)	Ernesto Martin	1735		landscaping			WF x5397	(4,400.00)
2319	08/19/13	(2,500.00)	Home related (CA)	Miguel <Flagble>	1744					WF x5397	(1,250.00)
2320	08/19/13	(8,900.00)	Home related (CA)	Yehuda Vankin Inc	1734					WF x5397	(4,450.00)
2321	08/23/13	(855.00)	Home related (CA)	Invincible Fence	1654					WF x5397	(427.50)
2322	08/23/13	(1,000.00)	Home related (CA)	<Flagble> <Flagble>	1789					WF x5397	(500.00)
2323	08/23/13	(2,400.00)	Home related (CA)	Miguel <Flagble>	1783					WF x5397	(1,200.00)
2324	08/24/13	(20,989.60)	Home related (CA)	Ernesto Martin	1810					WF x5397	(10,494.80)
2325	09/16/13	(2,900.00)	Home related (CA)	Miguel <Flagble>		Van Nuys, CA		AMEX x0- 81009/10-82007	82.38	WF x5397	(1,450.00)
2326	10/05/13	84.74	Home related (CA)	The Home Depot		Van Nuys, CA				AMEX x0- 81009/10-82007	(42.37)
2327	10/05/13	(277.50)	Home related (CA)	The Home Depot		Van Nuys, CA				AMEX x0- 81009/10-82007	(138.75)
2328	10/05/13	(20.18)	Home related (CA)	The Home Depot		Van Nuys, CA				AMEX x0- 81009/10-82007	(10.09)

Rafael V. Foyed
Los Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmarshaled Amounts	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2329	10/16/13	(3,043.84)	Home related (CA)	Entertainment Furniture		Los Angeles, CA				Vibe x5332	(3,321.93)
2330	11/06/13	(1,903.12)	Home related (CA)	Envielle Fence	1800					WF x5397	(2,251.62)
2331	11/12/13	(830.00)	Home related (CA)	Envielle Fence	1620					WF x5397	(1,641.00)
2332	11/18/13	(600.00)	Home related (CA)	E. Martin	1605					WF x5397	(600.00)
2333	11/21/13	(556.00)	Home related (CA)	Envielle Fence of Ventura		CA				Vibe x5332	(1,278.00)
2334	01/13/14	(340.00)	Home related (CA)	Garibaldi Palador	1945					WF x5197	(1,280.00)
2335	01/28/14	(3,100.00)	Home related (CA)	Ernesto Martin	1940					WF x5197	(1,800.00)
2336	03/21/14	(2,480.00)	Home related (CA)	Ernesto Martin	1701					WF x5397	(1,240.00)
2337	05/05/14	(600.00)	Home related (CA)	E. Martin	1758					WF x5397	(600.00)
2338	06/10/14	(3,500.00)	Home related (CA)	Ernesto Martin	1780					WF x5397	(2,750.00)
2339	07/30/14	(610.00)	Home related (CA)	JNE Overhead Door		CA				Vibe x5185	(805.00)
2340	07/31/14	(600.00)	Home related (CA)	Ernesto Martin	1827					WF x5397	(1,000.00)
2341	07/31/14	(2,150.00)	Home related (CA)	In Golden Shire Cleaning		CA				Vibe x5185	(1,075.00)
2342	08/28/14	(3,600.00)	Home related (CA)	Ernesto Martin	1892					WF x5397	(1,800.00)
2343	10/21/14	(1,100.00)	Home related (CA)	Ernesto Martin	1871					WF x5397	(150.00)
2344	11/19/14	(1,520.00)	Home related (CA)	JNE Overhead Door		CA				Vibe x5185	(680.00)
2345	12/15/14	(5,200.00)	Home related (CA)	Mike Gordon	1848					WF x5397	(2,800.00)
2346	12/29/14	(600.00)	Home related (CA)	Ernesto Martin	1844					WF x5397	(1,000.00)
2347	01/12/15	(190.00)	Home related (CA)	Emergen's Locksmith	1833		9716 Oak Pass			WF x5397	(85.00)
2348	01/23/15	(360.00)	Home related (CA)	Verona Villaplane	2088					WF x5397	(1,800.00)
2349	03/10/15	(600.00)	Home related (CA)	E. Martin	2090					WF x5397	(300.00)
2350	05/04/15	(600.00)	Home related (CA)	E. Martin	2098					WF x5397	(650.00)
2351	06/09/15	(48.00)	Home related (CA)	LA Fine Online Brush		CA	Gardener			Vibe x5185	(14.00)
2352	06/09/15	(600.00)	Home related (CA)	E. Martin	2262					WF x5397	(100.00)
2353	09/18/15	(600.00)	Home related (CA)	E. Martin	2317					WF x5397	(300.00)
2354	09/21/15	(490.40)	Home Related (CA)	Royal Lighting		Los Angeles, CA				BoFA 6446	(245.20)
2355	11/03/15		Home related (CA)	In At Home Delivery		San Bernardino, CA				AMEX x0-83005	(162.50)
2356	11/12/15		Home related (CA)	In At Home Delivery		CA				AMEX x0-83005	(100.00)
2357	11/18/15		Home related (CA)	In At Home Delivery		San Bernardino, CA				AMEX x0-83005	(410.00)
2358	11/23/15		Home Related (CA)	RST Builders		Mission Viejo, CA				AMEX x0-83005	(143.00)
2359	12/02/15		Home related (CA)	In At Home Delivery		San Bernardino, CA				AMEX x0-83005	(642.50)
2360	12/02/15		Home related (CA)	European Payment	1265					US x51 6M	(4,618.90)
2361	03/11/04	(193.50)	Insurance	State Farm Insurance Bill						BoFA 6446	(80.55)
2362	03/18/04	(3,803.16)	Insurance	Chubb BHI Payment						BoFA 6446	(1,901.84)
2363	04/15/08	(112.06)	Insurance	State Farm Insurance Bill						BoFA 6446	(56.03)
2364	06/25/06	(1,793.04)	Insurance	Chubb BHI Payment						BoFA 6446	(876.52)
2365	06/05/04	(984.96)	Insurance	State Farm Insurance Bill						BoFA 6446	(497.48)
2366	06/15/08	(798.12)	Insurance	Chubb BHI Payment						BoFA 6446	(399.06)
2367	10/24/08	(798.12)	Insurance	Chubb BHI Payment						BoFA 6446	(399.06)
2368	11/23/08	(798.12)	Insurance	Chubb BHI Payment						BoFA 6446	(399.06)
2369	11/26/08	(640.00)	Insurance	State Farm Insurance Bill						BoFA 6446	(320.00)
2370	12/05/08	(1,024.78)	Insurance	State Farm Insurance Bill						BoFA 6446	(512.39)
2371	12/05/08	(1,186.12)	Insurance	State Farm Insurance Bill						BoFA 6446	(593.06)
2372	12/18/08	(432.94)	Insurance	Reliant General Insurance						BoFA 6446	(216.47)
2373	12/23/08	(1,085.94)	Insurance	State Farm Insurance Bill						BoFA 6446	(542.97)
2374	12/24/08	(798.12)	Insurance	Chubb BHI Payment						BoFA 6446	(399.06)
2375	12/31/08	(10.00)	Insurance	Reliant General Insurance						BoFA 6446	(5.00)
2376	01/23/09	(798.12)	Insurance	Chubb BHI Payment						BoFA 6446	(399.06)
2377	02/25/09	(798.12)	Insurance	Chubb BHI Payment						BoFA 6446	(399.06)
2378	03/06/09	(971.81)	Insurance	State Farm Insurance Bill						BoFA 6446	(485.91)
2379	03/23/09	(798.12)	Insurance	Chubb BHI Payment						BoFA 6446	(399.06)
2380	04/14/09	(111.06)	Insurance	State Farm Insurance Bill						BoFA 6446	(56.03)
2381	04/24/09	(798.12)	Insurance	Chubb BHI Payment						BoFA 6446	(399.06)
2382	05/22/09	(798.12)	Insurance	Chubb BHI Payment						BoFA 6446	(399.06)
2383	06/05/09	(1,021.04)	Insurance	State Farm Insurance Bill						BoFA 6446	(510.52)
2384	06/05/09	(1,105.42)	Insurance	State Farm Insurance Bill						BoFA 6446	(552.71)
2385	06/30/09	(1,575.88)	Insurance	Chubb BHI Payment						BoFA 6446	(787.94)
2386	08/25/09	(2,017.90)	Insurance	Chubb BHI Payment						BoFA 6446	(1,008.95)
2387	09/04/09	(922.32)	Insurance	State Farm Insurance Bill						BoFA 6446	(461.16)
2388	09/23/09	(915.66)	Insurance	Chubb BHI Payment						BoFA 6446	(457.83)
2389	11/03/09	(915.66)	Insurance	Chubb BHI Payment						BoFA 6446	(457.83)
2390	12/18/09	(965.62)	Insurance	State Farm Insurance Bill						BoFA 6446	(482.81)
2391	12/18/09	(1,305.68)	Insurance	State Farm Insurance Bill						BoFA 6446	(652.84)
2392	12/23/09	(815.66)	Insurance	Chubb BHI Payment						BoFA 6446	(407.83)
2393	01/21/10	(31.00)	Insurance	Intogen Insurance	8928					BoFA 6446	(16.00)
2394	01/20/10	(171.60)	Insurance	ATG Agency Auto	8974					BoFA 6446	(85.80)
2395	01/20/10	(1,811.32)	Insurance	Chubb BHI Payment						BoFA 6446	(905.66)
2396	02/12/10	(915.66)	Insurance	Chubb BHI Payment						BoFA 6446	(457.83)
2397	03/15/10	(915.66)	Insurance	Chubb BHI Payment						BoFA 6446	(457.83)

Report - Report
Los Vegas, Nevada

TRANSACTIONS THAT COMPRIZE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Line	Check Number	Location	Notes	Account	Amount	Account	Amount
2394	06/22/10	(1,492.34)	Insurance	Statefarm Insurance						Visa x3832	(746.17)
2395	06/23/10	(3,403.48)	Insurance	Chubb Bill Payment						BoFA 6446	(1,801.24)
2400	06/20/10	(112.08)	Insurance	State Farm Insurance Bill						BoFA 6446	(142.02)
2401	05/26/10	(114.06)	Insurance	AMFAC	441	2555 Blake St. Apt 502				BoFA 6446	(150.00)
2402	05/26/10	(130.00)	Insurance	Integon Preferred Ins. Co Bill Pay						BoFA 6446	(151.23)
2403	06/03/10	(101.56)	Insurance	Integon Preferred Ins. Co Bill Pay						BoFA 6446	(151.23)
2404	06/04/10	(135.08)	Insurance	State Farm Insurance Bill						BoFA 6446	(151.23)
2405	06/04/10	(1,432.20)	Insurance	State Farm Insurance Bill						BoFA 6446	(151.23)
2406	07/07/10	(101.90)	Insurance	Integon Preferred Ins. Co Bill Pay						BoFA 6446	(150.95)
2407	08/03/10	(101.90)	Insurance	Integon Preferred Ins. Co Bill Pay						BoFA 6446	(150.95)
2408	08/03/10	(1,334.78)	Insurance	Chubb						BoFA 6446	(150.95)
2409	08/25/10	(1,334.78)	Insurance	Chubb						BoFA 6446	(150.95)
2410	09/02/10	(103.88)	Insurance	Integon Preferred Ins. Co Bill Pay						BoFA 6446	(150.95)
2411	10/11/10	(121.88)	Insurance	GMAC Insurance						Visa x3832	(160.94)
2412	10/20/10	(1,253.54)	Insurance	State Farm Insurance Bill						BoFA 6446	(160.94)
2413	10/27/10	(101.86)	Insurance	Integon Preferred Ins. Co Bill Pay						BoFA 6446	(150.94)
2414	11/09/10	(721.42)	Insurance	Chubb						BoFA 6446	(150.94)
2415	11/23/10	(710.00)	Insurance	Farm's Flood Premium						BoFA 6446	(150.94)
2416	12/03/10	(109.44)	Insurance	Integon Preferred Ins. Co Bill Pay						BoFA 6446	(150.94)
2417	12/27/10	(105.40)	Insurance	Chubb						BoFA 6446	(150.94)
2418	01/05/11	(1,637.92)	Insurance	State Farm Insurance Bill						BoFA 6446	(150.94)
2419	01/18/11	(124.52)	Insurance	GMAC Insurance						WF x5397	(124.26)
2420	01/18/11	(124.52)	Insurance	Integon Insurance	9153					BoFA 6446	(124.26)
2421	01/24/11	(105.40)	Insurance	Chubb						BoFA 6446	(124.26)
2422	01/25/11	(105.40)	Insurance	Chubb Bill Payment						BoFA 6446	(124.26)
2423	01/26/11	(108.51)	Insurance	Integon Preferred Ins. Co Bill Pay						BoFA 6446	(124.26)
2424	01/17/11	(185.40)	Insurance	Chubb						BoFA 6446	(124.26)
2425	04/06/11	(186.51)	Insurance	Integon Preferred Ins. Co Bill Pay						BoFA 6446	(124.26)
2426	04/06/11	(1,300.94)	Insurance	State Farm Insurance Bill						BoFA 6446	(124.26)
2427	04/06/11	(105.40)	Insurance	Chubb Bill Payment						BoFA 6446	(124.26)
2428	04/11/11	(134.00)	Insurance	McGrow		Menlo Park, CA				Visa x3832	(124.26)
2429	04/12/11	(1,358.00)	Insurance	McGrow		Menlo Park, CA				Visa x3832	(124.26)
2430	04/19/11	(112.06)	Insurance	State Farm Insurance Bill						BoFA 6446	(124.26)
2431	05/03/11	(146.00)	Insurance	Bill Pay Anthem Blue Cross Recurring 4472						WF x5397	(124.26)
2432	05/04/11	(189.48)	Insurance	Integon Preferred Ins. Co Bill Pay						BoFA 6446	(124.26)
2433	06/03/11	(109.44)	Insurance	Integon Preferred Ins. Co Bill Pay						BoFA 6446	(124.26)
2434	06/03/11	(1,570.40)	Insurance	State Farm Insurance Bill						BoFA 6446	(124.26)
2435	06/14/11	(1,810.80)	Insurance	Chubb Bill Payment						BoFA 6446	(124.26)
2436	07/26/11	(105.40)	Insurance	Chubb Bill Payment						BoFA 6446	(124.26)
2437	08/02/11	(1,020.00)	Insurance	Bill Pay Anthem Blue Cross Recurring 4472						WF x5397	(124.26)
2438	08/23/11	(1,043.90)	Insurance	Chubb Bill Payment						BoFA 6446	(124.26)
2439	08/26/11	(116.36)	Insurance	Bill Pay Anthem Blue Cross Recurring 4472						WF x5397	(124.26)
2440	09/14/11	(127.28)	Insurance	Chubb Bill Payment						BoFA 6446	(124.26)
2441	09/26/11	(1,418.00)	Insurance	Bill Pay Anthem Blue Cross Recurring 4472						WF x5397	(124.26)
2442	10/14/11	(127.28)	Insurance	Chubb Bill Payment						BoFA 6446	(124.26)
2443	10/20/11	(1,169.92)	Insurance	State Farm Insurance Bill						BoFA 6446	(124.26)
2444	10/24/11	(196.36)	Insurance	Bill Pay Anthem Blue Cross Recurring 4472						WF x5397	(124.26)
2445	11/14/11	(127.28)	Insurance	Chubb Bill Payment						BoFA 6446	(124.26)
2446	11/28/11	(196.36)	Insurance	Bill Pay Anthem Blue Cross Recurring 4472						WF x5397	(124.26)
2447	11/30/11	(1,570.40)	Insurance	State Farm Insurance Bill	1222					BoFA 6446	(124.26)
2448	12/01/11	(109.44)	Insurance	Integon Preferred Ins. Co Bill Pay						BoFA 6446	(124.26)
2449	12/07/11	(2,451.00)	Insurance	Integon Preferred Ins. Co Bill Pay						BoFA 6446	(124.26)
2450	12/14/11	(127.28)	Insurance	Chubb Bill Payment						BoFA 6446	(124.26)
2451	12/27/11	(130.00)	Insurance	Northford Insurance Co	9434					BoFA 6446	(124.26)
2452	12/28/11	(196.36)	Insurance	Bill Pay Anthem Blue Cross Recurring 4472						WF x5397	(124.26)
2453	01/13/12	(127.28)	Insurance	Chubb Bill Payment						BoFA 6446	(124.26)
2454	01/25/12	(104.00)	Insurance	Integon Preferred Ins. Co Bill Pay						BoFA 6446	(124.26)
2455	01/26/12	(124.00)	Insurance	Bill Pay Anthem Blue Cross Recurring 4472						WF x5397	(124.26)
2456	02/13/12	(1,164.16)	Insurance	Progressive						Visa x3832	(124.26)
2457	02/14/12	(197.28)	Insurance	Chubb Bill Payment						BoFA 6446	(124.26)
2458	02/18/12	(134.00)	Insurance	Bill Pay Anthem Blue Cross Recurring 4472						WF x5397	(124.26)
2459	03/14/12	(127.28)	Insurance	Chubb Bill Payment						BoFA 6446	(124.26)
2460	03/14/12	(1,252.00)	Insurance	Argentine 800-303-5000						BoFA 6446	(124.26)
2461	03/15/12	(1,005.60)	Insurance	Prog Westline Prem Dennis Egoed						WF x5397	(124.26)
2462	03/27/12	(124.00)	Insurance	Bill Pay Anthem Blue Cross Recurring 4472						WF x5397	(124.26)
2463	04/04/12	(1,181.44)	Insurance	State Farm Insurance Bill						BoFA 6446	(124.26)
2464	04/13/12	(127.28)	Insurance	Chubb Bill Payment						BoFA 6446	(124.26)
2465	04/17/12	(1,003.88)	Insurance	Prog Westline Prem						WF x5397	(124.26)
2466	04/27/12	(128.00)	Insurance	Bill Pay Anthem Blue Cross Recurring 4472						WF x5397	(124.26)
2467	05/08/12	(149.04)	Insurance	Bill Pay Anthem Blue Cross Recurring 4472						WF x5397	(124.26)

Kogod & Kogod
Las Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 8, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN GRAY))

Ref	Date	Unsettled Amounts	AT Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2468	05/08/12	(122.00)	Insurance	State Farm Insurance BPI						BoFA 6446	(59.03)
2469	05/10/12	(134.00)	Insurance	McGraw		Menlo Park, CA				Visa x1832	(167.00)
2470	05/16/12	(927.28)	Insurance	Chubb B&I Payment						BoFA 6446	(463.64)
2471	05/16/12	(1,554.56)	Insurance	Prog West Ins Prem Dennis Kogod						WF x5397	(177.33)
2472	03/24/12	(2,512.00)	Insurance	State Farm Insurance						Visa x1832	(1,256.00)
2473	03/30/12	(736.00)	Insurance	B&I Pay Anthem Blue Cross Recurring 4472						WF x5397	(188.00)
2474	06/03/12	(1,519.34)	Insurance	State Farm Insurance BPI	1319					BoFA 6446	(764.73)
2475	06/14/12	(827.28)	Insurance	Chubb B&I Payment						BoFA 6446	(463.64)
2476	06/15/12	(1,108.86)	Insurance	Prog West Ins Prem Dennis Kogod						WF x5397	(554.43)
2477	06/27/12	(736.00)	Insurance	B&I Pay Anthem Blue Cross Recurring 4472						WF x5397	(188.00)
2478	07/24/12	(827.12)	Insurance	Chubb B&I Payment						BoFA 6446	(463.64)
2479	07/27/12	(736.00)	Insurance	B&I Pay Anthem Blue Cross Recurring 4472						WF x5397	(188.00)
2480	08/15/12	(1,099.98)	Insurance	Prog West Ins Prem Dennis Kogod						WF x5397	(549.99)
2481	08/24/12	(2,094.06)	Insurance	Chubb B&I Payment						BoFA 6446	(1,047.03)
2482	08/24/12	(736.00)	Insurance	B&I Pay Anthem Blue Cross Recurring 4472						WF x5397	(188.00)
2483	08/17/12	(1,094.30)	Insurance	Prog West Ins Prem Dennis Kogod						WF x5397	(547.15)
2484	09/24/12	(927.12)	Insurance	Chubb B&I Payment						BoFA 6446	(463.55)
2485	09/26/12	(2,950.58)	Insurance	Cable Insurance	1384		Systems & Right Club			WF x5397	(1,475.29)
2486	09/27/12	(1,346.00)	Insurance	B&I Pay Anthem Blue Cross Recurring 4472						WF x5397	(346.00)
2487	10/02/12	(555.41)	Insurance	State Farm Insurance BPI	1399					BoFA 6446	(176.74)
2488	10/16/12	(1,094.30)	Insurance	Prog West Ins Prem Dennis Kogod						WF x5397	(547.15)
2489	10/18/12	(1,038.13)	Insurance	B&I Pay State Farm Insur online 2206						WF x5397	(158.83)
2490	10/24/12	(971.80)	Insurance	Chubb B&I Payment						BoFA 6446	(485.90)
2491	10/18/12	(1,346.00)	Insurance	B&I Pay Anthem Blue Cross Recurring 4472						WF x5397	(346.00)
2492	11/15/12	(1,094.30)	Insurance	Prog West Ins Prem Dennis Kogod						WF x5397	(547.15)
2493	11/19/12	(732.00)	Insurance	Farm Flood Premium						BoFA 6446	(374.00)
2494	11/21/12	(971.80)	Insurance	Chubb B&I Payment						BoFA 6446	(485.90)
2495	11/22/12	(736.00)	Insurance	B&I Pay Anthem Blue Cross Recurring 4472						WF x5397	(188.00)
2496	12/05/12	(1,594.70)	Insurance	State Farm Insurance BPI	1419					BoFA 6446	(797.35)
2497	12/17/12	(1,094.30)	Insurance	Prog West Ins Prem Dennis Kogod						WF x5397	(547.15)
2498	12/24/12	(971.80)	Insurance	Chubb B&I Payment						BoFA 6446	(485.90)
2499	12/26/12	(6,996.00)	Insurance	Douglas K Smith		San Diego, CA				Visa x1832	(7,498.00)
2500	12/27/12	(736.00)	Insurance	B&I Pay Anthem Blue Cross Recurring 4472						WF x5397	(188.00)
2501	01/15/13	(1,094.24)	Insurance	Prog West Ins. Premium - Dennis Kogod						WF x5397	(547.12)
2502	01/28/13	(744.00)	Insurance	Anthem Blue Cross						WF x5397	(188.00)
2503	01/15/13	(1,092.30)	Insurance	Prog West Ins. Premium - Dennis Kogod						WF x5397	(545.15)
2504	02/15/13	(904.78)	Insurance	Chubb Insurance						BoFA 6446	(452.39)
2505	01/01/13	(788.00)	Insurance	Anthem Blue Cross						WF x5397	(188.00)
2506	03/09/13	(2,000.00)	Insurance	Chubb Insurance						BoFA 6446	(500.00)
2507	01/15/13	(2,085.67)	Insurance	Prog West Ins. Premium - Dennis Kogod						WF x5397	(543.51)
2508	03/19/13	(744.00)	Insurance	Anthem Blue Cross						WF x5397	(188.00)
2509	04/03/13	(9,435.80)	Insurance	McGraw		Menlo Park, CA				Visa x1832	(1,811.00)
2510	04/04/13	(1,875.82)	Insurance	Chubb Insurance						BoFA 6446	(934.91)
2511	04/16/13	(2,086.62)	Insurance	Prog West Ins. Premium - Dennis Kogod						WF x5397	(543.51)
2512	04/17/13	(2,330.36)	Insurance	State Farm Insur Online						WF x5397	(545.42)
2513	04/30/13	(768.00)	Insurance	Anthem Blue Cross						WF x5397	(188.00)
2514	05/04/13	(950.00)	Insurance	Chubb Insurance						BoFA 6446	(475.00)
2515	05/09/13	256.00	Insurance	McGraw		Menlo Park, CA			Visa x1832	128.00	
2516	05/15/13	(897.94)	Insurance	Prog West Ins. Premium - Dennis Kogod						WF x5397	(546.97)
2517	05/29/13	(156.40)	Insurance	Anthem Blue Cross Online						WF x5397	(188.00)
2518	06/03/13	(2,743.30)	Insurance	State Farm Pymt	1509					BoFA 6446	(871.65)
2519	06/05/13	(1,876.82)	Insurance	Chubb Insurance						BoFA 6446	(938.41)
2520	06/17/13	(897.94)	Insurance	Prog West Ins. Premium - Dennis Kogod						WF x5397	(546.97)
2521	07/01/13	(768.00)	Insurance	Anthem Blue Cross Online						WF x5397	(188.00)
2522	07/02/13	(1,828.38)	Insurance	Chubb Insurance						BoFA 6446	(914.19)
2523	07/16/13	(897.95)	Insurance	Prog West Ins. Premium - Dennis Kogod						WF x5397	(546.99)
2524	07/22/13	(79.80)	Insurance	State Farm Insur Online						WF x5397	(18.90)
2525	07/24/13	(79.80)	Insurance	State Farm Insur Online						WF x5397	(18.90)
2526	07/29/13	(6,483.04)	Insurance	Chubb Group of I						WF x5397	(2,241.57)
2527	07/30/13	(758.00)	Insurance	Anthem Blue Cross Online						WF x5397	(188.00)
2528	08/06/13	(2,196.06)	Insurance	Chubb Insurance						BoFA 6446	(1,098.03)
2529	08/16/13	(763.10)	Insurance	Prog West Ins. Premium - Dennis Kogod						WF x5397	(543.05)
2530	08/16/13	2,845.34	Insurance	McGraw		Menlo Park, CA			Visa x1832	1,422.67	
2531	08/29/13	(768.00)	Insurance	Anthem Blue Cross Online						WF x5397	(188.00)
2532	09/03/13	(596.78)	Insurance	Chubb B&I Payment						BoFA 6446	(497.16)
2533	09/11/13	(1,011.06)	Insurance	Chubb Group of I						WF x5397	(516.53)
2534	09/12/13	(156.30)	Insurance	Prog West Ins. Premium - Dennis Kogod						WF x5397	(179.15)
2535	09/18/13	(121.44)	Insurance	State Farm Pymt	1569					BoFA 6446	(61.22)
2536	09/20/13	(2,729.60)	Insurance	McGraw		Menlo Park, CA				Visa x1832	(1,364.80)
2537	09/23/13	(1,256.16)	Insurance	State Farm Insur Online						WF x5397	(628.08)

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TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2538	10/01/13	(768.00)	Insurance	Anthem Blue Cross Online				WF x5397		WF x5397	(384.00)
2539	10/02/13	(1,256.16)	Insurance	State Farm Insur Online				WF x5397		WF x5397	(628.08)
2540	10/06/13	(994.72)	Insurance	Chubb Bll Payment				BoFA 6446		BoFA 6446	(497.36)
2541	10/16/13	(1,379.80)	Insurance	Prog West Ins. Premium - Dennis Kogod				WF x5397		WF x5397	(689.90)
2543	10/23/13	(994.72)	Insurance	Chubb Bll Payment				BoFA 6446		BoFA 6446	(497.36)
2547	10/24/13	(1,073.06)	Insurance	Chubb Group of I				WF x5397		WF x5397	(536.53)
2548	10/29/13	(768.00)	Insurance	Anthem Blue Cross Online				WF x5397		WF x5397	(384.00)
2549	11/15/13	(1,377.80)	Insurance	Prog West Ins. Premium - Dennis Kogod				WF x5397		WF x5397	(689.90)
2546	11/25/13	(4,333.94)	Insurance	Chubb Group of I				WF x5397		WF x5397	(2,166.98)
2547	12/02/13	(768.00)	Insurance	Anthem Blue Cross Online				WF x5397		WF x5397	(384.00)
2548	12/03/13	(1,073.32)	Insurance	State Farm Insurance Pymt	1611			BoFA 6446		BoFA 6446	(536.66)
2549	12/04/13	(1,255.24)	Insurance	Chubb Group of I				WF x5397		WF x5397	(627.62)
2550	12/16/13	(2,715.24)	Insurance	Chubb Group of I				WF x5397		WF x5397	(1,357.61)
2551	12/16/13	(828.00)	Insurance	Wells Fargo Insurance Company	1612		887047237310012	BoFA 6446		BoFA 6446	(414.00)
2552	12/16/13	(974.72)	Insurance	Chubb Bll Payment				BoFA 6446		BoFA 6446	(487.36)
2553	12/17/13	(3,377.80)	Insurance	Prog West Ins. Premium - Dennis Kogod				WF x5397		WF x5397	(1,688.90)
2554	12/17/13	(6,800.80)	Insurance	Chubb Insurance				AMEX 81009/40-81007		AMEX 81009/40-81007	(3,400.40)
2555	12/31/13	(768.00)	Insurance	Anthem Blue Cross Online				WF x5397		WF x5397	(384.00)
2556	01/10/14	(994.72)	Insurance	Chubb Bll Payment				BoFA 6446		BoFA 6446	(497.36)
2557	01/15/14	(1,377.80)	Insurance	Prog West Ins. Premium Dennis Kogod				WF x5397		WF x5397	(689.90)
2558	01/29/14	(768.00)	Insurance	Bll Pay Anthem Blue Cross x74472 on 3/23				WF x5397		WF x5397	(384.00)
2559	01/31/14	(6,465.66)	Insurance	The Jonathan Agency		Los Angeles, CA		AMEX 81009/40-82007		AMEX 81009/40-82007	(3,232.83)
2560	01/27/14	(994.72)	Insurance	Chubb Bll Payment				BoFA 6446		BoFA 6446	(497.36)
2561	02/18/14	(1,144.78)	Insurance	Prog West Ins. Premium Dennis Kogod				WF x5397		WF x5397	(572.39)
2562	02/20/14	(1,540.00)	Insurance	Mcgraw		Menlo Park, CA		Visa x3832		Visa x3832	(770.00)
2563	02/25/14	1,548.94	Insurance	Mcgraw		Menlo Park, CA		Visa x3832	774.47	Visa x3832	(387.24)
2564	03/03/14	(768.00)	Insurance	Bll Pay Anthem Blue Cross Recurring x74472 on 3/3				WF x5397		WF x5397	(384.00)
2565	03/04/14	(994.72)	Insurance	Chubb Bll Payment				BoFA 6446		BoFA 6446	(497.36)
2566	03/13/14	(4,570.24)	Insurance	Farmers Ins Bllng		CA		Visa x3832		Visa x3832	(2,285.12)
2567	03/14/14	(31,628.94)	Insurance	Principal Fin Grp	1072			USBS 445 GM		USBS 445 GM	(15,814.47)
2568	03/17/14	(1,315.30)	Insurance	Prog West Ins. Premium Dennis Kogod				WF x5397		WF x5397	(657.65)
2569	03/31/14	(768.00)	Insurance	Bll Pay Anthem Blue Cross Recurring x74472 on 3/31				WF x5397		WF x5397	(384.00)
2570	04/04/14	(994.72)	Insurance	Chubb Bll Payment				BoFA 6446		BoFA 6446	(497.36)
2571	04/15/14	(1,803.30)	Insurance	Prog West Ins. Premium Dennis Kogod				WF x5397		WF x5397	(901.65)
2572	04/16/14	(768.00)	Insurance	Bll Pay Anthem Blue Cross Recurring x74472 on 4/16				WF x5397		WF x5397	(384.00)
2573	04/23/14	(111.02)	Insurance	State Farm	1687	Golf can		BoFA 6446		BoFA 6446	(55.51)
2574	05/06/14	(2,844.18)	Insurance	Chubb Bll Payment				BoFA 6446		BoFA 6446	(1,422.09)
2575	05/15/14	(1,803.30)	Insurance	Prog West Ins. Premium Dennis Kogod				WF x5397		WF x5397	(901.65)
2576	05/16/14	(758.00)	Insurance	Mcgraw		Menlo Park, CA		Visa x3832		Visa x3832	(379.00)
2577	06/04/14	(1,931.24)	Insurance	State Farm	1711		Gaby's car insurance (semi-annual)	BoFA 6446		BoFA 6446	(965.62)
2578	06/11/14	(1,950.36)	Insurance	Farmers Ins Bllng		Calgary, AB		Visa x5185		Visa x5185	(975.18)
2579	06/13/14	49.70	Insurance	Mcgraw		CA		Visa x5185	24.85	Visa x5185	(24.85)
2580	06/17/14	(1,729.30)	Insurance	Prog West Ins. Premium Dennis Kogod		Menlo Park, CA		WF x5397		WF x5397	(864.65)
2581	07/03/14	(137.56)	Insurance	Mcgraw		Menlo Park, CA		Visa x5185		Visa x5185	(68.78)
2582	07/15/14	(1,729.32)	Insurance	Prog West Ins. Premium Dennis Kogod				WF x5397		WF x5397	(864.65)
2583	07/31/14	(954.88)	Insurance	Farmers Ins Bllng		CA		Visa x5185		Visa x5185	(477.44)
2584	08/03/14	45.52	Insurance	Mcgraw		Menlo Park, CA		Visa x5185	22.76	Visa x5185	(22.76)
2585	08/01/14	388.00	Insurance	Prog West Ins. Premium Dennis Kogod				WF x5397	184.00	WF x5397	(92.00)
2586	08/05/14	(2,132.40)	Insurance	Chubb Bll Payment				BoFA 6446		BoFA 6446	(1,066.20)
2587	08/15/14	(1,407.16)	Insurance	Prog West Ins. Premium Dennis Kogod				WF x5397		WF x5397	(703.58)
2588	08/31/14	(2,446.22)	Insurance	Farmers Ins Bllng		CA		Visa x5185		Visa x5185	(1,223.11)

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TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unmatched Amount	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2589	09/05/14	(1,144.54)	Insurance	Chubb B/I Payment						BoFA 6446	(572.27)
2590	09/16/14	(1,401.62)	Insurance	Prog West Ins Prem Dennis Dennis Kogod						WF x5397	(700.81)
2591	09/30/14	(2,444.22)	Insurance	Farmers Ins Billing		CA				BoFA 6446	(1,222.11)
2592	10/15/14	(1,194.00)	Insurance	Chubb B/I Payment						BoFA 6446	(597.00)
2593	10/15/14	(1,401.62)	Insurance	Prog West Ins Prem Dennis Dennis Kogod						WF x5397	(700.81)
2594	10/31/14	(2,444.22)	Insurance	Farmers Ins Billing		CA				BoFA 6446	(1,222.11)
2595	11/17/14	(1,401.62)	Insurance	Prog West Ins Prem Dennis Dennis Kogod						WF x5397	(700.81)
2596	11/24/14	(800.00)	Insurance	Chubb B/I Payment						BoFA 6446	(400.00)
2597	11/30/14	(2,187.62)	Insurance	Farmers Ins Billing		CA				BoFA 6446	(1,093.81)
2598	12/03/14	(1,901.08)	Insurance	State Farm	1815		Gaby's car insurance (semi-annual)			BoFA 6446	(950.54)
2599	12/03/14	(828.00)	Insurance	Hartford Fire Insurance Company	1814					BoFA 6446	(414.00)
2600	12/04/14	(884.00)	Insurance	Chubb B/I Payment						BoFA 6446	(442.00)
2601	12/15/14	26.65	Insurance	McGraw		Menlo Park, CA		BoFA 6446	8.22		
2602	12/16/14	(681.62)	Insurance	Prog West Ins Prem Dennis Dennis Kogod						WF x5397	(340.81)
2603	12/19/14	(3,811.98)	Insurance	State Farm						AMEX x0	(1,905.99)
2604	01/09/15	(4,062.40)	Insurance	Farmers Ins Billing		CA				AMEX x0	(2,031.20)
2605	01/09/15	(1,053.66)	Insurance	Chubb B/I Payment						BoFA 6446	(526.83)
2606	01/15/15	(681.58)	Insurance	Prog West Ins Prem						WF x5397	(340.79)
2607	01/15/15	(2,551.48)	Insurance	Farmers Ins Billing		CA				BoFA 6446	(1,275.74)
2608	02/11/15	(1,055.29)	Insurance	Chubb B/I Payment						BoFA 6446	(527.63)
2609	02/18/15	(807.65)	Insurance	Prog West Ins Prem - Dennis Kogod						WF x5397	(403.83)
2610	02/19/15	(2,540.00)	Insurance	McGraw		Menlo Park, CA				BoFA 6446	(1,270.00)
2611	02/23/15	(372.00)	Insurance	State Farm						AMEX x0	(186.00)
2612	03/01/15	(2,546.20)	Insurance	Farmers Ins Billing		CA				BoFA 6446	(1,273.10)
2613	03/04/15	(3,055.24)	Insurance	Chubb B/I Payment						BoFA 6446	(1,527.62)
2614	03/27/15	(939.18)	Insurance	Prog West Ins Prem						WF x5397	(469.59)
2615	03/31/15	(2,546.20)	Insurance	Farmers Ins Billing		CA				BoFA 6446	(1,273.10)
2616	04/23/15	(3,266.54)	Insurance	McGraw						WF x5397	(1,633.27)
2617	04/15/15	(939.18)	Insurance	Prog West Ins Prem - Dennis Kogod						WF x5397	(469.59)
2618	04/30/15	(2,546.20)	Insurance	Farmers Ins Billing		CA				BoFA 6446	(1,273.10)
2619	05/05/15	(2,200.00)	Insurance	Chubb B/I Payment						BoFA 6446	(1,100.00)
2620	05/15/15	(939.18)	Insurance	Prog West Ins Prem						WF x5397	(469.59)
2621	05/20/15	(672.00)	Insurance	McGraw		Menlo Park, CA				BoFA 6446	(336.00)
2622	05/31/15	(2,546.20)	Insurance	Farmers Ins Billing		CA				BoFA 6446	(1,273.10)
2623	06/04/15	(2,000.92)	Insurance	Chubb B/I Payment						BoFA 6446	(1,000.46)
2624	06/09/15	(5,554.42)	Insurance	State Farm	2208					WF x5397	(2,777.21)
2625	06/16/15	(919.14)	Insurance	Prog West Ins Prem						WF x5397	(459.57)
2626	06/30/15	(2,546.20)	Insurance	Farmers Ins Billing		CA				BoFA 6446	(1,273.10)
2627	07/15/15	(919.14)	Insurance	Prog West Ins Prem						WF x5397	(459.57)
2628	07/31/15	(2,651.84)	Insurance	Farmers Ins Billing		CA				BoFA 6446	(1,325.92)
2629	08/05/15	(2,455.00)	Insurance	Chubb B/I Payment						BoFA 6446	(1,227.50)
2630	08/17/15	(1,078.40)	Insurance	Prog West Ins Prem						WF x5397	(539.20)
2631	08/31/15	(2,584.34)	Insurance	Farmers Ins Billing						BoFA 6446	(1,292.17)
2632	09/08/15	(1,114.12)	Insurance	Chubb B/I Payment						BoFA 6446	(557.06)
2633	09/15/15	(1,074.84)	Insurance	Prog West Ins Prem						WF x5397	(537.42)
2634	09/30/15	(2,884.34)	Insurance	Farmers Ins Billing						BoFA 6446	(1,442.17)
2635	10/06/15	(1,114.12)	Insurance	Chubb B/I Payment						BoFA 6446	(557.06)
2636	10/15/15	(2,546.20)	Insurance	Prog West Ins Prem - Dennis Kogod		CA				WF x5397	(1,273.10)
2637	11/01/15	(2,546.20)	Insurance	Farmers Ins Billing						BoFA 6446	(1,273.10)
2638	11/05/15	(1,114.12)	Insurance	Chubb B/I Payment						BoFA 6446	(557.06)
2639	11/17/15	(2,546.20)	Insurance	Prog West Ins Prem - Dennis Kogod						WF x5397	(1,273.10)
2640	11/30/15	(2,546.20)	Insurance	Farmers Ins Billing						BoFA 6446	(1,273.10)
2641	12/04/15	(2,546.20)	Insurance	Chubb B/I Payment						BoFA 6446	(1,273.10)
2642	12/04/15	(2,546.20)	Insurance	State Farm	1269					BoFA 6446	(1,273.10)
2643	12/15/15	(2,546.20)	Insurance	Prog West Ins Prem - Dennis Kogod		Costa Mesa, CA	Jewelry Repair			AMEX S-723002	(1,273.10)
2644	01/06/16	(27,910.78)	Jewelry/Watches	Tourneau							

Appendix A
Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 4, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2645	01/07/11	(5,400.00)	Jewelry/Watches	Tourneau		Las Vegas, NV				AMEX 5-723003	(2,700.00)
2646	02/01/11	5,400.00	Jewelry/Watches	Tourneau "Credit"		Las Vegas, NV		AMEX 5-723003	2,700.00		
2647	03/07/11	(3,594.04)	Jewelry/Watches	Tourneau		Las Vegas, NV				AMEX 5-723003	(6,799.02)
2648	07/08/11	(3,501.76)	Jewelry/Watches	Tourneau		Las Vegas, NV				AMEX 5-723003	(1,750.88)
2649	03/27/12	(2,122.00)	Jewelry/Watches	Rolan Century City		Los Angeles, CA				AMEX 5-723003	(1,061.00)
2650	02/04/12	(4,965.00)	Jewelry/Watches	Rolan Century City		Los Angeles, CA				AMEX 5-723003	(2,482.50)
2651	09/22/12	(2,022.00)	Jewelry/Watches	Alma			Insurance			WF x5397	(1,011.00)
2652	12/22/12	(18,750.00)	Jewelry/Watches	Tourneau		Los Angeles, CA	Jewelry/Watches			AMEX 5-723003	(8,375.00)
2653	02/18/13	(2,022.00)	Jewelry/Watches	Alma			Insurance			WF x5397	(1,011.00)
2654	02/18/14	(2,022.00)	Jewelry/Watches	Alma		SC	Insurance			WF x5397	(1,011.00)
2655	04/10/14	(25,000.00)	Jewelry/Watches	Federal funds to Gemmonds at Bank of America		Los Angeles, CA				UBS x45 G4	(12,500.00)
2656	12/17/14	(10,100.00)	Jewelry/Watches	The Jewelers Western		Las Vegas, NV				AMEX 5-723003	(5,050.00)
2657	02/18/15	(2,022.00)	Jewelry/Watches	Alma		SC	Insurance			WF x5397	(1,011.00)
2658	02/25/15	(28,000.00)	Jewelry/Watches	The Jewelers	1078					UBS x45 G4	(14,000.00)
2659	03/10/15	(8,000.00)	Jewelry/Watches	The Jewelers of Las Vegas		Las Vegas, NV				AMEX 5-723003	(4,000.00)
2660	04/23/15	8,000.00	Jewelry/Watches	The Jewelers of Las Vegas		Las Vegas, NV		AMEX 5-723003	4,000.00		
2661	11/17/10	(105.00)	Legal Fees	Connaghan/Newberry Law Firm	1033		King v. DeYoung / Dnt. Svcs Doc			BoFA 6446	(52.50)
2662	06/27/12	(1,170.00)	Legal Fees	Alan Stein PC	3417					WF x5397	(585.00)
2663	08/24/12	(4,000.00)	Legal Fees	Montgomery Little & Soran	1186		Retainer			WF x5397	(2,000.00)
2664	11/15/12	(2,292.00)	Legal Fees	So Call Law Group		CA				WF x5397	(1,146.00)
2665	02/08/13	(4,000.00)	Legal Fees	Coblentz Patch Duffy Bass	1545		Retainer			WF x5397	(2,000.00)
2666	02/15/13	(13,949.80)	Legal Fees	Montgomery Little	1542					WF x5397	(6,974.90)
2667	05/18/13	(13,415.74)	Legal Fees	Montgomery Little On-line						WF x5397	(6,707.87)
2668	04/02/13	(61.00)	Legal Fees	Coblentz Patch Duffy Bass	1599			15123		WF x5397	(30.50)
2669	04/10/13	(9,546.40)	Legal Fees	Montgomery Little On-Line						WF x5397	(4,773.20)
2670	04/17/13	(2,370.98)	Legal Fees	Coblentz Patch D Online						WF x5397	(1,185.49)
2671	06/12/13	(2,315.00)	Legal Fees	Coblentz Patch D Online						WF x5397	(1,157.50)
2672	07/01/13	(2,315.00)	Legal Fees	Coblentz Patch D Online						WF x5397	(1,157.50)
2673	07/24/13	(4,474.00)	Legal Fees	Coblentz Patch D Online						WF x5397	(2,237.00)
2674	08/20/13	(3,135.00)	Legal Fees	Coblentz Patch D Online						WF x5397	(1,567.50)
2675	11/20/13	(987.18)	Legal Fees	Coblentz Patch D Online						WF x5397	(493.59)
2676	05/01/14	(7,356.00)	Legal Fees	Bill Pay Coblentz Patch D online x60-001 on 5/1						WF x5397	(3,678.00)
2677	08/16/14	(5,390.00)	Legal Fees	Bill Pay Coblentz Patch D online x60-001 on 8/16						WF x5397	(2,695.00)
2678	09/05/14	(428.16)	Legal Fees	Bill Pay Coblentz Patch D Online x60-001 on 9/5						WF x5397	(214.08)
2679	11/02/15		Legal Fees	Weiss & Weissman	1291					UBS x45 G4	(3,500.00)
2680	11/04/15		Legal Fees	Stowell Friedman	1242					UBS x45 G4	(1,343.00)
2681	12/17/15		Legal Fees	Stowell & Friedman	1267					UBS x45 G4	(6,357.00)
2682	11/26/10	(1,874.86)	Loan Payment	Rosenzweig Phone Pay Dennis Lee Kogod						WF x5397	(937.43)
2683	11/24/13	(926.46)	Loan Payment	Consumer Loan Payment						WF x5397	(463.23)
2684	02/07/14	(926.46)	Loan Payment	Consumer Loan Payment Corp D Genial L						WF x5397	(463.23)
2685	02/14/14	(926.46)	Loan Payment	Consumer Loan Payment Corp D Genial L						WF x5397	(463.23)
2686	03/03/08	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2687	04/01/08	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2688	05/01/08	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2689	06/03/08	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2690	07/01/08	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2691	08/01/08	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2692	09/02/08	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2693	10/01/08	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2694	11/03/08	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2695	12/01/08	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2696	01/02/09	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2697	02/02/09	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2698	03/02/09	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2699	04/01/09	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2700	05/01/09	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2701	06/01/09	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2702	07/01/09	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2703	08/03/09	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2704	09/01/09	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2705	10/01/09	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2706	11/02/09	(11,999.44)	Loan Payment - Bank of America	BankofAmerica by Des Cash						BoFA 6446	(5,999.72)
2707	12/01/09	(11,999.44)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(5,999.72)
2708	01/04/10	(11,999.44)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(5,999.72)
2709	02/01/10	(11,999.44)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(5,999.72)

Kapod v. Rogod
103 Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS) (HIGHLIGHTED IN ORANGE)

Ref	Date	Unmatched Amount	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2710	03/01/10	(13,999.44)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(13,999.72)
2711	04/01/10	(9,536.60)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,768.30)
2712	05/01/10	(9,536.60)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,768.30)
2713	07/01/10	(9,536.60)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,768.30)
2714	08/01/10	(9,536.60)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,768.30)
2715	09/01/10	(9,536.60)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,768.30)
2716	10/01/10	(9,536.60)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,768.30)
2717	11/01/10	(9,536.60)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,768.30)
2718	12/01/10	(9,536.60)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,768.30)
2719	01/01/11	(9,536.60)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,768.30)
2720	02/01/11	(9,536.60)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,768.30)
2721	03/01/11	(10,548.52)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(5,274.16)
2722	04/01/11	(9,374.28)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,687.14)
2723	05/02/11	(9,374.28)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,687.14)
2724	06/01/11	(9,374.28)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,687.14)
2725	07/01/11	(9,374.28)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,687.14)
2726	08/01/11	(9,374.28)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,687.14)
2727	09/01/11	(9,374.28)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,687.14)
2728	10/01/11	(9,374.28)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,687.14)
2729	11/01/11	(9,374.28)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,687.14)
2730	12/01/11	(9,374.28)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,687.14)
2731	01/03/12	(9,374.28)	Loan Payment - Bank of America	Bank of America Mortgage						BoFA 6446	(4,687.14)
2732	11/02/09	(9,195.12)	Loan Payment - Chase	Himogran Chase Loan Pymt Dennis Lee Rogod						BoFA 6446	(4,598.06)
2733	04/09/12	(13,900.00)	Loan Payment - US Bank	US Bank	9897					BoFA 6446	(6,950.00)
2734	08/04/12	(12,902.68)	Loan Payment - US Bank	US Bank USA Loan Pymt Dennis Rogod						WF 5397	(6,451.34)
2735	04/01/12	(12,902.68)	Loan Payment - US Bank	US Bank USA Loan Pymt Dennis Rogod						WF 5397	(6,451.34)
2736	07/02/12	(12,902.68)	Loan Payment - US Bank	US Bank USA Loan Pymt Dennis Rogod						WF 5397	(6,451.34)
2737	08/04/12	(12,902.68)	Loan Payment - US Bank	US Bank USA Loan Pymt Dennis Rogod						WF 5397	(6,451.34)
2738	09/04/12	(12,902.68)	Loan Payment - US Bank	US Bank USA Loan Pymt						BoFA 6446	(6,451.34)
2739	10/01/12	(12,902.68)	Loan Payment - US Bank	US Bank USA Loan Pymt						BoFA 6446	(6,451.34)
2740	11/01/12	(12,902.68)	Loan Payment - US Bank	US Bank USA Loan Pymt						BoFA 6446	(6,451.34)
2741	12/01/12	(12,902.68)	Loan Payment - US Bank	US Bank USA Loan Pymt						BoFA 6446	(6,451.34)
2742	01/02/13	(12,902.68)	Loan Payment - US Bank	US Bank USA Loan Pymt						BoFA 6446	(6,451.34)
2743	02/01/13	(11,593.80)	Loan Payment - US Bank	US Bank USA Loan Pymt						BoFA 6446	(5,796.90)
2744	03/01/13	(11,593.80)	Loan Payment - US Bank	US Bank USA Loan Pymt						BoFA 6446	(5,796.90)
2745	04/01/13	(11,593.80)	Loan Payment - US Bank	US Bank USA Loan Pymt						BoFA 6446	(5,796.90)
2746	05/01/13	(11,593.80)	Loan Payment - US Bank	US Bank USA Loan Pymt						BoFA 6446	(5,796.90)
2747	02/22/12	(1,764.00)	Loan Payment - US Bank	BNI Pay US Bank Recurring 5949						WF 5397	(882.00)
2748	04/24/12	(1,764.00)	Loan Payment - US Bank	BNI Pay US Bank x5949						WF 5397	(882.00)
2749	05/22/12	(1,764.00)	Loan Payment - US Bank	BNI Pay US Bank Recurring 5949						WF 5397	(882.00)
2750	06/22/12	(1,764.00)	Loan Payment - US Bank	BNI Pay US Bank Recurring 5949						WF 5397	(882.00)
2751	07/24/12	(1,764.00)	Loan Payment - US Bank	BNI Pay US Bank Recurring 5949						WF 5397	(882.00)
2752	08/22/12	(1,764.00)	Loan Payment - US Bank	BNI Pay US Bank Recurring 5949						WF 5397	(882.00)
2753	09/24/12	(1,764.00)	Loan Payment - US Bank	BNI Pay US Bank Recurring 5949						WF 5397	(882.00)
2754	10/23/12	(1,760.16)	Loan Payment - US Bank	US Bank						WF 5397	(880.08)
2755	11/23/12	(1,764.00)	Loan Payment - US Bank	BNI Pay US Bank Recurring 5949						WF 5397	(882.00)
2756	11/28/12	(1,764.00)	Loan Payment - US Bank	BNI Pay US Bank Recurring 5949						WF 5397	(882.00)
2757	12/24/12	(1,764.00)	Loan Payment - US Bank	BNI Pay US Bank Recurring 5949						WF 5397	(882.00)
2758	01/11/13	(1,764.00)	Loan Payment - US Bank	US Bank						WF 5397	(882.00)
2759	02/11/13	(1,764.00)	Loan Payment - US Bank	US Bank						WF 5397	(882.00)
2760	03/22/13	(1,764.00)	Loan Payment - US Bank	US Bank						WF 5397	(882.00)
2761	04/23/13	(1,760.16)	Loan Payment - US Bank	US Bank						WF 5397	(880.08)
2762	05/23/13	(1,760.16)	Loan Payment - US Bank	US Bank						WF 5397	(880.08)
2763	06/25/13	(1,760.16)	Loan Payment - US Bank	US Bank						WF 5397	(880.08)
2764	07/23/13	(1,760.16)	Loan Payment - US Bank	US Bank						WF 5397	(880.08)
2765	08/23/13	(1,760.16)	Loan Payment - US Bank	US Bank						WF 5397	(880.08)
2766	09/24/13	(1,760.16)	Loan Payment - US Bank	US Bank						WF 5397	(880.08)
2767	11/25/13	(1,760.16)	Loan Payment - US Bank	US Bank						WF 5397	(880.08)
2768	12/14/13	(1,760.16)	Loan Payment - US Bank	US Bank						WF 5397	(880.08)
2769	01/23/14	(1,760.16)	Loan Payment - US Bank	BNI Pay US Bank x5949 on 1/23						WF 5397	(880.08)
2770	02/25/14	(1,760.16)	Loan Payment - US Bank	BNI Pay US Bank Recurring x5949 on 2/25						WF 5397	(880.08)
2771	03/25/14	(1,760.16)	Loan Payment - US Bank	BNI Pay US Bank Recurring x5949 on 3/25						WF 5397	(880.08)
2772	01/03/00	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Rogod						BoFA 6446	(4,598.06)
2773	04/01/04	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Rogod						BoFA 6446	(4,598.06)
2774	05/01/04	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Rogod						BoFA 6446	(4,598.06)

Kogod v. Kogod
Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unadjusted Amounts	AT Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2775	06/02/08	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2776	07/01/08	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2777	08/01/08	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2778	09/02/08	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2779	10/01/08	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2780	11/01/08	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2781	12/01/08	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2782	01/02/09	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2783	02/05/09	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2784	03/02/09	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2785	04/01/09	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2786	05/01/09	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2787	06/01/09	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2788	07/01/09	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2789	08/09/09	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2790	09/09/09	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2791	10/01/09	(9,196.12)	Loan Payment - Washington Mutual	Wash Mutual Loan Des Loan Pymt Dennis Lee Kogod					-	BofA 6446	(4,598.06)
2792	01/14/09	(1,000.00)	Loan payment - Wells Fargo	Wells Fargo Financial National Bill Payment					-	BofA 6446	(500.00)
2793	04/14/09	(1,000.00)	Loan payment - Wells Fargo	Wells Fargo Financial National Bill Payment					-	BofA 6446	(500.00)
2794	05/14/09	(1,000.00)	Loan payment - Wells Fargo	Wells Fargo Financial National Bill Payment					-	BofA 6446	(500.00)
2795	06/15/09	(1,000.00)	Loan payment - Wells Fargo	Wells Fargo Financial National Bill Payment					-	BofA 6446	(500.00)
2796	07/14/09	(1,000.00)	Loan payment - Wells Fargo	Wells Fargo Financial National Bill Payment					-	BofA 6446	(500.00)
2797	08/14/09	(1,000.00)	Loan payment - Wells Fargo	Wells Fargo Financial National Bill Payment					-	BofA 6446	(500.00)
2798	09/17/09	(1,000.00)	Loan payment - Wells Fargo	Wells Fargo Financial National Bill Payment					-	BofA 6446	(500.00)
2799	10/14/09	(1,000.00)	Loan payment - Wells Fargo	Wells Fargo Financial National Bill Payment					-	BofA 6446	(500.00)
2800	11/14/09	(1,000.00)	Loan payment - Wells Fargo	Wells Fargo Financial National Bill Payment					-	BofA 6446	(500.00)
2801	12/12/09	(1,000.00)	Loan payment - Wells Fargo	Wells Fargo Financial National Bill Payment					-	BofA 6446	(500.00)
2802	01/14/10	(1,000.00)	Loan payment - Wells Fargo	Wells Fargo Financial National Bill Payment					-	BofA 6446	(500.00)
2803	02/13/10	(1,000.00)	Loan payment - Wells Fargo	Wells Fargo Financial National Bill Payment					-	BofA 6446	(500.00)
2804	03/13/10	(1,000.00)	Loan payment - Wells Fargo	Wells Fargo Financial National Bill Payment					-	BofA 6446	(500.00)
2805	05/01/10	(12,224.00)	Loan payment - Wells Fargo	Wells Fargo Financial	8749				-	BofA 6446	(6,112.00)
2806	11/18/11	(1,246.50)	Loan payment - Wells Fargo	Wells Fargo					-	BofA 6446	(623.25)
2807	11/16/09	154,445.00	LOC	Agent Assisted ADV from LOC				BofA 6446	77,222.50	BofA 6446	(77,222.50)
2808	11/18/09	154,445.00	LOC	Agent Assisted ADV to LOC 2099					-	BofA 6446	(77,222.50)
2809	12/14/09	20,000.00	LOC	Online Banking advance from LOC				BofA 6446	10,000.00	BofA 6446	(20,000.00)
2810	01/14/10	(40,000.00)	LOC	Online Banking advance from LOC					-	BofA 6446	(10,000.00)
2811	02/19/10	(30,000.00)	LOC	Online Scheduled payment to LOC					-	BofA 6446	(2,500.00)
2812	03/19/10	(5,000.00)	LOC	Online Scheduled payment to LOC					-	BofA 6446	(1,000.00)
2813	04/09/10	(6,000.00)	LOC	Online Scheduled payment to LOC					-	BofA 6446	(1,000.00)
2814	04/20/10	(8,000.00)	LOC	Online Scheduled payment to LOC					-	BofA 6446	(2,500.00)

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2815	05/01/10	(10,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(5,000.00)
2816	05/20/10	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2817	06/08/10	(10,000.00)	LOC	Online Banking payment to LOC 2099						BofA 6446	(5,000.00)
2818	06/18/10	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2819	07/20/10	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2820	07/21/10	(3,000.00)	LOC	Online Banking payment to LOC 2099						BofA 6446	(1,500.00)
2821	08/16/10	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2822	08/20/10	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2823	09/09/10	(5,000.00)	LOC	Online Banking payment to LOC 2099						BofA 6446	(2,500.00)
2824	09/20/10	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2825	10/18/10	(2,000.00)	LOC	Online Banking payment to LOC 2099						BofA 6446	(1,000.00)
2826	10/20/10	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2827	11/13/10	(2,000.00)	LOC	Online Banking payment to LOC 2099						BofA 6446	(1,000.00)
2828	11/19/10	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2829	12/20/10	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2830	12/24/10	(1,000.00)	LOC	Online Banking payment to LOC 2099						BofA 6446	(500.00)
2831	01/20/11	(3,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(1,500.00)
2832	01/20/11	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2833	02/18/11	(3,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(1,500.00)
2834	02/18/11	(3,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2835	03/18/11	(3,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(1,500.00)
2836	08/18/11	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2837	01/28/11	(2,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(1,000.00)
2838	04/13/11	150,000.00	LOC	Online Banking advance from LOC				BofA 6446	75,000.00	BofA 6446	(75,000.00)
2839	04/20/11	(3,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(1,500.00)
2840	04/20/11	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2841	05/20/11	(3,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(1,500.00)
2842	05/20/11	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2843	06/13/11	(3,000.00)	LOC	Online Banking payment to LOC 2099						BofA 6446	(1,500.00)
2844	06/20/11	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2845	06/20/11	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2846	07/18/11	(2,000.00)	LOC	Payment to LOC 2099						BofA 6446	(1,000.00)
2847	07/20/11	(3,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(1,500.00)
2848	07/20/11	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2849	08/19/11	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2850	08/19/11	(5,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(2,500.00)
2851	09/01/11	(2,000.00)	LOC	Online Banking payment to LOC 2099						BofA 6446	(1,000.00)
2852	09/01/11	(3,000.00)	LOC	Online Banking payment to LOC 2099						BofA 6446	(1,500.00)
2853	09/01/11	(5,000.00)	LOC	Online Banking payment to LOC 2099						BofA 6446	(2,500.00)
2854	09/21/11	(4,000.00)	LOC	Online Banking payment to LOC 2099						BofA 6446	(2,000.00)
2855	10/18/11	(155,242.08)	LOC	Agent Assisted Transfer to LOC 2099						BofA 6446	(77,621.04)
2856	10/20/11	(3,000.00)	LOC	Online Banking payment to LOC 2099						BofA 6446	(1,500.00)
2857	10/20/11	(5,000.00)	LOC	Online Banking payment to LOC 2099						BofA 6446	(2,500.00)
2858	11/18/11	(3,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(1,500.00)
2859	12/20/11	(3,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(1,500.00)
2860	01/20/12	(3,000.00)	LOC	Online Scheduled payment to LOC						BofA 6446	(1,500.00)
2861	03/06/08	(1,120.52)	Lodging	The Signature@MGM		Las Vegas NV		AMEX #8-89006/8-89000		BofA 6446	(560.26)
2862	03/07/08	(1,087.82)	Lodging	Venetian/Palazzo		Las Vegas NV		AMEX #8-89006/8-89000		BofA 6446	(543.91)
2863	03/12/08	(760.82)	Lodging	The Signature Front		Las Vegas, NV		AMEX #8-89006/8-89000		BofA 6446	(380.41)
2864	03/12/08	(510.12)	Lodging	The Signature@MGM		Las Vegas NV		AMEX #8-89006/8-89000		BofA 6446	(255.06)
2865	03/31/08	(510.12)	Lodging	The Signature@MGM		Las Vegas NV		AMEX #8-89006/8-89000		BofA 6446	(255.06)
2866	03/25/08	(537.23)	Lodging	The Liberty Hotel		Boston, MA	Arrival: 3/24/2008 Departure: 3/25/2008	AMEX #8-89006/8-89000		BofA 6446	(268.61)
2867	04/01/08	(210.24)	Lodging	Hyatt Hotel Regency		Los Angeles, CA		AMEX #8-89006/8-89000		BofA 6446	(105.12)
2868	04/13/08	1,087.82	Lodging	Venetian/Palazzo		Las Vegas NV		AMEX #8-89006/8-89000	543.91	BofA 6446	
2869	04/14/08	(323.14)	Lodging	Four Seasons Hotel		Cabazon, CA		AMEX #8-89006/8-89000		BofA 6446	(161.57)
2870	04/17/08	(1,731.40)	Lodging	Rancho Las Palmas		Rancho Mirage, CA	Arrival: 4/16/2008 Departure: 4/17/2008	AMEX #8-89006/8-89000		BofA 6446	(865.70)
2871	04/17/08	(2,114.52)	Lodging	Rancho Las Palmas		Rancho Mirage CA		AMEX #8-89006/8-89000		BofA 6446	(1,077.26)
2872	04/22/08	(662.40)	Lodging	The Signature Front		Las Vegas, NV		AMEX #8-89006/8-89000		BofA 6446	(331.20)
2873	04/24/08	(17.78)	Lodging	Marriott Desert		Palm Desert, CA		AMEX #8-89006/8-89000		BofA 6446	(8.89)
2874	05/04/08	(132.80)	Lodging	Hyatt Hotel Regency		Los Angeles, CA		AMEX #8-89006/8-89000		BofA 6446	(66.40)
2875	05/05/08	520.12	Lodging	The Signature@MGM		Las Vegas NV		AMEX #8-89006/8-89000	260.06	BofA 6446	
2876	05/06/08	(3,825.66)	Lodging	Gaylord National F/D NACT Harbor MD						BofA 6446	(1,912.83)

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2877	05/11/08	(213.34)	Lodging	MGM Grand		Las Vegas NV				AMEX x8-89008/x8-89000	(306.67)
2878	05/16/08	(2,547.54)	Lodging	The Signature Front		Las Vegas, NV				AMEX S-723003	(1,273.77)
2879	05/29/08	(346.62)	Lodging	The Signature@MGM		Las Vegas NV				AMEX x8-89008/x8-89000	(173.31)
2880	06/04/08	(1,006.90)	Lodging	Fairmont Hotel		San Francisco, CA				BoFA 6446	(502.95)
2881	06/08/08	(471.79)	Lodging	The Fairmont HI		San Francisco, CA				BoFA 6446	(235.88)
2882	06/09/08	(119.82)	Lodging	The Fairmont HI		San Francisco, CA				BoFA 6446	(59.91)
2883	06/16/08	85.70	Lodging	Montage Laguna Beach		Laguna Beach, CA		BoFA 6446	47.85		
2884	06/16/08	(1,007.02)	Lodging	Surf & Sand Resort		Laguna Beach, CA				BoFA 6446	(503.51)
2885	06/16/08	(822.98)	Lodging	Surf & Sand Resort		Laguna Beach, CA				BoFA 6446	(411.99)
2886	06/16/08	(761.70)	Lodging	Montage Laguna Beach		Laguna Beach, CA				BoFA 6446	(375.85)
2887	06/24/08	(375.22)	Lodging	Hyatt Hotels Regency		Los Angeles, CA				BoFA 6446	(87.83)
2888	07/15/08	(90.48)	Lodging	Hyatt Hotels Regency		Los Angeles, CA				BoFA 6446	(45.24)
2889	07/19/08	(711.40)	Lodging	Marriott Boca		Boca Raton, FL				BoFA 6446	(355.73)
2890	07/22/08	(884.80)	Lodging	Montage Laguna Beach		Laguna Beach, CA				AMEX x8-89008/x8-89000	(442.40)
2891	07/23/08	(53.46)	Lodging	Surf & Sand Resort		Laguna Beach, CA				BoFA 6446	(27.73)
2892	08/06/08	(525.00)	Lodging	Marriott Rewards		Salt Lake City UT				AMEX x8-89008/x8-89000	(242.50)
2893	08/07/08	(2,171.82)	Lodging	Marriott		Palm Desert, CA				AMEX x8-89008/x8-89000	(1,085.81)
2894	08/21/08	(222.02)	Lodging	Morongo Hotel		Cabazon, CA	Arrival: 8/20/2008 Departure: 8/21/2008			AMEX S-723003	(111.01)
2895	08/21/08	(222.02)	Lodging	Morongo Hotel		Cabazon, CA	Arrival: 8/20/2008 Departure: 8/21/2008			AMEX S-723003	(111.01)
2896	08/21/08	(269.02)	Lodging	Morongo Hotel		Cabazon, CA	Arrival: 8/20/2008 Departure: 8/21/2008			AMEX S-723003	(134.51)
2897	09/07/08	(531.32)	Lodging	The Signature@MGM		Las Vegas NV				AMEX x8-89008/x8-89000	(265.96)
2898	09/07/08	(348.42)	Lodging	The Signature@MGM		Las Vegas NV				AMEX x8-89008/x8-89000	(184.21)
2899	09/18/08	(1,140.34)	Lodging	The Signature Front		Las Vegas, NV				AMEX S-723003	(570.02)
2900	09/18/08	(1,161.20)	Lodging	The Signature Front		Las Vegas, NV				AMEX S-723003	(580.81)
2901	09/21/08	(192.52)	Lodging	Hyatt Hotel Regency		Los Angeles, CA				AMEX S-723003	(96.10)
2902	10/03/08	(2,309.34)	Lodging	Surf & Sand Resort		Laguna Beach, CA	Arrival: 10/8/2008 Departure: 10/10/2008			AMEX S-723003	(1,101.87)
2903	10/22/08	(312.06)	Lodging	Marriott		Palm Desert, CA				Chase x599	(166.03)
2904	10/24/08	(3,445.40)	Lodging	Rancho Las Palmas		Rancho Mirage, CA	Arrival: 10/21/2008 Departure: 10/24/2008			AMEX S-723003	(1,723.70)
2905	10/24/08	(3,358.90)	Lodging	Rancho Las Palmas		Rancho Mirage, CA	Arrival: 10/21/2008 Departure: 10/24/2008			AMEX S-723003	(1,726.95)
2906	11/06/08	(597.32)	Lodging	The Signature@MGM		NV				AMEX x8-89008/x8-89000	(296.68)
2907	11/09/08	(218.24)	Lodging	MGM Grand		Las Vegas NV				AMEX x8-89008/x8-89000	(109.62)
2908	11/12/08	(1,513.10)	Lodging	The Signature Front		Las Vegas NV				AMEX x8-89008/x8-89000	(756.55)
2909	12/07/08	(642.24)	Lodging	Travelodge		Los Angeles, CA	Arrival: 12/4/2008 Departure: 12/7/2008			AMEX S-723003	(321.48)
2910	01/02/09	(531.52)	Lodging	The Signature@MGM		Las Vegas NV				AMEX x8-89008/x8-89000	(265.96)
2911	01/06/09	(531.92)	Lodging	The Signature@MGM		Las Vegas NV				AMEX x8-89008/x8-89000	(265.96)
2912	01/13/09	(125.00)	Lodging	Hyatt Hotels		Los Angeles, CA				AMEX x8-89008/x8-89000	(62.50)
2913	01/17/09	531.92	Lodging	The Signature@MGM		Las Vegas NV		AMEX x8-89008/x8-89000	245.96		
2914	01/21/09	(3,279.26)	Lodging	The Signature Front		Las Vegas, NV				AMEX S-723003	(1,639.63)
2915	01/22/09	(739.74)	Lodging	The Signature Front		Las Vegas, NV				AMEX S-723003	(369.87)
2916	02/02/09	(320.30)	Lodging	Hyatt Hotels Regency		Los Angeles, CA				BoFA 6446	(60.15)
2917	03/09/09	(223.64)	Lodging	Travelodge San Antonio		San Antonio, CA				AMEX x8-89008/x8-89000	(111.81)
2918	03/10/09	(102.10)	Lodging	Hyatt Hotels		Los Angeles, CA				AMEX x8-89008/x8-89000	(51.55)
2919	03/12/09	(869.88)	Lodging	Travelodge Los Angeles		Los Angeles, CA				AMEX x8-89008/x8-89000	(434.94)
2920	04/10/09	(896.86)	Lodging	Loews LK Las Vegas		Henderson NV				BoFA 6446	(448.44)
2921	05/19/09	(1,618.20)	Lodging	Gaylord National F/Drac'l Harbor						AMEX x8-89008/x8-89000	(809.10)
2922	05/29/09	(83.70)	Lodging	Marriott		Manhattan Beach, CA				BoFA 6446	(41.85)
2923	06/10/09	(945.88)	Lodging	Rancho Las Palmas		Rancho Mirage, CA				AMEX x8-89008/x8-89000	(472.84)

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TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 8, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2924	06/20/09	(867.92)	Lodging	Rancho Las Palmas		Rancho Mirage, CA				AMEX xB- 89008/vb-88000	(332.96)
2925	06/22/09	(788.24)	Lodging	Ritz Carlton Marina		Marina Del Rey, CA	Arrival: 6/21/2009 Departure: 6/22/2009			AMEX S-723003	(394.12)
2926	06/23/09	(202.02)	Lodging	Marriott		Palm Desert, CA				BoFA 6446	(103.61)
2927	07/12/09	(207.56)	Lodging	Hyatt Hotels Regent		Los Angeles, CA				Chase 15999	(53.78)
2928	08/25/09	(221.22)	Lodging	Marriott Desert		Palm Desert, CA				BoFA 6446	(210.61)
2929	08/27/09	(497.78)	Lodging	Marriott Desert		Palm Desert, CA				BoFA 6446	(248.89)
2930	08/10/09	(13,502.26)	Lodging	Marriott Desert		Palm Desert, CA				BoFA 6446	(1,751.13)
2931	08/12/09	(421.86)	Lodging	Marriott		Palm Desert, CA				Chase 15999	(210.93)
2932	08/11/09	(949.14)	Lodging	Marriott		Palm Desert, CA				Chase 15999	(474.67)
2933	09/11/09	(445.76)	Lodging	The Signature @ MGM		Las Vegas				AMEX xB- 89008/vb-88000	(222.89)
2934	09/11/09	(333.76)	Lodging	The Signature @ MGM		Las Vegas				AMEX xB- 89008/vb-88000	(166.88)
2935	09/17/09	(1,070.72)	Lodging	The Signature Front		Las Vegas				AMEX xB- 89008/vb-88000	(535.36)
2936	09/21/09	(540.50)	Lodging	Paradise Pier Hotel		Anaheim, CA				AMEX xB- 89008/vb-88000	(270.25)
2937	09/21/09	(540.50)	Lodging	Paradise Pier Hotel		Anaheim, CA				AMEX xB- 89008/vb-88000	(270.25)
2938	09/21/09	(540.50)	Lodging	Paradise Pier Hotel		Anaheim, CA				AMEX xB- 89008/vb-88000	(270.25)
2939	09/23/09	(27.40)	Lodging	Paradise Pier Hotel		Anaheim, CA	Arrival: 9/22/2009 Departure: 9/23/2009			AMEX xB-88000	(13.80)
2940	09/23/09	(27.40)	Lodging	Paradise Pier Hotel		Anaheim, CA	Arrival: 9/22/2009 Departure: 9/23/2009			AMEX S-723003	(13.80)
2941	09/23/09	(61.40)	Lodging	Paradise Pier Hotel		Anaheim, CA	Arrival: 9/22/2009 Departure: 9/23/2009			AMEX S-723003	(30.80)
2942	10/30/09	(128.92)	Lodging	Marriott Las Vegas		San Diego, CA				BoFA 6446	(64.46)
2943	10/31/09	(691.24)	Lodging	Marriott		Coronado, CA				AMEX xB- 89008/vb-88000	(345.63)
2944	11/02/09	(189.72)	Lodging	Marriott Gaslamp		San Diego, CA				BoFA 6446	(84.86)
2945	11/09/09	(1,269.38)	Lodging	Rosewood Sand Hill		Merlo Park, CA				AMEX S-723003	(634.69)
2946	01/04/10	(400.96)	Lodging	Wynn Las Vegas Hotel		Las Vegas NV				AMEX xB- 89008/vb-88000	(200.48)
2947	01/04/10	(400.96)	Lodging	Wynn Las Vegas Hotel		Las Vegas NV				AMEX xB- 89008/vb-88000	(200.48)
2948	01/09/10	(920.00)	Lodging	Marriott Estates Rent		Marriott Lakes				AMEX xB- 89008/vb-88000	(460.00)
2949	01/23/10	(56.23)	Lodging	Wynn Hotel		Las Vegas, NV	Arrival: 1/20/2010 Departure: 1/22/2010			AMEX S-723003	(28.11)
2950	01/23/10	(428.84)	Lodging	Wynn Hotel		Las Vegas, NV	Arrival: 1/20/2010 Departure: 1/22/2010			AMEX S-723003	(214.42)
2951	01/23/10	(1,184.20)	Lodging	Wynn Hotel		Las Vegas, NV	Arrival: 1/20/2010 Departure: 1/22/2010			AMEX S-723003	(592.10)
2952	02/03/10	(97.42)	Lodging	Marriott		Los Angeles, CA				BoFA 6446	(48.71)
2953	03/05/10	(1,440.44)	Lodging	Rancho Las Palmas		Rancho Mirage, CA	Arrival: 3/2/2010 Departure: 3/5/2010			AMEX S-723003	(720.22)
2954	03/05/10	(2,632.48)	Lodging	Rancho Las Palmas		Rancho Mirage, CA	Arrival: 3/2/2010 Departure: 3/5/2010			AMEX S-723003	(816.44)
2955	03/05/10	(1,109.04)	Lodging	Agave Caberite Resort		Rancho Mirage, CA				Visa x3832	(554.52)
2956	03/05/10	(316.00)	Lodging	Rancho Las Palmas Golf		Rancho Mirage, CA				BoFA 6446	(158.00)
2957	03/08/10	(344.46)	Lodging	Marriott Desert		Palm Desert, CA				BoFA 6446	(172.23)
2958	03/21/10	(877.70)	Lodging	Marriott		Palm Desert, CA				AMEX xB- 89008/vb-88000	(438.85)
2959	03/22/10	677.70	Lodging	Marriott		Palm Desert, CA		AMEX xB- 89008/vb-88000	338.85		
2960	04/14/10	(408.00)	Lodging	Hyatt - Pittsb		Pittsburgh, Pennsylvania				BoFA 6446	(204.00)
2961	04/19/10	(135.38)	Lodging	Hyatt Hotels		Pittsburgh, Pennsylvania				BoFA 6446	(67.69)
2962	04/06/10	(135.16)	Lodging	Hyatt Hotels		West Lake VPI, CA				BoFA 6446	(67.58)
2963	05/10/10	(607.00)	Lodging	Mondrian Hotel		West Hollywood, CA				BoFA 6446	(303.50)
2964	05/10/10	(1,401.32)	Lodging	Surf & Sand		Laguna Beach, CA				BoFA 6446	(700.66)
2965	05/10/10	(2,486.28)	Lodging	Surf & Sand		Laguna Beach, CA				BoFA 6446	(1243.14)
2966	05/15/10	(700.00)	Lodging	Gaylord National F/Donald Harbor						AMEX xB- 89008/vb-88000	(350.00)
2967	05/24/10	(99.00)	Lodging	Gaylord National F/Donald Harbor						AMEX xB- 89008/vb-88000	(49.50)
2968	06/08/10	(3,265.18)	Lodging	Grand Intercont. Mt Seoul		Seoul				BoFA 6446	(1,632.59)
2969	06/09/10	(794.32)	Lodging	Grand Intercont. M		Seoul				BoFA 6446	(397.16)

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TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN IN EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
2970	06/18/10	(1,601.90)	Lodging	Surf & Sand Resort		Laguna Beach, CA	Arrival: 6/16/2010 Departure: 6/18/2010			AMEX S-723003	(801.95)
2971	07/05/10	(667.52)	Lodging	Art Hotel		Laguna Beach, CA				VISA x3832	(833.78)
2972	07/19/10	(548.18)	Lodging	Grand Hyatt Pate's Place		Singapore				BoFA 6446	(274.09)
2973	07/24/10	(135.78)	Lodging	Hyatt Hotel Regency		Los Angeles, CA				VISA x3832	(58.39)
2974	08/05/10	(85.38)	Lodging	Marriott		Manhattan Beach, CA				BoFA 6446	(52.79)
2975	08/09/10	(388.18)	Lodging	Marriott		Manhattan Beach, CA				BoFA 6446	(192.09)
2976	08/11/10	(71.82)	Lodging	Hyatt Hotels		Los Angeles, CA				AMEX x8-89008/d-89000	(31.91)
2977	09/03/10	(804.18)	Lodging	Wynn Las Vegas Hotel		Las Vegas NV				AMEX x8-89008/d-89000	(402.08)
2978	09/03/10	(804.18)	Lodging	Wynn Las Vegas Hotel		Las Vegas NV				AMEX x8-89008/d-89000	(402.08)
2979	09/09/10	(345.80)	Lodging	Marriott		Dulles, VA				AMEX x8-89008/d-89000	(174.90)
2980	09/19/10	(535.64)	Lodging	Pacific Edge		Laguna Beach, CA				Chase x5999	(267.84)
2981	09/19/10	(331.96)	Lodging	Pacific Edge		Laguna Beach, CA				Chase x5999	(166.98)
2982	09/20/10	(708.04)	Lodging	SoReal Hotels		Los Angeles, CA				BoFA 6446	(354.03)
2983	09/22/10	(875.28)	Lodging	Pacific Edge		Laguna Beach, CA				Chase x5999	(312.64)
2984	09/22/10	(8.00)	Lodging	Pacific Edge		Laguna Beach, CA				Chase x5999	(4.00)
2985	09/22/10	(333.96)	Lodging	Pacific Edge		Laguna Beach, CA				Chase x5999	(166.98)
2986	10/02/10	(99.82)	Lodging	Hyatt Hotel Regency		Los Angeles, CA				AMEX S-723003	(48.71)
2987	10/06/10	(218.20)	Lodging	SoReal Hotels		Los Angeles, CA				AMEX S-723003	(109.10)
2988	10/19/10	(280.16)	Lodging	Ayres Hotel		Northridge, CA	Arrival: 10/18/2010 Departure: 10/19/2010			AMEX S-723003	(140.08)
2989	11/04/10	(501.50)	Lodging	Rancho Las Palmas		Rancho Mirage, CA				Chase x5999	(250.75)
2990	11/04/10	(556.88)	Lodging	Rancho Las Palmas		Rancho Mirage, CA				Chase x5999	(278.44)
2991	11/05/10	(69.80)	Lodging	Rancho Las Palmas		Rancho Mirage, CA				Chase x5999	(34.90)
2992	12/06/10	(72.88)	Lodging	Marriott		Manhattan Beach, CA	Arrival: 12/6/2010 Departure: 12/6/2010			AMEX S-723003	(36.44)
2993	01/02/11	(2,739.36)	Lodging	Wynn Hotel		Las Vegas, NV	Arrival: 12/30/2010 Depart: 1/2/2011			AMEX x8-89008/d-89000	(1,369.69)
2994	01/02/11	(2,072.32)	Lodging	Wynn Hotel		Las Vegas, NV	Arrival: 12/30/2010 Depart: 1/2/2011			AMEX x8-89008/d-89000	(1,036.16)
2995	02/10/11	(274.00)	Lodging	Marriott		Palm Desert, CA				Chase x5999	(387.00)
2996	03/14/11	(556.18)	Lodging	Wynn Las Vegas Hotel		Las Vegas, NV				Chase x5999	(178.68)
2997	03/17/11	50.00	Lodging	Wynn Las Vegas Hotel		Las Vegas, NV		Chase x5999	25.00		
2998	03/17/11	(1,696.10)	Lodging	Wynn Las Vegas Hotel		Las Vegas, NV				Chase x5999	(848.05)
2999	03/18/11	(106.38)	Lodging	Four Seasons Hotel		Las Vegas, NV	Arrival: 3/16/2011 Depart: 3/17/2011			AMEX x8-89008/d-89000	(53.18)
3000	03/26/11	(372.04)	Lodging	Doubtree LV Airport		Las Vegas, NV	Arrival: 3/24/2011 Depart: 3/25/2011			AMEX x8-89008/d-89000	(186.02)
3001	04/06/11	(670.98)	Lodging	Surf & Sand Resort - Card deposit		Laguna Beach, CA	Arrival: 4/6/2011 Dpt: 5/8/2011			AMEX x8-89008/d-89000	(335.48)
3002	04/12/11	(3,859.52)	Lodging	Fairmont Pacific Rim		Vancouver, BC	Lodging - canadian dollars			AMEX x8-89008/d-89000	(1,929.76)
3003	04/12/11	(18.76)	Lodging	Fairmont Pacific Rim		Vancouver, BC	canadian dollars			AMEX x8-89008/d-89000	(9.38)
3004	04/16/11	(190.82)	Lodging	Hyatt Hotel Regency		Los Angeles, CA				VISA x3832	(95.41)
3005	04/20/11	(359.88)	Lodging	Trump INTL Hotel		Las Vegas, NV	Arrival: 4/22/2011 dpt: 4/29/2011			AMEX x8-89008/d-89000	(179.93)
3006	04/19/11	(808.84)	Lodging	Trump INTL		Las Vegas, NV				Chase x5999	(252.17)
3007	04/29/11	(2,579.52)	Lodging	Trump INTL		Las Vegas, NV				Chase x5999	(686.16)
3008	05/03/11	(184.40)	Lodging	Hyatt Hotels Regency F		Los Angeles, CA				WF x5197	(92.20)
3009	05/07/11	5,871.80	Lodging	Fairmont Pacific Rim - Credit				AMEX x8-89008/d-89000	1,935.90		
3010	05/10/11	(707.68)	Lodging	Surf & Sand Resort		Laguna Beach, CA				WF x5197	(353.84)
3011	05/13/11	(138.86)	Lodging	Hyatt Hotels Regency F		Los Angeles, CA				WF x5197	(118.43)
3012	07/09/11	(592.40)	Lodging	The Ritz Carlton		FL Lauderdale FL				WF x5197	(296.20)
3013	07/06/11	(1,465.80)	Lodging	Westin Beach Resort		FL Lauderdale FL	Arrival: 7/3/2011 dpt: 7/5/2011			AMEX x8-89008/d-89000	(732.90)
3014	09/05/11	(846.90)	Lodging	Pacific Edge		Laguna Beach, CA				VISA x3832	(423.45)
3015	09/05/11	(29.56)	Lodging	Pacific Edge		Laguna Beach, CA				VISA x3832	(14.78)
3016	09/15/11	(885.40)	Lodging	Marriott		Palm Desert, CA				VISA x3832	(442.70)
3017	11/15/11	(406.00)	Lodging	WDTIC Reservations		Anaheim, CA	Arrival: 11/28/2011 Departure: 12/19/2011			AMEX x8-89008/d-89000	(200.00)
3018	11/15/11	(406.00)	Lodging	WDTIC Reservations		Anaheim, CA	Arrival: 11/28/2011 Departure: 12/19/2011			AMEX x8-89008/d-89000	(200.00)

Kogard v. Kogard
Los Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 8, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3018	11/28/11	(1,779.00)	Lodging	WOTC Reservations		Anaheim, CA	arrival: 12/28/2011 dept: 12/29/2011			AMEX x8-89008/x8-88000	(889.50)
3020	11/28/11	(1,509.04)	Lodging	WOTC Reservations		Anaheim, CA	arrival: 12/28/2011 dept: 12/29/2011			AMEX x8-89008/x8-88000	(754.02)
3021	11/28/11	(936.16)	Lodging	The Signature @ MGM		Las Vegas, NV				AMEX x8-89008/x8-88000	(178.08)
3022	11/29/11	(197.92)	Lodging	Grand California		Anaheim, CA	arrival: 12/28/2011 dept: 12/29/2011			AMEX x8-89008/x8-88000	(98.96)
3023	03/16/12	(600.96)	Lodging	Four Seasons Hotel		Las Vegas, NV	arrival: 3/15 dept: 3/16			AMEX x8-89008/x8-88000	(200.48)
3024	05/17/12	(622.92)	Lodging	Makana Beach Rst & G - advance deposit						AMEX x8-89008/x8-88000	(311.46)
3025	03/19/12	600.96	Lodging	Four Seasons Hotel - credit		Las Vegas, NV	arrival: 3/18 dept: 3/19	AMEX x8-89008/x8-88000	200.48		
3026	03/21/12	(2,764.04)	Lodging	Makana Beach Rst & G - advance deposit						AMEX x8-89008/x8-88000	(1,384.04)
3027	03/23/12	(43.24)	Lodging	Four Seasons Hotel		Las Vegas, NV				BoFA 6446	(21.62)
3028	03/23/12	(540.90)	Lodging	Four Seasons Hotel		Las Vegas, NV				BoFA 6446	(270.45)
3029	03/30/12	(324.00)	Lodging	The Signature @ MGM		Las Vegas, NV				AMEX x8-89008/x8-88000	(132.00)
3030	03/30/12	(724.00)	Lodging	The Signature @ MGM		Las Vegas, NV				AMEX x8-89008/x8-88000	(132.00)
3031	04/13/12	(151.14)	Lodging	Marrick		Palm Desert, CA				VISA x3832	(75.57)
3032	04/14/12	(1,127.00)	Lodging	Marrick		Palm Desert, CA	arrival: 3/1/04 dept: 3/1/04			AMEX x8-89008/x8-88000	(563.50)
3033	04/17/12	(547.92)	Lodging	Marrick		NY	arrival: 4/17 dept: 4/17			AMEX x8-89008/x8-88000	(273.96)
3034	05/03/12	(837.74)	Lodging	Hotel.com		NY				AMEX x8-89008/x8-88000	(418.87)
3035	03/06/12	(182.08)	Lodging	Hyatt Hotel Regency		Los Angeles, CA				AMEX S-723003	(91.03)
3036	05/31/12	837.74	Lodging	Hotels.com - credit				AMEX x8-89008/x8-88000	418.87		
3037	05/20/12	(1,467.88)	Lodging	The Farmers Daughter		Los Angeles, CA	A-3/17 D: 5/20			AMEX S-723003	(733.94)
3038	06/30/12	(439.92)	Lodging	Hotel Bel Air		Los Angeles, CA				VISA x3832	(219.96)
3039	07/04/12	(203.08)	Lodging	Hotel Bel Air		Los Angeles, CA				AMEX S-723003	(101.54)
3040	07/16/12	(2,059.20)	Lodging	Paradise Pier Hotel		Anaheim, CA	Arrival: 8/8 Depart: 8/9			AMEX x8-89008/x8-88000	(1,029.60)
3041	07/23/12	(353.94)	Lodging	Gaylord Opryland Acc		TX	arrival: 7/23 dept: 7/23			AMEX x8-89008/x8-88000	(176.97)
3042	08/09/12	(3,363.70)	Lodging	Paradise Pier Hotel		Anaheim, CA				AMEX x8-89008/x8-88000	(1,681.85)
3043	08/23/12	(849.06)	Lodging	Hyatt Hotel Regency		Los Angeles, CA				VISA x3832	(424.53)
3044	08/11/12	(29.76)	Lodging	Hyatt Hotel GR Shop		Los Angeles, CA				VISA x3832	(14.88)
3045	08/11/12	(84.00)	Lodging	Hyatt Hotels Reg		Los Angeles, CA				AMEX x8-89008/x8-88000	(42.00)
3046	08/29/12	(426.88)	Lodging	Hyatt Hotels Reg		Los Angeles, CA				AMEX x8-89008/x8-88000	(213.44)
3047	08/29/12	(125.48)	Lodging	Hyatt Hotels Reg		Los Angeles, CA				AMEX x8-89008/x8-88000	(62.74)
3048	09/05/12	(968.76)	Lodging	Al Faisalah Hotel Riyadh						AMEX x8-89008/x8-88000	(484.38)
3049	09/05/12	(2,893.56)	Lodging	Al Faisalah Hotel Riyadh						AMEX x8-89008/x8-88000	(1,446.78)
3050	09/17/12	(346.74)	Lodging	Residence Inn		Brownsville TX				AMEX x8-89008/x8-88000	(173.37)
3051	10/11/12	(833.84)	Lodging	Sheraton Gateway		Los Angeles, CA				AMEX x8-89008/x8-88000	(416.92)
3052	10/12/12	(4,256.48)	Lodging	The Dylan Amsterdam		Amsterdam				AMEX x8-89008/x8-88000	(2,128.24)
3053	10/13/12	(1,059.26)	Lodging	Hyatt Regency		Paris France				AMEX x8-89008/x8-88000	(529.63)
3054	10/23/12	(221.34)	Lodging	The Grand Del Mar		San Diego, CA				AMEX x8-89008/x8-88000	(110.67)
3055	10/24/12	(182.40)	Lodging	The Grand Del Mar		San Diego, CA				AMEX x8-89008/x8-88000	(91.20)
3056	10/31/12	(837.18)	Lodging	Doubletree Hotel		Orange CA				AMEX x8-89008/x8-88000	(418.59)
3057	10/31/12	(406.96)	Lodging	Loews Hotel		Coronado, CA				AMEX x8-89008/x8-88000	(203.48)

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3058	11/01/12	(66.00)	Lodging	Hard Rock Hotel		San Diego, CA				AMEX x0-81009/nd-82007	(53.00)
3059	11/01/12	(51.00)	Lodging	Hard Rock Hotel		San Diego, CA				AMEX x0-81009/nd-82007	(26.00)
3060	11/05/12	(540.00)	Lodging	Action Beach and Bay Rent		San Diego, CA				Vita x3812	(240.00)
3061	11/04/12	(54.76)	Lodging	Loews Hotel		Coronado, CA				AMEX x0-81009/nd-82007	(27.38)
3062	11/04/12	(916.18)	Lodging	Loews Hotel		Coronado, CA				AMEX x0-81009/nd-82007	(458.09)
3063	11/04/12	(130.38)	Lodging	Loews Hotel		Coronado, CA				AMEX x0-81009/nd-82007	(65.19)
3064	11/04/12	(101.70)	Lodging	Loews Hotel		Coronado, CA				AMEX x0-81009/nd-82007	(50.85)
3065	11/04/12	(1,752.00)	Lodging	Loews Hotel		Coronado, CA				AMEX x0-81009/nd-82007	(876.00)
3066	11/22/12	(1,088.34)	Lodging	Marriott		San Diego, CA				AMEX x0-81009/nd-82007	(544.17)
3067	11/22/12	(679.32)	Lodging	Marriott		San Diego, CA				AMEX x0-81009/nd-82007	(336.66)
3068	11/23/12	(76.80)	Lodging	Ritz Carlton		Denver CO				AMEX x0-81009/nd-82007	(38.40)
3069	11/23/12	(210.64)	Lodging	Ritz Carlton		Denver CO				AMEX x0-81009/nd-82007	(105.32)
3070	11/25/12	(984.04)	Lodging	Brown Palace		Denver CO				AMEX x0-81009/nd-82007	(492.02)
3071	11/29/12	(740.66)	Lodging	Hilton Hotel		San Diego, CA				AMEX x0-81009/nd-82007	(370.33)
3072	11/29/12	(859.68)	Lodging	Hilton Hotel		San Diego, CA				AMEX x0-81009/nd-82007	(429.84)
3073	11/27/12	(1,353.58)	Lodging	Brown Palace		Denver CO				AMEX x0-81009/nd-82007	(676.84)
3074	11/28/12	(257.96)	Lodging	Sheraton		San Diego, CA				AMEX x0-81009/nd-82007	(128.98)
3075	11/28/12	(327.96)	Lodging	Sheraton		San Diego, CA				AMEX x0-81009/nd-82007	(163.98)
3076	12/11/12	(601.82)	Lodging	Sheraton		San Diego, CA				AMEX x0-81009/nd-82007	(300.91)
3077	12/12/12	(49.20)	Lodging	Four Seasons Hotel		New York NY				AMEX x0-81009/nd-82007	(24.60)
3078	12/12/12	(804.84)	Lodging	Four Seasons Hotel		New York NY				AMEX x0-81009/nd-82007	(402.42)
3079	12/14/12	(5,361.34)	Lodging	Loews Hotel		New York NY				AMEX x0-81009/nd-82007	(2,780.67)
3080	12/14/12	(62.76)	Lodging	Loews Hotel		New York NY				AMEX x0-81009/nd-82007	(31.38)
3081	12/26/12	(290.42)	Lodging	Sheraton		San Diego, CA				AMEX x0-81009/nd-82007	(145.21)
3082	12/26/12	(290.42)	Lodging	Sheraton		San Diego, CA				AMEX x0-81009/nd-82007	(145.21)
3083	12/26/12	(290.42)	Lodging	Sheraton		San Diego, CA				AMEX x0-81009/nd-82007	(145.21)
3084	12/28/12	(473.34)	Lodging	The Signature @ MGM		Las Vegas, NV				AMEX x0-81009/nd-82007	(236.67)
3085	12/29/12	(320.42)	Lodging	Makahaiki-Aubani Hukapoe		HI	Timeshare			AMEX S-723003	(160.21)
3086	12/31/12	(657.54)	Lodging	Marriott JW. Kapaolei		Kapaolei-Oahu, HI				Vita x3812	(328.77)
3087	01/02/13	(542.64)	Lodging	Marriott Makapolei		Oahu, HI	Arrival: 1/1/2013 departure: 1/1/2013			AMEX S-723003	(271.32)
3088	01/02/13	(9,182.36)	Lodging	Marriott Makapolei		Oahu, HI	Arrival: 1/1/2013 departure: 1/2/2013			AMEX S-723003	(4,591.18)
3089	01/02/13	(9,798.92)	Lodging	Marriott		Oahu HI				AMEX x0-81009/nd-82007	(4,899.46)
3090	01/07/13	(467.50)	Lodging	Renaissance		San Francisco, CA				AMEX x0-81009/nd-82007	(233.75)
3091	01/07/13	(2,328.90)	Lodging	The Fairmont Htl		San Francisco, CA				AMEX x0-81009/nd-82007	(1,164.45)
3092	01/08/13	(253.26)	Lodging	The Signature Front		Las Vegas NV				AMEX x0-81009/nd-82007	(126.63)
3093	01/09/13	(5,995.06)	Lodging	The Fairmont Htl		San Francisco, CA				AMEX x0-81009/nd-82007	(2,997.53)
3094	01/11/13	253.26	Lodging	The Signature @ MGM		Las Vegas NV		AMEX x0-81009/nd-82007	316.63		

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (NOT HIGHLIGHTED IN ORANGE))

Ref	Date	Unsettled Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3095	01/12/13	(714.56)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX id- 81009/40-82007	(357.28)
3096	01/14/13	(71.02)	Lodging	Sheraton		San Diego, CA				AMEX id- 81009/40-82007	(35.51)
3097	01/14/13	(180.56)	Lodging	Sheraton		San Diego, CA				AMEX id- 81009/40-82007	(90.28)
3098	01/14/13	(424.70)	Lodging	Sheraton		San Diego, CA				AMEX id- 81009/40-82007	(212.35)
3099	01/17/13	(128.24)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX id- 81009/40-82007	(69.62)
3100	01/21/13	(572.06)	Lodging	Marriott		San Diego, CA				AMEX id- 81009/40-82007	(286.03)
3101	01/21/13	(836.18)	Lodging	Marriott		San Diego, CA				AMEX id- 81009/40-82007	(418.09)
3102	01/21/13	(851.04)	Lodging	Marriott		San Diego, CA				AMEX id- 81009/40-82007	(425.52)
3103	01/21/13	(84.80)	Lodging	Catalina Island Inn		Avalon CA				AMEX id- 81009/40-82007	(42.40)
3104	01/25/13	(132.44)	Lodging	Marriott		Tucson AZ				AMEX id- 81009/40-82007	(66.22)
3105	02/13/13	(480.56)	Lodging	Hotel Metro Pole		Avalon CA				AMEX id- 81009/40-82007	(240.28)
3106	02/13/13	(480.56)	Lodging	Hotel Metro Pole		Avalon CA				AMEX id- 81009/40-82007	(240.28)
3107	02/13/13	(580.16)	Lodging	Hotel Metro Pole		Avalon CA				AMEX id- 81009/40-82007	(290.08)
3108	02/15/13	(288.96)	Lodging	Hotel Mac Rae		Avalon CA				AMEX id- 81009/40-82007	(144.48)
3109	02/18/13	(5,109.44)	Lodging	Hotel Metro Pole		Avalon CA				AMEX id- 81009/40-82007	(2,554.72)
3110	02/23/13	(177.52)	Lodging	Marriott		Palm Desert, CA				AMEX id- 81009/40-82007	(88.76)
3111	02/25/13	(673.50)	Lodging	Marriott		Palm Desert, CA				AMEX id- 81009/40-82007	(336.75)
3112	02/25/13	(1,274.00)	Lodging	Marriott		Palm Desert, CA				AMEX id- 81009/40-82007	(637.00)
3113	02/27/13	(160.64)	Lodging	Hotel Metro Pole		Avalon CA				AMEX id- 81009/40-82007	(80.32)
3114	03/02/13	(230.02)	Lodging	Softel Hotel Simon		Los Angeles, CA				AMEX id- 81009/40-82007	(115.01)
3115	03/12/13	(200.50)	Lodging	Hotel Softel						AMEX id- 81009/40-82007	(100.25)
3116	03/13/13	(936.22)	Lodging	Sheraton Hotel-Sacramento		PO				AMEX id- 81009/40-82007	(468.11)
3117	03/13/13	(150.00)	Lodging	Hotel Metro Pole		Avalon CA				AMEX id- 81009/40-82007	(75.00)
3118	03/13/13	(23.52)	Lodging	Wyatt Regency		Dusseldorf DE				AMEX id- 81009/40-82007	(11.76)
3119	03/13/13	(239.10)	Lodging	Wyatt Regency		Dusseldorf DE				AMEX id- 81009/40-82007	(119.55)
3120	03/14/13	(1,269.94)	Lodging	Wyatt Regency		Dusseldorf DE				AMEX id- 81009/40-82007	(634.97)
3121	03/21/13	(151.06)	Lodging	Marriott		Manhattan Beach, CA				AMEX id- 81009/40-82007	(75.53)
3122	03/21/13	(24.00)	Lodging	Marriott		Manhattan Beach, CA				AMEX id- 81009/40-82007	(12.00)
3123	03/31/13	(893.76)	Lodging	Wynn Las Vegas Hotel		NV				AMEX id- 81009/40-82007	(446.88)
3124	03/31/13	(528.84)	Lodging	The Signature@MGM		Las Vegas NV				AMEX id- 81009/40-82007	(264.42)
3125	04/02/13	(782.48)	Lodging	Brown Palace		Denver CO				AMEX id- 81009/40-82007	(391.24)
3126	04/02/13	528.84	Lodging	The Signature@MGM		Las Vegas NV		AMEX id- 81009/40-82007	764.32		
3127	04/05/13	(1,117.78)	Lodging	Wynn Las Vegas Hotel		NV				AMEX id- 81009/40-82007	(558.89)
3128	04/06/13	89.60	Lodging	Wynn Las Vegas Hotel		NV		AMEX id- 81009/40-82007	44.80		
3129	04/27/13	(750.00)	Lodging	Hyatt Hotel Regency		Denver, CO	Arrival: 4/22/2013 Departure: 4/28/2013			AMEX S-723003	(375.00)

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT B, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3130	05/12/13	(7,269.96)	Lodging	Ritz Carlton		Marina Del Rey, CA				AMEX #0-81009/0-82007	(1,134.93)
3131	05/19/13	(1,498.56)	Lodging	Hotel Metropole		Availon, CA				VISA #3832	(749.28)
3132	05/19/13	(580.16)	Lodging	Hotel Metropole		Availon, CA				VISA #3832	(290.08)
3133	05/19/13	(580.16)	Lodging	Hotel Metropole		Availon, CA				VISA #3832	(290.08)
3134	05/21/13	(3,087.92)	Lodging	Le Royal Meridien		Shanghai				AMEX #0-81009/0-82007	(1,543.96)
3135	05/24/13	(2,936.00)	Lodging	Grand Hyatt		Taipei City				AMEX #0-81009/0-82007	(1,468.00)
3136	05/25/13	(2,320.88)	Lodging	Kel Hotel		Incubon South Korea				AMEX #0-81009/0-82007	(560.44)
3137	05/30/13	(2,674.98)	Lodging	Doubletree Hotel		IL				AMEX #0-81009/0-82007	(437.29)
3138	06/3/13	(119.54)	Lodging	Hyatt Hotels		Denver CO				AMEX #0-81009/0-82007	(59.77)
3139	06/01/13	(557.76)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/0-82007	(278.88)
3140	06/06/13	(834.50)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/0-82007	(167.25)
3141	06/06/13	(173.0)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/0-82007	(8.65)
3142	06/07/13	(625.06)	Lodging	Hyatt Hotels		Denver CO				AMEX #0-81009/0-82007	(312.53)
3143	06/10/13	(24.00)	Lodging	Hyatt Hotels		Los Angeles, CA				AMEX #0-81009/0-82007	(12.00)
3144	06/10/13	(476.44)	Lodging	Hyatt Hotels		Los Angeles, CA				AMEX #0-81009/0-82007	(238.22)
3145	06/10/13	(264.18)	Lodging	Hyatt Hotels		Los Angeles, CA				AMEX #0-81009/0-82007	(132.09)
3146	06/12/13	(1,096.98)	Lodging	Hyatt Hotels		Los Angeles, CA				AMEX #0-81009/0-82007	(548.74)
3147	06/12/13	(1,314.54)	Lodging	Hyatt Hotels		Los Angeles, CA				AMEX #0-81009/0-82007	(667.27)
3148	06/19/13	580.16	Lodging	Hotel Metropole		Availon, CA		VISA #3832	290.08		
3149	06/19/13	580.16	Lodging	Hotel Metropole		Availon, CA		VISA #3832	290.08		
3150	06/19/13	3,498.56	Lodging	Hotel Metropole		Availon, CA		VISA #3832	749.28		
3151	06/19/13	(1,134.92)	Lodging	Farmers Daughter		Los Angeles, CA				AMEX #0-81009/0-82007	(567.46)
3152	06/19/13	(1,097.64)	Lodging	Farmers Daughter		Los Angeles, CA				AMEX #0-81009/0-82007	(548.92)
3153	06/19/13	(52.32)	Lodging	Farmers Daughter		Los Angeles, CA				AMEX #0-81009/0-82007	(26.16)
3154	06/29/13	(113.74)	Lodging	SoReal Hotels LA F&B		Los Angeles, CA				AMEX #0-81009/0-82007	(55.87)
3155	07/05/13	(734.56)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/0-82007	(357.28)
3156	07/02/13	(207.92)	Lodging	Sharon ABQ Airport		Albuquerque, NM				AMEX #0-81009/0-82007	(103.96)
3157	07/06/13	(1,068.34)	Lodging	Hyatt Hotels		Hollywood CA				AMEX #0-81009/0-82007	(539.17)
3158	07/08/13	(993.60)	Lodging	Hyatt Hotels		Hollywood CA				AMEX #0-81009/0-82007	(498.80)
3159	07/13/13	(4,481.00)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/0-82007	(2,240.50)
3160	07/13/13	(8.84)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/0-82007	(4.32)
3161	07/16/13	(1,133.80)	Lodging	Ritz Carlton		Denver CO	Arrival: 7/15/2013 departure: 7/16/2013			AMEX #0-81009/0-82007	(616.90)
3162	07/23/13	(3,003.00)	Lodging	Brown Palace		Denver CO				AMEX #0-81009/0-82007	(1,501.50)
3163	07/26/13	(2,353.90)	Lodging	Hyatt Hotels		Denver CO				AMEX #0-81009/0-82007	(1,176.95)
3164	08/02/13	(997.49)	Lodging	Grand Hyatt		Tampa FL				AMEX #0-81009/0-82007	(498.74)
3165	08/03/13	(714.56)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/0-82007	(357.28)
3166	08/06/13	(64.80)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/0-82007	(22.40)
3167	08/06/13	(837.00)	Lodging	Ritz Carlton		Phoenix AZ				AMEX #0-81009/0-82007	(318.50)

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3168	08/09/13	(158.92)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/0-82007	(99.46)
3169	08/09/13	(497.29)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/0-82007	(248.58)
3170	08/13/13	(5,158.12)	Lodging	Marriott		Palm Desert, CA				AMEX #0-81009/0-82007	(1,579.04)
3171	08/12/13	(1,106.54)	Lodging	Marriott		Palm Desert, CA				AMEX #0-81009/0-82007	(583.32)
3172	08/15/13	(24.00)	Lodging	Marriott		Manhattan Beach, CA				AMEX #0-81009/0-82007	(12.00)
3173	08/22/13	(663.26)	Lodging	Hyatt Hotels		Denver CO				AMEX #0-81009/0-82007	(333.63)
3174	08/24/13	(543.78)	Lodging	Sheraton Phoenix DTW		Phoenix AZ				AMEX #0-81009/0-82007	(270.89)
3175	08/27/13	(423.38)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/0-82007	(211.68)
3176	08/30/13	(717.64)	Lodging	Ayres Hotel		Hawthorne, CA				AMEX #0-81009/0-82007	(358.82)
3177	08/04/13	(1,027.46)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/0-82007	(513.79)
3178	09/13/13	(7,265.02)	Lodging	Hotel Sheraton BS ASC ALUT BS AS		Argentina				AMEX #0-81009/0-82007	(3,632.51)
3179	09/19/13	(753.48)	Lodging	Brown Palace		Denver CO				AMEX #0-81009/0-82007	(375.74)
3180	09/19/13	(1,002.96)	Lodging	Hyatt Hotels		Orlando FL				AMEX #0-81009/0-82007	(501.48)
3181	09/20/13	(890.28)	Lodging	Hyatt Hotels		Denver CO				AMEX #0-81009/0-82007	(445.14)
3182	09/24/13	(1,209.38)	Lodging	Ritz Carlton		Denver CO				AMEX #0-81009/0-82007	(554.69)
3183	10/09/13	(624.95)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/0-82007	(312.48)
3184	10/09/13	(831.86)	Lodging	Sheraton ABQ Airport		Albuquerque, NM				AMEX #0-81009/0-82007	(415.93)
3185	10/16/13	(159.92)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/0-82007	(79.96)
3186	10/16/13	(19.46)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/0-82007	(9.73)
3187	10/24/13	(809.54)	Lodging	Ritz Carlton		Phoenix AZ				AMEX #0-81009/0-82007	(404.77)
3188	11/04/13	(2,591.62)	Lodging	Al Fahaliah Hotel Riyadh		Dubai				AMEX #0-81009/0-82007	(1,295.81)
3189	11/12/13	(34.68)	Lodging	Holiday Inn		Torrance, CA				AMEX #0-81009/0-82007	(17.33)
3190	11/15/13	(442.86)	Lodging	Hilton Hotels						AMEX #0-81009/0-82007	(221.43)
3191	11/19/13	(72.28)	Lodging	Holiday Inn		Torrance, CA				AMEX #0-81009/0-82007	(36.14)
3192	11/20/13	(708.10)	Lodging	Westin Phoenix Down		Phoenix AZ				AMEX #0-81009/0-82007	(354.05)
3193	11/21/13	(1,360.06)	Lodging	Westin Phoenix Down		Phoenix AZ				AMEX #0-81009/0-82007	(680.03)
3194	11/27/13	(864.28)	Lodging	Grand Bohemian Hotel		Orlando FL				AMEX #0-81009/0-82007	(432.14)
3195	11/28/13	(1,814.74)	Lodging	Hyatt Hotels		Denver CO				AMEX #0-81009/0-82007	(907.37)
3196	12/08/13	(3,633.86)	Lodging	El Con Resort		PR				AMEX #0-81009/0-82007	(1,816.94)
3197	12/08/13	(3,633.86)	Lodging	El Con Resort		PR				AMEX #0-81009/0-82007	(1,816.94)
3198	12/08/13	(3,633.88)	Lodging	El Con Resort		PR				AMEX #0-81009/0-82007	(1,816.94)
3199	12/09/13	(47.14)	Lodging	Holiday Inn		Torrance, CA				AMEX #0-81009/0-82007	(23.57)
3200	12/11/13	(126.80)	Lodging	Hilton Hotels		Petersburg FL				AMEX #0-81009/0-82007	(63.40)
3201	12/12/13	(2,978.72)	Lodging	NY Intercontinental		New York NY				AMEX #0-81009/0-82007	(1,489.36)
3202	12/15/13	(436.86)	Lodging	Hilton Hotels		Hollywood CA				AMEX #0-81009/0-82007	(218.43)

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TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3203	12/20/13	(58.22)	Lodging	Hyatt Hotels		Denver CO				AMEX #0-81009/HO-82007	(28.11)
3204	12/20/13	(482.94)	Lodging	Hyatt Hotels		Denver CO				AMEX #0-81009/HO-82007	(240.97)
3205	12/21/13	(1,329.82)	Lodging	Westin Phoenix Down		Phoenix AZ				AMEX #0-81009/HO-82007	(649.51)
3206	01/03/14	(8,850.12)	Lodging	El Compadre Hotel						AMEX #0-81009/HO-82007	(4,415.06)
3207	01/03/14	(6,222.40)	Lodging	El Compadre Hotel						AMEX #0-81009/HO-82007	(3,111.20)
3208	01/04/14	(624.95)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/HO-82007	(312.48)
3209	01/05/14	(266.68)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/HO-82007	(133.34)
3210	01/07/14	(116.38)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/HO-82007	(58.19)
3211	01/09/14	(50.66)	Lodging	Holiday Inn		Torrance, CA				AMEX #0-81009/HO-82007	(25.33)
3212	01/12/14	(37.46)	Lodging	Ritz Carlton		San Francisco, CA				AMEX #0-81009/HO-82007	(18.73)
3213	01/13/14	(3,994.38)	Lodging	Intercontinental San		San Francisco, CA				AMEX #0-81009/HO-82007	(1,997.19)
3214	01/14/14	(81.78)	Lodging	Sofitel Hotels-Simon		Los Angeles, CA				AMEX #0-81009/HO-82007	(40.89)
3215	01/18/14	(1,143.04)	Lodging	Marina Beach Marriott		Marina Del Rey, CA				AMEX #0-81009/HO-82007	(571.52)
3216	01/24/14	(499.30)	Lodging	Myako Inn La Myak		Torrance, CA				AMEX #0-81009/HO-82007	(249.65)
3217	01/28/14	(1,440.66)	Lodging	Hyatt Hotels		Los Angeles, CA				AMEX #0-81009/HO-82007	(720.33)
3218	01/29/14	(1,585.36)	Lodging	Hyatt Hotels		Los Angeles, CA				AMEX #0-81009/HO-82007	(792.68)
3219	01/31/14	(1,194.92)	Lodging	Westin Phoenix Down		Phoenix AZ				AMEX #0-81009/HO-82007	(597.46)
3220	02/06/14	(862.02)	Lodging	Westin		Los Angeles, CA				AMEX #0-81009/HO-82007	(431.01)
3221	02/10/14	(585.62)	Lodging	Baneda Hotel - HotelAmericas						AMEX #0-81009/HO-82007	(292.81)
3222	02/12/14	(4,632.64)	Lodging	Four Seasons Hotel		Mexico				AMEX #0-81009/HO-82007	(2,316.32)
3223	02/16/14	(1,837.62)	Lodging	Al Falek Hotel		Dubai				AMEX #0-81009/HO-82007	(918.81)
3224	02/19/14	(348.04)	Lodging	Sharon Airq Airport		Albuquerque, NM				AMEX #0-81009/HO-82007	(174.02)
3225	02/20/14	(302.40)	Lodging	Catalina Island Inn		Avalon CA				AMEX #0-81009/HO-82007	(151.20)
3226	02/20/14	(300.94)	Lodging	Sharon Airq Airport		Albuquerque, NM				AMEX #0-81009/HO-82007	(150.47)
3227	02/25/14	(38.50)	Lodging	Holiday Inn		Torrance, CA				AMEX #0-81009/HO-82007	(19.25)
3228	02/25/14	(958.42)	Lodging	Sofitel Hotels-Simon		Los Angeles, CA				AMEX #0-81009/HO-82007	(479.21)
3229	03/11/14	(569.74)	Lodging	Hyatt Hotels		Beaver, CO				AMEX #0-81009/HO-82007	(284.87)
3230	03/16/14	(736.96)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/HO-82007	(368.48)
3231	03/17/14	(361.16)	Lodging	The Ritz Carlton		Marina Del Rey, CA				AMEX #0-81009/HO-82007	(180.58)
3232	03/17/14	(438.06)	Lodging	The Ritz Carlton		Marina Del Rey, CA				AMEX #0-81009/HO-82007	(219.03)
3233	03/19/14	(438.06)	Lodging	The Ritz Carlton		Marina Del Rey, CA				AMEX #0-81009/HO-82007	(219.03)
3234	03/19/14	(19.46)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/HO-82007	(9.73)
3235	03/19/14	(97.36)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/HO-82007	(48.68)
3236	03/19/14	(253.74)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX #0-81009/HO-82007	(126.87)
3237	03/25/14	(6,993.46)	Lodging	Grand Hyatt		Singapore				AMEX #0-81009/HO-82007	(3,496.73)
3238	04/01/14	(1,530.40)	Lodging	Polcan Hill Resort		Newport Coast CA				AMEX #0-81009/HO-82007	(765.20)

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Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3299	04/03/14	(200.00)	Lodging	Pelican Hill Resort		Newport Coast CA		AMEX id-81009/no-82007	(200.00)	AMEX id-81009/no-82007	(200.00)
3340	04/03/14	(755.12)	Lodging	Pelican Hill Resort		Newport Coast CA		AMEX id-81009/no-82007	(755.12)	AMEX id-81009/no-82007	(755.12)
3341	04/05/14	(858.04)	Lodging	Marine Beach Marriott		Marina Del Rey, CA		AMEX id-81009/no-82007	(858.04)	AMEX id-81009/no-82007	(858.04)
3342	04/07/14	(187.52)	Lodging	Hyatt Regency		Pittsburgh PA		AMEX id-81009/no-82007	(187.52)	AMEX id-81009/no-82007	(187.52)
3343	04/07/14	(195.92)	Lodging	Hyatt Regency		Pittsburgh PA		AMEX id-81009/no-82007	(195.92)	AMEX id-81009/no-82007	(195.92)
3344	04/08/14	(217.06)	Lodging	The Signature Front		Las Vegas NV		AMEX id-81009/no-82007	(217.06)	AMEX id-81009/no-82007	(217.06)
3345	04/08/14	(338.16)	Lodging	The Signature Front		Las Vegas NV		AMEX id-81009/no-82007	(338.16)	AMEX id-81009/no-82007	(338.16)
3249	04/08/14	(736.95)	Lodging	Four Seasons Hotel		Las Vegas NV		AMEX id-81009/no-82007	(736.95)	AMEX id-81009/no-82007	(736.95)
3247	04/09/14	(280.00)	Lodging	Four Seasons Hotel		Philadelphia PA		AMEX id-81009/no-82007	(280.00)	AMEX id-81009/no-82007	(280.00)
3248	04/09/14	(1,152.72)	Lodging	Four Seasons Hotel		Philadelphia PA		AMEX id-81009/no-82007	(1,152.72)	AMEX id-81009/no-82007	(1,152.72)
3249	04/12/14	(2,232.22)	Lodging	Four Seasons Hotel		Las Vegas NV		AMEX id-81009/no-82007	(2,232.22)	AMEX id-81009/no-82007	(2,232.22)
3250	04/15/14	(24.00)	Lodging	Marriott		Manhattan Beach, CA		AMEX id-81009/no-82007	(24.00)	AMEX id-81009/no-82007	(24.00)
3251	04/15/14	(96.86)	Lodging	Manhattan Beach Marriott		Manhattan Beach, CA		AMEX id-81009/no-82007	(96.86)	AMEX id-81009/no-82007	(96.86)
3252	04/16/14	(74.56)	Lodging	Holiday Inn		Torrance, CA		AMEX id-81009/no-82007	(74.56)	AMEX id-81009/no-82007	(74.56)
3253	04/16/14	(751.40)	Lodging	Westin		Los Angeles, CA		AMEX id-81009/no-82007	(751.40)	AMEX id-81009/no-82007	(751.40)
3254	04/21/14	(69.38)	Lodging	Four Seasons Hotel		Las Vegas NV		AMEX id-81009/no-82007	(69.38)	AMEX id-81009/no-82007	(69.38)
3255	04/23/14	(764.44)	Lodging	Grand Hyatt		Dallas TX		AMEX id-81009/no-82007	(764.44)	AMEX id-81009/no-82007	(764.44)
3256	04/24/14	(1,174.80)	Lodging	The Signature Front		Las Vegas NV		AMEX id-81009/no-82007	(1,174.80)	AMEX id-81009/no-82007	(1,174.80)
3257	04/25/14	(2,331.98)	Lodging	The Signature Front		Las Vegas NV		AMEX id-81009/no-82007	(2,331.98)	AMEX id-81009/no-82007	(2,331.98)
3258	04/28/14	(134.42)	Lodging	Four Seasons Hotel		Las Vegas NV		AMEX id-81009/no-82007	(134.42)	AMEX id-81009/no-82007	(134.42)
3259	04/29/14	(836.12)	Lodging	Hyatt Regency		Pittsburgh PA		AMEX id-81009/no-82007	(836.12)	AMEX id-81009/no-82007	(836.12)
3260	04/29/14	(1,081.88)	Lodging	HW Marriott Desert		Phoenix AZ		AMEX id-81009/no-82007	(1,081.88)	AMEX id-81009/no-82007	(1,081.88)
3261	04/29/14	(2,375.10)	Lodging	HW Marriott Desert		Phoenix AZ		AMEX id-81009/no-82007	(2,375.10)	AMEX id-81009/no-82007	(2,375.10)
3262	05/07/14	(8,433.16)	Lodging	Grand Hyatt		Singapore		AMEX id-81009/no-82007	(8,433.16)	AMEX id-81009/no-82007	(8,433.16)
3263	05/12/14	(643.80)	Lodging	The Ritz Carlton		Marina Del Rey, CA		AMEX id-81009/no-82007	(643.80)	AMEX id-81009/no-82007	(643.80)
3264	05/15/14	(1,186.04)	Lodging	Four Seasons Hotel		Baltimore, MD		AMEX id-81009/no-82007	(1,186.04)	AMEX id-81009/no-82007	(1,186.04)
3265	05/15/14	(1,479.94)	Lodging	Four Seasons Hotel		Philadelphia PA		AMEX id-81009/no-82007	(1,479.94)	AMEX id-81009/no-82007	(1,479.94)
3266	05/20/14	(36.22)	Lodging	Hyatt Hotels		Louisville KY		AMEX id-81009/no-82007	(36.22)	AMEX id-81009/no-82007	(36.22)
3267	05/20/14	(1,483.78)	Lodging	Hyatt Hotels		Louisville KY		AMEX id-81009/no-82007	(1,483.78)	AMEX id-81009/no-82007	(1,483.78)
3268	05/24/14	(509.46)	Lodging	The Ritz Carlton		Marina Del Rey, CA		AMEX id-81009/no-82007	(509.46)	AMEX id-81009/no-82007	(509.46)
3269	05/28/14	(669.76)	Lodging	Four Seasons Hotel		Las Vegas NV		AMEX id-81009/no-82007	(669.76)	AMEX id-81009/no-82007	(669.76)
3270	06/02/14	(54.54)	Lodging	Conservatorium Hotel		Amsterdam		AMEX id-81009/no-82007	(54.54)	AMEX id-81009/no-82007	(54.54)
3271	06/09/14	(88.12)	Lodging	The Ritz Carlton		Marina Del Rey, CA		AMEX id-81009/no-82007	(88.12)	AMEX id-81009/no-82007	(88.12)
3272	06/09/14	(1,115.94)	Lodging	The Ritz Carlton		Marina Del Rey, CA		AMEX id-81009/no-82007	(1,115.94)	AMEX id-81009/no-82007	(1,115.94)
3273	06/17/14	(328.10)	Lodging	Four Seasons Hotel		Las Vegas NV		AMEX id-81009/no-82007	(328.10)	AMEX id-81009/no-82007	(328.10)

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Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3274	06/12/14	(1,642.03)	Lodging	Intercontinental NY New York NY		New York NY				AMEX x0-81009/40-82007	(821.01)
3275	06/20/14	(642.96)	Lodging	Hyatt Hotels		CA				AMEX x0-81009/40-82007	(341.48)
3276	06/21/14	(32.00)	Lodging	Sharon SD Marina		San Diego, CA				AMEX x0-81009/40-82007	(16.00)
3277	06/24/14	(30.26)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX x0-81009/40-82007	(15.13)
3278	06/24/14	(305.88)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX x0-81009/40-82007	(152.94)
3279	06/29/14	(32.00)	Lodging	The Ritz Carlton		Marina Del Rey, CA				AMEX x0-81009/40-82007	(16.00)
3280	06/29/14	(304.52)	Lodging	The Ritz Carlton		Marina Del Rey, CA				AMEX x0-81009/40-82007	(152.26)
3281	06/29/14	(1,607.20)	Lodging	The Island Hotel		Newport Beach, CA				AMEX x0-81009/40-82007	(803.60)
3282	06/29/14	(2,224.40)	Lodging	The Island Hotel		Newport Beach, CA				AMEX x0-81009/40-82007	(1,112.20)
3283	07/02/14	(429.10)	Lodging	Marina Beach Marriott		Marina Del Rey, CA				AMEX S-723003	(214.55)
3284	07/11/14	682.96	Lodging	Hyatt Hotels		CA		AMEX x0-81009/40-82007	341.48		
3285	07/14/14	(464.58)	Lodging	Trump Intl LV Hotel		Las Vegas NV				AMEX x0-81009/40-82007	(232.29)
3286	07/14/14	(988.18)	Lodging	Trump Intl LV Hotel		Las Vegas NV				AMEX x0-81009/40-82007	(494.09)
3287	07/19/14	464.58	Lodging	Trump Intl LV Hotel		Las Vegas NV		AMEX x0-81009/40-82007	232.29		
3288	07/23/14	(608.90)	Lodging	Ritz Carlton		Phoenix, AZ				AMEX x0-81009/40-82007	(302.95)
3289	07/23/14	(74.82)	Lodging	Ritz Carlton		Phoenix AZ				AMEX x0-81009/40-82007	(37.41)
3290	07/23/14	(1,196.36)	Lodging	Ritz Carlton		Phoenix AZ				AMEX x0-81009/40-82007	(598.18)
3291	07/24/14	(535.36)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX x0-81009/40-82007	(267.68)
3292	07/28/14	(63.74)	Lodging	Holiday Inn		Torrance, CA				AMEX x0-81009/40-82007	(31.87)
3293	07/30/14	(30.26)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX x0-81009/40-82007	(15.13)
3294	07/30/14	(186.70)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX x0-81009/40-82007	(93.35)
3295	08/06/14	(736.96)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX x0-81009/40-82007	(368.48)
3296	08/14/14	(9,200.00)	Lodging	Atlantis Paradise		FL				AMEX x0-81009/40-82007	(4,600.00)
3297	08/15/14	9,200.00	Lodging	Atlantis Paradise		FL		AMEX x0-81009/40-82007	4,600.00		
3298	08/17/14	(763.78)	Lodging	The Ritz Carlton		Marina Del Rey, CA				AMEX x0-81009/40-82007	(381.89)
3299	08/23/14	(535.36)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX x0-81009/40-82007	(267.68)
3300	08/28/14	201.74	Lodging	Four Seasons Hotel		Las Vegas NV		AMEX x0-81009/40-82007	100.87		
3301	08/28/14	(8.64)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX x0-81009/40-82007	(4.32)
3302	08/29/14	(245.20)	Lodging	Pelican Hill Resort		Newport Coast CA				AMEX x0-81009/40-82007	(122.60)
3303	08/30/14	(814.12)	Lodging	The Island Hotel		Newport Coast CA				AMEX x0-81009/40-82007	(407.06)
3304	09/06/14	(24.00)	Lodging	The Ritz Carlton		Marina Del Rey, CA				AMEX x0-81009/40-82007	(12.00)
3305	09/09/14	(108.80)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX x0-81009/40-82007	(54.40)
3306	09/09/14	(436.74)	Lodging	The Ritz Carlton		Marina Del Rey, CA				AMEX x0-81009/40-82007	(218.37)
3307	09/11/14	(5,957.36)	Lodging	Nomad Hotels		New York NY				AMEX x0-81009/40-82007	(2,978.68)
3308	09/11/14	(5,857.36)	Lodging	Nomad Hotels		New York NY				AMEX x0-81009/40-82007	(2,928.68)

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TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Destination				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3309	09/17/14	(2,630.42)	Lodging	Doubletree Metropoli		New York NY				AMEX id- 81009/nd-82007	(5,315.21)
3310	09/22/14	(1,005.76)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX id- 81009/nd-82007	(502.88)
3311	09/23/14	1,005.76	Lodging	Four Seasons Hotel		Las Vegas NV		AMEX id- 81009/nd-82007	502.88		
3312	10/04/14	(3,291.46)	Lodging	Westin		Los Angeles, CA				AMEX id- 81009/nd-82007	(645.73)
3313	10/13/14	(3,082.54)	Lodging	Loews Hotels		Miami Beach FL				AMEX id- 81009/nd-82007	(541.71)
3314	10/14/14	(681.12)	Lodging	Custom Hotel		Los Angeles, CA				AMEX id- 81009/nd-82007	(140.55)
3315	10/14/14	1,082.54	Lodging	Loews Hotels		Miami Beach FL		AMEX id- 81009/nd-82007	581.27		
3316	10/23/14	(910.24)	Lodging	Antlers Hilton Coler		Colorado Springs CO				AMEX id- 81009/nd-82007	(455.12)
3317	11/14/14	(564.18)	Lodging	Four Seasons Hotel		Los Angeles, CA				VISA x5185	(482.09)
3318	11/14/14	(647.36)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX id- 81009/nd-82007	(373.68)
3319	11/17/14	(180.76)	Lodging	Westin Los Angeles Agri		Los Angeles, CA				VISA x5185	(120.38)
3320	11/18/14	(224.00)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX id- 81009/nd-82007	(112.00)
3321	11/30/14	(826.56)	Lodging	Four Seasons Hotel		Las Vegas NV				AMEX id- 81009/nd-82007	(433.28)
3322	12/02/14	(278.64)	Lodging	Westin		Los Angeles, CA				AMEX id- 81009/nd-82007	(326.92)
3323	12/03/14	313.60	Lodging	Four Seasons Hotel		Las Vegas, NV		AMEX id- 81009/nd-82007	156.80		
3324	12/06/14	(376.52)	Lodging	Westin		Los Angeles, CA				AMEX id- 81009/nd-82007	(119.26)
3325	12/06/14	(268.34)	Lodging	Westin		Los Angeles, CA				AMEX id- 81009/nd-82007	(144.17)
3326	12/20/14	(865.92)	Lodging	The Island Hotel		Newport Beach, CA				AMEX id- 81009/nd-82007	(432.96)
3327	12/20/14	(744.708)	Lodging	The Island Hotel		Newport Beach, CA				AMEX id- 81009/nd-82007	(372.10)
3328	01/07/15	(3,318.32)	Lodging	Desert Springs Marri		Palm Desert, CA				AMEX id- 81009/nd-82007	(659.16)
3329	01/07/15	(1,818.32)	Lodging	Desert Springs Marri						AMEX id- 81009/nd-82007	(659.16)
3330	01/17/15	(803.64)	Lodging	Westin Los Angeles		Los Angeles, CA				AMEX id- 81009/nd-82007	(401.82)
3331	01/17/15	(537.60)	Lodging	Four Seasons Hotel		Las Vegas, NV				AMEX id- 81009/nd-82007	(268.80)
3332	01/19/15	(938.56)	Lodging	Four Seasons Hotel		Las Vegas, NV				AMEX id- 81009/nd-82007	(469.28)
3333	02/23/15	(105.94)	Lodging	Four Seasons Hotel		Las Vegas, NV				AMEX id- 81009/nd-82007	(52.97)
3334	01/23/15	(19.04)	Lodging	Four Seasons Hotel		Las Vegas, NV				AMEX id- 81009/nd-82007	(9.52)
3335	01/24/15	(781.76)	Lodging	Four Seasons Hotel		Las Vegas, NV				AMEX id- 81009/nd-82007	(390.88)
3336	01/28/15	(512.96)	Lodging	Wynn Las Vegas Hotel		Las Vegas, NV				AMEX id- 81009/nd-82007	(256.48)
3337	01/30/15	(848.96)	Lodging	Four Seasons Hotel		Las Vegas, NV				AMEX id- 81009/nd-82007	(424.48)
3338	02/03/15	512.96	Lodging	Wynn Las Vegas Hotel		Las Vegas, NV		AMEX id- 81009/nd-82007	256.48		
3339	01/04/15	(1,103.40)	Lodging	Surf & Sand Resort		CA				AMEX id- 81009/nd-82007	(551.70)
3340	02/04/15	(1,103.40)	Lodging	Surf & Sand Resort		CA				AMEX id- 81009/nd-82007	(551.70)
3341	02/04/15	(674.96)	Lodging	Four Seasons Hotel		Las Vegas, NV				AMEX id- 81009/nd-82007	(337.48)
3342	02/04/15	(667.36)	Lodging	Wynn Las Vegas Hotel		Las Vegas, NV				AMEX id- 81009/nd-82007	(333.68)
3343	02/04/15	(499.14)	Lodging	Wynn Las Vegas Hotel		Las Vegas, NV				AMEX id- 81009/nd-82007	(249.57)
3344	02/05/15	(2,773.04)	Lodging	Four Seasons Hotel		Las Vegas, NV				AMEX id- 81009/nd-82007	(1,386.02)

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TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3343	01/09/15	(54.06)	Lodging	Four Seasons Hotel		Las Vegas, NV				AMEX ID-81009/HO-82007	(27.03)
3348	02/06/15	(247.10)	Lodging	Four Seasons Hotel		West Lake Village, CA				AMEX ID-81009/HO-82007	(123.55)
3367	02/07/15	924.96	Lodging	Four Seasons Hotel		Las Vegas, NV		AMEX ID-81009/HO-82007	312.48		
3348	02/11/15	1,108.40	Lodging	Surf & Sand Resort		CA		AMEX ID-81009/HO-82007	551.70		
3349	02/11/15	1,115.40	Lodging	Surf & Sand Resort		CA		AMEX ID-81009/HO-82007	557.70		
3350	02/21/15	(2,626.80)	Lodging	Mondrian Hotel		Hollywood, CA	Arrive: 2/21/15 Depart: 3/23/15			AMEX ID-81009/HO-82007	(1,314.40)
3351	02/23/15	(7.56)	Lodging	Mondrian Hotel		Hollywood, CA	Arrive: 2/23/15 Depart: 2/23/15			AMEX ID-81009/HO-82007	(6.78)
3352	02/24/15	(584.94)	Lodging	Cosmopolitan		Las Vegas, NV	Arrive: 2/24/15 Depart: 2/24/15			AMEX ID-81009/HO-82007	(294.47)
3353	02/25/15	(30.10)	Lodging	Four Seasons Hotel		Las Vegas, NV				AMEX ID-81009/HO-82007	(5.05)
3354	03/03/15	(546.88)	Lodging	Hotel Bal-Air Food		Los Angeles, CA				BoFA 6446	(224.32)
3355	03/13/15	(1,336.36)	Lodging	SoHo Hotel		Los Angeles, CA				Visa #5185	(668.18)
3356	03/15/15	(623.22)	Lodging	SoHo Hotel		Los Angeles, CA	Arrive: 3/15/15 Depart: 3/15/15			AMEX ID-81009/HO-82007	(311.61)
3357	03/20/15	(575.40)	Lodging	SoHo Hotel		Los Angeles, CA				AMEX ID-81009/HO-82007	(287.70)
3358	03/23/15	(2,449.06)	Lodging	SoHo Hotel		Los Angeles, CA	Arrive: 3/20/15 Depart: 3/23/15			AMEX ID-81009/HO-82007	(1,224.53)
3359	03/28/15	(1,051.80)	Lodging	PLM Hotel		Los Angeles, CA	Arrive: 3/23/15 Depart: 3/30/15			Visa #5185	(525.70)
3360	03/30/15	(1,076.64)	Lodging	Hyatt Hotels		Los Angeles, CA				AMEX ID-81009/HO-82007	(538.32)
3361	03/30/15	(54.00)	Lodging	The Ritz Carlton		Marina Del Rey, CA				AMEX ID-81009/HO-82007	(27.00)
3362	04/02/15	(686.62)	Lodging	Hyatt Hotel Regency		Los Angeles, CA				BoFA 6446	(343.31)
3363	04/04/15	(1,051.40)	Lodging	PLM Hotel		Los Angeles, CA				Visa #5185	(525.70)
3364	04/04/15	(241.48)	Lodging	Hotel Bal-Air		Los Angeles, CA				AMEX ID-81009/HO-82007	(120.74)
3365	04/05/15	(448.24)	Lodging	Hyatt Hotels		Los Angeles, CA	Arrive: 4/3/15 Depart: 4/5/15			AMEX ID-81009/HO-82007	(424.12)
3366	04/05/15	(180.00)	Lodging	Hyatt Hotels		Los Angeles, CA	Arrive: 4/3/15 Depart: 4/5/15			AMEX ID-81009/HO-82007	(90.00)
3367	04/07/15	(100.70)	Lodging	PLM Hotel		Los Angeles, CA				Visa #5185	(104.55)
3368	04/11/15	(984.44)	Lodging	Farmer's Daughter Hotel		Los Angeles, CA				AMEX ID-81009/HO-82007	(492.22)
3369	04/18/15	(1,839.98)	Lodging	El Encanto		San Bernardino, CA	Arrive: 4/18/15 Depart: 4/17/15			AMEX ID-81009/HO-82007	(919.99)
3370	04/19/15	(1,106.84)	Lodging	Best Western		Hollywood, CA				AMEX ID-81009/HO-82007	(553.42)
3371	04/25/15	(159.18)	Lodging	Hilton Circle		Beverly Hills, CA				AMEX ID-81009/HO-82007	(79.59)
3372	04/26/15	(612.54)	Lodging	PLM Hotel		Los Angeles, CA	Arrive: 4/25/15 Depart: 4/26/15			Visa #5185	(306.27)
3373	04/26/15	(40.98)	Lodging	Hyatt Hotels		Los Angeles, CA				AMEX ID-81009/HO-82007	(20.49)
3374	05/05/15	(1,227.20)	Lodging	Hyatt Hotels		Los Angeles, CA	Arrive: 5/3/15 Depart: 5/3/15			AMEX ID-81009/HO-82007	(613.60)
3375	05/04/15	(723.22)	Lodging	PLM Hotel		Los Angeles, CA				AMEX ID-81009/HO-82007	(361.61)
3376	05/09/15	(519.70)	Lodging	West Lake Village Inn		West Lake Village, CA				Visa #5185	(259.85)
3377	05/10/15	(37.40)	Lodging	Courtyard		Sherman Oaks, CA	Arrive: 5/9/15 Depart: 5/10/15			AMEX ID-81009/HO-82007	(18.70)
3378	05/10/15	(367.30)	Lodging	Hotels.com		NV				Visa #5185	(183.65)
3379	05/18/15	(235.20)	Lodging	Vdara - Front Desk		Las Vegas, NV	Arrive: 5/20/15 Depart: 5/21/15			AMEX ID-81009/HO-82007	(117.60)
3380	05/19/15	(391.30)	Lodging	Westin		Los Angeles, CA	Arrive: 5/18 depart: 5/19			AMEX ID-81009/HO-82007	(195.65)
3381	05/21/15	310.36	Lodging	Vdara - Front Desk		Las Vegas, NV	Arrive: 5/20/15 Depart: 5/21/15	AMEX ID-81009/HO-82007	155.08		
3382	05/21/15	(74.96)	Lodging	Vdara - Front Desk		Las Vegas, NV	Arrive: 5/20/15 Depart: 5/21/15			AMEX ID-81009/HO-82007	(37.48)
3383	05/22/15	(61.76)	Lodging	The Beverly Hills Ho		Beverly Hills, CA				AMEX ID-81009/HO-82007	(40.88)
3384	05/23/15	(202.40)	Lodging	Beverly Wilshire Hot		Beverly Hills, CA				AMEX ID-81009/HO-82007	(101.20)
3385	05/28/15	(932.80)	Lodging	The Ritz Carlton		Marina Del Rey, CA	Arrive: 5/25 depart: 5/26			AMEX ID-81009/HO-82007	(466.40)

