NADJA had a Surprise Party for her husband Dennis.
Star Wars Theme Birthday Surprise Movie. Produced by LOVE STORY PRODUCTION.
Dennis's Birthday Surprise Movie "STAR WARS"

"My name is Nadya Khapsalis Klevsky . Im done with Carolin 3 movies And planing to do much more ... She is very talented film maker Responsible and creative . Doing her job fast and professional ...I recommend her allot of my friends and they also very happy with her work ...Im highly recommending LOVE STORY PRODUCTION by CAROLIN !!!!!!!" Nadya

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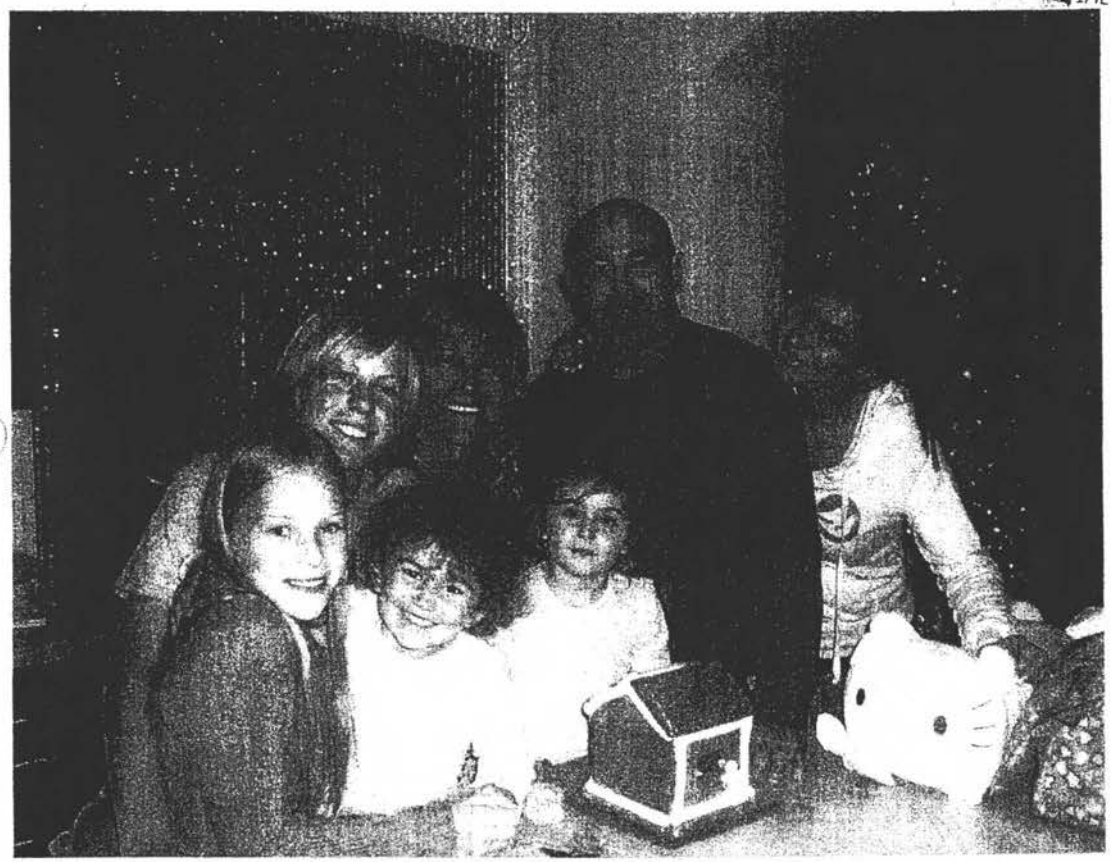

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looking for. Its not about being

Elena B
July 5, 2(

At California Yacht

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Elena Benjamin
July 5, 2014 near Los Angeles, CA ·

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Martin Russimov PLATYIE VELIKOLEPNO))))
July 22, 2014 at 11:42am

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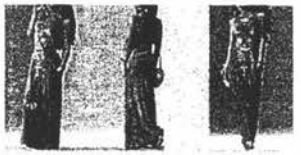

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Elena B
January ;

With Asya Gorovet
Zhanna Smirnov, N
at Hotel Bel Air.

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Vladyslav Y
January 24,

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December 15, 2012 ·

Polina Rabtseva — with Nadya Skazka Silenskaya, Nadya Khapsalis and Dmitry Monahov in Los Angeles, California.

Like · Comment · Share

12 people like this.

Nadya Skazka Silenskaya Красавицы!!!Надя Алена Лиана Надюшка!!!
December 17, 2012 at 10:55pm · Like · 1

Roberto Mancini КАК ВСЕГДА КРАСАВИЦА
As always beautiful
Automatically Translated
June 25, 2013 at 6:39am · Like

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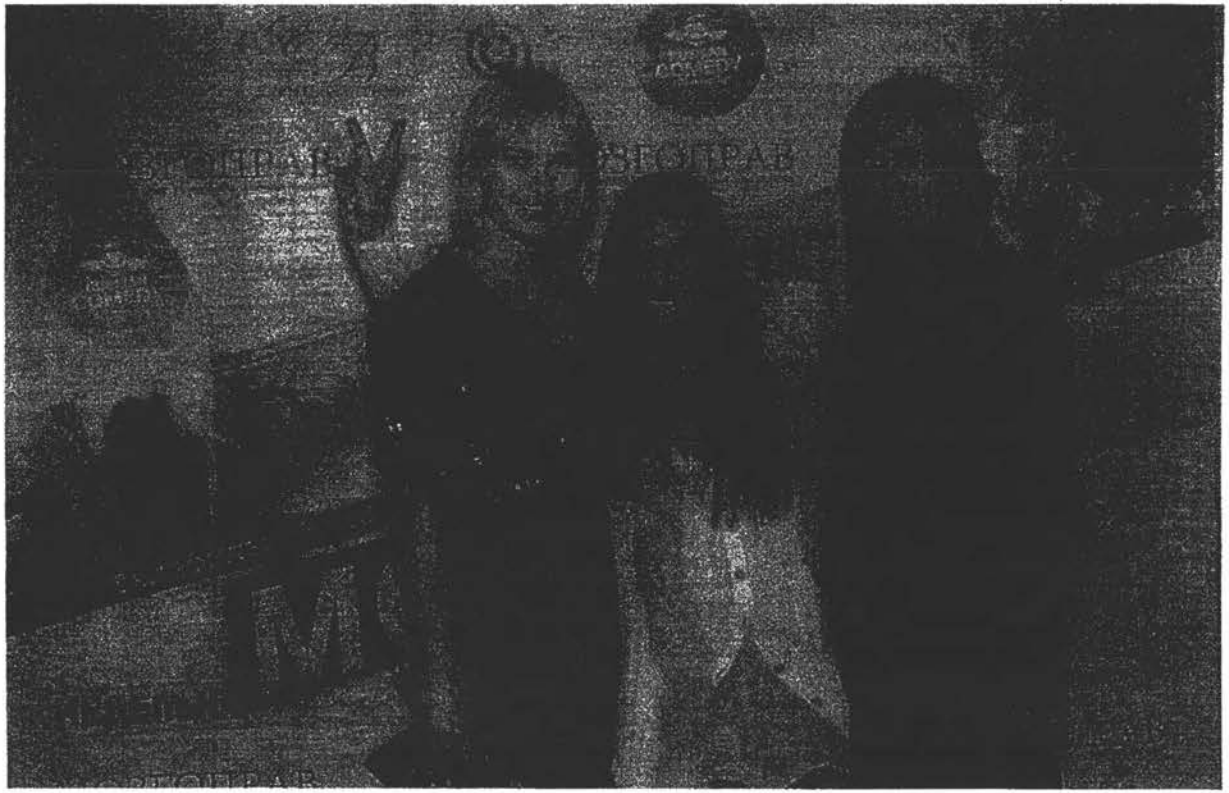

Russian Comedy Club - Los Angeles
November 20, 2013 · Edited ·

Red Carpet for TV-Show "Mozgoprav" with Russian Comedy LA! — with Nadya Khapsalis.

Like · Comment · Share

17 people like this.

2 shares

Inna Khusid You guys mozgi komu ugodno vpravite:)
See Translation
January 16, 2014 at 12:25pm · Like

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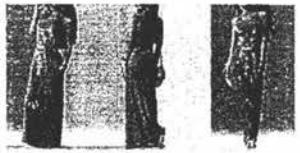

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Lika Osipova
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Before the show #MissRussianLA — with Lucy Alex, Alex Durmashkin, Nadya Khapsalis and Asya Gorovets.

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Leonid Picos Only a conservatory * * any man can feel like a real macho !!!!!!!!!!!!!!!!!!!!!!!!!!!
See Translation
November 27, 2014 at 8:05am · Like · 2

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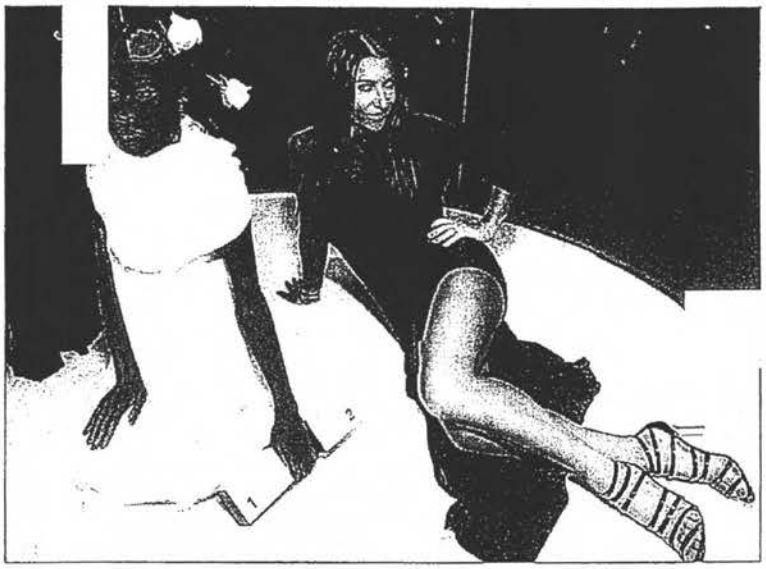

Time Fashion Preview in LA

In This Photo: **Nana Ghana**, **Nadya Khapsalis**

Nana Ghana and Nadya Khapsalis model in store window at H. Lorenzo during the Fashion Preview Sale And Performance With Yasha & MiMoDA Jazzo Gruppa on November 17, 2014 in Los Angeles, California.

(Nov. 16, 2014 - Source: Rochelle Brodin/Getty Images North America)

NADYA KHAPSALIS PHOTOSTREAM

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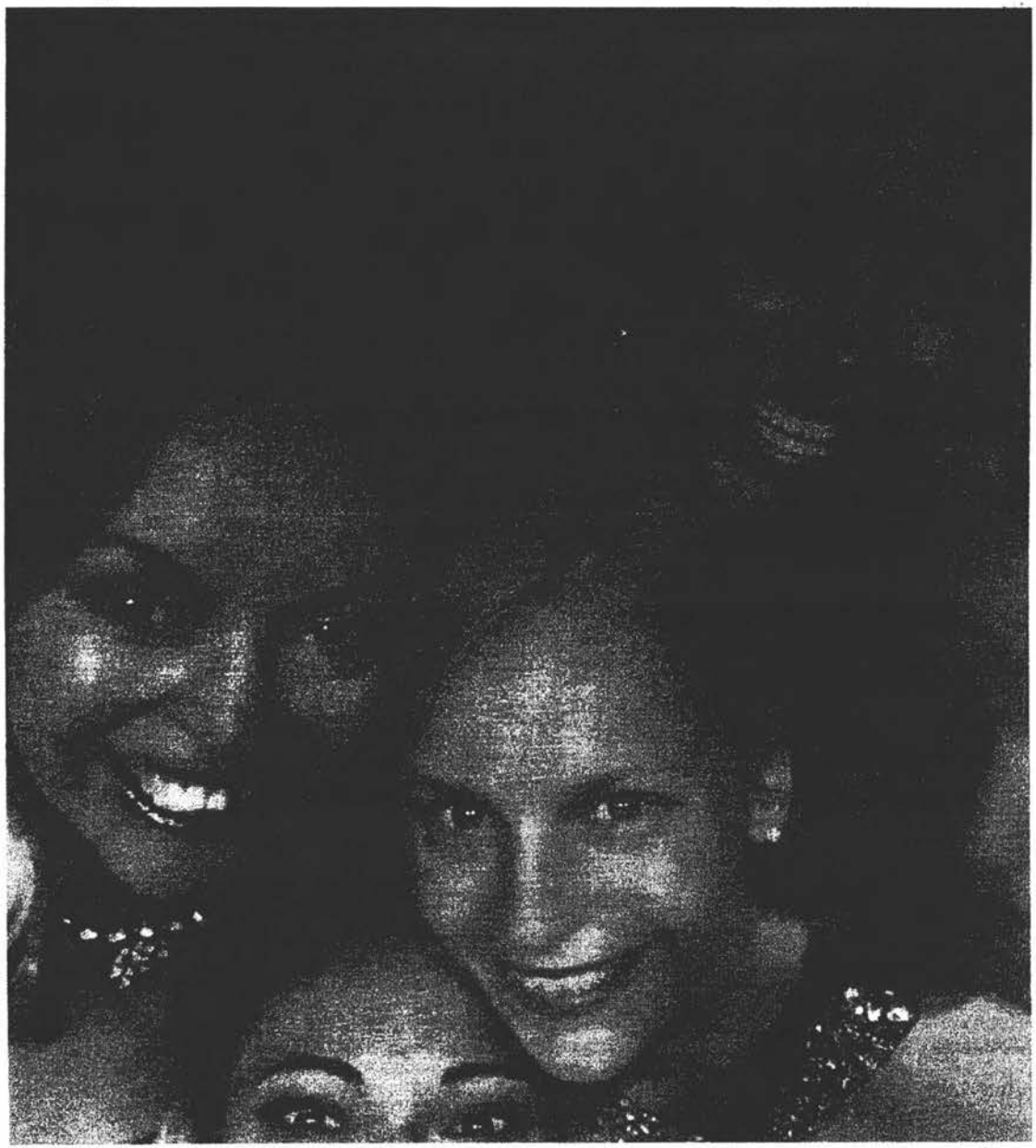

Olga Dikaya
July 26 near Los Angeles, CA

Целуем тебя Alexander Khapsalis

See Translation
— with Irina Khapsalis, Elizabeth Khapsalis and Nadya Khapsalis.

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46 people like this.

Elena Kalashnikova Какие прекрасные Хапсалисы!!!!
See Translation
1 · July 26 at 8:16am

Alexander Khapsalis Это не Хапсалисы - это Хапсики!!!! ❗
See Translation
1 · July 26 at 1:48pm

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UTAH Party Peeps!!! (highschool)
Nikiya Cambrey Smith and 8 other friends like this.
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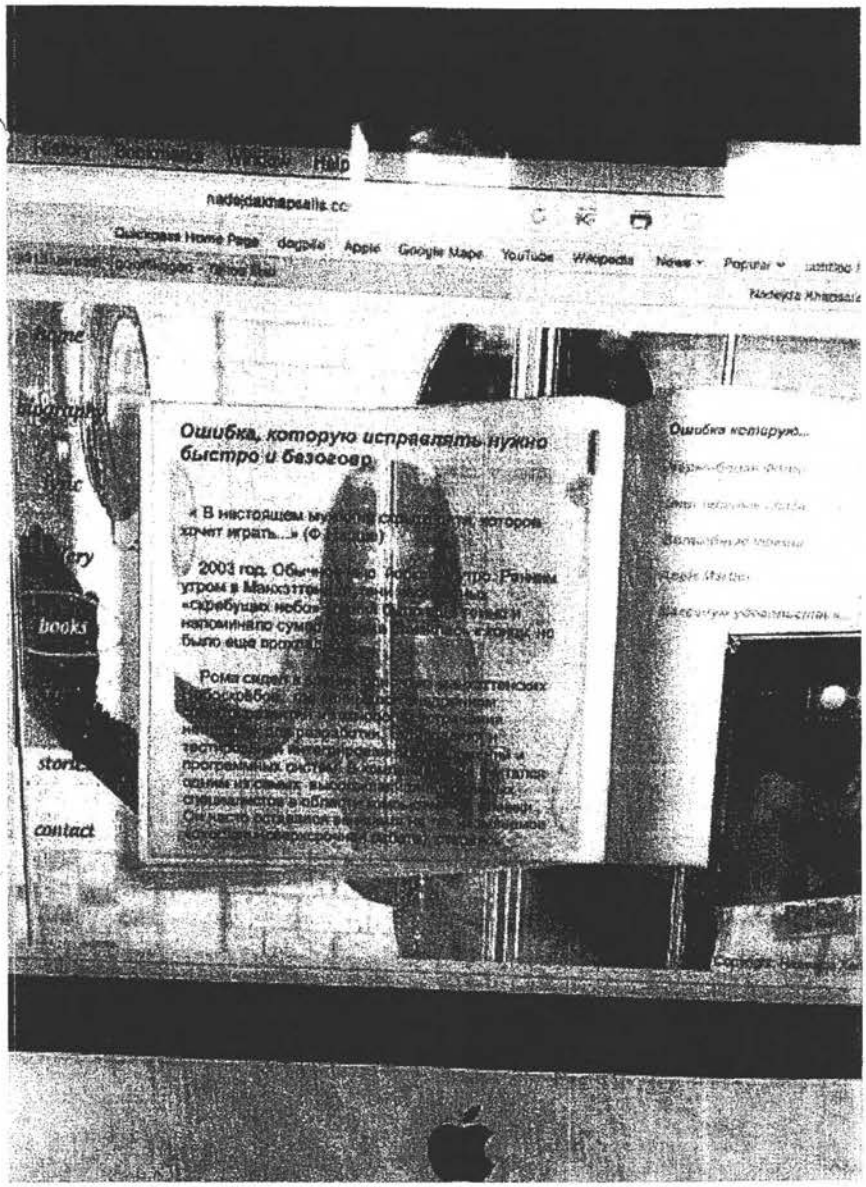

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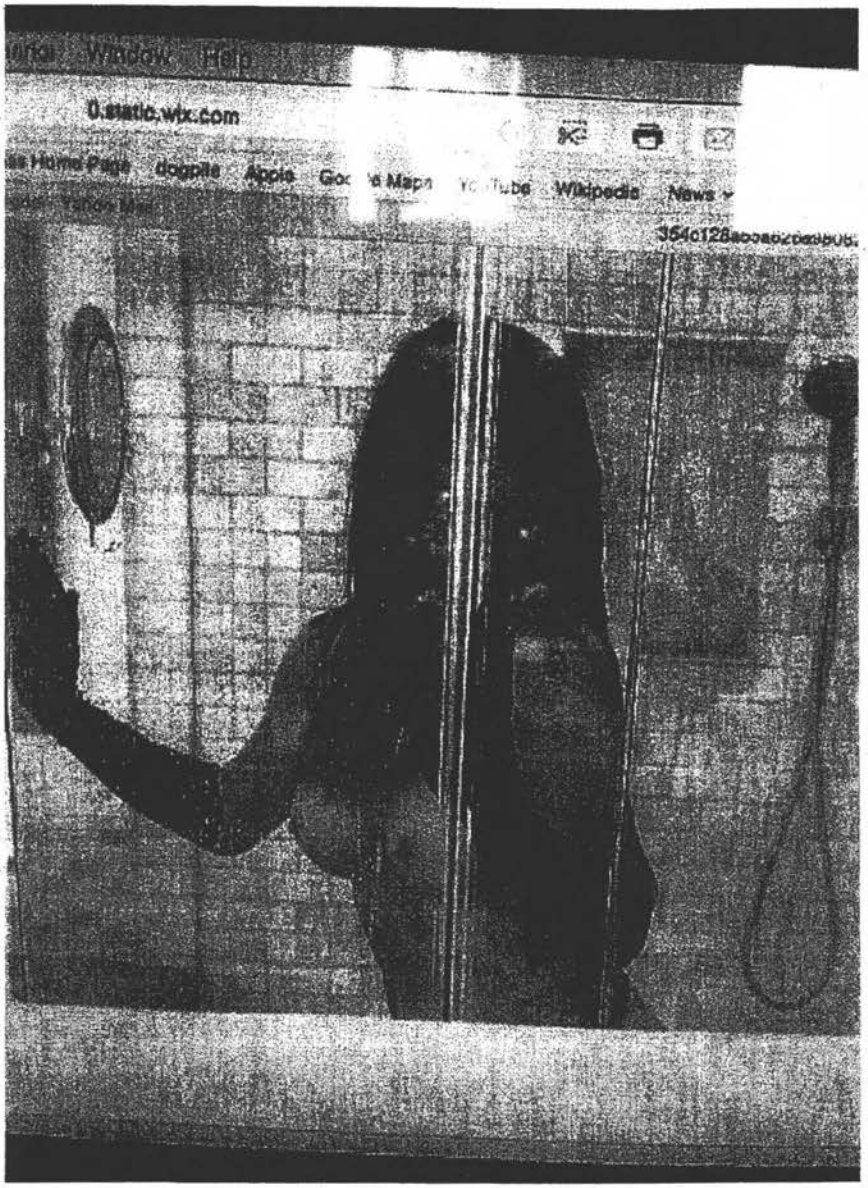

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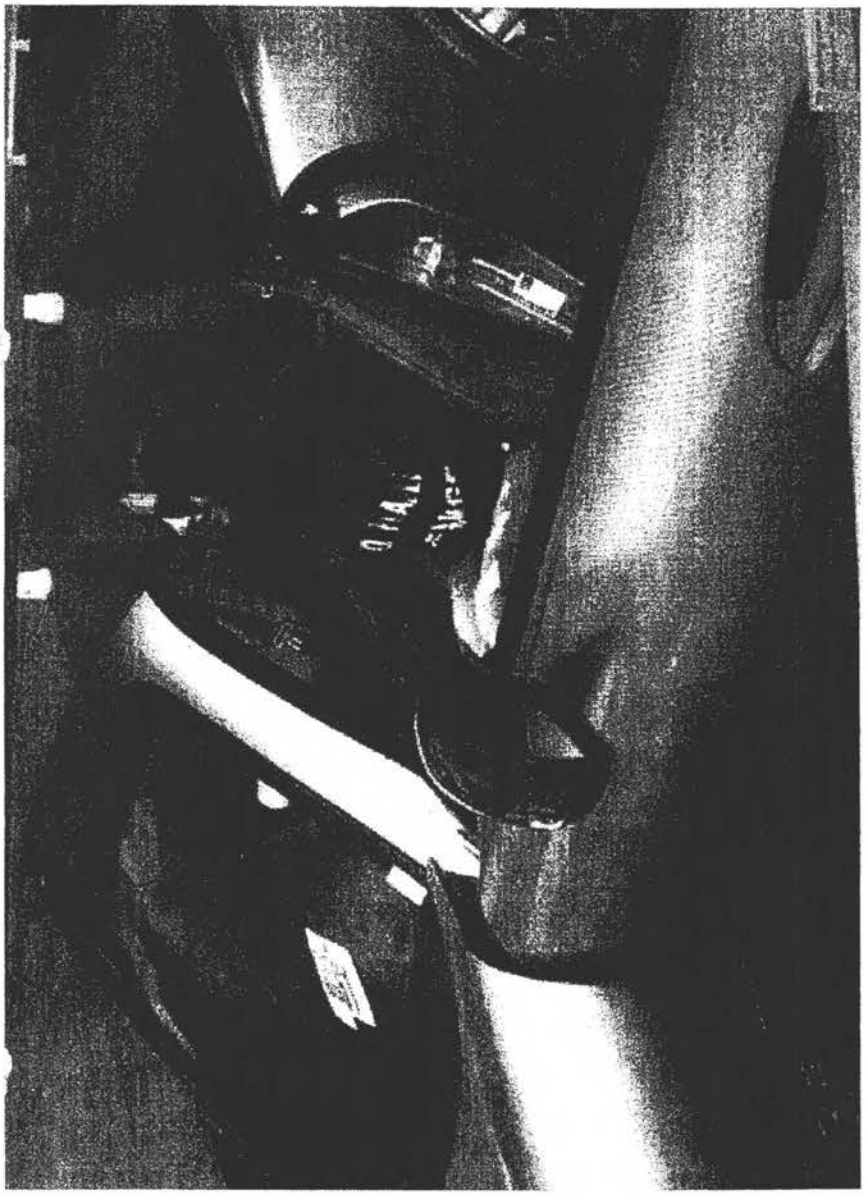

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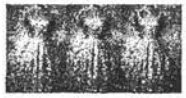

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Vadim Sokolov Photography
December 14, 2010 ·

With Nadya Khapsalis.

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Nadya Khapsalis
April 26, 2012 ·

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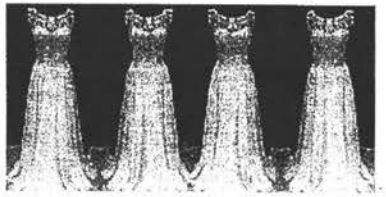

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Nevada Bar No. 002791
GARIMA VARSHNEY, ESQ.
Nevada Bar No. 011878
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074
Telephone: (702) 990-6448
Facsimile: (702) 990-6456
rsmith@radfordsmith.com
Attorneys Plaintiff

DISTRICT COURT
CLARK COUNTY, NEVADA

GABRIELLE CIOFFI - KOGOD,

Plaintiff,

v.

DENNIS KOGOD,

Defendant.

CASE NO.: D-13-489442-D
DEPT NO.: G

FAMILY DIVISION

PLAINTIFF'S THIRD SET OF INTERROGATORIES TO DEFENDANT

TO: DENNIS KOGOD, Defendant

TO: DANIEL MARKS, ESQ., Attorney for Defendant

Plaintiff, GABRIELLE CIOFFI-KOGOD, by and through her attorneys, Radford J. Smith, Esq. and Garima Varshney, Esq., and pursuant to NRCP 16.1 and NRCP 33, hereby submit the following Interrogatories to Defendant, DENNIS KOGOD. You are required by the above-referenced rules to serve a copy of your answers to the offices of Radford J. Smith, Chartered, as listed above on or before thirty (30) days from the receipt of these Interrogatories.

. . .

. . .

. . .

I

PRELIMINARY STATEMENT

The following preliminary statement and definitions apply to each Interrogatory set forth hereinafter and are deemed to be incorporated herein:

DEFINITIONS

A. Person" means any individual, corporation, partnership, association, business trust, municipality, or any other organization or entity. As to each person named in response to each question herein, state the person's full name, last known residence address and telephone number, his last known business address and telephone number, his job title, and capacity or position at such last known employment.

B. "Document" or "documents" means any kind of written or graphic manner, however, produced or reproduced, or in any kind or description, whether sent or received or neither, including originals, copies, and drafts, including both sides thereof, and including, but not limited to, papers, books, letter, photographs, objects, tangible things, correspondence, telegrams, cable, telex messages, memoranda, notes, notations, work, papers, transcripts (including trial and deposition transcripts) pleadings, minutes, reports and recording of telephone or other conversations of interviews or of conferences or other meetings, affidavits, statements, summaries, opinions, reports, studies, analyses, evaluations, contracts, agreements, journals, statistical records, desk calendars, appointment books, diaries, lists, tabulations, sound recordings, computer printouts, data processing input and output, microfilms, computers discs or other memory elements, and all other records kept by electronic, photographic, or mechanical means, and things similar to any of the foregoing, however denominated by you.

C. For the purpose of these Interrogatories, the phrase "tangible thing" means any material inanimate object or living organism other than human and also includes any human being or part thereof displaying relevant information communicable in any manner other than the verbal testimony of that human being.

D. For the purposes of these Interrogatories, the phrases "in your possession" or "under your control" refer to the documents or tangible things in your actual possession; documents or tangible things in your custody or possession, although located elsewhere; documents or tangible things in your care, custody and control, although in the possession of your attorneys, accountant, agents, or employees; and all documents or tangible things, wherever located, as to which you have the right of possession.

E. When used in these Interrogatories, the term "you," its plural or any synonym thereof, is intended to and shall embrace and include the named party or parties, counsel for said party, and all agents, representatives, employees, investigators, servants, and others who are in possession of or may have obtained information for or on behalf of the named party or parties, or who is acting or purporting to act on his/her behalf.

F. The term "and" means and/or, and the term "or" means and/or.

G. For purposes of these Interrogatories, to "identify" a person, entity or thing means to state, with specificity, any and all details necessary to identify and segregate said person or thing from all others, sufficient to identify and secure said person by way of Subpoena for testimony and/or things by way of Subpoena Duces Tecum, including but not limited to the following:

1. Name;
2. Last known address and/or location; and;
3. Any telephone or fax numbers for the person and/or entity.

H. The singular number and the masculine gender as used herein also mean the plural, feminine, or neuter as may be appropriate.

I. Wherever you are asked to identify a writing, please state a full description thereof, including without limitation:

1. The date it bears;

2. The name of each person who prepared it or participated in any way in its preparation;

3. The name of each person who signed it;

4. The name of each person to whom it or a copy of it was addressed;

5. The name of each person who presently has custody of it or a copy of it;

6. Its subject matter and its substance.

J. Whenever you are unable to state an answer to these interrogatories based upon your personal knowledge, please so state, and instead identify the persons you believe to have such knowledge, what you believe the correct answer to be, and the facts upon which you base your answer.

INSTRUCTIONS

A. Answers: You are required to answer the Interrogatories below. The answers are to be produced to Radford J. Smith, Chartered, on or before the 30th day following the date of service of these Interrogatories. All answers shall be organized and labeled to correspond with the appropriate numbered paragraph of these Interrogatories to which said documents are responsive.

B. Duty to Supplement. These Interrogatories are continuing and require supplementary answers if further information is obtained following the service of your answers to these Interrogatories. The singular number and the masculine gender as used herein also mean the plural, feminine, or neuter as may be appropriate.

C. These Interrogatories call for all information (including information contained in writings) as is known or reasonably available to you or your attorney or any investigators or representatives or other acting on your behalf or under your direction or control.

II

INTERROGATORIES

INTERROGATORY NO. 30:

Attached herewith as Exhibit "1" is a list of payments made by you to various family members and Ms. Nadya Khapsalis with a corresponding check number and the bank account from which the payment was made. For each and every entry in that list, please identify the following –

1. Reason why the payment was made,
2. Terms of reimbursement, if any,
3. Identify the document evidencing the terms of reimbursement, if any,
4. Whether any of the monies have been reimbursed to you, and if so, then the amount of reimbursement.

INTERROGATORY NO. 31:

Attached herewith as Exhibit "2" is a list of payments made by you to various individuals with a corresponding check number and the bank account from which the payment was made. For each and every entry in that list, please identify the following –

1. Your relationship with that individual,
2. Address and phone number of that individual,
3. Reason why the payment was made,
4. Terms of reimbursement, if any,
5. Identify the document evidencing the terms of reimbursement, if any,

6. Whether any of the monies have been reimbursed to you, and if so, then the amount of reimbursement.

Dated this 13th day of August, 2015.

RADFORD J. SMITH, CHARTERED

RADFORD J. SMITH, ESQ.
Nevada State Bar No. 002791
GARIMA VARSHNEY, ESQ.
Nevada State Bar No. 011878
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074
Attorney for Plaintiff

CERTIFICATE OF SERVICE

I hereby certify that I am an employee of Radford J. Smith Chartered ("the Firm"). I am over the age of 18 and not a party to the within action.

I served the foregoing document described as "PLAINTIFF'S THIRD SET OF INTERROGATORIES TO DEFENDANT" on August 13th 2015, to all interested parties by way of the Eighth Judicial District Court's electronic filing system.

Dan Marks, Esq.
Law Office of Daniel Marks
610 South Ninth Street
Las Vegas NV 89101

An employee of Radford J. Smith, Chartered

EXHIBIT "1"

Kogod v. Kogod
Las Vegas, Nevada

PAYMENTS TO INDIVIDUALS: IMMEDIATE FAMILY MEMBERS AND K. ENTERPRISES/MEMBERS/GOODS (EXCEPT ST BOUNCE/VIP)

Please note that some of the check detail was difficult to discern based upon the hand-writing. Further, it bears noting that our analysis are ongoing and we reserve the right to update this list.