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TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 5, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3388	05/12/15	(447.84)	Lodging	PLM Online Hotel						VMA 55185	(231.83)
3387	05/12/15	(422.84)	Lodging	Hyatt Hotels		Los Angeles, CA	Arrive: 5/30 Depart: 5/31			AMEX 40-81009/40-812007	(311.42)
3388	06/04/15	(268.54)	Lodging	Four Seasons Hotel		Lake Village, CA				AMEX 40-81009/40-812007	(134.27)
3389	06/06/15	(156.96)	Lodging	The Beverly Hilton		Beverly Hills, CA				AMEX 40-81009/40-812007	(78.48)
3390	06/06/15	(239.38)	Lodging	The Beverly Hilton		Beverly Hills, CA				AMEX 5-723003	(115.89)
3391	06/08/15	(212.96)	Lodging	The Ritz Carlton		Marina Del Rey, CA				AMEX 40-81009/40-812007	(106.48)
3391	06/08/15	(109.92)	Lodging	The Ritz Carlton		Marina Del Rey, CA				AMEX 5-723003	(54.96)
3393	06/14/15	(220.50)	Lodging	Vdara - Front Desk		Las Vegas, NV	A: 6/14 O: 6/15			AMEX 40-81009/40-812007	(110.25)
3394	06/19/15	(216.94)	Lodging	Four Seasons Hotel		Lake Village, CA				AMEX 40-81009/40-812007	(108.47)
3395	06/21/15	(322.24)	Lodging	The Beverly Hilton		Beverly Hills, CA				AMEX 40-81009/40-812007	(166.12)
3396	06/28/15	(1,662.49)	Lodging	Survey Hotel		New York, NY	Arrival: 6/27 Depart: 6/28			AMEX 5-723003	(830.74)
3397	06/29/15	(798.26)	Lodging	Onyx Mt		Hanover, NY	A: 6/28 O: 6/29			AMEX 40-81009/40-812007	(399.13)
3398	07/03/15	(1,094.00)	Lodging	Four Seasons Limous		NI				AMEX 40-81009/40-812007	(547.00)
3399	07/09/15	(855.12)	Lodging	Bacara Resort & Spa		Santa Barbara, CA	A: 7/8 D: 7/9			AMEX 40-81009/40-812007	(427.56)
3400	07/10/15	(183.20)	Lodging	Bacara Resort & Spa		Santa Barbara, CA	Arrival: 7/8 Depart: 7/10			AMEX 5-723003	(91.60)
3401	07/15/15	(566.34)	Lodging	Hilton Circa		Beverly Hills, CA				AMEX 40-81009/40-812007	(283.07)
3402	07/16/15	(152.00)	Lodging	Hyatt Hotels		Los Angeles, CA				AMEX 40-81009/40-812007	(76.00)
3403	07/17/15	(221.76)	Lodging	Vdara Front Desk		Las Vegas, NV	Arrive: 7/29 Depart: 7/31			AMEX 40-81009/40-812007	(110.88)
3404	08/16/15	(2,259.96)	Lodging	Fairmont Sonoma		Sonoma, CA	Arrival: 8/20 Depart: 8/22			AMEX 40-81009/40-812007	(1,129.98)
3405	08/23/15	(134.34)	Lodging	The San Franciscan		Torrance, CA				AMEX 40-81009/40-812007	(67.17)
3406	08/23/15	(927.92)	Lodging	Fairmont Sonoma		Sonoma, CA				AMEX 40-81009/40-812007	(296.46)
3407	08/28/15	(949.52)	Lodging	Surf and Sand		CA	Arrive: 8/28 Depart: 9/3			AMEX 40-81009/40-812007	(494.76)
3408	09/01/15	(353.60)	Lodging	The Loft		Laguna Beach, CA	Arrive: 8/31 Depart: 9/1			AMEX 40-81009/40-812007	(175.80)
3409	09/02/15	(1,454.46)	Lodging	Surf and Sand		CA	Arrival: 8/31 Depart: 9/2			AMEX 5-723003	(727.23)
3410	09/05/15	(694.00)	Lodging	The Loft		Laguna Beach, CA	Arrive: 9/5 Depart: 9/5			AMEX 40-81009/40-812007	(347.00)
3411	09/06/15	(10.80)	Lodging	The Island Hotel		Newport Beach, CA	Arrival: 9/4 Depart: 9/5			AMEX 5-723003	(5.40)
3412	09/06/15	(927.98)	Lodging	The Island Hotel		Newport Beach, CA	Arrival: 9/4 Depart: 9/5			AMEX 5-723003	(213.99)
3413	09/07/15	(10.80)	Lodging	The Island Hotel		Newport Beach, CA	Arrival: 9/4 Depart: 9/7			AMEX 5-723003	(5.40)
3414	09/07/15	(2,738.10)	Lodging	The Island Hotel		Newport Beach, CA	Arrival: 9/4 Depart: 9/7			AMEX 5-723003	(1,369.05)
3415	09/07/15	(1,580.44)	Lodging	The Island Hotel		Newport Beach, CA	Arrival: 9/4 Depart: 9/7			AMEX 5-723003	(790.22)
3416	09/07/15	(4,250.32)	Lodging	The Island Hotel		Newport Beach, CA	Arrival: 9/4 Depart: 9/7			AMEX 5-723003	(2,125.16)
3417	09/08/15	(423.36)	Lodging	Four Seasons		Las Vegas, NV	Arrive: 9/7 Depart: 9/8			AMEX 40-81009/40-812007	(211.68)
3418	09/17/15		Lodging	Four Seasons		Los Angeles, CA				AMEX 40-81009/40-812007	(106.15)
3419	09/17/15		Lodging	Bacara Resort & Spa		Santa Barbara, CA	9/16-9/17			AMEX 40-81009/40-812007	(571.86)
3420	09/18/15		Lodging	Four Seasons		Los Angeles, CA				AMEX 40-81009/40-812007	(18.00)
3421	09/12/15		Lodging	Gen Valley Adj Room		Henderson, NV	9/27-12/15/99			AMEX 40-81009/40-812007	(395.50)
3422	09/14/15		Lodging	Gen Valley Adj Room		Henderson, NV				AMEX 40-81009/40-812007	(395.50)
3423	09/19/15	(719.50)	Lodging	Four Seasons		Beverly Hills, CA				AMEX 40-81009/40-812007	(359.75)
3424	10/06/15		Lodging	The Ritz Carlton		Marina Del Rey, CA	10/5-10/6			AMEX 40-81009/40-812007	(612.51)

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TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT B, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unreconciled Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3425	10/06/15		Lodging	Bacara Resort & Spa		Santa Barbara, CA				AMEX 10-83005	(142.33)
3426	10/09/15		Lodging	Bacara Resort & Spa		Santa Barbara, CA	10/8/15-10/9/15			AMEX 10-83005	(129.68)
3427	10/09/15		Lodging	Gro Valley Adv Room		Henderson, NV	10/9/15-12/31/99			AMEX 10-83005	(161.60)
3428	10/11/15		Lodging	Island Hotel		Newport Beach, CA	10/10-10/11			AMEX 10-83005	(423.38)
3429	10/11/15		Lodging	Island Hotel		Newport Beach, CA	10/10-10/11			AMEX 10-83005	(638.27)
3430	10/11/15		Lodging	Island Hotel		Newport Beach, CA	10/10-10/11			AMEX 10-83005	(695.07)
3431	10/12/15		Lodging	The Ritz Carlton		Marina Del Rey, CA				AMEX 10-83005	(181.06)
3432	10/13/15		Lodging	Four Seasons		Denver, CO				AMEX 10-83005	(55.52)
3433	10/14/15		Lodging	Four Seasons Hotel		Denver, CO	10/13-10/14			AMEX 10-83005	(114.75)
3434	10/17/15		Lodging	Four Seasons Hotel		Las Vegas, NV	10/16-10/17			AMEX 10-83005	(400.64)
3435	10/21/15		Lodging	Island Hotel		Newport Beach, CA	10/10-10/11			AMEX 10-83005	(178.20)
3436	10/22/15		Lodging	St. Regis		San Francisco, CA	10/21-10/22			AMEX 10-83005	(247.69)
3437	10/24/15		Lodging	Gro Valley Hotel		Las Vegas, NV	10/21-10/24			AMEX 10-83005	(24.86)
3438	10/24/15		Lodging	Gro Valley Hotel		Las Vegas, NV	10/21-10/24			AMEX 10-83005	(664.38)
3439	10/24/15		Lodging	PLM On Line Hotel		Las Vegas, NV	10/21-10/24			AMEX 10-83005	(150.82)
3440	11/05/15		Lodging	Westin Highland		Scottsdale, AZ	11/5-11/5			AMEX 10-83005	(554.90)
3441	11/05/15		Lodging	Westin Highland		Scottsdale, AZ	11/5-11/5			AMEX 10-83005	(5.22)
3442	11/10/15		Lodging	SoFi Hotel New York		New York, NY	11/10-11/10			AMEX 10-83005	(2,401.45)
3443	11/10/15		Lodging	SoFi Hotel New York		New York, NY	11/10-11/10			AMEX 10-83005	(2,401.45)
3444	11/11/15		Lodging	SoFi Hotel New York		New York, NY	11/11-11/11	AMEX 10-83005	2,401.45		
3445	11/13/15		Lodging	Four Seasons Hotel		Las Vegas, NV		AMEX 10-83005	211.68		
3446	11/16/15		Lodging	EAU Palm Beach Resort		Lantana, FL	11/13-11/15			AMEX 5-723003	(704.95)
3447	11/23/15		Lodging	Bacara Resort & Spa		Santa Barbara, CA	11/23-11/25			AMEX 10-83005	(455.84)
3448	11/25/15		Lodging	Bacara Resort & Spa		Santa Barbara, CA	11/24-11/25			AMEX 10-83005	(548.70)
3449	12/01/15		Lodging	Gro Valley Adv Room		Henderson, NV	12/6-12/31/99			AMEX 10-83005	(516.40)
3450	12/07/15		Lodging	Bacara Resort & Spa		Santa Barbara, CA				AMEX 10-83005	(399.77)
3451	12/08/15		Lodging	Bacara Resort & Spa		Santa Barbara, CA				AMEX 10-83005	(292.03)
3452	12/09/15		Lodging	Westin Snowmass		Snow Mass Village, CO	12/9-12/9			AMEX 10-83005	(811.03)
3453	12/09/15		Lodging	Westin Snowmass		Snow Mass Village, CO	12/9-12/9			AMEX 10-83005	(678.72)
3454	12/09/15		Lodging	Westin Snowmass		Snow Mass Village, CO	12/9-12/9			AMEX 10-83005	(678.72)
3455	12/09/15		Lodging	Westin Snowmass		Snow Mass Village, CO	12/9-12/9			AMEX 10-83005	(2,636.14)
3456	12/09/15		Lodging	Westin Snowmass		Snow Mass Village, CO	12/9-12/9			AMEX 10-83005	(2,636.14)
3457	12/09/15		Lodging	Westin Snowmass		Snow Mass Village, CO	12/9-12/9			AMEX 10-83005	(2,433.10)
3458	12/12/15		Lodging	Bacara Resort & Spa		Santa Barbara, CA				BoFA 6446	(61.00)
3459	02/18/09	(8,200.00)	Maridale Corporation	Maridale	373		1st 1000 deposit			BoFA 6446	(3,300.00)
3460	04/01/09	(4,200.00)	Maridale Corporation	Maridale	378		April Rent - April 23			BoFA 6446	(2,200.00)
3461	05/06/09	(4,200.00)	Maridale Corporation	Maridale	385					BoFA 6446	(2,200.00)
3462	03/01/08	(136.74)	Meals and entertainment	Asia De Cuba		Hollywood, CA				AMEX 5-723003	(68.37)
3463	03/06/08	(41.78)	Meals and entertainment	Lugh Restaurant		Hawthorne, CA				BoFA 6446	(20.85)
3464	03/08/08	(81.32)	Meals and entertainment	Kristen Kafe		Santa Monica, CA				AMEX 5-723003	(40.56)
3465	03/25/08	(221.22)	Meals and entertainment	Anchor Pier 4		Boston, MA				BoFA 6446	(110.61)
3466	04/06/08	(179.91)	Meals and entertainment	Oniro Cafe		Brentwood, CA				AMEX 5-723003	(89.99)
3467	04/20/08	(332.46)	Meals and entertainment	Coria Restaurant		Las Vegas, NV				AMEX 5-723003	(166.23)
3468	04/27/08	(488.58)	Meals and entertainment	Divina Cafe		Brentwood, CA				AMEX 5-723003	(233.28)
3469	04/28/08	(117.30)	Meals and entertainment	Le Plaza		Los Angeles, CA				AMEX 5-723003	(58.61)
3470	05/03/08	(414.80)	Meals and entertainment	The Varnett Showroom		NY				AMEX 10-83005	(207.40)
3471	06/11/08	(133.54)	Meals and entertainment	Asia De Cuba		Los Angeles, CA				BoFA 6446	(136.79)
3472	01/11/08	(576.78)	Meals and entertainment	Emilia's N Fish		Las Vegas, NV				AMEX 5-723003	(287.15)
3473	05/14/08	(167.94)	Meals and entertainment	Lombardi's Bolognese		Las Vegas, NV				AMEX 5-723003	(85.97)
3474	06/14/08	(328.85)	Meals and entertainment	MGM Grand Wolf		Las Vegas, NV				AMEX 5-723003	(164.93)
3475	05/15/08	(224.04)	Meals and entertainment	MGM Grand Buffet		Las Vegas, NV				AMEX 5-723003	(112.02)

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TRANSACTIONS THAT COMPRSE THE "ADJUSTED" COLUMN OR EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS) (HIGHLIGHTED IN ORANGE)

Ref	Date	Unsettled Amounts	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Amount	Amount	Amount	Amount
3476	01/21/08	(152.18)	Meals and entertainment	Campagna Trattoria		Los Angeles, CA				BoFA 6446	(76.08)
3477	05/22/08	(27.54)	Meals and entertainment	MaPise Restaurant		Hawthorne, CA				BoFA 6446	(13.77)
3478	05/27/08	(261.44)	Meals and entertainment	Chomun Galban Restaura		Los Angeles, CA				BoFA 6446	(80.72)
3479	06/02/08	(0.40)	Meals and entertainment	China Joes						BoFA 6446	(0.20)
3480	06/09/08	(85.78)	Meals and entertainment	Cala Foods		San Francisco, CA				BoFA 6446	(42.89)
3481	06/09/08	(221.50)	Meals and entertainment	P&G Lounge		San Francisco, CA				BoFA 6446	(110.95)
3482	06/09/08	(248.20)	Meals and entertainment	Great Eastern Restauran		San Francisco, CA				BoFA 6446	(124.10)
3483	06/09/08	(175.60)	Meals and entertainment	Chios Seafood Restaur		San Francisco, CA				BoFA 6446	(88.30)
3484	06/06/08	(32.70)	Meals and entertainment	The Signature Front		Las Vegas, NV				AMEX 5-723003	(16.35)
3485	06/14/08	(70.00)	Meals and entertainment	Randon Dunes Resort - Golf Course		Bandon, DR				AMEX 5-723003	(35.00)
3486	06/15/08	(1,717.00)	Meals and entertainment	Randon Dunes Resort		Bandon, DR	Arrival: 6/13/2008 Departure: 6/15/2008			AMEX 5-723003	(858.50)
3487	06/16/08	(244.24)	Meals and entertainment	Divino Cafe Restaurant		Brentwood, CA				BoFA 6446	(122.12)
3488	06/24/08	(62.16)	Meals and entertainment	Lugi's Restaurant		Hawthorne, CA				AMEX 5-723003	(31.09)
3489	06/27/08	(43.02)	Meals and entertainment	Bay Cities Italian Deli		Santa Monica, CA				BoFA 6446	(21.51)
3490	07/02/08	(261.32)	Meals and entertainment	Divino Cafe Restaurant		Brentwood, CA				BoFA 6446	(130.76)
3491	07/07/08	(148.32)	Meals and entertainment	Moonshadows		Malibu, CA				BoFA 6446	(74.16)
3492	07/07/08	(159.32)	Meals and entertainment	Torifuku		Los Angeles, CA				BoFA 6446	(79.66)
3493	07/10/08	(135.84)	Meals and entertainment	Sushi Miso		Los Angeles, CA				BoFA 6446	(67.92)
3494	07/15/08	(96.30)	Meals and entertainment	Shore Peking II		Boca Raton, FL				BoFA 6446	(48.15)
3495	07/21/08	(88.48)	Meals and entertainment	Clafouts		West Hollywood, CA				BoFA 6446	(44.24)
3496	07/24/08	(173.69)	Meals and entertainment	Royal Thai Cuisine		Laguna Beach, CA				BoFA 6446	(86.85)
3497	07/27/08	(205.84)	Meals and entertainment	Divino Cafe		Brentwood, CA				AMEX 5-723003	(102.92)
3498	07/28/08	(194.54)	Meals and entertainment	Torifuku		Los Angeles, CA				BoFA 6446	(97.27)
3499	07/28/08	(19.60)	Meals and entertainment	Starbucks USA		Los Angeles, CA				BoFA 6446	(9.80)
3500	08/08/08	(146.90)	Meals and entertainment	Torifuku		Los Angeles, CA				BoFA 6446	(73.45)
3501	08/13/08	(138.88)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA				BoFA 6446	(69.44)
3502	08/20/08	(241.80)	Meals and entertainment	Campagna Trattoria		Los Angeles, CA				BoFA 6446	(120.90)
3503	08/21/08	(310.46)	Meals and entertainment	Torifuku		Los Angeles, CA				BoFA 6446	(155.23)
3504	08/21/08	(140.88)	Meals and entertainment	The Grill On Hollywood		Los Angeles, CA				BoFA 6446	(70.44)
3505	08/22/08	(204.18)	Meals and entertainment	Pontero Canyon Buffet		Cabazon, CA				BoFA 6446	(102.09)
3506	08/22/08	(121.34)	Meals and entertainment	Ibop		Banning, CA				BoFA 6446	(60.67)
3507	08/23/08	(135.24)	Meals and entertainment	Serrano		Cabazon, CA				BoFA 6446	(67.62)
3508	08/21/08	(137.66)	Meals and entertainment	Cravings Restaurant		Hollywood, CA				BoFA 6446	(68.83)
3509	08/21/08	(82.34)	Meals and entertainment	Anner Restaurant		Los Angeles, CA				BoFA 6446	(41.17)
3510	08/21/08	(182.04)	Meals and entertainment	Torifuku		Los Angeles, CA				BoFA 6446	(91.04)
3511	09/08/08	(483.26)	Meals and entertainment	The Blue Coyote Cafe		Arnold, CA				BoFA 6446	(241.63)
3512	09/08/08	(151.64)	Meals and entertainment	Westin Las FB		Los Angeles, CA				BoFA 6446	(75.82)
3513	09/08/08	(274.00)	Meals and entertainment	Quattro Caffe		Costa Mesa, CA				Chase x5999	(137.00)
3514	09/10/08	(219.70)	Meals and entertainment	Royal Thai Cuisine		Laguna Beach, CA				BoFA 6446	(109.85)
3515	09/12/08	(275.30)	Meals and entertainment	Anahana Cafe		Laguna Beach, CA				BoFA 6446	(137.65)
3516	09/16/08	(939.30)	Meals and entertainment	Ticketmaster West		Los Angeles, CA				AMEX 48-89008/10-88000	(469.65)
3517	09/19/08	(188.42)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA				BoFA 6446	(94.21)
3518	09/16/08	(239.98)	Meals and entertainment	MGM/Studio City		Las Vegas, NV				AMEX 5-723003	(119.99)
3519	09/18/08	(530.58)	Meals and entertainment	Wendley Bay Noole		Las Vegas, NV	Arrival: 9/17/2008 Departure: 9/18/2008			AMEX 5-723003	(265.29)
3520	09/22/08	(161.82)	Meals and entertainment	Arbit Deli		Hollywood, CA				Chase x5999	(80.91)
3521	09/23/08	(164.06)	Meals and entertainment	The Ultimate Nut Co		Los Angeles, CA				Chase x5999	(82.03)
3522	09/26/08	(192.88)	Meals and entertainment	Torifuku		Los Angeles, CA				BoFA 6446	(96.44)
3523	10/05/08	(122.00)	Meals and entertainment	Clafouts		Hollywood, CA				Chase x5999	(61.00)
3524	10/10/08	(255.64)	Meals and entertainment	Royal Thai Cuisine		Laguna Beach, CA				BoFA 6446	(127.82)
3525	10/10/08	(152.08)	Meals and entertainment	Sundried Tomato Cafe		Laguna Beach, CA				BoFA 6446	(76.04)
3526	10/14/08	(239.70)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA				BoFA 6446	(119.85)
3527	10/14/08	(159.20)	Meals and entertainment	Royal Thai Cuisine		Laguna Beach, CA				BoFA 6446	(79.60)
3528	10/17/08	(15.90)	Meals and entertainment	Pinkberry		Los Angeles, CA				Chase x5999	(7.95)
3529	10/24/08	(358.88)	Meals and entertainment	Mountain Dunes Golf		La Quinta, CA				BoFA 6446	(179.44)
3530	10/24/08	(45.26)	Meals and entertainment	Mini Bar		Rancho Mirage, CA				AMEX 5-723003	(22.63)
3531	10/27/08	(200.34)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA				BoFA 6446	(100.17)
3532	10/27/08	(120.48)	Meals and entertainment	Pieros Acque Pazzo		Rancho Mirage, CA				BoFA 6446	(60.24)
3533	10/31/08	(157.34)	Meals and entertainment	Torifuku		Los Angeles, CA				BoFA 6446	(78.67)
3534	11/05/08	(10.10)	Meals and entertainment	Tel Aviv		Los Angeles, CA				BoFA 6446	(5.05)
3535	11/10/08	(83.48)	Meals and entertainment	Westin Las FB		Los Angeles, CA				BoFA 6446	(41.74)
3536	11/10/08	(132.04)	Meals and entertainment	Twister Point Cafe		Las Vegas, NV				AMEX 5-723003	(66.02)
3537	11/13/08	(102.40)	Meals and entertainment	Rock Sugar		Los Angeles, CA				BoFA 6446	(51.20)
3538	11/13/08	(45.84)	Meals and entertainment	Lugi's Restaurant		Hawthorne, CA				BoFA 6446	(22.92)
3539	11/28/08	(102.90)	Meals and entertainment	Jackie Restaurant		Los Angeles, CA				BoFA 6446	(51.45)
3540	12/04/08	(224.44)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA				BoFA 6446	(112.22)
3541	12/01/08	(13.80)	Meals and entertainment	Pinkberry		Los Angeles, CA				Chase x5999	(6.90)

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TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE [ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE]]

Ref	Date	Unsettled Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3542	12/02/08	(152.90)	Meals and entertainment	Torifuku		Los Angeles, CA				BoFA 6446	(76.45)
3543	12/08/08	(112.00)	Meals and entertainment	AMF Bay Shore Lane		Santa Monica, CA				BoFA 6446	(56.00)
3544	12/08/08	(161.00)	Meals and entertainment	Clafoutis		West Hollywood, CA				BoFA 6446	(80.50)
3545	12/09/08	(61.96)	Meals and entertainment	Century City Bread		Los Angeles, CA				BoFA 6446	(30.96)
3546	12/09/08	(50.54)	Meals and entertainment	Blueberry Hill Restaurant		Henderson NV				BoFA 6446	(25.29)
3547	12/17/08	(159.44)	Meals and entertainment	Chouan Galbee Rest		Los Angeles, CA				BoFA 6446	(79.72)
3548	12/18/08	(140.00)	Meals and entertainment	Grove Holiday Events		Los Angeles, CA				BoFA 6446	(70.00)
3549	12/18/08	(166.86)	Meals and entertainment	Torifuku		Los Angeles, CA				BoFA 6446	(83.48)
3550	12/18/08	(65.84)	Meals and entertainment	The Farm of Beverly Hill		Los Angeles, CA				BoFA 6446	(32.92)
3551	12/19/08	(181.88)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA				BoFA 6446	(170.94)
3552	12/12/08	(80.00)	Meals and entertainment	Grove Holiday Events		Los Angeles, CA				BoFA 6446	(40.00)
3553	12/16/08	(129.02)	Meals and entertainment	Mirage Diner		Brooklyn NY				BoFA 6446	(64.51)
3554	12/19/08	(142.32)	Meals and entertainment	Rock Sugar		Los Angeles, CA				BoFA 6446	(71.16)
3555	12/19/08	(127.50)	Meals and entertainment	Crawling Restaurant		Los Angeles, CA				BoFA 6446	(63.75)
3556	01/02/09	(150.00)	Meals and entertainment	The Fun Factory		Santa Cruz, CA				AMEX 58-89008/18-88000	(75.00)
3557	01/02/09	(68.00)	Meals and entertainment	AMC Century		Los Angeles, CA				BoFA 6446	(34.00)
3558	01/02/09	(102.74)	Meals and entertainment	Houston						BoFA 6446	(51.38)
3559	01/05/09	(118.42)	Meals and entertainment	Rock Sugar		Los Angeles, CA				BoFA 6446	(59.21)
3560	01/05/09	(84.66)	Meals and entertainment	Clafoutis		West Hollywood, CA				BoFA 6446	(42.33)
3561	01/09/09	(178.80)	Meals and entertainment	Torifuku		Los Angeles, CA				BoFA 6446	(89.40)
3562	01/11/09	(113.00)	Meals and entertainment	Asia De Cuba at Mond		West Hollywood, CA				AMEX 58-89008/18-88000	(56.50)
3563	01/13/09	(145.48)	Meals and entertainment	Rock Sugar		Los Angeles, CA				BoFA 6446	(72.74)
3564	01/18/09	(207.80)	Meals and entertainment	Trevel		Las Vegas, NV				Chase 55999	(103.90)
3565	01/19/09	(124.86)	Meals and entertainment	W's Farmville		Los Angeles, CA				Chase 55999	(62.43)
3566	01/20/09	(870.60)	Meals and entertainment	Ticketmaster West		Los Angeles, CA	Bette Miller			AMEX 58-89008/18-88000	(435.30)
3567	01/24/09	(39.32)	Meals and entertainment	Noahs NY Bagels		Los Angeles, CA				BoFA 6446	(19.66)
3568	01/25/09	(109.24)	Meals and entertainment	Divino Cafe		Los Angeles, CA				AMEX 5-723003	(54.62)
3569	02/03/09	(151.08)	Meals and entertainment	Divino Cafe Restaurant						BoFA 6446	(75.54)
3570	02/03/09	(70.10)	Meals and entertainment	Century City Bread		Los Angeles, CA				Chase 55999	(35.10)
3571	02/04/09	(120.00)	Meals and entertainment	Westside Rentals		Santa Monica, CA				AMEX 5-723003	(60.00)
3572	02/06/09	(284.64)	Meals and entertainment	Torifuku		Los Angeles, CA				BoFA 6446	(142.32)
3573	02/09/09	(22.64)	Meals and entertainment	Telaven		Los Angeles, CA				BoFA 6446	(11.32)
3574	02/10/09	(160.18)	Meals and entertainment	Asia De Cuba		Los Angeles, CA				BoFA 6446	(80.09)
3575	02/11/09	(212.10)	Meals and entertainment	Townhouse		Los Angeles, CA				BoFA 6446	(106.05)
3576	02/17/09	(207.04)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA				BoFA 6446	(103.52)
3577	02/19/09	(48.00)	Meals and entertainment	AMC Century		Los Angeles, CA				BoFA 6446	(24.00)
3578	02/24/09	(166.44)	Meals and entertainment	Arroyo Bakery		Encino, CA				BoFA 6446	(83.22)
3579	02/26/09	(163.44)	Meals and entertainment	Chouan Galbee Rest		Los Angeles, CA				BoFA 6446	(81.72)
3580	03/10/09	(24.00)	Meals and entertainment	Hyatt Hotels						AMEX 58-89008/18-88000	(12.00)
3581	03/11/09	(48.00)	Meals and entertainment	AMC Century		Los Angeles, CA				BoFA 6446	(24.00)
3582	03/11/09	(146.66)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX 58-89008/18-88000	(73.33)
3583	03/11/09	(178.58)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA				BoFA 6446	(89.29)
3584	03/11/09	(137.18)	Meals and entertainment	Marmalade		Los Angeles, CA				BoFA 6446	(68.59)
3585	03/15/09	(186.36)	Meals and entertainment	Divino		Los Angeles, CA				AMEX 58-89008/18-88000	(93.18)
3586	03/17/09	(117.10)	Meals and entertainment	Triunsa		Beverly Hills, CA				AMEX 5-723003	(58.55)
3587	03/22/09	(161.78)	Meals and entertainment	El Pastale		Beverly Hills, CA				AMEX 5-723003	(80.89)
3588	03/26/09	(180.36)	Meals and entertainment	Chouan Galbee Rest		Los Angeles, CA				BoFA 6446	(90.18)
3589	03/27/09	(101.06)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				AMEX 58-89008/18-88000	(50.53)
3590	03/31/09	(252.18)	Meals and entertainment	Townhouse		Los Angeles, CA				BoFA 6446	(126.09)
3591	04/06/09	(160.04)	Meals and entertainment	Jenny's Eatout Deli		Westwood, CA				BoFA 6446	(80.02)
3592	04/07/09	(286.34)	Meals and entertainment	Asia De Cuba		Los Angeles, CA				BoFA 6446	(143.17)
3593	04/08/09	(80.14)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA				BoFA 6446	(40.07)
3594	04/09/09	(217.39)	Meals and entertainment	The Little Door		Los Angeles, CA				BoFA 6446	(108.69)
3595	04/10/09	(248.80)	Meals and entertainment	Chouan Galbee Rest		Los Angeles, CA				BoFA 6446	(124.40)
3596	04/20/09	(212.02)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA				BoFA 6446	(106.01)
3597	04/20/09	(14.16)	Meals and entertainment	Melodirich		Los Angeles, CA				BoFA 6446	(7.08)
3598	04/23/09	(58.40)	Meals and entertainment	Delphi Greek Culi		Los Angeles, CA				BoFA 6446	(29.20)
3599	04/23/09	(262.20)	Meals and entertainment	Jamies		Manhattan Beach, CA				AMEX 5-723003	(131.10)
3600	04/23/09	(58.54)	Meals and entertainment	Pour Le France B		Denver CO				BoFA 6446	(29.27)

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TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unsettled Amount	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3601	05/02/09	(252.54)	Meals and entertainment	Divino Cafe		Los Angeles, CA		-		AMEX 5-723003	(128.32)
3602	05/06/09	(168.05)	Meals and entertainment	Tart Restaurant		Los Angeles, CA		-		BoFA 6446	(84.03)
3603	05/20/09	(463.12)	Meals and entertainment	Asia De Cuba		Hollywood, CA		-		AMEX 5-723003	(230.56)
3604	05/27/09	(224.80)	Meals and entertainment	California Wok		Los Angeles, CA		-		BoFA 6446	(112.40)
3605	06/13/09	(1,410.00)	Meals and entertainment	Pelican Hill Golf		Irvine, CA		-		BoFA 6446	(705.00)
3606	06/13/09	(147.58)	Meals and entertainment	Tart Restaurant		Los Angeles, CA		-		BoFA 6446	(73.78)
3607	06/20/09	(181.86)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA		-		BoFA 6446	(90.93)
3608	06/26/09	(212.70)	Meals and entertainment	Tart Restaurant		Los Angeles, CA		-		BoFA 6446	(106.35)
3609	06/26/09	(81.04)	Meals and entertainment	Tart Restaurant		Los Angeles, CA		-		BoFA 6446	(41.52)
3610	06/29/09	(78.12)	Meals and entertainment	Marmalade		Los Angeles, CA		-		BoFA 6446	(38.06)
3611	06/30/09	(52.00)	Meals and entertainment	The Grove Theatre		Los Angeles, CA		-		BoFA 6446	(26.00)
3612	06/30/09	(378.24)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA		-		BoFA 6446	(189.12)
3613	06/09/09	(124.45)	Meals and entertainment	Ulysses Voyage Rest		Los Angeles, CA		-		BoFA 6446	(62.23)
3614	06/11/09	(83.00)	Meals and entertainment	Asteria de Cafe		Laguna Beach, CA		-		Chase 15999	(41.50)
3615	06/15/09	(45.82)	Meals and entertainment	Marmalade		Los Angeles, CA		-		BoFA 6446	(22.91)
3616	06/16/09	(427.38)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA		-		BoFA 6446	(208.69)
3617	06/16/09	(233.28)	Meals and entertainment	Chin Chin Restaurants		Beverly Hills, CA		-		Chase 15999	(115.64)
3618	06/17/09	(174.70)	Meals and entertainment	Onion Garlic Restaurant		Los Angeles, CA		-		AMEX 5-723003	(87.35)
3619	06/23/09	(215.16)	Meals and entertainment	Elu Ember		Rancho Mirage CA		-		BoFA 6446	(107.57)
3620	06/23/09	(123.48)	Meals and entertainment	Shop		Redlands CA		-		BoFA 6446	(55.42)
3621	06/23/09	(102.34)	Meals and entertainment	Elephant Bar		West Covina, CA		-		BoFA 6446	(51.07)
3622	06/19/09	(278.88)	Meals and entertainment	Rock Sugar		Los Angeles, CA		-		BoFA 6446	(139.44)
3623	06/30/09	(228.94)	Meals and entertainment	Marmalade		Los Angeles, CA		-		BoFA 6446	(114.48)
3624	07/01/09	(149.20)	Meals and entertainment	Tart Restaurant		Los Angeles, CA		-		BoFA 6446	(74.60)
3625	07/04/09	(542.22)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA		-		AMEX 5-723003	(271.11)
3626	07/06/09	(151.50)	Meals and entertainment	Il Pastale		Beverly Hills, CA		-		Chase 15999	(65.75)
3627	07/07/09	(467.04)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA		-		BoFA 6446	(233.52)
3628	07/13/09	(279.42)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA		-		BoFA 6446	(139.71)
3629	07/14/09	(320.90)	Meals and entertainment	La Piazza		Los Angeles, CA		-		BoFA 6446	(160.45)
3630	07/20/09	(263.12)	Meals and entertainment	La Piazza		Los Angeles, CA		-		BoFA 6446	(131.56)
3631	07/20/09	(142.36)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA		-		BoFA 6446	(71.08)
3632	07/23/09	(286.50)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA		-		BoFA 6446	(143.25)
3633	07/23/09	(327.12)	Meals and entertainment	Il Pastale		Los Angeles, CA		-		Chase 15999	(63.56)
3634	07/23/09	(197.80)	Meals and entertainment	Cafe Sushi		Los Angeles, CA		-		BoFA 6446	(98.90)
3635	07/28/09	(522.40)	Meals and entertainment	La Piazza		Los Angeles, CA		-		BoFA 6446	(261.20)
3636	08/03/09	(27.84)	Meals and entertainment	Maxims Restaurant & Ca		Newport, CA		-		BoFA 6446	(13.92)
3637	08/10/09	(158.10)	Meals and entertainment	Tart Restaurant		Los Angeles, CA		-		BoFA 6446	(79.05)
3638	08/10/09	(156.27)	Meals and entertainment	BOA Sunset		Hollywood, CA		-		Chase 15999	(78.13)
3639	08/17/09	(281.90)	Meals and entertainment	La Piazza		Los Angeles, CA		-		BoFA 6446	(140.95)
3640	08/14/09	(190.80)	Meals and entertainment	Maxims Restaurant & Ca		Newport, CA		-		BoFA 6446	(95.40)
3641	08/17/09	(184.02)	Meals and entertainment	Marmalade		Los Angeles, CA		-		BoFA 6446	(92.01)
3642	08/17/09	(261.52)	Meals and entertainment	Monch French Steakhouse		Los Angeles, CA		-		BoFA 6446	(130.76)
3643	08/17/09	(179.36)	Meals and entertainment	Jan BBQ		West Hollywood, CA		-		BoFA 6446	(89.68)
3644	08/19/09	(350.48)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA		-		BoFA 6446	(175.24)
3645	08/21/09	(248.58)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA		-		BoFA 6446	(124.29)
3646	08/24/09	(282.48)	Meals and entertainment	La Piazza		Los Angeles, CA		-		BoFA 6446	(141.24)
3647	08/24/09	(21.18)	Meals and entertainment	Joseph NY Bagels		El Segundo, CA		-		BoFA 6446	(5.57)
3648	08/27/09	(134.74)	Meals and entertainment	Facchella Restaurant		Murphy, CA		-		BoFA 6446	(67.37)
3649	08/27/09	(64.04)	Meals and entertainment	Chesapeake Factory		Los Angeles, CA		-		Chase 15999	(32.02)
3650	08/31/09	(78.50)	Meals and entertainment	Chesapeake		Los Angeles, CA		-		BoFA 6446	(39.25)
3651	08/31/09	(244.80)	Meals and entertainment	Il Pastale		Beverly Hills, CA		-		Chase 15999	(122.40)
3652	09/08/09	(47.00)	Meals and entertainment	Grove 14		Los Angeles, CA		-		BoFA 6446	(23.50)
3653	09/08/09	(161.74)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA		-		BoFA 6446	(80.87)
3654	09/11/09	(874.50)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA		-		BoFA 6446	(437.25)
3655	09/23/09	(238.58)	Meals and entertainment	Tecamora		Los Angeles, CA		-		BoFA 6446	(119.29)
3656	09/23/09	(50.32)	Meals and entertainment	The Magic Nut		Los Angeles, CA		-		Chase 15999	(25.16)
3657	09/24/09	(340.04)	Meals and entertainment	Disney Goofy Wile		Anheim, CA		-		BoFA 6446	(170.02)
3658	09/24/09	(71.54)	Meals and entertainment	Disney Donalds Gift		Anheim, CA		-		BoFA 6446	(35.77)
3659	09/24/09	(99.56)	Meals and entertainment	Il Fornello		Manhattan Beach, CA		-		BoFA 6446	(49.78)
3660	09/25/09	(432.00)	Meals and entertainment	Disney Tiki et		Anheim, CA		-		BoFA 6446	(216.00)
3661	09/25/09	(189.02)	Meals and entertainment	Disney Disney PCH		Anheim, CA		-		BoFA 6446	(94.51)
3662	09/25/09	(85.14)	Meals and entertainment	Disney Disney PCH		Anheim, CA		-		BoFA 6446	(42.57)
3663	09/25/09	(49.88)	Meals and entertainment	73 Gladstones		Los Angeles, CA		-		BoFA 6446	(24.94)
3664	09/29/09	(217.58)	Meals and entertainment	Marmalade		Los Angeles, CA		-		BoFA 6446	(108.79)
3665	09/30/09	(168.48)	Meals and entertainment	Jan BBQ		West Hollywood, CA		-		BoFA 6446	(84.24)
3666	10/01/09	(40.86)	Meals and entertainment	The Sagal Broker		Los Angeles, CA		-		BoFA 6446	(20.43)

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TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3667	10/02/09	(225.20)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				BoFA 6446	(112.60)
3668	10/05/09	(96.24)	Meals and entertainment	Morels French Steakhouse		Los Angeles, CA				BoFA 6446	(68.02)
3669	10/06/09	(328.82)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA				BoFA 6446	(164.41)
3670	10/07/09	(61.40)	Meals and entertainment	Yankee Pier		San Francisco, CA				BoFA 6446	(20.70)
3671	10/11/09	(252.60)	Meals and entertainment	The Farm of Beverly Hills		Los Angeles, CA				BoFA 6446	(78.10)
3672	10/16/09	(8.00)	Meals and entertainment	Santa Monica Amusement		Santa Monica, CA				Chase x5999	(4.00)
3673	10/16/09	(4.00)	Meals and entertainment	Santa Monica Amusement		Santa Monica, CA				Chase x5999	(2.00)
3674	10/16/09	(349.80)	Meals and entertainment	Divino Cafe Restaurant						BoFA 6446	(174.90)
3675	10/19/09	(155.90)	Meals and entertainment	The Whisper Lounge		Los Angeles, CA				BoFA 6446	(77.95)
3676	10/20/09	(47.00)	Meals and entertainment	Grove 14		Los Angeles, CA				Visa x3832	(22.50)
3677	10/21/09	(406.82)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				BoFA 6446	(203.41)
3678	10/21/09	(141.44)	Meals and entertainment	Roch Sugar		Los Angeles, CA				Chase x5999	(71.72)
3679	10/22/09	(91.32)	Meals and entertainment	Urth Caffe		Hollywood, CA				Chase x5999	(45.66)
3680	10/23/09	(460.76)	Meals and entertainment	Out LV		Las Vegas, NV				Visa x3832	(230.38)
3681	10/26/09	(21.04)	Meals and entertainment	Crovinos						BoFA 6446	(45.53)
3682	10/27/09	(126.58)	Meals and entertainment	Toscana		Los Angeles, CA				BoFA 6446	(183.29)
3683	10/29/09	(140.00)	Meals and entertainment	SD Zoo		San Diego, CA				Chase x5999	(70.00)
3684	10/30/09	(176.52)	Meals and entertainment	Georges at the Co		La Jolla, CA				BoFA 6446	(88.26)
3685	10/30/09	(120.70)	Meals and entertainment	Amerasia Cafe		Laguna Beach, CA				Chase x5999	(60.35)
3686	11/01/09	(494.32)	Meals and entertainment	Fleming Box Office		Las Vegas, NV				AMEX x8	(147.00)
3687	11/01/09	(204.00)	Meals and entertainment	Chet Mingo Kitchen		Beverly Hills, CA				BoFA 6446	(412.00)
3688	11/04/09	(183.34)	Meals and entertainment	Jan BBQ		West Hollywood, CA				BoFA 6446	(141.67)
3689	11/04/09	(88.85)	Meals and entertainment	The Little Door		Los Angeles, CA				Chase x5999	(31.83)
3690	11/05/09	(284.03)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				BoFA 6446	(142.01)
3691	11/08/09	(91.02)	Meals and entertainment	Westin LAX FB		Los Angeles, CA				BoFA 6446	(44.51)
3692	11/09/09	(32.00)	Meals and entertainment	Westin LAX FB		Los Angeles, CA				BoFA 6446	(16.00)
3693	11/13/09	(235.70)	Meals and entertainment	The Farm of Beverly Hills		Los Angeles, CA				BoFA 6446	(117.85)
3694	11/14/09	(173.22)	Meals and entertainment	Chateau Gaiety Rest		Los Angeles, CA				BoFA 6446	(84.61)
3695	11/17/09	(221.53)	Meals and entertainment	The Farm of Beverly Hills		Los Angeles, CA				BoFA 6446	(110.76)
3696	11/18/09	(220.00)	Meals and entertainment	Marta Ole Dance St		St. Enche, CA				Chase x5999	(110.00)
3697	11/18/09	(264.24)	Meals and entertainment	Torofu		Los Angeles, CA				BoFA 6446	(132.14)
3698	11/23/09	(178.74)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				BoFA 6446	(189.07)
3699	11/23/09	(48.94)	Meals and entertainment	The Bagel Broker		Los Angeles, CA				BoFA 6446	(23.48)
3700	11/23/09	(40.66)	Meals and entertainment	The Bagel Broker		Los Angeles, CA				BoFA 6446	(20.33)
3701	11/24/09	(292.64)	Meals and entertainment	Marmalade		Los Angeles, CA				BoFA 6446	(146.32)
3702	11/27/09	(189.00)	Meals and entertainment	Jan BBQ		West Hollywood, CA				BoFA 6446	(94.00)
3703	11/27/09	(102.06)	Meals and entertainment	Tart Restaurant						BoFA 6446	(51.03)
3704	11/27/09	(89.00)	Meals and entertainment	Jacory Famous Deli		Los Angeles, CA				BoFA 6446	(27.50)
3705	11/28/09	(171.19)	Meals and entertainment	Tidymaster West		Los Angeles, CA	Andrew Bocchi			AMEX x8	(435.53)
3706	11/22/09	(103.42)	Meals and entertainment	Divino Cafe Restaurant		Los Angeles, CA				BoFA 6446	(151.71)
3707	12/01/09	(116.84)	Meals and entertainment	Cheesecake		Los Angeles, CA				BoFA 6446	(58.44)
3708	12/06/09	(2,532.86)	Meals and entertainment	Phatler Brothers						AMEX x8	(1,266.43)
3709	12/06/09	(853.48)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				BoFA 6446	(176.73)
3710	12/10/09	(281.80)	Meals and entertainment	Jan BBQ		West Hollywood, CA				BoFA 6446	(140.90)
3711	12/11/09	(71.98)	Meals and entertainment	California Pizzeria		Anaheim, CA				Visa x3832	(36.99)
3712	12/19/09	(235.88)	Meals and entertainment	Archies Deli						AMEX x8	(117.94)
3713	12/21/09	(166.60)	Meals and entertainment	Wood Ranch Farmers		Los Angeles, CA				BoFA 6446	(83.30)
3714	12/22/09	(281.16)	Meals and entertainment	Wood Ranch Farmers Market		Los Angeles, CA				Visa x3832	(140.58)
3715	12/24/09	(200.00)	Meals and entertainment	The Fun Factory						AMEX x8	(100.00)
3716	12/24/09	(346.00)	Meals and entertainment	Harten Cakes		Los Angeles, CA				BoFA 6446	(173.00)
3717	12/28/09	(374.52)	Meals and entertainment	Wood Ranch Farmers		Los Angeles, CA				BoFA 6446	(187.26)
3718	12/28/09	(189.90)	Meals and entertainment	Kula De Cuba		Los Angeles, CA				BoFA 6446	(94.95)
3719	12/28/09	(54.96)	Meals and entertainment	The Bagel Broker		Los Angeles, CA				BoFA 6446	(27.48)
3720	12/29/09	(738.02)	Meals and entertainment	Chin Chin		Beverly Hills, CA				BoFA 6446	(379.01)
3721	12/30/09	(448.00)	Meals and entertainment	Whitetails.com						Visa x3832	(224.00)
3722	12/30/09	(101.00)	Meals and entertainment	SAAC Century		Los Angeles, CA				BoFA 6446	(50.50)
3723	12/31/09	(117.48)	Meals and entertainment	CLA Foudry		Hollywood, CA				Visa x3832	(58.74)
3724	01/01/10	(225.76)	Meals and entertainment	Divino Cafe Restaurant						BoFA 6446	(112.88)
3725	01/01/10	(237.74)	Meals and entertainment	Winewood Village		Los Angeles, CA				Visa x3832	(118.87)
3726	01/01/10	(103.12)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				Visa x3832	(51.56)
3727	01/02/10	(140.00)	Meals and entertainment	Bravo Cucina		Santa Monica, CA				Chase x5999	(70.00)
3728	01/04/10	(51.00)	Meals and entertainment	Grove 14		Los Angeles, CA				BoFA 6446	(25.50)

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT E, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS) (HIGHLIGHTED IN ORANGE)

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3729	01/06/10	(130.48)	Meals and entertainment	Wood Ranch Farmers		Los Angeles, CA				BoFA 6446	(125.43)
3730	01/06/10	(158.04)	Meals and entertainment	Jan BBQ		West Hollywood, CA				BoFA 6446	(75.02)
3731	02/11/10	(91.00)	Meals and entertainment	Grove 34		Los Angeles, CA				BoFA 6446	(25.50)
3732	02/11/10	(231.00)	Meals and entertainment	Encoteca Drago		Beverly Hills, CA				BoFA 6446	(115.50)
3733	03/15/10	(94.00)	Meals and entertainment	Mammoth Mtn Rental Shop		Mammoth Lakes, CA				Chase x5999	(47.00)
3734	01/15/10	(130.00)	Meals and entertainment	Mammoth Mtn Rental Shop		Mammoth Lakes, CA				Chase x5999	(55.00)
3735	01/16/10	(130.00)	Meals and entertainment	Mammoth Mtn Rental Shop		Mammoth Lakes, CA				Chase x5999	(65.00)
3736	01/18/10	(338.00)	Meals and entertainment	Wood Ranch Farmers		Los Angeles, CA				BoFA 6446	(169.00)
3737	01/19/10	(280.00)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				BoFA 6446	(130.00)
3738	01/21/10	(415.00)	Meals and entertainment	Mirage Hotel Tickets		Las Vegas NV				AMEX x89001-89000	(207.50)
3739	01/21/10	(310.48)	Meals and entertainment	Red 8 Bistro		Las Vegas, NV				Visa x3832	(186.34)
3740	01/21/10	(122.80)	Meals and entertainment	The Buffet		Las Vegas, NV				Visa x3832	(81.45)
3741	01/27/10	(274.20)	Meals and entertainment	Cheesecake		Los Angeles, CA				BoFA 6446	(137.10)
3742	01/29/10	(54.00)	Meals and entertainment	AMC Century		Los Angeles, CA				Visa x3832	(27.00)
3743	01/31/10	(308.54)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA				Chase x5999	(154.27)
3744	01/04/10	(153.34)	Meals and entertainment	Nakkeo on Beverly		Los Angeles, CA				BoFA 6446	(76.87)
3745	02/12/10	(260.40)	Meals and entertainment	Jan BBQ		West Hollywood, CA				BoFA 6446	(130.24)
3746	02/17/10	(43.00)	Meals and entertainment	The Bagel Broker		Los Angeles, CA				BoFA 6446	(21.50)
3747	02/18/10	(354.04)	Meals and entertainment	Yabu Restaurant of West		West Hollywood, CA				BoFA 6446	(177.02)
3748	02/19/10	(202.60)	Meals and entertainment	El Pastelo		Beverly Hills, CA				Chase x5999	(101.30)
3749	02/22/10	(277.62)	Meals and entertainment	Onino Cafe		Los Angeles, CA				Visa x3832	(186.81)
3750	01/29/10	(81.70)	Meals and entertainment	Le Petit Four		Los Angeles, CA				BoFA 6446	(45.85)
3751	01/24/10	(14.42)	Meals and entertainment	Shade Hotel Restaurant		Manhattan Beach, CA				BoFA 6446	(17.21)
3752	02/28/10	(218.58)	Meals and entertainment	The Farm of Beverly Hills		Los Angeles, CA				Visa x3832	(106.27)
3753	09/02/10	(161.58)	Meals and entertainment	Porter Canyon Buffet		Cabazon, CA				Visa x3832	(81.29)
3754	08/05/10	(379.82)	Meals and entertainment	Blo Embor		Rancho Mirage CA				BoFA 6446	(189.91)
3755	09/10/10	(234.18)	Meals and entertainment	Cowboys		Hollywood, CA				Chase x5999	(107.09)
3756	09/11/10	(425.24)	Meals and entertainment	Onino Cafe Restaurant		Los Angeles, CA				BoFA 6446	(212.62)
3757	03/11/10	(72.98)	Meals and entertainment	Howie's Rancho Cafe		Malibu, CA				Chase x5999	(36.58)
3758	03/17/10	(140.70)	Meals and entertainment	La Fiesta		Los Angeles, CA				BoFA 6446	(70.35)
3759	01/17/10	(151.23)	Meals and entertainment	Cafe Sushi		Los Angeles, CA				BoFA 6446	(75.63)
3760	09/18/10	(175.74)	Meals and entertainment	El Pastelo		Beverly Hills, CA				Chase x5999	(87.87)
3761	01/22/10	(88.52)	Meals and entertainment	Farm Restaurant		Los Angeles, CA				BoFA 6446	(44.26)
3762	02/22/10	(328.66)	Meals and entertainment	Tra Di Noi Ristorante		Malibu, CA				BoFA 6446	(164.33)
3763	01/23/10	(241.48)	Meals and entertainment	Rock Sugar		Los Angeles, CA				Chase x5999	(120.73)
3764	09/29/10	(370.66)	Meals and entertainment	Jan BBQ		West Hollywood, CA				BoFA 6446	(185.33)
3765	09/31/10	(344.78)	Meals and entertainment	El Pastelo		Beverly Hills, CA				Chase x5999	(172.39)
3766	04/02/10	(153.90)	Meals and entertainment	Morek French Steakhouse		Los Angeles, CA				BoFA 6446	(76.95)
3767	04/06/10	(606.46)	Meals and entertainment	Wood Ranch Farmers Market		Los Angeles, CA				Visa x3832	(303.23)
3768	04/15/10	(148.92)	Meals and entertainment	Cafe Sushi		Los Angeles, CA				BoFA 6446	(74.46)
3769	04/16/10	(240.62)	Meals and entertainment	Schban Steakhouse		Pittsburgh, Pennsylvania				BoFA 6446	(120.31)
3770	04/19/10	(230.10)	Meals and entertainment	The Farm of Beverly		Los Angeles, CA				BoFA 6446	(115.05)
3771	04/20/10	(337.74)	Meals and entertainment	Tocandra		Los Angeles, CA				BoFA 6446	(168.87)
3772	04/30/10	(180.28)	Meals and entertainment	Cheesecake		Los Angeles, CA				BoFA 6446	(90.14)
3773	05/01/10	(65.40)	Meals and entertainment	The Chocolate Bar Cafe		Malibu, CA				Chase x5999	(32.70)
3774	05/02/10	(26.00)	Meals and entertainment	Greener LA Zoo Assoc.		Los Angeles, CA				Chase x5999	(13.00)
3775	05/04/10	(168.70)	Meals and entertainment	Cheesecake		Los Angeles, CA				BoFA 6446	(84.35)
3776	05/07/10	(145.90)	Meals and entertainment	Royal Thai Cuisine		Lyons Beach, CA				BoFA 6446	(72.95)
3777	05/08/10	(163.71)	Meals and entertainment	Centura Saigon		Los Angeles, CA				Visa x3832	(81.86)
3778	05/10/10	(169.07)	Meals and entertainment	Jan BBQ		West Hollywood, CA				BoFA 6446	(84.53)
3779	05/10/10	(172.04)	Meals and entertainment	Cafe Sushi		Los Angeles, CA				BoFA 6446	(86.02)
3780	05/10/10	(17.88)	Meals and entertainment	Shelby's Pretzels		Los Angeles, CA				Chase x5999	(8.94)
3781	05/10/10	(8.76)	Meals and entertainment	Shelby's Pretzels		Los Angeles, CA				Chase x5999	(4.38)
3782	05/11/10	(440.38)	Meals and entertainment	Pale de Cuba		Los Angeles, CA				BoFA 6446	(220.19)
3783	05/11/10	(79.02)	Meals and entertainment	Asakura Sushi Delivery		Beverly Hills, CA				Chase x5999	(39.51)
3784	05/14/10	(90.48)	Meals and entertainment	Royal Gourmet		Hollywood, CA				Chase x5999	(45.23)
3785	05/18/10	(213.88)	Meals and entertainment	Tra Di Noi Ristorante		Malibu, CA				Visa x3832	(106.94)
3786	05/17/10	(181.46)	Meals and entertainment	Roci Sugar		Los Angeles, CA				BoFA 6446	(90.73)

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TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (BOLD/RIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3787	05/18/10	(185.30)	Meals and entertainment	Morrell French Steakhouse		Los Angeles, CA				Vita x1832	(90.55)
3788	05/28/10	(176.54)	Meals and entertainment	Asakuma Sushi Delivery		Beverly Hills, CA				Chase x5999	(88.75)
3789	05/27/10	(33.74)	Meals and entertainment	Asakuma Sushi Delivery		Beverly Hills, CA				Chase x5999	(15.97)
3790	06/01/10	(175.24)	Meals and entertainment	Royal Thai Cuisine		Laguna Beach, CA				BoFA 6446	(87.57)
3791	06/01/10	(118.66)	Meals and entertainment	San Yin Go		Laguna Beach, CA				BoFA 6446	(93.33)
3792	06/01/10	(73.40)	Meals and entertainment	Schwartz Bakery		Los Angeles, CA				Chase x5999	(16.70)
3793	06/04/10	(153.18)	Meals and entertainment	Il Pastale		Beverly Hills, CA				BoFA 6446	(78.58)
3794	06/05/10	(132.00)	Meals and entertainment	Creations		Hollywood, CA				Chase x5999	(66.00)
3795	06/06/10	(28.50)	Meals and entertainment	Panda Express		Los Angeles, CA				Chase x5999	(14.25)
3796	06/11/10	(131.06)	Meals and entertainment	Marmalade		Los Angeles, CA				BoFA 6446	(83.58)
3797	06/12/10	(55.50)	Meals and entertainment	The Chocolate Box Cafe		Malibu, CA				Chase x5999	(27.75)
3798	06/12/10	(451.88)	Meals and entertainment	Amoroso Music		Hollywood, CA				Chase x5999	(225.94)
3799	06/14/10	(16.40)	Meals and entertainment	Monsieur Marcel		Los Angeles, CA				BoFA 6446	(11.20)
3800	06/14/10	(144.92)	Meals and entertainment	Morrell French Steakhouse		Los Angeles, CA				BoFA 6446	(72.45)
3801	06/19/10	(286.90)	Meals and entertainment	Maggiano's		Los Angeles, CA				Vita x3832	(133.43)
3802	06/20/10	(400.00)	Meals and entertainment	Malibu Country Club		Malibu, CA				Vita x1832	(200.00)
3803	06/21/10	(250.76)	Meals and entertainment	Villa Blanca		Beverly Hills, CA				BoFA 6446	(125.38)
3804	06/22/10	(216.48)	Meals and entertainment	Dining		Los Angeles, CA				BoFA 6446	(87.74)
3805	06/23/10	(108.20)	Meals and entertainment	Lips & Angela		Los Angeles, CA				BoFA 6446	(54.10)
3806	06/23/10	(103.14)	Meals and entertainment	Marmalade		Los Angeles, CA				BoFA 6446	(51.58)
3807	06/25/10	(233.90)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA				Chase x5999	(116.95)
3808	06/26/10	(79.20)	Meals and entertainment	Creations		Hollywood, CA				Chase x5999	(39.60)
3809	06/28/10	(46.50)	Meals and entertainment	Grove 14		Los Angeles, CA				BoFA 6446	(23.25)
3810	06/28/10	(134.50)	Meals and entertainment	Grove 14		Los Angeles, CA				BoFA 6446	(67.25)
3811	06/28/10	(160.78)	Meals and entertainment	Asakuma Sushi Deli		Beverly Hills, CA				BoFA 6446	(80.39)
3812	07/03/10	(173.90)	Meals and entertainment	Shore Palms		Fort Raton, FL				BoFA 6446	(86.95)
3813	07/04/10	(158.44)	Meals and entertainment	Morrell French Steakhouse		Los Angeles, CA				Vita x3832	(79.22)
3814	07/05/10	(150.54)	Meals and entertainment	Anastasia Cafe		Laguna Beach, CA				Vita x7832	(75.28)
3815	07/05/10	(11.50)	Meals and entertainment	The Magic Hut		Los Angeles, CA				Chase x5999	(6.25)
3816	07/05/10	(27.14)	Meals and entertainment	Anastasia Cafe		CA				Chase x5999	(13.58)
3817	07/06/10	(81.54)	Meals and entertainment	The Farm of Bival		Los Angeles, CA				BoFA 6446	(40.78)
3818	07/30/10	(199.80)	Meals and entertainment	Tra Di Noi Ristorante		Malibu, CA				Vita x3832	(99.90)
3819	07/31/10	(283.84)	Meals and entertainment	The Whisper Lounge		Los Angeles, CA				BoFA 6446	(141.92)
3820	07/31/10	(284.58)	Meals and entertainment	The Farm of Bival		Los Angeles, CA				BoFA 6446	(142.29)
3821	07/31/10	(110.28)	Meals and entertainment	Chin Chin Restaurant		Hollywood, CA				Vita x3832	(55.14)
3822	07/28/10	(109.58)	Meals and entertainment	The Whisper Lounge		Los Angeles, CA				Vita x3832	(54.79)
3823	07/29/10	(129.18)	Meals and entertainment	Il Pastale		Beverly Hills, CA				Chase x5999	(64.59)
3824	07/30/10	(2,387.66)	Meals and entertainment	Roger Dunn Golf		Los Angeles, CA				Vita x3832	(1,193.83)
3825	07/30/10	(193.44)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				Vita x3832	(96.72)
3826	07/30/10	(109.88)	Meals and entertainment	McDouglas Restaurant		Denver, CO				Chase x5999	(54.94)
3827	07/31/10	(245.76)	Meals and entertainment	Marmalade		Los Angeles, CA				Vita x3832	(122.88)
3828	08/05/10	(192.58)	Meals and entertainment	Tra Di Noi Ristorante		Los Angeles, CA				BoFA 6446	(96.29)
3829	08/06/10	(5,100.00)	Meals and entertainment	Grove 14		Los Angeles, CA				WF x5397	(2,550.00)
3830	08/06/10	(291.16)	Meals and entertainment	The Farm of Bival		Los Angeles, CA				Vita x3832	(145.58)
3831	08/07/10	(13.88)	Meals and entertainment	Centers Fairfax		Los Angeles, CA				Vita x3832	(6.94)
3832	08/08/10	(175.18)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX x8	(87.58)
3833	08/08/10	(53.36)	Meals and entertainment	Century City Bread		Los Angeles, CA				AMEX x8	(26.68)
3834	08/09/10	(50.00)	Meals and entertainment	Burger King		Crazeville, CA				WF x5397	(25.00)
3835	08/09/10	(4.34)	Meals and entertainment	McDonalds		Sundland, CA				WF x5397	(2.17)
3836	08/09/10	(125.26)	Meals and entertainment	Rock Sugar		Los Angeles, CA				Chase x5999	(62.63)
3837	08/11/10	(167.66)	Meals and entertainment	The Farm of Bival		Los Angeles, CA				Vita x3832	(83.83)
3838	08/11/10	(237.48)	Meals and entertainment	Wolcano		Los Angeles, CA				Vita x3832	(118.74)
3839	08/14/10	(1,164.22)	Meals and entertainment	Asie De Cuba		Hollywood, CA				AMEX S-723003	(582.11)
3840	08/15/10	(125.28)	Meals and entertainment	Tra Di Noi Ristorante		Malibu, CA				Vita x3832	(62.63)
3841	08/15/10	(52.20)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				Vita x3832	(26.10)
3842	08/20/10	(125.26)	Meals and entertainment	Il Pastale		Beverly Hills, CA				AMEX x8	(62.63)
3843	08/21/10	(117.12)	Meals and entertainment	Beck on the Beach		San Monica, CA				AMEX x8	(58.56)
3844	08/22/10	(300.32)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA				AMEX x8	(150.16)
3845	08/22/10	(158.30)	Meals and entertainment	Le Plaza		Los Angeles, CA				AMEX x8	(79.15)
3846	08/23/10	(283.84)	Meals and entertainment	Taru Restaurant		Hollywood, CA				Vita x3832	(141.92)
3847	08/27/10	(161.20)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				Vita x3832	(80.60)
3848	08/30/10	(197.92)	Meals and entertainment	Tra Di Noi Ristorante		Malibu, CA				WF x5397	(98.96)
3849	08/31/10	(56.46)	Meals and entertainment	Pampas Grill		Los Angeles, CA				Vita x3832	(28.23)

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TRANSACTIONS THAT COMPILE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1650	09/02/10	(120.38)	Meals and entertainment	Brio		Las Vegas NV				AMEX 48-89008/48-89000	(60.19)
1651	09/03/10	(490.00)	Meals and entertainment	Goldstar Events		CA				Visa x3832	(245.00)
1652	09/03/10	(392.94)	Meals and entertainment	Woh On Fire		Los Angeles, CA				AMEX S-723003	(196.47)
1653	09/06/10	(170.00)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				AMEX S-723003	(85.00)
1654	09/06/10	(208.23)	Meals and entertainment	Tro Di Noi Restaurant		Malibu, CA				AMEX S-723003	(101.61)
1655	09/09/10	(831.63)	Meals and entertainment	Aide De Cuba		Los Angeles, CA				Visa x3832	(405.84)
1656	09/11/10	(24.86)	Meals and entertainment	The Sugar Broker		Los Angeles, CA				Visa x3832	(12.43)
1657	09/12/10	(124.81)	Meals and entertainment	ESPN Zone LA Live		Los Angeles, CA				AMEX S-723003	(62.44)
1658	09/12/10	(165.44)	Meals and entertainment	The Farm		Beverly Hills, CA				AMEX 48-89008/48-89000	(82.74)
1659	09/13/10	(175.62)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				Visa x3832	(87.81)
1660	09/13/10	(1,580.04)	Meals and entertainment	Flamingo Pink Shirts		Scottsdale, AZ				AMEX S-723003	(1,796.52)
1661	09/17/10	(153.50)	Meals and entertainment	Terra Restaurant		Los Angeles, CA				Visa x3832	(81.75)
1662	09/17/10	(149.32)	Meals and entertainment	The Sugar Broker		Los Angeles, CA				BoFA 6446	(71.66)
1663	09/23/10	(112.06)	Meals and entertainment	Walters Pretzels		Los Angeles, CA				Chase x5999	(56.03)
1664	09/23/10	(105.90)	Meals and entertainment	Old Pier Seafood		Santa Monica, CA				Visa x3832	(51.92)
1665	09/25/10	(72.17)	Meals and entertainment	The Sugar Broker		Los Angeles, CA				Visa x3832	(36.08)
1666	09/26/10	(177.16)	Meals and entertainment	Tro Di Noi Restaurant		Malibu, CA				AMEX S-723003	(89.58)
1667	09/26/10	(143.38)	Meals and entertainment	Marmalade		Los Angeles, CA				Visa x3832	(70.64)
1668	09/28/10	(94.79)	Meals and entertainment	The Whisper Lounge		Los Angeles, CA				Chase x5999	(49.39)
1669	10/01/10	(234.32)	Meals and entertainment	The Farm		Beverly Hills, CA				AMEX S-723003	(117.16)
1670	10/02/10	(238.84)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX S-723003	(119.42)
1671	10/03/10	(289.74)	Meals and entertainment	Tro Di Noi Restaurant		Malibu, CA				AMEX S-723003	(144.87)
1672	10/04/10	(65.04)	Meals and entertainment	H Burger CO		Denver, CO				AMEX S-723003	(32.54)
1673	10/06/10	(517.38)	Meals and entertainment	Divino Cafe		Los Angeles, CA				AMEX S-723003	(258.68)
1674	10/10/10	(192.12)	Meals and entertainment	Tro Di Noi Restaurant		Malibu, CA				AMEX S-723003	(96.16)
1675	10/10/10	(61.94)	Meals and entertainment	Chin Chin Restaurants		Hollywood, CA				Chase x5999	(31.97)
1676	10/11/10	(98.36)	Meals and entertainment	Metro Pizza		Las Vegas, NV				AMEX S-723003	(44.19)
1677	10/14/10	(188.90)	Meals and entertainment	The Farm		Beverly Hills, CA				AMEX S-723003	(94.45)
1678	10/16/10	(217.74)	Meals and entertainment	Marmalade		Los Angeles, CA				Visa x3832	(63.87)
1679	10/17/10	(223.88)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX S-723003	(111.94)
1680	10/18/10	(89.50)	Meals and entertainment	Trump National Rest		Rancho Palos, CA				AMEX 48-89008/48-89000	(44.75)
1681	10/20/10	(824.90)	Meals and entertainment	Trump National		Rancho Palos, CA				BoFA 6446	(462.25)
1682	10/22/10	(334.72)	Meals and entertainment	Tadichova		Los Angeles, CA				AMEX S-723003	(172.36)
1683	10/22/10	(138.16)	Meals and entertainment	Champagne French		Los Angeles, CA				Visa x3832	(69.08)
1684	10/23/10	(154.12)	Meals and entertainment	Marmalade		Los Angeles, CA				AMEX S-723003	(77.06)
1685	10/24/10	(253.68)	Meals and entertainment	Tro Di Noi Restaurant		Malibu, CA				AMEX S-723003	(126.84)
1686	10/25/10	(300.00)	Meals and entertainment	AMC Century		Los Angeles, CA				AMEX S-723003	(150.00)
1687	10/26/10	(219.92)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				AMEX S-723003	(109.96)
1688	10/30/10	(120.88)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				AMEX S-723003	(60.44)
1689	10/30/10	(325.98)	Meals and entertainment	Cravings		Hollywood, CA				Chase x5999	(162.99)
1690	11/05/10	(140.32)	Meals and entertainment	Wood Ranch Farmers Market		Los Angeles, CA				AMEX S-723003	(70.16)
1691	11/06/10	(231.92)	Meals and entertainment	Tro Di Noi Restaurant		Malibu, CA				AMEX S-723003	(115.96)
1692	11/07/10	(156.42)	Meals and entertainment	Back on the Beach		Santa Monica, CA				AMEX S-723003	(78.21)
1693	11/09/10	(138.76)	Meals and entertainment	7-Eleven		Denver, CO				BoFA 6446	(69.38)
1694	11/10/10	(246.44)	Meals and entertainment	Osente Maro		Denver, CO				BoFA 6446	(123.22)
1695	11/11/10	(56.64)	Meals and entertainment	Great Cafe		Riverdale, CA				AMEX 48-89008/48-89000	(28.32)
1696	11/12/10	(227.08)	Meals and entertainment	Royal Thai Cuisine		Laguna Beach, CA				AMEX S-723003	(113.54)
1697	11/12/10	(84.86)	Meals and entertainment	7-Eleven		Denver CO				Visa x5997	(42.43)
1698	11/13/10	(332.45)	Meals and entertainment	Wokcano		CA				Visa x3832	(166.24)
1699	11/14/10	(420.66)	Meals and entertainment	Tro Di Noi Restaurant		Malibu, CA				AMEX S-723003	(210.33)
1700	11/15/10	(13.70)	Meals and entertainment	Starbucks		Hollywood, CA				Visa x3832	(6.85)
1701	11/16/10	(117.00)	Meals and entertainment	People Mx		NY				Chase x5999	(58.50)
1702	11/16/10	(119.88)	Meals and entertainment	Chin Chin Restaurant		Hollywood, CA				Visa x3832	(59.94)
1703	11/21/10	(1,767.74)	Meals and entertainment	Lo Pazzo		Los Angeles, CA				AMEX 48-89008/48-89000	(883.89)
1704	11/21/10	(170.46)	Meals and entertainment	Cravings		CA				Visa x3832	(85.23)
1705	11/21/10	(56.10)	Meals and entertainment	7-Eleven		Denver CO				AMEX S-723003	(28.05)
1706	11/23/10	(187.76)	Meals and entertainment	Jim BBQ		Los Angeles, CA				AMEX S-723003	(93.87)
1707	11/24/10	(197.92)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				Visa x3832	(98.46)
1708	11/24/10	(120.64)	Meals and entertainment	Tro Di Noi Restaurant		Malibu, CA				Visa x3832	(60.32)
1709	11/27/10	(154.00)	Meals and entertainment	AMC Century		Los Angeles, CA				AMEX S-723003	(77.00)
1710	11/28/10	(288.08)	Meals and entertainment	Il Pasticcio		Beverly Hills, CA				AMEX S-723003	(144.04)
1711	12/04/10	(94.30)	Meals and entertainment	Wokcano		CA				Visa x3832	(47.15)
1712	12/04/10	(222.00)	Meals and entertainment	Cravings		Hollywood, CA				Chase x5999	(111.00)
1713	12/06/10	(183.00)	Meals and entertainment	AMC Century		Los Angeles, CA				AMEX S-723003	(91.50)
1714	12/09/10	(56.74)	Meals and entertainment	Century City Bread		Los Angeles, CA				AMEX S-723003	(28.37)

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TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 8, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unmatched Amounts	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3915	12/05/10	(216.14)	Meals and entertainment	Rock Sugar		Los Angeles, CA		AMEX 5-723003	(118.07)		
3916	12/07/10	(44.32)	Meals and entertainment	LAX - Daily Grill		Los Angeles, CA		AMEX 18-	(22.16)		
								89008/18-88000			
3917	12/10/10	(116.14)	Meals and entertainment	Marmalade		Los Angeles, CA		AMEX 5-723003	(116.07)		
3918	12/11/10	(153.50)	Meals and entertainment	Back on the Beach		Santa Monica, CA		Visa x5832	(71.93)		
3919	12/13/10	(261.14)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA		WF x5397	(130.57)		
3920	12/13/10	(138.08)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA		AMEX 5-723003	(69.04)		
3921	12/14/10	(49.30)	Meals and entertainment	Hibachi Sen		Los Angeles, CA		Chase x5999	(24.15)		
3922	12/15/10	(1,260.88)	Meals and entertainment	Beverages N More		Hollywood, CA		Chase x5999	(580.41)		
3923	12/15/10	(2,553.40)	Meals and entertainment	Pfeister Brothers		OH		AMEX 18-	(1,264.70)		
								89005/18-88000			
3924	12/15/10	(22.09)	Meals and entertainment	Hibachi Sen		Los Angeles, CA		Chase x5999	(11.03)		
3925	12/15/10	(20.00)	Meals and entertainment	Panda Express		Los Angeles, CA		Chase x5999	(10.00)		
3926	12/15/10	(14.60)	Meals and entertainment	Coffee Bean		Los Angeles, CA		Chase x5999	(7.30)		
3927	12/16/10	(182.10)	Meals and entertainment	Schwartz Bakery		Los Angeles, CA		Chase x5999	(91.15)		
3928	12/16/10	(52.56)	Meals and entertainment	Schwartz Bakery		Los Angeles, CA		Chase x5999	(26.18)		
3929	12/19/10	(197.14)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA		Visa x5832	(98.57)		
3930	12/20/10	(199.22)	Meals and entertainment	Rock Sugar		Los Angeles, CA		WF x5397	(99.61)		
3931	12/20/10	(20.40)	Meals and entertainment	Century City Bread		Los Angeles, CA		WF x5297	(10.20)		
3931	12/20/10	(157.44)	Meals and entertainment	PF Changs		Denver, CO		Visa x5832	(78.72)		
3931	12/20/10	(106.18)	Meals and entertainment	PF Changs		Denver, CO		BoFA 6446	(52.59)		
3934	12/22/10	(93.64)	Meals and entertainment	King Soopers		Englewood, CO		BoFA 6446	(46.32)		
3935	12/27/10	(1,019.80)	Meals and entertainment	Twin Dragon		Los Angeles, CA		WF x5397	(509.90)		
3936	12/27/10	(123.54)	Meals and entertainment	Tart Restaurant		Los Angeles, CA		Visa x5832	(114.18)		
3937	12/27/10	(77.96)	Meals and entertainment	Jerry's Famous Deli		Los Angeles, CA		Visa x5832	(38.98)		
3938	12/28/10	(403.70)	Meals and entertainment	Yamashiro Restaurant		Hollywood, CA		WF x5397	(201.85)		
3939	12/28/10	(145.46)	Meals and entertainment	Asakuma Sushi Delivery		Beverly Hills, CA		Visa x5832	(72.73)		
3940	12/30/10	(59.73)	Meals and entertainment	Parasol Up Patio Bar		Las Vegas, NV		Chase x5999	(29.86)		
3941	12/30/10	(248.63)	Meals and entertainment	The Buffet		Las Vegas, NV		Visa x5832	(124.21)		
3942	12/31/10	(124.34)	Meals and entertainment	Marmalade		Los Angeles, CA		WF x5397	(62.17)		
3943	12/31/10	(279.98)	Meals and entertainment	Wassau - Encore		Las Vegas, NV		Chase x5999	(139.99)		
3944	01/01/11	(494.94)	Meals and entertainment	Kids Karnivale		Las Vegas, NV		Chase x5999	(247.49)		
3945	01/02/11	(70.00)	Meals and entertainment	AMC Century		Los Angeles, CA		Chase x5999	(35.00)		
3946	01/02/11	(112.20)	Meals and entertainment	Rock Sugar		Los Angeles, CA		Chase x5999	(56.10)		
3947	01/03/11	(104.70)	Meals and entertainment	Rock Sugar		Los Angeles, CA		WF x5397	(104.39)		
3948	01/03/11	(39.72)	Meals and entertainment	The Bagel Broker		Los Angeles, CA		WF x5397	(19.86)		
3949	01/03/11	(26.88)	Meals and entertainment	McDonalds		Los Angeles, CA		WF x5397	(13.44)		
3950	01/03/11	(110.00)	Meals and entertainment	Rock Sugar		Los Angeles, CA		Chase x5999	(55.00)		
3951	01/04/11	(11.00)	Meals and entertainment	Avenierpark Santa Monica		Santa Monica, CA		Chase x5999	(5.00)		
3951	01/04/11	(11.64)	Meals and entertainment	Tutti Frutti		Santa Monica, CA		Chase x5999	(5.82)		
3951	01/04/11	(714.48)	Meals and entertainment	Arbat Deli		Hollywood, CA		Chase x5999	(357.24)		
3954	01/04/11	(44.34)	Meals and entertainment	Asakuma Sushi Delivery		Beverly Hills, CA		Chase x5999	(22.28)		
3955	01/05/11	(129.70)	Meals and entertainment	Chesun Galles Reint		Los Angeles, CA		Chase x5999	(64.89)		
3956	01/06/11	(63.92)	Meals and entertainment	Arbat Deli		Hollywood, CA		Chase x5999	(31.96)		
3957	01/06/11	(252.28)	Meals and entertainment	Taxi Di Noi Restaurant		Malibu, CA		AMEX 5-723003	(126.14)		
3958	01/10/11	(213.44)	Meals and entertainment	Tart Restaurant		Los Angeles, CA		WF x5397	(106.71)		
3959	01/13/11	(160.00)	Meals and entertainment	Asakuma Sushi Delivery		Beverly Hills, CA		Chase x5999	(80.00)		
3960	01/15/11	(92.64)	Meals and entertainment	Cravings		Hollywood, CA		Chase x5999	(46.32)		
3961	01/15/11	(216.38)	Meals and entertainment	Rock Sugar		Los Angeles, CA		Visa x5832	(108.19)		
3962	01/16/11	(74.80)	Meals and entertainment	Hibachi Sen		Los Angeles, CA		Chase x5999	(37.40)		
3963	01/16/11	(199.42)	Meals and entertainment	Back on the Beach		Santa Monica, CA		Visa x5832	(97.71)		
3964	01/17/11	(191.28)	Meals and entertainment	Tart Restaurant		Los Angeles, CA		Visa x5832	(97.64)		
3965	01/18/11	(169.00)	Meals and entertainment	Twin Dragon		Los Angeles, CA		WF x5397	(84.50)		
3966	01/20/11	(213.58)	Meals and entertainment	Arbat Deli		Hollywood, CA		Chase x5999	(106.79)		
3967	01/22/11	(5,976.50)	Meals and entertainment	Bomanov, LLC		Studio City, CA		AMEX 5-723003	(2,988.25)		
3968	01/24/11	(41.88)	Meals and entertainment	The Bagel Broker		Los Angeles, CA		WF x5397	(20.94)		
3969	01/24/11	(117.96)	Meals and entertainment	The Bagel Broker		Los Angeles, CA		WF x5397	(58.98)		
3970	01/26/11	(52.64)	Meals and entertainment	Asakuma Sushi Delivery		Beverly Hills, CA		Chase x5999	(26.32)		
3971	01/27/11	(101.22)	Meals and entertainment	Rock Sugar		Los Angeles, CA		Chase x5999	(50.61)		
3972	01/27/11	(68.16)	Meals and entertainment	Asakuma Sushi Delivery		Beverly Hills, CA		Chase x5999	(34.08)		
3973	01/27/11	(12.30)	Meals and entertainment	Pinkberry		Los Angeles, CA		Chase x5999	(6.15)		
3974	01/28/11	(98.82)	Meals and entertainment	Asakuma Sushi Delivery		Beverly Hills, CA		Chase x5999	(49.41)		
3975	01/28/11	(181.55)	Meals and entertainment	Tart Restaurant		Los Angeles, CA		Visa x5832	(90.78)		
3976	01/30/11	(296.54)	Meals and entertainment	Anoma Bakery		Encino, CA		Visa x5832	(148.27)		
3977	01/31/11	(181.46)	Meals and entertainment	The Whisper Lounge		Los Angeles, CA		AMEX 18-	(90.73)		
								89008/18-88000			
3978	02/02/11	(102.12)	Meals and entertainment	Century City Bread		Los Angeles, CA		Chase x5999	(51.16)		
3979	02/03/11	(191.20)	Meals and entertainment	Arbat Deli		Hollywood, CA		Chase x5999	(95.60)		
3980	02/07/11	(285.16)	Meals and entertainment	Taxi Di Noi Restaurant		Malibu, CA		WF x5397	(142.58)		
3981	02/08/11	(55.06)	Meals and entertainment	Hibachi Sen		Los Angeles, CA		BoFA 6446	(27.53)		

Xogod v. Xogod
Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHANGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unmatched Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
3381	02/08/11	(165.36)	Meals and entertainment	Chin Chin Restaurants		Beverly Hills, CA				Chase x5999	(82.43)
3381	02/13/11	(178.72)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				Visa x3832	(88.36)
3384	02/14/11	(146.38)	Meals and entertainment	El Pastale		Beverly Hills, CA				Chase x5999	(73.19)
3385	02/16/11	(117.09)	Meals and entertainment	People Mag		NY				Chase x5999	(58.50)
3386	02/17/11	(120.00)	Meals and entertainment	Asakuma Sushi Delivery		Beverly Hills, CA				Chase x5999	(50.00)
3387	02/18/11	(256.30)	Meals and entertainment	Wood Ranch Farmers Market		Los Angeles, CA				Visa x3832	(128.15)
3388	03/18/11	(111.60)	Meals and entertainment	Royal Gourmet		Hollywood, CA				Chase x5999	(55.80)
3389	02/19/11	(173.00)	Meals and entertainment	AMC Century		Los Angeles, CA				Visa x3832	(86.50)
3390	02/19/11	(227.96)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX x8-89000	(113.98)
3391	02/20/11	(181.90)	Meals and entertainment	Back on the Beach		Santa Monica, CA				Visa x3832	(90.95)
3393	02/20/11	(101.18)	Meals and entertainment	Arbat Deli		Hollywood, CA				Chase x5999	(50.59)
3393	02/21/11	(26.34)	Meals and entertainment	Arbat Deli		Hollywood, CA				Chase x5999	(13.17)
3394	02/23/11	(17.79)	Meals and entertainment	INOP		Las Vegas, NV				AMEX x8-89000	(18.88)
3395	02/25/11	(158.80)	Meals and entertainment	The Bagel Broker		Los Angeles, CA				Visa x3832	(119.40)
3395	02/27/11	(181.44)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA				Visa x3832	(190.72)
3397	02/28/11	(153.70)	Meals and entertainment	Rock Sugar		Los Angeles, CA				WF x5197	(76.85)
3398	03/02/11	(145.24)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				WF x5197	(72.62)
3399	03/02/11	(165.60)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				Visa x3832	(82.80)
4000	03/06/11	(193.18)	Meals and entertainment	Back on the Beach		Santa Monica, CA				Chase x5999	(96.59)
4001	03/07/11	(274.02)	Meals and entertainment	Arbat Deli		Hollywood, CA				Chase x5999	(112.01)
4002	03/15/11	(157.80)	Meals and entertainment	Robins Downtown Grill		Denver, CO				Visa x3832	(18.55)
4003	03/16/11	(176.28)	Meals and entertainment	The Buffet		Las Vegas, NV				Chase x5999	(88.14)
4004	03/16/11	(170.00)	Meals and entertainment	Cosmopolitan China PDB		Las Vegas, NV				Chase x5999	(15.00)
4005	03/17/11	(178.28)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				Visa x3832	(88.14)
4006	03/18/11	(101.92)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				Visa x3832	(150.94)
4007	03/18/11	(155.18)	Meals and entertainment	Arbat Deli		Hollywood, CA				Chase x5999	(77.58)
4008	03/19/11	(230.46)	Meals and entertainment	Rock Sugar		Los Angeles, CA				Visa x3832	(115.23)
4009	03/19/11	(50.80)	Meals and entertainment	Century City Bread		Los Angeles, CA				Visa x3832	(25.40)
4010	03/24/11	(140.00)	Meals and entertainment	Rock Sugar		Los Angeles, CA				Chase x5999	(70.00)
4011	03/25/11	(230.14)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				Visa x3832	(115.07)
4012	03/25/11	(10.00)	Meals and entertainment	SO Vending		Los Angeles, CA				Chase x5999	(5.00)
4013	03/27/11	(168.20)	Meals and entertainment	Umbria Grill		Century City, CA				Visa x3832	(84.10)
4014	03/28/11	(100.00)	Meals and entertainment	Asakuma Sushi Delivery		Beverly Hills, CA				Chase x5999	(50.00)
4015	03/30/11	(15.50)	Meals and entertainment	Surf City Squeals		Los Angeles, CA				Chase x5999	(7.75)
4016	03/30/11	(30.22)	Meals and entertainment	Wetzel's Pretzels		Los Angeles, CA				Chase x5999	(15.11)
4017	03/31/11	(154.38)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA				Visa x3832	(177.19)
4018	04/01/11	(64.92)	Meals and entertainment	Bagel Cafe		Las Vegas, NV				AMEX x8-89000	(32.46)
4019	04/07/11	(192.58)	Meals and entertainment	Chosun Galbee Restaurant		Los Angeles, CA				Visa x3832	(96.29)
4020	04/07/11	(112.54)	Meals and entertainment	INOP		Ontario, CA				Visa x3832	(56.27)
4021	04/08/11	(240.84)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				Visa x3832	(120.41)
4022	04/04/11	(16.12)	Meals and entertainment	Louis Bello Family		Hawthorne, CA				Visa x3832	(18.26)
4023	04/04/11	(139.84)	Meals and entertainment	Arbat Deli		Hollywood, CA				Chase x5999	(69.92)
4024	04/05/11	(160.00)	Meals and entertainment	Rock Sugar		Los Angeles, CA				Chase x5999	(80.00)
4025	04/06/11	(8.30)	Meals and entertainment	Starbucks		Los Angeles, CA				Chase x5999	(4.15)
4026	04/06/11	(17.60)	Meals and entertainment	Maegen Datz		Los Angeles, CA				Chase x5999	(13.80)
4027	04/06/11	(65.02)	Meals and entertainment	Metro Pizza		Las Vegas, NV				AMEX x8-89000	(32.51)
4028	04/08/11	(147.04)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				Visa x3832	(73.52)
4029	04/08/11	(68.86)	Meals and entertainment	Bagel Cafe		Las Vegas, NV				AMEX x8-89000	(34.43)
4030	04/09/11	(110.00)	Meals and entertainment	Crawfings		Hollywood, CA				Chase x5999	(55.00)
4031	04/11/11	(215.00)	Meals and entertainment	Wood Ranch Farmers Mar		Los Angeles, CA				WF x5197	(112.50)
4032	04/11/11	(198.10)	Meals and entertainment	Le Plaza		Los Angeles, CA				Visa x3832	(99.05)
4033	04/11/11	(38.18)	Meals and entertainment	Arbat Deli		Hollywood, CA				Chase x5999	(19.09)
4034	04/14/11	(187.18)	Meals and entertainment	Rock Sugar		Los Angeles, CA				Chase x5999	(93.59)
4035	04/17/11	(174.88)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				Visa x3832	(87.44)
4036	04/18/11	(84.38)	Meals and entertainment	Maitre Place		Los Angeles, CA				Visa x3832	(42.19)
4037	04/19/11	(100.00)	Meals and entertainment	Rock Sugar		Los Angeles, CA				Chase x5999	(50.00)
4038	04/20/11	(66.00)	Meals and entertainment	AMC Century		Los Angeles, CA				Chase x5999	(33.00)
4039	04/22/11	(75.84)	Meals and entertainment	The Village Grill		Los Angeles, CA				Chase x5999	(37.92)
4040	04/23/11	(47.50)	Meals and entertainment	Taddei & Vercoren Bake		Hollywood, CA				Chase x5999	(23.75)
4041	04/23/11	(185.85)	Meals and entertainment	Arbat Deli		Hollywood, CA				Chase x5999	(92.93)
4042	04/23/11	(96.18)	Meals and entertainment	Arbat Deli		Hollywood, CA				Chase x5999	(48.14)
4043	04/25/11	(113.50)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				Visa x3832	(56.75)
4044	04/26/11	(127.84)	Meals and entertainment	Nipponia Restaurant		Hawthorne, CA				AMEX x-723003	(13.92)
4045	04/29/11	(86.20)	Meals and entertainment	The Buffet		Las Vegas, NV				Chase x5999	(43.10)
4046	04/29/11	(17.96)	Meals and entertainment	Tro Di Noi Ristorante		Malibu, CA				Visa x3832	(108.98)

Kapadi v. Kapadi
Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 5, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4047	05/05/11	(205.94)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA		Visa #1832	(101.55)		
4048	05/05/11	(102.12)	Meals and entertainment	Rock Sugar		Los Angeles, CA		Chase #5999	(51.15)		
4049	05/05/11	(59.72)	Meals and entertainment	Asakuma Sushi Delivery		Beverly Hills, CA		Chase #5999	(29.25)		
4050	05/09/11	(255.20)	Meals and entertainment	Arrested Cafe		CA		WF #5397	(77.60)		
4051	05/09/11	(142.08)	Meals and entertainment	Royal Thai Cuisine		Laguna Beach, CA		WF #5397	(71.04)		
4052	05/09/11	(56.72)	Meals and entertainment	Asakuma Sushi Delivery		Beverly Hills, CA		Chase #5999	(29.30)		
4053	05/09/11	(234.38)	Meals and entertainment	Rock Sugar		Los Angeles, CA		Chase #5999	(57.19)		
4054	05/10/11	(84.90)	Meals and entertainment	Schwartz Bakery		Los Angeles, CA		Chase #5999	(42.45)		
4055	05/11/11	(259.70)	Meals and entertainment	La Pizzeria		Los Angeles, CA		WF #5397	(129.85)		
4056	05/11/11	(44.12)	Meals and entertainment	Asakuma Sushi Delivery		Beverly Hills, CA		Chase #5999	(22.06)		
4057	05/22/11	(161.13)	Meals and entertainment	Il Pasticcio		Beverly Hills, CA		Chase #5999	(81.56)		
4058	05/23/11	(400.50)	Meals and entertainment	Divino Cafe		Los Angeles, CA		Visa #1832	(200.25)		
4059	05/26/11	(274.06)	Meals and entertainment	Tro Di Noi Ristorante		Malibu, CA		WF #5397	(137.03)		
4060	05/27/11	(43.22)	Meals and entertainment	Asakuma Sushi Delivery		Beverly Hills, CA		Chase #5999	(22.62)		
4061	05/28/11	(121.10)	Meals and entertainment	Rock Sugar		Los Angeles, CA		Chase #5999	(55.55)		
4062	05/29/11	(286.58)	Meals and entertainment	Il Pasticcio		Beverly Hills, CA		Chase #5999	(138.27)		
4063	05/29/11	(272.89)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA		Chase #5999	(136.93)		
4064	05/29/11	(250.90)	Meals and entertainment	La Pizzeria		Los Angeles, CA		Visa #1832	(125.45)		
4065	05/29/11	(139.12)	Meals and entertainment	Il Pasticcio		Beverly Hills, CA		Chase #5999	(69.56)		
4066	05/29/11	(122.84)	Meals and entertainment	Tart Restaurant		Los Angeles, CA		Visa #1832	(60.92)		
4067	05/29/11	(101.34)	Meals and entertainment	Il Pasticcio		Beverly Hills, CA		Chase #5999	(50.57)		
4068	05/29/11	(110.26)	Meals and entertainment	Arbit Deli		Hollywood, CA		Chase #5999	(55.13)		
4069	05/29/11	(109.54)	Meals and entertainment	Asakuma Sushi Delivery		Beverly Hills, CA		Chase #5999	(54.77)		
4070	05/31/11	(248.02)	Meals and entertainment	Leslie Robbins		Los Angeles, CA		WF #5397	(124.01)		
4071	06/01/11	(72.50)	Meals and entertainment	The Little West Door		Los Angeles, CA		Chase #5999	(36.25)		
4072	05/31/11	(500.00)	Meals and entertainment	Rock Sugar		Los Angeles, CA		Chase #5999	(50.00)		
4073	05/31/11	(1,790.14)	Meals and entertainment	The Capital Grill		Denver, CO		AMEX 5-723003	(875.08)		
4074	06/01/11	(134.85)	Meals and entertainment	Il Pasticcio		Beverly Hills, CA		Chase #5999	(67.33)		
4075	06/02/11	(122.90)	Meals and entertainment	Waine Supper Club		Denver, CO		Visa #1832	(60.95)		
4076	06/02/11	(3,852.18)	Meals and entertainment	Palm Restaurant		Denver, CO		AMEX 5-723003	(1,926.09)		
4077	06/04/11	(121.76)	Meals and entertainment	Tra Di Noi Ristorante		Malibu, CA		Visa #1832	(60.88)		
4078	06/06/11	(155.92)	Meals and entertainment	Tart Restaurant		Los Angeles, CA		WF #5397	(77.96)		
4079	06/06/11	(254.62)	Meals and entertainment	La Piazza		Los Angeles, CA		AMEX 5-723003	(127.31)		
4080	06/06/11	(36.52)	Meals and entertainment	Lungi's Bella Restaurant		Hawthorne, CA		Visa #1832	(18.26)		
4081	06/07/11	(67.78)	Meals and entertainment	Asakuma Sushi Delivery		Beverly Hills, CA		Chase #5999	(33.84)		
4082	06/08/11	(296.40)	Meals and entertainment	King Soopers		Denver, CO		BuFA 6446	(148.20)		
4083	06/10/11	(162.74)	Meals and entertainment	Tart Restaurant		Los Angeles, CA		Visa #1832	(81.37)		
4084	06/14/11	(238.88)	Meals and entertainment	Moneta French Steakhouse		Los Angeles, CA		WF #5397	(119.43)		
4085	06/15/11	(68.00)	Meals and entertainment	The Fun Factory		San Jose, CA		AMEX #8-89008/89-88000	(34.00)		
4086	06/15/11	(168.02)	Meals and entertainment	Wood Ranch Farmers Mar		Los Angeles, CA		WF #5397	(84.01)		
4087	06/17/11	(129.54)	Meals and entertainment	Tart Restaurant		Los Angeles, CA		WF #5397	(64.77)		
4088	06/17/11	(203.24)	Meals and entertainment	La Piazza		Los Angeles, CA		Visa #1832	(101.62)		
4089	06/20/11	(148.82)	Meals and entertainment	Tro Di Noi Ristorante		Malibu, CA		WF #5397	(74.41)		
4090	06/21/11	(157.00)	Meals and entertainment	Ale De Cuba		Los Angeles, CA		WF #5397	(78.50)		
4091	07/01/11	(183.26)	Meals and entertainment	Don's Family of Boynton		Boynton Beach, FL		Visa #1832	(91.63)		
4092	07/04/11	(941.84)	Meals and entertainment	Westin Beach Dining		FL Lauderdale, FL		AMEX 5-723003	(470.92)		
4093	07/05/11	(279.02)	Meals and entertainment	Margarita Cantina		FL Lauderdale, FL		WF #5397	(139.51)		
4094	07/05/11	(148.04)	Meals and entertainment	Westin Beach Resort		FL Lauderdale, FL		Visa #1832	(74.02)		
4095	07/06/11	(506.00)	Meals and entertainment	Ticketmaster - The Voice		Los Angeles, CA		AMEX #8-89008/89-88000	(253.00)		
4096	07/09/11	(250.20)	Meals and entertainment	Hyatt Hotels		Los Angeles, CA		AMEX 5-723003	(125.10)		
4097	07/11/11	(127.88)	Meals and entertainment	Tart Restaurant		Los Angeles, CA		WF #5397	(63.94)		
4098	07/13/11	(123.48)	Meals and entertainment	The Farm of Beverly Hills		Los Angeles, CA		Visa #1832	(61.74)		
4099	07/15/11	(660.00)	Meals and entertainment	WVH Call/Reservation		Anaheim, CA		AMEX #8-89008/89-88000	(330.00)		
4100	07/15/11	(288.70)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA		Visa #1832	(144.35)		
4101	07/18/11	(235.18)	Meals and entertainment	Yabu Restaurant		Hollywood, CA		Visa #1832	(117.59)		
4102	07/20/11	(202.00)	Meals and entertainment	La Piazza		Los Angeles, CA		Visa #1832	(101.00)		
4103	07/21/11	(263.54)	Meals and entertainment	Chouin Ga Bee Restaurant		Los Angeles, CA		AMEX 5-723003	(131.77)		
4104	07/25/11	(135.02)	Meals and entertainment	Tart Restaurant		Los Angeles, CA		WF #5397	(67.51)		
4105	07/25/11	(225.12)	Meals and entertainment	Tro Di Noi Ristorante		Malibu, CA		WF #5397	(112.56)		
4106	07/25/11	(521.52)	Meals and entertainment	Yabu Restaurant		West Hollywood, CA		WF #5397	(260.76)		
4107	07/26/11	(43.88)	Meals and entertainment	Leslie Robbins		Los Angeles, CA		WF #5397	(21.94)		
4108	07/26/11	(354.58)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA		WF #5397	(177.29)		
4109	07/28/11	(82.50)	Meals and entertainment	Down Downtown Grill		Denver, CO		BuFA 6446	(41.25)		
4110	07/29/11	(319.11)	Meals and entertainment	La Piazza		Los Angeles, CA		Visa #1832	(159.56)		

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TRANSACTIONS THAT COMPRSE THE "ADJUSTED" COLUMN ON EXHIBIT 4, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4111	07/10/11	(320.00)	Meals and entertainment	Yabu Restaurant		Hollywood, CA			-	Visa x3832	(160.03)
4112	07/11/11	(273.18)	Meals and entertainment	Rock Sugar		Los Angeles, CA			-	Visa x3832	(156.59)
4113	08/09/11	(48.30)	Meals and entertainment	7-Eleven		Singapore			-	Visa x3832	(24.13)
4114	08/14/11	(1,224.98)	Meals and entertainment	Delmo Café		Los Angeles, CA			-	AMEX S-723003	(607.49)
4115	08/14/11	(196.28)	Meals and entertainment	Morrelade		Los Angeles, CA			-	Visa x3832	(88.13)
4116	08/16/11	(295.22)	Meals and entertainment	Yabu Restaurant		Hollywood, CA			-	AMEX S-723003	(147.61)
4117	08/17/11	(100.92)	Meals and entertainment	La Piazza		Los Angeles, CA			-	Visa x3832	(100.46)
4118	08/19/11	(177.18)	Meals and entertainment	Tart Restaurant		Los Angeles, CA			-	Visa x3832	(88.58)
4119	08/20/11	(185.10)	Meals and entertainment	Tra Di Noi Ristorante		Malibu, CA			-	AMEX S-723003	(147.33)
4120	08/23/11	(282.48)	Meals and entertainment	Chosen Go Bee Restaurant		Los Angeles, CA			-	AMEX S-723003	(141.24)
4121	08/24/11	(199.65)	Meals and entertainment	Wood Ranch Farmers Market		Los Angeles, CA			-	AMEX S-723003	(99.83)
4122	08/24/11	(85.33)	Meals and entertainment	Tart Restaurant		Los Angeles, CA			-	AMEX S-723003	(42.54)
4123	08/27/11	(656.50)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA			-	Visa x3832	(328.12)
4124	08/28/11	(286.92)	Meals and entertainment	Tra Di Noi Ristorante		Malibu, CA			-	AMEX S-723003	(143.46)
4125	08/31/11	(175.60)	Meals and entertainment	Tart Restaurant		Los Angeles, CA			-	Visa x3832	(87.70)
4126	09/03/11	(278.43)	Meals and entertainment	Tra Di Noi Ristorante		Malibu, CA			-	Visa x3832	(139.17)
4127	09/03/11	(278.43)	Meals and entertainment	Yabu Restaurant		Hollywood, CA			-	Visa x3832	(139.17)
4128	09/06/11	(57.00)	Meals and entertainment	Metro Plaza		Los Vegas, NV			-	AMEX S-723003	(28.50)
4129	09/06/11	(157.80)	Meals and entertainment	Griffin's		Los Angeles, CA			-	AMEX S-723003	(78.90)
4130	09/09/11	(196.02)	Meals and entertainment	Esencia Organics		Beverly Hills, CA			-	AMEX S-723003	(98.01)
4131	09/10/11	(113.04)	Meals and entertainment	Tra Di Noi Ristorante		Malibu, CA			-	AMEX S-723003	(56.52)
4132	09/16/11	(157.02)	Meals and entertainment	Tart Restaurant		Los Angeles, CA			-	Visa x3832	(78.51)
4133	09/17/11	(244.80)	Meals and entertainment	Rock Sugar		Los Angeles, CA			-	AMEX S-723003	(122.40)
4134	09/18/11	(193.60)	Meals and entertainment	Il Pasticcio		Beverly Hills, CA			-	AMEX S-723003	(96.80)
4135	09/19/11	(57.00)	Meals and entertainment	Red Dwy Uquor		Laguna Beach, CA			-	AMEX S-723003	(28.50)
4136	09/23/11	(2,164.20)	Meals and entertainment	Ticketmaster - Ultimate Fighting		Los Angeles, CA			-	AMEX S-723003	(581.10)
4137	09/23/11	(6.00)	Meals and entertainment	Ticketmaster		Los Angeles, CA			-	AMEX S-723003	(3.00)
4138	09/23/11	(223.90)	Meals and entertainment	La Piazza		Los Angeles, CA			-	AMEX S-723003	(106.95)
4139	09/24/11	(143.00)	Meals and entertainment	AMC Century		Los Angeles, CA			-	AMEX S-723003	(71.50)
4140	09/24/11	(257.64)	Meals and entertainment	Rock Sugar		Los Angeles, CA			-	AMEX S-723003	(128.82)
4141	09/24/11	(109.50)	Meals and entertainment	Century City Broad		Los Angeles, CA			-	AMEX S-723003	(54.75)
4142	09/25/11	(185.23)	Meals and entertainment	Yabu Restaurant		Hollywood, CA			-	AMEX S-723003	(92.61)
4143	09/29/11	(257.26)	Meals and entertainment	Wood Ranch Farmers Market		Los Angeles, CA			-	AMEX S-723003	(128.63)
4144	09/30/11	(148.06)	Meals and entertainment	Tart Restaurant		Los Angeles, CA			-	AMEX S-723003	(74.03)
4145	10/01/11	(252.82)	Meals and entertainment	Tra Di Noi Ristorante		Malibu, CA			-	AMEX S-723003	(126.41)
4146	10/02/11	(442.46)	Meals and entertainment	Aria De Cuba		Hollywood, CA			-	AMEX S-723003	(221.23)
4147	10/02/11	(64.93)	Meals and entertainment	Bugle Café		Los Vegas, NV			-	AMEX S-723003	(32.46)
4148	10/04/11	(244.84)	Meals and entertainment	La Piazza		Los Angeles, CA			-	AMEX S-723003	(122.42)
4149	10/05/11	(560.53)	Meals and entertainment	The Capital Grill		Naples, FL			-	AMEX S-723003	(280.26)
4150	10/14/11	(192.02)	Meals and entertainment	Tart Restaurant		Los Angeles, CA			-	AMEX S-723003	(96.01)
4151	10/17/11	(252.34)	Meals and entertainment	Cravings		CA			-	AMEX S-723003	(126.18)
4152	10/20/11	(305.00)	Meals and entertainment	Yabu Restaurant		Hollywood, CA			-	AMEX S-723003	(152.50)
4153	10/22/11	(278.50)	Meals and entertainment	Tra Di Noi Ristorante		Malibu, CA			-	AMEX S-723003	(139.25)
4154	10/23/11	(358.88)	Meals and entertainment	Delmo Café		Los Angeles, CA			-	AMEX S-723003	(179.44)
4155	10/30/11	(132.96)	Meals and entertainment	Morrel French Steakhouse		Los Angeles, CA			-	AMEX S-723003	(66.48)
4156	11/01/11	(311.72)	Meals and entertainment	La Piazza		Los Angeles, CA			-	AMEX S-723003	(155.86)
4157	11/04/11	(221.65)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA			-	AMEX S-723003	(110.83)
4158	11/09/11	1.00	Meals and entertainment	Ticketmaster - credit		Los Angeles, CA		AMEX S-723003	0.50		
4159	11/09/11	(294.40)	Meals and entertainment	Waterworks Restaurant		Philadelphia, PA			-	AMEX S-723003	(147.20)
4160	11/12/11	(202.18)	Meals and entertainment	Kings Fish House		Orange, CA			-	AMEX S-723003	(101.09)
4161	11/13/11	(1,287.26)	Meals and entertainment	La Piazza		Los Angeles, CA			-	AMEX S-723003	(643.63)
4162	11/13/11	(74.70)	Meals and entertainment	California Pizza Kitchen		Los Angeles, CA			-	AMEX S-723003	(37.35)
4163	11/18/11	(136.36)	Meals and entertainment	Tart Restaurant		Los Angeles, CA			-	AMEX S-723003	(68.18)
4164	11/19/11	(138.54)	Meals and entertainment	Yabu Restaurant		Hollywood, CA			-	AMEX S-723003	(69.27)
4165	11/20/11	(244.84)	Meals and entertainment	Rock Sugar		Los Angeles, CA			-	AMEX S-723003	(122.42)
4166	11/24/11	(96.70)	Meals and entertainment	The Farm of Beverly Hills		Los Angeles, CA			-	AMEX S-723003	(48.35)
4167	11/24/11	(123.10)	Meals and entertainment	Il Pasticcio		Beverly Hills, CA			-	AMEX S-723003	(61.55)
4168	11/26/11	(160.18)	Meals and entertainment	21st		Los Angeles, CA			-	AMEX S-723003	(80.09)
4169	11/26/11	(158.45)	Meals and entertainment	Tra Di Noi Ristorante		Malibu, CA			-	AMEX S-723003	(79.23)
4170	11/27/11	(106.52)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA			-	AMEX S-723003	(53.26)
4171	11/30/11	(106.64)	Meals and entertainment	CLA Fonda		Hollywood, CA			-	AMEX S-723003	(53.32)
4172	12/04/11	(139.48)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA			-	AMEX S-723003	(69.74)
4173	12/10/11	(179.12)	Meals and entertainment	Toscane		Los Angeles, CA			-	AMEX S-723003	(89.56)
4174	12/12/11	(2,841.06)	Meals and entertainment	Picatar Brothers		Los Angeles, CA			-	AMEX S-723003	(1,420.53)

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TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 4, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unsettled Amounts	AF Category	Description			Notes	Inflows		Outflows	
				Source / Use	Check Number	Location		Account	Amount	Account	Amount
4175	12/26/11	(385.04)	Meals and entertainment	La Piazza		Los Angeles, CA				Visa x3832	(289.53)
4176	12/27/11	(126.36)	Meals and entertainment	Jerry's Famous Deli		Los Angeles, CA				Visa x3832	(62.10)
4177	12/28/11	(285.42)	Meals and entertainment	Rock Sugar		Los Angeles, CA				Visa x3832	(147.71)
4178	12/29/11	(207.92)	Meals and entertainment	Maggiolo's		Los Angeles, CA				Visa x3832	(101.44)
4179	12/29/11	(175.82)	Meals and entertainment	Lecanda Vyneta		Los Angeles, CA				Visa x3832	(187.91)
4180	12/29/11	(350.52)	Meals and entertainment	Hop Sea Seafood		Los Angeles, CA				Visa x3832	(175.26)
4181	12/28/11	(348.54)	Meals and entertainment	Divino Cafe		Los Angeles, CA				Visa x3832	(174.27)
4182	12/27/11	(164.34)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA				Visa x3832	(83.17)
4183	12/27/11	(88.40)	Meals and entertainment	Jerry's Famous Deli		Los Angeles, CA				Visa x3832	(84.20)
4184	12/28/11	(401.44)	Meals and entertainment	Disneyland F&B Sales		Anaheim, CA				Visa x3832	(200.72)
4185	12/28/11	(184.24)	Meals and entertainment	Disneyland F&B Sales		Anaheim, CA				Visa x3832	(92.12)
4186	12/28/11	(522.22)	Meals and entertainment	Disneyland F&B Sales		Anaheim, CA				Visa x3832	(161.11)
4187	12/29/11	(180.34)	Meals and entertainment	Disneyland F&B Sales		Anaheim, CA				Visa x3832	(90.17)
4188	12/30/11	(160.80)	Meals and entertainment	Maggiolo's		Los Angeles, CA				Visa x3832	(180.40)
4189	01/01/12	(289.32)	Meals and entertainment	Tra Di Noi Restaurant		Malibu, CA				AMEX S-723003	(144.66)
4190	01/02/12	(241.54)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX S-723003	(120.77)
4191	01/02/12	(111.40)	Meals and entertainment	Asio de Cuba		Los Angeles, CA				Visa x3832	(155.70)
4192	01/02/12	(104.30)	Meals and entertainment	Crawings		CA				Visa x3832	(152.15)
4193	01/02/12	(130.22)	Meals and entertainment	Divino Cafe		Los Angeles, CA				Visa x3832	(165.12)
4194	01/11/12	(18.56)	Meals and entertainment	Wesley St. Francis Orate		San Francisco, CA				AMEX S-723003	(19.24)
4195	01/11/12	(148.58)	Meals and entertainment	Sourbon Steak		San Francisco, CA				AMEX S-723003	(284.79)
4196	01/11/12	(146.68)	Meals and entertainment	Tan Restaurant		Los Angeles, CA				Visa x3832	(91.34)
4197	01/14/12	(96.00)	Meals and entertainment	Grove 24		Los Angeles, CA				Visa x3832	(48.00)
4198	01/15/12	(180.15)	Meals and entertainment	Marmelade		Los Angeles, CA				Visa x3832	(90.08)
4199	01/15/12	(144.82)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA				Visa x3832	(71.41)
4200	01/17/12	(173.50)	Meals and entertainment	Marmelade		Los Angeles, CA				Visa x3832	(86.75)
4201	01/23/12	(167.82)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA				Visa x3832	(83.91)
4202	01/24/12	(131.12)	Meals and entertainment	Yama Sushi		Las Vegas, NV				AMEX S-723003	(65.56)
4203	01/27/12	(150.72)	Meals and entertainment	Tocanovo		Los Angeles, CA				AMEX S-723003	(175.18)
4204	01/28/12	(179.20)	Meals and entertainment	Black on the Beach		San Jose, CA				AMEX S-723003	(89.60)
4205	01/29/12	(127.40)	Meals and entertainment	La Piazza		Los Angeles, CA				AMEX S-723003	(173.70)
4206	02/01/12	(262.78)	Meals and entertainment	In-Motion Pictures		Jacksonville, FL				AMEX xB	(121.18)
4207	02/02/12	(147.76)	Meals and entertainment	Yabu Restaurant		Hollywood, CA				AMEX S-723003	(143.88)
4208	02/03/12	(630.88)	Meals and entertainment	Pago De Chao		Beverly Hills, CA				AMEX S-723003	(115.14)
4209	02/04/12	(148.26)	Meals and entertainment	Tra Di Noi Restaurant		Malibu, CA				Visa x3832	(174.13)
4210	02/04/12	(143.42)	Meals and entertainment	Yabu Restaurant		Hollywood, CA				Visa x3832	(174.13)
4211	02/06/12	(170.10)	Meals and entertainment	La Piazza		Los Angeles, CA				Visa x3832	(153.10)
4212	02/10/12	(127.04)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA				Visa x3832	(63.52)
4213	02/11/12	(133.94)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA				Visa x3832	(116.91)
4214	02/28/12	(119.35)	Meals and entertainment	Divino Cafe		Los Angeles, CA				Visa x3832	(209.61)
4215	03/01/12	(144.94)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX S-723003	(122.49)
4216	03/03/12	(150.00)	Meals and entertainment	Grove 24		Los Angeles, CA				Visa x3832	(74.50)
4217	03/03/12	(158.90)	Meals and entertainment	La Piazza		Los Angeles, CA				AMEX S-723003	(129.45)
4218	03/04/12	(148.22)	Meals and entertainment	Tenore Tony		Malibu, CA				AMEX S-723003	(133.11)
4219	03/06/12	(182.52)	Meals and entertainment	Yabu Restaurant		Hollywood, CA				Visa x3832	(141.26)
4220	03/08/12	(815.00)	Meals and entertainment	Circus Old Shows		Las Vegas, NV				AMEX xB	(407.50)
4221	03/10/12	(196.18)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA				Visa x3832	(98.34)
4222	03/11/12	(128.40)	Meals and entertainment	Divino Cafe		Los Angeles, CA				AMEX S-723003	(164.20)
4223	03/13/12	(282.16)	Meals and entertainment	Yabu Restaurant		Hollywood, CA				AMEX S-723003	(141.08)
4224	03/15/12	(219.18)	Meals and entertainment	Sonoma Wine Garden		Santa Monica, CA				AMEX S-723003	(112.49)
4225	03/17/12	(223.23)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX S-723003	(161.11)
4226	03/19/12	(164.50)	Meals and entertainment	La Piazza		Los Angeles, CA				Visa x3832	(182.25)
4227	03/20/12	(141.94)	Meals and entertainment	Steno Italian Authentic		BozA 6446					(70.97)
4228	03/21/12	(195.58)	Meals and entertainment	Chia Mossera Bar		Santa Monica, CA				Visa x3832	(87.79)
4229	03/23/12	(174.66)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				AMEX S-723003	(187.11)
4230	03/24/12	(18.66)	Meals and entertainment	The Counter		Los Angeles, CA				AMEX xB	(18.33)
4231	03/30/12	(119.54)	Meals and entertainment	La Piazza		Los Angeles, CA				AMEX S-723003	(159.75)
4232	03/31/12	(162.84)	Meals and entertainment	Rock Sugar		Los Angeles, CA				Visa x3832	(131.47)
4233	04/08/12	(437.94)	Meals and entertainment	Divino Cafe		Los Angeles, CA				AMEX S-723003	(218.97)
4234	04/07/12	(165.68)	Meals and entertainment	Tra Di Noi Restaurant		Malibu, CA				AMEX S-723003	(132.84)
4235	04/11/12	(116.04)	Meals and entertainment	Porter Canyon Buffet		Cabazon, CA				AMEX xB	(18.02)
4236	06/14/12	(421.98)	Meals and entertainment	Divino Cafe		Los Angeles, CA				Visa x3832	(210.99)
4237	06/14/12	(111.44)	Meals and entertainment	Short Order		Los Angeles, CA				Visa x3832	(105.72)
4238	06/19/12	(155.70)	Meals and entertainment	Coffee AM						Visa x3832	(172.45)
4239	06/20/12	(155.00)	Meals and entertainment	Yabu Restaurant		Hollywood, CA				Visa x3832	(177.53)
4240	06/21/12	(119.61)	Meals and entertainment	Tocanovo		Los Angeles, CA				Visa x3832	(209.41)

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TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4241	04/28/12	(516.28)	Meals and entertainment	Divino Cafe		Los Angeles, CA				AMEX S-723003	(258.14)
4242	04/29/12	(358.32)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX S-723003	(179.16)
4243	05/01/12	(235.72)	Meals and entertainment	Marmabade		Los Angeles, CA				AMEX S-723003	(117.86)
4244	05/03/12	(318.40)	Meals and entertainment	La Piazza		Los Angeles, CA				AMEX S-723003	(159.20)
4245	05/03/12	(466.80)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				AMEX S-723003	(233.40)
4246	05/04/12	(311.00)	Meals and entertainment	Yabu Restaurant		Hollywood, CA				AMEX S-723003	(155.50)
4247	05/10/12	(210.68)	Meals and entertainment	Maglieno's		Los Angeles, CA				Visa x3832	(105.34)
4248	05/12/12	(327.10)	Meals and entertainment	Le Pisto		Los Angeles, CA				Visa x3832	(163.55)
4249	05/13/12	(728.20)	Meals and entertainment	Mon Brin		Hollywood, CA				AMEX S-723003	(364.10)
4250	05/15/12	(730.98)	Meals and entertainment	Fogo De Chao		Denver, CO				AMEX S-723003	(365.49)
4251	05/16/12	(81.28)	Meals and entertainment	Timberline Steaks		Denver, CO				AMEX S-723003	(41.64)
4252	05/17/12	(67.82)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				AMEX S-723003	(33.91)
4253	05/17/12	(699.12)	Meals and entertainment	La Piazza		Los Angeles, CA				AMEX S-723003	(349.56)
4254	05/19/12	(794.72)	Meals and entertainment	Toscanova		Los Angeles, CA				AMEX S-723003	(397.36)
4255	05/19/12	(108.20)	Meals and entertainment	Jimmy's Famous Deli		Los Angeles, CA				AMEX S-723003	(54.10)
4256	05/26/12	(290.80)	Meals and entertainment	La Piazza		Los Angeles, CA				Visa x3832	(145.40)
4257	05/27/12	(222.84)	Meals and entertainment	Tro Di Noi Risto		Malibu, CA				AMEX S-723003	(111.42)
4258	05/28/12	(49.08)	Meals and entertainment	LA BA		Denver, CO				Visa x3832	(24.54)
4259	06/01/12	(295.12)	Meals and entertainment	La Piazza		Los Angeles, CA				Visa x3832	(147.56)
4260	06/03/12	(271.18)	Meals and entertainment	Tro Di Noi Ristorante		Malibu, CA				Visa x3832	(135.59)
4261	06/04/12	(255.96)	Meals and entertainment	Yabu Restaurant		West Hollywood, CA				WF x5197	(127.98)
4262	06/04/12	(216.10)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA				Visa x3432	(108.05)
4263	06/05/12	(280.00)	Meals and entertainment	Blue Mountain Coffee						Visa x3432	(140.00)
4264	06/08/12	(318.22)	Meals and entertainment	Divino Cafe		Los Angeles, CA				Visa x3832	(159.11)
4265	06/08/12	(1,600.00)	Meals and entertainment	Fancy to Fantasy - Illegible	492					BoA 6446	(800.00)
4266	06/09/12	(113.94)	Meals and entertainment	Tro Di Noi Restaurant		Malibu, CA				Visa x3832	(56.97)
4267	06/12/12	(1,911.46)	Meals and entertainment	Fancy to Fantasy Catered Affairs	1429					WF x5197	(955.73)
4268	06/13/12	(258.54)	Meals and entertainment	Cheesecake Factory		Los Angeles, CA				Visa x3832	(129.27)
4269	06/14/12	(151.24)	Meals and entertainment	Short Order		Los Angeles, CA				Visa x3832	(75.62)
4270	06/15/12	(320.62)	Meals and entertainment	Chays Bepierre		Los Angeles, CA				Visa x3832	(160.31)
4271	06/17/12	(949.42)	Meals and entertainment	Tro Di Noi Restaurant		Malibu, CA				AMEX S-723003	(474.71)
4272	06/22/12	(702.74)	Meals and entertainment	La Piazza		Los Angeles, CA				AMEX S-723003	(351.37)
4273	06/22/12	(425.92)	Meals and entertainment	Fancy to Fantasy		Denver, CO				AMEX S-723003	(212.96)
4274	06/23/12	(423.62)	Meals and entertainment	Tro Di Noi Restaurant		Malibu, CA				AMEX S-723003	(211.81)
4275	06/29/12	(63.24)	Meals and entertainment	Lug's & Family						AMEX S-723003	(31.62)
4276	07/01/12	(469.89)	Meals and entertainment	Divino Cafe		Los Angeles, CA				AMEX S-723003	(234.94)
4277	07/06/12	(405.78)	Meals and entertainment	La Piazza		Los Angeles, CA				Visa x3832	(202.89)
4278	07/13/12	(22,000.00)	Meals and entertainment	7-Eleven		Singapore				Visa x3832	(11,000.00)
4279	07/14/12	(516.28)	Meals and entertainment	Divino Cafe		Los Angeles, CA				AMEX S-723003	(258.14)
4280	07/16/12	(766.45)	Meals and entertainment	Chosun Calbee Restaurant		Los Angeles, CA				AMEX S-723003	(383.22)
4281	07/20/12	(518.29)	Meals and entertainment	KOI Los Angeles		Hollywood, CA				Visa x3832	(259.14)
4282	07/21/12	(253.04)	Meals and entertainment	Tro Di Noi Restaurant		Malibu, CA				Visa x3832	(126.52)
4283	07/26/12	(183.10)	Meals and entertainment	Short Order		Los Angeles, CA				AMEX S-723003	(91.55)
4284	07/28/12	(289.22)	Meals and entertainment	Tro Di Noi Restaurant		Malibu, CA				AMEX S-723003	(144.61)
4285	07/29/12	(245.42)	Meals and entertainment	Bj's Restaurant		Los Angeles, CA				AMEX S-723003	(122.71)
4286	08/03/12	(274.14)	Meals and entertainment	Chin Chin Restaurant		Hollywood, CA				Visa x3832	(137.07)
4287	08/04/12	(572.68)	Meals and entertainment	Hotel Bel Air Food		Los Angeles, CA				AMEX S-723003	(286.34)
4288	08/06/12	(935.84)	Meals and entertainment	BOA Sunset		West Hollywood, CA				AMEX S-723003	(467.92)
4289	08/07/12	(82.00)	Meals and entertainment	Grove 14		Los Angeles, CA				Visa x3832	(41.00)
4290	08/07/12	(175.34)	Meals and entertainment	Marmabade		Los Angeles, CA				Visa x3832	(87.67)
4291	08/07/12	(348.16)	Meals and entertainment	Wokano West		Los Angeles, CA				AMEX S-723003	(174.08)
4292	08/08/12	(223.58)	Meals and entertainment	Mickey in Paradise		Anaheim, CA				Visa x3832	(111.79)
4293	08/08/12	(155.10)	Meals and entertainment	Village Haus		Anaheim, CA				Visa x3832	(77.55)
4294	08/08/12	(26.50)	Meals and entertainment	The Lounge at Steak Restaurant		Anaheim, CA				AMEX S-723003	(13.25)
4295	08/08/12	(249.10)	Meals and entertainment	Steakhouse Restaurant		Anaheim, CA				AMEX S-723003	(124.55)
4296	08/09/12	(372.04)	Meals and entertainment	Ralph Brennan's Jazz		Anaheim, CA				AMEX S-723003	(186.02)
4297	08/10/12	(203.92)	Meals and entertainment	Los Angeles Gun Club		Los Angeles, CA				Visa x3832	(101.96)
4298	08/10/12	(97.18)	Meals and entertainment	Waf's Drive In		Los Angeles, CA				Visa x3832	(48.59)

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Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS HIGHLIGHTED IN ORANGE)

Ref	Date	Unmatched Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4299	08/10/12	(553.64)	Meals and entertainment	Divino		Los Angeles, CA				AMEX #0-81009/#0-82007	(276.82)
4300	08/12/12	(424.60)	Meals and entertainment	Tra Di Noi Restaurant		Malibu, CA				AMEX #0-81009/#0-82007	(212.90)
4301	08/13/12	(154.86)	Meals and entertainment	Cafe Habana		Malibu, CA				AMEX #0-81009/#0-82007	(77.43)
4302	08/13/12	(474.76)	Meals and entertainment	Yabu Restaurant		Hollywood CA				AMEX #0-81009/#0-82007	(237.38)
4303	08/13/12	(114.80)	Meals and entertainment	Tanino		Los Angeles, CA				AMEX #0-81009/#0-82007	(57.40)
4304	08/15/12	(183.48)	Meals and entertainment	Veruca Ristorante		CO				AMEX S-773003	(66.74)
4305	08/17/12	(34.70)	Meals and entertainment	Louis Belle Family		Hawthorne, CA				AMEX S-773003	(17.35)
4306	08/17/12	(202.82)	Meals and entertainment	Yabu Restaurant		Hollywood CA				AMEX #0-81009/#0-82007	(153.41)
4307	08/18/12	(130.08)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX #0-81009/#0-82007	(165.04)
4308	08/19/12	(264.54)	Meals and entertainment	Tra Di Noi Restaurant		Malibu, CA				AMEX #0-81009/#0-82007	(132.27)
4309	08/24/12	(365.40)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				AMEX #0-81009/#0-82007	(182.70)
4310	08/25/12	(341.58)	Meals and entertainment	Warehouse Restaurant		Marina Del Rey, CA				AMEX #0-81009/#0-82007	(170.79)
4311	08/26/12	(411.10)	Meals and entertainment	Divino		Los Angeles, CA				AMEX #0-81009/#0-82007	(205.55)
4312	08/28/12	(178.94)	Meals and entertainment	Wolcano		Los Angeles, CA				VISA #3832	(89.47)
4313	08/29/12	(192.12)	Meals and entertainment	Wolcano		Los Angeles, CA				VISA #3832	(96.06)
4314	08/29/12	(85.68)	Meals and entertainment	Jerry's Famous Deli		Los Angeles, CA				VISA #3832	(17.84)
4315	08/30/12	(78.10)	Meals and entertainment	Norm's La Cienega		Los Angeles, CA				VISA #3832	(39.05)
4316	08/31/12	(200.74)	Meals and entertainment	Short Order		Los Angeles, CA				AMEX #0-81009/#0-82007	(100.37)
4317	09/01/12	(258.58)	Meals and entertainment	Toscana		Los Angeles, CA				AMEX #0-81009/#0-82007	(129.29)
4318	09/06/12	(164.80)	Meals and entertainment	Wolcano		Los Angeles, CA				VISA #3832	(82.40)
4319	09/06/12	(204.22)	Meals and entertainment	Maggianos		Los Angeles, CA				AMEX #0-81009/#0-82007	(102.11)
4320	09/07/12	(199.78)	Meals and entertainment	Wood Ranch Farmers		Los Angeles, CA				AMEX #0-81009/#0-82007	(99.89)
4321	09/08/12	(46.36)	Meals and entertainment	The Bagel Broker		Los Angeles, CA				VISA #3832	(23.18)
4322	09/09/12	(136.00)	Meals and entertainment	LA Zoo Botanical Gardens		Los Angeles, CA				VISA #3832	(68.00)
4323	09/09/12	(71.90)	Meals and entertainment	Los Angeles Zoo		Los Angeles, CA				VISA #3832	(35.95)
4324	09/09/12	(115.22)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				VISA #3832	(57.61)
4325	09/09/12	(71.80)	Meals and entertainment	Jerry's Famous Deli		Los Angeles, CA				VISA #3832	(35.90)
4326	09/10/12	(525.68)	Meals and entertainment	Yabu Restaurant		Hollywood CA				AMEX #0-81009/#0-82007	(262.84)
4327	09/11/12	(343.12)	Meals and entertainment	Fogo De Chao Fogo		Denver CO				AMEX #0-81009/#0-82007	(170.56)
4328	09/13/12	(235.02)	Meals and entertainment	Wood Ranch Farmers		Los Angeles, CA				AMEX #0-81009/#0-82007	(117.51)
4329	09/14/12	(148.24)	Meals and entertainment	Short Order		Los Angeles, CA				AMEX #0-81009/#0-82007	(74.12)
4330	09/19/12	(205.08)	Meals and entertainment	Like Chafetz		Orland, CA				AMEX #0-81009/#0-82007	(102.54)
4331	09/20/12	(112.54)	Meals and entertainment	Yabu Restaurant		Hollywood CA				AMEX #0-81009/#0-82007	(56.27)
4332	09/22/12	(465.10)	Meals and entertainment	Divino		Los Angeles, CA				AMEX #0-81009/#0-82007	(232.55)
4333	09/23/12	(463.50)	Meals and entertainment	Hotel Bel Air Food		Los Angeles, CA				AMEX #0-81009/#0-82007	(231.75)
4334	09/28/12	(139.76)	Meals and entertainment	Lapizza		Los Angeles, CA				AMEX #0-81009/#0-82007	(69.88)
4335	09/30/12	(124.38)	Meals and entertainment	Hop Kee Seafood		Los Angeles, CA				AMEX #0-81009/#0-82007	(62.19)
4336	10/07/12	(579.20)	Meals and entertainment	Hotel Bel Air Food		Los Angeles, CA				AMEX #0-81009/#0-82007	(289.60)
4337	10/08/12	(411.66)	Meals and entertainment	Divino		Los Angeles, CA				AMEX #0-81009/#0-82007	(205.83)
4338	10/10/12	(183.00)	Meals and entertainment	Restaurant Red		Amsterdam				AMEX #0-81009/#0-82007	(91.50)
4339	10/11/12	(2,811.80)	Meals and entertainment	Sea-Lux						BoFA 6446	(905.65)

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unreconciled Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4340	10/11/12	(692.06)	Meals and entertainment	Restaurant Bussola		Amsterdam				AMEX #0-81009/0-82007	(942.04)
4341	10/13/12	(348.78)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX #0-81009/0-82007	(174.39)
4342	10/14/12	(193.56)	Meals and entertainment	Tra Di Noi Restaurant		CA				AMEX #0-81009/0-82007	(146.78)
4343	10/16/12	(431.58)	Meals and entertainment	The Fat Cow		Los Angeles, CA				AMEX #0-81009/0-82007	(215.79)
4344	10/17/12	(39.00)	Meals and entertainment	Grove 14		Los Angeles, CA				AMEX #0-81009/0-82007	(29.50)
4345	10/18/12	(159.80)	Meals and entertainment	Venice Ristorante		Denver CO				AMEX #0-81009/0-82007	(178.50)
4346	10/20/12	(333.20)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				AMEX #0-81009/0-82007	(66.60)
4347	10/20/12	(218.06)	Meals and entertainment	Obba's Mozzarella Bar		Los Angeles, CA				AMEX #0-81009/0-82007	(109.03)
4348	10/20/12	(31.56)	Meals and entertainment	Century City Bread		Los Angeles, CA				AMEX #0-81009/0-82007	(15.78)
4349	10/24/12	(392.78)	Meals and entertainment	Yabu Restaurant		Hollywood CA				AMEX #0-81009/0-82007	(296.39)
4350	10/25/12	(171.20)	Meals and entertainment	Wood Ranch Farmers Market		Los Angeles, CA				AMEX #0-81009/0-82007	(85.55)
4351	10/25/12	(128.76)	Meals and entertainment	Tra Di Noi Restaurant		Malibu, CA				AMEX #0-81009/0-82007	(64.38)
4352	10/26/12	(137.34)	Meals and entertainment	Li's Asian Bistro		Denver, CO				AMEX #0-81009/0-82007	(68.87)
4353	10/27/12	(244.42)	Meals and entertainment	Chesapeake		Denver CO				AMEX #0-81009/0-82007	(72.21)
4354	10/28/12	(359.83)	Meals and entertainment	J Sushi		Denver, CO				AMEX #0-81009/0-82007	(279.94)
4355	10/30/12	(1,032.58)	Meals and entertainment	Greystone The Steak		San Diego, CA				AMEX #0-81009/0-82007	(516.19)
4356	11/03/12	(476.22)	Meals and entertainment	Coronado Boathouse		San Diego, CA				AMEX #0-81009/0-82007	(238.11)
4357	11/04/12	(241.06)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA				AMEX #0-81009/0-82007	(120.53)
4358	11/06/12	(245.20)	Meals and entertainment	Venice Ristorante		Denver CO				AMEX #0-81009/0-82007	(122.60)
4359	11/07/12	(77.72)	Meals and entertainment	Brown Palace		Denver CO				AMEX #0-81009/0-82007	(38.88)
4360	11/07/12	(371.58)	Meals and entertainment	Brown Palace		Denver CO				AMEX #0-81009/0-82007	(165.79)
4361	11/10/12	(184.58)	Meals and entertainment	Sally's Restaurant		San Diego, CA				AMEX #0-81009/0-82007	(93.31)
4362	11/10/12	(183.34)	Meals and entertainment	Anastasia Cafe		Laguna Beach, CA				AMEX #0-81009/0-82007	(81.57)
4363	11/11/12	(182.52)	Meals and entertainment	Anastasia Cafe		Laguna Beach, CA				AMEX #0-81009/0-82007	(81.06)
4364	11/14/12	(126.46)	Meals and entertainment	My Favorite Muffin		Denver CO				AMEX #0-81009/0-82007	(8.23)
4365	11/16/12	(168.58)	Meals and entertainment	Miami Burger Grove		Los Angeles, CA				AMEX #0-81009/0-82007	(84.28)
4366	11/17/12	(171.88)	Meals and entertainment	Anastasia Cafe		Laguna Beach, CA				AMEX #0-81009/0-82007	(85.94)
4367	11/17/12	(329.36)	Meals and entertainment	Jojo's Crab		San Diego, CA				AMEX #0-81009/0-82007	(164.59)
4368	11/18/12	(477.48)	Meals and entertainment	Divino		Los Angeles, CA				AMEX #0-81009/0-82007	(239.74)
4369	11/21/12	(272.20)	Meals and entertainment	Robata Japa		Hollywood CA				AMEX #0-81009/0-82007	(136.10)
4370	11/22/12	(753.48)	Meals and entertainment	Valencia Coffee						AMEX #0-81009/0-82007	(376.73)
4371	11/22/12	(152.00)	Meals and entertainment	Blue Mountain Coffee						AMEX #0-81009/0-82007	(76.00)
4372	11/23/12	(88.32)	Meals and entertainment	Dylan's Candy		Los Angeles, CA				AMEX #0-81009/0-82007	(44.16)
4373	11/23/12	(111.40)	Meals and entertainment	Marmelade		Los Angeles, CA				AMEX #0-81009/0-82007	(55.70)
4374	11/24/12	(68.48)	Meals and entertainment	Ylla's Place		CA				AMEX #0-81009/0-82007	(34.23)
4375	11/25/12	(52.80)	Meals and entertainment	Yard House		Irving, CA				AMEX #0-81009/0-82007	(26.50)
4376	11/26/12	(628.44)	Meals and entertainment	Fogo De Chao		Denver CO				AMEX #0-81009/0-82007	(314.22)
4377	11/30/12	(90.12)	Meals and entertainment	Carbon Beach Club		Malibu, CA				AMEX #0-81009/0-82007	(45.06)
4378	11/30/12	(373.02)	Meals and entertainment	Divino		Los Angeles, CA				AMEX #0-81009/0-82007	(186.51)
4379	12/01/12	(50.50)	Meals and entertainment	Yabu Restaurant		Hollywood, CA				AMEX #0-81009/0-82007	(25.25)
4380	12/02/12	(266.20)	Meals and entertainment	Maggiarino		Los Angeles, CA				AMEX #0-81009/0-82007	(133.10)
4381	12/03/12	(343.74)	Meals and entertainment	Gefrecht Rest		Martin Del Rey, CA				AMEX #0-81009/0-82007	(171.87)

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Meals	Account	Amount	Account	Amount
4381	12/04/12	(599.60)	Meals and entertainment	Restaurant Kevin Tay		Denver CO				AMEX id- 81009/NO-82007	(279.60)
4383	12/04/12	(150.80)	Meals and entertainment	The Counter		Los Angeles, CA				AMEX id- 81009/NO-82007	(75.40)
4384	12/09/12	(215.92)	Meals and entertainment	The Southhouse		San Diego, CA				AMEX id- 81009/NO-82007	(107.96)
4385	12/10/12	(199.21)	Meals and entertainment	Chosun Galbee Restnt		Los Angeles, CA				AMEX id- 81009/NO-82007	(199.61)
4386	12/11/12	(1,082.18)	Meals and entertainment	Serafina Fabulous		New York NY				AMEX id- 81009/NO-82007	(541.19)
4387	12/16/12	(52.60)	Meals and entertainment	Yard House		Irvine, CA				AMEX id- 81009/NO-82007	(26.30)
4388	12/17/12	(402.42)	Meals and entertainment	Divino		Los Angeles CA				AMEX id- 81009/NO-82007	(301.21)
4389	12/17/12	(112.28)	Meals and entertainment	U's Asian Bistro		Denver CO				AMEX id- 81009/NO-82007	(58.13)
4390	12/18/12	(2,736.56)	Meals and entertainment	Pfeister Brothers		Toledo OH				AMEX id- 81009/NO-82007	(1,368.33)
4391	12/19/12	(144.00)	Meals and entertainment	Pfeister Brothers		Toledo OH				AMEX id- 81009/NO-82007	(72.00)
4392	12/21/12	(438.64)	Meals and entertainment	The Ivy		Los Angeles, CA				AMEX id- 81009/NO-82007	(219.34)
4393	12/22/12	(298.39)	Meals and entertainment	Seasons 52		Los Angeles, CA				AMEX id- 81009/NO-82007	(149.19)
4394	12/22/12	(19.50)	Meals and entertainment	Century City Braid		Los Angeles, CA				AMEX id- 81009/NO-82007	(9.75)
4395	12/24/12	(2,128.98)	Meals and entertainment	Hotel Bel Air Food		Los Angeles, CA				AMEX id- 81009/NO-82007	(1,064.49)
4396	12/24/12	(89.35)	Meals and entertainment	The Bagel Broker		Los Angeles, CA				AMEX id- 81009/NO-82007	(44.68)
4397	12/25/12	(704.72)	Meals and entertainment	Chosun Galbee Restnt		Los Angeles, CA				AMEX id- 81009/NO-82007	(352.36)
4398	12/26/12	(64.34)	Meals and entertainment	Jerry's Famous Deli		Los Angeles, CA				AMEX id- 81009/NO-82007	(32.17)
4399	12/27/12	(635.82)	Meals and entertainment	Divino		Los Angeles, CA				AMEX id- 81009/NO-82007	(309.91)
4400	12/29/12	130.00	Meals and entertainment	Pfeister Brothers		Toledo OH		AMEX id- 81009/NO-82007	88.00		
4401	12/29/12	110.00	Meals and entertainment	Pfeister Brothers		Toledo OH		AMEX id- 81009/NO-82007	55.00		
4402	12/30/12	(18.00)	Meals and entertainment	The Modern Honolulu		Honolulu HI				AMEX id- 81009/NO-82007	(8.00)
4403	12/30/12	(188.28)	Meals and entertainment	Kona Mountain Coffee		Honolulu HI				AMEX id- 81009/NO-82007	(94.14)
4404	12/30/12	(30.00)	Meals and entertainment	The Modern Honolulu		Honolulu HI				AMEX id- 81009/NO-82007	(15.00)
4405	12/30/12	(207.50)	Meals and entertainment	Hilton Tropical Bar 2		Honolulu HI				AMEX id- 81009/NO-82007	(103.75)
4406	01/03/13	218.88	Meals and entertainment	Amgen Events				WF x5397	109.44		
4407	01/04/13	(448.86)	Meals and entertainment	Laplace		Los Angeles, CA				AMEX id- 81009/NO-82007	(224.44)
4408	01/09/13	(2,832.22)	Meals and entertainment	CooHills		Denver CO				AMEX id- 81009/NO-82007	(1,416.11)
4409	01/12/13	(596.72)	Meals and entertainment	The Slingline		San Diego, CA				AMEX id- 81009/NO-82007	(298.36)
4410	01/13/13	(191.18)	Meals and entertainment	Jimmys Famous		San Diego, CA				AMEX id- 81009/NO-82007	(95.59)
4411	01/15/13	(85.48)	Meals and entertainment	CPK Asap		Los Angeles, CA				AMEX id- 81009/NO-82007	(42.74)
4412	01/16/13	(398.08)	Meals and entertainment	Calayditi Restnt		Marina Del Rey, CA				AMEX id- 81009/NO-82007	(199.04)
4413	01/19/13	(129.84)	Meals and entertainment	Jimmys Famous		San Diego, CA				AMEX id- 81009/NO-82007	(64.92)
4414	01/19/13	(127.84)	Meals and entertainment	Rays		San Diego, CA				AMEX id- 81009/NO-82007	(63.92)
4415	01/21/13	(1,994.74)	Meals and entertainment	Hotel Bel Air Food		Los Angeles, CA				AMEX id- 81009/NO-82007	(997.37)
4416	01/21/13	(158.64)	Meals and entertainment	Grill Concepts		Beverly Hills, CA				AMEX id- 81009/NO-82007	(79.32)
4417	01/24/13	(136.00)	Meals and entertainment	Discovery Tours		Aviston, CA				AMEX id- 81009/NO-82007	(68.00)
4418	01/27/13	(87.04)	Meals and entertainment	Lloyds of Aviston		Aviston, CA				AMEX id- 81009/NO-82007	(43.52)