Ref	Date	Amounts	Source / Use	Check Number	Bank of America Premium Adv Thereof Account Only xx0967 [illegible]	UBS Premier Visa Infinity Credit Line xx27 thereof	UBS Investment Account xx5 thereof	Wells Fargo FKA Prime Checking Account xx2767	Visa Black Card xx0332
1	07/13/11	[illegible]	Pay Josh Kogod online No Account Number					[illegible]	
2	02/25/14	[illegible]	Pay Josh Kogod online No Account Number on 2/25					[illegible]	
3	03/28/14	[illegible]	Pay Josh Kogod online No Account Number on 3/28					[illegible]	
4	03/28/11	[illegible]	Pay Joshua Kogod online No Account Number					[illegible]	
5	02/03/15	[illegible]	Pay Joshua Kogod Online No Account Number					[illegible]	
6	11/1/14	[illegible]	Sale of funds to Joshua Lee Kogod at PNC Bank				[illegible]		
7	11/27/14	[illegible]	Sale of funds to Joshua Lee Kogod at PNC Bank				[illegible]		
8	05/1/08	[illegible]	Josh Kogod	200	[illegible]				
9	06/30/08	[illegible]	Josh Kogod	455	[illegible]				
10	12/05/12	[illegible]	Josh Kogod	1389				[illegible]	
11	02/19/14	[illegible]	Josh Kogod	1573				[illegible]	
12	11/25/13	[illegible]	Josh Kogod	1742				[illegible]	
13	08/04/12	[illegible]	Josh Kogod	1418				[illegible]	
14	09/14/13	[illegible]	Josh Kogod Online					[illegible]	
15	08/13/12	[illegible]	Josh Kogod	1146			[illegible]		
16	08/14/08	[illegible]	Joshua Kogod IRR Payment		[illegible]				
17	04/04/08	[illegible]	Joshua Kogod IRR Payment		[illegible]				
18	05/02/08	[illegible]	Joshua Kogod IRR Payment		[illegible]				
19	08/08/08	[illegible]	Joshua Kogod IRR Payment		[illegible]				
20	08/04/08	[illegible]	Joshua Kogod IRR Payment		[illegible]				
21	11/05/08	[illegible]	Joshua Kogod IRR Payment		[illegible]				
22	08/04/08	[illegible]	Joshua Kogod IRR Payment		[illegible]				
23	11/05/08	[illegible]	Joshua Kogod IRR Payment		[illegible]				
24	12/05/08	[illegible]	Joshua Kogod IRR Payment		[illegible]				
25	05/20/11	[illegible]	Joshua Kogod	1442				[illegible]	
26	11/13/13	[illegible]	Joshua Kogod	1615				[illegible]	
27	02/13/14	[illegible]	Joshua Kogod	1771				[illegible]	
28	11/27/14	[illegible]	Joshua Kogod	2012				[illegible]	
29	08/19/14	[illegible]	Josh Kogod	1769			[illegible]		
30	06/28/12	[illegible]	Joshua Kogod	1365				[illegible]	
31	04/22/13	[illegible]	Joshua Kogod	1448				[illegible]	
32	06/21/13	[illegible]	Joshua Kogod	1521				[illegible]	
33	09/04/13	[illegible]	Joshua Kogod	1547				[illegible]	
34	09/11/13	[illegible]	Joshua Kogod	1546				[illegible]	
35	02/13/13	[illegible]	Joshua Kogod	1286		[illegible]			
36	01/01/13	[illegible]	Joshua Kogod	1787				[illegible]	
37	03/08/14	[illegible]	Joshua Kogod	1566				[illegible]	
38	04/28/14	[illegible]	Joshua Kogod	1564				[illegible]	
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42	04/06/15	[illegible]	Joshua Kogod	1838				[illegible]	
43	09/07/08	[illegible]	S. Fitzpatrick	1618				[illegible]	
44	05/14/08	[illegible]	Kimsey	354	[illegible]				
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48	05/10/08	[illegible]	Kimsey	359	[illegible]				
49	05/20/08	[illegible]	Kimsey	365	[illegible]				
50	06/09/08	[illegible]	Kimsey	364	[illegible]				
51	06/06/08	[illegible]	Kimsey	366	[illegible]				
52	06/21/08	[illegible]	Kimsey	367	[illegible]				
53	06/20/08	[illegible]	Kimsey	369	[illegible]				
54	06/04/08	[illegible]	Kimsey	352	[illegible]				
55	05/13/08	[illegible]	Kimsey	354	[illegible]				
56	06/09/08	[illegible]	Kimsey	355	[illegible]				
57	05/06/08	[illegible]	Kimsey	336	[illegible]				
58	07/06/08	[illegible]	Kimsey	382	[illegible]				
59	07/23/08	[illegible]	Kimsey	406	[illegible]				
60	07/23/08	[illegible]	Kimsey	337	[illegible]				
61	07/23/08	[illegible]	Kimsey	412	[illegible]				
62	08/04/08	[illegible]	Kimsey	413	[illegible]				
63	08/01/08	[illegible]	Kimsey	411	[illegible]				
64	08/20/08	[illegible]	Kimsey	434	[illegible]				
65	10/04/08	[illegible]	Kimsey	439	[illegible]				
66	11/06/08	[illegible]	Kimsey	329	[illegible]				
67	11/24/08	[illegible]	Kimsey	346	[illegible]				
68	12/02/08	[illegible]	Kimsey	335	[illegible]				
69	12/29/08	[illegible]	Kimsey	337	[illegible]				
70	01/02/18	[illegible]	Kimsey	341	[illegible]				
71	01/04/18	[illegible]	Kimsey	343	[illegible]				
72	01/04/18	[illegible]	Kimsey	344	[illegible]				
73	02/27/18	[illegible]	Kimsey	428	[illegible]				
74	02/04/18	[illegible]	Kimsey	434	[illegible]				
75	04/09/18	[illegible]	Kimsey	280	[illegible]				
76	04/09/18	[illegible]	Kimsey	457	[illegible]				
77	04/07/18	[illegible]	Kimsey	458	[illegible]				
78	04/04/18	[illegible]	Kimsey	455	[illegible]				
79	07/12/10	[illegible]	Kimsey	454	[illegible]				
80	01/26/07	[illegible]	Kimsey	1087				[illegible]	
81	05/08/18	[illegible]	Kimsey	3050				[illegible]	
82	05/01/18	[illegible]	Kimsey	3017				[illegible]	
83	05/13/18	[illegible]	Kimsey	3022				[illegible]	
84	05/23/18	[illegible]	Kimsey	3025				[illegible]	
85	06/27/18	[illegible]	Kimsey	3127				[illegible]	
86	10/22/18	[illegible]	Kimsey	3134				[illegible]	
87	10/13/18	[illegible]	Kimsey	2194				[illegible]	
88	10/29/18	[illegible]	Kimsey	1105				[illegible]	
89	11/08/18	[illegible]	Kimsey	1345				[illegible]	
90	11/02/18	[illegible]	Kimsey	1344				[illegible]	
91	11/23/18	[illegible]	Kimsey	1345				[illegible]	
92	12/18/18	[illegible]	Kimsey	1391				[illegible]	
93	12/21/18	[illegible]	Kimsey	1332				[illegible]	
94	12/23/18	[illegible]	Kimsey	2119				[illegible]	
95	04/04/11	[illegible]	Kimsey	1202				[illegible]	
96	04/11/11	[illegible]	Kimsey	1110				[illegible]	
97	04/19/11	[illegible]	Kimsey	3017				[illegible]	
98	04/18/11	[illegible]	Kimsey	3079				[illegible]	
99	03/28/11	[illegible]	Kimsey	3085				[illegible]	
100	03/16/11	[illegible]	Kimsey	9483				[illegible]	
101	03/26/11	[illegible]	Kimsey	3093				[illegible]	

Regent v. Regent
Las Vegas, Nevada

PAYMENTS TO INDIVIDUALS: IMMEDIATE FAMILY MEMBERS AND N. SHAPSHAK/REVIVAY/MORGO (SORTED BY SOURCE/USE)

Please note that some of the check detail was difficult to discern based upon the hand-writing. Further, it bears adding that our analyses are ongoing and we reserve the right to update this list.

Ref	Date	Amount	Source / Use	Check Number	Community Funds Checking Account		Separate Funds Checking Account		
					Bank of America Freedom Adv Starter Interest Chkg 0003 4735 0449	UBS Premier Portfolio Credit Line x27 034	UBS Investment Account xx6 434	Wells Fargo Fidel Prime Checking Account x5397	Visa Black Card xx222
102	01/05/11	[illegible]	Kinsley	1405				[illegible]	
103	01/12/11	[illegible]	Kinsley	1450				[illegible]	
104	01/25/11	[illegible]	Kinsley	1528				[illegible]	
105	01/17/11	[illegible]	Kinsley	1644				[illegible]	
106	01/24/11	[illegible]	Kinsley	1662				[illegible]	
107	01/24/11	[illegible]	Kinsley	1676				[illegible]	
108	02/2009	[illegible]	Kinsley	419	[illegible]				
109	04/03/09	[illegible]	Kinsley	369	[illegible]				
110	04/10/09	[illegible]	Kinsley	408	[illegible]				
111	10/15/09	[illegible]	Kinsley	948	[illegible]				
112	11/[illegible]/09	[illegible]	Kinsley	945	[illegible]				
113	01/25/10	[illegible]	Kinsley	463	[illegible]				
114	04/19/11	(1,000.00)	Kinsley	2037				(1,000.00)	
115	04/20/11	(1,000.00)	Kinsley	1629				(1,000.00)	
116	05/04/11	[illegible]	Kinsley	1653				[illegible]	
117	07/13/11	[illegible]	Kinsley	1654				[illegible]	
118	07/26/11	[illegible]	Kinsley	1143				[illegible]	
119	04/01/15	[illegible]	Kinsley	2136				[illegible]	
120	04/09/15	[illegible]	Kinsley	1158				[illegible]	
121	04/09/15	[illegible]	Kinsley	2045				[illegible]	
122	07/13/15	[illegible]	Kinsley	1042				[illegible]	
123	12/07/10	(1,400.00)	Kinsley	477	(1,400.00)				
124	11/01/11	[illegible]	Kinsley	1753				[illegible]	
125	10/25/13	[illegible]	Kinsley	1943				[illegible]	
126	05/09/15	[illegible]	Kinsley	1954				[illegible]	
127	05/13/15	[illegible]	Kinsley	2008				[illegible]	
128	02/26/13	[illegible]	Kinsley	1345				[illegible]	
129	05/13/15	[illegible]	Kinsley	1967				[illegible]	
130	04/04/13	[illegible]	Kinsley	1345				[illegible]	
131	04/04/13	[illegible]	Kinsley	1588				[illegible]	
132	05/20/15	[illegible]	Kinsley	2015				[illegible]	
133	04/07/13	[illegible]	Kinsley	1711				[illegible]	
134	04/22/13	[illegible]	Kinsley	1779				[illegible]	
135	05/08/13	[illegible]	Kinsley	1685				[illegible]	
136	05/25/15	[illegible]	Kinsley	2139				[illegible]	
137	06/20/13	[illegible]	Kinsley	2084				[illegible]	
138	12/27/14	[illegible]	Kinsley	1939				[illegible]	
139	12/04/14	[illegible]	Kinsley	1563				[illegible]	
140	01/27/15	(2,500.00)	Kinsley	345	(2,500.00)				
141	12/06/10	[illegible]	Kinsley	1309				[illegible]	
142	03/08/13	[illegible]	Kinsley	1311				[illegible]	
143	08/04/13	[illegible]	Kinsley	1953				[illegible]	
144	10/04/11	[illegible]	Kinsley	1371				[illegible]	
145	10/28/11	[illegible]	Kinsley	1219				[illegible]	
146	10/31/11	[illegible]	Kinsley	1213				[illegible]	
147	11/01/11	[illegible]	Kinsley	1256				[illegible]	
148	02/08/12	[illegible]	Kinsley	2176				[illegible]	
149	02/28/13	[illegible]	Kinsley	1397				[illegible]	
150	03/13/12	[illegible]	Kinsley	1918				[illegible]	
151	03/13/12	[illegible]	Kinsley	1750				[illegible]	
152	03/28/12	[illegible]	Kinsley	1858				[illegible]	
153	04/28/12	[illegible]	Kinsley	1314				[illegible]	
154	05/08/12	[illegible]	Kinsley	1496				[illegible]	
155	05/08/12	[illegible]	Kinsley	1492				[illegible]	
156	05/08/12	[illegible]	Kinsley	1321				[illegible]	
157	06/07/12	[illegible]	Kinsley	1412				[illegible]	
158	06/07/12	[illegible]	Kinsley	1360				[illegible]	
159	06/20/12	[illegible]	Kinsley	1485				[illegible]	
160	07/02/12	[illegible]	Kinsley	1412				[illegible]	
161	08/24/14	[illegible]	Kinsley	1576				[illegible]	
162	10/08/14	[illegible]	Kinsley	1962				[illegible]	
163	11/06/14	[illegible]	Kinsley	2063				[illegible]	
164	07/13/13	[illegible]	Regent	1434				[illegible]	
165	08/09/11	[illegible]	Regent	1441				[illegible]	
166	08/15/11	[illegible]	Regent	1352				[illegible]	
167	08/29/13	[illegible]	Regent	1336				[illegible]	
168	09/16/13	[illegible]	Regent	1388				[illegible]	
169	10/08/13	[illegible]	Regent	1372				[illegible]	
170	10/05/11	[illegible]	Regent	1536				[illegible]	
171	10/13/11	[illegible]	Regent	1533				[illegible]	
172	11/25/13	[illegible]	Regent	1536				[illegible]	
173	11/26/13	[illegible]	Regent	1394				[illegible]	
174	01/13/13	[illegible]	Regent	1472				[illegible]	
175	01/20/13	[illegible]	Regent	1517				[illegible]	
176	01/28/13	[illegible]	Regent	1536				[illegible]	
177	02/24/13	[illegible]	Regent	1757				[illegible]	
178	02/28/13	[illegible]	Regent	1795				[illegible]	
179	02/28/13	[illegible]	Regent	1758				[illegible]	
180	03/28/13	[illegible]	Regent	1888				[illegible]	
181	04/02/13	[illegible]	Regent	1834				[illegible]	
182	10/28/13	[illegible]	Regent	1917				[illegible]	
183	11/25/13	[illegible]	Regent	1894				[illegible]	
184	11/25/13	[illegible]	Regent	1871				[illegible]	
185	12/06/13	[illegible]	Regent	1938				[illegible]	
186	02/25/14	[illegible]	Regent	1530				[illegible]	
187	03/20/14	[illegible]	Regent	1868				[illegible]	
188	03/25/14	[illegible]	Regent	1671				[illegible]	
189	04/28/14	[illegible]	Regent	1867				[illegible]	
190	04/01/14	[illegible]	Regent	1747				[illegible]	
191	04/04/14	[illegible]	Regent	1788				[illegible]	
192	04/04/14	[illegible]	Regent	1765				[illegible]	
193	05/12/14	[illegible]	Regent	1774				[illegible]	
194	04/11/14	[illegible]	Regent	1795				[illegible]	
195	04/25/14	[illegible]	Regent	1790				[illegible]	
196	04/23/14	[illegible]	Regent	1853				[illegible]	
197	04/08/14	[illegible]	Regent	1719				[illegible]	
198	03/25/14	[illegible]	Regent	1138				[illegible]	
199	07/28/14	[illegible]	Regent	1832				[illegible]	
200	08/04/14	[illegible]	Regent	1854				[illegible]	
201	08/14/14	[illegible]	Regent	1910				[illegible]	
202	08/25/14	[illegible]	Regent	1898				[illegible]	
203	09/01/14	[illegible]	Regent	1885				[illegible]	
204	09/17/14	[illegible]	Regent	1897				[illegible]	

[redacted]

[redacted]

PAYMENTS TO INDIVIDUALS: IMMEDIATE FAMILY MEMBERS AND K. KHAPLAN/MERVEVYNOGLO (SORTED BY SOURCE/ACC)

Please note that some of the checks listed were offered to discern based upon the hand-writing. Further, it is my position that co-conspirators are ongoing and we reserve the right to update this list.

Ref	Date	Amounts	Source / Use	Check Number	[redacted]	[redacted]	[redacted]	[redacted]	[redacted]
					Bank of America Premium Adv Tier w/ Interest Chkg [redacted]x446	UBS Premier Variable Credit Line x17 Dist	Investment Account x45 Dist	Wells Fargo Platinum Checking Account x5307	Visa Black Card x1833
305	11/18/14	[redacted]	[redacted] Kagel	2853				[redacted]	
306	11/21/14	[redacted]	[redacted] Kagel	2976				[redacted]	
307	12/08/14	[redacted]	[redacted] Kagel	1546				[redacted]	
308	01/20/15	[redacted]	[redacted] Kagel	3052				[redacted]	
309	01/20/15	[redacted]	[redacted] Kagel	3097				[redacted]	
310	01/20/15	[redacted]	[redacted] Kagel	3095				[redacted]	
311	01/20/15	[redacted]	[redacted] Kagel	3104				[redacted]	
312	02/05/15	[redacted]	[redacted] Kagel	3149				[redacted]	
313	02/20/15	[redacted]	[redacted] Kagel	3169				[redacted]	
314	03/18/15	[redacted]	[redacted] Kagel	3241				[redacted]	
315	03/24/15	[redacted]	[redacted] Kagel	3155				[redacted]	
316	05/12/15	[redacted]	[redacted] Kagel	1853				[redacted]	
317	05/13/15	[redacted]	[redacted] Kagel	1880				[redacted]	
318	05/28/15	[redacted]	[redacted] Kagel	2284				[redacted]	
319	02/04/09	[redacted]	Paid to M. Khaplv	266	[redacted]				
320	08/04/09	[redacted]	K. Kagel	405	[redacted]				
321	08/25/09	[redacted]	K. Kagel	414	[redacted]				
322	10/07/09	[redacted]	K. Kagel	430	[redacted]				
323	12/05/09	[redacted]	K. Kagel	343	[redacted]				
324	01/05/10	[redacted]	K. Kagel	348	[redacted]				
325	02/02/10	[redacted]	K. Kagel	533	[redacted]				
326	04/06/10	[redacted]	K. Kagel	429	[redacted]				
327	05/05/10	[redacted]	K. Kagel	457	[redacted]				
328	05/05/10	[redacted]	K. Kagel	3019				[redacted]	
329	10/04/10	[redacted]	K. Kagel	1229				[redacted]	
330	11/05/10	[redacted]	K. Kagel	1342				[redacted]	
331	12/07/10	[redacted]	K. Kagel	1548				[redacted]	
332	01/05/11	[redacted]	K. Kagel	1504				[redacted]	
333	02/10/11	[redacted]	K. Kagel	3076				[redacted]	
334	05/31/11	[redacted]	K. Kagel	3041				[redacted]	
335	06/20/11	[redacted]	K. Kagel	3057				[redacted]	
336	04/04/08	[redacted]	[redacted] Kagel	370	[redacted]				
337	05/02/08	[redacted]	[redacted] Kagel	386	[redacted]				
338	05/02/08	[redacted]	[redacted] Kagel	345	[redacted]				
339	06/01/08	[redacted]	[redacted] Kagel	430	[redacted]				
340	11/03/08	[redacted]	[redacted] Kagel	423	[redacted]				
341	01/19/09	[redacted]	[redacted] Kagel	244	[redacted]				
342	05/05/09	[redacted]	[redacted] Kagel	436	[redacted]				
343	05/15/09	[redacted]	[redacted] Kagel	448	[redacted]				
344	08/03/09	[redacted]	[redacted] Kagel	461	[redacted]				
345	03/28/11	[redacted]	[redacted] Kagel	3080				[redacted]	
346	04/08/11	[redacted]	[redacted] Kagel	3095				[redacted]	
347	08/26/11	[redacted]	[redacted] Kagel	3096				[redacted]	
348	09/01/11	[redacted]	[redacted] Kagel	1153				[redacted]	
349	09/07/11	[redacted]	[redacted] Kagel	1180				[redacted]	
350	10/03/11	[redacted]	[redacted] Kagel	1204				[redacted]	
351	11/03/11	[redacted]	[redacted] Kagel	1218				[redacted]	
352	12/01/11	[redacted]	[redacted] Kagel	1262				[redacted]	
353	01/09/12	[redacted]	[redacted] Kagel	1179				[redacted]	
354	02/04/12	[redacted]	[redacted] Kagel	1281				[redacted]	
355	04/08/12	[redacted]	[redacted] Kagel	1314				[redacted]	
356	05/02/12	[redacted]	[redacted] Kagel	1413				[redacted]	
357	06/04/12	[redacted]	[redacted] Kagel	1377				[redacted]	
358	06/25/12	[redacted]	[redacted] Kagel	1423				[redacted]	
359	07/02/12	[redacted]	[redacted] Kagel	1431				[redacted]	
360	08/04/12	[redacted]	[redacted] Kagel	1437				[redacted]	
361	08/04/12	[redacted]	[redacted] Kagel	1356				[redacted]	
362	10/01/12	[redacted]	[redacted] Kagel	1216				[redacted]	
363	10/10/12	[redacted]	[redacted] Kagel	1561				[redacted]	
364	12/05/12	[redacted]	[redacted] Kagel	519	[redacted]				
365	12/03/12	[redacted]	[redacted] Kagel	1452				[redacted]	
366	12/31/12	[redacted]	[redacted] Kagel	1474				[redacted]	
367	01/07/13	[redacted]	[redacted] Kagel	1530				[redacted]	
368	02/04/13	[redacted]	[redacted] Kagel	1548				[redacted]	
369	02/15/13	[redacted]	[redacted] Kagel	1543				[redacted]	
370	02/28/13	[redacted]	[redacted] Kagel	1499				[redacted]	
371	04/01/13	[redacted]	[redacted] Kagel	1522				[redacted]	
372	05/03/13	[redacted]	[redacted] Kagel	1671				[redacted]	
373	05/08/13	[redacted]	[redacted] Kagel	1676				[redacted]	
374	06/17/13	[redacted]	[redacted] Kagel	1685				[redacted]	
375	06/30/13	[redacted]	[redacted] Kagel	1617				[redacted]	
376	08/09/13	[redacted]	[redacted] Kagel	1704				[redacted]	
377	08/09/13	[redacted]	[redacted] Kagel	1730				[redacted]	
378	07/01/13	[redacted]	[redacted] Kagel	1706				[redacted]	
379	07/01/13	[redacted]	[redacted] Kagel	1705				[redacted]	
380	07/30/13	[redacted]	[redacted] Kagel	1886				[redacted]	
381	07/30/13	[redacted]	[redacted] Kagel	1889				[redacted]	
382	09/05/13	[redacted]	[redacted] Kagel	1740				[redacted]	
383	10/06/13	[redacted]	[redacted] Kagel	1813				[redacted]	
384	11/30/13	[redacted]	[redacted] Kagel	1937				[redacted]	
385	02/04/14	[redacted]	[redacted] Kagel	1554				[redacted]	
386	04/03/14	[redacted]	[redacted] Kagel	1557				[redacted]	
387	05/05/14	[redacted]	[redacted] Kagel	1543				[redacted]	
388	05/15/14	[redacted]	[redacted] Kagel	1746				[redacted]	
389	04/29/14	[redacted]	[redacted] Kagel	1762				[redacted]	
390	06/13/14	[redacted]	[redacted] Kagel	1769				[redacted]	
391	06/19/14	[redacted]	[redacted] Kagel	1788				[redacted]	
392	07/01/14	[redacted]	[redacted] Kagel	3618				[redacted]	
393	08/01/14	[redacted]	[redacted] Kagel	1913				[redacted]	
394	08/27/14	[redacted]	[redacted] Kagel	1908				[redacted]	
395	09/30/14	[redacted]	[redacted] Kagel	1980				[redacted]	
396	11/30/14	[redacted]	[redacted] Kagel	3057				[redacted]	
397	01/05/15	[redacted]	[redacted] Kagel	3058				[redacted]	
398	04/08/11	[redacted]	[redacted] Kagel	1777				[redacted]	
399	04/04/08	[redacted]	[redacted] Kagel Bill Payment		[redacted]				
400	04/04/08	[redacted]	[redacted] Kagel Bill Payment		[redacted]				
401	05/04/08	[redacted]	[redacted] Kagel Bill Payment		[redacted]				
402	06/04/08	[redacted]	[redacted] Kagel Bill Payment		[redacted]				
403	08/04/08	[redacted]	[redacted] Kagel Bill Payment		[redacted]				
404	09/04/08	[redacted]	[redacted] Kagel Bill Payment		[redacted]				
405	09/05/08	[redacted]	[redacted] Kagel Bill Payment		[redacted]				
406	10/06/08	[redacted]	[redacted] Kagel Bill Payment		[redacted]				
407	12/04/08	[redacted]	[redacted] Kagel Bill Payment		[redacted]				

Kogod v. Kogod
Las Vegas, Nevada

PAYMENTS TO INDIVIDUALS: IMMEDIATE FAMILY MEMBERS AND M. KHAFSALIS/NEVADA/KOGOD (SORTED BY SOURCE/USE)

Please note that some of the check detail was difficult to discern based upon the hand-making. Further, it bears noting that our analysis are ongoing and we reserve the right to update this list.

Ref	Date	Amounts	Source / Use	Check Number	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
					Bank of America	USAA	USAA	Wells Fargo	Visa
					Freedom Ade Based Interest Chkg	Premier Variable Credit Line	Investment Account	PMA Prime Checking Account	Black Card
					[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
300	11/05/08	(1,800.00)	Sheldon Kogod Bill Payment		(1,800.00)				
309	01/06/09	(1,800.00)	Sheldon Kogod Bill Payment		(1,800.00)				
310	01/06/09	(1,800.00)	Sheldon Kogod Bill Payment		(1,800.00)				
311	03/06/09	(1,800.00)	Sheldon Kogod Bill Payment		(1,800.00)				

EXHIBIT "2"

Fayad v. Kagel
Las Vegas, Nevada

PAYMENTS TO INDIVIDUALS (SORTED BY SOURCE/USE)

Please note that some of the check details were difficult to discern based upon the hand-writing. Further, it bears noting that our analyses are ongoing and we reserve the right to update this list.

Ref	Date	Amount	Source / Use	Check Number	Bank of America Premium Adv Travel Interest Chkg 0948B725 6446	- 1486 Premier Variable Credit Line x827 642	9965 Investment Account x45 996	Wells Fargo PMA Prime Checking Account x5387	Visa Mark Card x3832
1	07/31/12	[1,000.00]	AJ Lofflagbla>	1442				[1,000.00]	
2	07/02/13	[2,000.00]	AJ Lavarian	1450				[2,000.00]	
3	08/15/12	[1,000.00]	AJ Lavarian	1449				[1,000.00]	
4	08/06/12	[1,000.00]	AJ Lavarian	1360				[1,000.00]	
5	09/13/12	[1,000.00]	AJ Lavarian	1367				[1,000.00]	
6	05/31/13	[1,000.00]	AJ Lavarian	1422				[1,000.00]	
7	10/02/12	[1,000.00]	AJ Lavarian	1327				[1,000.00]	
8	10/17/12	[1,000.00]	AJ Lavarian	1340				[1,000.00]	
9	06/17/13	[1,000.00]	AJ Lavarian	1317				[1,000.00]	
10	10/31/12	[1,000.00]	AJ Lavarian	1398				[1,000.00]	
11	11/28/12	[1,000.00]	AJ Lavarian	1375				[1,000.00]	
12	12/08/12	[1,000.00]	AJ Lavarian	1518				[1,000.00]	
13	12/17/12	[1,000.00]	AJ Lavarian	1482				[1,000.00]	
14	05/08/13	[1,000.00]	AJ Lavarian	1458				[1,000.00]	
15	06/26/13	[1,000.00]	AJ Lavarian	1451				[1,000.00]	
16	03/04/13	[1,000.00]	AJ Lavarian	1358				[1,000.00]	
17	01/08/13	[1,000.00]	AJ Lavarian	1488				[1,000.00]	
18	09/18/13	[1,000.00]	AJ Lavarian	1561				[1,000.00]	
19	04/02/13	[1,000.00]	AJ Lavarian	1880				[1,000.00]	
20	04/25/13	[1,000.00]	AJ Lavarian	1518				[1,000.00]	
21	05/02/13	[1,000.00]	AJ Lavarian	1476				[1,000.00]	
22	06/23/13	[1,000.00]	AJ Lavarian	1887				[1,000.00]	
23	02/25/13	[900.00]	AJ Lavarian	1453				[900.00]	
24	05/23/13	[500.00]	AJ Lavarian	1848				[500.00]	
25	02/27/12	[300.00]	AJ Lavarian	1384				[300.00]	
26	03/05/13	[261.00]	AJ Lavarian	1586				[261.00]	
27	10/11/12	[250.00]	AJ Lavarian	1321				[138.00]	
28	01/08/13	[250.00]	AJ Lavarian	1395				[150.00]	
29	01/17/13	[150.00]	AJ Lavarian	1186				[150.00]	
30	05/20/12	[250.00]	AJ Lavarian	1396				[150.00]	
31	01/30/12	[138.00]	AJ Lavarian	1226				[138.00]	
32	02/05/13	[100.00]	AJ Lavarian	1484				[100.00]	
33	06/23/13	[750.00]	Alberto Dias	1814				[750.00]	
34	11/30/12	[5,000.00]	Alma Ramirez	1364				[5,000.00]	
35	11/21/14	[800.00]	Alma Ramirez	2058				[800.00]	
36	11/13/14	[600.00]	Alma Ramirez	2059				[600.00]	
37	05/05/14	[700.00]	Alma Ramirez	1799				[700.00]	
38	06/26/09	[300.00]	Alma Rhapsody/Wells Fargo	482	(300.00)				
39	04/25/13	[250.00]	Alma Martinez	1523				[250.00]	
40	06/06/11	[200.00]	Alexander Dinner	1055				[200.00]	
41	12/27/10	[500.00]	Alexander Lunsford Jr.	402	(500.00)				
42	02/06/11	[280.00]	Alla Feldman	1091				[280.00]	
43	05/29/13	[280.00]	Andrew Rhapsody	1602				[280.00]	
44	12/21/12	[75.00]	Ana <illegible>	1477				[75.00]	
45	03/07/11	[1,000.00]	Arnold Said	1085				[1,000.00]	
46	12/30/12	[2,750.00]	Asaf Tzipori	9923	(2,750.00)				
47	06/11/08	[450.00]	Babina Marshall	368	(450.00)				
48	06/16/14	[230.00]	Bill Pa Ignacio Ochoa online Xanika on 6/16					[230.00]	
49	01/07/14	[170.00]	Bill Pay Ignacio Ochoa online Xanika on 1/7					[170.00]	
50	02/24/14	[230.00]	Bill Pay Ignacio Ochoa online Xanika on 2/24					[178.00]	
51	04/22/14	[178.00]	Bill Pay Ignacio Ochoa online Xanika on 4/22					[178.00]	
52	05/13/14	[170.00]	Bill Pay Ignacio Ochoa online Xanika on 5/13					[178.00]	
53	07/11/14	[170.00]	Bill Pay Ignacio Ochoa online Xanika on 7/11					[178.00]	
54	10/26/12	[682.47]	Bill Pay Robert Lewis online					[682.47]	
55	09/22/14	[30,000.00]	Brenda Kagel	2117			[30,000.00]		
56	08/06/14	[5,000.00]	Brenda Kagel	1974			[5,000.00]		
57	05/29/14	[40.00]	Brenda Millet	1786				[40.00]	
58	05/01/12	[300.00]	Brett Kauffmann	1401				[300.00]	
59	12/24/13	[4,000.00]	Chase epay Dennis Kagel					[4,000.00]	
60	04/07/14	[1,000.00]	Claire Sparks	1884			[1,000.00]		
61	01/15/14	[1,000.00]	Claire Sparks	1846				[1,000.00]	
62	03/03/14	[900.00]	Claire Sparks	1889				[900.00]	
63	11/17/14	[750.00]	Claire Sparks	1953				[750.00]	
64	01/23/14	[750.00]	Claire Sparks	1939				[750.00]	
65	12/30/14	[750.00]	Claire Sparks	1568				[750.00]	
66	02/06/14	[750.00]	Claire Sparks	1566				[750.00]	
67	04/13/14	[750.00]	Claire Sparks	1963				[750.00]	
68	03/11/14	[750.00]	Claire Sparks	1857				[750.00]	
69	05/20/14	[750.00]	Claire Sparks	1566				[750.00]	
70	06/28/14	[750.00]	Claire Sparks	1764				[750.00]	
71	07/01/14	[750.00]	Claire Sparks	1829				[750.00]	
72	04/15/14	[700.00]	Claire Sparks	1756				[700.00]	
73	09/25/14	[600.00]	Claire Sparks	1939				[600.00]	
74	08/15/14	[300.00]	Claire Sparks	1911				[300.00]	
75	07/26/10	[225.00]	Cory <illegible>	462	(225.00)				
76	08/17/10	[225.00]	Cory K. <illegible>	1601				[225.00]	
77	06/22/09	(1,613.08)	D. <illegible>	335	(1,613.08)				
78	04/22/13	[4,500.00]	Daniel Portillo	1553				[4,500.00]	
79	11/25/13	[2,300.00]	Daniel Portillo	1624				[2,300.00]	
80	01/22/14	[2,000.00]	Daniel Portillo	1957				[2,000.00]	
81	09/09/13	[1,366.00]	Daniel Portillo	1813				[1,366.00]	
82	12/26/13	[1,395.00]	Daniel Portillo	1954				[1,395.00]	
83	06/06/14	[1,608.00]	Dell Marketplace	1995				[1,608.00]	
84	08/28/13	[800.00]	Dell Marketplace	1741				[800.00]	
85	06/23/14	[800.00]	Dell Marketplace	1826				[680.00]	
86	06/06/13	[400.00]	Dell Marketplace	1772				[400.00]	
87	02/20/14	[300.00]	Dell Marketplace	1835				[300.00]	
88	03/08/13	[250.00]	Dell Marketplace	1648				[250.00]	
89	04/04/13	[380.00]	Delores Valenzuela Cardova	1687				[380.00]	
90	07/03/13	[700.00]	Derrick Sears	1851				[700.00]	
91	07/30/13	[150.00]	Derrick Sears	1729				[150.00]	
92	11/13/14	[4,000.00]	Dimeri Alhassan	2008				[4,000.00]	
93	08/25/12	[180.00]	Dolores Cardova	1383				[180.00]	
94	02/02/12	[180.00]	Dolores Valenzuela	1536				[180.00]	
95	11/28/12	[400.00]	Dolores Valenzuela Cardova	1369				[400.00]	
96	08/27/12	[150.00]	Dolores Valenzuela Cardova	1355				[150.00]	
97	07/25/13	[350.00]	Doug Rael Cardoz					[350.00]	
98	07/10/14	[5,388.00]	Douglas E Smith	1988			[5,388.00]		

Kagel v. Kagel
Las Vegas, Nevada

PAYMENTS TO INDIVIDUALS (SORTED BY SOURCE/USE)