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4419	01/25/13	(169.84)	Meals and entertainment	El Gallean		Avalon CA				AMEX ID: 81009/00-82007	(81.93)
4420	01/25/13	(579.52)	Meals and entertainment	Steves Steakhouse		Avalon CA				AMEX ID: 81009/00-82007	(289.78)
4421	01/26/13	(192.30)	Meals and entertainment	Original Jacks Resta		Avalon CA				AMEX ID: 81009/00-82007	(94.15)
4423	01/27/13	(740.84)	Meals and entertainment	Calyacht Resmt		Marina Del Rey, CA				AMEX ID: 81009/00-82007	(370.43)
4423	01/27/13	(656.28)	Meals and entertainment	Divino		Los Angeles, CA				AMEX ID: 81009/00-82007	(328.14)
4424	01/31/13	(86.04)	Meals and entertainment	Cannons Seafood Grl		Dana Point, CA				AMEX ID: 81009/00-82007	(43.02)
4425	02/01/13	(397.74)	Meals and entertainment	Yabu Restaurant		Hollywood CA				AMEX ID: 81009/00-82007	(193.87)
4426	02/02/13	(63.88)	Meals and entertainment	The Bagel Brokers		Los Angeles, CA				AMEX ID: 81009/00-82007	(31.94)
4427	02/03/13	(1,119.24)	Meals and entertainment	Fogo De Chao		Beverly Hills, CA				AMEX ID: 81009/00-82007	(559.63)
4428	02/04/13	(65.00)	Meals and entertainment	Lupita Belle Family						AMEX ID: 81009/00-82007	(32.50)
4429	02/06/13	(42.28)	Meals and entertainment	73 Gladstones		Hawthorne, CA				AMEX ID: 81009/00-82007	(21.13)
4430	02/10/13	(810.82)	Meals and entertainment	Yard House		Long Beach, CA				AMEX ID: 81009/00-82007	(455.41)
4431	02/12/13	(86.36)	Meals and entertainment	Brown Palace		Denver CO				AMEX ID: 81009/00-82007	(43.18)
4432	02/15/13	(589.78)	Meals and entertainment	Angelino Osteria/CS		Los Angeles, CA				AMEX ID: 81009/00-82007	(294.89)
4433	02/17/13	(197.10)	Meals and entertainment	Prasall Catalina Pa		Avalon CA				AMEX ID: 81009/00-82007	(98.55)
4434	02/17/13	(363.32)	Meals and entertainment	Avalon Grille		Avalon CA				AMEX ID: 81009/00-82007	(181.66)
4435	02/25/13	(366.60)	Meals and entertainment	Maggianos		Los Angeles, CA				AMEX ID: 81009/00-82007	(173.30)
4436	02/26/13	(95.90)	Meals and entertainment	Tony Ps Dockside Gr		Marina Del Rey, CA				AMEX ID: 81009/00-82007	(47.95)
4437	03/01/13	(208.20)	Meals and entertainment	Panervio Ristorante		Las Vegas NV				AMEX ID: 81009/00-82007	(104.10)
4438	03/03/13	(310.44)	Meals and entertainment	Divino		Los Angeles, CA				AMEX ID: 81009/00-82007	(155.44)
4439	03/04/13	(346.32)	Meals and entertainment	Yabu Restaurant		Hollywood CA				AMEX ID: 81009/00-82007	(173.06)
4440	03/05/13	(1,712.40)	Meals and entertainment	Edge Rest & Bar		Denver CO				AMEX ID: 81009/00-82007	(858.70)
4441	03/07/13	(120.00)	Meals and entertainment	Troitoria Stella		Denver CO				AMEX ID: 81009/00-82007	(60.00)
4442	03/11/13	(1,800.70)	Meals and entertainment	USE - L&L						BoFA 8446	(900.35)
4443	03/15/13	(329.58)	Meals and entertainment	Maggianos		Los Angeles, CA				AMEX ID: 81009/00-82007	(164.79)
4444	03/18/13	(354.84)	Meals and entertainment	Yard House		Long Beach, CA				AMEX ID: 81009/00-82007	(177.42)
4445	03/17/13	(59.00)	Meals and entertainment	Grove 14		Los Angeles, CA				VISA 4382	(29.50)
4446	03/17/13	(284.90)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX ID: 81009/00-82007	(142.45)
4447	03/18/13	(172.98)	Meals and entertainment	Mendocino Restaurant		Hollywood, CA				VISA 4382	(86.49)
4448	03/19/13	(84.08)	Meals and entertainment	Avalon Grille		Avalon CA				AMEX ID: 81009/00-82007	(42.04)
4449	03/19/13	(1,391.48)	Meals and entertainment	Ristorante Villa Por		Avalon CA				AMEX ID: 81009/00-82007	(695.74)
4450	03/19/13	(351.02)	Meals and entertainment	Steves Steakhouse		Avalon CA				AMEX ID: 81009/00-82007	(175.51)
4451	03/20/13	(845.88)	Meals and entertainment	Original Jacks Resta		Avalon CA				AMEX ID: 81009/00-82007	(422.94)
4452	03/22/13	(313.60)	Meals and entertainment	Yabu Restaurant		Hollywood CA				AMEX ID: 81009/00-82007	(156.80)
4453	03/23/13	(160.00)	Meals and entertainment	Malibu Art Barn		Malibu, CA				AMEX ID: 81009/00-82007	(80.00)
4454	03/23/13	(77.40)	Meals and entertainment	Cafe Habana		Malibu, CA				AMEX ID: 81009/00-82007	(38.70)

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 8, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN DRAFFES))

Ref	Date	Unmatched Amount	AT Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4455	03/23/13	(657.90)	Meals and entertainment	Divino		Los Angeles, CA				AMEX x0-81009/H0-81007	(328.95)
4456	03/24/13	(853.00)	Meals and entertainment	Hotel Bel Air Food		Los Angeles, CA				AMEX x0-81009/H0-81007	(316.50)
4457	03/28/13	(162.96)	Meals and entertainment	Umami Burger Grove		Los Angeles, CA				AMEX x0-81009/H0-81007	(91.48)
4458	03/31/13	(340.74)	Meals and entertainment	Maggishos		Los Angeles, CA				AMEX x0-81009/H0-81007	(170.39)
4459	04/01/13	(196.28)	Meals and entertainment	Mangiamo Ristorante		Manhattan Beach, CA				AMEX x0-81009/H0-81007	(196.14)
4460	04/04/13	(1,103.08)	Meals and entertainment	Luca D'Halle		Denver CO				AMEX x0-81009/H0-81007	(550.54)
4461	04/05/13	(284.78)	Meals and entertainment	Chin Chin Restaurant		Beverly Hills, CA				VISA x3832	(142.36)
4462	04/07/13	(379.20)	Meals and entertainment	Divino		Los Angeles, CA				AMEX x0-81009/H0-81007	(189.60)
4463	04/08/13	(324.62)	Meals and entertainment	Chowin Gilbee Restnt		Los Angeles, CA				AMEX x0-81009/H0-81007	(162.31)
4464	04/09/13	(39.80)	Meals and entertainment	Jerry's Famous Deli		Marina Del Rey, CA				AMEX x0-81009/H0-81007	(19.90)
4465	04/10/13	(253.30)	Meals and entertainment	Y Supa		Denver, CO				VISA x3832	(126.65)
4466	04/17/13	(616.66)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				AMEX x0-81009/H0-81007	(308.33)
4467	04/19/13	(332.49)	Meals and entertainment	Yard House		Long Beach, CA				AMEX x0-81009/H0-81007	(156.23)
4468	04/24/13	(484.84)	Meals and entertainment	Hotel Bel Air Food		Los Angeles, CA				AMEX x0-81009/H0-81007	(242.42)
4469	04/27/13	(276.20)	Meals and entertainment	Venka Ristorante		CA				AMEX x0-81009/H0-81007	(138.10)
4470	04/28/13	(420.06)	Meals and entertainment	Yabu Restaurant		Hollywood CA				AMEX x0-81009/H0-81007	(210.04)
4471	04/29/13	(341.58)	Meals and entertainment	Divino		Los Angeles, CA				AMEX x0-81009/H0-81007	(170.79)
4472	04/30/13	(242.02)	Meals and entertainment	Sorlino		Brentwood, CA				AMEX x0-81009/H0-81007	(121.01)
4473	04/23/13	(152.40)	Meals and entertainment	Marmalade		Los Angeles, CA				AMEX x0-81009/H0-81007	(76.20)
4474	04/28/13	(329.98)	Meals and entertainment	Divino		Los Angeles, CA				AMEX x0-81009/H0-81007	(164.98)
4475	04/28/13	(219.49)	Meals and entertainment	Killer Shrimp		Marina Del Rey, CA				AMEX x0-81009/H0-81007	(109.74)
4476	04/30/13	(350.80)	Meals and entertainment	Yabu Restaurant		Hollywood CA				AMEX x0-81009/H0-81007	(175.40)
4477	05/01/13	(547.78)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				AMEX x0-81009/H0-81007	(273.89)
4478	05/04/13	(332.58)	Meals and entertainment	Killer Shrimp		Marina Del Rey, CA				AMEX x0-81009/H0-81007	(166.29)
4479	05/06/13	(248.64)	Meals and entertainment	Volcanico Coffee		FL				VISA x3832	(124.32)
4480	05/08/13	(97.48)	Meals and entertainment	Napa Valley Grille		Los Angeles, CA				AMEX x0-81009/H0-81007	(48.74)
4481	05/08/13	(498.88)	Meals and entertainment	Occult Prime Denver		Denver CO				AMEX x0-81009/H0-81007	(249.44)
4482	05/10/13	(321.34)	Meals and entertainment	Chowin Gilbee Restnt		Los Angeles, CA				AMEX x0-81009/H0-81007	(160.67)
4483	05/15/13	(183.32)	Meals and entertainment	Mauros Cafe		Los Angeles, CA				AMEX x0-81009/H0-81007	(91.66)
4484	05/15/13	(558.56)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				AMEX x0-81009/H0-81007	(279.28)
4485	05/17/13	(92.56)	Meals and entertainment	Panemino Ristorante		Las Vegas NV				AMEX x0-81009/H0-81007	(46.28)
4486	05/25/13	(756.20)	Meals and entertainment	Toscana		Los Angeles, CA				AMEX x0-81009/H0-81007	(378.10)
4487	05/25/13	(118.46)	Meals and entertainment	Lemonade		Los Angeles, CA				AMEX x0-81009/H0-81007	(59.23)
4488	05/28/13	(2,330.00)	Meals and entertainment	Patroland Hunting Club	1695	Las Vegas NV	Hunting Trip			VISA x3832	(1,165.00)
4489	05/29/13	(246.48)	Meals and entertainment	Table 34		Las Vegas NV				AMEX x0-81009/H0-81007	(123.24)
4490	05/30/13	(553.62)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				AMEX x0-81009/H0-81007	(276.81)
4491	06/02/13	(804.58)	Meals and entertainment	Tia Ol Mol Restaurant		Malibu, CA				AMEX x0-81009/H0-81007	(402.29)

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4492	06/03/13	(267.46)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX #0-81009/00-82007	(133.73)
4493	06/04/13	(30.60)	Meals and entertainment	Ticketmaster Phones		Tempe AZ				AMEX #0-81009/00-82007	(15.30)
4494	06/04/13	(1,300.90)	Meals and entertainment	Ticketmaster Phones		Tempe AZ				AMEX #0-81009/00-82007	(650.45)
4495	06/04/13	(148.92)	Meals and entertainment	Escanda Veneta		Los Angeles, CA				AMEX #0-81009/00-82007	(174.45)
4496	06/07/13	(255.42)	Meals and entertainment	Grill Concepts		Los Angeles, CA				AMEX #0-81009/00-82007	(127.71)
4497	06/07/13	(57.96)	Meals and entertainment	Grill Concepts		Los Angeles, CA				AMEX #0-81009/00-82007	(28.98)
4498	06/08/13	(593.60)	Meals and entertainment	Divino		Los Angeles, CA				AMEX #0-81009/00-82007	(295.80)
4499	06/24/13	(366.30)	Meals and entertainment	Divino		Los Angeles, CA				AMEX #0-81009/00-82007	(183.15)
4500	06/17/13	(129.54)	Meals and entertainment	Tart Restaurant						AMEX #0-81009/00-82007	(64.77)
4501	06/27/13	(585.32)	Meals and entertainment	The Fat Cow		Los Angeles, CA				AMEX #0-81009/00-82007	(292.58)
4502	06/18/13	(819.44)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX #0-81009/00-82007	(409.72)
4503	06/18/13	(182.60)	Meals and entertainment	Harrys Famous Deli		Marina Del Rey, CA				AMEX #0-81009/00-82007	(86.30)
4504	06/19/13	(424.70)	Meals and entertainment	Chorun Calbee Restmt		Los Angeles, CA				AMEX #0-81009/00-82007	(212.35)
4505	06/22/13	(457.00)	Meals and entertainment	Enoteca Drago		Severly Hills, CA				AMEX #0-81009/00-82007	(228.50)
4506	06/22/13	154.78	Meals and entertainment	Yabu Restaurant		Hollywood CA		AMEX #0-81009/00-82007	77.39		
4507	06/22/13	(154.78)	Meals and entertainment	Yabu Restaurant		Hollywood CA				AMEX #0-81009/00-82007	(77.39)
4508	06/22/13	(143.76)	Meals and entertainment	Yabu Restaurant		Hollywood CA				AMEX #0-81009/00-82007	(171.88)
4509	06/23/13	(333.94)	Meals and entertainment	Crawings		West Hollywood, CA				AMEX #0-81009/00-82007	(166.99)
4510	06/25/13	(298.52)	Meals and entertainment	DMKO		Los Angeles, CA				AMEX #0-81009/00-82007	(149.26)
4511	06/29/13	(488.30)	Meals and entertainment	Divino		Los Angeles, CA				AMEX #0-81009/00-82007	(244.65)
4512	06/30/13	(223.52)	Meals and entertainment	Yard House		Long Beach, CA				AMEX #0-81009/00-82007	(111.76)
4513	07/01/13	(213.84)	Meals and entertainment	Colfee AM						VISA #3832	(105.92)
4514	07/02/13	(1,516.84)	Meals and entertainment	Marcello's Chop House		Albuquerque, NM				AMEX #0-81009/00-82007	(758.42)
4515	07/03/13	(317.98)	Meals and entertainment	Yabu Restaurant		Hollywood CA				AMEX #0-81009/00-82007	(158.98)
4516	07/03/13	(100.36)	Meals and entertainment	Divino		Los Angeles, CA				AMEX #0-81009/00-82007	(150.08)
4517	07/05/13	(429.04)	Meals and entertainment	Wood Ranch Farmers		Los Angeles, CA				AMEX #0-81009/00-82007	(214.52)
4518	07/07/13	(610.80)	Meals and entertainment	Crawings		West Hollywood, CA				AMEX #0-81009/00-82007	(305.40)
4519	07/08/13	(56.00)	Meals and entertainment	Panvelino Ristorante		Las Vegas NV				AMEX #0-81009/00-82007	(28.00)
4520	07/11/13	(66.00)	Meals and entertainment	Louis Bello Family		Hawthorne, CA				AMEX #0-81009/00-82007	(33.00)
4521	07/11/13	(158.54)	Meals and entertainment	Il Pasticcio		Severly Hills, CA				AMEX #0-81009/00-82007	(175.77)
4522	07/23/13	(281.74)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX S-723003	(140.87)
4523	07/23/13	(277.74)	Meals and entertainment	Il Segreto Restaurant		Los Angeles, CA				AMEX S-723003	(138.87)
4524	07/24/13	(87.73)	Meals and entertainment	Severly Glen Deli		Los Angeles, CA				AMEX S-723003	(43.86)
4525	07/24/13	(818.06)	Meals and entertainment	Aurion Grille		Avon, CA				VISA #3832	(209.03)
4526	07/24/13	(154.00)	Meals and entertainment	Kita Carlton		Denver, CO	Arrive 7/23/2013 departure 7/26/2013			AMEX S-723003	(77.00)
4527	07/25/13	(438.58)	Meals and entertainment	Divino		Los Angeles, CA				AMEX #0-81009/00-82007	(229.29)
4528	07/23/13	(919.74)	Meals and entertainment	Six Restaurants		Los Angeles, CA				AMEX #0-81009/00-82007	(159.87)
4529	07/24/13	(101.50)	Meals and entertainment	Aspen Hill Ranch		Denver CO				AMEX #0-81009/00-82007	(50.75)

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS) (HIGHLIGHTED IN ORANGE)

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4530	07/16/13	(34.00)	Meals and entertainment	Riviera		West Hollywood, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(17.00)
4531	07/16/13	(533.44)	Meals and entertainment	Riviera		West Hollywood, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(266.72)
4532	07/27/13	(614.32)	Meals and entertainment	Cravings		West Hollywood, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(307.16)
4533	07/30/13	(710.78)	Meals and entertainment	Mondrian Restaurant		West Hollywood, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(355.39)
4534	07/30/13	(39.40)	Meals and entertainment	Mondrian Restaurant		West Hollywood, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(19.20)
4535	08/02/13	(78.82)	Meals and entertainment	Beverly Glen Deli		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(39.41)
4536	08/03/13	(504.74)	Meals and entertainment	Toscana		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(252.37)
4537	08/04/13	(409.32)	Meals and entertainment	Tre Di Noi Restaurant		Malibu, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(204.66)
4538	08/05/13	(226.16)	Meals and entertainment	Firebirds		Peoria AZ		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(113.08)
4539	08/06/13	(416.08)	Meals and entertainment	Sushi House Unico		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(208.04)
4540	08/08/13	(305.74)	Meals and entertainment	DVino		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(152.87)
4541	08/11/13	(500.74)	Meals and entertainment	Toscana		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(250.37)
4542	08/12/13	(404.66)	Meals and entertainment	Sushi House Unico		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(202.33)
4543	08/18/13	(413.96)	Meals and entertainment	DVino		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(206.98)
4544	08/18/13	(652.10)	Meals and entertainment	Hotel Bel Air Food		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(326.05)
4545	08/20/13	(319.96)	Meals and entertainment	Fogo De Chao		Denver CO		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(159.98)
4546	08/21/13	(305.96)	Meals and entertainment	Sushi House Unico		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(152.98)
4547	08/22/13	(124.00)	Meals and entertainment	Blue Mountain Coffee				AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(62.00)
4548	08/22/13	(87.62)	Meals and entertainment	Luisa Bella Family		Hawthorne, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(43.81)
4549	08/23/13	(393.28)	Meals and entertainment	Cravings		West Hollywood, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(196.64)
4550	08/24/13	(367.82)	Meals and entertainment	Rock Sugar		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(183.91)
4551	08/25/13	(300.04)	Meals and entertainment	Beverly Glen Deli		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(150.02)
4552	08/29/13	(317.38)	Meals and entertainment	Il Segreto Restaurant		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(158.69)
4553	08/31/13	(530.58)	Meals and entertainment	Il Pastaio		Beverly Hills, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(265.29)
4554	09/04/13	(202.48)	Meals and entertainment	Chin Chin		West Hollywood, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(101.24)
4555	09/05/13	(340.48)	Meals and entertainment	Wood Ranch Farmers		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(170.24)
4556	09/06/13	(295.86)	Meals and entertainment	Yabu Restaurant		Hollywood CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(147.93)
4557	09/07/13	(181.74)	Meals and entertainment	The Counter		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(90.88)
4558	09/08/13	(432.46)	Meals and entertainment	Tre Di Noi Restaurant		Malibu, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(216.23)
4559	09/09/13	(366.84)	Meals and entertainment	Il Segreto Restaurant		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(183.42)
4560	09/12/13	(100.00)	Meals and entertainment	Blue Mountain Coffee				AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(50.00)
4561	09/14/13	(528.38)	Meals and entertainment	DVino		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(264.19)
4562	09/18/13	(85.56)	Meals and entertainment	Seasons 52		Altamonte Springs FL		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(42.78)
4563	09/20/13	(495.00)	Meals and entertainment	Cravings		West Hollywood, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(247.50)
4564	09/21/13	(491.00)	Meals and entertainment	Choson Gaebo Restnt		Los Angeles, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(245.50)
4565	09/22/13	(478.40)	Meals and entertainment	Tre Di Noi Restaurant		Malibu, CA		AMEX x0-81009/00-82007		AMEX x0-81009/00-82007	(239.20)

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4566	09/16/13	(72.94)	Meals and entertainment	Mamala de El Segundo		El Segundo, CA				AMEX id-81009/nd-82007	(36.47)
4567	09/17/13	(306.14)	Meals and entertainment	El Segreto Restaurant		Los Angeles, CA				AMEX id-81009/nd-82007	(153.27)
4568	09/19/13	(36.94)	Meals and entertainment	Dylana Candy Bar		Los Angeles, CA				AMEX id-81009/nd-82007	(18.47)
4569	09/23/13	(317.00)	Meals and entertainment	Mamala de El Segundo		Los Angeles, CA				AMEX id-81009/nd-82007	(158.50)
4570	10/04/13	(654.64)	Meals and entertainment	Divino		Los Angeles, CA				AMEX id-81009/nd-82007	(327.32)
4571	10/06/13	(104.40)	Meals and entertainment	Beverly Glen Deli		Los Angeles, CA				AMEX id-81009/nd-82007	(52.20)
4572	10/07/13	(71.62)	Meals and entertainment	Grill Concepts		Los Angeles, CA				AMEX id-81009/nd-82007	(35.81)
4573	10/09/13	(306.16)	Meals and entertainment	Delino		Los Angeles, CA				AMEX id-81009/nd-82007	(153.08)
4574	10/11/13	(899.02)	Meals and entertainment	Toscana		Los Angeles, CA				AMEX id-81009/nd-82007	(449.51)
4575	10/13/13	(639.92)	Meals and entertainment	Killer Shrimp		Marina Del Rey, CA				AMEX id-81009/nd-82007	(309.96)
4576	10/13/13	(840.42)	Meals and entertainment	Maggiano's Farmers		Los Angeles, CA				AMEX id-81009/nd-82007	(220.21)
4577	10/14/13	(388.04)	Meals and entertainment	Dai Fricos		Greenwood VII CO				AMEX id-81009/nd-82007	(285.02)
4578	10/15/13	(965.62)	Meals and entertainment	Depot Restaurant		Torrance, CA				AMEX id-81009/nd-82007	(482.81)
4579	10/15/13	(23.98)	Meals and entertainment	Depot Restaurant		Torrance, CA				AMEX id-81009/nd-82007	(11.99)
4580	10/17/13	(102.62)	Meals and entertainment	Johnny Rockets		Los Angeles, CA				AMEX id-81009/nd-82007	(51.31)
4581	10/18/13	(195.50)	Meals and entertainment	Choi Chin		West Hollywood, CA				AMEX id-81009/nd-82007	(97.75)
4582	10/21/13	(129.08)	Meals and entertainment	Maris Italian		Encino, CA				AMEX id-81009/nd-82007	(64.54)
4583	10/22/13	(195.86)	Meals and entertainment	Choi Chin		West Hollywood, CA				AMEX id-81009/nd-82007	(97.93)
4584	10/24/13	(167.60)	Meals and entertainment	Mob Drive In		Los Angeles, CA				AMEX id-81009/nd-82007	(83.80)
4585	10/24/13	(103.44)	Meals and entertainment	Paradise Restaurant		Gardena, CA				AMEX id-81009/nd-82007	(51.72)
4586	10/25/13	(591.54)	Meals and entertainment	Divino		Los Angeles, CA				AMEX id-81009/nd-82007	(295.77)
4587	10/26/13	(192.00)	Meals and entertainment	The Counter		Los Angeles, CA				AMEX id-81009/nd-82007	(96.00)
4588	10/28/13	(423.48)	Meals and entertainment	Flemings		El Segundo, CA				AMEX id-81009/nd-82007	(212.93)
4589	10/28/13	(500.86)	Meals and entertainment	Flemings		El Segundo, CA				AMEX id-81009/nd-82007	(254.93)
4590	10/29/13	425.66	Meals and entertainment	Flemings				AMEX id-81009/nd-82007	212.93		
4591	10/29/13	(81.54)	Meals and entertainment	Paradise Restaurant		Gardena, CA				AMEX id-81009/nd-82007	(40.78)
4592	10/29/13	(357.28)	Meals and entertainment	El Segreto Restaurant		Los Angeles, CA				AMEX id-81009/nd-82007	(178.64)
4593	10/30/13	(389.56)	Meals and entertainment	Alibon's Via Firenze		Torrance, CA				AMEX id-81009/nd-82007	(194.78)
4594	10/31/13	(317.92)	Meals and entertainment	Sushi House Unico		Los Angeles, CA				AMEX id-81009/nd-82007	(158.96)
4595	11/02/13	(27.14)	Meals and entertainment	Panda Express		Los Angeles, CA				AMEX id-81009/nd-82007	(13.57)
4596	11/06/13	(501.30)	Meals and entertainment	Mcormick		Atlanta, GA				AMEX id-81009/nd-82007	(250.65)
4597	11/09/13	(844.02)	Meals and entertainment	Fogo De Chao		Beverly Hills, CA				AMEX id-81009/nd-82007	(422.01)
4598	11/10/13	(238.38)	Meals and entertainment	Killer Shrimp		Marina Del Rey, CA				AMEX id-81009/nd-82007	(119.19)
4599	11/12/13	(674.44)	Meals and entertainment	Rhabelle		West Hollywood, CA				AMEX id-81009/nd-82007	(337.22)
4600	11/15/13	(345.36)	Meals and entertainment	Sushi House Unico		Los Angeles, CA				AMEX id-81009/nd-82007	(172.68)

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4601	11/18/13	(329.96)	Meals and entertainment	Toscana		Los Angeles, CA				AMEX #0-81009/h0-82007	(164.98)
4602	11/17/13	(148.12)	Meals and entertainment	Divino		Los Angeles, CA				AMEX #0-81009/h0-82007	(174.06)
4603	11/19/13	(711.64)	Meals and entertainment	Durants Fine Foods		Phoenix AZ				AMEX #0-81009/h0-82007	(355.82)
4604	11/22/13	(517.82)	Meals and entertainment	Divino		Los Angeles, CA				AMEX #0-81009/h0-82007	(258.91)
4605	11/23/13	(257.10)	Meals and entertainment	Delphine		Hollywood CA				AMEX #0-81009/h0-82007	(128.55)
4606	11/24/13	(326.36)	Meals and entertainment	Tra Di Noi Restaurant		Malibu, CA				AMEX #0-81009/h0-82007	(163.18)
4607	11/30/13	(557.64)	Meals and entertainment	Killer Shrimp		Marina Del Rey, CA				AMEX #0-81009/h0-82007	(278.82)
4608	12/01/13	(57.30)	Meals and entertainment	Le Pain Quotidien		Los Angeles, CA				AMEX #0-81009/h0-82007	(28.65)
4609	12/01/13	(191.80)	Meals and entertainment	El Segreto Restaurant		Los Angeles, CA				AMEX #0-81009/h0-82007	(195.90)
4610	12/06/13	(105.04)	Meals and entertainment	Carbon Beach Club		Malibu, CA				AMEX #0-81009/h0-82007	(52.52)
4611	12/06/13	(463.38)	Meals and entertainment	Cravings		West Hollywood, CA				AMEX #0-81009/h0-82007	(231.69)
4612	12/06/13	(66.68)	Meals and entertainment	Hotel del AI Food		Los Angeles, CA				AMEX #0-81009/h0-82007	(33.34)
4613	12/07/13	(2,050.34)	Meals and entertainment	Rubella		West Hollywood, CA				AMEX #0-81009/h0-82007	(525.17)
4614	12/08/13	(312.08)	Meals and entertainment	Chouin Galbee Restim		Los Angeles, CA				AMEX #0-81009/h0-82007	(156.04)
4615	12/09/13	(576.12)	Meals and entertainment	Bascoms Chop House		Clearwater FL				AMEX #0-81009/h0-82007	(288.06)
4616	12/13/13	(293.28)	Meals and entertainment	Enoteca Drago		Beverly Hills, CA				AMEX #0-81009/h0-82007	(146.64)
4617	12/14/13	(217.74)	Meals and entertainment	Buffalo Wild Wings		Hollywood CA				AMEX #0-81009/h0-82007	(118.87)
4618	12/15/13	(142.89)	Meals and entertainment	Los Angeles Zoo		Los Angeles, CA				AMEX #0-81009/h0-82007	(70.89)
4619	12/15/13	(46.84)	Meals and entertainment	Mulberry Street Pizzeria		Sherman Oaks, CA				AMEX #0-81009/h0-82007	(23.42)
4620	12/17/13	(180.05)	Meals and entertainment	S.A. Zoo Botanical B		Los Angeles, CA				AMEX #0-81009/h0-82007	(90.00)
4621	12/21/13	(370.00)	Meals and entertainment	Maggiolani Farmers		Los Angeles, CA				AMEX #0-81009/h0-82007	(185.00)
4622	12/22/13	(191.86)	Meals and entertainment	Killer Shrimp		Marina Del Rey, CA				AMEX #0-81009/h0-82007	(95.93)
4623	12/22/13	(281.80)	Meals and entertainment	El Segreto Restaurant		Los Angeles, CA				AMEX #0-81009/h0-82007	(140.70)
4624	12/23/13	(228.38)	Meals and entertainment	El Segreto Restaurant		Los Angeles, CA				AMEX #0-81009/h0-82007	(114.19)
4625	12/25/13	(519.30)	Meals and entertainment	The Fat Cow		Los Angeles, CA				AMEX #0-81009/h0-82007	(259.65)
4626	12/30/13	(158.23)	Meals and entertainment	Rest Olejolel Rest						AMEX #0-81009/h0-82007	(79.11)
4627	12/30/13	(432.10)	Meals and entertainment	El Picotao De Tapes		San Juan				AMEX #0-81009/h0-82007	(216.05)
4628	01/03/14	(516.16)	Meals and entertainment	Obivus						AMEX #0-81009/h0-82007	(258.08)
4629	01/03/14	(315.78)	Meals and entertainment	El Segreto Restaurant		Los Angeles, CA				AMEX #0-81009/h0-82007	(157.89)
4630	01/04/14	(423.70)	Meals and entertainment	El Galleon		Avalon CA				AMEX #0-81009/h0-82007	(211.85)
4631	01/05/14	(770.50)	Meals and entertainment	Palm Restaurant		Denver CO				AMEX #0-81009/h0-82007	(385.25)
4632	01/08/14	(115.72)	Meals and entertainment	Paradise Restaurant		Gardena, CA				AMEX #0-81009/h0-82007	(57.86)
4633	01/11/14	(19.32)	Meals and entertainment	Le Pain Quotidien		Los Angeles, CA				AMEX #0-81009/h0-82007	(9.66)
4634	01/11/14	(60.14)	Meals and entertainment	Rive Gauche Cafe		Sherman Oaks, CA				AMEX #0-81009/h0-82007	(30.07)
4635	01/13/14	(524.72)	Meals and entertainment	Divino		Los Angeles, CA				AMEX #0-81009/h0-82007	(262.36)
4636	01/14/14	(57.98)	Meals and entertainment	Spencers Restaurant		Palm Springs, CA				AMEX #0-81009/h0-82007	(28.99)
4637	01/15/14	(711.44)	Meals and entertainment	Wolf Gangs Steak		Beverly Hills, CA				AMEX #0-81009/h0-82007	(355.72)

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 4, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4638	01/16/14	(153.42)	Meals and entertainment	Tony PS Dockside Grill		Marina Del Rey, CA				AMEX ID-81009/HQ-82007	(76.73)
4639	01/17/14	(489.80)	Meals and entertainment	La Piazza		Los Angeles, CA				AMEX ID-81009/HQ-82007	(244.90)
4640	01/18/14	(280.54)	Meals and entertainment	Chin Chin		West Hollywood, CA				AMEX ID-81009/HQ-82007	(140.27)
4641	01/19/14	(322.50)	Meals and entertainment	Toscaneva		Los Angeles, CA				AMEX ID-81009/HQ-82007	(161.25)
4642	01/21/14	(721.68)	Meals and entertainment	Rivabella		West Hollywood, CA				AMEX ID-81009/HQ-82007	(360.84)
4643	01/22/14	(235.38)	Meals and entertainment	Tamon		Los Angeles, CA				AMEX ID-81009/HQ-82007	(117.69)
4644	01/24/14	(194.18)	Meals and entertainment	Il Segreto Restaurant		Los Angeles, CA				AMEX ID-81009/HQ-82007	(147.08)
4645	01/25/14	(239.14)	Meals and entertainment	Buffalo Wild Wings		Hollywood CA				AMEX ID-81009/HQ-82007	(114.57)
4646	01/27/14	(195.50)	Meals and entertainment	Chin Chin		West Hollywood, CA				AMEX ID-81009/HQ-82007	(97.75)
4647	01/30/14	(138.76)	Meals and entertainment	Fairmont Hotel		Scottsdale AZ				AMEX ID-81009/HQ-82007	(69.38)
4648	02/03/14	(653.00)	Meals and entertainment	Toscaneva		Los Angeles, CA				AMEX ID-81009/HQ-82007	(326.50)
4649	02/02/14	(370.68)	Meals and entertainment	Divino		Los Angeles, CA				AMEX ID-81009/HQ-82007	(185.33)
4650	02/03/14	(865.80)	Meals and entertainment	Wolf Gangs Steak		Beverly Hills, CA				AMEX ID-81009/HQ-82007	(432.90)
4651	02/04/14	(48.24)	Meals and entertainment	Reys		Los Angeles, CA				AMEX ID-81009/HQ-82007	(24.12)
4652	02/05/14	(94.98)	Meals and entertainment	Courtyard Grille		St Petersburg FL				AMEX ID-81009/HQ-82007	(47.49)
4653	02/06/14	(559.82)	Meals and entertainment	Yabu Restaurant		Hollywood CA				AMEX ID-81009/HQ-82007	(279.91)
4654	02/09/14	(332.58)	Meals and entertainment	MC Changs		Columbia				AMEX ID-81009/HQ-82007	(166.29)
4655	02/11/14	(596.24)	Meals and entertainment	Divino		Los Angeles, CA				AMEX ID-81009/HQ-82007	(298.12)
4656	02/17/14	(408.08)	Meals and entertainment	Rivabella		West Hollywood, CA				AMEX ID-81009/HQ-82007	(204.04)
4657	02/17/14	(138.48)	Meals and entertainment	Cevier House & Front		Dubai				AMEX ID-81009/HQ-82007	(69.24)
4658	02/21/14	(497.44)	Meals and entertainment	Il Pastale		Beverly Hills, CA				AMEX ID-81009/HQ-82007	(248.72)
4659	02/22/14	(327.42)	Meals and entertainment	Fig & Olive		West Hollywood, CA				AMEX ID-81009/HQ-82007	(163.71)
4660	02/23/14	(475.62)	Meals and entertainment	Chin Chin		West Hollywood, CA				AMEX ID-81009/HQ-82007	(237.81)
4661	02/26/14	(271.16)	Meals and entertainment	Yabu Restaurant		West Hollywood, CA				AMEX ID-81009/HQ-82007	(135.58)
4662	02/28/14	(64.44)	Meals and entertainment	Marmalade		Los Angeles, CA				AMEX ID-81009/HQ-82007	(32.22)
4663	02/01/14	(123.86)	Meals and entertainment	Yang Nam Restaurant		Los Angeles, CA				AMEX ID-81009/HQ-82007	(61.93)
4664	03/01/14	(402.44)	Meals and entertainment	Chin Chin		West Hollywood, CA				AMEX ID-81009/HQ-82007	(201.22)
4665	03/02/14	(49.42)	Meals and entertainment	Mulberry Street Piz		Sherman Oaks, CA				AMEX ID-81009/HQ-82007	(24.71)
4666	03/03/14	(555.36)	Meals and entertainment	Wolf Gangs Steak		Beverly Hills, CA				AMEX ID-81009/HQ-82007	(277.68)
4667	03/04/14	(121.48)	Meals and entertainment	Il Formale		Manhattan Beach, CA				AMEX ID-81009/HQ-82007	(60.74)
4668	03/04/14	(387.82)	Meals and entertainment	The Capital Grille		Phoenix AZ				AMEX ID-81009/HQ-82007	(193.91)
4669	03/08/14	(217.22)	Meals and entertainment	Blister Shrimp		Marina Del Rey, CA				AMEX ID-81009/HQ-82007	(108.61)
4670	03/09/14	(151.10)	Meals and entertainment	Chin Chin		West Hollywood, CA				AMEX ID-81009/HQ-82007	(75.55)
4671	03/10/14	(558.51)	Meals and entertainment	Rivabella		West Hollywood, CA				AMEX ID-81009/HQ-82007	(279.26)
4672	03/13/14	(194.68)	Meals and entertainment	Il Forchale		Manhattan Beach, CA				AMEX ID-81009/HQ-82007	(97.34)

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4673	03/14/14	(306.70)	Meals and entertainment	Il Segreto Restaurant		Los Angeles, CA				AMEX v0-81009/HO-82007	(153.95)
4674	03/15/14	(641.88)	Meals and entertainment	Cravings		West Hollywood, CA				AMEX v0-81009/HO-82007	(340.94)
4675	03/16/14	(529.60)	Meals and entertainment	Hotel Bel Air Food		Los Angeles, CA				AMEX v0-81009/HO-82007	(284.90)
4676	03/18/14	(11.60)	Meals and entertainment	Sunnys Cafe		Torrance, CA				WF v5397	(3.90)
4677	03/20/14	(75.12)	Meals and entertainment	Rive Gauche Cafe		Sherman Oaks, CA				AMEX v0-81009/HO-82007	(37.61)
4678	03/25/14	(25.06)	Meals and entertainment	Pizza Express		Hong Kong				AMEX v0-81009/HO-82007	(17.52)
4679	03/27/14	(478.40)	Meals and entertainment	M Pastale		Beverly Hills, CA				AMEX v0-81009/HO-82007	(239.20)
4680	03/29/14	(140.42)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX v0-81009/HO-82007	(90.21)
4681	03/30/14	(518.82)	Meals and entertainment	Cravings		West Hollywood, CA				AMEX v0-81009/HO-82007	(258.41)
4682	04/01/14	(57.56)	Meals and entertainment	House of Blues		Las Vegas NV				AMEX v0-81009/HO-82007	(28.78)
4683	04/02/14	(208.70)	Meals and entertainment	Anastasia Cafe		Laguna Beach, CA				AMEX v0-81009/HO-82007	(104.35)
4684	04/03/14	(122.60)	Meals and entertainment	Scotts Restaurant		Costa Mesa, CA				AMEX v0-81009/HO-82007	(61.30)
4685	04/07/14	(42.08)	Meals and entertainment	B Grill Steakhouse		Los Angeles, CA				AMEX v0-81009/HO-82007	(21.04)
4686	04/09/14	(89.48)	Meals and entertainment	Mandlay Bay Noodle		Las Vegas NV				AMEX v0-81009/HO-82007	(44.84)
4687	04/11/14	(206.40)	Meals and entertainment	Chin Chin		West Hollywood, CA				AMEX v0-81009/HO-82007	(103.20)
4688	04/12/14	(738.20)	Meals and entertainment	Tra Di Noi Restaurant		Malibu, CA				AMEX v0-81009/HO-82007	(369.10)
4689	04/13/14	(141.50)	Meals and entertainment	randango.com		CA				Visa v3892	(70.75)
4690	04/13/14	(493.86)	Meals and entertainment	Davino		Los Angeles, CA				AMEX v0-81009/HO-82007	(246.93)
4691	04/14/14	(50.96)	Meals and entertainment	Grill Concepts		Los Angeles, CA				AMEX v0-81009/HO-82007	(25.48)
4692	04/14/14	(93.30)	Meals and entertainment	Lindys Liquor		Inglewood, CA				AMEX v0-81009/HO-82007	(46.65)
4693	04/15/14	(1,109.00)	Meals and entertainment	And The Colosseum		CA				AMEX v0-81009/HO-82007	(554.00)
4694	04/15/14	(642.82)	Meals and entertainment	Rare by Drais		Hollywood CA				AMEX v0-81009/HO-82007	(321.41)
4695	04/17/14	(618.64)	Meals and entertainment	Hotel Bel Air Food		Los Angeles, CA				AMEX v0-81009/HO-82007	(309.42)
4696	04/18/14	(68.56)	Meals and entertainment	Yabu Restaurant		Hollywood CA				AMEX v0-81009/HO-82007	(34.28)
4697	04/18/14	(984.04)	Meals and entertainment	Rare by Drais		Hollywood CA				AMEX v0-81009/HO-82007	(492.02)
4698	04/19/14	(264.00)	Meals and entertainment	Cafemed		West Hollywood, CA				AMEX v0-81009/HO-82007	(132.00)
4699	04/23/14	(60.78)	Meals and entertainment	T3 Gladstone		Los Angeles, CA				AMEX v0-81009/HO-82007	(30.38)
4700	04/23/14	(72.78)	Meals and entertainment	Caesars Spirit Bar		Las Vegas NV				AMEX v0-81009/HO-82007	(36.39)
4701	04/23/14	(887.92)	Meals and entertainment	Il Mulino		Las Vegas NV				AMEX v0-81009/HO-82007	(443.96)
4702	04/24/14	(1,287.22)	Meals and entertainment	SW Steakhouse Rest		NV				AMEX v0-81009/HO-82007	(643.61)
4703	04/26/14	(101.50)	Meals and entertainment	Starbucks		Los Angeles, CA				AMEX v0-81009/HO-82007	(50.75)
4704	04/27/14	(85.50)	Meals and entertainment	Grill Concepts		Los Angeles, CA				AMEX v0-81009/HO-82007	(42.75)
4705	04/27/14	(205.50)	Meals and entertainment	Chin Chin		West Hollywood, CA				AMEX v0-81009/HO-82007	(102.75)
4706	04/27/14	(1,010.48)	Meals and entertainment	Terbell		Phoenix AZ				AMEX v0-81009/HO-82007	(507.24)
4707	04/28/14	(292.20)	Meals and entertainment	M Pastale		Beverly Hills, CA				AMEX v0-81009/HO-82007	(146.10)
4708	05/09/14	(321.78)	Meals and entertainment	Il Segreto Restaurant		Los Angeles, CA				AMEX v0-81009/HO-82007	(160.89)

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Las Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 5, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4708	05/10/14	(116.90)	Meals and entertainment	Starbucks		Los Angeles, CA				AMEX id-81009/id-82007	(58.45)
4710	05/10/14	(171.88)	Meals and entertainment	Chin Chin		West Hollywood, CA				AMEX id-81009/id-82007	(85.94)
4711	05/11/14	(235.64)	Meals and entertainment	Rivabella		West Hollywood, CA				AMEX id-81009/id-82007	(127.82)
4712	05/11/14	(838.46)	Meals and entertainment	Herringbone		West Hollywood, CA				AMEX id-81009/id-82007	(519.23)
4713	05/16/14	(51.82)	Meals and entertainment	Burbank Bar & Grille		Burbank, CA				AMEX id-81009/id-82007	(25.71)
4714	05/17/14	(113.84)	Meals and entertainment	Teavana		Los Angeles, CA				AMEX id-81009/id-82007	(58.92)
4715	05/17/14	(351.04)	Meals and entertainment	Toscaneva		Los Angeles, CA				AMEX id-81009/id-82007	(175.52)
4716	05/21/14	(255.64)	Meals and entertainment	Il Segreto Restaurant		Los Angeles, CA				AMEX id-81009/id-82007	(127.82)
4717	05/23/14	(43.32)	Meals and entertainment	CSMC Plaza Cafe		Los Angeles, CA				AMEX id-81009/id-82007	(21.66)
4718	05/23/14	(872.12)	Meals and entertainment	Rivabella		West Hollywood, CA				AMEX id-81009/id-82007	(436.06)
4719	05/25/14	(262.22)	Meals and entertainment	Clafoutis		West Hollywood, CA				AMEX id-81009/id-82007	(131.11)
4720	05/26/14	(56.84)	Meals and entertainment	CiCi's		West Hollywood, CA				AMEX id-81009/id-82007	(28.42)
4721	05/28/14	(36.60)	Meals and entertainment	Fonda Express		Seguino, CA				AMEX id-81009/id-82007	(18.30)
4722	05/30/14	(1,273.82)	Meals and entertainment	KFC-LAX		Los Angeles, CA				AMEX id-81009/id-82007	(636.91)
4723	06/01/14	(8,725.86)	Meals and entertainment	Restaurant Sent		Amsterdam				AMEX id-81009/id-82007	(4,362.93)
4724	06/02/14	(408.08)	Meals and entertainment	Rivabella		West Hollywood, CA				AMEX id-81009/id-82007	(204.04)
4725	06/04/14	(254.44)	Meals and entertainment	Yabu Restaurant		West Hollywood, CA				AMEX id-81009/id-82007	(127.22)
4726	06/06/14	(319.42)	Meals and entertainment	Chin Chin		West Hollywood, CA				AMEX id-81009/id-82007	(159.71)
4727	06/07/14	(47.24)	Meals and entertainment	Fuego at Hotel Maya		Long Beach, CA				AMEX id-81009/id-82007	(23.62)
4728	06/08/14	(723.32)	Meals and entertainment	Wakas		Malibu, CA				AMEX id-81009/id-82007	(361.66)
4729	06/11/14	(1,276.08)	Meals and entertainment	Charleston Restaurant		Baltimore, MD				AMEX id-81009/id-82007	(638.04)
4730	06/12/14	(36.28)	Meals and entertainment	Moet Dell		Dulles VA				AMEX id-81009/id-82007	(18.14)
4731	06/12/14	(221.94)	Meals and entertainment	Fancyino Ristorante		Las Vegas NV				AMEX id-81009/id-82007	(110.97)
4732	06/14/14	(42.94)	Meals and entertainment	Mulberry Street Pizz		Sherman Oaks, CA				AMEX id-81009/id-82007	(21.47)
4733	06/14/14	(78.00)	Meals and entertainment	The Mondrian Ho		West Hollywood, CA				AMEX id-81009/id-82007	(39.00)
4734	06/14/14	(393.04)	Meals and entertainment	Herringbone		West Hollywood, CA				AMEX id-81009/id-82007	(196.52)
4735	06/15/14	(120.28)	Meals and entertainment	Chin Chin		West Hollywood, CA				AMEX id-81009/id-82007	(60.14)
4736	06/17/14	(284.08)	Meals and entertainment	BO's Cafe Shura		Laguna Beach, CA				AMEX id-81009/id-82007	(142.04)
4737	06/22/14	(1,859.08)	Meals and entertainment	Il Mulino		Las Vegas NV				AMEX id-81009/id-82007	(929.54)
4738	06/24/14	(363.36)	Meals and entertainment	Quality Italian		New York NY				AMEX id-81009/id-82007	(181.68)
4739	06/25/14	(38.48)	Meals and entertainment	The Palm		Jamaica, NY				AMEX id-81009/id-82007	(19.24)
4740	06/27/14	(147.90)	Meals and entertainment	Newport Rusty Pelican		Newport Beach, CA				AMEX id-81009/id-82007	(73.95)
4741	06/27/14	(209.88)	Meals and entertainment	Chin Chin		West Hollywood, CA				AMEX id-81009/id-82007	(104.94)
4742	07/03/14	(23.00)	Meals and entertainment	Starbucks		Los Angeles, CA				AMEX id-81009/id-82007	(11.50)
4743	07/09/14	(451.82)	Meals and entertainment	Cravings		West Hollywood, CA				AMEX id-81009/id-82007	(225.91)

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 8, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4744	07/09/14	(51.50)	Meals and entertainment	Starbucks		Los Angeles, CA				AMEX ID: 81009/HQ-82007	(15.75)
4745	07/10/14	(454.60)	Meals and entertainment	Toscane		Los Angeles, CA				AMEX ID: 81009/HQ-82007	(227.30)
4746	07/12/14	(143.98)	Meals and entertainment	Jerrys		Marina Del Rey, CA				AMEX ID: 81009/HQ-82007	(71.99)
4747	07/12/14	(1,189.72)	Meals and entertainment	Rivabella		West Hollywood, CA				AMEX ID: 81009/HQ-82007	(594.86)
4748	07/15/14	(305.82)	Meals and entertainment	Wealth Food		CO				AMEX ID: 81009/HQ-82007	(152.91)
4749	07/24/14	(532.02)	Meals and entertainment	Cravings		West Hollywood, CA				AMEX ID: 81009/HQ-82007	(174.01)
4750	07/25/14	(372.98)	Meals and entertainment	El Segreto Restaurant		Los Angeles, CA				AMEX ID: 81009/HQ-82007	(186.49)
4751	07/26/14	(51.64)	Meals and entertainment	Cravings		West Hollywood, CA				AMEX ID: 81009/HQ-82007	(25.82)
4752	07/27/14	(63.96)	Meals and entertainment	Chin Chin		West Hollywood, CA				AMEX ID: 81009/HQ-82007	(31.98)
4753	07/27/14	(809.12)	Meals and entertainment	Cannery Seafood of		Newport Beach, CA				AMEX ID: 81009/HQ-82007	(304.56)
4754	07/28/14	(366.18)	Meals and entertainment	Bistango Restaurant		Irvine, CA				AMEX ID: 81009/HQ-82007	(183.09)
4755	07/30/14	(1,483.80)	Meals and entertainment	Limons Seafood Inc		Cherfield MD				AMEX ID: 81009/HQ-82007	(741.90)
4756	07/30/14	(774.38)	Meals and entertainment	Divino		Los Angeles, CA				AMEX ID: 81009/HQ-82007	(387.19)
4757	08/02/14	(124.64)	Meals and entertainment	Tra Di Noi Restaurant		Malibu, CA				AMEX ID: 81009/HQ-82007	(62.32)
4758	08/04/14	(790.50)	Meals and entertainment	ICE LAX		Los Angeles, CA				AMEX ID: 81009/HQ-82007	(395.25)
4759	08/09/14	(231.70)	Meals and entertainment	Yabu Restaurant		West Hollywood, CA				AMEX ID: 81009/HQ-82007	(115.85)
4760	08/14/14	(283.80)	Meals and entertainment	Divino		Los Angeles, CA				AMEX ID: 81009/HQ-82007	(141.90)
4761	08/18/14	(372.62)	Meals and entertainment	Sushi House		Los Angeles, CA				AMEX ID: 81009/HQ-82007	(186.31)
4762	08/19/14	(87.50)	Meals and entertainment	Starbucks		Los Angeles, CA				AMEX ID: 81009/HQ-82007	(43.75)
4763	08/19/14	(421.16)	Meals and entertainment	Crave		West Hollywood, CA				AMEX ID: 81009/HQ-82007	(210.58)
4764	08/20/14	(449.70)	Meals and entertainment	Toscane		Los Angeles, CA				AMEX ID: 81009/HQ-82007	(224.85)
4765	08/28/14	(67.22)	Meals and entertainment	Le Pain Quotidien		West Hollywood, CA				AMEX ID: 81009/HQ-82007	(33.61)
4766	09/06/14	(285.44)	Meals and entertainment	Chin Chin		West Hollywood, CA				AMEX ID: 81009/HQ-82007	(142.72)
4767	09/07/14	(73.04)	Meals and entertainment	Rivabella		West Hollywood, CA				AMEX ID: 81009/HQ-82007	(36.52)
4768	09/07/14	(183.69)	Meals and entertainment	Wood Ranch Farmers		Los Angeles, CA				AMEX ID: 81009/HQ-82007	(90.83)
4769	09/08/14	(115.80)	Meals and entertainment	Starbucks		Los Angeles, CA				AMEX ID: 81009/HQ-82007	(57.90)
4770	09/11/14	(227.18)	Meals and entertainment	Yabu Restaurant		West Hollywood, CA				AMEX ID: 81009/HQ-82007	(113.59)
4771	09/12/14	(148.44)	Meals and entertainment	Graf Concepts		Beverly Hills, CA				AMEX ID: 81009/HQ-82007	(74.22)
4772	09/13/14	(602.90)	Meals and entertainment	El Segreto Restaurant		Los Angeles, CA				AMEX ID: 81009/HQ-82007	(301.30)
4773	09/20/14	(335.92)	Meals and entertainment	El Segreto Restaurant		Los Angeles, CA				AMEX ID: 81009/HQ-82007	(167.96)
4774	09/23/14	(30.60)	Meals and entertainment	Yagur Stop		West Hollywood, CA				AMEX ID: 81009/HQ-82007	(15.30)
4775	09/27/14	(61.22)	Meals and entertainment	Broadbar Century Ctr		Los Angeles, CA				AMEX ID: 81009/HQ-82007	(30.61)
4776	09/27/14	(113.22)	Meals and entertainment	Hot Wings		Los Angeles, CA				AMEX ID: 81009/HQ-82007	(56.61)
4777	09/28/14	(180.42)	Meals and entertainment	Chin Chin		West Hollywood, CA				AMEX ID: 81009/HQ-82007	(90.21)
4778	09/28/14	(179.80)	Meals and entertainment	Cafe Del Rey		Marina Del Rey, CA				AMEX ID: 81009/HQ-82007	(89.90)

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 4, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGE IS NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unreconciled Amount	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4779	09/19/14	(220.54)	Meals and entertainment	El Pastale		Beverly Hills, CA				AMEX x0-81009/x0-82007	(110.27)
4780	10/01/14	(219.24)	Meals and entertainment	Grim Concepts		Los Angeles, CA				AMEX x0-81009/x0-82007	(109.57)
4781	10/03/14	(354.28)	Meals and entertainment	Il Segreto Restaurant		Los Angeles, CA				AMEX x0-81009/x0-82007	(177.13)
4782	10/05/14	(481.30)	Meals and entertainment	Hotel Bel Air Food		Los Angeles, CA				AMEX x0-81009/x0-82007	(241.65)
4783	10/11/14	(371.06)	Meals and entertainment	Toscanova		Los Angeles, CA				AMEX x0-81009/x0-82007	(185.53)
4784	10/12/14	(292.70)	Meals and entertainment	Divino		Los Angeles, CA				AMEX x0-81009/x0-82007	(146.35)
4785	10/14/14	(109.42)	Meals and entertainment	Jusabella		West Hollywood, CA				AMEX x0-81009/x0-82007	(154.71)
4786	10/22/14	(173.24)	Meals and entertainment	The Anaheim White		Anaheim, CA				AMEX x0-81009/x0-82007	(86.83)
4787	10/24/14	(114.80)	Meals and entertainment	The Wine Closet		Amesbury, CA				AMEX x0-81009/x0-82007	(57.10)
4788	10/26/14	(561.36)	Meals and entertainment	Chin Chin		West Hollywood, CA				AMEX x0-81009/x0-82007	(280.68)
4789	11/01/14	(688.80)	Meals and entertainment	Divino		Los Angeles, CA				AMEX x0-81009/x0-82007	(344.40)
4790	11/02/14	(365.86)	Meals and entertainment	Tra Di Noi Restaurant		Malibu, CA				AMEX x0-81009/x0-82007	(182.93)
4791	11/04/14	(85.00)	Meals and entertainment	Osaka Japanese Resta		Provo, UT				AMEX x0-81009/x0-82007	(12.50)
4792	11/06/14	(493.30)	Meals and entertainment	Toscanova		Los Angeles, CA				AMEX x0-81009/x0-82007	(241.65)
4793	11/12/14	(131.98)	Meals and entertainment	The Murr		Los Angeles, CA				AMEX x0-81009/x0-82007	(65.99)
4794	11/14/14	(140.32)	Meals and entertainment	Madongo.com						AMEX x0-81009/x0-82007	(70.16)
4795	11/16/14	(1,416.32)	Meals and entertainment	Jogo De Chao		Beverly Hills, CA				AMEX x0-81009/x0-82007	(708.06)
4796	11/15/14	(84.72)	Meals and entertainment	AMC Century City		Los Angeles, CA				AMEX x0-81009/x0-82007	(42.36)
4797	11/15/14	(109.74)	Meals and entertainment	The Counter		Los Angeles, CA				AMEX x0-81009/x0-82007	(51.87)
4798	11/19/14	(38.18)	Meals and entertainment	7-Eleven		Provo, UT				AMEX x0-81009/x0-82007	(19.09)
4799	11/19/14	(50.92)	Meals and entertainment	Needle King		Provo, UT				AMEX x0-81009/x0-82007	(15.26)
4800	11/23/14	(840.78)	Meals and entertainment	Toscanova		Los Angeles, CA				AMEX x0-81009/x0-82007	(420.38)
4801	11/27/14	(46.94)	Meals and entertainment	Mulberry Street Pizzeria		Sherman Oaks, CA				AMEX x0-81009/x0-82007	(23.47)
4802	11/29/14	(233.92)	Meals and entertainment	Yabu Restaurant		West Hollywood, CA				AMEX x0-81009/x0-82007	(116.96)
4803	12/05/14	(320.02)	Meals and entertainment	Buffalo Wild Wings		Hollywood, CA				AMEX x0-81009/x0-82007	(160.01)
4804	12/13/14	(497.49)	Meals and entertainment	Toscanova		Los Angeles, CA				AMEX x0-81009/x0-82007	(248.74)
4805	12/20/14	(48.00)	Meals and entertainment	Fish Parker Tasting Los Olivos		Los Olivos, CA				AMEX x0-81009/x0-82007	(24.00)
4806	12/20/14	(125.84)	Meals and entertainment	Foley Food & Wine		Sagehen, CA				AMEX x0-81009/x0-82007	(62.92)
4807	12/24/14	(792.88)	Meals and entertainment	BOA Sunset		West Hollywood, CA				AMEX x0-81009/x0-82007	(396.44)
4808	12/25/14	(105.56)	Meals and entertainment	Hotel Bel Air Food		Los Angeles, CA				AMEX x0-81009/x0-82007	(52.78)
4809	12/25/14	(398.80)	Meals and entertainment	Hotel Bel Air Food		Los Angeles, CA				AMEX x0-81009/x0-82007	(199.40)
4810	12/26/14	(366.54)	Meals and entertainment	Il Segreto Restaurant		Los Angeles, CA				AMEX x0-81009/x0-82007	(183.27)
4811	12/26/14	(118.28)	Meals and entertainment	Octopus Endo		Endo, CA				AMEX x0-81009/x0-82007	(59.14)
4812	12/27/14	(102.40)	Meals and entertainment	Sumnerland Winery		Sumnerland, CA				AMEX x0-81009/x0-82007	(51.20)
4813	12/31/14	(62.76)	Meals and entertainment	Beverly Glen Deli		Los Angeles, CA				AMEX x0-81009/x0-82007	(31.38)
4814	01/01/15	(318.86)	Meals and entertainment	Stone Fish House		Cambridge, CA				AMEX x0-81009/x0-82007	(159.43)

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TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE [ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE]]

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4813	01/15/15	(101.02)	Meals and entertainment	Cut & Sidebar by Wolf				AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(50.51)
4816	01/16/15	(401.24)	Meals and entertainment	El Segreto Restaurant		Los Angeles, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(200.61)
4817	01/16/15	(35.48)	Meals and entertainment	Octopus Indio		Encino, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(17.74)
4818	01/17/15	(21.79)	Meals and entertainment	7-Eleven		Sherman Oaks, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(10.89)
4819	01/17/15	(324.56)	Meals and entertainment	Planet Deries		Los Angeles, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(182.24)
4820	01/18/15	(276.18)	Meals and entertainment	Toscana		Los Angeles, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(139.09)
4821	01/20/15	(395.68)	Meals and entertainment	Pancho's Restaurant		Las Vegas, NV		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(197.94)
4822	01/21/15	(683.74)	Meals and entertainment	Mizumi Restaurant		NV		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(346.87)
4823	01/21/15	(227.98)	Meals and entertainment	Mandelay Bay Noodle Shop		Las Vegas, NV		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(113.99)
4824	01/24/15	(247.20)	Meals and entertainment	Cravings		Hollywood, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(123.60)
4825	01/25/15	(302.24)	Meals and entertainment	Toscana		Los Angeles, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(153.62)
4826	01/27/15	(72.74)	Meals and entertainment	AMC Century City		Los Angeles, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(36.37)
4827	02/07/15	(59.16)	Meals and entertainment	AMC Century City		Los Angeles, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(29.58)
4828	02/07/15	(321.24)	Meals and entertainment	Toscana		Los Angeles, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(160.62)
4829	02/10/15	(46.92)	Meals and entertainment	Mastro's Ocean Club		Las Vegas, NV		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(23.46)
4830	02/13/15	(275.40)	Meals and entertainment	Aria box office		Las Vegas, NV		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(137.70)
4831	02/13/15	(168.00)	Meals and entertainment	BOA Sunset		Hollywood, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(84.00)
4832	02/13/15	(391.36)	Meals and entertainment	Rivabella		Hollywood, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(195.68)
4833	02/19/15	(911.30)	Meals and entertainment	Wynn Box Office		Las Vegas, NV		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(455.65)
4834	02/21/15	(371.60)	Meals and entertainment	Toscana		Los Angeles, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(185.80)
4835	02/22/15	(87.00)	Meals and entertainment	Pacific Theatres		Los Angeles, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(43.50)
4836	02/23/15	(108.00)	Meals and entertainment	Fandango.com		CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(54.00)
4837	02/23/15	(511.30)	Meals and entertainment	Wynn Box Office		Las Vegas, NV		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(255.65)
4838	02/28/15	(18.98)	Meals and entertainment	Juice Crafters		Los Angeles, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(9.49)
4839	02/28/15	(267.39)	Meals and entertainment	Toscana		Los Angeles, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(133.69)
4840	03/03/15	(60.52)	Meals and entertainment	Mika Sushi		Camarillo, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(30.26)
4841	03/05/15	(34.58)	Meals and entertainment	The Candy Shoppe		Las Vegas, NV		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(17.29)
4842	03/08/15	(377.76)	Meals and entertainment	Parkers Lighthouse		Long Beach, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(188.88)
4843	03/11/15	(202.94)	Meals and entertainment	Red Rock Cafe		Las Vegas, NV		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(101.47)
4844	03/13/15	(157.12)	Meals and entertainment	Fandango.com		CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(78.56)
4845	03/14/15	(277.62)	Meals and entertainment	Meizhou Dongpo		Los Angeles, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(138.81)
4846	03/15/15	(241.28)	Meals and entertainment	Shiki Sushi		Studio City, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(120.64)
4847	03/21/15	(523.29)	Meals and entertainment	Toscana		Los Angeles, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(261.64)
4848	03/23/15	(891.24)	Meals and entertainment	Tro Di Noi Ristorante		CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(445.62)
4849	03/26/15	(104.24)	Meals and entertainment	Rock Sugar		Los Angeles, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(52.12)
4850	03/30/15	(315.82)	Meals and entertainment	Chin Chin		Hollywood, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(157.91)
4851	03/30/15	(220.36)	Meals and entertainment	El Portale		Beverly Hills, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(110.18)
4852	04/02/15	(133.90)	Meals and entertainment	Pole Position				AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(66.95)
4853	04/05/15	(586.14)	Meals and entertainment	Nobu		Malibu, CA		AMEX id-81009/NO-82007		AMEX id-81009/NO-82007	(293.07)

TRANSACTIONS THAT COMPRSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGES))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4854	04/06/15	(80.48)	Meals and entertainment	Tabu Restaurant		Hollywood, CA				AMEX 5-728003	(80.23)
4855	04/10/15	(106.09)	Meals and entertainment	Fandango.com		CA				VISA x5185	(94.00)
4856	04/13/15	(189.10)	Meals and entertainment	Planet Dallas		Los Angeles, CA				BoFA 6446	(94.55)
4857	04/13/15	(11.60)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				BoFA 6446	(15.80)
4858	04/13/15	(36.52)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				BoFA 6446	(18.24)
4859	04/13/15	(27.76)	Meals and entertainment	Tart Restaurant		Los Angeles, CA				BoFA 6446	(13.63)
4860	04/17/15	(479.14)	Meals and entertainment	Wood Ranch Farmers Market		Los Angeles, CA				AMEX x0	(239.62)
4861	04/18/15	(84.32)	Meals and entertainment	AMC Century City		Los Angeles, CA				AMEX 5-728003	(49.16)
4862	04/18/15	(132.56)	Meals and entertainment	AG Place Cafe		Madison, WI				AMEX x0	(116.28)
4863	04/19/15	(34.76)	Meals and entertainment	Noah's Bagels		Sherman Oaks, CA				AMEX x0	(17.13)
4864	04/20/15	(1,011.30)	Meals and entertainment	LCC LAX		West Hollywood, CA				BoFA 6446	(505.45)
4865	04/20/15	(468.04)	Meals and entertainment	Toscanna		Los Angeles, CA				WF x5397	(234.02)
4866	04/25/15	(389.72)	Meals and entertainment	Georgie's Cohen Restaurant		Los Angeles, CA				AMEX x0	(194.88)
4867	04/27/15	(56.00)	Meals and entertainment	Eliehs Choc		Las Vegas, NV				AMEX x0	(28.00)
4868	04/30/15	(326.70)	Meals and entertainment	Il Segreto		Los Angeles, CA				AMEX x0	(163.10)
4869	04/30/15	(68.70)	Meals and entertainment	Starbucks		Los Angeles, CA				AMEX x0	(34.75)
4870	05/01/15	(107.10)	Meals and entertainment	Tabu Restaurant		Los Angeles, CA				AMEX x0	(153.55)
4871	05/03/15	(74.94)	Meals and entertainment	AMC Century		Los Angeles, CA				AMEX x0	(39.48)
4872	05/03/15	(143.72)	Meals and entertainment	The Counter		Los Angeles, CA				AMEX x0	(71.84)
4873	05/04/15	(76.32)	Meals and entertainment	Fandango.com		CA				VISA x5185	(38.16)
4874	05/04/15	(203.12)	Meals and entertainment	Georgie's Cohen Restaurant		Los Angeles, CA				BoFA 6446	(101.56)
4875	05/06/15	(461.50)	Meals and entertainment	Los Angeles Horseb		CA				VISA x5185	(225.75)
4876	05/08/15	(299.72)	Meals and entertainment	Tabu Restaurant		Hollywood, CA				AMEX x0	(149.86)
4877	05/09/15	(322.50)	Meals and entertainment	Chin Chin		Hollywood, CA				AMEX x0	(161.25)
4878	05/09/15	(54.00)	Meals and entertainment	The Local Peasant		Woodland Hills, CA				AMEX x0	(27.00)
4879	05/10/15	(200.52)	Meals and entertainment	Cantera Fairfax		Los Angeles, CA				AMEX x0	(100.26)
4880	05/10/15	(87.00)	Meals and entertainment	The Vibe		Woodland Hills, CA				AMEX x0	(43.50)
4881	05/14/15	(833.78)	Meals and entertainment	Il Segreto		Los Angeles, CA				AMEX x0	(216.84)
4882	05/16/15	(77.40)	Meals and entertainment	Downtown Johnny's		Sherman Oaks, CA				AMEX x0	(38.70)
4883	05/16/15	(323.30)	Meals and entertainment	Cravings		Hollywood, CA				AMEX x0	(161.55)
4884	05/17/15	(595.66)	Meals and entertainment	Il Segreto		Beverly Hills, CA				AMEX x0	(297.83)
4885	05/20/15	(637.80)	Meals and entertainment	Manditory Box Office		Las Vegas, NV				AMEX x0	(318.90)
4886	05/20/15	(149.40)	Meals and entertainment	BeFragio - Hyde Lounge		Las Vegas, NV				AMEX x0	(74.70)
4887	05/20/15	(128.10)	Meals and entertainment	Aria Burdol Brunch/Red		Las Vegas, NV				AMEX x0	(64.05)
4888	05/21/15	(648.00)	Meals and entertainment	Luxor		Hollywood, CA				AMEX x0	(424.00)
4889	05/22/15	(501.50)	Meals and entertainment	Los Angeles Horseb		Los Angeles, CA				WF x5397	(300.75)
4890	05/22/15	(64.32)	Meals and entertainment	Craig's		Hollywood, CA				AMEX x0	(32.16)
4891	05/22/15	(92.48)	Meals and entertainment	Craig's		Hollywood, CA				AMEX x0	(46.24)
4892	05/22/15	(235.18)	Meals and entertainment	Tabu		Hollywood, CA				AMEX x0	(117.59)
4893	05/23/15	(52.00)	Meals and entertainment	Il Cielo		Beverly Hills, CA				AMEX x0	(26.00)
4894	05/23/15	(389.26)	Meals and entertainment	Toscanna		Los Angeles, CA				AMEX x0	(134.63)

Ronald W. Karpod
Las Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 5, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4895	05/23/15	(322.32)	Meals and entertainment	Ilirico		Beverly Hills, CA				AMEX x0-81009/NO-82007	(161.16)
4896	05/24/15	(77.72)	Meals and entertainment	AMC Century City		Los Angeles, CA				AMEX x0-81009/NO-82007	(38.86)
4897	05/24/15	(108.32)	Meals and entertainment	Kandango		CA				Util x5185	(54.15)
4898	05/24/15	(233.00)	Meals and entertainment	Rock Sugar		Los Angeles, CA				AMEX x0-81009/NO-82007	(116.50)
4899	05/24/15	(576.14)	Meals and entertainment	Culina Restaurant		Los Angeles, CA				AMEX x0-81009/NO-82007	(288.07)
4900	05/24/15	(49.42)	Meals and entertainment	Four Season Hotel		Los Angeles, CA				AMEX x0-81009/NO-82007	(24.71)
4901	05/25/15	(819.72)	Meals and entertainment	208 Rodeo Restaurant		Beverly Hills, CA				AMEX x0-81009/NO-82007	(359.86)
4902	05/27/15	(18.00)	Meals and entertainment	AMDA						Util x5185	(19.00)
4903	05/28/15	(1,918.30)	Meals and entertainment	Wally's Wine		Los Angeles, CA				AMEX x0-81009/NO-82007	(959.15)
4904	05/29/15	(77.40)	Meals and entertainment	The RH & Carlton		Marina Del Rey, CA				AMEX x0-81009/NO-82007	(38.70)
4905	05/29/15	(364.32)	Meals and entertainment	Toucanova		Los Angeles, CA				AMEX x0-81009/NO-82007	(182.06)
4906	05/30/15	(635.42)	Meals and entertainment	Wally's Wine		Los Angeles, CA				AMEX x0-81009/NO-82007	(316.21)
4907	05/30/15	(108.88)	Meals and entertainment	Wally's Wine		Los Angeles, CA				AMEX x0-81009/NO-82007	(54.44)
4908	06/30/15	(1,176.47)	Meals and entertainment	Wally's Wine		Los Angeles, CA				AMEX x0-81009/NO-82007	(588.23)
4909	06/02/15	(274.35)	Meals and entertainment	Ganglia Cohen Restaurant		Los Angeles, CA				BoFA 6446	(137.08)
4910	06/02/15	(447.68)	Meals and entertainment	Hotel Bel Air Food		Los Angeles, CA				WF x5387	(223.84)
4911	06/04/15	(297.34)	Meals and entertainment	Toucanova		Los Angeles, CA				AMEX x0-81009/NO-82007	(148.62)
4912	06/06/15	(77.13)	Meals and entertainment	Tavern		Los Angeles, CA				AMEX x0-81009/NO-82007	(38.56)
4913	06/07/15	(401.90)	Meals and entertainment	Perkins Restaurant		Los Angeles, CA				AMEX x0-81009/NO-82007	(200.95)
4914	06/09/15	(418.90)	Meals and entertainment	Roys		Woodland, CA				AMEX x0-81009/NO-82007	(207.45)
4915	06/11/15	(320.14)	Meals and entertainment	Toucanova		Los Angeles, CA				AMEX x0-81009/NO-82007	(160.07)
4916	06/13/15	(275.62)	Meals and entertainment	Harringtons		Hollywood, CA				AMEX x0-81009/NO-82007	(137.81)
4917	06/13/15	(557.42)	Meals and entertainment	Nicks Restaurant		Beverly Hills, CA				AMEX x0-81009/NO-82007	(278.71)
4918	06/15/15	(601.50)	Meals and entertainment	Los Angeles Horseb		Los Angeles, CA				WF x5387	(300.75)
4919	06/15/15	(81.50)	Meals and entertainment	Los Angeles Horseb		Los Angeles, CA				WF x5387	(40.75)
4920	06/18/15	(550.06)	Meals and entertainment	Wally's Wine		Los Angeles, CA				AMEX x0-81009/NO-82007	(275.03)
4921	06/18/15	(60.14)	Meals and entertainment	Krawings		Tarzane, CA				AMEX x0-81009/NO-82007	(30.07)
4922	06/19/15	(563.48)	Meals and entertainment	Wally's Wine		Los Angeles, CA				AMEX x0-81009/NO-82007	(281.74)
4923	06/20/15	(547.62)	Meals and entertainment	Drino		Los Angeles, CA				AMEX x0-81009/NO-82007	(273.81)
4924	06/21/15	(492.54)	Meals and entertainment	Beverages and More		Los Angeles, CA				AMEX x0-81009/NO-82007	(246.27)
4925	06/22/15	(203.16)	Meals and entertainment	Takashi		StC, UT				AMEX x0-81009/NO-82007	(101.58)
4926	06/23/15	(791.50)	Meals and entertainment	KCE LAX		Los Angeles, CA				BoFA 6446	(395.75)
4927	06/26/15	(38.00)	Meals and entertainment	AMDA						Util x5185	(19.00)
4928	07/01/15	(518.90)	Meals and entertainment	Hotel Bel Air Food		Los Angeles, CA				AMEX x0-81009/NO-82007	(259.45)
4929	07/03/15	(146.98)	Meals and entertainment	Hilton Circa		Beverly Hills, CA				AMEX x0-81009/NO-82007	(73.49)
4930	07/05/15	(73.04)	Meals and entertainment	Montaur Marcel Rest		Los Angeles, CA				AMEX x0-81009/NO-82007	(36.52)
4931	07/05/15	(430.60)	Meals and entertainment	Il Cielo		Beverly Hills, CA				AMEX x0-81009/NO-82007	(215.30)
4932	07/06/15	(430.60)	Meals and entertainment	Quino		Los Angeles, CA				BoFA 6446	(215.30)
4933	07/07/15	(234.90)	Meals and entertainment	La Piazza		Los Angeles, CA				BoFA 6446	(117.45)
4934	07/10/15	(313.30)	Meals and entertainment	Cosmo Chandelier		Las Vegas, NV				AMEX x0-81009/NO-82007	(156.65)

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4935	07/10/15	(566.86)	Meals and entertainment	Cosmopolitan Scorpette		Las Vegas, NV				AMEX id: 81009/no-82007	(283.23)
4936	07/13/15	(170.80)	Meals and entertainment	Genghis Cohen		Los Angeles, CA				BoCA 6446	(85.30)
4937	07/13/15	(108.90)	Meals and entertainment	Le Fig Chiz Marie		Los Angeles, CA				AMEX id: 81009/no-82007	(54.45)
4938	07/13/15	(546.52)	Meals and entertainment	Crustacean		Beverly Hills, CA				AMEX id: 81009/no-82007	(273.26)
4939	07/15/15	(518.58)	Meals and entertainment	F&O Melrose Place		Hollywood, CA				AMEX id: 81009/no-82007	(259.29)
4940	07/19/15	(568.14)	Meals and entertainment	Nobu		Malibu, CA				AMEX id: 81009/no-82007	(284.07)
4941	07/19/15	(401.00)	Meals and entertainment	La Gondola		Beverly Hills, CA				AMEX id: 81009/no-82007	(200.95)
4942	07/21/15	(575.08)	Meals and entertainment	Orino		Los Angeles, CA				AMEX id: 81009/no-82007	(267.54)
4943	07/23/15	(465.34)	Meals and entertainment	Valkers Restaurant		Salt Lake, UT				AMEX id: 81009/no-82007	(232.67)
4944	07/24/15	(393.18)	Meals and entertainment	Tecodoma		Los Angeles, CA				AMEX id: 81009/no-82007	(196.59)
4945	07/28/15	(28.00)	Meals and entertainment	AMDA						VIA +5185	(19.00)
4946	07/28/15	(86.32)	Meals and entertainment	Cecrechs		Hollywood, CA				AMEX id: 81009/no-82007	(43.06)
4947	07/27/15	(364.49)	Meals and entertainment	Napa Valley Grille		Los Angeles, CA				AMEX id: 81009/no-82007	(182.24)
4948	07/27/15	(1186.04)	Meals and entertainment	Hvatt Hotels		Los Angeles, CA				AMEX id: 81009/no-82007	(593.02)
4949	07/28/15	(389.92)	Meals and entertainment	Hvatt Hotels		Los Angeles, CA				AMEX id: 81009/no-82007	(196.56)
4950	07/30/15	(472.94)	Meals and entertainment	F&O Melrose Place		Hollywood, CA				AMEX id: 81009/no-82007	(236.49)
4951	08/03/15	(247.48)	Meals and entertainment	Tanzy Restaurant		Los Angeles, CA				AMEX id: 81009/no-82007	(123.73)
4952	08/03/15	(244.18)	Meals and entertainment	The Conservatory Grill		Beverly Hills, CA				AMEX id: 81009/no-82007	(142.08)
4953	08/02/15	(564.62)	Meals and entertainment	Hilton The Pool		Beverly Hills, CA				AMEX id: 81009/no-82007	(282.31)
4954	08/02/15	(220.02)	Meals and entertainment	Hilton Circus		Beverly Hills, CA				AMEX id: 81009/no-82007	(110.01)
4955	08/04/15	(621.74)	Meals and entertainment	Meistro's Steakhouse		Beverly Hills, CA				AMEX id: 81009/no-82007	(310.87)
4956	08/05/15	(73.04)	Meals and entertainment	Tanzy Restaurant		Los Angeles, CA				AMEX id: 81009/no-82007	(36.52)
4957	08/05/15	(468.34)	Meals and entertainment	Crawings		Hollywood, CA				AMEX id: 81009/no-82007	(244.17)
4958	08/06/15	(227.84)	Meals and entertainment	Napa Valley Grille		Los Angeles, CA				AMEX id: 81009/no-82007	(113.92)
4959	08/07/15	(316.68)	Meals and entertainment	Napa Valley Grille		Los Angeles, CA				AMEX id: 81009/no-82007	(158.34)
4960	08/08/15	(149.48)	Meals and entertainment	Exxon Mobil		Pacific Palis, CA				AMEX id: 81009/no-82007	(74.74)
4961	08/08/15	(566.50)	Meals and entertainment	Hotel Bel Air		Los Angeles, CA				AMEX id: 81009/no-82007	(283.25)
4962	08/08/15	(305.78)	Meals and entertainment	Genghis Cohen		Los Angeles, CA				AMEX id: 81009/no-82007	(152.89)
4963	08/09/15	(397.18)	Meals and entertainment	Tro Di Noi Ristorante		Malibu, CA				AMEX id: 81009/no-82007	(198.59)
4964	08/09/15	(376.28)	Meals and entertainment	Ocean Prime		Beverly Hills, CA				AMEX id: 81009/no-82007	(188.14)
4965	08/15/15	(231.76)	Meals and entertainment	Yardhouse		Pasadena, CA				AMEX id: 81009/no-82007	(95.84)
4966	08/15/15	(73.04)	Meals and entertainment	BLVD		Los Angeles, CA				AMEX id: 81009/no-82007	(36.52)
4967	08/14/15	(88.48)	Meals and entertainment	Nobu		Malibu, CA				AMEX id: 81009/no-82007	(44.24)
4968	08/16/15	(466.56)	Meals and entertainment	Nobu		Malibu, CA				AMEX id: 81009/no-82007	(233.28)
4969	08/18/15	(370.10)	Meals and entertainment	Tanzy Restaurant		Los Angeles, CA				AMEX id: 81009/no-82007	(185.05)
4970	08/20/15	(1,078.06)	Meals and entertainment	El Dorado Kitchen		Sonoma, CA				AMEX id: 81009/no-82007	(539.03)

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unsettled Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
4971	08/22/15	(130.00)	Meals and entertainment	Nisclaren Wine Company		Sonoma, CA				AMEX ID: 81009/hd-81007	(60.00)
4972	08/27/15	(486.38)	Meals and entertainment	Bonsai/imagery		CA				AMEX ID: 81009/hd-81007	(233.19)
4973	08/22/15	(499.66)	Meals and entertainment	Divino		Los Angeles, CA				AMEX ID: 81009/hd-82007	(249.83)
4974	08/23/15	(504.92)	Meals and entertainment	Maestro's Steakhouse		Malibu, CA				AMEX ID: 81009/hd-81007	(152.46)
4975	08/23/15	(385.92)	Meals and entertainment	Il Cielo		Beverly Hills, CA				AMEX ID: 81009/hd-82007	(152.96)
4976	08/23/15	(38.00)	Meals and entertainment	AMDA						VISA #5185	(19.00)
4977	08/25/15	(161.00)	Meals and entertainment	Tanzy Restaurant		Los Angeles, CA				AMEX ID: 81009/hd-82007	(190.50)
4978	08/27/15	(89.60)	Meals and entertainment	Maestro's Steakhouse		Costa Mesa, CA				AMEX ID: 81009/hd-82007	(44.80)
4979	08/29/15	(281.58)	Meals and entertainment	Tanzy Restaurant		Los Angeles, CA				AMEX ID: 81009/hd-82007	(140.99)
4980	08/29/15	(200.96)	Meals and entertainment	Carmines		Los Angeles, CA				AMEX ID: 81009/hd-82007	(100.48)
4981	08/30/15	(42.68)	Meals and entertainment	Pinkie Cafe		Los Angeles, CA				AMEX ID: 81009/hd-82007	(21.34)
4982	08/30/15	(251.94)	Meals and entertainment	Divino		Los Angeles, CA				AMEX ID: 81009/hd-81007	(175.97)
4983	08/31/15	(293.80)	Meals and entertainment	Ristorante Rumori		Laguna Beach, CA				AMEX ID: 81009/hd-82007	(146.90)
4984	08/31/15	(217.92)	Meals and entertainment	Driftwood Kitchen		Laguna Beach, CA				AMEX ID: 81009/hd-82007	(108.96)
4985	09/01/15	(72.36)	Meals and entertainment	AMF Mar Vista		Los Angeles, CA				BoFA 6446	(36.08)
4986	09/01/15	(176.36)	Meals and entertainment	AMF Mar Vista		Los Angeles, CA				BoFA 6446	(88.08)
4987	09/01/15	(149.60)	Meals and entertainment	Lobby Lounge		Laguna Beach, CA				AMEX ID: 81009/hd-82007	(74.80)
4988	09/02/15	(59.50)	Meals and entertainment	Pressed Juicery		Los Angeles, CA				AMEX ID: 81009/hd-81007	(29.75)
4989	09/02/15	(137.72)	Meals and entertainment	Hopa Valley Grille		Los Angeles, CA				AMEX ID: 81009/hd-81007	(68.86)
4990	09/03/15	(53.60)	Meals and entertainment	Tanzy Restaurant		Los Angeles, CA				AMEX ID: 81009/hd-82007	(26.80)
4991	09/09/15	(299.10)	Meals and entertainment	Toscanova		Los Angeles, CA				AMEX ID: 81009/hd-82007	(129.55)
4992	09/11/15	(55.78)	Meals and entertainment	Tanzy Restaurant		Los Angeles, CA				AMEX ID: 81009/hd-82007	(27.89)
4993	09/12/15	(38.52)	Meals and entertainment	BLVD		Los Angeles, CA				AMEX ID: 81009/hd-82007	(19.26)
4994	09/12/15	(548.70)	Meals and entertainment	Hotel Bel Air Food		Los Angeles, CA				AMEX ID: 81009/hd-82007	(274.35)
4995	09/13/15	(185.14)	Meals and entertainment	Tanzy Restaurant		Los Angeles, CA				AMEX ID: 81009/hd-82007	(92.57)
4996	09/13/15	(98.84)	Meals and entertainment	Le Petit		Los Angeles, CA				AMEX ID: 81009/hd-82007	(49.42)
4997	09/14/15	(85.06)	Meals and entertainment	AMF Mar Vista		Los Angeles, CA				BoFA 6446	(42.53)
4998	09/14/15	(177.96)	Meals and entertainment	AMF Mar Vista		Los Angeles, CA				BoFA 6446	(88.98)
4999	09/14/15	(38.30)	Meals and entertainment	Pressed Juicery		Los Angeles, CA				AMEX ID: 81009/hd-82007	(19.15)
5000	09/14/15	(90.20)	Meals and entertainment	Mama Hong's Vietnamese						AMEX ID: 81009/hd-82007	(45.10)
5001	09/19/15		Meals and entertainment	La Scala		Los Angeles, CA				AMEX ID: 81009/hd-82007	(82.85)
5002	09/19/15		Meals and entertainment	Tanzy Restaurants		Los Angeles, CA				AMEX ID: 81009/hd-82007	(184.78)
5003	09/20/15		Meals and entertainment	Pinkie Cafe		Los Angeles, CA				AMEX ID: 81009/hd-82007	(48.04)
5004	09/20/15		Meals and entertainment	Nobu		Malibu, CA				AMEX ID: 81009/hd-82007	(234.74)
5005	09/21/15		Meals and entertainment	Cafe Suah		Los Angeles, CA				AMEX ID: 81009/hd-82007	(30.08)
5006	09/21/15		Meals and entertainment	555 East Long Beach		Long Beach, CA				AMEX ID: 81009/hd-82007	(161.51)
5007	09/22/15		Meals and entertainment	Tanzy Restaurants		Los Angeles, CA				AMEX ID: 81009/hd-82007	(57.60)
5008	09/24/15	(28.00)	Meals and entertainment	AMDA						VISA #5185	(19.00)
5009	09/24/15	(201.58)	Meals and entertainment	Green Prime		Beverly Hills, CA				AMEX S-723003	(235.77)
5010	09/25/15	(131.10)	Meals and entertainment	Shoon House Chinese		Los Angeles, CA				BoFA 6446	(65.55)
5011	09/26/15	(108.94)	Meals and entertainment	Fandango.com						VISA #5185	(54.47)
5012	09/26/15		Meals and entertainment	AMC Century City		Los Angeles, CA				AMEX S-723003	(20.66)
5013	09/26/15		Meals and entertainment	Tanzy Restaurants		Los Angeles, CA				AMEX S-723003	(83.41)
5014	09/28/15		Meals and entertainment	Toscana		Los Angeles, CA				AMEX S-723003	(153.82)
5015	09/27/15		Meals and entertainment	Jerry's Famous Deli		Encino, CA				AMEX S-723003	(27.73)

Kogod v. Kogod
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TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unreconciled Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
5018	08/27/15		Meals and entertainment	Palomino		Los Angeles, CA				AMEX 5-723003	(89.16)
5017	09/28/15	12,410.90	Meals and entertainment	Joe Houston		Houston, TX				BoFA 6446	(709.25)
5018	09/29/15	(40.90)	Meals and entertainment	Jerry's Famous Deli		Enino, CA				BoFA 6446	(10.45)
5019	09/29/15		Meals and entertainment	Bar Mimosas		Rio De Janeiro, BR				AMEX 5-723008	(17.92)
5020	10/04/15		Meals and entertainment	Tancy Restaurants		Los Angeles, CA				AMEX 5-723003	(174.34)
5021	10/06/15		Meals and entertainment	Tecanovas		Los Angeles, CA				AMEX 5-723003	(154.15)
5022	10/09/15		Meals and entertainment	Shangri-La Hotel		Los Angeles, CA				AMEX 5-723003	(144.90)
5023	10/16/15		Meals and entertainment	Century Dragon		Los Angeles, CA				VISA 43185	(67.82)
5024	10/20/15		Meals and entertainment	Tancy Restaurants		Los Angeles, CA				AMEX 5-723003	(78.58)
5025	10/21/15		Meals and entertainment	St. Vincent		San Francisco, CA				AMEX 5-723003	(40.28)
5026	10/21/15		Meals and entertainment	Anchor & Hope		San Francisco, CA				AMEX 5-723003	(219.65)
5027	10/22/15		Meals and entertainment	Hemings		Las Vegas, NV				AMEX 5-723003	(315.28)
5028	10/23/15	(152.58)	Meals and entertainment	Immodium ENT SFO		San Francisco, CA				BoFA 6446	(76.29)
5029	10/24/15		Meals and entertainment	AMDA						VISA 43185	(19.00)
5030	10/25/15		Meals and entertainment	Hotel Bal Air Food		Los Angeles, CA				AMEX 5-723003	(245.10)
5031	10/25/15		Meals and entertainment	Parrot Cafe		Los Angeles, CA				AMEX 5-723003	(54.57)
5032	10/26/15		Meals and entertainment	East House		Los Angeles, CA				AMEX 5-723003	(165.26)
5033	10/27/15		Meals and entertainment	Grill Concepts		Beverly Hills, CA				AMEX 5-723003	(778.54)
5034	10/28/15		Meals and entertainment	Marino's Costa Mesa		Costa Mesa, CA				AMEX 5-723003	(475.00)
5035	11/01/15		Meals and entertainment	Tancy Restaurants		Los Angeles, CA				AMEX 5-723003	(184.52)
5036	11/02/15		Meals and entertainment	Westin So Coast Plaza		Costa Mesa, CA				VISA 43185	(152.60)
5037	11/03/15		Meals and entertainment	Century Dragon		Los Angeles, CA				VISA 43185	(300.00)
5038	11/04/15		Meals and entertainment	Lone at the Harbors		AZ				AMEX 5-723003	(282.09)
5039	11/06/15		Meals and entertainment	Coulters Candy Shop		San Diego, CA				AMEX 5-723003	(27.40)
5040	11/07/15		Meals and entertainment	Leah's Box Rental						VISA 43185	(398.40)
5041	11/07/15		Meals and entertainment	Roy's		San Diego, CA				AMEX 5-723003	(173.40)
5042	11/07/15		Meals and entertainment	WFR SD Marriott						VISA 43185	(33.00)
5043	11/08/15		Meals and entertainment	Il Forno		Manhattan Beach, CA				AMEX 5-723003	(40.32)
5044	11/14/15		Meals and entertainment	Thalys Asian Cuisine		FL				AMEX 5-723003	(158.50)
5045	11/15/15		Meals and entertainment	Toscana		Los Angeles, CA				AMEX 5-723003	(240.56)
5046	11/15/15		Meals and entertainment	Temple Orange Restaurant		Long Beach, CA				AMEX 5-723003	(302.64)
5047	11/19/15		Meals and entertainment	Hotel Bal Air Food		Los Angeles, CA				AMEX 5-723003	(106.40)
5048	11/19/15		Meals and entertainment	Pressed Juicery		Los Angeles, CA				AMEX 5-723003	(88.47)
5049	11/19/15		Meals and entertainment	Pressed Juicery		Los Angeles, CA				AMEX 5-723003	(38.16)
5050	11/20/15		Meals and entertainment	Maple Valley Grill		Los Angeles, CA				AMEX 5-723003	(69.42)
5051	11/22/15		Meals and entertainment	Hotel Bal Air Food		Los Angeles, CA				AMEX 5-723003	(268.90)
5052	11/23/15	(113.22)	Meals and entertainment	Tasty Breads		Los Angeles, CA				BoFA 6446	(166.63)
5053	11/23/15		Meals and entertainment	AMDA						VISA 43185	(19.00)
5054	11/23/15		Meals and entertainment	Tancy Restaurants		Los Angeles, CA				AMEX 5-723003	(139.07)
5055	11/23/15		Meals and entertainment	Tancy Restaurants		Los Angeles, CA				AMEX 5-723003	(138.72)
5056	11/27/15		Meals and entertainment	BLVD 16		Los Angeles, CA				AMEX 5-723003	(15.52)
5057	11/28/15		Meals and entertainment	Tra Ol Hol Restaurant		Malibu, CA				AMEX 5-723003	(178.08)
5058	11/29/15		Meals and entertainment	Sanoma Wine		Santa Monica, CA				AMEX 5-723003	(132.87)
5059	12/01/15		Meals and entertainment	Tot Los Angeles		West Hollywood, CA				AMEX 5-723003	(258.00)
5060	12/07/15		Meals and entertainment	Lucille's Smok		Henderson, NV				AMEX 5-723003	(64.81)
5061	12/08/15		Meals and entertainment	Tot Los Angeles		Hollywood, CA				AMEX 5-723003	(223.57)
5062	12/09/15		Meals and entertainment	Utt Aspen		Snow Mass Village, CO				AMEX 5-723003	(478.00)
5063	12/11/15		Meals and entertainment	Toscana		Los Angeles, CA				AMEX 5-723003	(141.18)
5064	12/11/15		Meals and entertainment	BLVD 16		Los Angeles, CA				AMEX 5-723003	(51.60)
5065	12/12/15		Meals and entertainment	Quino		Los Angeles, CA				AMEX 5-723003	(130.33)
5066	12/13/15		Meals and entertainment	Tancy Restaurants		Los Angeles, CA				AMEX 5-723003	(111.92)
5067	12/14/15		Meals and entertainment	Ice Currency		Los Angeles, CA				BoFA 6446	(498.35)
5068	12/14/15		Meals and entertainment	Valley Food & Wine		CA				BoFA 6446	(40.58)
5069	12/14/15		Meals and entertainment	Valley Food & Wine		CA				BoFA 6446	(30.87)
5070	12/14/15		Meals and entertainment	Baraca Resort Bar Lounge		Santa Barbara, CA				BoFA 6446	(144.04)
5071	12/21/15		Meals and entertainment	Chorus Calbee Restaurant		Los Angeles, CA				BoFA 6446	(124.24)
5072	12/22/15		Meals and entertainment	Parrot Cafe		Los Angeles, CA				BoFA 6446	(40.50)
5073	12/28/15		Meals and entertainment	Wolfin Plaza Dining		Costa Mesa, CA				BoFA 6446	(36.40)
5074	03/07/09	(7,225.28)	Moving expenses	Mayflower Transit						AMEX 5-723003	(8,612.44)
5075	03/23/09	198.00	Moving expenses	Mayflower Transit				AMEX 5-723003	99.01		
5076	04/24/13	(2,140.00)	Moving expenses	Movers, INC				VISA 43185			(1,070.00)
5077	07/08/13	(10,000.00)	Moving expenses	Alma Logistics and Storage	1637			WF 55397			(5,000.00)
5078	07/09/08	(1,200.00)	Need Cancelled Check	Check	256			BoFA 6446			(600.00)

Kaplan & Kaplan
Las Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT B, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS) (HIGHLIGHTED IN ORANGE)

Ref	Date	Unreconciled Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
5078	03/11/08	(1,000.00)	Need Cancelled Check	Check	258			-		BoFA 6446	(500.00)
5080	03/11/08	(2,721.68)	Need Cancelled Check	Check	8425			-		BoFA 6446	(1,360.84)
5081	03/17/08	(10,843.94)	Need Cancelled Check	Check	198			-		BoFA 6446	(5,421.97)
5082	03/17/08	(1,400.00)	Need Cancelled Check	Check	259			-		BoFA 6446	(700.00)
5083	03/19/08	(5,395.00)	Need Cancelled Check	Check	199			-		BoFA 6446	(2,697.50)
5084	03/25/08	(1,300.00)	Need Cancelled Check	Check	260			-		BoFA 6446	(600.00)
5085	03/27/08	(1,400.00)	Need Cancelled Check	Check	261			-		BoFA 6446	(700.00)
5086	03/28/08	(90.00)	Need Cancelled Check	Check	262			-		BoFA 6446	(45.00)
5087	04/02/08	(4,000.00)	Need Cancelled Check	Check	263			-		BoFA 6446	(2,000.00)
5088	04/02/08	(1,200.00)	Need Cancelled Check	Check	264			-		BoFA 6446	(600.00)
5089	04/04/08	(7,780.00)	Need Cancelled Check	Check	276			-		BoFA 6446	(3,890.00)
5090	04/04/08	(6,290.00)	Need Cancelled Check	Check	8443			-		BoFA 6446	(3,145.00)
5091	04/08/08	(1,400.00)	Need Cancelled Check	Check	265			-		BoFA 6446	(700.00)
5092	04/11/08	(2,721.68)	Need Cancelled Check	Check	8445			-		BoFA 6446	(1,360.84)
5093	04/15/08	(97,044.00)	Need Cancelled Check	Check	278			-		BoFA 6446	(48,522.00)
5094	04/18/08	(1,400.00)	Need Cancelled Check	Check	286			-		BoFA 6446	(700.00)
5095	04/28/08	(1,400.00)	Need Cancelled Check	Check	287			-		BoFA 6446	(700.00)
5096	04/28/08	(1,000.00)	Need Cancelled Check	Check	288			-		BoFA 6446	(500.00)
5097	05/07/08	(1,400.00)	Need Cancelled Check	Check	289			-		BoFA 6446	(700.00)
5098	05/13/08	(2,721.68)	Need Cancelled Check	Check	8449			-		BoFA 6446	(1,360.84)
5099	05/21/08	(2,000.00)	Need Cancelled Check	Check	288			-		BoFA 6446	(1,000.00)
5100	05/27/08	(2,000.00)	Need Cancelled Check	Check	301			-		BoFA 6446	(1,000.00)
5101	06/08/08	(1,400.00)	Need Cancelled Check	Check	304			-		BoFA 6446	(700.00)
5102	06/12/08	(2,721.68)	Need Cancelled Check	Check	8492			-		BoFA 6446	(1,360.84)
5103	06/16/08	(1,500.00)	Need Cancelled Check	Check	302			-		BoFA 6446	(750.00)
5104	06/24/08	(1,400.00)	Need Cancelled Check	Check	310			-		BoFA 6446	(700.00)
5105	06/25/08	(82,500.00)	Need Cancelled Check	Check	324			-		BoFA 6446	(41,250.00)
5106	06/27/08	(750.00)	Need Cancelled Check	Check	325			-		BoFA 6446	(375.00)
5107	07/03/08	(1,200.00)	Need Cancelled Check	Check	279			-		BoFA 6446	(600.00)
5108	07/03/08	(1,000.00)	Need Cancelled Check	Check	326			-		BoFA 6446	(500.00)
5109	07/03/08	(1,297.32)	Need Cancelled Check	Check	8531			-		BoFA 6446	(648.66)
5110	07/07/08	(1,000.00)	Need Cancelled Check	Check	8509			-		BoFA 6446	(500.00)
5111	07/07/08	(1,748.00)	Need Cancelled Check	Check	8552			-		BoFA 6446	(874.00)
5112	07/08/08	(2,243.10)	Need Cancelled Check	Check	8510			-		BoFA 6446	(1,121.55)
5113	07/09/08	(1,200.00)	Need Cancelled Check	Check	280			-		BoFA 6446	(600.00)
5114	07/09/08	(1,127.18)	Need Cancelled Check	Check	8507			-		BoFA 6446	(563.59)
5115	07/09/08	(4,000.00)	Need Cancelled Check	Check	8508			-		BoFA 6446	(2,000.00)
5116	07/09/08	(1,287.18)	Need Cancelled Check	Check	8913			-		BoFA 6446	(643.59)
5117	07/10/08	(450.00)	Need Cancelled Check	Check	8506			-		BoFA 6446	(225.00)
5118	07/11/08	(100.00)	Need Cancelled Check	Check	281			-		BoFA 6446	(50.00)
5119	07/15/08	(1,400.00)	Need Cancelled Check	Check	305			-		BoFA 6446	(700.00)
5120	07/15/08	(2,721.68)	Need Cancelled Check	Check	8518			-		BoFA 6446	(1,360.84)
5121	07/21/08	(1,000.00)	Need Cancelled Check	Check	306			-		BoFA 6446	(500.00)
5122	07/28/08	(1,200.00)	Need Cancelled Check	Check	307			-		BoFA 6446	(600.00)
5123	07/29/08	(2,096.68)	Need Cancelled Check	Check	8545			-		BoFA 6446	(1,048.34)
5124	08/08/08	(5,000.00)	Need Cancelled Check	Check	308			-		BoFA 6446	(2,500.00)
5125	08/08/08	(1,000.00)	Need Cancelled Check	Check	309			-		BoFA 6446	(500.00)
5126	08/11/08	(2,721.68)	Need Cancelled Check	Check	8543			-		BoFA 6446	(1,360.84)
5127	08/22/08	(1,000.00)	Need Cancelled Check	Check	282			-		BoFA 6446	(500.00)
5128	08/22/08	(800.00)	Need Cancelled Check	Check	313			-		BoFA 6446	(400.00)
5129	08/27/08	(12,522.10)	Need Cancelled Check	Check	8546			-		BoFA 6446	(6,261.05)
5130	09/04/08	(800.00)	Need Cancelled Check	Check	284			-		BoFA 6446	(400.00)
5131	09/08/08	(110.00)	Need Cancelled Check	Check	283			-		BoFA 6446	(55.00)
5132	09/15/08	(1,000.00)	Need Cancelled Check	Check	286			-		BoFA 6446	(500.00)
5133	09/15/08	(2,721.68)	Need Cancelled Check	Check	8571			-		BoFA 6446	(1,360.84)
5134	09/15/08	(438.00)	Need Cancelled Check	Check	295			-		BoFA 6446	(219.00)
5135	09/15/08	(1,000.00)	Need Cancelled Check	Check	287			-		BoFA 6446	(500.00)
5136	09/16/08	(800.00)	Need Cancelled Check	Check	288			-		BoFA 6446	(400.00)
5137	10/08/08	(1,000.00)	Need Cancelled Check	Check	289			-		BoFA 6446	(500.00)
5138	10/09/08	(4,000.00)	Need Cancelled Check	Check	291			-		BoFA 6446	(2,000.00)
5139	10/14/08	(374.00)	Need Cancelled Check	Check	292			-		BoFA 6446	(187.00)
5140	10/14/08	(2,721.68)	Need Cancelled Check	Check	8597			-		BoFA 6446	(1,360.84)
5141	10/16/08	(12,522.10)	Need Cancelled Check	Check	8584			-		BoFA 6446	(6,261.05)
5142	10/17/08	(1,000.00)	Need Cancelled Check	Check	293			-		BoFA 6446	(500.00)
5143	10/20/08	(800.00)	Need Cancelled Check	Check	290			-		BoFA 6446	(400.00)
5144	10/28/08	(1,000.00)	Need Cancelled Check	Check	296			-		BoFA 6446	(500.00)
5145	11/04/08	(1,200.00)	Need Cancelled Check	Check	298			-		BoFA 6446	(600.00)
5146	11/10/08	(2,721.68)	Need Cancelled Check	Check	8620			-		BoFA 6446	(1,360.84)
5147	11/21/08	(1,396.94)	Need Cancelled Check	Check	8643			-		BoFA 6446	(698.47)
5148	11/26/08	(840.00)	Need Cancelled Check	Check	337			-		BoFA 6446	(420.00)

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 4, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
5149	12/07/08	(1,600.00)	Need Cancelled Check	Check	316					BoFA 8446	(800.00)
5150	12/03/08	(110.00)	Need Cancelled Check	Check	318					BoFA 8446	(55.00)
5151	12/08/08	(600.00)	Need Cancelled Check	Check	351					BoFA 8446	(400.00)
5152	12/12/08	(2,721.68)	Need Cancelled Check	Check	8641					BoFA 8446	(1,360.84)
5153	12/22/08	(1,300.00)	Need Cancelled Check	Check	323					BoFA 8446	(650.00)
5154	01/07/09	(2,000.00)	Need Cancelled Check	Check	357					BoFA 8446	(1000.00)
5155	07/15/09	(10,000.00)	Need Cancelled Check	Check	9417					BoFA 8446	(5,000.00)
5156	10/05/15		Need Cancelled Check	Check						WF #5397	(250.00)
5157	10/05/15		Need Cancelled Check	Check						WF #5397	(800.00)
5158	10/05/15		Need Cancelled Check	Check						WF #5397	(100.00)
5159	10/06/15		Need Cancelled Check	Check	2329					WF #5397	(700.00)
5160	10/06/15		Need Cancelled Check	Check	2312					WF #5397	(5,000.00)
5161	10/07/15		Need Cancelled Check	Check	2344					WF #5397	(450.00)
5162	10/07/15		Need Cancelled Check	Check	2328					WF #5397	(780.00)
5163	10/07/15		Need Cancelled Check	Check	2321					WF #5397	(1,120.00)
5164	10/07/15		Need Cancelled Check	Check	2330					WF #5397	(300.00)
5165	10/13/15		Need Cancelled Check	Check	2336					WF #5397	(200.00)
5166	10/13/15		Need Cancelled Check	Check	2333					WF #5397	(250.00)
5167	10/13/15		Need Cancelled Check	Check	2241					WF #5397	(65.00)
5168	10/16/15		Need Cancelled Check	Check	2217					WF #5397	(320.00)
5169	10/19/15		Need Cancelled Check	Check	2324					WF #5397	(65.00)
5170	10/19/15		Need Cancelled Check	Check	2328					WF #5397	(300.00)
5171	10/19/15		Need Cancelled Check	Check	2326					WF #5397	(1,090.00)
5172	10/20/15		Need Cancelled Check	Check	2345					WF #5397	(340.00)
5173	10/20/15		Need Cancelled Check	Check	2327					WF #5397	(578.34)
5174	10/21/15		Need Cancelled Check	Check	2322					WF #5397	(43.00)
5175	10/22/15		Need Cancelled Check	Check	2325					WF #5397	(1,000.00)
5176	10/24/15		Need Cancelled Check	Check	2327					WF #5397	(3,570.00)
5177	10/24/15		Need Cancelled Check	Check	2328					WF #5397	(150.00)
5178	10/24/15		Need Cancelled Check	Check	2327					WF #5397	(250.00)
5179	10/27/15		Need Cancelled Check	Check	2048					WF #5397	(650.00)
5180	10/28/15		Need Cancelled Check	Check	2046					WF #5397	(600.00)
5181	11/02/15		Need Cancelled Check	Cashed Check	2047					WF #5397	(1,000.00)
5182	11/02/15		Need Cancelled Check	Check	2343					WF #5397	(650.00)
5183	11/02/15		Need Cancelled Check	Check	2324					WF #5397	(500.00)
5184	11/02/15		Need Cancelled Check	Check	2342					WF #5397	(250.00)
5185	11/02/15		Need Cancelled Check	Check	2051					WF #5397	(1,110.00)
5186	11/03/15		Need Cancelled Check	Check	2325					WF #5397	(50.00)
5187	11/04/15		Need Cancelled Check	Check	2341					WF #5397	(370.00)
5188	11/04/15		Need Cancelled Check	Check	2339					WF #5397	(300.00)
5189	11/05/15		Need Cancelled Check	Check	2320					WF #5397	(365.40)
5190	11/06/15		Need Cancelled Check	Check	2324					WF #5397	(100.00)
5191	11/09/15		Need Cancelled Check	Check	2382					WF #5397	(250.00)
5192	11/09/15		Need Cancelled Check	Check	2213					WF #5397	(1,231.00)
5193	11/09/15		Need Cancelled Check	Check	2383					WF #5397	(330.00)
5194	11/09/15		Need Cancelled Check	Check	2356					WF #5397	(855.42)
5195	11/10/15		Need Cancelled Check	Check	2049					WF #5397	(1,153.00)
5196	11/17/15		Need Cancelled Check	Cashed Check	2166					WF #5397	(234.00)
5197	11/17/15		Need Cancelled Check	Check	2347					WF #5397	(1,277.00)
5198	11/18/15		Need Cancelled Check	Check	2348					WF #5397	(450.00)
5199	11/18/15		Need Cancelled Check	Check	2346					WF #5397	(300.00)
5200	11/20/15		Need Cancelled Check	Check	2398					WF #5397	(350.00)
5201	11/23/15		Need Cancelled Check	Check	2358					WF #5397	(250.00)
5202	11/23/15		Need Cancelled Check	Check	2361					WF #5397	(250.00)
5203	11/23/15		Need Cancelled Check	Check	2353					WF #5397	(475.00)
5204	11/23/15		Need Cancelled Check	Check	82384					WF #5397	(500.00)
5205	11/23/15		Need Cancelled Check	Check	2367					WF #5397	(1,000.00)
5206	11/23/15		Need Cancelled Check	Check	2352					WF #5397	(821.00)
5207	11/23/15		Need Cancelled Check	Check	2349					WF #5397	(650.00)
5208	11/24/15		Need Cancelled Check	Check	2355					WF #5397	(75.00)
5209	11/24/15		Need Cancelled Check	Check	2357					WF #5397	(750.00)
5210	11/27/15		Need Cancelled Check	Cashed Check	2369					WF #5397	(210.00)
5211	11/27/15		Need Cancelled Check	Check	2351					WF #5397	(165.40)
5212	11/30/15		Need Cancelled Check	Check	2365					WF #5397	(2,988.00)
5213	11/30/15		Need Cancelled Check	Check	2318					WF #5397	(800.00)
5214	12/02/15		Need Cancelled Check	Check	2340					WF #5397	(182.00)
5215	12/02/15		Need Cancelled Check	Check	2323					WF #5397	(118.27)
5216	12/02/15		Need Cancelled Check	Check	2330					WF #5397	(800.00)
5217	12/07/15		Need Cancelled Check	Check	2331					WF #5397	(250.00)
5218	12/07/15		Need Cancelled Check	Check	2392					WF #5397	(250.00)

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amount	AT Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Amount	Amount	Account	Amount
5219	12/10/15		Need Cancelled Check	Check	2372					WF #5397	(300.00)
5220	12/10/15		Need Cancelled Check	Check	2364					WF #5397	(352.00)
5221	12/14/15		Need Cancelled Check	Check	2374					WF #5397	(250.00)
5222	12/14/15		Need Cancelled Check	Check	2388					WF #5397	(150.00)
5223	12/15/15		Need Cancelled Check	Check	2379					WF #5397	(125.00)
5224	12/15/15		Need Cancelled Check	Check	2378					WF #5397	(198.00)
5225	12/16/15		Need Cancelled Check	Check	2346					WF #5397	(780.00)
5226	12/16/15		Need Cancelled Check	Check	2341					WF #5397	(280.00)
5227	12/17/15		Need Cancelled Check	Check	2308					WF #5397	(140.00)
5228	12/22/15		Need Cancelled Check	Check	2376					WF #5397	(650.00)
5229	12/23/15		Need Cancelled Check	Check	2377					WF #5397	(360.00)
5230	12/23/15		Need Cancelled Check	Check	20202					WF #5397	(157.00)
5231	12/23/15		Need Cancelled Check	Check	2009					WF #5397	(250.00)
5232	12/23/15		Need Cancelled Check	Check	2281					WF #5397	(125.00)
5233	12/24/15		Need Cancelled Check	Check	2218					WF #5397	(250.00)
5234	12/31/15		Need Cancelled Check	Check	2075					WF #5397	(530.00)
5235	12/31/15		Need Cancelled Check	Check	2385					WF #5397	(600.00)
5236	09/06/08	(320.42)	Payments to Individuals	Scorekeeper - Nicole		Hollywood, CA				Check #5993	(260.22)
5237	12/24/08	(500.00)	Payments to Individuals	Tom Malik	311					BoA #446	(250.00)
5238	03/18/09	(5,000.00)	Payments to Individuals	P. Zaida Richardson	370					BoA #446	(2,500.00)
5239	03/19/09	(1,800.00)	Payments to Individuals	Jennifer McCarthy	376		6 month rent			BoA #446	(1,950.00)
5240	05/12/09	(900.00)	Payments to Individuals	Balino Martinez	368					BoA #446	(450.00)
5241	05/26/09	(900.00)	Payments to Individuals	Martina Allegible	331					BoA #446	(450.00)
5242	06/22/09	(3,226.00)	Payments to Individuals	D. Allegible	335		Overcam			BoA #446	(1,613.00)
5243	06/17/09	(500.00)	Payments to Individuals	Vyacheslav Svetitski	339					BoA #446	(250.00)
5244	12/12/09	(3,000.00)	Payments to Individuals	Randa Shelton	236		Spirit of Sharing			BoA #446	(1500.00)
5245	02/08/10	(500.00)	Payments to Individuals	Mary Ann Snyder	248					BoA #446	(250.00)
5246	07/03/10	(919.00)	Payments to Individuals	Martin Allegible	458					BoA #446	(459.50)
5247	07/16/10	(450.00)	Payments to Individuals	Core Allegible	461					BoA #446	(225.00)
5248	08/17/10	(450.00)	Payments to Individuals	Core Allegible	1001					WF #5397	(225.00)
5249	07/06/11	(540.00)	Payments to Individuals	Alla Fudimov	1091		Kila/Denise			WF #5397	(280.00)
5250	07/07/11	(2,000.00)	Payments to Individuals	Arnold Said	1085					WF #5397	(1,000.00)
5251	06/12/11	(300.00)	Payments to Individuals	Maroun	1099					WF #5397	(150.00)
5252	10/04/11	(10,000.00)	Payments to Individuals	Scott Yamero	1106		System 8 Fight Club			WF #5397	(5,000.00)
5253	11/23/11	(150.00)	Payments to Individuals	Alexander Lavaras	1275					WF #5397	(75.00)
5254	02/02/12	(3,200.00)	Payments to Individuals	Igor Pukropko	1310					WF #5397	(600.00)
5255	05/01/12	(600.00)	Payments to Individuals	Boris Kavalenker	1402					WF #5397	(300.00)
5256	06/18/12	(65,000.00)	Payments to Individuals	Ronnie Phelps	1002					UBS #27 GM	(31,500.00)
5257	06/28/12	(494.22)	Payments to Individuals	Robert Lewis	2614					WF #5397	(247.11)
5258	07/27/12	(600.00)	Payments to Individuals	Sean Hammond	2635					WF #5397	(300.00)
5259	07/31/12	(844.84)	Payments to Individuals	Rob Lewis Allegible	2444					WF #5397	(422.42)
5260	08/17/12	(300.00)	Payments to Individuals	Dolores Valenzuela Cordova	1335		Cleaning			WF #5397	(150.00)
5261	08/10/12	(780.00)	Payments to Individuals	Robert Lewis	1356					WF #5397	(390.00)
5262	08/14/12	(350.00)	Payments to Individuals	Dr. Allegible	1368					WF #5397	(175.00)
5263	09/25/12	(360.00)	Payments to Individuals	Dolores Cordova	1343					WF #5397	(180.00)
5264	09/27/12	(907.74)	Payments to Individuals	Rob Lewis	1388					WF #5397	(453.87)
5265	10/26/12	(1,364.84)	Payments to Individuals	Bill Pay Robert Lewis online						WF #5397	(682.42)
5266	11/06/12	(515.48)	Payments to Individuals	Robert Lewis	1387					WF #5397	(257.74)
5267	11/09/12	(800.00)	Payments to Individuals	Kent Thry	1353					WF #5397	(400.00)
5268	11/28/12	(800.00)	Payments to Individuals	Dolores Valenzuela Cordova	1389		Cleaning Service			WF #5397	(400.00)
5269	12/30/12	(2,356.46)	Payments to Individuals	Robert Lewis	1380					WF #5397	(678.33)
5270	12/20/12	(3,420.00)	Payments to Individuals	Asaf Tligori	9623		situation			BoA #446	(1,710.00)
5271	12/21/12	(350.00)	Payments to Individuals	Ann Allegible	1477					WF #5397	(175.00)
5272	01/07/13	(938.02)	Payments to Individuals	Robert Lewis	1470					WF #5397	(469.01)
5273	01/30/13	(1,096.72)	Payments to Individuals	Robert Lewis	1532					WF #5397	(548.36)
5274	01/31/13	(104.30)	Payments to Individuals	Jeffrey A. Snyder On-Line						WF #5397	(102.10)
5275	02/03/13	(340.00)	Payments to Individuals	Dolores Valenzuela	1536					WF #5397	(180.00)
5276	03/05/13	(1,294.44)	Payments to Individuals	Robert Lewis Online Dues						WF #5397	(647.22)
5277	03/05/13	(7,606.00)	Payments to Individuals	Robert Holzer	1491		Arbitration			WF #5397	(1,301.00)
5278	04/04/13	(1,022.70)	Payments to Individuals	Robert Lewis	1576					WF #5397	(511.35)
5279	04/04/13	(780.00)	Payments to Individuals	Dolores Valenzuela Cordova	1487					WF #5397	(390.00)
5280	04/15/13	(700.00)	Payments to Individuals	Alex Martinez	1523					WF #5397	(350.00)
5281	04/16/13	(2,400.00)	Payments to Individuals	Veronica Rojas	1527		Peep			WF #5397	(600.00)
5282	04/16/13	(400.00)	Payments to Individuals	Craig Hoback		Denver CO				AMER #6	(200.00)
5283	04/30/13	(1,203.04)	Payments to Individuals	Robert Lewis Online Dues						81009/4042007	(601.52)
5284	05/23/13	(590.00)	Payments to Individuals	John White	1643					WF #5397	(295.00)
5285	06/05/13	(734.66)	Payments to Individuals	Robert Lewis Online Dues						WF #5397	(367.33)
5286	07/02/13	(1,000.00)	Payments to Individuals	Kris Nersis	1680					WF #5397	(500.00)
5287	07/02/13	(1,400.00)	Payments to Individuals	Derrick Scott	1651					WF #5397	(700.00)

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS PRESENTED IN ORANGE)

Ref	Date	UnMatched Amounts	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
5288	07/08/13	(2,000.00)	Payments to Individuals	Martin Skoot	1635			WF x5397	(1,000.00)		
5289	07/08/13	(2,000.00)	Payments to Individuals	Jared Rod	1720			WF x5397	(500.00)		
5290	07/22/13	(2,000.00)	Payments to Individuals	Martin Skoot	1548			WF x5397	(500.00)		
5291	07/25/13	(200.00)	Payments to Individuals	Doug Zell Online				WF x5397	(350.00)		
5292	07/29/13	(3,000.00)	Payments to Individuals	Martin Skoot	1753			WF x5397	(1,500.00)		
5293	07/30/13	(300.00)	Payments to Individuals	Derrick Swett	1729			WF x5397	(150.00)		
5294	08/27/13	(188.00)	Payments to Individuals	Jason Magbible	1739			WF x5397	(254.00)		
5295	09/23/13	(3,000.00)	Payments to Individuals	Martin Skoot	1804	412		WF x5397	(1,500.00)		
5296	09/23/13	(1,500.00)	Payments to Individuals	Alberto Diaz	1814		Landscaping/irrigation	WF x5397	(750.00)		
5297	10/18/13	(3,000.00)	Payments to Individuals	Martin Skoot	1823			WF x5397	(1,500.00)		
5298	12/04/13	(178.10)	Payments to Individuals	McLanle Magbible	1822			WF x5397	(18.00)		
5299	12/17/13	(2,000.00)	Payments to Individuals	Edward Magbible	1893		Showplace Liquor	WF x5397	(2,000.00)		
5300	01/28/14	(283.00)	Payments to Individuals	Ilya Fedorov	1572			WF x5397	(141.50)		
5301	05/27/14	(3,100.00)	Payments to Individuals	Edward Magbible	1787		Showplace Liquor	WF x5397	(1,550.00)		
5302	06/20/14	(600.00)	Payments to Individuals	Michael Bell	1791			WF x5397	(300.00)		
5303	06/30/14	(500.00)	Payments to Individuals	John Alden	1831			WF x5397	(250.00)		
5304	07/07/14	(6,500.00)	Payments to Individuals	Gulfermo Villarreal	1836			WF x5397	(3,200.00)		
5305	07/17/14	(170.00)	Payments to Individuals	Mike Bell	1837			WF x5397	(85.00)		
5306	08/03/14	(210.00)	Payments to Individuals	Mike Bell	1840			WF x5397	(105.00)		
5307	08/20/14	(800.00)	Payments to Individuals	Gulfermo Villarreal	1893			WF x5397	(400.00)		
5308	10/09/14	(5,000.00)	Payments to Individuals	Jan Strauss	1963			WF x5397	(2,500.00)		
5309	10/10/14	(170.00)	Payments to Individuals	Mike Bell	1964		car wash	WF x5397	(85.00)		
5310	10/20/14	(700.00)	Payments to Individuals	Lena Benjamin	1962		score evaluation	WF x5397	(350.00)		
5311	11/09/14	(3,000.00)	Payments to Individuals	Use Jurich	1991			WF x5397	(1,500.00)		
5312	11/13/14	(4,000.00)	Payments to Individuals	Dimitri Zharman	2068		How Final	WF x5397	(4,000.00)		
5313	11/17/14	(300.00)	Payments to Individuals	Vlad Alkanov	2067		Design Investor	WF x5397	(150.00)		
5314	11/18/14	(40,000.00)	Payments to Individuals	Federal Funds to Sergey Malinin at Swift				UBS x45 GM	(20,000.00)		
5315	11/29/14	(9,000.00)	Payments to Individuals	Use Jurich	2077			WF x5397	(4,500.00)		
5316	12/16/14	(3,200.00)	Payments to Individuals	L. Santibanez	1847	433		WF x5397	(1,600.00)		
5317	12/17/14	(3,000.00)	Payments to Individuals	Federal Funds to Use Jurich at Chase				UBS x45 GM	(1,500.00)		
5318	01/14/15	(270.00)	Payments to Individuals	Ernesto Villagena	2112		cleaning	WF x5397	(135.00)		
5319	02/12/15	(4,000.00)	Payments to Individuals	Samara Fabrick	2088			WF x5397	(2,000.00)		
5320	04/01/15	(320.00)	Payments to Individuals	Kirsten Watson	1747			UBS x45 GM	(160.00)		
5321	04/23/15	(3,000.00)	Payments to Individuals	Samara Fabrick	2166			WF x5397	(1,500.00)		
5322	04/29/15	(190.00)	Payments to Individuals	Watson Kirsten	1774			WF x5397	(95.00)		
5323	05/14/15	(4,000.00)	Payments to Individuals	Samara Fabrick	2091			WF x5397	(2,000.00)		
5324	05/24/15	(15,000.00)	Payments to Individuals	Mariela Batencas	2191			WF x5397	(7,500.00)		
5325	05/26/15	(10,000.00)	Payments to Individuals	Marlene Balances	2090			WF x5397	(5,000.00)		
5326	06/03/15	(7,500.00)	Payments to Individuals	Kimberly Prach	2204			WF x5397	(3,750.00)		
5327	11/04/15	(15,000.00)	Payments to Individuals	Jennifer	1282			UBS x45 GM	(7,500.00)		
5328	02/18/15	(2,000.00)	Payments to Individuals - Denise Kogod	Denise Kogod	1086			WF x5397	(1,000.00)		
5329	02/12/15	(40,000.00)	Payments to Individuals - Denise Kogod	Denise Kogod	1010			UBS x27 GM	(20,000.00)		
5330	02/23/14	(30,000.00)	Payments to Individuals - Denise Kogod	Denise Kogod	1079			UBS x45 GM	(15,000.00)		
5331	02/26/15	(20,000.00)	Payments to Individuals - Denise Kogod	Kogod	1716			UBS x45 GM	(10,000.00)		
5332	05/29/12	(1,908.00)	Property Management	Keyholder	480			BoFA 6446	(953.00)		
5333	10/16/14	(16,000.00)	Property Management	Excel Prep	1119			UBS x45 GM	(8,000.00)		
5334	07/21/09	(56.24)	Shopping	Hudson Keelee RX				BoFA 6446	(28.12)		
5335	11/24/09	64.58	Shopping	Walgreens							
5336	08/09/09	(784.76)	Shopping	C&S Sales Inc				AMEX x8-89002/x8-89000	(392.38)		
5337	07/24/09	(82.18)	Shopping	Macy's East				Chase x5999	(41.09)		
5338	08/11/09	(65.85)	Shopping	Nordstrom				Chase x5999	(32.93)		
5339	08/12/09	(1,047.30)	Shopping	Smart N Final				Chase x5999	(523.65)		
5340	11/07/09	(218.08)	Shopping	Home Depot				Chase x5999	(109.04)		
5341	11/20/09	(548.73)	Shopping	Staples Inc				AMEX x8-89002/x8-89000	(274.36)		
5342	11/20/09	548.72	Shopping	Staples Inc				AMEX x8-89002/x8-89000	274.36		
5343	12/14/09	548.72	Shopping	Staples Inc				AMEX x8-89002/x8-89000	274.36		
5344	07/08/10	(187.12)	Shopping	Nordstrom				Chase x5999	(93.56)		
5345	08/19/10	74.52	Shopping	Ross Stores				Chase x5999	(37.26)		
5346	08/30/10	(79.02)	Shopping	Nordstrom				Chase x5999	(39.51)		
5347	09/13/10	(118.54)	Shopping	Lululemon				Chase x5999	(59.27)		
5348	11/12/10	(552.38)	Shopping	Reignier Sports Co				BoFA 6446	(276.19)		
5349	11/24/10	(340.00)	Shopping	PayPal - Leopard		CA		VISA x3832	(170.00)		
5350	12/24/10	(523.72)	Shopping	Shop New Balance				BoFA 6446	(261.86)		
5351	11/28/10	(61.62)	Shopping	Marshalls				AMEX x8-89002/x8-89000	(30.71)		
5352	12/24/10	(378.00)	Shopping	Paypal - Northern Cal				AMEX x8-89002/x8-89000	(189.00)		

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
5253	12/20/10	(466.00)	Shopping	PayPal - Take It Personal		CA				Visa x3832	(243.00)
5254	12/21/10	(886.12)	Shopping	Bloomingdale's	1049					BoFA 6446	(643.06)
5255	03/18/11	(1,489.92)	Shopping	Bloomingdale's						BoFA 6446	(744.86)
5256	04/04/11	(278.58)	Shopping	OTM Fight shop						AMEX x8	(339.29)
5257	04/06/11	(455.86)	Shopping	Target						#9008/x8-88000	
5258	07/14/11	(337.05)	Shopping	New Balance						WF x5397	(227.91)
5259	09/12/11	(59.90)	Shopping	Expanded Living, INC						Visa x3832	(166.53)
5260	12/15/11	(184.66)	Shopping	Target						Visa x3832	(29.95)
5261	01/09/12	(182.96)	Shopping	Mophie						Visa x3832	(72.33)
5262	01/17/12	(387.98)	Shopping	New Balance						Visa x3832	(95.48)
5263	01/18/12	(82.08)	Shopping	Mophie						Visa x3832	(35.84)
5264	01/19/12	(82.31)	Shopping	CD Universe						Visa x3832	(41.03)
5265	01/30/12	(226.74)	Shopping	Mophie						Visa x3832	(32.09)
5266	02/14/12	(2,510.50)	Shopping	PayPal - Suburbicon		CA				AMEX x8	(118.19)
5267	02/14/12	(3,000.00)	Shopping	PayPal - Suburbicon		CA				#9008/x8-88000	(2,255.25)
5268	03/17/12	(61.80)	Shopping	Lighters Market Inc						AMEX x8	(500.00)
5269	04/09/12	(813.08)	Shopping	Boes Corp Web	1300					Visa x3832	(30.90)
5270	04/16/12	167.26	Shopping	New Vitality - credit				AMEX x8	83.63	BoFA 6446	(156.54)
5271	04/16/12	(658.44)	Shopping	Barney's New York							
5272	06/30/12	(344.04)	Shopping	Target						BoFA 6446	(329.72)
5273	06/18/12	(769.90)	Shopping	Woodsom						Visa x3832	(392.02)
5274	06/19/12	(107.40)	Shopping	Woodsom						Visa x3832	(384.95)
5275	09/16/12	(379.62)	Shopping	Compression Store						AMEX x8	(53.70)
5276	11/29/12	(1,587.76)	Shopping	Paypal Kohl's		CA				AMEX x8	(186.81)
5277	01/24/13	(849.92)	Shopping	James Pease Cablon						#1009/x8-81007	(793.84)
5278	04/23/13	(1,800.00)	Shopping	Paypal Avoca						AMEX x8	(174.58)
5279	05/03/13	(1,633.86)	Shopping	Paypal Avoca		CA				#1009/x8-81007	(800.00)
5280	04/26/13	(6,000.00)	Shopping	Black Box Audio Video	1841					AMEX x8	(815.93)
5281	07/03/13	(6,000.00)	Shopping	Black Box Audio Video	1855					WF x5397	(2,000.00)
5282	07/03/13	(6,000.00)	Shopping	Black Box Audio Video	1854					WF x5397	(2,000.00)
5283	07/12/13	(5,850.00)	Shopping	Black Box Audio Video	1843					WF x5397	(2,973.00)
5284	08/19/13	(113.44)	Shopping	Guardian Self Defense						Visa x3832	(58.74)
5285	08/30/13	(81.10)	Shopping	Woodsom						Visa x3832	(40.55)
5286	09/04/13	(81.10)	Shopping	Woodsom						Visa x3832	(40.55)
5287	10/10/13	(185.82)	Shopping	PayPal - Elyse/Imple		CA				Visa x3832	(82.93)
5288	11/23/13	(2,341.90)	Shopping	Steve Bone						Visa x3832	(870.95)
5289	11/28/13	(2,002.58)	Shopping	Steve Bone						Visa x3832	(501.29)
5290	12/23/13	(191.00)	Shopping	Pay Pal - Coffee/ash		CA				Visa x3832	(85.50)
5291	12/13/13	(158.00)	Shopping	Duluth Trading Co.						Visa x3832	(79.00)
5292	12/23/13	(359.80)	Shopping	Duluth Trading Co.						Visa x3832	(179.93)
5293	12/27/13	(135.80)	Shopping	H-N Online Store						Visa x3832	(67.90)
5294	04/28/14	(80.00)	Shopping	Paypal Coverphoto		CA				Visa x3832	(40.00)
5295	04/20/14	(80.00)	Shopping	Paypal Coverphoto		CA				Visa x3832	(40.00)
5296	04/30/14	(1,650.00)	Shopping	Quality Graphics	1821					WF x5397	(835.00)
5297	08/20/14	(482.84)	Shopping	Wiley's						BoFA 6446	(243.33)
5298	10/14/14	(160.44)	Shopping	Osterbox/Airproof						AMEX x8	(80.24)
5299	10/27/14	(1,610.10)	Shopping	Paypal Barry's						#1009/x8-82007	
5300	12/06/14	(10,000.00)	Shopping	Paypal Mikecapolo		CA				AMEX S-723003	(605.05)
5401	02/09/15	(325.90)	Shopping	Duluth Trading Co						AMEX x8	(162.95)
5402	03/09/15	(632.96)	Shopping	LUXLEmon						#1009/x8-82007	
5403	04/10/15	(255.80)	Shopping	Mophie LLC						AMEX S-723003	(218.48)
5404	04/27/15	(240.00)	Shopping	PayPal - GGS INC		CA				AMEX x8	(127.90)
5405	06/08/15	(218.81)	Shopping	Walmart						#1009/x8-82007	(210.00)
5406	06/05/15	(185.18)	Shopping	Mophie LLC						AMEX x8	(109.33)
5407	06/06/15	(387.90)	Shopping	Duluth Trading						#1009/x8-82007	(142.58)
										Visa x5189	(132.95)

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
5408	07/06/15	(527.80)	Shopping	Saks Fifth Ave.	1940					Saks 6446	(263.70)
5409	07/13/15	(283.18)	Shopping	Nordstrom Direct						Visa x5185	(141.59)
5410	07/13/15	(283.18)	Shopping	Nordstrom Direct						Visa x5185	(141.59)
5411	07/24/15	(398.92)	Shopping	Nordstrom Direct						Visa x5185	(99.46)
5412	07/24/15	(283.18)	Shopping	Nordstrom Direct						Visa x5185	(141.59)
5413	07/25/15	(481.50)	Shopping	Nordstrom Direct						Visa x5185	(230.75)
5414	07/30/15	(867.42)	Shopping	Nordstrom Direct						Visa x5185	(433.71)
5415	08/10/15	(112.98)	Shopping	PayPal Ebay Marketplace						Visa x5185	(56.49)
5416	08/15/15	(1,044.40)	Shopping	Nordstrom Direct						Visa x5185	(522.20)
5417	08/02/15	(567.96)	Shopping	PayPal Ebay Marketplace						Visa x5185	(283.98)
5418	09/11/15	(789.24)	Shopping	Hostgator.com						AMEX x0	(399.64)
5419	09/15/15	(1,123.50)	Shopping	Light Bulbs Unlimited						AMEX x0-83005	(218.73)
5420	09/22/15	(758.82)	Shopping	Hostgator.com				AMEX x0-83005	399.64		
5421	10/12/15		Shopping	Paypal Shower Heads						AMEX 5-723003	(56.90)
5422	10/23/15		Shopping	The Container Store						AMEX x0-83005	(643.74)
5423	10/27/15		Shopping	The Container Store						AMEX x0-83005	(6.52)
5424	11/23/15		Shopping	Nordstrom Direct						Visa x5185	(282.31)
5425	11/24/15		Shopping	Nordstrom Direct						Visa x5185	(190.75)
5426	11/24/15		Shopping	Nordstrom Direct						Visa x5185	(87.15)
5427	11/27/15		Shopping	Wet & Snow Wine, Spirits						Visa x5185	(179.17)
5428	12/02/15		Shopping	Best Buy				AMEX x0-83005	250.69		
5429	12/03/15		Shopping	Best Buy						AMEX x0-83005	(250.69)
5430	05/11/09	(1,267.65)	Shopping - Amazon	Amazon						AMEX 5-723003	(633.84)
5431	07/11/11	(372.24)	Shopping - Amazon	Amazon						Visa x832	(186.13)
5432	09/20/12	(232.24)	Shopping - Amazon	Amazon						Visa x832	(116.12)
5433	06/17/13	(208.42)	Shopping - Amazon	Amazon						Visa x832	(104.21)
5434	06/17/13	(87.52)	Shopping - Amazon	Amazon						Visa x832	(43.76)
5435	06/17/13	(16.42)	Shopping - Amazon	Amazon						Visa x832	(8.21)
5436	07/21/13	(147.56)	Shopping - Amazon	Amazon						Visa x832	(73.78)
5437	08/29/13	(144.30)	Shopping - Amazon	Amazon						Visa x832	(72.15)
5438	08/29/13	(132.70)	Shopping - Amazon	Amazon						Visa x832	(66.35)
5439	08/29/13	(246.38)	Shopping - Amazon	Amazon						Visa x832	(123.19)
5440	10/11/13	(66.34)	Shopping - Amazon	Amazon						Visa x832	(33.17)
5441	11/25/13	(822.00)	Shopping - Amazon	Amazon						Visa x832	(411.00)
5442	11/28/13	(209.94)	Shopping - Amazon	Amazon						Visa x832	(104.97)
5443	12/12/13	(49.72)	Shopping - Amazon	Amazon						Visa x832	(24.86)
5444	12/13/13	(233.70)	Shopping - Amazon	Amazon						Visa x832	(116.85)
5445	01/03/14	(83.04)	Shopping - Amazon	Amazon						Visa x832	(41.52)
5446	01/07/14	(271.50)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x832	(135.75)
5447	01/10/14	(57.42)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x832	(28.71)
5448	01/11/14	(655.04)	Shopping - Amazon	amazon.com						Visa x832	(327.52)
5449	01/13/14	(855.04)	Shopping - Amazon	amazon.com						Visa x832	(427.52)
5450	01/13/14	(555.04)	Shopping - Amazon	amazon.com						Visa x832	(277.52)
5451	01/24/14	(232.88)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x832	(116.49)
5452	01/27/14	(110.15)	Shopping - Amazon	amazon.com						Visa x832	(55.08)
5453	05/12/14	(232.88)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x832	(116.49)
5454	05/16/14	(107.10)	Shopping - Amazon	Amazon						Visa x832	(53.55)
5455	06/07/14	(150.00)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(75.00)
5456	06/09/14	(324.25)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(162.13)
5457	07/17/14	(448.42)	Shopping - Amazon	amazon.com						Visa x5185	(224.21)
5458	07/29/14	(81.18)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(40.59)
5459	07/27/14	(128.80)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(64.40)
5460	07/30/14	(98.68)	Shopping - Amazon	amazon.com						Visa x5185	(49.34)
5461	08/20/14	(45.48)	Shopping - Amazon	amazon.com						Visa x5185	(22.74)
5462	08/20/14	(40.48)	Shopping - Amazon	amazon.com						Visa x5185	(20.24)
5463	08/22/14	(97.00)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(48.50)
5464	08/23/14	(97.00)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(48.50)
5465	09/10/14	(282.10)	Shopping - Amazon	amazon.com						Visa x5185	(141.05)
5466	09/22/14	(77.42)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(38.71)
5467	10/31/14	(79.32)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(39.66)
5468	11/12/14	(188.28)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(94.14)
5469	11/23/14	(86.04)	Shopping - Amazon	amazon.com						Visa x5185	(43.02)
5470	11/20/15	(174.28)	Shopping - Amazon	amazon.com						Visa x5185	(87.14)
5471	01/10/15	(252.00)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(126.00)
5472	01/26/15	(39.98)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(19.99)
5473	02/26/15	(64.00)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(32.00)
5474	03/13/15	(93.46)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(46.73)
5475	03/29/15	(71.50)	Shopping - Amazon	amazon.com						Visa x5185	(35.75)
5476	03/03/15	(147.26)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(73.63)

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 Lee Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN DRABO))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
5477	02/04/15	(63.40)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(31.70)
5478	02/06/15	(63.90)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(41.95)
5479	02/10/15	(72.70)	Shopping - Amazon	Amazon.com						Visa x5185	(36.35)
5480	02/13/15	(115.63)	Shopping - Amazon	AmazonPrime Membership						Visa x5185	(107.91)
5491	02/14/15	(137.12)	Shopping - Amazon	Amazon						AMEX 40	(68.56)
										#10029/40-82007	
5482	02/20/15	(83.00)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(41.50)
5483	03/01/15	(78.54)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(39.17)
5484	03/04/15	(64.10)	Shopping - Amazon	Amazon Marketplace Pmts						Visa x5185	(32.09)
5485	04/18/15	(263.78)	Shopping - Amazon	Amazon						Visa x5185	(131.88)
5486	04/30/15	(159.58)	Shopping - Amazon	Amazon						Visa x5185	(69.79)
5487	05/22/15	(65.12)	Shopping - Amazon	Amazon Marketplace						Visa x5185	(32.56)
5488	05/24/15	(65.12)	Shopping - Amazon	Amazon Marketplace						Visa x5185	(32.56)
5489	05/24/15	(142.50)	Shopping - Amazon	Amazon Marketplace						Visa x5185	(91.25)
5490	05/25/15	(215.81)	Shopping - Amazon	Amazon Prime Membership						Visa x5185	(107.91)
5491	05/25/15	(181.80)	Shopping - Amazon	Amazon Marketplace						Visa x5185	(90.50)
5492	05/26/15	(67.92)	Shopping - Amazon	Amazon Marketplace						Visa x5185	(33.96)
5493	05/29/15	(192.92)	Shopping - Amazon	Amazon Marketplace						Visa x5185	(443.48)
5494	06/02/15	(33.74)	Shopping - Amazon	Amazon Marketplace						Visa x5185	(16.87)
5495	06/02/15	(41.34)	Shopping - Amazon	Amazon.com						Visa x5185	(20.27)
5496	06/04/15	(59.56)	Shopping - Amazon	Amazon Marketplace						Visa x5185	(34.79)
5497	06/04/15	(359.88)	Shopping - Amazon	Amazon Marketplace						Visa x5185	(175.99)
5498	06/04/15	(149.39)	Shopping - Amazon	Amazon Marketplace						Visa x5185	(74.59)
5499	06/04/15	(86.78)	Shopping - Amazon	Amazon Marketplace						Visa x5185	(41.19)
5500	06/04/15	(110.00)	Shopping - Amazon	Amazon Marketplace						Visa x5185	(55.00)
5501	06/04/15	(113.88)	Shopping - Amazon	Amazon Marketplace						Visa x5185	(56.94)
5502	06/05/15	(12.40)	Shopping - Amazon	Amazon.com						Visa x5185	(6.20)
5503	06/05/15	(12.58)	Shopping - Amazon	Amazon Marketplace						Visa x5185	(6.29)
5504	06/05/15	(21.98)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(10.99)
5505	06/05/15	(12.88)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(6.44)
5506	06/05/15	(159.98)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(79.99)
5507	06/06/15	(78.60)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(39.30)
5508	06/06/15	(24.68)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(12.49)
5509	06/06/15	(12.88)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(6.44)
5510	06/06/15	(55.44)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(27.72)
5511	06/06/15	(78.44)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(39.22)
5512	06/07/15	(144.86)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(72.43)
5513	06/08/15	(19.98)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(9.99)
5514	06/08/15	(44.30)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(22.15)
5515	06/09/15	(32.12)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(16.06)
5516	06/09/15	(26.70)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(13.35)
5517	06/10/15	(133.58)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(66.79)
5518	06/11/15	(683.94)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(341.97)
5519	06/11/15	(51.32)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(25.66)
5520	06/12/15	(223.84)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(111.94)
5521	06/12/15	(139.06)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(69.53)
5522	06/15/15	(67.64)	Shopping - Amazon	Amazon.com						Visa x5185	(33.82)
5523	06/15/15	(578.16)	Shopping - Amazon	Amazon.com						Visa x5185	(289.08)
5524	06/16/15	(114.74)	Shopping - Amazon	Amazon.com						Visa x5185	(57.37)
5525	06/16/15	(62.78)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(31.39)
5526	06/16/15	(254.90)	Shopping - Amazon	Amazon.com						Visa x5185	(127.45)
5527	06/17/15	(231.16)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(115.58)
5528	06/17/15	(89.90)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(44.95)
5529	06/17/15	(108.78)	Shopping - Amazon	Amazon.com						Visa x5185	(54.39)
5530	06/17/15	(8.74)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(4.37)
5531	06/17/15	(19.58)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(9.79)
5532	06/18/15	(138.50)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(69.25)
5533	06/18/15	(77.18)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(38.59)
5534	06/23/15	(117.80)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(58.90)
5535	06/23/15	(83.94)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(41.97)
5536	06/23/15	(25.34)	Shopping - Amazon	Amazon.com						Visa x5185	(12.67)
5537	06/23/15	(87.18)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(43.59)
5538	06/23/15	(174.00)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(87.00)
5539	06/24/15	(31.04)	Shopping - Amazon	Amazon.com						Visa x5185	(15.52)
5540	06/24/15	(98.10)	Shopping - Amazon	Amazon.com						Visa x5185	(49.05)
5541	06/29/15	(215.82)	Shopping - Amazon	Amazon.com						Visa x5185	(107.91)
5542	07/02/15	(87.92)	Shopping - Amazon	Amazon.com						Visa x5185	(43.96)
5543	07/02/15	(55.36)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(27.68)
5544	07/02/15	(87.98)	Shopping - Amazon	Amazon.com						Visa x5185	(43.99)
5545	07/02/15	(205.12)	Shopping - Amazon	Amazon Marketplace PMTS						Visa x5185	(102.56)