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Ref	Date	Amount	Source / Use	Check Number	Bank of America Premium Adv Mutual Interest Chkg 8814 8725 8446	UBS Premier Variable Crt-IR 1342 x27-630	UBS Investment Account x45 0141	Wells Fargo PMA Prime Checking Account x5387	Visa Black Card x3482
99	12/19/13	(2,552.57)	Douglas E Smith					(2,552.57)	
100	08/14/12	(179.00)	Dr. [illegible]	1368				(179.00)	
101	03/26/13	(2,000.00)	E. Martin	1728				(2,000.00)	
102	05/30/13	(643.00)	E. Martin	1826				(643.00)	
103	06/04/15	(450.00)	E. Martin	2096				(450.00)	
104	04/04/11	(440.00)	E. Martin	1013				(440.00)	
106	12/31/12	(400.00)	E. Martin	1483				(400.00)	
106	06/30/13	(375.00)	E. Martin	1805				(375.00)	
107	12/01/11	(250.00)	E. Martin	1259				(250.00)	
108	08/14/12	(230.00)	E. Martin	1365				(230.00)	
109	05/05/14	(200.00)	E. Martin	1754				(200.00)	
110	11/18/13	(200.00)	E. Martin	1835				(200.00)	
111	02/10/15	(200.00)	E. Martin	2059				(200.00)	
112	12/22/09	(130.00)	E. Martin	348	(130.00)				
113	05/27/14	(1,500.00)	Edward <Illegible>	1787				(1,500.00)	
114	12/17/13	(1,000.00)	Edward <Illegible>	1963				(1,000.00)	
115	09/04/12	(40,000.00)	Edward McGee	1854		(40,000.00)			
116	01/16/14	(2,400.00)	Elena <Illegible>	1849				(2,400.00)	
117	12/09/14	(3,444.00)	Elena Kalashnikova	1843				(3,444.00)	
118	11/18/14	(2,150.00)	Elena Kalashnikova	2046				(2,150.00)	
119	08/19/14	(2,425.00)	Elena Kalashnikova	1903				(2,425.00)	
120	10/08/14	(2,125.00)	Elena Kalashnikova	1968				(2,125.00)	
121	09/08/14	(1,575.00)	Elena Kalashnikova	1902				(1,575.00)	
122	11/04/14	(1,500.00)	Elena Kalashnikova	1972				(1,500.00)	
123	08/12/14	(1,450.00)	Elena Kalashnikova	1889				(1,450.00)	
124	06/11/14	(1,365.00)	Elena Kalashnikova	1589				(1,365.00)	
125	09/17/14	(1,350.00)	Elena Kalashnikova	1906				(1,350.00)	
126	10/14/14	(1,325.00)	Elena Kalashnikova	1981				(1,325.00)	
127	09/27/14	(1,300.00)	Elena Kalashnikova	1982				(1,300.00)	
128	08/30/14	(1,300.00)	Elena Kalashnikova	1830				(1,300.00)	
129	09/04/14	(1,300.00)	Elena Kalashnikova	1823				(1,300.00)	
130	12/15/14	(1,300.00)	Elena Kalashnikova	1816				(1,300.00)	
131	08/28/14	(1,295.00)	Elena Kalashnikova	1875				(1,295.00)	
132	06/09/14	(1,250.00)	Elena Kalashnikova	1782				(1,250.00)	
133	08/02/14	(1,200.00)	Elena Kalashnikova	1912				(1,200.00)	
134	01/30/14	(1,175.00)	Elena Kalashnikova	1935				(1,175.00)	
135	08/25/14	(1,175.00)	Elena Kalashnikova	1898				(1,175.00)	
136	12/05/14	(1,150.00)	Elena Kalashnikova	1865				(1,150.00)	
137	02/14/14	(1,100.00)	Elena Kalashnikova	1554				(1,100.00)	
138	09/20/13	(1,027.00)	Elena Kalashnikova	1801				(1,027.00)	
139	11/08/14	(1,050.00)	Elena Kalashnikova	2052				(1,050.00)	
140	11/18/14	(1,050.00)	Elena Kalashnikova	2060				(1,050.00)	
141	06/05/14	(1,040.00)	Elena Kalashnikova	1781				(1,040.00)	
142	07/08/14	(1,000.00)	Elena Kalashnikova	1828				(1,000.00)	
143	04/09/14	(925.00)	Elena Kalashnikova	1641				(925.00)	
144	01/17/14	(900.00)	Elena Kalashnikova	1540				(900.00)	
145	05/05/14	(900.00)	Elena Kalashnikova	1770				(900.00)	
146	12/02/13	(888.00)	Elena Kalashnikova	1802				(888.00)	
147	02/10/14	(880.00)	Elena Kalashnikova	1575				(880.00)	
148	01/11/14	(875.00)	Elena Kalashnikova	1558				(875.00)	
149	05/16/14	(875.00)	Elena Kalashnikova	1772				(875.00)	
150	11/18/13	(875.00)	Elena Kalashnikova	1986				(875.00)	
151	10/18/13	(850.00)	Elena Kalashnikova	1621				(850.00)	
152	10/25/13	(850.00)	Elena Kalashnikova	1806				(850.00)	
153	12/06/13	(850.00)	Elena Kalashnikova	1943				(850.00)	
154	07/17/14	(840.00)	Elena Kalashnikova	1835				(840.00)	
155	12/26/13	(836.00)	Elena Kalashnikova	1941				(836.00)	
156	04/28/14	(825.00)	Elena Kalashnikova	1767				(825.00)	
157	02/24/14	(825.00)	Elena Kalashnikova	1638				(825.00)	
158	12/09/13	(825.00)	Elena Kalashnikova	1956				(825.00)	
159	11/22/13	(800.00)	Elena Kalashnikova	1884				(800.00)	
160	09/26/14	(770.00)	Elena Kalashnikova	1978				(770.00)	
161	03/24/14	(750.00)	Elena Kalashnikova	1715				(750.00)	
162	04/04/14	(750.00)	Elena Kalashnikova	1748				(750.00)	
163	04/11/14	(725.00)	Elena Kalashnikova	1760				(725.00)	
164	06/18/14	(725.00)	Elena Kalashnikova	1697				(725.00)	
165	03/07/14	(700.00)	Elena Kalashnikova	1658				(700.00)	
166	06/30/14	(700.00)	Elena Kalashnikova	1817				(700.00)	
167	12/12/13	(700.00)	Elena Kalashnikova	1947				(700.00)	
168	12/07/13	(675.00)	Elena Kalashnikova	1659				(675.00)	
169	03/03/14	(650.00)	Elena Kalashnikova	1567				(650.00)	
170	02/24/14	(650.00)	Elena Kalashnikova	1670				(650.00)	
171	11/12/13	(650.00)	Elena Kalashnikova	1646				(650.00)	
172	12/02/13	(650.00)	Elena Kalashnikova	1796				(650.00)	
173	11/04/14	(625.00)	Elena Kalashnikova	2074				(625.00)	
174	10/11/13	(625.00)	Elena Kalashnikova	1815				(625.00)	
175	05/01/14	(600.00)	Elena Kalashnikova	1766				(600.00)	
176	10/20/14	(600.00)	Elena Kalashnikova	1973				(600.00)	
177	10/21/13	(583.00)	Elena Kalashnikova	1811				(583.00)	
178	11/04/14	(550.00)	Elena Kalashnikova	2075				(550.00)	
179	09/26/14	(485.00)	Elena Kalashnikova	1905				(485.00)	
180	08/26/14	(380.00)	Elena Kalashnikova	1897				(380.00)	
181	01/03/14	(375.00)	Elena Kalashnikova	1542				(375.00)	
182	05/15/14	(350.00)	Elena Kalashnikova	1776				(350.00)	
183	05/17/14	(330.00)	Elena Kalashnikova	1779				(330.00)	
184	10/24/14	(325.00)	Elena Kalashnikova	1986				(325.00)	
185	09/11/14	(175.00)	Elena Kalashnikova	1745				(175.00)	
186	10/31/14	(1,800.00)	Elena Kalashnikova	1142			(1,800.00)		
187	07/08/14	(1,450.00)	Elena Kalashnikova	1977			(1,450.00)		
188	12/26/14	(2,400.00)	Elena Lawson	1851				(2,400.00)	
189	03/17/15	(2,250.00)	Elena Lawson	1856				(2,250.00)	
190	03/02/15	(1,500.00)	Elena Lawson	2055				(1,500.00)	
191	01/26/15	(1,450.00)	Elena Lawson	2092				(1,450.00)	
192	05/11/15	(1,440.00)	Elena Lawson	2177				(1,440.00)	
193	05/26/15	(1,405.00)	Elena Lawson	2196				(1,405.00)	
194	02/23/15	(1,400.00)	Elena Lawson	2114				(1,400.00)	
195	06/05/15	(1,325.00)	Elena Lawson	2087				(1,325.00)	
196	02/26/15	(1,300.00)	Elena Lawson	2096				(1,300.00)	

Kogod v. Kogod
Las Vegas, Nevada

PAYMENTS TO INDIVIDUALS [SORTED BY SOURCE/USE]

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Ref	Date	Amount	Source / Use	Check Number	Bank of America Premium Adv Travel Interest Chkg [illegible]6496	UBS Premier Variable Credit Line x27 GM	UBS Investment Account x45 GM	Wells Fargo PMA Prime Checking Account x5387	Visa Black Card x3832
197	04/23/15	(1,300.00)	Elena Lawson	2175				(1,300.00)	
198	12/31/14	(1,361.74)	Elena Lawson	2106				(1,361.74)	
199	12/29/14	(1,300.00)	Elena Lawson	2080				(1,300.00)	
200	03/02/15	(1,300.00)	Elena Lawson	2129				(1,300.00)	
201	05/08/15	(1,175.00)	Elena Lawson	2165				(1,175.00)	
202	02/17/15	(1,100.00)	Elena Lawson	2116				(1,100.00)	
203	04/20/15	(1,065.00)	Elena Lawson	2169				(1,065.00)	
204	02/12/15	(1,052.00)	Elena Lawson	2040				(1,052.00)	
205	01/06/15	(950.00)	Elena Lawson	1963				(950.00)	
206	04/13/15	(930.00)	Elena Lawson	2168				(930.00)	
207	03/31/15	(840.00)	Elena Lawson	2135				(840.00)	
208	02/18/15	(820.00)	Elena Lawson	2118				(820.00)	
209	01/12/15	(820.00)	Elena Lawson	1981				(820.00)	
210	03/06/15	(850.00)	Elena Lawson	2121				(850.00)	
211	05/18/15	(850.00)	Elena Lawson	2193				(850.00)	
212	04/06/15	(850.00)	Elena Lawson	2157				(850.00)	
213	02/20/15	(587.00)	Elena Lawson	2108				(587.00)	
214	03/24/15	(471.00)	Elena Lawson	2153				(471.00)	
215	04/06/15	(440.00)	Elena Lawson	2170				(440.00)	
216	12/26/14	(300.00)	Elena Lawson	2057				(300.00)	
217	04/06/15	(220.00)	Elena Lawson	2068				(220.00)	
218	12/26/14	(280.00)	Elena Lawson	2054				(280.00)	
219	09/08/10	(300.00)	Elena Zakaluzhnaya	468	(300.00)				
220	05/04/12	(19,494.80)	Ernesto Martin	1048		(19,494.80)			
221	04/02/13	(5,300.00)	Ernesto Martin	1611				(5,300.00)	
222	06/13/13	(4,200.00)	Ernesto Martin	1725				(4,200.00)	
223	07/23/13	(3,000.00)	Ernesto Martin	1839				(3,000.00)	
224	08/28/14	(1,800.00)	Ernesto Martin	1992				(1,800.00)	
225	08/30/14	(1,750.00)	Ernesto Martin	1788				(1,750.00)	
226	05/28/14	(1,500.00)	Ernesto Martin	1949				(1,500.00)	
227	09/21/14	(1,340.00)	Ernesto Martin	1982				(1,340.00)	
228	09/21/14	(500.00)	Ernesto Martin	1971				(500.00)	
229	08/01/13	(330.00)	Ernesto Martin	1063				(330.00)	
230	05/28/13	(320.00)	Ernesto Martin	1586				(320.00)	
231	09/21/14	(300.00)	Ernesto Martin	1827				(300.00)	
232	11/29/14	(300.00)	Ernesto Martin	1844				(300.00)	
233	07/07/14	(4,000.00)	Federal Funds to Claire Sparks at Chase				(4,000.00)		
234	06/23/14	(3,000.00)	Federal Funds to Claire Sparks at Chase				(3,000.00)		
235	11/28/14	(30,000.00)	Federal funds to Sergey Malkin at Swift				(30,000.00)		
236	10/08/10	(201.00)	Gilda Tuhe	3026				(201.00)	
237	09/22/13	(300.00)	Gonzalez Palacios	1810				(250.00)	
238	01/13/14	(180.00)	Gonzalez Palacios	1948				(249.00)	
239	07/07/14	(3,300.00)	Guillermo Villarroel	1836				(3,300.00)	
240	08/20/14	(400.00)	Guillermo Villarroel	1893				(400.00)	
241	04/20/12	(450.00)	Ian Harris	1046				(450.00)	
242	05/31/12	(450.00)	Ian Harris	1063				(450.00)	
243	05/17/12	(450.00)	Ian Harris	1066				(450.00)	
244	06/04/13	(450.00)	Ian Harris	1834				(450.00)	
245	10/05/12	(450.00)	Ian Harris	1330				(450.00)	
246	08/22/12	(450.00)	Ian Harris	1339				(450.00)	
247	06/17/13	(450.00)	Ian Harris	1718				(450.00)	
248	11/19/12	(450.00)	Ian Harris	1370				(450.00)	
249	01/02/13	(450.00)	Ian Harris	1548				(450.00)	
250	12/05/12	(450.00)	Ian Harris	1527				(450.00)	
251	01/09/13	(450.00)	Ian Harris	1580				(450.00)	
252	01/16/13	(450.00)	Ian Harris	1453				(450.00)	
253	01/31/13	(450.00)	Ian Harris	1537				(450.00)	
254	02/20/13	(450.00)	Ian Harris	1495				(450.00)	
255	03/04/13	(450.00)	Ian Harris	1496				(450.00)	
256	03/15/13	(450.00)	Ian Harris	1533				(450.00)	
257	04/02/13	(450.00)	Ian Harris	1586				(450.00)	
258	04/17/13	(450.00)	Ian Harris	1571				(450.00)	
259	05/06/13	(450.00)	Ian Harris	1675				(450.00)	
260	05/15/13	(450.00)	Ian Harris	1686				(450.00)	
261	10/31/12	(450.00)	Ian Harris <illegible>	1389				(450.00)	
262	01/26/13	(1,150.00)	Ignacio Ochoa	1488				(1,150.00)	
263	11/19/13	(330.00)	Ignacio Ochoa Online Xenlix					(330.00)	
264	09/11/13	(230.00)	Ignacio Ochoa Online Xenlix					(230.00)	
265	05/18/13	(170.00)	Ignacio Ochoa Online Xenlix					(170.00)	
266	07/16/13	(170.00)	Ignacio Ochoa Online Xenlix					(170.00)	
267	01/04/13	(170.00)	Ignacio Ochoa Online Xenlix					(170.00)	
268	11/15/13	(170.00)	Ignacio Ochoa Online Xenlix					(170.00)	
269	04/12/13	(180.00)	Ignacio Ochoa	1504				(180.00)	
270	05/02/12	(680.00)	Igor Pilipenko	1310				(680.00)	
271	09/15/11	(650.00)	Irina Khapashi	1174				(650.00)	
272	08/06/12	(600.00)	Irina Khapashi	1251				(600.00)	
273	08/10/08	(1,000.00)	Irina Khapashi	299	(1,000.00)				
274	06/04/08	(500.00)	Irina Khapashi	296	(500.00)				
275	01/11/15	(12,500.00)	Jack Anderson	2087				(12,500.00)	
276	10/15/14	(7,309.03)	Jack Anderson	1118			(7,309.03)		
277	08/11/14	(2,500.00)	Jack Anderson	1803				(2,500.00)	
278	01/14/13	(9,800.80)	James	1608		(9,800.80)			
279	09/19/11	(615.00)	James <illegible>	451	(615.00)				
280	12/14/10	(300.00)	James Hiramatsu	1114				(300.00)	
281	12/11/12	(1,000.00)	James T. <illegible>	1479				(1,000.00)	
282	08/23/13	(625.00)	James T. <illegible>	1790				(625.00)	
283	07/12/13	(500.00)	James T. <illegible>	1652				(500.00)	
284	01/10/13	(500.00)	James T. <illegible>	1457				(500.00)	
285	12/02/11	(250.00)	James T. <illegible>	1255				(250.00)	
286	04/06/12	(250.00)	James T. <illegible>	1182				(150.00)	
287	01/13/12	(250.00)	James T. <illegible>	1104				(150.00)	
288	02/16/12	(250.00)	James T. <illegible>	1238				(250.00)	
289	02/16/12	(250.00)	James T. <illegible>	1227				(250.00)	
290	03/05/12	(250.00)	James T. <illegible>	1243				(250.00)	
291	03/29/12	(250.00)	James T. <illegible>	1309				(250.00)	
292	05/24/12	(250.00)	James T. <illegible>	1428				(250.00)	
293	07/08/13	(500.00)	Jared Reef	1720				(500.00)	
294	06/27/13	(194.00)	Jason <illegible>	1739				(194.00)	

Kagel v. Kagel
Las Vegas, Nevada

PAYMENTS TO INDIVIDUALS (SORTED BY SOURCE/USE)

Please note that some of the check items was difficult to discern based upon the hand-writing. Further, it bears noting that our analyses are ongoing and we reserve the right to update this list.

Ref	Date	Amount	Source / Use	Check Number	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]
					Bank of America	UBS	UBS	Wells Fargo	Visa
					Premium Adv Travel Interest Chkg	Premier Variable Credit Line	Investment Account	PMA Private Checking Account	Black Card
					4596 9715 6446	x27 654	x45 Gh4	x5397	x3822
285	01/21/13	[illegible]	Jeffery A. Sayle On-Line						
286	10/08/14	[illegible]	Jon Brown	1963					
287	01/16/08	[illegible]	Jennifer McCafferty	176					
288	12/05/11	[illegible]	Jessica Gardner <Ineligible>	1257					
289	01/17/12	[illegible]	Jessica Gardner <Ineligible>	1269					
290	02/06/12	[illegible]	Jessica Gardner <Ineligible>	1213					
291	03/21/12	[illegible]	Jessica Gardner <Ineligible>	1237					
292	03/29/12	[illegible]	Jessica Gardner <Ineligible>	1312					
293	07/06/11	[illegible]	Joan J. Lounds	1086					
294	07/15/11	[illegible]	Joan J. Lounds	1087					
295	08/01/11	[illegible]	Joan J. Lounds	1151					
296	08/29/11	[illegible]	Joan Lounds	1201					
297	01/23/12	[illegible]	Joan Lounds	1440					
298	08/15/12	[illegible]	Joan Lounds	1156					
299	08/31/12	[illegible]	Joan Lounds	1364					
310	09/15/12	[illegible]	Joan Lounds	1366					
311	04/29/11	[illegible]	Joan Lounds	1283					
312	11/30/11	[illegible]	Joan Lounds	1254					
313	04/09/12	[illegible]	Joan Lounds	1180					
314	01/17/12	[illegible]	Joan Lounds	1187					
315	01/31/12	[illegible]	Joan Lounds	1220					
316	02/15/12	[illegible]	Joan Lounds	1256					
317	03/15/12	[illegible]	Joan Lounds	1298					
318	04/26/12	[illegible]	Joan Lounds	1330					
319	05/04/12	[illegible]	Joan Lounds	1426					
320	02/17/12	[illegible]	Karen Hayes						[illegible]
321	08/04/12	[illegible]	Karen Hayes						[illegible]
322	08/30/12	[illegible]	Karen Hayes						[illegible]
323	09/30/12	[illegible]	Karen Hayes						[illegible]
324	11/08/12	[illegible]	Karen Hayes						[illegible]
325	11/29/12	[illegible]	Karen Hayes						[illegible]
326	01/30/13	[illegible]	Karen Hayes						[illegible]
327	04/28/13	[illegible]	Karen Hayes						[illegible]
328	02/27/13	[illegible]	Karen Hayes						[illegible]
329	05/28/13	[illegible]	Karen Hayes						[illegible]
330	03/28/13	[illegible]	Karen Hayes						[illegible]
331	06/28/13	[illegible]	Karen Hayes						[illegible]
332	06/28/13	[illegible]	Karen Hayes						[illegible]
333	07/05/13	[illegible]	Karen Hayes						[illegible]
334	07/28/13	[illegible]	Karen Hayes						[illegible]
335	08/06/13	[illegible]	Karen Hayes						[illegible]
336	11/04/13	[illegible]	Kim Matthew	1146				[illegible]	
337	11/13/12	[illegible]	Kim Matthew	1174				[illegible]	
338	04/06/15	[illegible]	Kristen Warren	1147			[illegible]		
339	04/05/15	[illegible]	Lauren Ed <Ineligible>	2008				[illegible]	
340	05/01/15	[illegible]	Lauren Ed <Ineligible>	2143				[illegible]	
341	12/31/14	[illegible]	Lauren Ed <Ineligible>	1905				[illegible]	
342	03/02/15	[illegible]	Lauren Edsall	2128				[illegible]	
343	02/08/15	[illegible]	Lauren Edsall	2082				[illegible]	
344	12/08/14	[illegible]	Lauren Edsall	1866				[illegible]	
345	11/12/14	[illegible]	Lauren Edsall	1885				[illegible]	
346	11/07/14	[illegible]	Liz Durbin	1981				[illegible]	
347	11/15/14	[illegible]	Liz Durbin	2077				[illegible]	
348	01/23/15	[illegible]	Lorena Villagrana	2088				[illegible]	
349	07/07/10	[illegible]	Malcia <Ineligible>	458	[illegible]				
350	06/17/13	[illegible]	Marcus	1059				[illegible]	
351	08/23/13	[illegible]	Martin Shaw	1804				[illegible]	
352	10/12/13	[illegible]	Martin Shaw	2023				[illegible]	
353	11/22/13	[illegible]	Martin Shaw	1721				[illegible]	
354	07/08/13	[illegible]	Martin Shaw	1655				[illegible]	
355	07/23/13	[illegible]	Martin Shaw	1848				[illegible]	
356	09/26/09	[illegible]	Martine <Ineligible>	331	[illegible]				
357	03/08/10	[illegible]	Mary Ann Sayle	349	[illegible]				
358	05/26/15	[illegible]	Mauricio Betancur	2191				[illegible]	
359	05/26/15	[illegible]	Mauricio Betancur	2090				[illegible]	
360	12/04/13	[illegible]	Michelle <Ineligible>	1822				[illegible]	
361	08/20/14	[illegible]	Michael Bell	1791				[illegible]	
362	08/09/13	[illegible]	Miguel <Ineligible>	1753				[illegible]	
363	08/05/13	[illegible]	Miguel <Ineligible>	1617				[illegible]	
364	08/19/13	[illegible]	Miguel <Ineligible>	1784				[illegible]	
365	09/16/13	[illegible]	Miguel <Ineligible>	1818				[illegible]	
366	08/01/13	[illegible]	Miguel <Ineligible>	1743				[illegible]	
367	07/22/13	[illegible]	Miguel Camacho	1731				[illegible]	
368	07/19/13	[illegible]	Miguel Camacho	1724				[illegible]	
369	08/01/14	[illegible]	Mike Bell	1940				[illegible]	
370	08/27/14	[illegible]	Mike Bell	1837				[illegible]	
371	09/08/14	[illegible]	Mike Bell	1984				[illegible]	
372	12/15/14	[illegible]	Mollie Gordon	1348				[illegible]	
373	10/17/14	[illegible]	Nolan Legal	1119			[illegible]		
374	05/28/09	[illegible]	Odalis Richardson	370	[illegible]				
375	03/12/15	[illegible]	Pat Murphy	2126			[illegible]		
376	02/09/15	[illegible]	Pat Murphy	2054				[illegible]	
377	11/05/11	[illegible]	Pat Murphy	1214				[illegible]	
378	01/09/15	[illegible]	Pat Murphy	2127				[illegible]	
379	12/24/10	[illegible]	Pamela Murphy	1124				[illegible]	
380	12/23/13	[illegible]	Pamela Murphy	1958				[illegible]	
381	05/14/12	[illegible]	Pamela Murphy	1383				[illegible]	
382	06/05/10	[illegible]	Paula Murphy	454	[illegible]				
383	01/22/13	[illegible]	Pamela Murphy	1466				[illegible]	
384	12/20/12	[illegible]	Pamela Murphy <Ineligible>	487	[illegible]				
385	09/07/12	[illegible]	Rick Lewis	1388				[illegible]	
386	07/31/12	[illegible]	Rick Lewis <Ineligible>	1446				[illegible]	
387	03/05/13	[illegible]	Robert Holder	1491				[illegible]	
388	11/20/12	[illegible]	Robert Lewis	1390				[illegible]	
389	01/09/13	[illegible]	Robert Lewis	1532				[illegible]	
390	04/04/13	[illegible]	Robert Lewis	1576				[illegible]	
391	01/07/13	[illegible]	Robert Lewis	1470				[illegible]	
392	09/08/12	[illegible]	Robert Lewis	1364				[illegible]	

Miguel A. Miguel
Las Vegas, Nevada

PAYMENTS TO INDIVIDUALS (SORTED BY SOURCE/USE)

Please note that some of the check detail may differ as shown based upon the bank making. Further, it bears noting that our analysis are ongoing and we reserve the right to update this list.

					Bank of America	SBG	SBG	Wells Fargo	Wire
					Premium Adv Travel Interest Chkg	Premier Variable Credit Line	Investment Account	NMA Prime Checking Account	Black Card
Ref	Date	Amounts	Source / Use	Check Number	004982216 6446	x27 GM	x45 GM	x5397	x6831
363	11/06/12	[257.73]	Robert Lovik	1387				[257.73]	
364	08/28/12	[247.31]	Robert Lovik	1414				[247.31]	
365	03/01/13	[647.22]	Robert Lovik Online Docs					[647.22]	
366	04/30/13	[804.53]	Robert Lovik Online Docs					[804.53]	
367	05/06/13	[377.33]	Robert Lovik Online Docs					[377.33]	
368	01/28/13	[6,000.00]	Ron Tarrillo	1031		[6,000.00]			
369	11/12/08	[586.08]	Randy Shelton	116	[586.08]				
460	06/18/12	[32,500.00]	Steven Phelps	1002		[32,500.00]			
461	10/04/11	[5,000.00]	Scott Tarrillo	1206				[5,000.00]	
462	04/22/13	[4,600.00]	Gilbert Perez	1514				[4,600.00]	
463	11/25/14	[3,000.00]	Sergio Rubi	2093				[3,000.00]	
464	11/05/14	[75.00]	Mike Moses	1961				[75.00]	
465	12/30/14	[50.00]	Mike Moses	1965				[50.00]	
466	04/25/13	[800.00]	Kevin Sylvino	1528				[800.00]	
467	12/28/11	[500.00]	Teodoro Hryshaev	1177				[500.00]	
468	01/18/13	[400.00]	Tatiana Hryshaev	2401				[400.00]	
469	04/08/15	[450.00]	Teodoro Hryshaev	2086				[450.00]	
470	04/01/15	[414.00]	Teodoro Hryshaev	2156				[414.00]	
471	12/11/14	[405.00]	Teodoro Hryshaev	1967				[405.00]	
472	04/20/15	[395.00]	Teodoro Hryshaev	2138				[395.00]	
473	01/28/15	[375.00]	Teodoro Hryshaev	2085				[375.00]	
474	05/18/15	[325.00]	Teodoro Hryshaev	2154				[325.00]	
475	12/11/14	[305.00]	Teodoro Hryshaev	1947				[300.00]	
476	01/13/15	[300.00]	Teodoro Hryshaev	1864				[300.00]	
477	01/29/15	[300.00]	Teodoro Hryshaev	2093				[300.00]	
478	02/05/15	[300.00]	Teodoro Hryshaev	2121				[300.00]	
479	02/09/15	[300.00]	Teodoro Hryshaev	2134				[300.00]	
480	03/03/15	[300.00]	Teodoro Hryshaev	2132				[300.00]	
481	03/03/15	[300.00]	Teodoro Hryshaev	2131				[300.00]	
482	03/12/15	[300.00]	Teodoro Hryshaev	2146				[300.00]	
483	03/16/15	[300.00]	Teodoro Hryshaev	2150				[300.00]	
484	05/07/15	[300.00]	Teodoro Hryshaev	2053				[300.00]	
485	05/07/15	[300.00]	Teodoro Hryshaev	3695				[300.00]	
486	05/18/15	[300.00]	Teodoro Hryshaev	2176				[300.00]	
487	05/27/15	[300.00]	Teodoro Hryshaev	2188				[300.00]	
488	04/02/15	[300.00]	Teodoro Hryshaev	2134				[300.00]	
489	04/20/15	[300.00]	Teodoro Hryshaev	2147				[300.00]	
490	01/13/13	[133.75]	Teodoro Hryshaev	2076				[133.75]	
491	04/16/13	[800.00]	Veronica Rojas	1520				[800.00]	
492	12/05/11	[79.21]	Vince Cacherro	1206				[38.21]	
493	02/06/12	[300.00]	Vince Cacherro	1229				[300.00]	
494	10/28/11	[250.00]	Vince Cacherro	1225				[250.00]	
495	04/23/15	[250.00]	Vince Cacherro	1515				[250.00]	
496	01/12/12	[248.00]	Vince Cacherro	1208				[248.00]	
497	03/05/12	[240.00]	Vince Cacherro	1242				[240.00]	
498	04/03/12	[240.00]	Vince Cacherro	1313				[240.00]	
499	05/15/12	[240.00]	Vince Cacherro	1427				[240.00]	
440	01/29/13	[226.00]	Vince Cacherro	1401				[226.00]	
441	02/22/13	[220.00]	Vince Cacherro	1239				[220.00]	
442	12/05/11	[200.00]	Vince Cacherro	1258				[200.00]	
443	01/03/12	[180.00]	Vince Cacherro	1184				[180.00]	
444	10/27/11	[150.00]	Vince Cacherro	1219				[150.00]	

ELECTRONICALLY SERVED
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RADFORD J. SMITH, CHARTERED
RADFORD J. SMITH, ESQ.
Nevada Bar No. 002791
GARIMA VARSHNEY, ESQ.
Nevada Bar No. 011878
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074
Telephone: (702) 990-6448
Facsimile: (702) 990-6456
rsmith@radfordsmith.com
Attorneys Plaintiff

DISTRICT COURT
CLARK COUNTY, NEVADA

GABRIELLE CIOFFI - KOGOD,

Plaintiff,

v.

DENNIS KOGOD,

Defendant.

CASE NO.: D-13-489442-D
DEPT NO.: G

FAMILY DIVISION

PLAINTIFF'S FOURTH SET OF INTERROGATORIES TO DEFENDANT

TO: DENNIS KOGOD, Defendant

TO: DANIEL MARKS, ESQ., Attorney for Defendant

Plaintiff, GABRIELLE CIOFFI-KOGOD, by and through her attorneys, Radford J. Smith, Esq. and Garima Varshney, Esq., and pursuant to NRCP 16.1 and NRCP 33, hereby submit the following Interrogatories to Defendant, DENNIS KOGOD. You are required by the above-referenced rules to serve a copy of your answers to the offices of Radford J. Smith, Chartered, as listed above on or before thirty (30) days from the receipt of these interrogatories.

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I

PRELIMINARY STATEMENT

The following preliminary statement and definitions apply to each Interrogatory set forth hereinafter and are deemed to be incorporated herein:

DEFINITIONS

A. Person" means any individual, corporation, partnership, association, business trust, municipality, or any other organization or entity. As to each person named in response to each question herein, state the person's full name, last known residence address and telephone number, his last known business address and telephone number, his job title, and capacity or position at such last known employment.

B. "Document" or "documents" means any kind of written or graphic manner, however, produced or reproduced, or in any kind or description, whether sent or received or neither, including originals, copies, and drafts, including both sides thereof, and including, but not limited to, papers, books, letter, photographs, objects, tangible things, correspondence, telegrams, cable, telex messages, memoranda, notes, notations, work, papers, transcripts (including trial and deposition transcripts) pleadings, minutes, reports and recording of telephone or other conversations of interviews or of conferences or other meetings, affidavits, statements, summaries, opinions, reports, studies, analyses, evaluations, contracts, agreements, journals, statistical records, desk calendars, appointment books, diaries, lists, tabulations, sound recordings, computer printouts, data processing input and output, microfilms, computers discs or other memory elements, and all other records kept by electronic, photographic, or mechanical means, and things similar to any of the foregoing, however denominated by you.

C. For the purpose of these Interrogatories, the phrase "tangible thing" means any material inanimate object or living organism other than human and also includes any human being or part thereof displaying relevant information communicable in any manner other than the verbal testimony of that human being.

D. For the purposes of these Interrogatories, the phrases "in your possession" or "under your control" refer to the documents or tangible things in your actual possession; documents or tangible things in your custody or possession, although located elsewhere; documents or tangible things in your care, custody and control, although in the possession of your attorneys, accountant, agents, or employees; and all documents or tangible things, wherever located, as to which you have the right of possession.

E. When used in these Interrogatories, the term "you," its plural or any synonym thereof, is intended to and shall embrace and include the named party or parties, counsel for said party, and all agents, representatives, employees, investigators, servants, and others who are in possession of or may have obtained information for or on behalf of the named party or parties, or who is acting or purporting to act on his/her behalf.

F. The term "and" means and/or, and the term "or" means and/or.

G. For purposes of these Interrogatories, to "identify" a person, entity or thing means to state, with specificity, any and all details necessary to identify and segregate said person or thing from all others, sufficient to identify and secure said person by way of Subpoena for testimony and/or things by way of Subpoena Duces Tecum, including but not limited to the following:

1. Name;

2. Last known address and/or location; and;

3. Any telephone or fax numbers for the person and/or entity.

H. The singular number and the masculine gender as used herein also mean the plural, feminine, or neuter as may be appropriate.

I. Wherever you are asked to identify a writing, please state a full description thereof, including without limitation:

1. The date it bears;

2. The name of each person who prepared it or participated in any way in its preparation;

3. The name of each person who signed it;

4. The name of each person to whom it or a copy of it was addressed;

5. The name of each person who presently has custody of it or a copy of it;

6. Its subject matter and its substance.

J. Whenever you are unable to state an answer to these interrogatories based upon your personal knowledge, please so state, and instead identify the persons you believe to have such knowledge, what you believe the correct answer to be, and the facts upon which you base your answer.

INSTRUCTIONS

A. Answers: You are required to answer the Interrogatories below. The answers are to be produced to Radford J. Smith, Chartered, on or before the 30th day following the date of service of these Interrogatories. All answers shall be organized and labeled to correspond with the appropriate numbered paragraph of these Interrogatories to which said documents are responsive.

B. Duty to Supplement. These Interrogatories are continuing and require supplementary answers if further information is obtained following the service of your answers to these Interrogatories. The singular number and the masculine gender as used herein also mean the plural, feminine, or neuter as may be appropriate.

C. These Interrogatories call for all information (including information contained in writings) as is known or reasonably available to you or your attorney or any investigators or representatives or other acting on your behalf or under your direction or control.

II

INTERROGATORIES

INTERROGATORY NO. 32:

Attached herewith as Exhibit "1" is a spreadsheet showing various inflows and outflows relative to New Enterprise Associates. Relative to New Enterprise Associates (NEA), please provide us the following –

1. Your relationship with NEA and the date when the relationship began.

2. Are you an equity investor with NEA, and if so, what is your percentage or share of equity.

3. What are your reasons for investment in NEA?

4. What are your expected returns from your investment in NEA?

5. What due diligence have you performed for any investment you have in NEA?

6. What, if any, future investments in NEA have you committed to or are expected to commit to?

Dated this 4th day of September, 2015.

RADFORD J. SMITH, CHARTERED

Garima Varshney

RADFORD J. SMITH, ESQ.
Nevada State Bar No. 002791
GARIMA VARSHNEY, ESQ.
Nevada State Bar No. 011878
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074
Attorney for Plaintiff

CERTIFICATE OF SERVICE

I hereby certify that I am an employee of Radford J. Smith Chartered ("the Firm"). I am over the age of 18 and not a party to the within action.

I served the foregoing document described as "PLAINTIFF'S FOURTH SET OF INTERROGATORIES TO DEFENDANT" on September 4th, 2015, to all interested parties by way of the Eighth Judicial District Court's electronic filing system.