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TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unmatched Amounts	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
5546	07/06/15	(161.42)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(80.21)
5547	07/06/15	(129.84)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(69.92)
5548	07/06/15	(40.20)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(20.15)
5549	07/06/15	(22.56)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(11.28)
5550	07/12/15	(114.18)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(57.09)
5551	07/12/15	(44.00)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(22.00)
5552	07/12/15	(45.58)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(22.79)
5553	07/16/15	(127.84)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(63.92)
5554	07/20/15	(48.94)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(24.47)
5555	07/20/15	(57.92)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(28.96)
5556	07/21/15	(98.08)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(49.04)
5557	07/21/15	(798.50)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(399.25)
5558	07/22/15	(99.44)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(49.72)
5559	07/22/15	(113.98)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(56.99)
5560	07/24/15	(55.86)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(27.93)
5561	07/24/15	(76.89)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(38.44)
5562	07/25/15	(40.86)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(20.43)
5563	07/25/15	(35.90)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(17.95)
5564	07/26/15	(39.87)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(19.94)
5565	07/26/15	(33.68)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(16.84)
5566	07/27/15	(46.70)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(23.35)
5567	07/28/15	(51.76)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(25.88)
5568	07/28/15	(32.70)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(16.35)
5569	07/31/15	(44.01)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(22.00)
5570	07/31/15	(18.80)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(9.40)
5571	07/31/15	(172.36)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(86.18)
5572	08/01/15	(78.46)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(39.23)
5573	08/02/15	(13.70)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(6.85)
5574	08/07/15	(18.60)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(9.30)
5575	08/09/15	(30.45)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(15.23)
5576	08/10/15	(77.00)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(38.50)
5577	08/10/15	(38.98)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(19.49)
5578	08/12/15	(27.35)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(13.68)
5579	08/17/15	(46.06)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(23.03)
5580	08/17/15	(349.78)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(174.89)
5581	08/17/15	(13.90)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(6.95)
5582	08/18/15	(27.76)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(13.88)
5583	08/18/15	(48.96)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(24.48)
5584	08/19/15	(120.88)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(60.44)
5585	08/20/15	(93.92)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(46.96)
5586	08/20/15	(48.84)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(24.42)
5587	08/20/15	(72.48)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(36.24)
5588	08/21/15	(96.00)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(48.00)
5589	08/21/15	(343.46)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(171.73)
5590	08/20/15	(76.96)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(38.48)
5591	08/21/15	(298.30)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(149.15)
5592	08/21/15	(310.00)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(155.00)
5593	08/21/15	(19.33)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(9.66)
5594	08/21/15	(73.90)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(36.95)
5595	08/24/15	(159.96)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(79.98)
5596	08/25/15	(240.73)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(120.36)
5597	08/25/15	(219.84)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(109.92)
5598	08/25/15	(69.90)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(34.95)
5599	08/29/15	(81.66)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(40.83)
5600	09/10/15	(34.96)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(17.48)
5601	09/16/15	(517.72)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(258.86)
5602	09/16/15	(180.22)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(90.11)
5603	09/16/15	(115.20)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(57.60)
5604	09/16/15	(128.90)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(64.45)
5605	09/19/15	(109.84)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(54.92)
5606	09/21/15	(159.90)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(79.95)
5607	09/21/15	(84.90)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(42.45)
5608	09/21/15	(41.40)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(20.70)
5609	09/21/15	(27.92)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(13.96)
5610	10/06/15	(10.00)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(5.00)
5611	10/06/15	(10.00)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(5.00)
5612	10/09/15	(10.00)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(5.00)
5613	10/09/15	(10.00)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(5.00)
5614	10/10/15	(10.00)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(5.00)
5615	10/12/15	(10.00)	Shopping - Amazon	Amazon MtPlace PMTS						Visa x5185	(5.00)

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TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS) (HIGHLIGHTED IN ORANGE)

Ref	Date	Unmatched Amounts	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
5616	10/11/15		Shopping - Amazon	Amazon Prime Membership						Visa x5185	(325.91)
5617	10/14/15		Shopping - Amazon	Amazon.com						Visa x5185	(27.34)
5618	10/17/15		Shopping - Amazon	Amazon Fresh						Visa x5185	(57.28)
5619	10/20/15		Shopping - Amazon	Amazon Fresh						Visa x5185	(61.99)
5620	10/21/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(165.43)
5621	10/21/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(31.54)
5622	10/29/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(81.53)
5623	10/29/15		Shopping - Amazon	Amazon.com						Visa x5185	(9.58)
5624	10/31/15		Shopping - Amazon	Amazon.com						Visa x5185	(21.78)
5625	10/31/15		Shopping - Amazon	Amazon.com						Visa x5185	(185.24)
5626	11/01/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(12.99)
5627	11/09/15		Shopping - Amazon	Amazon.com						Visa x5185	(30.18)
5628	11/03/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(39.97)
5629	11/06/15		Shopping - Amazon	Amazon.com						Visa x5185	(14.87)
5630	11/09/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(137.95)
5631	11/10/15		Shopping - Amazon	Amazon.com						Visa x5185	(28.98)
5632	11/10/15		Shopping - Amazon	Amazon.com						Visa x5185	(41.00)
5633	11/13/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(34.95)
5634	11/13/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(27.28)
5635	11/13/15		Shopping - Amazon	Amazon.com						Visa x5185	(65.20)
5636	11/14/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(71.57)
5637	11/15/15		Shopping - Amazon	Amazon Fresh						Visa x5185	(77.23)
5638	11/17/15		Shopping - Amazon	Amazon.com						Visa x5185	(32.51)
5640	11/17/15		Shopping - Amazon	Amazon Marketplace						AMEX 00-83005	(288.24)
5641	11/18/15		Shopping - Amazon	Amazon Fresh						Visa x5185	(37.96)
5642	11/20/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(55.11)
5643	11/23/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(64.00)
5644	11/23/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(57.72)
5645	11/23/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(162.50)
5646	11/23/15		Shopping - Amazon	Amazon.com						Visa x5185	(43.59)
5647	11/23/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(46.93)
5648	11/24/15		Shopping - Amazon	Amazon Marketplace						AMEX 00-83005	(33.40)
5649	11/24/15		Shopping - Amazon	Amazon Marketplace						AMEX 00-83005	(127.29)
5650	11/24/15		Shopping - Amazon	Amazon Marketplace						AMEX 00-83005	(20.57)
5651	11/24/15		Shopping - Amazon	Amazon Marketplace						AMEX 00-83005	(38.79)
5652	11/24/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(49.30)
5653	12/01/15		Shopping - Amazon	Amazon Marketplace						AMEX 00-83005	(24.96)
5654	12/01/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(31.92)
5655	12/01/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(39.97)
5656	12/01/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(19.42)
5657	12/03/15		Shopping - Amazon	Amazon Marketplace						Visa x5185	(7.09)
5658	12/03/15		Shopping - Amazon	Amazon Marketplace						AMEX 5-723003	(148.58)
5659	01/06/16	(178.18)	Shopping - Fitness	Crashbox.com		Chilworth, CA				AMEX 5-723003	(89.09)
5660	06/12/11	(412.84)	Shopping - Fitness	MMA Warehouse						AMEX 5-723003	(206.92)
5661	06/19/11	(511.92)	Shopping - Fitness	MMA Warehouse						Visa x3832	(235.96)
5662	07/24/11	(490.92)	Shopping - Fitness	MMA Warehouse						Visa x3832	(248.96)
5663	07/24/11	(241.88)	Shopping - Fitness	MMA Warehouse						Visa x3832	(170.94)
5664	07/26/11	(223.86)	Shopping - Fitness	MMA Warehouse						Visa x3832	(111.93)
5665	08/07/11	(685.83)	Shopping - Fitness	MMA Warehouse						Visa x3832	(342.84)
5666	09/02/11	(199.89)	Shopping - Fitness	MMA Warehouse						Visa x3832	(79.93)
5667	09/24/11	(199.89)	Shopping - Fitness	MMA Warehouse						Visa x3832	(89.94)
5668	09/25/11	(125.83)	Shopping - Fitness	MMA Warehouse						Visa x3832	(62.94)
5669	10/10/11	(220.83)	Shopping - Fitness	MMA Warehouse						Visa x3832	(60.44)
5670	10/19/11	(327.90)	Shopping - Fitness	MMA Warehouse						Visa x3832	(163.91)
5671	01/08/12	(20.88)	Shopping - Fitness	MMA Warehouse						Visa x3832	(35.44)
5672	01/23/12	(237.04)	Shopping - Fitness	MMA Warehouse						Visa x3832	(118.52)
5673	01/29/12	(153.84)	Shopping - Fitness	MMA Warehouse						Visa x3832	(176.92)
5674	06/17/12	(211.86)	Shopping - Fitness	MMA Warehouse						Visa x3832	(105.93)
5675	06/08/12	(665.81)	Shopping - Fitness	MMA Warehouse						AMEX 5-723003	(332.84)
5676	06/28/12	(399.84)	Shopping - Fitness	MMA Warehouse						AMEX 5-723003	(199.97)
5677	07/02/12	(179.88)	Shopping - Fitness	MMA Warehouse						AMEX 5-723003	(89.94)
5678	09/07/12	(585.90)	Shopping - Fitness	MMA Warehouse						AMEX 5-723003	(291.93)
5679	03/16/06	(641.88)	Shopping (CA)	Tu mi Store		Los Angeles, CA				AMEX 5-723003	(320.89)
5680	01/31/08	(120.80)	Shopping (CA)	Hardtrock		Los Angeles, CA	Infant Clothes			AMEX 5-723003	(60.40)
5681	04/01/08	(49.30)	Shopping (CA)	Indy		Century City, CA				AMEX 5-723003	(21.55)
5682	04/08/08	(207.54)	Shopping (CA)	Rea Stores		Los Angeles, CA				AMEX 5-723003	(103.72)
5683	04/29/08	(148.70)	Shopping (CA)	Gucci		Chilworth, CA				AMEX 5-723003	(74.35)

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TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS) (HIGHLIGHTED IN ORANGE)

Ref	Date	Unmatched Amounts	AT Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
5684	04/14/08	(805.02)	Shopping (CA)	Hugo Boss		Cabrero, CA				AMEX 5-723003	(452.51)
5685	06/04/08	(147.56)	Shopping (CA)	Pary Life		San Francisco, CA				AMEX 5-723003	(73.78)
5686	06/05/08	(925.64)	Shopping (CA)	Virgin Megastore		San Francisco, CA				BoFA 6446	(457.82)
5687	07/08/08	(129.48)	Shopping (CA)	CNS Toys R Us		Los Angeles, CA				BoFA 6446	(166.24)
5688	07/14/08	(223.60)	Shopping (CA)	Box City		Los Angeles, CA				BoFA 6446	(111.60)
5689	07/17/08	(737.44)	Shopping (CA)	D&G		Hollywood, CA				Chase x5999	(383.72)
5690	07/18/08	(103.80)	Shopping (CA)	Virgin Megastore		Hollywood, CA				Chase x5999	(51.93)
5691	08/06/08	(102.18)	Shopping (CA)	B&G		Los Angeles, CA				AMEX 5-723003	(51.09)
5692	08/15/08	(3,315.00)	Shopping (CA)	Golftec		Los Angeles, CA				AMEX 5-723003	(1,857.50)
5693	08/15/08	(71.42)	Shopping (CA)	Burke's Hardware		Los Angeles, CA				BoFA 6446	(35.71)
5694	08/28/08	(497.80)	Shopping (CA)	Bed Bath & Beyond		Los Angeles, CA				Chase x5999	(248.90)
5695	08/29/08	(2,246.64)	Shopping (CA)	WEA		Burbank, CA				Chase x5999	(1,178.32)
5696	08/30/08	(11.16)	Shopping (CA)	Bed Bath & Beyond		Los Angeles, CA		Chase x5999	85.58		
5697	09/24/08	64.92	Shopping (CA)	WEA		Burbank, CA		Chase x5999	32.46		
5698	09/25/08	(864.40)	Shopping (CA)	Toys R Us		Los Angeles, CA				Chase x5999	(492.20)
5699	09/30/08	1,948.48	Shopping (CA)	WEA		Burbank, CA		Chase x5999	974.24		
5700	09/30/08	78.00	Shopping (CA)	WEA		Burbank, CA		Chase x5999	39.00		
5701	10/03/08	(122.43)	Shopping (CA)	Ross Stores		Los Angeles, CA				Chase x5999	(61.21)
5702	11/20/08	(324.72)	Shopping (CA)	Beverages & More		Mountain View CA				AMEX x6-89006/ab-88000	(162.36)
5703	11/20/08	(100.00)	Shopping (CA)	Beverages & More		Mountain View CA				AMEX x6-89006/ab-88000	(50.00)
5704	12/11/08	(189.60)	Shopping (CA)	The Walling Co		Los Angeles, CA				BoFA 6446	(194.80)
5705	12/08/08	(446.00)	Shopping (CA)	bloomingdale's		Los Angeles, CA				Chase x5999	(223.00)
5706	12/11/08	(60.60)	Shopping (CA)	Jetway Express		Los Angeles, CA				BoFA 6446	(30.30)
5707	12/13/08	(165.10)	Shopping (CA)	Victoria's Secret		Los Angeles, CA				Chase x5999	(82.55)
5708	12/19/08	(47.80)	Shopping (CA)	Ross Stores		Los Angeles, CA				BoFA 6446	(23.80)
5709	01/23/09	(22.00)	Shopping (CA)	Washfield Century		Los Angeles, CA				BoFA 6446	(11.00)
5710	02/20/09	(60.60)	Shopping (CA)	I Love LA Tanning &		Los Angeles, CA				BoFA 6446	(30.30)
5711	03/10/09	(1,385.66)	Shopping (CA)	Elite Tuxedo		Los Angeles, CA				BoFA 6446	(692.83)
5712	03/13/09	(88.76)	Shopping (CA)	Brookstone		Los Angeles, CA				AMEX 5-723003	(44.38)
5713	03/17/09	(1,081.42)	Shopping (CA)	Home Depot		Los Angeles, CA				AMEX 5-723003	(540.71)
5714	03/17/09	(1,463.22)	Shopping (CA)	Home Depot		Los Angeles, CA				AMEX 5-723003	(731.61)
5715	03/22/09	(8,849.02)	Shopping (CA)	Sears		Santa Monica, CA				AMEX 5-723003	(1,974.70)
5716	03/30/09	(43.22)	Shopping (CA)	Victoria's Secret		Los Angeles, CA				AMEX x6-89006/ab-88000	(21.61)
5717	04/13/09	(1,254.14)	Shopping (CA)	Pam's Pico		Los Angeles, CA				Chase x5999	(627.07)
5718	04/13/09	(623.88)	Shopping (CA)	WEA		Burbank, CA				Chase x5999	(311.93)
5719	05/07/09	(1,481.72)	Shopping (CA)	Target		West Hollywood, CA				BoFA 6446	(740.86)
5720	05/18/09	(600.58)	Shopping (CA)	Anna's Linen		Los Angeles, CA				Chase x5999	(300.29)
5721	05/25/09	(318.74)	Shopping (CA)	Target		Los Angeles, CA				BoFA 6446	(159.37)
5722	06/05/09	(325.12)	Shopping (CA)	Quilly		Beverly Hills, CA				Chase x5999	(162.56)
5723	06/10/09	(469.38)	Shopping (CA)	Anthropologie		Newport Beach, CA				Chase x5999	(244.68)
5724	06/12/09	(222.82)	Shopping (CA)	Victoria's Secret		Los Angeles, CA				Chase x5999	(111.41)
5725	06/15/09	(232.36)	Shopping (CA)	Ross Stores		Los Angeles, CA				Chase x5999	(116.18)
5726	06/16/09	(115.66)	Shopping (CA)	Ross Stores		Los Angeles, CA				Chase x5999	(57.83)
5727	06/29/09	(80.00)	Shopping (CA)	Food and Phone Access		Los Angeles, CA				BoFA 6446	(40.00)
5728	06/29/09	(65.56)	Shopping (CA)	Shop @ Equinox		W. Hollywood, CA				BoFA 6446	(32.78)
5729	06/30/09	(88.96)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(44.48)
5730	06/30/09	(66.98)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(33.49)
5731	07/01/09	(140.48)	Shopping (CA)	Victoria's Secret		Los Angeles, CA				Chase x5999	(70.24)
5732	07/02/09	(708.06)	Shopping (CA)	Bargain Fair		Los Angeles, CA				BoFA 6446	(354.03)
5733	07/08/09	(212.51)	Shopping (CA)	Ross Stores		Los Angeles, CA				Chase x5999	(106.25)
5734	07/20/09	(381.70)	Shopping (CA)	Lululemon USA Inc		Beverly Hills, CA				BoFA 6446	(190.85)
5735	07/20/09	(419.34)	Shopping (CA)	Theodore		Los Angeles, CA				BoFA 6446	(209.67)
5736	07/23/09	(283.60)	Shopping (CA)	Nordstrom		Los Angeles, CA				BoFA 6446	(141.80)
5737	07/23/09	(54.74)	Shopping (CA)	Nordstrom		Los Angeles, CA				BoFA 6446	(27.37)
5738	07/23/09	(58.78)	Shopping (CA)	Nordstrom		Los Angeles, CA				BoFA 6446	(29.39)
5739	08/03/09	(515.00)	Shopping (CA)	Anna's Linen		Los Angeles, CA				Chase x5999	(257.50)
5740	08/16/09	(399.32)	Shopping (CA)	Bartley's New York		Cabazon, CA				Chase x5999	(199.66)
5741	08/16/09	(141.53)	Shopping (CA)	Wally Bond		Cabazon, CA				Chase x5999	(70.76)
5742	08/25/09	(119.32)	Shopping (CA)	Rite Aid Store		Beverly Hills, CA				Chase x5999	(59.66)
5743	08/26/09	(61.44)	Shopping (CA)	Hudson News		Los Angeles, CA				BoFA 6446	(30.72)
5744	09/10/09	(81.80)	Shopping (CA)	Gap		Los Angeles, CA				BoFA 6446	(40.90)
5745	09/10/09	(709.00)	Shopping (CA)	Jukky Couture		Los Angeles, CA				Chase x5999	(354.50)
5746	09/10/09	(111.94)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(55.97)
5747	09/28/09	(140.48)	Shopping (CA)	Macy's East		Los Angeles, CA				Chase x5999	(70.24)

Kogod v. Kogod
Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 5, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unmatched Amounts	AP Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
5748	10/01/09	(217.44)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(58.72)
5749	10/05/09	(273.04)	Shopping (CA)	Nordstrom		Los Angeles, CA				BoFA 6446	(194.52)
5750	10/06/09	(196.54)	Shopping (CA)	Nordstrom		Los Angeles, CA				BoFA 6446	(98.27)
5751	10/05/09	(41.90)	Shopping (CA)	Nordstrom		Los Angeles, CA				BoFA 6446	(21.95)
5752	10/06/09	(290.62)	Shopping (CA)	Ross Stores		Los Angeles, CA				Chase x5999	(95.41)
5753	10/07/09	(911.14)	Shopping (CA)	Target		Hollywood, CA				Chase x5999	(455.59)
5754	10/09/09	(16.22)	Shopping (CA)	Gap		Los Angeles, CA				Chase x5999	(18.11)
5755	10/11/09	(74.64)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(17.31)
5756	10/13/09	(440.32)	Shopping (CA)	Ross Stores		Los Angeles, CA				Chase x5999	(220.16)
5757	10/19/09	(559.54)	Shopping (CA)	Target		Hollywood, CA				Chase x5999	(179.77)
5758	10/20/09	(31.72)	Shopping (CA)	Target		Los Angeles, CA		Chase x5999	66.66		
5759	10/20/09	(186.80)	Shopping (CA)	Target		Los Angeles, CA				Chase x5999	(143.40)
5760	10/22/09	(481.42)	Shopping (CA)	Target		Hollywood, CA				Chase x5999	(141.40)
5761	10/24/09	(208.42)	Shopping (CA)	Target		San Jose, CA				Chase x5999	(104.11)
5762	10/30/09	(658.18)	Shopping (CA)	Smart M Final		Hollywood, CA				Chase x5999	(128.14)
5763	11/04/09	(101.40)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(150.80)
5764	11/09/09	(232.24)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(116.12)
5765	11/17/09	(98.56)	Shopping (CA)	Nordstrom		Los Angeles, CA				BoFA 6446	(49.28)
5766	11/17/09	(21.98)	Shopping (CA)	Minimarket		Los Angeles, CA				Chase x5999	(11.99)
5767	11/23/09	(1,252.52)	Shopping (CA)	Transit		San Mateo, CA		AMEX 5-72003			(826.26)
5768	11/23/09	(158.12)	Shopping (CA)	Crate & Barrel		Los Angeles, CA				Chase x5999	(76.61)
5769	11/25/09	(1,078.94)	Shopping (CA)	Bed Bath & Beyond		Los Angeles, CA				Chase x5999	(536.97)
5770	12/03/09	(140.00)	Shopping (CA)	Nature's Secret		Los Angeles, CA				Chase x5999	(80.00)
5771	12/10/09	(318.66)	Shopping (CA)	Bed Bath & Beyond		Los Angeles, CA				Chase x5999	(159.14)
5772	12/10/09	(81.04)	Shopping (CA)	Ross Stores		Los Angeles, CA				Chase x5999	(40.54)
5773	12/12/09	(105.36)	Shopping (CA)	Victoria's Secret		Los Angeles, CA				Chase x5999	(52.68)
5774	12/15/09	(68.04)	Shopping (CA)	Victoria's Secret		Los Angeles, CA				Chase x5999	(34.02)
5775	12/18/09	(104.04)	Shopping (CA)	Wile Aid Store		Beverly Hills, CA				Chase x5999	(57.03)
5776	12/20/09	(80.32)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(45.16)
5777	12/24/09	(146.12)	Shopping (CA)	Party City		Los Angeles, CA				Chase x5999	(173.06)
5778	12/28/09	(18.00)	Shopping (CA)	Westfield Century City		Los Angeles, CA				Via x5999	(5.00)
5779	12/29/09	(119.10)	Shopping (CA)	Smart		Los Angeles, CA				BoFA 6446	(57.60)
5780	01/02/10	(51.24)	Shopping (CA)	Gap		San Jose, CA				Chase x5999	(15.42)
5781	01/02/10	(186.12)	Shopping (CA)	Gap		San Jose, CA				Chase x5999	(18.10)
5782	01/03/10	(514.18)	Shopping (CA)	All Circle Pro		CA				Via x5999	(157.09)
5783	01/03/10	(1,048.06)	Shopping (CA)	Sport Chicks		Los Angeles, CA				Chase x5999	(524.03)
5784	01/04/10	(844.42)	Shopping (CA)	Hugo Boss		Cabazon, CA				Chase x5999	(432.21)
5785	01/13/10	(771.84)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(385.92)
5786	01/13/10	(410.26)	Shopping (CA)	Nordstrom		Los Angeles, CA		Chase x5999	105.18		
5787	01/13/10	(50.42)	Shopping (CA)	Bed Bath & Beyond		Los Angeles, CA				Chase x5999	(25.21)
5788	01/13/10	(87.78)	Shopping (CA)	Sport Chicks		Los Angeles, CA				Chase x5999	(43.89)
5789	01/23/10	(129.16)	Shopping (CA)	KEA		Burbank, CA				Chase x5999	(64.83)
5790	01/29/10	(87.70)	Shopping (CA)	Michael Kors		Los Angeles, CA				Chase x5999	(48.35)
5791	02/01/10	(1,051.40)	Shopping (CA)	Canoni		Los Angeles, CA				Chase x5999	(523.70)
5792	02/03/10	(105.38)	Shopping (CA)	Victoria's Secret		Los Angeles, CA				Chase x5999	(52.68)
5793	02/06/10	(245.84)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(122.92)
5794	02/07/10	(516.10)	Shopping (CA)	Apple Store		Los Angeles, CA				Chase x5999	(257.40)
5795	02/07/10	(118.00)	Shopping (CA)	Apple Store		Los Angeles, CA				Chase x5999	(69.00)
5796	02/08/10	(471.34)	Shopping (CA)	Smart		Los Angeles, CA				BoFA 6446	(235.77)
5797	02/11/10	(288.54)	Shopping (CA)	Macy's		Newport Beach, CA				BoFA 6446	(141.27)
5798	02/12/10	(370.12)	Shopping (CA)	Smart M Final		Hollywood, CA				Chase x5999	(185.06)
5799	02/14/10	(76.80)	Shopping (CA)	Smart M Final		Hollywood, CA				Chase x5999	(18.40)
5800	03/02/10	(1,853.06)	Shopping (CA)	Hugo Boss		Cabazon, CA		AMEX 5-72003			(124.13)
5801	03/17/10	(77.92)	Shopping (CA)	Nordstrom		CA				Chase x5999	(18.96)
5802	03/18/10	(87.80)	Shopping (CA)	Wynns East		Los Angeles, CA				BoFA 6446	(43.90)
5803	03/18/10	(436.40)	Shopping (CA)	Apple Store		Los Angeles, CA				Chase x5999	(218.40)
5804	03/18/10	(53.78)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(26.89)
5805	03/22/10	(43.88)	Shopping (CA)	Big 5 Sports		Whittier, CA				BoFA 6446	(21.94)
5806	03/22/10	(97.78)	Shopping (CA)	Nike		Cabazon, CA				Chase x5999	(48.88)
5807	03/23/10	(180.26)	Shopping (CA)	Blomington's		Los Angeles, CA				Chase x5999	(90.13)
5808	03/29/10	(768.28)	Shopping (CA)	Jaime's Place		Beverly Hills, CA				Chase x5999	(384.13)
5809	04/02/10	(216.60)	Shopping (CA)	Orchard Supply		Hollywood, CA				Chase x5999	(118.10)
5810	04/12/10	(331.24)	Shopping (CA)	Ross Stores		Los Angeles, CA				Chase x5999	(165.62)
5811	04/16/10	(873.40)	Shopping (CA)	CB2		Los Angeles, CA				Chase x5999	(436.70)
5812	04/26/10	(150.56)	Shopping (CA)	Box 2 Go		Los Angeles, CA				Chase x5999	(75.28)
5813	05/06/10	(186.62)	Shopping (CA)	This Little Place		Newport Beach, CA				Chase x5999	(93.31)
5814	05/07/10	(87.70)	Shopping (CA)	Brooks Brothers		Los Angeles, CA				BoFA 6446	(43.85)
5815	05/07/10	(649.28)	Shopping (CA)	Ross Stores		Los Angeles, CA				Chase x5999	(324.64)

Kagor v. Kagor
Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT B, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unreconciled Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
5816	05/08/10	(45.66)	Shopping (CA)	Papyrus		Los Angeles, CA				Chase x5999	(22.93)
5817	05/08/10	(417.06)	Shopping (CA)	Overland NA		Los Angeles, CA				Chase x5999	(208.53)
5818	05/10/10	(896.04)	Shopping (CA)	Target		Los Angeles, CA				Chase x5999	(348.02)
5819	05/10/10	(18.40)	Shopping (CA)	Wardstrom		Los Angeles, CA				Chase x5999	(1.90)
5820	05/16/10	(362.18)	Shopping (CA)	Finnes Parse		Malibu, CA				Visa x3832	(181.09)
5821	05/18/10	(118.61)	Shopping (CA)	Nordstrom		Los Angeles, CA				Visa x3832	(79.92)
5822	05/22/10	(393.10)	Shopping (CA)	Theodore		Los Angeles, CA				Chase x5999	(197.55)
5823	05/24/10	(43.80)	Shopping (CA)	Apple Store		Los Angeles, CA				Chase x5999	(21.90)
5824	05/27/10	(779.10)	Shopping (CA)	Williams-Sonoma		CA				Visa x3832	(389.60)
5825	05/28/10	(581.63)	Shopping (CA)	AG Beverly Hills		Beverly Hills, CA				Chase x5999	(290.84)
5826	05/28/10	(484.84)	Shopping (CA)	J. Mart		Los Angeles, CA				Chase x5999	(242.12)
5827	06/09/10	(15.16)	Shopping (CA)	J. Mart		Los Angeles, CA				Chase x5999	(7.68)
5828	06/09/10	(2,816.80)	Shopping (CA)	Pottery Barn		CA				Visa x3832	(1,413.45)
5829	06/03/10	(119.50)	Shopping (CA)	Lululemon		Beverly Hills, CA				Chase x5999	(64.75)
5830	06/04/10	(1,634.84)	Shopping (CA)	Pottery Barn		CA				Visa x3832	(757.82)
5831	06/05/10	(746.94)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(383.47)
5832	06/05/10	(131.70)	Shopping (CA)	Theodore		Los Angeles, CA				Chase x5999	(65.85)
5833	06/05/10	(85.32)	Shopping (CA)	Pottery Barn		CA				Visa x3832	(42.86)
5834	06/05/10	85.32	Shopping (CA)	Pottery Barn		CA		Visa x3832	42.86		
5835	06/05/10	(698.00)	Shopping (CA)	Relax the Back		CA				Visa x3832	(349.00)
5836	06/09/10	96.14	Shopping (CA)	Nordstrom		Los Angeles, CA		Chase x5999	48.07		
5837	06/09/10	333.88	Shopping (CA)	Nordstrom		Los Angeles, CA		Chase x5999	66.94		
5838	06/09/10	286.88	Shopping (CA)	Nordstrom		Los Angeles, CA		Chase x5999	143.43		
5839	06/09/10	(87.58)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(43.79)
5840	06/09/10	(54.65)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(27.33)
5841	06/09/10	(54.65)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(27.33)
5842	06/09/10	(63.43)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(31.84)
5843	06/09/10	(84.40)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(42.25)
5844	06/09/10	(87.58)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(43.79)
5845	06/09/10	(87.58)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(43.79)
5846	06/09/10	(55.45)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(28.43)
5847	06/09/10	(43.63)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(21.84)
5848	06/09/10	(87.58)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(43.79)
5849	06/09/10	(248.04)	Shopping (CA)	Beverly Hills and more		CA				Visa x3832	(124.02)
5850	06/09/10	(876.84)	Shopping (CA)	Pottery Barn		CA				Visa x3832	(438.42)
5851	06/12/10	(424.44)	Shopping (CA)	Pottery Barn		CA				Visa x3832	(212.22)
5852	06/19/10	(924.38)	Shopping (CA)	Infine Co.		Newport Beach, CA				Chase x5999	(462.19)
5853	06/19/10	(182.44)	Shopping (CA)	Saks Fifth Avenue		Beverly Hills, CA				Chase x5999	(91.22)
5854	06/19/10	(92.14)	Shopping (CA)	Aaron Brothers		Westwood, CA				Chase x5999	(46.08)
5855	06/23/10	(166.60)	Shopping (CA)	Nordstrom		Los Angeles, CA				Visa x3832	(83.30)
5856	06/26/10	(76.72)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(38.36)
5857	06/27/10	(89.86)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(44.94)
5858	06/30/10	(131.48)	Shopping (CA)	Crate & Barrel		Los Angeles, CA				Chase x5999	(65.74)
5859	07/01/10	(406.02)	Shopping (CA)	Target		Los Angeles, CA				Chase x5999	(203.01)
5860	07/02/10	(92.14)	Shopping (CA)	Sam's Republic		Los Angeles, CA				Visa x3832	(46.07)
5861	07/03/10	(255.12)	Shopping (CA)	Macy's		Los Angeles, CA				Visa x3832	(127.56)
5862	07/03/10	(92.10)	Shopping (CA)	Steve's Stores		Los Angeles, CA				Visa x3832	(46.05)
5863	07/05/10	(100.00)	Shopping (CA)	Gracie Surf City		Los Angeles, CA				Chase x5999	(50.00)
5864	07/08/10	(113.23)	Shopping (CA)	Pottery Barn		CA				Visa x3832	(56.64)
5865	07/09/10	(144.44)	Shopping (CA)	Essex Sports		Los Angeles, CA				Chase x5999	(72.22)
5866	07/10/10	(233.33)	Shopping (CA)	Canyon Beachwear		Malibu, CA				Chase x5999	(116.68)
5867	07/10/10	(162.44)	Shopping (CA)	Spirilla and Canister		Malibu, CA				Chase x5999	(81.22)
5868	07/13/10	(78.81)	Shopping (CA)	Wickerman The Grove		Los Angeles, CA				BoFA 8446	(39.41)
5869	07/29/10	(422.04)	Shopping (CA)	Kate Moss		Los Angeles, CA				Chase x5999	(211.02)
5870	08/04/10	(87.16)	Shopping (CA)	Kudson News		Los Angeles, CA				AMEX x8-	(43.58)
5871	08/08/10	(78.82)	Shopping (CA)	Theodore		Beverly Hills, CA				89008/x8-88000	
5872	08/09/10	(100.00)	Shopping (CA)	Timex		La Canada, CA				AMEX x8-	(50.00)
5873	08/09/10	(300.00)	Shopping (CA)	Timex		La Canada, CA				89008/x8-88000	
5874	08/11/10	(797.00)	Shopping (CA)	Samy's Camera		Los Angeles, CA				WF x5397	(150.00)
5875	08/13/10	(846.51)	Shopping (CA)	Samy's Camera		Los Angeles, CA				Chase x5999	(423.26)
5876	08/13/10	(180.00)	Shopping (CA)	Sylvia's Fabrics		Los Angeles, CA				Chase x5999	(90.00)
5877	08/13/10	(180.00)	Shopping (CA)	Sylvia's Fabrics		Los Angeles, CA				Chase x5999	(90.00)
5878	08/16/10	(59.12)	Shopping (CA)	Koehnman's		Los Angeles, CA				Chase x5999	(29.56)
5879	08/06/10	(109.34)	Shopping (CA)	Nordstrom		Los Angeles, CA				AMEX 5-713003	(54.77)
5880	08/14/10	(644.44)	Shopping (CA)	Apple Store		Las Vegas, NV				BoFA 8446	(322.22)
5881	08/14/10	(5,647.54)	Shopping (CA)	Apple Store		Las Vegas, NV				BoFA 8446	(2,823.77)
5882	09/23/10	(131.76)	Shopping (CA)	Theodore		Los Angeles, CA				Chase x5999	(65.88)

Kapod V. Kapod
Las Vegas, Nevada

TRANSACTIONS THAT COMPRSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AT Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
5887	09/23/10	(227.32)	Shopping (CA)	Gap		Los Angeles, CA				Chase x5999	(113.64)
5884	09/26/10	(1,093.12)	Shopping (CA)	John Varvatos		Malibu, CA				Chase x5999	(546.50)
5885	09/27/10	(1,799.90)	Shopping (CA)	Toko Fifth Avenue		Beverly Hills, CA				Chase x5999	(899.95)
5886	09/27/10	(357.28)	Shopping (CA)	Le Paris		Malibu, CA				Chase x5999	(178.64)
5887	09/28/10	(61.45)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(30.73)
5888	10/01/10	(316.64)	Shopping (CA)	Apple Store		Los Angeles, NY				BoFA 6446	(15.73)
5889	10/02/10	(92.16)	Shopping (CA)	The Vitamin Shoppe		Los Angeles, CA				Visa x3832	(46.08)
5890	10/06/10	(85.72)	Shopping (CA)	Target		Manhattan Beach, CA				BoFA 6446	(42.86)
5891	10/11/10	(109.54)	Shopping (CA)	Apple Store		Los Angeles, CA				Chase x5999	(54.72)
5892	10/12/10	(85.40)	Shopping (CA)	Apple Store		Los Angeles, CA				Chase x5999	(42.80)
5893	10/12/10	(234.03)	Shopping (CA)	Revgear Sports Co.		Burbank, CA				AMEX 5-723003	(117.03)
5894	10/17/10	(153.66)	Shopping (CA)	Nordstrom		Los Angeles, CA				AMEX 5-723003	(76.83)
5895	10/17/10	(131.70)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(65.85)
5896	10/18/10	(43.48)	Shopping (CA)	OTM Flight Shop		Redondo Beach, CA				WF x5997	(21.84)
5897	10/18/10	(242.88)	Shopping (CA)	Joel Jeans		San Mateo, CA				Chase x5999	(73.34)
5898	10/19/10	(643.50)	Shopping (CA)	Loehmann's		Los Angeles, CA				Chase x5999	(321.75)
5899	10/19/10	(216.30)	Shopping (CA)	Loehmann's		Los Angeles, CA				Chase x5999	(108.15)
5900	10/20/10	(474.34)	Shopping (CA)	Revgear Sports Co.		Burbank, CA				AMEX x5-	(239.15)
5901	10/20/10	(101.64)	Shopping (CA)	Revgear Sports Co.		Burbank, CA				89008/ad-88000	
5902	10/20/10	(401.64)	Shopping (CA)	Ross Stores		Los Angeles, CA				AMEX x5-	(51.73)
5903	11/03/10	(3,674.76)	Shopping (CA)	Space Prada Max Miu		Cabazon, CA				Chase x5999	(201.82)
5904	11/04/10	(516.18)	Shopping (CA)	Off Fifth		Cabazon, CA				Chase x5999	(258.09)
5905	11/04/10	(533.87)	Shopping (CA)	Hugo Boss		Cabazon, CA				Chase x5999	(266.93)
5906	11/05/10	(130.00)	Shopping (CA)	MetLife		Hollywood, CA				Chase x5999	(65.00)
5907	11/08/10	(24.14)	Shopping (CA)	Gap		Los Angeles, CA				Chase x5999	(12.07)
5908	11/08/10	(49.38)	Shopping (CA)	World Mkt		Los Angeles, CA				Chase x5999	(24.69)
5909	11/08/10	(569.18)	Shopping (CA)	Ross Stores		Los Angeles, CA				Chase x5999	(284.59)
5910	11/08/10	(123.38)	Shopping (CA)	Gap		Los Angeles, CA				Chase x5999	(60.69)
5911	11/18/10	(647.24)	Shopping (CA)	Target		Hollywood, CA				Chase x5999	(323.62)
5912	11/17/10	(20.74)	Shopping (CA)	MAC @ The Grove		Los Angeles, CA				Chase x5999	(15.37)
5913	11/17/10	(274.00)	Shopping (CA)	Charmel Fashion		Los Angeles, CA				Chase x5999	(137.00)
5914	11/20/10	(241.46)	Shopping (CA)	J. Crew Retail		Los Angeles, CA				Visa x4872	(120.73)
5915	11/22/10	(250.44)	Shopping (CA)	Target		Los Angeles, CA				Chase x5999	(125.22)
5916	11/24/10	(461.64)	Shopping (CA)	gap.com		CA				WF x4870	(230.93)
5917	11/25/10	(175.14)	Shopping (CA)	Bergdorf's		Los Angeles, CA				Chase x5999	(87.57)
5918	11/27/10	(485.88)	Shopping (CA)	MMA Gear		CA				AMEX 5-723003	(237.94)
5919	12/28/10	(79.00)	Shopping (CA)	Loehmann's		Los Angeles, CA				AMEX 5-723003	(39.50)
5920	12/28/10	(315.84)	Shopping (CA)	Ross Stores		Los Angeles, CA				AMEX 5-723003	(157.92)
5921	12/02/10	(420.34)	Shopping (CA)	Macy's East		Los Angeles, CA				Chase x5999	(210.17)
5922	12/02/10	(86.10)	Shopping (CA)	Victoria's Secret		Los Angeles, CA				Chase x5999	(43.05)
5923	12/03/10	(120.00)	Shopping (CA)	Nature Sports Health		Los Angeles, CA				Chase x5999	(60.00)
5924	12/04/10	(2,037.32)	Shopping (CA)	Barney's New York		Beverly Hills, CA				Chase x5999	(1,018.66)
5925	12/07/10	(15.00)	Shopping (CA)	J. Crew Retail - Refund		Los Angeles, CA				Visa x3832	5.50
5926	12/13/10	(841.06)	Shopping (CA)	Timothy Lingerie		Los Angeles, CA				Chase x5999	(420.54)
5927	12/14/10	(157.76)	Shopping (CA)	D&G		Los Angeles, CA				Chase x5999	(78.88)
5928	12/15/10	(65.80)	Shopping (CA)	Macy's East		Los Angeles, CA				Chase x5999	(32.90)
5929	12/15/10	(79.02)	Shopping (CA)	Macy's East		Los Angeles, CA				Chase x5999	(39.51)
5930	12/15/10	(219.46)	Shopping (CA)	Easy Spirit		Los Angeles, CA				Chase x5999	(109.73)
5931	12/15/10	(553.62)	Shopping (CA)	99 Cents Only		Los Angeles, CA				Chase x5999	(276.81)
5932	12/17/10	(70.24)	Shopping (CA)	99 Cents Only		Los Angeles, CA				Chase x5999	(35.12)
5933	12/22/10	(130.28)	Shopping (CA)	Air Line Liquor		Inglewood, CA				BoFA 6446	(65.14)
5934	12/24/10	(1,836.90)	Shopping (CA)	Samy's Camera Inc		Los Angeles, CA				Visa x3832	(919.95)
5935	12/24/10	(24.00)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(12.00)
5936	01/04/11	(80.10)	Shopping (CA)	The Disney Store		San Mateo, CA				Chase x5999	(40.05)
5937	01/07/11	(65.64)	Shopping (CA)	Theodore		Los Angeles, CA				Chase x5999	(32.93)
5938	01/20/11	(481.42)	Shopping (CA)	Beverages R More		Hollywood, CA				Chase x5999	(240.71)
5939	01/27/11	(186.58)	Shopping (CA)	Click It Now		Beverly Hills, CA				Chase x5999	(93.29)
5940	01/27/11	(11.20)	Shopping (CA)	Victoria's Secret		Los Angeles, CA				Chase x5999	(5.60)
5941	01/27/11	(55.98)	Shopping (CA)	Victoria's Secret		Los Angeles, CA				Chase x5999	(27.99)
5942	01/29/11	(219.24)	Shopping (CA)	OTM Flight Shop		Redondo Beach, CA				Visa x3832	(109.67)
5943	02/07/11	(89.92)	Shopping (CA)	Ross Stores		Los Angeles, CA				AMEX 5-723003	(44.96)
5944	02/06/11	(43.84)	Shopping (CA)	Target		Los Angeles, CA				Visa x3832	(21.92)
5945	02/06/11	(273.00)	Shopping (CA)	Ross Stores		Los Angeles, CA				Chase x5999	(136.00)
5946	02/06/11	(67.64)	Shopping (CA)	Ross Stores		Los Angeles, CA				Chase x5999	(33.82)
5947	02/06/11	(80.68)	Shopping (CA)	Off Fifth		Cabazon, CA				Chase x5999	(40.34)
5948	02/08/11	(1730.36)	Shopping (CA)	Space Prada Miu Miu		Cabazon, CA				Chase x5999	(865.18)

Kapod v. Kapod
Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 8, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unreconciled Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
5949	03/08/11	(3,931.14)	Shopping (CA)	Hugo Boss		Cabazon, CA				Chase x5999	(985.57)
5950	03/11/11	(534.86)	Shopping (CA)	Splendid		Newport Beach, CA				Chase x5999	(67.43)
5951	03/17/11	(83.18)	Shopping (CA)	Revgear Sports Co.		CA				Visa x3832	(41.09)
5952	03/18/11	(987.86)	Shopping (CA)	Ross Stores		Los Angeles, CA				Chase x5999	(243.99)
5953	03/19/11	(443.20)	Shopping (CA)	Ross Stores		Los Angeles, CA				Chase x5999	(221.60)
5954	03/23/11	(693.88)	Shopping (CA)	AG Beverly Hills		Beverly Hills, CA				Chase x5999	(246.94)
5955	03/23/11	(121.60)	Shopping (CA)	Samy's Cam's		Los Angeles, CA				Chase x5999	(85.80)
5956	03/24/11	(129.52)	Shopping (CA)	Revgear Sports Co.		CA				BoFA 8446	(139.76)
5957	03/25/11	(155.52)	Shopping (CA)	Ross Stores		Los Angeles, CA				Visa x3832	(76.74)
5958	03/25/11	(73.00)	Shopping (CA)	Ross Stores		Los Angeles, CA				Chase x5999	(16.50)
5959	03/26/11	(315.34)	Shopping (CA)	Sports Chalet		Los Angeles, CA				Visa x3832	(57.67)
5960	03/28/11	(65.84)	Shopping (CA)	AG Beverly Hills		Beverly Hills, CA				Chase x5999	(32.93)
5961	03/28/11	(298.42)	Shopping (CA)	H&M		Los Angeles, CA				Chase x5999	(144.21)
5962	03/29/11	(120.74)	Shopping (CA)	Juicy Couture		Beverly Hills, CA				Chase x5999	(60.37)
5963	03/30/11	(9.30)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(4.55)
5964	04/01/11	(43.46)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(21.73)
5965	04/02/11	(178.20)	Shopping (CA)	W&A		Cabazon, CA				AMEX 5-723003	(69.10)
5966	04/02/11	(2,958.84)	Shopping (CA)	Steve Ross		Cabazon, CA				AMEX 5-723003	(1,459.13)
5967	04/02/11	(424.12)	Shopping (CA)	Space Foods Mkt Mkt		Cabazon, CA				Chase x5999	(212.06)
5968	04/04/11	(167.54)	Shopping (CA)	Brooks Brother		Cabazon, CA				WF x5397	(183.78)
5969	04/04/11	(292.48)	Shopping (CA)	Barneys New York		Cabazon, CA				WF x5397	(96.24)
5970	04/04/11	(102.75)	Shopping (CA)	Sally's PPH Ane		Cabazon, CA				AMEX 5-723003	(51.18)
5971	04/11/11	(324.50)	Shopping (CA)	Revgear Sports Co.		Burbank, CA				AMEX 5-723003	(162.25)
5972	04/11/11	(1404.81)	Shopping (CA)	Gap		Los Angeles, CA				Chase x5999	(70.24)
5973	04/12/11	(103.06)	Shopping (CA)	Target		Los Angeles, CA				WF x5397	(51.53)
5974	04/13/11	(129.18)	Shopping (CA)	W&A		Burbank, CA				Chase x5999	(164.50)
5975	04/21/11	(507.64)	Shopping (CA)	W&A		Burbank, CA				Chase x5999	(253.82)
5976	04/22/11	(65.76)	Shopping (CA)	W&A		Burbank, CA				Chase x5999	(32.64)
5977	04/23/11	(643.46)	Shopping (CA)	CB2 #52		Los Angeles, CA				Chase x5999	(321.73)
5978	04/23/11	(109.72)	Shopping (CA)	W&A		Burbank, CA				Chase x5999	(54.84)
5979	04/23/11	(167.32)	Shopping (CA)	W&A		Burbank, CA				Chase x5999	(53.66)
5980	04/30/11	(167.06)	Shopping (CA)	Sports Chalet		Los Angeles, CA				Visa x3832	(181.02)
5981	05/02/11	(105.85)	Shopping (CA)	Kelson Mallu		Malibu, CA				WF x5397	(52.64)
5982	05/02/11	(236.10)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(69.01)
5983	05/03/11	(30.62)	Shopping (CA)	Nordstrom		Los Angeles, CA				Chase x5999	(15.11)
5984	05/03/11	(61.86)	Shopping (CA)	Victoria's Secret		Beverly Hills, CA				Chase x5999	(33.83)
5985	05/03/11	(4.82)	Shopping (CA)	Sports Chalet		Los Angeles, CA				Chase x5999	(4.43)
5986	05/03/11	(173.23)	Shopping (CA)	LuluLemon		Beverly Hills, CA				Chase x5999	(85.63)
5987	05/03/11	(469.74)	Shopping (CA)	LuluLemon		Beverly Hills, CA				Chase x5999	(234.87)
5988	05/07/11	(284.91)	Shopping (CA)	Ross Stores		San Juan Capn, CA				Chase x5999	(143.48)
5989	05/19/11	(105.36)	Shopping (CA)	Pollery Barn		Beverly Hills, CA				Chase x5999	(52.88)
5990	05/25/11	(1,040.32)	Shopping (CA)	OTM Flight Shop		Redondo Beach, CA				Visa x3832	(520.16)
5991	05/26/11	(703.14)	Shopping (CA)	Smart M Final		Hollywood, CA				Chase x5999	(351.08)
5992	06/02/11	(822.84)	Shopping (CA)	Revgear Sports Co.		CA				Visa x3832	(211.43)
5993	06/04/11	(346.56)	Shopping (CA)	M&Dean		Malibu, CA				Chase x5999	(183.28)
5994	06/13/11	(515.28)	Shopping (CA)	OTM Flight Shop		CA				Visa x3832	(127.64)
5995	07/20/11	(189.22)	Shopping (CA)	Splendid		Los Angeles, CA				Visa x3832	(84.61)
5996	07/24/11	(90.48)	Shopping (CA)	Barano Republic		Los Angeles, CA				Visa x3832	(45.24)
5997	07/28/11	(369.72)	Shopping (CA)	Macy's		Los Angeles, CA				AMEX via 89008/08-88000	(184.84)
5998	07/29/11	(266.56)	Shopping (CA)	Target		Los Angeles, CA				Visa x3832	(133.28)
5999	08/24/11	(166.98)	Shopping (CA)	Brookstone		Los Angeles, CA				AMEX 5-723003	(43.49)
6000	08/31/11	(153.44)	Shopping (CA)	Hugo Boss		Cabazon, CA				WF Visa x4727	(51.79)
6001	09/14/11	(347.44)	Shopping (CA)	Revgear Sports Co.		CA				Visa x3832	(71.72)
6002	09/14/11	(343.52)	Shopping (CA)	Shera's Chale		Los Angeles, CA				Visa x3832	(73.76)
6003	09/18/11	143.51	Shopping (CA)	Sports Chalet		Los Angeles, CA		Visa x3832	71.76		
6004	09/20/11	(2,027.38)	Shopping (CA)	Best Buy		Hawthorne, CA				AMEX 5-723003	(1,201.68)
6005	10/01/11	(50.00)	Shopping (CA)	Craig's		San Francisco, CA				AMEX 5-723003	(25.00)
6006	10/03/11	(104.13)	Shopping (CA)	Hydrex Hays		Los Angeles, CA				AMEX 5-723003	(52.16)
6007	10/05/11	(80.00)	Shopping (CA)	Craig's		San Francisco, CA				AMEX 5-723003	(25.00)
6008	10/08/11	(106.48)	Shopping (CA)	Melrose Liquor		Los Angeles, CA				Visa x3832	(83.24)
6009	10/20/11	(98.88)	Shopping (CA)	Payless Shoes		Los Angeles, CA				Visa x3832	(49.99)
6010	10/24/11	(741.80)	Shopping (CA)	Campus Club School		Las Vegas, NV				AMEX via 89008/08-88000	(170.85)
6011	01/21/12	(6,913.40)	Shopping (CA)	Apple Store		Los Angeles, CA				AMEX 5-723003	(2,456.70)
6012	02/23/12	(108.75)	Shopping (CA)	Express Cell		Los Angeles, CA				Visa x3832	(54.38)
6013	03/05/12	(384.10)	Shopping (CA)	Target		Los Angeles, CA				AMEX 5-723003	(192.10)

Kaplan's Model
Los Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 4, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6014	04/03/12	(166.04)	Shopping (CA)	Richardson		CA				AMEX #8-89006/8-82000	(81.07)
6015	04/12/12	(392.18)	Shopping (CA)	Hugo Boss		Cabazon, CA				AMEX #8-89006/8-82000	(196.08)
6016	04/18/12	(678.18)	Shopping (CA)	Brooks Brothers		Cabazon, CA				AMEX #8-89006/8-82000	(433.08)
6017	05/01/12	(281.00)	Shopping (CA)	Meridstrom		Los Angeles, CA				AMEX 5-723003	(130.50)
6018	05/11/12	(288.70)	Shopping (CA)	Hugo Boss		Cabazon, CA				WF Visa #4727	(144.35)
6019	05/19/12	(434.90)	Shopping (CA)	Apple Store		Los Angeles, CA				AMEX 5-723003	(217.45)
6020	06/01/12	(391.04)	Shopping (CA)	Barnes & Nobles		Los Angeles, CA				Visa #3832	(95.52)
6021	06/03/12	(630.75)	Shopping (CA)	James Perse		Malibu, CA				AMEX 5-723003	(315.18)
6022	06/17/12	(1,218.00)	Shopping (CA)	James Perse		Malibu, CA				AMEX 5-723003	(609.00)
6023	06/24/12	(467.30)	Shopping (CA)	Meridstrom		Los Angeles, CA				AMEX 5-723003	(233.65)
6024	06/29/12	(778.46)	Shopping (CA)	Anna's Linens		Los Angeles, CA				AMEX 5-723003	(389.73)
6025	07/06/12	(166.16)	Shopping (CA)	Ross Stores		Hawthorne, CA				Visa #3832	(83.18)
6026	07/07/12	(23.70)	Shopping (CA)	RBG Concessions		San Francisco, CA				Visa #3832	(11.45)
6027	07/10/12	86.92	Shopping (CA)	Anna's Linens - credit		Los Angeles, CA		AMEX 5-723003	43.46		
6028	07/22/12	(759.08)	Shopping (CA)	John Varvatos		Malibu, CA				WF Visa #4727	(379.54)
6029	09/07/12	(54.34)	Shopping (CA)	Sticker Place!		Los Angeles, CA				AMEX #8-81009/8-82007	(27.17)
6030	10/01/12	(346.08)	Shopping (CA)	Target		Los Angeles, CA				AMEX #8-81009/8-82007	(173.04)
6031	10/14/12	(376.38)	Shopping (CA)	James Perse		Malibu, CA				Visa #3832	(188.19)
6032	11/12/12	(109.60)	Shopping (CA)	Target		Los Angeles, CA				AMEX 5-723003	(54.80)
6033	12/02/12	(326.34)	Shopping (CA)	Apple Store		Los Angeles, CA				AMEX #8-81009/8-82007	(163.07)
6034	12/23/12	(751.46)	Shopping (CA)	Low's		Los Angeles, CA				AMEX 5-723003	(375.73)
6035	02/15/13	(6,253.62)	Shopping (CA)	Electrical Equipment		San Pedro, CA				AMEX #8-81009/8-82007	(2,126.81)
6036	02/15/13	(279.80)	Shopping (CA)	Tommy Bahama		Palm Desert, CA				AMEX #8-81009/8-82007	(139.90)
6037	02/20/13	(28.64)	Shopping (CA)	As Seen On TV		CA				Visa #3832	(14.32)
6038	02/24/13	(288.28)	Shopping (CA)	Hugo Boss Cabazon		CA				AMEX #8-81009/8-82007	(144.14)
6039	02/24/13	(689.50)	Shopping (CA)	Hugo Boss Cabazon		CA				AMEX #8-81009/8-82007	(344.75)
6040	02/28/13	(230.70)	Shopping (CA)	Check Card Purchase		Los Angeles, CA				WF #5397	(85.35)
6041	03/04/13	(131.18)	Shopping (CA)	Target		Los Angeles, CA				AMEX #8-81009/8-82007	(60.59)
6042	03/23/13	(870.10)	Shopping (CA)	James Perse		Malibu, CA				AMEX #8-81009/8-82007	(435.05)
6043	03/24/13	(784.86)	Shopping (CA)	Target		Los Angeles, CA				AMEX #8-81009/8-82007	(392.43)
6044	04/06/13	(28.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX #8-81009/8-82007	(14.00)
6045	05/02/13	(302.36)	Shopping (CA)	Plantronics		CA				AMEX #8-81009/8-82007	(150.69)
6046	05/11/13	(1,000.00)	Shopping (CA)	Theodore The Grove		Los Angeles, CA				AMEX #8-81009/8-82007	(500.00)
6047	05/23/13	(32.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX #8-81009/8-82007	(16.00)
6048	06/02/13	(926.50)	Shopping (CA)	James Perse		Malibu, CA				AMEX #8-81009/8-82007	(463.25)
6049	08/04/13	(555.90)	Shopping (CA)	Jamesperse.com		SoCal, CA				AMEX #8-81009/8-82007	(277.95)
6050	06/08/13	(187.22)	Shopping (CA)	Target		Los Angeles, CA				AMEX 5-723003	(98.61)
6051	06/18/13	(403.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX #8-81009/8-82007	(201.00)
6052	06/22/13	(15,287.02)	Shopping (CA)	Best Buy		Hollywood, CA				AMEX 5-723003	(7,648.51)
6053	06/23/13	(800.81)	Shopping (CA)	Kookiz Hardware		West Hollywood, CA				AMEX #8-81009/8-82007	(400.04)
6054	06/23/13	(38.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX #8-81009/8-82007	(19.00)
6055	06/23/13	(51.50)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX #8-81009/8-82007	(26.75)
6056	07/07/13	(5,685.80)	Shopping (CA)	CB2/Sunell		Los Angeles, CA				AMEX 5-723003	(2,842.90)
6057	07/11/13	(410.18)	Shopping (CA)	Target		Los Angeles, CA				AMEX #8-81009/8-82007	(205.09)
6058	07/13/13	(528.90)	Shopping (CA)	Apple Store		Los Angeles, CA				AMEX 5-723003	(264.45)
6059	07/19/13	(82.84)	Shopping (CA)	Bloomingdale's		Los Angeles, CA				Visa #3832	(41.42)
6060	07/19/13	(68.16)	Shopping (CA)	Casanova Accessory		Los Angeles, CA				WF #5397	(34.08)

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 4, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6061	07/18/13	(20.00)	Shopping (CA)	Century City Santa		Los Angeles, CA				WF #5397	(10.00)
6062	07/17/13	(444.72)	Shopping (CA)	John Verratos		Dominguez, CA				AMEX #0-81009/H0-82007	(221.38)
6063	07/19/13	(392.56)	Shopping (CA)	Lowe's		Los Angeles, CA				AMEX #0-81009/H0-82007	(196.28)
6064	07/20/13	(298.60)	Shopping (CA)	CB2/Sunset		Los Angeles, CA				AMEX #5-321003	(149.30)
6065	07/21/13	(80.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX #0-81009/H0-82007	(40.00)
6066	08/03/13	(48.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX #0-81009/H0-82007	(24.00)
6067	08/04/13	(1,085.64)	Shopping (CA)	John Verratos		Malibu, CA				AMEX #0-81009/H0-82007	(542.82)
6068	08/18/13	(1,955.64)	Shopping (CA)	Beach Motel		Culver City, CA				AMEX #0-81009/H0-82007	(977.82)
6069	08/24/13	(82.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX #0-81009/H0-82007	(26.00)
6070	08/24/13	(196.18)	Shopping (CA)	Bloomington's		Los Angeles, CA				AMEX #0-81009/H0-82007	(58.09)
6071	08/25/13	(420.98)	Shopping (CA)	Target		Van Nuys, CA				AMEX #0-81009/H0-82007	(210.49)
6072	08/29/13	3,047.64	Shopping (CA)	CB2/Sunset - credit		Los Angeles, CA		AMEX 5-323003	1,523.82		
6073	08/31/13	(141.70)	Shopping (CA)	Bloomington's		Los Angeles, CA				AMEX #0-81009/H0-82007	(70.85)
6074	09/07/13	(40.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX #0-81009/H0-82007	(20.00)
6075	09/07/13	(28.16)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX #0-81009/H0-82007	(14.08)
6076	09/11/13	(40.90)	Shopping (CA)	Apple Online USA		Cupertino, CA				AMEX #0-81009/H0-82007	(20.45)
6077	09/21/13	(40.90)	Shopping (CA)	Apple Online USA		Cupertino, CA				AMEX #0-81009/H0-82007	(20.45)
6078	09/21/13	(2,197.58)	Shopping (CA)	Apple Online USA		Cupertino, CA				AMEX #0-81009/H0-82007	(1,098.79)
6079	10/11/13	(414.24)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX #0-81009/H0-82007	(207.02)
6080	10/11/13	(24.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX #0-81009/H0-82007	(12.00)
6081	10/20/13	(203.74)	Shopping (CA)	Spirit Halloween		Canterbury, CA				AMEX #0-81009/H0-82007	(101.88)
6082	10/21/13	(150.68)	Shopping (CA)	Target		West Hollywood, CA				AMEX #0-81009/H0-82007	(75.34)
6083	10/26/13	(82.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX #0-81009/H0-82007	(26.00)
6084	10/31/13	(61.02)	Shopping (CA)	Kodak News		Los Angeles, CA				AMEX #0-81009/H0-82007	(30.51)
6085	10/31/13	(246.92)	Shopping (CA)	Beverages & More		Los Angeles, CA				AMEX #0-81009/H0-82007	(123.46)
6086	11/16/13	(3,341.96)	Shopping (CA)	Sony Store Century		Los Angeles, CA				AMEX #0-81009/H0-82007	(1,670.98)
6087	11/16/13	(72.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX #0-81009/H0-82007	(36.00)
6088	12/15/13	(300.20)	Shopping (CA)	Target		Van Nuys, CA				AMEX #0-81009/H0-82007	(150.10)
6089	12/22/13	(24.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX #0-81009/H0-82007	(12.00)
6090	12/22/13	(98.10)	Shopping (CA)	Bloomington's		Los Angeles, CA				AMEX #0-81009/H0-82007	(49.05)
6091	12/22/13	(335.72)	Shopping (CA)	AG Place Retail		Los Angeles, CA				AMEX #0-81009/H0-82007	(167.85)
6092	12/23/13	(654.00)	Shopping (CA)	AG Place Retail		Los Angeles, CA				AMEX #0-81009/H0-82007	(327.00)
6093	12/23/13	(1,417.00)	Shopping (CA)	Bloomington's		Los Angeles, CA				AMEX #0-81009/H0-82007	(708.50)
6094	12/23/13	(1,774.52)	Shopping (CA)	John Verratos		Hollywood, CA				WF Visa #1032	(887.26)
6095	12/23/13	(326.98)	Shopping (CA)	Best Buy		West Hollywood, CA				AMEX #0-81009/H0-82007	(163.49)
6096	01/15/14	(94.74)	Shopping (CA)	Pavilion Store		West Hollywood, CA				AMEX #0-81009/H0-82007	(47.38)
6097	01/17/14	(191.84)	Shopping (CA)	AG Place Retail		Los Angeles, CA				AMEX #0-81009/H0-82007	(95.92)

Rapod v. Rapod
Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 8, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6098	01/19/14	(76.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX w/- 81009/w/-82007	(38.00)
6099	02/01/14	(300.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX w/- 81009/w/-82007	(50.00)
6100	03/08/14	(60.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX w/- 81009/w/-82007	(30.00)
6101	03/19/14	(78.48)	Shopping (CA)	P1 Travel Collection		Los Angeles, CA				AMEX w/- 81009/w/-82007	(39.24)
6107	04/04/14	(48.00)	Shopping (CA)	ALL Boredom Inc		Endre, CA				AMEX w/- 81009/w/-82007	(24.00)
6103	04/12/14	(32.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX w/- 81009/w/-82007	(16.00)
6104	05/17/14	(24.00)	Shopping (CA)	Century City Santa M		Los Angeles, CA				AMEX w/- 81009/w/-82007	(12.00)
6105	06/26/14	(124.24)	Shopping (CA)	Hugo Boss Su nset		Los Angeles, CA				AMEX w/- 81009/w/-82007	(62.12)
6106	06/17/14	(48.16)	Shopping (CA)	Big S Sporting Goods		Culver City, CA				AMEX w/- 81009/w/-82007	(24.08)
6107	08/02/14	(497.04)	Shopping (CA)	John Varvatos		Malibu, CA				AMEX w/- 81009/w/-82007	(248.52)
6108	08/03/14	(209.28)	Shopping (CA)	AG Place Retail		Los Angeles, CA				AMEX w/- 81009/w/-82007	(104.64)
6109	08/09/14	(24.00)	Shopping (CA)	Westfield Mall		Los Angeles, CA				AMEX w/- 81009/w/-82007	(12.00)
6110	08/09/14	(2,885.04)	Shopping (CA)	Apple Store		Los Angeles, CA				AMEX S-723003	(1,442.52)
6111	08/18/14	(124.40)	Shopping (CA)	Target		Los Angeles, CA				AMEX w/- 81009/w/-82007	(62.20)
6112	08/10/14	(24.00)	Shopping (CA)	Westfield Mall		Los Angeles, CA				AMEX w/- 81009/w/-82007	(12.00)
6113	08/10/14	(26.00)	Shopping (CA)	Westfield Mall		Los Angeles, CA				AMEX w/- 81009/w/-82007	(13.00)
6114	08/20/14	(48.00)	Shopping (CA)	Westfield Mall		Los Angeles, CA				AMEX w/- 81009/w/-82007	(24.00)
6115	08/29/14	(225.42)	Shopping (CA)	Staples, Inc.		Los Angeles, CA				BoFA 6446	(112.71)
6116	09/07/14	(614.20)	Shopping (CA)	AG Place Retail LA		Los Angeles, CA				Visa 5285	(307.10)
6117	09/18/14	(1,030.00)	Shopping (CA)	Paschute Market		Los Angeles, CA				AMEX w/- 81009/w/-82007	(515.00)
6118	10/11/14	(28.00)	Shopping (CA)	Westfield Mall		Los Angeles, CA				AMEX w/- 81009/w/-82007	(14.00)
6119	10/12/14	(202.88)	Shopping (CA)	Huillar Hollywood		West Hollywood, CA				AMEX w/- 81009/w/-82007	(101.44)
6120	10/17/14	(501.34)	Shopping (CA)	Best Buy		Hawthorne, CA				AMEX w/- 81009/w/-82007	(250.68)
6121	10/16/14	(2,655.10)	Shopping (CA)	Gianni Versace		Beverly Hills, CA				AMEX w/- 81009/w/-82007	(1,327.55)
6122	11/08/14	(80.00)	Shopping (CA)	Westfield Mall		Los Angeles, CA				AMEX w/- 81009/w/-82007	(40.00)
6123	11/15/14	(32.00)	Shopping (CA)	Westfield Mall		Los Angeles, CA				AMEX w/- 81009/w/-82007	(16.00)
6124	11/23/14	(24.00)	Shopping (CA)	Westfield Mall		Los Angeles, CA				AMEX w/- 81009/w/-82007	(12.00)
6125	12/02/14	(284.20)	Shopping (CA)	Try's Electron		Manhattan Beach, CA				BoFA 6446	(142.10)
6126	12/13/14	(28.00)	Shopping (CA)	Westfield Mall		Los Angeles, CA				AMEX w/- 81009/w/-82007	(14.00)
6127	12/13/14	(2,563.64)	Shopping (CA)	Apple Store		Los Angeles, CA				AMEX S-723003	(1,281.82)
6128	12/27/14	(1,122.92)	Shopping (CA)	Beverages & More		Los Angeles, CA				AMEX S-723003	(561.46)
6129	01/02/15	(691.06)	Shopping (CA)	AG Place Retail		Los Angeles, CA				AMEX w/- 81009/w/-82007	(345.53)
6130	01/09/15	(123.76)	Shopping (CA)	Nordstrom		Los Angeles, CA				AMEX w/- 81009/w/-82007	(61.88)
6131	01/03/15	(152.20)	Shopping (CA)	Brookstone		San Francisco, CA				AMEX w/- 81009/w/-82007	(76.10)
6132	01/17/15	(370.60)	Shopping (CA)	AG Place Retail		Los Angeles, CA				AMEX w/- 81009/w/-82007	(185.30)
6133	02/18/15	(281.22)	Shopping (CA)	Lusby Brand		Los Angeles, CA				AMEX w/- 81009/w/-82007	(140.61)
6134	01/18/15	(24.00)	Shopping (CA)	Westfield Mall		Los Angeles, CA				AMEX w/- 81009/w/-82007	(12.00)
6135	01/20/15	(406.00)	Shopping (CA)	Westfield Cpt. withdrud		Santa Monica, CA				BoFA 6446	(203.00)

Kagud v. Kagud
Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amount	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6136	01/31/15	(24.00)	Shopping (CA)	Westfield Mall		Los Angeles, CA				AMEX ID-81009/HO-82007	(17.00)
6137	02/07/15	(16.00)	Shopping (CA)	Westfield Mall		Los Angeles, CA				AMEX ID-81009/HO-82007	(18.00)
6138	02/09/15	(924.00)	Shopping (CA)	Lucky Brand		Los Angeles, CA				BoFA 6446	(462.00)
6139	02/09/15	(152.40)	Shopping (CA)	Hordstrom		Burbank, CA				BoFA 6446	(76.20)
6140	02/13/15	(362.44)	Shopping (CA)	Lucky Brand		Los Angeles, CA				AMEX ID-81009/HO-82007	(181.22)
6141	02/17/15	(729.22)	Shopping (CA)	Barneys Republic		Los Angeles, CA				BoFA 6446	(364.61)
6142	02/17/15	(924.82)	Shopping (CA)	Hugo Boss		Los Angeles, CA				BoFA 6446	(462.41)
6143	02/21/15	(832.76)	Shopping (CA)	Hordstrom		Los Angeles, CA				AMEX ID-81009/HO-82007	(416.38)
6144	02/23/15	(1,399.56)	Shopping (CA)	Brooks Brothers		Los Angeles, CA				BoFA 6446	(699.78)
6145	02/27/15	(189.34)	Shopping (CA)	Target		Los Angeles, CA				AMEX ID-81009/HO-82007	(94.67)
6146	03/14/15	(136.00)	Shopping (CA)	Westfield Mall		Los Angeles, CA				AMEX ID-81009/HO-82007	(18.00)
6147	03/21/15	(104.64)	Shopping (CA)	Michal Rogin		Los Angeles, CA				VISA 5325	(52.32)
6148	03/21/15	(124.00)	Shopping (CA)	Westfield Mall		Los Angeles, CA				AMEX ID-81009/HO-82007	(17.00)
6149	03/22/15	(3,878.74)	Shopping (CA)	Rubin Chapelle		Malibu, CA				AMEX ID-81009/HO-82007	(1,939.37)
6150	03/28/15	(555.94)	Shopping (CA)	Sunglass Hut		Los Angeles, CA				AMEX ID-81009/HO-82007	(277.97)
6151	04/18/15	(193.84)	Shopping (CA)	Ag Place Retail		Los Angeles, CA				AMEX ID-81009/HO-82007	(95.92)
6152	04/18/15	(194.88)	Shopping (CA)	Ag Place Retail		Los Angeles, CA				AMEX S-723003	(97.44)
6153	04/18/15	(48.00)	Shopping (CA)	Westfield Mall		Los Angeles, CA				AMEX ID-81009/HO-82007	(14.00)
6154	05/13/15	(2,586.10)	Shopping (CA)	Hugo Boss		Beverly Hills, CA				AMEX ID-81009/HO-82007	(1,293.05)
6155	05/26/15	(584.84)	Shopping (CA)	Lucky Brand		Los Angeles, CA				BoFA 6446	(292.42)
6156	05/29/15	(107.92)	Shopping (CA)	Lucky Brand		Los Angeles, CA				AMEX ID-81009/HO-82007	(53.96)
6157	05/31/15	(1,797.40)	Shopping (CA)	Beverages and more		Marine Del Rey, CA				AMEX S-723003	(898.70)
6158	06/03/15	(3,197.63)	Shopping (CA)	Bed Bath & Beyond		Los Angeles, CA				AMEX S-723003	(1,598.81)
6159	06/06/15	(719.20)	Shopping (CA)	Apple Store		Los Angeles, CA				AMEX ID-81009/HO-82007	(159.60)
6160	06/08/15	(988.42)	Shopping (CA)	Brooks Brothers		Los Angeles, CA				BoFA 6446	(494.21)
6161	06/11/15	(863.28)	Shopping (CA)	Bloomingdale's		Los Angeles, CA				AMEX ID-81009/HO-82007	(431.64)
6162	06/12/15	(442.00)	Shopping (CA)	IPC Westwood		Los Angeles, CA				AMEX ID-81009/HO-82007	(221.00)
6163	06/16/15	43.60	Shopping (CA)	Hugo Boss		Beverly Hills, CA		AMEX ID-81009/HO-82007	21.80		
6164	06/19/15	(427.28)	Shopping (CA)	Hordstrom	Los Angeles, CA					AMEX S-723003	(213.64)
6165	06/22/15	(719.20)	Shopping (CA)	Luxoptics Ret Group		Los Angeles, CA				WF 45397	(359.60)
6166	06/27/15	(894.72)	Shopping (CA)	Luxulmon		New York, NY				AMEX S-723003	(447.36)
6167	07/01/15	(248.46)	Shopping (CA)	Big 5 Sporting Goods		Van Nuys, CA				BoFA 6446	(124.23)
6168	07/03/15	(272.54)	Shopping (CA)	PGLTD		Hollywood, CA				AMEX ID-81009/HO-82007	(136.27)
6169	07/05/15	(74.12)	Shopping (CA)	Hordstrom		Los Angeles, CA				AMEX ID-81009/HO-82007	(37.06)
6170	07/06/15	(1,209.66)	Shopping (CA)	Bed Bath & Beyond		Beverly Hills, CA				AMEX S-723003	(604.83)
6171	07/06/15	(156.56)	Shopping (CA)	Gap USA		Los Angeles, CA				BoFA 6446	(78.28)
6172	07/13/15	(42.48)	Shopping (CA)	ATM Purchase		Beverly Hills, CA				WF 46253	(21.24)
6173	07/15/15	(136.00)	Shopping (CA)	Purchase 450 N. Beverly Hills		Beverly Hills, CA				WF 45397	(18.00)
6174	07/16/15	(863.74)	Shopping (CA)	Bed Bath and Beyond		Hawthorne, CA				AMEX ID-81009/HO-82007	(430.87)
6175	07/17/15	(87.18)	Shopping (CA)	Blumenfeld Flowers		Los Angeles, CA				AMEX ID-81009/HO-82007	(43.59)
6176	07/20/15	(640.00)	Shopping (CA)	Clare's Tailors		CA				BoFA 6446	(320.00)
6177	07/21/15	(1,176.32)	Shopping (CA)	Hordstrom		Los Angeles, CA				BoFA 6446	(588.16)
6178	07/21/15	(2,927.52)	Shopping (CA)	Hordstrom		Los Angeles, CA				AMEX ID-81009/HO-82007	(1,463.76)
6179	07/23/15	(443.72)	Shopping (CA)	PGLTD		Hollywood, CA				AMEX ID-81009/HO-82007	(221.86)
6180	07/31/15	(59.00)	Shopping (CA)	Target		Los Angeles, CA				AMEX ID-81009/HO-82007	(29.50)

Kajal v. Kajal
Los Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6183	08/11/15	(272.58)	Shopping (CA)	Best Buy		Hollywood, CA		AMEX id-81009/NO-81007		AMEX id-81009/NO-81007	(119.29)
6182	08/17/15	(241.90)	Shopping (CA)	Duluth Trading Co.				Visa x5185		Visa x5185	(171.95)
6183	08/24/15	(161.20)	Shopping (CA)	Bloomingdales.com				Visa x5185		Visa x5185	(80.85)
6184	08/28/15	(228.88)	Shopping (CA)	New Balance				Visa x5185		Visa x5185	(174.44)
6185	08/28/15	(730.22)	Shopping (CA)	Wal-Mart		Los Angeles, CA		AMEX id-81009/NO-81007		AMEX id-81009/NO-81007	(185.13)
6186	09/01/15	(152.00)	Shopping (CA)	Blue Mountain Coffee				Visa x5185		Visa x5185	(76.00)
6187	09/02/15	(252.00)	Shopping (CA)	Duluth Trading Co.				Visa x5185		Visa x5185	(125.00)
6188	09/06/15	(117.58)	Shopping (CA)	Fashion Island		Newport Beach, CA		AMEX id-81009/NO-81007		AMEX id-81009/NO-81007	(56.29)
6189	09/07/15	(251.80)	Shopping (CA)	Tommy John				Visa x5185		Visa x5185	(128.44)
6190	09/09/15	(272.44)	Shopping (CA)	Brookstone		Los Angeles, CA		BoFA 6446		BoFA 6446	(136.22)
6191	09/09/15	(151.52)	Shopping (CA)	Lucky Brand		Los Angeles, CA		BoFA 6446		BoFA 6446	(75.76)
6192	09/16/15	(1,177.10)	Shopping (CA)	Bloomingdales.com				Visa x5185		Visa x5185	(588.60)
6193	09/16/15	(1,177.10)	Shopping (CA)	Yamaguchi Senses		Los Angeles, CA		AMEX id-81005		AMEX id-81005	(54.49)
6194	09/21/15	(44.00)	Shopping (CA)	US Bank Purchase		Los Angeles, CA		BoFA 6446		BoFA 6446	(22.00)
6195	09/21/15	(178.48)	Shopping (CA)	Orchard Supply		Los Angeles, CA		BoFA 6446		BoFA 6446	(88.24)
6196	09/24/15	(155.02)	Shopping (CA)	Kate and Store		Seal Beach, CA		BoFA 6446		BoFA 6446	(16.51)
6197	09/27/15	(161.20)	Shopping (CA)	Apple Online				Visa x5185		Visa x5185	(81.61)
6198	09/28/15	(408.30)	Shopping (CA)	Blooming's		Century City, CA		BoFA 6446		BoFA 6446	(201.65)
6199	09/30/15	(1,531.83)	Shopping (CA)	Apple Online				Visa x5185		Visa x5185	(761.81)
6200	10/14/15	(1,531.83)	Shopping (CA)	Wine.com		CA		Visa x5185		Visa x5185	(51.42)
6201	10/18/15	(1,531.83)	Shopping (CA)	West Elm		CA		AMEX id-81005		AMEX id-81005	(534.17)
6202	10/19/15	(1,531.83)	Shopping (CA)	Wine.com		CA		Visa x5185		Visa x5185	(157.07)
6203	10/21/15	(479.60)	Shopping (CA)	LuluLemon		Pasadena, CA		BoFA 6446		BoFA 6446	(230.60)
6204	10/21/15	(479.60)	Shopping (CA)	West Elm		CA		AMEX id-81005		AMEX id-81005	(24.96)
6205	10/22/15	(479.60)	Shopping (CA)	Crane & Barrel				AMEX id-81005		AMEX id-81005	(28.55)
6206	10/22/15	(479.60)	Shopping (CA)	Crane & Barrel				AMEX id-81005		AMEX id-81005	(381.38)
6207	10/29/15	(479.60)	Shopping (CA)	Apple Online		CA		AMEX id-81005		AMEX id-81005	(1,024.92)
6208	10/29/15	(479.60)	Shopping (CA)	Apple Online		CA		AMEX id-81005		AMEX id-81005	(139.00)
6209	10/31/15	(479.60)	Shopping (CA)	David Yurman		Beverly Hills, CA		AMEX id-81005		AMEX id-81005	(6,014.00)
6210	11/06/15	(479.60)	Shopping (CA)	West Elm		CA		AMEX id-81005		AMEX id-81005	(214.74)
6211	11/07/15	(479.60)	Shopping (CA)	Seppert Island Fashion		San Diego, CA		AMEX id-81005		AMEX id-81005	(24.65)
6212	11/10/15	(479.60)	Shopping (CA)	Horton & Corwin R233		Hollywood, CA		WY Visa 11037		WY Visa 11037	(15.85)
6213	11/18/15	(479.60)	Shopping (CA)	Bed Bath & Beyond				AMEX id-81005		AMEX id-81005	(60.30)
6214	11/24/15	(479.60)	Shopping (CA)	Duluth Trading Co.				Visa x5185		Visa x5185	(103.50)
6215	11/27/15	(479.60)	Shopping (CA)	The Cushman Store		Los Angeles, CA		AMEX id-81005		AMEX id-81005	(200.00)
6216	11/27/15	(479.60)	Shopping (CA)	IFC Westwood		Los Angeles, CA		AMEX id-81005		AMEX id-81005	(47.33)
6217	11/27/15	(479.60)	Shopping (CA)	Wal-Mart		Los Angeles, CA		AMEX id-81005		AMEX id-81005	(148.23)
6218	11/27/15	(479.60)	Shopping (CA)	IFC Theatre				Visa x5185		Visa x5185	(32.00)
6219	11/27/15	(479.60)	Shopping (CA)	IFC Theatre				Visa x5185		Visa x5185	(32.00)
6220	11/28/15	(479.60)	Shopping (CA)	Nike		Santa Monica, CA		AMEX id-81005		AMEX id-81005	(79.94)
6221	11/29/15	(479.60)	Shopping (CA)	Ritzy		CA		AMEX id-81005		AMEX id-81005	(78.25)
6222	11/29/15	(479.60)	Shopping (CA)	LuluLemon		Santa Monica, CA		AMEX id-81005		AMEX id-81005	(268.28)
6223	11/30/15	(479.60)	Shopping (CA)	United LLC		San Francisco, CA		AMEX id-81005		AMEX id-81005	(152.75)
6224	12/02/15	(479.60)	Shopping (CA)	Nordstrom		Santa Monica, CA		AMEX id-81005		AMEX id-81005	(174.35)
6225	12/02/15	(479.60)	Shopping (CA)	Nordstrom		Santa Monica, CA		BoFA 6446		BoFA 6446	(228.45)
6226	12/11/15	(479.60)	Shopping (CA)	Bloomingdales		Los Angeles, CA		AMEX id-81005		AMEX id-81005	(181.50)
6227	12/13/15	(479.60)	Shopping (CA)	IFC Westwood		Los Angeles, CA		AMEX id-81005		AMEX id-81005	(116.00)
6228	12/13/15	(479.60)	Shopping (CA)	IFC Westwood		Los Angeles, CA		AMEX id-81005		AMEX id-81005	(133.25)
6229	12/16/15	(479.60)	Shopping (CA)	Apple Online				AMEX id-81005		AMEX id-81005	(1,414.82)
6230	12/21/15	(479.60)	Shopping (CA)	Michael Kors		Los Angeles, CA		BoFA 6446		BoFA 6446	(218.00)
6231	04/20/06	(396.32)	Shopping (NV)	Majestic Resort West		Las Vegas, NV		AMEX S-723003		AMEX S-723003	(198.28)
6232	04/21/06	(248.10)	Shopping (NV)	Ulla		Henderson NV		BoFA 6446		BoFA 6446	(124.05)
6233	04/21/06	(248.10)	Shopping (NV)	Kohls		Henderson NV		BoFA 6446		BoFA 6446	(106.17)
6234	04/21/06	(170.12)	Shopping (NV)	Steak 'n' Shake		Henderson NV		BoFA 6446		BoFA 6446	(85.06)
6235	05/12/06	(104.88)	Shopping (NV)	Long Drugs Stores		Henderson NV		BoFA 6446		BoFA 6446	(52.49)
6236	06/18/06	(53.70)	Shopping (NV)	Bedders Books		Henderson NV		BoFA 6446		BoFA 6446	(128.38)
6237	06/27/06	(216.83)	Shopping (NV)	Wal-Mart		Henderson NV		BoFA 6446		BoFA 6446	(108.44)
6238	06/27/06	(216.83)	Shopping (NV)	Wal-Mart		Henderson NV		BoFA 6446		BoFA 6446	(124.47)
6239	06/01/06	(10.94)	Shopping (NV)	Wal-Mart		Las Vegas, NV		AMEX S-723003		AMEX S-723003	(88.08)
6240	07/01/06	(731.14)	Shopping (NV)	Wal-Mart		Las Vegas, NV		AMEX S-723003		AMEX S-723003	(366.13)
6241	07/01/06	(731.14)	Shopping (NV)	Wal-Mart		Henderson NV		BoFA 6446		BoFA 6446	(93.57)
6242	06/11/06	(187.14)	Shopping (NV)	Wal-Mart		Henderson NV		BoFA 6446		BoFA 6446	(84.62)
6243	11/01/06	(129.24)	Shopping (NV)	Target		Henderson NV		BoFA 6446		BoFA 6446	(404.08)
6244	11/10/06	(86.40)	Shopping (NV)	Wal-Mart		Henderson NV		BoFA 6446		BoFA 6446	(49.20)
6245	11/21/06	(101.12)	Shopping (NV)	Wal-Mart		Henderson NV		BoFA 6446		BoFA 6446	(50.54)
6246	01/12/09	(329.70)	Shopping (NV)	Blooming's		Las Vegas NV		BoFA 6446		BoFA 6446	(164.95)

Kopel v. Kopel
Las Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Line	Check Number	Location	Notes	Account	Amount	Account	Amount
6248	01/20/09	(50.54)	Shopping (NV)	Books Brother		Las Vegas NV			-	BoFA 6446	(325.27)
6249	01/20/09	(233.28)	Shopping (NV)	Kohl's		Henderson NV			-	BoFA 6446	(106.64)
6250	02/02/09	(372.40)	Shopping (NV)	Kohl's		Henderson NV			-	BoFA 6446	(84.70)
6251	02/03/09	(46.16)	Shopping (NV)	Kmart		Henderson NV			-	BoFA 6446	(72.08)
6252	03/09/09	(21.52)	Shopping (NV)	Radio Shack		Henderson NV			-	BoFA 6446	(10.74)
6253	05/11/09	(320.22)	Shopping (NV)	Ludger Pericles Inc		Las Vegas NV			-	BoFA 6446	(160.13)
6254	05/18/09	(53.78)	Shopping (NV)	DSW Shoe Warehouse		Las Vegas NV			-	BoFA 6446	(26.88)
6255	06/09/09	(46.10)	Shopping (NV)	Skum Retail		Las Vegas NV			-	BoFA 6446	(43.05)
6256	07/06/09	(21.62)	Shopping (NV)	Tommy Bahama		Primm NV			-	BoFA 6446	(10.81)
6257	07/13/09	(172.94)	Shopping (NV)	Best Buy		Henderson NV			-	BoFA 6446	(86.47)
6258	07/13/09	(72.08)	Shopping (NV)	Walmart		Henderson NV			-	BoFA 6446	(38.04)
6259	09/14/09	(82.70)	Shopping (NV)	Snow Mountain Smoke		Las Vegas NV			-	BoFA 6446	(31.35)
6260	09/28/09	(61.82)	Shopping (NV)	WM Supercenter		Las Vegas NV			-	BoFA 6446	(45.91)
6261	01/04/10	(40.06)	Shopping (NV)	Walmart		Henderson NV			-	BoFA 6446	(20.03)
6262	01/11/10	(457.70)	Shopping (NV)	Wal-Mart Las Vegas		Las Vegas NV			-	AMEX x8	(218.85)
6263	02/16/10	(1,104.68)	Shopping (NV)	Hugo Boss		Las Vegas NV			-	89006/cb-88000	(352.34)
6264	06/01/10	(108.10)	Shopping (NV)	Target		Henderson, NV			-	BoFA 6446	(109.15)
6265	06/01/10	(153.84)	Shopping (NV)	J Crew Factory		Las Vegas, NV			-	BoFA 6446	(176.67)
6266	06/01/10	(405.10)	Shopping (NV)	Brooks Brothers		Las Vegas, NV			-	BoFA 6446	(202.56)
6267	06/14/10	(103.85)	Shopping (NV)	Wal-mart		Henderson, NV			-	BoFA 6446	(151.93)
6268	06/18/10	(137.82)	Shopping (NV)	Gap		Henderson, NV			-	BoFA 6446	(58.12)
6269	12/23/10	(566.02)	Shopping (NV)	Henderson		Las Vegas, NV			-	Chase x5999	(283.03)
6270	03/15/11	(62.72)	Shopping (NV)	Rangoon News Bureau		Las Vegas, NV			-	Vibe x3832	(51.16)
6271	12/31/11	(276.74)	Shopping (NV)	Swim Shop		Las Vegas, NV			-	Chase x5999	(238.37)
6272	06/20/12	(350.00)	Shopping (NV)	Zappos		NV			-	AMEX 5-723003	(175.00)
6273	03/06/13	(78.90)	Shopping (NV)	Campus Club School		Las Vegas NV			-	AMEX x0-	(39.93)
6274	08/16/13	(566.78)	Shopping (NV)	Zappos		NV			-	81009/x0-82007	(283.59)
6275	06/09/14	(14.96)	Shopping (NV)	Rangoon News Bureau		Las Vegas NV			-	AMEX x0-	(17.48)
6276	03/13/15	(49.78)	Shopping (NV)	Hudson News		Las Vegas, NV			-	WT x5397	(24.89)
6277	06/26/15	(55.00)	Shopping (NV)	Ethel's Chot		Las Vegas, NV			-	WT x5397	(28.00)
6278	06/09/15	(296.96)	Shopping (NV)	Target		Las Vegas, NV			-	BoFA 6446	(148.48)
6279	06/10/15	(333.52)	Shopping (NV)	CVS.com		NV			-	Vibe x5185	(166.79)
6280	10/18/15	(1,488.99)	Shopping (NV)	Super Liquid		Las Vegas, NV			-	AMEX x0-88000	(47.88)
6281	12/02/08	(3,019.94)	Shopping (online)	walmart.com					-	AMEX x5-	(1,514.97)
6282	12/18/08	(688.46)	Shopping (online)	Reim Marcus Online		Inding TX			-	AMEX x5-	(244.74)
6283	03/30/09	(193.90)	Shopping (online)	richardvols.com					-	BoFA 6446	(89.85)
6284	04/13/09	(6,346.00)	Shopping (online)	Best Buy - online		Abrington, MA			-	AMEX 5-723003	(3,292.00)
6285	06/12/09	(108.88)	Shopping (online)	Brookstone.com					-	AMEX x3-	(54.44)
6286	06/29/09	(51.60)	Shopping (online)	Barnes&Noble.com					-	BoFA 6446	(25.80)
6287	07/29/09	(246.64)	Shopping (online)	Tumi.com					-	AMEX 5-723003	(122.32)
6288	12/09/08	(243.20)	Shopping (online)	walmart.com					-	AMEX x0-	(121.60)
6289	03/03/10	(359.82)	Shopping (online)	Cafehian.com					-	89006/cb-88000	(179.94)
6290	06/02/10	(637.70)	Shopping (online)	Cafehian.com					-	BoFA 6446	(318.85)
6291	08/04/10	(127.32)	Shopping (online)	Apple Web Store					-	AMEX x3-	(63.66)
6292	08/04/10	(85.62)	Shopping (online)	Apple Web Store					-	89006/cb-88000	(42.81)
6293	08/14/10	(1,835.66)	Shopping (online)	Apple Web Store					-	AMEX x3-	(917.83)
6294	08/16/10	(198.00)	Shopping (online)	Apple Web Store					-	AMEX x5-	(99.00)
6295	09/16/10	(3,818.66)	Shopping (online)	Apple Web Store					-	89006/cb-88000	(1,909.33)
6296	12/14/10	(3,019.96)	Shopping (online)	Walmart.com					-	AMEX x0-	(1,509.94)
6297	12/17/10	(183.12)	Shopping (online)	Apple Web Store - online		TX			-	AMEX x0-	(93.56)
6298	12/21/10	(3,019.94)	Shopping (online)	Walmart.com					-	89006/cb-88000	(1,514.97)
6299	12/25/10	148.66	Shopping (online)	Apple Web Store - credit					-	AMEX x0-	78.83
6300	02/12/11	(57.04)	Shopping (online)	Target.com					-	Vibe x3432	(28.52)
6301	01/13/11	(21.92)	Shopping (online)	Target.com					-	Vibe x3432	(10.96)

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE [ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE]]

Ref	Date	Unmatched Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6302	06/03/11	(243.06)	Shopping (online)	Walmart.com						AMEX 18-89008/18-89000	(121.53)
6303	07/13/11	(158.00)	Shopping (online)	Apple Web Store - online		Austin, TX				AMEX 18-89008/18-89000	(79.00)
6304	07/14/11	(63.08)	Shopping (online)	Apple Web Store - online		Austin, TX				AMEX 18-89008/18-89000	(31.54)
6305	07/14/11	(63.08)	Shopping (online)	Apple Web Store - online		Austin, TX				AMEX 18-89008/18-89000	(31.54)
6306	07/15/11	(1,815.09)	Shopping (online)	Apple Web Store - online		Austin, TX				AMEX 18-89008/18-89000	(907.54)
6307	08/19/11	(100.00)	Shopping (online)	Zappos						AMEX 18-89008/18-89000	(50.00)
6308	10/16/11	(398.00)	Shopping (online)	Apple Web Store - online						AMEX 18-89008/18-89000	(199.00)
6309	10/27/11	(729.08)	Shopping (online)	Apple Web Store - online						AMEX 18-89008/18-89000	(364.54)
6310	11/18/11	(5,000.00)	Shopping (online)	Walmart.com						AMEX 18-89008/18-89000	(2,500.00)
6311	12/06/11	(279.90)	Shopping (online)	Online Shows						AMEX 18-89008/18-89000	(139.95)
6312	02/03/12	(899.96)	Shopping (online)	Ebi *ebags.com						BoFA 6446	(449.98)
6313	02/23/12	(319.98)	Shopping (online)	Ebi *ebags.com						BoFA 6446	(159.99)
6314	04/06/12	(497.78)	Shopping (online)	Asi *www.shopbango.life						BoFA 6446	(248.89)
6315	08/31/12	(570.00)	Shopping (online)	Zappos.com						BoFA 6446	(285.00)
6316	12/12/12	(1,600.00)	Shopping (online)	Walmart.com		Bentonville, AR	apparel h/ware			AMEX 18-89008/18-89000	(800.00)
6317	12/17/12	(1,025.96)	Shopping (online)	Walmart.com		Bentonville, AR				AMEX 18-89008/18-89000	(512.98)
6318	03/21/14	(239.80)	Shopping (online)	recordergear.com		ID				AMEX 18-89008/18-89000	(119.90)
6319	04/21/14	(279.80)	Shopping (online)	recordergear.com		ID				AMEX 18-89008/18-89000	(139.90)
6320	01/28/14	(2,576.20)	Shopping (online)	Apple Online USA		CA				AMEX 18-89008/18-89000	(1288.10)
6321	05/15/14	(375.68)	Shopping (online)	Ebi *ebags.com		CO				AMEX 18-89008/18-89000	(187.84)
6322	07/25/14	(198.00)	Shopping (online)	Apple Onlineusa		CA				AMEX 18-89008/18-89000	(99.00)
6323	07/25/14	(2,012.64)	Shopping (online)	Apple Onlineusa		CA				AMEX 18-89008/18-89000	(1,006.32)
6324	08/18/14	(33.66)	Shopping (online)	Walmart.com		AR				AMEX 18-89008/18-89000	(16.83)
6325	09/09/14	(887.32)	Shopping (online)	Judicewebstore.com						AMEX 18-89008/18-89000	(443.66)
6326	09/20/14	(1,994.64)	Shopping (online)	Apple Onlineusa		CA				AMEX 18-89008/18-89000	(997.32)
6327	09/23/14	2,012.64	Shopping (online)	Apple Onlineusa		CA		AMEX 18-89008/18-89000	1,006.32		
6328	09/23/14	198.00	Shopping (online)	Apple Onlineusa		CA		AMEX 18-89008/18-89000	99.00		
6329	12/10/14	(218.00)	Shopping (online)	Apple Onlineusa		CA				AMEX 18-89008/18-89000	(109.00)
6330	12/10/14	(1,668.82)	Shopping (online)	Apple Onlineusa		CA				AMEX 18-89008/18-89000	(834.41)
6331	12/16/14	(791.68)	Shopping (online)	Ebi *ebags.com		CO				AMEX 18-89008/18-89000	(395.84)
6332	01/26/15	(435.88)	Shopping (online)	Bestbuy.com						AMEX 18-89008/18-89000	(217.94)
6333	09/14/15	(2,031.84)	Shopping (online)	Apple Online		CA				AMEX 18-89008/18-89000	(1,015.92)
6334	10/17/15		Shopping (online)	Esay.com						AMEX 18-89008/18-89000	(59.88)
6335	10/18/15		Shopping (online)	Esay.com						AMEX 18-89008/18-89000	(29.94)
6336	11/02/15		Shopping (online)	Anthropologie.com						AMEX 18-89008/18-89000	(248.54)
6337	11/13/15		Shopping (online)	Bestbuy.com						AMEX 18-89008/18-89000	(124.27)
6338	11/30/15		Shopping (online)	Anthropologie.com						AMEX 18-89008/18-89000	(124.27)
6339	05/15/09	(60.10)	Shopping (other states)	Hudson News		Danvers CO				BoFA 6446	(30.05)
6340	06/04/09	(57.78)	Shopping (other states)	Porters		Philadelphia PA				BoFA 6446	(28.89)
6341	06/14/09	(532.58)	Shopping (other states)	Johnston & Murphy		Danvers CO				BoFA 6446	(266.29)
6342	04/15/10	(150.45)	Shopping (other states)	Wal Supercenter		Pittsburgh, Pennsylvania				BoFA 6446	(75.23)
6343	04/16/10	(235.28)	Shopping (other states)	Wal-mart		Pittsburgh, Pennsylvania				BoFA 6446	(117.62)
6344	05/15/10	(5,894.40)	Shopping (other states)	Urban Mattress		Boulder, CO				AMEX 18-89008/18-89000	(2,947.20)
6345	05/15/10	(4,406.12)	Shopping (other states)	Pottery Barn		Littleton, CO				AMEX 18-89008/18-89000	(2,203.06)
6346	05/28/10	(7,297.54)	Shopping (other states)	West Bay		CO				AMEX 18-89008/18-89000	(3,648.77)
6347	05/27/10	(132.98)	Shopping (other states)	Target		WV				AMEX 18-89008/18-89000	(66.49)
6348	05/28/10	(2,739.84)	Shopping (other states)	Crate & Barrel		Danvers, CO				AMEX 18-89008/18-89000	(1,369.92)
6349	05/28/10	(990.76)	Shopping (other states)	Urban Mattress		Boulder, CO				AMEX 18-89008/18-89000	(495.38)
6350	06/01/10	(575.40)	Shopping (other states)	Pottery Barn		Littleton, CO				AMEX 18-89008/18-89000	(287.70)

TRANSACTIONS THAT COMPRSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unreversed Amounts	AT Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6353	06/02/10	(420.84)	Shopping (other states)	Best Buy		Denver, CO				VISA #3832	(215.43)
6352	06/06/10	(732.38)	Shopping (other states)	Bed Bath & Beyond		Denver, CO				VISA #3832	(366.19)
6351	06/17/10	(933.25)	Shopping (other states)	EUR* Crate & Barrel		IL				VISA #3832	(490.94)
6350	06/17/10	(95.34)	Shopping (other states)	Urban Mattress		Boulder, CO			VISA #3832		
6355	07/26/10	(616.34)	Shopping (other states)	Brooks Brothers		New Jersey				BoFA 6446	(308.17)
6356	08/09/10	(150.48)	Shopping (other states)	Brooks Brothers		New Jersey				BoFA 6446	(75.24)
6357	08/11/10	(132.89)	Shopping (other states)	Highland Wine and Liqu		Denver, CO				BoFA 6446	(126.44)
6358	08/31/10	(197.20)	Shopping (other states)	IMagic of Disney		Orlando, FL				AMEX S-723003	(78.60)
6359	09/08/10	(123.16)	Shopping (other states)	Johnston & Murphy		Denver, CO				AMEX S-723003	(161.58)
6360	09/21/10	(261.86)	Shopping (other states)	SNC		King of Prussia				AMEX S-723003	(130.98)
6361	09/28/10	(423.88)	Shopping (other states)	Brooks Brothers		Washington, DC				AMEX S-723003	(110.94)
6362	11/08/10	(436.99)	Shopping (other states)	Blackbell Shop		TX				WIF #5397	(208.49)
6363	11/23/10	(407.40)	Shopping (other states)	Target		Englewood, CO				BoFA 6446	(193.73)
6364	11/25/10	(484.89)	Shopping (other states)	Brookstone		Merrimack, NH				AMEX S-723003	(242.44)
6365	12/06/10	(35.00)	Shopping (other states)	Cosmopolitan Mag		NY				Chase #5999	(17.50)
6366	12/19/10	(215.34)	Shopping (other states)	Brookstone		Denver, CO				AMEX #8-	(107.67)
6367	01/04/11	(383.24)	Shopping (other states)	Target		Glendale, CO				#9008/#-88000	
6368	03/04/11	(45.92)	Shopping (other states)	Target		Rosemont, IL				BoFA 6446	(191.82)
6369	05/06/11	(51.04)	Shopping (other states)	Hudson AMS		South, FL				BoFA 6446	(23.48)
6370	05/12/11	(375.90)	Shopping (other states)	Brookstone		Chicago, IL				AMEX #8-	(27.52)
6371	06/20/11	(123.18)	Shopping (other states)	Argonaut		Denver, CO	liquor store			#9008/#-88000	
6372	09/06/11	(300.00)	Shopping (other states)	Johnston & Murphy		Hewlett, NJ				BoFA 6446	(41.56)
6373	11/10/11	(1,208.00)	Shopping (other states)	Brooks Brothers		Philadelphia, PA				BoFA 6446	(150.00)
6374	11/24/11	(1,712.20)	Shopping (other states)	Robinson Luggage						BoFA 6446	(604.00)
6375	11/22/11	(568.64)	Shopping (other states)	Brooks Brothers		CT				BoFA 6446	(858.60)
6376	11/23/11	(417.70)	Shopping (other states)	Brookstone						AMEX S-723003	(284.32)
6377	12/04/11	(556.98)	Shopping (other states)	1206 Brooks Brothers						VISA #3832	(208.85)
6378	12/11/11	(20.98)	Shopping (other states)	Hudson News		VA				BoFA 6446	(279.49)
6379	11/22/11	(370.20)	Shopping (other states)	Harry and David		OR				AMEX #8-	(10.49)
6380	02/01/12	(356.18)	Shopping (other states)	Argonaut		Denver, CO	liquor store			#9008/#-88000	
6381	08/05/12	(432.80)	Shopping (other states)	Brooks Brothers		CT				AMEX #8-	(178.19)
6382	03/06/12	(193.34)	Shopping (other states)	New Vitality		NY				#9008/#-88000	
6383	03/09/12	(432.80)	Shopping (other states)	Brooks Brothers		CT				BoFA 6446	(216.40)
6384	05/02/12	(235.06)	Shopping (other states)	New Vitality		Farmingdale, NY				AMEX S-723003	(107.53)
6385	06/05/12	(1,559.62)	Shopping (other states)	Crate & Barrel		Denver, CO				AMEX #8-	(779.81)
6386	06/05/12	(443.10)	Shopping (other states)	Bed Bath & Beyond		Denver, CO				#9008/#-88000	
6387	06/18/12	(234.04)	Shopping (other states)	Dreemillies						AMEX #8-	(137.02)
6388	06/19/12	(240.20)	Shopping (other states)	Crate & Barrel		CO				AMEX #8-	(120.10)
6389	06/21/12	(1,248.40)	Shopping (other states)	Hugo Boss		New York, New York				#9008/#-88000	
6390	06/21/12	(604.70)	Shopping (other states)	Brooks Brothers		CT				BoFA 6446	(202.35)
6391	07/30/12	(497.58)	Shopping (other states)	Pottery Barn		CO				AMEX #8-	(218.79)
6392	08/02/12	(193.34)	Shopping (other states)	New Vitality		Farmingdale, NY				#9008/#-88000	
6393	08/22/12	(991.70)	Shopping (other states)	Brooks Brothers		CT				AMEX S-723003	(486.67)
6394	09/07/12	(19,575.00)	Shopping (other states)	Dollarfare Sports Onli		Fort Worth TX				BoFA 6446	(485.85)
6395	10/18/12	(1,307.84)	Shopping (other states)	Sheplers		Greenwood VII CO				AMEX #8-	(9,787.50)
6396	11/02/12	(183.34)	Shopping (other states)	Agless Male		Farmingdale, NY				#1009/#-82007	
6397	12/18/12	(434.98)	Shopping (other states)	Brookstone		NH				AMEX S-723003	(96.67)
6398	12/20/12	(339.98)	Shopping (other states)	Andover Liquors		Andover MA				BoFA 6446	(217.49)
6399	01/05/13	(106.04)	Shopping (other states)	Target		CO				AMEX #8-	(149.99)
6400	01/21/13	(418.01)	Shopping (other states)	Montblanc		Chicago, IL				#1009/#-82007	
6401	01/21/13	(216.48)	Shopping (other states)	Innovation/Airport Onl		Chicago, IL				AMEX #8-	(73.02)
6402	02/04/13	(193.78)	Shopping (other states)	Agless Male		Farmingdale, NY				BoFA 6446	(214.01)
										AMEX S-723003	(486.67)

Kopod v. Kopod
Las Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unmatched Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6403	02/25/13	(211.60)	Shopping (other states)	Target		Denver CO				AMEX #0-81009/H0-82007	(105.80)
6404	05/02/13	(50.94)	Shopping (other states)	Hudson AMS		San Jose, FL				VISA #3832	(25.47)
6405	06/24/13	(93.88)	Shopping (other states)	Ray Allen Manufacturer		CO				AMEX #0-81009/H0-82007	(46.94)
6406	07/10/13	(3,020.14)	Shopping (other states)	Brooks Brothers		CT				BoFA #4446	(310.07)
6407	07/29/13	(359.90)	Shopping (other states)	Motorcycle Superstore		OR				VISA #3832	(179.93)
6408	09/04/13	(192.78)	Shopping (other states)	Ageless Male		Farmingdale, NY				AMEX S-723003	(96.49)
6409	09/10/13	(86.58)	Shopping (other states)	Brookstone Company		Dallas TX				AMEX #0-81009/H0-82007	(43.29)
6410	09/23/13	(820.32)	Shopping (other states)	Gamo USA Corp.		FL				VISA #3832	(400.76)
6411	09/27/13	(195.65)	Shopping (other states)	Gamo USA Corp		FL				VISA #3832	(97.93)
6412	10/20/13	(215.92)	Shopping (other states)	Air Gun Depot						VISA #3832	(157.96)
6413	11/19/13	(1,137.94)	Shopping (other states)	Brooks Brothers		CT				VISA #3832	(568.98)
6414	11/26/13	(193.78)	Shopping (other states)	Ageless Male		Farmingdale, NY				AMEX S-723003	(96.49)
6415	11/26/13	(217.42)	Shopping (other states)	Joie & Mena		Englewood CO				AMEX #0-81009/H0-82007	(58.71)
6416	12/13/13	(221.98)	Shopping (other states)	Motorcycle Superstore		OR				VISA #3832	(110.99)
6417	01/02/14	(539.94)	Shopping (other states)	Motorcycle Superstore		OR				VISA #3832	(319.99)
6418	01/27/14	(408.18)	Shopping (other states)	Maple LLC		MI				VISA #3832	(204.09)
6419	02/04/14	(142.90)	Shopping (other states)	DT Dukin Trading CO		WI				VISA #3832	(71.45)
6420	02/06/14	(429.80)	Shopping (other states)	DT Dukin Trading CO		WI				VISA #3832	(214.93)
6421	02/16/14	(293.73)	Shopping (other states)	Ageless Male		Farmingdale NY				AMEX S-723003	(146.89)
6422	04/17/14	(683.00)	Shopping (other states)	ZeroHabitat		MI				VISA #3832	(341.50)
6423	04/23/14	(290.20)	Shopping (other states)	NSW New Balance		MO				VISA #3832	(145.10)
6424	04/24/14	(502.28)	Shopping (other states)	Geoffrey Lewis LTD		Washington DC				AMEX #0-81009/H0-82007	(251.14)
6425	05/27/14	(193.78)	Shopping (other states)	Ageless Male		Farmingdale NY				AMEX S-723003	(96.49)
6426	06/11/14	(117.00)	Shopping (other states)	Mercy		New York NY				AMEX #0-81009/H0-82007	(58.50)
6427	06/19/14	174.18	Shopping (other states)	Ageless Male		Farmingdale NY		AMEX S-723003	87.08		
6428	06/28/14	(719.98)	Shopping (other states)	Cordepat		WI				AMEX #0-81009/H0-82007	(359.99)
6429	07/26/14	(411.64)	Shopping (other states)	John Varvatos		NY				VISA #3832	(215.82)
6430	09/10/14	(1,384.54)	Shopping (other states)	Brooks Brothers		CT				VISA #3832	(692.27)
6431	11/29/14	(244.88)	Shopping (other states)	NSW New Balance		MO				VISA #3832	(122.44)
6432	12/01/14	(1,305.36)	Shopping (other states)	John Varvatos		NY				VISA #3832	(652.69)
6433	12/10/14	(132.57)	Shopping (other states)	Outrage Power Products		LA				VISA #3832	(66.28)
6434	12/13/14	(233.60)	Shopping (other states)	Outrage Power Products		LA				VISA #3832	(116.80)
6435	12/17/14	(194.00)	Shopping (other states)	www.outragepower.com		Lebanon PA				VISA #3832	(97.00)
6436	01/04/15	(234.88)	Shopping (other states)	NSW New Balance		MO				VISA #3832	(117.44)
6437	02/05/15	(94.64)	Shopping (other states)	Kohl's Dept. Store		CO				BoFA #4446	(47.32)
6438	10/16/15		Shopping (other states)	Room & Board - Wash		MN				AMEX #0-81009/H0-82007	(46.09)
6439	10/16/15		Shopping (other states)	The Shedes Store		Port Chester, NY				AMEX #0-81009/H0-82007	(1,472.14)
6440	10/18/15		Shopping (other states)	Kirben Outfitters		Philadelphia, PA				AMEX #0-81009/H0-82007	(84.13)
6441	10/18/15		Shopping (other states)	Rejuvenation Inc		OR				AMEX #0-81009/H0-82007	(134.76)
6442	10/19/15		Shopping (other states)	Wayfair		MA				AMEX #0-81009/H0-82007	(126.95)
6443	10/19/15		Shopping (other states)	Design Within Reach		Stamford, CT				AMEX #0-81009/H0-82007	(190.82)
6444	11/18/15		Shopping (other states)	Cater Cord Co		Denver, CO				AMEX #0-81009/H0-82007	(54.01)
6445	03/31/06	(10.54)	Uncategorized	News & Gifts		Las Vegas NV				BoFA #4446	(5.28)
6446	04/01/06	(168.40)	Uncategorized	CIT CIT		Midway VA				AMEX #0-81009/H0-82007	(84.20)
6447	04/10/06	(470.40)	Uncategorized	CIT CIT		Midway VA				AMEX #0-81009/H0-82007	(235.20)
6448	06/06/06	(1,115.86)	Uncategorized	Online Bill Payment - DGA						BoFA #4446	(559.83)
6449	06/06/06	(1,282.28)	Uncategorized	Online Bill Payment - DGA						BoFA #4446	(641.14)
6450	06/06/06	(2,000.00)	Uncategorized	Online Bill Payment - DGA						BoFA #4446	(1,000.00)
6451	06/09/06	(285.22)	Uncategorized	Online Bill Payment - DGA						BoFA #4446	(142.61)
6452	07/04/06	(118.00)	Uncategorized	Paradise Philadelphia		Philadelphia PA				BoFA #4446	(59.00)
6453	07/04/06	(1,000.00)	Uncategorized	Comcast, LLC		DC				AMEX #0-81009/H0-82007	(500.00)
6454	11/19/08	(308.00)	Uncategorized	Modern Healthcare Solutions		MI				AMEX #0-81009/H0-82007	(154.00)
6455	11/25/08	(44.00)	Uncategorized	Crain Communications		Detroit MI				AMEX #0-81009/H0-82007	(22.00)
6456	03/16/09	(100.00)	Uncategorized	Chen's	367		No Payee Listed			BoFA #4446	(50.00)
6457	03/19/09	(906.00)	Uncategorized	Old West Gallery						AMEX #0-81009/H0-82007	(453.00)
6458	04/07/09	(87.90)	Uncategorized	Call from Germany						Chase #5499	(43.95)

Kopod v. Kopod
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TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unreconciled Amount	AT Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6459	04/08/09	(198.00)	Uncategorized	Cash Reg Transfer Cmr						AMEX x8-89008	(198.00)
6460	04/08/09	(1.90)	Uncategorized	Card Validation						Chase x5999	(0.95)
6461	04/10/09	(75.62)	Uncategorized	Call From Germany						Chase x5999	(87.81)
6462	04/22/09	(210.00)	Uncategorized	Brown and <illegible>	382					BoFA 6446	(105.00)
6463	04/25/09	(3,000.00)	Uncategorized	BSW Inc						BoFA 6446	(1,500.00)
6464	04/27/09	(2,048.00)	Uncategorized	B B B <illegible>	383					BoFA 6446	(1,024.00)
6465	05/08/09	(286.46)	Uncategorized	ISA	392					BoFA 6446	(143.23)
6466	05/08/09	(1,410.00)	Uncategorized	ISA	393					BoFA 6446	(710.00)
6467	05/11/09	(36.72)	Uncategorized	WFS/Las Vegas		Las Vegas NV				BoFA 6446	(18.36)
6468	05/12/09	(2,000.00)	Uncategorized	<illegible>	397					BoFA 6446	(1,000.00)
6469	05/13/09	(500.00)	Uncategorized	<illegible> dept of M S Society	398					BoFA 6446	(250.00)
6470	06/01/09	(1,400.00)	Uncategorized	<blank>	374					BoFA 6446	(700.00)
6471	07/21/09	(65.18)	Uncategorized	Oph of Las Vegas		Henderson NV	Electrical			BoFA 6446	(32.59)
6472	07/30/09	(2,373.60)	Uncategorized	BSW Inc						BoFA 6446	(1,186.80)
6473	08/12/09	(13.80)	Uncategorized	Intellus						AMEX x8-89008	(6.90)
6474	08/13/09	(750.00)	Uncategorized	<illegible>	402					BoFA 6446	(375.00)
6475	08/13/09	(1,400.00)	Uncategorized	<blank>	404					BoFA 6446	(700.00)
6476	08/18/09	(800.00)	Uncategorized	<illegible>	405					BoFA 6446	(400.00)
6477	09/09/09	(84.00)	Uncategorized	DE Ecuador S.A.						BoFA 6446	(42.00)
6478	09/10/09	(678.86)	Uncategorized	MB Web Express						BoFA 6446	(339.43)
6479	09/28/09	(2,859.84)	Uncategorized	perush.com						AMEX x8-89008	(1,429.92)
6480	10/21/09	(302.64)	Uncategorized	<illegible>	425					BoFA 6446	(151.32)
6481	12/01/09	(1,000.00)	Uncategorized	<illegible>	428					BoFA 6446	(500.00)
6482	12/15/09	(40.00)	Uncategorized	<illegible>	347					BoFA 6446	(20.00)
6483	12/17/09	(280.00)	Uncategorized	ISA	3947					BoFA 6446	(140.00)
6484	12/18/09	(1,000.00)	Uncategorized	DSCC						AMEX x8-89008	(1,000.00)
6485	12/18/09	(1,000.00)	Uncategorized	T <illegible>	234					BoFA 6446	(500.00)
6486	12/22/09	(2,043.90)	Uncategorized	GCC Giftcertificatesmaha						AMEX x8-89008	(1,021.95)
6487	12/28/09	(1,100.00)	Uncategorized	<blank>	238					BoFA 6446	(550.00)
6488	12/29/09	(700.00)	Uncategorized	<blank>	238					BoFA 6446	(350.00)
6489	01/25/10	(1,500.00)	Uncategorized	<illegible>	242					BoFA 6446	(750.00)
6490	02/08/10	(2,243.68)	Uncategorized	Wild Things		AZ				Vibe x3832	(631.84)
6491	02/08/10	(380.00)	Uncategorized	<illegible>	247					BoFA 6446	(190.00)
6492	02/26/10	(180.00)	Uncategorized	ISA	3004					BoFA 6446	(90.00)
6493	03/08/10	(1,400.00)	Uncategorized	<illegible>	433					BoFA 6446	(700.00)
6494	04/14/10	(1,604.90)	Uncategorized	Star WE		Pittsburgh Pennsylvania				BoFA 6446	(802.45)
6495	04/15/10	(3,340.00)	Uncategorized	<illegible>	432					BoFA 6446	(1,670.00)
6496	05/05/10	(300.00)	Uncategorized	<illegible>	438					BoFA 6446	(150.00)
6497	05/10/10	(800.00)	Uncategorized	<illegible>	446					BoFA 6446	(400.00)
6498	05/17/10	(58.78)	Uncategorized	Have Corn		Dulles VA				BoFA 6446	(29.39)
6499	05/17/10	(606.00)	Uncategorized	Chevy Chase Fe		Dulles Airport, VA				BoFA 6446	(303.00)
6500	05/20/10	(340.00)	Uncategorized	ISA						BoFA 6446	(170.00)
6501	06/02/10	(272.62)	Uncategorized	MB Web Express						BoFA 6446	(136.31)
6502	07/06/10	(405.00)	Uncategorized	North Laps		Laguna Beach, CA				BoFA 6446	(202.50)
6503	07/10/10	(200.00)	Uncategorized	Uncustoms Trusted						AMEX x8-89008	(100.00)
6504	08/10/10	(600.00)	Uncategorized	<illegible>	461					BoFA 6446	(300.00)
6505	08/12/10	(65.12)	Uncategorized	M&M Corp		Denver, CO				BoFA 6446	(32.56)
6506	08/16/10	(844.80)	Uncategorized	B&W Pay Acs Educational online 1061						WF x5397	(422.40)
6507	09/01/10	(166.00)	Uncategorized	A Wings Passport						AMEX x8-89008	(83.00)
6508	09/10/10	(1,018.80)	Uncategorized	B&W Pay Acs Educational online 1061						WF x5397	(509.40)
6509	09/14/10	(185.88)	Uncategorized	<illegible>	1005					BoFA 6446	(92.94)
6510	09/27/10	(150.00)	Uncategorized	Insurance Therapy		Washington, DC				Vibe x3832	(75.00)
6511	09/30/10	(258.00)	Uncategorized	Wm.com Inc	1129	New York, NY				Chase x5999	(129.00)
6512	10/26/10	(400.00)	Uncategorized	Harven Books						WF x5397	(200.00)
6513	11/27/10	(900.00)	Uncategorized	ISA	9219					BoFA 6446	(450.00)
6514	12/13/10	(111.80)	Uncategorized	E-commerce - Smad.com						BoFA 6446	(55.90)
6515	12/23/10	(234.00)	Uncategorized	Seiber Health in Roma						Vibe x3832	(117.00)
6516	12/24/10	(122.80)	Uncategorized	Hish upUSA.com						Vibe x3832	(61.40)
6517	01/05/11	(900.00)	Uncategorized	BCMSO Fee		VT				Chase x5999	(450.00)
6518	01/10/11	(600.00)	Uncategorized	RDC	1123					WF x5397	(300.00)
6519	02/10/11	(1,340.00)	Uncategorized	RDC	1122					WF x5397	(670.00)

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TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS) (HIGHLIGHTED IN ORANGE)

Ref	Date	Unmarshaled Amounts	AF Category	Description			Inflows		Outflows		
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6520	01/10/11	(399.98)	Uncategorized	Nature's Health Food				WF x5397	(399.98)		
6521	01/27/11	(30.00)	Uncategorized	Direct Mtg Internet				AMEX x8-89008	(15.00)		
6522	01/27/11	(76.10)	Uncategorized	<illegible>	1070			BoFA 6446	(76.00)		
6523	01/31/11	(1,000.00)	Uncategorized	Adv Education Se Checkprint 0106				WF x5397	(500.00)		
6524	02/18/11	(12.68)	Uncategorized	Boots				BoFA 6446	(8.34)		
6525	02/18/11	(0.34)	Uncategorized	Boots		Heathrow - International Transaction Fee		BoFA 6446	(0.19)		
6526	03/03/11	(4,000.00)	Uncategorized	<blank>	1089			WF x5397	(2,000.00)		
6527	03/06/11	(85.00)	Uncategorized	Cooperstown				Chase x5999	(17.50)		
6528	07/28/11	(300.00)	Uncategorized	<illegible>	485			BoFA 6446	(150.00)		
6529	08/18/11	(199.00)	Uncategorized	Request A T Request		OH		AMEX x8-89008	(99.00)		
6530	09/07/11	(78.74)	Uncategorized	W H Smith Travel			Pounds sterling currency	AMEX x8-89008	(39.37)		
6531	09/11/11	(85.64)	Uncategorized	Hunter Newbury, LLC		NV		VISA x3832	(47.82)		
6532	09/21/11	(238.72)	Uncategorized	PKWV.com				VISA x3832	(119.36)		
6533	09/23/11	(126.32)	Uncategorized	Power Systems				VISA x3832	(64.16)		
6534	09/24/11	(210.00)	Uncategorized	Clayton's	1355		License Application	WF x5397	(115.00)		
6535	10/25/11	(48.00)	Uncategorized	<illegible>	1202		Chase	BoFA 6446	(24.00)		
6536	11/06/11	(311.10)	Uncategorized	Jerusalem Coffee				VISA x3832	(155.55)		
6537	11/12/11	(400.00)	Uncategorized	<illegible>	481			BoFA 6446	(200.00)		
6538	11/29/11	(438.34)	Uncategorized	<illegible>	1223			BoFA 6446	(219.17)		
6539	11/01/11	(105.90)	Uncategorized	<illegible>	1227		87040197655	BoFA 6446	(52.90)		
6540	12/11/11	(20.88)	Uncategorized	Paradise		VA		AMEX x8-89008	(10.49)		
6541	12/11/11	(215.82)	Uncategorized	CDG 2F Principal				VISA x3832	(107.91)		
6542	12/21/11	(64.18)	Uncategorized	Los Vegas 44		Las Vegas, NV		AMEX x8-89008	(32.09)		
6543	12/24/11	(39.70)	Uncategorized	LCA Collections Btl Payment				BoFA 6446	(19.60)		
6544	01/18/12	(527.50)	Uncategorized	Mallinckrodt				AMEX x8-89008	(263.75)		
6545	01/23/12	(720.00)	Uncategorized	ISA	9449			BoFA 6446	(360.00)		
6546	02/01/12	(700.00)	Uncategorized	Scentsungang Sherrading	1191			WF x5397	(350.00)		
6547	02/01/12	(680.00)	Uncategorized	<illegible>	490			BoFA 6446	(340.00)		
6548	02/07/12	(131.70)	Uncategorized	For Your Legs				VISA x3832	(65.85)		
6549	02/23/12	(778.98)	Uncategorized	Credit Balance Refund				Chase x5999	(389.49)		
6550	02/24/12	(400.00)	Uncategorized	Philosophical Style Inc.	1247			WF x5397	(200.00)		
6551	02/29/12	(2,400.00)	Uncategorized	<illegible>	1241		Appears to be signed by Dennis	WF x5397	(1,200.00)		
6552	03/03/12	(253.50)	Uncategorized	Dragon Bleu				VISA x3832	(126.75)		
6553	03/09/12	(1,489.80)	Uncategorized	<illegible>	1283			BoFA 6446	(744.90)		
6554	03/12/12	(149.96)	Uncategorized	Shed Doctor INC				VISA x3832	(74.98)		
6555	03/22/12	(154.13)	Uncategorized	J. A. Thomas & Company				VISA x3832	(77.06)		
6556	04/02/12	(24.00)	Uncategorized	<illegible>	1297			BoFA 6446	(12.00)		
6557	04/02/12	(530.00)	Uncategorized	Chico's Net				BoFA 6446	(265.00)		
6558	04/03/12	(618.64)	Uncategorized	American Exchange		Boston, MA		BoFA 6446	(309.32)		
6559	04/19/12	(1,600.00)	Uncategorized	<illegible> Tax Board	498			BoFA 6446	(800.00)		
6560	05/18/12	(750.00)	Uncategorized	HSOR	1406		2002 Lincoln St. #2513	WF x5397	(375.00)		
6561	05/21/12	(1,445.18)	Uncategorized	Traveler's Choice				BoFA 6446	(722.59)		
6562	06/27/12	(500.00)	Uncategorized	<illegible>	499			BoFA 6446	(250.00)		
6563	07/10/12	(187.14)	Uncategorized	CheckCard				BoFA 6446	(93.57)		
6564	07/23/12	(272.06)	Uncategorized	Credit Balance Refund				Chase x5999	(136.03)		
6565	08/01/12	(400.00)	Uncategorized	<illegible>	486			BoFA 6446	(200.00)		
6566	08/14/12	(1,306.00)	Uncategorized	MSR LLC	1459		2573	WF x5397	(653.00)		
6567	09/18/12	(1,547.38)	Uncategorized	OKP <illegible>	1383		OKP 253110	WF x5397	(773.69)		
6568	09/25/12	(3.00)	Uncategorized	Public Works		Denver CO		WF x8870	(1.50)		
6569	11/09/12	(80.00)	Uncategorized	Rock N Park		San Diego, CA		AMEX x8-81009	(40.00)		
6570	11/13/12	(1,600.00)	Uncategorized	Elg <illegible>	501		<illegible>	BoFA 6446	(800.00)		
6571	01/20/13	(100.20)	Uncategorized	Joer Place				AMEX x8-81009	(50.10)		
6572	01/22/13	(2,000.00)	Uncategorized	Time <illegible>	1456		paint	WF x5397	(1,000.00)		
6573	01/22/13	(3,000.00)	Uncategorized	Point Loma	1475		2406 one month	WF x5397	(1,500.00)		
6574	01/23/13	(190.00)	Uncategorized	Redcarpetclub		AZ		AMEX x8-81009	(95.00)		
6575	01/31/13	(1,975.54)	Uncategorized	Designed Receivable Solution Btl Payment				BoFA 6446	(987.77)		
6576	02/04/13	(747.72)	Uncategorized	ISA, Inc				AMEX x8-81009	(373.86)		

Xogod + Xogod
Los Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6577	03/21/13	(1.00)	Uncategorized	USA Vend at Air Serve		MW				AMEX w/-	(1.50)
6578	04/01/13	(220.00)	Uncategorized	HTZ	9072		006-001569			BoFA 6446	(210.00)
6579	05/13/13	(2,030.00)	Uncategorized	Larocca	1681					WF x5387	(1,015.00)
6580	05/13/13	(1,410.00)	Uncategorized	Larocca	1682					WF x5397	(706.00)
6581	05/23/13	(1,050.00)	Uncategorized	Olivia Twit	1691					WF x5397	(525.00)
6582	05/25/13	(186.44)	Uncategorized	[Redacted] Inform of Incheon Incheon Restaurant		Incheon South Korea				AMEX w/-	(93.22)
6583	05/28/13	(1,350.00)	Uncategorized	Elate Group	1689					WF x5397	(675.00)
6584	06/05/13	(64.00)	Uncategorized	Event Ticket Insurance		Richmond VA				AMEX w/-	(42.00)
6585	06/19/13	(1,540.00)	Uncategorized	Adelical Group	1701					WF x5397	(770.00)
6586	06/21/13	(1,000.00)	Uncategorized	Facts Sector	1700					WF x5387	(500.00)
6587	07/03/13	(3,875.00)	Uncategorized	Generalmotion Online						WF x5397	(1,937.50)
6588	07/25/13	(1,500.00)	Uncategorized	Oak Pass Road AS						WF x5397	(750.00)
6589	08/01/13	(200.00)	Uncategorized	OPRA	3722		gate <illegible>			WF x5397	(100.00)
6590	08/05/13	(82.00)	Uncategorized	Facts Facts						WF x5387	(41.00)
6591	08/26/13	(511.28)	Uncategorized	Plumbie House		NY				VISA x3832	(255.64)
6592	11/15/13	(1,000.00)	Uncategorized	Mortgage Services						AMEX w/-	(500.00)
6593	11/16/13	(72.00)	Uncategorized	Elaine Wilson/ R/Venice		CA				AMEX w/-	(36.00)
6594	12/24/13	(55.14)	Uncategorized	Econo Rial Fajardo		PR				AMEX w/-	(27.57)
6595	01/07/14	(2,000.00)	Uncategorized	OSCC Online Web		Washington DC				AMEX w/-	(1,000.00)
6596	01/15/14	(64.00)	Uncategorized	Monaco Market						AMEX w/-	(32.00)
6597	01/24/14	(2,400.00)	Uncategorized	Evential Inc	1787					WF x5387	(1,200.00)
6598	02/03/14	(1,900.00)	Uncategorized	Evential Inc	2542					WF x5387	(950.00)
6599	02/06/14	(4,800.00)	Uncategorized	Evential Inc	1054					UBS x45 GM	(2,400.00)
6600	02/18/14	(120.00)	Uncategorized	Wave	2555					WF x5387	(60.00)
6601	02/28/14	(200.00)	Uncategorized	Payee Unrecorded	1076					UBS x45 GM	(100.00)
6602	03/06/14	(3,000.00)	Uncategorized	OPRA	1560		9716 Oak Pass			WF x5387	(1,500.00)
6603	04/17/14	(66.32)	Uncategorized	Soho		Denver CO				AMEX w/-	(43.14)
6604	05/06/14	(537.62)	Uncategorized	The Western Pine Exports						AMEX w/-	(268.81)
6605	05/09/14	(270.00)	Uncategorized	Jasmine Blue						AMEX w/-	(135.00)
6606	06/02/14	(261.40)	Uncategorized	Le Maison Du						AMEX w/-	(130.70)
6607	06/13/14	(532.50)	Uncategorized	Washington Dulles		Dulles VA				AMEX w/-	(266.25)
6608	06/16/14	(200.00)	Uncategorized	Travelpro		DC				VISA x5185	(100.00)
6609	07/02/14	(269.98)	Uncategorized	America						BoFA 6446	(134.99)
6610	07/17/14	(97.10)	Uncategorized	Vail Valley Jet		CO				AMEX w/-	(48.55)
6611	08/12/14	(260.00)	Uncategorized	<illegible>	1894					WF x5397	(130.00)
6612	08/15/14	(215.88)	Uncategorized	Sinclair Energy	1900					WF x5397	(107.94)
6613	08/24/14	(50.00)	Uncategorized	Valley Guard						AMEX w/-	(25.00)
6614	08/24/14	(1,685.98)	Uncategorized	Valley Guard						AMEX w/-	(842.99)
6615	08/24/14	(832.98)	Uncategorized	Valley Guard						AMEX w/-	(416.49)
6616	08/24/14	(544.16)	Uncategorized	Valley Guard						AMEX w/-	(272.08)
6617	08/25/14	(4,470.00)	Uncategorized	Jacques Inc	2112					UBS x45 GM	(2,235.00)
6618	09/02/14	(7,000.00)	Uncategorized	EES Inc	2114					UBS x45 GM	(3,500.00)
6619	09/05/14	(303.86)	Uncategorized	Valley Guard						AMEX w/-	(151.93)
6620	09/12/14	(6,798.00)	Uncategorized	Link Int?		Dulles M/N	Description: Business Services			AMEX w/-	(3,399.00)
6621	09/18/14	(2,226.38)	Uncategorized	EES Inc						BoFA 6446	(1,113.19)
6622	09/19/14	(220.00)	Uncategorized	<illegible>	1904	VA				WF x5397	(110.00)
6623	09/30/14	(1.84)	Uncategorized	Airlines Conv Fee						AMEX w/-	(0.92)
6624	09/30/14	(74.00)	Uncategorized	Airlines Conv Fee		AZ				AMEX w/-	(37.00)
6625	10/02/14	(153.72)	Uncategorized	Kanpai						AMEX w/-	(76.86)
6626	10/12/14	(2,800.00)	Uncategorized	A Plus Taylor	2122					UBS x45 GM	(1,400.00)

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
5627	10/25/14	(78.00)	Uncategorized	On Site Rental Expense		Mountain View CA				AMEX #0-81009/40-82007	(18.00)
5628	11/03/14	(2,000.00)	Uncategorized	USA Burtch	1975					WF #5397	(1,500.00)
5629	11/06/14	(8,880.00)	Uncategorized	Essex MCC	1141					UBS #45 GM	(6,440.00)
5630	11/07/14	(24.54)	Uncategorized	Market Place		Denver CO				AMEX #0-81009/40-82007	(12.33)
5631	11/11/14	(957.19)	Uncategorized	Servino Del Bene USA		Jamaica NY				AMEX #0-81009/40-82007	(478.18)
5632	12/18/14	(60.00)	Uncategorized	Reagan Rental	1841		unes gift ms <illegible> nika			WF #5397	(50.00)
5633	12/29/14	(2,000.00)	Uncategorized	<illegible>	2083					WF #5397	(1,000.00)
5634	01/09/15	(1,000.00)	Uncategorized	<illegible> Investments	2084		AFT 102			WF #5397	(500.00)
5635	01/21/15	(2,211.88)	Uncategorized	NV Las Vegas 3950 Las Vegas Blvd		Las Vegas, NV				AMEX 5-723003	(605.99)
5636	01/22/15	(600.00)	Uncategorized	<illegible>	2081					WF #5397	(100.00)
5637	01/25/15	(401.78)	Uncategorized	JT 8023		Los Angeles, CA				AMEX #0-81009/40-82007	(700.88)
5638	01/28/15	(6.30)	Uncategorized	Backpage.com						AMEX #0-81009/40-82007	(9.40)
5639	01/19/15	(350.00)	Uncategorized	Luka <illegible>	2092					WF #5397	(175.00)
5640	01/20/15	(1,400.00)	Uncategorized	<illegible>	2117					WF #5397	(700.00)
5641	01/09/15	(300.00)	Uncategorized	Mitros	2143					WF #5397	(150.00)
5642	03/10/15	(1,010.00)	Uncategorized	VIP Global						AMEX #0-81009/40-82007	(505.00)
5643	03/21/15	(3,000.00)	Uncategorized	CPBA Inc	2151		9716 Oak Pass			WF #5397	(1,500.00)
5644	08/21/15	(176.00)	Uncategorized	Western Alliance		Henderson, NV				BoFA #446	(181.00)
5645	02/18/15	(176.00)	Uncategorized	AMDA						VISA #5185	(68.00)
5646	04/09/15	(158.00)	Uncategorized	Barclay Card Pay						WF #5397	(78.00)
5647	04/07/15	(1,400.00)	Uncategorized	<illegible>	2152		Psychotherapy Inc			WF #5397	(700.00)
5648	04/07/15	(3,500.00)	Uncategorized	Payee Unrecorded	1125					UBS #45 GM	(1,750.00)
5649	04/09/15	(1,980.00)	Uncategorized	BTR Pay Saptic						WF #5397	(990.00)
5650	04/22/15	(196.74)	Uncategorized	C.D.C. Ushee						AMEX #0-81009/40-82007	(48.37)
5651	04/22/15	(133.24)	Uncategorized	PHAC Aerospinto						AMEX 5-713003	(66.62)
5652	04/27/15	(38.00)	Uncategorized	AMDA						VISA #5185	(19.00)
5653	05/16/15	(60,000.00)	Uncategorized	Mayrick Belandin						UBS #45 GM	(30,000.00)
5654	06/01/15	(900.00)	Uncategorized	Mitros	2159					WF #5397	(450.00)
5655	06/04/15	(780.00)	Uncategorized	Equity Bldg Inspectors	2190					WF #5397	(390.00)
5656	06/04/15	(500.00)	Uncategorized	Digital Services	2205					WF #5397	(250.00)
5657	06/09/15	(200.00)	Uncategorized	R Mattress	2225					WF #5397	(100.00)
5658	06/19/15	(99.54)	Uncategorized	Associates Pa <illegible>	2236					WF #5397	(49.77)
5659	07/01/15	(4,500.00)	Uncategorized	Essex Portfolio	2209					WF #5397	(2,250.00)
5660	07/15/15	(1,181.00)	Uncategorized	Hoffman		NV				BoFA #446	(791.50)
5661	07/20/15	(5,200.00)	Uncategorized	San Brouse AIA and Associa at Ott Bank						UBS #45 GM	(2,600.00)
5662	08/07/15	(1,350.00)	Uncategorized	Digital <illegible>	2287					WF #5397	(675.00)
5663	08/11/15	(240.00)	Uncategorized	Lightart Corporation	2291					WF #5397	(120.00)
5664	08/12/15	(100.00)	Uncategorized	Banc <illegible>	2277					WF #5397	(50.00)
5665	09/08/15	(188.83)	Uncategorized	Laguna Beach Annet						WF #5397	(94.41)
5666	09/28/15	(440.00)	Uncategorized	Wesson Martin	2307					WF #5397	(220.00)
5667	10/19/15		Uncategorized	Pay Pal Kirt JAM Design		CA				AMEX #0-81009/40-82007	(218.95)
5668	11/08/15		Uncategorized	Laguna Beach						VISA #5185	(122.58)
5669	11/10/15		Uncategorized	Harry's						VISA #5185	(60.00)
5670	11/24/15		Uncategorized	Payee Unrecorded	1247					UBS #45 GM	(2,289.28)
5671	12/02/15		Uncategorized	George	1246					UBS #45 GM	(1,618.50)
5672	12/11/15		Uncategorized	Payee Unrecorded	1243					UBS #45 GM	(630.00)
5673	12/12/15		Uncategorized	Payee Unrecorded	1264					UBS #45 GM	(3,700.00)
5674	05/23/08	(50.00)	Uncategorized (CA)	Russian Documentation		Los Angeles, CA				BoFA #446	(25.00)
5675	06/23/08	(149.80)	Uncategorized (CA)	Morning a Band of Misson		Cabazon, CA				BoFA #446	(74.90)
5676	12/08/08	(164.88)	Uncategorized (CA)	Shutters Pedals		Santa Monica, CA				BoFA #446	(82.44)
5677	12/26/08	(217.42)	Uncategorized (CA)	Perle Pastry		Los Angeles, CA				BoFA #446	(108.71)
5678	01/28/09	(108.32)	Uncategorized (CA)	CW Pico Inc		Los Angeles, CA				BoFA #446	(54.06)
5679	03/16/09	(1,260.00)	Uncategorized (CA)	Patina's Pico		Los Angeles, CA				Chase #5999	(630.00)
5680	03/24/09	(126.74)	Uncategorized (CA)	CW Pico Inc		Los Angeles, CA				BoFA #446	(63.37)
5681	08/26/09	(1,081.36)	Uncategorized (CA)	Fidelity Credit Serv		Glendale, CA				Chase #5999	(540.68)
5682	10/27/09	(548.72)	Uncategorized (CA)	FC		Stockton CA				AMEX #0-81009/40-82007	(274.36)
5683	11/09/09	(4.00)	Uncategorized (CA)	Sunset Millennium		West Hollywood, CA				BoFA #446	(2.00)
5684	01/12/10	(509.86)	Uncategorized (CA)	The Film		CA				VISA #5392	(254.93)
5685	04/13/10	(1.00)	Uncategorized (CA)	Sunset Millennium		Hollywood, CA				Chase #5999	(0.50)
5686	06/14/10	(1.00)	Uncategorized (CA)	Sunset Millennium		West Hollywood, CA				BoFA #446	(0.50)