Dan Marks, Esq.
Law Office of Daniel Marks
610 South Ninth Street
Las Vegas NV 89101

An employee of Radford J. Smith, Chartered

EXHIBIT "1"

Kagod v. Kagod
Las Vegas, Nevada

INFLOWS AND OUTFLOWS RELATIVE TO NEW ENTERPRISE ASSOCIATES

Ref	Date	Amounts	Category	Source / Use	UBS Financial Services Inc. Investment Account xx6-6M
1	07/31/12	(90,859.00)	New Enterprises Associates	Federal funds to New Enterprises Associates 2 at Silicon Valley	(90,859.00)
2	08/30/12	(30,000.00)	New Enterprises Associates	Federal funds to New Enterprises Associates 1 at Silicon Valley	(30,000.00)
3	09/17/12	(20,000.00)	New Enterprises Associates	Federal funds to New Enterprises Associates 1 at Silicon Valley	(20,000.00)
4	10/26/12	(20,000.00)	New Enterprises Associates	Federal funds to New Enterprises Associates 1 at Silicon Valley	(20,000.00)
5	11/26/12	(20,000.00)	New Enterprises Associates	Federal funds to New Enterprises Associates 1 at Silicon Valley	(20,000.00)
6	01/19/13	(15,000.00)	New Enterprises Associates	Federal funds to New Enterprises Associates 1 at Silicon Valley	(15,000.00)
7	02/12/13	(30,000.00)	New Enterprises Associates	Federal funds to New Enterprises Associates 1 at Silicon Valley	(30,000.00)
8	04/29/13	(25,000.00)	New Enterprises Associates	Federal funds to New Enterprises Associates 1 at Silicon Valley	(25,000.00)
9	07/25/13	(15,000.00)	New Enterprises Associates	Federal funds to New Enterprises Associates 1 at Silicon Valley	(15,000.00)
10	10/21/13	(15,000.00)	New Enterprises Associates	Federal funds to New Enterprises Associates 1 at Silicon Valley	(15,000.00)
11	11/21/13	(20,000.00)	New Enterprises Associates	Federal funds to New Enterprises Associates 1 at Silicon Valley	(20,000.00)
12	01/09/14	(30,000.00)	New Enterprises Associates	Federal funds to New Enterprise Associates at Silicon Valley	(30,000.00)
13	02/04/14	(20,000.00)	New Enterprises Associates	Federal funds to New Enterprise Associates at Silicon Valley	(20,000.00)
14	02/21/14	(25,000.00)	New Enterprises Associates	Federal funds to New Enterprise Associates at Silicon Valley	(25,000.00)
15	03/26/14	20,557.00	Deposit - New Enterprises Associates	Federal funds Deposit by New Enterprise Associates 1 at Silicon Valley	20,557.00
16	03/17/14	(30,000.00)	New Enterprises Associates	Federal funds to New Enterprise Associates at Silicon Valley	(30,000.00)
17	04/08/14	(35,000.00)	New Enterprises Associates	Federal funds to New Enterprise Associates at Silicon Valley	(35,000.00)
18	05/23/14	(50,000.00)	New Enterprises Associates	Federal funds to New Enterprise Associates at Silicon Valley	(50,000.00)
19	06/25/14	(30,000.00)	New Enterprises Associates	Federal funds to New Enterprise Associates at Silicon Valley	(30,000.00)
20	07/02/14	20,079.00	Deposit - New Enterprises Associates	Federal funds Deposit by New Enterprise Associates 1 at Silicon Valley	20,079.00
21	08/13/14	(35,000.00)	New Enterprises Associates	Federal funds Deposit by New Enterprise Associates 1 at Silicon Valley	(35,000.00)
22	08/22/14	(30,000.00)	New Enterprises Associates	Federal funds Deposit by New Enterprise Associates 1 at Silicon Valley	(30,000.00)
23	10/07/14	(30,000.00)	New Enterprises Associates	Federal funds Deposit by New Enterprise Associates 1 at Silicon Valley	(30,000.00)
24	11/24/14	(75,000.00)	New Enterprises Associates	Federal funds Deposit by New Enterprise Associates 1 at Silicon Valley	(75,000.00)
25	01/07/15	(20,000.00)	New Enterprises Associates	Federal funds Deposit by New Enterprise Associates 2 at Silicon Valley	(20,000.00)
26	03/12/15	(15,000.00)	New Enterprises Associates	Federal funds to New Enterprise Associates	(15,000.00)
27	04/15/15	(20,000.00)	New Enterprises Associates	Federal funds to New Enterprise Associates	(20,000.00)
28	06/08/15	(20,000.00)	New Enterprises Associates	New Enterprise Associates	(20,000.00)
29	08/06/15	(15,000.00)	New Enterprises Associates	New Enterprise Associates	(15,000.00)
	TOTAL INFLOWS	40,636.00			
	TOTAL OUTFLOWS	(790,859.00)			
	NET PAYMENTS	(750,223.00)			

ELECTRONICALLY SERVED
10/15/2015 03:55:32 PM

RADFORD J. SMITH, CHARTERED
RADFORD J. SMITH, ESQ.
Nevada Bar No. 002791
GARIMA VARSHNEY, ESQ.
Nevada Bar No. 011878
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074
Telephone: (702) 990-6448
Facsimile: (702) 990-6456
rsmith@radfordsmith.com
Attorneys Plaintiff

DISTRICT COURT
CLARK COUNTY, NEVADA

GABRIELLE CIOFFI - KOGOD,

Plaintiff,

v.

DENNIS KOGOD,

Defendant.

CASE NO.: D-13-489442-D
DEPT NO.: G

FAMILY DIVISION

PLAINTIFF'S SIXTH SET OF INTERROGATORIES TO DEFENDANT

TO: DENNIS KOGOD, Defendant

TO: DANIEL MARKS, ESQ., Attorney for Defendant

Plaintiff, GABRIELLE CIOFFI-KOGOD, by and through her attorneys, Radford J. Smith, Esq. and Garima Varshney, Esq., and pursuant to NRCP 16.1 and NRCP 33, hereby submit the following Sixth Set of Interrogatories to Defendant, DENNIS KOGOD. You are required by the above-referenced rules to serve a copy of your answers to the offices of Radford J. Smith, Chartered, as listed above on or before thirty (30) days from the receipt of these Interrogatories.

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. . .

. . .

I

PRELIMINARY STATEMENT

The following preliminary statement and definitions apply to each Interrogatory set forth hereinafter and are deemed to be incorporated herein:

DEFINITIONS

A. Person" means any individual, corporation, partnership, association, business trust, municipality, or any other organization or entity. As to each person named in response to each question herein, state the person's full name, last known residence address and telephone number, his last known business address and telephone number, his job title, and capacity or position at such last known employment.

B. "Document" or "documents" means any kind of written or graphic manner, however produced or reproduced, or in any kind or description, whether sent or received or neither, including originals, copies, and drafts, including both sides thereof, and including, but not limited to, papers, books, letter, photographs, objects, tangible things, correspondence, telegrams, cable, telex messages, memoranda, notes, notations, work, papers, transcripts (including trial and deposition transcripts) pleadings, minutes, reports and recording of telephone or other conversations of interviews or of conferences or other meetings, affidavits, statements, summaries, opinions, reports, studies, analyses, evaluations, contracts, agreements, journals, statistical records, desk calendars, appointment books, diaries, lists, tabulations, sound recordings, computer printouts, data processing input and output, microfilms, computers discs or other memory elements, and all other records kept by electronic, photographic, or mechanical means, and things similar to any of the foregoing, however denominated by you.

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C. For the purpose of these Interrogatories, the phrase "tangible thing" means any material inanimate object or living organism other than human and also includes any human being or part thereof displaying relevant information communicable in any manner other than the verbal testimony of that human being.

D. For the purposes of these Interrogatories, the phrases "in your possession" or "under your control" refer to the documents or tangible things in your actual possession; documents or tangible things in your custody or possession, although located elsewhere; documents or tangible things in your care, custody and control, although in the possession of your attorneys, accountant, agents, or employees; and all documents or tangible things, wherever located, as to which you have the right of possession.

E. When used in these Interrogatories, the term "you," its plural or any synonym thereof, is intended to and shall embrace and include the named party or parties, counsel for said party, and all agents, representatives, employees, investigators, servants, and others who are in possession of or may have obtained information for or on behalf of the named party or parties, or who is acting or purporting to act on his/her behalf.

F. The term "and" means and/or, and the term "or" means and/or.

G. For purposes of these Interrogatories, to "identify" a person, entity or thing means to state, with specificity, any and all details necessary to identify and segregate said person or thing from all others, sufficient to identify and secure said person by way of Subpoena for testimony and/or things by way of Subpoena Duces Tecum, including but not limited to the following:

1. Name;
2. Last known address and/or location; and;
3. Any telephone or fax numbers for the person and/or entity.

H. The singular number and the masculine gender as used herein also mean the plural, feminine, or neuter as may be appropriate.

I. Wherever you are asked to identify a writing, please state a full description thereof, including without limitation:

1. The date it bears;

2. The name of each person who prepared it or participated in any way in its preparation;

3. The name of each person who signed it;

4. The name of each person to whom it or a copy of it was addressed;

5. The name of each person who presently has custody of it or a copy of it;

6. Its subject matter and its substance.

J. Whenever you are unable to state an answer to these interrogatories based upon your personal knowledge, please so state, and instead identify the persons you believe to have such knowledge, what you believe the correct answer to be, and the facts upon which you base your answer.

INSTRUCTIONS

A. Answers: You are required to answer the Interrogatories below. The answers are to be produced to Radford J. Smith, Chartered, on or before the 30th day following the date of service of these Interrogatories. All answers shall be organized and labeled to correspond with the appropriate numbered paragraph of these Interrogatories to which said documents are responsive.

B. Duty to Supplement. These Interrogatories are continuing and require supplementary answers if further information is obtained following the service of your answers to these Interrogatories. The singular number and the masculine gender as used herein also mean the plural, feminine, or neuter as may be appropriate.

C. These Interrogatories call for all information (including information contained in writings) as is known or reasonably available to you or your attorney or any investigators or representatives or other acting on your behalf or under your direction or control.

II

INTERROGATORIES

INTERROGATORY NO. 37:

Please identify the purpose of the cash withdrawals set forth in the spreadsheet attached hereto as Exhibit "1." In response to this interrogatory, please identify if you believe that the purpose of the cash withdrawal was to serve the community or was for the benefit of the community. If your response is that it was to serve the community or was for the benefit of the community, please explain your reasons for that response.

INTERROGATORY NO. 38:

Please identify the purpose of the expenses set forth in the spreadsheet attached hereto as Exhibit "2." In response to this interrogatory, please identify if you believe that the purpose of the expense was to serve the community or was for the benefit of the community. If your response is that it was to serve the community or was for the benefit of the community, please explain your reasons for that response.

INTERROGATORY NO. 39:

Please identify the source of the deposits and the nature of the money (e.g., wages, rent, bonus, gift, loan, etc.) of deposits set forth in the spreadsheet attached hereto as Exhibit "3."

INTERROGATORY NO. 40:

Please identify the purpose of the wire transfers set forth in the spreadsheet attached hereto as Exhibit "2." In response to this interrogatory, please identify the individual or entity to whom the wire transfer was made, identify whether you believe that the purpose of the wire transfer was to serve the

community or was for the benefit of the community. If your response is that it was to serve the community or was for the benefit of the community, please explain your reasons for that response.

Dated this 15th day of October, 2015.

RADFORD J. SMITH, CHARTERED

Garima Varshney

RADFORD J. SMITH, ESQ.
Nevada State Bar No. 002791
GARIMA VARSHNEY, ESQ.
Nevada State Bar No. 011878
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074
Attorney for Plaintiff

CERTIFICATE OF SERVICE

I hereby certify that I am an employee of Radford J. Smith Chartered ("the Firm"). I am over the age of 18 and not a party to the within action.

I served the foregoing document described as "PLAINTIFF'S SIXTH SET OF INTERROGATORIES TO DEFENDANT" on October _____ 2015, to all interested parties by way of the Eighth Judicial District Court's electronic filing system.

Dan Marks, Esq.
Law Office of Daniel Marks
610 South Ninth Street
Las Vegas NV 89101

_____
An employee of Radford J. Smith, Chartered

RADFORD J. SMITH, CHARTERED
RADFORD J. SMITH, ESQ.
Nevada Bar No. 002791
GARIMA VARSHNEY, ESQ.
Nevada Bar No. 011878
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074
Telephone: (702) 990-6448
Facsimile: (702) 990-6456
rsmith@radfordsmith.com
Attorneys Plaintiff

DISTRICT COURT
CLARK COUNTY, NEVADA

GABRIELLE CIOFFI - KOGOD,

Plaintiff,

v.

DENNIS KOGOD,

Defendant.

CASE NO.: D-13-489442-D
DEPT NO.: G

FAMILY DIVISION

PLAINTIFF'S SIXTH SET OF INTERROGATORIES TO DEFENDANT

TO: DENNIS KOGOD, Defendant

TO: DANIEL MARKS, ESQ., Attorney for Defendant

Plaintiff, GABRIELLE CIOFFI-KOGOD, by and through her attorneys, Radford J. Smith, Esq. and Garima Varshney, Esq., and pursuant to NRCP 16.1 and NRCP 33, hereby submit the following Sixth Set of Interrogatories to Defendant, DENNIS KOGOD. You are required by the above-referenced rules to serve a copy of your answers to the offices of Radford J. Smith, Chartered, as listed above on or before thirty (30) days from the receipt of these Interrogatories.

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. . .

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I

PRELIMINARY STATEMENT

The following preliminary statement and definitions apply to each Interrogatory set forth hereinafter and are deemed to be incorporated herein:

DEFINITIONS

A. Person" means any individual, corporation, partnership, association, business trust, municipality, or any other organization or entity. As to each person named in response to each question herein, state the person's full name, last known residence address and telephone number, his last known business address and telephone number, his job title, and capacity or position at such last known employment.

B. "Document" or "documents" means any kind of written or graphic manner, however produced or reproduced, or in any kind or description, whether sent or received or neither, including originals, copies, and drafts, including both sides thereof, and including, but not limited to, papers, books, letter, photographs, objects, tangible things, correspondence, telegrams, cable, telex messages, memoranda, notes, notations, work, papers, transcripts (including trial and deposition transcripts) pleadings, minutes, reports and recording of telephone or other conversations of interviews or of conferences or other meetings, affidavits, statements, summaries, opinions, reports, studies, analyses, evaluations, contracts, agreements, journals, statistical records, desk calendars, appointment books, diaries, lists, tabulations, sound recordings, computer printouts, data processing input and output, microfilms, computers discs or other memory elements, and all other records kept by electronic, photographic, or mechanical means, and things similar to any of the foregoing, however denominated by you.

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C. For the purpose of these Interrogatories, the phrase "tangible thing" means any material inanimate object or living organism other than human and also includes any human being or part thereof displaying relevant information communicable in any manner other than the verbal testimony of that human being.

D. For the purposes of these Interrogatories, the phrases "in your possession" or "under your control" refer to the documents or tangible things in your actual possession; documents or tangible things in your custody or possession, although located elsewhere; documents or tangible things in your care, custody and control, although in the possession of your attorneys, accountant, agents, or employees; and all documents or tangible things, wherever located, as to which you have the right of possession.

E. When used in these Interrogatories, the term "you," its plural or any synonym thereof, is intended to and shall embrace and include the named party or parties, counsel for said party, and all agents, representatives, employees, investigators, servants, and others who are in possession of or may have obtained information for or on behalf of the named party or parties, or who is acting or purporting to act on his/her behalf.

F. The term "and" means and/or, and the term "or" means and/or.

G. For purposes of these Interrogatories, to "identify" a person, entity or thing means to state, with specificity, any and all details necessary to identify and segregate said person or thing from all others, sufficient to identify and secure said person by way of Subpoena for testimony and/or things by way of Subpoena Duces Tecum, including but not limited to the following:

1. Name;

2. Last known address and/or location; and;

3. Any telephone or fax numbers for the person and/or entity.

H. The singular number and the masculine gender as used herein also mean the plural, feminine, or neuter as may be appropriate.

I. Wherever you are asked to identify a writing, please state a full description thereof, including without limitation:

1. The date it bears;

2. The name of each person who prepared it or participated in any way in its preparation;

3. The name of each person who signed it;

4. The name of each person to whom it or a copy of it was addressed;

5. The name of each person who presently has custody of it or a copy of it;

6. Its subject matter and its substance.

J. Whenever you are unable to state an answer to these interrogatories based upon your personal knowledge, please so state, and instead identify the persons you believe to have such knowledge, what you believe the correct answer to be, and the facts upon which you base your answer.

INSTRUCTIONS

A. Answers: You are required to answer the Interrogatories below. The answers are to be produced to Radford J. Smith, Chartered, on or before the 30th day following the date of service of these Interrogatories. All answers shall be organized and labeled to correspond with the appropriate numbered paragraph of these Interrogatories to which said documents are responsive.

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C. These Interrogatories call for all information (including information contained in writings) as is known or reasonably available to you or your attorney or any investigators or representatives or other acting on your behalf or under your direction or control.

II

INTERROGATORIES

INTERROGATORY NO. 37:

Please identify the purpose of the cash withdrawals set forth in the spreadsheet attached hereto as Exhibit "1." In response to this interrogatory, please identify if you believe that the purpose of the cash withdrawal was to serve the community or was for the benefit of the community. If your response is that it was to serve the community or was for the benefit of the community, please explain your reasons for that response.

INTERROGATORY NO. 38:

Please identify the purpose of the expenses set forth in the spreadsheet attached hereto as Exhibit "2." In response to this interrogatory, please identify if you believe that the purpose of the expense was to serve the community or was for the benefit of the community. If your response is that it was to serve the community or was for the benefit of the community, please explain your reasons for that response.

INTERROGATORY NO. 39:

Please identify the source of the deposits and the nature of the money (e.g., wages, rent, bonus, gift, loan, etc.) of deposits set forth in the spreadsheet attached hereto as Exhibit "3."

INTERROGATORY NO. 40:

Please identify the purpose of the wire transfers set forth in the spreadsheet attached hereto as Exhibit "2." In response to this interrogatory, please identify the individual or entity to whom the wire transfer was made, identify whether you believe that the purpose of the wire transfer was to serve the

community or was for the benefit of the community. If your response is that it was to serve the community or was for the benefit of the community, please explain your reasons for that response.

Dated this ____ day of October, 2015.

RADFORD J. SMITH, CHARTERED

_____

RADFORD J. SMITH, ESQ.
Nevada State Bar No. 002791
GARIMA VARSHNEY, ESQ.
Nevada State Bar No. 011878
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074
Attorney for Plaintiff

CERTIFICATE OF SERVICE

I hereby certify that I am an employee of Radford J. Smith Chartered ("the Firm"). I am over the age of 18 and not a party to the within action.

I served the foregoing document described as "PLAINTIFF'S SIXTH SET OF INTERROGATORIES TO DEFENDANT" on October 15th 2015, to all interested parties by way of the Eighth Judicial District Court's electronic filing system.

Dan Marks, Esq.
Law Office of Daniel Marks
610 South Ninth Street
Las Vegas NV 89101

An employee of Radford J. Smith, Chartered

EXHIBIT "1"

Kapel v. Kapel
Las Vegas, Nevada

PLEASE NOTE THAT THIS SCHEDULE IS SUBJECT TO UPDATE

WORK IN PROCESS TRANSACTION REGISTER: CHECKS WRITTEN TO CASH, WESTERN UNION TRANSFERS, AND WITHDRAWALS OF CASH (SORTED BY CATEGORY THEN BY DATE)
As of October 18, 2015

Ref - For Shpp Purposes Only	Date	Unmatched Amount	Category	Transaction Description: Source / Use	Check Number	Location	Name/Memo	Outflows: Account	Amount
1	07/22/08	(2,500.00)	Checks written to Cash	Cash	396			BofA x6445	(2,500.00)
2	08/18/08	(2,000.00)	Checks written to Cash	Cash	326		[illegible]	BofA x6445	(2,000.00)
3	08/28/08	(250.00)	Checks written to Cash	Cash	334			BofA x6446	(250.00)
4	09/11/08	(400.00)	Checks written to Cash	Cash	417		Leon	BofA x6445	(400.00)
5	12/20/08	(300.00)	Checks written to Cash	Cash	349			BofA x6446	(300.00)
6	12/26/08	(900.00)	Checks written to Cash	Cash	353			BofA x6446	(900.00)
7	[illegible]	(500.00)	Checks written to Cash	Cash	473			BofA x6446	(500.00)
8	[illegible]	(200.00)	Checks written to Cash	Cash	1009			WF x5397	(200.00)
9	[illegible]	(500.00)	Checks written to Cash	Cash	1057			WF x5397	(500.00)
10	[illegible]	(1,000.00)	Checks written to Cash	Cash	1300			WF x5397	(1,000.00)
11	[illegible]	(2,500.00)	Checks written to Cash	Cash	1042		[illegible]	WF x5397	(2,500.00)
12	[illegible]	(1,000.00)	Checks written to Cash	Cash	1049			WF x5397	(1,000.00)
13	[illegible]	(400.00)	Checks written to Cash	Cash	1371			WF x5397	(400.00)
14	[illegible]	(100.00)	Checks written to Cash	Cash	1377		birthday	WF x5357	(100.00)
15	[illegible]	(400.00)	Checks written to Cash	Cash	2062			WF x5357	(400.00)
16	[illegible]	(120.00)	Checks written to Cash	Cash	2196			WF x5397	(120.00)
17	[illegible]	[illegible]	Western Union	Westernunion.com				BofA x6446	[illegible]
18	[illegible]	[illegible]	Western Union	Western Union Cash Desk				BofA x6446	[illegible]
19	[illegible]	[illegible]	Western Union	Western Union Cash Desk				BofA x6446	[illegible]
20	[illegible]	[illegible]	Western Union	Westernunion				BofA x6448	[illegible]
21	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
22	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
23	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
24	[illegible]	[illegible]	Western Union	Western Union Call Cash				WF x[illegible]	[illegible]
25	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
26	[illegible]	[illegible]	Western Union	[illegible]				Visa Black Card x[illegible]	[illegible]
27	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
28	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
29	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
30	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
31	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
32	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
33	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
34	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
35	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
36	[illegible]	[illegible]	Western Union	WU				Visa Black Card x[illegible]	[illegible]
37	[illegible]	[illegible]	Western Union	WU				Visa Black Card x[illegible]	[illegible]
38	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
39	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
40	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
41	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
42	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
43	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
44	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
45	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
46	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
47	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
48	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
49	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
50	[illegible]	[illegible]	Western Union	WU				Visa Black Card x[illegible]	[illegible]
51	[illegible]	[illegible]	Western Union	WU				Visa Black Card x[illegible]	[illegible]
52	[illegible]	[illegible]	Western Union	WU				Visa Black Card x[illegible]	[illegible]
53	[illegible]	[illegible]	Western Union	WU		[illegible]		Visa Black Card x[illegible]	[illegible]
54	[illegible]	[illegible]	Western Union	WU		[illegible]		Visa Black Card x[illegible]	[illegible]
55	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
56	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
57	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
58	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
59	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
60	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
61	[illegible]	[illegible]	Western Union	WU		[illegible]		Visa Black Card x[illegible]	[illegible]
62	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
63	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
64	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
65	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
66	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
67	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
68	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
69	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
70	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
71	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
72	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
73	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
74	[illegible]	[illegible]	Western Union	Westernunion		Denver CO		Visa Black Card x[illegible]	[illegible]
75	[illegible]	[illegible]	Western Union	WU		[illegible]		Visa Black Card x[illegible]	[illegible]
76	[illegible]	[illegible]	Western Union	WU		[illegible]		Visa Black Card x[illegible]	[illegible]
77	[illegible]	[illegible]	Western Union	WU		[illegible]		Visa Black Card x[illegible]	[illegible]
78	[illegible]	[illegible]	Western Union	WU		[illegible]		Visa Black Card x[illegible]	[illegible]
79	[illegible]	[illegible]	Western Union	WU		[illegible]		Visa Black Card x[illegible]	[illegible]
80	[illegible]	[illegible]	Western Union	Western Union Cash Call - Card 0775				WF x[illegible]	[illegible]
81	[illegible]	[illegible]	Western Union	WU		MO		Visa Black Card x[illegible]	[illegible]
82	[illegible]	[illegible]	Western Union	Western Union Cash Call - Card 0775				WF x[illegible]	[illegible]
83	[illegible]	[illegible]	Western Union	Western Union Cash Call - Card 0775				WF x5757	[illegible]
84	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
85	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
86	[illegible]	[illegible]	Western Union	Western Union Cash Call - Card 0775				WF x[illegible]	[illegible]
87	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
88	[illegible]	[illegible]	Western Union	Western Union Cash Call				Visa Black Card x[illegible]	[illegible]
89	[illegible]	[illegible]	Western Union	Western Union Cash Call		Denver, CO		Visa Black Card x[illegible]	[illegible]
90	[illegible]	[illegible]	Western Union	Western Union Cash Call		Denver, CO		Visa Black Card x[illegible]	[illegible]
91	[illegible]	[illegible]	Western Union	Western Union Cash Call		Denver, CO		Visa Black Card x[illegible]	[illegible]
92	[illegible]	[illegible]	Western Union	Western Union Cash Call		Denver, CO		Visa Black Card x[illegible]	[illegible]
93	[illegible]	[illegible]	Western Union	WU		Denver, CO		Visa Black Card x[illegible]	[illegible]
94	[illegible]	[illegible]	Western Union	WU		Denver, CO		Visa Black Card x[illegible]	[illegible]
95	[illegible]	[illegible]	Western Union	WU		Denver, CO		Visa Black Card x[illegible]	[illegible]
96	[illegible]	[illegible]	Withdrawal	[illegible]		[illegible]		BofA x[illegible]	[illegible]
97	[illegible]	[illegible]	Withdrawal	[illegible]		[illegible]		BofA x[illegible]	[illegible]
98	[illegible]	[illegible]	Withdrawal	Withdrawal				WF x[illegible]	[illegible]
99	[illegible]	[illegible]	Withdrawal	Withdrawal				WF x[illegible]	[illegible]
100	[illegible]	[illegible]	Withdrawal	Withdrawal				[illegible]	[illegible]
101	[illegible]	[illegible]	Withdrawal	First Republic				BofA x[illegible]	[illegible]
102	[illegible]	[illegible]	Withdrawal	Withdrawal				BofA x[illegible]	[illegible]
103	[illegible]	[illegible]	Withdrawal	Withdrawal				BofA x[illegible]	[illegible]
104	[illegible]	[illegible]	Withdrawal	First Republic Withdrawal				BofA x[illegible]	[illegible]
105	[illegible]	[illegible]	Withdrawal	Withdrawal				BofA x[illegible]	[illegible]
106	[illegible]	[illegible]	Withdrawal	ATM Withdrawal				WF x[illegible]	[illegible]
107	[illegible]	[illegible]	Withdrawal	ATM Withdrawal				WF x[illegible]	[illegible]

04733

Nejad v. Kaysé
Las Vegas, Nevada

PLEASE NOTE THAT THIS SCHEDULE IS SUBJECT TO UPDATE

WORK-IN-PROCESS TRANSACTION REGISTER: CHECKS WRITTEN TO CASH, WESTERN UNION TRANSFERS, AND WITHDRAWALS OF CASH (SORTED BY CATEGORY THEN BY DATE)
As of October 23, 2015

Ref - For Dept. Purpose Only	Date	Unmatched Amount	Category	Transaction Description: Source / Use	Check Number	Location	Notes/Memos	Outflows: Account	Outflows: Amount
108	[illegible]	[illegible]	Withdrawal	Chase - Withdrawal				Bank [illegible]	[illegible]
109	[illegible]	(1,200.00)	Withdrawal	Customer Withdrawal Image				Bank [illegible]	(1,200.00)
110	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Santa Monica, CA		AMEX [illegible]	(400.00)
111	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Santa Monica, CA		AMEX [illegible]	[illegible]
112	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Santa Monica, CA		AMEX [illegible]	[illegible]
113	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Santa Monica, CA		AMEX [illegible]	[illegible]
114	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		[illegible]		AMEX [illegible]	[illegible]
115	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		La Quinta, CA	[illegible]	AMEX [illegible]	[illegible]
116	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Santa Monica, CA		AMEX [illegible]	[illegible]
117	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA	LAX [illegible]	AMEX [illegible]	[illegible]
118	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Santa Monica, CA		AMEX [illegible]	[illegible]
119	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Las Vegas, NV		AMEX [illegible]	[illegible]
120	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Santa Monica, CA		AMEX [illegible]	[illegible]
121	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Santa Monica, CA		AMEX [illegible]	[illegible]
122	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction				AMEX [illegible]	[illegible]
123	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction				AMEX [illegible]	[illegible]
124	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Santa Monica, CA		AMEX [illegible]	[illegible]
125	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
126	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		[illegible], CA		AMEX [illegible]	[illegible]
127	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Santa Monica, CA		AMEX [illegible]	[illegible]
128	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
129	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Henderson, NV		AMEX [illegible]	[illegible]
130	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Santa Monica, CA		AMEX [illegible]	[illegible]
131	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Santa Monica, CA		AMEX [illegible]	[illegible]
132	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Santa Monica, CA		AMEX [illegible]	[illegible]
133	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Santa Monica, CA		AMEX [illegible]	[illegible]
134	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction				AMEX [illegible]	[illegible]
135	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Las Vegas, NV		AMEX [illegible]	[illegible]
136	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
137	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction				AMEX [illegible]	[illegible]
138	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
139	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		Visa Black Card [illegible]	[illegible]
140	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
141	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
142	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
143	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
144	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
145	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
146	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		LAX - Los Angeles, CA		AMEX [illegible]	[illegible]
147	[illegible]	[illegible]	[illegible] - Cash Advance	Cash Advance Transaction		LAX - Los Angeles, CA		AMEX [illegible]	[illegible]
148	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Hollywood, CA		AMEX [illegible]	[illegible]
149	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Santa Monica, CA		AMEX [illegible]	[illegible]
150	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Las Vegas, NV		AMEX [illegible]	[illegible]
151	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		[illegible], CA		AMEX [illegible]	[illegible]
152	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Vanderbilt Beach, FL		AMEX [illegible]	[illegible]
153	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
154	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Las Vegas, NV		AMEX [illegible]	[illegible]
155	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
156	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Malibu, CA		AMEX [illegible]	[illegible]
157	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
158	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
159	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
160	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
161	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		New York, New York		AMEX [illegible]	[illegible]
162	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
163	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Hollywood, CA		AMEX [illegible]	[illegible]
164	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
165	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Malibu, CA		AMEX [illegible]	[illegible]
166	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
167	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
168	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
169	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Marina Del Rey, CA		AMEX [illegible]	[illegible]
170	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
171	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Torrance, CA		AMEX [illegible]	[illegible]
172	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Hollywood, CA		AMEX [illegible]	[illegible]
173	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		[illegible], CA		AMEX [illegible]	[illegible]
174	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Torrance, CA		AMEX [illegible]	[illegible]
175	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Huntington Beach, CA		AMEX [illegible]	[illegible]
176	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Malibu, CA		AMEX [illegible]	[illegible]
177	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
178	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Beverly Hills, CA		AMEX [illegible]	[illegible]
179	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Beverly Hills, CA		AMEX [illegible]	[illegible]
180	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		[illegible], CA		AMEX [illegible]	[illegible]
181	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction				AMEX [illegible]	[illegible]
182	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Torrance, CA		AMEX [illegible]	[illegible]
183	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		CA		AMEX [illegible]	[illegible]
184	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		[illegible], CA		AMEX [illegible]	[illegible]
185	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		West Hollywood, CA		AMEX [illegible]	[illegible]
186	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		West Hollywood, CA		AMEX [illegible]	[illegible]
187	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
188	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		CA		AMEX [illegible]	[illegible]
189	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		CA		AMEX [illegible]	[illegible]
190	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		West Hollywood, CA		AMEX [illegible]	[illegible]
191	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		CA		AMEX [illegible]	[illegible]
192	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		CA		AMEX [illegible]	[illegible]
193	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Las Vegas NV		AMEX [illegible]	[illegible]
194	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
195	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		[illegible], CA		AMEX [illegible]	[illegible]
196	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Las Vegas NV		AMEX [illegible]	[illegible]
197	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Las Vegas NV		AMEX [illegible]	[illegible]
198	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Torrance, CA		AMEX [illegible]	[illegible]
199	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction				AMEX [illegible]	[illegible]
200	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
201	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
202	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
203	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
204	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
205	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Denver CO		AMEX [illegible]	[illegible]

[illegible]

WORK-IN-PROCESS TRANSACTION REGISTER: CHECKS WRITTEN TO CASH, WESTERN UNION TRANSFERS, AND WITHDRAWALS OF CASH (SORTED BY CATEGORY THEN BY DATE)
As of October 22, 2015

Ref - For Depo Purposes Only	Date	Unresolved Amounts	Category	Transaction Description: Source / Use	Check Number	Location	Notes/Reference	Outflows: Account	Amount
206	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Marina Del Rey, CA		AMEX [illegible]	[illegible]
207	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
208	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction				AMEX [illegible]	[illegible]
209	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction				AMEX [illegible]	[illegible]
210	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		West Hollywood, CA		AMEX [illegible]	[illegible]
211	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Torrance, CA		AMEX [illegible]	[illegible]
212	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		CA		AMEX [illegible]	[illegible]
213	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Las Vegas, NV		AMEX [illegible]	[illegible]
214	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
215	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Las Vegas, NV		AMEX [illegible]	[illegible]
216	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
217	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Torrance, CA		AMEX [illegible]	[illegible]
218	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Van Nuys, CA		AMEX [illegible]	[illegible]
219	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
220	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
221	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Marina Del Rey, CA		AMEX [illegible]	[illegible]
222	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Marina Del Rey, CA		AMEX [illegible]	[illegible]
223	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Hollywood, CA		AMEX [illegible]	[illegible]
224	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Los Angeles, CA		AMEX [illegible]	[illegible]
225	[illegible]	[illegible]	Withdrawal - Cash Advance	Cash Advance Transaction		Marina Del Rey, CA		AMEX [illegible]	[illegible]
226	[illegible]	[illegible]	Withdrawal - Cash Advance	Century City - Cash Advance		Los Angeles, CA		AMEX [illegible]	[illegible]
227	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk		Henderson, NV		BofA [illegible]	[illegible]
228	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk		Beverly Hills, CA		BofA [illegible]	[illegible]
229	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal				BofA [illegible]	[illegible]
230	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk [illegible]		Hollywood, CA		BofA [illegible]	[illegible]
231	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk [illegible]		[illegible]		BofA [illegible]	[illegible]
232	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
233	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
234	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
235	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
236	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
237	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
238	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
239	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
240	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
241	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
242	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
243	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
244	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
245	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
246	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
247	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
248	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
249	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
250	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
251	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
252	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
253	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
254	[illegible]	[illegible]	Withdrawal - in branch	CA Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
255	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
256	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
257	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
258	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
259	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
260	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
261	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
262	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
263	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
264	[illegible]	[illegible]	Withdrawal - in branch	NV Tr cash withdrawal from Chk [illegible]				BofA [illegible]	[illegible]
265	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
266	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
267	[illegible]	[illegible]	Withdrawal (CA)	[illegible] CC Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
268	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
269	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
270	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
271	[illegible]	[illegible]	Withdrawal (CA)	Century City Withdrawal		Santa Monica, CA		BofA [illegible]	[illegible]
272	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Hollywood, CA		BofA [illegible]	[illegible]
273	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
274	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
275	[illegible]	[illegible]	Withdrawal (CA)	Bank of the West Withdrawal		San Jose, CA		BofA [illegible]	[illegible]
276	[illegible]	[illegible]	Withdrawal (CA)	[illegible] CC Withdrawal		La Quinta, CA		BofA [illegible]	[illegible]
277	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		La Quinta, CA		BofA [illegible]	[illegible]
278	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
279	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
280	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
281	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
282	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Hollywood, CA		BofA [illegible]	[illegible]
283	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Las Vegas, NV		BofA [illegible]	[illegible]
284	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Oakland, CA		BofA [illegible]	[illegible]
285	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Culver City, CA		BofA [illegible]	[illegible]
286	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
287	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
288	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		San Francisco, CA		BofA [illegible]	[illegible]
289	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		San Francisco, CA		BofA [illegible]	[illegible]
290	[illegible]	[illegible]	Withdrawal (CA)	Century City Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
291	[illegible]	[illegible]	Withdrawal (CA)	Century City Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
292	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
293	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
294	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
295	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
296	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Culver City, CA		BofA [illegible]	[illegible]
297	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
298	[illegible]	[illegible]	Withdrawal (CA)	[illegible] CU Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
299	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
300	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
301	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Hollywood, CA		BofA [illegible]	[illegible]
302	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Santa Monica, CA		BofA [illegible]	[illegible]
303	[illegible]	[illegible]	Withdrawal (CA)	[illegible] CU Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
304	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
305	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
306	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]
307	[illegible]	[illegible]	Withdrawal (CA)	BankofAmerica ATM Withdrawal		Los Angeles, CA		BofA [illegible]	[illegible]