Kapod v. Kapod
Las Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6687	06/22/10	(404.00)	Uncategorized (CA)	8017 W. 3rd Ave		Los Angeles, CA				BofA 6446	(202.00)
6688	07/01/10	(146.00)	Uncategorized (CA)	Russian Documentation		CA				Chase x3999	(23.00)
6689	10/05/10	(979.86)	Uncategorized (CA)	Serious Concepts		CA				Chase x3832	(469.51)
6690	12/07/10	(600.00)	Uncategorized (CA)	Russian Documentation		Los Angeles, CA				Chase x3999	(300.00)
6691	02/15/11	(50.00)	Uncategorized (CA)	City Los Angeles	1088	Los Angeles	109313081			WF x3887	(25.00)
6692	04/11/11	(9.80)	Uncategorized (CA)	HMSHOT VCR Airport		Richmond, CA	Canadian dollars			AMEX x8	(4.80)
6693	06/14/11	(87.82)	Uncategorized (CA)	Alyx, Inc		CA				Visa x3832	(13.91)
6694	10/18/11	(32.00)	Uncategorized (CA)	Vine		Los Angeles, CA				WF x3397	(18.00)
6695	07/06/12	(43.50)	Uncategorized (CA)	Cell Planet Corp		Los Angeles, CA				Visa x3832	(21.75)
6696	07/07/12	(180.00)	Uncategorized (CA)	Cell Planet Corp		CA				Visa x3832	(90.00)
6697	07/07/12	(12.46)	Uncategorized (CA)	PAC Gate Mart		San Francisco, CA				Visa x3832	(16.33)
6698	08/19/12	(174.00)	Uncategorized (CA)	Mayenne Thimbleau		CA				Visa x3832	(87.00)
6699	09/15/12	(470.90)	Uncategorized (CA)	Papillon		Los Angeles, CA				AMEX x0	(210.45)
6700	01/13/13	(111.70)	Uncategorized (CA)	USA		San Diego, CA				81009/x0-82007	
6701	03/09/13	(78.48)	Uncategorized (CA)	Crews of California		Los Angeles, CA				AMEX x0	(39.24)
6702	07/15/13	(332.82)	Uncategorized (CA)	Fabrocinabeverlyglen		Los Angeles, CA				81009/x0-82007	
6703	08/04/13	(878.16)	Uncategorized (CA)	TSCShop.com		CA				AMEX x0	(366.41)
6704	09/14/13	(2.00)	Uncategorized (CA)	To CI		Los Angeles, CA				AMEX x0	(1.00)
6705	10/20/13	(165.84)	Uncategorized (CA)	Beverly Glen		Los Angeles, CA				81009/x0-82007	(82.92)
6706	01/20/14	(100.24)	Uncategorized (CA)	Pets Blooms Inc Par		Los Angeles, CA				AMEX x0	(50.14)
6707	04/28/14	(28.92)	Uncategorized (CA)	Beverly Glen		Los Angeles, CA				AMEX x0	(14.46)
6708	05/05/14	(1,200.48)	Uncategorized (CA)	Travlers Currency		San Francisco, CA				81009/x0-82007	
6709	05/25/14	(152.62)	Uncategorized (CA)	Beverly Wilshire Rot.		Beverly Hills, CA				AMEX x0	(76.31)
6710	07/03/14	(891.04)	Uncategorized (CA)	Beverly Glen		Los Angeles, CA				81009/x0-82007	(447.52)
6711	07/09/14	(35.80)	Uncategorized (CA)	Beverly Glen		Los Angeles, CA				AMEX x0	(17.90)
6712	07/11/14	(22.16)	Uncategorized (CA)	MSB		El Segundo, CA				81009/x0-82007	(11.18)
6713	07/11/14	(100.00)	Uncategorized (CA)	USA		Hawthorne, CA				AMEX x0	(50.00)
6714	07/15/14	(231.40)	Uncategorized (CA)	Beverly Glen		Los Angeles, CA				81009/x0-82007	(115.80)
6715	08/04/14	(16.00)	Uncategorized (CA)	First Financial Plaza		Endro, CA				AMEX x0	(8.00)
6716	09/09/14	(68.18)	Uncategorized (CA)	Beverly Glen		Los Angeles, CA				AMEX x0	(34.08)
6717	11/13/14	(9.50)	Uncategorized (CA)	1112 CityM8-PKG-IPS		Manhattan Beach, CA				81009/x0-82007	(4.75)
6718	01/05/15	(1,061.44)	Uncategorized (CA)	Travlers Currency		San Francisco, CA				BofA 6446	(530.72)
6719	02/06/15	(220.00)	Uncategorized (CA)	Brown Roberts & Mich		Studio City, CA				AMEX x0	(110.00)
6720	02/06/15	(60.00)	Uncategorized (CA)	Brown Roberts & Mich		Studio City, CA				AMEX x0	(30.00)
6721	05/20/15	(164.00)	Uncategorized (CA)	EES Inc		CA				AMEX 5-723003	(82.00)
6722	05/29/15	(5,000.00)	Uncategorized (CA)	Securedrive		CA	Description: Professional Service			AMEX 5-723003	(2,500.00)
6723	06/09/15	(210.00)	Uncategorized (CA)	Pretrado		CA				AMEX 5-723003	(105.00)
6724	06/23/15	(1,000.00)	Uncategorized (CA)	Avenue of The Sta		Century City, CA				WF x8258	(500.00)
6725	07/11/15	(120.00)	Uncategorized (CA)	Paragel Praciado		CA				AMEX 5-723003	(60.00)
6726	07/16/15	(167.90)	Uncategorized (CA)	Charles K&M		Hollywood, CA				WF x3397	(83.95)
6727	07/27/15		Uncategorized (CA)	Murkies Simula		Van Nuys, CA				AMEX x0-83005	(2.00)
6728	10/11/15		Uncategorized (CA)	Charles Ryder Photo		Irvine, CA				AMEX x0-83005	(280.00)
6729	10/20/15		Uncategorized (CA)	Paragel Praciado		CA				AMEX 5-723003	(34.00)
6730	11/06/15		Uncategorized (CA)	Getlamp 3m Co		San Diego, CA				AMEX x0-83005	(10.00)
6731	12/22/15		Uncategorized (CA)	Cell Planet Corp		Los Angeles, CA				BofA 6446	(38.10)
6732	12/22/15		Uncategorized (CA)	Cell Planet Corp		Los Angeles, CA				BofA 6446	(63.60)
6733	01/09/16	(10,240.00)	Wire Transfer - Unknown	WTF Fed Bank of America Trade Inc						WF x3397	(5,120.00)
6734	01/06/17	(5,856.15)	Wire Transfer - Unknown	Wire - Bank Out - Chicago Title Agency						BofA 6446	(2,928.07)
6735	02/04/17	(19,200.00)	Wire Transfer - Unknown	Federal funds co-terminating fed fund wire to West Coast E&Crow						UBS xMS GM	(14,600.00)

TRANSACTIONS THAT COMPILE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unreconciled Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6736	09/18/12	(8,000.00)	Wire Transfer - Unknown	Federal Funds to 572592618023GA023GA322001 at Swift					-	UBS #45 GAF	(4,000.00)
6737	12/06/12	(32,500.00)	Wire Transfer - Unknown	Federal Funds to Oak Escrow, Inc. at Citizens Bank					-	UBS #27 GAF	(16,250.00)
6738	10/02/14	(1,039.50)	Wire Transfer - Unknown	Federal Funds to ITD4VDB16021517 at Swift					-	UBS #45 GAF	(519.75)
6739	10/02/14	(2,000.00)	Wire Transfer - Unknown	Federal Funds to 40817978207001000299 at Swift					-	UBS #45 GAF	(1,000.00)
6740	10/12/14	(12,715.33)	Wire Transfer - Unknown	Federal Funds to ITB7U0630034271CC122001993 at Swift					-	UBS #45 GAF	(6,362.66)
6741	05/16/15	(15,000.00)	Wire Transfer - Unknown	Federal Funds to the Garsh Agency Client Tru					-	UBS #45 GAF	(7,500.00)
6743	12/26/10	(8,000.00)	Withdrawal	Withdrawal					-	WF #6253	(4,000.00)
6743	06/13/11	(4,800.00)	Withdrawal	Withdrawal					-	WF #6253	(2,400.00)
6744	09/27/11	(60,000.00)	Withdrawal	Withdrawal					-	System 18 #5473	(30,000.00)
6745	11/23/11	(805.00)	Withdrawal	First Republic					-	BoFA #446	(301.50)
6746	02/16/12	(201.04)	Withdrawal	Withdrawal					-	BoFA #446	(101.54)
6747	02/21/12	(796.16)	Withdrawal	Withdrawal					-	BoFA #446	(398.13)
6748	02/24/12	(200.00)	Withdrawal	Chase - Withdrawal					-	BoFA #446	(100.00)
6749	02/13/14	(806.00)	Withdrawal	First Republic Withdrawal					-	BoFA #446	(403.00)
6750	01/27/14	(407.00)	Withdrawal	Withdrawal					-	BoFA #446	(203.50)
6751	02/17/15	(1,007.90)	Withdrawal	Non-WF ATM Withdrawal		Las Vegas, NV			-	WF #6253	(503.95)
6751	06/24/15	(907.82)	Withdrawal	ATM Withdrawal					-	WF #6253	(453.91)
6753	07/18/15	(1,006.00)	Withdrawal	ATM Withdrawal					-	WF #6253	(503.00)
6754	06/12/08	(405.00)	Withdrawal - Cash Advance	Cash Advance Transaction					-	AMEX S-723003	(202.50)
6755	06/12/08	(405.00)	Withdrawal - Cash Advance	Cash Advance Transaction					-	AMEX S-723003	(202.50)
6756	03/11/09	(604.00)	Withdrawal - Cash Advance	Cash Advance Transaction					-	AMEX S-723003	(302.00)
6757	11/05/09	(408.00)	Withdrawal - Cash Advance	Cash Advance Transaction					-	AMEX S-723003	(204.00)
6758	05/04/14	(1,597.70)	Withdrawal - Cash Advance	Cash Advance Transaction					-	AMEX S-723003	(798.85)
6759	06/27/14	(407.00)	Withdrawal - Cash Advance	Cash Advance Transaction					-	AMEX S-723003	(203.50)
6760	06/26/14	(605.90)	Withdrawal - Cash Advance	Cash Advance Transaction					-	AMEX S-723003	(302.95)
6761	02/18/08	(600.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA			-	AMEX S-723003	(400.00)
6762	02/23/08	(600.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA			-	AMEX S-723003	(400.00)
6763	02/26/08	(600.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA			-	AMEX S-723003	(400.00)
6764	03/23/08	(604.50)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA			-	AMEX S-723003	(302.25)
6765	03/26/08	(1,003.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Oakland Airport			-	AMEX S-723003	(501.50)
6766	04/18/08	(606.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		La Quinta, CA	The Estates at Point Happy Ranch		-	AMEX S-723003	(303.00)
6767	04/15/08	(600.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA			-	AMEX S-723003	(400.00)
6768	04/27/08	(1,004.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA	LAX Terminal		-	AMEX S-723003	(502.00)
6769	06/09/08	(600.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA			-	AMEX S-723003	(400.00)
6770	05/22/08	(600.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA			-	AMEX S-723003	(400.00)
6771	05/24/08	(600.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA			-	AMEX S-723003	(400.00)
6772	06/13/08	(600.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA			-	AMEX S-723003	(400.00)
6773	08/14/08	(1,004.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA			-	AMEX S-723003	(502.00)
6774	08/21/08	(1,008.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Carlsbad, CA			-	AMEX S-723003	(504.00)
6775	08/29/08	(604.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA			-	AMEX S-723003	(402.00)
6776	09/23/08	(1,606.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA			-	AMEX S-723003	(803.00)
6777	12/17/08	(604.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA			-	AMEX S-723003	(402.00)
6778	12/18/08	(604.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA			-	AMEX S-723003	(402.00)
6779	12/18/08	(604.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA			-	AMEX S-723003	(402.00)
6780	01/14/09	(604.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA			-	AMEX S-723003	(402.00)
6781	07/17/09	(604.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA			-	AMEX S-723003	(402.00)
6782	12/01/09	(1,604.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA			-	AMEX S-723003	(802.00)
6783	12/11/09	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA			-	AMEX S-723003	(603.00)
6784	12/17/09	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA			-	AMEX S-723003	(503.00)
6785	12/27/09	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA			-	AMEX S-723003	(503.00)
6786	01/02/10	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA			-	AMEX S-723003	(603.00)
6787	01/06/10	(1,806.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA			-	AMEX S-723003	(903.00)
6788	01/06/10	(1,806.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA			-	AMEX S-723003	(903.00)
6789	03/16/10	(606.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		LAX - Los Angeles, CA			-	AMEX S-723003	(403.00)
6790	07/05/10	(1,204.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		LAX - Los Angeles, CA			-	AMEX S-723003	(602.00)
6791	08/06/10	(1,004.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		LAX - Los Angeles, CA			-	AMEX S-723003	(502.00)
6792	08/27/10	(1,200.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Hollywood, CA			-	AMEX S-723003	(600.00)
6793	09/05/10	(406.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA			-	AMEX S-723003	(203.00)
6794	10/27/11	(806.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Northridge, CA			-	AMEX S-723003	(403.00)
6795	07/06/12	(1,608.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA			-	AMEX S-723003	(804.00)
6796	06/07/12	(2,388.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA			-	AMEX S-723003	(1,194.00)
6797	06/19/12	(806.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Malibu, CA			-	AMEX S-723003	(403.00)

Kopad & Kopad
Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AJ Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6798	08/26/12	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(803.00)
6799	10/14/12	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(803.00)
6800	11/04/12	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(803.00)
6801	11/23/12	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(803.00)
6802	02/27/13	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(803.00)
6803	03/18/13	(607.50)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Hollywood, CA				AMEX 5-723003	(303.75)
6804	06/29/13	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(503.00)
6805	07/14/13	(606.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Aviation, CA				AMEX 5-723003	(303.00)
6806	08/02/13	(1,004.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(802.00)
6807	08/14/13	(1,204.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(802.00)
6808	09/02/13	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(803.00)
6809	08/09/13	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Marina Del Rey, CA				AMEX 5-723003	(503.00)
6810	08/26/13	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(503.00)
6811	10/11/13	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Torrance, CA				AMEX 5-723003	(803.00)
6812	10/18/13	(1,004.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Hollywood, CA				AMEX 5-723003	(502.00)
6813	10/21/13	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Encino, CA				AMEX 5-723003	(803.00)
6814	10/28/13	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Torrance, CA				AMEX 5-723003	(803.00)
6815	11/14/13	(805.90)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Huntington Beach, CA				AMEX 5-723003	(402.95)
6816	11/24/13	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Malibu, CA				AMEX 5-723003	(503.00)
6817	12/06/13	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(803.00)
6818	12/13/13	(805.90)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Beverly Hills, CA				AMEX 5-723003	(402.95)
6819	12/13/13	(805.90)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Beverly Hills, CA				AMEX 5-723003	(402.95)
6820	12/24/13	(1,004.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Hollywood, CA				AMEX 5-723003	(502.00)
6821	01/04/14	(1,004.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		CA				AMEX 5-723003	(502.00)
6822	01/21/14	(806.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Torrance, CA				AMEX 5-723003	(403.00)
6823	01/22/14	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		CA				AMEX 5-723003	(503.00)
6824	01/25/14	(2,004.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Encino, CA				AMEX 5-723003	(502.00)
6825	01/27/14	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		West Hollywood, CA				AMEX 5-723003	(603.00)
6826	02/06/14	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		West Hollywood, CA				AMEX 5-723003	(603.00)
6827	02/13/14	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(803.00)
6828	02/25/14	(1,004.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		CA				AMEX 5-723003	(502.00)
6829	03/02/14	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		CA				AMEX 5-723003	(503.00)
6830	03/03/14	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		West Hollywood, CA				AMEX 5-723003	(503.00)
6831	03/13/14	(806.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		CA				AMEX 5-723003	(403.00)
6832	03/17/14	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		CA				AMEX 5-723003	(503.00)
6833	03/26/14	(1,004.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(502.00)
6834	03/28/14	(805.90)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Encino, CA				AMEX 5-723003	(402.95)
6835	04/20/14	(1,208.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Torrance, CA				AMEX 5-723003	(603.00)
6836	04/27/14	(806.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(403.00)
6837	05/17/14	(806.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(403.00)
6838	05/23/14	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(503.00)
6839	05/23/14	(1,213.40)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(603.70)
6840	06/03/14	(806.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(403.00)
6841	06/15/14	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Marina Del Rey, CA				AMEX 5-723003	(503.00)
6842	06/17/14	(806.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(403.00)
6843	07/05/14	(606.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		West Hollywood, CA				AMEX 5-723003	(303.00)
6844	07/16/14	(806.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Torrance, CA				AMEX 5-723003	(403.00)
6845	07/22/14	(1,406.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		CA				AMEX 5-723003	(703.00)
6846	07/25/14	(804.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(402.00)
6847	08/03/14	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(603.00)
6848	08/13/14	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Torrance, CA				AMEX 5-723003	(503.00)
6849	08/24/14	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Van Nuys, CA				AMEX 5-723003	(503.00)
6850	08/28/14	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(503.00)
6851	09/02/14	(2,124.40)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(1062.20)
6852	09/06/14	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Marina Del Rey, CA				AMEX 5-723003	(603.00)
6853	10/27/14	(606.50)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Marina Del Rey, CA				AMEX 5-723003	(303.25)
6854	11/16/14	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Hollywood, CA				AMEX 5-723003	(503.00)
6855	11/23/14	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX 5-723003	(603.00)
6856	12/12/14	(1,206.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Marina Del Rey, CA				AMEX 5-723003	(603.00)
6857	02/24/15	(1,206.00)	Withdrawal - Cash Advance (CA)	Century City - Cash Advance		Los Angeles, CA				AMEX 5-723003	(603.00)

Kogut v. Kogut
Las Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGE IS NOT INCLUDED IN TOTALS (BRIEFED IN ORANGE))

Ref	Date	Unsettled Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6858	06/20/15	(1,606.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Woodland Hills, CA				AMEX S-723003	(803.00)
6859	07/04/15	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX S-723003	(503.00)
6860	08/07/15	(947.50)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Las Vegas, NV				AMEX S-723003	(473.75)
6861	08/07/15	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Tarzana, CA				AMEX S-723003	(503.00)
6862	08/27/15	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA				AMEX S-723003	(503.00)
6863	09/18/15	(1,006.00)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA				AMEX S-723003	(503.00)
6864	09/22/15	(405.50)	Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Laguna Beach, CA				AMEX S-723003	(202.75)
6865	09/22/15		Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Long Beach, CA				AMEX S-723003	(202.75)
6866	10/26/15		Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX S-723003	(101.38)
6867	11/01/15		Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Los Angeles, CA				AMEX S-723003	(101.38)
6868	11/23/15		Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Goleta, CA				AMEX S-723003	(202.75)
6869	11/23/15		Withdrawal - Cash Advance (CA)	Cash Advance Transaction		Santa Monica, CA				AMEX S-723003	(503.00)
6870	09/25/10	(837.78)	Withdrawal - Cash Advance (International)	Cash Advance Transaction		Dubai				AMEX S-723003	(218.98)
6871	12/09/10	(796.48)	Withdrawal - Cash Advance (International)	Cash Advance Transaction		Frankfurt Volksbank				AMEX S-723003	(398.24)
6872	08/03/11	(831.74)	Withdrawal - Cash Advance (International)	DBS Bank Orchard Tower - Cash Advance		Singapore Dollars				AMEX S-723003	(415.87)
6873	04/12/08	(405.00)	Withdrawal - Cash Advance (NV)	Cash Advance Transaction		Las Vegas, NV				AMEX S-723003	(202.50)
6874	04/21/08	(569.98)	Withdrawal - Cash Advance (NV)	Cash Advance Transaction		Las Vegas, NV				AMEX S-723003	(284.99)
6875	05/31/08	(2,009.98)	Withdrawal - Cash Advance (NV)	Cash Advance Transaction		Las Vegas, NV				AMEX S-723003	(1,004.99)
6876	05/31/08	(569.98)	Withdrawal - Cash Advance (NV)	Cash Advance Transaction		Las Vegas, NV				AMEX S-723003	(284.99)
6877	08/02/08	(205.00)	Withdrawal - Cash Advance (NV)	Cash Advance Transaction		Henderson, NV				AMEX S-723003	(102.50)
6878	08/24/08	(806.00)	Withdrawal - Cash Advance (NV)	Cash Advance Transaction		Henderson, NV				AMEX S-723003	(403.00)
6879	08/25/09	(1,806.00)	Withdrawal - Cash Advance (NV)	Cash Advance Transaction		Las Vegas, NV				AMEX S-723003	(903.00)
6880	01/01/11	(2,010.00)	Withdrawal - Cash Advance (NV)	Cash Advance Transaction		Las Vegas, NV				AMEX S-723003	(1,005.00)
6881	07/24/12	(1,806.00)	Withdrawal - Cash Advance (NV)	Cash Advance Transaction		Las Vegas, NV				AMEX S-723003	(903.00)
6882	03/19/14	(3,007.50)	Withdrawal - Cash Advance (NV)	Cash Advance Transaction		Las Vegas, NV				AMEX S-723003	(1,503.75)
6883	04/04/14	(3,007.50)	Withdrawal - Cash Advance (NV)	Cash Advance Transaction		Las Vegas, NV				AMEX S-723003	(1,503.75)
6884	04/24/14	(3,009.98)	Withdrawal - Cash Advance (NV)	Cash Advance Transaction		Las Vegas, NV				AMEX S-723003	(1,504.99)
6885	07/18/14	(1,407.50)	Withdrawal - Cash Advance (NV)	Cash Advance Transaction		Las Vegas, NV				AMEX S-723003	(703.75)
6886	07/23/14	(1,077.50)	Withdrawal - Cash Advance (NV)	Cash Advance Transaction		Las Vegas, NV				AMEX S-723003	(538.75)
6887	02/28/09	(248.00)	Withdrawal - Cash Advance (other states)	Cash Advance Transaction		Nashville, TN				AMEX S-723003	(124.00)
6888	03/08/12	(606.00)	Withdrawal - Cash Advance (other states)	Cash Advance Transaction		Vanderbilt Beach, FL				AMEX S-723003	(303.00)
6889	12/11/12	(1,006.00)	Withdrawal - Cash Advance (other states)	Cash Advance Transaction		New York, New York				AMEX S-723003	(503.00)
6890	12/11/13	(407.00)	Withdrawal - Cash Advance (other states)	Cash Advance Transaction		New York, New York				AMEX S-723003	(203.50)
6891	06/10/14	(1,004.00)	Withdrawal - Cash Advance (other states)	Cash Advance Transaction		Denver, CO				AMEX S-723003	(502.00)
6892	01/28/08	(3,000.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk		Henderson, NV				BoFA 6446	(1,500.00)
6893	02/10/09	(7,000.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk		Beverly Hills, CA				BoFA 6446	(3,500.00)
6894	06/03/10	(3,000.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 64		Century City, CA				BoFA 6446	(1,500.00)
6895	09/18/10	(3,010.00)	Withdrawal - in branch	CA Tr cash withdrawal		Century City, CA				BoFA 6446	(1,505.00)
6896	06/06/11	(4,000.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 6446		Imperial, CA				BoFA 6446	(2,000.00)
6897	04/29/11	(3,003.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 6446		Newberry, CA				BoFA 6446	(1,501.50)
6898	10/04/11	(3,300.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 6446		Century City, CA				BoFA 6446	(1,650.00)
6899	11/23/11	(6,000.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 6446		San Francisco, CA				BoFA 6446	(3,000.00)
6900	11/05/11	(4,400.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 6446		Marlton Village, CA				BoFA 6446	(2,200.00)
6901	12/23/11	(3,000.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 6446		San Ysidro, CA				BoFA 6446	(1,500.00)
6902	02/10/12	(3,400.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 6446		Northridge, CA				BoFA 6446	(1,700.00)
6903	03/10/12	(3,000.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 6446		Fairfax, CA				BoFA 6446	(1,500.00)
6904	08/17/12	(4,000.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 6446		La Tijera, CA				BoFA 6446	(2,000.00)
6905	06/17/12	(4,000.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 6446		Claremont, CA				BoFA 6446	(2,000.00)
6906	10/01/12	(3,400.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 6446		El Segundo, CA				BoFA 6446	(1,700.00)
6907	12/16/12	(3,300.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 6446		San Vicente, CA				BoFA 6446	(1,650.00)
6908	06/27/13	(3,300.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 6446						BoFA 6446	(1,650.00)
6909	09/10/13	(3,000.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 6446						BoFA 6446	(1,500.00)
6910	10/13/13	(3,400.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 6446						BoFA 6446	(1,700.00)
6911	11/24/13	(4,000.00)	Withdrawal - in branch	CA Tr cash withdrawal from Chk 6446						BoFA 6446	(2,000.00)
6912	12/21/15		Withdrawal - in branch	CA Tr cash withdrawal						BoFA 6446	(2,000.00)
6913	02/28/08	(804.00)	Withdrawal (CA)	CT Visa Withdrawal		Los Angeles, CA				BoFA 6446	(402.00)
6914	02/29/08	(400.00)	Withdrawal (CA)	BlockAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(200.00)
6915	03/04/08	(404.00)	Withdrawal (CA)	BankAmerica CC Withdrawal		Los Angeles, CA				BoFA 6446	(202.00)
6916	03/16/08	(3,004.00)	Withdrawal (CA)	WFE Withdrawal		Los Angeles, CA				BoFA 6446	(1,502.00)
6917	03/26/08	(3,000.00)	Withdrawal (CA)	BlockAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(1,500.00)
6918	03/27/08	(400.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(200.00)
6919	03/31/08	(405.87)	Withdrawal (CA)	Century City Withdrawal		Santa Monica, CA				BoFA 6446	(202.94)
6920	04/02/08	(187.00)	Withdrawal (CA)	Star NE Withdrawal		Hollywood, CA				BoFA 6446	(93.50)
6921	04/07/08	(800.00)	Withdrawal (CA)	BlockAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(400.00)

Roged v. Roged
Las Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description			Inflows		Outflows		
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6922	04/08/08	(400.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(200.00)
6923	04/10/08	(804.00)	Withdrawal (CA)	Bank of the West Withdrawal		San Jose, CA				BoFA 6446	(402.00)
6924	06/15/08	(801.90)	Withdrawal (CA)	Cardtronics CC Withdrawal		La Quinta, CA				BoFA 6446	(401.95)
6925	04/17/08	(1,000.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		La Quinta, CA				BoFA 6446	(500.00)
6926	04/25/08	(804.00)	Withdrawal (CA)	CT Voom Withdrawal		Los Angeles, CA				BoFA 6446	(402.00)
6927	04/29/08	(400.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(200.00)
6928	04/19/08	(140.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(70.00)
6929	05/06/08	(800.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(400.00)
6930	05/09/08	(800.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Hollywood, CA				BoFA 6446	(400.00)
6931	05/17/08	(1,099.94)	Withdrawal (CA)	GCA MGA LY Withdrawal		Las Vegas, NV				BoFA 6446	(549.97)
6932	05/11/08	(760.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Oakland, CA				BoFA 6446	(380.00)
6933	05/27/08	(1,006.09)	Withdrawal (CA)	US Bank Withdrawal		Culver City, CA				BoFA 6446	(503.05)
6934	05/29/08	(1,000.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(500.00)
6935	05/30/08	(800.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(400.00)
6936	06/02/08	(1,004.00)	Withdrawal (CA)	WFB Withdrawal		San Francisco, CA				BoFA 6446	(502.00)
6937	06/03/08	(1,000.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		San Francisco, CA				BoFA 6446	(500.00)
6938	06/09/08	(605.88)	Withdrawal (CA)	Century City Withdrawal		Los Angeles, CA				BoFA 6446	(302.94)
6939	06/09/08	(58.48)	Withdrawal (CA)	Century City Withdrawal		Los Angeles, CA				BoFA 6446	(29.24)
6940	06/19/08	(804.00)	Withdrawal (CA)	CT Voom Withdrawal		Los Angeles, CA				BoFA 6446	(402.00)
6941	06/16/08	(1,000.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(500.00)
6942	06/18/08	(1,603.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(801.50)
6943	06/19/08	(600.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(300.00)
6944	06/24/08	(600.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Culver City, CA				BoFA 6446	(300.00)
6945	06/25/08	(400.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(200.00)
6946	07/07/08	(1,304.00)	Withdrawal (CA)	California CU Withdrawal		Los Angeles, CA				BoFA 6446	(652.00)
6947	07/09/08	(406.30)	Withdrawal (CA)	Hyatt Regency Withdrawal		Los Angeles, CA				BoFA 6446	(203.15)
6948	07/10/08	(1,200.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(600.00)
6949	07/18/08	(1,600.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Hollywood, CA				BoFA 6446	(800.00)
6950	07/27/08	(1204.00)	Withdrawal (CA)	CT Voom Withdrawal		San Jose, CA				BoFA 6446	(602.00)
6951	07/24/08	(1,004.00)	Withdrawal (CA)	California CU Withdrawal		Los Angeles, CA				BoFA 6446	(502.00)
6952	07/24/08	(404.50)	Withdrawal (CA)	Hyatt Regency Withdrawal		Los Angeles, CA				BoFA 6446	(202.25)
6953	07/28/08	(404.00)	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA				BoFA 6446	(202.00)
6954	07/29/08	(804.00)	Withdrawal (CA)	CT Voom Withdrawal		Los Angeles, CA				BoFA 6446	(402.00)
6955	08/03/08	(600.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(300.00)
6956	08/04/08	(1,000.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(500.00)
6957	08/07/08	(1,600.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(800.00)
6958	08/12/08	(406.30)	Withdrawal (CA)	Hyatt Regency Withdrawal		Los Angeles, CA				BoFA 6446	(203.15)
6959	08/13/08	(1,200.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		West Covina, CA				BoFA 6446	(600.00)
6960	08/14/08	(1,000.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(500.00)
6961	08/14/08	(13.74)	Withdrawal (CA)	Hyatt Regency Withdrawal		Los Angeles, CA				BoFA 6446	(6.87)
6962	08/20/08	(1,006.00)	Withdrawal (CA)	COS Western Mo Withdrawal		Cebason, CA				BoFA 6446	(503.00)
6963	08/22/08	(400.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(200.00)
6964	09/05/08	(1,400.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		San Francisco, CA				BoFA 6446	(700.00)
6965	09/11/08	(804.00)	Withdrawal (CA)	CT 7-11 Withdrawal		Los Angeles, CA				BoFA 6446	(402.00)
6966	09/23/08	(1,000.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(500.00)
6967	10/01/08	(1,600.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(800.00)
6968	10/02/08	(600.00)	Withdrawal (CA)	WFB Withdrawal		San Francisco, CA				BoFA 6446	(300.00)
6969	10/09/08	(1,200.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Logans Beach, CA				BoFA 6446	(600.00)
6970	10/14/08	(1,600.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(800.00)
6971	10/30/08	(604.00)	Withdrawal (CA)	Cardtronics CC Withdrawal		Palm Desert, CA				BoFA 6446	(302.00)
6972	10/23/08	(806.00)	Withdrawal (CA)	Guarant Bank Withdrawal		Rancho Mirage, CA				BoFA 6446	(403.00)
6973	10/28/08	(400.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(200.00)
6974	10/29/08	(1,004.00)	Withdrawal (CA)	California CU Withdrawal		Los Angeles, CA				BoFA 6446	(502.00)
6975	10/29/08	(804.00)	Withdrawal (CA)	California CU Withdrawal		Los Angeles, CA				BoFA 6446	(402.00)
6976	11/04/08	(760.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(380.00)
6977	11/10/08	(406.00)	Withdrawal (CA)	Western Withdrawal		Los Angeles, CA				BoFA 6446	(203.00)
6978	11/10/08	(406.00)	Withdrawal (CA)	Western Withdrawal		Los Angeles, CA				BoFA 6446	(203.00)
6979	11/14/08	(1,004.00)	Withdrawal (CA)	California CU Withdrawal		Los Angeles, CA				BoFA 6446	(502.00)
6980	11/14/08	(604.00)	Withdrawal (CA)	California CU Withdrawal		Los Angeles, CA				BoFA 6446	(302.00)
6981	11/18/08	(406.30)	Withdrawal (CA)	Hyatt Regency Withdrawal		Los Angeles, CA				BoFA 6446	(203.15)
6982	11/19/08	(406.30)	Withdrawal (CA)	Hyatt Regency Withdrawal		Los Angeles, CA				BoFA 6446	(203.15)
6983	11/24/08	(405.00)	Withdrawal (CA)	Arco Los Angeles Withdrawal		Los Angeles, CA				BoFA 6446	(202.50)
6984	11/25/08	(1,200.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		West Hollywood, CA				BoFA 6446	(600.00)
6985	12/05/08	(1,204.00)	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA				BoFA 6446	(602.00)
6986	12/08/08	(1,640.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(820.00)
6987	12/08/08	(406.30)	Withdrawal (CA)	Hyatt Regency Withdrawal		Los Angeles, CA				BoFA 6446	(203.15)
6988	12/16/08	(1,600.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(800.00)
6989	12/19/08	(1,603.90)	Withdrawal (CA)	Star NE Withdrawal		Los Angeles, CA				BoFA 6446	(801.95)

Kaplan, Roger
Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unwatched Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
6990	12/22/08	(400.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(200.00)
6991	12/26/08	(1,300.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(600.00)
6992	03/02/09	(1,600.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(480.00)
6993	03/09/09	(3,804.00)	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA				BoFA 6446	(902.50)
6994	03/13/09	(164.73)	Withdrawal (CA)	Century City Withdrawal		Los Angeles, CA				BoFA 6446	(202.50)
6995	03/29/09	(1,400.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(800.00)
6996	03/29/09	(1,000.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(500.00)
6997	03/29/09	(1,000.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(500.00)
6998	03/23/09	(1,200.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(600.00)
6999	03/19/09	(1,200.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(600.00)
7000	02/23/09	(404.00)	Withdrawal (CA)	Coastal Bank Withdrawal		Hawthorne, CA				BoFA 6446	(202.00)
7001	02/24/09	(403.90)	Withdrawal (CA)	The Salinas N Withdrawal		Manhattan Beach, CA				BoFA 6446	(202.55)
7002	03/27/09	(740.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(380.00)
7003	03/02/09	(1,600.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(800.00)
7004	03/04/09	(400.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(200.00)
7005	03/23/09	(1,400.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(700.00)
7006	03/27/09	(400.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(200.00)
7007	04/07/09	(600.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(300.00)
7008	04/10/09	(604.00)	Withdrawal (CA)	Western CU Withdrawal		Los Angeles, CA				BoFA 6446	(302.00)
7009	04/13/09	(1,000.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(500.00)
7010	04/15/09	(604.00)	Withdrawal (CA)	CT Voom Withdrawal		Los Angeles, CA				BoFA 6446	(402.00)
7011	04/17/09	(400.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(200.00)
7012	04/21/09	(1,205.00)	Withdrawal (CA)	California Nat Withdrawal		Los Angeles, CA				BoFA 6446	(602.50)
7013	04/24/09	(600.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(300.00)
7014	04/27/09	(604.00)	Withdrawal (CA)	First Republic Withdrawal		San Francisco, CA				BoFA 6446	(302.00)
7015	05/04/09	(604.00)	Withdrawal (CA)	CT Voom Withdrawal		Los Angeles, CA				BoFA 6446	(402.00)
7016	05/04/09	(604.00)	Withdrawal (CA)	CT Voom Withdrawal		Los Angeles, CA				BoFA 6446	(402.00)
7017	06/07/09	(604.00)	Withdrawal (CA)	Cardtronics CC Withdrawal		Hollywood, CA				BoFA 6446	(402.00)
7018	06/11/09	(1,605.00)	Withdrawal (CA)	California Nat Withdrawal		Hollywood, CA				BoFA 6446	(802.50)
7019	06/12/09	(1,000.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(500.00)
7020	06/02/09	(600.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(300.00)
7021	06/04/09	(1,200.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(600.00)
7022	06/12/09	(1,406.00)	Withdrawal (CA)	Gigamon Bank Withdrawal		Los Angeles, CA				BoFA 6446	(703.00)
7023	06/17/09	(1,400.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(700.00)
7024	06/22/09	(1,000.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(500.00)
7025	06/22/09	(605.50)	Withdrawal (CA)	Pacific Western Withdrawal		West Covina, CA				BoFA 6446	(302.75)
7026	06/23/09	(1,604.00)	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA				BoFA 6446	(802.00)
7027	06/24/09	(404.00)	Withdrawal (CA)	Cardtronics CC Withdrawal		Inglewood, CA				BoFA 6446	(202.00)
7028	06/30/09	(400.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(200.00)
7029	07/02/09	(1,606.00)	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7030	07/06/09	(1,000.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(500.00)
7031	07/10/09	(1,606.00)	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7032	07/13/09	(600.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(300.00)
7033	07/13/09	(600.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(300.00)
7034	07/14/09	(600.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Oakland, CA				BoFA 6446	(400.00)
7035	07/17/09	(1,606.00)	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7036	07/22/09	(403.00)	Withdrawal (CA)	Dominion Bank Withdrawal		Los Angeles, CA				BoFA 6446	(201.50)
7037	07/23/09	(1,126.00)	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA				BoFA 6446	(663.00)
7038	07/23/09	(1,606.00)	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7039	08/06/09	(405.00)	Withdrawal (CA)	Dorian Bank Withdrawal		Calabasas, CA				BoFA 6446	(202.50)
7040	08/07/09	(1,406.00)	Withdrawal (CA)	CT Voom Withdrawal		Los Angeles, CA				BoFA 6446	(703.00)
7041	08/13/09	(604.00)	Withdrawal (CA)	CT Voom Withdrawal		Hawthorne, CA				BoFA 6446	(302.00)
7042	08/14/09	(1,605.00)	Withdrawal (CA)	California Nat Withdrawal		Los Angeles, CA				BoFA 6446	(802.50)
7043	08/21/09	(1,600.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(800.00)
7044	08/24/09	(203.00)	Withdrawal (CA)	Marine S Plaza Withdrawal		Angies Ferry, CA				BoFA 6446	(101.50)
7045	08/28/09	(1,706.00)	Withdrawal (CA)	Marine Bank Withdrawal		Los Angeles, CA				BoFA 6446	(853.00)
7046	08/31/09	(600.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(300.00)
7047	09/03/09	(1,606.00)	Withdrawal (CA)	Marine Bank Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7048	09/04/09	(804.00)	Withdrawal (CA)	Cardtronics CC Withdrawal		Beverly Hills, CA				BoFA 6446	(402.00)
7049	09/04/09	(804.00)	Withdrawal (CA)	Cardtronics CC Withdrawal		Beverly Hills, CA				BoFA 6446	(402.00)
7050	09/08/09	(1,600.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(800.00)
7051	09/22/09	(405.00)	Withdrawal (CA)	A Thrift Withdrawal		Temecula, CA				BoFA 6446	(202.50)
7052	09/23/09	(1,604.00)	Withdrawal (CA)	Chase Withdrawal		Anaheim, CA				BoFA 6446	(802.00)
7053	10/01/09	(1,605.00)	Withdrawal (CA)	California Nat Withdrawal		Los Angeles, CA				BoFA 6446	(802.50)
7054	10/05/09	(600.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(300.00)
7055	10/09/09	(1,605.00)	Withdrawal (CA)	California Nat Withdrawal		Los Angeles, CA				BoFA 6446	(802.50)
7056	10/13/09	(1,604.00)	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA				BoFA 6446	(802.00)
7057	10/15/09	(1,605.00)	Withdrawal (CA)	California Nat Withdrawal		Los Angeles, CA				BoFA 6446	(802.50)
7058	10/19/09	(1,605.00)	Withdrawal (CA)	California Nat Withdrawal		Los Angeles, CA				BoFA 6446	(802.50)

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unsettled Amount	AT Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
7058	10/23/09	(1,400.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Beverly Hills, CA		-	\$ofA 6446	(700.00)	
7060	10/28/09	(1,000.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Coronado, CA		-	\$ofA 6446	(700.00)	
7061	10/29/09	(1,500.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Coronado, CA		-	\$ofA 6446	(800.00)	
7062	11/02/09	(1,006.00)	Withdrawal (CA)	Chase Withdrawal		Beverly Hills, CA		-	\$ofA 6446	(503.00)	
7063	11/02/09	(606.00)	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		-	\$ofA 6446	(303.00)	
7064	11/02/09	(400.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA		-	\$ofA 6446	(206.00)	
7065	11/05/09	(400.00)	Withdrawal (CA)	Western Star Withdrawal		Los Angeles, CA		-	\$ofA 6446	(204.00)	
7066	11/05/09	(400.00)	Withdrawal (CA)	Western Star Withdrawal		Los Angeles, CA		-	\$ofA 6446	(204.00)	
7067	11/09/09	(500.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA		-	\$ofA 6446	(400.00)	
7068	11/12/09	(1,800.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Beverly Hills, CA		-	\$ofA 6446	(800.00)	
7069	11/23/09	(606.00)	Withdrawal (CA)	Glenn Bank Withdrawal		Los Angeles, CA		-	\$ofA 6446	(303.00)	
7070	11/23/09	(506.00)	Withdrawal (CA)	WFB Withdrawal		Oldland, CA		-	\$ofA 6446	(303.00)	
7071	11/20/09	(1,606.00)	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA		-	\$ofA 6446	(803.00)	
7072	11/23/09	(1,803.00)	Withdrawal (CA)	California Nat Withdrawal		Los Angeles, CA		-	\$ofA 6446	(802.50)	
7073	11/27/09	(1,006.00)	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA		-	\$ofA 6446	(503.00)	
7074	12/16/09	(800.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA		-	\$ofA 6446	(300.00)	
7075	12/24/09	(1,806.00)	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		-	\$ofA 6446	(803.00)	
7076	12/28/09	(1,806.00)	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		-	\$ofA 6446	(803.00)	
7077	12/28/09	(1,800.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		West Hollywood, CA		-	\$ofA 6446	(800.00)	
7078	01/04/10	(1,605.00)	Withdrawal (CA)	California Nat Withdrawal		Los Angeles, CA		-	\$ofA 6446	(802.50)	
7079	02/07/10	(1,806.00)	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		-	\$ofA 6446	(803.00)	
7080	02/08/10	(244.50)	Withdrawal (CA)	Centco Caro In Withdrawal		Inglewood, CA		-	\$ofA 6446	(122.25)	
7081	02/12/10	(1,606.00)	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		-	\$ofA 6446	(803.00)	
7082	02/19/10	(1,006.00)	Withdrawal (CA)	WFB Withdrawal		West Hollywood, CA		-	\$ofA 6446	(503.00)	
7083	02/29/10	(1,605.00)	Withdrawal (CA)	CaMemia Nat Withdrawal		Los Angeles, CA		-	\$ofA 6446	(802.50)	
7084	02/02/10	(1,000.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA		-	\$ofA 6446	(500.00)	
7085	02/02/10	(1,006.00)	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA		-	\$ofA 6446	(503.00)	
7086	02/05/10	(1,376.00)	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		-	\$ofA 6446	(688.00)	
7087	02/11/10	(1,606.00)	Withdrawal (CA)	Chase Withdrawal		Newport Beach, CA		-	\$ofA 6446	(803.00)	
7088	02/16/10	(1,000.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA		-	\$ofA 6446	(500.00)	
7089	02/17/10	(1,606.00)	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		-	\$ofA 6446	(803.00)	
7090	02/22/10	(1,206.00)	Withdrawal (CA)	US Bank Withdrawal		Hollywood, CA		-	\$ofA 6446	(603.00)	
7091	02/23/10	(1,200.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Orlando, CA		-	\$ofA 6446	(600.00)	
7092	02/23/10	(1,200.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA		-	\$ofA 6446	(600.00)	
7093	02/23/10	(1,206.00)	Withdrawal (CA)	Microgate Cash Withdrawal		Calabasas, CA		-	\$ofA 6446	(604.00)	
7094	03/04/10	(406.50)	Withdrawal (CA)	Desert Spr Withdrawal		Palm Desert, CA		-	\$ofA 6446	(203.25)	
7095	03/04/10	(406.50)	Withdrawal (CA)	Desert Spr Withdrawal		Palm Desert, CA		-	\$ofA 6446	(203.25)	
7096	03/09/10	(1,806.00)	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		-	\$ofA 6446	(803.00)	
7097	03/12/10	(406.00)	Withdrawal (CA)	G&L Realty Withdrawal		Beverly Hills, CA		-	\$ofA 6446	(203.00)	
7098	03/12/10	(1,606.00)	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		-	\$ofA 6446	(803.00)	
7099	03/18/10	(204.50)	Withdrawal (CA)	ROM Beverly Ca Withdrawal		Los Angeles, CA		-	\$ofA 6446	(102.25)	
7100	03/18/10	(1,606.00)	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		-	\$ofA 6446	(803.00)	
7101	03/22/10	(1,606.00)	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		-	\$ofA 6446	(803.00)	
7102	03/29/10	(1,606.00)	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		-	\$ofA 6446	(803.00)	
7103	04/01/10	(1,606.00)	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		-	\$ofA 6446	(803.00)	
7104	04/02/10	(806.00)	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		-	\$ofA 6446	(403.00)	
7105	04/05/10	(1,606.00)	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		-	\$ofA 6446	(803.00)	
7106	04/07/10	(1,606.00)	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		-	\$ofA 6446	(803.00)	
7107	04/19/10	(806.50)	Withdrawal (CA)	CT 7-11		Los Angeles, CA		-	\$ofA 6446	(403.25)	
7108	04/19/10	(806.50)	Withdrawal (CA)	CT 7-11		Los Angeles, CA		-	\$ofA 6446	(403.25)	
7109	04/22/10	(1,806.00)	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		-	\$ofA 6446	(803.00)	
7110	04/24/10	(1,500.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA		-	\$ofA 6446	(750.00)	
7111	04/28/10	(1,206.00)	Withdrawal (CA)	Glenn Bank Withdrawal		Los Angeles, CA		-	\$ofA 6446	(603.00)	
7112	04/28/10	(800.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA		-	\$ofA 6446	(400.00)	
7113	05/06/10	(1,206.00)	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		-	\$ofA 6446	(603.00)	
7114	05/17/10	(1,206.00)	Withdrawal (CA)	300 So Fairh		Salt Lake, CA		-	\$ofA 6446	(603.00)	
7115	05/17/10	(806.00)	Withdrawal (CA)	US Bank		Los Angeles, CA		-	\$ofA 6446	(403.00)	
7116	05/18/10	(1,006.00)	Withdrawal (CA)	US Bank		Los Angeles, CA		-	\$ofA 6446	(503.00)	
7117	05/18/10	(1,800.00)	Withdrawal (CA)	Bank of America ATM		Los Angeles, CA		-	\$ofA 6446	(900.00)	
7118	06/03/10	(806.00)	Withdrawal (CA)	US Bank		Los Angeles, CA		-	\$ofA 6446	(403.00)	
7119	06/10/10	(1,006.00)	Withdrawal (CA)	110 S Fairfax		Los Angeles, CA		-	\$ofA 6446	(503.00)	
7120	06/18/10	(1,406.00)	Withdrawal (CA)	300 So Fairh		Los Angeles, CA		-	\$ofA 6446	(703.00)	
7121	06/22/10	(1,206.00)	Withdrawal (CA)	300 So Fairh		Los Angeles, CA		-	\$ofA 6446	(603.00)	
7122	06/23/10	(1,406.00)	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		-	\$ofA 6446	(703.00)	
7123	06/24/10	(806.00)	Withdrawal (CA)	6333 W 3rd St		Los Angeles, CA		-	\$ofA 6446	(403.00)	
7124	06/24/10	(1,804.00)	Withdrawal (CA)	Wescom CU - Withdrawal		Hollywood, CA		-	\$ofA 6446	(902.00)	
7125	06/28/10	(1,000.00)	Withdrawal (CA)	BioAmerica ATM Withdrawal		Los Angeles, CA		-	\$ofA 6446	(500.00)	

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 8, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
7126	07/02/10	(600.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(100.00)
7127	07/02/10	(1,006.00)	Withdrawal (CA)	Web-Segured Withdrawal		Los Angeles, CA				BoFA 6446	(503.00)
7128	07/06/10	(1,600.00)	Withdrawal (CA)	BoFAmerica ATM Withdrawal		Leguna Beach, CA				BoFA 6446	(600.00)
7129	07/12/10	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7130	07/12/10	(1,506.00)	Withdrawal (CA)	1105 Fairfax		Los Angeles, CA				BoFA 6446	(603.00)
7131	07/19/10	(804.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(402.00)
7132	07/23/10	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7133	07/26/10	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7134	07/29/10	(806.00)	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA				BoFA 6446	(403.00)
7135	07/30/10	(606.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(303.00)
7136	07/30/10	(1,006.00)	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA				BoFA 6446	(503.00)
7137	08/03/10	(806.00)	Withdrawal (CA)	ATM Withdrawal		Manhattan Beach, CA				WF x5397	(403.00)
7138	08/04/10	(603.00)	Withdrawal (CA)	Withdrawal		San Francisco, CA				BoFA 6446	(302.50)
7139	08/09/10	(606.00)	Withdrawal (CA)	US Bank Fairfax		Los Angeles, CA				BoFA 6446	(303.00)
7140	08/12/10	(1,006.00)	Withdrawal (CA)	US Bank Fairfax		Los Angeles, CA				BoFA 6446	(503.00)
7141	08/13/10	(400.00)	Withdrawal (CA)	BoFAmerica ATM Withdrawal		San Pedro, CA				BoFA 6446	(200.00)
7142	08/16/10	(1,600.00)	Withdrawal (CA)	BoFAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(600.00)
7143	08/20/10	(1,604.00)	Withdrawal (CA)	Withdrawal		Arnold, CA				BoFA 6446	(802.00)
7144	08/23/10	(1,600.00)	Withdrawal (CA)	BoFAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(800.00)
7145	09/01/10	(804.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(402.00)
7146	09/01/10	(1,000.00)	Withdrawal (CA)	BoFAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(500.00)
7147	09/07/10	(605.00)	Withdrawal (CA)	Withdrawal		San Francisco, CA				BoFA 6446	(302.50)
7148	09/07/10	(600.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				WF x5397	(300.00)
7149	09/13/10	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7150	09/20/10	(1,000.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7151	09/27/10	(1,006.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(503.00)
7152	10/09/10	(600.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(300.00)
7153	10/04/10	(806.00)	Withdrawal (CA)	Cardtronics - Withdrawal		Manhattan Beach, CA				BoFA 6446	(403.00)
7154	10/06/10	(605.00)	Withdrawal (CA)	ATM Withdrawal		San Jose, CA				WF x5397	(402.50)
7155	10/12/10	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7156	10/12/10	(1,023.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(511.50)
7157	10/15/10	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7158	10/18/10	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7159	10/18/10	(1,000.00)	Withdrawal (CA)	Withdrawal		San Pedro, CA				BoFA 6446	(500.00)
7160	10/23/10	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7161	10/25/10	(600.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(300.00)
7162	10/28/10	(1,606.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7163	11/01/10	(606.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(303.00)
7164	11/01/10	(405.90)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(202.95)
7165	11/01/10	(405.90)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(202.95)
7166	11/08/10	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7167	11/08/10	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7168	11/15/10	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7169	11/15/10	(1,600.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(800.00)
7170	11/26/10	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7171	11/29/10	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7172	11/29/10	(1,000.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(500.00)
7173	12/06/10	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7174	12/06/10	(1,606.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7175	12/07/10	(1,004.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(502.00)
7176	12/10/10	(1,006.00)	Withdrawal (CA)	Withdrawal		Westchester, CA				BoFA 6446	(503.00)
7177	12/13/10	(1,800.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(900.00)
7178	12/20/10	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7179	12/23/10	(1,806.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(903.00)
7180	12/27/10	(1,000.00)	Withdrawal (CA)	Withdrawal		West Hollywood, CA				BoFA 6446	(500.00)
7181	12/30/10	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7182	01/10/11	(406.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(203.00)
7183	01/11/11	(605.00)	Withdrawal (CA)	Withdrawal		San Francisco, CA				BoFA 6446	(402.50)
7184	01/16/11	(805.50)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(402.75)
7185	01/18/11	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7186	01/18/11	(405.90)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(202.95)
7187	01/18/11	(405.90)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(202.95)
7188	01/14/11	(600.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(300.00)
7189	02/22/11	(1,600.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(800.00)
7190	02/25/11	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7191	02/28/11	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7192	02/28/11	(405.90)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(202.95)

Kagavi Kagavi
Las Vegas, Nevada

TRANSACTIONS THAT COMPLY THE ADJUSTED COLUMN ON EXHIBIT 4, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amount	AT Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
7193	02/28/11	(405.90)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(202.95)
7194	03/04/11	(1,601.00)	Withdrawal (CA)	Withdrawal		O'Hare Airport - Chicago, IL				BoFA 6446	(801.50)
7195	03/14/11	(804.00)	Withdrawal (CA)	ATM Withdrawal		Hollywood CA				WF x5397	(402.00)
7196	03/23/11	(1,606.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7197	03/28/11	(803.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(401.50)
7198	03/31/11	(800.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(400.00)
7199	03/31/11	(404.00)	Withdrawal (CA)	ATM Withdrawal		Carson, CA				WF x5397	(202.00)
7200	03/31/11	(600.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(300.00)
7201	04/11/11	(806.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(403.00)
7202	04/11/11	(1,000.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(500.00)
7203	04/11/11	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7204	04/18/11	(1,006.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(503.00)
7205	04/18/11	(606.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(303.00)
7206	05/03/11	(1,606.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7207	05/09/11	(1,606.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7208	05/12/11	(1,003.00)	Withdrawal (CA)	ATM Withdrawal		Chicago, IL				WF x5397	(501.50)
7209	05/12/11	(1,003.00)	Withdrawal (CA)	Withdrawal		O'Hare Airport - Chicago, IL				BoFA 6446	(501.50)
7210	05/23/11	(1,340.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(670.00)
7211	05/27/11	(1,005.00)	Withdrawal (CA)	ATM Withdrawal		Beverly Hills, CA				WF x5397	(502.50)
7212	05/27/11	(605.00)	Withdrawal (CA)	ATM Withdrawal		Beverly Hills, CA				WF x5397	(302.50)
7213	05/31/11	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7214	05/31/11	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7215	05/31/11	(600.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(300.00)
7216	05/31/11	(600.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(300.00)
7217	06/15/11	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7218	07/05/11	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7219	07/07/11	(1,606.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7220	07/11/11	(1,606.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7221	07/18/11	(806.00)	Withdrawal (CA)	ATM Withdrawal		Hollywood CA				WF x5397	(403.00)
7222	07/22/11	(800.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(400.00)
7223	07/28/11	(405.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(202.50)
7224	08/01/11	(1,606.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7225	08/18/11	(1,606.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7226	08/19/11	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7227	08/22/11	(1,606.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7228	08/25/11	(800.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(400.00)
7229	09/01/11	(1,600.00)	Withdrawal (CA)	Withdrawal		Hawthorne, CA				BoFA 6446	(800.00)
7230	09/06/11	(405.00)	Withdrawal (CA)	ATM Withdrawal		Beverly Hills, CA				WF x5397	(202.50)
7231	09/06/11	(600.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(300.00)
7232	09/11/11	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7233	09/14/11	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7234	09/19/11	(1,600.00)	Withdrawal (CA)	ATM Withdrawal		Fountain Valley, CA				BoFA 6446	(800.00)
7235	09/26/11	(806.00)	Withdrawal (CA)	ATM Withdrawal		Hawthorne, CA				WF x5397	(403.00)
7236	10/03/11	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7237	10/11/11	(1,600.00)	Withdrawal (CA)	Withdrawal		Manhattan Beach, CA				BoFA 6446	(800.00)
7238	10/17/11	(205.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(102.50)
7239	10/21/11	(205.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(102.50)
7240	10/24/11	(806.00)	Withdrawal (CA)	ATM Withdrawal		Hawthorne, CA				WF x5397	(403.00)
7241	10/25/11	(406.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(203.00)
7242	10/25/11	(406.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(203.00)
7243	10/27/11	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7244	10/28/11	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Hawthorne, CA				WF x5397	(500.00)
7245	10/31/11	(806.00)	Withdrawal (CA)	ATM Withdrawal		CA				WF x5397	(403.00)
7246	11/02/11	(606.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(303.00)
7247	11/02/11	(1,205.00)	Withdrawal (CA)	Kinetics Co - Withdrawal		Newbury Park, CA				BoFA 6446	(602.50)
7248	11/04/11	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(500.00)
7249	11/16/11	(606.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(303.00)
7250	11/24/11	(1,606.00)	Withdrawal (CA)	Wells Fargo - Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7251	11/28/11	(405.00)	Withdrawal (CA)	ATM Withdrawal		Hollywood CA				WF x5397	(202.50)
7252	12/18/11	(606.00)	Withdrawal (CA)	Hwy 101 Regency - Withdrawal		Burlingame, CA				BoFA 6446	(303.00)
7253	11/18/11	(606.00)	Withdrawal (CA)	Hwy 101 Regency - Withdrawal		Burlingame, CA				BoFA 6446	(303.00)
7254	12/12/11	(406.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(203.00)
7255	12/12/11	(600.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF x5397	(300.00)
7256	01/03/12	(406.00)	Withdrawal (CA)	ATM Withdrawal		Shedden City, CA				WF x5397	(203.00)
7257	01/03/12	(806.00)	Withdrawal (CA)	ATM Withdrawal		Shedden City, CA				WF x5397	(403.00)

Rapod v. Keen
Los Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE ADJUSTED COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unmatched Amount	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
7254	01/03/12	(2,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF #5397	(100.00)
7259	01/12/12	(1,601.00)	Withdrawal (CA)	Wells Fargo - Withdrawal		San Francisco, CA				BoFA 6446	(801.50)
7260	01/20/12	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF #5397	(500.00)
7261	02/23/12	(806.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF #5397	(103.00)
7262	03/28/12	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF #5397	(500.00)
7263	03/28/12	(404.00)	Withdrawal (CA)	ATM Withdrawal		Segundo, CA				WF #5397	(202.00)
7264	03/30/12	(2,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF #5397	(500.00)
7265	04/11/12	(1,600.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(500.00)
7266	02/04/12	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF #5397	(500.00)
7267	02/06/12	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Westchester, CA				WF #5397	(500.00)
7268	02/13/12	(1,320.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				BoFA 6446	(600.00)
7269	02/21/12	(1,801.00)	Withdrawal (CA)	Chase - Withdrawal		San Francisco, CA				BoFA 6446	(901.50)
7270	03/16/12	(1,206.00)	Withdrawal (CA)	Wells Fargo - Withdrawal		Los Angeles, CA				BoFA 6446	(603.00)
7271	04/06/12	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn - Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7272	04/12/12	(1,606.00)	Withdrawal (CA)	Merrill Lynch Withdrawal - Dr. Calkson		CA				BoFA 6446	(804.00)
7273	05/04/12	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn - Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7274	05/21/12	(2,800.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		San Francisco, CA				BoFA 6446	(800.00)
7275	05/30/12	(803.00)	Withdrawal (CA)	Withdrawal - O'Hare Airport		Chicago, IL				BoFA 6446	(401.50)
7276	06/11/12	(1,006.00)	Withdrawal (CA)	Wells Fargo Bn - Withdrawal		Los Angeles, CA				BoFA 6446	(503.00)
7277	07/02/12	(1,006.00)	Withdrawal (CA)	Commerce Bank - Withdrawal		Hollywood, CA				BoFA 6446	(503.00)
7278	07/16/12	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn - Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7279	07/28/12	(1,206.00)	Withdrawal (CA)	Bk of the West Withdrawal		Los Angeles, CA				BoFA 6446	(603.00)
7280	08/03/12	(1,006.00)	Withdrawal (CA)	Wells Fargo Bn - Withdrawal		Los Angeles, CA				BoFA 6446	(503.00)
7281	08/10/12	(1,400.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				BoFA 6446	(700.00)
7282	08/24/12	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn - Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7283	08/31/12	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn - Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7284	09/05/12	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn - Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7285	08/17/12	(1,606.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(806.00)
7286	10/21/12	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn - Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7287	11/24/12	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn - Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7288	11/21/12	(1,606.00)	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7289	09/11/12	(210.00)	Withdrawal (CA)	BankAmerica ATM Withdrawal		Los Angeles, CA				BoFA 6446	(100.00)
7290	03/20/13	(807.00)	Withdrawal (CA)	Hyatt Regency - Withdrawal		Los Angeles, CA				BoFA 6446	(403.50)
7291	03/27/13	(1,606.00)	Withdrawal (CA)	Union Bank Withdrawal		Fountain Valley, CA				BoFA 6446	(803.00)
7292	06/19/13	(600.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF #5397	(300.00)
7293	06/26/13	(600.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF #5397	(300.00)
7294	06/26/13	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn - Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7295	07/29/13	(405.90)	Withdrawal (CA)	ATM Withdrawal		Huntington Beach, CA				WF #5397	(202.95)
7296	08/05/13	(920.00)	Withdrawal (CA)	ATM Withdrawal		Malibu, CA				WF #5397	(460.00)
7297	08/12/13	(406.00)	Withdrawal (CA)	ATM Withdrawal		Beverly Hills, CA				WF #5397	(203.00)
7298	08/12/13	(805.80)	Withdrawal (CA)	CT 2-11 - Withdrawal		Los Angeles, CA				BoFA 6446	(402.95)
7299	08/14/13	(804.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF #5397	(402.00)
7300	08/15/13	(405.90)	Withdrawal (CA)	Surf and Sands - Withdrawal		Laguna Beach, CA				BoFA 6446	(202.95)
7301	08/15/13	(405.90)	Withdrawal (CA)	Surf and Sands - Withdrawal		Laguna Beach, CA				BoFA 6446	(202.95)
7302	08/16/13	(1,006.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF #5397	(503.00)
7303	08/16/13	(85.50)	Withdrawal (CA)	Cardtronics - Withdrawal		Laguna Beach, CA				BoFA 6446	(42.75)
7304	08/16/13	(405.50)	Withdrawal (CA)	Cardtronics - Withdrawal		Laguna Beach, CA				BoFA 6446	(202.75)
7305	08/28/13	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF #5397	(500.00)
7306	08/09/13	(600.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF #5397	(300.00)
7307	09/09/13	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Marina Del Rey, CA				WF #5397	(500.00)
7308	09/25/13	(805.90)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF #5397	(402.95)
7309	09/26/13	(1,006.00)	Withdrawal (CA)	ATM Withdrawal		Torrance, CA				WF #5397	(503.00)
7310	09/30/13	(1,006.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF #5397	(503.00)
7311	10/07/13	(606.00)	Withdrawal (CA)	ATM Withdrawal		Sherman Oaks, CA				WF #5397	(303.00)
7312	10/07/13	(600.00)	Withdrawal (CA)	ATM Withdrawal		Marina Del Rey, CA				WF #5397	(300.00)
7313	11/14/13	(805.90)	Withdrawal (CA)	Withdrawal		Huntington Beach, CA				BoFA 6446	(402.95)
7314	11/17/13	(1,006.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF #5397	(503.00)
7315	01/21/14	(1,006.00)	Withdrawal (CA)	ATM Withdrawal US Bank		Sherman Oaks, CA				WF #5397	(503.00)
7316	02/03/14	(806.00)	Withdrawal (CA)	Bk of the West		Los Angeles, CA				BoFA 6446	(403.00)
7317	02/12/14	(407.00)	Withdrawal (CA)	ATM Withdrawal		Van Nuys, CA				WF #5397	(203.50)
7318	02/14/14	(1,200.00)	Withdrawal (CA)	Bk of America ATM		Los Angeles, CA				BoFA 6446	(600.00)
7319	02/19/14	(606.00)	Withdrawal (CA)	ATM Withdrawal		Hollywood, CA				WF #5397	(303.00)
7320	02/14/14	(806.00)	Withdrawal (CA)	ATM Withdrawal		Hollywood, CA				WF #5397	(403.00)

Mogul v. Reped
Los Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AT Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
7321	02/23/14	(407.90)	Withdrawal (CA)	ATM Withdrawal		Beverly Hills, CA		WF x5397	(203.95)		
7322	02/27/14	(800.00)	Withdrawal (CA)	ATM Withdrawal		Hollywood, CA		WF x5397	(800.00)		
7323	03/03/14	(806.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BoFA 6446	(403.00)		
7324	03/03/14	(805.90)	Withdrawal (CA)	ATM Withdrawal		Hollywood, CA		WF x5397	(302.55)		
7325	03/20/14	(1,400.00)	Withdrawal (CA)	BoFA America ATM		Encino, CA		BoFA 6446	(700.00)		
7326	03/28/14	(1,006.00)	Withdrawal (CA)	ATM Withdrawal		Encino, CA		WF x5397	(503.00)		
7327	04/02/14	(806.00)	Withdrawal (CA)	ATM Withdrawal		Encino, CA		WF x5397	(803.00)		
7328	04/02/14	(208.00)	Withdrawal (CA)	ATM Withdrawal		Encino, CA		WF x5397	(103.00)		
7329	04/14/14	(806.00)	Withdrawal (CA)	ATM Withdrawal		Malibu, CA		WF x5397	(403.00)		
7330	04/21/14	(806.00)	Withdrawal (CA)	ATM Withdrawal		Marina Del Rey, CA		WF x5397	(403.00)		
7331	04/30/14	(1,206.00)	Withdrawal (CA)	Bk of the West Withdrawal		Torrance, CA		BoFA 6446	(603.00)		
7332	05/15/14	(600.00)	Withdrawal (CA)	ATM Withdrawal		Encino, CA		WF x5397	(300.00)		
7333	05/21/14	(606.50)	Withdrawal (CA)	ATM Withdrawal		Marina Del Rey, CA		WF x5397	(303.25)		
7334	05/27/14	(1,006.00)	Withdrawal (CA)	Bk of the West Withdrawal		Torrance, CA		BoFA 6446	(503.00)		
7335	06/05/14	(600.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)		
7336	06/09/14	(1,008.00)	Withdrawal (CA)	Bk of the West Withdrawal		Torrance, CA		BoFA 6446	(503.00)		
7337	06/09/14	(248.30)	Withdrawal (CA)	ATM Withdrawal		Sherman Oaks, CA		WF x5397	(122.15)		
7338	06/13/14	(726.00)	Withdrawal (CA)	ATM Withdrawal		Marina Del Rey, CA		WF x5397	(363.00)		
7339	06/19/14	(325.50)	Withdrawal (CA)	The Mortgage R Withdrawal		Naom, CA		BoFA 6446	(162.75)		
7340	06/28/14	(800.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)		
7341	07/01/14	(600.00)	Withdrawal (CA)	ATM Withdrawal		Marina Del Rey, CA		WF x5397	(300.00)		
7342	07/22/14	(1,006.00)	Withdrawal (CA)	Bk of the West Withdrawal		Torrance, CA		BoFA 6446	(503.00)		
7343	08/04/14	(1,400.00)	Withdrawal (CA)	BoFA America ATM		Los Angeles, CA		BoFA 6446	(700.00)		
7344	08/15/14	(1,200.00)	Withdrawal (CA)	BoFA America ATM		Hollywood, CA		BoFA 6446	(600.00)		
7345	08/22/14	(1,200.00)	Withdrawal (CA)	BoFA America ATM		Los Angeles, CA		BoFA 6446	(600.00)		
7346	08/24/14	(600.00)	Withdrawal (CA)	ATM Withdrawal		West Hollywood, CA		WF x5397	(300.00)		
7347	09/11/14	(400.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(200.00)		
7348	09/18/14	(1,206.00)	Withdrawal (CA)	Bk of the West Withdrawal		Torrance, CA		BoFA 6446	(603.00)		
7349	09/29/14	(1,406.00)	Withdrawal (CA)	Wells Fargo Bn Withdrawal		Marina Del Rey, CA		BoFA 6446	(803.00)		
7350	10/06/14	(1,206.00)	Withdrawal (CA)	Chase Withdrawal		Sherman Oaks, CA		BoFA 6446	(603.00)		
7351	10/09/14	(806.00)	Withdrawal (CA)	First Republic Withdrawal		San Francisco, CA		BoFA 6446	(403.00)		
7352	10/14/14	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn Withdrawal		El Segundo, CA		BoFA 6446	(803.00)		
7353	10/14/14	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		El Segundo, CA		WF x5397	(500.00)		
7354	10/22/14	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn Withdrawal		Los Angeles, CA		BoFA 6446	(803.00)		
7355	10/24/14	(1,006.00)	Withdrawal (CA)	US Bank Withdrawal		Encino, CA		BoFA 6446	(503.00)		
7356	10/30/14	(1,606.00)	Withdrawal (CA)	City National Withdrawal		Los Angeles, CA		BoFA 6446	(803.00)		
7357	11/02/14	(1,406.00)	Withdrawal (CA)	Chase Withdrawal		Malibu, CA		BoFA 6446	(803.00)		
7358	11/10/14	(1,604.80)	Withdrawal (CA)	Wells Fargo Bn Withdrawal		Los Angeles, CA		BoFA 6446	(802.00)		
7359	11/12/14	(801.58)	Withdrawal (CA)	CT Chevron		Manhattan Beach, CA		BoFA 6446	(400.99)		
7360	11/17/14	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn Withdrawal		Sherman Oaks, CA		BoFA 6446	(803.00)		
7361	11/24/14	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn Withdrawal		Los Angeles, CA		BoFA 6446	(803.00)		
7362	11/28/14	(800.00)	Withdrawal (CA)	ATM Withdrawal		Sherman Oaks, CA		WF x5397	(300.00)		
7363	12/01/14	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn Withdrawal		W. Hollywood, CA		BoFA 6446	(803.00)		
7364	12/05/14	(800.00)	Withdrawal (CA)	ATM Withdrawal		Encino, CA		WF x5397	(300.00)		
7365	12/06/14	(800.00)	Withdrawal (CA)	ATM Withdrawal		Sherman Oaks, CA		WF x5397	(300.00)		
7366	12/12/14	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn Withdrawal		Marina Del Rey, CA		BoFA 6446	(803.00)		
7367	12/15/14	(406.00)	Withdrawal (CA)	Non WF ATM Withdrawal		Los Angeles, CA		WF x5397	(203.00)		
7368	12/15/14	(406.00)	Withdrawal (CA)	Non WF ATM Withdrawal		Los Angeles, CA		WF x5397	(203.00)		
7369	12/17/14	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Fountain Valley, CA		WF x5397	(500.00)		
7370	12/19/14	(600.00)	Withdrawal (CA)	ATM Withdrawal		Agoura, CA		WF x5397	(300.00)		
7371	12/21/14	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn Withdrawal		Westchester, CA		BoFA 6446	(803.00)		
7372	12/28/14	(1,606.00)	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		BoFA 6446	(803.00)		
7373	12/29/14	(1,606.00)	Withdrawal (CA)	Wells Fargo Bn Withdrawal		W. Hollywood, CA		BoFA 6446	(803.00)		
7374	12/31/14	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Hollywood, CA		WF x5397	(500.00)		

Kogod v Kogod
Los Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
7375	01/02/15	(604.50)	Withdrawal (CA)	Cardtronics CC Withdrawal		Los Angeles, CA				BoFA 6446	(302.25)
7376	01/12/15	(200.00)	Withdrawal (CA)	ATM Withdrawal		Sherrin Oaks, CA				WF #5397	(100.00)
7377	01/20/15	(406.94)	Withdrawal (CA)	DAP Withdrawal		Los Angeles, CA				BoFA 6446	(203.49)
7378	01/22/15	(1,000.00)	Withdrawal (CA)	Bank of America ATM		Los Angeles, CA				BoFA 6446	(500.00)
7379	02/02/15	(1,804.00)	Withdrawal (CA)	Wells Fargo ATM Withdrawal		Los Angeles, CA				BoFA 6446	(802.00)
7380	02/09/15	(5,009.00)	Withdrawal (CA)	Non-WF ATM Withdrawal		Studio City, CA				WF #6253	(503.00)
7381	02/09/15	(600.00)	Withdrawal (CA)	ATM Withdrawal		Century City, CA				WF #6253	(300.00)
7382	02/23/15	(1,006.00)	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA				BoFA 6446	(503.00)
7383	03/02/15	(1,004.00)	Withdrawal (CA)	Non - WF Withdrawal - Card 0775		Encino, CA				WF #6253	(502.00)
7384	03/09/15	(1,200.00)	Withdrawal (CA)	Bank of America Withdrawal		Encino, CA				BoFA 6446	(600.00)
7385	03/18/15	(1,000.00)	Withdrawal (CA)	ATM Withdrawal - Card 0775		Los Angeles, CA				WF #5397	(500.00)
7386	03/26/15	(407.50)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(203.75)
7387	03/26/15	(694.00)	Withdrawal (CA)	Non - WF ATM Withdrawal - Card 0775		Glendale, CA				WF #5397	(303.00)
7388	03/27/15	(5,026.00)	Withdrawal (CA)	Withdrawal		Malibu, CA				BoFA 6446	(203.00)
7389	04/06/15	(1,006.00)	Withdrawal (CA)	Non-WF Withdrawal		Pacific Palis, CA				WF #5397	(503.00)
7390	04/13/15	(844.50)	Withdrawal (CA)	Non-WF Withdrawal		Los Angeles, CA				WF #6253	(482.00)
7391	04/17/15	(406.00)	Withdrawal (CA)	Non-WF Withdrawal		Sanle Bakers, CA				WF #6253	(203.00)
7392	04/20/15	(1,000.00)	Withdrawal (CA)	Non-WF Withdrawal		Los Angeles, CA				WF #6253	(500.00)
7393	05/04/15	(107.50)	Withdrawal (CA)	Non - WF ATM Withdrawal - Card 0775		Los Angeles, CA				WF #5397	(208.75)
7394	05/04/15	(806.00)	Withdrawal (CA)	Non - WF ATM Withdrawal - Card 0775		Los Angeles, CA				WF #6253	(403.00)
7395	05/04/15	(804.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(402.00)
7396	05/08/15	(1,004.00)	Withdrawal (CA)	Non - WF ATM Withdrawal - Card 0775		Los Angeles, CA				WF #5397	(502.00)
7397	05/11/15	(1,000.00)	Withdrawal (CA)	ATM Withdrawal - Card 0775		Encino, CA				WF #6253	(500.00)
7398	05/22/15	(800.00)	Withdrawal (CA)	ATM Withdrawal - Card 0775		Los Angeles, CA				WF #6253	(300.00)
7399	05/28/15	(606.00)	Withdrawal (CA)	Withdrawal		Beverly Hills, CA				BoFA 6446	(303.00)
7400	05/28/15	(1,006.00)	Withdrawal (CA)	Withdrawal		Beverly Hills, CA				BoFA 6446	(503.00)
7401	06/04/15	(805.50)	Withdrawal (CA)	Withdrawal		Westwood, CA				BoFA 6446	(402.75)
7402	06/08/15	(606.50)	Withdrawal (CA)	ATM Withdrawal		Marina Del Rey, CA				WF #5397	(303.25)
7403	07/03/15	(806.00)	Withdrawal (CA)	Withdrawal		San Francisco, CA				BoFA 6446	(403.00)
7404	07/06/15	(1,606.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7405	07/08/15	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA				WF #6253	(500.00)
7406	07/07/15	(1,000.00)	Withdrawal (CA)	ATM Withdrawal		Torrance, CA				WF #6253	(500.00)
7407	07/15/15	(407.00)	Withdrawal (CA)	Withdrawal		Glenn, CA				BoFA 6446	(203.50)
7408	07/15/15	(407.00)	Withdrawal (CA)	Withdrawal		Glenn, CA				BoFA 6446	(203.50)
7409	07/27/15	(806.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(403.00)
7410	08/03/15	(406.00)	Withdrawal (CA)	Withdrawal		Beverly Hills, CA				BoFA 6446	(203.00)
7411	08/03/15	(406.00)	Withdrawal (CA)	Withdrawal		Beverly Hills, CA				BoFA 6446	(203.00)
7412	08/06/15	(404.98)	Withdrawal (CA)	Withdrawal		Hollywood, CA				BoFA 6446	(202.49)
7413	08/10/15	(1,806.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(803.00)
7414	08/17/15	(1,600.00)	Withdrawal (CA)	Withdrawal		Pasadena, CA				BoFA 6446	(800.00)
7415	08/20/15	(806.00)	Withdrawal (CA)	Withdrawal		San Francisco, CA				BoFA 6446	(403.00)
7416	08/23/15	(1,206.00)	Withdrawal (CA)	U.S. Bank Withdrawal		Los Angeles, CA				BoFA 6446	(603.00)
7417	09/08/15	(406.00)	Withdrawal (CA)	Withdrawal		Beverly Hills, CA				BoFA 6446	(203.00)
7418	09/08/15	(406.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(203.00)
7419	09/08/15	(406.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(203.00)
7420	09/14/15	(406.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(203.00)
7421	09/16/15	(606.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(303.00)
7422	09/21/15	(606.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(303.00)
7423	09/21/15	(1,006.00)	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA				BoFA 6446	(503.00)
7424	09/23/15	(606.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(303.00)
7425	10/05/15	(407.50)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(203.75)
7426	10/06/15	(1,006.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(503.00)
7427	10/13/15	(606.50)	Withdrawal (CA)	Withdrawal		Marina Del Rey, CA				BoFA 6446	(303.25)
7428	11/02/15	(606.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(303.00)
7429	11/02/15	(44.00)	Withdrawal (CA)	Purchase US Bank		Los Angeles, CA				BoFA 6446	(22.00)
7430	11/03/15	(406.00)	Withdrawal (CA)	Withdrawal		San Diego, CA				BoFA 6446	(203.00)
7431	11/09/15	(1,006.00)	Withdrawal (CA)	Withdrawal		San Diego, CA				BoFA 6446	(503.00)
7432	11/19/15	(1,006.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(503.00)
7433	12/04/15	(606.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA				BoFA 6446	(303.00)
7434	12/18/15	(606.00)	Withdrawal (CA)	ATM Withdrawal		Si Segundo, CA				WF #5397	(303.00)
7435	04/01/09	(323.00)	Withdrawal (CO)	Ent Withdrawal		Denver, CO				BoFA 6446	(261.50)
7436	11/04/09	(804.00)	Withdrawal (CO)	Public Service Withdrawal		Denver, CO				BoFA 6446	(402.00)
7437	11/17/09	(804.00)	Withdrawal (CO)	Public Service Withdrawal		Denver, CO				BoFA 6446	(402.00)
7438	03/31/10	(104.00)	Withdrawal (CO)	Public Service Withdrawal		Aurora, CO				BoFA 6446	(402.00)
7439	04/06/10	(1,004.00)	Withdrawal (CO)	Public Service Withdrawal		Aurora, CO				BoFA 6446	(502.00)
7440	05/27/10	(1,806.00)	Withdrawal (CO)	Chase		Denver, CO				BoFA 6446	(803.00)

TRANSACTIONS THAT COMPOSE THE "ADJUSTED" COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
7441	06/11/10	(1,606.00)	Withdrawal (CO)	Chase Withdrawal		Denver, CO				BoFA 6446	(603.00)
7442	07/22/10	(806.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(303.00)
7443	10/07/10	(1,206.00)	Withdrawal (CO)	Chase Withdrawal		Denver, CO				BoFA 6446	(603.00)
7444	11/04/10	(1,606.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(603.00)
7445	11/08/10	(805.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(402.50)
7446	11/09/10	(1,606.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(603.00)
7447	11/11/10	(1,206.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(603.00)
7448	11/19/10	(1,206.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(603.00)
7449	11/21/10	(806.00)	Withdrawal (CO)	Cardtronics CC Withdrawal		Englewood, CO				BoFA 6446	(603.00)
7450	11/23/10	(1,004.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(502.00)
7451	12/03/10	(1,000.00)	Withdrawal (CO)	ATM Withdrawal		Denver, CO				WU 15367	(500.00)
7452	12/16/10	(1,006.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(503.00)
7453	12/21/10	(1,006.00)	Withdrawal (CO)	Withdrawal		Englewood, CO				BoFA 6446	(503.00)
7454	01/03/11	(804.00)	Withdrawal (CO)	ATM Withdrawal		Denver, CO				WU 15397	(302.00)
7455	01/04/11	(1,006.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(503.00)
7456	01/07/11	(1,006.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(503.00)
7457	01/10/11	(1,606.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(603.00)
7458	03/01/11	(1,606.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(603.00)
7459	03/18/11	(1,606.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(603.00)
7460	04/18/11	(318.50)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(163.25)
7461	04/18/11	(806.50)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(403.25)
7462	06/06/11	(806.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(403.00)
7463	06/09/11	(1,004.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(502.00)
7464	06/11/11	(1,606.00)	Withdrawal (CO)	Chase Withdrawal		Denver, CO				BoFA 6446	(703.00)
7465	07/12/11	(1,006.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(503.00)
7466	07/28/11	(806.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(403.00)
7467	07/28/11	(407.50)	Withdrawal (CO)	Withdrawal		Vald, CO				BoFA 6446	(203.75)
7468	08/19/11	(1,006.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(503.00)
7469	09/13/11	(806.00)	Withdrawal (CO)	ATM Withdrawal		Denver, CO				WU 15397	(403.00)
7470	09/16/11	(1,606.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(603.00)
7471	09/26/11	(1,606.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(603.00)
7472	10/12/11	(604.00)	Withdrawal (CO)	Dix - Withdrawal		Denver, CO				BoFA 6446	(302.00)
7473	10/12/11	(1,004.00)	Withdrawal (CO)	Dix - Withdrawal		Denver, CO				BoFA 6446	(502.00)
7474	12/22/11	(1,606.00)	Withdrawal (CO)	Chase - Withdrawal		Denver, CO				BoFA 6446	(603.00)
7475	01/04/12	(1,606.00)	Withdrawal (CO)	Chase - Withdrawal		Denver, CO				BoFA 6446	(603.00)
7476	01/05/12	(1,606.00)	Withdrawal (CO)	Chase - Withdrawal		Denver, CO				BoFA 6446	(603.00)
7477	01/09/12	(406.00)	Withdrawal (CO)	Chase - Withdrawal		Castle Rock, CO				BoFA 6446	(203.00)
7478	02/29/12	(1,606.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(603.00)
7479	06/18/12	(1,606.00)	Withdrawal (CO)	Chase - Withdrawal		Denver, CO				BoFA 6446	(603.00)
7480	05/18/12	(1,204.00)	Withdrawal (CO)	Withdrawal - Public Service Co		Denver, CO				BoFA 6446	(602.00)
7481	05/28/12	(1,606.00)	Withdrawal (CO)	Wells Fargo Bn - Withdrawal		Denver, CO				BoFA 6446	(603.00)
7482	06/13/12	(807.00)	Withdrawal (CO)	Bank of Choice - Withdrawal		Denver, CO				BoFA 6446	(403.50)
7483	07/05/12	(404.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(202.00)
7484	07/10/12	(1,606.00)	Withdrawal (CO)	Chase - Withdrawal		Denver, CO				BoFA 6446	(603.00)
7485	07/11/12	(1,606.00)	Withdrawal (CO)	Chase Withdrawal		Denver, CO				BoFA 6446	(603.00)
7486	08/01/12	(806.00)	Withdrawal (CO)	Security Serv - Withdrawal		Denver, CO				BoFA 6446	(403.00)
7487	09/16/12	(405.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(202.50)
7488	09/17/12	(405.00)	Withdrawal (CO)	Cardtronics - Withdrawal		Denver, CO				BoFA 6446	(202.50)
7489	09/17/12	(205.00)	Withdrawal (CO)	Cardtronics - Withdrawal		Denver, CO				BoFA 6446	(102.50)
7490	09/20/12	(1,606.00)	Withdrawal (CO)	Security Serv - Withdrawal		Denver, CO				BoFA 6446	(603.00)
7491	09/27/12	(1,606.00)	Withdrawal (CO)	Chase Withdrawal		Denver, CO				BoFA 6446	(603.00)
7492	10/09/12	(406.00)	Withdrawal (CO)	US Bank - Withdrawal		Denver, CO				BoFA 6446	(203.00)
7493	10/09/12	(1,006.00)	Withdrawal (CO)	US Bank - Withdrawal		Denver, CO				BoFA 6446	(503.00)
7494	10/18/12	(1,606.00)	Withdrawal (CO)	Chase Withdrawal		Denver, CO				BoFA 6446	(603.00)
7495	11/13/12	(606.00)	Withdrawal (CO)	Security Serv - Withdrawal		Denver, CO				BoFA 6446	(303.00)
7496	01/07/13	(806.00)	Withdrawal (CO)	Cardtronics - Withdrawal		Englewood, CO				BoFA 6446	(403.00)
7497	01/18/13	(1,316.00)	Withdrawal (CO)	Chase Withdrawal		Denver, CO				BoFA 6446	(658.00)
7498	02/12/13	(1,606.00)	Withdrawal (CO)	Wells Fargo Bn - Withdrawal		Denver, CO				BoFA 6446	(603.00)
7499	02/05/13	(407.50)	Withdrawal (CO)	Four Seasons Withdrawal		Denver, CO				BoFA 6446	(203.75)
7500	04/03/13	(1,006.00)	Withdrawal (CO)	Security Serv - Withdrawal		Denver, CO				BoFA 6446	(503.00)
7501	04/23/13	(407.00)	Withdrawal (CO)	Hyatt Regency - Withdrawal		Denver, CO				BoFA 6446	(203.50)
7502	04/24/13	(1,006.00)	Withdrawal (CO)	Wells Fargo Bn - Withdrawal		Denver, CO				BoFA 6446	(503.00)
7503	04/29/13	(1,006.00)	Withdrawal (CO)	FirstBank Colo - Withdrawal		Denver, CO				BoFA 6446	(503.00)
7504	05/14/13	(606.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(303.00)
7505	05/29/13	(407.00)	Withdrawal (CO)	Hyatt Regency - Withdrawal		Denver, CO				BoFA 6446	(203.50)
7506	06/06/13	(1,206.00)	Withdrawal (CO)	Security Serv - Withdrawal		Denver, CO				BoFA 6446	(603.00)
7507	07/16/13	(1,606.00)	Withdrawal (CO)	Wells Fargo Bn - Withdrawal		Denver, CO				BoFA 6446	(603.00)
7508	07/18/13	(407.00)	Withdrawal (CO)	Wells Fargo Bn - Withdrawal		Gypsum, CO				BoFA 6446	(203.50)
7509	07/24/13	(1,316.00)	Withdrawal (CO)	Security Serv - Withdrawal		Denver, CO				BoFA 6446	(658.00)
7510	08/20/13	(407.00)	Withdrawal (CO)	Hyatt Regency - Withdrawal		Denver, CO				BoFA 6446	(203.50)

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Las Vegas, Nevada

TRANSACTIONS THAT COMPRISE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
7511	06/23/13	(1,606.00)	Withdrawal (CO)	Security Serv - Withdraw		Denver, CO				BoFA 6446	(803.00)
7512	06/24/13	(1,610.00)	Withdrawal (CO)	Columbus State - Withdraw		Denver, CO				BoFA 6446	(150.00)
7513	10/03/13	(1,606.00)	Withdrawal (CO)	Legacy - Withdraw		Legacy, CO				BoFA 6446	(803.00)
7514	10/15/13	(1,606.00)	Withdrawal (CO)	Chase - Withdraw		Greenwood VIL, CO				BoFA 6446	(803.00)
7515	12/19/13	(407.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(203.50)
7516	12/19/13	(1,606.00)	Withdrawal (CO)	Legacy - Withdraw		Legacy, CO				BoFA 6446	(803.00)
7517	03/06/14	(1,004.00)	Withdrawal (CO)	8500 Pena Blvd		Denver, CO				BoFA 6446	(502.00)
7518	03/06/14	(604.00)	Withdrawal (CO)	8500 Pena Blvd		Denver, CO				BoFA 6446	(302.00)
7519	03/12/14	(407.00)	Withdrawal (CO)	Vail Valley		Gypsum, CO				BoFA 6446	(203.50)
7520	04/17/14	(1,004.00)	Withdrawal (CO)	8500 Pena Blvd		Denver, CO				BoFA 6446	(502.00)
7521	06/14/14	(405.00)	Withdrawal (CO)	ATM Withdrawal		Denver, CO				WF x5397	(202.50)
7522	07/17/14	(407.00)	Withdrawal (CO)	Vail Valley		Gypsum, CO				BoFA 6446	(203.50)
7523	07/17/14	(407.00)	Withdrawal (CO)	Vail Valley		Gypsum, CO				BoFA 6446	(203.50)
7524	10/21/14	(407.00)	Withdrawal (CO)	ISPA/PMDS withdraw		Colorado Springs, CO				BoFA 6446	(203.50)
7525	12/03/14	(405.00)	Withdrawal (CO)	ISPA/PMDS withdraw		Englewood, CO				BoFA 6446	(202.50)
7526	02/15/15	(1,806.00)	Withdrawal (CO)	Wells Fargo Bn Withdraw		Colorado Springs, CO				BoFA 6446	(803.00)
7527	07/09/15	(407.30)	Withdrawal (CO)	ATM Withdrawal		Denver, CO				WF x8253	(203.75)
7528	11/23/15	(808.00)	Withdrawal (CO)	Withdrawal		Denver, CO				BoFA 6446	(404.00)
7529	07/06/16	(845.26)	Withdrawal (International)	Traveler Withdraw		London				BoFA 6446	(422.63)
7530	07/07/16	(1,048.24)	Withdrawal (International)	Withdraw	8106	London				BoFA 6446	(524.12)
7531	07/11/16	(843.18)	Withdrawal (International)	Star Withdraw		Singapore				BoFA 6446	(421.59)
7532	07/15/16	(837.06)	Withdrawal (International)	Citibank Tang - Withdraw		Singapore				BoFA 6446	(418.53)
7533	07/15/16	(513.58)	Withdrawal (International)	Withdraw		Singapore				BoFA 6446	(256.79)
7534	12/04/16	(186.58)	Withdrawal (International)	Withdraw		Frankfurt				BoFA 6446	(93.29)
7535	01/21/17	(761.12)	Withdrawal (International)	Withdraw		Singapore				BoFA 6446	(380.56)
7536	02/19/17	(1,024.14)	Withdrawal (International)	Withdrawal		London				BoFA 6446	(512.07)
7537	04/21/17	(1,112.26)	Withdrawal (International)	Withdraw		London				BoFA 6446	(556.13)
7538	06/27/17	(544.52)	Withdrawal (International)	Emirates Bank Withdraw		Dubai				BoFA 6446	(272.26)
7539	06/28/17	(959.28)	Withdrawal (International)	Withdraw		London				BoFA 6446	(479.64)
7540	08/02/17	(1,000.30)	Withdrawal (International)	ATM Withdrawal		Singapore				WF x5397	(500.15)
7541	08/08/17	(492.45)	Withdrawal (International)	Withdraw		Singapore				BoFA 6446	(246.23)
7542	08/08/17	(1,139.94)	Withdrawal (International)	Withdraw		Hil Airport Plaza, Hamburg				BoFA 6446	(569.97)
7543	12/12/17	(1,335.00)	Withdrawal (International)	Withdraw		Dubai, Flugh. Term.				BoFA 6446	(667.50)
7544	12/14/17	(791.66)	Withdrawal (International)	Withdraw		Muenchen				BoFA 6446	(395.83)
7545	04/03/18	(431.82)	Withdrawal (International)	Nykredit Bank - Withdraw		Kobenhavn				BoFA 6446	(215.91)
7546	05/23/18	(2,050.72)	Withdrawal (International)	Withdraw		Frankfurt Spark - Airport				BoFA 6446	(1,025.36)
7547	07/09/18	(792.52)	Withdrawal (International)	Withdraw		Beijing				BoFA 6446	(396.26)
7548	07/11/18	(512.28)	Withdrawal (International)	ATM Withdraw		Singapore				BoFA 6446	(256.14)
7549	07/16/18	(787.06)	Withdrawal (International)	Withdraw		Singapore				BoFA 6446	(393.53)
7550	05/29/19	(814.46)	Withdrawal (International)	HSCB - Withdraw - Airport		Shanghai				BoFA 6446	(407.23)
7551	05/21/19	(825.52)	Withdrawal (International)	Shanghai - Withdraw		Shanghai				BoFA 6446	(412.76)
7552	03/24/19	(1,331.24)	Withdrawal (International)	OCBC Withdraw		Singapore				BoFA 6446	(665.62)
7553	03/24/19	(787.06)	Withdrawal (International)	OCBC Withdraw		Singapore				BoFA 6446	(393.53)
7554	06/02/19	(218.18)	Withdrawal (International)	ING Withdraw		Amsterdam				BoFA 6446	(109.09)
7555	06/02/19	(544.52)	Withdrawal (International)	Visa withdraw		Dubai				BoFA 6446	(272.26)
7556	04/11/19	(849.56)	Withdrawal (International)	Non-WF Withdrawal		Schiedl, RI				WF x5397	(424.78)
7557	06/26/19	(1,572.04)	Withdrawal (International)	Withdrawal		Dagussa, Hamburg	Bank in Germany?			BoFA 6446	(786.02)
7558	12/15/19	(1,000.00)	Withdrawal (International)	Withdrawal		Dubai				BoFA 6446	(500.00)
7559	02/09/20	(404.00)	Withdrawal (NV)	WFB Withdraw		Las Vegas NV				BoFA 6446	(202.00)
7560	03/05/20	(1,004.00)	Withdrawal (NV)	WFB Withdraw		Las Vegas NV				BoFA 6446	(502.00)
7561	03/10/20	(1,004.00)	Withdrawal (NV)	Clark County Withdraw		Las Vegas NV				BoFA 6446	(502.00)
7562	03/10/20	(807.30)	Withdrawal (NV)	Global Cash Withdraw		Las Vegas NV				BoFA 6446	(403.65)
7563	03/12/20	(1,004.00)	Withdrawal (NV)	WFB Withdraw		Las Vegas NV				BoFA 6446	(502.00)
7564	03/14/20	(887.50)	Withdrawal (NV)	Global Cash Withdraw		Las Vegas NV				BoFA 6446	(443.75)
7565	03/17/20	(164.00)	Withdrawal (NV)	Clark County Withdraw		Las Vegas NV				BoFA 6446	(82.00)
7566	03/17/20	(164.00)	Withdrawal (NV)	Clark County Withdraw		Las Vegas NV				BoFA 6446	(82.00)
7567	03/20/20	(404.00)	Withdrawal (NV)	WFB Withdraw		Las Vegas NV				BoFA 6446	(202.00)
7568	03/21/20	(1,004.00)	Withdrawal (NV)	WFB Withdraw		Las Vegas NV				BoFA 6446	(502.00)
7569	03/24/20	(1,004.00)	Withdrawal (NV)	WFB Withdraw		Las Vegas NV				BoFA 6446	(502.00)
7570	04/14/20	(404.00)	Withdrawal (NV)	WFB Withdraw		Las Vegas NV				BoFA 6446	(202.00)
7571	04/14/20	(404.00)	Withdrawal (NV)	WFB Withdraw		Las Vegas NV				BoFA 6446	(202.00)
7572	04/28/20	(1,004.00)	Withdrawal (NV)	WFB Withdraw		Las Vegas NV				BoFA 6446	(502.00)
7573	05/08/20	(804.00)	Withdrawal (NV)	WFB Withdraw		Las Vegas NV				BoFA 6446	(402.00)

Report: V. Kogal
Las Vegas, Nevada

TRANSACTIONS THAT COMPOSE THE 'ADJUSTED' COLUMN ON EXHIBIT 6, SORTED BY CATEGORY THEN BY DATE (ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Inflow		Outflow	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
7574	05/13/08	(968.00)	Withdrawal (NV)	Global Cash Withdrawal		Las Vegas NV				BoFA 6446	(484.00)
7575	05/18/08	(1,409.58)	Withdrawal (NV)	GCA MGM LV Withdrawal		Las Vegas NV				BoFA 6446	(704.79)
7576	05/19/08	(1,004.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(502.00)
7577	05/19/08	(1,004.00)	Withdrawal (NV)	Washington Mut. Withdrawal		Henderson NV				BoFA 6446	(502.00)
7578	05/22/08	(404.00)	Withdrawal (NV)	Union Inc. Withdrawal Circle K		Las Vegas NV				BoFA 6446	(202.00)
7579	05/22/08	(404.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(202.00)
7580	06/02/08	(404.00)	Withdrawal (NV)	Washington Mut. Withdrawal		Henderson NV				BoFA 6446	(202.00)
7581	06/02/08	(917.50)	Withdrawal (NV)	Global Cash Withdrawal		Las Vegas NV				BoFA 6446	(458.75)
7582	06/09/08	(404.00)	Withdrawal (NV)	ETI Inc. Withdrawal		Henderson NV				BoFA 6446	(202.00)
7583	06/09/08	(404.00)	Withdrawal (NV)	ETI Inc. Withdrawal		Henderson NV				BoFA 6446	(202.00)
7584	06/20/08	(404.00)	Withdrawal (NV)	Washington Mut. Withdrawal		Henderson NV				BoFA 6446	(202.00)
7585	06/23/08	(564.00)	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV				BoFA 6446	(282.00)
7586	06/30/08	(1,504.00)	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV				BoFA 6446	(752.00)
7587	06/30/08	(744.00)	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV				BoFA 6446	(372.00)
7588	07/07/08	(404.00)	Withdrawal (NV)	CT 7-11 Withdrawal		Las Vegas NV				BoFA 6446	(202.00)
7589	07/07/08	(564.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(282.00)
7590	07/11/08	(404.00)	Withdrawal (NV)	ETI Inc. Withdrawal		Henderson NV				BoFA 6446	(202.00)
7591	07/14/08	(1,004.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(502.00)
7592	07/14/08	(404.00)	Withdrawal (NV)	Washington Mut. Withdrawal		Henderson NV				BoFA 6446	(202.00)
7593	07/21/08	(404.00)	Withdrawal (NV)	ETI Inc. Withdrawal		Henderson NV				BoFA 6446	(202.00)
7594	07/21/08	(404.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(202.00)
7595	08/08/08	(404.00)	Withdrawal (NV)	Washington Mut. Withdrawal		Henderson NV				BoFA 6446	(202.00)
7596	08/11/08	(964.00)	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV				BoFA 6446	(482.00)
7597	08/18/08	(404.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(202.00)
7598	08/21/08	(744.00)	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV				BoFA 6446	(372.00)
7599	09/05/08	(1,204.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(602.00)
7600	09/05/08	(404.00)	Withdrawal (NV)	ETI Inc. Withdrawal		Henderson NV				BoFA 6446	(202.00)
7601	09/08/08	(1,044.00)	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV				BoFA 6446	(522.00)
7602	09/08/08	(604.00)	Withdrawal (NV)	WFB Withdrawal		Henderson NV				BoFA 6446	(302.00)
7603	09/13/08	(404.00)	Withdrawal (NV)	ETI Inc. Withdrawal		Las Vegas NV				BoFA 6446	(202.00)
7604	09/15/08	(364.00)	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV				BoFA 6446	(182.00)
7605	09/15/08	(405.00)	Withdrawal (NV)	NBS Maryland Withdrawal		Las Vegas NV				BoFA 6446	(202.50)
7606	09/17/08	(1,169.98)	Withdrawal (NV)	Global Cash Withdrawal		Las Vegas NV				BoFA 6446	(584.99)
7607	09/18/08	(2,000.00)	Withdrawal (NV)	BankAmerica ATM Withdrawal		Las Vegas NV				BoFA 6446	(1,000.00)
7608	09/22/08	(805.00)	Withdrawal (NV)	NBS Warm Spas Withdrawal		Henderson NV				BoFA 6446	(402.50)
7609	09/23/08	(754.00)	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV				BoFA 6446	(377.00)
7610	10/08/08	(1,204.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(602.00)
7611	10/08/08	(1,004.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(502.00)
7612	10/14/08	(1,204.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(602.00)
7613	10/20/08	(1,364.00)	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV				BoFA 6446	(682.00)
7614	10/27/08	(1,364.00)	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV				BoFA 6446	(682.00)
7615	11/03/08	(1,564.00)	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV				BoFA 6446	(782.00)
7616	11/20/08	(789.98)	Withdrawal (NV)	Global Cash Withdrawal		Las Vegas NV				BoFA 6446	(394.99)
7617	11/27/08	(1,206.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(603.00)
7618	11/27/08	(604.00)	Withdrawal (NV)	Washington Mut. Withdrawal		Henderson NV				BoFA 6446	(302.00)
7619	11/24/08	(1,604.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(802.00)
7620	12/01/08	(1,204.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(602.00)
7621	12/04/08	(404.00)	Withdrawal (NV)	ETI Inc. Withdrawal		Henderson NV				BoFA 6446	(202.00)
7622	12/06/08	(1,606.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(803.00)
7623	12/08/08	(404.00)	Withdrawal (NV)	Revela Fed Withdrawal		Las Vegas NV				BoFA 6446	(202.00)
7624	12/12/08	(405.00)	Withdrawal (NV)	Lucky Stop Withdrawal		Las Vegas NV				BoFA 6446	(202.50)
7625	12/15/08	(1,364.00)	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV				BoFA 6446	(682.00)
7626	12/15/08	(404.00)	Withdrawal (NV)	Washington Mut. Withdrawal		Henderson NV				BoFA 6446	(202.00)
7627	12/22/08	(1,006.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(503.00)
7628	12/22/08	(404.00)	Withdrawal (NV)	ETI Inc. Withdrawal		Henderson NV				BoFA 6446	(202.00)
7629	01/05/09	(1,000.00)	Withdrawal (NV)	BankAmerica ATM Withdrawal		Henderson NV				BoFA 6446	(500.00)
7630	01/12/09	(1,164.00)	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV				BoFA 6446	(582.00)
7631	01/15/09	(604.00)	Withdrawal (NV)	Green Valley G Withdrawal		Henderson NV				BoFA 6446	(302.00)
7632	01/20/09	(1,009.58)	Withdrawal (NV)	Global Cash Withdrawal		Las Vegas NV				BoFA 6446	(504.79)
7633	01/20/09	(609.98)	Withdrawal (NV)	Global Cash Withdrawal		Las Vegas NV				BoFA 6446	(304.99)
7634	01/26/09	(1,504.00)	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV				BoFA 6446	(752.00)
7635	02/01/09	(1,206.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(603.00)
7636	02/03/09	(404.00)	Withdrawal (NV)	ETI Inc. Withdrawal		Henderson NV				BoFA 6446	(202.00)
7637	02/09/09	(1,504.00)	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV				BoFA 6446	(752.00)
7638	02/17/09	(640.00)	Withdrawal (NV)	BankAmerica ATM Withdrawal		Henderson NV				BoFA 6446	(320.00)
7639	02/23/09	(1,506.00)	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV				BoFA 6446	(753.00)
7640	03/04/09	(1,500.00)	Withdrawal (NV)	BankAmerica ATM Withdrawal		Henderson NV				BoFA 6446	(750.00)
7641	03/20/09	(2,000.00)	Withdrawal (NV)	NV Tr cash withdrawal from Citi		Henderson NV				BoFA 6446	(1,000.00)
7642	03/30/09	(1,504.00)	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV				BoFA 6446	(752.00)
7643	03/30/09	(604.00)	Withdrawal (NV)	Washington Mut. Withdrawal		Henderson NV				BoFA 6446	(302.00)

Kogod v. Kogod
Las Vegas, Nevada

WITHDRAWALS AND CHECKS WRITTEN TO CASH - GABRIELLE KOGOD

Ref	Date	Unmatched Amounts	AF Category	Description		Bank of America Premium Adv Tiered Interest Chkg	Bank of America Premium Adv Tiered Interest Chkg
				Source / Use	Check Number		
1	04/03/08	(450.00)	Checks written to Cash	Cash	1520	00496735 0129	00496726 6446
2	09/26/08	(200.00)	Checks written to Cash	Cash	1715		
3	11/20/08	(200.00)	Checks written to Cash	Cash	1741		
4	12/19/08	(300.00)	Checks written to Cash	Cash	1780		
5	03/23/09	(200.00)	Checks written to Cash	Cash	1800		
6	04/23/09	(200.00)	Checks written to Cash	Cash	1819		
7	06/04/09	(250.00)	Checks written to Cash	Cash	1846		
8	09/14/09	(200.00)	Checks written to Cash	Cash	1893		
9	11/09/09	(200.00)	Withdrawal (NV)	NV Tr cash withdrawal from Chk			
10	12/21/09	(100.00)	Withdrawal (NV)	BankAmerica ATM Withdrawal			
11	02/25/10	(100.00)	Withdrawal (NV)	NV Tr cash withdrawal from Chk			
12	08/05/10	(200.00)	Withdrawal (NV)	NV Tr cash withdrawal from Chk			
13	04/16/10	(250.00)	Withdrawal (NV)	NV Tr cash withdrawal from Chk			
14	08/03/10	(2,500.00)	Checks written to Cash	Cash	1004		(2,500.00)
15	09/10/10	(2,250.00)	Checks written to Cash	Cash	1012		(2,250.00)
16	11/15/10	(2,500.00)	Checks written to Cash	Cash	1036		(2,500.00)
17	12/03/10	(3,200.00)	Checks written to Cash	Cash	1042		(3,200.00)
18	12/21/10	(3,265.00)	Checks written to Cash	Cash	1059		(3,265.00)
19	05/05/11	(2,750.00)	Checks written to Cash	Cash	1120		(2,750.00)
20	07/18/11	(5,000.00)	Withdrawal (NV)	NV Tr cash withdrawal from Chk 6446			(5,000.00)
21	11/07/11	(350.00)	Checks written to Cash	Cash	1212		(350.00)
22	11/28/11	(350.00)	Checks written to Cash	Cash	1229		(350.00)
23	12/20/11	(1,250.00)	Checks written to Cash	Cash	1245		(1,250.00)
24	04/08/12	(600.00)	Checks written to Cash	Cash	1298		(600.00)
25	06/29/12	(1,200.00)	Withdrawal	Customer Withdrawal Image			(1,200.00)
26	11/01/12	(5,325.00)	Withdrawal (NV)	NV Tr cash withdrawal from Chk 6446			(5,325.00)
27	11/29/12	(5,350.00)	Withdrawal (NV)	NV Tr cash withdrawal from Chk 6446			(5,350.00)
28	01/14/13	(3,245.00)	Withdrawal (NV)	NV Tr cash withdrawal from Chk 6446			(3,245.00)
29	02/19/13	(3,275.00)	Withdrawal (NV)	NV Tr cash withdrawal from Chk 6446			(3,275.00)
30	10/07/13	(2,200.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 6446			(2,200.00)
31	11/25/13	(3,200.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 6446			(3,200.00)
32	11/29/13	(2,500.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 6446			(2,500.00)
33	12/16/13	(4,500.00)	Withdrawal (NV)	NV Tr cash withdrawal from Chk 6446			(4,500.00)
34	01/13/14	(1,500.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 6446			(1,500.00)
35	02/21/14	(2,800.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 6446			(2,800.00)
36	04/14/14	(2,500.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 6446			(2,500.00)
37	05/02/14	(3,100.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 6446			(3,100.00)
38	05/19/14	(2,850.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 0129		(2,850.00)	
39	06/13/14	(1,500.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 0129		(1,500.00)	
40	07/17/14	(2,250.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 0129		(2,250.00)	
41	08/18/14	(1,500.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 0129		(1,500.00)	
42	09/12/14	(1,500.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 0129		(1,500.00)	
43	09/29/14	(1,800.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 0129		(1,800.00)	
44	10/27/14	(3,200.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 6446			(3,200.00)
45	11/07/14	(4,350.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 6446			(4,350.00)
46	11/19/14	(2,850.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 6446			(2,850.00)
47	12/05/14	(1,250.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 6446			(1,250.00)
48	12/22/14	(2,500.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 6446			(2,500.00)
49	02/26/15	(3,200.00)	Withdrawal - in branch	NV Tr cash withdrawal from Chk 6446			(3,200.00)
50	03/09/15	(1,250.00)	Withdrawal (NV)	Cash Withdrawal			(1,250.00)
51	03/27/15	(3,250.00)	Withdrawal (NV)	Cash Withdrawal		(3,250.00)	
52	04/27/15	(2,250.00)	Withdrawal (NV)	Cash Withdrawal		(2,250.00)	
53	05/18/15	(4,100.00)	Withdrawal (NV)	Cash Withdrawal		(4,100.00)	
54	07/20/15	(500.00)	Withdrawal (NV)	NV Tr Withdrawal			(500.00)
55	08/07/15	(850.00)	Withdrawal (NV)	NV Tr Withdrawal			(850.00)
56	09/21/15	(800.00)	Withdrawal (NV)	NV Tr Cash Withdrawal		(800.00)	
57	12/21/15	(1,200.00)	Withdrawal (NV)	NV Tr Cash Withdrawal			(1,200.00)
TOTAL		(110,420.00)					



EXPERT WITNESS REPORT

REPORT DATE: FEBRUARY 5, 2016

CIOFFI-KOGOD v. KOGOD



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CURRICULA VITAE

EXHIBITS



February 5, 2016
Via Electronic Mail

Radford J. Smith, Esq.
RADFORD J. SMITH CHARTERED
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074

Re: Cioffi-Kogod v. Kogod

Dear Mr. Smith:

Anthem Forensics ("Anthem") has been retained by Radford J. Smith Chartered, counsel for Gabrielle Kogod, to provide forensic accounting services relative to the captioned matter. This surrebuttal report responds to Defendant's rebuttal expert disclosure filed on January 26, 2016 and provides additional potential community waste transactions that were not included in our December 15, 2015 report. Please note that if information becomes available to us that we deem relevant to the scope of this engagement, we reserve the right to supplement our report accordingly.

This report is not to be used for any other purpose than as explicitly stated herein.

Sincerely,

A handwritten signature in black ink, appearing to read 'Joe Leauanae', with a small dot at the end.

Joseph L. Leauanae, CPA, CITP, CFF, CFE, ABV, ASA
joe@anthemforensics.com

A handwritten signature in black ink, appearing to read 'Jennifer Allen', with a stylized flourish at the end.

Jennifer A. Allen, CPA, CFE
jenny@anthemforensics.com

1. INTRODUCTION

Our results and observations are based upon the information we have received and reviewed through the date of this report. They are also based upon pertinent accounting and financial standards, our current understanding of the facts relative to this matter, and our years of professional experience providing forensic accounting, economic damage calculation, and business valuation services.

2. BACKGROUND

The following narrative provides a summary of the events that culminated in the issuance of this report. We are not proposing this background information as a factual statement nor do we intend to testify as to its veracity. Rather, this background information allows us to put our opinions and conclusions in context with the events and circumstances upon which they are based. Please note that the background information presented herein has been summarized to reflect pertinent information relative to our analyses and is not intended to provide a comprehensive timeline of all information bearing on this matter.

In January 2015 Anthem was retained by Radford J. Smith Chartered, counsel for Gabrielle, to provide forensic accounting services.

Since January 2015 Anthem has gone through an iterative process of requesting, receiving, and analyzing information, including attending the depositions of key individuals.

On November 17, 2015 Anthem issued an expert witness report relative to the captioned matter.

On December 15, 2015 Anthem issued a supplemental report that incorporated additional information received after the issuance of our November 17, 2015 report, including pertinent deposition testimony from Dennis Kogod.

On January 25, 2016, Richard Teichner with Teichner Accounting Forensics and Valuations issued a rebuttal report ("Teichner report") to Anthem's reports.

As previously stated, this surrebuttal report responds to the Teichner report and provides additional potential community waste transactions that were not included in our December 15, 2015 report.

3. ANALYSIS CONSIDERATIONS

Our analysis is necessarily based upon certain considerations and assumptions regarding potentially disputed facts and legal arguments. These considerations and assumptions may impact our analysis, conclusions, and opinions, but may not be part of our testimony at this time as they may be outside our area of expertise or the current scope of our engagement. As a predicate to the opinions presented in this report, please note the following considerations and assumptions:

1. Teichner asks questions and raises issues in his report that are already addressed in Anthem's previous reports. Rather than repeat the contents of our prior reports in responding to Teichner's report, we will only address certain allegations made by Teichner although our selective responses should not be construed as an acceptance of any portions of Teichner's report that we do not directly address in this report.
2. It is our understanding that the Court has asked Dennis to provide an accounting of the funds spent during marriage. Further, James Jimmerson, Dennis' prior counsel, had stated that he and his client were going to "take away [the claim for waste] from [Gabrielle] by providing an accounting, an estimate and an offer that will be more than the dollar spent so that one-half should be awarded to [Gabrielle] to at least remove the financial strain or insult of Dennis' having [a relationship with Nadya]".¹

As of the date of this report, it is our understanding that Dennis has not yet provided his own independent accounting of the funds spent during marriage. As such, we reserve the right to update our analysis upon receipt of such accounting or pertinent documents in that regard.

3. Anthem has assumed that the Teichner report reflects the entirety of Defendant's assessment of potential community waste.

¹ Plaintiff's Complex Divorce Litigation Plan dated April 8, 2015, p. 34.

4. ANALYSIS OF TEICHNER'S REPORT

The various components of the Teichner report are identified, reviewed, and analyzed in this section. As previously stated, we have only addressed certain allegations made by Teichner although our selective responses should not be construed as an acceptance of any portions of Teichner's report that we do not directly address.

GENERAL OBSERVATIONS

Please note the following general observations regarding the Teichner report:

1. Teichner has only prepared a rebuttal report (to Anthem's reports) but has not prepared any independent analysis.
 - a. By only addressing those issues and items articulated by Anthem, Teichner has avoided responding to the Court's request that Dennis identify how much has been spent.
 - i. In an October 14, 2015 Court hearing, Judge Duckworth stated "...we know that there is an amount and who better to know that than the Defendant because he lived it...."²
 - b. Teichner provides no analysis of potential community waste for periods prior to March 2008 nor does he comment on whether the inclusion of earlier periods would also increase amounts allocated to potential community waste.
 - c. Teichner provides no analysis of the potential community waste that may have occurred since the issuance of Anthem's December 15, 2015 report nor does he comment on whether the inclusion of recent activity would also increase amounts allocated to potential community waste.
2. Teichner states throughout his report that Anthem has not provided any meaningful proof or support that potential community waste has occurred.
 - a. Anthem's analysis and report are based upon the source documents and the deposition testimony of key individuals and it is our opinion that the trier of fact should adjudicate the admissibility of Anthem's evidence. Further, the criteria that

² Video from Hearing on October 14, 2015 at 11:37:10.

we used in assessing potential community waste was provided by counsel for Gabrielle³ and by the Court.⁴

3. Teichner states that Mr. Leauanae made “specious assertions [...] under penalty of perjury”.⁵

- a. Teichner essentially claims that Mr. Leauanae lied in the preparation of his December 29, 2015 Declaration (“Leauanae Declaration”) and states that Mr. Leauanae could have bypassed any intellectual property considerations by copying and pasting data into a new Excel workbook.
- b. If Teichner had actually reviewed the Leauanae Declaration, he would have seen that Mr. Leauanae proposed that “if the Court does choose to order the provision of Anthem’s Excel schedules, then for the protection of Anthem’s intellectual property, and given Mr. Teichner’s belief that Anthem’s Excel schedules only represent a “typing job”, [Mr. Leauanae] would ask the Court that (if ordered) Anthem only be required to provide the Excel version of those schedules that were presented as numbered Exhibits in Anthem’s reports, stripped of any formulae, formatting, or templates that would cause said Excel schedules to represent anything more than an aggregation of inputted data”.⁶
- c. We fail to see how Mr. Leauanae’s reasonable offer to provide data if the Court so ordered would not have resolved Teichner’s complaint. The inclusion of Teichner’s complaint in his report is particularly jarring because in the Discovery Motion that preceded the issuance of his report it was represented that he no longer needed the Excel files.⁷
- d. Notwithstanding the foregoing, the Leauanae Declaration speaks for itself. Indeed, the assertions made by Teichner lead Mr. Leauanae to believe that the only thing specious in his Declaration was his assessment that he had “a good working relationship” with Mr. Teichner.

³ We were asked to use consider NRS 123.230 when assessing potential community waste.

⁴ Court Minutes from the June 1, 2015 Status Check.

⁵ Richard Teichner report dated January 25, 2016, p. 2 (DLK016643).

⁶ December 29, 2015 Declaration of Joseph Leauanae, p. 5.

⁷ Discovery Commissioner’s Supplemental Report and Recommendations, undated and unsigned, p. 2.

4. Teichner states that certain costs could have been avoided if Anthem had acceded to his request for Anthem's Excel schedules.
 - a. Anthem counterproposes that the community could have saved substantial costs had Teichner and/or Dennis provided the analysis that Dennis' prior counsel had promised to the Court.
5. Teichner states that Anthem has not identified the procedures used to determine potential community waste.
 - a. Please refer to pages 7 through 14 of our December 15, 2015 report, which identifies the pertinent procedures and considerations used in our analysis.
6. Teichner states that "no evidence has been presented indicating that Gabrielle did not have access to money that would have allowed her to spend it virtually in whatever way she wanted".⁸ Teichner further states in a footnote that the balances held in the accounts to which Gabrielle had access ranged from approximately \$850,000 to \$1,500,000.
 - a. Teichner fails to mention that Gabrielle did not have access to or knowledge of several accounts, including accounts held by Dennis at UBS and Wells Fargo. Indeed, it is our understanding that Gabrielle had no knowledge of the accounts in which bonus checks and stock awards proceeds were initially deposited after April 2010. As reflected on Exhibit 1 to this report, the post-tax proceeds of the bonuses and stock awards since April 2010 approximated \$39 million and were initially deposited into accounts to which she did not have native access since she was not an account holder.
7. Teichner states that "any suggestion that an opportunity cost may exist is at best tenuous".⁹
 - a. If Dennis used monies for non-community purposes, then Gabrielle has lost out on both her proportional share of those monies and any productive uses of those monies as a result of Dennis' actions. These "productive uses" would constitute lost opportunity costs and, as stated in our reports, are not discretely quantified therein.

⁸ Richard Teichner report dated January 25, 2016, p. 4 (DLK016645).

⁹ Richard Teichner report dated January 25, 2016, p. 6 (DLK016647).

8. Teichner claims that in order to even consider the expenditures on Anthem's Exhibit 6 as potential community waste, we "would have had to apply a legal basis for including each and every expenditure as waste".¹⁰
 - a. Without repeating all of the explanations presented in our previous reports as to Exhibit 6 and its contents, we do not believe a legal basis is required for preparing a schedule of potential community waste.

NADYA/CHILDREN-RELATED OUTFLOWS

Teichner makes \$560,485.48 in "deletions" from Anthem's Exhibit 2 based wholly upon Dennis' representations. Teichner further states that although he has "deleted" \$560,485.48 of expenditures, the remaining balance of \$1,120,692.66 is "likely not exclusively attributable to Nadya and the children, for even though Dennis deleted specific line items, he has also indicated that various items not deleted are likely to contain expenditures that jointly benefited him and Nadya and/or the children".¹¹

Please note the following regarding Teichner's purported analysis of Exhibit 2 in Anthem's prior reports:

1. Teichner has simply relied upon Dennis' representations and has not obtained supporting documentation even though his client has more access to this information than does Anthem. It is our opinion that the unsubstantiated regurgitation of Dennis' opinions may not constitute, nor require, the provision of expert testimony.
2. In apparent disregard of Dennis' deposition testimony, Teichner does not make any allowance for potential community waste relative to Exhibit 2 (the aggregation of community funds potentially expended on Dennis' relationship with Nadya and the children).
3. Teichner's acceptance of Dennis' "deletions", without apparent due diligence, implies that the following must be true, despite common sense dictating otherwise:
 - a. That the "groceries" expense incurred by Nadya and the children from March 2008 through 2015 was only \$2,217 during the entire 7+ year period.
 - b. That the "gas/fuel" expense incurred by Nadya and the children from March 2008 through 2015 was only \$611 during the entire 7+ year period.

¹⁰ Richard Teichner report dated January 25, 2016, p. 1 (DLK016642).

¹¹ Richard Teichner report dated January 25, 2016, p. 5 (DLK016646).

- c. That although the life insurance policies from Principal Life and American General partially benefit Nadya and the children¹², none of the premiums should be considered potential community waste.
- d. That all of Dennis' proposed deletions to remove BMW and Mercedes payments from Exhibit 2 should be accepted without substantiation, even though Nadya testified to driving a BMW and Mercedes.
- e. That all of Dennis' proposed deletions to remove Western Union payments from Exhibit 2 should be accepted without substantiation, even though in Dennis' deposition he indicated that payments sent via Western Union were "to help out Nadya's family in Kazakhstan, some translation services on her book to Ukraine, if [Dennis] was away and a nanny needed money and [he] didn't leave a check or cash".¹³

It bears noting that these criticisms are not all-inclusive.

JENNIFER STEINER-RELATED OUTFLOWS

Teichner has provided no specific comments or observations regarding Anthem's Exhibit 4.

YACHT-RELATED OUTFLOWS

Teichner "eliminates" \$481,274.87 in outflows related to the purchase of yachts or alleged improvements to those yachts. Teichner further states that the yacht-related outflows are "a living expense luxury to which [Dennis] should be entitled based upon his level of income".¹⁴

Teichner does not consider that Dennis sourced the purchase of both yachts from financial accounts that Gabrielle may not have known existed and which were not held in her name. It is our understanding that she was also not consulted before the acquisition of the yachts. In addition, Teichner does not acknowledge that the second yacht was purchased in contravention of the Joint Preliminary Injunction filed on May 15, 2014. By eliminating transactions, Teichner does not capture all of the outflows expended on the yachts over and above the proceeds recaptured upon their sale.

¹² The beneficiaries of the American General policy are 85 percent Nadine Khapsalis-Kievsky and 15 percent Joshua Kogod (DLK007183). The Principal Life policy reflects the primary beneficiaries as Joshua Kogod and Nadine Khapsalis (DLK007251).

¹³ Deposition of Dennis Kogod, dated October 23, 2015, p. 262.

¹⁴ Richard Teichner report dated January 25, 2016, p. 5 (DLK016646).

ASSESSMENTS OF POTENTIAL COMMUNITY WASTE NOT ELSEWHERE CLASSIFIED

Relative to Anthem's Exhibit 6, Teichner's report does not ask any question or raise any issue that is not already addressed in our previous reports, which speak for themselves. Teichner might have added value had he provided substantiating documentation for the adjustments that he claimed were necessary, but based upon the deficiencies in his due diligence, this section of his report represents little more than a parroting of Dennis' position.

MARITAL ASSET SCHEDULE

Teichner stated that he was not asked to address the marital asset schedule prepared by Anthem (Exhibit 10). Although Teichner does not specifically address this schedule, he does state that there "is no evidence that any major assets that were acquired by [Dennis] were not intended to be considered as community assets".¹⁵

This comment contradicts Dennis' deposition testimony wherein he stated that he titled certain assets in only his name because he did not want Gabrielle to know about them.¹⁶

Further, during the course of Anthem's analyses we have identified several assets that were not disclosed by Dennis.

A pragmatic person could reasonably construe that the Defendant intentionally prevented Teichner from addressing the marital asset schedule because Teichner might identify assets that were not known or made knowable to Anthem as a result of deficient document production by the Defendant.

TEICHNER'S INCOME ANALYSIS

Teichner claims that Dennis should be entitled to a certain level of luxury expenses based upon his level of income. Ignoring Teichner's implicit statement/argument that there should be a different kind of justice system for the wealthy, in making this claim Teichner contradicts himself by arguing from one position that the amount of Dennis' actual spending was relatively immaterial compared to his income but then arguing from another position that the spending was material enough for Dennis to object to an equalization of the funds to Gabrielle.

Teichner contends that Dennis' spending relative to his income is meaningful in an assessment of potential community waste. However, we believe that the amount of Dennis' spending is less

¹⁵ Richard Teichner report dated January 25, 2016, p. 3 (DLK015644).

¹⁶ Deposition of Dennis Kogod, dated October 23, 2015, pp. 63-64.

important as a benchmark for assessing potential community waste than the parity in spending between the parties. Even if Dennis had only spent 1 percent of community income for non-community benefits, Gabrielle should be entitled to half of that amount (subject to other findings by the trier of fact).

DENNIS' FAMILY-RELATED OUTFLOWS

Teichner has provided no specific comments or observations regarding Anthem's Exhibit 7, other than to allege that Anthem "is vague as to whether this amount should be considered as potential community waste".¹⁷

Although Anthem's reports speak for themselves, it bears noting that the Court had asked "for a separate list as to what was spent on other family members".¹⁸

5. UPDATES TO PREVIOUS ANTHEM FORENSICS OPINIONS

Separate and apart from Teichner's report, subsequent to the issuance of our December 15, 2015 report we received additional account statements from Dennis. Based upon our review and analysis of those account statements, and based upon the forensic accounting procedures identified in our November 17, 2015 and December 15, 2015 reports, we have identified additional transactions that should be considered when determining potential community waste. These transactions are identified on Exhibit 2 to this report and aggregate to at least \$55,000.

It bears noting that these outflows primarily relate to charges on Nadya's credit card, legal fees for Jennifer Steiner, and insurance payments for Nadya. This amount may be understated due to the fact that we have not received all updated statements through the date of this report.

¹⁷ Richard Teichner report dated January 25, 2016, p. 6 (DLX016647).

¹⁸ Court Minutes from the June 1, 2015 Status Check.

6. OPINIONS

Based upon our analysis, at this time we have the following opinions:

1. Teichner's report has been deficient in examining Dennis' assertions.
2. Teichner's report remains firmly fixed within the universe of potential community waste transactions identified by Anthem and does not seek to perform any independent due diligence even though Dennis has been the primary custodian of missing documentation and may be the person most knowledgeable regarding the disposition of community funds towards potential community waste.
3. Teichner attempts to draw correlations between the community's capacity to generate income and Dennis' rights to spend that income but these analyses are deficient because they lack supporting documentation, they presume facts that are contrary to deposition testimony, and they seek to provide objective analyses that are misleading in both their derivation and presentation. We believe that the amount of Dennis' specific spending is less important as a benchmark for assessing potential community waste than the parity in spending between the parties.
4. Based upon the purported analysis provided in Teichner's report, it is our opinion that the findings and conclusions reached in our December 15, 2015 report relative to Teichner's allegations remain unchanged.
5. In addition to addressing Teichner's report, this report also updates our earlier analyses to include transaction activity reflected on account statements and other documentation received after the issuance of our December 15, 2015 report. These transactions are identified on Exhibit 2 to this report and aggregate to at least \$55,000.



Joseph L. Leauanae

CPA, CITP, CFF, CFE, ABV, ASA

Joseph L. Leauanae provides litigation support and financial valuation services. His engagements in these areas involve the application of forensic or investigative accounting techniques, the valuation of businesses and intangible assets, and the quantification of economic damages.

The following is a summary of Mr. Leauanae's forensic accounting, business valuation, and economic damage calculation experience.

Forensic/Investigative Accounting

Mr. Leauanae's forensic accounting experience includes the investigation and/or reconstruction of accounting records in cases relating to marital dissolution, embezzlement, fraud detection and documentation, theft, intellectual property, contract disputes, shareholder disputes, wrongful termination/death, personal injury, and business interruption. Sample experience includes the following:

- Performing investigative accounting relative to the valuation and tracing of marital/community assets in divorce cases.
- Performing investigative accounting in commercial litigation matters.
- Reconstructing accounting records as a result of theft, floods, fire, and other natural disasters.
- Performing investigative accounting analyses relative to criminal fraud trials and claims.

Financial Valuation

Mr. Leauanae's financial valuation experience includes valuing businesses and intellectual property in a number of diverse industries and in both cooperative and contentious appraisal environments. Sample experience includes the following:

- Performing valuations for matters involving marital dissolution, including assessing separate vs. community property allocations.
- Consulting on synergy considerations in business combination transactions.
- Performing valuations for shareholder disputes and buy-outs.
- Performing valuations to assist with gift and estate tax planning.

Economic Damage Calculation

Mr. Leauanae's economic damage calculation experience includes the analysis and preparation of economic damage calculations for matters involving contract disputes, business interruption, and intellectual property infringement. He has also analyzed and quantified economic losses in personal injury, wrongful death, and wrongful termination matters. Sample experience includes the following:

- Analyzing plaintiff/defendant claims for lost profits, and the diminution of business value, in commercial litigation matters.
- Computing economic damages relative to intellectual property infringement.

Educational Qualifications

Mr. Leauanae earned a Bachelor of Science degree in Accounting and a Master of Business Administration degree, with an emphasis in Management of Technology, from the University of Utah.

Professional Certifications

- Member of the American Institute of Certified Public Accountants (AICPA)
- Member of the Nevada Society of Certified Public Accountants (NSCPA)
- Member of the Utah Association of Certified Public Accountants (UACPA)
- Certified Information Technology Professional by the AICPA
- Certified in Financial Forensics by the AICPA
- Certified Fraud Examiner by the Association of Certified Fraud Examiners
- Accredited in Business Valuation by the AICPA
- Accredited Senior Appraiser by the American Society of Appraisers

Professional Affiliations/Activities

- Chair, UACPA Business Valuation Committee, 2003 – 2004
- Chair, UACPA Business Valuation - Litigation Services Committee, 2005 - 2006
- Member, NSCPA Business Valuation Committee, 2004 – 2005, 2008
- Member, NSCPA Litigation Consulting Services Committee, 2007
- Member, AICPA Business Valuation and Forensic & Litigation Services' Editorial Advisory Board, 2004 – 2007
- Member, AICPA ABV Credential Committee, 2008 – 2010
- Member, ACFE Las Vegas Chapter Board, 2009 – 2011
- Mentor, AICPA ABV Mentor program, 2008 – 2011
- Member, AICPA ABV Champions Task Force, 2010 – 2012
- Director, NSCPA Las Vegas Chapter Board, 2013 –

Publications

- "The Science and Art of Business Valuation", THE JOURNAL ENTRY (November 2001)
- "Enron Demonstrates Weaknesses in the Attestation Process", THE CPA JOURNAL (September 2002)
- "Truth or Dare: Assessing the Reliability of Financial Statements in a Post-Enron World", UTAH BAR JOURNAL (October 2002)
- "Expert Witness Qualifications and Selection", JOURNAL OF FINANCIAL CRIME (December 2004)
- "A Unified Approach to Calculating Economic Damages", TEXAS PARALEGAL JOURNAL (Summer 2005)
- "Rebutting Your Client: How Much Involvement is Too Much? (From An Expert's Point of View)", TEXAS PARALEGAL JOURNAL (Fall 2005)
- "Valuation Discounts for Holding Companies", THE JOURNAL ENTRY (October 2005)
- "Personal Injury: How Much for How Long?", THE JOURNAL ENTRY (November 2005)
- "Developing a Business Valuation Practice", AICPA FVS CONSULTING DIGEST (March 2011)
- "Forensic Accounting: Those 'Other' Accountants", THE SILVER STATE CPA (July 2012)

Select Speaking Engagements

- "Valuation of Intangible Assets", Utah State Bar, 2002 Mid-Year Convention (March 2002)
- "Applying Forensic Accounting Skills in the Business Valuation Process", Utah Association of Certified Public Accountants, Business Valuation Symposium (September 2002)
- "Introduction to Forensic Accounting and Business Valuation", Beta Alpha Psi, University of Utah Chapter (November 2002)
- "Trademark Dilution and Damages", The Bar Association of San Francisco, Barristers Club (June 2003)
- "What Tax Practitioners Need To Know About Business Valuation", Utah Association of Certified Public Accountants, 31st Annual Tax Symposium (November 2005)
- "Forensic Accounting Cases", Association of Certified Fraud Examiners, Salt Lake Chapter (April 2007)
- "When Auditing Isn't Enough: A Forensic Accountant's Perspective", Northern Utah Association of Government Auditors, Professional Development Conference (May 2007)
- "Forensic Accounting – A Primer for Management Accountants", Institute of Management Accountants, Salt Lake Chapter (September 2007)
- "Business Valuation", Idaho Society of CPAs, Idaho State Tax Update (November 2007)
- "Payroll Fraud and A/P Fraud", Northern Utah Association of Government Auditors, Professional Development Conference (May 2008)
- "An Introduction to Forensic Accounting", Beta Alpha Psi / CFE, UNLV Chapter (November 2008)
- "How To Use Forensic Accountants in a Divorce Case", Advanced Family Law Strategies Seminar, Las Vegas (December 2008)
- "Overview of Forensic Accounting: Financial Investigations to Business Valuations", Clark County Bar Association CLE Seminar, Las Vegas (June 2009)
- "Litigating Business Valuations in Divorce Cases", Advanced Family Law Financial Strategies Seminar, Las Vegas (December 2009)
- "The Role of Forensic Accounting in Turnarounds: How to Find and Follow the Money", Turnaround Management Association of Nevada, Las Vegas (May 2010)
- "Forensic Accounting: A Continuous Study of Ethical Quandaries", Institute of Internal Auditors, Las Vegas Chapter (November 2011)
- "CPA 2.0: Specialization for Career Enhancement", AICPA Practitioners Symposium TECH+ Conference (June 2012)
- "Business Valuation – A Primer for Management Accountants", Institute of Management Accountants, Las Vegas Chapter (August 2013)

Summary of Expert Witness Testimony

The following list only identifies cases in which Mr. Leauanae has provided expert witness testimony in a deposition or court setting. It does not include cases wherein he was designated an expert witness or issued an expert report if he did not ultimately provide testimony in deposition or court.

<u>Ref</u>	<u>Case Name</u>	<u>Retention</u>	<u>Jurisdiction</u>
1	<i>Perez v. Perez</i>	<i>Radford J. Smith, Chtd.</i> Counsel for Husband	Eighth Judicial District Court, Clark County
2	<i>Swanson v. Swanson</i>	<i>Radford J. Smith, Chtd.</i> Counsel for Wife	Eighth Judicial District Court, Clark County
3	<i>Mello, et al. v. Jess Arndell Construction Co., et al.</i>	<i>Koeller, Nebeker, Carlson & Haluck LLP</i> Counsel for Jess Arndell Construction Co.	Second Judicial District Court, Washoe County
4	<i>CRND v. SeeLevel</i>	<i>Wood Crapo, LLC</i> Counsel for CRND	Fourth Judicial District Court, Utah County
5	<i>Bianchi v. Bank of America</i>	<i>Holland & Hart LLP</i> Counsel for Bank of America	Eighth Judicial District Court, Clark County
6	<i>Rasmuson v. Rasmuson</i>	<i>Radford J. Smith, Chtd.</i> Counsel for Wife	Eighth Judicial District Court, Clark County
7	<i>Madonia v. Madonia</i>	<i>Bruce I. Shapiro, Ltd.</i> Counsel for Husband	Eighth Judicial District Court, Clark County
8	<i>Two Rivers Manufacturing, LLC, et al. v. Ecko Products, Inc., et al.</i>	<i>Lewis and Roca LLP</i> Counsel for Two Rivers Manufacturing, LLC	Eighth Judicial District Court, Clark County
9	<i>Bocon v. Soiberg</i>	<i>Throne & Hauser Kelleher & Kelleher</i> Joint Retention	Eighth Judicial District Court, Clark County
10	<i>Ferguson v. Ferguson</i>	<i>Rhonda L. Mushkin</i> Chartered <i>Law Offices of James S. Kent, Ltd.</i> Joint Retention	Eighth Judicial District Court, Clark County
11	<i>Alvin J. Watson, et al. v. Eaton Electrical Inc., et al.</i>	<i>Lewis and Roca LLP</i> Counsel for Alvin J. Watson	U.S. District Court

<u>Ref</u>	<u>Case Name</u>	<u>Retention</u>	<u>Jurisdiction</u>
12	<i>Gastager v. Gastager</i>	<i>The Law Office of Michael R. Balabon</i> <i>The Law Office of M. Lani Esteban-Trinidad, P.C.</i> Joint Retention	Eighth Judicial District Court, Clark County
13	<i>Jones v. Jones</i>	<i>Kelleher & Kelleher</i> Counsel for Husband	Eighth Judicial District Court, Clark County
14	<i>Meyer v. Meyer</i>	<i>Kunin & Carman</i> Counsel for Wife	Eighth Judicial District Court, Clark County
15	<i>Nelson v. Nelson</i>	<i>The Dickerson Law Group</i> Counsel for Wife	Eighth Judicial District Court, Clark County
16	<i>Lindsey v. Lindsey</i>	<i>Pecos Law Group</i> Counsel for Wife	Eighth Judicial District Court, Clark County
17	<i>Petculescu v. Petculescu</i>	<i>Lee, Hernandez, Brooks, Garofalo & Blake</i> <i>Dempsey, Roberts & Smith, Ltd.</i> Joint Retention	Eighth Judicial District Court, Clark County
18	<i>Murphy v. Murphy</i>	<i>Rebecca L. Burton, P.C.</i> Counsel for Wife	Eighth Judicial District Court, Clark County
19	<i>Ophthalmic Associates, LLP, et al. v. Triple Net Properties, LLC, et al.</i>	<i>Santoro, Driggs, Walch, Kearney, Holley & Thompson</i> Counsel for Triple Net Properties, LLC	Eighth Judicial District Court, Clark County
20	<i>Lori A. Seright Pompei v. Premier Properties of Mesquite, Inc., et al. (2011)</i>	<i>Bingham & Snow, LLP</i> Counsel for Lori A. Seright Pompei	Eighth Judicial District Court, Clark County
21	<i>Ferrando v. Ferrando</i>	<i>Kelleher & Kelleher</i> Counsel for Wife	Eighth Judicial District Court, Clark County
22	<i>Que v. Que</i>	<i>The Abrams Law Firm</i> Counsel for Wife	Eighth Judicial District Court, Clark County
23	<i>Ketchum v. Ketchum</i>	<i>The Abrams Law Firm</i> Counsel for Wife	Eighth Judicial District Court, Clark County
24	<i>David B. Gam, et al. v. Brandon Gerson, et al.</i>	<i>The Harris Firm PC</i> Counsel for Brandon Gerson	Eighth Judicial District Court, Clark County

<u>Ref</u>	<u>Case Name</u>	<u>Retention</u>	<u>Jurisdiction</u>
25	<i>Terry Lamuraglia v. Clark County</i>	<i>Law Office of Daniel Marks</i> Counsel for Terry Lamuraglia	Eighth Judicial District Court, Clark County
26	<i>Tiedemann v. Tiedemann</i>	<i>The Abrams Law Firm</i> <i>Naimi & Dilbeck, Chtd.</i> Joint Retention	Eighth Judicial District Court, Clark County
27	<i>Acosta v. D'Acosta</i>	<i>Willick Law Group</i> Counsel for Wife	Eighth Judicial District Court, Clark County
28	<i>In the Matter of the Estate of Martin J. Blanchard</i>	<i>Trent, Tyrell & Associates</i> <i>James M. Davis Law Office</i> Joint Retention	Eighth Judicial District Court, Clark County
29	<i>Castillo v. Castillo</i>	<i>The Abrams Law Firm</i> <i>R. Nathan Gibbs LTD</i> Joint Retention	Eighth Judicial District Court, Clark County
30	<i>Shwentarsky v. Shwentarsky</i>	<i>The Fine Law Group</i> Counsel for Wife	Eighth Judicial District Court, Clark County
31	<i>Faught v. Faught</i>	<i>The Abrams Law Firm</i> Counsel for Wife	Eighth Judicial District Court, Clark County
32	<i>Lori A. Seright Pompei v. Premier Properties of Mesquite, Inc., et al. (2012)</i>	<i>Bingham & Snow, LLP</i> Counsel for Lori A. Seright Pompei	Eighth Judicial District Court, Clark County
33	<i>Tuscano, LLC v. Colorado Belle Gaming, LLC</i>	<i>Aldrich Law Firm, Ltd.</i> Counsel for Tuscano, LLC	Eighth Judicial District Court, Clark County
34	<i>Templeton v. Templeton</i>	<i>Law Office of Daniel Marks</i> Counsel for Wife	Eighth Judicial District Court, Clark County
35	<i>Kaula v. Kearn</i>	<i>Kelleher & Kelleher</i> Counsel for Wife	Eighth Judicial District Court, Clark County
36	<i>Eason v. Eason</i>	<i>Kelleher & Kelleher</i> Counsel for Wife	Eighth Judicial District Court, Clark County
37	<i>Michael Carlson v. Charles E. Cleveland II</i>	<i>Court Appointment</i>	Eighth Judicial District Court, Clark County
38	<i>Virgin Valley Water District v. Michael E. Johnson, et al.</i>	<i>Bingham Snow & Caldwell, LLC</i> Counsel for Virgin Valley Water District	Eighth Judicial District Court, Clark County

Ref	Case Name	Retention	Jurisdiction
39	<i>The Guardianship of Anthony D. Critelli v. Gemma Ganci, et al.</i>	<i>The Harris Firm, PC Rob Graham & Associates Counsel for The Guardianship of Anthony D. Critelli</i>	Eighth Judicial District Court, Clark County
40	<i>Schulte v. Schulte</i>	<i>Court Appointment</i>	Eighth Judicial District Court, Clark County
41	<i>Martella v. Martella</i>	<i>Kelleher & Kelleher Counsel for Wife</i>	Eighth Judicial District Court, Clark County
42	<i>In the Matter of the Testamentary Trust of George A. Steiner</i>	<i>Russell Steiner c/o Solomon Duggins & Freer, Ltd.</i>	Eighth Judicial District Court, Clark County
43	<i>Advantage Services, LLC v. Resort Stays Marketing, LLC, et al.</i>	<i>Cotton, Driggs, Walch, Holley, Wolason & Thompson Counsel for Advantage Services, LLC</i>	Eighth Judicial District Court, Clark County
44	<i>Screws v. Screws</i>	<i>Kelleher & Kelleher Counsel for Husband</i>	Eighth Judicial District Court, Clark County
45	<i>Alabaster Holdings, LLC, et al. v. Eagle Mortgage Company, Inc., et al.</i>	<i>Alabaster Holdings, LLC c/o Wolf, Rifkin, Shapiro, Schulman & Rabkin, LLP</i>	Eighth Judicial District Court, Clark County
46	<i>Ambulance Management Group, LLC v. Dr. Richard Henderson</i>	<i>The Reid Firm Counsel for Ambulance Management Group, LLC</i>	Eighth Judicial District Court, Clark County
47	<i>Rebel Communications, LLC v. Virgin Valley Water District, et al.</i>	<i>Pitegoff Law Office Counsel for Virgin Valley Water District</i>	U.S. District Court
48	<i>Brightwell v. Helfrich</i>	<i>The Dickerson Law Group James M. Davis Law Office Joint Retention</i>	Eighth Judicial District Court, Clark County
49	<i>D.W. "Doc" Wiener v. Klipper Chemtrol Corporation</i>	<i>Lovato Law Firm, P.C. Counsel for D.W. "Doc" Wiener/Trustee</i>	Eighth Judicial District Court, Clark County

<u>Ref</u>	<u>Case Name</u>	<u>Retention</u>	<u>Jurisdiction</u>
50	<i>Hickman v. Hickman</i>	<i>Kainen Law Group, PLLC</i> Counsel for Husband	Eighth Judicial District Court, Clark County
51	<i>Larsen v. Larsen</i>	<i>Kainen Law Group, PLLC</i> Counsel for Husband	Eighth Judicial District Court, Clark County
52	<i>In the Matter of the Estate of Edward DeWayne Mulick</i>	<i>Edwards & Chambers, LLP</i> Counsel for Carrie Kovach, Stephanie Mulick, and Edward Mulick	Eighth Judicial District Court, Clark County
53	<i>Beasley v. Beasley</i>	<i>Kelleher & Kelleher</i> Counsel for Wife	Eighth Judicial District Court, Clark County
54	<i>Chew v. Hazell</i>	<i>Kelleher & Kelleher</i> Counsel for Wife	Eighth Judicial District Court, Clark County
55	<i>Ellerbe v. Ellerbe</i>	<i>Kainen Law Group, PLLC</i> Counsel for Husband	Eighth Judicial District Court, Clark County
56	<i>Grasso v. Grasso</i>	<i>Court Appointment</i>	Eighth Judicial District Court, Clark County
57	<i>Shah Virani v. Arif B. Virani, et al.</i>	<i>Flader & Hirji, LLP</i> Counsel for Shah Virani	Eighth Judicial District Court, Clark County



Jennifer A. Allen
CPA, CFE

Jennifer A. Allen provides litigation support and financial valuation services. Her engagements in these areas involve the application of forensic or investigative accounting techniques, the valuation of businesses, and the quantification of economic damages.