Liberty Legal
Las Vegas, Nevada

PLEASE NOTE THAT THIS FINDINGS IS SUBJECT TO UPDATE

WORK-IN-PROCESS TRANSACTION REGISTER: CHECKS WRITTEN TO EADS, WESTERN UNION TRANSFERS, AND WITHDRAWALS OF CASH (SORTED BY CATEGORY THEN BY DATE)

As of October 31, 2025

Sal - For Bank Purpose Only	Date	Unrestricted Amount	Category	Transaction Description: Source / Use	Check Number	Location	Notes/Memos	Outflows: Received	Amount
326	08/26/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
327	08/27/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
328	08/31/09	[illegible]	Withdrawal (CA)	Invest Regs Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
329	08/13/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		West Covina, CA		Bank of Ame	[illegible]
330	08/14/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
331	08/14/09	[illegible]	Withdrawal (CA)	Invest Regs Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
332	08/22/09	[illegible]	Withdrawal (CA)	CDC Western Bus Withdrawal		Gilmore, CA		Bank of Ame	[illegible]
333	08/22/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
334	08/26/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		San Francisco, CA		Bank of Ame	[illegible]
335	09/11/09	[illegible]	Withdrawal (CA)	CT Fall Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
336	09/11/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
337	09/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
338	09/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
339	09/12/09	[illegible]	Withdrawal (CA)	NWR Withdrawal		San Francisco, CA		Bank of Ame	[illegible]
340	10/02/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Eastern Beach, CA		Bank of Ame	[illegible]
341	10/04/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
342	10/14/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
343	10/20/09	[illegible]	Withdrawal (CA)	Cardamonia CC Withdrawal		Palm Desert, CA		Bank of Ame	[illegible]
344	10/22/09	[illegible]	Withdrawal (CA)	Beacon Bank Withdrawal		Rancho Mirage CA		Bank of Ame	[illegible]
345	10/28/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
346	10/28/09	[illegible]	Withdrawal (CA)	California CU Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
347	10/28/09	[illegible]	Withdrawal (CA)	California CU Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
348	11/04/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
349	11/10/09	[illegible]	Withdrawal (CA)	Westin Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
350	11/10/09	[illegible]	Withdrawal (CA)	Westin Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
351	11/14/09	[illegible]	Withdrawal (CA)	California CU Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
352	11/24/09	[illegible]	Withdrawal (CA)	California CU Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
353	11/25/09	[illegible]	Withdrawal (CA)	Hyatt Regs Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
354	11/26/09	[illegible]	Withdrawal (CA)	Hyatt Regs Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
355	11/26/09	[illegible]	Withdrawal (CA)	Arco Los Angeles Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
356	11/28/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		West Hollywood CA		Bank of Ame	[illegible]
357	12/03/09	[illegible]	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
358	12/03/09	[illegible]	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
359	12/03/09	[illegible]	Withdrawal (CA)	Hyatt Regs Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
360	12/10/09	[illegible]	Withdrawal (CA)	Washington ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
361	12/10/09	[illegible]	Withdrawal (CA)	Star NB Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
362	12/10/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
363	12/10/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
364	01/02/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
365	01/05/09	[illegible]	Withdrawal (CA)	NWR Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
366	01/11/09	[illegible]	Withdrawal (CA)	Cardamonia CC Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
367	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
368	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
369	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
370	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
371	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
372	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
373	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
374	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
375	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
376	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
377	01/12/09	[illegible]	Withdrawal (CA)	Pacific Western Withdrawal		West Covina, CA		Bank of Ame	[illegible]
378	01/12/09	[illegible]	Withdrawal (CA)	NWR Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
379	01/12/09	[illegible]	Withdrawal (CA)	Cardamonia CC Withdrawal		Inglewood, CA		Bank of Ame	[illegible]
380	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
381	01/12/09	[illegible]	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
382	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
383	01/12/09	[illegible]	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
384	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
385	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
386	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Oakland, CA		Bank of Ame	[illegible]
387	01/12/09	[illegible]	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
388	01/12/09	[illegible]	Withdrawal (CA)	Chemicals Plaza Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
389	01/12/09	[illegible]	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
390	01/12/09	[illegible]	Withdrawal (CA)	NWR Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
391	01/12/09	[illegible]	Withdrawal (CA)	Chevron Mtn Withdrawal		Cypress, CA		Bank of Ame	[illegible]
392	01/12/09	[illegible]	Withdrawal (CA)	Citizens Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
393	01/12/09	[illegible]	Withdrawal (CA)	CT Fuels Withdrawal		Hawthorne, CA		Bank of Ame	[illegible]
394	01/12/09	[illegible]	Withdrawal (CA)	California Nat Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
395	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
396	01/12/09	[illegible]	Withdrawal (CA)	Mike's Plaza Withdrawal		Angeles Caton, CA		Bank of Ame	[illegible]
397	01/12/09	[illegible]	Withdrawal (CA)	Gilmore Bank Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
398	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
399	01/12/09	[illegible]	Withdrawal (CA)	Gilmore Bank Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
400	01/12/09	[illegible]	Withdrawal (CA)	Cardamonia CC Withdrawal		Beverly Hills, CA		Bank of Ame	[illegible]
401	01/12/09	[illegible]	Withdrawal (CA)	Cardamonia CC Withdrawal		Beverly Hills, CA		Bank of Ame	[illegible]
402	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
403	01/12/09	[illegible]	Withdrawal (CA)	A Thirty EA Withdrawal		Lawndale, CA		Bank of Ame	[illegible]
404	01/12/09	[illegible]	Withdrawal (CA)	Chase Withdrawal		Anaheim, CA		Bank of Ame	[illegible]
405	01/12/09	[illegible]	Withdrawal (CA)	California Nat Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
406	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
407	01/12/09	[illegible]	Withdrawal (CA)	California Nat Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
408	01/12/09	[illegible]	Withdrawal (CA)	WFS Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
409	01/12/09	[illegible]	Withdrawal (CA)	California Nat Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
410	01/12/09	[illegible]	Withdrawal (CA)	California Nat Withdrawal		Los Angeles, CA		Bank of Ame	[illegible]
411	01/12/09	[illegible]	Withdrawal (CA)	Bad America ATM Withdrawal		Beverly Hills, CA		Bank of Ame	[illegible]

04736

Regarding [illegible]
Las Vegas, Nevada

PLEASE NOTE THAT THIS SCHEDULE IS SUBJECT TO UPDATE

WORK-IN-PROCESS TRANSACTION REGISTER: CHECKS WRITTEN TO CASH, WESTERN UNION TRANSFERS, AND WITHDRAWALS OF CASH (SORTED BY CATEGORY THEN BY DATE)
As of October 12, 2015

Ref - For Depo Purpose Only	Date	Unreconciled Amounts	Category	Transaction Description: Source / Use	Check Number	Location	Notes/Memo	Outflows: Account	Outflows: Amount
412	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Coronado, CA		BofA x6446	[illegible]
413	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Coronado, CA		BofA x6446	[illegible]
414	[illegible]	[illegible]	Withdrawal (CA)	Citibank Withdrawal		Beverly Hills, CA		BofA x6446	[illegible]
415	[illegible]	[illegible]	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
416	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
417	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
418	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
419	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
420	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Beverly Hills, CA		BofA x6446	[illegible]
421	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Bank Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
422	[illegible]	[illegible]	Withdrawal (CA)	WFB Withdrawal		Oakland, CA		BofA x6446	[illegible]
423	[illegible]	[illegible]	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
424	[illegible]	[illegible]	Withdrawal (CA)	California Nat Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
425	[illegible]	[illegible]	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
426	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
427	[illegible]	[illegible]	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
428	[illegible]	[illegible]	Withdrawal (CA)	Citibank Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
429	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		West Hollywood, CA		BofA x6446	[illegible]
430	[illegible]	[illegible]	Withdrawal (CA)	California Nat Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
431	[illegible]	[illegible]	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
432	[illegible]	($122.25)	Withdrawal (CA)	Casino Camp to Withdrawal		Inglewood, CA		BofA x6446	($122.25)
433	[illegible]	[illegible]	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
434	[illegible]	[illegible]	Withdrawal (CA)	WFB Withdrawal		West Hollywood, CA		BofA x6446	[illegible]
436	[illegible]	[illegible]	Withdrawal (CA)	California Nat Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
436	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
437	[illegible]	[illegible]	Withdrawal (CA)	Washington Mut Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
438	[illegible]	[illegible]	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
439	[illegible]	[illegible]	Withdrawal (CA)	Chase Withdrawal		Newport Beach, CA		BofA x6446	[illegible]
440	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
441	[illegible]	[illegible]	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
442	[illegible]	[illegible]	Withdrawal (CA)	US Bank Withdrawal		Hollywood, CA		BofA x6446	[illegible]
443	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Oakland, CA		BofA x6446	[illegible]
444	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
445	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Cabazon, CA		BofA x6446	[illegible]
446	[illegible]	[illegible]	Withdrawal (CA)	Desert Sun Withdrawal		Palm Desert, CA		BofA x6446	[illegible]
447	[illegible]	[illegible]	Withdrawal (CA)	Desert Sun Withdrawal		Palm Desert, CA		BofA x6446	[illegible]
448	[illegible]	[illegible]	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
449	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Beverly Hills, CA		BofA x6446	[illegible]
450	[illegible]	[illegible]	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
451	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Beverly Ctr Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
452	[illegible]	[illegible]	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
453	[illegible]	[illegible]	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
454	[illegible]	[illegible]	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
455	[illegible]	[illegible]	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
456	[illegible]	[illegible]	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
457	[illegible]	[illegible]	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
458	[illegible]	[illegible]	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
459	[illegible]	[illegible]	Withdrawal (CA)	CT 7-11		Los Angeles, CA		BofA x6446	[illegible]
460	[illegible]	[illegible]	Withdrawal (CA)	CT 7-11		Los Angeles, CA		BofA x6446	[illegible]
461	[illegible]	[illegible]	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
462	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
463	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Bank - Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
464	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
465	[illegible]	[illegible]	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
466	[illegible]	[illegible]	Withdrawal (CA)	300 So Fairfax		Fairfax, CA		BofA x6446	[illegible]
467	[illegible]	[illegible]	Withdrawal (CA)	US Bank		Los Angeles, CA		BofA x6446	[illegible]
468	[illegible]	[illegible]	Withdrawal (CA)	US Bank		Los Angeles, CA		BofA x6446	[illegible]
469	[illegible]	[illegible]	Withdrawal (CA)	Bank of America ATM		Los Angeles, CA		BofA x6446	[illegible]
470	[illegible]	[illegible]	Withdrawal (CA)	US Bank		Los Angeles, CA		BofA x6446	[illegible]
471	[illegible]	($2,500.00)	Withdrawal (CA)	Cash withdrawal from [illegible]		Century City, CA		BofA x6446	($2,500.00)
472	[illegible]	[illegible]	Withdrawal (CA)	330 S Fairfax		Los Angeles, CA		BofA x6446	[illegible]
473	[illegible]	[illegible]	Withdrawal (CA)	300 So Fairfax		Los Angeles, CA		BofA x6446	[illegible]
474	[illegible]	[illegible]	Withdrawal (CA)	300 So Fairfax		Los Angeles, CA		BofA x6446	[illegible]
475	[illegible]	[illegible]	Withdrawal (CA)	WFB Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
476	[illegible]	[illegible]	Withdrawal (CA)	[illegible] W. 3rd St.		Los Angeles, CA		BofA x6446	[illegible]
477	[illegible]	[illegible]	Withdrawal (CA)	[illegible] CU - Withdrawal		Hollywood, CA		BofA x6446	[illegible]
478	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
479	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
480	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
481	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Laguna Beach, CA		BofA x6446	[illegible]
482	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
483	[illegible]	[illegible]	Withdrawal (CA)	110 S Fairfax		Los Angeles, CA		BofA x6446	[illegible]
484	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
485	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
486	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
487	[illegible]	[illegible]	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
488	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
489	[illegible]	[illegible]	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
490	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Manhattan Beach, CA		WF x5397	[illegible]
491	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		San Francisco, CA		BofA x6446	[illegible]
492	[illegible]	[illegible]	Withdrawal (CA)	US Bank Fairfax		Los Angeles, CA		BofA x6446	[illegible]
493	[illegible]	[illegible]	Withdrawal (CA)	US Bank Fairfax		Los Angeles, CA		BofA x6446	[illegible]
494	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		San Pedro, CA		BofA x6446	[illegible]
495	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
496	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Arcadia, CA		BofA x6446	[illegible]
497	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
498	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
499	[illegible]	[illegible]	Withdrawal (CA)	WestAmerica ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
500	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		San Francisco, CA		BofA x6446	[illegible]
501	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Los Angeles, CA		WF x5397	[illegible]
502	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
503	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
504	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
505	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
506	[illegible]	[illegible]	Withdrawal (CA)	Cardtronics - Withdrawal		Manhattan Beach, CA		BofA x6446	[illegible]
507	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		La Jolla, CA		WF x5397	[illegible]
508	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
509	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
510	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
511	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
512	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		San Pedro, CA		BofA x6446	[illegible]
513	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]

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Angel v. Angel
Las Vegas, Nevada

DRAFT ROLLOUT - DOCUMENT IS SUBJECT TO UPDATE

WORK-IN-PROCESS TRANSACTION REGISTER: CHECKS WRITTEN TO CASH, WESTERN UNION TRANSFERS, AND WITHDRAWALS OF CASH (SORTED BY CATEGORY THEN BY DATE)
As of October 13, 2015

Ref - For Depo Purposes Only	Date	Unverified Amount	Category	Transaction Description: Source / Use	Check Number	Location	Notes/Comments	Outflows: Account	Outflows: Amount
514	10/22/10	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
515	10/23/10	(303.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(303.00)
516	11/01/10	(303.50)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(303.50)
517	11/02/10	(302.95)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(302.95)
518	11/05/10	(302.95)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(302.95)
519	11/06/10	(301.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(301.00)
520	11/08/10	(200.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(200.00)
521	11/15/10	(200.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(200.00)
522	11/19/10	(200.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(200.00)
523	11/24/10	(200.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(200.00)
524	11/29/10	(200.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(200.00)
525	11/30/10	(200.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(200.00)
526	12/04/10	(200.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(200.00)
527	12/06/10	(302.50)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(302.50)
528	12/07/10	(302.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(302.00)
529	12/08/10	(302.75)	Withdrawal (CA)	Withdrawal		Westchester, CA		BofA x6446	(302.75)
530	12/13/10	(302.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(302.00)
531	12/20/10	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
532	12/23/10	(302.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(302.00)
533	12/27/10	(302.00)	Withdrawal (CA)	Withdrawal		West Hollywood, CA		BofA x6446	(302.00)
534	12/30/10	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
535	01/03/11	(303.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x3510	(303.00)
536	01/11/11	(302.50)	Withdrawal (CA)	Withdrawal		San Francisco, CA		BofA x6446	(302.50)
537	01/24/11	(402.75)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(402.75)
538	01/28/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
539	02/08/11	(307.95)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(307.95)
540	02/14/11	(307.95)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(307.95)
541	02/18/11	(300.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(300.00)
542	02/22/11	(300.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(300.00)
543	02/25/11	(200.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(200.00)
544	02/28/11	(200.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(200.00)
545	03/02/11	(307.95)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(307.95)
546	03/07/11	(307.95)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(307.95)
547	03/09/11	(801.50)	Withdrawal (CA)	Withdrawal		O'Hare Airport - Chicago, IL		BofA x6446	(801.50)
548	03/14/11	(402.00)	Withdrawal (CA)	ATM Withdrawal		Hollywood CA		WF x5397	(402.00)
549	03/15/11	(302.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(302.00)
550	03/18/11	(400.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(400.00)
551	03/24/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
552	03/31/11	(202.00)	Withdrawal (CA)	ATM Withdrawal		Carson, CA		WF x5397	(202.00)
553	04/01/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x3870	(300.00)
554	04/05/11	(402.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(402.00)
555	04/08/11	(300.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(300.00)
556	04/13/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
557	04/16/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
558	04/18/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
559	05/03/11	(402.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(402.00)
560	05/08/11	(402.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(402.00)
561	05/12/11	(301.50)	Withdrawal (CA)	ATM Withdrawal		Chicago, IL		WF x5397	(301.50)
562	05/21/11	(400.50)	Withdrawal (CA)	Withdrawal		O'Hare Airport - Chicago, IL		BofA x6446	(400.50)
563	05/23/11	(400.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(400.00)
564	05/25/11	(502.50)	Withdrawal (CA)	ATM Withdrawal		Beverly Hills, CA		WF x5397	(502.50)
565	05/27/11	(300.50)	Withdrawal (CA)	ATM Withdrawal		Beverly Hills, CA		WF x3632	(300.50)
566	06/01/11	(500.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(500.00)
567	07/11/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
568	07/18/11	(400.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(400.00)
569	07/21/11	(400.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5373	(400.00)
570	07/26/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
571	08/05/11	(200.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(200.00)
572	08/08/11	(303.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(303.00)
573	08/12/11	(303.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(303.00)
574	08/15/11	(402.00)	Withdrawal (CA)	ATM Withdrawal		Hollywood CA		WF x5397	(402.00)
575	08/22/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
576	08/26/11	(302.95)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(302.95)
577	08/30/11	(305.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(305.00)
578	09/06/11	(308.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(308.00)
579	09/16/11	(500.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(500.00)
580	09/23/11	(303.00)	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	(303.00)
581	09/29/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
582	09/30/11	(300.00)	Withdrawal (CA)	Withdrawal		Hawthorne, CA		BofA x6446	(300.00)
583	09/08/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Beverly Hills, CA		WF x5397	(300.00)
584	09/09/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
585	09/12/11	(500.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(500.00)
586	09/14/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
587	09/20/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Fountain Valley, CA		BofA x6433	(300.00)
588	09/28/11	(301.00)	Withdrawal (CA)	ATM Withdrawal		Pasadena, CA		WF x5397	(301.00)
589	10/03/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
590	10/11/11	(400.00)	Withdrawal (CA)	Withdrawal		Manhattan Beach, CA		BofA x6446	(400.00)
591	10/17/11	(502.50)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(502.50)
592	10/17/11	(502.50)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(502.50)
593	10/24/11	(400.00)	Withdrawal (CA)	ATM Withdrawal		Hawthorne, CA		WF x5397	(400.00)
594	10/25/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
595	10/25/11	(200.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(200.00)
596	10/27/11	(500.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(500.00)
597	10/28/11	(500.00)	Withdrawal (CA)	ATM Withdrawal		Hawthorne, CA		WF x5397	(500.00)
598	10/31/11	(400.00)	Withdrawal (CA)	ATM Withdrawal		CA		WF x5397	(400.00)
599	11/05/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
600	11/05/11	(401.50)	Withdrawal (CA)	[illegible] Fee - Withdrawal		Newbury Park, CA		BofA x6446	(401.50)
601	11/08/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
602	11/14/11	(303.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(303.00)
603	11/16/11	(301.50)	Withdrawal (CA)	Wells Fargo - Withdrawal		Los Angeles, CA		BofA x6446	(301.50)
604	11/18/11	(302.75)	Withdrawal (CA)	ATM Withdrawal		Hollywood CA		WF x5397	(302.75)
605	11/25/11	(308.75)	Withdrawal (CA)	Hyatt Regency - Withdrawal		Burlingame, CA		BofA x6446	(308.75)
606	11/26/11	(303.75)	Withdrawal (CA)	Hyatt Regency - Withdrawal		Burlingame, CA		BofA x6446	(303.75)
607	12/12/11	(206.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(206.00)
608	12/17/11	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
609	01/03/12	(305.00)	Withdrawal (CA)	ATM Withdrawal		Studio City, CA		WF x5397	(305.00)
610	01/08/12	(203.00)	Withdrawal (CA)	ATM Withdrawal		Studio City, CA		WF x5397	(203.00)
611	01/10/12	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
612	01/12/12	(404.50)	Withdrawal (CA)	Wells Fargo - Withdrawal		San Francisco, CA		BofA x6446	(404.50)
613	01/28/12	(300.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(300.00)
614	02/10/12	(303.00)	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	(303.00)

PLEASE NOTE THAT THIS [illegible] IS SUBJECT TO CHANGE.

WORK IN PROCESS TRANSACTION RECORD: CHECKS WRITTEN TO CASH, WITHDRAWAL TRANSFERS, AND WITHDRAWALS OF CASH (SORTED BY CATEGORY THEN BY DATE)
As of October 22, 2015

Ref - For Demo Purpose Only	Date	Unexplained Amounts	Category	Transaction Description: Source / Use	Check Number	Location	Notes/Memo	Outflows: Account	Outflows: Amount
615	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
616	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		[illegible], CA		WF x5397	[illegible]
617	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
618	[illegible]	[illegible]	Withdrawal (CA)	BofAmerica ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
619	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
620	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		[illegible], CA		WF x5397	[illegible]
621	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
622	[illegible]	[illegible]	Withdrawal (CA)	Chase - Withdrawal		San Francisco, CA		BofA x6446	[illegible]
623	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo - Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
624	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bo - Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
625	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal - In Casino		CA		BofA x6446	[illegible]
626	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bo - Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
627	[illegible]	[illegible]	Withdrawal (CA)	BofAmerica ATM Withdrawal		San Francisco, CA		BofA x6446	[illegible]
628	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal - O'Hare Airport		Chicago, IL		BofA x6446	[illegible]
629	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bo - Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
630	[illegible]	[illegible]	Withdrawal (CA)	Comerica Bank - Withdrawal		[illegible], CA		BofA x6446	[illegible]
631	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bo - Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
632	[illegible]	[illegible]	Withdrawal (CA)	Bk of the West Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
633	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bo - Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
634	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
635	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bo - Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
636	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bo - Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
637	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bo - Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
638	[illegible]	[illegible]	Withdrawal (CA)	BofAmerica ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
639	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bo - Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
640	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bo - Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
641	[illegible]	[illegible]	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
642	[illegible]	[illegible]	Withdrawal (CA)	BofAmerica ATM Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
643	[illegible]	[illegible]	Withdrawal (CA)	Hyatt Regency - Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
644	[illegible]	[illegible]	Withdrawal (CA)	Union Bank Withdrawal		Fountain Valley, CA		BofA x6446	[illegible]
645	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
646	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
647	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bo - Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
648	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Huntington Beach, CA		WF x5397	[illegible]
649	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		[illegible], CA		WF x5397	[illegible]
650	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		[illegible], CA		WF x5397	[illegible]
651	[illegible]	[illegible]	Withdrawal (CA)	CT 7-11 - Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
652	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
653	[illegible]	[illegible]	Withdrawal (CA)	Surf and Sands - Withdrawal		Laguna Beach, CA		BofA x6446	[illegible]
654	[illegible]	[illegible]	Withdrawal (CA)	Surf and Sands - Withdrawal		Laguna Beach, CA		BofA x6446	[illegible]
655	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
656	[illegible]	[illegible]	Withdrawal (CA)	[illegible] - Withdrawal		Laguna Beach, CA		BofA x6446	[illegible]
657	[illegible]	[illegible]	Withdrawal (CA)	[illegible] - Withdrawal		Laguna Beach, CA		BofA x6446	[illegible]
658	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
659	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
660	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Marina Del Rey, CA		WF x5397	[illegible]
661	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
662	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		[illegible], CA		WF x5397	[illegible]
663	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
664	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Sherman Oaks, CA		WF x5397	[illegible]
665	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Marina Del Rey, CA		WF x5397	[illegible]
666	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Huntington Beach, CA		BofA x6446	[illegible]
667	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
668	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal US Bank		Sherman Oaks, CA		WF x5397	[illegible]
669	[illegible]	[illegible]	Withdrawal (CA)	Bk of the West		Los Angeles, CA		BofA x6446	[illegible]
670	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		[illegible] Beach, CA		WF x5397	[illegible]
671	[illegible]	[illegible]	Withdrawal (CA)	Bk of America ATM		Los Angeles, CA		BofA x6446	[illegible]
672	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Hollywood, CA		WF x5397	[illegible]
673	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Hollywood, CA		WF x5397	[illegible]
674	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Beverly Hills, CA		WF x5397	[illegible]
675	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Hollywood, CA		WF x5397	[illegible]
676	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Hollywood, CA		WF x5397	[illegible]
677	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Los Angeles, CA		BofA x6446	[illegible]
678	[illegible]	[illegible]	Withdrawal (CA)	Bk of America ATM		Encino, CA		BofA x6446	[illegible]
679	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Encino, CA		WF x5397	[illegible]
680	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Encino, CA		WF x5397	[illegible]
681	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Encino, CA		WF x5397	[illegible]
682	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		[illegible], CA		WF x5397	[illegible]
683	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Marina Del Rey, CA		WF x5397	[illegible]
684	[illegible]	[illegible]	Withdrawal (CA)	Bk of the West Withdrawal		Torrance, CA		BofA x6446	[illegible]
685	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		[illegible], CA		WF x5397	[illegible]
686	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Marina Del Rey, CA		WF x5397	[illegible]
687	[illegible]	[illegible]	Withdrawal (CA)	Bk of the West Withdrawal		Torrance, CA		BofA x6446	[illegible]
688	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
689	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Sherman Oaks, CA		WF x5397	[illegible]
690	[illegible]	[illegible]	Withdrawal (CA)	Bk of the West Withdrawal		Torrance, CA		BofA x6446	[illegible]
691	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Marina Del Rey, CA		WF x5397	[illegible]
692	[illegible]	[illegible]	Withdrawal (CA)	[illegible] Withdrawal		[illegible], CA		BofA x6446	[illegible]
693	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
694	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Marina Del Rey, CA		WF x5397	[illegible]
695	[illegible]	[illegible]	Withdrawal (CA)	Bk of the West Withdrawal		Torrance, CA		BofA x6446	[illegible]
696	[illegible]	[illegible]	Withdrawal (CA)	Bk of America ATM		Los Angeles, CA		BofA x6446	[illegible]
697	[illegible]	[illegible]	Withdrawal (CA)	Bk of America ATM		Hollywood, CA		BofA x6446	[illegible]
698	[illegible]	[illegible]	Withdrawal (CA)	Bk of America ATM		Los Angeles, CA		BofA x6446	[illegible]
699	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		West Hollywood, CA		WF x5397	[illegible]
700	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		WF x5397	[illegible]
701	[illegible]	[illegible]	Withdrawal (CA)	Bk of the West Withdrawal		Torrance, CA		BofA x6446	[illegible]
702	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bo Withdrawal		Marina Del Rey, CA		BofA x6446	[illegible]
703	[illegible]	[illegible]	Withdrawal (CA)	Chase Withdrawal		Sherman Oaks, CA		BofA x6446	[illegible]
704	[illegible]	[illegible]	Withdrawal (CA)	First Republic Withdrawal		San Francisco, CA		BofA x6446	[illegible]
705	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		El Segundo, CA		WF x5397	[illegible]
706	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bo Withdrawal		El Segundo, CA		BofA x6446	[illegible]

04739

Angel v. Yogev
Las Vegas, Nevada

PLEASE NOTE THAT THIS SCHEDULE IS SUBJECT TO UPDATE

WORK-IN-PROCESS TRANSACTION DETAIL: CHECKS WRITTEN TO CASH, WESTERN UNION TRANSFERS, AND WITHDRAWALS OF CASH (SORTED BY CATEGORY THEN BY DATE)
As of October 14, 2015

Ref - For Dept. Purpose Only	Date	Unmatched Amounts	Category	Transaction Resolution: Source / Use	Check Number	Location	Notes/Memos	Outflows: Account	Outflows: Amount
707	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bk Withdrawal		Los Angeles, CA		[illegible]	[illegible]
708	[illegible]	[illegible]	Withdrawal (CA)	US Bank withdrawal		Encino, CA		[illegible]	[illegible]
709	[illegible]	[illegible]	Withdrawal (CA)	City National withdrawal		Los Angeles, CA		[illegible]	[illegible]
710	[illegible]	[illegible]	Withdrawal (CA)	Chase Withdrawal		Malibu, CA		[illegible]	[illegible]
711	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bk Withdrawal		Los Angeles, CA		[illegible]	[illegible]
712	[illegible]	[illegible]	Withdrawal (CA)	CT Chase		Manhattan Beach, CA		[illegible]	[illegible]
713	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bk Withdrawal		Sherman Oaks, CA		[illegible]	[illegible]
714	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bk Withdrawal		Los Angeles, CA		[illegible]	[illegible]
715	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Sherman Oaks, CA		[illegible]	[illegible]
716	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bk Withdrawal		W. Hollywood, CA		[illegible]	[illegible]
717	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Tarzana, CA		[illegible]	[illegible]
718	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Sherman Oaks, CA		[illegible]	[illegible]
719	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bk Withdrawal		Marina Del Rey, CA		[illegible]	[illegible]
720	[illegible]	[illegible]	Withdrawal (CA)	Non WF ATM Withdrawal		Los Angeles, CA		[illegible]	[illegible]
721	[illegible]	[illegible]	Withdrawal (CA)	Non WF ATM Withdrawal		Los Angeles, CA		[illegible]	[illegible]
722	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Fountain Valley, CA		[illegible]	[illegible]
723	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Agoura, CA		[illegible]	[illegible]
724	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bk Withdrawal		Westchester, CA		[illegible]	[illegible]
725	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Hollywood, CA		[illegible]	[illegible]
726	[illegible]	[illegible]	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		[illegible]	[illegible]
727	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bk Withdrawal		W. Hollywood, CA		[illegible]	[illegible]
728	[illegible]	[illegible]	Withdrawal (CA)	City National CC Withdrawal		Los Angeles, CA		[illegible]	[illegible]
729	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Sherman Oaks, CA		[illegible]	[illegible]
730	[illegible]	[illegible]	Withdrawal (CA)	BofA withdrawal		Los Angeles, CA		[illegible]	[illegible]
731	[illegible]	[illegible]	Withdrawal (CA)	Bk of America ATM		Los Angeles, CA		[illegible]	[illegible]
732	[illegible]	[illegible]	Withdrawal (CA)	Wells Fargo Bk Withdrawal		Los Angeles, CA		[illegible]	[illegible]
733	[illegible]	[illegible]	Withdrawal (CA)	Non WF Atm Withdrawal		Studio City, CA		[illegible]	[illegible]
734	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Century City, CA		[illegible]	[illegible]
735	[illegible]	[illegible]	Withdrawal (CA)	Chase Withdrawal		Los Angeles, CA		[illegible]	[illegible]
736	[illegible]	[illegible]	Withdrawal (CA)	Non - WF Withdrawal - Card 0775		Encino, CA		[illegible]	[illegible]
737	[illegible]	[illegible]	Withdrawal (CA)	Bank of America Withdrawal		Encino, CA		[illegible]	[illegible]
738	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal - Card 0775		Los Angeles, CA		[illegible]	[illegible]
739	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Los Angeles, CA		[illegible]	[illegible]
740	[illegible]	[illegible]	Withdrawal (CA)	Non - WF ATM Withdrawal - Card 0775		Malibu, CA		[illegible]	[illegible]
741	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Malibu, CA		[illegible]	[illegible]
742	[illegible]	[illegible]	Withdrawal (CA)	Non-WF Withdrawal		Pacific Pali, CA		[illegible]	[illegible]
743	[illegible]	[illegible]	Withdrawal (CA)	Non-WF Withdrawal		Los Angeles, CA		[illegible]	[illegible]
744	[illegible]	[illegible]	Withdrawal (CA)	Non-WF Withdrawal		Santa Barbara, CA		[illegible]	[illegible]
745	[illegible]	[illegible]	Withdrawal (CA)	Non-WF Withdrawal		Los Angeles, CA		[illegible]	[illegible]
746	[illegible]	[illegible]	Withdrawal (CA)	Non - WF ATM Withdrawal - Card 0775		Los Angeles, CA		[illegible]	[illegible]
747	[illegible]	[illegible]	Withdrawal (CA)	Non - WF ATM Withdrawal - Card 0775		Los Angeles, CA		[illegible]	[illegible]
748	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Los Angeles, CA		[illegible]	[illegible]
749	[illegible]	[illegible]	Withdrawal (CA)	Non - WF ATM Withdrawal - Card 0775		Los Angeles, CA		[illegible]	[illegible]
750	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal - Card 0775		Encino, CA		[illegible]	[illegible]
751	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal - Card 0775		Los Angeles, CA		[illegible]	[illegible]
752	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Beverly Hills, CA		[illegible]	[illegible]
753	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Beverly Hills, CA		[illegible]	[illegible]
754	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Westwood, CA		[illegible]	[illegible]
755	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Marina Del Rey, CA		[illegible]	[illegible]
756	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		San Francisco, CA		[illegible]	[illegible]
757	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Los Angeles, CA		[illegible]	[illegible]
758	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Los Angeles, CA		[illegible]	[illegible]
759	[illegible]	[illegible]	Withdrawal (CA)	ATM Withdrawal		Torrance, CA		[illegible]	[illegible]
760	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Encino, CA		[illegible]	[illegible]
761	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Encino, CA		[illegible]	[illegible]
762	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Los Angeles, CA		[illegible]	[illegible]
763	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Beverly Hills, CA		[illegible]	[illegible]
764	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Beverly Hills, CA		[illegible]	[illegible]
765	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Hollywood, CA		[illegible]	[illegible]
766	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Los Angeles, CA		[illegible]	[illegible]
767	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		Pasadena, CA		[illegible]	[illegible]
768	[illegible]	[illegible]	Withdrawal (CA)	Withdrawal		San Francisco, CA		[illegible]	[illegible]
769	[illegible]	[illegible]	Withdrawal (CO)	[illegible] Withdrawal		Denver, CO		[illegible]	[illegible]
770	[illegible]	[illegible]	Withdrawal (CO)	Public Service Withdrawal		Denver, CO		[illegible]	[illegible]
771	[illegible]	[illegible]	Withdrawal (CO)	Public Service Withdrawal		Denver, CO		[illegible]	[illegible]
772	[illegible]	[illegible]	Withdrawal (CO)	Public Service Withdrawal		Aurora, CO		[illegible]	[illegible]
773	[illegible]	[illegible]	Withdrawal (CO)	Public Service Withdrawal		Aurora, CO		[illegible]	[illegible]
774	[illegible]	[illegible]	Withdrawal (CO)	Chase		Denver, CO		[illegible]	[illegible]
775	[illegible]	[illegible]	Withdrawal (CO)	Chase Withdrawal		Denver, CO		[illegible]	[illegible]
776	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
777	[illegible]	[illegible]	Withdrawal (CO)	Chase Withdrawal		Denver, CO		[illegible]	[illegible]
778	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
779	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
780	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
781	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
782	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
783	[illegible]	[illegible]	Withdrawal (CO)	Commerce CC Withdrawal		Englewood, CO		[illegible]	[illegible]
784	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
785	[illegible]	[illegible]	Withdrawal (CO)	ATM Withdrawal		Denver, CO		[illegible]	[illegible]
786	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
787	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Englewood, CO		[illegible]	[illegible]
788	[illegible]	[illegible]	Withdrawal (CO)	ATM Withdrawal		Denver, CO		[illegible]	[illegible]
789	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
790	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
791	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
792	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
793	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
794	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
795	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
796	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
797	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
798	[illegible]	[illegible]	Withdrawal (CO)	Chase Withdrawal		Denver, CO		[illegible]	[illegible]
799	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
800	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
801	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Vail, CO		[illegible]	[illegible]
802	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]

[illegible]
Las Vegas, Nevada

PLEASE NOTE THAT THIS SCHEDULE IS SUBJECT TO UPDATE

WORK-IN-PROCESS TRANSACTION REGISTER: CHECKS WRITTEN TO CASH, WITHIN GROUP TRANSFERS, AND WITHDRAWALS OF CASH [illegible] BY CATEGORY THEN BY DATE
As of October [illegible], 2015

Ref - For Depo Purpose Only	Date	Normalized Amounts	Category	Transaction Description: Source / Use	Check Number	Location	Notes/Comments	Out/From: Account	Amounts
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	ATM Withdrawal		Denver, CO		WF x3357	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Citi - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Citi - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Chase - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Chase - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Chase - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Chase - Withdrawal		[illegible], CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Chase - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal - Public Service Co		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Wells Fargo Bk - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Bank of Choice - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Chase - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Chase Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Chase Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	US Bank - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	US Bank - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Chase Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Englewood, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Chase Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Wells Fargo Bk - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Wells Fargo Bk - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Wells Fargo Bk - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		Greenwood Vil, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Withdrawal		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] - Withdrawal		[illegible], CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible]		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible]		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible]		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible]		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	ATM Withdrawal		Denver, CO		WF x3357	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible]		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible]		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] withdrawal		Colorado Springs, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	[illegible] withdrawal		Englewood, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	Wells Fargo Bk Withdrawal		Colorado Springs, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (CO)	ATM Withdrawal		Denver, CO		WF x3357	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	[illegible] Withdrawal		London		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	Withdrawal	[illegible]	London		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	[illegible] Withdrawal		Singapore		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	[illegible] - Withdrawal		Singapore		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	Withdrawal		Singapore		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	Withdrawal		Frankfurt		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	Withdrawal		Singapore		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	Withdrawal		London		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	Withdrawal		London		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	[illegible] Withdrawal		Dubai		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	Withdrawal		[illegible]		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	ATM Withdrawal		Singapore		WF x3357	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	Withdrawal		Singapore		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	Withdrawal		[illegible] Plaza, Hamburg		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	Withdrawal		[illegible]		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	Withdrawal		[illegible]		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	[illegible] Bank - Withdrawal		[illegible]		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	Withdrawal		[illegible]		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	Withdrawal		Beijing		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	ATM Withdrawal		Shanghai		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	Withdrawal		Singapore		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	[illegible] - Withdrawal		Shanghai		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	[illegible] - Withdrawal		[illegible]		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	[illegible] Withdrawal		Singapore		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	[illegible] Withdrawal		Singapore		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	[illegible] Withdrawal		[illegible]		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	[illegible] Withdrawal		Dubai		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	[illegible] Withdrawal		[illegible]		WF x3357	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (International)	Withdrawal		[illegible], Hamburg	[illegible] in Germany?	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] Withdrawal		Las Vegas, NV		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] Withdrawal		Las Vegas, NV		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas, NV		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Global Cash Withdrawal		Las Vegas, NV		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] Withdrawal		Las Vegas, NV		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Global Cash Withdrawal		Las Vegas, NV		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas, NV		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas, NV		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] Withdrawal		Las Vegas, NV		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	US Bank Withdrawal		Henderson, NV		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] Withdrawal		Las Vegas, NV		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] Withdrawal		Las Vegas, NV		[illegible]	[illegible]

04741

[illegible]
Las Vegas, Nevada

PLEASE NOTE THAT [illegible] SCHEDULE IS SUBJECT TO UPDATE

WORK-IN-PROCESS TRANSACTION REGISTER: CHECKS WRITTEN TO CASH, WESTERN UNION TRANSFERS, AND WITHDRAWALS OF CASH (SORTED BY CATEGORY THEN BY DATE)
As of October 13, [illegible]

Ref - For Depo Purpose Only	Date	Unmatched Amount	Category	Transaction Description: Source / Use	Check Number	Location	Notes/Memos	Outflow: Account	Amount
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] Withdrawal		Lake Mead NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Global Cash Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Washington Mut Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] Withdrawal		Las Vegas, NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Washington Mut Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Global Cash Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	ETT Inc Withdrawal		Henderson, NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	ETT Inc Withdrawal		Henderson, NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Washington Mut Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	ETT Inc Withdrawal		Henderson, NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Washington Mut Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	ETT Inc Withdrawal		Henderson, NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Washington Mut Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	ETT Inc Withdrawal		Henderson, NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas, NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	ETT Inc Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Global Cash Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	BankAmerica ATM Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Global Cash Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Washington Mut Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	ETT Inc Withdrawal		Henderson, NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Washington Mut Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	ETT Inc Withdrawal		Henderson, NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	BankAmerica ATM Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Green Valley [illegible] Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Global Cash Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Global Cash Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	ETT Inc Withdrawal		Henderson, NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	BankAmerica ATM Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	BankAmerica ATM Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	(1,000.00)	Withdrawal (NV)	ETT Fe cash withdrawal from [illegible]		Henderson, NV		BofA x6446	(1,000.00)
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Washington Mut Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	BankAmerica ATM Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal				BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	US Bank Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	BankAmerica ATM Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] CC Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] CC Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	[illegible] Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Green Valley [illegible] Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	Green Valley C Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	BankAmerica ATM Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	BankAmerica ATM Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	BankAmerica ATM Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	BankAmerica ATM Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	BankAmerica ATM Withdrawal		Henderson NV		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (NV)	WFB Withdrawal		Las Vegas NV		BofA x6446	[illegible]

Exposure Report
Las Vegas, Nevada

[illegible]

[illegible] TRANSACTION REGISTER: CHECKS WRITTEN TO CASH, WESTERN UNION TRANSFERS, AND WITHDRAWALS OF CASH DUPLICATED BY CATEGORY THEN BY DATE

As of October 13, 2015

Ref - For Page Reference Only	Date	Unmatched Amounts	Category	Transaction Description: Starter / Use	Check Number	Location	Notes/Elements	Outflow: Account	Amount
1020	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		[illegible]	[illegible]
1021	[illegible]	[illegible]	Withdrawal (NV)	Nevada FED Withdrawal		Las Vegas NV		[illegible]	[illegible]
1022	[illegible]	[illegible]	Withdrawal (NV)	NFE Withdrawal		Las Vegas NV		[illegible]	[illegible]
1023	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		[illegible]	[illegible]
1024	[illegible]	[illegible]	Withdrawal (NV)	NFE Withdrawal		Las Vegas NV		[illegible]	[illegible]
1025	[illegible]	[illegible]	Withdrawal (NV)	Nevada FED Withdrawal		Las Vegas NV		[illegible]	[illegible]
1026	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		[illegible]	[illegible]
1027	[illegible]	[illegible]	Withdrawal (NV)	US Bank Withdrawal		Las Vegas NV		[illegible]	[illegible]
1028	[illegible]	[illegible]	Withdrawal (NV)	NFE Withdrawal		Las Vegas NV		[illegible]	[illegible]
1029	[illegible]	[illegible]	Withdrawal (NV)	Nevada FED Withdrawal		Las Vegas NV		[illegible]	[illegible]
1030	[illegible]	[illegible]	Withdrawal (NV)	NFE Withdrawal		Las Vegas NV		[illegible]	[illegible]
1031	[illegible]	[illegible]	Withdrawal (NV)	GCA Western Withdrawal		Las Vegas NV		[illegible]	[illegible]
1032	[illegible]	[illegible]	Withdrawal (NV)	NFE Withdrawal		Las Vegas NV		[illegible]	[illegible]
1033	[illegible]	[illegible]	Withdrawal (NV)	Colonial Withdrawal		Las Vegas NV		[illegible]	[illegible]
1034	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		[illegible]	[illegible]
1035	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		[illegible]	[illegible]
1036	[illegible]	[illegible]	Withdrawal (NV)	Mechanics ATM Withdrawal		Henderson NV		[illegible]	[illegible]
1037	[illegible]	[illegible]	Withdrawal (NV)	NFE Withdrawal		Las Vegas NV		[illegible]	[illegible]
1038	[illegible]	[illegible]	Withdrawal (NV)	NFE Withdrawal		Las Vegas NV		[illegible]	[illegible]
1039	[illegible]	[illegible]	Withdrawal (NV)	GCA Western Las Withdrawal		Las Vegas NV		[illegible]	[illegible]
1040	[illegible]	[illegible]	Withdrawal (NV)	GCA Western Las Withdrawal		Las Vegas NV		[illegible]	[illegible]
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1042	[illegible]	[illegible]	Withdrawal (NV)	NFE Withdrawal		Las Vegas NV		[illegible]	[illegible]
1043	[illegible]	[illegible]	Withdrawal (NV)	Nevada FED Withdrawal		Las Vegas NV		[illegible]	[illegible]
1044	[illegible]	[illegible]	Withdrawal (NV)	Nebel Withdrawal		Henderson NV		[illegible]	[illegible]
1045	[illegible]	[illegible]	Withdrawal (NV)	Mechanics ATM Withdrawal		Henderson NV		[illegible]	[illegible]
1046	[illegible]	[illegible]	Withdrawal (NV)	Nevada FED Withdrawal		Las Vegas NV		[illegible]	[illegible]
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1070	[illegible]	[illegible]	Withdrawal (NV)	Withdrawal		Las Vegas NV		[illegible]	[illegible]
1071	[illegible]	[illegible]	Withdrawal (NV)	Withdrawal		Las Vegas NV		[illegible]	[illegible]
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1079	[illegible]	[illegible]	Withdrawal (NV)	Clark County C Withdrawal		Las Vegas NV		[illegible]	[illegible]
1080	[illegible]	[illegible]	Withdrawal (NV)	Withdrawal		Las Vegas - Mt. Las Vegas NV		[illegible]	[illegible]
1081	[illegible]	[illegible]	Withdrawal (NV)	ATM Withdrawal		Las Vegas NV		[illegible]	[illegible]
1082	[illegible]	[illegible]	Withdrawal (NV)	Clark County C Withdrawal		Las Vegas NV		[illegible]	[illegible]
1083	[illegible]	[illegible]	Withdrawal (NV)	GCA "Wyoming Las Vegas - Withdrawal		Las Vegas NV		[illegible]	[illegible]
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1085	[illegible]	[illegible]	Withdrawal (NV)	Clark County C Withdrawal		Las Vegas NV		[illegible]	[illegible]
1086	[illegible]	[illegible]	Withdrawal (NV)	Clark County C Withdrawal		Las Vegas NV		[illegible]	[illegible]
1087	[illegible]	[illegible]	Withdrawal (NV)	Clark County C Withdrawal		Las Vegas NV		[illegible]	[illegible]
1088	[illegible]	[illegible]	Withdrawal (NV)	Kalamazoo Bay - Withdrawal		Las Vegas NV		[illegible]	[illegible]
1089	[illegible]	[illegible]	Withdrawal (NV)	Wells Fargo - Mt Lamont - Withdrawal				[illegible]	[illegible]
1090	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		[illegible]	[illegible]
1091	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		[illegible]	[illegible]
1092	[illegible]	[illegible]	Withdrawal (NV)	Clark County Withdrawal		Las Vegas NV		[illegible]	[illegible]
1093	[illegible]	[illegible]	Withdrawal (NV)	Kalamazoo Bay - Withdrawal		Las Vegas NV		[illegible]	[illegible]
1094	[illegible]	[illegible]	Withdrawal (NV)	Kalamazoo Bay - Withdrawal		Las Vegas NV		[illegible]	[illegible]
1095	[illegible]	[illegible]	Withdrawal (NV)	Kalamazoo Bay - Withdrawal		Las Vegas NV		[illegible]	[illegible]
1096	[illegible]	[illegible]	Withdrawal (NV)	Kalamazoo Bay - Withdrawal		Las Vegas NV		[illegible]	[illegible]
1097	[illegible]	[illegible]	Withdrawal (NV)	Four Seasons Withdrawal		Las Vegas NV		[illegible]	[illegible]
1098	[illegible]	[illegible]	Withdrawal (NV)	ATM Withdrawal		Four Seasons NV, NV		[illegible]	[illegible]
1099	[illegible]	[illegible]	Withdrawal (NV)	ATM Withdrawal		Four Seasons NV, NV		[illegible]	[illegible]
1100	[illegible]	[illegible]	Withdrawal (NV)	[illegible] Las Vegas withdrawal		Las Vegas NV		[illegible]	[illegible]
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1102	[illegible]	[illegible]	Withdrawal (NV)	Four Seasons withdrawal		Las Vegas NV		[illegible]	[illegible]
1103	[illegible]	[illegible]	Withdrawal (NV)	Withdrawal		Las Vegas NV		[illegible]	[illegible]
1104	[illegible]	[illegible]	Withdrawal (NV)	Withdrawal		Las Vegas NV		[illegible]	[illegible]
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1108	[illegible]	[illegible]	Withdrawal (NV)	Kam - WF ATM Withdrawal - Card 0775		Las Vegas NV		[illegible]	[illegible]
1109	[illegible]	[illegible]	Withdrawal (NV)	Cash Withdrawal		NV		[illegible]	[illegible]
1110	[illegible]	[illegible]	Withdrawal (NV)	Withdrawal		Las Vegas NV		[illegible]	[illegible]
1111	[illegible]	[illegible]	Withdrawal (NV)	Withdrawal		Las Vegas NV		[illegible]	[illegible]
1112	[illegible]	[illegible]	Withdrawal (NV)	Kam - WF ATM withdrawal - Card 0775		Las Vegas NV		[illegible]	[illegible]
1113	[illegible]	[illegible]	Withdrawal (NV)	US Bank Withdrawal		Las Vegas NV		[illegible]	[illegible]

04743

[redacted]

[redacted]

[redacted]

Ref. No. Keys Reports Only	Date	Unreconciled Amounts	Category	Transaction Description				Outflows	
				Search / Use	Check Number	Location	Note / Memo	Amount	Amount
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1216	[redacted]	[redacted]	[redacted]	[redacted]		[redacted]		[redacted]	[redacted]

Pagali v. Kaspi
Las Vegas, Nevada

[illegible]

WORK-IN-PROCESS TRANSACTION REGISTER: CHECKS WRITTEN TO CASH, WESTERN UNION TRANSFERS, AND WITHDRAWALS OF CASH SORTED BY CATEGORY THEN BY DATE

As of October 12, 2023

Ref - For Daper Purpose Only	Date	Unmatched Amount	Category	Transaction Description				Drafted on	
				Source / Via	Check Number	Location	Notes/Memo	Account	Amount
1267	10/07/13	[illegible]	Withdrawal (other states)	[illegible]		Albuquerque, NM		[illegible]	[illegible]
1268	10/07/13	[illegible]	Withdrawal (other states)	Cardtronics - Withdrawal		Albuquerque, NM		BofA x6446	[illegible]
1269	[illegible]	[illegible]	Withdrawal (other states)	[illegible] - Withdrawal		Albuquerque, NM		BofA x6446	[illegible]
1270	[illegible]	[illegible]	Withdrawal (other states)	Cardtronics - Withdrawal		Albuquerque, NM		BofA x6446	[illegible]
1271	[illegible]	[illegible]	Withdrawal (other states)	Cardtronics - Withdrawal		Albuquerque, NM		BofA x6446	[illegible]
1272	[illegible]	[illegible]	Withdrawal (other states)	[illegible] Withdrawal		Phoenix, AZ		BofA x6446	[illegible]
1273	[illegible]	[illegible]	Withdrawal (other states)	Withdrawal		Atlanta, GA		BofA x6446	[illegible]
1274	[illegible]	[illegible]	Withdrawal (other states)	[illegible] - Withdrawal		Atlanta, GA		BofA x6446	[illegible]
1275	[illegible]	[illegible]	Withdrawal (other states)	[illegible] ATM Withdrawal		Phoenix, AZ		BofA x6446	[illegible]
1276	[illegible]	[illegible]	Withdrawal (other states)	[illegible] - Withdrawal		Phoenix, AZ		BofA x6446	[illegible]
1277	[illegible]	[illegible]	Withdrawal (other states)	[illegible] - Withdrawal		Phoenix, AZ		BofA x6446	[illegible]
1278	[illegible]	[illegible]	Withdrawal (other states)	[illegible] - Withdrawal		Orlando, FL		BofA x6446	[illegible]
1279	[illegible]	[illegible]	Withdrawal (other states)	First Republic - Withdrawal		Dallas, [illegible]		BofA x6446	[illegible]
1280	[illegible]	[illegible]	Withdrawal (other states)	First Republic - Withdrawal		Dallas, [illegible]		BofA x6446	[illegible]
1281	[illegible]	[illegible]	Withdrawal (other states)	ATM Withdrawal		[illegible]		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	Withdrawal		Phoenix, AZ		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	Wells Fargo Bk Withdrawal		Greenwood Vil, CO		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	[illegible] Withdrawal				BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	[illegible] Withdrawal		Phoenix, AZ		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	Cardtronics CC Withdrawal		Albuquerque, NM		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	Withdrawal		Philadelphia, PA		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	Citizen's Bank Withdrawal		Philadelphia, PA		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	Chase Withdrawal		Dallas, TX		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	First Republic Withdrawal		Dallas, [illegible]		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	[illegible] Withdrawal		[illegible]		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	Chase Withdrawal		Phoenix, AZ		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	[illegible] Withdrawal		Phoenix, AZ		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	Chase Withdrawal		Phoenix, AZ		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	Chase Withdrawal		Scottsdale, AZ		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	Withdrawal		[illegible], UT		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	Cardtronics CC Withdrawal		St. Petersburg, FL		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	Withdrawal		[illegible]		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	[illegible] Withdrawal		San Antonio, TX		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	[illegible] Withdrawal		Philadelphia, PA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	Withdrawal		Dallas, [illegible]		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	Withdrawal		Philadelphia, PA		BofA x6446	[illegible]
[illegible]	[illegible]	[illegible]	Withdrawal (other states)	Withdrawal		Philadelphia, PA		BofA x6446	[illegible]

EXHIBIT "2"

[redacted]

[redacted]

[redacted]

[redacted]

Ref - File Days Purpose Date	Date	Amount Amount	Category	Source / Use	Check Number	Location	Memo/Reference	Balance	Amount
1	06/18/13	[redacted]	Auto Related	TH Lease Acq	2536			[redacted]	[redacted]
2	11/15/11	[redacted]	Auto Related	A-E Equip.	3099			[redacted]	[redacted]
3	12/19/13	[redacted]	Auto Related	Nancy's Auto Body Inc	3538		[redacted]	[redacted]	[redacted]
4	11/17/14	[redacted]	Auto Related - Jewelry	Shoppe Hills Bentley	3646		[redacted]	[redacted]	[redacted]
5	11/17/14	[redacted]	Auto Related - Jewelry	Shoppe Hills Bentley	3620		[redacted]	[redacted]	[redacted]
6	08/04/08	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
7	04/04/08	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
8	05/03/08	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
9	06/05/08	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
10	08/20/08	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
11	08/04/08	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
12	09/04/08	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
13	10/06/08	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
14	10/04/08	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
15	11/04/08	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
16	12/04/08	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
17	12/04/08	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
18	12/04/08	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
19	01/05/09	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
20	01/05/09	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
21	01/13/09	[redacted]	Auto Related - BMW	BMW Financial Services	4668			[redacted]	[redacted]
22	02/04/09	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
23	03/04/09	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
24	03/13/09	[redacted]	Auto Related - BMW	BMW Financial Services	4869			[redacted]	[redacted]
25	04/06/09	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
26	04/13/09	[redacted]	Auto Related - BMW	BMW Financial Services	5012			[redacted]	[redacted]
27	05/11/09	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
28	06/04/09	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment	5166			[redacted]	[redacted]
29	06/15/09	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
30	07/06/09	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
31	07/13/09	[redacted]	Auto Related - BMW	BMW Financial Services	5299			[redacted]	[redacted]
32	08/04/09	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
33	08/13/09	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
34	09/04/09	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment	5715			[redacted]	[redacted]
35	09/13/09	[redacted]	Auto Related - BMW	BMW Financial Services				[redacted]	[redacted]
36	10/05/09	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
37	10/13/09	[redacted]	Auto Related - BMW	BMW Financial Services	6048			[redacted]	[redacted]
38	11/04/09	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
39	11/13/09	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
40	12/04/09	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
41	12/04/09	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
42	01/13/10	[redacted]	Auto Related - BMW	BMW Financial Services	6478			[redacted]	[redacted]
43	02/04/10	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
44	03/05/10	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
45	03/13/10	[redacted]	Auto Related - BMW	BMW Financial Services	7057			[redacted]	[redacted]
46	03/19/10	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
47	04/01/10	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
48	04/01/10	[redacted]	Auto Related - BMW	BMW Financial Services	8678			[redacted]	[redacted]
49	04/05/10	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
50	05/13/10	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
51	06/04/10	[redacted]	Auto Related - BMW	BMW	395		MISC BMW BMW 9830	[redacted]	[redacted]
52	07/13/10	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
53	08/05/10	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
54	08/13/10	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
55	09/06/10	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
56	09/13/10	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
57	09/19/10	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
58	10/13/10	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
59	10/20/10	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
60	11/13/10	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
61	11/19/10	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
62	12/13/10	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
63	12/20/10	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
64	01/13/11	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
65	02/04/11	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
66	02/13/11	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
67	03/04/11	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
68	03/13/11	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
69	04/04/11	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
70	04/13/11	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
71	05/04/11	[redacted]	Auto Related - BMW	BMW Bank of North America Bill Payment				[redacted]	[redacted]
72	05/13/11	[redacted]	Auto Related - BMW	BMW Financial Services Bill Payment				[redacted]	[redacted]
73	02/15/13	[redacted]	Auto Related - Cadillac	Hayden Cadillac		San Antonio, TX		[redacted]	[redacted]
74	04/12/13	[redacted]	Auto Related - Cadillac	Bill Hallenbeck Cadillac		Denver, CO		[redacted]	[redacted]
75	05/15/13	[redacted]	Auto Related - Ferrari	Tuscan Specialty Inc	3001		Deposit	[redacted]	[redacted]
76	11/05/13	[redacted]	Auto Related - Ferrari	Concessionaire LLC Lease Seal				[redacted]	[redacted]
77	09/15/11	[redacted]	Auto Related - Harley	Harleys	3041			[redacted]	[redacted]

[illegible]
[illegible]

PLEASE NOTE THAT THIS SCHEDULE IS SUBJECT TO CHANGE

WORK-IN-PROCESS TRANSACTION SCHEDULE: TRANSACTIONS GREATER THAN OR EQUAL TO $1,000 (SORTED BY CATEGORY THEN BY DATE)
As of October 22, 2015

Reference Page / Project Only	Date	Unexplained Amounts	Category	Expenditure Description: Source / Use	Check Number	Location	Notes/Memo	Outflow: Account	Outflow: Amount
78	[illegible]	[illegible]	Auto Related - [illegible]	[illegible]		[illegible], CA		[illegible]	[illegible]
79	[illegible]	[illegible]	Auto Related - Luxury	[illegible]				[illegible]	[illegible]
80	[illegible]	[illegible]	Auto Related - Luxury	[illegible]	[illegible]			[illegible]	[illegible]
81	[illegible]	[illegible]	Auto Related - Luxury	[illegible]				[illegible]	[illegible]
82	[illegible]	[illegible]	Auto Related - Luxury	[illegible]	[illegible]			[illegible]	[illegible]
83	[illegible]	[illegible]	Auto Related - Luxury	[illegible]	[illegible]			[illegible]	[illegible]
84	[illegible]	[illegible]	Auto Related - Luxury	[illegible]	[illegible]			[illegible]	[illegible]
85	[illegible]	[illegible]	Auto Related - Luxury	[illegible]		Beverly Hills, CA		[illegible]	[illegible]
86	[illegible]	[illegible]	Auto Related - Luxury	[illegible]		Los Angeles, CA		[illegible]	[illegible]
87	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]		Beverly Hills, CA		[illegible]	[illegible]
88	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
89	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
90	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
91	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
92	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
93	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
94	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
95	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
96	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
97	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
98	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
99	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
100	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
101	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
102	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
103	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
104	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
105	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
106	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
107	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
108	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
109	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
110	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
111	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
112	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
113	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
114	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
115	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
116	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
117	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]				[illegible]	[illegible]
118	[illegible]	[illegible]	Auto Related - Mercedes	[illegible]		Beverly Hills, CA		[illegible]	[illegible]
119	[illegible]	[illegible]	Auto Related - Porsche	[illegible]		Beverly Hills, CA		[illegible]	[illegible]
120	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
121	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
122	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
123	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
124	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
125	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
126	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
127	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
128	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
129	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
130	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
131	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
132	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
133	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
134	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
135	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
136	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
137	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
138	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
139	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
140	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
141	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
142	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
143	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
144	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
145	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
146	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
147	[illegible]	[illegible]	Auto Related - Porsche	[illegible]	[illegible]			[illegible]	[illegible]
148	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
149	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
150	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
151	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
152	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
153	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
154	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
155	[illegible]	[illegible]	Auto Related - Porsche	[illegible]				[illegible]	[illegible]
156	[illegible]	[illegible]	Auto Related - Tesla	[illegible]		CA		[illegible]	[illegible]
157	[illegible]	[illegible]	Auto Related - Tesla	[illegible]		CA		[illegible]	[illegible]
158	[illegible]	[illegible]	Auto Related (CA)	[illegible]		Sacramento, CA		[illegible]	[illegible]
159	[illegible]	[illegible]	Auto Related (CA)	[illegible]	[illegible]			[illegible]	[illegible]
160	[illegible]	[illegible]	Auto Related (CA)	[illegible]		CA		[illegible]	[illegible]
161	[illegible]	[illegible]	Auto Related (CA)	[illegible]		CA		[illegible]	[illegible]
162	[illegible]	[illegible]	Auto Related (CA)	[illegible]		West Hollywood, CA		[illegible]	[illegible]
163	[illegible]	[illegible]	Auto Related (CA)	[illegible]		West Hollywood, CA		[illegible]	[illegible]
164	[illegible]	[illegible]	Auto Related (CA)	[illegible]		West Hollywood, CA		[illegible]	[illegible]
165	[illegible]	[illegible]	Auto Related (CA)	[illegible]		West Hollywood, CA		[illegible]	[illegible]
166	[illegible]	[illegible]	Auto Related (CA)	[illegible]		West Hollywood, CA		[illegible]	[illegible]
167	[illegible]	[illegible]	Auto Related (CA)	[illegible]	[illegible]			[illegible]	[illegible]
168	[illegible]	[illegible]	Auto Related (CA)	[illegible]		Sacramento, CA		[illegible]	[illegible]
169	[illegible]	[illegible]	Auto Related (NV)	[illegible]				[illegible]	[illegible]
170	[illegible]	[illegible]	Auto Related (NV)	[illegible]				[illegible]	[illegible]
171	[illegible]	[illegible]	Auto Related (NV)	[illegible]		NV		[illegible]	[illegible]
172	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]			[illegible]	[illegible]
173	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]			[illegible]	[illegible]
174	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]			[illegible]	[illegible]
175	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]			[illegible]	[illegible]
176	[illegible]	[illegible]	CC Payment	[illegible]				[illegible]	[illegible]
177	[illegible]	[illegible]	CC Payment - BofA	Bank of America Credit Card Bill Payment				[illegible]	[illegible]
178	[illegible]	[illegible]	CC Payment - BofA	Bank of America Credit Card Bill Payment				[illegible]	[illegible]
179	[illegible]	[illegible]	CC Payment - BofA	Bank of America Credit Card Bill Payment				[illegible]	[illegible]
180	[illegible]	[illegible]	CC Payment - BofA	Bank of America Credit Card Bill Payment				[illegible]	[illegible]
181	[illegible]	[illegible]	CC Payment - BofA	Bank of America Credit Card Bill Payment				[illegible]	[illegible]
182	[illegible]	[illegible]	CC Payment - BofA	Bank of America Credit Card Bill Payment				[illegible]	[illegible]
183	[illegible]	[illegible]	CC Payment - BofA	Bank of America Credit Card Bill Payment				[illegible]	[illegible]
184	[illegible]	[illegible]	CC Payment - BofA	Bank of America				[illegible]	[illegible]

Legend + Notes

List Version: [redacted]

[redacted]

WITH ALL TRANSACTIONS GREATER THAN OR EQUAL TO $1,000 FLOATED BY CATEGORY AND BY DATE

As of October 11, 2015

Sort - For Excel Purposes Only	Date	Cumulative Amount	Category	Source / Use	Check Number	Location	Memo/Memorandum	Account	Amount
365	09/30/2015	[redacted]	CC Payment - Bofa	Bank of America Credit Card Bill Payment				Bofa x6446	[redacted]
364	09/30/2015	[redacted]	CC Payment - Bofa	Bank of America Credit Card Bill Payment				Bofa x6446	[redacted]
363	09/30/2015	[redacted]	CC Payment - Bofa	Bank of America Credit Card Bill Payment				Bofa x6446	[redacted]

WORK-IN-PROCESS TRANSACTION REGISTER: TRANSACTIONS GREATER THAN OR EQUAL TO $[illegible] (SORTED BY CATEGORY THEN BY DATE)
As of October 23, 2015

Ref - For Dept Purposes Only	Date	Quantified Amounts	Category	Transaction Description: Source / Payee	Check Number	Location	Notes/Memo	Outflows: Account	Amount
294	[illegible]	[illegible]	Home related (CA)	[illegible]	1796?			[illegible]	[illegible]
295	[illegible]	[illegible]	Home related (CA)	[illegible]	1646?		[illegible]	[illegible]	[illegible]
296	[illegible]	[illegible]	Home related (CA)	[illegible]	1725?		[illegible]	[illegible]	[illegible]
297	[illegible]	[illegible]	Home related (CA)	[illegible]	1646?			[illegible]	[illegible]
298	[illegible]	[illegible]	Home related (CA)	[illegible]	1806?			[illegible]	[illegible]
299	[illegible]	[illegible]	Home related (CA)	[illegible]	1734?			[illegible]	[illegible]
300	[illegible]	[illegible]	Home related (CA)	[illegible]		Los Angeles, CA		Visa Black Card [illegible]	[illegible]
301	[illegible]	[illegible]	Home related (CA)	[illegible]		CA		Visa Black Card [illegible]	[illegible]
302	[illegible]	[illegible]	Insurance	Chase Bill Payment				[illegible]	[illegible]
303	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
304	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
305	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
306	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
307	[illegible]	[illegible]	Insurance	[illegible]	9000?			[illegible]	[illegible]
308	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
309	[illegible]	[illegible]	Insurance	Chase Bill Payment				[illegible]	[illegible]
310	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
311	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
312	[illegible]	[illegible]	Insurance	[illegible]		Menlo Park, CA		Visa Black Card [illegible]	[illegible]
313	[illegible]	[illegible]	Insurance	Chase Bill Payment				[illegible]	[illegible]
314	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
315	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
316	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
317	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
318	[illegible]	[illegible]	Insurance	[illegible]				Visa Black Card [illegible]	[illegible]
319	[illegible]	[illegible]	Insurance	Chase Bill Payment				[illegible]	[illegible]
320	[illegible]	[illegible]	Insurance	[illegible]	1384?		[illegible]	[illegible]	[illegible]
321	[illegible]	[illegible]	Insurance	[illegible]		San Diego, CA		Visa Black Card [illegible]	[illegible]
322	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
323	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
324	[illegible]	[illegible]	Insurance	[illegible]		Menlo Park, CA		Visa Black Card [illegible]	[illegible]
325	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
326	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
327	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
328	[illegible]	[illegible]	Insurance	[illegible]		Menlo Park, CA		Visa Black Card [illegible]	[illegible]
329	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
330	[illegible]	[illegible]	Insurance	[illegible]				AMEX [illegible]	[illegible]
331	[illegible]	[illegible]	Insurance	[illegible]		Los Angeles, CA		AMEX [illegible]	[illegible]
332	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
333	[illegible]	[illegible]	Insurance	[illegible]		CA		Visa Black Card [illegible]	[illegible]
334	[illegible]	[illegible]	Insurance	[illegible]	1571?			[illegible]	[illegible]
335	[illegible]	[illegible]	Insurance	Chase Bill Payment				[illegible]	[illegible]
336	[illegible]	[illegible]	Insurance	Chase Bill Payment				[illegible]	[illegible]
337	[illegible]	[illegible]	Insurance	[illegible]		CA		Visa Black Card [illegible]	[illegible]
338	[illegible]	[illegible]	Insurance	[illegible]		CA		Visa Black Card [illegible]	[illegible]
339	[illegible]	[illegible]	Insurance	[illegible]		CA		Visa Black Card [illegible]	[illegible]
340	[illegible]	[illegible]	Insurance	[illegible]		CA		Visa Black Card [illegible]	[illegible]
341	[illegible]	[illegible]	Insurance	[illegible]				AMEX [illegible]	[illegible]
342	[illegible]	[illegible]	Insurance	[illegible]		CA		Visa Black Card [illegible]	[illegible]
343	[illegible]	[illegible]	Insurance	[illegible]		CA		Visa Black Card [illegible]	[illegible]
344	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
345	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
346	[illegible]	[illegible]	Insurance	[illegible]		CA		Visa Black Card [illegible]	[illegible]
347	[illegible]	[illegible]	Insurance	[illegible]		CA		Visa Black Card [illegible]	[illegible]
348	[illegible]	[illegible]	Insurance	[illegible]		CA		Visa Black Card [illegible]	[illegible]
349	[illegible]	[illegible]	Insurance	Chase Bill Payment				[illegible]	[illegible]
350	[illegible]	[illegible]	Insurance	[illegible]		CA		Visa Black Card [illegible]	[illegible]
351	[illegible]	[illegible]	Insurance	Chase Bill Payment				[illegible]	[illegible]
352	[illegible]	[illegible]	Insurance	[illegible]	2299?			[illegible]	[illegible]
353	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
354	[illegible]	[illegible]	Insurance	[illegible]				[illegible]	[illegible]
355	[illegible]	[illegible]	Insurance	[illegible]		CA		Visa Black Card [illegible]	[illegible]
356	[illegible]	[illegible]	Insurance	[illegible]		CA		Visa Black Card [illegible]	[illegible]
357	[illegible]	[illegible]	Insurance	Chase Bill Payment				[illegible]	[illegible]
358	[illegible]	[illegible]	Interior Design	[illegible]		Los Angeles, CA		[illegible]	[illegible]
359	[illegible]	[illegible]	Interior Design	[illegible]		Hollywood, CA		AMEX [illegible]	[illegible]
360	[illegible]	[illegible]	Interior Design	[illegible]		Hollywood, CA		AMEX [illegible]	[illegible]
361	[illegible]	[illegible]	Interior Design	[illegible]		Denver, CO		[illegible]	[illegible]
362	[illegible]	[illegible]	Interior Design	[illegible]				[illegible]	[illegible]
363	[illegible]	[illegible]	Interior Design	[illegible]	1420?			[illegible]	[illegible]
364	[illegible]	[illegible]	Interior Design	[illegible]	2599?		[illegible]	[illegible]	[illegible]
365	[illegible]	[illegible]	Interior Design	[illegible]	1793?			[illegible]	[illegible]
366	[illegible]	[illegible]	Interior Design	[illegible]	1790?			[illegible]	[illegible]
367	[illegible]	[illegible]	Interior Design	[illegible]	1866?			[illegible]	[illegible]
368	[illegible]	[illegible]	Interior Design	[illegible]	1827?			[illegible]	[illegible]
369	[illegible]	[illegible]	Interior Design	[illegible]	1776?		[illegible]	[illegible]	[illegible]
370	[illegible]	[illegible]	Interior Design	[illegible]	1629?			[illegible]	[illegible]
371	[illegible]	[illegible]	Jewelry/Watches	[illegible]		Costa Mesa, CA	Jewelry Retailer	AMEX [illegible]	[illegible]
372	[illegible]	[illegible]	Jewelry/Watches	[illegible]		Las Vegas, NV		AMEX [illegible]	[illegible]
373	[illegible]	[illegible]	Jewelry/Watches	[illegible]		Las Vegas, NV		AMEX [illegible]	[illegible]
374	[illegible]	[illegible]	Jewelry/Watches	[illegible]		Las Vegas, NV		AMEX [illegible]	[illegible]
375	[illegible]	[illegible]	Jewelry/Watches	[illegible]		Los Angeles, CA		AMEX [illegible]	[illegible]
376	[illegible]	[illegible]	Jewelry/Watches	[illegible]		Los Angeles, CA		AMEX [illegible]	[illegible]
377	[illegible]	[illegible]	Jewelry/Watches	[illegible]			[illegible]	Visa Black Card [illegible]	[illegible]
378	[illegible]	[illegible]	Jewelry/Watches	[illegible]		Los Angeles, CA	[illegible]	AMEX [illegible]	[illegible]
379	[illegible]	[illegible]	Jewelry/Watches	[illegible]			[illegible]	Visa Black Card [illegible]	[illegible]
380	[illegible]	[illegible]	Jewelry/Watches	[illegible]		Los Angeles, CA	[illegible]	AMEX [illegible]	[illegible]
381	[illegible]	[illegible]	Jewelry/Watches	[illegible]		NC?	[illegible]	Visa Black Card [illegible]	[illegible]
382	[illegible]	[illegible]	Jewelry/Watches	[illegible]		Los Angeles, CA		[illegible]	[illegible]
383	[illegible]	[illegible]	Jewelry/Watches	[illegible]		Las Vegas, NV		AMEX [illegible]	[illegible]
384	[illegible]	[illegible]	Jewelry/Watches	[illegible]		SC?	[illegible]	Visa Black Card [illegible]	[illegible]
385	[illegible]	[illegible]	Jewelry/Watches	[illegible]	1039?			[illegible]	[illegible]
386	[illegible]	[illegible]	Jewelry/Watches	[illegible]		Las Vegas, NV		AMEX [illegible]	[illegible]
387	[illegible]	[illegible]	Landscape	[illegible]	1752?			[illegible]	[illegible]
388	[illegible]	[illegible]	Landscape	[illegible]	1757?			[illegible]	[illegible]
389	[illegible]	[illegible]	Landscape	[illegible]				[illegible]	[illegible]
390	[illegible]	[illegible]	Legal Fees	[illegible]	1335?		[illegible]	[illegible]	[illegible]
391	[illegible]	[illegible]	Legal Fees	[illegible]		CA		Visa Black Card [illegible]	[illegible]
392	[illegible]	[illegible]	Legal Fees	[illegible]	1545?		[illegible]	[illegible]	[illegible]
393	[illegible]	[illegible]	Legal Fees	[illegible]	1542?			[illegible]	[illegible]
394	[illegible]	[illegible]	Legal Fees	[illegible]				[illegible]	[illegible]
395	[illegible]	[illegible]	Legal Fees	[illegible]				[illegible]	[illegible]
396	[illegible]	[illegible]	Legal Fees	[illegible]				[illegible]	[illegible]
397	[illegible]	[illegible]	Legal Fees	[illegible]				[illegible]	[illegible]
398	[illegible]	[illegible]	Legal Fees	[illegible]				[illegible]	[illegible]
399	[illegible]	[illegible]	Legal Fees	[illegible]				[illegible]	[illegible]
400	[illegible]	[illegible]	Legal Fees	[illegible]				[illegible]	[illegible]
401	[illegible]	[illegible]	Legal Fees	[illegible]				[illegible]	[illegible]