The following is a summary of Ms. Allen's forensic accounting, business valuation, and economic damage calculation experience.

Forensic/Investigative Accounting

Ms. Allen's forensic accounting experience includes the investigation and/or reconstruction of accounting records in cases relating to the valuation and tracing of marital assets for marital dissolution purposes, embezzlement, fraud detection and documentation, theft, contract disputes, shareholder disputes, wrongful termination, and business interruption.

Business Valuation

Ms. Allen has assisted in valuing businesses in cases related to contract disputes, shareholder disputes, gift and estate tax purposes, closely held companies for marital dissolutions purposes, fraud cases to help establish intent to defraud or in defending against allegations of intent to defraud and other litigation and non-litigation situations. Ms. Allen is experienced with conducting appraisals in both cooperative and contentious appraisal environments.

Economic Loss Calculation

Ms. Allen's economic damage calculation experience includes the analysis and preparation of damage calculations for cases involving wrongful termination, contract disputes, intellectual property infringement, and business interruption. Ms. Allen has assisted plaintiff and defendant attorneys with analyses of numerous commercial litigation claims, including the determination of lost profits and diminution in business value.

Sample Industry Experience

Debt Collection	Hospitality / Hotel	Property Management
Distribution	Intellectual Property	Real Estate
Electronics	Machinery	Restaurants
Engineering	Medical / Dental	Retail Services
Entertainment	Non-Profits	Transportation
Government	Professional Practices	Wholesale Service

Educational Qualifications

Ms. Allen earned a Bachelor of Science degree in Business Administration, with an emphasis in Accounting, and a Master of Science degree in Accounting, both from the University of Nevada, Las Vegas.

Professional Certifications

- Licensed as a Certified Public Accountant with the Nevada State Board of Accountancy
- Licensed as a Certified Fraud Examiner by the Association of Certified Fraud Examiners
- Member of the American Institute of Certified Public Accountants (AICPA)
- Member of the Nevada Society of Certified Public Accountants (NSCPA)

Select Speaking Engagements

- "Forensic Accounting: A Continuous Study of Ethical Quandaries", Institute of Internal Auditors Las Vegas Chapter, Las Vegas, Nevada (November 2011)
- "Forensic Accounting: Those 'Other' Accountants", UNLV Fraud Examination Course (May 2013)
- "Business Valuation – A Primer for Management Accountants", Institute of Management Accountants, Las Vegas Chapter (August 2013)
- "Elements of a (non)Routine Forensic Accounting Engagement", UNLV Fraud Examination Course (March 2014)
- "A Day in the Life of a Forensic Accountant: Overview and Case Studies", UNLV Fraud Examination Course (October 2014 and March 2015)

Publications

- "Forensic Accounting: Those 'Other' Accountants", THE SILVER STATE CPA (July 2012)

Summary of Expert Witness Testimony

The following list only identifies cases in which Ms. Allen has provided expert witness testimony in a deposition or court setting. It does not include cases wherein she was designated an expert witness or issued an expert report if she did not ultimately provide testimony in deposition or court.

<u>Ref</u>	<u>Case Name</u>	<u>Retention</u>	<u>Jurisdiction</u>
1	<i>Fernandez v. Fernandez</i>	<i>Kelleher & Kelleher Counsel for Wife</i>	Eighth Judicial District Court, Clark County
2	<i>Bastien v. Pava</i>	<i>Right Lawyers Counsel for Husband</i>	Eighth Judicial District Court, Clark County

BONUS CHECKS AND STOCK PROCEEDS SINCE APRIL 2010

EXHIBIT 1

Please refer to Anthem's February 5, 2016 report.

Ref	Date	Amounts	AF Category	Source / Use	ACCOUNTS RECEIVED FROM			
					Stock Option UBS x99 GM	Investment Account UBS x15 GM	PMA Prime Checking Account WF x5997	High Yield Savings WF x6253
1	04/08/10	78,876.40	Deposit - DeVita Bonus	Checking Opening Deposit			78,876.40	
2	04/08/10	600,000.00	Deposit - DeVita Bonus	Savings Opening Deposit				600,000.00
3	10/14/10	506,017.42	DeVita - stock proceeds	WT Fed Mellon Investor SE/Org Mellon Investor Services LLC			506,017.42	
4	02/24/11	(1,360,105.33)	DeVita - stock payments	Federal funds to DeVita Inc.		(1,360,105.33)		
5	02/24/11	3,975,181.09	DeVita - stock proceeds	Proceeds from investment transactions (summarized)		3,975,181.09		
6	03/01/11	(539,775.14)	DeVita - stock payments	Federal funds complimentary fed fund wire to DeVita Inc. at the Bank of New York		(539,775.14)		
7	03/30/11	(647,033.31)	DeVita - stock payments	Federal funds complimentary fed fund wire to DeVita Inc. at the Bank of New York		(647,033.31)		
8	03/31/11	3,236,751.33	DeVita - stock proceeds	Proceeds from investment transactions (summarized)		3,236,751.33		
9	04/29/11	948,033.05	Deposit - DeVita Bonus	Deposit				948,033.05
10	05/18/11	(1,820,847.27)	DeVita - stock payments	Federal funds complimentary fed fund wire to DeVita Inc. at the Bank of New York		(1,820,847.27)		
11	05/18/11	(292,237.87)	DeVita - stock payments	Federal funds to DeVita Inc.		(292,237.87)		
12	05/31/11	5,792,985.84	DeVita - stock proceeds	Proceeds from investment transactions (summarized)		5,792,985.84		
13	02/15/12	(245,867.64)	DeVita - stock payments	Federal funds complimentary fed fund wire to DeVita Inc. at the Bank of New York		(245,867.64)		
14	02/15/12	(3,480.03)	DeVita - stock payments	Federal funds complimentary fed fund wire to DeVita Inc. at the Bank of New York		(3,480.03)		
15	02/16/12	945,579.75	DeVita - stock proceeds	Proceeds from investments		945,579.75		
16	04/27/12	1,110,173.59	Deposit - DeVita Bonus	Non-local check		1,110,173.59		
17	05/16/12	(280,965.33)	DeVita - stock payments	Federal funds to DeVita Inc.		(280,965.33)		
18	05/18/12	757,568.75	DeVita - stock proceeds	Proceeds from investments		757,568.75		
19	06/09/12	(4,980,657.19)	DeVita - stock payments	Federal funds to DeVita Inc.		(4,980,657.19)		
20	08/31/12	13,437,977.83	DeVita - stock proceeds	Proceeds from investment transactions (summarized)		13,437,977.83		
21	11/09/12	1,906,692.27	DeVita - stock proceeds	Proceeds from investments (summarized)	1,906,692.27			
22	11/09/12	(694,826.80)	DeVita - stock payments	Federal funds to DeVita Inc. at the Bank of New York Mellon	(694,826.80)			
23	12/28/12	1,413,285.00	DeVita - stock proceeds	Proceeds from investments (summarized)	1,413,285.00			
24	12/28/12	(519,609.50)	DeVita - stock payments	Federal funds to DeVita Inc. at the Bank of New York Mellon	(519,609.50)			
25	03/11/13	(739,266.62)	DeVita - stock payments	Federal funds to DeVita Inc.	(739,266.62)			
26	03/27/13	869,325.01	Deposit - DeVita Bonus	Deposit			869,325.01	
27	03/31/13	2,225,802.56	DeVita - stock proceeds	Proceeds from investment transactions (summarized)	2,225,802.56			
28	05/16/13	(646,927.09)	DeVita - stock payments	Federal funds to DeVita Inc.	(646,927.09)			
29	05/20/13	(508,519.34)	DeVita - stock payments	Federal funds to DeVita Inc.	(508,519.34)			
30	05/31/13	2,735,003.42	DeVita - stock proceeds	Proceeds from investment transactions (summarized)	2,735,003.42			
31	02/19/14	(1,764,684.98)	DeVita - stock payments	Federal funds to DeVita Inc. at Bank of New York Mellon	(1,764,684.98)			
32	02/28/14	4,403,433.74	DeVita - stock proceeds	Proceeds from investment transactions (summarized)	4,403,433.74			
33	04/02/14	484,119.76	Deposit - DeVita Bonus	WT Fed Bank of New York M/Org-DeVita Healthcare Partners			484,119.76	
34	05/08/14	(1,040,543.97)	DeVita - stock payments	Federal funds to DeVita Inc. at Bank of New York Mellon	(1,040,543.97)			
35	05/09/14	(957,177.89)	DeVita - stock payments	Federal funds to DeVita Inc. at Bank of New York Mellon	(957,177.89)			
36	05/15/14	(956,660.57)	DeVita - stock payments	Federal funds to DeVita Inc. at Bank of New York Mellon	(956,660.57)			
37	05/19/14	(551,197.05)	DeVita - stock payments	Federal funds to DeVita Inc. at Bank of New York Mellon	(551,197.05)			
38	05/31/14	7,985,763.98	DeVita - stock proceeds	Proceeds from investment transactions (summarized)	7,985,763.98			
39	04/01/15	2,810,635.82	Deposit - DeVita Bonus	WT Fed #09063 Bank of New York M/Org-DeVita Healthcare			2,810,635.82	
40	05/15/15	85,810.62	Deposit - DeVita Bonus	WT Fed#05848 Bank of New York M/Org - DeVita Healthcare Partners			85,810.62	
41	05/29/15	(1,550,398.07)	DeVita - stock payments	Federal funds to DeVita Inc.	(1,550,398.07)			
42	05/31/15	3,007,290.41	DeVita - stock proceeds	Proceeds from investment transactions (summarized)	3,007,290.41			
TOTAL		39,015,521.66						

POTENTIAL COMMUNITY WASTE TRANSACTIONS THAT OCCURRED IN STATEMENTS RECEIVED AFTER THE ISSUANCE OF ANTHONY'S DECEMBER 13, 2015 REPORT (NOT ALL-INCLUSIVE)
Please refer to Anthony's February 5, 2016 report.

EXHIBIT 2

Ref	Date	Unmatched Amounts	Ad Category	Invoice / Use	Notes	ALL INFORMATION CONTAINED HEREIN IS UNCLASSIFIED						
						USS Rewards Services Inc.	Wells Fargo	Wells Fargo	American Express	American Express	VISA	Wells Fargo
						Investment Account WSS GM	PMA Prime Checking Account W387	High Yield Savings H4235	The Optima Card 5-728088	Centurian Card 10-83085	Block Card 85385	VISA J1582
1	10/15/15	(1,055.19)	Insurance - Madeline K.	Time Insurance Paymet - Madeline K.			(1,055.19)					
2	10/15/15	(70.60)	Insurance - Madeline K.	Time Insurance Paymet - Madeline K.			(70.60)					
3	10/15/15	(189.00)	Dues & Subscriptions - Fitness (CA)	Equinox Mesa					(189.00)			
4	10/15/15	(255.00)	Dues & Subscriptions - Fitness (CA)	Equinox Mesa					(255.00)			
5	10/22/15	(1,772.00)	Children related	Elena Lorenson			(1,772.00)					
6	11/05/15	(1,340.00)	Children Related	BN			(1,340.00)					
7	11/06/15	(12,847.00)	Legal Fees	Sharon Friedman			(12,847.00)					
8	11/10/15	(89.00)	Personal Care (CA)	CT Hair								(89.00)
9	11/10/15	(14.85)	Shopping (CA)	Horton & Carver RX35								(14.85)
10	11/10/15	(446.10)	Travel - Airfare	United Airlines	St. Louis to Los Angeles Opt: 11/15 Jennifer Stalder					(446.10)		
11	11/11/15	(1,250.00)	Personal Care (CA)	Bella Lure Spa								(1,250.00)
12	11/11/15	(144.00)	Personal Care (CA)	Century Day and Night Spa								(144.00)
13	11/12/15	(1,700.00)	Personal Care (CA)	Long Mi Lashes								(1,700.00)
14	11/12/15	(65.00)	Personal Care (CA)	My Blow LA								(65.00)
15	11/12/15	(80.00)	Personal Care (CA)	Century Day and Night Spa								(80.00)
16	11/12/15	(1,274.10)	Travel - Airfare	Delta Airlines	Atlanta to Los Angeles Opt: 11/15 Jennifer Stalder					(1,274.10)		
17	11/13/15	(125.00)	Meals (CA)	Wood Ranch Farmers Market								(125.00)
18	11/13/15	(300.00)	Shopping (CA)	Midland Town								(300.00)
19	11/13/15	(189.00)	Travel - Airfare	Delta Airlines	Jennifer Stalder					(189.00)		
20	11/14/15	(248.19)	Meals (CA)	Noble								(248.19)
21	11/14/15	(40.00)	Parking/Tolls/Taxes (CA)	Crystal Violet								(40.00)
22	11/14/15	(154.50)	Meals (CA)	Thakya Ashu Cylina						(154.50)		
23	11/14/15	(88.64)	Transportation	Yellow Cab of West						(88.64)		
24	11/13/15	(112.68)	Bank Fees/Interest	Interest on Purchases								(112.68)
25	11/13/15	(83.00)	Personal Care (CA)	My Blow LA								(83.00)
26	11/13/15	(227.70)	Transportation (other states)	High Class Transportation						(227.70)		
27	11/13/15	(655.64)	Meals (CA)	Temple Orange Restaurant						(655.64)		
28	11/14/15	(204.99)	Lodging (CA)	ESL Palm Beach Resort					(204.99)			
29	11/17/15	(189.18)	Groceries (CA)	Trader Joe's								(189.18)
30	11/17/15	(1,000.00)	Parking/Tolls/Taxes (CA)	The Green - Sell								(1,000.00)
31	11/18/15	(1,055.19)	Insurance - Madeline K.	Time Insurance Paymet - Madeline K.			(1,055.19)					
32	11/18/15	(60.83)	Insurance - Madeline K.	Time Insurance Paymet - Madeline K.			(60.83)					
33	11/18/15	(151.81)	Personal Care (CA)	Bella Lure Spa								(151.81)
34	11/18/15	(977.00)	Shopping (CA)	Madison Marcus								(977.00)
35	11/18/15	(45.97)	Shopping (CA)	Madison Marcus								(45.97)
36	11/20/15	(19.49)	Gas/Fuel (CA)	Chevron								(19.49)
37	11/20/15	(73.00)	Personal Care (CA)	My Blow LA								(73.00)
38	11/21/15	(124.44)	Meals (CA)	Noble								(124.44)
39	11/21/15	(200.00)	Parking/Tolls/Taxes (CA)	Crystal Violet								(200.00)
40	11/21/15	(8.00)	Parking/Tolls/Taxes (CA)	BM Parking								(8.00)
41	11/21/15	(159.00)	Dues & Subscriptions - Fitness (CA)	Equinox Mesa					(159.00)			
42	11/24/15	(128.00)	Meals related (CA)	ES Gallerie								(128.00)
43	11/24/15	(206.80)	Groceries (CA)	Trader Joe's								(206.80)
44	11/24/15	(5,000.00)	Payments to individuals - M. Klevsky/Logan	Madeline Chopra's Kogel		(5,000.00)						
45	11/24/15	(45.00)	Personal Care (CA)	The H Salon								(45.00)
46	11/24/15	(74.32)	Meals (CA)	Pharmacy								(74.32)
47	11/20/15	(148.82)	Children Related	Chloe's Dots							(148.82)	
48	11/20/15	(14.00)	Gas/Fuel (CA)	76								(14.00)
49	11/20/15	(23.00)	Gas/Fuel (CA)	76								(23.00)
50	11/20/15	(65.00)	Personal Care (CA)	My Blow LA								(65.00)
51	12/01/15	(780.50)	Personal Care (CA)	Bella Lure Spa								(780.50)
52	12/02/15	(20.00)	Personal Care (CA)	Bella Lure Spa								(20.00)
53	12/03/15	(84.21)	Entertainment (CA)	Cater Me Mine								(84.21)
54	12/03/15	(70.93)	Gas/Fuel (CA)	Chevron								(70.93)
55	12/03/15	(10.00)	Gas/Fuel (CA)	Chevron								(10.00)
56	12/03/15	(109.91)	Meals (CA)	11 Pacific Alderbrook								(109.91)
57	12/03/15	(1.50)	Parking/Tolls/Taxes (CA)	City of BM Parking								(1.50)
58	12/03/15	(115.00)	Personal Care (CA)	Beverly Hills Nail Salon								(115.00)
59	12/03/15	(404.39)	Shopping (CA)	Shawn								(404.39)
60	12/03/15	(149.98)	Travel - Airfare	SW Air	Denver to Los Angeles Opt: 12/3 Jennifer Stalder					(149.98)		
61	12/03/15	(249.98)	Travel - Airfare	SW Air	San Jose to Denver Opt: 12/3 Jennifer Stalder					(249.98)		
62	12/04/15	(85.00)	Personal Care (CA)	The H Salon								(85.00)
63	12/07/15	(119.20)	Meals (CA)	Shady Sugar								(119.20)
64	12/07/15	(14.00)	Parking/Tolls/Taxes (CA)	AMM Onsite Parking								(14.00)
65	12/07/15	(21.84)	Shopping (CA)	Supplies Mart								(21.84)
66	12/08/15	(65.00)	Personal Care (CA)	The H Salon								(65.00)
67	12/08/15	(60.00)	Personal Care (CA)	Beverly Hills Hair Salon								(60.00)

POTENTIAL COMMUNITY WASTE TRANSACTIONS THAT OCCURRED IN STATEMENTS RECEIVED AFTER THE RELEASE OF ANTHONY'S DECEMBER 15, 2015 REPORT (NOT ALL INCLUDED)
Please refer to Anthony's February 5, 2016 report.

EXHIBIT 2

Ref	Date	Unmatched Amounts	AF Category	Source / Use	Notes	USF Financial Services Inc.	Wells Fargo	Wells Fargo	American Express	American Express	Visa	Wells Fargo
						Investment Account	P&H Private Checking Account	High Yield Savings	The Options Card	Cashier Card	Black Card	Visa
68	12/08/15	(68.97)	Gas/Fuel (CA)	Cherwin								(68.97)
69	12/08/15	(147.38)	Groceries (CA)	Toddler Joe's								(147.38)
70	12/08/15	(2.00)	Parking/Tolls/Fines (CA)	Amagosa Parking								(2.00)
71	12/08/15	(26.58)	Shopping (CA)	Madison Market								(26.58)
72	12/10/15	(80.67)	Meals (CA)	Crisp Lager								(80.67)
73	12/10/15	(12.00)	Parking/Tolls/Fines (CA)	Alkali Creek Parking								(12.00)
74	12/10/15	(8.50)	Parking/Tolls/Fines (CA)	Vanpool Parking								(8.50)
75	12/10/15	(80.00)	Personal Care (CA)	Wella Lane Spa								(80.00)
76	12/10/15	(678.81)	Shopping (CA)	Neiman Marcus								(678.81)
77	12/11/15	(45.00)	Personal Care (CA)	My Glow LA								(45.00)
78	12/11/15	(2.00)	Parking/Tolls/Fines (CA)	LAZ Parking								(2.00)
79	12/11/15	(187.57)	Shopping (CA)	Target								(187.57)
80	12/11/15	(134.50)	Bank Fees/Interest	Interest on Purchases								(134.50)
81	12/14/15	(2,000.00)	CC Payment - Unmatched	Transfer to Platinum Card				(2,000.00)				
82	12/14/15	(1,083.19)	Insurance - Hedine K.	Thrive Insurance Pymnt - Hedine				(1,083.19)				
83	12/16/15	(80.60)	Insurance - Hedine K.	Thrive Insurance Pymnt - Hedine				(80.60)				
84	12/17/15	(8,857.00)	Legal Fees	Seymour & Friedman				(8,857.00)				
85	12/17/15	(2,800.00)	CC Payment - Unmatched	Transfer to Platinum Card				(2,800.00)				
86	12/21/15	(1,000.00)	CC Payment - Unmatched	Transfer to Platinum Card				(1,000.00)				
87	12/21/15	(500.00)	CC Payment - Unmatched	Transfer to Platinum Card				(500.00)				
88	12/21/15	(1,000.00)	CC Payment - Unmatched	Transfer to Platinum Card				(1,000.00)				
89	12/21/15	(1,000.00)	CC Payment - Unmatched	Transfer to Platinum Card				(1,000.00)				
90	12/28/15	(1,000.00)	CC Payment - Unmatched	Transfer to Platinum Card				(1,000.00)				
TOTAL		(54,894.79)										

1 LAW OFFICE OF DANIEL MARKS
2 DANIEL MARKS, ESQ.
3 Nevada State Bar No. 002003
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9 Attorneys for Appellant

Electronically Filed
Apr 06 2017 04:20 p.m.
Elizabeth A. Brown
Clerk of Supreme Court

10
11 **IN THE SUPREME COURT OF THE STATE OF NEVADA**

12 DENNIS KOGOD,

Case No. 71147

13 Appellant,

14 vs.

15 GABRIELLE CIOFFI-KOGOD,

16 Respondent.
17
18

19 **APPEAL FROM THE EIGHTH JUDICIAL DISTRICT COURT**
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APPELLANT'S APPENDIX
Volume 17

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Answer to Complaint for Divorce and Counterclaim filed on November 24, 2014	1	19-24
Case Appeal Statement filed on August 23, 2016	44	8590-8593
Case Appeal Statement, filed on December 13, 2016	47	9287-9290
Case Cross-Appeal Statement filed on September 21, 2016	46	9028-9031
Case Cross-Appeal Statement, filed on December 23, 2016	47	9298-9301
Certificate of Service filed on March 2, 2015	1	66
Certificate of Service filed on June 2, 2015	1	85-86
Certificate of Service filed on January 25, 2016	4	712
Certificate of Service filed on June 21, 2016	42	8082
Certificate of Service filed on September 14, 2016	45	8704-8802
Certification of Copy of Exhibits Presented at the 2/23/16- 2/26/16 Non-Jury Trial, dated December 8, 2016	10	1876-1894
Certification of Copy Clerks List	41	7980-7983
Complaint for Divorce filed on December 13, 2013	1	1-6
Defendant's Closing Brief filed on August 1, 2016	43	8415-8473
Defendant, Dennis Kogod's, Reply to Plaintiff's, Gabrielle Cioffi-Kogod's, Opposition to Defendant's Motion to Stay Service of Subpoena Duces Tecum and Notice of Deposition and for a Protective Order Prohibiting or Limiting the deposition of Jennifer Crute Steiner and Opposition to Plaintiff's Countermotion for Attorney Fees and Costs filed on June 25, 2015	1	151-178
Defendant's Motion to Stay Service of Subpoena Duces Tecum and Notice of Deposition and for a Protective Order Prohibiting or Limiting the Deposition of Jennifer Crute Steiner filed on June 11, 2015	1	87-110
Defendant's Exhibits Vol. I:	33	6161-7979
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Defendant's Exhibit S- Bank of America Joint Checking Account Ending 6446 Statement From December 1, 2015 to December 31, 2015	33	6216-6223
Defendant's Exhibit T- Bank of America Checking Account ending in 0129 Statement from December 1, 2015 to December 31, 2015	33	6224-6229
Defendant's Exhibit U- Wells Fargo Complete Advantage Checking Account Ending 5397 Statement from January 9, 2016 to February 5, 2016	33	6230-6239
Defendant's Exhibit V- Wells Fargo PMA Account ending 8870 Statement from January 9, 2016 to February 5, 2016	33	6240-6242
Defendant's Exhibit W- UBS Trust – Fee Base ending 743 Statement From January 2016	33	6243-6252
Defendant's Exhibit X- UBS Checking ending 745 Statement for January 2016	33	6253-6264
Defendant's Exhibit Y- UBS Trust – PWS/GAM ending 134 Statement for January 2016	33	6265-6282
Defendant's Exhibit Z- UBS Stock Option ending 999 Statement for January 2016	33	6283-6290
Defendant's Exhibit AA- Merrill Lynch Ending 588 Statement from December 01, 2015 to December 31, 2015	33	6291-6360
Defendant's Exhibit BB- UBS Trust – Fee Base ending 43 Statement for January 2016	34	6361-6368
Defendant's Exhibit CC- Fidelity Dignity Health Statement from January 1, 2015 to December 31, 2015	34	6369-6372
Defendant's Exhibit DD- Davita Retirement Plan Statement from January 1, 2016 to January 31, 2016	34	6373-6375
Defendant's Exhibit EE- Davita Retirement Savings Plan Statement from October 1, 2015 to December 31, 2015	34	6376-6378
Defendant's Exhibit LL- UBS Premier Variable Credit Line ending 027 Statement for January 2016	34	6379-6384

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Defendant's Exhibit NN- American Express Platinum Account ending 2003 Statement from January 18, 2016 to February 6, 2016	34	6397-6401
Defendant's Exhibit OO- American Express Platinum Account ending 9008 Statement from January 25, 2016 to February 23, 2016	34	6402-6406
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Defendant's Exhibit RR- Banana Republic Account ending 4713 Statement from December 4, 2015 to January 4, 2016	34	6420-6423
Defendant's Exhibit SS- Discover Account ending in 4205 Statement from November 12, 2015 to December 11, 2015	34	6424-6427
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Defendant's Exhibit XX- Detailed Financial Disclosure Form for Gabrielle Cioffi-Kogod, Filed February 25, 2015	34	6440-6456
Defendant's Exhibit AAA- Email from Eugene to Dennis Dated: February 12, 2012	34	6457-6459
Defendant's Exhibit BBB- Various Checks from Gabrielle to Eugene Cioffi-Kogod Re: House	34	6460-6464
Defendant's Exhibit CCC- Various Checks from Gabrielle to Eugene Cioffi-Kogod Re: Misc.	34	6465-6467
Defendant's Exhibit DDD- Various Checks from Gabrielle to Eugene Cioffi Re: Eugene's Birthday	34	6468-6470
Defendant's Exhibit EEE- Various Checks from Gabrielle to Cassandra Cioffi Re: Cassandra's Birthday	34	6471-6473

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Defendant's Exhibit III- Various Checks from Gabrielle to Deaner, Deaner, Scann, Malan & Larsen Re: Kogod v. DeYoung #5504-0001	34	6497-6507
Defendant's Exhibit KKK- Notice of Entry of Stipulation and Order Filed on August 12, 2015	34	6508-6513
Defendant's Exhibit LLL- Email from Dennis to Gabrielle Dated: December 8, 2011	34	6514-6515
Defendant's Exhibit NNN- Plaintiff's Sixteenth Supplemental Production of Documents Pursuant to NRCP 16.2, Served on October 22, 2015	34	6516-656
Defendant's Exhibit OOO- Gabrielle Kogod's Resume	34	6561-6564
Defendant's Exhibit PPP- Plaintiff's Response to Defendant's First Set of Interrogatories Dated May 18, 2015	35	6565-6589
Defendant's Exhibit QQQ- Plaintiff's Response to Defendant's Second Set of Interrogatories Served on October 20, 2015	35	6590-6597
Defendant's Exhibit RRR- Plaintiff's Response to Defendant's Third Set of Interrogatories Served on October 29, 2015	35	6598-6603
Defendant's Exhibit SSS- Confidential Memorandum Limited Partner Interests in New Enterprise Associates 14, L.P. Dated: February 2012	35	6604-6683
Defendant's Exhibit TTT- New Enterprise Associates 14, L.P. Supplemental Schedule of Changes in Individual Partner's Capital Accounts	35	6684-6706
Defendant's Exhibit UUU- Plaintiff's Eleventh Supplemental Production of Documents Pursuant to NRCP 16.2 Dated: September 9, 2015 (Spreadsheet from Nadya's depo)	36	6707-6906
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Defendant's Exhibit VVV- Davita Power Point Regarding 2015 Long Term Incentive Program	37	7035-7041

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Defendant's Exhibit ZZZ- Radiology Partners Member Equity Statement Dated: July 31, 2015	37	7060
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Defendant's Exhibit YYYY- February 2016 UBS account statement for Accounts ending 743	39	7475-7484
Defendant's Exhibit ZZZZ- February 2016 UBS account statement for Accounts ending 134	39	7485-7500
Defendant's Exhibit 5A- February 2016 UBS account summary statement	39	7501-7508
Defendant's Exhibit 5B- February 2016 UBS account statement for accounts Ending 745	39	7509-7522
Defendant's Exhibit 5C- February 2016 UBS account statement for accounts Ending 899	39	7523-7532
Defendant's Exhibit 5D- February 2016 UBS account statement for accounts Ending 746	39	7533-7540
Defendant's Exhibit 5E- February 2016 UBS account statement for accounts Ending 027	39	7541-7546
Defendant's Exhibit 5F- February 2016 UBS account statement for accounts Ending 575	39	7547-7552
Defendant's Exhibit 5G- UBS Account Summary for account ending 17, Showing no value As of February 26, 2016	39	7553
Defendant's Exhibit 5H- February 2016 UBS account statement for accounts ending 75	39	7554-7559
Defendant's Exhibit 5I- May 2016 UBS account statement for accounts ending 76	39	7560-7567
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Defendant's Exhibit 5K- May 2016 UBS account statement for accounts ending 45	39	7578-7587
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Defendant's Exhibit 5M- Wells Fargo PMA Package account ending 5397 Statement from February 1, 2016 through February 29, 2016	40	7604-7613

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Defendant's Exhibits 5Y- Voja DaVita Retirement Savings Plan statement From 01/01/16 through 03/31/16	40	7694-7696
Defendant's Exhibits 5Z- DaVita Gambro Healthcare Executive Retirement Plan Benefit Statement from February of 2016	40	7697-7699
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Defendant's Exhibit 6B- DaVita Stock Award Grant Statement, exercisable as of 06/01/16	40	7704-7705
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Detailed Financial Disclosure Form filed on February 16, 2016	4	721-738
Detailed Financial Disclosure Form filed on February 19, 2016	4	819-835
Discovery Commissioner's Report and Recommendations filed on January 11, 2016	2	421-424
Discovery Commissioner's Report and Recommendations filed on January 22, 2016	4	707-711
Discovery Commissioner's Supplemental Report and Recommendations filed on February 22, 2016	4	843-846
Errata to Pre-Trial Memorandum filed on February 22, 2016	4	841-842
Errata to Notice of Filing Cost Bond for Appeal filed on August 30, 2016	44	8603-8606
Ex-Parte Motion to Enlarge Time for Service of Summons and Complaint filed on April 4, 2014	1	7-11
Ex-Parte Order to Enlarge Time for Service of Summons and Complaint filed on April 10, 2014	1	12-13
Ex Parte Request for Leave of Court to File Supplemental Pleading (With Notice) Filed September 21, 2016	45	8914-8944
Joint Preliminary Injunction filed on May 15, 2014	1	15-16
Motion for an Order to Show Cause to Hold Gabrielle Cioffi-Kogod in Contempt for Failure to Comply with the Discovery Commissioners Recommendation Regarding Service of Jennifer Crute Steiner and for Attorney's Fees and Costs filed on September 14, 2015	2	207-274
Motion to Compel Discovery and for Attorney's Fees and Costs filed on December 23, 2015	2	407-420
Motion in Limine to Exclude Updated Real Estate Appraisals and Newly Disclosed Rental Values Submitted by Plaintiff filed on February 19, 2016	4	836-840
Motion in Limine to Exclude Defendant's Witness Disclosed After Deadline to Disclose witnesses and Request for Attorney's Fees and Sanctions filed on February 22, 2016	4	847-858

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Motion for Attorney's Fees and Costs filed on September 13, 2016	44	8607-8703
Notice of Appeal filed on August 23, 2016	44	8588-8589
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Notice of Entry of Order filed on June 29, 2016	42	8086-8089
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Notice of Entry of Order from October 18, 2016 Hearing filed on December 5, 2016	47	9276-9279
Notice of Filing Cost Bond for Appeal filed on August 29, 2016	44	8601-8602
Objections to Plaintiff's proposed deposition Testimony and Submission of Additional Deposition Testimony filed on March 25, 2016	40	7721-7739
Opposition to Motion for an Order to Show Cause to Hold Gabrielle Cioffi-Kogod in Contempt for Failure to Comply with the Discovery Commissioner's Recommendation Regarding Service of Jennifer Crute Steiner and for Attorney's Fees and Costs and Countermotion for Sanctions and Attorney's Fees filed on October 6, 2015	2	287-335
Opposition to Motion to Stay Service of Subpoena Duces Tecum and Notice of Deposition and for a Protective Order Prohibiting or Limiting the Deposition of Jennifer Crute Steiner, and Countermotion for Attorney's Fees and Costs filed on June 23, 2015	1	111-150

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Opposition to Plaintiff's Motion to Compel Discovery, for Sanctions, Attorney's fees and Costs; and Countermotion for Sanctions, Attorney's Fees and Costs filed on July 8, 2016	42	8090-8153
Opposition to Motion for Attorney's Fees and Costs filed on October 13, 2016	46	9167-9174
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Plaintiff's Closing Brief filed on August 1, 2016	43	8242-8414
Plaintiff's Ex Parte Motion with Notice for Extension of Time to File Motion for Attorney's Fees and Costs filed on September 15, 2016	45	8803-8822
Plaintiff's Motion for the Issuance of an Order to Show Cause why Defendant Should not be Held in Contempt for his Multiple Violations of the Joint Preliminary Injunction; Plaintiff's Motion for an Order Limiting the Access and Payments from Community Accounts filed on January 19, 2016	4	647-706
Plaintiff's Pre Trial Memorandum filed on February 19, 2016	4	780-818
Plaintiff's Exhibit 1- Financial Disclosure Form Filed on February 16, 2016	10	1896-1912
Plaintiff's Exhibit 2- Financial Disclosure Form Filed on February 16, 2016	10	1913-1930
Plaintiff's Exhibit 3- Detailed Financial Disclosure Form Filed on May 29, 2015	10	1931-1951

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Plaintiff Exhibit 7- 2012 Individual Income Tax Returns	12	2242-2378
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Plaintiff's Exhibit 12- 2007 Individual Income Tax Returns	13	2516-2542
Plaintiff's Exhibit 13- 2006 Individual Income Tax Returns	13	2543-2572
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Plaintiff's Exhibit 15- 2004 Individual Income Tax Returns	13	2596-2612
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Plaintiff's Exhibit 18- Text messages between the parties	14	2629-2772
Plaintiff's Exhibit 19- Emails between the parties	14	2773-2813
Plaintiff's Exhibit 20- Text messages between the parties	15	2814-2921
Plaintiff's Exhibit 21- Text messages between the parties	15	2922-2925
Plaintiff's Exhibit 22- Emails between the parties	15	2926-2962
Plaintiff's Exhibit 23- Emails between the parties	15	2963-3040
Plaintiff's Exhibit 24- Text messages between the parties	15	3041-3048
Plaintiff's Exhibit 25- Text messages between the parties	15	3049-3061
Plaintiff's Exhibit 26- Proposed Community Property Distribution Worksheet	15	3062-3063
Plaintiff's Exhibit 54- Jenny Allen's Curriculum Vitae and List of Cases	16	3064-3066
Plaintiff's Exhibit 55- Index of documents in Support of Spreadsheets in Anthem Forensic's Reports	16	3067-3121

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Plaintiff's Exhibit 57- Anthem Forensics' Supplemental Expert Witness Report	17	3233-3368
Plaintiff's Exhibit 58- Anthem Forensics' Supporting Documents for facts set forth in Supplemental Expert Report	17	3369-3402
Plaintiff's Exhibit 59- Email from Joe Leauanae to Daniel Marks, Esq.	17	3403-3404
Plaintiff's Exhibit 60- Auto Related Exhibits listed on Exhibit 6	17	3405-3409
Plaintiff's Exhibit 61- Transactions that comprise the "adjusted" column on Exhibit 6	18	3410-3549
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**DISTRICT COURT
CLARK COUNTY, NEVADA**

GABRIELLE CIOFFI-KOGOD,

Plaintiff,

v.

DENNIS KOGOD,

Defendant.

CASE NO.: D-13-489442-D

DEPT NO.: Q

PLAINTIFF'S TRIAL EXHIBITS

HEARING DATE: February 23, 2016

TIME OF HEARING: 1:30 PM

CLERK'S COPY

VOLUME III

57-91

SUPPLEMENTAL EXPERT WITNESS REPORT

REPORT DATE: DECEMBER 15, 2015

CIOFFI-KOGOD v. KOGOD



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CURRICULA VITAE

EXHIBITS



December 15, 2015
Via Electronic Mail

Radford J. Smith, Esq.
RADFORD J. SMITH CHARTERED
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074

Re: Cioffi-Kogod v. Kogod

Dear Mr. Smith:

Anthem Forensics ("Anthem") has been retained by Radford J. Smith Chartered, counsel for Gabrielle Kogod, to provide forensic accounting services relative to the captioned matter. This report supplements Anthem's report issued on November 17, 2015. Please note that if information becomes available to us that we deem relevant to the scope of this engagement, we reserve the right to supplement our report accordingly.

This report is not to be used for any other purpose than as explicitly stated herein.

Sincerely,

A handwritten signature in black ink, appearing to read 'Joe L. Leauanae', with a small dot at the end.

Joseph L. Leauanae, CPA, CITP, CFF, CFE, ABV, ASA
joe@anthemforensics.com

A handwritten signature in black ink, appearing to read 'Jennifer A. Allen', in a cursive style.

Jennifer A. Allen, CPA, CFE
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1. INTRODUCTION

Our results and observations are based upon the information we have received and reviewed through the date of this report. They are also based upon pertinent accounting and financial standards, our current understanding of the facts relative to this matter, and our years of professional experience providing forensic accounting, economic damage calculation, and business valuation services.

2. BACKGROUND

The following narrative provides a summary of the events that culminated in the issuance of this report. We are not proposing this information as a factual statement nor do we intend to testify as to its veracity. Rather, this information allows us to put our opinions and conclusions in context with the events and circumstances upon which they are based. Please note that the background information presented herein has been summarized to reflect pertinent information relative to our analyses and is not intended to provide a comprehensive timeline of all information bearing on this matter.

On July 20, 1991, Gabrielle Cioffi and Dennis Kogod (collectively, "parties") were married in New York.

Prior to marriage, Gabrielle moved to Florida to be with Dennis. During the period from the date of marriage through September 2000, the parties moved from Florida to Pennsylvania and then to North Carolina as a result of Dennis' work promotions and employment changes.

In July 2000 Dennis was hired by Gambro¹ and, as a result, relocated to Southern California. Gabrielle joined Dennis in California in September 2000.

In December 2003, the parties moved to Southern Nevada and took up residence at 28 Via Mira Monte, Henderson, Nevada, 89011.

In October/November 2004, Dennis began a relationship² with Nadya Khapsalis ("Nadya")³.

On June 3, 2005, Dennis had a "marriage commitment ceremony" with Nadya in Cancun, Mexico.

¹ In or about October 2005, Gambro was acquired by DaVita, Inc. ("DaVita"), where Dennis is still employed.

² Deposition of Dennis Kogod, dated October 23, 2015, p. 80.

³ It bears noting that we have seen reference to different versions of Ms. Khapsalis' name, including but not limited to Nadyane Khapsalis Kogod, Nadejda Khapsalis, Nadine Kievsky, Nadya Kievsky, and Nadya Khapsalis Kogod. To avoid confusion, Ms. Khapsalis is referred to as Nadya throughout this report.

On June 8, 2005, Dennis purchased an apartment located at 1809 Overland Avenue, #3, Los Angeles, California, 90025 ("Overland apartment") and Nadya moved into the Overland apartment with Dennis. Dennis told Gabrielle that the Overland apartment was owned by "one of the other senior executives at Gambro" because he did not want Gabrielle to know that he had purchased the home.⁴

On December 28, 2007, Nadya gave birth to Dennis' twin daughters, Nika and Denise Khapsalis.⁵ Based upon Nadya's deposition testimony, it is our understanding that the twins were conceived using in-vitro fertilization.⁶

On March 5, 2009, Dennis purchased a residence located at 128 N. Edinburgh Avenue, Los Angeles, California, 90048 ("Edinburgh home"). Based upon the discovery received by our office, including deposition testimony, it is our understanding that Dennis, Nadya, and their children moved into the Edinburgh home after it was purchased. Dennis told Gabrielle that he "had a partner who owned the Edinburgh home" in order to conceal it from her.⁷

In late 2008/early 2009, Dennis' parents, Sheldon and Marsha Kogod, moved to California.⁸ Based upon the discovery received by our office, including deposition testimony, it is our understanding that Dennis was providing financial support prior to his parents' move to California. When Sheldon and Marsha relocated to California, Dennis paid their monthly rent expense and also provided them with a small monthly stipend.⁹

In July 2010, Gabrielle received notice that Dennis had filed a Complaint for marital dissolution in Clark County. Based upon the discovery received by our office, including deposition testimony, it is our understanding that around this time the parties collectively sought marriage counseling and attempted to work on their marriage.¹⁰ Contemporaneously, Dennis' Complaint for marital dissolution was withdrawn.¹¹

During the period from 2010 through 2012, Dennis lived part-time in Denver, Colorado.¹² It is our understanding that during this period Gabrielle believed Dennis to be living in an apartment in Colorado that DaVita had rented for him, with only minimal time spent in California for DaVita meetings and the majority of his time spent traveling internationally for DaVita (as opposed to Dennis living part-time in California).

⁴ Deposition of Dennis Kogod, dated October 23, 2015, p. 76.

⁵ It bears noting that Dennis also had two children prior to his marriage with Gabrielle: Josh (biological) and McKeshia (adopted).

⁶ Deposition of Nadya Khapsalis Kogod, dated September 11, 2015, p. 163.

⁷ Deposition of Dennis Kogod, dated October 23, 2015, p. 103.

⁸ Deposition of Dennis Kogod, dated October 23, 2015, p. 98.

⁹ Deposition of Dennis Kogod, dated October 23, 2015, pp. 98-99.

¹⁰ Deposition of Dennis Kogod, dated October 23, 2015, p. 87.

¹¹ Deposition of Dennis Kogod, dated October 23, 2015, p. 108.

¹² Deposition of Dennis Kogod, dated October 23, 2015, p. 101.

In December 2012, Dennis purchased a 2007 Cruiser yacht.

On March 14, 2013, Dennis purchased an apartment located at 321 S. San Vicente Boulevard #707, Los Angeles, California, 90048 ("San Vicente apartment"). It bears noting that while Sheldon and Marsha Kogod are listed as the buyers of this property, Sheldon acknowledges that the San Vicente apartment was purchased with funds from Dennis and that he and Marsha do not intend to pay Dennis back.¹³

On June 27, 2013, Dennis purchased a residence located at 9716 Oak Pass Road, Beverly Hills, California, 90210 ("Oak Pass home"). Based upon the discovery received by our office, including deposition testimony, it is our understanding that Dennis, Nadya, and their children moved from the Edinburgh home into the Oak Pass home after it was purchased.

On December 13, 2013, Gabrielle filed a Complaint for divorce. It bears noting that Dennis did not file an Answer to the Complaint until November 24, 2014.

On February 20, 2014, Dennis purchased an apartment located at 434 South Canon Drive, Unit 405, Beverly Hills, California, 90212 ("South Canon apartment"). Based upon the discovery received by our office, including deposition testimony, it is our understanding that Dennis purchased this property to provide a residence for his brother, Mitchell Kogod, and Mitchell's family.¹⁴

On June 23, 2014, Dennis traded in the 2007 Cruiser yacht towards the purchase of a 2014 Marquis yacht. It bears noting that while Denika, LLC and Sheldon Kogod are listed as the buyers, Sheldon acknowledges that the Marquis yacht was purchased with funds from Dennis and that Sheldon does not have a financial interest in the yacht.¹⁵

In September 2014, Dennis began a relationship with Jennifer Steiner.¹⁶

In January 2015 Anthem was retained by Radford J. Smith Chartered, counsel for Gabrielle, to provide forensic accounting services.

At a February 3, 2015 Court hearing, Gabrielle was informed that Dennis had "fathered two children, twins, during this marriage with another woman and had maintained, essentially, a separate life".¹⁷

¹³ Deposition of Sheldon Kogod, dated September 25, 2015, pp. 20-21.

¹⁴ Deposition of Mitchell Kogod, dated September 26, 2015, p. 35.

¹⁵ Deposition of Sheldon Kogod, dated September 25, 2015, pp. 22-23.

¹⁶ In Dennis' Answers to Plaintiff's Second Set of Interrogatories to Defendant filed July 30, 2015, Dennis indicated that he began a relationship with Ms. Steiner on September 19, 2014.

¹⁷ Plaintiff's Complex Divorce Litigation Plan dated April 8, 2015, p. 34.

On May 20, 2015, Dennis purchased an apartment located at 10776 Wilshire Boulevard, Unit 604, Los Angeles, California, 90024 ("Wilshire apartment"). Based upon the discovery received by our office, including deposition testimony, it is our understanding that Dennis purchased this property to live in because he had separated from Nadya, who still resides in the Oak Pass home.

On July 6, 2015, the 2014 Marquis yacht was sold for \$990,000.

On September 11, 2015, Anthem attended Nadya's deposition in Beverly Hills, California.

On September 15, 2015, Anthem attended the deposition of Patricia Murphy (Dennis' assistant) in Las Vegas, Nevada.

On September 25, 2015, Anthem attended Sheldon and Marsha's depositions in Beverly Hills, California.

On September 26, 2015, Anthem attended the depositions of Mitchell and Dana Kogod (Dennis' brother and sister-in-law) in Beverly Hills, California.

On October 23, 2015 and December 7, 2015, Anthem attended Dennis' depositions in Las Vegas, Nevada. It bears noting that while Anthem was present at both of Dennis' depositions, we have not yet received the transcript from the December 7, 2015 deposition. As such, any references herein to Dennis' December 7, 2015 deposition will be subsequently correlated to specific pages in the deposition transcript.

On December 10, 2015, Jennifer Steiner's deposition was held in Beverly Hills, California. Anthem did not attend Jennifer's deposition and as of the date of this report we have not yet received her deposition transcript.

3. ANALYSIS CONSIDERATIONS

Our analysis is necessarily based upon certain considerations and assumptions regarding potentially disputed facts and legal arguments. These considerations and assumptions may impact our analysis, conclusions, and opinions, but may not be part of our testimony at this time as they may be outside our area of expertise or the current scope of my engagement. As a predicate to the opinions presented in this report, please note the following considerations and assumptions:

1. During the course of our engagement we received information from various sources that has been reviewed and incorporated into our analysis. Anthem has gone through an iterative process of requesting, receiving, and analyzing information. It bears noting that missing source documentation was requested during the course of our engagement and

that references herein to missing account documentation represent the outstanding documentation that we have requested but not yet received.

2. We have not yet received the deposition transcripts for Dennis' December 7, 2015 deposition and Jennifer Steiner's December 10, 2015 deposition. As such, we reserve the right to update our analysis upon receipt of these transcripts and any other pertinent information received through the close of discovery.
3. It is our understanding that the Court has asked Dennis to provide an accounting of the funds spent during marriage. Further, James Jimmerson, Dennis' prior counsel, had stated that he and his client were going to "take away [the claim for waste] from [Gabrielle] by providing an accounting, an estimate and an offer that will be more than the dollar spent so that one-half should be awarded to [Gabrielle] to at least remove the financial strain or insult of Dennis' having [a relationship with Nadya]"¹⁸.

As of the date of this report, it is our understanding that Dennis has not yet provided an accounting of the funds spent during marriage. As such, we reserve the right to update our analysis upon receipt of such accounting or pertinent documents in that regard.

4. FRAMEWORK FOR OUR FORENSIC ACCOUNTING ANALYSIS

As part of our engagement we were asked to conduct a forensic accounting analysis relative to all of the parties' financial accounts. Specifically, we were asked to trace the flow of funds within the various accounts and to provide observations relative to the parties' spending and potential community waste. During the course of our analysis the scope of our engagement was refined as follows:

1. Our forensic accounting analysis of the parties' financial accounts would cover the period from January 2004 through the present ("relevant period").
 - a. Based upon Dennis' deposition testimony regarding his relationship with Nadya, we have been asked to review account activity that dates back to at least January 2004. However, as of the date of this report, we have not yet received account statements prior to March 2008, as reflected on Exhibit 1.
2. Our forensic accounting analysis of the parties' financial accounts reflected on Exhibit 1 ("reviewed accounts") would include the analysis of transactions documented on the account statements, cancelled checks, and other supporting documentation.

¹⁸ Plaintiff's Complex Divorce Litigation Plan dated April 8, 2015, p. 34.

- a. We have highlighted the missing account statements and cancelled checks in red.
- b. This supplemental report includes the review of account activity reflected in account statements received after the issuance of our November 17, 2015 report (highlighted in orange on Exhibit 1).

We used the documents we received to create a chronological transaction register that showed the flow of funds between the reviewed accounts during the relevant period. From this chronological transaction register we were able to aggregate and analyze the cashflows based upon the activity in the financial records.

A more comprehensive analysis of the transaction register is provided below to the extent that it is pertinent to a particular financial analysis/observation. Please note that we can provide detailed observations regarding specific transaction activity upon request.

Since we are missing account documentation relevant to our forensic accounting analysis, we reserve the right to update our analysis and report upon receipt of additional documentation.

At this time, we have analyzed over 27,200 transactions in the reviewed accounts that took place during the relevant period. Our observations regarding these transactions are discussed below.

5. ANALYSIS OF POTENTIAL COMMUNITY WASTE

While we have endeavored to analyze potential community waste, the ultimate characterization of the transactions identified in this section will need to be resolved by the trier of fact.

NADYA/CHILDREN-RELATED OUTFLOWS

Based upon our attendance at Court hearings, it is our understanding that the Court has indicated that community monies spent on Dennis' relationship with Nadya and their twin daughters may represent community waste.

Given the foregoing, we have aggregated monies spent for the benefit of Nadya and the children into the following categories:

1. Payments made directly to Nadya.
 - a. It is our understanding that Dennis wrote checks to Nadya to pay for ongoing living expenses both before and after he provided her with access to a credit card.

2. Transactions on the Wells Fargo Visa credit card accounts ending 1032 and 4727 (Exhibit 1, Ref 23 and Ref 24).
 - a. Based upon deposition testimony, it is our understanding that Dennis provided Nadya with the Wells Fargo Visa credit card accounts ending 1032 and 4727 and that these accounts were used exclusively by Nadya.¹⁹ As such, we have considered all transactions in these accounts during our assessment of potential community waste.
3. Payments for personal care similar to the transaction activity on the Wells Fargo Visa credit card accounts ending 1032 and 4727.
4. Transactions that referenced Nadya and her relatives.
 - a. These transactions directly referenced Nadya or her relatives and included outflows such as airfare, insurance, and payments to individuals.
5. Transactions related to the children.
 - a. These transactions include, but are not limited to, childcare, education-related costs, shopping at childrens stores, airfare, and extracurricular activities.
6. Payments related to a book that Nadya published.
7. Payments related to an investment in 12 Moe, LLC.
 - a. Based upon Nadya's deposition testimony, 12 Moe, LLC was a design company that Dennis invested in for Nadya.²⁰
8. Western Union payments.
 - a. In Dennis' deposition he indicated that payments sent via Western Union were "to help out Nadya's family in Kazakhstan, some translation services on her book to Ukraine, if [Dennis] was away and a nanny needed money and [he] didn't leave a check or cash".²¹

¹⁹ Deposition of Dennis Kogod, dated October 23, 2015, p. 174.

²⁰ Deposition of Nadya Khapsalis Kogod, dated September 11, 2015, p. 133.

²¹ Deposition of Dennis Kogod, dated October 23, 2015, p. 262.

9. Legal fees.

- a. These transactions include legal fees incurred relative to Nadya's lawsuit with Dennis wherein she is seeking child support and palimony.

10. Automobile payments.

- a. Based upon Nadya's deposition testimony we have included the monthly automobile payments to BMW, Porsche, and Mercedes. It bears noting that at times there may have been two monthly payments to either BMW, Porsche, or Mercedes since it is our understanding that Dennis also drove those same makes/models during this time frame. For conservatism, we have only included one monthly payment during our assessment of potential community waste attributable to Nadya.

11. Payments to T-Mobile.

As reflected on Exhibit 2, the aggregation of these transactions is approximately \$1.6 million; however, the following bear noting:

1. During Nadya's deposition, she indicated that Dennis would give her cash to spend.²² Dennis indicated that until 2009 he usually gave Nadya cash.²³ Further, Dennis has indicated that he still provides Nadya with cash on a weekly basis.²⁴
 - a. At this time we need additional information in order to assess the amount of cash that was provided to Nadya. It bears noting that during the relevant period approximately \$646,000 was withdrawn in cash (excluding cash withdrawn by Gabrielle) from ATMs, in-branch withdrawals, checks written to cash, and cash advances on credit cards, as reflected on Exhibit 3.
 - b. In Dennis' deposition he indicated that he provided Nadya with approximately \$3,000 in cash each month.²⁵ As such, we have estimated that Dennis provided Nadya with approximately \$279,000 from March 2008 through November 2015.
2. It is our understanding that Nadya has not earned any income during her relationship with Dennis.²⁶ As such, there may be no mitigating/non-community sourced income considerations.

²² Deposition of Nadya Khapsalis Kogod, dated September 11, 2015, pp. 68-71.

²³ Deposition of Dennis Kogod, dated October 23, 2015, p. 139.

²⁴ Deposition of Dennis Kogod, dated October 23, 2015, p. 145.

²⁵ Deposition of Dennis Kogod, dated October 23, 2015, p. 246.

²⁶ Deposition of Dennis Kogod, dated October 23, 2015, p. 150.

3. The amounts reflected on Exhibit 2 do not include allocations for living expenses paid directly by Dennis such as utilities, groceries, property taxes, and costs related to the Overland apartment, the Edinburgh home, and the Oak Pass home. These costs are discussed later in this report.
4. The amounts reflected on Exhibit 2 do not include the purchase of Nadya's 2015 Bentley since this asset is currently reflected on the marital asset schedule discussed later in this report.
5. As stated elsewhere in this report, based upon Dennis' deposition testimony regarding his relationship with Nadya, we have been asked to review account activity that dates back to at least January 2004. However, as of the date of this report we have not yet received account statements prior to March 2008. As such, the amount of potential community waste identified in this report will be understated. Nevertheless, we reserve the right to update our analysis upon receipt of additional information.
6. Given that discovery is ongoing we reserve the right to update our analysis of the Nadya/children-related expenses.
7. During Dennis' December 7, 2015 deposition he identified certain expenses listed on Exhibit 2 of Anthem's November 17, 2015 report that he did not believe to be community waste. For example, Dennis stated that without additional information he could not determine whether certain transactions were ultimately for Dennis' benefit or the benefit of Nadya and the children (such as groceries purchased by Nadya). Notwithstanding the fact that any documentation deficiencies related to these expenses resulted from Dennis' recordkeeping, as a point of conservatism we have used Dennis' deposition testimony to exclude the following transactions from Exhibit 2:
 - a. Purchases at John Varvatos and Hugo Boss.
 - b. Transactions at Mr. Clean Cleaners.
 - c. Transactions at Luxelab.

It bears noting that at this time we are not making any other adjustments without additional information.

Given the foregoing, the amounts reflected on Exhibit 2 are understated relative to the monies that Dennis has expended on Nadya and the children.

JENNIFER STEINER-RELATED OUTFLOWS

As previously stated, it is our understanding that Dennis began a relationship with Jennifer Steiner in September 2014.²⁷ During the course of discovery, Dennis provided an itemized chart that attempted to identify “any and all vacations or trips” that he had taken with Jennifer, including the cost of said trip.

Dennis’ itemized chart included 75 transactions that occurred during the period from September 26, 2014 through May 6, 2015. These 75 transactions totaled \$28,972.36. During the course of our analysis we identified the following four additional transactions that directly referenced Jennifer Steiner:

1. April 24, 2015 – \$249.10 paid to Delta for a flight departing April 29, 2015 from Salt Lake City to Las Vegas.
2. June 21, 2015 – \$5.60 paid to United Airlines for a flight departing June 27, 2015 from Santa Barbara to New York. This amount was refunded on June 27, 2015.
3. June 26, 2015 – \$5.60 paid to American Airlines for a flight departing June 27, 2015 (destination unknown).
4. August 11, 2015 – \$1,705.20 paid to Delta Airlines for a flight departing August 11, 2015 (destination unknown).

Please refer to Exhibit 4 for a listing of the transactions categorized as “Expenditures for Jennifer Steiner”. It bears noting that during Dennis’ December 7, 2015 deposition he alleged that he never stayed at the Andaz with Jennifer; however, in his Answers to Plaintiff’s Second Set of Interrogatories, he specifically identified the charges at the Andaz hotel as relating to his relationship with Jennifer.

In addition to the transactions categorized as “Expenditures for Jennifer Steiner” above, we observed additional transactions that coincide with Dennis’ trips with Jennifer, based upon date and location. These transactions are identified on Exhibit 4 under the category “Expenditures for Jennifer Steiner – Possible exp.”.

Given that we have not yet received Jennifer’s deposition transcript, we have not yet incorporated her testimony regarding these potential transactions or other possible transactions (such as gifts). As such, we reserve the right to update our analysis of Jennifer Steiner-related potential community waste after receipt of her deposition transcript.

²⁷ In Dennis’ Answers to Plaintiff’s Second Set of Interrogatories to Defendant filed July 30, 2015, Dennis indicated that he began a relationship with Ms. Steiner on September 19, 2014.

Given the foregoing, and as reflected on Exhibit 4, during the period from September 26, 2014 through August 11, 2015 Dennis may have spent \$45,100 on or for the benefit of Jennifer Steiner. It bears noting that this assessment does not include a \$14,000 sapphire ring that was purchased for Jennifer since Dennis is allegedly holding this asset in a safe.

YACHT-RELATED OUTFLOWS

As previously stated, Dennis purchased a 2007 Cruiser yacht in December 2012 and eventually traded it in towards the purchase of a 2014 Marquis yacht in June 2014. On July 6, 2015, the 2014 Marquis yacht was sold for \$990,000. It is our understanding that Gabrielle never used either yacht.

Based upon our tracing analysis, the costs for purchasing and maintaining the two yachts greatly exceeded the sales proceeds. As such, we have identified all potential yacht-related costs as they may constitute potential community waste. As reflected on Exhibit S, Dennis spent \$626,658 in excess of the \$990,000 sales proceeds.

It bears noting that these costs may be understated to the extent that certain yacht-related payments were made in cash.

ASSESSMENTS OF POTENTIAL COMMUNITY WASTE NOT ELSEWHERE CLASSIFIED IN THIS REPORT

While we have sought to identify potential community waste related to specific cost centers, the documentation that we have thus far received has prevented us from being able to precisely allocate other outflows between Dennis and non-community uses. As such, we have prepared a summary of outflows not elsewhere classified in this report and have attempted to allocate these outflows between Dennis and non-community uses.

As reflected on Exhibit 6²⁸, we have aggregated the outflows not elsewhere classified in this report by category and year. It bears noting that the outflows on Exhibit 6 exclude both activity already allocated to specific potential community waste as well as activity that may reasonably relate to Gabrielle and the community.

We then considered various adjustments to the aggregations on Exhibit 6. These adjustments (or potential forthcoming adjustments) have been categorized using the following notations:

²⁸ It bears noting that Exhibit 6 in our November 17, 2015 report included a category for "lodging" but did not include the total lodging amount in our assessment of potential community waste. This total has been included in the Exhibit 6 attached to this report.

Note 1 – These outflows were removed since they are addressed on the marital asset schedule on Exhibit 10.

Note 2 – These outflows were removed since they were already allocated elsewhere in this report.

Note 3 – While an adjustment may be necessary, at this time we need additional information in order to allocate some portion of these outflows to the community.

Note 4 – We have adjusted these outflows by incorporating the monthly estimates reflected on Dennis' May 29, 2015 Amended Financial Disclosure Form²⁹ or based upon Dennis' deposition testimony.

Note 5 – Although we do not currently have sufficient documentation/information to gauge whether these outflows wholly benefitted the community, for purposes of this report we have assumed that these outflows may have reasonably benefitted the community. Nevertheless, we reserve the right to reassess this assumption through the close of discovery.

Note 6 – These outflows were adjusted to estimate the potential allocation of community waste.

Given the foregoing, Dennis may have expended approximately \$3.6 million on non-community outflows not elsewhere classified in this report, subject to both the adjustments referenced above and potential adjustment for DaVita reimbursements.

SUMMARY OF POTENTIAL COMMUNITY WASTE

Please refer to Exhibit 9 for a summary of the potential community waste components discussed within Section 5 of this report. It bears noting that these amounts, which approximate \$6.2 million, are subject to adjustment for the reasons stated above.

6. COMMUNITY FUNDS SPENT ON BEHALF OF DENNIS KOGOD'S FAMILY MEMBERS

Based upon our attendance at Court hearings, it is our understanding that the Court may consider payments to Dennis' family members differently than it considers payments related to Dennis' extramarital affairs. As such, while we have identified payments to Dennis' family members, the

²⁹ During Dennis' October 23, 2015 deposition he discussed providing an amended FDF since he is now living in the Wilshire apartment. As of the date of this report we have not yet received the referenced amended FDF.

ultimate determination of whether these payments constitute community waste will need to be made by the trier of fact. It bears noting that in Dennis' deposition he stated that he did not inform Gabrielle that he was providing support to his family.³⁰

Given the foregoing, and as detailed on Exhibit 7, we have identified payments to or on behalf of Dennis' family for the Court's review. These outflows include checks to individuals, payments for rent, and travel-related expenses.³¹

It bears noting that the amounts reflected on Exhibit 8 do not include the purchase of the San Vicente apartment (where Dennis' parent's reside) and the South Canon apartment (where Dennis' brother's family resides), since it is our understanding that these assets are community property subject to division. Further, if Dennis paid for the maintenance or upkeep of these properties using community funds, then such amounts may be subject to inclusion as potential community waste to the extent not already captured in other discrete components discussed herein.

Additionally, the amounts reflected on Exhibit 7 do not include loans to certain family members, since it is our understanding that these receivables are community assets subject to division.

7. ADDITIONAL OBSERVATIONS AND CONSIDERATIONS

Please note the following additional observations and considerations regarding our current forensic accounting analysis:

1. During the course of our analysis we requested, but did not receive, all applicable cancelled checks. Exhibit 8 identifies the cancelled checks that we did not receive. For conservatism, we have not included any of these checks in our aggregation of potential community waste. Nevertheless, we reserve the right to include these payments in our aggregation of potential community waste if deemed necessary.
2. Based upon Dennis' deposition testimony regarding his relationship with Nadya, we have been asked to review account activity back to at least January 2004. However, as of the date of this report we have not yet received account statements prior to March 2008. As such, the amount of potential community waste identified in this report will be understated. Nevertheless, we reserve the right to update our analysis upon receipt of additional information.

³⁰ Deposition of Dennis Kogod, dated October 23, 2015, p. 99.

³¹ It bears noting that we have excluded the minimal payments to Marsha Kogod since, based upon her deposition testimony, all checks appear to be birthday or Mother's Day gifts.

3. During Dennis' deposition he stated that he did not use frequent flier miles.³² However, during the course of our analysis we observed a number of airfare transactions where flights were purchased for less than \$10.00, which may indicate the use of frequent flier miles to acquire airline tickets. It is our understanding that marital accumulations of frequent flier miles or credit card reward points should be subject to community division. As such, the following is a summary of Dennis' credit card reward points as of the most recent statements received:
 - a. American Express (combined for the Optima account, Platinum account, and the Centurion account): 201,468 points as of August 31, 2015.
 - i. The Rewards ID number for these three accounts is 1M28549515.
 - b. Visa Black Card account ending 5185: 298,467 points as of October 6, 2015.
 - c. Visa account ending 1032: 414,612 points as of October 31, 2015.
 - i. The Rewards ID number for this account is 60002996770.
4. During Dennis' deposition he was asked if he had entered into any other romantic relationships than those with Gabrielle and the individuals specifically discussed during his deposition. Since Dennis would not provide an answer to these questions, we cannot currently assess the extent to which Dennis expended community funds on extramarital affairs other than with Nadya and Jennifer. As such, if it is determined that Dennis did have other romantic relationships than those discussed herein, the amount of potential community waste identified in this report will be understated.

8. THE OPPORTUNITY COST OF POTENTIAL COMMUNITY WASTE

As discussed within this report, the community may have been economically disadvantaged to the extent that community assets and income were used for purposes that did not benefit the community. These economic damages could include, but not be limited to, the opportunity cost of foregone returns.

Since discovery is ongoing, and information such as Dennis' accounting of funds has not yet been received, we reserve the right to assess these foregone returns subsequent to the issuance of this report. Nevertheless, it bears noting that during his deposition Dennis indicated that the targeted rate of return on his UB5 accounts approximated 3.5 to 4.5 percent after taxes.³³

³² Deposition of Dennis Kogod, dated October 23, 2015, p. 223.

³³ Deposition of Dennis Kogod, dated October 23, 2015, p. 221.

If the trier of fact deems it appropriate, the estimated returns on potential community waste may also be estimated at the Nevada statutory interest rate.

Given the foregoing, the amount of potential community waste identified in this report will be understated.

9. ASSETS SUBJECT TO COMMUNITY DIVISION

Please note that we have identified the following additional assets since the issuance of our November 17, 2015 report (please refer to Exhibit 10):

Ref #30: Investment with Radiology Partners – At this time we do not have sufficient information to determine the fair market value of this asset. As such, we have presented the original investment of \$150,000 on Exhibit 10. On December 14, 2015, Anthem spoke with Bob Gehlen, Dennis' UBS financial advisor, who confirmed that this investment is held outside of the UBS accounts.

Ref #31: Investment with iChill – During Dennis' December 7, 2015 deposition he indicated that this investment may have a fair market value of approximately \$750,000. On December 14, 2015, Anthem spoke with Bob Gehlen, who confirmed that this investment is held outside of the UBS accounts.

Ref #41: Addition to 10776 Wilshire Boulevard – During Dennis' December 7, 2015 deposition he indicated that he had purchased an addition to the Wilshire apartment, which he referred to as the "nanny's quarters". It bears noting that while Gabrielle has already received a purported equalization payment pursuant to Dennis' purchase of the Wilshire apartment, she has not yet received an equalization payment for the approximate \$330,000 property addition. The Wilshire apartment, the addition to the Wilshire apartment, and the monies received by Gabrielle are all reflected on Exhibit 10.

Ref #45: Miscellaneous – During Dennis' December 7, 2015 deposition he indicated that he is holding jewelry in a safe and has recently purchased artwork for the Wilshire apartment. At this time we do not have sufficient information to value the miscellaneous personal property and assets such as household furnishings.

Based upon our understanding of the community assets that are subject to division, the net community estate has a relatively current value of approximately \$41 million, as reflected on the marital asset schedule on Exhibit 10, before the inclusion of certain other assets discussed herein (such as unvested/unexercised stock-based compensation). Please note that Exhibit 10 is subject to update as we receive ongoing discovery.

10. ASSESSMENT OF DENNIS KOGOD'S FUTURE INCOME

Our analysis of Dennis' future income, as presented in our November 17, 2015 report, remains unchanged.

It bears noting that since we still have outstanding requests for compensation documentation, we reserve the right to update our analysis of Dennis' stock-based compensation as discovery continues. Please note that such update will also include the allocation of any time-vesting based awards between community and separate property.

Further, it should also be noted that the income components identified in our November 17, 2015 report are based upon Dennis' services to DaVita and do not include interest income or income derived from other sources (such as the production projects or venture-capital investments).

Please note that these future incentives/income components are not currently included on the marital asset schedule reflected on Exhibit 10, but such income should be considered when dividing community assets and assessing the income that may be available for spousal support purposes.

11. OPINIONS

Based upon our analysis, at this time we have the following opinions:

1. As reflected on Exhibit 9, the potential community waste is approximately \$6.2 million based upon the different components discussed within this report. It bears noting that these amounts are subject to adjustment for the reasons stated within this report, including the fact that these assessments are based upon documentation that only goes back (in part) to 2008.
2. Based upon our attendance at Court hearings, it is our understanding that the Court may consider payments to Dennis' family members differently than it considers payments related to Dennis' extramarital affairs. As such, while we have identified approximately \$397,000 in payments to or on behalf of Dennis' family members (as reflected on Exhibit 7), the ultimate determination of whether these payments constitute community waste will need to be made by the trier of fact. It bears noting that Exhibit 7 does not include the purchase of assets that are reflected on the marital asset schedule and that the \$397,000 is mutually exclusive from the \$6.2 million reflected on Exhibit 9.
3. Based upon our understanding of the community assets that are subject to division, the net community estate has a relatively current value of approximately \$41 million, as reflected on the marital asset schedule on Exhibit 10, before the inclusion of certain other

assets discussed herein (such as unvested/unexercised stock-based compensation). Please note that Exhibit 10 is subject to update as we receive ongoing discovery.

4. Please note that Dennis' future incentives/income components are not currently included on the marital asset schedule reflected on Exhibit 10, but such income should be considered when dividing community assets and assessing the income that may be available for spousal support purposes.

Since we still have outstanding requests for compensation documentation, we reserve the right to update our analysis of Dennis' stock-based compensation as discovery continues. Please note that such update will also include the allocation of any time-vesting based awards between community and separate property. This allocation will be presented on a future marital asset schedule.

5. Based upon Dennis' deposition testimony regarding his relationship with Nadya, we have been asked to review account activity that dates back to at least January 2004. However, as of the date of this report, we have not yet received account statements prior to March 2008. Nevertheless, we reserve the right to update our analysis upon receipt of additional information.



Joseph L. Leauanae

CPA, CITP, CFF, CFE, ABV, ASA

Joseph L. Leauanae provides litigation support and financial valuation services. His engagements in these areas involve the application of forensic or investigative accounting techniques, the valuation of businesses and intangible assets, and the quantification of economic damages.

The following is a summary of Mr. Leauanae's forensic accounting, business valuation, and economic damage calculation experience.

Forensic/Investigative Accounting

Mr. Leauanae's forensic accounting experience includes the investigation and/or reconstruction of accounting records in cases relating to marital dissolution, embezzlement, fraud detection and documentation, theft, intellectual property, contract disputes, shareholder disputes, wrongful termination/death, personal injury, and business interruption. Sample experience includes the following:

- Performing investigative accounting relative to the valuation and tracing of marital/community assets in divorce cases.
- Performing investigative accounting in commercial litigation matters.
- Reconstructing accounting records as a result of theft, floods, fire, and other natural disasters.
- Performing investigative accounting analyses relative to criminal fraud trials and claims.

Financial Valuation

Mr. Leauanae's financial valuation experience includes valuing businesses and intellectual property in a number of diverse industries and in both cooperative and contentious appraisal environments. Sample experience includes the following:

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- Performing valuations for matters involving marital dissolution, including assessing separate vs. community property allocations.
- Consulting on synergy considerations in business combination transactions.
- Performing valuations for shareholder disputes and buy-outs.
- Performing valuations to assist with gift and estate tax planning.

Economic Damage Calculation

Mr. Leauanae's economic damage calculation experience includes the analysis and preparation of economic damage calculations for matters involving contract disputes, business interruption, and intellectual property infringement. He has also analyzed and quantified economic losses in personal injury, wrongful death, and wrongful termination matters. Sample experience includes the following:

- Analyzing plaintiff/defendant claims for lost profits, and the diminution of business value, in commercial litigation matters.
- Computing economic damages relative to intellectual property infringement.

Educational Qualifications

Mr. Leauanae earned a Bachelor of Science degree in Accounting and a Master of Business Administration degree, with an emphasis in Management of Technology, from the University of Utah.

Professional Certifications

- Member of the American Institute of Certified Public Accountants (AICPA)
- Member of the Nevada Society of Certified Public Accountants (NSCPA)
- Member of the Utah Association of Certified Public Accountants (UACPA)
- Certified Information Technology Professional by the AICPA
- Certified in Financial Forensics by the AICPA
- Certified Fraud Examiner by the Association of Certified Fraud Examiners
- Accredited in Business Valuation by the AICPA
- Accredited Senior Appraiser by the American Society of Appraisers

Professional Affiliations/Activities

- Chair, UACPA Business Valuation Committee, 2003 – 2004
- Chair, UACPA Business Valuation - Litigation Services Committee, 2005 - 2006
- Member, NSCPA Business Valuation Committee, 2004 – 2005, 2008
- Member, NSCPA Litigation Consulting Services Committee, 2007
- Member, AICPA Business Valuation and Forensic & Litigation Services' Editorial Advisory Board, 2004 – 2007
- Member, AICPA ABV Credential Committee, 2008 – 2010
- Member, ACFE Las Vegas Chapter Board, 2009 – 2011
- Mentor, AICPA ABV Mentor program, 2008 – 2011
- Member, AICPA ABV Champions Task Force, 2010 – 2012
- Director, NSCPA Las Vegas Chapter Board, 2013 –

Publications

- "The Science and Art of Business Valuation", THE JOURNAL ENTRY (November 2001)
- "Enron Demonstrates Weaknesses in the Attestation Process", THE CPA JOURNAL (September 2002)
- "Truth or Dare: Assessing the Reliability of Financial Statements in a Post-Enron World", UTAH BAR JOURNAL (October 2002)
- "Expert Witness Qualifications and Selection", JOURNAL OF FINANCIAL CRIME (December 2004)
- "A Unified Approach to Calculating Economic Damages", TEXAS PARALEGAL JOURNAL (Summer 2005)
- "Rebutting Your Client: How Much Involvement is Too Much? (From An Expert's Point of View)", TEXAS PARALEGAL JOURNAL (Fall 2005)
- "Valuation Discounts for Holding Companies", THE JOURNAL ENTRY (October 2005)
- "Personal Injury: How Much for How Long?", THE JOURNAL ENTRY (November 2005)
- "Developing a Business Valuation Practice", AICPA FVS CONSULTING DIGEST (March 2011)
- "Forensic Accounting: Those 'Other' Accountants", THE SILVER STATE CPA (July 2012)

Select Speaking Engagements

- "Valuation of Intangible Assets", Utah State Bar, 2002 Mid-Year Convention (March 2002)
- "Applying Forensic Accounting Skills in the Business Valuation Process", Utah Association of Certified Public Accountants, Business Valuation Symposium (September 2002)
- "Introduction to Forensic Accounting and Business Valuation", Beta Alpha Psi, University of Utah Chapter (November 2002)
- "Trademark Dilution and Damages", The Bar Association of San Francisco, Barristers Club (June 2003)
- "What Tax Practitioners Need To Know About Business Valuation", Utah Association of Certified Public Accountants, 31st Annual Tax Symposium (November 2005)
- "Forensic Accounting Cases", Association of Certified Fraud Examiners, Salt Lake Chapter (April 2007)
- "When Auditing Isn't Enough: A Forensic Accountant's Perspective", Northern Utah Association of Government Auditors, Professional Development Conference (May 2007)
- "Forensic Accounting – A Primer for Management Accountants", Institute of Management Accountants, Salt Lake Chapter (September 2007)
- "Business Valuation", Idaho Society of CPAs, Idaho State Tax Update (November 2007)
- "Payroll Fraud and A/P Fraud", Northern Utah Association of Government Auditors, Professional Development Conference (May 2008)
- "An Introduction to Forensic Accounting", Beta Alpha Psi / CFE, UNLV Chapter (November 2008)
- "How To Use Forensic Accountants in a Divorce Case", Advanced Family Law Strategies Seminar, Las Vegas (December 2008)
- "Overview of Forensic Accounting: Financial Investigations to Business Valuations", Clark County Bar Association CLE Seminar, Las Vegas (June 2009)
- "Litigating Business Valuations in Divorce Cases", Advanced Family Law Financial Strategies Seminar, Las Vegas (December 2009)
- "The Role of Forensic Accounting in Turnarounds: How to Find and Follow the Money", Turnaround Management Association of Nevada, Las Vegas (May 2010)
- "Forensic Accounting: A Continuous Study of Ethical Quandaries", Institute of Internal Auditors, Las Vegas Chapter (November 2011)
- "CPA 2.0: Specialization for Career Enhancement", AICPA Practitioners Symposium TECH+ Conference (June 2012)
- "Business Valuation – A Primer for Management Accountants", Institute of Management Accountants, Las Vegas Chapter (August 2013)

Summary of Expert Witness Testimony

The following list only identifies cases in which Mr. Leauanae has provided expert witness testimony in a deposition or court setting. It does not include cases wherein he was designated an expert witness or issued an expert report if he did not ultimately provide testimony in deposition or court.

<u>Ref</u>	<u>Case Name</u>	<u>Retention</u>	<u>Jurisdiction</u>
1	<i>Perez v. Perez</i>	<i>Radford J. Smith, Chtd.</i> Counsel for Husband	Eighth Judicial District Court, Clark County
2	<i>Swanson v. Swanson</i>	<i>Radford J. Smith, Chtd.</i> Counsel for Wife	Eighth Judicial District Court, Clark County
3	<i>Mello, et al. v. Jess Arndell Construction Co., et al.</i>	<i>Koeller, Nebeker, Carlson & Haluck LLP</i> Counsel for Jess Arndell Construction Co.	Second Judicial District Court, Washoe County
4	<i>CRND v. SeeLevel</i>	<i>Wood Crapo, LLC</i> Counsel for CRND	Fourth Judicial District Court, Utah County
5	<i>Bianchi v. Bank of America</i>	<i>Holland & Hart LLP</i> Counsel for Bank of America	Eighth Judicial District Court, Clark County
6	<i>Rasmuson v. Rasmuson</i>	<i>Radford J. Smith, Chtd.</i> Counsel for Wife	Eighth Judicial District Court, Clark County
7	<i>Madonia v. Madonia</i>	<i>Bruce I. Shapiro, Ltd.</i> Counsel for Husband	Eighth Judicial District Court, Clark County
8	<i>Two Rivers Manufacturing, LLC, et al. v. Ecko Products, Inc., et al.</i>	<i>Lewis and Roca LLP</i> Counsel for Two Rivers Manufacturing, LLC	Eighth Judicial District Court, Clark County
9	<i>Bacon v. Soiberg</i>	<i>Throne & Hauser Kelleher & Kelleher</i> Joint Retention	Eighth Judicial District Court, Clark County
10	<i>Ferguson v. Ferguson</i>	<i>Rhonda L. Mushkin Chartered Law Offices of James S. Kent, Ltd.</i> Joint Retention	Eighth Judicial District Court, Clark County
11	<i>Alvin J. Watson, et al. v. Eaton Electrical Inc., et al.</i>	<i>Lewis and Roca LLP</i> Counsel for Alvin J. Watson	U.S. District Court

<u>Ref</u>	<u>Case Name</u>	<u>Retention</u>	<u>Jurisdiction</u>
12	<i>Gastager v. Gastager</i>	<i>The Law Office of Michael R. Balabon</i> <i>The Law Office of M. Lani Esteban-Trinidad, P.C.</i> Joint Retention	Eighth Judicial District Court, Clark County
13	<i>Janes v. Jones</i>	<i>Kelleher & Kelleher</i> Counsel for Husband	Eighth Judicial District Court, Clark County
14	<i>Meyer v. Meyer</i>	<i>Kunin & Carman</i> Counsel for Wife	Eighth Judicial District Court, Clark County
15	<i>Nelson v. Nelson</i>	<i>The Dickerson Law Group</i> Counsel for Wife	Eighth Judicial District Court, Clark County
16	<i>Lindsey v. Lindsey</i>	<i>Pecos Law Group</i> Counsel for Wife	Eighth Judicial District Court, Clark County
17	<i>Petculescu v. Petculescu</i>	<i>Lee, Hernandez, Brooks, Garofalo & Blake</i> <i>Dempsey, Roberts & Smith, Ltd.</i> Joint Retention	Eighth Judicial District Court, Clark County
18	<i>Murphy v. Murphy</i>	<i>Rebecca L. Burton, P.C.</i> Counsel for Wife	Eighth Judicial District Court, Clark County
19	<i>Ophthalmic Associates, LLP, et al. v. Triple Net Properties, LLC, et al.</i>	<i>Santoro, Driggs, Walch, Kearney, Holley & Thompson</i> Counsel for Triple Net Properties, LLC	Eighth Judicial District Court, Clark County
20	<i>Lori A. Seright Pompei v. Premier Properties of Mesquite, Inc., et al. (2011)</i>	<i>Bingham & Snow, LLP</i> Counsel for Lori A. Seright Pompei	Eighth Judicial District Court, Clark County
21	<i>Ferrando v. Ferrando</i>	<i>Kelleher & Kelleher</i> Counsel for Wife	Eighth Judicial District Court, Clark County
22	<i>Que v. Que</i>	<i>The Abrams Law Firm</i> Counsel for Wife	Eighth Judicial District Court, Clark County
23	<i>Ketchum v. Ketchum</i>	<i>The Abrams Law Firm</i> Counsel for Wife	Eighth Judicial District Court, Clark County
24	<i>David B. Gam, et al. v. Brandon Gerson, et al.</i>	<i>The Harris Firm PC</i> Counsel for Brandon Gerson	Eighth Judicial District Court, Clark County

<u>Ref</u>	<u>Case Name</u>	<u>Retention</u>	<u>Jurisdiction</u>
25	<i>Terry Lamuraglia v. Clark County</i>	<i>Law Office of Daniel Marks</i> Counsel for Terry Lamuraglia	Eighth Judicial District Court, Clark County
26	<i>Tiedemann v. Tiedemann</i>	<i>The Abrams Law Firm</i> <i>Naimi & Dilbeck, Chtd.</i> Joint Retention	Eighth Judicial District Court, Clark County
27	<i>Acosta v. D'Acosta</i>	<i>Willick Law Group</i> Counsel for Wife	Eighth Judicial District Court, Clark County
28	<i>In the Matter of the Estate of Martin J. Blanchard</i>	<i>Trent, Tyrell & Associates</i> <i>James M. Davis Law Office</i> Joint Retention	Eighth Judicial District Court, Clark County
29	<i>Castillo v. Castillo</i>	<i>The Abrams Law Firm</i> <i>R. Nathan Gibbs LTD</i> Joint Retention	Eighth Judicial District Court, Clark County
30	<i>Shwentarsky v. Shwentarsky</i>	<i>The Fine Law Group</i> Counsel for Wife	Eighth Judicial District Court, Clark County
31	<i>Faught v. Faught</i>	<i>The Abrams Law Firm</i> Counsel for Wife	Eighth Judicial District Court, Clark County
32	<i>Lori A. Seright Pompei v. Premier Properties of Mesquite, Inc., et al. (2012)</i>	<i>Bingham & Snow, LLP</i> Counsel for Lori A. Seright Pompei	Eighth Judicial District Court, Clark County
33	<i>Tuscano, LLC v. Colorado Belle Gaming, LLC</i>	<i>Aldrich Law Firm, Ltd.</i> Counsel for Tuscano, LLC	Eighth Judicial District Court, Clark County
34	<i>Templeton v. Templeton</i>	<i>Law Office of Daniel Marks</i> Counsel for Wife	Eighth Judicial District Court, Clark County
35	<i>Kaula v. Keam</i>	<i>Kelleher & Kelleher</i> Counsel for Wife	Eighth Judicial District Court, Clark County
36	<i>Eason v. Eason</i>	<i>Kelleher & Kelleher</i> Counsel for Wife	Eighth Judicial District Court, Clark County
37	<i>Michael Carlson v. Charles E. Cleveland II</i>	<i>Court Appointment</i>	Eighth Judicial District Court, Clark County
38	<i>Virgin Valley Water District v. Michael E. Johnson, et al.</i>	<i>Bingham Snow & Coldwell, LLC</i> Counsel for Virgin Valley Water District	Eighth Judicial District Court, Clark County

Ref	Case Name	Retention	Jurisdiction
39	<i>The Guardianship of Anthony D. Critelli v. Gemma Ganci, et al.</i>	<i>The Harris Firm, PC Rob Graham & Associates Counsel for The Guardianship of Anthony D. Critelli</i>	Eighth Judicial District Court, Clark County
40	<i>Schulte v. Schulte</i>	<i>Court Appointment</i>	Eighth Judicial District Court, Clark County
41	<i>Martella v. Martella</i>	<i>Kelleher & Kelleher Counsel for Wife</i>	Eighth Judicial District Court, Clark County
42	<i>In the Matter of the Testamentary Trust of George A. Steiner</i>	<i>Russell Steiner c/o Solomon Duggins & Freer, Ltd.</i>	Eighth Judicial District Court, Clark County
43	<i>Advantage Services, LLC v. Resort Stays Marketing, LLC, et al.</i>	<i>Cottan, Driggs, Walch, Holley, Woloson & Thompson Counsel for Advantage Services, LLC</i>	Eighth Judicial District Court, Clark County
44	<i>Screws v. Screws</i>	<i>Kelleher & Kelleher Counsel for Husband</i>	Eighth Judicial District Court, Clark County
45	<i>Alabaster Holdings, LLC, et al. v. Eagle Mortgage Company, Inc., et al.</i>	<i>Alabaster Holdings, LLC c/o Wolf, Rifkin, Shapiro, Schulman & Robkin, LLP</i>	Eighth Judicial District Court, Clark County
46	<i>Ambulance Management Group, LLC v. Dr. Richard Henderson</i>	<i>The Reid Firm Counsel for Ambulance Management Group, LLC</i>	Eighth Judicial District Court, Clark County
47	<i>Rebel Communications, LLC v. Virgin Valley Water District, et al.</i>	<i>Pitegoff Law Office Counsel for Virgin Valley Water District</i>	U.S. District Court
48	<i>Brightwell v. Helfrich</i>	<i>The Dickerson Law Group James M. Davis Law Office Joint Retention</i>	Eighth Judicial District Court, Clark County
49	<i>D.W. "Doc" Wiener v. Klipper Chemtrol Corporation</i>	<i>Lovato Law Firm, P.C. Counsel for D.W. "Doc" Wiener/Trustee</i>	Eighth Judicial District Court, Clark County

Ref	Case Name	Retention	Jurisdiction
50	<i>Hickman v. Hickman</i>	<i>Kainen Law Group, PLLC</i> Counsel for Husband	Eighth Judicial District Court, Clark County
51	<i>Larsen v. Larsen</i>	<i>Kainen Law Group, PLLC</i> Counsel for Husband	Eighth Judicial District Court, Clark County
52	<i>In the Matter of the Estate of Edward DeWayne Mulick</i>	<i>Edwards & Chambers, LLP</i> Counsel for Carrie Kovach, Stephanie Mulick, and Edward Mulick	Eighth Judicial District Court, Clark County
53	<i>Beasley v. Beasley</i>	<i>Kelleher & Kelleher</i> Counsel for Wife	Eighth Judicial District Court, Clark County
54	<i>Chew v. Hazell</i>	<i>Kelleher & Kelleher</i> Counsel for Wife	Eighth Judicial District Court, Clark County
55	<i>Ellerbe v. Ellerbe</i>	<i>Kainen Law Group, PLLC</i> Counsel for Husband	Eighth Judicial District Court, Clark County
56	<i>Grasso v. Grasso</i>	<i>Court Appointment</i>	Eighth Judicial District Court, Clark County



Jennifer A. Allen
CPA, CFE

Jennifer A. Allen provides litigation support and financial valuation services. Her engagements in these areas involve the application of forensic or investigative accounting techniques, the valuation of businesses, and the quantification of economic damages.

The following is a summary of Ms. Allen's forensic accounting, business valuation, and economic damage calculation experience.

Forensic/Investigative Accounting

Ms. Allen's forensic accounting experience includes the investigation and/or reconstruction of accounting records in cases relating to the valuation and tracing of marital assets for marital dissolution purposes, embezzlement, fraud detection and documentation, theft, contract disputes, shareholder disputes, wrongful termination, and business interruption.

Business Valuation

Ms. Allen has assisted in valuing businesses in cases related to contract disputes, shareholder disputes, gift and estate tax purposes, closely held companies for marital dissolutions purposes, fraud cases to help establish intent to defraud or in defending against allegations of intent to defraud and other litigation and non-litigation situations. Ms. Allen is experienced with conducting appraisals in both cooperative and contentious appraisal environments.

Economic Loss Calculation

Ms. Allen's economic damage calculation experience includes the analysis and preparation of damage calculations for cases involving wrongful termination, contract disputes, intellectual property infringement, and business interruption. Ms. Allen has assisted plaintiff and defendant attorneys with analyses of numerous commercial litigation claims, including the determination of lost profits and diminution in business value.

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Sample Industry Experience

Debt Collection	Hospitality / Hotel	Property Management
Distribution	Intellectual Property	Real Estate
Electronics	Machinery	Restaurants
Engineering	Medical / Dental	Retail Services
Entertainment	Non-Profits	Transportation
Government	Professional Practices	Wholesale Service

Educational Qualifications

Ms. Allen earned a Bachelor of Science degree in Business Administration, with an emphasis in Accounting, and a Master of Science degree in Accounting, both from the University of Nevada, Las Vegas.

Professional Certifications

- Licensed as a Certified Public Accountant with the Nevada State Board of Accountancy
- Licensed as a Certified Fraud Examiner by the Association of Certified Fraud Examiners
- Member of the American Institute of Certified Public Accountants (AICPA)
- Member of the Nevada Society of Certified Public Accountants (NSCPA)

Select Speaking Engagements

- "Forensic Accounting: A Continuous Study of Ethical Quandaries", Institute of Internal Auditors Las Vegas Chapter, Las Vegas, Nevada (November 2011)
- "Forensic Accounting: Those 'Other' Accountants", UNLV Fraud Examination Course (May 2013)
- "Business Valuation – A Primer for Management Accountants", Institute of Management Accountants, Las Vegas Chapter (August 2013)
- "Elements of a (non)Routine Forensic Accounting Engagement", UNLV Fraud Examination Course (March 2014)
- "A Day in the Life of a Forensic Accountant: Overview and Case Studies", UNLV Fraud Examination Course (October 2014 and March 2015)

Publications

- "Forensic Accounting: Those 'Other' Accountants", THE SILVER STATE CPA (July 2012)

Summary of Expert Witness Testimony

The following list only identifies cases in which Ms. Allen has provided expert witness testimony in a deposition or court setting. It does not include cases wherein she was designated an expert witness or issued an expert report if she did not ultimately provide testimony in deposition or court.

<u>Ref</u>	<u>Case Name</u>	<u>Retention</u>	<u>Jurisdiction</u>
1	<i>Fernandez v. Fernandez</i>	<i>Kelleher & Kelleher</i> Counsel for Wife	Eighth Judicial District Court, Clark County
2	<i>Bastien v. Pava</i>	<i>Right Lawyers</i> Counsel for Husband	Eighth Judicial District Court, Clark County

EXHIBIT 1

CT 101-1000

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DISCUSSION

[illegible]

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Expend's Report
 Cor Vegas Arvedo

ACCOUNT STATEMENT MATRIX

Please refer to AAthen's December 18, 2015 report.

Ref	Account Holder	Institution	Account Type	Account Number
	Symbol	Legend	Description	
	S		Periodic statement.	
	NC		Canceled checks for the respective periodic statement.	
	-		Not applicable.	
	Q		Authem has one or more pages from this category, but not the complete statement.	
	NE		Authem has the periodic statement (if in an "S" column) or canceled checks (if in a "NC" column).	
	MM		Authem has a statement (if in an "S" column) or canceled checks (if in a "NC" column) containing more than one month of information.	
	Q		Authem Forensic has the quarterly statement (if in an "S" column) or canceled checks (if in a "NC" column).	
	T		Authem Forensic has a transaction summary period (if in an "S" column) or canceled checks (if in a "NC" column). This did not receive actual periodic statements.	
	T		Authem Forensic has the yearly statement (if in an "S" column) or canceled checks (if in a "NC" column).	
	Blank		This document needs to be requested. Authem Forensic does not have this document.	
			Apparent opportunity to be closed during this time period.	
			Did not receive statements, but based upon subpoena responses, no account activity during this time period.	
			Authem is missing the periodic statement (if in an "S" column) or canceled checks (if in a "NC" column).	
			Account is closed during this time period.	
			The statement does not have a typical month-end date.	
			Account documentation received after our November 17, 2015 report.	

EXHIBIT 2

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ADVERSE CHILDREN-RELATED OUTFLOWS (SORTED BY DATE)
Please refer to Exhibit 1, December 15, 2011 report.

EXHIBIT 2

Seq	Date	Unreimbursed Amount	AF Category	Source / Line	Check Number	Location	Notes	Amount	Amount	Amount	Amount
27	07/22/09	15,175.53	Auto Related - Motor	Motor Financial Services Bill Payment						15,175.53	
28	07/22/09	412.00	Children Related	Western Union						412.00	
29	07/22/09	1000.00	Payments to Individuals - R. Kennedy/Kagame, R. Kennedy		387					1000.00	
31	07/22/09	750.00	Payments to Individuals - R. Kennedy/Kagame, R. Kennedy		405					750.00	
32	07/22/09	797.88	Insurance	Suber Permanent Bill Payment						797.88	
33	07/22/09	800.00	Payments to Individuals - R. Kennedy/Kagame, R. Kennedy		412					800.00	
34	08/04/09	1,121.55	Auto Related - Motor	Motor Financial Services Bill Payment						1,121.55	
35	08/04/09	412.00	Children Related	Western Union						412.00	
36	08/04/09	412.00	Children Related	Western Union						412.00	
37	08/04/09	412.00	Children Related	Western Union						412.00	
38	08/04/09	412.00	Children Related	Western Union						412.00	
39	08/04/09	412.00	Children Related	Western Union						412.00	
40	08/04/09	412.00	Children Related	Western Union						412.00	
41	08/04/09	412.00	Children Related	Western Union						412.00	
42	08/04/09	412.00	Children Related	Western Union						412.00	
43	08/04/09	412.00	Children Related	Western Union						412.00	
44	08/04/09	412.00	Children Related	Western Union						412.00	
45	08/04/09	412.00	Children Related	Western Union						412.00	
46	08/04/09	412.00	Children Related	Western Union						412.00	
47	08/04/09	412.00	Children Related	Western Union						412.00	
48	08/04/09	412.00	Children Related	Western Union						412.00	
49	08/04/09	412.00	Children Related	Western Union						412.00	
50	08/04/09	412.00	Children Related	Western Union						412.00	
51	08/04/09	412.00	Children Related	Western Union						412.00	
52	08/04/09	412.00	Children Related	Western Union						412.00	
53	08/04/09	412.00	Children Related	Western Union						412.00	
54	08/04/09	412.00	Children Related	Western Union						412.00	
55	08/04/09	412.00	Children Related	Western Union						412.00	
56	08/04/09	412.00	Children Related	Western Union						412.00	
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72	08/04/09	412.00	Children Related	Western Union						412.00	
73	08/04/09	412.00	Children Related	Western Union						412.00	
74	08/04/09	412.00	Children Related	Western Union						412.00	
75	08/04/09	412.00	Children Related	Western Union						412.00	
76	08/04/09	412.00	Children Related	Western Union						412.00	
77	08/04/09	412.00	Children Related	Western Union						412.00	
78	08/04/09	412.00	Children Related	Western Union						412.00	
79	08/04/09	412.00	Children Related	Western Union						412.00	
80	08/04/09	412.00	Children Related	Western Union						412.00	
81	08/04/09	412.00	Children Related	Western Union						412.00	
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84	08/04/09	412.00	Children Related	Western Union						412.00	
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86	08/04/09	412.00	Children Related	Western Union						412.00	
87	08/04/09	412.00	Children Related	Western Union						412.00	
88	08/04/09	412.00	Children Related	Western Union						412.00	
89	08/04/09	412.00	Children Related	Western Union						412.00	
90	08/04/09	412.00	Children Related	Western Union						412.00	
91	08/04/09	412.00	Children Related	Western Union						412.00	
92	08/04/09	412.00	Children Related	Western Union						412.00	
93	08/04/09	412.00	Children Related	Western Union						412.00	
94	08/04/09	412.00	Children Related	Western Union						412.00	
95	08/04/09	412.00	Children Related	Western Union						412.00	
96	08/04/09	412.00	Children Related	Western Union						412.00	
97	08/04/09	412.00	Children Related	Western Union						412.00	
98	08/04/09	412.00	Children Related	Western Union						412.00	
99	08/04/09	412.00	Children Related	Western Union						412.00	
100	08/04/09	412.00	Children Related	Western Union						412.00	

REPORT OF DISBURSEMENTS (FOIA(b)(7)(C))
 Report of Disbursements - 15, 2019

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Ref	Date	Unallocated Amount	Category	Source / Use	Check Number	Location	Amount	Account	Amount
375	12/02/19	1567.00	Children Related	Ed House End Clothing				WFO 05000	1567.00
376	12/02/19	1567.00	Children Related	Yoda's Starline	1146	Los Angeles, CA		WFO 05000	1567.00
377	12/02/19	1567.00	Payments to Individuals - R. Kennedy/George	George Kennedy	477			WFO 05000	1567.00
378	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
379	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
380	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
381	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
382	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
383	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
384	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
385	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
386	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
387	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
388	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
389	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
390	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
391	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
392	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
393	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
394	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
395	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
396	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
397	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
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400	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
401	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
402	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
403	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
404	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
405	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
406	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
407	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
408	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
409	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
410	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
411	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
412	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00
413	12/02/19	1567.00	Children Related	Yoda's Starline				WFO 05000	1567.00

2005-03-03

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2014-11-14

MACTACHILDREN-RELATED OUTFITTERS SORTED BY DATE
 Please refer to MACTACH's December 21, 2013 report.

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2108-25-06 00

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Joseph V. Zappo
Los Angeles, NY

INCH/CHILDREN-RELATED OUTLAYS (SORTED BY DATE)
Please refer to Appendix A, Page 1

10/08/2012

Ref	Date	Unrecovered Amount	AF Category	Source / Use	Description	Location	Notes	Account	Amount	Outstanding	Amount
1038	08/07/12	184.32	Shopping (CA)	West Bath & Beyond - Child	Child bath & beyond	Los Angeles, CA		WP 10002	184.32	WP 10002	184.32
1039	08/06/12	180.00	Children related	Child bath & beyond	Child bath & beyond	Los Angeles, CA		WP 10002	180.00	WP 10002	180.00
1040	08/06/12	180.00	Shopping (CA)	PS - Child - Only	PS - Child - Only	Los Angeles, CA		WP 10002	180.00	WP 10002	180.00
1041	08/06/12	170.00	Shopping (CA)	Thrasher Inc's	Thrasher Inc's	Los Angeles, CA		WP 10002	170.00	WP 10002	170.00
1042	08/06/12	167.00	Personal Care (CA)	CV Health	CV Health	Los Angeles, CA		WP 10002	167.00	WP 10002	167.00
1043	08/06/12	164.00	Shopping (CA)	West Bath & Beyond	West Bath & Beyond	Los Angeles, CA		WP 10002	164.00	WP 10002	164.00
1044	08/06/12	160.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	160.00	WP 10002	160.00
1045	08/06/12	157.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	157.00	WP 10002	157.00
1046	08/06/12	154.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	154.00	WP 10002	154.00
1047	08/06/12	151.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	151.00	WP 10002	151.00
1048	08/06/12	148.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	148.00	WP 10002	148.00
1049	08/06/12	145.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	145.00	WP 10002	145.00
1050	08/06/12	142.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	142.00	WP 10002	142.00
1051	08/06/12	139.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	139.00	WP 10002	139.00
1052	08/06/12	136.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	136.00	WP 10002	136.00
1053	08/06/12	133.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	133.00	WP 10002	133.00
1054	08/06/12	130.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	130.00	WP 10002	130.00
1055	08/06/12	127.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	127.00	WP 10002	127.00
1056	08/06/12	124.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	124.00	WP 10002	124.00
1057	08/06/12	121.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	121.00	WP 10002	121.00
1058	08/06/12	118.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	118.00	WP 10002	118.00
1059	08/06/12	115.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	115.00	WP 10002	115.00
1060	08/06/12	112.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	112.00	WP 10002	112.00
1061	08/06/12	109.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	109.00	WP 10002	109.00
1062	08/06/12	106.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	106.00	WP 10002	106.00
1063	08/06/12	103.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	103.00	WP 10002	103.00
1064	08/06/12	100.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	100.00	WP 10002	100.00
1065	08/06/12	97.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	97.00	WP 10002	97.00
1066	08/06/12	94.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	94.00	WP 10002	94.00
1067	08/06/12	91.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	91.00	WP 10002	91.00
1068	08/06/12	88.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	88.00	WP 10002	88.00
1069	08/06/12	85.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	85.00	WP 10002	85.00
1070	08/06/12	82.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	82.00	WP 10002	82.00
1071	08/06/12	79.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	79.00	WP 10002	79.00
1072	08/06/12	76.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	76.00	WP 10002	76.00
1073	08/06/12	73.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	73.00	WP 10002	73.00
1074	08/06/12	70.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	70.00	WP 10002	70.00
1075	08/06/12	67.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	67.00	WP 10002	67.00
1076	08/06/12	64.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	64.00	WP 10002	64.00
1077	08/06/12	61.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	61.00	WP 10002	61.00
1078	08/06/12	58.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	58.00	WP 10002	58.00
1079	08/06/12	55.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	55.00	WP 10002	55.00
1080	08/06/12	52.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	52.00	WP 10002	52.00
1081	08/06/12	49.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	49.00	WP 10002	49.00
1082	08/06/12	46.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	46.00	WP 10002	46.00
1083	08/06/12	43.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	43.00	WP 10002	43.00
1084	08/06/12	40.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	40.00	WP 10002	40.00
1085	08/06/12	37.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	37.00	WP 10002	37.00
1086	08/06/12	34.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	34.00	WP 10002	34.00
1087	08/06/12	31.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	31.00	WP 10002	31.00
1088	08/06/12	28.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	28.00	WP 10002	28.00
1089	08/06/12	25.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	25.00	WP 10002	25.00
1090	08/06/12	22.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	22.00	WP 10002	22.00
1091	08/06/12	19.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	19.00	WP 10002	19.00
1092	08/06/12	16.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	16.00	WP 10002	16.00
1093	08/06/12	13.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	13.00	WP 10002	13.00
1094	08/06/12	10.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	10.00	WP 10002	10.00
1095	08/06/12	7.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	7.00	WP 10002	7.00
1096	08/06/12	4.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	4.00	WP 10002	4.00
1097	08/06/12	1.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	1.00	WP 10002	1.00
1098	08/06/12	0.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	0.00	WP 10002	0.00
1099	08/06/12	0.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	0.00	WP 10002	0.00
1100	08/06/12	0.00	Children related	Shopping (CA)	Shopping (CA)	Los Angeles, CA		WP 10002	0.00	WP 10002	0.00

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Experiment 2

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Exhibit 2

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FACTA CHILDREN-RELATED OUTFLOW'S SORTED BY RANK
Please refer to Anthony's December 11, 2018 report.

NET WEIGHT (1.445.378.34)

EXHIBIT 3

Foged v. Foged
Las Vegas, Nevada

WITHDRAWALS (SORTED BY DATE)

EXHIBIT 3

Please refer to Audien's December 31, 2015 report.

Ref	Date	Unreconciled Amount	Description				Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount
1	02/18/06	(400.00)	Cash Advance Transaction		Santa Monica, CA		AMEX 5-723003	(400.00)
2	02/23/06	(400.00)	Cash Advance Transaction		Santa Monica, CA		AMEX 5-723003	(400.00)
3	02/28/06	(300.00)	Cash Advance Transaction		Santa Monica, CA		AMEX 5-723003	(300.00)
4	02/28/06	(200.00)	BofAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(200.00)
5	02/28/06	(402.00)	CT Voom Withdrawal		Los Angeles, CA		BoFA #6446	(402.00)
6	03/03/06	(302.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(302.00)
7	03/04/06	(782.80)	Cardtronics CC Withdrawal		Los Angeles, CA		BoFA #6446	(782.80)
8	03/05/06	(502.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(502.00)
9	03/10/06	(502.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(502.00)
10	03/18/06	(483.75)	Global Cash Withdrawal		Las Vegas NV		BoFA #6446	(483.75)
11	03/18/06	(502.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(502.00)
12	03/14/06	(348.75)	Global Cash Withdrawal		Las Vegas NV		BoFA #6446	(348.75)
13	03/17/06	(82.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(82.00)
14	03/17/06	(82.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(82.00)
15	03/19/06	(502.00)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(502.00)
16	03/20/06	(502.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(502.00)
17	03/21/06	(503.00)	US Bank Withdrawal		Henderson NV		BoFA #6446	(503.00)
18	03/23/06	(202.25)	Cash Advance Transaction		Santa Monica, CA		AMEX 5-723003	(202.25)
19	03/24/06	(201.50)	Best Buy Withdrawal		Boston, MA		BoFA #6446	(201.50)
20	03/24/06	(202.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(202.00)
21	03/26/06	(500.00)	BofAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(500.00)
22	03/26/06	(501.50)	Cash Advance Transaction		Oakland Airport		AMEX 5-723003	(501.50)
23	03/27/06	(200.00)	BofAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(200.00)
24	03/28/06	(1,500.00)	NY Tr cash withdrawal from Citi		Henderson, NV		BoFA #6446	(1,500.00)
25	03/31/06	(202.99)	Century City Withdrawal		Santa Monica, CA		BoFA #6446	(202.99)
26	04/02/06	(183.50)	Star Line Withdrawal		Hollywood, CA		BoFA #6446	(183.50)
27	04/07/06	(400.00)	BofAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(400.00)
28	04/08/06	(200.00)	BofAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(200.00)
29	04/10/06	(483.00)	Bank of the West Withdrawal		San Jose, CA		BoFA #6446	(483.00)
30	04/11/06	(202.50)	Cash Advance Transaction		Las Vegas, NV		AMEX 5-723003	(202.50)
31	04/14/06	(202.00)	ETI Inc Withdrawal		Las Vegas NV		BoFA #6446	(202.00)
32	04/14/06	(502.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(502.00)
33	04/15/06	(402.95)	Cardtronics CC Withdrawal		La Quinta, CA		BoFA #6446	(402.95)
34	04/16/06	(303.00)	Cash Advance Transaction		La Quinta, CA	The Estates at Point Happy Beach	AMEX 5-723003	(303.00)
35	04/17/06	(500.00)	BofAmerica ATM Withdrawal		La Quinta, CA		BoFA #6446	(500.00)
36	04/21/06	(284.99)	Cash Advance Transaction		Las Vegas, NV		AMEX 5-723003	(284.99)
37	04/25/06	(400.00)	Cash Advance Transaction		Santa Monica, CA		AMEX 5-723003	(400.00)
38	04/25/06	(402.00)	CT Voom Withdrawal		Los Angeles, CA		BoFA #6446	(402.00)
39	04/27/06	(502.00)	Cash Advance Transaction		Los Angeles, CA	LAX Terminal	AMEX 5-723003	(502.00)
40	04/28/06	(502.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(502.00)
41	04/29/06	(200.00)	BofAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(200.00)
42	04/29/06	(80.00)	BofAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(80.00)
43	05/05/06	(400.00)	Cash Advance Transaction		Santa Monica, CA		AMEX 5-723003	(400.00)
44	05/06/06	(300.00)	BofAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(300.00)
45	05/08/06	(302.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(302.00)
46	05/09/06	(400.00)	BofAmerica ATM Withdrawal		Hollywood, CA		BoFA #6446	(400.00)
47	05/11/06	(504.99)	Cash Advance Transaction		Las Vegas, NV		AMEX 5-723003	(504.99)
48	05/12/06	(504.99)	GCA MGM LV Withdrawal		Las Vegas, NV		BoFA #6446	(504.99)
49	05/13/06	(380.00)	BofAmerica ATM Withdrawal		Oakland, CA		BoFA #6446	(380.00)
50	05/13/06	(484.00)	Global Cash Withdrawal		Las Vegas NV		BoFA #6446	(484.00)
51	05/15/06	(284.99)	Cash Advance Transaction		Las Vegas, NV		AMEX 5-723003	(284.99)
52	05/16/06	(704.99)	GCA MGM LV Withdrawal		Las Vegas NV		BoFA #6446	(704.99)
53	05/19/06	(502.00)	Washington Mut Withdrawal		Henderson NV		BoFA #6446	(502.00)
54	05/19/06	(502.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(502.00)
55	05/22/06	(400.00)	Cash Advance Transaction		Santa Monica, CA		AMEX 5-723003	(400.00)
56	05/22/06	(503.00)	US Bank Withdrawal		Calver City, CA		BoFA #6446	(503.00)
57	05/22/06	(202.00)	Ultron Inc Withdrawal Circle K		Las Vegas, NV		BoFA #6446	(202.00)
58	05/27/06	(202.00)	Washington Mut Withdrawal		Henderson NV		BoFA #6446	(202.00)
59	05/27/06	(202.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(202.00)
60	05/29/06	(500.00)	BofAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(500.00)
61	05/29/06	(400.00)	Cash Advance Transaction		Santa Monica, CA		AMEX 5-723003	(400.00)
62	05/30/06	(200.00)	BofAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(200.00)
63	06/02/06	(483.75)	Global Cash Withdrawal		Las Vegas NV		BoFA #6446	(483.75)
64	06/02/06	(501.50)	WFB Withdrawal		San Francisco, CA		BoFA #6446	(501.50)
65	06/05/06	(500.00)	BofAmerica ATM Withdrawal		San Francisco, CA		BoFA #6446	(500.00)
66	06/09/06	(302.99)	Century City Withdrawal		Los Angeles, CA		BoFA #6446	(302.99)
67	06/09/06	(39.23)	Century City Withdrawal		Los Angeles, CA		BoFA #6446	(39.23)
68	06/09/06	(202.00)	ETI Inc Withdrawal		Henderson, NV		BoFA #6446	(202.00)
69	06/09/06	(202.00)	ETI Inc Withdrawal		Henderson, NV		BoFA #6446	(202.00)
70	06/12/06	(202.50)	Cash Advance Transaction				AMEX 5-723003	(202.50)
71	06/12/06	(202.50)	Cash Advance Transaction				AMEX 5-723003	(202.50)
72	06/13/06	(400.00)	Cash Advance Transaction		Santa Monica, CA		AMEX 5-723003	(400.00)
73	06/13/06	(402.00)	CT Voom Withdrawal		Los Angeles, CA		BoFA #6446	(402.00)
74	06/16/06	(500.00)	BofAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(500.00)
75	06/18/06	(800.00)	BofAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(800.00)

Kapod v. Kapod
Las Vegas, Nevada

WITHDRAWALS (SORTED BY DATE)

EXHIBIT 3

Please refer to Addendum's December 15, 2015 report.

Ref	Date	Unmatched Amount	Source / Use	Description			Outflows	
				Check Number	Location	Notes	Account	Amount
75	05/15/08	(300.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #5446	(300.00)
77	05/20/08	(202.00)	Washington Met Withdrawal		Henderson NV		BoFA #5446	(202.00)
78	06/23/08	(282.00)	Clark County Withdrawal		Las Vegas NV		BoFA #5446	(282.00)
79	06/24/08	(300.00)	BoFA America ATM Withdrawal		Culver City, CA		BoFA #5446	(300.00)
80	06/26/08	(200.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #5446	(200.00)
81	06/30/08	(302.50)	Cherry Chase Fx Withdrawal		Baltimore, MD		BoFA #5446	(302.50)
82	06/30/08	(302.00)	Clark County Withdrawal		Las Vegas NV		BoFA #5446	(302.00)
83	06/30/08	(302.00)	Clark County Withdrawal		Las Vegas NV		BoFA #5446	(302.00)
84	07/07/08	(502.00)	California CU Withdrawal		Los Angeles, CA		BoFA #5446	(502.00)
85	07/07/08	(202.00)	CT 7-11 Withdrawal		Las Vegas NV		BoFA #5446	(202.00)
86	07/07/08	(182.00)	WFB Withdrawal		Las Vegas NV		BoFA #5446	(182.00)
87	07/09/08	(208.25)	Hyatt Regis Withdrawal		Los Angeles, CA		BoFA #5446	(208.25)
88	07/10/08	(500.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #5446	(500.00)
89	07/11/08	(202.00)	ETI Inc Withdrawal		Henderson, NV		BoFA #5446	(202.00)
90	07/14/08	(202.00)	Washington Met Withdrawal		Henderson NV		BoFA #5446	(202.00)
91	07/14/08	(502.00)	WFB Withdrawal		Las Vegas NV		BoFA #5446	(502.00)
92	07/15/08	(208.25)	Marriott Boca Withdrawal		Boca Raton, FL		BoFA #5446	(208.25)
93	07/18/08	(300.00)	BoFA America ATM Withdrawal		Hollywood, CA		BoFA #5446	(300.00)
94	07/21/08	(202.00)	ETI Inc Withdrawal		Henderson, NV		BoFA #5446	(202.00)
95	07/21/08	(202.00)	WFB Withdrawal		Las Vegas NV		BoFA #5446	(202.00)
96	07/23/08	(182.00)	CT Voom Withdrawal		Santa Monica, CA		BoFA #5446	(182.00)
97	07/24/08	(502.00)	California CU Withdrawal		Los Angeles, CA		BoFA #5446	(502.00)
98	07/24/08	(208.25)	Hyatt Regis Withdrawal		Los Angeles, CA		BoFA #5446	(208.25)
99	07/28/08	(202.00)	Washington Met Withdrawal		Los Angeles, CA		BoFA #5446	(202.00)
100	07/29/08	(122.00)	Cash Advance Transaction		Nashville, TN		AMEX 5-723003	(122.00)
101	07/29/08	(402.00)	CT Voom Withdrawal		Los Angeles, CA		BoFA #5446	(402.00)
102	07/30/08	(203.00)	Shoreline Mt Withdrawal		Nashville TN		BoFA #5446	(203.00)
103	07/31/08	(502.50)	5/3 Bank TR Withdrawal		Nashville TN		BoFA #5446	(502.50)
104	08/01/08	(300.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #5446	(300.00)
105	08/02/08	(102.50)	Cash Advance Transaction		Henderson, NV		AMEX 5-723003	(102.50)
106	08/04/08	(500.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #5446	(500.00)
107	08/07/08	(300.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #5446	(300.00)
108	08/08/08	(302.00)	Washington Met Withdrawal		Henderson NV		BoFA #5446	(302.00)
109	08/11/08	(482.00)	Clark County Withdrawal		Las Vegas NV		BoFA #5446	(482.00)
110	08/12/08	(208.25)	Hyatt Regis Withdrawal		Los Angeles, CA		BoFA #5446	(208.25)
111	08/13/08	(500.00)	BoFA America ATM Withdrawal		West Cambo, CA		BoFA #5446	(500.00)
112	08/14/08	(500.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #5446	(500.00)
113	08/14/08	(502.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(502.00)
114	08/14/08	(5.87)	Hyatt Regis Withdrawal		Los Angeles, CA		BoFA #5446	(5.87)
115	08/18/08	(402.00)	WFB Withdrawal		Las Vegas NV		BoFA #5446	(402.00)
116	08/20/08	(504.00)	CDS Western Mo Withdrawal		Calhoun, CA		BoFA #5446	(504.00)
117	08/21/08	(504.00)	Cash Advance Transaction		Calhoun, CA		AMEX 5-723003	(504.00)
118	08/22/08	(200.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #5446	(200.00)
119	08/25/08	(382.00)	Clark County Withdrawal		Las Vegas NV		BoFA #5446	(382.00)
120	08/29/08	(402.00)	Cash Advance Transaction		Santa Monica, CA		AMEX 5-723003	(402.00)
121	09/02/08	(202.00)	ETI Inc Withdrawal		Henderson, NV		BoFA #5446	(202.00)
122	09/02/08	(602.00)	WFB Withdrawal		Las Vegas NV		BoFA #5446	(602.00)
123	09/05/08	(700.00)	BoFA America ATM Withdrawal		San Francisco, CA		BoFA #5446	(700.00)
124	09/08/08	(562.00)	Clark County Withdrawal		Las Vegas NV		BoFA #5446	(562.00)
125	09/08/08	(203.00)	WFB Withdrawal		Henderson NV		BoFA #5446	(203.00)
126	09/11/08	(402.00)	CT 7-11 Withdrawal		Los Angeles, CA		BoFA #5446	(402.00)
127	09/12/08	(202.00)	ETI Inc Withdrawal		Las Vegas NV		BoFA #5446	(202.00)
128	09/15/08	(482.00)	Clark County Withdrawal		Las Vegas NV		BoFA #5446	(482.00)
129	09/15/08	(402.50)	NSB Maryland Withdrawal		Las Vegas NV		BoFA #5446	(402.50)
130	09/17/08	(584.99)	Global Cash Withdrawal		Las Vegas NV		BoFA #5446	(584.99)
131	09/18/08	(500.00)	BoFA America ATM Withdrawal		Las Vegas NV		BoFA #5446	(500.00)
132	09/22/08	(482.50)	NSA Warm Spring Withdrawal		Henderson, NV		BoFA #5446	(482.50)
133	09/23/08	(500.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #5446	(500.00)
134	09/23/08	(802.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(802.00)
135	09/24/08	(403.00)	Cash Advance Transaction		Henderson, NV		AMEX 5-723003	(403.00)
136	09/29/08	(382.00)	Clark County Withdrawal		Las Vegas NV		BoFA #5446	(382.00)
137	10/01/08	(300.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #5446	(300.00)
138	10/01/08	(301.50)	WFB Withdrawal		San Francisco, CA		BoFA #5446	(301.50)
139	10/06/08	(602.00)	WFB Withdrawal		Las Vegas NV		BoFA #5446	(602.00)
140	10/08/08	(502.00)	WFB Withdrawal		Las Vegas NV		BoFA #5446	(502.00)
141	10/09/08	(600.00)	BoFA America ATM Withdrawal		Laguna Beach, CA		BoFA #5446	(600.00)
142	10/14/08	(600.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #5446	(600.00)
143	10/14/08	(602.00)	WFB Withdrawal		Las Vegas NV		BoFA #5446	(602.00)
144	10/28/08	(302.00)	Cardinalis CC Withdrawal		Palm Desert, CA		BoFA #5446	(302.00)
145	10/28/08	(682.00)	Clark County Withdrawal		Las Vegas NV		BoFA #5446	(682.00)
146	10/29/08	(403.00)	Guarant Bank Withdrawal		Rancho Mirage CA		BoFA #5446	(403.00)
147	10/27/08	(782.00)	Clark County Withdrawal		Las Vegas NV		BoFA #5446	(782.00)
148	10/28/08	(200.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #5446	(200.00)
149	10/29/08	(502.00)	California CU Withdrawal		Los Angeles, CA		BoFA #5446	(502.00)
150	10/29/08	(402.00)	California CU Withdrawal		Los Angeles, CA		BoFA #5446	(402.00)
151	11/03/08	(782.00)	Clark County Withdrawal		Las Vegas NV		BoFA #5446	(782.00)
152	11/04/08	(380.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #5446	(380.00)
153	11/06/08	(203.80)	Philadelphia Withdrawal		Philadelphia PA		BoFA #5446	(203.80)
154	11/06/08	(83.80)	Philadelphia Withdrawal		Philadelphia PA		BoFA #5446	(83.80)
155	11/06/08	(384.99)	Global Cash Withdrawal		Las Vegas NV		BoFA #5446	(384.99)
156	11/06/08	(204.00)	Westin Withdrawal		Los Angeles, CA		BoFA #5446	(204.00)
157	11/10/08	(204.00)	Westin Withdrawal		Los Angeles, CA		BoFA #5446	(204.00)
158	11/14/08	(502.00)	California CU Withdrawal		Los Angeles, CA		BoFA #5446	(502.00)
159	11/14/08	(502.00)	California CU Withdrawal		Los Angeles, CA		BoFA #5446	(502.00)
160	11/17/08	(482.00)	Washington Met Withdrawal		Henderson NV		BoFA #5446	(482.00)

Popad v. Kogod
Las Vegas, Nevada

WITHDRAWALS (SORTED BY DATE)

EXHIBIT 3

Please refer to Anthem's December 15, 2015 report.

Ref	Date	Unreconciled Amount	Description				Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount
161	12/17/08	(603.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(603.00)
162	12/19/08	(203.25)	Hyatt Regis Withdrawal		Los Angeles, CA		BoFA #6446	(203.25)
163	12/19/08	(203.25)	Hyatt Regis Withdrawal		Los Angeles, CA		BoFA #6446	(203.25)
164	12/24/08	(202.50)	Arco Las Vegas Withdrawal		Los Angeles, CA		BoFA #6446	(202.50)
165	12/24/08	(603.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(603.00)
166	12/25/08	(600.00)	BoFA America ATM Withdrawal		West Hollywood, CA		BoFA #6446	(600.00)
167	12/31/08	(603.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(603.00)
168	12/31/08	(202.00)	Ent. Inc. Withdrawal		Henderson, NV		BoFA #6446	(202.00)
169	12/31/08	(602.00)	Washington Mut Withdrawal		Los Angeles, CA		BoFA #6446	(602.00)
170	12/31/08	(600.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(600.00)
171	12/31/08	(203.25)	Hyatt Regis Withdrawal		Los Angeles, CA		BoFA #6446	(203.25)
172	12/31/08	(202.50)	Nevada Fed Withdrawal		Las Vegas NV		BoFA #6446	(202.50)
173	12/31/08	(600.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(600.00)
174	12/31/08	(203.00)	Capital JR Withdrawal		Washington DC		BoFA #6446	(203.00)
175	12/31/08	(602.50)	Chevy Chase Withdrawal		Charlottesville, VA		BoFA #6446	(602.50)
176	12/31/08	(202.50)	Lucky Stop Withdrawal		Las Vegas NV		BoFA #6446	(202.50)
177	12/31/08	(602.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(602.00)
178	12/31/08	(202.00)	Washington Mut Withdrawal		Henderson NV		BoFA #6446	(202.00)
179	12/31/08	(602.00)	Cash Advance Transaction		San Jose, CA		AMEX 5-723003	(602.00)
180	12/31/08	(600.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(600.00)
181	12/31/08	(602.00)	Cash Advance Transaction		San Jose, CA		AMEX 5-723003	(602.00)
182	12/31/08	(601.95)	Star Line Withdrawal		Los Angeles, CA		BoFA #6446	(601.95)
183	12/31/08	(600.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(600.00)
184	12/31/08	(202.00)	Ent. Inc. Withdrawal		Henderson, NV		BoFA #6446	(202.00)
185	12/31/08	(503.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(503.00)
186	12/31/08	(606.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(606.00)
187	12/31/08	(602.00)	Cash Advance Transaction		San Jose, CA		AMEX 5-723003	(602.00)
188	01/02/09	(600.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(600.00)
189	01/05/09	(500.00)	BoFA America ATM Withdrawal		Henderson NV		BoFA #6446	(500.00)
190	01/09/09	(602.00)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(602.00)
191	01/12/09	(582.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(582.00)
192	01/13/09	(202.39)	Century City Withdrawal		Los Angeles, CA		BoFA #6446	(202.39)
193	01/24/09	(602.00)	Cash Advance Transaction		San Jose, CA		AMEX 5-723003	(602.00)
194	02/15/09	(602.00)	Green Valley G Withdrawal		Henderson NV		BoFA #6446	(602.00)
195	02/20/09	(504.99)	Global Cash Withdrawal		Las Vegas NV		BoFA #6446	(504.99)
196	02/20/09	(504.99)	Global Cash Withdrawal		Las Vegas NV		BoFA #6446	(504.99)
197	02/26/09	(602.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(602.00)
198	02/27/09	(600.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(600.00)
199	02/27/09	(202.00)	Ent. Inc. Withdrawal		Henderson, NV		BoFA #6446	(202.00)
200	02/27/09	(608.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(608.00)
201	02/27/09	(500.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(500.00)
202	02/27/09	(500.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(500.00)
203	02/27/09	(602.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(602.00)
204	02/27/09	(600.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(600.00)
205	02/27/09	(320.00)	BoFA America ATM Withdrawal		Henderson NV		BoFA #6446	(320.00)
206	02/27/09	(600.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(600.00)
207	02/27/09	(202.00)	Overnight Withdrawal		Hawthorne, CA		BoFA #6446	(202.00)
208	02/27/09	(603.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(603.00)
209	02/27/09	(202.95)	The Salinas H Withdrawal		Manhattan Beach, CA		BoFA #6446	(202.95)
210	02/27/09	(380.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(380.00)
211	03/02/09	(600.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(600.00)
212	03/06/09	(280.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(280.00)
213	03/09/09	(600.00)	BoFA America ATM Withdrawal		Henderson NV		BoFA #6446	(600.00)
214	03/11/09	(602.00)	Cash Advance Transaction		Beverly Hills, CA		AMEX 5-723003	(602.00)
215	03/12/09	(2,500.00)	Cash	336			BoFA #6446	(2,500.00)
216	03/20/09	(1,000.00)	NV TR cash withdrawal from Chk		Henderson, NV		BoFA #6446	(1,000.00)
217	03/23/09	(700.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(700.00)
218	03/27/09	(200.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(200.00)
219	03/30/09	(3,500.00)	CATM cash withdrawal from Chk		Beverly Hills, CA		BoFA #6446	(3,500.00)
220	03/30/09	(602.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(602.00)
221	03/30/09	(602.00)	Washington Mut Withdrawal		Henderson NV		BoFA #6446	(602.00)
222	04/01/09	(281.50)	Ent. Withdrawal		Denver, CO		BoFA #6446	(281.50)
223	04/06/09	(600.00)	BoFA America ATM Withdrawal		Las Vegas NV		BoFA #6446	(600.00)
224	04/06/09	(602.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(602.00)
225	04/07/09	(300.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(300.00)
226	04/10/09	(302.00)	Wescor CU Withdrawal		Los Angeles, CA		BoFA #6446	(302.00)
227	04/13/09	(500.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(500.00)
228	04/13/09	(203.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(203.00)
229	04/15/09	(602.00)	CT Voom Withdrawal		Los Angeles, CA		BoFA #6446	(602.00)
230	04/17/09	(280.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(280.00)
231	04/20/09	(603.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(603.00)
232	04/21/09	(602.50)	California Nat Withdrawal		Los Angeles, CA		BoFA #6446	(602.50)
233	04/22/09	(202.95)	Cardtronics CC Withdrawal		Chicago, IL		BoFA #6446	(202.95)
234	04/24/09	(300.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(300.00)
235	04/27/09	(602.00)	First Republic Withdrawal		San Francisco, CA		BoFA #6446	(602.00)
236	04/27/09	(603.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(603.00)
237	05/04/09	(602.00)	CT Voom Withdrawal		Los Angeles, CA		BoFA #6446	(602.00)
238	05/04/09	(602.00)	CT Voom Withdrawal		Los Angeles, CA		BoFA #6446	(602.00)
239	05/05/09	(388.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(388.00)
240	05/07/09	(602.00)	Cardtronics CC Withdrawal		Hollywood CA		BoFA #6446	(602.00)
241	05/11/09	(602.50)	California Nat Withdrawal		Hollywood CA		BoFA #6446	(602.50)
242	05/11/09	(608.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(608.00)
243	05/12/09	(500.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(500.00)
244	05/15/09	(382.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(382.00)

Kagad v. Kagad
Las Vegas, Nevada

WITHDRAWALS (SORTED BY DATE)

EXH MT 3

Please refer to Anthem's December 15, 2015 report.

Ref	Date	Unmatched Amounts	Description				Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount
245	05/18/09	(803.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(803.00)
246	05/25/09	(803.00)	Cash Advance Transaction		Las Vegas, NV		AMEX 5-72003	(803.00)
247	05/26/09	(803.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(803.00)
248	06/01/09	(802.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(802.00)
249	06/02/09	(300.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(300.00)
250	06/04/09	(800.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(800.00)
251	06/08/09	(782.00)	Clark County Withdrawal				BoFA #6446	(782.00)
252	06/12/09	(703.00)	Gilmore Bank Withdrawal		Los Angeles, CA		BoFA #6446	(703.00)
253	06/15/09	(303.00)	US Bank Withdrawal		Las Vegas NV		BoFA #6446	(303.00)
254	06/15/09	(803.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(803.00)
255	06/17/09	(700.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(700.00)
256	06/22/09	(500.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(500.00)
257	06/22/09	(500.00)	BoFA America ATM Withdrawal		Las Vegas NV		BoFA #6446	(500.00)
258	06/22/09	(302.75)	Pacific Western Withdrawal		West Covina, CA		BoFA #6446	(302.75)
259	06/25/09	(802.00)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(802.00)
260	06/26/09	(202.00)	Cardtronics CC Withdrawal		Ingleswood, CA		BoFA #6446	(202.00)
261	06/28/09	(208.00)	Cardtronics CC Withdrawal		Henderson NV		BoFA #6446	(208.00)
262	06/29/09	(842.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(842.00)
263	06/30/09	(200.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(200.00)
264	07/01/09	(803.00)	Washington Mut Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
265	07/04/09	(400.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(400.00)
266	07/06/09	(803.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(803.00)
267	07/10/09	(803.00)	Washington Mut Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
268	07/13/09	(300.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(300.00)
269	07/13/09	(200.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(200.00)
270	07/13/09	(203.00)	Cardtronics CC Withdrawal		Henderson NV		BoFA #6446	(203.00)
271	07/14/09	(400.00)	BoFA America ATM Withdrawal		Ontario, CA		BoFA #6446	(400.00)
272	07/17/09	(403.80)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-72003	(403.80)
273	07/17/09	(803.00)	Washington Mut Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
274	07/24/09	(842.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(842.00)
275	07/26/09	(803.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(803.00)
276	07/27/09	(202.50)	Domestic Plaza Withdrawal		Los Angeles, CA		BoFA #6446	(202.50)
277	07/27/09	(843.00)	Washington Mut Withdrawal		Los Angeles, CA		BoFA #6446	(843.00)
278	07/27/09	(842.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(842.00)
279	07/27/09	(803.00)	Green Valley G Withdrawal		Henderson NV		BoFA #6446	(803.00)
280	07/27/09	(803.00)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
281	08/06/09	(202.00)	Green Valley G Withdrawal		Henderson NV		BoFA #6446	(202.00)
282	08/08/09	(803.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(803.00)
283	08/08/09	(202.50)	Desert Hills Withdrawal		Cobson, CA		BoFA #6446	(202.50)
284	08/07/09	(703.00)	Chilban Withdrawal		Los Angeles, CA		BoFA #6446	(703.00)
285	08/15/09	(200.00)	BoFA America ATM Withdrawal		Henderson NV		BoFA #6446	(200.00)
286	08/18/09	(803.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(803.00)
287	08/12/09	(302.00)	CT Voom Withdrawal		Hawthorne, CA		BoFA #6446	(302.00)
288	08/14/09	(802.50)	California Nat Withdrawal		Los Angeles, CA		BoFA #6446	(802.50)
289	08/16/09	(1,000.00)	Cash	409		illegible	BoFA #6446	(1,000.00)
290	08/28/09	(250.00)	Cash	234			BoFA #6446	(250.00)
291	08/21/09	(800.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(800.00)
292	08/24/09	(800.00)	BoFA America ATM Withdrawal		Henderson NV		BoFA #6446	(800.00)
293	08/24/09	(101.50)	Mike S Piza Withdrawal		Angles Camp, CA		BoFA #6446	(101.50)
294	08/24/09	(803.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(803.00)
295	08/26/09	(503.00)	Gilmore Bank Withdrawal		Los Angeles, CA		BoFA #6446	(503.00)
296	08/31/09	(490.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(490.00)
297	09/01/09	(200.00)	BoFA America ATM Withdrawal		Henderson NV		BoFA #6446	(200.00)
298	09/03/09	(803.00)	Gilmore Bank Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
299	09/04/09	(402.00)	Cardtronics CC Withdrawal		Beverly Hills, CA		BoFA #6446	(402.00)
300	09/04/09	(402.00)	Cardtronics CC Withdrawal		Beverly Hills, CA		BoFA #6446	(402.00)
301	09/08/09	(800.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(800.00)
302	09/10/09	(200.00)	BoFA America ATM Withdrawal		Henderson NV		BoFA #6446	(200.00)
303	09/14/09	(500.00)	BoFA America ATM Withdrawal		Henderson NV		BoFA #6446	(500.00)
304	09/14/09	(803.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(803.00)
305	09/15/09	(500.00)	Cash	417		Loan	BoFA #6446	(500.00)
306	09/17/09	(803.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(803.00)
307	09/21/09	(782.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(782.00)
308	09/21/09	(302.50)	Nevada FED Withdrawal		Las Vegas NV		BoFA #6446	(302.50)
309	09/22/09	(282.50)	A Thrifty GA Withdrawal		Lamdale, CA		BoFA #6446	(282.50)
310	09/23/09	(802.00)	Chase Withdrawal		Anaheim, CA		BoFA #6446	(802.00)
311	09/24/09	(402.00)	Park and 42nd Withdrawal		New York NY		BoFA #6446	(402.00)
312	09/28/09	(303.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(303.00)
313	10/01/09	(802.50)	California Nat Withdrawal		Los Angeles, CA		BoFA #6446	(802.50)
314	10/05/09	(200.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(200.00)
315	10/05/09	(802.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(802.00)
316	10/09/09	(802.50)	California Nat Withdrawal		Los Angeles, CA		BoFA #6446	(802.50)
317	10/13/09	(503.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(503.00)
318	10/13/09	(502.00)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(502.00)
319	10/15/09	(502.50)	California Nat Withdrawal		Los Angeles, CA		BoFA #6446	(502.50)
320	10/16/09	(802.50)	California Nat Withdrawal		Los Angeles, CA		BoFA #6446	(802.50)
321	10/19/09	(582.50)	Nevada FED Withdrawal		Las Vegas NV		BoFA #6446	(582.50)
322	10/21/09	(284.20)	Western Star Withdrawal		Scottsdale AZ		BoFA #6446	(284.20)
323	10/22/09	(700.00)	BoFA America ATM Withdrawal		Beverly Hills, CA		BoFA #6446	(700.00)
324	10/26/09	(582.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(582.00)
325	10/26/09	(303.00)	US Bank Withdrawal		Las Vegas NV		BoFA #6446	(303.00)
326	10/28/09	(200.00)	BoFA America ATM Withdrawal		Coronado, CA		BoFA #6446	(200.00)
327	10/29/09	(800.00)	BoFA America ATM Withdrawal		Coronado, CA		BoFA #6446	(800.00)
328	11/02/09	(200.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(200.00)
329	11/03/09	(503.00)	Cubana Withdrawal		Beverly Hills, CA		BoFA #6446	(503.00)
330	11/02/09	(303.00)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)

WITHDRAWALS (SORTED BY DATE)

EXHIBIT 3

Please refer to Ankura's December 15, 2015 report.

Ref	Date	Unrecorded Amount	Description				Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount
331	11/02/09	(203.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(203.00)
332	11/04/09	(402.00)	Public Service Withdrawal		Denver, CO		BoFA #6446	(402.00)
333	11/05/09	(204.00)	Cash Advance Transaction				AMEX 5-723003	(204.00)
334	11/05/09	(204.00)	Western Star Withdrawal		Los Angeles, CA		BoFA #6446	(204.00)
335	11/05/09	(204.00)	Western Star Withdrawal		Los Angeles, CA		BoFA #6446	(204.00)
336	11/06/09	(302.50)	Nevada FED Withdrawal		Las Vegas NV		BoFA #6446	(302.50)
337	11/08/09	(400.00)	BlueAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(400.00)
338	11/08/09	(303.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(303.00)
339	11/11/09	(300.00)	BlueAmerica ATM Withdrawal		Beverly Hills, CA		BoFA #6446	(300.00)
340	11/11/09	(203.00)	Glennview Bank Withdrawal		Los Angeles, CA		BoFA #6446	(203.00)
341	11/13/09	(203.00)	WFB Withdrawal		Oakland, CA		BoFA #6446	(203.00)
342	11/16/09	(504.99)	GCA Caesar's Withdrawal		Las Vegas NV		BoFA #6446	(504.99)
343	11/17/09	(402.00)	Public Service Withdrawal		Denver, CO		BoFA #6446	(402.00)
344	11/20/09	(303.00)	Washington Mut Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
345	11/23/09	(303.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(303.00)
346	11/25/09	(302.50)	California Nat Withdrawal		Los Angeles, CA		BoFA #6446	(302.50)
347	11/27/09	(303.00)	Washington Mut Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
348	11/30/09	(403.00)	Calstate Withdrawal		Las Vegas NV		BoFA #6446	(403.00)
349	12/01/09	(303.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(303.00)
350	12/04/09	(302.25)	American Airl Withdrawal Terminal A		Dallas, TX		BoFA #6446	(302.25)
351	12/07/09	(303.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(303.00)
352	12/11/09	(603.00)	Cash Advance Transaction		Los Angeles, CA		VISA #3832	(603.00)
353	12/14/09	(300.00)	Cash	349			BoFA #6446	(300.00)
354	12/17/09	(303.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(303.00)
355	12/18/09	(300.00)	BlueAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(300.00)
356	12/21/09	(300.00)	BlueAmerica ATM Withdrawal		Henderson NV		BoFA #6446	(300.00)
357	12/21/09	(442.00)	Clark County Withdrawal		Las Vegas NV		BoFA #6446	(442.00)
358	12/24/09	(303.00)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
359	12/27/09	(303.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(303.00)
360	12/28/09	(300.00)	BlueAmerica ATM Withdrawal		West Hollywood, CA		BoFA #6446	(300.00)
361	12/28/09	(303.00)	Chase Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
362	12/29/09	(300.00)	Cash	350			BoFA #6446	(300.00)
363	01/04/10	(302.50)	California Nat Withdrawal		Los Angeles, CA		BoFA #6446	(302.50)
364	01/04/10	(303.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(303.00)
365	01/07/10	(303.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(303.00)
366	01/07/10	(303.00)	Chase Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
367	01/08/10	(122.25)	Conoco Camp In Withdrawal		Highwood, CA		BoFA #6446	(122.25)
368	01/11/10	(303.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(303.00)
369	01/12/10	(303.00)	Chase Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
370	01/13/10	(304.99)	GCA Wyman Las Withdrawal		Las Vegas NV		BoFA #6446	(304.99)
371	01/19/10	(303.00)	WFB Withdrawal		West Hollywood, CA		BoFA #6446	(303.00)
372	01/22/10	(304.99)	GCA Wyman Las Withdrawal		Las Vegas NV		BoFA #6446	(304.99)
373	01/25/10	(304.50)	GCA Wyman Las Withdrawal		Las Vegas NV		BoFA #6446	(304.50)
374	01/26/10	(302.50)	Nevada FED Withdrawal		Las Vegas NV		BoFA #6446	(302.50)
375	01/28/10	(182.00)	Hubbel Withdrawal		Henderson, NV		BoFA #6446	(182.00)
376	01/28/10	(303.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(303.00)
377	01/27/10	(303.00)	Chevy Chase Withdrawal		Sterling, VA		BoFA #6446	(303.00)
378	01/28/10	(302.50)	California Nat Withdrawal		Los Angeles, CA		BoFA #6446	(302.50)
379	01/01/10	(300.00)	BlueAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(300.00)
380	01/02/10	(303.00)	Washington Mut Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
381	01/05/10	(303.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(303.00)
382	01/05/10	(303.00)	Chase Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
383	01/08/10	(300.00)	BlueAmerica ATM Withdrawal		Henderson NV		BoFA #6446	(300.00)
384	01/11/10	(303.00)	Chase Withdrawal		Newport Beach, CA		BoFA #6446	(303.00)
385	01/16/10	(300.00)	BlueAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(300.00)
386	01/16/10	(302.50)	Nevada FED Withdrawal				BoFA #6446	(302.50)
387	01/17/10	(303.00)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
388	01/22/10	(303.00)	US Bank Withdrawal		Hollywood, CA		BoFA #6446	(303.00)
389	01/25/10	(300.00)	BlueAmerica ATM Withdrawal		Oakland, CA		BoFA #6446	(300.00)
390	01/25/10	(300.00)	BlueAmerica ATM Withdrawal		Los Angeles, CA		BoFA #6446	(300.00)
391	01/26/10	(303.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(303.00)
392	01/30/10	(303.00)	WFB Withdrawal		Las Vegas NV		BoFA #6446	(303.00)
393	02/02/10	(304.00)	Norweco Cash Withdrawal		Calabasas, CA		BoFA #6446	(304.00)
394	02/04/10	(203.25)	Desert Spr Withdrawal		Palm Desert, CA		BoFA #6446	(203.25)
395	02/04/10	(203.25)	Desert Spr Withdrawal		Palm Desert, CA		BoFA #6446	(203.25)
396	02/08/10	(303.00)	WFB Withdrawal		Las Vegas, NV		BoFA #6446	(303.00)
397	02/09/10	(303.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(303.00)
398	02/09/10	(303.00)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
399	02/12/10	(303.00)	Chase Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
400	02/12/10	(202.50)	G&L Realty Withdrawal		Beverly Hills, CA		BoFA #6446	(202.50)
401	02/15/10	(302.50)	Nevada FED Withdrawal		Las Vegas NV		BoFA #6446	(302.50)
402	02/18/10	(102.25)	REDM Beverly Co Withdrawal		Los Angeles, CA		BoFA #6446	(102.25)
403	02/18/10	(303.00)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
404	02/22/10	(303.00)	Chase Withdrawal		Scottsdale AZ		BoFA #6446	(303.00)
405	02/22/10	(303.00)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
406	02/26/10	(303.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(303.00)
407	02/26/10	(303.00)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
408	02/28/10	(303.75)	GCA Green Val Withdrawal		Henderson NV		BoFA #6446	(303.75)
409	02/29/10	(482.50)	Nevada FED Withdrawal		Las Vegas NV		BoFA #6446	(482.50)
410	03/11/10	(300.00)	Cash	443			BoFA #6446	(300.00)
411	03/11/10	(402.00)	Public Service Withdrawal		Aurora, CO		BoFA #6446	(402.00)
412	04/01/10	(303.00)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
413	04/02/10	(303.00)	Chase Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)

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WITHDRAWALS (SORTED BY DATE)

EXHIBIT B

Please refer to Audien's December 15, 2015 report.

Ref	Date	Unmatched Amount	Description				Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount
414	04/05/10	(542.00)	Clark County Withdrawal		Las Vegas, NV		BoFA #6446	(542.00)
415	04/05/10	(309.00)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(309.00)
416	04/07/10	(303.00)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
417	04/09/10	(502.00)	Public Service Withdrawal		Aurora, CO		BoFA #6446	(502.00)
418	04/12/10	(482.00)	Clark County Withdrawal		Las Vegas, NV		BoFA #6446	(482.00)
419	04/19/10	(282.75)	CT 7-11		Los Angeles, CA		BoFA #6446	(282.75)
420	04/19/10	(482.75)	CT 7-11		Los Angeles, CA		BoFA #6446	(482.75)
421	04/19/10	(393.80)	WFB Withdrawal - Las Vegas Air		Las Vegas, NV		BoFA #6446	(393.80)
422	04/21/10	(303.80)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(303.80)
423	04/26/10	(300.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(300.00)
424	04/28/10	(303.00)	Gilmore Bank - Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
425	04/29/10	(200.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(200.00)
426	04/30/10	(484.99)	MCA "Wynn Las Vegas"		Las Vegas, NV		BoFA #6446	(484.99)
427	05/03/10	(303.00)	WFB Withdrawal		Las Vegas, NV		BoFA #6446	(303.00)
428	05/06/10	(703.00)	Chase Withdrawal		Los Angeles, CA		BoFA #6446	(703.00)
429	05/10/10	(309.00)	WFB Withdrawal		Las Vegas, NV		BoFA #6446	(309.00)
430	05/13/10	(503.00)	300 So Fairfax		Fairfax, CA		BoFA #6446	(503.00)
431	05/14/10	(303.00)	US Bank		Los Angeles, CA		BoFA #6446	(303.00)
432	05/14/10	(503.00)	US Bank		Los Angeles, CA		BoFA #6446	(503.00)
433	05/24/10	(303.00)	WFB Withdrawal - Las Vegas Air		Las Vegas, NV		BoFA #6446	(303.00)
434	05/27/10	(303.00)	Chase		Denver, CO		BoFA #6446	(303.00)
435	05/28/10	(300.00)	Bank of America ATM		Los Angeles, CA		BoFA #6446	(300.00)
436	06/01/10	(303.00)	Clark County Withdrawal		Las Vegas, NV		BoFA #6446	(303.00)
437	06/01/10	(308.00)	US Bank		Los Angeles, CA		BoFA #6446	(308.00)
438	06/02/10	(2,500.00)	CA TLR cash withdrawal from Citi 64		Century City, CA		BoFA #6446	(2,500.00)
439	06/10/10	(503.00)	110 S Fairfax		Los Angeles, CA		BoFA #6446	(503.00)
440	06/14/10	(303.00)	WFB Withdrawal		Las Vegas, NV		BoFA #6446	(303.00)
441	06/15/10	(303.00)	Chase Withdrawal		Denver, CO		BoFA #6446	(303.00)
442	06/18/10	(303.00)	300 So Fairfax		Los Angeles, CA		BoFA #6446	(303.00)
443	06/21/10	(303.00)	300 So Fairfax		Los Angeles, CA		BoFA #6446	(303.00)
444	06/21/10	(303.00)	WFB Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
445	06/24/10	(403.00)	6333 W. 3rd St.		Los Angeles, CA		BoFA #6446	(403.00)
446	06/24/10	(302.00)	Wescom CU - Withdrawal		Hollywood, CA		BoFA #6446	(302.00)
447	06/28/10	(783.75)	MCA "Green Valley"		Henderson, NV		BoFA #6446	(783.75)
448	06/29/10	(500.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(500.00)
449	06/30/10	(500.00)	BoFA America ATM Withdrawal		O'Ware - Chicago, IL		BoFA #6446	(500.00)
450	07/02/10	(300.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(300.00)
451	07/03/10	(303.00)	West-Supermarket Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
452	07/05/10	(402.00)	Cash Advance Transaction		LAX - Los Angeles, CA		AMEX 5-723003	(402.00)
453	07/06/10	(300.00)	BoFA America ATM Withdrawal		Laguna Beach, CA		BoFA #6446	(300.00)
454	07/06/10	(422.63)	Traveler Withdrawal		London		BoFA #6446	(422.63)
455	07/07/10	(152.12)	Withdrawal	9106	London		BoFA #6446	(152.12)
456	07/11/10	(303.00)	110 S Fairfax		Los Angeles, CA		BoFA #6446	(303.00)
457	07/12/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
458	07/13/10	(421.57)	Uob Withdrawal		Singapore		BoFA #6446	(421.57)
459	07/15/10	(218.53)	Citibank Tang - Withdrawal		Singapore		BoFA #6446	(218.53)
460	07/15/10	(276.79)	Withdrawal		Singapore		BoFA #6446	(276.79)
461	07/19/10	(403.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(403.00)
462	07/22/10	(303.00)	Withdrawal		Denver, CO		BoFA #6446	(303.00)
463	07/23/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
464	07/26/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
465	07/29/10	(403.00)	Chase Withdrawal		Los Angeles, CA		BoFA #6446	(403.00)
466	07/30/10	(303.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(303.00)
467	07/30/10	(503.00)	Chase Withdrawal		Los Angeles, CA		BoFA #6446	(503.00)
468	08/03/10	(403.00)	ATM Withdrawal		Mahabett Beach, CA		WF #5397	(403.00)
469	08/04/10	(302.50)	Withdrawal		San Francisco, CA		BoFA #6446	(302.50)
470	08/05/10	(200.00)	Cash	1009			WF #5397	(200.00)
471	08/06/10	(303.00)	Withdrawal		Las Vegas, NV		BoFA #6446	(303.00)
472	08/08/10	(502.00)	Cash Advance Transaction		LAX - Los Angeles, CA		AMEX 5-723003	(502.00)
473	08/09/10	(303.00)	US Bank Fairfax		Los Angeles, CA		BoFA #6446	(303.00)
474	08/11/10	(503.00)	US Bank Fairfax		Los Angeles, CA		BoFA #6446	(503.00)
475	08/12/10	(300.00)	Withdrawal		Las Vegas, NV		BoFA #6446	(300.00)
476	08/13/10	(200.00)	BoFA America ATM Withdrawal		San Pedro, CA		BoFA #6446	(200.00)
477	08/16/10	(300.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(300.00)
478	08/20/10	(300.00)	Withdrawal		Arnold, CA		BoFA #6446	(300.00)
479	08/22/10	(600.00)	Cash Advance Transaction		Hollywood, CA		AMEX 5-723003	(600.00)
480	08/23/10	(300.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(300.00)
481	08/30/10	(502.75)	Swire Withdrawal		Orlando, FL		BoFA #6446	(502.75)
482	09/01/10	(402.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(402.00)
483	09/01/10	(500.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #6446	(500.00)
484	09/02/10	(402.50)	Withdrawal		Las Vegas, NV		BoFA #6446	(402.50)
485	09/05/10	(203.00)	Cash Advance Transaction		San Francisco, CA		AMEX 5-723003	(203.00)
486	09/07/10	(300.00)	Withdrawal		Los Angeles, CA		WF #5397	(300.00)
487	09/07/10	(302.50)	Withdrawal		San Francisco, CA		BoFA #6446	(302.50)
488	09/08/10	(402.00)	Withdrawal		Aurora, CO		BoFA #6446	(402.00)
489	09/13/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
490	09/13/10	(202.95)	Withdrawal		Scottsdale, AZ		BoFA #6446	(202.95)
491	09/13/10	(202.95)	Withdrawal		Scottsdale, AZ		BoFA #6446	(202.95)
492	09/16/10	(1,510.00)	CA TLR cash withdrawal		Century City, CA		BoFA #6446	(1,510.00)
493	09/20/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
494	09/20/10	(502.00)	Withdrawal - JFX - Intl - Fc		Jamaica, NY		BoFA #6446	(502.00)
495	09/23/10	(218.85)	Cash Advance Transaction		Dubai		AMEX 5-723003	(218.85)

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WITHDRAWALS (SORTED BY DATE)

Please refer to Anthony's December 15, 2015 report.

EXHIBIT 2

Ref	Date	Unmatched Amount	Description				Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount
496	09/27/10	(403.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(403.00)
497	09/27/10	(542.50)	Withdrawal		Las Vegas, NV		BoFA #6446	(502.50)
498	09/30/10	(603.00)	Withdrawal		Dallas, VA		BoFA #6446	(603.00)
499	10/04/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #8870	(500.00)
500	10/04/10	(403.00)	Cardtronics - Withdrawal		Manhattan Beach, CA		BoFA #6446	(403.00)
501	10/06/10	(402.50)	ATM Withdrawal		La Jolla, CA		WF #5397	(402.50)
502	10/07/10	(603.00)	Chase Withdrawal		Denver, CO		BoFA #6446	(603.00)
503	10/12/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
504	10/12/10	(203.95)	ATM Withdrawal		Los Angeles, CA		WF #5397	(203.95)
505	10/12/10	(80.00)	ATM Withdrawal		Las Vegas, NV		WF #5397	(80.00)
506	10/12/10	(842.00)	Clark County C Withdrawal		Las Vegas, NV		BoFA #6446	(842.00)
507	10/13/10	(582.75)	Withdrawal		Cleveland, OH		BoFA #6446	(582.75)
508	10/15/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
509	10/18/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
510	10/19/10	(500.00)	Withdrawal		San Pedro, CA		BoFA #6446	(500.00)
511	10/19/10	(503.80)	Withdrawal		Herndon, VA		BoFA #6446	(503.80)
512	10/25/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
513	10/25/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
514	10/25/10	(803.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
515	10/28/10	(202.50)	Clark County C - Withdrawal		Las Vegas, NV		BoFA #6446	(202.50)
516	10/28/10	(802.50)	Clark County C - Withdrawal		Las Vegas, NV		BoFA #6446	(802.50)
517	11/01/10	(309.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(309.00)
518	11/01/10	(203.95)	Withdrawal		Los Angeles, CA		BoFA #6446	(203.95)
519	11/01/10	(203.95)	Withdrawal		Los Angeles, CA		BoFA #6446	(203.95)
520	11/04/10	(803.00)	Withdrawal		Denver, CO		BoFA #6446	(803.00)
521	11/06/10	(503.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(503.00)
522	11/08/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
523	11/08/10	(402.50)	Withdrawal		Denver, CO		BoFA #6446	(402.50)
524	11/09/10	(803.00)	Withdrawal		Denver, CO		BoFA #6446	(803.00)
525	11/12/10	(503.00)	Withdrawal		Denver, CO		BoFA #6446	(503.00)
526	11/15/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
527	11/15/10	(800.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(800.00)
528	11/19/10	(503.00)	Withdrawal		Denver, CO		BoFA #6446	(503.00)
529	11/22/10	(403.00)	Cardtronics OC Withdrawal		Englewood, CO		BoFA #6446	(403.00)
530	11/23/10	(503.00)	Withdrawal		Denver, CO		BoFA #6446	(503.00)
531	11/26/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
532	11/28/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
533	11/29/10	(500.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(500.00)
534	12/01/10	(303.25)	Withdrawal		Washington, DC		BoFA #6446	(303.25)
535	12/01/10	(2.00)	Withdrawal		Washington, DC		BoFA #6446	(2.00)
536	12/03/10	(500.00)	ATM Withdrawal		Denver, CO		WF #5397	(500.00)
537	12/06/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
538	12/06/10	(803.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
539	12/07/10	(502.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(502.00)
540	12/08/10	(293.28)	Withdrawal		Framfort		BoFA #6446	(293.28)
541	12/09/10	(398.22)	Cash Advance Transaction		Frankforter Volksbank		AMEX 5-723003	(398.22)
542	12/10/10	(503.00)	Withdrawal		Westchester, CA		BoFA #6446	(503.00)
543	12/13/10	(800.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(800.00)
544	12/16/10	(503.00)	Withdrawal		Denver, CO		BoFA #6446	(503.00)
545	12/20/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
546	12/21/10	(503.00)	Withdrawal		Englewood, CO		BoFA #6446	(503.00)
547	12/23/10	(803.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
548	12/24/10	(4,000.00)	Withdrawal				WF #6253	(4,000.00)
549	12/27/10	(500.00)	Withdrawal		West Hollywood, CA		BoFA #6446	(500.00)
550	12/30/10	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
551	01/01/11	(1,805.00)	Cash Advance Transaction		Las Vegas, NV		AMEX 5-723003	(1,805.00)
552	01/09/11	(303.00)	ATM Withdrawal		Denver, CO		WF #5397	(303.00)
553	01/09/11	(503.00)	Withdrawal		Denver, CO		BoFA #6446	(503.00)
554	01/07/11	(503.00)	Withdrawal		Denver, CO		BoFA #6446	(503.00)
555	01/10/11	(203.00)	ATM Withdrawal		Los Angeles, CA		WF #8870	(203.00)
556	01/11/11	(402.50)	Withdrawal		San Francisco, CA		BoFA #6446	(402.50)
557	01/14/11	(402.75)	ATM Withdrawal		Los Angeles, CA		WF #5397	(402.75)
558	01/14/11	(802.50)	Withdrawal		Las Vegas, NV		BoFA #6446	(802.50)
559	01/18/11	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
560	01/18/11	(282.95)	Withdrawal		Los Angeles, CA		BoFA #6446	(282.95)
561	01/18/11	(282.95)	Withdrawal		Los Angeles, CA		BoFA #6446	(282.95)
562	01/20/11	(803.00)	Withdrawal		Denver, CO		BoFA #6446	(803.00)
563	01/21/11	(502.00)	Withdrawal		Las Vegas, NV		BoFA #6446	(502.00)
564	01/25/11	(390.56)	Withdrawal		Singapore		BoFA #6446	(390.56)
565	02/01/11	(802.50)	Withdrawal		Las Vegas, NV		BoFA #6446	(802.50)
566	02/07/11	(500.00)	Withdrawal		Sterling, VA		BoFA #6446	(500.00)
567	02/08/11	(503.00)	Withdrawal		Las Vegas, NV		BoFA #6446	(503.00)
568	02/08/11	(2.00)	Withdrawal		Las Vegas, NV		BoFA #6446	(2.00)
569	02/11/11	(803.00)	Withdrawal		Las Vegas, NV		BoFA #6446	(803.00)
570	02/14/11	(100.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(100.00)
571	02/16/11	(512.07)	Withdrawal		London		BoFA #6446	(512.07)
572	02/22/11	(806.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(806.00)
573	02/23/11	(500.00)	Cash	1087			WF #5397	(500.00)
574	02/23/11	(802.50)	Withdrawal		Las Vegas, NV		BoFA #6446	(802.50)
575	02/25/11	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
576	02/28/11	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
577	02/28/11	(202.95)	Withdrawal		Los Angeles, CA		BoFA #6446	(202.95)
578	02/28/11	(202.95)	Withdrawal		Los Angeles, CA		BoFA #6446	(202.95)

WITHDRAWALS (SORTED BY DATE)

EXHIBIT 3

Please refer to Anthony's December 15, 2015 report.

Ref	Date	Unmatched Amounts	Description				Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount
579	03/01/11	(803.00)	Withdrawal		Denver, CO		BoFA #6446	(803.00)
580	03/03/11	(803.00)	Withdrawal		Las Vegas, NV		BoFA #6446	(803.00)
581	03/04/11	(801.50)	Withdrawal		O'Hare Airport - Chicago, IL		BoFA #6446	(801.50)
582	03/10/11	(203.25)	Withdrawal		Washington, DC		BoFA #6446	(203.25)
583	03/10/11	(203.25)	Withdrawal		Washington, DC		BoFA #6446	(203.25)
584	03/11/11	(1,000.00)	Cash	1100			WF #5397	(1,000.00)
585	03/14/11	(402.00)	ATM Withdrawal		Hollywood, CA		WF #5397	(402.00)
586	03/16/11	(803.00)	Withdrawal		Denver, CO		BoFA #6446	(803.00)
587	03/17/11	(782.50)	Withdrawal		Las Vegas, NV		BoFA #6446	(782.50)
588	03/21/11	(803.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
589	03/25/11	(402.50)	Withdrawal		Las Vegas, NV		BoFA #6446	(402.50)
590	03/26/11	(503.00)	Withdrawal		Las Vegas, NV		BoFA #6446	(503.00)
591	03/28/11	(403.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(403.00)
592	03/31/11	(300.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(300.00)
593	03/31/11	(300.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(300.00)
594	03/31/11	(300.00)	ATM Withdrawal		Carton, CA		WF #5397	(300.00)
595	04/01/11	(782.50)	Withdrawal		Las Vegas, NV		BoFA #6446	(782.50)
596	04/01/11	(2.00)	Withdrawal		Las Vegas, NV		BoFA #6446	(2.00)
597	04/05/11	(603.00)	Withdrawal		Charlottesville, VA		BoFA #6446	(603.00)
598	04/06/11	(503.50)	Withdrawal		Cleveland, OH		BoFA #6446	(503.50)
599	04/08/11	(782.50)	Withdrawal		Las Vegas, NV		BoFA #6446	(782.50)
600	04/11/11	(403.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(403.00)
601	04/11/11	(500.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(500.00)
602	04/13/11	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
603	04/15/11	(603.00)	Withdrawal		New Orleans, LA		BoFA #6446	(603.00)
604	04/18/11	(503.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(503.00)
605	04/18/11	(303.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(303.00)
606	04/18/11	(403.25)	Withdrawal		Denver, CO		BoFA #6446	(403.25)
607	04/18/11	(163.25)	Withdrawal		Denver, CO		BoFA #6446	(163.25)
608	04/21/11	(555.63)	Withdrawal		London		BoFA #6446	(555.63)
609	04/25/11	(782.50)	Withdrawal		Las Vegas, NV		BoFA #6446	(782.50)
610	04/28/11	(783.75)	Ice * Red Rock Withdrawal		Las Vegas, NV		BoFA #6446	(783.75)
611	05/09/11	(5,500.00)	Cash	1043		off receipt	WF #5397	(5,500.00)
612	05/03/11	(803.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
613	05/04/11	(403.00)	Withdrawal		FL, Lauderdale, FL		BoFA #6446	(403.00)
614	05/08/11	(803.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
615	05/10/11	(1,500.00)	Cash	1049			WF #5397	(1,500.00)
616	05/12/11	(501.50)	ATM Withdrawal		Chicago, IL		WF #5397	(501.50)
617	05/12/11	(501.50)	Withdrawal		O'Hare Airport - Chicago, IL		BoFA #6446	(501.50)
618	05/13/11	(2,208.00)	Withdrawal				WF #6253	(2,208.00)
619	05/23/11	(503.00)	Withdrawal		Charlottesville, VA		BoFA #6446	(503.00)
620	05/23/11	(800.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(800.00)
621	05/27/11	(502.50)	ATM Withdrawal		Beverly Hills, CA		WF #5397	(502.50)
622	05/27/11	(302.50)	ATM Withdrawal		Beverly Hills, CA		WF #8870	(302.50)
623	05/31/11	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
624	05/31/11	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
625	05/31/11	(300.00)	ATM Withdrawal		Los Angeles, CA		WF #8870	(300.00)
626	05/31/11	(300.00)	ATM Withdrawal		Los Angeles, CA		WF #8870	(300.00)
627	06/03/11	(803.00)	Withdrawal		Denver, CO		BoFA #6446	(803.00)
628	06/06/11	(2,000.00)	CA Tr cash withdrawal from Chk 6446		Inglewood, CA		BoFA #6446	(2,000.00)
629	06/08/11	(403.00)	Withdrawal		Denver, CO		BoFA #6446	(403.00)
630	06/09/11	(501.00)	Withdrawal		Denver, CO		BoFA #6446	(501.00)
631	06/15/11	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
632	06/17/11	(703.00)	Chase Withdrawal		Denver, CO		BoFA #6446	(703.00)
633	06/20/11	(2,500.00)	CA Tr cash withdrawal from Chk 6446		Hawthorne, CA		BoFA #6446	(2,500.00)
634	06/21/11	(700.00)	ATM Withdrawal		O'Hare-Concourse - Chicago, IL		BoFA #6446	(700.00)
635	06/27/11	(272.26)	Emirates Bank Withdrawal		Dubai		BoFA #6446	(272.26)
636	06/28/11	(479.64)	Withdrawal		London		BoFA #6446	(479.64)
637	07/05/11	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
638	07/07/11	(509.00)	Withdrawal		Dulles, VA		BoFA #6446	(509.00)
639	07/07/11	(803.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
640	07/11/11	(803.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
641	07/13/11	(503.00)	Withdrawal		Denver, CO		BoFA #6446	(503.00)
642	07/18/11	(403.00)	ATM Withdrawal		Hollywood, CA		WF #5397	(403.00)
643	07/22/11	(200.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(200.00)
644	07/26/11	(202.95)	ATM Withdrawal		Los Angeles, CA		WF #5397	(202.95)
645	07/26/11	(403.00)	Withdrawal		Denver, CO		BoFA #6446	(403.00)
646	07/28/11	(203.95)	Withdrawal		Yak, CO		BoFA #6446	(203.95)
647	08/01/11	(803.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
648	08/02/11	(500.10)	ATM Withdrawal		Singapore		WF #5397	(500.10)
649	08/09/11	(415.87)	DBS Bank Orchard Tower - Cash Advance		Singapore	Singapore Dollars	AMEX S-723003	(415.87)
650	08/08/11	(248.73)	Withdrawal		Singapore		BoFA #6446	(248.73)
651	08/16/11	(803.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
652	08/19/11	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
653	08/22/11	(803.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
654	08/25/11	(300.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(300.00)
655	08/26/11	(782.50)	Withdrawal		Las Vegas, NV		BoFA #6446	(782.50)
656	08/29/11	(703.00)	Withdrawal		Denver, CO		BoFA #6446	(703.00)
657	09/02/11	(800.00)	Withdrawal		Hawthorne, CA		BoFA #6446	(800.00)
658	09/06/11	(702.80)	ATM Withdrawal		Beverly Hills, CA		WF #5397	(702.80)
659	09/06/11	(300.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(300.00)

Kopod V. Kopod
Las Vegas, Nevada

WITHDRAWALS SORTED BY DATE

EXHIBIT 3

Please refer to Author's December 15, 2015 report.

Ref	Date	Unspecified Amounts	Description				Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount
660	09/06/11	(569.97)	Withdrawal		Hr Airport Plaza, Hamburg		BoFA #6446	(569.97)
661	09/06/11	(802.50)	Withdrawal		Las Vegas, NV		BoFA #6446	(802.50)
662	09/12/11	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
663	09/13/11	(403.00)	ATM Withdrawal		Denver, CO		WF #5397	(403.00)
664	09/14/11	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
665	09/16/11	(803.00)	Withdrawal		Denver, CO		BoFA #6446	(803.00)
666	09/19/11	(800.00)	ATM Withdrawal		Fontaine Valley, CA		BoFA #6446	(800.00)
667	09/22/11	(802.50)	Clark County C Withdrawal		Las Vegas, NV		BoFA #6446	(802.50)
668	09/23/11	(975.00)	Withdrawal				System's B #5102	(975.00)
669	09/26/11	(803.00)	ATM Withdrawal		Hawthorne, CA		WF #5397	(803.00)
670	09/26/11	(803.00)	Withdrawal				BoFA #6446	(803.00)
671	09/27/11	(30,000.00)	Withdrawal				System's B #5673	(30,000.00)
672	10/03/11	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
673	10/03/11	(803.00)	Withdrawal		Las Vegas - Air, Las Vegas, NV		BoFA #6446	(803.00)
674	10/04/11	(2,750.00)	CA Tr cash withdrawal from Chk 6446		Century City, CA		BoFA #6446	(2,750.00)
675	10/11/11	(800.00)	Withdrawal		Manhattan Beach, CA		BoFA #6446	(800.00)
676	10/12/11	(302.00)	Dis - Withdrawal		Denver, CO		BoFA #6446	(302.00)
677	10/12/11	(502.00)	Dis - Withdrawal		Denver, CO		BoFA #6446	(502.00)
678	10/17/11	(102.50)	ATM Withdrawal		Los Angeles, CA		WF #5397	(102.50)
679	10/17/11	(102.50)	ATM Withdrawal		Los Angeles, CA		WF #5397	(102.50)
680	10/23/11	(403.00)	Cash Advance Transaction		Hawthorne, CA		AMEX 5-723063	(403.00)
681	10/24/11	(403.00)	ATM Withdrawal		Hawthorne, CA		WF #5397	(403.00)
682	10/25/11	(203.80)	ATM Withdrawal		Los Angeles, CA		WF #5397	(203.80)
683	10/25/11	(203.80)	ATM Withdrawal		Los Angeles, CA		WF #5397	(203.80)
684	10/27/11	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
685	10/28/11	(500.00)	ATM Withdrawal		Hawthorne, CA		WF #5397	(500.00)
686	10/31/11	(403.00)	ATM Withdrawal		CA		WF #5397	(403.00)
687	11/02/11	(803.80)	ATM Withdrawal		Los Angeles, CA		WF #5397	(803.80)
688	11/02/11	(602.50)	Grocery Fcs - Withdrawal		Newbury Park, CA		BoFA #6446	(602.50)
689	11/04/11	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
690	11/07/11	(203.00)	Walgreens - Withdrawal		Green Bay, WI		BoFA #6446	(203.00)
691	11/07/11	(203.00)	Walgreens - Withdrawal		Green Bay, WI		BoFA #6446	(203.00)
692	11/09/11	(402.00)	7-11 - Withdrawal		Philadelphia, PA		BoFA #6446	(402.00)
693	11/10/11	(402.00)	7-11 - Withdrawal		Philadelphia, PA		BoFA #6446	(402.00)
694	11/14/11	(303.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(303.00)
695	11/14/11	(803.00)	Wells Fargo - Withdrawal		Los Angeles, CA		BoFA #6446	(803.00)
696	11/16/11	(202.75)	ATM Withdrawal		Hollywood, CA		WF #5397	(202.75)
697	11/18/11	(303.25)	Hyatt Regency - Withdrawal		Burlingame, CA		BoFA #6446	(303.25)
698	11/18/11	(303.25)	Hyatt Regency - Withdrawal		Burlingame, CA		BoFA #6446	(303.25)
699	11/21/11	(64.00)	ATM Withdrawal		Rivers, CA		System's B #5665	(64.00)
700	11/22/11	(3,000.00)	CA Tr cash withdrawal from Chk 6446		San Francisco, CA		BoFA #6446	(3,000.00)
701	11/23/11	(302.50)	First Republic				BoFA #6446	(302.50)
702	12/01/11	(803.00)	Wells Fargo - Withdrawal		Denver, CO		BoFA #6446	(803.00)
703	12/05/11	(2,200.00)	CA Tr cash withdrawal from Chk 6446		Manhattan Village, CA		BoFA #6446	(2,200.00)
704	12/09/11	(203.00)	ATM Withdrawal		Washington DC		BoFA #6446	(203.00)
705	12/09/11	(202.00)	Brz Carlton Withdrawal		Washington DC		BoFA #6446	(202.00)
706	12/12/11	(203.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(203.00)
707	12/12/11	(300.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(300.00)
708	12/12/11	(667.50)	Withdrawal		Desha, Flugh, Tenn.		BoFA #6446	(667.50)
709	12/14/11	(395.83)	Withdrawal		Musenden		BoFA #6446	(395.83)
710	12/21/11	(803.00)	Chase - Withdrawal		Denver, CO		BoFA #6446	(803.00)
711	12/23/11	(1,500.00)	CA Tr cash withdrawal from Chk 6446		San Ysidro, CA		BoFA #6446	(1,500.00)
712	01/03/12	(203.00)	ATM Withdrawal		Studio City, CA		WF #5397	(203.00)
713	01/03/12	(303.00)	ATM Withdrawal		Studio City, CA		WF #5397	(303.00)
714	01/03/12	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
715	01/04/12	(803.00)	Chase - Withdrawal		Denver, CO		BoFA #6446	(803.00)
716	01/05/12	(803.00)	Chase - Withdrawal		Denver, CO		BoFA #6446	(803.00)
717	01/06/12	(203.00)	Chase - Withdrawal		Castle Rock, CO		BoFA #6446	(203.00)
718	01/16/12	(803.00)	Chase - Withdrawal		Denver, CO		BoFA #6446	(803.00)
719	01/17/12	(801.50)	Wells Fargo - Withdrawal		San Francisco, CA		BoFA #6446	(801.50)
720	01/17/12	(800.00)	ATM Withdrawal		Las Vegas, NV		WF #5397	(800.00)
721	01/17/12	(802.50)	Clark County C Withdrawal		Las Vegas, NV		BoFA #6446	(802.50)
722	01/25/12	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
723	01/25/12	(303.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(303.00)
724	01/28/12	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
725	01/28/12	(202.00)	ATM Withdrawal		Segundo, CA		WF #5397	(202.00)
726	01/28/12	(1,804.99)	Gos *Wynn Las Vegas - Withdrawal				BoFA #6446	(1,804.99)
727	01/30/12	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
728	01/31/12	(800.00)	BoFA #6446 ATM Withdrawal		Los Angeles, CA		BoFA #6446	(800.00)
729	02/03/12	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #5397	(500.00)
730	02/06/12	(500.00)	ATM Withdrawal		Westchester, CA		WF #5397	(500.00)
731	02/08/12	(802.50)	Clark County C Withdrawal		Las Vegas, NV		BoFA #6446	(802.50)
732	02/10/12	(1,700.00)	CA Tr cash withdrawal from Chk 6446		Hawthorne, CA		BoFA #6446	(1,700.00)
733	02/13/12	(800.00)	ATM Withdrawal		Los Angeles, CA		BoFA #6446	(800.00)
734	02/14/12	(101.54)	Withdrawal				BoFA #6446	(101.54)
735	02/21/12	(801.50)	Chase - Withdrawal		San Francisco, CA		BoFA #6446	(801.50)
736	02/23/12	(398.13)	Withdrawal				BoFA #6446	(398.13)
737	02/23/12	(803.75)	Gca *Real Rock Withdrawal				BoFA #6446	(803.75)
738	02/24/12	(100.00)	Chase - Withdrawal				BoFA #6446	(100.00)

Rogod v. Rogod
Las Vegas, Nevada

WITHDRAWALS (SORTED BY DATE)

EXHIBIT 3

Please refer to Author's December 15, 2015 report.

Ref	Date	Unmatched Amount	Description	Source / Use	Check Number	Location	Notes	Account	Amount
739	02/29/12	(803.00)	Withdrawal			Denver, CO		BoFA #6446	(803.00)
740	03/01/12	(802.50)	Clark County C Withdrawal			Las Vegas, NV		BoFA #6446	(802.50)
741	03/08/12	(409.00)	Cash Advance Transaction			Vanderbilt Beach, FL		AMEX 5-723003	(409.00)
742	03/12/12	(802.50)	Clark County C Withdrawal			Las Vegas, NV		BoFA #6446	(802.50)
743	03/13/12	(702.50)	Clark County C Withdrawal			Los Vegas, NV		BoFA #6446	(702.50)
744	08/16/12	(603.00)	Wells Fargo - Withdrawal			Los Angeles, CA		BoFA #6446	(603.00)
745	03/29/12	(1,004.99)	Ice Island Day Bay - Withdrawal			Las Vegas, NV		BoFA #6446	(1,004.99)
746	08/22/12	(803.00)	Wells Fargo - MasterCard - Withdrawal					BoFA #6446	(803.00)
747	03/27/12	(703.00)	Chase - Withdrawal			Denver, CO		BoFA #6446	(703.00)
748	03/28/12	(680.00)	ATM Withdrawal			Austin, TX		BoFA #6446	(680.00)
749	04/02/12	(402.00)	Cardtronics - Withdrawal			Boston, MA		BoFA #6446	(402.00)
750	04/03/12	(215.81)	Hydrex Bank - Withdrawal			Koblenham		BoFA #6446	(215.81)
751	04/06/12	(803.00)	Wells Fargo Bn - Withdrawal			Los Angeles, CA		BoFA #6446	(803.00)
752	04/21/12	(804.00)	Merrill Lynch - Dr Cabson			CA		BoFA #6446	(804.00)
753	04/18/12	(803.00)	Chase - Withdrawal			Denver, CO		BoFA #6446	(803.00)
754	04/28/12	(700.00)	ATM Withdrawal - Chase - United			Chicago, IL		BoFA #6446	(700.00)
755	04/28/12	(320.00)	ATM Withdrawal			Hawthorne, CA		Systems 8 x5665	(320.00)
756	04/30/12	(403.00)	Cardtronics - Withdrawal			Nashville, TN		BoFA #6446	(403.00)
757	04/30/12	(403.00)	Cardtronics - Withdrawal			Nashville, TN		BoFA #6446	(403.00)
758	04/30/12	(403.00)	Cardtronics - Withdrawal			Nashville, TN		BoFA #6446	(403.00)
759	05/04/12	(803.00)	Wells Fargo Bn - Withdrawal			Los Angeles, CA		BoFA #6446	(803.00)
760	05/07/12	(802.50)	Clark County Withdrawal			Las Vegas, NV		BoFA #6446	(802.50)
761	05/08/12	(402.00)	Chase - Withdrawal			Aurora, CO		BoFA #6446	(402.00)
762	05/10/12	(1,500.00)	CA Tr cash withdrawal from Chk 6446			Fairfax, CA		BoFA #6446	(1,500.00)
763	05/14/12	(802.00)	Withdrawal - Public Service Co			Denver, CO		BoFA #6446	(802.00)
764	05/11/12	(800.00)	BankAmerica ATM Withdrawal			San Francisco, CA		BoFA #6446	(800.00)
765	05/11/12	(1,025.36)	Withdrawal			Frankfurt Airport		BoFA #6446	(1,025.36)
766	05/19/12	(60.00)	ATM Withdrawal			Hawthorne, CA		Systems 8 x5665	(60.00)
767	05/28/12	(803.00)	Wells Fargo Bn - Withdrawal			Denver, CO		BoFA #6446	(803.00)
768	05/29/12	(100.00)	Withdrawal					Systems 8 x5665	(100.00)
769	05/30/12	(403.50)	Withdrawal - O'Hare Airport			Chicago, IL		BoFA #6446	(403.50)
770	06/06/12	(808.00)	Wells Fargo Bn - Withdrawal			Denver, CO		BoFA #6446	(808.00)
771	06/13/12	(403.50)	Bank of Choice - Withdrawal			Denver, CO		BoFA #6446	(403.50)
772	06/13/12	(503.00)	Wells Fargo Bn - Withdrawal			Los Angeles, CA		BoFA #6446	(503.00)
773	06/18/12	(1,002.50)	Clark County Withdrawal			Las Vegas, NV		BoFA #6446	(1,002.50)
774	06/21/12	(703.00)	Chase - Withdrawal			Denver, CO		BoFA #6446	(703.00)
775	07/02/12	(503.00)	Comerica Bank - Withdrawal			Hollywood, CA		BoFA #6446	(503.00)
776	07/06/12	(202.00)	Withdrawal			Denver, CO		BoFA #6446	(202.00)
777	07/06/12	(502.00)	Withdrawal			Denver, CO		BoFA #6446	(502.00)
778	07/06/12	(493.00)	Cash Advance Transaction			Los Angeles, CA		AMEX 5-723003	(493.00)
779	07/08/12	(396.26)	Withdrawal			Beijing		BoFA #6446	(396.26)
780	07/11/12	(158.64)	ATM Withdrawal			Shenyang		BoFA #6446	(158.64)
781	07/16/12	(43.00)	ATM Withdrawal					Systems 8 x5665	(43.00)
782	07/16/12	(803.00)	Wells Fargo Bn - Withdrawal			Los Angeles, CA		BoFA #6446	(803.00)
783	07/14/12	(393.98)	Withdrawal			Singapore		BoFA #6446	(393.98)
784	07/20/12	(803.00)	Chase - Withdrawal			Denver, CO		BoFA #6446	(803.00)
785	07/20/12	(60.00)	Withdrawal					Systems 8 x5665	(60.00)
786	07/24/12	(804.00)	Cash Advance Transaction			Las Vegas, NV		AMEX 5-723003	(804.00)
787	07/26/12	(803.00)	Bank of the West Withdrawal			Los Angeles, CA		BoFA #6446	(803.00)
788	07/27/12	(802.50)	Clark County Withdrawal			Las Vegas, NV		BoFA #6446	(802.50)
789	07/31/12	(803.00)	Chase Withdrawal			Denver, CO		BoFA #6446	(803.00)
790	08/01/12	(403.00)	Security Serv - Withdrawal			Denver, CO		BoFA #6446	(403.00)
791	08/03/12	(503.00)	Wells Fargo Bn - Withdrawal			Los Angeles, CA		BoFA #6446	(503.00)
792	08/07/12	(643.00)	Cash Advance Transaction			Los Angeles, CA		AMEX 5-723003	(643.00)
793	08/10/12	(700.00)	ATM Withdrawal			Los Angeles, CA		BoFA #6446	(700.00)
794	08/13/12	(803.00)	Security Serv - Withdrawal			Denver, CO		BoFA #6446	(803.00)
795	08/16/12	(702.50)	Withdrawal			Denver, CO		BoFA #6446	(702.50)
796	08/17/12	(2,000.00)	CA Tr cash withdrawal from Chk 6446			La Tijera, CA		BoFA #6446	(2,000.00)
797	08/19/12	(603.00)	Cash Advance Transaction			Malibu, CA		AMEX 5-723003	(603.00)
798	08/23/12	(803.00)	Security Serv - Withdrawal			Denver, CO		BoFA #6446	(803.00)
799	08/24/12	(803.00)	Cash Advance Transaction			Los Angeles, CA		AMEX 5-723003	(803.00)
800	08/27/12	(2,000.00)	CA Tr cash withdrawal from Chk 6446			Glenn, CA		BoFA #6446	(2,000.00)
801	08/28/12	(803.00)	Wells Fargo Bn - Withdrawal			Los Angeles, CA		BoFA #6446	(803.00)
802	08/31/12	(803.00)	Wells Fargo Bn - Withdrawal			Los Angeles, CA		BoFA #6446	(803.00)
803	08/05/12	(803.00)	Wells Fargo Bn - Withdrawal			Los Angeles, CA		BoFA #6446	(803.00)
804	09/12/12	(202.50)	Cardtronics - Withdrawal			Denver, CO		BoFA #6446	(202.50)
805	09/12/12	(402.50)	Cardtronics - Withdrawal			Denver, CO		BoFA #6446	(402.50)
806	09/17/12	(800.00)	BankAmerica ATM Withdrawal			Los Angeles, CA		BoFA #6446	(800.00)
807	09/20/12	(803.00)	Security Serv - Withdrawal			Denver, CO		BoFA #6446	(803.00)
808	09/27/12	(803.00)	Chase Withdrawal			Denver, CO		BoFA #6446	(803.00)
809	10/01/12	(1,200.00)	CA Tr cash withdrawal from Chk 6446			El Segundo, CA		BoFA #6446	(1,200.00)
810	10/09/12	(208.00)	US Bank - Withdrawal			Denver, CO		BoFA #6446	(208.00)
811	10/09/12	(503.00)	US Bank - Withdrawal			Denver, CO		BoFA #6446	(503.00)
812	10/14/12	(603.00)	Cash Advance Transaction			Los Angeles, CA		AMEX 5-723003	(603.00)
813	10/18/12	(803.00)	Chase Withdrawal			Denver, CO		BoFA #6446	(803.00)
814	10/22/12	(803.00)	Wells Fargo Bn - Withdrawal			Los Angeles, CA		BoFA #6446	(803.00)
815	10/25/12	(503.00)	Wells Fargo Bn - Withdrawal			Denver, CO		BoFA #6446	(503.00)
816	10/29/12	(802.00)	Wells Fargo Bn - Withdrawal			Denver, CO		BoFA #6446	(802.00)
817	11/04/12	(803.00)	Cash Advance Transaction			Los Angeles, CA		AMEX 5-723003	(803.00)
818	11/06/12	(803.00)	Security Serv - Withdrawal			Denver, CO		BoFA #6446	(803.00)
819	11/06/12	(803.00)	Security Serv - Withdrawal			Denver, CO		BoFA #6446	(803.00)
820	11/14/12	(803.00)	Chase Withdrawal			Denver, CO		BoFA #6446	(803.00)
821	11/15/12	(803.00)	Wells Fargo Bn - Withdrawal			Denver, CO		BoFA #6446	(803.00)
822	11/23/12	(603.00)	Cash Advance Transaction			Los Angeles, CA		AMEX 5-723003	(603.00)

WITHDRAWALS (SORTED BY DATE)

EXHIBIT 3

Please refer to Anthem's December 15, 2015 report.

Ref	Date	Unmatched Amounts	Description				Outflows	
			Source / Use	Credit Number	Location	Notes	Account	Amount
823	11/26/12	(803.00)	Wells Fargo Bn - Withdrawal		Los Angeles, CA		BoFA #5446	(803.00)
824	11/28/12	(305.00)	Columbus Data - Withdrawal		Denver, CO		BoFA #5446	(305.00)
825	11/28/12	(505.00)	Columbus Data - Withdrawal		Denver, CO		BoFA #5446	(505.00)
826	11/29/12	(305.00)	Columbus Data - Withdrawal		Denver, CO		BoFA #5446	(305.00)
827	11/29/12	(505.00)	Columbus Data - Withdrawal		Denver, CO		BoFA #5446	(505.00)
828	12/05/12	(303.00)	Walmart W.P.P. - Withdrawal		Baltimore, MD		BoFA #5446	(303.00)
829	12/06/12	(303.00)	Wells Fargo Bn - Withdrawal		Washington, DC		BoFA #5446	(303.00)
830	12/07/12	(402.85)	Cardtronics - Withdrawal		Dallas, VA		BoFA #5446	(402.85)
831	12/12/12	(503.00)	Cash Advance Transaction		New York, New York		AMEX 5-723003	(503.00)
832	12/13/12	(800.00)	BoFA America ATM Withdrawal		New York, NY		BoFA #5446	(800.00)
833	12/17/12	(303.00)	Security Serv - Withdrawal		Denver, CO		BoFA #5446	(303.00)
834	12/17/12	(303.00)	Chase Withdrawal		Los Angeles, CA		BoFA #5446	(303.00)
835	12/26/12	(1,750.00)	CA Tr cash withdrawal from CHK 6446		San Vicente, CA		BoFA #5446	(1,750.00)
836	01/07/13	(403.00)	Cardtronics - Withdrawal		Englewood, CO		BoFA #5446	(403.00)
837	01/10/13	(403.00)	Security Serv - Withdrawal		Denver, CO		BoFA #5446	(403.00)
838	01/18/13	(563.00)	Chase Withdrawal		Denver, CO		BoFA #5446	(563.00)
839	01/23/13	(801.50)	Withdrawal		Chicago, IL		BoFA #5446	(801.50)
840	01/26/13	(803.00)	Chase Withdrawal		Chicago, IL		BoFA #5446	(803.00)
841	02/06/13	(403.50)	Cardtronics - Withdrawal		Grapevine, TX		BoFA #5446	(403.50)
842	02/06/13	(403.50)	Cardtronics - Withdrawal		Grapevine, TX		BoFA #5446	(403.50)
843	02/12/13	(803.00)	Wells Fargo Bn - Withdrawal		Denver, CO		BoFA #5446	(803.00)
844	02/21/13	(202.50)	Hyatt Regency - Withdrawal		Scottsdale, AZ		BoFA #5446	(202.50)
845	02/21/13	(202.50)	Hyatt Regency - Withdrawal		Scottsdale, AZ		BoFA #5446	(202.50)
846	02/21/13	(202.50)	Hyatt Regency - Withdrawal		Scottsdale, AZ		BoFA #5446	(202.50)
847	02/27/13	(603.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(603.00)
848	03/01/13	(883.00)	Columbus Data - Withdrawal		Las Vegas, NV		BoFA #5446	(883.00)
849	03/05/13	(203.95)	Four Seasons Withdrawal		Denver, CO		BoFA #5446	(203.95)
850	03/11/13	(360.00)	BoFA America ATM Withdrawal		Los Angeles, CA		BoFA #5446	(360.00)
851	03/18/13	(303.75)	Cash Advance Transaction		Hollywood, CA		AMEX 5-723003	(303.75)
852	03/20/13	(203.50)	Hyatt Regency - Withdrawal		Los Angeles, CA		BoFA #5446	(203.50)
853	03/22/13	(803.00)	Union Bank Withdrawal		Fountain Valley, CA		BoFA #5446	(803.00)
854	03/27/13	(803.00)	Wells Fargo Bn - Withdrawal		Denver, CO		BoFA #5446	(803.00)
855	04/03/13	(503.00)	Security Serv - Withdrawal		Denver, CO		BoFA #5446	(503.00)
856	04/12/13	(803.00)	Wells Fargo Bn - Withdrawal		Denver, CO		BoFA #5446	(803.00)
857	04/23/13	(203.50)	Hyatt Regency - Withdrawal		Denver, CO		BoFA #5446	(203.50)
858	04/24/13	(503.00)	Wells Fargo Bn - Withdrawal		Denver, CO		BoFA #5446	(503.00)
859	04/28/13	(503.00)	Firstbank Colo - Withdrawal		Denver, CO		BoFA #5446	(503.00)
860	05/07/13	(803.00)	Security Serv - Withdrawal		Denver, CO		BoFA #5446	(803.00)
861	05/10/13	(343.00)	Security Serv - Withdrawal		Denver, CO		BoFA #5446	(343.00)
862	05/14/13	(303.00)	Withdrawal		Denver, CO		BoFA #5446	(303.00)
863	05/17/13	(303.00)	Columbus Data - Withdrawal		Las Vegas, NV		BoFA #5446	(303.00)
864	05/20/13	(407.23)	HSBC - Withdrawal - Airport		Shanghai		BoFA #5446	(407.23)
865	05/21/13	(407.26)	Shanghai - Withdrawal		Shanghai		BoFA #5446	(407.26)
866	05/28/13	(202.95)	Crowne Plaza - Withdrawal		Mundelein, IL		BoFA #5446	(202.95)
867	05/29/13	(203.50)	Hyatt Regency - Withdrawal		Denver, CO		BoFA #5446	(203.50)
868	06/05/13	(203.50)	Doubletree Clu Withdrawal		Las Vegas, NV		BoFA #5446	(203.50)
869	06/06/13	(803.00)	Security Serv - Withdrawal		Denver, CO		BoFA #5446	(803.00)
870	06/13/13	(300.00)	ATM Withdrawal		Los Angeles, CA		WF #3397	(300.00)
871	06/26/13	(300.00)	ATM Withdrawal		Los Angeles, CA		WF #3397	(300.00)
872	06/26/13	(803.00)	Wells Fargo Bn - Withdrawal		Los Angeles, CA		BoFA #5446	(803.00)
873	06/29/13	(503.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(503.00)
874	07/01/13	(503.00)	Wells Fargo Bn - Withdrawal		Albuquerque, NM		BoFA #5446	(503.00)
875	07/02/13	(700.00)	BoFA America ATM Withdrawal		Phoenix, AZ		BoFA #5446	(700.00)
876	07/14/13	(303.00)	Cash Advance Transaction		Anson, CA		AMEX 5-723003	(303.00)
877	07/16/13	(803.00)	Wells Fargo Bn - Withdrawal		Denver, CO		BoFA #5446	(803.00)
878	07/18/13	(203.50)	Valley JE - Withdrawal		Gypsum, CO		BoFA #5446	(203.50)
879	07/21/13	(763.00)	Security Serv - Withdrawal		Denver, CO		BoFA #5446	(763.00)
880	07/23/13	(202.85)	ATM Withdrawal		Houacking Beach, CA		WF #3397	(202.85)
881	07/31/13	(203.50)	PAI ATM - Withdrawal		Tampa, FL		BoFA #5446	(203.50)
882	07/31/13	(203.50)	PAI ATM - Withdrawal		Tampa, FL		BoFA #5446	(203.50)
883	08/02/13	(802.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(802.00)
884	08/05/13	(400.00)	ATM Withdrawal		Malibu, CA		WF #3397	(400.00)
885	08/05/13	(402.95)	Witz Carlton Withdrawal		Phoenix, AZ		BoFA #5446	(402.95)
886	08/07/13	(503.75)	Four Seasons Withdrawal		Las Vegas, NV		BoFA #5446	(503.75)
887	08/08/13	(403.75)	ATM Withdrawal		Four Seasons LV, NV		WF #3397	(403.75)
888	08/13/13	(203.00)	ATM Withdrawal		Bonita, CA		WF #3397	(203.00)
889	08/13/13	(402.95)	CT 7-11 - Withdrawal		Los Angeles, CA		BoFA #5446	(402.95)
890	08/14/13	(402.00)	ATM Withdrawal		Los Angeles, CA		WF #3397	(402.00)
891	08/14/13	(802.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(802.00)
892	08/15/13	(202.95)	Surf and Sands - Withdrawal		Laguna Beach, CA		BoFA #5446	(202.95)
893	08/15/13	(202.95)	Surf and Sands - Withdrawal		Laguna Beach, CA		BoFA #5446	(202.95)
894	08/16/13	(503.00)	ATM Withdrawal		Los Angeles, CA		WF #3397	(503.00)
895	08/16/13	(42.75)	Cardtronics - Withdrawal		Laguna Beach, CA		BoFA #5446	(42.75)
896	08/16/13	(202.75)	Cardtronics - Withdrawal		Laguna Beach, CA		BoFA #5446	(202.75)
897	08/26/13	(201.50)	Hyatt Regency - Withdrawal		Denver, CO		BoFA #5446	(201.50)
898	08/23/13	(803.00)	Security Serv - Withdrawal		Denver, CO		BoFA #5446	(803.00)
899	08/26/13	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #3397	(500.00)
900	08/27/13	(1,600.00)	CA Tr cash withdrawal from CHK 6446		Los Angeles, CA		BoFA #5446	(1,600.00)
901	09/03/13	(803.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(803.00)
902	09/04/13	(343.75)	ATM Withdrawal		Four Seasons LV, NV		WF #3397	(343.75)

WITHDRAWALS (SORTED BY DATE)

EXHIBIT 3

Please refer to Anthony's December 15, 2015 report.

Ref	Date	Unmatched Amount	Description				Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount
903	09/09/13	(300.00)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
904	09/09/13	(500.00)	ATM Withdrawal		Marina Del Rey, CA		WF x5397	(500.00)
905	09/09/13	(503.00)	Cash Advance Transaction		Marina Del Rey, CA		AMEX 5-723003	(503.00)
906	09/10/13	(1,500.00)	CA Tr cash withdrawal from Chk 6446				BoFA x6446	(1,500.00)
907	09/17/13	(403.00)	Cardtronics - Withdrawal		Orlando, FL		BoFA x6446	(403.00)
908	09/20/13	(402.95)	ATM Withdrawal		Los Angeles, CA		WF x5397	(402.95)
909	09/24/13	(505.00)	Columbus Data - Withdrawal		Denver, CO		BoFA x6446	(505.00)
910	09/26/13	(503.00)	ATM Withdrawal		Torrance, CA		WF x5397	(503.00)
911	09/29/13	(503.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(503.00)
912	09/30/13	(503.00)	ATM Withdrawal		Los Angeles, CA		WF x5397	(503.00)
913	10/03/13	(403.00)	Legacy - Withdrawal		Legacy, CO		BoFA x6446	(403.00)
914	10/07/13	(303.00)	ATM Withdrawal		Sherman Oaks, CA		WF x5397	(303.00)
915	10/07/13	(300.00)	ATM Withdrawal		Marina Del Rey, CA		WF x5397	(300.00)
916	10/07/13	(203.50)	Cardtronics - Withdrawal		Albuquerque, NM		BoFA x6446	(203.50)
917	10/07/13	(342.30)	Zinc Wine Bar and Bi		Albuquerque, NM		AMEX 10-81008/x5-82007	(342.30)
918	10/08/13	(203.50)	Cardtronics - Withdrawal		Albuquerque, NM		BoFA x6446	(203.50)
919	10/08/13	(203.50)	Cardtronics - Withdrawal		Albuquerque, NM		BoFA x6446	(203.50)
920	10/08/13	(102.50)	Gibson Mart - Withdrawal		Albuquerque, NM		BoFA x6446	(102.50)
921	10/13/13	(1,800.00)	CA Tr cash withdrawal from Chk 6446				BoFA x6446	(1,800.00)
922	10/15/13	(603.00)	Cash Advance Transaction		Torrance, CA		AMEX 5-723003	(603.00)
923	10/15/13	(603.00)	Chase - Withdrawal		Greenwood V6, CO		BoFA x6446	(603.00)
924	10/19/13	(502.00)	Cash Advance Transaction		Hollywood, CA		AMEX 5-723003	(502.00)
925	10/21/13	(603.00)	Cash Advance Transaction		Encino, CA		AMEX 5-723003	(603.00)
926	10/23/13	(402.95)	Bitz Carlton Withdrawal		Phoenix, AZ		BoFA x6446	(402.95)
927	10/28/13	(603.00)	Cash Advance Transaction		Torrance, CA		AMEX 5-723003	(603.00)
928	11/07/13	(203.50)	Withdrawal		Atlanta, GA		BoFA x6446	(203.50)
929	11/08/13	(203.50)	PAI ATM - Withdrawal		Atlanta, GA		BoFA x6446	(203.50)
930	11/14/13	(402.95)	Cash Advance Transaction		Huntington Beach, CA		AMEX 5-723003	(402.95)
931	11/14/13	(402.95)	Withdrawal		Huntington Beach, CA		BoFA x6446	(402.95)
932	11/18/13	(660.00)	BoFA America ATM Withdrawal		Phoenix, AZ		BoFA x6446	(660.00)
933	11/19/13	(203.50)	Westin-Phoenix - Withdrawal		Phoenix, AZ		BoFA x6446	(203.50)
934	11/19/13	(203.50)	Westin-Phoenix - Withdrawal		Phoenix, AZ		BoFA x6446	(203.50)
935	11/24/13	(503.00)	Cash Advance Transaction		Malibu, CA		AMEX 5-723003	(503.00)
936	11/25/13	(612.00)	PAI ATM - Withdrawal		Orlando, FL		BoFA x6446	(612.00)
937	12/02/13	(602.50)	First Republic - Withdrawal		Dallas, VA		BoFA x6446	(602.50)
938	12/04/13	(602.50)	First Republic - Withdrawal		Dallas, VA		BoFA x6446	(602.50)
939	12/08/13	(603.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(603.00)
940	12/10/13	(402.50)	ATM Withdrawal		Repatetabono, NJ		WF x5397	(402.50)
941	12/11/13	(203.50)	Cash Advance Transaction		New York, New York		AMEX 5-723003	(203.50)
942	12/13/13	(202.50)	Cash Advance Transaction		Beverly Hills, CA		AMEX 5-723003	(202.50)
943	12/13/13	(202.50)	Cash Advance Transaction		Beverly Hills, CA		AMEX 5-723003	(202.50)
944	12/14/13	(502.00)	Cash Advance Transaction		Hollywood, CA		AMEX 5-723003	(502.00)
945	12/17/13	(503.00)	ATM Withdrawal		Los Angeles, CA		WF x5397	(503.00)
946	12/19/13	(603.00)	Legacy - Withdrawal		Legacy, CO		BoFA x6446	(603.00)
947	12/19/13	(203.50)	Withdrawal		Denver, CO		BoFA x6446	(203.50)
948	12/20/13	(403.00)	Withdrawal		Phoenix, AZ		BoFA x6446	(403.00)
949	12/24/13	(2,000.00)	CA Tr cash withdrawal from Chk 6446				BoFA x6446	(2,000.00)
950	01/04/14	(502.00)	Cash Advance Transaction				AMEX 5-723003	(502.00)
951	01/06/14	(603.00)	Wells Fargo 3n Withdrawal		Greenwood V6, CO		BoFA x6446	(603.00)
952	01/13/14	(403.00)	First Republic - Withdrawal				BoFA x6446	(403.00)
953	01/21/14	(503.00)	ATM Withdrawal US Bank		Sherman Oaks, CA		WF x5397	(503.00)
954	01/21/14	(403.00)	Cash Advance Transaction		Torrance, CA		AMEX 5-723003	(403.00)
955	01/22/14	(503.00)	Cash Advance Transaction		CA		AMEX 5-723003	(503.00)
956	01/25/14	(502.00)	Cash Advance Transaction		Encino, CA		AMEX 5-723003	(502.00)
957	01/27/14	(400.00)	Cash	1571			WF x5397	(400.00)
958	01/27/14	(603.00)	Cash Advance Transaction		West Hollywood, CA		AMEX 5-723003	(603.00)
959	01/27/14	(203.50)	Withdrawal				BoFA x6446	(203.50)
960	01/29/14	(203.50)	Westin Phoenix Withdrawal				BoFA x6446	(203.50)
961	01/30/14	(602.50)	411 North East Withdrawal		Phoenix, AZ		BoFA x6446	(602.50)
962	02/03/14	(603.00)	Bit of the West		Los Angeles, CA		BoFA x6446	(603.00)
963	02/06/14	(603.00)	Cash Advance Transaction		West Hollywood, CA		AMEX 5-723003	(603.00)
964	02/12/14	(203.50)	ATM Withdrawal		Venice Beach CA		WF x5397	(203.50)
965	02/13/14	(603.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(603.00)
966	02/14/14	(600.00)	Bit of America ATM		Los Angeles, CA		BoFA x6446	(600.00)
967	02/18/14	(203.50)	Cardtronics CC Withdrawal		Albuquerque, NM		BoFA x6446	(203.50)
968	02/21/14	(303.00)	ATM Withdrawal		Hollywood CA		WF x5397	(303.00)
969	02/24/14	(300.00)	ATM Withdrawal		Hollywood CA		WF x5397	(300.00)
970	02/25/14	(203.95)	ATM Withdrawal		Beverly Hills, CA		WF x5397	(203.95)

WITHDRAWALS (SORTED BY DATE)

EXHIBIT 3

Please refer to Anthony's December 15, 2015 report.

Ref	Date	Unreconciled Amounts	Description				Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount
971	02/25/14	(502.00)	Cash Advance Transaction		CA		AMEX 5-723003	(502.00)
972	02/27/14	(400.00)	ATM Withdrawal		Hollywood CA		WF 15397	(400.00)
973	03/02/14	(503.00)	Cash Advance Transaction		CA		AMEX 5-723003	(503.00)
974	03/03/14	(302.95)	ATM Withdrawal		Hollywood CA		WF 15397	(302.95)
975	03/03/14	(503.00)	Cash Advance Transaction		West Hollywood, CA		AMEX 5-723003	(503.00)
976	03/03/14	(403.00)	Withdrawal		Los Angeles, CA		BoFA 16446	(403.00)
977	03/06/14	(503.00)	ESOO Penn Blvd		Denver, CO		BoFA 16446	(503.00)
978	03/06/14	(503.00)	ESOO Penn Blvd		Denver, CO		BoFA 16446	(503.00)
979	03/12/14	(283.50)	Vail Valley		Gypsum, CO		BoFA 16446	(283.50)
980	03/13/14	(403.00)	Cash Advance Transaction		CA		AMEX 5-723003	(403.00)
981	03/17/14	(503.00)	Cash Advance Transaction		CA		AMEX 5-723003	(503.00)
982	03/19/14	(503.75)	Cash Advance Transaction		Las Vegas NV		AMEX 5-723003	(503.75)
983	03/20/14	(700.00)	Bank of America ATM		Encino, CA		BoFA 16446	(700.00)
984	03/24/14	(665.61)	OCBC Withdrawal		Singapore		BoFA 16446	(665.61)
985	03/24/14	(591.54)	OCBC Withdrawal		Singapore		BoFA 16446	(591.54)
986	03/26/14	(503.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(503.00)
987	03/26/14	(503.00)	ATM Withdrawal		Encino, CA		WF 15397	(503.00)
988	03/26/14	(403.00)	Cash Advance Transaction		Encino, CA		AMEX 5-723003	(403.00)
989	04/01/14	(503.75)	Cash Advance Transaction		Las Vegas NV		AMEX 5-723003	(503.75)
990	04/02/14	(403.00)	ATM Withdrawal		Encino, CA		WF 15397	(403.00)
991	04/02/14	(403.00)	ATM Withdrawal		Encino, CA		WF 15397	(403.00)
992	04/07/14	(203.50)	Withdrawal		Philadelphia, PA		BoFA 16446	(203.50)
993	04/08/14	(503.50)	Chase Bank Withdrawal		Philadelphia, PA		BoFA 16446	(503.50)
994	04/14/14	(403.00)	ATM Withdrawal		Malibu, CA		WF 15397	(403.00)
995	04/17/14	(503.00)	ESOO Penn Blvd		Denver, CO		BoFA 16446	(503.00)
996	04/17/14	(403.00)	ATM Withdrawal		Marina Del Rey, CA		WF 15397	(403.00)
997	04/22/14	(503.00)	Chase Withdrawal		Dallas, TX		BoFA 16446	(503.00)
998	04/24/14	(1,004.99)	Cash Advance Transaction		Las Vegas NV		AMEX 5-723003	(1,004.99)
999	04/26/14	(503.00)	First Republic Withdrawal		Dallas, TX		BoFA 16446	(503.00)
1000	04/30/14	(403.00)	Bank of the West withdrawal		Torrance, CA		BoFA 16446	(403.00)
1001	04/30/14	(503.00)	Cash Advance Transaction		Torrance, CA		AMEX 5-723003	(503.00)
1002	05/04/14	(798.85)	Cash Advance Transaction				AMEX 5-723003	(798.85)
1003	05/06/14	(557.06)	Chase Withdrawal		Orchard Tower		BoFA 16446	(557.06)
1004	05/12/14	(508.00)	Chase Withdrawal		Phoenix, AZ		BoFA 16446	(508.00)
1005	05/15/14	(300.00)	ATM Withdrawal		Encino, CA		WF 15397	(300.00)
1006	05/17/14	(203.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(203.00)
1007	05/17/14	(203.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(203.00)
1008	05/21/14	(503.25)	ATM Withdrawal		Marina Del Rey, CA		WF 15397	(503.25)
1009	05/23/14	(503.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(503.00)
1010	05/23/14	(10,621.62)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(10,621.62)
1011	05/27/14	(503.00)	Bank of the West withdrawal		Torrance, CA		BoFA 16446	(503.00)
1012	06/02/14	(108.19)	BWS Withdrawal		Amsterdam		BoFA 16446	(108.19)
1013	06/03/14	(403.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(403.00)
1014	06/05/14	(300.00)	ATM Withdrawal		Los Angeles, CA		WF 15397	(300.00)
1015	06/09/14	(122.15)	ATM Withdrawal		Sherman Oaks, CA		WF 15397	(122.15)
1016	06/09/14	(503.00)	Bank of the West withdrawal		Torrance, CA		BoFA 16446	(503.00)
1017	06/10/14	(502.00)	Cash Advance Transaction		Denver CO		AMEX 5-723003	(502.00)
1018	06/13/14	(363.00)	ATM Withdrawal		Marina Del Rey, CA		WF 15397	(363.00)
1019	06/25/14	(503.00)	Cash Advance Transaction		Marina Del Rey, CA		AMEX 5-723003	(503.00)
1020	06/27/14	(403.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(403.00)
1021	06/29/14	(162.75)	The Heritage Bank Withdrawal		Napa, CA		BoFA 16446	(162.75)
1022	06/29/14	(805.99)	3950 Las Vegas withdrawal		Las Vegas, NV		BoFA 16446	(805.99)
1023	06/24/14	(202.50)	ATM Withdrawal		Denver, CO		WF 15397	(202.50)
1024	06/26/14	(300.00)	ATM Withdrawal		Los Angeles, CA		WF 15397	(300.00)
1025	06/27/14	(203.50)	Cash Advance Transaction				AMEX 5-723003	(203.50)
1026	06/28/14	(302.95)	Cash Advance Transaction				AMEX 5-723003	(302.95)
1027	07/01/14	(300.00)	ATM Withdrawal		Marina Del Rey, CA		WF 15397	(300.00)
1028	07/06/14	(303.00)	Cash Advance Transaction		West Hollywood, CA		AMEX 5-723003	(303.00)
1029	07/09/14	(403.00)	Cash Advance Transaction		Torrance, CA		AMEX 5-723003	(403.00)
1030	07/12/14	(703.00)	Cash Advance Transaction		CA		AMEX 5-723003	(703.00)
1031	07/17/14	(203.50)	Vail Valley		Gypsum, CO		BoFA 16446	(203.50)
1032	07/17/14	(203.50)	Vail Valley		Gypsum, CO		BoFA 16446	(203.50)
1033	07/19/14	(703.75)	Cash Advance Transaction		Las Vegas NV		AMEX 5-723003	(703.75)
1034	07/23/14	(503.00)	Bank of the West withdrawal		Torrance, CA		BoFA 16446	(503.00)
1035	07/25/14	(402.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(402.00)
1036	07/29/14	(503.75)	Cash Advance Transaction		Las Vegas NV		AMEX 5-723003	(503.75)
1037	08/03/14	(503.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(503.00)
1038	08/04/14	(700.00)	Bank of America ATM		Los Angeles, CA		BoFA 16446	(700.00)
1039	08/15/14	(500.00)	Bank of America ATM		Hollywood, CA		BoFA 16446	(500.00)
1040	08/15/14	(503.00)	Cash Advance Transaction		Torrance, CA		AMEX 5-723003	(503.00)
1041	08/22/14	(203.25)	Arizona Grand Withdrawal		Phoenix, AZ		BoFA 16446	(203.25)
1042	08/22/14	(503.00)	Chase Withdrawal		Phoenix, AZ		BoFA 16446	(503.00)
1043	08/24/14	(503.00)	Cash Advance Transaction		Van Nuys, CA		AMEX 5-723003	(503.00)
1044	08/26/14	(503.75)	Four Seasons withdrawal		Las Vegas, NV		BoFA 16446	(503.75)
1045	09/02/14	(600.00)	Bank of America ATM		Los Angeles, CA		BoFA 16446	(600.00)
1046	09/02/14	(272.26)	Wise withdrawal		Duke		BoFA 16446	(272.26)
1047	09/03/14	(503.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(503.00)
1048	09/03/14	(10,621.62)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(10,621.62)

Kopod v. Kopod
Las Vegas, Nevada

WITHDRAWALS (SORTED BY DATE)

EXHIBIT 2

Please refer to Anthony's December 15, 2015 report.

Ref	Date	Unmatched Amounts	Description				Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount
1049	09/04/14	(300.00)	ATM Withdrawal		West Hollywood, CA		WF x5397	(300.00)
1050	09/06/14	(603.00)	Cash Advance Transaction		Marina Del Rey, CA		AMEX 5-723003	(603.00)
1051	09/08/14	(549.75)	Four Seasons withdrawal		Las Vegas, NV		BoFA x6446	(549.75)
1052	09/11/14	(200.00)	ATM Withdrawal		Los Angeles, CA		WF x5397	(200.00)
1053	09/15/14	(703.00)	Chase Withdrawal		Scottsdale, AZ		BoFA x6446	(703.00)
1054	09/18/14	(503.00)	Bk of the West withdrawal		Torrance, CA		BoFA x6446	(503.00)
1055	09/29/14	(603.00)	Wells Fargo Bn Withdrawal		Marina Del Rey, CA		BoFA x6446	(603.00)
1056	10/06/14	(603.00)	Chase Withdrawal		Sherman Oaks, CA		BoFA x6446	(603.00)
1057	10/08/14	(108.00)	Cash	1977	Sunnyvale, CA		WF x5397	(108.00)
1058	10/09/14	(403.80)	First Republic Withdrawal		San Francisco, CA		BoFA x6446	(403.80)
1059	10/14/14	(500.00)	ATM Withdrawal		El Segundo, CA		WF x5397	(500.00)
1060	10/14/14	(603.00)	Wells Fargo Bn Withdrawal		El Segundo, CA		BoFA x6446	(603.00)
1061	10/21/14	(203.50)	ESPA/PMDS withdrawal		Colorado Springs, CO		BoFA x6446	(203.50)
1062	10/22/14	(603.00)	Wells Fargo Bn Withdrawal		Los Angeles, CA		BoFA x6446	(603.00)
1063	10/24/14	(543.80)	US Bank withdrawal		Encino, CA		BoFA x6446	(543.80)
1064	10/27/14	(303.15)	Cash Advance Transaction		Marina Del Rey, CA		AMEX 5-723003	(303.15)
1065	10/29/14	(402.50)	Withdrawal		Provo, UT		BoFA x6446	(402.50)
1066	10/30/14	(803.80)	City National withdrawal		Los Angeles, CA		BoFA x6446	(803.80)
1067	11/03/14	(808.00)	Chase Withdrawal		Malibu, CA		BoFA x6446	(808.00)
1068	11/08/14	(602.00)	Wells Fargo Bn Withdrawal		Los Angeles, CA		BoFA x6446	(602.00)
1069	11/12/14	(402.99)	CT Chevron		Malibu Beach, CA		BoFA x6446	(402.99)
1070	11/16/14	(503.00)	Cash Advance Transaction		Hollywood, CA		AMEX 5-723003	(503.00)
1071	11/17/14	(603.00)	Wells Fargo Bn Withdrawal		Sherman Oaks, CA		BoFA x6446	(603.00)
1072	11/19/14	(1,005.99)	Withdrawal		Las Vegas, NV		BoFA x6446	(1,005.99)
1073	11/23/14	(603.00)	Cash Advance Transaction		Los Angeles, CA		AMEX 5-723003	(603.00)
1074	11/24/14	(803.00)	Wells Fargo Bn Withdrawal		Los Angeles, CA		BoFA x6446	(803.00)
1075	11/28/14	(300.00)	ATM Withdrawal		Sherman Oaks, CA		WF x5397	(300.00)
1076	12/01/14	(603.00)	Wells Fargo Bn Withdrawal		W. Hollywood, CA		BoFA x6446	(603.00)
1077	12/02/14	(202.50)	ESPA/PMDS withdrawal		Englewood, CO		BoFA x6446	(202.50)
1078	12/05/14	(300.00)	ATM Withdrawal		Encino, CA		WF x5397	(300.00)
1079	12/08/14	(300.00)	ATM Withdrawal		Sherman Oaks, CA		WF x5397	(300.00)
1080	12/09/14	(202.95)	Cardtronics CC Withdrawal		St. Petersburg, FL		BoFA x6446	(202.95)
1081	12/12/14	(609.00)	Cash Advance Transaction		Marina Del Rey, CA		AMEX 5-723003	(609.00)
1082	12/12/14	(603.00)	Wells Fargo Bn Withdrawal		Marina Del Rey, CA		BoFA x6446	(603.00)
1083	12/15/14	(203.00)	Non-WF ATM Withdrawal		Los Angeles, CA		WF x5397	(203.00)
1084	12/15/14	(203.00)	Non-WF ATM Withdrawal		Los Angeles, CA		WF x5397	(203.00)
1085	12/17/14	(500.00)	ATM Withdrawal		Fourteen Valley, CA		WF x5397	(500.00)
1086	12/19/14	(300.00)	ATM Withdrawal		Agoura, CA		WF x5397	(300.00)
1087	12/22/14	(803.00)	Wells Fargo Bn Withdrawal		Westchester, CA		BoFA x6446	(803.00)
1088	12/29/14	(500.00)	ATM Withdrawal		Hollywood, CA		WF x5397	(500.00)
1089	12/29/14	(400.00)	Cash	2082			WF x5397	(400.00)
1090	12/29/14	(603.00)	Chase Withdrawal		Los Angeles, CA		BoFA x6446	(603.00)
1091	12/29/14	(603.00)	Wells Fargo Bn Withdrawal		W. Hollywood, CA		BoFA x6446	(603.00)
1092	01/02/15	(302.75)	Cardtronics CC Withdrawal		Los Angeles, CA		BoFA x6446	(302.75)
1093	01/12/15	(100.00)	ATM Withdrawal		Sherman Oaks, CA		WF x5397	(100.00)
1094	01/12/15	(800.00)	Withdrawal		HK Airport		BoFA x6446	(800.00)
1095	01/15/15	(803.00)	Wells Fargo Bn Withdrawal		Colorado Springs, CO		BoFA x6446	(803.00)
1096	01/20/15	(203.49)	JAP withdrawal		Los Angeles, CA		BoFA x6446	(203.49)
1097	01/22/15	(500.00)	Bank of America ATM		Los Angeles, CA		BoFA x6446	(500.00)
1098	01/27/15	(204.00)	HW Marriott withdrawal		San Antonio, TX		BoFA x6446	(204.00)
1099	02/02/15	(802.00)	Wells Fargo Bn Withdrawal		Los Angeles, CA		BoFA x6446	(802.00)
1100	02/02/15	(503.95)	Withdrawal		Las Vegas, NV		BoFA x6446	(503.95)
1101	02/03/15	(1,005.99)	3950 Las Vegas withdrawal		Las Vegas, NV		BoFA x6446	(1,005.99)
1102	02/09/15	(300.00)	ATM Withdrawal		Century City, CA		WF x6253	(300.00)
1103	02/09/15	(503.00)	Non-WF ATM Withdrawal		Studio City, CA		WF x6253	(503.00)
1104	02/09/15	(402.50)	Non-WF ATM Withdrawal		Las Vegas, NV		WF x6253	(402.50)
1105	02/17/15	(503.95)	Non-WF ATM Withdrawal		Las Vegas, NV		WF x6253	(503.95)
1106	02/23/15	(502.00)	Chase Withdrawal		Los Angeles, CA		BoFA x6446	(502.00)
1107	02/25/15	(585.99)	3730 Las Vegas withdrawal		Las Vegas, NV		BoFA x6446	(585.99)
1108	03/02/15	(502.00)	Non-WF Withdrawal - Card 0775		Encino, CA		WF x6253	(502.00)
1109	03/04/15	(503.75)	Non-WF ATM Withdrawal - Card 0775		Las Vegas, NV		WF x6253	(503.75)
1110	03/09/15	(600.00)	Bank of America Withdrawal		Encino, CA		BoFA x6446	(600.00)
1111	03/10/15	(385.99)	Withdrawal		Las Vegas, NV		BoFA x6446	(385.99)
1112	03/16/15	(500.00)	ATM Withdrawal - Card 0775		Los Angeles, CA		WF x5397	(500.00)
1113	03/16/15	(203.95)	Withdrawal		Los Angeles, CA		BoFA x6446	(203.95)
1114	03/18/15	(485.99)	Withdrawal		Las Vegas, NV		BoFA x6446	(485.99)
1115	03/20/15	(303.00)	Non-WF ATM Withdrawal - Card 0775		Goleta, CA		WF x5397	(303.00)
1116	03/23/15	(503.00)	Withdrawal		Malibu, CA		BoFA x6446	(503.00)
1117	03/27/15	(485.99)	Non-WF ATM Withdrawal - Card 0775		Las Vegas, NV		WF x6253	(485.99)

Kapriel v. Kapriel
Las Vegas, Nevada

WITHDRAWALS (SORTED BY DATE)

EXHIBIT 3

Please refer to Anthony's December 15, 2015 report.

Ref	Date	Unreconciled Amount	Description				Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount
1118	03/28/15	(603.00)	Century City - Cash Advance		Los Angeles, CA		AMEX S-723003	(603.00)
1119	04/01/15	(483.00)	US Bank Withdrawal		Las Vegas, NV		BoFA #6446	(483.00)
1120	04/06/15	(503.00)	Non-WF Withdrawal		Pacific Palis, CA		WF #5397	(503.00)
1121	04/07/15	(442.75)	Non-WF Withdrawal		Las Vegas, NV		WF #5397	(442.75)
1122	04/13/15	(483.00)	Non-WF Withdrawal		Los Angeles, CA		WF #6253	(483.00)
1123	04/13/15	(485.99)	Non-WF Withdrawal		Las Vegas, NV		WF #6253	(485.99)
1124	04/13/15	(180.00)	Non-WF Withdrawal		Las Vegas, NV		WF #6253	(180.00)
1125	04/17/15	(200.00)	Non-WF Withdrawal		Santa Barbara, CA		WF #6253	(200.00)
1126	04/20/15	(500.00)	Non-WF Withdrawal		Los Angeles, CA		WF #6253	(500.00)
1127	04/21/15	(324.78)	Non-WF Withdrawal		Schöpol, HI		WF #5397	(324.78)
1128	04/22/15	(203.75)	Non-WF Withdrawal		Philadelphia, PA		WF #5397	(203.75)
1129	04/27/15	(485.99)	Non-WF Withdrawal		Las Vegas, NV		WF #6253	(485.99)
1130	05/04/15	(203.75)	Non - WF ATM Withdrawal - Card 0775		Los Angeles, CA		WF #5397	(203.75)
1131	05/04/15	(483.00)	Non - WF ATM Withdrawal - Card 0775		Los Angeles, CA		WF #6253	(483.00)
1132	05/04/15	(483.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(483.00)
1133	05/04/15	(502.00)	Non - WF ATM Withdrawal - Card 0775		Los Angeles, CA		WF #5397	(502.00)
1134	05/11/15	(500.00)	ATM Withdrawal - Card 0775		Encino, CA		WF #6253	(500.00)
1135	05/14/15	(503.00)	Withdrawal		Dulles, VA		BoFA #6446	(503.00)
1136	05/19/15	(505.99)	Non - WF ATM Withdrawal - Card 0775		Las Vegas, NV		WF #6253	(505.99)
1137	05/20/15	(383.00)	Withdrawal		Las Vegas, NV		BoFA #6446	(383.00)
1138	05/22/15	(300.00)	ATM Withdrawal - Card 0775		Los Angeles, CA		WF #6253	(300.00)
1139	05/26/15	(303.00)	Withdrawal		Beverly Hills, CA		BoFA #6446	(303.00)
1140	05/26/15	(503.00)	Withdrawal		Beverly Hills, CA		BoFA #6446	(503.00)
1141	05/27/15	(120.00)	Cash	2196			WF #5397	(120.00)
1142	05/27/15	(505.99)	Withdrawal		Las Vegas, NV		BoFA #6446	(505.99)
1143	06/01/15	(482.50)	ATM Withdrawal		Las Vegas, NV		WF #6253	(482.50)
1144	06/04/15	(402.75)	Withdrawal		Westwood, CA		BoFA #6446	(402.75)
1145	06/08/15	(303.75)	ATM Withdrawal		Marina Del Rey, CA		WF #5397	(303.75)
1146	06/15/15	(510.00)	ATM Withdrawal		Las Vegas, NV		WF #6253	(510.00)
1147	06/15/15	(483.00)	Wells Fargo Withdrawal		Las Vegas, NV		BoFA #6446	(483.00)
1148	06/20/15	(603.00)	Cash Advance Transaction		Woodland Hills, CA		AMEX S-723003	(603.00)
1149	06/24/15	(453.86)	ATM Withdrawal				WF #5397	(453.86)
1150	06/26/15	(786.02)	Withdrawal		Degussa, Hamburg	Bank in Germany?	BoFA #6446	(786.02)
1151	06/29/15	(283.00)	Chase Withdrawal		New York, NY		BoFA #6446	(283.00)
1152	07/01/15	(403.00)	Withdrawal		San Francisco, CA		BoFA #6446	(403.00)
1153	07/04/15	(583.00)	Cash Advance Transaction		Los Angeles, CA		AMEX S-723003	(583.00)
1154	07/06/15	(500.00)	ATM Withdrawal		Los Angeles, CA		WF #6253	(500.00)
1155	07/06/15	(280.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(280.00)
1156	07/07/15	(500.00)	ATM Withdrawal		Torrance, CA		WF #6253	(500.00)
1157	07/09/15	(203.75)	ATM Withdrawal		Denver, CO		WF #6253	(203.75)
1158	07/15/15	(203.50)	Withdrawal		Gypsum, CA		BoFA #6446	(203.50)
1159	07/15/15	(203.54)	Withdrawal		Gypsum, CA		BoFA #6446	(203.54)
1160	07/20/15	(505.99)	Withdrawal		Las Vegas, NV		BoFA #6446	(505.99)
1161	07/23/15	(203.50)	Withdrawal		Philadelphia, PA		BoFA #6446	(203.50)
1162	07/23/15	(203.50)	Withdrawal		Philadelphia, PA		BoFA #6446	(203.50)
1163	07/27/15	(403.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(403.00)
1164	07/28/15	(503.00)	ATM Withdrawal		Los Angeles, CA		WF #6253	(503.00)
1165	08/03/15	(483.75)	Cash Advance Transaction		Las Vegas, NV		AMEX S-723003	(483.75)
1166	08/03/15	(203.00)	Withdrawal		Beverly Hills, CA		BoFA #6446	(203.00)
1167	08/03/15	(203.00)	Withdrawal		Beverly Hills, CA		BoFA #6446	(203.00)
1168	08/06/15	(202.49)	Withdrawal		Hollywood, CA		BoFA #6446	(202.49)
1169	08/07/15	(503.00)	Cash Advance Transaction		Toronto, CA		AMEX S-723003	(503.00)
1170	08/10/15	(120.00)	Cash	2259		Cleaning	WF #5397	(120.00)
1171	08/10/15	(1,080.00)	Cash	2267			WF #5397	(1,080.00)
1172	08/10/15	(603.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(603.00)
1173	08/17/15	(600.00)	Withdrawal		Pasadena, CA		BoFA #6446	(600.00)
1174	08/20/15	(483.00)	Withdrawal		San Francisco, CA		BoFA #6446	(483.00)
1175	08/23/15	(583.00)	Cash Advance Transaction		San Jose, CA		AMEX S-723003	(583.00)
1176	08/28/15	(583.00)	Cash Advance Transaction		San Jose, CA		AMEX S-723003	(583.00)
1177	09/01/15	(202.95)	Cash Advance Transaction		Laguna Beach, CA		AMEX S-723003	(202.95)
1178	09/03/15	(603.00)	U.S. Bank Withdrawal		Los Angeles, CA		BoFA #6446	(603.00)
1179	09/04/15	(203.00)	Withdrawal		Beverly Hills, CA		BoFA #6446	(203.00)
1180	09/08/15	(203.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(203.00)
1181	09/09/15	(203.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(203.00)
1182	09/14/15	(203.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(203.00)
1183	09/16/15	(303.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
1184	09/17/15	(700.00)	Cash	2311			WF #5397	(700.00)
1185	09/21/15	(200.00)	Cash	2378			WF #5397	(200.00)
1186	09/21/15	(303.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
1187	09/23/15	(503.00)	Chase Withdrawal		Los Angeles, CA		BoFA #6446	(503.00)
1188	09/28/15	(303.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
1189	10/05/15	(203.75)	Withdrawal		Los Angeles, CA		BoFA #6446	(203.75)
1190	10/06/15	(503.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(503.00)
1191	10/13/15	(203.25)	Withdrawal		Marina Del Rey, CA		BoFA #6446	(203.25)
1192	10/15/15	(563.75)	Withdrawal		Las Vegas, NV		BoFA #6446	(563.75)
1193	10/19/15	(443.95)	Withdrawal		Las Vegas, NV		BoFA #6446	(443.95)
1194	10/23/15	(503.75)	Withdrawal		Henderson, NV		BoFA #6446	(503.75)
1195	10/26/15	(683.75)	Withdrawal		Henderson, NV		BoFA #6446	(683.75)
1196	11/02/15	(22.00)	Purchase US Bank		Los Angeles, CA		BoFA #6446	(22.00)
1197	11/02/15	(303.00)	Withdrawal		Los Angeles, CA		BoFA #6446	(303.00)
1198	11/04/15	(204.00)	Withdrawal		San Diego, CA		BoFA #6446	(204.00)

Kogut v. Kogut
Las Vegas, Nevada

WITHDRAWALS (SORTED BY DATE)

EXHIBIT 1

Please refer to Anthem's December 15, 2015 report.

Ref	Date	Unreconciled Amount	Description				Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount
1199	11/09/15	(503.00)	Withdrawal		San Diego, CA		BofA #6446	(503.00)
1200	11/12/15	(680.00)	Withdrawal		New York, NY		BofA #6446	(680.00)
1201	11/19/15	(503.00)	Withdrawal		Los Angeles, CA		BofA #6446	(503.00)
1202	11/23/15	(403.00)	Withdrawal		Denver, CO		BofA #6446	(403.00)
TOTAL		(646,312.53)						

EXHIBIT 4

JENNIFER STEINER-RELATED OUTFLOWS (SORTED BY DATE)
Please refer to Anthem's December 15, 2015 report.

EXHIBIT 4

Ref	Date	Unmatched Amounts	AF Category	Description			Inflows		Outflows	
				Source / Use	Location	Notes	Account	Amount	Account	Amount
1	09/24/14	(149.52)	Expenditure for Ms. Steiner - Possible exp.	Marina Del Rey Uquo					AMEX x0-81009/x0-82007	(149.52)
2	09/24/14	(403.60)	Expenditure for Ms. Steiner - Possible exp.	Withdrawal	Marina Del Rey, CA				BoFA x0448	(403.60)
3	09/25/14	(18.18)	Expenditure for Ms. Steiner - Possible exp.	CVS	Marina Del Rey, CA				AMEX x0-81009/x0-82007	(18.18)
4	09/26/14	(1,305.59)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA				AMEX x0-81009/x0-82007	(1,305.59)
5	10/11/14	(399.44)	Expenditure for Ms. Steiner	Marina Beach Marriott	Marina Del Rey, CA				AMEX x0-81009/x0-82007	(399.44)
6	10/12/14	(653.09)	Expenditure for Ms. Steiner	United Airlines	Houston TX	From: Miami International; To: NY Newark Intl; Passenger: Steiner/Jennifer			AMEX x0-81009/x0-82007	(653.09)
7	10/14/14	(246.17)	Expenditure for Ms. Steiner	The Bentley Hotel	Miami Beach FL				AMEX x0-81009/x0-82007	(246.17)
8	10/16/14	(183.99)	Expenditure for Ms. Steiner	Yucca Restaurant	Miami Beach FL				AMEX x0-81009/x0-82007	(183.99)
9	10/17/14	(114.06)	Expenditure for Ms. Steiner	Sugar Factory	Miami Beach FL				AMEX x0-81009/x0-82007	(114.06)
10	10/28/14	(19.47)	Expenditure for Ms. Steiner - Possible exp.	Shell Oil	Miami Beach FL				AMEX x0-81009/x0-82007	(19.47)
11	10/18/14	(29.37)	Expenditure for Ms. Steiner - Possible exp.	Walgreens	Boynton Beach, FL				AMEX x0-81009/x0-82007	(29.37)
12	10/18/14	(105.95)	Expenditure for Ms. Steiner - Possible exp.	Entire Market	Miami Beach FL				AMEX x0-81009/x0-82007	(105.95)
13	10/18/14	(113.34)	Expenditure for Ms. Steiner	Ritz Carlton	FL Lauderdale FL				AMEX x0-81009/x0-82007	(113.34)
14	10/18/14	(148.81)	Expenditure for Ms. Steiner	Sunk House	Miami Beach FL				AMEX x0-81009/x0-82007	(148.81)
15	10/20/14	(9,171.24)	Expenditure for Ms. Steiner - Possible exp.	The Ritz Carlton	Miami Beach FL				AMEX 5-723003	(9,171.24)
16	10/20/14	(88.38)	Expenditure for Ms. Steiner - Possible exp.	Hertz Car Rental	FL	Renter: Kagad/Denali			AMEX x0-81009/x0-82007	(88.38)
17	10/20/14	(90.50)	Expenditure for Ms. Steiner - Possible exp.	Ted-Pass.com	New York NY				AMEX x0-81009/x0-82007	(90.50)
18	10/20/14	(141.81)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA				AMEX x0-81009/x0-82007	(141.81)
19	11/01/14	(51.60)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA				AMEX x0-81009/x0-82007	(51.60)
20	11/07/14	(463.37)	Expenditure for Ms. Steiner	Marriott	Marina Del Rey, CA				Visa x5185	(463.37)
21	11/09/14	(17.00)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA				AMEX x0-81009/x0-82007	(17.00)
22	11/09/14	(17.00)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA				AMEX x0-81009/x0-82007	(17.00)
23	11/09/14	(420.52)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA				AMEX x0-81009/x0-82007	(420.52)
24	11/10/14	(12.00)	Expenditure for Ms. Steiner	Oishi Japanese Restaurant	Provo UT				Visa x5185	(12.00)
25	11/22/14	(563.47)	Expenditure for Ms. Steiner	Marriott	Marina Del Rey, CA				Visa x5185	(563.47)
26	11/27/14	(517.99)	Expenditure for Ms. Steiner	Bacara Resort and Spa	Santa Barbara, CA				Visa x5185	(517.99)
27	12/03/14	(30.26)	Expenditure for Ms. Steiner	Oishi Japanese Rest	Provo UT				AMEX 5-723003	(30.26)
28	12/05/14	(730.48)	Expenditure for Ms. Steiner	Bacara Resort and Spa	Santa Barbara, CA				Visa x5185	(730.48)
29	12/06/14	(16.00)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA				AMEX x0-81009/x0-82007	(16.00)
30	12/06/14	(28.98)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA				AMEX x0-81009/x0-82007	(28.98)
31	12/06/14	(270.90)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA				AMEX x0-81009/x0-82007	(270.90)
32	12/13/14	(576.44)	Expenditure for Ms. Steiner	Marriott	Marina Del Rey, CA				Visa x5185	(576.44)
33	12/18/14	(203.25)	Expenditure for Ms. Steiner - Possible exp.	Non WF ATM Withdrawal	Marina Del Rey, CA				WF x5387	(203.25)
34	12/19/14	(136.46)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA				AMEX 5-723003	(136.46)
35	12/19/14	(402.43)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA				AMEX x0-81009/x0-82007	(402.43)
36	12/19/14	(529.29)	Expenditure for Ms. Steiner - Possible exp.	Bacara Resort and Spa	Santa Barbara, CA				Visa x5185	(529.29)
37	12/20/14	(63.95)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA				AMEX x0-81009/x0-82007	(63.95)
38	12/22/14	(2,179.65)	Expenditure for Ms. Steiner	Bacara Resort & Spa	Santa Barbara, CA				AMEX 5-723003	(2,179.65)

JENNIFER STEINER-RELATED OUTFLOWS (SORTED BY DATE)
Please refer to Anthony's December 16, 2015 report.

EXHIBIT 4

Rescue refer to Anthony's December 28, 2015 report.

Ref	Date	Unmatched Amounts	AF Category	Description			Inflows		Outflows		
				Source / Use	Location	Notes	Account	Amount	Account	Amount	
39	12/30/14	(692.55)	Expenditure for Ms. Steiner	Four Seasons Hotel	West Lake VRI, CA			-	AMEX x0-81009/x0-82007		(692.55)
40	01/01/15	(37.61)	Expenditure for Ms. Steiner - Possible exp.	Chin chin	West Hollywood, CA			-	AMEX x0-81009/x0-82007		(37.61)
41	01/09/15	(406.55)	Expenditure for Ms. Steiner	Andaz	Hollywood, CA			-	AMEX x0-81009/x0-82007		(406.55)
42	01/09/15	(507.46)	Expenditure for Ms. Steiner	Bacara Resort and Spa	Santa Barbara, CA			-	Visa x5185		(507.46)
43	01/04/15	(472.22)	Expenditure for Ms. Steiner	Canary Hotel	Santa Barbara, CA			-	AMEX 5-723003		(472.22)
44	01/13/15	(827.68)	Expenditure for Ms. Steiner	Bacara Resort & Spa	Santa Barbara, CA			-	AMEX x0-81009/x0-82007		(827.68)
45	02/19/15	(24.00)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA			-	AMEX x0-81009/x0-82007		(24.00)
46	02/19/15	(303.38)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA			-	AMEX x0-81009/x0-82007		(303.38)
47	01/11/15	(507.19)	Expenditure for Ms. Steiner - Possible exp.	Marriott	Marina Del Rey, CA			-	Visa x5185		(507.19)
48	01/23/15	(191.32)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA			-	AMEX x0-81009/x0-82007		(191.32)
49	01/23/15	(513.89)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA			-	AMEX x0-81009/x0-82007		(513.89)
50	01/29/15	(203.25)	Expenditure for Ms. Steiner - Possible exp.	SPAY/WDIS withdrawal	Marina Del Rey, CA			-	BoFA x6446		(203.25)
51	01/30/15	(589.06)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA			-	AMEX x0-81009/x0-82007		(589.06)
52	02/04/15	(200.10)	Expenditure for Ms. Steiner	Expedis, Inc.		Passenger: Jennif Cruise Steiner (Salt Lake to Vegas) Departure: 2/12		-	AMEX x0-81009/x0-82007		(200.10)
53	02/06/15	(1,873.19)	Expenditure for Ms. Steiner	The Ritz Carlton	Dana Point, CA			-	AMEX x0-81009/x0-82007		(1,873.19)
54	02/11/15	(3,492.20)	Expenditure for Ms. Steiner - Possible exp.	Virgin America		Passenger: Dennis Rogod (FT Lauderdale/Hol - LAX)		-	AMEX x0-81009/x0-82007		(3,492.20)
55	02/12/15	(241.61)	Expenditure for Ms. Steiner - Possible exp.	Bellaagio - Yellowtail	Las Vegas, NV			-	AMEX x0-81009/x0-82007		(241.61)
56	02/12/15	(819.06)	Expenditure for Ms. Steiner - Possible exp.	Wynn Las Vegas Hotel	Las Vegas, NV	Arrive: 2/12 Departure 2/12		-	AMEX x0-81009/x0-82007		(819.06)
57	02/12/15	(1,013.60)	Expenditure for Ms. Steiner - Possible exp.	Wynn Las Vegas Hotel	Las Vegas, NV	Arrive: 2/12 Departure 2/12		-	AMEX x0-81009/x0-82007		(1,013.60)
58	02/12/15	(803.00)	Expenditure for Ms. Steiner - Possible exp.	Wells Fargo BN Withdrawl	Las Vegas, NV			-	BoFA x6446		(803.00)
59	02/12/15	(20.00)	Expenditure for Ms. Steiner - Possible exp.	TLC Bloomers Florist	Las Vegas, NV			-	Visa x5185		(20.00)
60	02/12/15	(485.99)	Expenditure for Ms. Steiner - Possible exp.	Kan-WF ATM Withdrawal	Las Vegas, NV			-	WF x6253		(485.99)
61	02/13/15	(395.10)	Expenditure for Ms. Steiner	Delta Air Lines		Passenger: Jennif Cruise Steiner (Salt Lake to Vegas) Departure: 2/12		-	AMEX x0-81009/x0-82007		(395.10)
62	02/14/15	(1,561.77)	Expenditure for Ms. Steiner - Possible exp.	W Ft. Lauderdale	Florida	Arrive: 2/18/15 Depart: 2/21/15		-	AMEX x0-81009/x0-82007		(1,561.77)
63	02/18/15	(1,475.26)	Expenditure for Ms. Steiner	Wynn	Las Vegas, NV	Arrive: 2/13/15 Depart: 2/18/15		-	AMEX x0-81009/x0-82007		(1,475.26)
64	02/17/15	(183.10)	Expenditure for Ms. Steiner	Delta Air	Bellevue, WA	Passenger: Steiner/Jennifer		-	Visa x5185		(183.10)
65	02/19/15	1,746.10	Expenditure for Ms. Steiner - Possible exp.	Virgin America		Dennis Rogod TXT #: 9842141519094 Depart: 2/19	AMEX x0-81009/x0-82007	1,746.10			
66	02/19/15	1,746.10	Expenditure for Ms. Steiner - Possible exp.	Virgin America		Jennifer Cruise Steiner TXT #: 9842141519095 Depart: 2/19	AMEX x0-81009/x0-82007	1,746.10			
67	02/19/15	(63.00)	Expenditure for Ms. Steiner	Ritz Carlton	Fl. Lauderdale, FL			-	AMEX x0-81009/x0-82007		(63.00)
68	02/19/15	(79.78)	Expenditure for Ms. Steiner	Tsukuro	Fl. Lauderdale, FL			-	AMEX x0-81009/x0-82007		(79.78)
69	02/19/15	(282.44)	Expenditure for Ms. Steiner	Ritz Carlton	Fl. Lauderdale, FL			-	AMEX x0-81009/x0-82007		(282.44)
70	02/20/15	(56.07)	Expenditure for Ms. Steiner - Possible exp.	Casablanca Cafe	Fl. Lauderdale, FL			-	AMEX x0-81009/x0-82007		(56.07)
71	02/20/15	(237.18)	Expenditure for Ms. Steiner	Sky Thai Sush	Fl. Lauderdale, FL			-	AMEX x0-81009/x0-82007		(237.18)
72	02/22/15	(267.52)	Expenditure for Ms. Steiner	W Ft. Lauderdale	Fl. Lauderdale, FL			-	AMEX 5-723003		(267.52)
73	02/27/15	(85.94)	Expenditure for Ms. Steiner - Possible exp.	Andaz	Hollywood, CA			-	AMEX x0-81009/x0-82007		(85.94)

JENNIFER STEINER-RELATED OUTFLOWS (SORTED BY DATE)
Please refer to Anthony's December 15, 2015 report.

EXHIBIT 4

Ref	Date	Unmatched Amounts	AF Category	Description			Inflows		Outflows	
				Source / Use	Location	Notes	Account	Amount	Account	Amount
74	03/01/15	(69.93)	Expenditure for Ms. Steiner	Andaz	Hollywood, CA			-	AMEX 5-723003	(69.93)
75	03/01/15	(1,296.10)	Expenditure for Ms. Steiner	Delta Air	CA	Passenger: Steiner/Jennifer		-	Visa x5185	(1,296.10)
76	03/01/15	(735.56)	Expenditure for Ms. Steiner - Possible exp.	Santa Barbara - Sporting Goods Store	Santa Barbara, CA			-	AMEX 5-723003	(735.56)
77	03/03/15	(587.74)	Expenditure for Ms. Steiner	Bacara Resort & Spa	Santa Barbara, CA			-	AMEX 5-723003	(587.74)
78	03/03/15	(1,329.24)	Expenditure for Ms. Steiner	Andaz	Hollywood, CA	Arrive: 2/27/15 Depart: 3/2/15		-	AMEX x0-81009/x0-82007	(1,329.24)
79	03/06/15	(113.99)	Expenditure for Ms. Steiner	Bacara Resort & Spa	Santa Barbara, CA			-	AMEX 5-723003	(113.99)
80	03/06/15	(735.95)	Expenditure for Ms. Steiner	Bacara Resort & Spa	Santa Barbara, CA	Arrive: 3/6/15 Depart: 3/6/15		-	AMEX x0-81009/x0-82007	(735.95)
81	03/07/15	895.10	Expenditure for Ms. Steiner	Delta Airlines		Dennis Kogod TKT #: 0062302065826	AMEX x0-81009/x0-82007	395.10		-
82	03/08/15	(10.00)	Expenditure for Ms. Steiner - Possible exp.	LAZ Parking	Hollywood, CA			-	AMEX x0-81009/x0-82007	(10.00)
83	03/08/15	(128.46)	Expenditure for Ms. Steiner	Sushiya	Hollywood, CA			-	AMEX x0-81009/x0-82007	(128.46)
84	03/08/15	(203.31)	Expenditure for Ms. Steiner	Herringtons	Hollywood, CA			-	AMEX x0-81009/x0-82007	(203.31)
85	03/10/15	(1,032.04)	Expenditure for Ms. Steiner	Andaz	Hollywood, CA	Arrive: 3/7/15 Depart: 3/9/15		-	AMEX x0-81009/x0-82007	(1,032.04)
86	03/12/15	(600.00)	Expenditure for Ms. Steiner	Grand America	Salt Lake City, UT	Arrive: 3/12/15 Depart: 3/12/15		-	AMEX 5-723003	(600.00)
87	03/13/15	(178.12)	Expenditure for Ms. Steiner	Bacara Resort & Spa	Santa Barbara, CA			-	AMEX 5-723003	(178.12)
88	03/14/15	(735.95)	Expenditure for Ms. Steiner - Possible exp.	Bacara Resort & Spa	Santa Barbara, CA	Arrive: 3/13/15 Depart: 3/14/15		-	AMEX x0-81009/x0-82007	(735.95)
89	03/15/15	(189.89)	Expenditure for Ms. Steiner	Bacara Ocean House	Santa Barbara, CA			-	AMEX 5-723003	(189.89)
90	03/20/15	(91.75)	Expenditure for Ms. Steiner	Bacara Resort & Spa	Santa Barbara, CA			-	AMEX x0-81009/x0-82007	(91.75)
91	03/23/15	(67.88)	Expenditure for Ms. Steiner - Possible exp.	Pavilions Store	Marina Del Rey, CA			-	SoFi x6448	(67.88)
92	03/25/15	(169.88)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA			-	AMEX 5-723003	(169.88)
93	03/25/15	(2.00)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA	Arrive: 3/23/15 Depart: 3/25/15		-	AMEX x0-81009/x0-82007	(2.00)
94	03/25/15	(1,082.12)	Expenditure for Ms. Steiner	The Ritz Carlton	Marina Del Rey, CA	Arrive: 3/23/15 Depart: 3/25/15		-	AMEX x0-81009/x0-82007	(1,082.12)
95	04/09/15	(20.26)	Expenditure for Ms. Steiner	The Grand America	Salt Lake City, UT			-	AMEX 5-723003	(20.26)
96	04/09/15	(124.77)	Expenditure for Ms. Steiner	The Grand America	Salt Lake City, UT			-	AMEX 5-723003	(124.77)
97	04/13/15	(479.46)	Expenditure for Ms. Steiner - Possible exp.	The Grand America	Salt Lake, UT			-	WF x5397	(479.46)
98	04/15/15	(119.38)	Expenditure for Ms. Steiner	The Grand America	Salt Lake City, UT			-	AMEX 5-723003	(119.38)
99	04/16/15	(21.93)	Expenditure for Ms. Steiner	The Grand America	Salt Lake City, UT			-	AMEX 5-723003	(21.93)
100	04/18/15	(140.79)	Expenditure for Ms. Steiner	The Grand America	Salt Lake City, UT			-	AMEX 5-723003	(140.79)
101	04/18/15	(689.09)	Expenditure for Ms. Steiner	The Grand America	SLC, UT	Arrive: 4/16/15 Depart: 4/16/15		-	AMEX 5-723003	(689.09)
102	04/18/15	(2.50)	Expenditure for Ms. Steiner - Possible exp.	SLC Parking Station	SLC, UT			-	AMEX x0-81009/x0-82007	(2.50)
103	04/18/15	(40.40)	Expenditure for Ms. Steiner - Possible exp.	Takashi	SLC, UT			-	AMEX x0-81009/x0-82007	(40.40)
104	04/24/15	(249.10)	Expenditure for Ms. Steiner	Delta Air	CA	To: Las Vegas From: Salt Lake City TKT #: 0062308893732 Name: Jennifer Steiner djet: 4/29		-	Visa x5185	(249.10)
105	04/24/15	(203.00)	Expenditure for Ms. Steiner - Possible exp.	Non-WF Withdrawal	Santa Barbara, CA			-	WF x5397	(203.00)
106	04/25/15	(916.82)	Expenditure for Ms. Steiner	El Encanto	Santa Barbara, CA	Arrive: 4/23/15 Depart: 4/24/15		-	AMEX 5-723003	(916.82)
107	04/28/15	(162.97)	Expenditure for Ms. Steiner - Possible exp.	The Grand America	SLC, UT			-	AMEX x0-81009/x0-82007	(162.97)
108	04/29/15	(4.00)	Expenditure for Ms. Steiner - Possible exp.	McCarran Airport	Las Vegas, NV			-	AMEX x0-81009/x0-82007	(4.00)
109	04/29/15	(480.00)	Expenditure for Ms. Steiner - Possible exp.	Non-WF Withdrawal	Las Vegas, NV			-	WF x5397	(480.00)
110	05/05/15	(166.48)	Expenditure for Ms. Steiner - Possible exp.	Bacara Resort & Spa	Santa Barbara, CA			-	AMEX x0-81009/x0-82007	(166.48)
111	05/05/15	(384.96)	Expenditure for Ms. Steiner - Possible exp.	Bacara Resort & Spa	Santa Barbara, CA	Arrive: 5/4/15 Depart: 5/5/15		-	AMEX x0-81009/x0-82007	(384.96)
112	05/08/15	(36.47)	Expenditure for Ms. Steiner	Bacara Resort & Spa	Santa Barbara, CA	Arrive: 5/5/15 Depart: 5/6/15		-	AMEX 5-723003	(36.47)
113	05/06/15	(152.41)	Expenditure for Ms. Steiner - Possible exp.	Camtary Hotel	Santa Barbara, CA	Arrive: 5/4/15 Depart: 5/5/15		-	AMEX x0-81009/x0-82007	(152.41)
114	06/21/15	(5.60)	Expenditure for Ms. Steiner	United Airlines		Jennifer Steiner ID: 6/17 From: Santa Barbara To: NY TKT: 01624540634172		-	AMEX x0-81009/x0-82007	(5.60)

Kogod v. Kogod
Las Vegas, NV

JENNIFER STEINER-RELATED OUTFLOWS (SORTED BY DATE)
Please refer to Anthem's December 15, 2015 report.

EXHIBIT 4

Ref	Date	Unmatched Amounts	AF Category	Description			Inflows		Outflows	
				Source / Use	Location	Notes	Account	Amount	Account	Amount
115	06/26/15	(5.60)	Expenditure for Ms. Steiner	American Airline		Jennifer Steiner D.6/27 TKT: 0012305100458		-	AMEX x0-81009/x0-82007	(5.60)
116	06/27/15	5.60	Expenditure for Ms. Steiner	United Airlines - Refund		Jennifer Steiner	AMEX x0-81009/x0-82007	5.60		-
117	08/13/15	(1,705.20)	Expenditure for Ms. Steiner	Delta Airlines		Departure: 8/30 Jennifer Steiner		-	AMEX x0-81009/x0-82007	(1,705.20)
NET TOTAL		(45,099.81)								

EXHIBIT 5

Kogod v. Kogod
Las Vegas, Nevada

YACHT-RELATED OUTFLOWS (SORTED BY DATE)

EXHIBIT 5

Please refer to Anthem's December 15, 2015 report.

Ref	Date	Unmatched Amounts	Description				Inflows		Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1	11/29/12	(55,045.00)	Federal funds to California Yacht Sales Inc.			2007 Cruiser - which was used as a trade in to purchase the 2014 Marquis		-	UBS x27	(55,045.00)
2	12/30/12	(531,032.87)	Federal funds to California Yacht Sales Inc.			2007 Cruiser - which was used as a trade in to purchase the 2014 Marquis		-	UBS x27	(531,032.87)
3	12/23/12	(631.66)	West Marine		Marina Del Rey, CA			-	AMEX 5-729003	(631.66)
4	12/27/12	(174.00)	Dona Jenkins Maritime Doc		CA			-	Visa x3832	(174.00)
5	12/27/12	(13.55)	Esprit	1580				-	WF x5397	(13.55)
6	12/27/12	(2,806.76)	Esprit Marine	1578				-	WF x5397	(2,806.76)
7	12/28/12	(2,802.74)	Yacht Bedding		Los Angeles, CA			-	Visa x3832	(2,802.74)
8	01/08/13	(170.00)	Ignacio Ochoa Online Xenika					-	WF x5397	(170.00)
9	01/11/13	(3,429.40)	Shelter Island Boat Yard		CA			-	Visa x3832	(3,429.40)
10	01/13/13	(2,590.70)	High Seat Fuel Dock					-	AMEX x0-81009/x0-82007	(2,590.70)
11	01/15/13	(4,194.80)	West Coast Yacht and Marine	1455				-	WF x5397	(4,194.80)
12	01/18/13	(2,750.00)	Calyacht Restnt Membership Fees		Marina Del Rey, CA			-	AMEX x0-81009/x0-82007	(2,750.00)
13	01/18/13	(588.57)	West Marine		Marina Del Rey, CA			-	AMEX x0-81009/x0-82007	(588.57)
14	01/24/13	(8,100.00)	West Coast	1461				-	WF x5397	(8,100.00)
15	02/01/13	(385.00)	Shelter Island Sign Shop	1467		731		-	WF x5397	(385.00)
16	02/02/13	(910.50)	Del Rey Fuel		Marina Del Rey, CA			-	AMEX x0-81009/x0-82007	(910.50)
17	02/02/13	(167.67)	Newport Harbor Yacht Club		Newport Beach, CA			-	Visa x3832	(167.67)
18	02/05/13	(228.40)	S and K Dive Online		Marina Del Rey, CA			-	WF x5397	(228.40)
19	02/06/13	(3,700.00)	Seven Seas Electronics	1533				-	WF x5397	(3,700.00)
20	02/07/13	(14,602.00)	Maritime Communications	1549				-	WF x5397	(14,602.00)
21	02/10/13	(574.19)	Del Rey Fuel		Marina Del Rey, CA			-	AMEX x0-81009/x0-82007	(574.19)
22	02/12/13	(208.00)	California Yacht					-	WF x5397	(208.00)
23	02/27/13	(180.17)	Ron's	1486				-	WF x5397	(180.17)
24	02/28/13	(6,000.00)	Ron Tamillo	1091				-	UBS x27	(6,000.00)
25	03/15/13	(271.22)	California Yacht					-	WF x5397	(271.22)
26	03/16/13	(1,421.10)	The Jenkovich Compan		San Pedro, CA			-	AMEX x0-81009/x0-82007	(1,421.10)
27	03/19/13	(195.00)	Del Rey D On-Line Xenika					-	WF x5397	(195.00)
28	03/22/13	(78.40)	S and K Dive Online		Marina Del Rey, CA			-	WF x5397	(78.40)
29	03/26/13	(1,150.00)	Ignacio Ochoa	1488				-	WF x5397	(1,150.00)
30	03/27/13	(5,945.43)	Maritime Communi	1577				-	WF x5397	(5,945.43)
31	03/30/13	(1,160.85)	The Jenkovich Compan		San Pedro, CA			-	AMEX x0-81009/x0-82007	(1,160.85)
32	04/05/13	(3,900.00)	Ron's Marine Service	1597				-	WF x5397	(3,900.00)
33	04/12/13	(110.00)	Ignacio Ochoa	1504		cleaning		-	WF x5397	(110.00)
34	04/13/13	(1,105.97)	The Jenkovich Compan		San Pedro, CA			-	AMEX x0-81009/x0-82007	(1,105.97)
35	04/23/13	(411.96)	California Yacht On-Line					-	WF x5397	(411.96)
36	04/23/13	(203.00)	Del Rey D On-Line Xenika					-	WF x5397	(203.00)
37	04/23/13	(1,165.66)	Maritime Communi Online					-	WF x5397	(1,165.66)
38	04/23/13	(22.13)	Ron's Marine Serv On-Line					-	WF x5397	(22.13)
39	05/03/13	(256.80)	S and K Dive Online		Marina Del Rey, CA			-	WF x5397	(256.80)
40	05/13/13	(214.00)	California Yacht Online					-	WF x5397	(214.00)

YACHT-RELATED OUTFLOWS (SORTED BY DATE)

EXHIBIT 5

Please refer to Anthem's December 15, 2015 report.

Ref	Date	Unmatched Amounts	Description				Inflows		Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
41	05/17/13	(195.00)	Del Rey D On-Line Xenika				-	WF x5397		(195.00)
42	05/26/13	(712.75)	The Jankovich Companian		Padre, CA		-	AMEX 5-723003		(712.75)
43	06/10/13	(170.00)	Ignacio Ochoa Online Xenika				-	WF x5397		(170.00)
44	06/10/13	(78.40)	S and K Dive Online		Marina Del Rey, CA		-	WF x5397		(78.40)
45	06/18/13	(475.36)	California Yacht Online				-	WF x5397		(475.36)
46	06/25/13	(975.00)	Del Rey D On-Line Xenika				-	WF x5397		(975.00)
47	07/01/13	(975.63)	Del Rey Fuel Del Rey		Marina Del Rey, CA		-	AMEX x0-81009/x0-82007		(975.63)
48	07/08/13	(1,048.20)	Rons Marine Serv On-Line				-	WF x5397		(1,048.20)
49	07/10/13	(240.00)	Ron's Marine Service	1659			-	WF x5397		(240.00)
50	07/14/13	(886.91)	Del Rey Fuel		Marina Del Rey, CA		-	AMEX 5-723003		(886.91)
51	07/16/13	(170.00)	Ignacio Ochoa Online Xenika				-	WF x5397		(170.00)
52	07/22/13	(214.00)	California Yacht				-	WF x5397		(214.00)
53	07/22/13	(185.00)	Del Rey D On-Line Xenika				-	WF x5397		(185.00)
54	08/17/13	(566.33)	Del Rey Fuel Del Rey		Marina Del Rey, CA		-	AMEX x0-81009/x0-82007		(566.33)
55	08/20/13	(933.82)	California Yacht				-	WF x5397		(933.82)
56	09/01/13	(793.50)	Del Rey Fuel Del Rey		Marina Del Rey, CA		-	AMEX x0-81009/x0-82007		(793.50)
57	09/11/13	(230.00)	Ignacio Ochoa Online Xenika				-	WF x5397		(230.00)
58	09/17/13	(442.00)	Del Rey D On-Line Xenika				-	WF x5397		(442.00)
59	09/20/13	(2,850.00)	Maritime Communication Corp	1577			-	BoFA x6446		(2,850.00)
60	10/01/13	(214.00)	California Yacht				-	WF x5397		(214.00)
61	10/08/13	(716.94)	Del Rey Fuel Del Rey		Marina Del Rey, CA		-	AMEX x0-81009/x0-82007		(716.94)
62	10/13/13	(135.00)	Del Rey D On-Line Xenika				-	WF x5397		(135.00)
63	10/31/13	(6,963.88)	CA Yacht Club	1046			-	UBS x27		(6,963.88)
64	11/07/13	(4,847.61)	The Boatyard		CA		-	VISA x3832		(4,847.61)
65	11/10/13	(1,082.70)	The Jankovich Compan		San Pedro, CA		-	AMEX x0-81009/x0-82007		(1,082.70)
66	11/15/13	(170.00)	Ignacio Ochoa Online Xenika				-	WF x5397		(170.00)
67	11/15/13	(1,784.25)	California Yacht				-	WF x5397		(1,784.25)
68	11/15/13	(400.00)	Rons Marine Serv On-Line				-	WF x5397		(400.00)
69	11/26/13	(268.00)	Del Rey D On-Line Xenika				-	WF x5397		(268.00)
70	12/16/13	(2,023.25)	California Yacht				-	WF x5397		(2,023.25)
71	12/16/13	(29.00)	Royal Flush Pump Online Xenika				-	WF x5397		(29.00)
72	12/19/13	(2,562.00)	Douglas K Smith				-	WF x5397		(2,562.00)
73	12/19/13	(320.00)	Ignacio Ochoa Online Xenika				-	WF x5397		(320.00)
74	12/23/13	(205.90)	Del Rey D On-Line Xenika				-	WF x5397		(205.90)
75	12/24/13	(327.73)	Rons Marine Serv On-Line				-	WF x5397		(327.73)
76	01/02/14	(29.00)	Bill Pay Royal Flush Pump on-line Xenika on 1/2				-	WF x5397		(29.00)
77	01/06/14	(697.82)	Del Rey Fuel		Marina Del Rey, CA		-	AMEX x0-81009/x0-82007		(697.82)
78	01/07/14	(170.00)	Bill Pay Ignacio Ochoa online Xenika on 1/7				-	WF x5397		(170.00)
79	01/14/14	(526.24)	Bill Pay Rons Marine Serv online No Account Number On 1/14				-	WF x5397		(526.24)
80	01/22/14	(1,998.25)	Bill Pay California Yacht online x25419 on 1/22				-	WF x5397		(1,998.25)
81	01/22/14	(75.00)	Bill Pay Del Rey D online Xenika on 1/22				-	WF x5397		(75.00)
82	01/22/14	(180.00)	Bill Pay Rons Marine Serv online No Account Number On 1/22				-	WF x5397		(180.00)

YACHT-RELATED OUTFLOWS (SORTED BY DATE)

EXHIBIT 5

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Ref	Date	Unmatched Amounts	Description				Inflows		Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
83	01/24/14	(1,277.00)	Jerry's Yacht	1950				-	WF x5397	(1,277.00)
84	02/04/14	(29.00)	Bill Pay Royal Flush Pump online Xenika on 2/4					-	WF x5397	(29.00)
85	02/10/14	(1,277.00)	Jerry's Yacht Mgt	1574				-	WF x5397	(1,277.00)
86	02/13/14	(2,048.25)	Bill Pay California Yacht online x25419 on 2/13					-	WF x5397	(2,048.25)
87	02/18/14	(75.00)	Bill Pay Del Rey D online Xenika on 2/18					-	WF x5397	(75.00)
88	02/24/14	(170.00)	Bill Pay Ignacio Ochoa online Xenika on 2/24					-	WF x5397	(170.00)
89	03/04/14	(400.00)	Bill Pay Rans Marine Serv online No Account Number on 3/4					-	WF x5397	(400.00)
90	03/04/14	(29.00)	Bill Pay Royal Flush Pump online Xenika on 3/4					-	WF x5397	(29.00)
91	03/17/14	(2,034.25)	Bill Pay California Yacht online x25419 on 3/17					-	WF x5397	(2,034.25)
92	03/18/14	(75.00)	Bill Pay Del Rey D online Xenika on 3/18					-	WF x5397	(75.00)
93	04/08/14	(29.00)	Bill Pay Royal Flush Pump online Xenika on 4/8					-	WF x5397	(29.00)
94	04/15/14	(1,998.25)	Bill Pay California Yacht online x25419 on 4/14					-	WF x5397	(1,998.25)
95	04/22/14	(170.00)	Bill Pay Ignacio Ochoa online Xenika on 4/22					-	WF x5397	(170.00)
96	05/01/14	(29.00)	Bill Pay royal Flush Pump online Xenika on 5/1					-	WF x5397	(29.00)
97	05/02/14	(360.20)	Bill Pay Del Rey D online Xenika on 5/2					-	WF x5397	(360.20)
98	05/12/14	(170.00)	Bill Pay Ignacio Ochoa online Xenika on 5/12					-	WF x5397	(170.00)
99	05/29/14	(2,062.02)	Bill Pay California Yacht online x25419 on 5/29					-	WF x5397	(2,062.02)
100	06/03/14	(29.00)	Bill Pay Royal Flush Pump online Xenika on 6/3					-	WF x5397	(29.00)
101	06/16/14	(230.00)	Bill Pay Ignacio Ochoa online Xenika on 6/16					-	WF x5397	(230.00)
102	06/25/14	(120,000.00)	Silver Sea Yacht	1792		The down payment of the Silver Seas Yacht		-	WF x5397	(120,000.00)
103	06/26/14	(340.80)	Bill Pay Del Rey D Online Xenika on 6/26					-	WF x5397	(340.80)
104	06/27/14	(86.39)	West Marine		Orange CA			-	AMEX x0-81009/x0-82007	(86.39)
105	06/27/14	(134.66)	West Marine		Newport Beach, CA			-	AMEX x0-81009/x0-82007	(134.66)
106	06/27/14	(738,795.00)	Federal Funds to Criterion Holdings, LLC at Bank of America			Purchase of Silver Seas Yacht		-	UBS x45	(738,795.00)
107	06/29/14	(150.38)	West Marine		Marina Del Rey, CA			-	AMEX x0-81009/x0-82007	(150.38)
108	06/29/14	(224.13)	West Marine		Marina Del Rey, CA			-	AMEX x0-81009/x0-82007	(224.13)
109	07/01/14	(21.23)	West Marine		Watsonville, CA			-	AMEX x0-81009/x0-82007	(21.23)
110	07/07/14	(103.50)	West Marine		Watsonville, CA			-	AMEX x0-81009/x0-82007	(103.50)
111	07/10/14	(5,389.00)	Douglas K Smith	1080				-	UBS x45	(5,389.00)
112	07/10/14	(2,038.50)	Bill Pay California Yacht online x25419 on 7/10					-	WF x5397	(2,038.50)
113	07/10/14	(29.00)	Bill Pay Royal Flush Pump online Xenika on 7/10					-	WF x5397	(29.00)

Kegod v. Kegod
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YACHT-RELATED OUTFLOWS (SORTED BY DATE)
Please refer to Anthem's December 15, 2015 report.

EXHIBIT 5

Ref	Date	Unmatched Amounts	Description				Inflows		Outflows	
			Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
114	07/11/14	(170.00)	Bill Pay Ignacio Ochoa online Xenika on 7/11					-	WF x5397	(170.00)
115	07/12/14	(65.39)	West Marine		Marina Del Rey, CA			-	AMEX x0-81009/x0-82007	(65.39)
116	07/12/14	(278.74)	West Marine		Marina Del Rey, CA			-	AMEX x0-81009/x0-82007	(278.74)
117	07/15/14	(2,696.47)	Bill Pay California Yacht online x25419 on 7/15					-	WF x5397	(2,696.47)
118	07/31/14	(52.10)	Del Rey Fuel		Marina Del Rey, CA			-	AMEX x0-81009/x0-82007	(52.10)
119	07/31/14	(1,027.63)	Del Rey Fuel		Marina Del Rey, CA			-	AMEX 5-729003	(1,027.63)
120	08/19/14	(3,176.10)	Bill Pay California Yacht online x25419 on 8/19					-	WF x5397	(3,176.10)
121	08/26/14	(210.00)	Bill Pay Del Rey D Online Xenika on 8/26					-	WF x5397	(210.00)
122	08/27/14	(1,559.00)	Jerry's Yacht Mgt	1906				-	WF x5397	(1,559.00)
123	09/21/14	(738.63)	Del Rey Fuel		Marina Del Rey, CA			-	AMEX x0-81009/x0-82007	(738.63)
124	09/24/14	(780.00)	Jerry's Yacht Mgt	1899				-	WF x5397	(780.00)
125	09/25/14	(1,011.19)	Silver Seas	1910				-	WF x5397	(1,011.19)
126	10/23/14	(1,229.40)	Bill Pay Jerry's Yacht Mal online on 10/23					-	WF x5397	(1,229.40)
127	10/26/14	(659.03)	Del Rey Fuel		Marina Del Rey, CA			-	AMEX x0-81009/x0-82007	(659.03)
128	11/18/14	(1,974.12)	Bill Pay California Yacht online x25419 on 11/18					-	WF x5397	(1,974.12)
129	12/03/14	(1,220.00)	Bill Pay Jerry's Yacht Mal online on 12/3					-	WF x5397	(1,220.00)
130	12/09/14	(924.40)	Bill Pay Jerry's Yacht Mal online on 12/9					-	WF x5397	(924.40)
131	12/11/14	(2,295.00)	Bill Pay Dock online on 12/11					-	WF x5397	(2,295.00)
132	12/29/14	(2,295.00)	Bill Pay Dock online on 12/29					-	WF x5397	(2,295.00)
133	01/18/15	(241.95)	West Marine		Marina Del Rey, CA			-	AMEX x0-81009/x0-82007	(241.95)
134	01/20/15	(632.55)	CC Marine Service		Marina Del Rey, CA			-	AMEX x0-81009/x0-82007	(632.55)
135	01/27/15	(810.00)	Bill Pay Jerry's Yacht					-	WF x5397	(810.00)
136	01/28/15	(2,225.00)	Bill Pay Dock					-	WF x5397	(2,225.00)
137	02/23/15	(2,250.00)	Bill Pay Dock					-	WF x5397	(2,250.00)
138	02/24/15	(745.00)	Bill Pay Jerry's Yacht					-	WF x5397	(745.00)
139	03/17/15	(222.00)	Bill Pay California Yacht					-	WF x5397	(222.00)
140	03/25/15	(2,250.00)	Bill Pay Dock					-	WF x5397	(2,250.00)
141	03/26/15	(38.59)	Jerry's Marina		Marina Del Rey, CA			-	BofA x6446	(38.59)
142	04/02/15	(1,125.00)	Bill Pay Jerry's Yacht					-	WF x5397	(1,125.00)
143	04/24/15	(2,250.00)	Bill Pay Dock					-	WF x5397	(2,250.00)
144	04/24/15	(763.72)	Bill Pay Jerry's Yacht					-	WF x5397	(763.72)
145	05/05/15	(289.00)	Bill Pay California Yacht					-	WF x5397	(289.00)
146	05/22/15	(2,250.00)	Bill Pay Dock					-	WF x5397	(2,250.00)
147	05/29/15	(787.50)	Bill Pay Jerry's Yacht					-	WF x5397	(787.50)
148	06/22/15	(473.60)	California Yacht					-	WF x5397	(473.60)
149	07/06/15	990,000.00	Law Offices of Paul S Truss				UBS x45	990,000.00		
150	07/15/15	(830.00)	Jerry's Yacht					-	WF x5397	(830.00)
151	07/21/15	(298.00)	California Yacht					-	WF x5397	(298.00)
NET TOTAL		(626,657.84)								

EXHIBIT 6

Summary

1. The first group of respondents (n = 10) was asked to identify the most important factors influencing their decision to use a mobile app. The results showed that the most important factors were the app's functionality, ease of use, and security.

Page 1 of 3

ASSESSMENTS OF POTENTIAL COMMUNITY-WIDE NOT LISTED WHERE CLASSIFIED

Project: 2013-2014

EXHIBIT 1

Ref	Description	2009	2010	2011	2012	2013	2014	2015	2016	2017	2018	2019	2020	2021	2022	2023	2024	2025	2026	2027	2028	2029	2030	2031	2032	2033	2034	2035	2036	2037	2038	2039	2040	2041	2042	2043	2044	2045	2046	2047	2048	2049	2050	2051	2052	2053	2054	2055	2056	2057	2058	2059	2060	2061	2062	2063	2064	2065	2066	2067	2068	2069	2070	2071	2072	2073	2074	2075	2076	2077	2078	2079	2080	2081	2082	2083	2084	2085	2086	2087	2088	2089	2090	2091	2092	2093	2094	2095	2096	2097	2098	2099	2100	2101	2102	2103	2104	2105	2106	2107	2108	2109	2110	2111	2112	2113	2114	2115	2116	2117	2118	2119	2120	2121	2122	2123	2124	2125	2126	2127	2128	2129	2130	2131	2132	2133	2134	2135	2136	2137	2138	2139	2140	2141	2142	2143	2144	2145	2146	2147	2148	2149	2150	2151	2152	2153	2154	2155	2156	2157	2158	2159	2160	2161	2162	2163	2164	2165	2166	2167	2168	2169	2170	2171	2172	2173	2174	2175	2176	2177	2178	2179	2180	2181	2182	2183	2184	2185	2186	2187	2188	2189	2190	2191	2192	2193	2194	2195	2196	2197	2198	2199	2200	2201	2202	2203	2204	2205	2206	2207	2208	2209	2210	2211	2212	2213	2214	2215	2216	2217	2218	2219	2220	2221	2222	2223	2224	2225	2226	2227	2228	2229	2230	2231	2232	2233	2234	2235	2236	2237	2238	2239	2240	2241	2242	2243	2244	2245	2246	2247	2248	2249	2250	2251	2252	2253	2254	2255	2256	2257	2258	2259	2260	2261	2262	2263	2264	2265	2266	2267	2268	2269	2270	2271	2272	2273	2274	2275	2276	2277	2278	2279	2280	2281	2282	2283	2284	2285	2286	2287	2288	2289	2290	2291	2292	2293	2294	2295	2296	2297	2298	2299	2300	2301	2302	2303	2304	2305	2306	2307	2308	2309	2310	2311	2312	2313	2314	2315	2316	2317	2318	2319	2320	2321	2322	2323	2324	2325	2326	2327	2328	2329	2330	2331	2332	2333	2334	2335	2336	2337	2338	2339	2340	2341	2342	2343	2344	2345	2346	2347	2348	2349	2350	2351	2352	2353	2354	2355	2356	2357	2358	2359	2360	2361	2362	2363	2364	2365	2366	2367	2368	2369	2370	2371	2372	2373	2374	2375	2376	2377	2378	2379	2380	2381	2382	2383	2384	2385	2386	2387	2388	2389	2390	2391	2392	2393	2394	2395	2396	2397	2398	2399	2400	2401	2402	2403	2404	2405	2406	2407	2408	2409	2410	2411	2412	2413	2414	2415	2416	2417	2418	2419	2420	2421	2422	2423	2424	2425	2426	2427	2428	2429	2430	2431	2432	2433	2434	2435	2436	2437	2438	2439	2440	2441	2442	2443	2444	2445	2446	2447	2448	2449	2450	2451	2452	2453	2454	2455	2456	2457	2458	2459	2460	2461	2462	2463	2464	2465	2466	2467	2468	2469	2470	2471	2472	2473	2474	2475	2476	2477	2478	2479	2480	2481	2482	2483	2484	2485	2486	2487	2488	2489	2490	2491	2492	2493	2494	2495	2496	2497	2498	2499	2500	2501	2502	2503	2504	2505	2506	2507	2508	2509	2510	2511	2512	2513	2514	2515	2516	2517	2518	2519	2520	2521	2522	2523	2524	2525	2526	2527	2528	2529	2530	2531	2532	2533	2534	2535	2536	2537	2538	2539	2540	2541	2542	2543	2544	2545	2546	2547	2548	2549	2550	2551	2552	2553	2554	2555	2556	2557	2558	2559	2560	2561	2562	2563	2564	2565	2566	2567	2568	2569	2570	2571	2572	2573	2574	2575	2576	2577	2578	2579	2580	2581	2582	2583	2584	2585	2586	2587	2588	2589	2590	2591	2592	2593	2594	2595	2596	2597	2598	2599	2600	2601	2602	2603	2604	2605	2606	2607	2608	2609	2610	2611	2612	2613	2614	2615	2616	2617	2618	2619	2620	2621	2622	2623	2624	2625	2626	2627	2628	2629	2630	2631	2632	2633	2634	2635	2636	2637	2638	2639	2640	2641	2642	2643	2644	2645	2646	2647	2648	2649	2650	2651	2652	2653	2654	2655	2656	2657	2658	2659	2660	2661	2662	2663	2664	2665	2666	2667	2668	2669	2670	2671	2672	2673	2674	2675	2676	2677	2678	2679	2680	2681	2682	2683	2684	2685	2686	2687	2688	2689	2690	2691	2692	2693	2694	2695	2696	2697	2698	2699	2700	2701	2702	2703	2704	2705	2706	2707	2708	2709	2710	2711	2712	2713	2714	2715	2716	2717	2718	2719	2720	2721	2722	2723	2724	2725	2726	2727	2728	2729	2730	2731	2732	2733	2734	2735	2736	2737	2738	2739	2740	2741	2742	2743	2744	2745	2746	2747	2748	2749	2750	2751	2752	2753	2754	2755	2756	2757	2758	2759	2760	2761	2762	2763	2764	2765	2766	2767	2768	2769	2770	2771	2772	2773	2774	2775	2776	2777	2778	2779	2780	2781	2782	2783	2784	2785	2786	2787	2788	2789	2790	2791	2792	2793	2794	2795	2796	2797	2798	2799	2800	2801	2802	2803	2804	2805	2806	2807	2808	2809	2810	2811	2812	2813	2814	2815	2816	2817	2818	2819	2820	2821	2822	2823	2824	2825	2826	2827	2828	2829	2830	2831	2832	2833	2834	2835	2836	2837	2838	2839	2840	2841	2842	2843	2844	2845	2846	2847	2848	2849	2850	2851	2852	2853	2854	2855	2856	2857	2858	2859	2860	2861	2862	2863	2864	2865	2866	2867	2868	2869	2870	2871	2872	2873	2874	2875	2876	2877	2878	2879	2880	2881	2882	2883	2884	2885	2886	2887	2888	2889	2890	2891	2892	2893	2894	2895	2896	2897	2898	2899	2900	2901	2902	2903	2904	2905	2906	2907	2908	2909	2910	2911	2912	2913	2914	2915	2916	2917	2918	2919	2920	2921	2922	2923	2924	2925	2926	2927	2928	2929	2930	2931	2932	2933	2934	2935	2936	2937	2938	2939	2940	2941	2942	2943	2944	2945	2946	2947	2948	2949	2950	2951	2952	2953	2954	2955	2956	2957	2958	2959	2960	2961	2962	2963	2964	2965	2966	2967	2968	2969	2970	2971	2972	2973	2974	2975	2976	2977	2978	2979	2980	2981	2982	2983	2984	2985	2986	2987	2988	2989	2990	2991	2992	2993	2994	2995	2996	2997	2998	2999	3000	3001	3002	3003	3004	3005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EXHIBIT 7

Kogod v. Kogod
Las Vegas, Nevada

PAYMENTS TO OR ON BEHALF OF DENNIS KOGOD'S FAMILY MEMBERS (SORTED BY DATE)
Please refer to Anthem's December 15, 2013 report.

EXHIBIT 7

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
1	03/04/08	(718.00)	Travel - Airfare	Delta Air Line		Atlanta, GA	From: West Palm Beach FL; To: Atlanta GA; Passenger: Kogod/Marsha	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(718.00)
2	03/04/08	(718.00)	Travel - Airfare	Delta Air Line		Atlanta, GA	From: West Palm Beach FL; To: Atlanta GA; Passenger: Kogod/Sheldon	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(718.00)
3	03/06/08	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod Bill Payment					-	BoFA x6446	(1,000.00)
4	03/14/08	(2,200.00)	Payments to Individuals - Josh Kogod	Joshua Kogod Bill Payment					-	BoFA x6446	(2,200.00)
5	04/04/08	(2,000.00)	Payments to Individuals - Josh Kogod	Joshua Kogod Bill Payment					-	BoFA x6446	(2,000.00)
6	04/04/08	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod Bill Payment					-	BoFA x6446	(1,000.00)
7	04/15/08	(400.00)	Bowling related	Professional Bowlers					-	BoFA x6446	(400.00)
8	05/02/08	(2,000.00)	Payments to Individuals - Josh Kogod	Joshua Kogod Bill Payment					-	BoFA x6446	(2,000.00)
9	05/06/08	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod Bill Payment					-	BoFA x6446	(1,000.00)
10	05/09/08	(400.00)	Payments to Individuals - Josh Kogod	Joshua Kogod Bill Payment					-	BoFA x6446	(400.00)
11	06/04/08	(2,000.00)	Payments to Individuals - Josh Kogod	Joshua Kogod Bill Payment					-	BoFA x6446	(2,000.00)
12	08/01/08	(689.00)	Travel - Airfare	American Airlines		Dallas TX	From: Miami FL; To: Los Angeles CA; Passenger: Kogod/Sheldon	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(689.00)
13	08/01/08	(689.00)	Travel - Airfare	American Airlines		Dallas TX	From: Miami FL; To: Los Angeles CA; Passenger: Kogod/Marsha	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(689.00)
14	08/04/08	(2,000.00)	Payments to Individuals - Josh Kogod	Joshua Kogod Bill Payment					-	BoFA x6446	(2,000.00)
15	08/06/08	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod Bill Payment					-	BoFA x6446	(1,000.00)
16	08/06/08	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod Bill Payment					-	BoFA x6446	(1,000.00)
17	09/04/08	(2,000.00)	Payments to Individuals - Josh Kogod	Joshua Kogod Bill Payment					-	BoFA x6446	(2,000.00)
18	09/05/08	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod Bill Payment					-	BoFA x6446	(1,000.00)
19	10/06/08	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod Bill Payment					-	BoFA x6446	(1,000.00)
20	11/05/08	(2,000.00)	Payments to Individuals - Josh Kogod	Joshua Kogod Bill Payment					-	BoFA x6446	(2,000.00)
21	11/06/08	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod Bill Payment					-	BoFA x6446	(1,000.00)
22	11/13/08	(10.00)	Travel - Airfare	Southwest Airlines		Dallas TX	From: Pittsburgh PA; To: Las Vegas NV; Passenger: Kogod/Joshua	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(10.00)
23	12/05/08	(2,000.00)	Payments to Individuals - Josh Kogod	Joshua Kogod Bill Payment					-	BoFA x6446	(2,000.00)
24	12/05/08	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod Bill Payment					-	BoFA x6446	(1,000.00)
25	12/14/08	(7.50)	Travel - Airfare	Southwest Airlines		Dallas TX	From: Pittsburgh PA; To: St Louis MO/Pittsburgh PA; Passenger: Kogod/Jennifer	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(7.50)
26	01/06/09	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod Bill Payment					-	BoFA x6446	(1,000.00)
27	02/06/09	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod Bill Payment					-	BoFA x6446	(1,000.00)
28	02/25/09	(30.00)	Travel - Airfare	US Airways		Phoenix AZ	Passenger: Kogod/Marsha	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(30.00)
29	02/25/09	(30.00)	Travel - Airfare	US Airways		Phoenix AZ	Passenger: Kogod/Sheldon	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(30.00)
30	02/25/09	(25.00)	Travel - Airfare	US Airways		Phoenix AZ	Passenger: Kogod/Marsha	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(25.00)
31	02/25/09	(25.00)	Travel - Airfare	US Airways		Phoenix AZ	Passenger: Kogod/Sheldon	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(25.00)

Kogod v. Kogod
Las Vegas, Nevada

PAYMENTS TO OR ON BEHALF OF DENNIS KOGOD'S FAMILY MEMBERS (SORTED BY DATE)
Please refer to Anthony's December 15, 2015 report.