04750

PLEASE NOTE CREDIT AND DEBIT ARE REVERSED IN QUICKBOOKS

Items in PROCEEDS THROUGH NOT INCLUDING TRANSACTIONS GREATER THAN $50,000 (FOR EASE OF REVIEW) CURRENTLY OPEN AS OF DATE)

As of October 19, 2012

Sort - For Proper Purpose Only	Date	Deposit Type Amount	Category	Transaction Description				Outflows	
				Source / Use	Check Number	Location	Name/Memo	Account	Amount
464	04/19/04	$2,966.20	Legal Fees	Billing Wells Fargo Bank Loan Closing Expense on 4/19				WF x1287	$2,966.20
465	04/20/11	$2,000.00	Legal Fees	Bank Reimbursement	2815		Andrew Hunt 12	WF x1287	$2,000.00
466	04/20/11	$5,000.00	Legal Fees	Wire R Weinstein				WF x1287	$5,000.00
467	04/20/11	$2,500.00	Legal Fees	Wire R Weinstein				WF x1287	$2,500.00
468	04/26/11	$1,435.20	Lincoln Park	Bill Pay One Lincoln Park option 313				WF x1287	$1,435.20
469	05/01/11	$2,740.00	Lincoln Park	Bill Pay One Lincoln Park option 313				WF x1287	$2,740.00
470	05/02/11	$1,645.40	Lincoln Park	Bill Pay One Lincoln Park option 313				WF x1287	$1,645.40
471	05/09/11	$1,370.50	Lincoln Park	One Lincoln Park On-Line				WF x1287	$1,370.50
472	05/09/11	$1,371.00	Lincoln Park	One Lincoln Park On-Line				WF x1287	$1,371.00
473	05/11/11	$1,370.50	Lincoln Park	One Lincoln Park On-Line				WF x1287	$1,370.50
474	05/11/11	$1,336.50	Lincoln Park	One Lincoln Park On-Line				WF x1287	$1,336.50
475	04/05/12	$3,000,000.00	Loan - Washington	Closing Funds	1149		Wire out Loan	WF x1287	$3,000,000.00
476	12/20/04	$4,500.00	Loan Payment - Other	Washington Mutual Loan Payment Deposit Loan Payment				Bank x6446	$4,500.00
477	02/02/05	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
478	04/04/05	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
479	05/03/05	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
480	06/07/05	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
481	07/06/05	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
482	08/04/05	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
483	09/06/05	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
484	10/04/05	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
485	11/03/05	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
486	12/06/05	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
487	01/04/06	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
488	02/06/06	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
489	03/06/06	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
490	04/04/06	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
491	05/08/06	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
492	06/06/06	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
493	07/06/06	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
494	08/04/06	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
495	09/06/06	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
496	10/04/06	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
497	11/06/06	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
498	12/06/06	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
499	01/04/07	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
500	02/06/07	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
501	03/06/07	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
502	04/04/07	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
503	05/08/07	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
504	06/06/07	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
505	07/06/07	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
506	08/06/07	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
507	09/06/07	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
508	10/04/07	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
509	11/06/07	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
510	12/06/07	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
511	01/04/08	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
512	02/06/08	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
513	03/06/08	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
514	04/04/08	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
515	05/08/08	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
516	06/06/08	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
517	07/07/08	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
518	08/04/08	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
519	09/08/08	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
520	10/06/08	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
521	11/06/08	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
522	12/04/08	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
523	01/06/09	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
524	02/06/09	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
525	03/06/09	$4,500.00	Loan Payment - Washington Mutual	Wash Mutual Loan Dep Loan Pymt Deposit For Mutual				Bank x6446	$4,500.00
526	11/16/09	$73,237.50	LOC	Legacy Advance ADV from LOC 2009				Bank x1446	$73,237.50
527	05/04/10	$200,000.00	LOC	Online Banking transfer from LOC				Bank x6446	$200,000.00
528	06/02/10	$13,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$13,000.00
529	06/04/10	$2,500.00	LOC	Online Scheduled payment to LOC				Bank x6446	$2,500.00
530	06/07/10	$7,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$7,000.00
531	06/07/10	$5,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$5,000.00
532	06/09/10	$5,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$5,000.00
533	06/10/10	$5,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$5,000.00
534	06/10/10	$5,000.00	LOC	Online Banking payment to LOC 2009				Bank x6446	$5,000.00
535	06/11/10	$3,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$3,000.00
536	06/14/10	$2,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$2,000.00
537	06/15/10	$1,000.00	LOC	Online Banking payment to LOC 2009				Bank x6446	$1,000.00
538	06/16/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
539	06/17/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
540	06/18/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
541	06/21/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
542	06/22/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
543	06/23/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
544	06/24/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
545	06/25/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
546	06/28/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
547	06/29/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
548	06/30/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
549	07/01/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
550	07/02/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
551	07/06/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
552	07/07/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
553	07/08/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
554	07/09/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
555	07/12/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
556	07/13/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
557	07/14/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
558	07/15/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
559	07/16/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
560	07/19/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
561	07/20/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
562	07/21/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
563	07/22/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
564	07/23/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
565	07/26/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
566	07/27/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
567	07/28/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
568	07/29/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
569	07/30/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
570	08/02/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
571	08/03/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
572	08/04/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
573	08/05/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
574	08/06/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
575	08/09/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
576	08/10/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
577	08/11/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
578	08/12/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
579	08/13/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
580	08/16/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
581	08/17/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
582	08/18/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
583	08/19/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
584	08/20/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
585	08/23/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
586	08/24/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
587	08/25/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
588	08/26/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
589	08/27/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
590	08/30/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
591	08/31/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
592	09/01/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
593	09/02/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
594	09/03/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
595	09/07/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
596	09/08/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
597	09/09/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
598	09/10/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
599	09/13/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
600	09/14/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
601	09/15/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
602	09/16/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
603	09/17/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
604	09/20/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
605	09/21/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
606	09/22/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
607	09/23/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
608	09/24/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
609	09/27/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
610	09/28/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
611	09/29/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
612	09/30/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
613	10/01/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
614	10/04/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
615	10/05/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
616	10/06/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
617	10/07/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
618	10/08/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
619	10/11/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
620	10/12/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
621	10/13/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
622	10/14/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
623	10/15/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
624	10/18/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
625	10/19/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
626	10/20/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
627	10/21/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
628	10/22/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
629	10/25/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
630	10/26/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
631	10/27/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
632	10/28/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
633	10/29/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
634	11/01/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
635	11/02/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
636	11/03/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
637	11/04/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
638	11/05/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
639	11/08/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
640	11/09/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
641	11/10/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
642	11/11/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
643	11/12/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
644	11/15/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
645	11/16/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
646	11/17/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
647	11/18/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
648	11/19/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
649	11/22/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
650	11/23/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
651	11/24/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
652	11/26/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
653	11/29/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
654	11/30/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
655	12/01/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
656	12/02/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
657	12/03/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
658	12/06/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
659	12/07/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
660	12/08/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
661	12/09/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
662	12/10/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
663	12/13/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
664	12/14/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
665	12/15/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
666	12/16/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
667	12/17/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
668	12/20/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
669	12/21/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
670	12/22/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
671	12/23/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
672	12/27/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
673	12/28/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
674	12/29/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
675	12/30/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
676	12/31/10	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
677	01/03/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
678	01/04/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
679	01/05/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
680	01/06/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
681	01/07/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
682	01/10/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
683	01/11/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
684	01/12/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
685	01/13/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
686	01/14/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
687	01/17/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
688	01/18/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
689	01/19/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
690	01/20/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
691	01/21/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
692	01/24/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
693	01/25/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
694	01/26/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
695	01/27/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
696	01/28/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
697	01/31/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
698	02/01/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
699	02/02/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
700	02/03/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
701	02/04/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
702	02/07/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
703	02/08/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
704	02/09/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
705	02/10/11	$1,000.00	LOC	Online Scheduled payment to LOC				Bank x6446	$1,000.00
706	02/11

[illegible]
[illegible]

[illegible]

[illegible]
[illegible]

Ref - For Dept. Purpose Only	Date	Unexplained Amounts	Category	Transaction Description: Source / Use	Check Number	Location	Memo/Notes	Outflows: Account	Amount
490	[illegible]	[illegible]	Lodging (CA)	[illegible] Hotel		[illegible], CA		AMEX [illegible]	[illegible]
491	[illegible]	[illegible]	Lodging (CA)	The Fairmont [illegible]		San Francisco, CA		AMEX [illegible]	[illegible]
492	[illegible]	[illegible]	Lodging (CA)	The Fairmont [illegible]		San Francisco, CA		AMEX [illegible]	[illegible]
493	[illegible]	[illegible]	Lodging (CA)	[illegible]		[illegible] CA		AMEX [illegible]	[illegible]
494	[illegible]	[illegible]	Lodging (CA)	[illegible]		[illegible], CA		AMEX [illegible]	[illegible]
495	[illegible]	[illegible]	Lodging (CA)	[illegible]		Palm Desert, CA		AMEX [illegible]	[illegible]
496	[illegible]	[illegible]	Lodging (CA)	[illegible]		San Francisco, CA		AMEX [illegible]	[illegible]
497	[illegible]	[illegible]	Lodging (CA)	[illegible] Hotel		Newport Beach, CA		AMEX [illegible]	[illegible]
498	[illegible]	[illegible]	Lodging (CA)	[illegible]		[illegible], CA	[illegible]	AMEX [illegible]	[illegible]
499	[illegible]	[illegible]	Lodging (CA)	[illegible]		Los Angeles, CA	[illegible]	AMEX [illegible]	[illegible]
500	[illegible]	[illegible]	Lodging (CO)	[illegible]		Denver CO		AMEX [illegible]	[illegible]
501	[illegible]	[illegible]	Lodging (CO)	[illegible]		Denver CO		AMEX [illegible]	[illegible]
502	[illegible]	[illegible]	Lodging (FL)	[illegible]		FL		AMEX [illegible]	[illegible]
503	[illegible]	[illegible]	Lodging (HI)	[illegible]		[illegible] HI		AMEX [illegible]	[illegible]
504	[illegible]	[illegible]	Lodging (HI)	[illegible]		[illegible] HI	[illegible]	AMEX [illegible]	[illegible]
505	[illegible]	[illegible]	Lodging (International)	[illegible]				[illegible]	[illegible]
506	[illegible]	[illegible]	Lodging (International)	[illegible]		Vancouver, BC	Lodging - [illegible]	AMEX [illegible]	[illegible]
507	[illegible]	[illegible]	Lodging (International)	[illegible]		Amsterdam		AMEX [illegible]	[illegible]
508	[illegible]	[illegible]	Lodging (International)	[illegible]		Shanghai		AMEX [illegible]	[illegible]
509	[illegible]	[illegible]	Lodging (International)	Grand Hyatt		[illegible]		AMEX [illegible]	[illegible]
510	[illegible]	[illegible]	Lodging (International)	[illegible]		[illegible]		AMEX [illegible]	[illegible]
511	[illegible]	[illegible]	Lodging (International)	[illegible]		Dubai		AMEX [illegible]	[illegible]
512	[illegible]	[illegible]	Lodging (International)	[illegible]		[illegible]		AMEX [illegible]	[illegible]
513	[illegible]	[illegible]	Lodging (International)	[illegible]		[illegible]		AMEX [illegible]	[illegible]
514	[illegible]	[illegible]	Lodging (International)	[illegible]		[illegible]		AMEX [illegible]	[illegible]
515	[illegible]	[illegible]	Lodging (International)	[illegible]				AMEX [illegible]	[illegible]
516	[illegible]	[illegible]	Lodging (International)	[illegible]				AMEX [illegible]	[illegible]
517	[illegible]	[illegible]	Lodging (International)	Grand Hyatt		Singapore		AMEX [illegible]	[illegible]
518	[illegible]	[illegible]	Lodging (International)	Grand Hyatt		Singapore		AMEX [illegible]	[illegible]
519	[illegible]	[illegible]	Lodging [illegible]	Four Seasons Hotel		Mexico		AMEX [illegible]	[illegible]
520	[illegible]	[illegible]	Lodging (NV)	The Signature Place		Las Vegas, NV		AMEX [illegible]	[illegible]
521	[illegible]	[illegible]	Lodging (NV)	The Signature Place		Las Vegas, NV		AMEX [illegible]	[illegible]
522	[illegible]	[illegible]	Lodging (NV)	Wynn Hotel		Las Vegas, NV	[illegible]	AMEX [illegible]	[illegible]
523	[illegible]	[illegible]	Lodging (NV)	Wynn Hotel		Las Vegas, NV	[illegible]	AMEX [illegible]	[illegible]
524	[illegible]	[illegible]	Lodging (NV)	Four Seasons Hotel		Las Vegas, NV		AMEX [illegible]	[illegible]
525	[illegible]	[illegible]	Lodging (NV)	Four Seasons Hotel		Las Vegas, NV		AMEX [illegible]	[illegible]
526	[illegible]	[illegible]	Lodging (NV)	The Signature Hotel		Las Vegas, NV		AMEX [illegible]	[illegible]
527	[illegible]	[illegible]	Lodging (NV)	Four Seasons Hotel		Las Vegas, NV		AMEX [illegible]	[illegible]
528	[illegible]	[illegible]	Lodging (NY)	[illegible] Hotel		New York, NY		AMEX [illegible]	[illegible]
529	[illegible]	[illegible]	Lodging (NY)	[illegible]		New York, NY		AMEX [illegible]	[illegible]
530	[illegible]	[illegible]	Lodging (NY)	[illegible] Hotels		New York, NY		AMEX [illegible]	[illegible]
531	[illegible]	[illegible]	Lodging (NY)	[illegible]		New York, NY		AMEX [illegible]	[illegible]
532	[illegible]	[illegible]	Lodging (NY)	[illegible]		New York, NY		AMEX [illegible]	[illegible]
533	[illegible]	[illegible]	[illegible] Corporation	[illegible]	[illegible]		[illegible]	[illegible]	[illegible]
534	[illegible]	[illegible]	[illegible] Corporation	[illegible] Corporation	[illegible]		[illegible]	[illegible]	[illegible]
535	[illegible]	[illegible]	[illegible] Corporation	[illegible]	[illegible]			[illegible]	[illegible]
536	[illegible]	[illegible]	MCW	MCW	[illegible]			WF [illegible]	[illegible]
537	[illegible]	[illegible]	MCW	MCW	[illegible]			WF [illegible]	[illegible]
538	[illegible]	[illegible]	MCW	MCW	[illegible]			WF [illegible]	[illegible]
539	[illegible]	[illegible]	MCW	MCW	[illegible]			WF [illegible]	[illegible]
540	[illegible]	[illegible]	MCW	MCW	[illegible]			WF [illegible]	[illegible]
541	[illegible]	[illegible]	MCW	MCW	[illegible]			WF [illegible]	[illegible]
542	[illegible]	[illegible]	MCW	MCW	[illegible]			WF [illegible]	[illegible]
543	[illegible]	[illegible]	MCW	MCW	[illegible]			WF [illegible]	[illegible]
544	[illegible]	[illegible]	MCW	MCW	[illegible]			WF [illegible]	[illegible]
545	[illegible]	[illegible]	MCW	MCW	[illegible]		[illegible]	WF [illegible]	[illegible]
546	[illegible]	[illegible]	MCW	MCW	[illegible]		[illegible]	WF [illegible]	[illegible]
547	[illegible]	[illegible]	Meals	[illegible]				AMEX [illegible]	[illegible]
548	[illegible]	[illegible]	Meals	[illegible]		CA		AMEX [illegible]	[illegible]
549	[illegible]	[illegible]	Meals	[illegible]				AMEX [illegible]	[illegible]
550	[illegible]	[illegible]	Meals	[illegible]		[illegible]		AMEX [illegible]	[illegible]
551	[illegible]	[illegible]	Meals (CA)	[illegible]		Los Angeles, CA		AMEX [illegible]	[illegible]
552	[illegible]	[illegible]	Meals (CO)	[illegible]		[illegible]		AMEX [illegible]	[illegible]
553	[illegible]	[illegible]	Meals (CO)	[illegible]		[illegible] CO		AMEX [illegible]	[illegible]
554	[illegible]	[illegible]	Meals (International)	[illegible]		[illegible]		AMEX [illegible]	[illegible]
555	[illegible]	[illegible]	Meals (Other States)	[illegible]		[illegible], AZ		AMEX [illegible]	[illegible]
556	[illegible]	[illegible]	Medical (CA)	[illegible]		Los Angeles, CA		AMEX [illegible]	[illegible]
557	[illegible]	[illegible]	Medical (CA)	[illegible] MD		CA		[illegible]	[illegible]
558	[illegible]	[illegible]	Medical (CA)	[illegible]		Beverly Hills, CA		AMEX [illegible]	[illegible]
559	[illegible]	[illegible]	Medical (CA)	[illegible] Surgical Center		Beverly Hills, CA		[illegible]	[illegible]
560	[illegible]	[illegible]	Medical (CA)	[illegible]		Los Angeles, CA		[illegible]	[illegible]
561	[illegible]	[illegible]	Medical (CA)	[illegible]		Los Angeles, CA		[illegible]	[illegible]
562	[illegible]	[illegible]	Medical (CA)	[illegible]		Los Angeles, CA		[illegible]	[illegible]
563	[illegible]	[illegible]	Medical (CA)	[illegible] Medical Center [illegible]				[illegible]	[illegible]
564	[illegible]	[illegible]	Medical (CA)	[illegible]		Los Angeles, CA		AMEX [illegible]	[illegible]
565	[illegible]	[illegible]	Medical (CA)	[illegible] MD	[illegible]		[illegible]	WF [illegible]	[illegible]
566	[illegible]	[illegible]	Medical (CA)	[illegible]		Los Angeles, CA		AMEX [illegible]	[illegible]
567	[illegible]	[illegible]	Medical (CA)	[illegible]		Beverly Hills, CA		Visa [illegible]	[illegible]
568	[illegible]	[illegible]	Medical (CA)	[illegible]				[illegible]	[illegible]
569	[illegible]	[illegible]	Medical (CA)	[illegible] MD		[illegible]		Visa [illegible]	[illegible]
570	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]			[illegible]	[illegible]
571	[illegible]	[illegible]	[illegible]	[illegible]	[illegible]			WF [illegible]	[illegible]
572	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
573	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
574	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
575	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
576	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
577	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
578	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
579	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
580	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
581	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
582	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
583	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
584	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
585	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
586	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
587	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
588	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
589	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
590	[illegible]	[illegible]	Mortgage - Bank of America	[illegible]				BofA [illegible]	[illegible]
591	[illegible]	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				BofA [illegible]	[illegible]
592	[illegible]	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				BofA [illegible]	[illegible]
593	[illegible]	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				BofA [illegible]	[illegible]
594	[illegible]	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				BofA [illegible]	[illegible]
595	[illegible]	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				BofA [illegible]	[illegible]

Legal v. Legal
Las Vegas, Nevada

FLEXIBLE TRANSACTION SUMMARY TO DATE

[illegible]

As of [illegible] (R. 20[illegible])

Ref - Tax Base Purpose Only	Date	Unrestricted Amounts	Category	Transaction Description: Source / Use	Check Number	Location	Name/Payee	Outlines: Account	Amount
600	08/[illegible]/10	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
601	09/[illegible]/10	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
602	10/[illegible]/10	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
603	11/[illegible]/10	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
604	12/[illegible]/10	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
605	01/[illegible]/11	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
606	02/[illegible]/11	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
607	03/[illegible]/11	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
608	04/[illegible]/11	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
609	05/[illegible]/11	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
610	06/[illegible]/11	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
611	07/[illegible]/11	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
612	08/[illegible]/11	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
613	09/[illegible]/11	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
614	10/[illegible]/11	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
615	11/[illegible]/11	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
616	12/[illegible]/11	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
617	01/[illegible]/12	[illegible]	Mortgage - Bank of America	Bank of America Mortgage				Bank v6446	[illegible]
618	02/[illegible]/12	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
619	03/[illegible]/12	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
620	04/[illegible]/12	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
621	05/[illegible]/12	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
622	06/[illegible]/12	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
623	07/[illegible]/12	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
624	08/[illegible]/12	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
625	09/[illegible]/12	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
626	10/[illegible]/12	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
627	11/[illegible]/12	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
628	12/[illegible]/12	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
629	01/[illegible]/13	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
630	02/[illegible]/13	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
631	03/[illegible]/13	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
632	04/[illegible]/13	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
633	05/[illegible]/13	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
634	06/[illegible]/13	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
635	07/[illegible]/13	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
636	08/[illegible]/13	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
637	09/[illegible]/13	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
638	10/[illegible]/13	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
639	11/[illegible]/13	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
640	12/[illegible]/13	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
641	03/[illegible]/14	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
642	04/[illegible]/14	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
643	05/[illegible]/14	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
644	06/[illegible]/14	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
645	07/[illegible]/14	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
646	08/[illegible]/14	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
647	09/[illegible]/14	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
648	10/[illegible]/14	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
649	11/[illegible]/14	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
650	12/[illegible]/14	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
651	12/[illegible]/14	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
652	03/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
653	04/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
654	05/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
655	06/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
656	07/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
657	08/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
658	09/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
659	10/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
660	11/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
661	12/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
662	03/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
663	04/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
664	05/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
665	06/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
666	07/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
667	08/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
668	09/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
669	10/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
670	11/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
671	12/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
672	03/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
673	04/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
674	05/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
675	06/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
676	07/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
677	08/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
678	09/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
679	10/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
680	11/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
681	12/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
682	03/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
683	04/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
684	05/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
685	06/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
686	07/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
687	08/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
688	09/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
689	10/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
690	11/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
691	12/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
692	03/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]
693	04/[illegible]/15	[illegible]	Mortgage - GMAC	GMAC Mortgage BR Payment				Bank v6446	[illegible]

04753

[illegible] THAT THIS SCHEDULE IS SUBJECT TO CHANGE

WORK-IN-PROCESS TRANSACTION REGISTER: TRANSACTIONS GREATER THAN OR EQUAL TO $1,000 (SORTED BY CATEGORY THEN BY DATE)
As of October 12, 2015

Ref # for Demo Purposes Only	Date	Unmatched Amounts	Category	Transaction Description: Source / Payee	Check Number	Location	Notes/Memo	Outflows: Account	Outflows: Amount
[illegible]	[illegible]	[illegible]	Hand Cancelled Check	Check	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Hand Cancelled Check	Check	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Hand Cancelled Check	Check	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Hand Cancelled Check	Check	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Hand Cancelled Check	Check	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Hand Cancelled Check	Check	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Hand Cancelled Check	Check	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Hand Cancelled Check	Check	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Hand Cancelled Check	Check	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Hand Cancelled Check	Check	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Hand Cancelled Check	Check	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Hand Cancelled Check	Check	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Hand Cancelled Check	Check	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Hand Cancelled Check	Check	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Payments to Individuals - [illegible]	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Payments to Individuals - [illegible]	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Payments to Individuals - [illegible]	[illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Payments to Individuals - [illegible]	[illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Payments to Individuals - [illegible]	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Payments to Individuals - [illegible]	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Payments to Individuals - [illegible]	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Payments to Individuals - [illegible]	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Paypal	Paypal - [illegible]		CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Paypal	Paypal [illegible]		CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Personal Care [illegible]	[illegible]		[illegible], CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		[illegible]		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]			membership [illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		Atlanta, GA	Contribution	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]			membership dues	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		San Diego, CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		DC		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		DC		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		[illegible]	membership dues	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		MD		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		[illegible]		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]			membership fee	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		Denver, CO	membership fee	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]	[illegible]		Donation	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		NY		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		VA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		Tacoma, WA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		Nashville, TN		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		MA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]	[illegible]		[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		Washington, DC		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		Denver, CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		Atlanta, GA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]	[illegible]		[illegible] for Senate	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		MA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		Las Vegas, NV		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		MA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		CO		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		Tacoma, WA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		Philadelphia, PA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		OR		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		DC		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		KY	[illegible] McConnell	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]		Washington, DC		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Political Contributions	[illegible]	[illegible]		Donation	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Professional Services [illegible]	[illegible]		CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Professional Services [illegible]	[illegible]		CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Property Management	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Property Management [illegible] Las Vegas	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Property Management [illegible] Las Vegas	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Property Management [illegible] Las Vegas	[illegible]		Las Vegas, NV		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Property Management [illegible] Las Vegas	[illegible]		Las Vegas, NV		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Property Management [illegible] Las Vegas	[illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Property Purchase	[illegible]			[illegible] for the purchase of [illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Property Purchase	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Property Purchase	[illegible]	[illegible]		Purchase of [illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Security - [illegible]	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Security - [illegible]	[illegible]		CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Security - [illegible]	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		San Francisco, CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		Los Angeles, CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		Burbank, CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		Santa Monica, CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		[illegible]		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		Las Vegas, NV		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		Beverly Hills, CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		[illegible], CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		[illegible], CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		Los Angeles, CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		San Pedro, CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		Hollywood, CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		Los Angeles, CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		Cupertino, CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		Los Angeles, CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		CA		[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		Los Angeles, CA		[illegible]	[illegible]

04754

Ganz v. Ganz
Las Vegas, Nevada

PLEASE NOTE THAT [illegible] IS SUBJECT TO [illegible]

WORK-IN-PROCESS TRANSACTION REGISTER: TRANSACTIONS GREATER THAN OR EQUAL TO $1,000 (SORTED BY CATEGORY THEN BY DATE)
As of October [illegible], 2015

Ref - For Depo Purpose Only	Date	[illegible] Amount	Category	Transaction Description: Source / Doc	Check Number	Location	Notes/Details	Outflows: Account	Outflows: Amount
[illegible]	[illegible]	[illegible]	Shopping (CA)	Gianni Versace		Beverly Hills, CA		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	Apple Store		Los Angeles, CA		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	Apple Online		CA		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		[illegible], CA		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	[illegible]		Beverly Hills, CA		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (CA)	Bed Bath & Beyond		Los Angeles, CA		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (online)	[illegible].com				AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (online)	Best Buy - online		[illegible]		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (online)	[illegible]				AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (online)	[illegible]				AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (online)	[illegible]				AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (online)	[illegible]		[illegible], AR	[illegible]	AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (other states)	[illegible]		[illegible], CO		Visa Black Card [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (other states)	[illegible]		[illegible], CO		Visa Black Card [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (other states)	[illegible]		CO		Visa Black Card [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (other states)	[illegible]		[illegible], CO		Visa Black Card [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (other states)	[illegible]		[illegible], TX		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (other states)	[illegible]		[illegible], CO	[illegible]	AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (other states)	Black Box Audio Video	[illegible]			WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Shopping (other states)	Black Box Audio Video	[illegible]			WF [illegible]	[illegible]
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[illegible]	[illegible]	[illegible]	Shopping (other states)	Black Box Audio Video	[illegible]			WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Spending (International)	[illegible]		[illegible]		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Spending (International)	[illegible]				Visa Black Card [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	Los Angeles County Tax Collector				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	Los Angeles County Tax Collector				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	Los Angeles County Tax Collector				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	Los Angeles County Tax Collector				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	Los Angeles County Tax Collector [illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	City and County [illegible]				WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	Los Angeles County Tax Collector [illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	City and County [illegible]				WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	Los Angeles [illegible]				WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	Los Angeles [illegible]				WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	Bill Pay Los Angeles County online [illegible]				WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	Bill Pay Los Angeles County online [illegible]				WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	Bill Pay Los Angeles County online [illegible]				WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	Bill Pay Los Angeles County online [illegible]				WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	Bill Pay Los Angeles County online [illegible]				WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	Bill Pay [illegible]				WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	Los Angeles County Tax Collector [illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	LA County Tax		Los Angeles, CA		WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	Los Angeles [illegible]		Los Angeles, CA		WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Tax Payments - Property Taxes (CA)	LA County Tax Collector [illegible] Payment				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel - Airfare	Delta Air Lines		Atlanta, GA	From Los Angeles, CA [illegible]	AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel - Airfare	American Airlines		Dallas TX	[illegible]	AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel - Airfare	Delta Air Lines		Cincinnati OH	From: Las Vegas [illegible]	AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel - Airfare	[illegible]		[illegible], NY	[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel Planners	Travel Planners Inc		New York NY		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel Planners	Travel Planners Inc		New York NY		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel Planners	Travel Planners Inc		New York NY		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel Planners	Travel Planners Inc		New York NY		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel Planners	Travel Planners Inc		New York NY		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel Planners	Travel Planners Inc		New York NY		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel Planners	Travel Planners Inc		New York NY		AMEX [illegible]	[illegible]
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[illegible]	[illegible]	[illegible]	Travel Planners	Travel Planners Inc		New York NY		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel Planners	Travel Planners Inc		New York NY		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel Planners	Travel Planners Inc		New York NY		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel Planners	Travel Planners Inc		New York NY		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel Planners	Travel Planners Inc		New York NY		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel Planners	Travel Planners Inc		New York NY		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Travel Planners	Travel Planners Inc		New York NY		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	USB Loan Payment	[illegible] Bank	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	USB Loan Payment	[illegible] Bank USA Loan Payment [illegible]				WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	USB Loan Payment	[illegible] Bank USA Loan Payment [illegible]				WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	USB Loan Payment	[illegible] Bank USA Loan Payment [illegible]				WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	USB Loan Payment	[illegible] Bank USA Loan Payment [illegible]				WF [illegible]	[illegible]
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[illegible]	[illegible]	[illegible]	USB Loan Payment	[illegible] Bank USA Loan Payment				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	USB Loan Payment	[illegible] Bank USA Loan Payment				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	USB Loan Payment	[illegible] Bank USA Loan Payment				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	USB Loan Payment	[illegible] Bank USA Loan Payment				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible] LLC		[illegible]		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible] Inc.				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible] Inc				[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]				AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]				AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]				AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]	[illegible]			WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]		[illegible], DC		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]	[illegible]			[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]	[illegible]		[illegible]	WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible] LLC	[illegible]		[illegible]	WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]	[illegible]		[illegible]	[illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]	[illegible]		[illegible]	WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]	[illegible]		[illegible]	WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]		[illegible]		AMEX [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible] Online				WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]	[illegible]			WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible] Online				WF [illegible]	[illegible]
[illegible]	[illegible]	[illegible]	Uncategorized	[illegible]	[illegible]			[illegible]	[illegible]

04755

LOS VIENTOS TRANSACTION REGISTER: TRANSACTIONS GREATER THAN OR EQUAL TO $1,000 SORTED BY CATEGORY THEN BY DATE

As of October 31, 2015

Ref - For Paper Purposes Only	Date	Unamortized Amount	Category	Transaction Description				Offset	
				Source / Use	Check Number	Description	Note/Reason	Account	Amount
9832	02/28/14	[illegible]	Trust Deposit	Def Rev Fund		No entry Def Rev, CA		4xx[illegible]0000	(2,457,548)
7259	08/29/14	(3,136,324)	Trust Deposit	Bill Pay Cal Water/Trust Advice #[illegible] on 8/29				WF x2259	(3,136,324)
3484	04/27/15	[illegible]	Trust Deposit	Cr/(r)'s Bonds MC	2204			WF [illegible]	(1,500,000)
3485	04/27/15	[illegible]	Trust Deposit	Cr/(r)'s Bonds MC	2205			WF [illegible]	(1,500,000)
3486	04/28/15	[illegible]	Trust Deposit	Bill Pay Jones Trust Distribution on 28/15				WF x5487	[illegible]
3487	12/18/14	[illegible]	Trust Deposit	Bill Pay California Trust Advice#254455 on 12/18				WF x5487	[illegible]
3488	12/22/15	[illegible]	Trust Deposit	Bill Pay Jones Trust Distribution on 12/15				WF x5487	[illegible]
3489	12/11/14	[illegible]	Trust Deposit	Bill Pay Trust Advice on 12/15				WF x5487	[illegible]
3490	12/29/14	[illegible]	Trust Deposit	Bill Pay Trust Advice on 12/29				WF x5487	[illegible]
9861	06/29/15	[illegible]	Trust Deposit	Bill Pay Trust				WF x5487	[illegible]
9867	09/24/15	[illegible]	Trust Deposit	Bill Pay-Trust				WF x5487	[illegible]
9873	09/29/15	[illegible]	Trust Deposit	Bill Pay-Trust				WF x5487	[illegible]
3894	04/09/15	[illegible]	Trust Deposit	Bill Pay Jones Trust				WF x5487	[illegible]
3895	04/27/15	[illegible]	Trust Deposit	Bill Pay Trust				WF x5487	[illegible]
3898	04/28/15	[illegible]	Trust Deposit	Bill Pay Trust				WF x5487	[illegible]