EXHIBIT 2

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
32	02/25/09	(10.00)	Travel - Airfare	US Airways		Phoenix AZ	From: Ft Lauderdale FL; To: Charlotte NC; Passenger: Kogod/Sheldon		-	AMEX #8-89008/#8-88000	(10.00)
33	02/25/09	(10.00)	Travel - Airfare	US Airways		Phoenix AZ	From: Ft Lauderdale FL; To: Charlotte NC; Passenger: Kogod/Marsha		-	AMEX #8-89008/#8-88000	(10.00)
34	03/06/09	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod Bill Payment					-	BoFA #6446	(1,000.00)
35	04/01/09	(2,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	379				-	BoFA #6446	(2,000.00)
36	05/05/09	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	386				-	BoFA #6446	(1,000.00)
37	06/19/09	(2,574.00)	Rent: Broadcast (CA)	Broadcast Center Apts	377		#105		-	BoFA #6446	(2,574.00)
38	05/23/09	(9,038.73)	Rent: Broadcast (CA)	Broadcast Center		Los Angeles, CA			-	AMEX #5-775003	(9,038.73)
39	06/12/09	(7,000.00)	Payments to Individuals - Josh Kogod	Josh Kogod	330				-	BoFA #6446	(7,000.00)
40	07/01/09	(2,399.00)	Rent: Broadcast (CA)	Broadcast Center	344		#105		-	BoFA #6446	(2,399.00)
41	07/03/09	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	340				-	BoFA #6446	(1,000.00)
42	07/29/09	(10.00)	Travel - Airfare	Southwest Airlines		Dallas TX	From: Fort Lauderdale FL; To: Houston TX; Passenger: Kogod/Mitchell Craig		-	AMEX #8-89008/#8-88000	(10.00)
43	07/31/09	(401.00)	Travel - Airfare	Spirit Airlines		Miami FL	From: Fort Lauderdale FL; To: Los Angeles CA; Passenger: Kogod/M		-	AMEX #8-89008/#8-88000	(401.00)
44	07/31/09	(24.00)	Travel - Airfare	Spirit Airlines		Miami FL	From: Fort Lauderdale FL; To: Los Angeles CA; Passenger: Kogod/M		-	AMEX #8-89008/#8-88000	(24.00)
45	08/04/09	(1,000.00)	Payments to Individuals - Sheldon Kogod	S. Kogod	406				-	BoFA #6446	(1,000.00)
46	08/04/09	(2,399.00)	Rent: Broadcast (CA)	Broadcast Center	403		Apt. 205 Aug Rent		-	BoFA #6446	(2,399.00)
47	09/03/09	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	410				-	BoFA #6446	(1,000.00)
48	09/03/09	(2,399.00)	Rent: Broadcast (CA)	Broadcast Center	415		205		-	BoFA #6446	(2,399.00)
49	09/23/09	(600.00)	Payments to Individuals - Sheldon Kogod	S. Kogod	416				-	BoFA #6446	(600.00)
50	09/29/09	(2,399.00)	Rent: Broadcast (CA)	Broadcast Center	421		205		-	BoFA #6446	(2,399.00)
51	10/05/09	(1,000.00)	Payments to Individuals - Sheldon Kogod	S. Kogod	420				-	BoFA #6446	(1,000.00)
52	10/26/09	(5.00)	Travel - Airfare	Southwest Airlines		Dallas TX	From: Los Angeles CA; To: Las Vegas NV; Passenger: Kogod/Sheldon Joseph		-	AMEX #8-89008/#8-88000	(5.00)
53	10/26/09	(5.00)	Travel - Airfare	Southwest Airlines		Dallas TX	From: Los Angeles CA; To: Las Vegas NV; Passenger: Kogod/Marsha Barbara		-	AMEX #8-89008/#8-88000	(5.00)
54	10/30/09	(2,399.00)	Rent: Broadcast (CA)	Broadcast Center Bill Payment					-	BoFA #6446	(2,399.00)
55	11/03/09	(1,500.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	423				-	BoFA #6446	(1,500.00)
56	11/12/09	(244.60)	Travel - Airfare	Delta Air Line		Los Angeles, CA	From: Fort Lauderdale FL; To: Los Angeles CA; Passenger: Palardy/Charles Rene		-	AMEX #8-89008/#8-88000	(244.60)
57	11/12/09	(244.60)	Travel - Airfare	Delta Air Line		Los Angeles, CA	From: Fort Lauderdale FL; To: Los Angeles CA; Passenger: Palardy/Beverly Caro		-	AMEX #8-89008/#8-88000	(244.60)
58	11/12/09	(287.70)	Travel - Airfare	Southwest Airlines		Dallas TX	From: Los Angeles CA; To: Nashville TN; Passenger: Palardy/Charles		-	AMEX #8-89008/#8-88000	(287.70)
59	11/12/09	(287.70)	Travel - Airfare	Southwest Airlines		Dallas TX	From: Los Angeles CA; To: Nashville TN; Passenger: Palardy/Beverly Caro		-	AMEX #8-89008/#8-88000	(287.70)
60	11/12/09	(5.00)	Travel - Airfare	Southwest Airlines		Dallas TX	From: Los Angeles CA; To: Las Vegas NV; Passenger: Palardy/Charles Rene		-	AMEX #8-89008/#8-88000	(5.00)
61	11/12/09	(5.00)	Travel - Airfare	Southwest Airlines		Dallas TX	From: Los Angeles CA; To: Las Vegas NV; Passenger: Palardy/Beverly Caro		-	AMEX #8-89008/#8-88000	(5.00)
62	11/16/09	(10.00)	Travel - Airfare	Southwest Airlines		Dallas TX	From: West Palm Beach FL; To: Tampa FL; Passenger: Kogod/Barbara		-	AMEX #8-89008/#8-88000	(10.00)
63	12/03/09	(1,000.00)	Payments to Individuals - Sheldon Kogod	S. Kogod	542				-	BoFA #6446	(1,000.00)
64	12/07/09	(2,399.00)	Rent: Broadcast (CA)	Broadcast Center Bill Payment					-	BoFA #6446	(2,399.00)
65	01/05/10	(1,000.00)	Payments to Individuals - Sheldon Kogod	S. Kogod	240				-	BoFA #6446	(1,000.00)
66	01/07/10	(2,399.00)	Rent: Broadcast (CA)	Broadcast Center Bill Payment					-	BoFA #6446	(2,399.00)
67	01/08/10	(150.00)	Travel - Airfare	US Airways		Winston NC	Passenger: Kogod/Sheldon		-	AMEX #8-89008/#8-88000	(150.00)

Kogod v. Kogod
Las Vegas, Nevada

PAYMENTS TO OR ON BEHALF OF DENNIS KOGOD'S FAMILY MEMBERS (SORTED BY DATE)
Please refer to Anthony's December 15, 2015 report.

EXHIBIT 7

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
68	01/08/10	(150.00)	Travel - Airfare	US Airways		Winston NC	Passenger: Kogod/Marsha		-	AMEX x8-89006/x8-88000	(150.00)
69	01/13/10	(211.40)	Travel - Airfare	US Airways		Phoenix AZ	From: Fort Lauderdale FL To: Phoenix AZ; Passenger: Kogod/Marsha Barbara		-	AMEX x8-89006/x8-88000	(211.40)
70	01/13/10	(211.40)	Travel - Airfare	US Airways		Phoenix AZ	From: Fort Lauderdale FL To: Phoenix AZ; Passenger: Kogod/Sheldon Joseph		-	AMEX x8-89006/x8-88000	(211.40)
71	01/13/10	(25.00)	Travel - Airfare	US Airways		Phoenix AZ	Passenger: Kogod/Marsha Barbara		-	AMEX x8-89006/x8-88000	(25.00)
72	01/13/10	(25.00)	Travel - Airfare	US Airways		Phoenix AZ	Passenger: Kogod/Sheldon Joseph		-	AMEX x8-89006/x8-88000	(25.00)
73	01/29/10	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	244				-	BoFA x6446	(1,000.00)
74	01/29/10	(2,399.00)	Rent: Broadcast (CA)	Broadcast Center Bill Payment					-	BoFA x6446	(2,399.00)
75	02/21/10	(329.40)	Travel - Airfare	Delta Air Line		Los Angeles, CA	From: Atlanta GA To: Los Angeles CA;		-	AMEX x8-89006/x8-88000	(329.40)
76	02/21/10	(329.40)	Travel - Airfare	Delta Air Line		Los Angeles, CA	From: Atlanta GA To: Los Angeles CA; Passenger: Kogod/Mitchell		-	AMEX x8-89006/x8-88000	(329.40)
77	02/21/10	(329.40)	Travel - Airfare	Delta Air Line		Los Angeles, CA	From: Atlanta GA To: Los Angeles CA; Passenger: Kogod/Dana		-	AMEX x8-89006/x8-88000	(329.40)
78	02/26/10	(2,399.00)	Rent: Broadcast (CA)	Broadcast Center Bill Payment					-	BoFA x6446	(2,399.00)
79	03/02/10	(1,000.00)	Payments to Individuals - S. Kogod	S. Kogod	431				-	BoFA x6446	(1,000.00)
80	03/19/10	(2,399.00)	Rent: Broadcast (CA)	Broadcast Center Bill Payment					-	BoFA x6446	(2,399.00)
81	04/02/10	(1,000.00)	Payments to Individuals - S. Kogod	S. Kogod	429				-	BoFA x6446	(1,000.00)
82	04/19/10	(2,500.00)	Payments to Individuals - Josh Kogod	Josh Kogod	435				-	BoFA x6446	(2,500.00)
83	04/24/10	(2,399.00)	Rent: Broadcast (CA)	Broadcast Center Bill Payment					-	BoFA x6446	(2,399.00)
84	05/03/10	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	438				-	BoFA x6446	(1,000.00)
85	05/10/10	(750.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	448				-	BoFA x6446	(750.00)
86	05/26/10	(2,399.00)	Rent: Broadcast (CA)	Broadcast Center Bill Payment					-	BoFA x6446	(2,399.00)
87	06/01/10	(1,000.00)	Payments to Individuals - S. Kogod	S. Kogod	457				-	BoFA x6446	(1,000.00)
88	06/25/10	(447.40)	Travel - Airfare	American Airlines		Dallas TX	From: West Palm Beach FL To: Dallas/Ft Worth TX; Passenger: Kogod/Marsha		-	AMEX x8-89006/x8-88000	(447.40)
89	06/25/10	(377.40)	Travel - Airfare	US Airways		Phoenix TX	From: Los Angeles CA To: Phoenix AZ; Passenger: Kogod/Sheldon		-	AMEX x8-89006/x8-88000	(377.40)
90	06/25/10	(377.40)	Travel - Airfare	US Airways		Phoenix TX	From: Los Angeles CA To: Phoenix AZ; Passenger: Kogod/Marsha Barbara		-	AMEX x8-89006/x8-88000	(377.40)
91	06/25/10	(25.00)	Travel - Airfare	US Airways		Phoenix TX	Passenger: Kogod/Sheldon		-	AMEX x8-89006/x8-88000	(25.00)
92	06/25/10	(25.00)	Travel - Airfare	US Airways		Phoenix TX	Passenger: Kogod/Marsha Barbara		-	AMEX x8-89006/x8-88000	(25.00)
93	06/29/10	(2,399.00)	Rent: Broadcast (CA)	Broadcast Center Bill Payment					-	BoFA x6446	(2,399.00)
94	07/01/10	(150.00)	Rent: Broadcast (CA)	Broadcast Center Bill Payment					-	BoFA x6446	(150.00)
95	07/07/10	(1,000.00)	Payments to Individuals - S. Kogod	S. Kogod	459				-	BoFA x6446	(1,000.00)
96	07/15/10	(1,000.00)	Payments to Individuals - Josh Kogod	Bill Pay Josh Kogod online No Account Number					-	WFF x5397	(1,000.00)
97	07/29/10	(2,549.00)	Rent: Broadcast (CA)	Broadcast Center Bill Payment					-	BoFA x6446	(2,549.00)
98	08/03/10	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	461				-	BoFA x6446	(1,000.00)
99	08/27/10	(2,549.00)	Rent: Broadcast (CA)	Broadcast Center Bill Payment					-	BoFA x6446	(2,549.00)
100	09/03/10	(1,000.00)	Payments to Individuals - S. Kogod	S. Kogod	1019				-	WFF x5397	(1,000.00)
101	09/29/10	(2,549.00)	Rent: Broadcast (CA)	Broadcast Center Bill Payment					-	BoFA x6446	(2,549.00)
102	10/04/10	(1,000.00)	Payments to Individuals - S. Kogod	S. Kogod	1128				-	WFF x5397	(1,000.00)
103	10/29/10	(2,549.00)	Rent: Broadcast (CA)	Broadcast Center Bill Payment					-	BoFA x6446	(2,549.00)
104	11/05/10	(1,000.00)	Payments to Individuals - S. Kogod	S. Kogod	1142				-	WFF x5397	(1,000.00)

PAYMENTS TO OR ON BEHALF OF DENNIS KOGOD'S FAMILY MEMBERS (SORTED BY DATE)

EXHIBIT 7

Please refer to Anthem's December 15, 2015 report.

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
105	11/29/10	(2,549.00)	Rent: Broadcast (CA)	Broadcast Center B/R Payment						BoFA #6446	(2,549.00)
106	11/30/10	(130.40)	Travel - Airfare	American Airlines			From: West Palm Beach To: Los Angeles, CA			AMEX #8-89008/#8-	(130.40)
107	11/30/10	(130.40)	Travel - Airfare	American Airlines			From: West Palm Beach To: Los Angeles, CA TKT #: 00123254538820 Passenger: Marsha Kogod Depart: 11/30			AMEX #8-89008/#8-89000	(130.40)
108	12/01/10	(1,000.00)	Payments to Individuals - Sheldon Kogod	S. Kogod	1148					WF #5397	(1,000.00)
109	12/01/10	(130.40)	Travel - Airfare	US Airways			From: Los Angeles, CA To: Fort Lauderdale, FL TKT #: 03714115838601 Passenger: Sheldon			AMEX #8-89008/#8-88000	(130.40)
110	12/01/10	(130.40)	Travel - Airfare	US Airways			From: Los Angeles, CA To: Fort Lauderdale, FL TKT #: 03714115838612 Passenger: Marsha Kogod Depart: 2/2			AMEX #8-89008/#8-88000	(130.40)
111	12/22/10	(1,500.00)	Rent: Broadcast (CA)	Broadcast	1118		Sec. Deposit			WF #5397	(1,500.00)
112	12/22/10	(810.30)	Rent: Broadcast (CA)	Broadcast	1113					WF #5397	(810.30)
113	12/18/10	(142.00)	Rent: Broadcast (CA)	Broadcast	1108		Rent Increase Apt. 206			WF #5397	(142.00)
114	12/29/10	(2,549.00)	Rent: Broadcast (CA)	Broadcast Center B/R Payment						BoFA #6446	(2,549.00)
115	01/03/11	(1,000.00)	Payments to Individuals - S. Kogod	S. Kogod	1104					WF #5397	(1,000.00)
116	01/18/11	(450.00)	Payments to Individuals - Sheldon Kogod	S. Kogod	1076					WF #5397	(450.00)
117	01/28/11	(2,691.00)	Rent: Broadcast (CA)	Broadcast Center B/R Payment						BoFA #6446	(2,691.00)
118	02/02/11	(1,750.00)	Payments to Individuals - Josh Kogod	B/R Pay Joshua Kogod Online No Account						WF #5397	(1,750.00)
119	02/28/11	(1,500.00)	Payments to Individuals - Josh Kogod	B/R Pay Joshua Kogod online No Account						WF #5397	(1,500.00)
120	02/28/11	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1090					WF #5397	(1,000.00)
121	02/19/11	(2,549.00)	Rent: Broadcast (CA)	Broadcast Center B/R Payment						BoFA #6446	(2,549.00)
122	04/01/11	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1081					WF #5397	(1,000.00)
123	04/04/11	(2,691.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	1032					WF #5397	(2,691.00)
124	05/03/11	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1046					WF #5397	(1,000.00)
125	05/03/11	(2,691.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	1047					WF #5397	(2,691.00)
126	05/10/11	(350.00)	Payments to Individuals - Marsha Kogod	Marsha Kogod	1042					WF #5397	(350.00)
127	05/16/11	(350.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1015					WF #5397	(350.00)
128	05/31/11	(1,000.00)	Payments to Individuals - Sheldon Kogod	S. Kogod	1041					WF #5397	(1,000.00)
129	06/02/11	(2,691.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	1051					WF #5397	(2,691.00)
130	06/24/11	(65.00)	Dues & Subscriptions - Sheldon Kogod - Annual Membership Fee	Sheldon Kogod - Annual Membership Fee						AMEX #8-89008/#8-	(65.00)
131	06/29/11	(1,000.00)	Payments to Individuals - Sheldon Kogod	S. Kogod	1057					WF #5397	(1,000.00)
132	07/01/11	(2,691.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	1058					WF #5397	(2,691.00)
133	08/01/11	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1153					WF #5397	(1,000.00)
134	08/02/11	(2,691.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	1160					WF #5397	(2,691.00)
135	08/03/11	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1160					WF #5397	(1,000.00)
136	09/03/11	(2,691.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	1159					WF #5397	(2,691.00)
137	10/03/11	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1204					WF #5397	(1,000.00)
138	10/03/11	(2,691.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	1205					WF #5397	(2,691.00)
139	11/02/11	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1218					WF #5397	(1,000.00)
140	11/02/11	(2,691.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	1219					WF #5397	(2,691.00)
141	11/15/11	(1,000.00)	Payments to Individuals - Josh Kogod	Josh Kogod	1252					WF #5397	(1,000.00)

Kogod v. Kogod
Los Vegas, Nevada

PAYMENTS TO OR ON BEHALF OF DENNIS KOGOD'S FAMILY MEMBERS (SORTED BY DATE)
Please refer to Exhibit's December 15, 2015 report.

EXHIBIT 7

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
142	12/05/11	(1,100.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1263			WF x5397	-	WF x5397	(1,100.00)
143	12/02/11	(2,691.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	1281			WF x5397	-	WF x5397	(2,691.00)
144	01/03/12	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1178			WF x5397	-	WF x5397	(1,000.00)
145	01/03/12	(2,691.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	1179			WF x5397	-	WF x5397	(2,691.00)
146	08/23/12	(709.30)	Travel - Airfare	Virgin America			From: Los Angeles To: Ft. Lauderdale (round)	AMEX x8-89008/x8-	-	AMEX x8-89008/x8-	(709.30)
147	02/01/12	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1231			WF x5397	-	WF x5397	(1,000.00)
148	02/06/12	(2,691.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	1232			WF x5397	-	WF x5397	(2,691.00)
149	02/29/12	(25.00)	Travel - Airfare	Virgin America			Name: Marsha Kogod TKT #: 98426005657431	AMEX x8-89008/x8-	-	AMEX x8-89008/x8-	(25.00)
150	02/29/12	(25.00)	Travel - Airfare	Virgin America			Name: Sheldon Kogod TKT #: 98426005657416 depart: 2/29	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(25.00)
151	03/01/12	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1301			WF x5397	-	WF x5397	(1,000.00)
152	03/01/12	(2,715.97)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	1302			WF x5397	-	WF x5397	(2,715.97)
153	03/06/12	25.00	Travel - Airfare	Virgin America - credit			Sheldon Kogod TKT #: 9842600565741	AMEX x8-89008/x8-88000	25.00		-
154	03/06/12	25.00	Travel - Airfare	Virgin America - credit			Marsha Kogod TKT #: 9842600565743	AMEX x8-89008/x8-88000	25.00		-
155	03/18/12	(5.00)	Travel - Airfare	United Airline			From: Los Angeles To: Kahului (roundtrip) dprt: 4/15 TKT #: 01623214713854 Name: Sheldon Kogod	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(5.00)
156	03/18/12	(5.00)	Travel - Airfare	United Airline			From: Los Angeles To: Kahului (roundtrip) dprt: 4/15 TKT #: 01623214713875 Name: Marsha Kogod	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(5.00)
157	04/02/12	(2,759.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod				WF x5397	-	WF x5397	(2,759.00)
158	04/03/12	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1314			WF x5397	-	WF x5397	(1,000.00)
159	04/11/12	(3,187.00)	Auto Related - Hyundai	Hyundai		Van Nuys, CA		AMEX 5-723003	-	AMEX 5-723003	(3,187.00)
160	04/30/12	(7.50)	Travel - Airfare	United Airlines - special service ticket			From: Pittsburgh To: Chicago, Los Angeles, Pittsburgh TKT#: 01623214713854 Name: Jennifer Kogod dprt: 5/17	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(7.50)
161	04/30/12	(7.50)	Travel - Airfare	United Airlines - special service ticket			From: Pittsburgh To: Chicago, Los Angeles, Pittsburgh TKT#: 01623214713854 Name: Courtney Kogod dprt: 5/17	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(7.50)
162	04/30/12	(7.50)	Travel - Airfare	United Airlines - special service ticket			From: Pittsburgh To: Chicago, Los Angeles, Pittsburgh TKT#: 01623214713854 Name: Courtney Kogod dprt: 5/17	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(7.50)
163	04/30/12	(7.50)	Travel - Airfare	United Airlines - special service ticket			From: Pittsburgh To: Chicago, Los Angeles, Pittsburgh TKT#: 01623214713854 Name: Courtney Kogod dprt: 5/17	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(7.50)
164	04/30/12	(7.50)	Travel - Airfare	United Airlines - special service ticket			From: Pittsburgh To: Chicago, Los Angeles, Pittsburgh TKT#: 01623214713854 Name: Courtney Kogod dprt: 5/17	AMEX x8-89008/x8-88000	-	AMEX x8-89008/x8-88000	(7.50)
165	05/02/12	(1,000.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1411			WF x5397	-	WF x5397	(1,000.00)
166	05/02/12	(2,759.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	1412			WF x5397	-	WF x5397	(2,759.00)
167	05/07/12	(10.00)	Travel - Airfare	Southwest Airlines			From: Ft. Lauderdale To: Kansas City, MO	AMEX x8-89008/x8-	-	AMEX x8-89008/x8-	(10.00)
168	05/24/12	(1,000.00)	Payments to Individuals - Josh Kogod	Josh Kogod	1418			WF x5397	-	WF x5397	(1,000.00)
169	06/04/12	(820.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1377			WF x5397	-	WF x5397	(820.00)
170	06/04/12	(2,759.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	1376			WF x5397	-	WF x5397	(2,759.00)
171	06/16/12	(1,000.00)	Payments to Individuals - Mitchell Kogod	Mitchell Kogod	1386			WF x5397	-	WF x5397	(1,000.00)

Kogod v. Kogod
Las Vegas, Nevada

PAYMENTS TO OR ON BEHALF OF DENNIS KOGOD'S FAMILY MEMBERS (SORTED BY DATE)

EXHIBIT 7

Please refer to Anthem's December 15, 2015 report.

Ref	Date	Unmatched Amounts	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
172	06/24/12	(45.00)	Dues & Subscriptions - Membership Dues (Sheldon)	Annual Membership Fee - Sheldon Kogod						AMEX x8-89008/x8-88000	(45.00)
173	06/25/12	(350.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	2425					WF x5397	(350.00)
174	07/02/12	(820.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	2431					WF x5397	(820.00)
175	07/02/12	(2,759.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	2433					WF x5397	(2,759.00)
176	07/19/12	(5.00)	Travel - Airfare	United Airlines - special service ticket			From: Pittsburgh To: Los Angeles (RT) dpt:			AMEX x8-89008/x8-88000	(5.00)
177	07/19/12	(5.00)	Travel - Airfare	United Airlines - special service ticket			From: Pittsburgh To: Los Angeles (RT) dpt: 6/5 TKT #: 01623337763542 Name: Timothy Seavers			AMEX x8-89008/x8-88000	(5.00)
178	07/19/12	(7.50)	Travel - Airfare	United Airlines - special service ticket			From: Pittsburgh To: Los Angeles (RT) dpt: 6/10 TKT#: 01623343726481 Name: Joshua Kogod			AMEX x8-89008/x8-88000	(7.50)
179	07/19/12	(5.00)	Travel - Airfare	United Airlines - special service ticket			From: Ft Lauderdale To: Los Angeles dpt: 8/10 TKT #: 01623344319404 Name: Mitchell Kogod			AMEX x8-89008/x8-88000	(5.00)
180	07/19/12	(249.80)	Travel - Airfare	Virgin America			From: Los Angeles To: Ft. Lauderdale dpt: 8/13 TKT #: 98421325555980 Name: Mitchell Kogod			AMEX x8-89008/x8-88000	(249.80)
181	08/01/12	(820.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	2432					WF x5397	(820.00)
182	08/03/12	(2,759.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	2438					WF x5397	(2,759.00)
183	08/04/12	(10,000.00)	Payments to Individuals - Edward McGee	Edward McGee	1004		Mitchell's attorney			USGS x27	(10,000.00)
184	08/04/12	(820.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	2356					WF x5397	(820.00)
185	08/04/12	(2,759.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	2358					WF x5397	(2,759.00)
186	09/18/12	(399.20)	Travel - Airfare	SW Air		Dallas TX	From: Ft Lauderdale To: Denver Int'l APT:			AMEX x0-81009/x0-82007	(399.20)
187	09/18/12	(399.20)	Travel - Airfare	SW Air		Dallas TX	From: Ft Lauderdale To: Denver Int'l APT: Passenger: Botero/Angela R., departure: 9/28			AMEX x0-81009/x0-82007	(399.20)
188	10/01/12	(820.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1328					WF x5397	(820.00)
189	10/03/12	(2,759.00)	Rent: Broadcast (CA)	Broadcast Check Pmts Sheldon Kogod	1329					WF x5397	(2,759.00)
190	10/12/12	(391.60)	Travel - Airfare	Delta Airlines			From: Ft Lauderdale/Hol, To: Atlanta Hartsfield; Passenger: Kogod/Mitchell			AMEX x0-81009/x0-82007	(391.60)
191	10/26/12	(624.60)	Travel - Airfare	Virgin America		San Francisco, CA	Pass: Mitchell Kogod FT, Lauderdale to LA (RT)			AMEX x0-81009/x0-82007	(624.60)
192	10/31/12	(3,579.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1501					WF x5397	(3,579.00)
193	11/26/12	(110.80)	Travel - Airfare	Virgin America		San Francisco, CA	From: Ft Lauderdale/Hol, To: Los Angeles Intern; Passenger: Kogod/Mitchell			AMEX x0-81009/x0-82007	(110.80)
194	11/27/12	(185.80)	Travel - Airfare	Airtran Airways		Atlanta, GA	From: Atlanta Hartsfield, To: Ft Lauderdale/Hol; Passenger: Mr Mitchell Craig Kogod			AMEX x0-81009/x0-82007	(185.80)
195	12/03/12	(2,759.00)	Payments to Individuals - Sheldon Kogod	<illegible> "possible Sheldon Kogod"	519		#43011474			BoFA x6446	(2,759.00)
196	12/03/12	(820.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	2452					WF x5397	(820.00)
197	12/05/12	(500.00)	Payments to Individuals - Josh Kogod	Josh Kogod	1393					WF x5397	(500.00)
198	12/11/12	(795.60)	Travel - Airfare	SW Air		Dallas TX	From: Atlanta Hartsfield, To: Los Angeles Intern; Passenger: Kogod/Emily R.			AMEX x0-81009/x0-82007	(795.60)
199	12/11/12	(795.60)	Travel - Airfare	SW Air		Dallas TX	From: Atlanta Hartsfield, To: Los Angeles Intern; Passenger: Kogod/Dana L.			AMEX x0-81009/x0-82007	(795.60)
200	12/31/12	(3,579.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	2478					WF x5397	(3,579.00)
201	01/17/13	(393.80)	Travel - Airfare	Virgin America		San Francisco, CA	From: Ft Lauderdale/Hol, To: Los Angeles Intern; Passenger: Botero/Angela, departure:			AMEX x0-81009/x0-82007	(393.80)
202	01/23/13	(1,400.00)	Payments to Individuals - Mitchell Kogod	Mitchell Kogod	2460					WF x5397	(1,400.00)

PAYMENTS TO OR ON BEHALF OF DENNIS KOGOD'S FAMILY MEMBERS (SORTED BY DATE)
Please refer to Anthem's December 15, 2015 report.

EXHIBIT 7

Ref	Date	Unmatched Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
103	01/29/13	(235.00)	Travel - Airfare	Virgin America		San Francisco, CA	From: Los Angeles Intern, To: Ft Lauderdale/Hall; Passenger: Baters/Angela.		-	AMEX #0-81009/#0-81007	(235.00)
204	01/30/13	(3,579.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1530				-	WF #5397	(3,579.00)
205	01/31/13	14,328.00	Deposit - Mitchell and Dana Kogod	Mitchell Kogod/Dana Kogod				WF #5397	14,328.00		
206	01/31/13	(6,000.00)	Payments to Individuals - Mitchell Kogod	Mitchell Kogod	1531				-	WF #5397	(6,000.00)
207	02/04/13	(450.00)	Payments to Individuals - Mitchell Kogod	Mitchell Kogod	1547				-	WF #5397	(450.00)
208	02/04/13	(400.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1548				-	WF #5397	(400.00)
209	02/11/13	(600.00)	Payments to Individuals - Mitchell Kogod	Mitchell Kogod	1546				-	WF #5397	(600.00)
210	02/12/13	(15,000.00)	Payments to Individuals - Mitchell Kogod	Mitchell Kogod	1009				-	US #27	(15,000.00)
211	02/15/13	(2,030.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1543				-	WF #5397	(2,030.00)
212	07/18/13	(447.78)	Travel - Airfare	Spirit Airlines		South Florida FL	From: Los Angeles Intern, To: Ft Lauderdale/Hall; Passenger: Mr Mitchell Craig		-	AMEX #0-81009/#0-82007	(447.78)
213	02/28/13	(5,609.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1499				-	WF #5397	(5,609.00)
214	04/01/13	(4,789.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1582				-	WF #5397	(4,789.00)
215	04/03/13	(268.80)	Travel - Airfare	Southwest Airlines			From: Orlando To: Los Angeles Name: Beverly Palardy TXB: 5262119488739 dep: 5/24		-	AMEX #8-89008/#8-88000	(268.80)
216	04/03/13	(268.80)	Travel - Airfare	Southwest Airlines			From: Orlando To: Los Angeles Name: Charles Palardy TXB: 5262119488740 dep: 5/24		-	AMEX #8-89008/#8-88000	(268.80)
217	04/03/13	(10.00)	Travel - Airfare	Virgin America		San Francisco, CA	From: unknowns, To: unknowns; Passenger: Palardy/Charles		-	AMEX #0-81009/#0-82007	(10.00)
218	04/03/13	(10.00)	Travel - Airfare	Virgin America		San Francisco, CA	From: unknowns, To: unknowns; Passenger: Palardy/Beverly		-	AMEX #0-81009/#0-82007	(10.00)
219	04/16/13	(833.80)	Travel - Airfare	Delta Airlines		Atlanta, GA	From: Los Angeles Inter; To: Atlanta Hartsfield; Passenger Name: Kogod/Mitchell Craig		-	AMEX #0-81009/#0-82007	(833.80)
220	05/01/13	(3,416.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1673				-	WF #5397	(3,416.00)
221	05/06/13	(2,759.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1678				-	WF #5397	(2,759.00)
222	05/17/13	(100.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1693				-	WF #5397	(100.00)
223	05/30/13	(2,030.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1627				-	WF #5397	(2,030.00)
224	06/01/13	(3,410.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1704				-	WF #5397	(3,410.00)
225	06/08/13	(600.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1710				-	WF #5397	(600.00)
226	06/14/13	(1,500.00)	Payments to Individuals - Josh Kogod	Josh Kogod Online					-	WF #5397	(1,500.00)
227	06/24/13	(45.00)	Dues & Subscriptions - Membership Dues (Sheldon)	Annual Membership Fee - Sheldon Kogod					-	AMEX #8-89008/#8-88000	(45.00)
228	07/01/13	(475.00)	Payments to Individuals - Mitchell Kogod	Mitchell Kogod	1707				-	WF #5397	(475.00)
229	07/01/13	(820.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1705				-	WF #5397	(820.00)
230	07/01/13	(2,596.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1706				-	WF #5397	(2,596.00)
231	07/10/13	(820.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1609				-	WF #5397	(820.00)
232	07/30/13	(2,070.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1608				-	WF #5397	(2,070.00)

Kogod v. Kogod
Las Vegas, Nevada

PAYMENTS TO OR ON BEHALF OF DENNIS KOGOD'S FAMILY MEMBERS (SORTED BY DATE)
Please refer to Anthem's December 15, 2015 report.

EXHIBIT 3

Ref	Date	Unmatched Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
233	07/30/13	(560.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1610				-	WF x5397	(560.00)
234	09/06/13	(3,610.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1740				-	WF x5397	(3,610.00)
235	10/01/13	(1,590.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1813				-	WF x5397	(1,590.00)
236	11/12/13	(300.00)	Payments to Individuals - Mitchell Kogod	Mitch Kogod	1639				-	WF x5397	(300.00)
237	11/13/13	(500.00)	Payments to Individuals - Marsha Kogod	Marsha Kogod	1635				-	WF x5397	(500.00)
238	11/14/13	(5.00)	Travel - Airfare	Delta Air Line		Atlanta, GA	From: unknown; To: unknown; Passenger: Kogod/Dennis (additional collection)		-	AMEX x0-81009/x0-82007	(5.00)
239	11/14/13	(5.00)	Travel - Airfare	Delta Air Line		Atlanta, GA	From: unknown; To: unknown; Passenger: Kogod/Dennis (additional collection)		-	AMEX x0-81009/x0-82007	(5.00)
240	12/30/13	(1,599.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1997				-	WF x5397	(1,599.00)
241	02/04/14	(1,599.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1556				-	WF x5397	(1,599.00)
242	01/05/14	(300.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1557				-	WF x5397	(300.00)
243	02/10/14	(350.00)	Payments to Individuals - Mitchell Kogod	Mitchell Kogod	1565				-	WF x5397	(350.00)
244	02/18/14	(3,000.00)	Payments to Individuals - Mitchell Kogod	Mitchell Kogod	1566				-	WF x5397	(3,000.00)
245	03/18/14	(59.95)	Travel - Airfare	Spirit Airlines		FL	Passenger: Kogod/Mitchell		-	AMEX x0-81009/x0-82007	(59.95)
246	02/19/14	(700.00)	Payments to Individuals - Josh Kogod	Josh Kogod	1573				-	WF x5397	(700.00)
247	02/25/14	(750.00)	Payments to Individuals - Josh Kogod	Bill Pay Josh Kogod online No Account Number on 2/25					-	WF x5397	(750.00)
248	02/26/14	(20,000.00)	Payments to Individuals - Mitchell Kogod	Mitchell Kogod	1041				-	UBS x27	(20,000.00)
249	02/28/14	(500.00)	Payments to Individuals - Josh Kogod	Bill Pay Josh Kogod online No Account Number on 2/28					-	WF x5397	(500.00)
250	03/03/14	(1,600.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1563				-	WF x5397	(1,600.00)
251	03/10/14	(25,000.00)	Payments to Individuals - Mitchell Kogod	Mitchell Kogod	1068				-	UBS x45	(25,000.00)
252	03/18/14	(1,600.00)	Payments to Individuals - Mitchell Kogod	Mitch Kogod	1069				-	UBS x45	(1,600.00)
253	03/31/14	(600.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1746				-	WF x5397	(600.00)
254	04/28/14	(600.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1762				-	WF x5397	(600.00)
255	05/05/14	(200.00)	Payments to Individuals - Mitchell Kogod	Mitchell Kogod	1761				-	WF x5397	(200.00)
256	05/13/14	(250.00)	Payments to Individuals - Marsha Kogod	Marsha Kogod	1771				-	WF x5397	(250.00)
257	05/13/14	(250.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1769				-	WF x5397	(250.00)
258	05/29/14	(40.00)	Payments to Individuals	Barnie Millett	1784		Denise		-	WF x5397	(40.00)
259	06/30/14	(600.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1777				-	WF x5397	(600.00)
260	06/12/14	(528.00)	Travel - Airfare	SW Air		Dallas TX	From: Baltimore Washington; To: Los Angeles Intern; Passenger: Kogod/Bonnie Ellen		-	AMEX x0-81009/x0-82007	(528.00)
261	06/12/14	(528.00)	Travel - Airfare	SW Air		Dallas TX	From: Baltimore Washington; To: Los Angeles Intern; Passenger: Kogod/Bernard Israel		-	AMEX x0-81009/x0-82007	(528.00)

Kogod v. Kogod
Las Vegas, Nevada

PAYMENTS TO OR ON BEHALF OF SHAWN KOGOD'S FAMILY MEMBERS (SORTED BY DATE)

EXHIBIT 7

Please refer to Anthony's December 15, 2015 report.

Ref	Date	Unmatched Amount	AF Category	Description				Inflows		Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount	Account	Amount
262	06/12/14	(536.00)	Travel - Airfare	SW Air		Dallas TX	From: Baltimore Washington; To: Los Angeles Itinerary: Passenger: Kogod Levin/Jamie			AMEX x0-B1009/x0-82007	(536.00)
263	06/12/14	(536.00)	Travel - Airfare	SW Air		Dallas TX	From: Baltimore Washington; To: Los Angeles Itinerary: Passenger: Levin/Charlotte Rose			AMEX x0-B1009/x0-82007	(536.00)
264	06/19/14	(250.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1788					WF x5397	(250.00)
265	07/01/14	(600.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1818					WF x5397	(600.00)
266	08/01/14	(600.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1913					WF x5397	(600.00)
267	08/06/14	(5,000.00)	Payments to Individuals - Bonnie Kogod	Bonnie Kogod	1074		Dennis' Aunt			UBS x45	(5,000.00)
268	08/27/14	(755.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1909					WF x5397	(755.00)
269	09/22/14	(10,000.00)	Payments to Individuals - Bonnie Kogod	Bonnie Kogod	1117		Dennis' Aunt			UBS x45	(10,000.00)
270	09/30/14	(600.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1980					WF x5397	(600.00)
271	10/17/14	(1,000.00)	Payments to Individuals - Nolan Kogod	Nolan Kogod	1120					UBS x45	(1,000.00)
272	11/10/14	(1,200.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	2057					WF x5397	(1,200.00)
273	11/17/14	(1,500.00)	Payments to Individuals - Josh Kogod	Federal funds to Joshua Lee Kogod at FNC Bank						UBS x45	(1,500.00)
274	11/17/14	(500.00)	Payments to Individuals - Marsha Kogod	Marsha Kogod	2072		Whitely			WF x5397	(500.00)
275	12/22/14	(5,000.00)	Payments to Individuals - Josh Kogod	Federal funds to Joshua Lee Kogod at FNC Bank						UBS x45	(5,000.00)
276	01/02/15	(3,600.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	1858					WF x5397	(3,600.00)
277	01/05/15	(130.00)	Payments to Individuals - Mitchell Kogod	Mitchell Kogod	1859					WF x5397	(130.00)
278	02/18/15	(69.95)	Travel - Airfare	Spirit Airlines			Mitchell Kogod			AMEX x0-B1009/x0-82007	(69.95)
279	02/12/15	(2,500.00)	Payments to Individuals - Josh Kogod	Joshua Kogod	1246					UBS x45	(2,500.00)
280	04/15/15	(77.80)	Travel - Airfare	American Airlines - Upgrade Charge			Bonnie Kogod Depart: 4/15 TKT #: 0010611896172			AMEX x0-B1009/x0-82007	(77.80)
281	04/15/15	(77.80)	Travel - Airfare	American Airlines - Upgrade Charge			Bonnie Kogod Depart: 4/15 TKT #: 0010611896173			AMEX x0-B1009/x0-82007	(77.80)
282	04/21/15	38.90	Travel - Airfare	American Airlines - Refund			Bernard Kogod - Washington to LA	AMEX x0-B1009/x0-82007	38.90		-
283	04/22/15	38.90	Travel - Airfare	American Airlines - Refund			Bonnie Kogod - Washington to LA	AMEX x0-B1009/x0-82007	38.90		-
284	06/16/15	(3,600.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	2228					WF x5397	(3,600.00)
285	06/24/15	(49.00)	Dues & Subscriptions - Membership Dues (Sheldon)	Annual Membership Fee - Sheldon Kogod						AMEX x0-B1009/x0-82007	(49.00)
286	07/27/15	(1,094.40)	Travel - Airfare	Virgin America		San Francisco, CA	Departure: 7/27 Sheldon Kogod			AMEX x0-B1009/x0-82007	(1,094.40)
287	08/04/15	(750.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	2274					WF x5397	(750.00)
288	08/18/15	(350.20)	Travel - Airfare	AA Air Ticket			Depart: 8/18 Bernard Kogod			AMEX x0-B1009/x0-82007	(350.20)
289	08/18/15	(350.20)	Travel - Airfare	AA Air Ticket			Depart: 8/18 Bonnie Kogod			AMEX x0-B1009/x0-82007	(350.20)
290	09/18/15	(200.00)	Payments to Individuals - Sheldon Kogod	Sheldon Kogod	2320					WF x5397	(200.00)

NET TOTAL (396,963.78)

EXHIBIT 8

OUTSTANDING CANCELLED CHECKS COPIES (SORTED BY DATE)

EXHIBIT 2

Please refer to Anthem's December 15, 2015 report.

Ref	Date	Unmatched Amounts	Description		Outflows	
			Source / Use	Check Number	Account	Amount
1	02/29/08	(195.00)	Check	1607	BoFA x0129	(195.00)
2	03/03/08	(815.04)	Check	1602	BoFA x0129	(815.04)
3	03/05/08	(600.00)	Check	256	BoFA x6446	(600.00)
4	03/11/08	(1,360.84)	Check	8425	BoFA x6446	(1,360.84)
5	03/11/08	(500.00)	Check	258	BoFA x6446	(500.00)
6	03/17/08	(5,471.47)	Check	198	BoFA x6446	(5,471.47)
7	03/17/08	(700.00)	Check	259	BoFA x6446	(700.00)
8	03/19/08	(2,697.50)	Check	199	BoFA x6446	(2,697.50)
9	03/25/08	(600.00)	Check	260	BoFA x6446	(600.00)
10	03/27/08	(700.00)	Check	261	BoFA x6446	(700.00)
11	03/28/08	(45.00)	Check	262	BoFA x6446	(45.00)
12	04/02/08	(2,000.00)	Check	263	BoFA x6446	(2,000.00)
13	04/02/08	(600.00)	Check	264	BoFA x6446	(600.00)
14	04/04/08	(3,890.00)	Check	275	BoFA x6446	(3,890.00)
15	04/04/08	(2,145.00)	Check	8443	BoFA x6446	(2,145.00)
16	04/08/08	(700.00)	Check	265	BoFA x6446	(700.00)
17	04/11/08	(1,360.84)	Check	8446	BoFA x6446	(1,360.84)
18	04/15/08	(45,522.00)	Check	278	BoFA x6446	(45,522.00)
19	04/18/08	(700.00)	Check	266	BoFA x6446	(700.00)
20	04/28/08	(700.00)	Check	267	BoFA x6446	(700.00)
21	04/28/08	(500.00)	Check	268	BoFA x6446	(500.00)
22	05/07/08	(700.00)	Check	149	BoFA x6446	(700.00)
23	05/12/08	(1,360.84)	Check	8469	BoFA x6446	(1,360.84)
24	05/21/08	(1,000.00)	Check	269	BoFA x6446	(1,000.00)
25	06/17/08	(1,500.00)	Check	301	BoFA x6446	(1,500.00)
26	06/09/08	(800.00)	Check	304	BoFA x6446	(800.00)
27	06/12/08	(1,360.84)	Check	6492	BoFA x6446	(1,360.84)
28	06/16/08	(750.00)	Check	302	BoFA x6446	(750.00)
29	06/24/08	(700.00)	Check	310	BoFA x6446	(700.00)
30	06/25/08	(41,250.00)	Check	324	BoFA x6446	(41,250.00)
31	06/27/08	(375.00)	Check	325	BoFA x6446	(375.00)
32	07/03/08	(648.66)	Check	8531	BoFA x6446	(648.66)
33	07/03/08	(600.00)	Check	279	BoFA x6446	(600.00)
34	07/03/08	(500.00)	Check	326	BoFA x6446	(500.00)
35	07/07/08	(1,000.00)	Check	8509	BoFA x6446	(1,000.00)
36	07/07/08	(624.00)	Check	8532	BoFA x6446	(624.00)
37	07/08/08	(1,121.55)	Check	8510	BoFA x6446	(1,121.55)
38	07/09/08	(2,000.00)	Check	8508	BoFA x6446	(2,000.00)
39	07/09/08	(1,143.59)	Check	8523	BoFA x6446	(1,143.59)
40	07/09/08	(600.00)	Check	280	BoFA x6446	(600.00)
41	07/09/08	(563.89)	Check	8507	BoFA x6446	(563.89)
42	07/10/08	(325.00)	Check	8506	BoFA x6446	(325.00)
43	07/11/08	(50.00)	Check	281	BoFA x6446	(50.00)
44	07/15/08	(1,360.84)	Check	8518	BoFA x6446	(1,360.84)
45	07/15/08	(700.00)	Check	305	BoFA x6446	(700.00)
46	07/21/08	(500.00)	Check	306	BoFA x6446	(500.00)
47	07/28/08	(600.00)	Check	307	BoFA x6446	(600.00)
48	07/29/08	(1,048.34)	Check	8545	BoFA x6446	(1,048.34)
49	08/08/08	(2,500.00)	Check	308	BoFA x6446	(2,500.00)
50	08/08/08	(500.00)	Check	309	BoFA x6446	(500.00)
51	08/11/08	(1,360.84)	Check	8549	BoFA x6446	(1,360.84)
52	08/19/08	(176.00)	Check	1688	BoFA x0129	(176.00)

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OUTSTANDING CANCELLED CHECKS COPIES (SORTED BY DATE)

EXHIBIT 8

Please refer to Anthem's December 15, 2015 report.

Ref	Date	Unmatched Amounts	Description		Outflows	
			Source / Use	Check Number	Account	Amount
53	08/12/08	(500.00)	Check	282	BofA x6446	(500.00)
54	08/12/08	(400.00)	Check	313	BofA x6446	(400.00)
55	08/27/08	(6,261.05)	Check	8565	BofA x6446	(6,261.05)
56	09/04/08	(400.00)	Check	284	BofA x6446	(400.00)
57	09/08/08	(55.00)	Check	283	BofA x6446	(55.00)
58	09/15/08	(1,360.84)	Check	8571	BofA x6446	(1,360.84)
59	09/15/08	(500.00)	Check	286	BofA x6446	(500.00)
60	09/18/08	(419.00)	Check	285	BofA x6446	(419.00)
61	09/24/08	(500.00)	Check	287	BofA x6446	(500.00)
62	09/26/08	(400.00)	Check	288	BofA x6446	(400.00)
63	10/06/08	(500.00)	Check	289	BofA x6446	(500.00)
64	10/09/08	(2,000.00)	Check	291	BofA x6446	(2,000.00)
65	10/14/08	(1,360.84)	Check	8597	BofA x6446	(1,360.84)
66	10/14/08	(187.00)	Check	292	BofA x6446	(187.00)
67	10/16/08	(6,261.05)	Check	8566	BofA x6446	(6,261.05)
68	10/17/08	(500.00)	Check	297	BofA x6446	(500.00)
69	10/20/08	(150.00)	Check	290	BofA x6446	(150.00)
70	10/28/08	(500.00)	Check	296	BofA x6446	(500.00)
71	11/04/08	(600.00)	Check	298	BofA x6446	(600.00)
72	11/10/08	(1,360.84)	Check	8620	BofA x6446	(1,360.84)
73	11/21/08	(698.44)	Check	8643	BofA x6446	(698.44)
74	11/26/08	(420.00)	Check	317	BofA x6446	(420.00)
75	12/02/08	(800.00)	Check	316	BofA x6446	(800.00)
76	12/03/08	(55.00)	Check	318	BofA x6446	(55.00)
77	12/08/08	(400.00)	Check	351	BofA x6446	(400.00)
78	12/12/08	(1,360.84)	Check	8641	BofA x6446	(1,360.84)
79	12/12/08	(650.00)	Check	323	BofA x6446	(650.00)
80	01/07/09	(500.00)	Check	357	BofA x6446	(500.00)
81	07/15/09	(5,000.00)	Check	9417	BofA x6446	(5,000.00)
TOTAL		(173,621.98)				

EXHIBIT 9

Kogod v. Kogod
Las Vegas, Nevada

SUMMARY OF POTENTIAL COMMUNITY WASTE COMPONENT

EXHIBIT 9

Please refer to Anthem's December 15, 2015 report.

Exhibit Ref	Description	Amount
2	Nadya/children-related outflows	1,681,178.14
N/A	Estimate of cash provided to Nadya	279,000.00
4	Jennifer Steiner-related outflows	45,099.31
5	Yacht-related outflows	626,657.84
6	Assessment of potential community waste not elsewhere classified	3,611,035.84
TOTAL		6,242,971.13

ADDITIONAL CONSIDERATIONS:

Exhibit Ref	Description	Amount
7	Payments to or on behalf of Dennis' family members	396,963.78

EXHIBIT 10

Kogod v. Kogod
Las Vegas, NV

MARITAL ASSET SCHEDULE (SUBJECT TO UPDATE)
Please refer to Anthem's December 15, 2015 report.

EXHIBIT 10

Ref	Asset Description	Valuation Date	Gross Value	Debt	Net Value	Notes
Cash / Stocks / Bonds						
1	Gaby Kogod - Bank of America Checking x0119	11/30/2015	216,215.33	-	216,215.33	
2	Dennis and Gaby Kogod - Bank of America Checking x6446	11/30/2015	\$7,311.07	-	\$7,311.07	
3	Dennis Kogod - Wells Fargo Checking x5387	9/30/2015	14,359.15	-	14,359.15	
4	Dennis Kogod - Wells Fargo Savings x8253	9/30/2015	18,287.43	-	18,287.43	
5	Dennis Kogod - Wells Fargo Checking x8870	11/6/2015	428.55	-	428.55	
6	Blocked account for the sale of the yacht					The proceeds from the sale were placed into UBS x45.
7	System 8 Flight Club, LLC - Chase x5663	10/30/2015	50.23	-	50.23	
8	System 8 Flight Club, LLC - Chase x5040	10/30/2015	50.23	-	50.23	
Investment Accounts						
9	UBS Financial Services Inc. x83 GM	9/30/2015	5,896,134.24	-	5,896,134.24	
10	UBS Financial Services Inc. x34 GM	9/30/2015	2,169,596.96	-	2,169,596.96	
11	UBS Financial Services Inc. x27 GM	9/30/2015		(408,770.84)	(408,770.84)	
12	UBS Financial Services Inc. x93 GM	9/30/2015	2,345,070.72	-	2,345,070.72	
13	UBS Financial Services Inc. x45 GM	9/30/2015	9,516,559.63	-	9,516,559.63	
14	UBS Financial Services Inc. x15 GM	9/30/2015	116,835.60	-	116,835.60	
15	UBS Financial Services Inc. x75 GM	5/31/2015	95,041.59	-	95,041.59	
16	Gaby Kogod - UBS Financial Services Inc. FM 20329 GM	9/30/2015	3,615,061.00	-	3,615,061.00	
17	Gaby Kogod - Merrill Lynch CMA Account x7G5-10437	9/30/2015	575,025.83	-	575,025.83	
18	Gaby Kogod - Merrill Lynch Investment x7G5-11040	9/30/2015	158,739.22	-	158,739.22	
19	Gaby and Dennis Kogod - Merrill Lynch Investment x7G5-10688	9/30/2015	1,091,722.78	-	1,091,722.78	
20	Gaby and Dennis Kogod - Merrill Lynch CMA for Trust-Sub x7G5-10093	9/30/2015	297,957.53	-	297,957.53	
Retirement and Health Savings Accounts						
21	Dennis Kogod - Davita Retirement Savings	4/30/2015	-	-	384,572.00	On April 29, 2015 there was a \$384,572 conversion debit withdrawal to liquidate this account. These funds may have been deposited into a new account that is not identified on this exhibit or deposited into Ref #22 after 6/30/15.
22	Dennis Kogod - Davita Mullen TEG Retirement Savings	4/30/2015	229,066.93	-	229,066.93	
23	Gaby Kogod - Fidelity Dignity Health 401(k) and 403(b)	4/17/2015	65,493.48	-	65,493.48	
24	Dennis Kogod - Chase Cigna Fund Health Savings x1014	11/1/2015	1,127.55	-	1,127.55	
25	Teleflex Pension	5/19/2015	-	-	-	\$900 per month starting when Dennis reaches age 65.
Business Interests and Investments						
26	12 Moxy, LLC Investment	9/14/2015	-	-	-	Amounts included in community waste.
27	Thomasine, LLC Investment (Production Project)	5/29/2015	100,000.00	-	100,000.00	This is the total amount invested, not the actual fair market value.
28	Pray for Ukraine "Winter on Fire" Investment (Production Project)	10/18/2014	81,000.00	-	81,000.00	This is the total amount invested, not the actual fair market value.
29	Investments with New Enterprises Associates	6/10/2015	978,188.00	-		This is the potential fair market value as of June 30, 2015.
30	Investment with Radiology Partners	12/7/2015	150,000.00	-	150,000.00	This investment is held outside of the UBS accounts. At this time, we do not know the fair market value of this \$150,000 investment.
31	Investment with KHR	12/7/2015	750,000.00	-	750,000.00	This investment is held outside of the UBS accounts. During Dennis' deposition he indicated that this investment may be worth \$750,000.

Kogod v. Kogod
Las Vegas, NV

MARITAL ASSET SCHEDULE (SUBJECT TO UPDATE)
Please refer to Anthony's December 15, 2015 report.

EXHIBIT 10

Ref	Asset Description	Valuation Date	Gross Value	Debt	Net Value	Notes
Receivables						
32	Promissory Note - Michael Kogod	1/6/2013	176,000.00	-	176,000.00	This amount includes the promissory note related to the S. San Vicente apartment and the yacht.
33	Promissory Note - Sheldon Kogod	5/22/2015	18,000.00	-	18,000.00	
34	Personal Loan - Bernie Kogod	5/18/2015	25,000.00	-	25,000.00	
35	Personal Loan - Jim Matthews	12/13/2013	25,000.00	-	25,000.00	
Real-Estate						
36	28 Via Mira Monte, Henderson, NV 89011	Estimate	1,400,000.00	(832,996.38)	567,003.62	The mortgage on this property is held in Merrill Lynch Acct 705-10588.
37	321 South San Vicente Blvd. #707 Las Angeles, CA 90048	7/15/2015	635,000.00	-	635,000.00	
38	9716 Oak Pass Road, Beverly Hills, CA 90210	7/1/2015	6,100,000.00	-	6,100,000.00	
39	434 South Canon Drive, Unit 405, Beverly Hills, CA 90212	7/15/2015	640,000.00	-	640,000.00	
40	10776 Wilshire Boulevard #604 Los Angeles, CA 90024	6/3/2015	3,615,061.76	-	3,615,061.76	
41	Addition to 10776 Wilshire Boulevard	9/23/2015	332,215.89	-	332,215.89	During Dennis' deposition he indicated that he purchased the "Nanny's quarters".
Autom and Recreational Vehicles						
42	2015 Ferrari	2/27/2015	376,861.18	-	376,861.18	This amount includes the value listed on Dennis' FOF but the \$97,861.18 paid in June 2015 for an upgrade.
43	2015 Bentley	2/27/2015	258,000.00	-	258,000.00	
44	2015 Bentley - Nadya's vehicle	2/27/2015	206,000.00	-	206,000.00	
Other Assets						
45	Miscellaneous (Golf cart, personal property, jewelry/watches, etc.)	Unknown	-	-	-	
46	Furniture (H)	Unknown	-	-	-	
47	Furniture (W)	Unknown	-	-	-	
48	Credit card reward points	Unknown	-	-	-	We do not know the cash value, but the total accumulation of points is in excess of \$10,000.
Life Insurance						
49	Principal (Whole, Nadine and Kids)	5/29/2015	33,642.00	-	33,642.00	
50	AIG (Term, Nadine and Kids)	5/19/2015	-	-	-	This is a term policy, with no cash value. The term value is \$750,000.
51	OsVita (Whole, Gaby)	5/18/2015	-	-	-	This is a term policy, with no cash value. The term value is \$565,000.
Liabilities						
52	Dennis Kogod - American Express Centurion x081009/x0-82007	9/15/2015	-	(10,034.57)	(10,034.57)	
53	Dennis Kogod - American Express Optima x5-723003	9/17/2015	-	(22,289.09)	(22,289.09)	
54	Dennis Kogod - American Express Platinum x8-89008/x8-89000	9/24/2015	-	(90.00)	(90.00)	
55	Dennis Kogod - Visa Black Card x5185	10/6/2015	-	(17,928.61)	(17,928.63)	
56	Dennis Kogod - Wells Fargo Visa x1727	4/14/2014	-	(250.19)	(250.19)	
57	Dennis Kogod - Wells Fargo Visa x1071	11/19/2015	-	(17,349.43)	(17,349.43)	
58	Gaby Kogod - Banana Republic x1712	10/4/2015	-	(524.88)	(524.88)	
59	Gaby Kogod - Discover x1205	9/13/2015	-	(1,511.55)	(1,511.55)	
60	Gaby Kogod - Kohl's x1557	10/7/2015	-	(22.68)	(22.68)	
61	Gaby Kogod - Loft x1383	8/24/2015	-	(88.79)	(88.79)	
62	Gaby Kogod - American Express x1677	9/12/2015	-	(640.22)	(640.22)	
63	Gaby Kogod - Nordstrom x1972	9/11/2015	-	(164.81)	(164.81)	
64	Gaby Kogod - Neiman Marcus x1608	1/25/2015	-	(272.85)	(272.85)	
65	Gaby Kogod - JYS Rewards x1851	7/12/2015	-	(264.57)	(264.57)	
66	Gaby Kogod - Saks Fifth Avenue x188	7/15/2015	-	(288.54)	(288.54)	
PRE-EQUALIZATION VALUE			\$ 47,646,466.29	\$ (1,318,480.82)	\$ 46,327,985.47	

SUMMARY OF FOOTNOTES INCLUDED IN AF'S REPORTS

Footnote	November 17, 2015 report	Description	December 15, 2015 report	Footnote
1 (No support)	In or about October 2005, Gambro was acquired by DeVita, Inc. ("DeVita"), where Dennis is still currently employed.	In or about October 2005, Gambro was acquired by DeVita, Inc. ("DeVita"), where Dennis is still employed.	In or about October 2005, Gambro was acquired by DeVita, Inc. ("DeVita"), where Dennis is still employed.	1 (No support)
2	Deposition of Dennis Kogod, dated October 23, 2015, p. 80.	Deposition of Dennis Kogod, dated October 23, 2015, p. 80.	Deposition of Dennis Kogod, dated October 23, 2015, p. 80.	2
3 (No support)	It bears noting that we have seen reference to different versions of Ms. Khapsalis' name, including but not limited to Nadyane Khapsalis Kogod, Nadejda Khapsalis, Nadine Klevsky, Nadya Klevsky, and Nadya Khapsalis Kogod. To avoid confusion, Ms. Khapsalis is referred to as Nadya throughout this report.	It bears noting that we have seen reference to different versions of Ms. Khapsalis' name, including but not limited to Nadyane Khapsalis Kogod, Nadejda Khapsalis, Nadine Klevsky, Nadya Klevsky, and Nadya Khapsalis Kogod. To avoid confusion, Ms. Khapsalis is referred to as Nadya throughout this report.	It bears noting that we have seen reference to different versions of Ms. Khapsalis' name, including but not limited to Nadyane Khapsalis Kogod, Nadejda Khapsalis, Nadine Klevsky, Nadya Klevsky, and Nadya Khapsalis Kogod. To avoid confusion, Ms. Khapsalis is referred to as Nadya throughout this report.	3 (No support)
4	Deposition of Dennis Kogod, dated October 23, 2015, p. 76.	Deposition of Dennis Kogod, dated October 23, 2015, p. 76.	Deposition of Dennis Kogod, dated October 23, 2015, p. 76.	4
5	It bears noting that Dennis has two older children prior to his marriage with Gabrielle: Josh (biological) and McKeshia (adopted).	It bears noting that Dennis also had two children prior to his marriage with Gabrielle: Josh (biological) and McKeshia (adopted).	It bears noting that Dennis also had two children prior to his marriage with Gabrielle: Josh (biological) and McKeshia (adopted).	5
6	Deposition of Nadya Khapsalis Kogod, dated September 11, 2015, p. 163.	Deposition of Nadya Khapsalis Kogod, dated September 11, 2015, p. 163.	Deposition of Nadya Khapsalis Kogod, dated September 11, 2015, p. 163.	6
7	Deposition of Dennis Kogod, dated October 23, 2015, p. 103.	Deposition of Dennis Kogod, dated October 23, 2015, p. 103.	Deposition of Dennis Kogod, dated October 23, 2015, p. 103.	7
8	Deposition of Dennis Kogod, dated October 23, 2015, p. 98.	Deposition of Dennis Kogod, dated October 23, 2015, p. 98.	Deposition of Dennis Kogod, dated October 23, 2015, p. 98.	8
9	Deposition of Dennis Kogod, dated October 23, 2015, pp. 98-99.	Deposition of Dennis Kogod, dated October 23, 2015, pp. 98-99.	Deposition of Dennis Kogod, dated October 23, 2015, pp. 98-99.	9
10	Deposition of Dennis Kogod, dated October 23, 2015, p. 87.	Deposition of Dennis Kogod, dated October 23, 2015, p. 87.	Deposition of Dennis Kogod, dated October 23, 2015, p. 87.	10
11	Deposition of Dennis Kogod, dated October 23, 2015, p. 108.	Deposition of Dennis Kogod, dated October 23, 2015, p. 108.	Deposition of Dennis Kogod, dated October 23, 2015, p. 108.	11
12	Deposition of Dennis Kogod, dated October 23, 2015, p. 101.	Deposition of Dennis Kogod, dated October 23, 2015, p. 101.	Deposition of Dennis Kogod, dated October 23, 2015, p. 101.	12
13	Deposition of Sheldon Kogod, dated September 25, 2015, pp. 20-21.	Deposition of Sheldon Kogod, dated September 25, 2015, pp. 20-21.	Deposition of Sheldon Kogod, dated September 25, 2015, pp. 20-21.	13
14	Deposition of Mitchell Kogod, dated September 26, 2015, p. 35.	Deposition of Mitchell Kogod, dated September 26, 2015, p. 35.	Deposition of Mitchell Kogod, dated September 26, 2015, p. 35.	14
15	Deposition of Sheldon Kogod, dated September 25, 2015, pp. 22-23.	Deposition of Sheldon Kogod, dated September 25, 2015, pp. 22-23.	Deposition of Sheldon Kogod, dated September 25, 2015, pp. 22-23.	15
16	In Dennis' Answers to Plaintiff's Second Set of Interrogatories to Defendant filed July 30, 2015, Dennis indicated that he began a relationship with Ms. Steiner on September 19, 2014.	In Dennis' Answers to Plaintiff's Second Set of Interrogatories to Defendant filed July 30, 2015, Dennis indicated that he began a relationship with Ms. Steiner on September 19, 2014.	In Dennis' Answers to Plaintiff's Second Set of Interrogatories to Defendant filed July 30, 2015, Dennis indicated that he began a relationship with Ms. Steiner on September 19, 2014.	16
17	Plaintiff's Complex Divorce Litigation Plan dated April 8, 2015, p. 34.	Plaintiff's Complex Divorce Litigation Plan dated April 8, 2015, p. 34.	Plaintiff's Complex Divorce Litigation Plan dated April 8, 2015, p. 34.	17
18	Plaintiff's Complex Divorce Litigation Plan dated April 8, 2015, p. 34.	Plaintiff's Complex Divorce Litigation Plan dated April 8, 2015, p. 34.	Plaintiff's Complex Divorce Litigation Plan dated April 8, 2015, p. 34.	18
19	Deposition of Dennis Kogod, dated October 23, 2015, p. 174.	Deposition of Dennis Kogod, dated October 23, 2015, p. 174.	Deposition of Dennis Kogod, dated October 23, 2015, p. 174.	19
20	Deposition of Nadya Khapsalis Kogod, dated September 11, 2015, p. 133.	Deposition of Nadya Khapsalis Kogod, dated September 11, 2015, p. 133.	Deposition of Nadya Khapsalis Kogod, dated September 11, 2015, p. 133.	20
21	Deposition of Dennis Kogod, dated October 23, 2015, p. 262.	Deposition of Dennis Kogod, dated October 23, 2015, p. 262.	Deposition of Dennis Kogod, dated October 23, 2015, p. 262.	21
22	Deposition of Nadya Khapsalis Kogod, dated September 11, 2015, pp. 68-71.	Deposition of Nadya Khapsalis Kogod, dated September 11, 2015, pp. 68-71.	Deposition of Nadya Khapsalis Kogod, dated September 11, 2015, pp. 68-71.	22
23	Deposition of Dennis Kogod, dated October 23, 2015, p. 139.	Deposition of Dennis Kogod, dated October 23, 2015, p. 139.	Deposition of Dennis Kogod, dated October 23, 2015, p. 139.	23
24	Deposition of Dennis Kogod, dated October 23, 2015, p. 145.	Deposition of Dennis Kogod, dated October 23, 2015, p. 145.	Deposition of Dennis Kogod, dated October 23, 2015, p. 145.	24
25	Deposition of Dennis Kogod, dated October 23, 2015, p. 246.	Deposition of Dennis Kogod, dated October 23, 2015, p. 246.	Deposition of Dennis Kogod, dated October 23, 2015, p. 246.	25
26	Deposition of Dennis Kogod, dated October 23, 2015, p. 150.	Deposition of Dennis Kogod, dated October 23, 2015, p. 150.	Deposition of Dennis Kogod, dated October 23, 2015, p. 150.	26
27 (Same as #16)	In Dennis' Answers to Plaintiff's Second Set of Interrogatories to Defendant filed July 30, 2015, Dennis indicated that he began a relationship with Ms. Steiner on September 19, 2014.	In Dennis' Answers to Plaintiff's Second Set of Interrogatories to Defendant filed July 30, 2015, Dennis indicated that he began a relationship with Ms. Steiner on September 19, 2014.	In Dennis' Answers to Plaintiff's Second Set of Interrogatories to Defendant filed July 30, 2015, Dennis indicated that he began a relationship with Ms. Steiner on September 19, 2014.	27 (Same as #16)
		It bears noting that Exhibit 6 in our November 17, 2015 report included a category for "lodging" but did not include the total lodging amount in our assessment of potential community waste. This total has been included in the Exhibit 6 attached to this report.		28
28	During Dennis' October 23, 2015 deposition he discussed providing an amended FDF since he is now living in the Wilshire apartment. As of the date of this report we have not yet received a second amended FDF.	During Dennis' October 23, 2015 deposition he discussed providing an amended FDF since he is now living in the Wilshire apartment. As of the date of this report we have not yet received a second amended FDF.	During Dennis' October 23, 2015 deposition he discussed providing an amended FDF since he is now living in the Wilshire apartment. As of the date of this report we have not yet received a second amended FDF.	29
29	Deposition of Dennis Kogod, dated October 23, 2015, p. 99.	Deposition of Dennis Kogod, dated October 23, 2015, p. 99.	Deposition of Dennis Kogod, dated October 23, 2015, p. 99.	30
30 (No support)	It bears noting that we have excluded the minimal payments to Marsha Kogod since, based upon her deposition testimony, all checks appear to be birthday or Mother's Day gifts.	It bears noting that we have excluded the minimal payments to Marsha Kogod since, based upon her deposition testimony, all checks appear to be birthday or Mother's Day gifts.	It bears noting that we have excluded the minimal payments to Marsha Kogod since, based upon her deposition testimony, all checks appear to be birthday or Mother's Day gifts.	31 (No support)
31	Deposition of Dennis Kogod, dated October 23, 2015, p. 223.	Deposition of Dennis Kogod, dated October 23, 2015, p. 223.	Deposition of Dennis Kogod, dated October 23, 2015, p. 223.	32
32	Deposition of Dennis Kogod, dated October 23, 2015, p. 221.	Deposition of Dennis Kogod, dated October 23, 2015, p. 221.	Deposition of Dennis Kogod, dated October 23, 2015, p. 221.	33

Kogod, Plt
14564



1 answer.

2 A Correct.

3 Q I mean, excuse me, you're refusing to answer.

4 A Correct.

5 Q All right.

6 A Thank you.

7 Q Do you -- did you ever commence a relationship

8 with Nadya Khapsalis?

9 A I did.

10 Q And when did that relationship commence?

11 A Approximately? October, November of 2004.

12 Q Okay. When did -- how did you meet

13 Miss Khapsalis?

14 A At a restaurant.

15 Q What restaurant?

16 A Traktir.

17 Q What was Miss Khapsalis -- what caused you to

18 meet? Was it a setup date? Was it a -- she was working

19 there? What was going on?

20 A I was having lunch with a friend, and she was

21 working there.

22 And Traktir is T-r-a-k-t-i-r.

23 Q Thank you.

24 What was her job there?

25 A Hostess.

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Kogod, Pltf
14565

03370

1 Q And how long a period of time did that cour
2 practice remain?

3 A I think the weekends became shorter in '7, '8 and
4 '9, but I stopped coming -- the last time I was in the
5 house was approximately 2010.

6 Q Okay. In 2003 did you ever advise Gabrielle that
7 you were living in a condo that was owned by one of the
8 other senior executives at Gambro?

9 A I did.

10 Q And was that true?

11 A No.

12 Q Why did you tell her that if it wasn't true?

13 A It wasn't 2003, by the way. It was when I bought
14 the condo in Overland, which was 2005. So I take back my
15 comment.

16 Q Okay. So in 2005 you told her that you were
17 living in a condo that was owned by another of the senior
18 executives, correct?

19 A Correct.

20 Q And that wasn't true.

21 A Correct.

22 Q Why did you tell her that?

23 A I didn't want her to know I'd purchased a home.

24 Q At that time did you tell her that you were
25 living with the senior executive's college-aged son?

- 1 A I'm guesstimating somewhere around 1978, 1979.
- 2 Q Is this someone you met in college?
- 3 A I met when I was in college, yes.
- 4 Q What was her name?
- 5 A Zelda.
- 6 Q And does she still go by Zelda Kogod?
- 7 A No. She's been remarried for a while.
- 8 Q Do you know what her name is now?
- 9 A I think it is Richardson.
- 10 Q Okay. Did you have any children with
- 11 Miss Richardson?
- 12 A I did.
- 13 Q Who are those children?
- 14 A I have a natural son by the name of Joshua and an
- 15 adopted daughter by the name McKeisha.
- 16 Q How do I spell her name?
- 17 A M-c-K-e-i-s-h-a.
- 18 Q What was Joshua's date of birth?
- 19 A March -- either March the 3rd or March the 7th,
- 20 and I'm going to guesstimate '79. I should know this, but
- 21 '79 or '80.
- 22 Q And how long were you married to Miss -- who is
- 23 now Miss Richardson, Zelda?
- 24 A Approximately five years.
- 25 Q So sometime in the area of 1983 you were

1	Well, it is June of 2005 and December of	14:14:44
2	2007, so you're right, two-and-a-half years; right?	
3	A Uh-huh.	14:14:50
4	Q Did you have any problems getting	14:1
5	pregnant?	
6	MR. SPIEGEL: I'm going to object to that.	14:14:53
7	That's -- implicates her privacy rights.	
8	BY MR. SMITH:	14:15:00
9	Q Did anyone pay for In Vitro Fertilization	14:15:00
10	for you?	
11	A Yes.	14:15:04
12	MR. SPIEGEL: The answer is out there;	14:15:04
13	please, give me an opportunity to object.	
14	BY MR. SMITH:	14:15:09
15	Q Okay. And that was Dennis?	14:15:09
16	MR. SPIEGEL: You can answer the question.	14:15:12
17	THE WITNESS: Yes.	14:15:12
18	BY MR. SMITH:	14:15:13
19	Q Okay. How long did you go through those	14:15:13
20	procedures?	
21	MR. SPIEGEL: That's private.	14:15:18
22	MR. SMITH: Okay.	14:15:21
23	BY MR. SMITH:	14:15:23
24	Q Where was it that the -- that Dennis paid	14:15:23
25	for the procedures?	

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1 Q Okay. Did you ever tell anything to Gabrielle in
2 order to ensure her that in fact you weren't living in the
3 Edinburgh home?

4 A I don't believe so.

5 Q Did you ever use the term Russian mafia --

6 A Sure.

7 Q -- to Gabrielle?

8 A Yes.

9 Q And when did you do that?

10 A I told her I had a partner who owned the
11 Edinburgh home.

12 Q And that was to conceal the fact that you owned
13 the Edinburgh home, correct?

14 A That was to keep it from her, yes.

15 Q Who was the -- who would -- did you identify as
16 the partner you had in the Edinburgh home?

17 A I don't know if I gave a specific name.

18 Q But you had advised her that he was -- or that
19 you believed he was part of the Russian mafia, correct?

20 A Yes.

21 Q And you told her that she should stay away from
22 the home, correct?

23 A No. Certainly didn't stop her in December 2011
24 when she showed up for the first time in 10 years, by the
25 way, so no.

1 developed some health issues, as did my mother, that
2 probably late in 2008 I suggested that they relocate.

3 Q Okay. And you started that with your statement
4 that you guess.

5 You know those things happened. You just don't
6 know when.

7 A I don't know the date.

8 Q Okay. But your best recollection it was in
9 about the time that you referenced.

10 A I'm going to say it was either late 2008, early
11 2009, but -- so somewhere in that time frame. That's the
12 best recollection I can give you.

13 Q When did they move to California?

14 A Somewhere within that time frame.

15 Q Where did they first live in California?

16 A A rented apartment off Little Santa Monica.

17 Q Prior to their move to California, did you
18 provide them support?

19 A I was -- my father had lost a day of work a week,
20 and I was subsidizing him for that, yes.

21 Q Okay. Did you advise Gabrielle prior to doing
22 that that you were going to subsidize them, as you've --
23 using your language?

24 A Given her disdain for my parents, unlikely that I
25 did.

1 Q At any time did you advise Gabrielle that your
2 parents had moved to California?

3 A Unlikely.

4 Q Did you ever tell Gabrielle that you were
5 helping -- well, let me ask that question first.

6 Did you help them with their expenses after they
7 moved to California?

8 A Yes.

9 Q What did you pay on their behalf?

10 A Their rent and a small stipend per month.

11 Q What was the stipend, if you recall?

12 A \$1,000.

13 Q How did you pay it?

14 A I don't remember if I paid cash or check. You'd
15 have to produce the checks and see.

16 Q The -- did you ever advise Gabrielle prior to
17 doing that that you were going to provide that support for
18 your parents by paying for their apartment in California
19 and a stipend?

20 A It's the same answer. We didn't discuss my
21 parents, given her tremendous dislike.

22 Q So the answer is no, you did not.

23 A The answer is no.

24 Q At some point in time your parents -- no. We'll
25 get into that. We'll talk about that in a bit.

1 A It's in my in box. I haven't read it.
2 Q Is there a reason why you haven't read it?
3 A No.
4 Q Okay. Did you do or say anything to Gabrielle
5 that suggested to her that there was a chance of
6 reconciliation after you stopped going to the home in
7 2010?
8 A We attended counseling together for several
9 months, and I was keeping all of my options open at the
10 point, including reconciliation.
11 Q After you stopped coun- -- when was the period of
12 time that you attended counseling?
13 A I don't remember the dates.
14 Q Okay. Do you recall whether or not you said or
15 did anything after the time of your marriage counseling
16 that suggested to Gabrielle that there was a chance of
17 reconciliation?
18 A I don't recall.
19 Q Did Gabrielle ever indicate to you that she was
20 not interested in reconciling with you?
21 A Not until we had the discussion about hiring or
22 seeing an attorney together to see if we could mediate a
23 settlement.
24 Q When was that?
25 A Guesstimate 2013, but I don't know.

1 Q And did you in fact do that?

2 A We withdrew the complaint, I think.

3 Q Why didn't you proceed with the divorce at that
4 time?

5 A I wasn't a hundred percent certain that that was
6 the right decision at the time. I wanted to eliminate a
7 scandal as a newly appointed officer for a publicly traded
8 company. She was incredibly hurt when she got that motion
9 that day, and -- and at that point the idea of hurting her
10 more felt bad.

11 Q Did you ever advise her that one of the reasons
12 you wanted a divorce was because you were gay?

13 A I thought about my sexuality, yeah.

14 Q But my question was did you tell her you were
15 gay?

16 A I told her I may have been.

17 Q Are you gay?

18 A No.

19 Q Did you tell her that just to calm her down?

20 A I don't recall at the time why I said it.

21 Q But it wasn't true?

22 A I think at the time I was confused and had a lot
23 of random thoughts going through my brain.

24 Q Did you ever explain to her why you thought you
25 were confused about your sexuality?

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1 go down to Ecuador. So you'd have to ask her what day of
2 the year the March of Dimes big event was.

3 Q Prior to 2013, when you had the conference to try
4 to resolve what you were anticipating to be a divorce
5 action, did you ever advise Gabrielle that you were living
6 in California after 2003?

7 A I don't remember.

8 Q Didn't in fact you tell her that you were living
9 in Denver?

10 A I was living in Denver for two years. I had a
11 house in Denver.

12 Q And what was that period?

13 A 2010 to 2012, roughly.

14 Q Okay. At any other time other than 2010 to 2012,
15 did you ever express to Gabrielle that you were residing
16 in Denver?

17 A I don't think so.

18 Q And going back to my question, did you ever
19 advise Gabrielle that you were residing in California
20 after 2003?

21 A I don't remember what the conversations were, but
22 she certainly knew where my work was located.

23 Q Well, that's kind of not my question.

24 A Okay. So my question [sic] is --

25 Q My question's --

1	A	Started off at \$2300.	10:57:59
2	Q	What did it go up to?	10:58:02
3	A	\$3,000.	10:58:03
4	Q	How much money did he give you for the -- did	10:58:07
5		Dennis give you for the 321 South Vicente [sic] Boulevard?	10:58:10
6	A	I think it was \$460,000.	10:58:13
7	Q	You understood that was a gift, right?	10:58:16
8	A	Uh, no; I signed a note for it.	10:58:20
9	Q	Okay. Did you think that he was going to make	10:58:22
10		you pay him back?	10:58:24
11	A	No, I don't think so.	10:58:26
12	Q	Okay. Why did you sign a note for it?	10:58:28
13	A	That, I have no idea; he asked me to sign a note,	10:58:
14		I signed it.	10:58:
15	Q	Okay. But you didn't -- you've never made any	10:58:34
16		payments under that note; right?	10:58:36
17	A	No.	10:58:37
18	Q	And you've never -- no, you have not made	10:58:37
19		payments? I'm sorry, I asked it in a negative, so I got	10:58:40
20		to clarify that: You have not made any payments?	10:58:43
21	A	No, I have not made any --	10:58:47
22	Q	Okay.	10:58:47
23	A	-- payments.	10:58:48
24	Q	And you haven't otherwise given him property or	10:58:49
25		anything to pay him back for that note; right?	10:58:53

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1	A	No.	10:58:53
2	Q	That's right, isn't it?	10:58:54
3	A	That's correct.	10:58:55
4	Q	Okay. Who holds the title to the 321 South --	10:58:56
5	A	I do.	10:59:02
6	Q	-- Vicente [sic] Boulevard?	10:59:02
7	A	I do.	10:59:04
8	Q	Got to wait till I'm finished.	10:59:04
9	A	I'm sorry.	10:59:06
10	Q	No problem. All right; so you have -- you have	10:59:07
11		the title to the South Vicente [sic] Boulevard property;	10:59:09
12		correct?	10:59:12
13	A	Yes.	10:59:12
14	Q	And you consider that a gift from Dennis, don't	10:59:12
15		you?	10:59:15
16		MR. MARKS: Object to the form.	10:59:15
17		THE WITNESS: No.	10:59:17
18		BY MR. SMITH:	10:59:17
19	Q	No?	10:59:18
20	A	Um, it's in my will that when I die, he gets the	10:59:21
21		property.	10:59:23
22	Q	Oh, okay. When did you prepare that will?	10:59:24
23	A	Um, about four years ago. Or I can't -- it can't	10:59:31
24		be that far, about two years ago.	10:59:35
25	Q	Right around the time that you got the property?	10:59:37

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1	A	Or Dana -- or Dana's name.	09:23	1	A	I do see that.	09:25
2	Q	Or who?	09:23	2	Q	Do you have a copy of the Kogod family trust	09:25
3	A	Dana.	09:23	3		document?	09:25
4	Q	Dana, your wife?	09:23	4	A	I do not, sir.	09:25
5	A	My wife, yes.	09:23	5	Q	Um, were you aware that you were a trustee of the	09:25
6	Q	Right. And have you -- has Dennis ever provided	09:23	6		Kogod family trust?	09:25
7		you any funds to pay those credit card obligations?	09:23	7	A	I was aware that I was one percent for the	09:25
8	A	No, sir.	09:23	8		purposes of the condo, other than that, I -- I don't know	09:25
9	MR. SMITH:	All right. Let me show you what's	09:23	9		anything about the trust.	09:25
10		been marked as Exhibit 3.	09:23	10	Q	Have you ever seen the trust --	09:25
11		(Whereupon Exhibit 3	09:23	11	A	I don't --	09:25
12		was marked for identification by	09:23	12	Q	-- documents?	09:25
13		the court reporter and is	09:23	13	A	-- believe I have, no, sir.	09:25
14		attached hereto.)	09:23	14	Q	Um, have you ever signed any documents associated	09:25
15	MR. SMITH:	Nice and warm in here now. Huh, Dan?	09:24	15		with your acting as trustee of the trust, to your	09:25
16	MR. MARKS:	No comment. Are they going to	09:24	16		knowledge?	09:25
17		validate the parking? That's my next concern.	09:24	17	A	I signed a document, again, that I believe was	09:25
18	MR. SMITH:	No.	09:24	18		for the one percent of the condo in order to allow me to	09:26
19	MR. MARKS:	So no air and you pay for parking.	09:24	19		reside there.	09:26
20	MR. SMITH:	No air and you pay for parking.	09:24	20	Q	Have you retained a copy of that document?	09:26
21	MR. MARKS:	In Beverly Hills. All right, Rod.	09:24	21	A	No, sir; I returned it to Dennis after I signed	09:26
22		I have an extra copy if someone needs it.	09:24	22		it.	09:26
23	MR. SMITH:	Yeah, sorry about that.	09:24	23	Q	Where did you sign it?	09:26
24	BY MR. SMITH:		09:24	24	A	Physically, where did I sign it?	09:26
25	Q	All right. Can -- so have you ever seen this	09:24	25	Q	Where were you?	09:26

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1		docs most before?	09:24	1	A	I -- it was in Los Angeles in front of a notary.	09:26
2	A	I have, yes, sir.	09:24	2	Q	Were you at a lawyer's office?	09:26
3	Q	All right. And on page three of that document	09:24	3	A	No, sir; I went to a notary.	09:26
4		is, uh, uh -- well, actually, it's not your signature. So	09:24	4	Q	Do you know who the lawyer is that prepared the	09:26
5		do you -- what do you understand about this document? How	09:24	5		trust documents?	09:26
6		did it come about?	09:24	6	A	I have absolutely no idea, sir.	09:26
7	A	I understand that he purchased a condo in Beverly	09:24	7	Q	So were those documents maintained by Dennis	09:26
8		Hills.	09:24	8		Kogod?	09:26
9	Q	"He" being Dennis?	09:24	9	A	They were returned to him after I signed them and	09:26
10	A	Yes, sir.	09:24	10		notarized them; I don't know where they went from there.	09:26
11	Q	Okay.	09:24	11	Q	Did you have any conversation with Dennis Kogod	09:26
12	A	And he had offered me to rent it out from him.	09:24	12		in regard to the trust?	09:26
13	Q	Is -- and is --	09:24	13	A	No, sir.	09:26
14	A	That --	09:24	14	Q	He never explained to you what --	09:26
15	Q	Is that a condo at 434 South Canyon Drive, unit	09:24	15	A	Other than the one percent.	09:26
16		403?	09:25	16	Q	Let me --	09:26
17	A	Yes, sir. For the purposes of my family	09:25	17	A	I'm sorry.	09:26
18		relocated -- relocating here and my daughter going to	09:25	18	Q	Let me finish.	09:26
19		Beverly Hills High School. You had to live in the Beverly	09:25	19	A	Go ahead.	09:26
20		Hills district; and in order for me to reside in the	09:25	20	Q	He never explained to you anything about the	09:26
21		condo, he had to put me down as one percent on the deed in	09:25	21		family trust?	09:26
22		order to reside in the condo.	09:25	22	MR. MARKS:	Could I get an objection to the form	09:26
23	Q	The, uh -- the grant is actually to the Mitchell	09:25	23		before he answers.	09:26
24		Kogod and Denise Kogod, trustees of the Kogod family	09:25	24	BY MR. SMITH:		09:26
25		trust. Do you see that?	09:25	25	Q	You can answer.	09:26

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1	A	I do see that.	09:25	1	A	I do see that.	09:25
2	Q	Do you have a copy of the Kogod family trust	09:25	2	Q	Do you have a copy of the Kogod family trust	09:25
3		document?	09:25	3		document?	09:25
4	A	I do not, sir.	09:25	4	A	I do not, sir.	09:25
5	Q	Um, were you aware that you were a trustee of the	09:25	5	Q	Um, were you aware that you were a trustee of the	09:25
6		Kogod family trust?	09:25	6		Kogod family trust?	09:25
7	A	I was aware that I was one percent for the	09:25	7	A	I was aware that I was one percent for the	09:25
8		purposes of the condo, other than that, I -- I don't know	09:25	8		purposes of the condo, other than that, I -- I don't know	09:25
9		anything about the trust.	09:25	9		anything about the trust.	09:25
10	Q	Have you ever seen the trust --	09:25	10	Q	Have you ever seen the trust --	09:25
11	A	I don't --	09:25	11	A	I don't --	09:25
12	Q	-- documents?	09:25	12	Q	-- documents?	09:25
13	A	-- believe I have, no, sir.	09:25	13	A	-- believe I have, no, sir.	09:25
14	Q	Um, have you ever signed any documents associated	09:25	14	Q	Um, have you ever signed any documents associated	09:25
15		with your acting as trustee of the trust, to your	09:25	15		with your acting as trustee of the trust, to your	09:25
16		knowledge?	09:25	16		knowledge?	09:25
17	A	I signed a document, again, that I believe was	09:25	17	A	I signed a document, again, that I believe was	09:25
18		for the one percent of the condo in order to allow me to	09:26	18		for the one percent of the condo in order to allow me to	09:26
19		reside there.	09:26	19		reside there.	09:26
20	Q	Have you retained a copy of that document?	09:26	20	Q	Have you retained a copy of that document?	09:26
21	A	No, sir; I returned it to Dennis after I signed	09:26	21	A	No, sir; I returned it to Dennis after I signed	09:26
22		it.	09:26	22		it.	09:26
23	Q	Where did you sign it?	09:26	23	Q	Where did you sign it?	09:26
24	A	Physically, where did I sign it?	09:26	24	A	Physically, where did I sign it?	09:26
25	Q	Where were you?	09:26	25	Q	Where were you?	09:26

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1	A	I -- it was in Los Angeles in front of a notary.	09:26	1	A	I -- it was in Los Angeles in front of a notary.	09:26
2	Q	Were you at a lawyer's office?	09:26	2	Q	Were you at a lawyer's office?	09:26
3	A	No, sir; I went to a notary.	09:26	3	A	No, sir; I went to a notary.	09:26
4	Q	Do you know who the lawyer is that prepared the	09:26	4	Q	Do you know who the lawyer is that prepared the	09:26
5		trust documents?	09:26	5		trust documents?	09:26
6	A	I have absolutely no idea, sir.	09:26	6	A	I have absolutely no idea, sir.	09:26
7	Q	So were those documents maintained by Dennis	09:26	7	Q	So were those documents maintained by Dennis	09:26
8		Kogod?	09:26	8		Kogod?	09:26
9	A	They were returned to him after I signed them and	09:26	9	A	They were returned to him after I signed them and	09:26
10		notarized them; I don't know where they went from there.	09:26	10		notarized them; I don't know where they went from there.	09:26
11	Q	Did you have any conversation with Dennis Kogod	09:26	11	Q	Did you have any conversation with Dennis Kogod	09:26
12		in regard to the trust?	09:26	12		in regard to the trust?	09:26
13	A	No, sir.	09:26	13	A	No, sir.	09:26
14	Q	He never explained to you what --	09:26	14	Q	He never explained to you what --	09:26
15	A	Other than the one percent.	09:26	15	A	Other than the one percent.	09:26
16	Q	Let me --	09:26	16	Q	Let me --	09:26
17	A	I'm sorry.	09:26	17	A	I'm sorry.	09:26
18	Q	Let me finish.	09:26	18	Q	Let me finish.	09:26
19	A	Go ahead.	09:26	19	A	Go ahead.	09:26
20	Q	He never explained to you anything about the	09:26	20	Q	He never explained to you anything about the	09:26
21		family trust?	09:26	21		family trust?	09:26
22	MR. MARKS:	Could I get an objection to the form	09:26	22	MR. MARKS:	Could I get an objection to the form	09:26
23		before he answers.	09:26	23		before he answers.	09:26
24	BY MR. SMITH:		09:26	24	BY MR. SMITH:		09:26
25	Q	You can answer.	09:26	25	Q	You can answer.	09:26

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10 (Pages 34 - 37)

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1	A	Yeah, right after we got the property.	10:59:39
2	Q	Did Dennis help you find a lawyer for that?	10:59:41
3	A	Yes.	10:59:44
4	Q	And he paid for the lawyer; right?	10:59:44
5	A	Yes.	10:59:46
6	Q	You still have a copy of that will?	10:59:49
7	A	At home; I didn't bring it.	10:59:52
8	Q	No, no problem; just wondered if you still have	10:59:53
9	it.	Do you have a trust, too?	10:59:56
10	A	No.	10:59:58
11	Q	Just a -- just a will?	10:59:58
12	A	I think; you know, I'm -- I'm not even sure.	11:00:00
13	Q	Okay. Dennis kind of handled all of that, didn't	11:00:02
14	he?		11:00:05
15	A	Yes.	11:00:06
16	Q	Okay. You bought a yacht; correct?	11:00:06
17	A	Yes.	11:00:11
18	Q	All right.	11:00:12
19	A	Basically.	11:00:13
20	Q	All right. Um, it was called Danika -- Denika, I	11:00:13
21	think?		11:00:17
22	A	I think so.	11:00:18
23	Q	Yeah. Did you actually buy that yacht?	11:00:19
24	A	No.	11:00:21
25	Q	No?	11:00:21

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1	A	Dennis bought the yacht.	11:00:22
2	Q	Yeah. And Dennis gave you a note, though, for	11:00:24
3		you to sign on that?	11:00:26
4	A	Possibly; I don't remember.	11:00:27
5	Q	Okay.	11:00:29
6	A	I don't remember.	11:00:29
7	Q	I'll show you. Um, and -- but really, you	11:00:30
8		understood that he was buying the yacht and it was his --	11:00:33
9	A	Correct.	11:00:36
10	Q	-- correct? Okay. Have you ever heard of Denika	11:00:37
11		LLC, the limited liability company? You know anything	11:00:40
12		about that?	11:00:46
13	A	No.	11:00:46
14	Q	No, that's all Dennis, right?	11:00:46
15	A	Yeah.	11:00:46
16	Q	Is that a yes?	11:00:49
17	A	Yes.	11:00:50
18	Q	Remember that thing about --	11:00:50
19	A	Right.	11:00:51
20	Q	-- we have to answer aloud, all right. Has	11:00:52
21		Dennis ever given you access to, like, a credit card or a	11:00:54
22		bank account?	11:00:59
23	A	No.	11:00:59
24	Q	Does he just give you money?	11:00:59
25	A	Yes.	11:01:02

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9 DISTRICT COURT
10 CLARK COUNTY, NEVADA

11 GABRIELLE CIOFFI-KOGOD

Case No. D-13-489442-D
Dept. No. Q

12 Plaintiff,

13 vs.

14 DENNIS KOGOD,

15 Defendant.

16 DEFENDANT'S ANSWERS TO PLAINTIFF'S SECOND
17 SET OF INTERROGATORIES TO DEFENDANT

18 COMES NOW the Defendant Dennis Kogod, by and through his counsel, Daniel Marks
19 and Nicole M. Young, Esq., of the Law Office of Daniel Marks, and hereby submits his Answer
20 Plaintiff's Second Set of Interrogatories pursuant to NRCP 33 as follows:

21 INTERROGATORY NO. 27:

22 At the Status Check hearing on June 1, you indicated to the Court that at some point during the
23 marriage, you believed the marriage was "irretrievably broken." Please identify the date when you
24 believe that your marriage with Plaintiff was "irretrievably broken."

25 ANSWER TO INTERROGATORY NO. 27:

26 I believe that my marriage with Plaintiff became "irretrievably broken" in 2004 when I started
27 spending the majority of my time in Los Angeles because Davita was buying my company, Gambro. It
28 was at that time that we ceased to exist as a couple. From 2004 to 2010, my time with Plaintiff was
limited to the weekends, wherein we would have our Friday night pizza, play golf on Saturday mornings
with friends, work out on Saturday afternoons, and have dinner at home on Saturday evenings. I would
then leave each Sunday to go back to Los Angeles for a full week of work and/or travel. Additionally,

1 Plaintiff and I have not had a physical relationship since 2002, which is around the time that we moved
2 from Southern California to Lake Las Vegas.

3 For all intents and purposes, we essentially lived separate lives from 2004 until June of 2010,
4 when I stopped visiting and/or sleeping in the Las Vegas home. From 2004 until 2012, Plaintiff never
5 visited me in Los Angeles or Denver, with the exception of the one time that she showed up at my house
6 in Los Angeles with her sister. She knew where I lived, but never took any interest in either the Los
7 Angeles home or the Denver home. She also never asked to come visit me or go on any vacations with
8 me. We never vacationed together, other than our three-day trips to New York over Christmas to visit
9 her family. I eventually stopped going to her family's house all together.

10 If Plaintiff wanted to know about what I was spending money on, then all she had to do was open
11 the bank statements that were mailed to the Las Vegas home from 2004 to 2010. Our bank account
12 statements were mailed to that home throughout the duration of that time.

13 INTERROGATORY NO. 28:

14 Please explain in detail the nature of your relationship with Ms. Jennifer Crute Steiner and
15 identify the date when the relationship began.

16 ANSWER TO INTERROGATORY NO. 28:

17 Ms. Steiner and I began a personal relationship on September 19, 2014.

18 INTERROGATORY NO. 29:

19 Please identify any and all vacations or trips you have taken with Ms. Jennifer Crute Steiner since
20 the beginning of your relationship with her. In response to this interrogatory, please provide the
21 following information:

- 22 - Date of departure;
- 23 - Date of return;
- 24 - Destination
- 25 - Nature of the trip (i.e. business, personal vacation, etc.);
- 26 - Airlines utilized for travel; and
- 27 - Cost of travel (please indicate whether such costs were reimbursed to you).

28 ////

1 Gabby believed his excuses about the problems in their marriage, and continued to believe in
2 reconciliation. On September 28, 2014, Gabrielle watched a video of the Da Vita shareholder meeting
3 where in a speech, Dennis referenced the challenges of raising young children. As she and Dennis had
4 no children, she did not know what he was referring to. She suspected he may be having an affair, and
5 through that affair had been involved with children.
6

7 Dennis NEVER advised her that he had fathered children, nor that he had another relationship
8 with their mother in California. She filed the complaint. Still neither Dennis nor his counsel advised
9 Gabrielle or her then lawyer (now Judge Denise Gentile) that he had fathered children with another
10 woman. He indicated that there was some "community waste," and offered a resolution of that issue
11 without providing the documents he long promised to provide, but for many months (until present
12 counsel became involved in the case) were not provided.
13

14 On February 3, 2015, at the Case Management Conference, counsel for Dennis, James J. Jimmerson,
15 Esq. made the remarkable statements to the Court.
16

17 In this particular case, there are really very limited issues. Because the estate is in such a
18 solid shape. There is very little debt and very large assets.

19 An unhappy factor in this case is that my client fathered two children, twins, during
20 marriage with another woman and had maintained, essentially, a separate life that he
21 been disclosed to Mrs. Kogod until approximately May of last year, give or take...
22 may have known before, but I'm saying in terms of what we understand... There is
23 therefore going to be a claim for waste as an issue. And like we try to resolve issues... we
24 are going to take that issue away from her by providing an accounting, an estimate and an
offer that will be more than the dollar spent so that one-half should be awarded to Mrs.
Kogod to at least remove the financial strain or insult of Dennis' having this relationship.
Dennis is embarrassed by this certainly... but he is not embarrassed about having two
wonderful children of age 7 with a woman that he has fallen in love with.

25 See Video from the Hearing on February 3, 2015, 11:04:59 - 11:06:46.

26 Contrary to the false statement that Dennis had fed Mr. Jimmerson for that hearing, neither Dennis nor
27 her counsel had ever admitted prior to that date that Dennis had fathered children. For Dennis to reveal
28

1 reimbursed in your travel with DaVita?

2 A No, not at all.

3 Q Do you ever use the Wells Fargo credit card that
4 Miss Khapsalis has indicated she uses?

5 A I don't even have -- I have a debit card, but I
6 don't have a Wells Fargo credit card. I have one. It's
7 never been activated.

8 Q Okay. So the answer is no, you don't incur any
9 charges --

10 A No.

11 Q -- on the joint credit card with Nadya, correct?

12 A Correct.

13 MR. SMITH: Okay. Miss Varshney, we're going to
14 start with the -- I need the proxy statements.

15 THE WITNESS: Are we going to shift to look at
16 documents?

17 MR. SMITH: Yeah.

18 THE WITNESS: May I take five minutes to use the
19 restroom before we start?

20 MR. SMITH: Sure. Let's take a break.

21 MR. HARTMANSZERBIEC: We're going off the record
22 at 2:01 p.m.

23 (Recess.)

24 MR. HARTMANSZERBIEC: We're on the record at
25 2:09 p.m.

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1	A	No.	13:44:43
2	Q	How did you pronounce it?	13:44:44
3	A	"Moe."	13:44:47
4	Q	I thought it was like Curly, Moe and Larry.	13:44:48
5		Do you know what that company does?	13:44:50
6	A	Yes. It is design company, so he would	13:44:51
7		trying to help me to get in the business with those	
8		people, and it didn't work.	
9	Q	Okay. When did you first -- or when did	13:45:03
10		Dennis first acquire an interest in 12 Moe LLC, 12	
11		"Moe" LLC?	
12	A	About a year ago, maybe less.	13:45:12
13	Q	Have you done any business with that company	13:45:14
14		at all?	
15	A	We try. It's didn't go through.	13:45:17
16	Q	All right. Let's talk about your assets.	13:45:24
17		You had indicated that you first lived in	13:45:33
18		the home at Overland, then you lived in the home at	
19		Edinburgh.	
20		Where did you live after that?	13:45:40
21	A	Oak Pass.	13:45:
22	Q	When did you move out of Oak Pass?	13:45:44
23		MR. SPIEGEL: Out or into?	13:45:50
24		THE WITNESS: May or three years ago.	13:45:51
25		MR. SMITH: Into. Thank you.	13:45:52

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1 Q -- correct? Okay.

2 (Discussion off the record.)

3 Q (BY MR. SMITH) Are you -- do you spend money on
4 cultural events, ballet, museums, that sort of thing?

5 A The girls dance and participate in ballet
6 lessons, but that's the extent of our cultural --

7 Q Involvement?

8 A -- affairs.

9 Yes.

10 Q Okay. You have sent money through Western Union?

11 A Yes.

12 Q Who do you spend -- send money to via Western
13 Union? Why do you use that service?

14 A To help Nadya's family in Kazakhstan, some
15 translation services on her book to Ukraine, if I was away
16 and a nanny needed money and I didn't leave a check or
17 cash.

18 Q Who needed money?

19 A If a nanny -- if I didn't --

20 Q Oh.

21 A -- pay a nanny cause I wasn't home on a Friday or
22 a Sunday.

23 Q You would send that money through Western

24 A It's the best way to do it.

25 (Discussion off the record.)

1 citizenship.

2 Q Okay. So, prior to the time that you were a 11:22:39

3 citizen --

4 A Before I was, using only a credit card. 11:22:41

5 Q Okay. You -- 11:22:45

6 A I believe, yes. 11:22:46

7 Q So, if I understand your testimony, you did 11:22:47

8 not have a bank account at all until sometime

9 approximately two years ago when you became a

10 citizen?

11 A Yes. 11:22:59

12 Q So, you had no bank account whatsoever? 11:23:00

13 A I can't remember exactly. We can check 11:23:06

14 this. I can --

15 MR. SPIEGEL: If you don't remember. 11:23:11

16 THE WITNESS: -- check with the bank and 11:23:13

17 tell you exactly the dates.

18 MR. SPIEGEL: Nadya, if you don't remember, 11:23:18

19 then that's the answer.

20 THE WITNESS: I don't want to be a liar 11:23:22

21 because I tell you one thing.

22 BY MR. SMITH: 11:23:25

23 Q Again, we're just trying to gather 11:23

24 information.

25 So, you recall at some point in time having 11:23:28

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1 a bank account, but you believe the first bank account
2 you had was after the time you became a citizen;
3 correct?
4 A Yes. 11:23:35
5 Q The -- but the credit card came before you 11:23:37
6 were a citizen, in some time around the birth of your
7 children?
8 A Can I just -- because I -- I don't have an 11:23:44
9 exact question for that, when it's became.
10 Because before it was just kind of cash, and 11:23:52
11 then I don't remember exactly when I got my --
12 MR. SPIEGEL: If you don't remember, that's 11:23:59
13 the answer.
14 THE WITNESS: Yes; I don't remember. 11:24:00
15 BY MR. SMITH: 11:24:01
16 Q You do remember, though, Dennis providing 11:24:01
17 you cash; correct?
18 A Yes. 11:24:05
19 Q And that's how you paid your bills? 11:24:05
20 A The bills, all the bills Dennis paid. 11:24:08
21 Q Okay. How about when you went to buy 11:24:11
22 something at the grocery store or at the -- for
23 clothing, or for the children?
24 A I think at that time I was already have, 11:24:17
25 like I told you, when I get pregnant, so is became

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1 more important so I have a card, so I can use for the
2 groceries, for stuff for home, for cleaning stuff, for
3 everything.
4 Q Did you have a maid at that time Overland 11:24:34
5 apartment at any time?
6 A Yes. When I got pregnant he got me a maid 11:24:39
7 because it was difficult carrying all the stuff and
8 clean the house.
9 Q And you -- prior to the time you became 11:24:46
10 pregnant, you paid everything that you needed to buy
11 in cash --
12 A Yes. 11:24:54
13 Q -- correct? 11:24:55
14 And he would provide you that cash? 11:24:56
15 A Part of the cash I saved before, so I have 11:25:04
16 some cash I could use for me, part of the cash he gave
17 me.
18 Q I thought at the time of your ceremony with 11:25:11
19 Dennis the only thing you had was a car.
20 Are you saying that you had that stash -- 11:25:17
21 A At that time, no, I said car I own right 11:25:18
22 now. At that time I had a car which I was leasing.
23 Q Okay. So, let's go back to that question 11:25:27
24 because I'm not quite sure I'm clear in your answer.
25 A Yeah. 11:25:32

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03393

1	Q	The -- in June of 2005, what did you own,	11:25:32
2		what did you have?	
3		Did you have a large amount of cash	11:25:39
4		somewhere?	
5	A	Not large. About \$20,000.	11:25:43
6	Q	Okay. And that's money that you had saved	11:25:47
7		prior to that time?	
8	A	Yes.	11:25:50
9	Q	And did you have a -- you said you had a car	11:25:50
10		that was leased; correct?	
11	A	Car was leased, yes.	11:25:54
12	Q	Okay. And you had your furniture and	11:25:56
13		clothing?	
14	A	Yes.	11:25:58
15	Q	Did you own anything else?	11:25:59
16		Did you have any --	11:26:01
17	A	No.	11:26:01
18	Q	-- interest in land or --	11:26:02
19	A	No.	11:26:04
20	Q	At that time you did not use a bank	11:26:04
21		account?	
22	A	No.	11:26:06
23	Q	What did you do with your paychecks; you	11:26:07
24		just cashed them?	
25	A	Which paychecks?	11:26:12

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1 But after 2005 you did regularly give her money,
2 correct?

3 A Correct.

4 Q How did you give that money to her?

5 A Usually in cash, up until about 2009 when I
6 started writing some checks to her.

7 Q Why did you do that?

8 A I don't remember.

9 Q And you wrote them in the name of Kievsky.

10 A I think that's what was on her bank account at
11 the time.

12 Q So she didn't use the name Kogod?

13 A That was very recent that she went and changed
14 her name.

15 Q When was that?

16 A I don't remember. She did that unilaterally
17 without telling me.

18 Q You sponsored her as part of her immigration,
19 correct?

20 A No.

21 Q Did you --

22 A She was -- she was already here. She got her
23 green card way before I met her, and then she became a
24 citizen. But I didn't -- there was no sponsorship.

25 Q Did you have any role in her citizenship?

1 A Sure.

2 Q Does -- in addition to the money that she spends
3 on the credit card, do you provide her cash or checks?

4 A I do. I give her some cash every week to cover
5 some incidentals.

6 Q Is that a set amount, or does it vary from
7 week-to-week?

8 A Varies week-to-week.

9 Q How do you make the determination as to how much
10 money you'll give you?

11 A How generous I'm feeling in the moment I see her.
12 That's the -- that's the answer. How long I'm going to be
13 gone till my next trip, is it for seven days or nine days,
14 cause I'm gone, things like that.

15 Q In this case you've heard the court -- I think
16 you were present when the court indicated that it would
17 provide reimbursement for monies paid for Miss Khapsalis
18 or for any other affair.

19 Do you recall that -- the court saying that?

20 A I don't recall it exactly like that.

21 If you want to expand on what -- what you...

22 Q Well, do you have a general understanding from
23 your time in court that our request to the court is that
24 you reimburse Miss -- Gabrielle for expenses that you
25 paid toward Miss Khapsalis? Were you -- were you aware

1 A \$650 roughly. May be off by 50, but in that
2 ballpark.
3 Q That's the kid car?
4 A That's the work car.
5 Q Oh.
6 A Hard to show up with doctors and tell them to
7 work harder and ask whose Ferrari that is in the parking
8 lot.
9 Q The insurance, what's your insurance cost per
10 month on those vehicles?
11 A I honestly don't know. I think we're going to
12 have to...
13 Q Okay. Who do you have your insurance through?
14 A Farmers.
15 Q And the gasoline price you gave me, the 200 a
16 month, is for all three vehicles?
17 A I don't drive a lot of miles.
18 Q So the answer is yes?
19 A Yes.
20 Q You don't take public transportation?
21 A I take -- no, I don't take public transpor- --
22 there -- there isn't any.
23 Q Can you give me a reasonable estimate of what you
24 pay to Nadya directly each month?
25 A \$3,000.

1 period?

2 MR. MARKS: Objection, that calls for a legal
3 conclusion. It's not the law in this state.

4 Q (BY MR. SMITH) You can -- you can answer.

5 A The answer is I don't know what fair is yet. I'm
6 not educated enough on methodology and what's reasonable.

7 So to go on record and agree to a methodology
8 spontaneously, I'm not going to do it.

9 Q I'm just asking you if you think it's unfair.

10 A I -- I don't have a good answer whether it's fair
11 or unfair until I understand all the relevant points, and
12 I don't today.

13 Q Okay.

14 A But getting to a place where we agree on a
15 methodology is certainly a good objective.

16 Q Okay. The -- you would agree then that -- well,
17 let's step back for a second.

18 You at some point in time began providing for all
19 of the expenses of Miss Khapsalis and your children,
20 correct?

21 A Correct.

22 Q Miss Khapsalis has not earned any money during
23 the time of your relationship, has she?

24 A Not yet, no.

25 Q Does she -- is it your understanding that she's

1 at Oak Pass?

2 A Correct.

3 Q You now live in a different location, correct?

4 A Correct.

5 Q So you now in addition to -- I assume you're
6 still paying these expenses on behalf of Miss Khapsalis,
7 correct?

8 A Correct.

9 Q In addition to those expenses, you now incur
10 expenses of your present residence, correct?

11 A Correct.

12 Q And that residence is located in -- on I think
13 Wilshire Boulevard in --

14 A Correct.

15 Q -- California?

16 Dan, do you have any objection to filing an
17 amended FDF prior to the time of the next deposition?

18 MR. MARKS: No objection.

19 MR. SMITH: Okay.

20 MR. MARKS: You're not going to finish today? I
21 thought you would.

22 MR. SMITH: Not even close.

23 The -- and as I indicated to you, since we're
24 talking about this on the record, is we don't have a copy
25 of the shareholders agreement regarding -- I mean not

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1 Q At any time did you advise Gabrielle that
2 parents had moved to California?
3 A Unlikely.
4 Q Did you ever tell Gabrielle that you were
5 helping -- well, let me ask that question first.
6 Did you help them with their expenses after they
7 moved to California?
8 A Yes.
9 Q What did you pay on their behalf?
10 A Their rent and a small stipend per month.
11 Q What was the stipend, if you recall?
12 A \$1,000.
13 Q How did you pay it?
14 A I don't remember if I paid cash or check. You'd
15 have to produce the checks and see.
16 Q The -- did you ever advise Gabrielle prior to
17 doing that that you were going to provide that support for
18 your parents by paying for their apartment in California
19 and a stipend?
20 A It's the same answer. We didn't discuss my
21 parents, given her tremendous dislike.
22 Q So the answer is no, you did not.
23 A The answer is no.
24 Q At some point in time your parents -- no. We'll
25 get into that. We'll talk about that in a bit.

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03400

1 A -- it would be fine.

2 Q All right. Other than your conversations w

3 Mr. Gehlen and Mr. Mucha, do you monitor your perfor

4 in the DBS accounts in any other manner?

5 A No.

6 Q You don't get the statements and run numbers,

7 anything like that, look at the investments, check the

8 Wall Street Journal on the investments you're invested in?

9 A No.

10 Q Anything like that?

11 A No.

12 Q You rely on them?

13 A I do.

14 Q All right. When you book the travel through

15 DaVita, DaVita pays for that travel in advance, or do they

16 reimburse you for the -- the bookings?

17 A When my office calls to book a commercial flight,

18 it is rare that my credit card is charged. It's a company

19 credit card.

20 There may have been times in the past, for the

21 benefit of getting miles, getting American Express points,

22 whatever, that I may have booked some, but for the most

23 part...

24 Q Do you ever utilize miles to travel?

25 A No.

1 You don't have to answer that.

2 In regard to the -- the UBS accounts, do you know
3 what your rate of return is on those accounts?

4 A I'm going to guessti- -- I don't. I'm goi:
5 guesstimate that my targeted range, which I'm proba
6 pretty close, is three and a half to four and a hal
7 percent after taxes.

8 Q When you work with your advisers there, do you
9 talk about the return on -- and how to maximize the return
10 or how to structure your accounts?

11 A Yeah. I'm pretty unsophisticated in terms of
12 investment decisions. That's why I hire and pay for
13 someone to manage the account.

14 And typically what happens, if they have an
15 opportunity that they feel strongly in, strongly enough to
16 put other DaVita executives in it, they will call, they'll
17 send a copy of the prospectus, we'll walk through.

18 But I would characterize it as our investment
19 strategy is low risk, moderate risk adjusted returns, that
20 I'm not in a position of life where I want to roll the
21 dice and maybe get 12 percent and lose half of it.

22 So it has been, as I would say, a very
23 conservative investment approach, but far more significant
24 than investing it in a bank or a money market or anything
25 to that effect.

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03402

Radford Smith

From: Joe Leauanae <JoeLeauanae@anthemforensics.com>
ent: Friday, February 12, 2016 3:57 PM
To: Radford Smith; Dan Marks (office@danielmarks.net)
Cc: Garima Varshney; Jenny Allen
Subject: Kogod - items requested at Joseph Leauanae's deposition on February 9, 2016
Attachments: Requested information.zip

Rad and Dan,

I have attached the following information that was requested at my February 9, 2016 deposition:

1. Anthem invoices for the period from January 2015 through January 2016.
2. "Transactions that comprise the 'Adjusted' column on Exhibit 6"
 - a. The orange-highlighted transactions were not included in the totals on Exhibit 6 of our December 15, 2015 report but were added after its issuance as a result of receiving source documents after December 15, 2015.
 - b. It bears noting that the detailed transactions categorized as "CC Payment – American Express" and "CC Payment – Black Card" in the attached schedule no longer tie to the correspondence category on Exhibit 6 of our December 15, 2015 report as a result of receiving source documents after December 15, 2015.
3. "Auto related charges"
 - a. This schedule provides the underlying detail for Ref #4 through Ref #12 on Exhibit 6 of our December 15, 2015 report. Please note that Ref #3, Ref #13, Ref #14, and Ref #15 are not included in this schedule because they include outflows such as car washes, registration, etc. as opposed to the auto purchases/payments reflected on Ref #4 through Ref #12.
 - b. The orange-highlighted transactions were not included in the totals on Exhibit 6 of our December 15, 2015 report but were added after its issuance as a result of receiving source documents after December 15, 2015. The orange-highlighted transactions also include payments to Lexus that appear to be in addition to Gabrielle's Lexus charges given our understanding that Dennis also used a different Lexus during the relevant period of time (December 7, 2015 deposition, pp. 335-336).
 - c. It bears noting that although the "GMAC (Cadillac)" charges refer to "Bill Pay GMAC Mortgage CO Recurring 4969", these transactions were categorized as "Auto related" due to Dennis' deposition testimony (December 7, 2015 deposition, p. 419 and 438).
4. "Withdrawals – Gabrielle Kogod"
 - a. This schedule provides a list of withdrawals and checks written to cash by Gabrielle.

Please let me know if you have any questions.

Regards,
Joe



Joseph L. Leauanae
CPA, CITP, CFF, CFE, ABV, ASA

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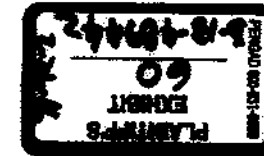
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Kogod v. Kogod
Las Vegas, Nevada



AUTO-RELATED CHARGES SORTED BY CATEGORY THEN BY DATE (EXHIBIT 6: REF #4 - #12 + ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount
1	08/01/12	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
2	08/24/12	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
3	09/25/12	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
4	10/24/12	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
5	11/26/12	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
6	12/26/12	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
7	01/24/13	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
8	02/26/13	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
9	03/26/13	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
10	04/24/13	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
11	05/24/13	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
12	06/25/13	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
13	07/24/13	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
14	08/26/13	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
15	09/24/13	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
16	10/24/13	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
17	11/26/13	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
18	12/24/13	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
19	01/24/14	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
20	02/25/14	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
21	03/25/14	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
22	04/24/14	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
23	05/27/14	(654.30)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(654.30)
24	06/25/14	(215.24)	Auto Related - Ally Bank (lease payment)	BMW Pay Ally Financial online 5998				WF x5397	(215.24)
25	05/24/10	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
26	06/24/10	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
27	07/23/10	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
28	08/24/10	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
29	09/24/10	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
30	10/22/10	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
31	11/24/10	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
32	12/24/10	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
33	01/24/11	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
34	02/24/11	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
35	03/24/11	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
36	04/22/11	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
37	05/24/11	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
38	06/24/11	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
39	07/22/11	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
40	08/24/11	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
41	09/23/11	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
42	10/24/11	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
43	11/23/11	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
44	12/23/11	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
45	01/24/12	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
46	02/24/12	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
47	03/23/12	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
48	04/24/12	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
49	05/24/12	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
50	06/22/12	(819.31)	Auto Related - Audi	Audi Financial Services Bill Payment				BoFA x6446	(819.31)
51	07/25/08	(200.00)	Auto Related - BMW	BMW Bank of North America Bill Payment				BoFA x6446	(200.00)
52	09/08/08	(2,503.34)	Auto Related - BMW	BMW Bank of North America Bill Payment				BoFA x6446	(2,503.34)
53	10/03/08	(3,000.00)	Auto Related - BMW	BMW Bank of North America Bill Payment				BoFA x6446	(3,000.00)
54	11/10/08	(1,852.70)	Auto Related - BMW	BMW Bank of North America Bill Payment				BoFA x6446	(1,852.70)

Kogut v. Kogut
Las Vegas, Nevada

AUTO-RELATED CHARGES SORTED BY CATEGORY THEN BY DATE (EXHIBIT 6: REF #4 - #12 + ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description			Outflows	
				Source / Use	Check Number	Location	Notes	Account
55	12/06/08	(1,500.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (1,500.00)
56	01/05/09	(3,000.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (3,000.00)
57	01/13/09	(1,360.84)	Auto Related - BMW	BMW Financial Services	8563			BoFA x6446 (1,360.84)
58	02/09/09	(4,000.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (4,000.00)
59	02/11/09	(1,360.84)	Auto Related - BMW	BMW Financial Services	8589			BoFA x6446 (1,360.84)
60	03/09/09	(3,000.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (3,000.00)
61	03/12/09	(1,360.84)	Auto Related - BMW	BMW Financial Services	8712			BoFA x6446 (1,360.84)
62	04/13/09	(1,360.84)	Auto Related - BMW	BMW Financial Services	8736			BoFA x6446 (1,360.84)
63	04/15/09	(2,820.31)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (2,820.31)
64	05/08/09	(3,500.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (3,500.00)
65	05/11/09	(1,360.84)	Auto Related - BMW	BMW Financial Services	8750			BoFA x6446 (1,360.84)
66	06/06/09	(8,278.64)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (8,278.64)
67	06/15/09	(1,360.84)	Auto Related - BMW	BMW Financial Services	8775			BoFA x6446 (1,360.84)
68	07/06/09	(3,500.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (3,500.00)
69	07/13/09	(1,360.84)	Auto Related - BMW	BMW Financial Services	8800			BoFA x6446 (1,360.84)
70	08/07/09	(2,500.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (2,500.00)
71	08/10/09	(1,360.84)	Auto Related - BMW	BMW Financial Services	8828			BoFA x6446 (1,360.84)
72	09/08/09	(2,500.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (2,500.00)
73	09/29/09	(2,500.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (2,500.00)
74	10/13/09	(1,360.84)	Auto Related - BMW	BMW Financial Services	8876			BoFA x6446 (1,360.84)
75	11/09/09	(500.00)	Auto Related - BMW	BMW Financial Services	422		4136 6730 0054 9635	BoFA x6446 (500.00)
76	11/11/09	(1,360.84)	Auto Related - BMW	BMW Financial Services B/E Payment				BoFA x6446 (1,360.84)
77	12/01/09	(2,000.00)	Auto Related - BMW	BMW	345		4636 6760 0054 9635	BoFA x6446 (2,000.00)
78	12/11/09	(1,360.84)	Auto Related - BMW	BMW Financial Services B/E Payment				BoFA x6446 (1,360.84)
79	12/18/09	(501.01)	Auto Related - BMW	BMW Financial Services B/E Payment				BoFA x6446 (501.01)
80	01/05/10	(2,000.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (2,000.00)
81	01/12/10	(1,360.84)	Auto Related - BMW	BMW Financial Services B/E Payment				BoFA x6446 (1,360.84)
82	02/02/10	(3,000.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (3,000.00)
83	02/12/10	(1,391.78)	Auto Related - BMW	BMW Financial Services B/E Payment				BoFA x6446 (1,391.78)
84	03/06/10	(2,500.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (2,500.00)
85	03/12/10	(1,391.78)	Auto Related - BMW	BMW Financial Services B/E Payment				BoFA x6446 (1,391.78)
86	04/07/10	(3,000.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (3,000.00)
87	04/12/10	(1,391.78)	Auto Related - BMW	BMW Financial Services B/E Payment				BoFA x6446 (1,391.78)
88	05/07/10	(4,000.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (4,000.00)
89	05/12/10	(1,391.78)	Auto Related - BMW	BMW Financial Services B/E Payment				BoFA x6446 (1,391.78)
90	06/08/10	(2,642.28)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (2,642.28)
91	06/22/10	(1,285.70)	Auto Related - BMW	BMW Financial Services B/E Payment				BoFA x6446 (1,285.70)
92	07/13/10	(486.43)	Auto Related - BMW	BMW Financial Services B/E Payment				BoFA x6446 (486.43)
93	07/11/10	(2,500.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (2,500.00)
94	08/06/10	(3,500.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (3,500.00)
95	09/08/10	(3,000.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (3,000.00)
96	10/07/10	(4,000.00)	Auto Related - BMW	BMW Bank of North America B/E Payment				BoFA x6446 (4,000.00)

Koged v. Koged
 Los Vegas, Nevada

AUTO-RELATED CHARGES SORTED BY CATEGORY THEN BY DATE (EXHIBIT 5: REF #4 - #12 + ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount
97	11/08/10	(1,600.00)	Auto Related - BMW	BMW Bank of North America Bill Payment				BoFA x5446	(1,600.00)
98	12/07/10	(4,000.00)	Auto Related - BMW	BMW Bank of North America Bill Payment				BoFA x5446	(4,000.00)
99	01/06/11	(2,500.00)	Auto Related - BMW	BMW Bank of North America Bill Payment				BoFA x5446	(2,500.00)
100	02/08/11	(1,200.00)	Auto Related - BMW	BMW Bank of North America Bill Payment				BoFA x5446	(1,200.00)
101	03/04/11	(642.48)	Auto Related - BMW	BMW Bank of North America Bill Payment				BoFA x5446	(642.48)
102	05/28/09	(6,500.00)	Auto Related - GMAC (Cadillac)	GMAC Mortgage Bill Payment				BoFA x5446	(6,500.00)
103	06/26/09	(6,500.00)	Auto Related - GMAC (Cadillac)	GMAC Mortgage Bill Payment				BoFA x5446	(6,500.00)
104	07/26/09	(6,500.00)	Auto Related - GMAC (Cadillac)	GMAC Mortgage Bill Payment				BoFA x5446	(6,500.00)
105	08/28/09	(6,500.00)	Auto Related - GMAC (Cadillac)	GMAC Mortgage Bill Payment				BoFA x5446	(6,500.00)
106	09/26/09	(6,500.00)	Auto Related - GMAC (Cadillac)	GMAC Mortgage Bill Payment				BoFA x5446	(6,500.00)
107	10/28/09	(6,500.00)	Auto Related - GMAC (Cadillac)	GMAC Mortgage Bill Payment				BoFA x5446	(6,500.00)
108	11/27/09	(6,500.00)	Auto Related - GMAC (Cadillac)	GMAC Mortgage Bill Payment				BoFA x5446	(6,500.00)
109	12/28/09	(6,500.00)	Auto Related - GMAC (Cadillac)	GMAC Mortgage Bill Payment				BoFA x5446	(6,500.00)
110	01/28/10	(6,500.00)	Auto Related - GMAC (Cadillac)	GMAC Mortgage Bill Payment				BoFA x5446	(6,500.00)
111	02/26/10	(6,500.00)	Auto Related - GMAC (Cadillac)	GMAC Mortgage Bill Payment				BoFA x5446	(6,500.00)
112	03/26/10	(6,500.00)	Auto Related - GMAC (Cadillac)	GMAC Mortgage Bill Payment				BoFA x5446	(6,500.00)
113	04/28/10	(6,500.00)	Auto Related - GMAC (Cadillac)	GMAC Mortgage Bill Payment				BoFA x5446	(6,500.00)
114	05/28/10	(6,500.00)	Auto Related - GMAC (Cadillac)	GMAC Mortgage Bill Payment				BoFA x5446	(6,500.00)
115	06/28/10	(6,500.00)	Auto Related - GMAC (Cadillac)	GMAC Mortgage Bill Payment				BoFA x5446	(6,500.00)
116	07/28/10	(6,500.00)	Auto Related - GMAC (Cadillac)	GMAC Mortgage Bill Payment				BoFA x5446	(6,500.00)
117	09/01/10	(6,500.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(6,500.00)
118	09/28/10	(7,100.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(7,100.00)
119	10/28/10	(7,100.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(7,100.00)
120	11/30/10	(8,100.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(8,100.00)
121	12/28/10	(8,100.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(8,100.00)
122	12/28/10	(2,500.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(2,500.00)
123	01/28/11	(8,500.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(8,500.00)
124	01/28/11	(2,500.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(2,500.00)
125	03/01/11	(10,500.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(10,500.00)
126	03/29/11	(10,500.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(10,500.00)
127	04/29/11	(10,500.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(10,500.00)
128	06/01/11	(10,500.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(10,500.00)
129	06/29/11	(10,500.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(10,500.00)
130	07/29/11	(10,500.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(10,500.00)
131	08/30/11	(10,500.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(10,500.00)
132	09/29/11	(10,500.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(10,500.00)
133	10/31/11	(10,500.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(10,500.00)
134	11/29/11	(10,500.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(10,500.00)
135	12/29/11	(10,500.00)	Auto Related - GMAC (Cadillac)	Bill Pay GMAC Mortgage CO Recurring 4969				WF x5397	(10,500.00)
136	01/31/12	(9,800.00)	Auto Related - GMAC (Cadillac)	Gmac Mortgage Bill Payment				BoFA x5446	(9,800.00)

Kogod v. Kogod
Las Vegas, Nevada

AUTO-RELATED CHARGES SORTED BY CATEGORY THEN BY DATE (EXHIBIT 6: REF #4 - #12 + ADDITIONAL CHARGES NOT INCLUDED IN TOTALS (HIGHLIGHTED IN ORANGE))

Ref	Date	Unmatched Amounts	AF Category	Description				Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount
137	09/25/13	(39,553.81)	Auto Related - Harley	Barrels	1044			UBS x27 GM	(39,553.81)
138	03/03/08	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
139	04/03/08	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
140	05/02/08	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
141	06/03/08	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
142	08/01/08	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
143	09/03/08	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
144	10/03/08	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
145	11/03/08	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
146	12/03/08	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
147	01/02/09	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
148	02/03/09	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
149	03/03/09	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
150	03/11/09	(302.74)	Auto Related - Lexus	Jim Falk Lexus		Beverly Hills, CA		BoFA x5446	(302.74)
151	04/03/09	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
152	05/01/09	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
153	05/03/09	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
154	06/12/09	(15.40)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(15.40)
155	07/03/09	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
156	08/03/09	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
157	09/03/09	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
158	10/02/09	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
159	11/03/09	(563.89)	Auto Related - Lexus	Lexus Financial Services Bill Payment				BoFA x5446	(563.89)
160	01/28/14	(123,668.60)	Auto Related - Luxury	Ogara Coach	1013			UBS x45 GM	(123,668.60)
161	02/03/14	(127,109.35)	Auto Related - Luxury	Federal funds to Pentagon North America				UBS x45 GM	(127,109.35)
162	02/05/14	(129,000.00)	Auto Related - Luxury	O'Gara Coach Roly Royce	1062	Beverly Hills, CA		UBS x45 GM	(129,000.00)
163	03/11/14	(189,304.20)	Auto Related - Luxury	Ferrari Beverly Hills	1071			UBS x45 GM	(189,304.20)
164	03/14/14	(786.05)	Auto Related - Luxury	Store.ferrari.com		MI		Visa x3832	(786.05)
165	03/21/14	(20,000.00)	Auto Related - Luxury	Roly Royce Beverly Hills	1070			UBS x45 GM	(20,000.00)
166	03/28/14	(155,451.31)	Auto Related - Luxury	Federal funds to West Region Mgmt Group at Bank of America		Beverly Hills, CA	Per UBS, this transfer was to MBZ of Beverly Hills - Auto	UBS x45 GM	(155,451.31)
167	04/24/14	(124.30)	Auto Related - Luxury	Ferrari Store		NV		AMEX x0-81009/x0-82007	(124.30)
168	06/05/14	(220,163.70)	Auto Related - Luxury	O'Gara	1066			UBS x45 GM	(220,163.70)
169	06/17/14	(1,635.00)	Auto Related - Luxury	O'Gara Coach Co		Beverly Hills, CA		AMEX x0-81009/x0-82007	(1,635.00)
170	07/02/14	(1,163.03)	Auto Related - Luxury	O'Gara Coach Co		Los Angeles, CA		AMEX x0-81009/x0-82007	(1,163.03)
171	11/17/14	(5,000.00)	Auto Related - Luxury	Beverly Hills Bentley	2070		SUV Deposit	WF x5397	(5,000.00)
172	11/17/14	(120,863.00)	Auto Related - Luxury	Beverly Hills Bentley	2064		Balance V-B	WF x5397	(120,863.00)
173	02/03/15	(10,000.00)	Auto Related - Luxury	Ferrari Beverly Hills	1858		Deposit	WF x5397	(10,000.00)
174	03/26/15	(835.14)	Auto Related - Luxury	Ferrari		Beverly Hills, CA		AMEX x0-81009/x0-82007	(835.14)
175	03/03/15	(97,861.18)	Auto Related - Luxury	Rosscorse LLC, Ferrari Sport				UBS x45 GM	(97,861.18)
176	06/11/15	(890.00)	Auto Related - Luxury	Ferrari South Bay	2220			WF x5397	(890.00)
177	11/11/15	(600.00)	Auto Related - Luxury	Ogara Coach		Los Angeles, CA		AMEX x0-83005	(600.00)
178	09/02/11	(1,093.95)	Auto Related - Mercedes	Mercedes Benz		Beverly Hills, CA		WF Visa x4727	(1,093.95)
179	06/03/14	(4,890.00)	Auto Related - Mercedes	Mercedes		Beverly Hills, CA		AMEX x0-81009/x0-82007	(4,890.00)
180	07/03/14	(679.09)	Auto Related - Mercedes	mbfs.com Auto Pay Jul 14 Kogod, Dennis L				WF x5397	(679.09)
181	08/04/14	(679.09)	Auto Related - Mercedes	mbfs.com Auto Pay Jul 14 Kogod, Dennis L				WF x5397	(679.09)
182	09/03/14	(679.09)	Auto Related - Mercedes	mbfs.com Auto Pay Jul 14 Kogod, Dennis L				WF x5397	(679.09)
183	10/03/14	(679.09)	Auto Related - Mercedes	mbfs.com Auto Pay Jul 14 Kogod, Dennis L				WF x5397	(679.09)
184	11/03/14	(679.09)	Auto Related - Mercedes	mbfs.com Auto Pay Jul 14 Kogod, Dennis L				WF x5397	(679.09)
185	12/03/14	(679.09)	Auto Related - Mercedes	mbfs.com Auto Pay Jul 14 Kogod, Dennis L				WF x5397	(679.09)
186	01/06/15	(679.09)	Auto Related - Mercedes	MBFS.com Auto Pay				WF x5397	(679.09)
187	02/03/15	(679.09)	Auto Related - Mercedes	MBFS.com Auto Pay				WF x5397	(679.09)
188	03/03/15	(679.09)	Auto Related - Mercedes	MBFS.com Auto Pay				WF x5397	(679.09)
189	04/03/15	(679.09)	Auto Related - Mercedes	MBFS.com Auto Pay				WF x5397	(679.09)
190	05/04/15	(679.09)	Auto Related - Mercedes	MBFS.com Auto Pay				WF x5397	(679.09)
191	06/03/15	(679.09)	Auto Related - Mercedes	MBFS Auto Pay				WF x5397	(679.09)
192	07/03/15	(679.09)	Auto Related - Mercedes	MBFS Auto Pay				WF x5397	(679.09)

AUTO-RELATED CHARGES SORTED BY CATEGORY THEN BY DATE (EXHIBIT 6: REF #4 - #12 + ADDITIONAL CHARGES NOT INCLUDED IN TOTALS [HIGHLIGHTED IN ORANGE])

Ref	Date	Unmatched Amounts	AF Category	Description				Outflows	
				Source / Use	Check Number	Location	Notes	Account	Amount
193	08/03/15	(679.09)	Auto Related - Mercedes	MBFS.com Auto Pay				WF x5397	(679.09)
194	08/13/15	(312.79)	Auto Related - Mercedes	Mercedes		Beverly Hills, CA		AMEX x0-11009/x0-82007	(312.79)
195	09/03/15	(679.09)	Auto Related - Mercedes	MBFS.com Auto Pay				WF x5397	(679.09)
196	10/05/15	(679.09)	Auto Related - Mercedes	MBFS.com				WF x5397	(679.09)
197	11/03/15	(679.09)	Auto Related - Mercedes	MBFS.com				WF x5397	(679.09)
198	11/25/15	(20,000.00)	Auto Related - Mercedes	Keyes European	1248			UBS x45 GM	(20,000.00)
199	11/25/15	(5,000.00)	Auto Related - Mercedes	Keyes European	1249			UBS x45 GM	(5,000.00)
200	12/23/15	(1,640.06)	Auto Related - Mercedes	ACH Withdrawal MBFS.com				UBS x45 GM	(1,640.06)
201	12/29/15	(2,810.76)	Auto Related - Mercedes	Mercedes Check Payment	2383			WF x5397	(2,810.76)
202	05/03/10	(15,678.38)	Auto Related - Porsche	Beverly Hills Porsche		Beverly Hills, CA		AMEX x8-89008/x8-84000	(15,678.38)
203	06/01/10	(1,523.63)	Auto Related - Porsche	Porsche Financial Services				BoFA x6446	(1,523.63)
204	07/01/10	(1,523.63)	Auto Related - Porsche	Porsche Financial Services				BoFA x6446	(1,523.63)
205	07/30/10	(1,523.63)	Auto Related - Porsche	Porsche Financial Services				BoFA x6446	(1,523.63)
206	08/24/10	(1,523.63)	Auto Related - Porsche	Bill Pay Porsche Finance Online 4105				WF x5397	(1,523.63)
207	08/26/10	(1,523.63)	Auto Related - Porsche	Bill Pay Porsche Finance Online 4105				WF x5397	(1,523.63)
208	09/01/10	(1,523.63)	Auto Related - Porsche	Bill Pay Porsche Finance Online 4105				WF x5397	(1,523.63)
209	11/29/10	(1,523.63)	Auto Related - Porsche	Bill Pay Porsche Finance Online 4105				WF x5397	(1,523.63)
210	12/24/10	(438.67)	Auto Related - Porsche	Beverly Hills Porsche		Los Angeles, CA		BoFA x6446	(438.67)
211	12/26/10	(1,523.63)	Auto Related - Porsche	Bill Pay Porsche Finance Online 4105				WF x5397	(1,523.63)
212	01/27/11	(1,523.63)	Auto Related - Porsche	Bill Pay Porsche Finance Online 4105				WF x5397	(1,523.63)
213	03/01/11	(1,523.63)	Auto Related - Porsche	Bill Pay Porsche Finance Online 4105				WF x5397	(1,523.63)
214	03/29/11	(1,523.63)	Auto Related - Porsche	Bill Pay Porsche Finance Recurring 4105				WF x5397	(1,523.63)
215	04/27/11	(1,523.63)	Auto Related - Porsche	Bill Pay Porsche Finance Online 4105				WF x5397	(1,523.63)
216	05/09/11	(744.21)	Auto Related - Porsche	Beverly Hills Porsche		Los Angeles, CA		WF x5397	(744.21)
217	05/27/11	(1,523.63)	Auto Related - Porsche	Bill Pay Porsche Finance Online 4105				WF x5397	(1,523.63)
218	06/28/11	(1,523.63)	Auto Related - Porsche	Bill Pay Porsche Finance Online 4105				WF x5397	(1,523.63)
219	07/12/11	(1,523.63)	Auto Related - Porsche	Bill Pay Porsche Finance Online 4105				WF x5397	(1,523.63)
220	08/29/11	(1,523.63)	Auto Related - Porsche	Bill Pay Porsche Finance Online 4105				WF x5397	(1,523.63)
221	09/27/11	(1,523.63)	Auto Related - Porsche	Bill Pay Porsche Finance Online 4105				WF x5397	(1,523.63)
222	11/01/11	(1,495.85)	Auto Related - Porsche	Porsche Financial Services Bill Payment				BoFA x6446	(1,495.85)
223	12/02/11	(1,495.85)	Auto Related - Porsche	Porsche Financial Services Bill Payment				BoFA x6446	(1,495.85)
224	12/30/11	(399.42)	Auto Related - Porsche	Beverly Hills Porsche		Los Angeles, CA		Visa x2822	(399.42)
225	12/30/11	(1,495.85)	Auto Related - Porsche	Porsche Financial Services Bill Payment				BoFA x6446	(1,495.85)
226	01/23/12	(14.58)	Auto Related - Porsche	Porsche Financial Services Bill Payment				BoFA x6446	(14.58)
227	02/02/12	(1,524.32)	Auto Related - Porsche	Porsche Financial Services Bill Payment				BoFA x6446	(1,524.32)
228	03/02/12	(1,524.32)	Auto Related - Porsche	Porsche Financial Services Bill Payment				BoFA x6446	(1,524.32)
229	03/14/12	(478.35)	Auto Related - Porsche	Beverly Hills Porsche				BoFA x6446	(478.35)
230	04/02/12	(1,524.32)	Auto Related - Porsche	Porsche Financial Services Bill Payment				BoFA x6446	(1,524.32)
231	05/02/12	(1,524.32)	Auto Related - Porsche	Porsche Financial Services Bill Payment				BoFA x6446	(1,524.32)
232	05/03/12	(1,451.42)	Auto Related - Porsche	Porsche Financial Services Bill Payment				BoFA x6446	(1,451.42)
233	06/25/12	(740.90)	Auto Related - Porsche	Beverly Hills Porsche				BoFA x6446	(740.90)
234	07/02/12	(1,524.32)	Auto Related - Porsche	Porsche Financial Services Bill Payment				BoFA x6446	(1,524.32)
235	08/02/12	(1,524.32)	Auto Related - Porsche	Porsche Financial Services Bill Payment				BoFA x6446	(1,524.32)
236	08/31/12	(1,524.32)	Auto Related - Porsche	Porsche Financial Services Bill Payment	1371			BoFA x6446	(1,524.32)
237	10/02/12	(1,524.32)	Auto Related - Porsche	Porsche Financial Services Bill Payment				BoFA x6446	(1,524.32)
238	11/02/12	(1,524.32)	Auto Related - Porsche	Porsche Financial Services Bill Payment				BoFA x6446	(1,524.32)
239	11/30/12	(1,524.32)	Auto Related - Porsche	Porsche Financial Services Bill Payment				BoFA x6446	(1,524.32)
240	01/02/13	(1,700.00)	Auto Related - Porsche	Porsche Financial Services Bill Payment				BoFA x6446	(1,700.00)
241	01/31/13	(2,235.47)	Auto Related - Porsche	Porsche Finance On-Line				WF x5397	(2,235.47)
242	03/05/13	(1,513.22)	Auto Related - Porsche	Porsche Finance On-Line				WF x5397	(1,513.22)
243	04/23/13	(1,513.22)	Auto Related - Porsche	Porsche Finance On-Line				WF x5397	(1,513.22)
244	04/23/13	(1,588.87)	Auto Related - Porsche	Porsche Finance On-Line				WF x5397	(1,588.87)
245	09/08/13	(2,500.00)	Auto Related - Tesla	Tesla Motors		CA		Visa x3832	(2,500.00)
246	09/19/13	(2,400.00)	Auto Related - Tesla	Tesla Motors		CA		Visa x3832	(2,400.00)
247	09/27/13	(99,848.00)	Auto Related - Tesla	Federal funds to Tesla Motors				UBS x45 GM	(99,848.00)
248	10/01/13	(87.70)	Auto Related - Tesla	Tesla Motors		CA		Visa x3832	(87.70)