EXHIBIT "3"

Edward F. Siegel
Las Vegas, Nevada

PLEASE NOTE THESE SCHEDULES CONTINUE ON NEXT

WORK-IN-PROCESS TRANSACTION REGISTER: UNKNOWN DEPOSITS (COMPILED BY DATE)
As of October 31, 2015

Sal - For Dept Purpose Only	Date	Unreconciled Amounts	Category	Transaction Description				Inflows	
				Source / Use	Check Number	Location	Notes/Memos	Account	Amount
1	03/17/08	7,355.25	Deposit	Deposit				BofA x6446	7,355.25
2	08/15/08	42,250.00	Deposit - ATM	BB of Arcadia ATM Deposit		Hollister NV		BofA x6446	42,250.00
3	11/20/08	64,924.08	Deposit	Escrow Credit				BofA x6446	64,924.08
4	04/17/09	6,015.00	Deposit	Deposit				BofA x6446	6,015.00
5	07/17/09	43,800.00	Deposit - ATM	Bankmobile ATM Deposit		Henderson NV		BofA x6446	43,800.00
6	07/20/09	1,121.38	Deposit - ATM	Bankmobile ATM Deposit		Henderson NV		BofA x6446	1,121.38
7	08/20/09	1,969.22	Deposit	Deposit				BofA x6446	1,969.22
8	08/31/09	4,000.00	Deposit - ATM	Bankmobile ATM Deposit		Henderson NV	Green Valley	BofA x6446	4,000.00
9	09/30/09	1,000.00	Deposit - ATM	Bankmobile ATM Deposit				BofA x6446	1,000.00
10	12/21/09	264.99	Deposit - ATM	Bankmobile ATM Deposit		Henderson NV		BofA x6446	264.99
11	01/29/10	134,196.35	Deposit - ATM	Bankmobile ATM Deposit		Henderson NV		BofA x6446	134,196.35
12	03/29/11	900.00	Deposit - Unclassified	Deposit - XFR				AMEX x1-880064-8-8000D	900.00
13	04/04/11	57,491.30	Deposit	Credit Card Escrow				UBS x46 001	57,491.30
14	11/21/11	5,534.00	Deposit - Unclassified	FEI - Credit				BofA x6446	5,534.00
15	01/23/12	4,682.50	Deposit	Deposit				BofA x6446	4,682.50
16	01/23/12	1,500.00	Deposit - Unclassified	FEI - DBA Credit				BofA x6446	1,500.00
17	02/09/12	4,000.54	Deposit	Deposit				BofA x6446	4,000.54
18	04/23/13	45,000.00	Deposit	Deposit				BofA x6446	45,000.00
19	05/01/13	185.79	Deposit - Unclassified	Received Bill Payment from Debtor (paid performance Acct 04-18-13)				BofA x6446	185.79
20	07/01/13	150.00	Deposit - Unclassified	Refund of Bill Payment from Atty Invoice Date 06/20/13				BofA x6446	150.00
21	07/15/13	354.39	Deposit	Deposit				BofA x6446	354.39
22	08/19/13	1,306.66	Deposit	Deposit				BofA x6446	1,306.66
23	10/15/14	36.76	Deposit - Miscellaneous	Adjustment to Account				Chase x6480	36.76
24	04/16/14	65,000.00	Deposit	Loan Credit Deposit to of XJ S/Sa				UBS x35 004	65,000.00
25	05/20/14	204.13	Deposit	Deposit				BofA x6446	204.13
26	07/03/14	31.57	Deposit	Deposit				BofA x6446	31.57
27	04/13/15	2,200.00	Deposit - Dept of Condos	Division Transmit - Dept of Condos ACC		Las Vegas, NV		WF x5397	2,200.00
28	05/18/15	4,151.55	Deposit	Convert Credit				BofA x6446	4,151.55
29	06/12/15	4,000.00	Deposit	Deposit				WF x5397	4,000.00
30	07/09/15	4,000.00	Deposit	Deposit		Chino Hills, CA		WF x5397	4,000.00
31	07/13/15	2,350.00	Deposit	ATM Deposit		Beverly Hills, CA		WF x5397	2,350.00

EXHIBIT "4"

Kripal V. Kapur
Las Vegas, Nevada

PLEASE NOTE THAT THIS SCHEDULE IS SUBJECT TO UPDATE

WORK-IN-PROGRESS TRANSACTION REGISTER: UNKNOWN WIRE TRANSFERS (SORTED BY DATE)
As of October 18, 2015

Ref - for Deposition Purposes Only	Date	Unmatched Amounts	Category	Transaction Description Source / Use	Inflows Account	Inflows Amount	Outflows Account	Outflows Amount
1	10/11/10	306,017.42	Wire Transfer	WT Fed Mishpa Investor SE/Org: Kaplan Investor Services LLC	WF x5397	306,017.42		-
2	11/09/10	(5,120.00)	Wire Transfer	WT Fed Bank of America Trade Inc		-	WF x5397	(5,120.00)
3	03/06/12	(2,928.43)	Wire Transfer	Wire - Book Out - Chicago Title Agency		-	BofA x6446	(2,928.43)
4	04/06/12	(14,600.00)	Wire Transfer	Federal Funds complementary fed fund wire to West Coast Escrow		-	UBS x45 GM	(14,600.00)
5	09/13/12	(4,000.00)	Wire Transfer	Federal funds to 4272918598F08902408122001 At Swift		-	UBS x45 GM	(4,000.00)
6	12/06/12	(36,250.00)	Wire Transfer	Federal Funds to Grt Escrow, Inc. at Citizens Bank		-	UBS x27 GM	(36,250.00)
7	03/06/13	(150,612.28)	Wire Transfer	Federal funds to United Escrow Company		-	UBS x45 GM	(150,612.28)
8	03/21/13	(150,000.00)	Wire Transfer	Federal funds to ICMI at Compass Bank		-	UBS x45 GM	(150,000.00)
9	05/06/13	(132,000.00)	Wire Transfer	Federal funds to Escrow at the West at City National Bank		-	UBS x27 GM	(132,000.00)
10	05/15/13	132,000.00	Wire Transfer	Federal funds deposit by Escrow of the West.	UBS x45 GM	132,000.00		-
11	05/17/13	(136,500.00)	Wire Transfer	Federal funds to Encore Escrow Company		-	UBS x45 GM	(136,500.00)
12	05/24/13	136,410.00	Wire Transfer	Federal funds deposit by Encore Escrow Company	UBS x45 GM	136,410.00		-
13	06/25/13	(150,000.00)	Wire Transfer	Federal funds to Radiology Partners Inc.		-	UBS x43 GM	(150,000.00)
14	08/28/14	(155,451.31)	Wire Transfer	Federal funds to West Region Mgmt. Group at Bank of America		-	UBS x45 GM	(155,451.31)
15	06/05/14	(18,973.28)	Wire Transfer	Federal funds to First Ralph Fiscardo Inc. at Wells Fargo		-	UBS x45 GM	(18,973.28)
16	10/01/14	(519.75)	Wire Transfer	Federal funds to 0004960216213 17 at Swift		-	UBS x45 GM	(519.75)
17	10/09/14	(1,000.00)	Wire Transfer	Federal funds to 4081792827000008799 at Swift		-	UBS x45 GM	(1,000.00)
18	10/22/14	(8,362.66)	Wire Transfer	Federal funds to 2787U04308381730C122000139B at Swift		-	UBS x45 GM	(8,362.66)
19	04/28/15	(174,000.00)	Wire Transfer	Federal funds to Chicago Title Company		-	UBS x45 GM	(174,000.00)
20	05/15/15	173,750.00	Wire Transfer	Federal funds deposit by American Title Company or First American Trust	UBS x45 GM	173,750.00		-

CATEGORIES

1. Gabrielle's Commitment to Dennis

- Texts: 12225; 12556-122561; 12371; 12378; **12383**; 12386-**12388**; **12389**; **12391;** 12402; **12404**; 12409; 12412; 12418; 12421; 12428; 12432; 12433; 12440; 12450; 12464; 12479; 12266-12267; 12269-12271; 12275; 12285-12286; 12289; 12295; 12296; 12298; 12301; 12304; 12306-12307; 12314; **12319**; 12330; 12333; 12226-12228; 12230; 12236; 12237; 12238; **12242-12243**; 12245; 12249; 12250; 12251; **12256**; 12259; 12553

- Emails: **12135**; **12147-12149; 12153; 12166; 12168**; **12173**;-12174; **12176 ; 12190; 12195***; 12199***; 12204***; 12345**;** 12368; **12540***;** 12548; 12550; 12551

2. Gabrielle's Commitment to the Home

- Texts: 12393-12394; 12405; 12406; 12453; 12455-12456; 12466 (Steph came to help w/ home repair issues); 12470; 12474-12474; 12507; 12272; 12282; 12291-12292; 12228; 12253; 12260;

- Emails: 12151; **12199**; 12204***; 12342**;** 12536

3. Gabrielle's Commitment to the Marriage

- Texts: 12266; 12385; **12389;** 12402; 12405; 12407; **12410; 12269-12271**; 12306-12307; 12319; 12242-12243; 12253;

- Emails: **12135; 12141; 12147-12149; 12166; 12173-12174; 12176; 12195***; 12199***; 12204***;** 12355; **12540****

4. Gabrielle's Commitment to Dennis's Career

- Texts: 12435-12438; **12442**; **12444-12446**; 12459-12461; 12465; **12468-12469**; 12471; 12473; 12477; **12479-12480**; 12484-12485; 12496; 12504; 12269; 12275; 12327; 12231; 12233; 12242; 12143

- Emails: 12135; 12136; 12137; 12166-12167; 12369; 12547; 12152; 12165; 12170-12171; 12356; 12366; 12537

5. Nature of Dennis & Gabrielle's Relationship: Pre-July, 2010

- Texts: 12371-12383;

- Emails: **12176; 12190; 12199**; 12210***; 12336; 12545;**

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PLAINTIFF'S EXHIBIT 118 442-D

6. Nature of Relationship: Post-July, 2010

- Texts: 12563; 12384-12385; 12395-123402; 12425; 12429-12432; 12434; 12448-12449; 12464; **12479**; 12482; 12483-12484; 12486; 12492; 12493-12499; 12508; 12510; 12307-12308;123012511-12514; **12268;** 12276; 12277-12278; 12282; 12290; 12293-12294; 12296-12297; 12298; 12305-12307; 12309; 12316; 12317; **12321**; **12323**; 12324-12326; 12232; 12239; 12564-12567

- Emails: 12135-12137; 121440-12141; 12151-12158; 12163; **12199**; 12345;** 12368; 12370; 12518; **12540**;** 12548; 12549; 12553

7. DECEPTIONS

- **Being Gay:**
  - Texts: 12447; 12262
  - Emails: 12166; **12170; 12171; 12198; 12345-12348; 12355***;**

- **Aspergers, etc.:**
  - Texts:
  - Emails: 12184; 12187;

- **Where he lived:**
  - Texts: 12414; 12458; 12474; 12276; 12235; 12238; 12239
  - Emails: 12170; 12171; **12198***;** 12523; 12524

- **Living alone:**
  - Texts:
  - Emails: **12170; 12171; 12187; 12198*****

- **Where he was / With whom:**
  - Texts: 12277; 12278-12281; **12286-12287;** 12288; 12292; 12298; 12299; 12315; 12316; 12317; 12320; 12326; 12332; 12235; **12242-12257**;
  - Emails: 1239; 12141; 12173; 12174; 12178; 12181; **12187; 12194;** 12196; **12199**; 12201**; 12209; 12211**;** 12337; 12340; 12342; **12343-12348;** 12350; **12352; 12354**;** 12355; 12356; 12357; 12366; 12522; 12523; 12529; 12541; 12542; 12543; 12545; 12550; 12551; 12555

- **Drinking:**

- Texts: 12474; 12492

  Emails: 12145; **12152-12153; 12185;** 12187-12188

- **Finances:**
  - Texts: 12501-**12503** (Oak Pass); **12506** (moving tha money in MY account);

  - Emails: **12151; 12198; 12199**; 12338**;** 12526; 12527; 12533; 12535; **12541***

- **Therapy / Treatment, etc.:**
  - Texts: 12421; 12509; 122300; **12302-122303**; 12309-12313; 12314; 12232; **12242-12257*** ("Residential Treatment")**; 12260-12265;

  - Emails: **12135-12137**; 12143; **12145-12148; 12152**; 12166; 12168-12172; 12174; **12175; 12184-12185; 12186; 12190; 12196; 12343-12348*** (Residential Treatment); 12352;** 12353; 12354; **12355**;** 12355; 12367; 12521; 12526; 12527; 12529; 12545; **12545**

- **Family:**
  - Texts: 12424; **12454**

  - Emails: 12112159-12160; 12168; 12170; **12176; 12196; 12211**;** 12355

- **Career (See #4 above also):**
  - Texts:

  - Emails: 12135; 12136; 12137; 12152; 12165; 12170-12171; 12356; 12366; 12537

- **Dennis's Commitment to Gabrielle:**
  - Texts: 12384; 12390; 12410-12412; 12413; 12415; 12422; 12424; 12450; 12455; 12465; 12467; 12469; 12477; 12480; **12488-12490;** 12492-12499; 12500; 12507; 12508; **12267**; 12277; 12278; **12284; 12299; 12303;** 12305; 122307; 12317; **12321**; 12324-12326; 12328-12329; 12233-12234; 12237; 12238; 12240-12241; **12242-12248**; 12251; 12259; **12260-12265**; 12565;

  - Emails; 12135; **12136; 12137**; **12139; 12144-12151**; 12170; **12175; 12184-12185-12189; 12195***; 12197**; 12208***; 12210-12211***;** 12334; 12336; 12350; 12353; 12357; 12369; **12370;** 12520; 12524; 12525; 12530; **12531*****; 12533; 12534; 12537; 12538; 12540; 12542; 12543; **12544**; 12545; 12546;12548

- **Dennis's Commitment to the Marriage:**
  - Texts: 12403; 12408; 12410-12412; 12417; 12419; 12426; 12429; 12443; 12447; 12451; 12466-12467; 12500; 12266; 12269-12271; 12273-12274; 12285-12286; **12289-12290**;

12291-12292; 12302-12303; **12309-12313; 12318-12319;** 12328-12329; 12226; 12230; **12242-12257**; **12260-12265; 12151-12158**

- Emails: 12135; **12136; 12137**; 12139; **12144-12151**; 12154; 12160; 12166; 12168; **12173**; **12174**;** 12175; 12181; 12182; 12183; **12184; 12193; 12195**; 12197**; 12201**; 12208***; 12210-12211***; 12336;** 12340; **12343-12348**; 12352;** 12353; 12355; 12357; 12366; 12367; 12368; 12369; **12529***; 12539; 12545**

MARK
IDENT
PROPO
CASE N
PLAINTIFF'S EXHIBIT 119
PENGAD 800-631-6989

Form **8879** | **IRS e-file Signature Authorization** | OMB No. 1545-0074

Department of the Treasury
Internal Revenue Service

▶ Do not send to the IRS. This is not a tax return.
▶ Keep this form for your records. See instructions.

2011

Declaration Control Number (DCN) ▶ 00 - 139761 - 10797 - 2

Taxpayer's name	Social security number
DENNIS L KOGOD	217 62 3700
Spouse's name	**Spouse's social security number**
GABRIELLE R CIOFFI - KOGOD	111 62 8358

Part I Tax Return Information - Tax Year Ending December 31, 2011 (Whole Dollars Only)

1	Adjusted gross income (Form 1040, line 38; Form 1040A, line 22; Form 1040EZ, line 4)	1	15,485,110.
2	Total tax (Form 1040, line 61; Form 1040A, line 36; Form 1040EZ, line 10)	2	5,354,413.
3	Federal income tax withheld (Form 1040, line 62; Form 1040A, line 37; Form 1040EZ, line 7)	3	5,282,531.
4	Refund (Form 1040, line 74a; Form 1040A, line 43a; Form 1040EZ, line 11; Form 1040-SS, Part I, line 12a)	4	
5	Amount you owe (Form 1040, line 76; Form 1040A, line 46; Form 1040EZ, line 12)	5	70,882.

Part II Taxpayer Declaration and Signature Authorization (Be sure you get and keep a copy of your return)

Under penalties of perjury, I declare that I have examined a copy of my electronic individual income tax return and accompanying schedules and statements for the tax year ending December 31, 2011, and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts in Part I above are the amounts from my electronic income tax return. I consent to allow my Intermediate service provider, transmitter, or electronic return originator (ERO) to send my return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an ACH electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of my Federal taxes owed on this return and/or a payment of estimated tax, and the financial institution to debit the entry to this account. I further understand that this authorization may apply to future Federal tax payments that I direct to be debited through the Electronic Federal Tax Payment System (EFTPS). I authorize EFTPS to issue me a personal identification number (PIN) to access EFTPS. This authorization is to remain in full force and effect until I notify the U.S. Treasury Financial Agent to terminate the authorization. To request that my PIN be mailed to me, or to revoke (cancel) a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537. Payment cancellation requests must be received no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I further acknowledge that the personal identification number (PIN) below is my signature for my electronic income tax return and, if applicable, my Electronic Funds Withdrawal Consent.

Taxpayer's PIN: check one box only

☒ I authorize EISNERAMPER LLP to enter or generate my PIN 0 4 8 7 5
ERO firm name — Enter five numbers, but do not enter all zeroes
as my signature on my tax year 2011 electronically filed income tax return.

☐ I will enter my PIN as my signature on my tax year 2011 electronically filed income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Your signature ▶ _____ Date ▶ 04/12/2012

Spouse's PIN: check one box only

☒ I authorize EISNERAMPER LLP to enter or generate my PIN 0 4 8 7 6
ERO firm name — Enter five numbers, but do not enter all zeroes
as my signature on my tax year 2011 electronically filed income tax return.

☐ I will enter my PIN as my signature on my tax year 2011 electronically filed income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Spouse's signature ▶ Gabrielle Cioffi-Kogod Date ▶ 04/12/2012

Practitioner PIN Method Returns Only - continue below

Part III Certification and Authentication - Practitioner PIN Method Only

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. 1 3 9 7 6 1 2 3 3 9 2
do not enter all zeroes

I certify that the above numeric entry is my PIN, which is my signature for the tax year 2011 electronically filed income tax return for the taxpayer(s) indicated above. I confirm that I am submitting this return in accordance with the requirements of the Practitioner PIN method and Publication 1345, Handbook for Authorized IRS e-file Providers of Individual Income Tax Returns.

ERO's signature ▶ PAUL S. BLEEG Date ▶ _____

ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

LHA For Paperwork Reduction Act Notice, see separate instructions. Form 8879 (2011)

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022 DO NOT MAIL THIS FORM TO THE FTB

TAXABLE YEAR 2011 **California e-file Signature Authorization for Individuals** FORM 8879

00 - 139761 - 10797 - 2

Your name	Your SSN or ITIN
DENNIS L KOGOD	217-62-3700
Spouse's/RDP's name	Spouse's/RDP's SSN or ITIN
GABRIELLE R CIOFFI - KOGOD	111-52-8358

Part I Tax Return Information (whole dollars only)

1	California Adjusted Gross Income (Form 540, line 17; Form 540 2EZ, line 16; Long Form 540NR, line 32; or Short Form 540NR, line 32)	1 -26,519.00
2	Amount You Owe (Form 540, line 111; Form 540 2EZ, line 27; Long Form 540NR, line 121; or Short Form 540NR, line 121)	2 0.00
3	Refund or No Amount Due (Form 540, line 116; Form 540 2EZ, line 28; Long Form 540NR, line 125; or Short Form 540NR, line 125)	3 0.00

Part II Taxpayer Declaration and Signature Authorization (Be sure you obtain and keep a copy of your return.)

Under penalties of perjury, I declare that I have examined a copy of my individual income tax return and accompanying schedules and statements for the tax year ending December 31, 2011, and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the information I provided to my Electronic Return Originator (ERO), Transmitter, or Intermediate Service Provider (including my name, address, and social security number or individual tax identification number) and the amounts shown in Part I above agree with the information and amounts shown on the corresponding lines of my electronic income tax return. If applicable, I authorize an electronic funds withdrawal of the amount on line 2 and/or the estimated tax payments as shown on my return and as form FTB 8453, California e-file Payment Record, or a comparable form. If applicable, I declare that direct deposit refund amount on line 3 agrees with the direct deposit authorization stated on my return. If I have filed a joint return, this is an irrevocable appointment of the other spouse/RDP as an agent to authorize an electronic funds withdrawal or direct deposit. I authorize my ERO, Transmitter, or Intermediate Service Provider to transmit my complete return to the Franchise Tax Board (FTB). If the processing of my return or refund is delayed, I authorize the FTB to disclose to my ERO, Intermediate Service Provider, and/or Transmitter the reason(s) for the delay or the date when the refund was sent. If I am filing a balance due return, I understand that if the FTB does not receive full and timely payment of my tax liability, I could be liable for the tax liability and all applicable interest and penalties. I acknowledge that I have read and consent to the Electronic Funds Withdrawal Consent included on the copy of my electronic income tax return. I have selected a personal identification number (PIN) as my signature for my electronic income tax return and, if applicable, my Electronic Funds Withdrawal Consent.

Taxpayer's PIN: check one box only

[X] I authorize EISNERAMPER LLP (ERO firm name) to enter my PIN 04875 (Do not enter all zeros) as my signature on my 2011 e-filed California individual income tax return.

[ ] I will enter my PIN as my signature on my 2011 e-filed California individual income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Your signature ▶ _____ Date ▶ 04/12/2012

Spouse's/RDP's PIN: check one box only

[X] I authorize EISNERAMPER LLP (ERO firm name) to enter my PIN 04876 (Do not enter all zeros) as my signature on my 2011 e-filed California individual income tax return.

[ ] I will enter my PIN as my signature on my 2011 e-filed California individual income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Spouse's/RDP's signature ▶ Gabrielle Cioffi - Kogod Date ▶ 04/12/2012

Practitioner PIN Method Returns Only - continue below

Part III Certification and Authentication - Practitioner PIN Method Only

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. 13976123392 (Do not enter all zeros)

I certify that the above numeric entry is my PIN, which is my signature for the 2011 California individual income tax return for the taxpayer(s) indicated above. I confirm that I am submitting this return in accordance with the requirements of the Practitioner PIN method and FTB Pub. 1345, 2011 e-file Handbook for Authorized e-file Providers.

ERO's signature ▶ PAUL S. BLEEG Date ▶ _____

For Privacy Notice, get form FTB 1131. FTB 8879 C2 2011

136611
12-01-11

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DLK016762

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PLAINTIFF'S EXHIBIT 120 8-13-489442

120

Form **8879**

Department of the Treasury
Internal Revenue Service

IRS e-file Signature Authorization

▶ Do not send to the IRS. This is not a tax return.
▶ Keep this form for your records.
▶ Information about Form 8879 and its instructions is at www.irs.gov/form8879

OMB No. 1545-0074

2012

Declaration Control Number (DCN) ▶

Taxpayer's name	Social security number
DENNIS L KOGOD	217 62 3700
Spouse's name	**Spouse's social security number**
GABRIELLE R CIOFFI - KOGOD	111 52 8358

Part I Tax Return Information - Tax Year Ending December 31, 2012 (Whole Dollars Only)

1	Adjusted gross income (Form 1040, line 38; Form 1040A, line 22; Form 1040EZ, line 4)	1	21,535,200.
2	Total tax (Form 1040, line 61; Form 1040A, line 35; Form 1040EZ, line 10)	2	7,457,906.
3	Federal income tax withheld (Form 1040, line 62; Form 1040A, line 36; Form 1040EZ, line 7)	3	7,346,946.
4	Refund (Form 1040, line 74a; Form 1040A, line 43a; Form 1040EZ, line 11a; Form 1040-SS, Part I, line 12a)	4	19,040.
5	Amount you owe (Form 1040, line 76; Form 1040A, line 45; Form 1040EZ, line 12)	5	

Part II Taxpayer Declaration and Signature Authorization (Be sure you get and keep a copy of your return)

[redacted]

Taxpayer's PIN: check one box only

[X] I authorize EISNERAMPER LLP (ERO firm name) to enter or generate my PIN 0 4 8 7 5 (Enter five numbers, but do not enter all zeros) as my signature on my tax year 2012 electronically filed income tax return.

[ ] I will enter my PIN as my signature on my tax year 2012 electronically filed income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Your signature ▶ _____ Date ▶ 09/25/2013

Spouse's PIN: check one box only

[X] I authorize EISNERAMPER LLP (ERO firm name) to enter or generate my PIN 0 4 8 7 6 (Enter five numbers, but do not enter all zeros) as my signature on my tax year 2012 electronically filed income tax return.

[ ] I will enter my PIN as my signature on my tax year 2012 electronically filed income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Spouse's signature ▶ Gabrielle Cioffi Kogod Date ▶ 09/25/2013

Practitioner PIN Method Returns Only - continue below

Part III Certification and Authentication - Practitioner PIN Method Only

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. 1 3 9 7 6 1 2 3 3 9 2 (do not enter all zeros)

I certify that the above numeric entry is my PIN, which is my signature for the tax year 2012 electronically filed income tax return for the taxpayer(s) indicated above. I confirm that I am submitting this return in accordance with the requirements of the Practitioner PIN method and Publication 1345, Handbook for Authorized IRS e-file Providers of Individual Income Tax Returns.

ERO's signature ▶ PAUL S. BLEEG Date ▶ 9/25/13

ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

LHA For Paperwork Reduction Act Notice, see separate instructions. Form 8879 (2012)

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DLK016763

1019

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE
INDIVIDUAL INCOME TAX
DECLARATION FOR ELECTRONIC FILING

SC8453
(Rev. 7/23/10)
9299

DO NOT MAIL KEEP FOR YOUR RECORDS

Please print or type.	Your first name and initial: DENNIS L	Last name: KOGOD	Your social security number: 217 62 3700
	If joint return, spouse's first name and initial: GABRIELLE R	Last name, if different: CIOFFI - KOGOD	Spouse's social security number: 111 52 8358
	Home address (number and street, apt. number or RR): 28 VIA MIRA MONTE	Daytime telephone #: 949-285-8969	Tax Year: 2012
	City, town or post office, state and ZIP code: HENDERSON NV 89011		

Part I Tax Return Information (Whole dollars only)

1. Federal taxable income (SC1040, line 1)	1	21,441,762 00
2. Net SC tax (SC1040, line 15)	2	319 00
3. Use Tax	3	0 00
4. Total Tax	4	319 00
5. SC Income Tax Withheld (SC1040, lines 16 & 20)	5	1,142 00
6. Tuition Tax Credit (SC1040, line 21)	6	0 00
7. Refund (SC1040, line 30)	7	823 00
8. Amount you owe (SC1040, line 34)	8	0 00

Part II Direct Deposit of Refund or EFW Payment of Tax Due (Optional - See instructions.)

STAPLE COPIES OF STATE W-2(s) and 1099(s) HERE

9. Routing transit number (RTN) 1 0 2 0 0 0 0 7 6 The first two numbers of the RTN must be 01 through 12 or 21 through 32.

10. Bank account number (BAN) 6 8 6 0 5 3 5 3 9 7

11. Type of account: [X] Checking [ ] Savings

12. Withdrawal Date _____ Withdrawal Amount $ _____

Part III Declaration of Taxpayer (Sign only after Part I is completed.)

13. [X] a. I consent that my refund be directly deposited as designated in Part II, and declare that the information shown on lines 1 through 8 is correct. If I have filed a joint return, this is an irrevocable appointment of the other spouse as an agent to receive the refund.

[ ] b. I authorize(s) the South Carolina Department of Revenue and its designated financial agents to initiate an Electronic Funds Withdrawal (payment) entry to my financial institution account designated in Part II for payment of my South Carolina taxes listed, and (2) my financial institution to debit the entry to my account. I also authorize the financial institutions involved in the processing of my electronic payment of income receive confidential information necessary to answer inquiries and resolve issues related to my payment. Under the laws of this authorization, I can revoke this authorization by notifying the South Carolina Department of Revenue no later than two business days prior to the withdrawal (settlement) date by calling 803-898-5786.

If I have filed a balance due return, I understand that if the SC Department of Revenue does not receive full and timely payment of my tax liability, I will remain liable for the tax liability and all applicable interest and penalties.

I authorize that I have carefully read the information (including direct deposit or EFW data) on my return and the instructions I have provided to my electronic return originator (ERO) and the amounts agree with the return to be my SC tax return. To the best of my knowledge, my return is true and complete. I designate that my return and attached any schedules and statements be sent to the Internal Revenue Service (IRS) by my ERO, and acknowledged by the IRS, to the SC Department of Revenue. Do not submit this form to the SC Department of Revenue. Keep with your records.

Sign Here — Your signature — Date 8/25/13 — Spouse's signature (if joint, BOTH must sign) — Date 8/25/13

Part IV Declaration of Electronic Return Originator (ERO) and Paid Preparer (See instructions.)

I declare that I have received the taxpayer's return and the original W-2 form(s) or substitute form(s) for wages earned in South Carolina. To the best of my knowledge, the taxpayer's signature on this return is genuine and the return is correct, to the best of my knowledge. I have retained the taxpayer's signature on this return before submitting this return to the SC Department of Revenue. I have provided the taxpayer with a copy of all forms and information to be filed with the IRS and the SC Department of Revenue, and have followed all other requirements described in the IRS Pub. 1345 Authorized IRS e-file Provisions of Individual Income Tax Returns, and the requirements specified by the SC Department of Revenue. If I am the preparer, I declare that I have examined the taxpayer's return and accompanying schedules and statements, and to the best of my knowledge, they are true and complete. This declaration is based on all information of which I have knowledge. I understand I do not mail this form. I am required to keep this form and the supporting documents for three (3) years.

ERO's Use Only	ERO signature: PAUL S. BLESG	Date	Check if also paid preparer: [X]	Check if self-employed: [ ] PTIN: P00823392
	Firm name (or yours if self-employed) and address: EISNERAMPER LLP ONE MARKET, LANDMARK SAN FRANCISCO, CA			FEIN: 13-1639826 ZIP code: 94105-1522
Paid Preparer's Use Only	Preparer signature	Date	Check if self-employed: [ ]	PTIN
	Firm name (or yours if self-employed) and address			FEIN ZIP code

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DLK016764

PLEASE DO NOT MAIL

ERO MUST RETAIN THIS FORM
DO NOT SUBMIT THIS FORM TO
GEORGIA DEPARTMENT OF REVENUE
UNLESS REQUESTED TO DO SO.

GA-8453
2012

IRS DCN OR SUBMISSION ID

0 0 [ ] 1 3

GEORGIA INDIVIDUAL INCOME TAX DECLARATION FOR ELECTRONIC FILING
SUMMARY OF AGREEMENT BETWEEN TAXPAYER AND ERO OR PAID PREPARER

First Name and Initial	Last Name	Social Security Number
DENNIS L	KOGOD	217-62-3700
If Joint Return, Spouse's First Name and Initial	Spouse's Last Name	Spouse's Social Security Number
GABRIELLE R	CIOFFI - KOGOD	111-52-8358
Home Address (number and street)	Apt Number	Daytime Telephone Number
28 VIA MIRA MONTE		949-285-8969
City, Town or Post Office, State and ZIP Code		
HENDERSON, NV 89011		

PART I — **TAX RETURN INFORMATION**

1. Federal Adjusted Gross Income (Form 500, Line 6; Form 500EZ, Line 1)	1.	21,535,209
2. Georgia Taxable Income (Form 500, Line 16; Form 500EZ, Line 3)	2.	13,301
3. Net Georgia Tax (Form 500, Line 18; Form 500EZ, Line 4)	3.	541
4. Refund (Form 500, Line 36; Form 500EZ, Line 20)	4.	
5. Balance Due (Form 500, Line 38; Form 500EZ, Line 19)	5.	56

PART II — **DECLARATION OF TAXPAYER(S)**

Under penalties of perjury, I declare that the information I have provided to my Electronic Return Originator (ERO) and/or Online Service Provider and/or transmitter and the amounts shown in Part I agree with the amounts shown on the corresponding lines of the electronic portion of my 2012 Georgia Income Tax Return. I declare that I have examined my tax return, including accompanying schedules and statements, and to the best of my knowledge and belief, my return is true, correct and complete. I consent that the electronic portion of my return may be sent by my ERO/Online Service Provider/transmitter.

SIGN HERE ▶ TAXPAYER'S SIGNATURE 9/27/13 Date ▶ SPOUSE'S SIGNATURE (if jointly, both must sign) 9/27/13 Date

PRINT NAME EMAIL ADDRESS

PART III — **DECLARATION OF ELECTRONIC RETURNS ORIGINATOR AND PAID PREPARER**

I DECLARE THAT I HAVE REVIEWED THE ABOVE TAXPAYER'S RETURN AND THAT THE ENTRIES ON THE GA-8453 ARE COMPLETE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

ERO's Use Only

ERO's Signature PAUL S. BLEEG Date
Firm's Name EISNERAMPER LLP Check if also paid preparer [X]
Address ONE MARKET, LANDMARK, SUITE 620 FEIN/PTIN 13-1639826
SAN FRANCISCO, CA 94105-1522 SSN/PTIN P00823392

IF PREPARED BY ANY PERSON OTHER THAN THE TAXPAYER, THIS DECLARATION IS BASED ON ALL INFORMATION OF WHICH THE TAXPAYER HAS ANY KNOWLEDGE.

Paid Preparer's Use Only

Paid Preparer's Signature Date
Firm's Name FEIN/TIN
Address SSN/TIN

GA-8453 (REV 5/12)

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TAXABLE YEAR 2012 **California e-file Signature Authorization for Individuals** FORM 8879

Your name	Your SSN or ITIN
DENNIS L KOGOD	217-62-3700
Spouse's/RDP's name	Spouse's/RDP's SSN or ITIN
GABRIELLE R CIOFFI - KOGOD	111-52-8358

Part I Tax Return Information (whole dollars only)

1 California Adjusted Gross Income (Form 540, line 17; Form 540 2EZ, line 16; Long Form 540NR, line 32; or Short Form 540NR, line 32) ..... 1 -83,121.

2 Amount You Owe (Form 540, line 111; Form 540 2EZ, line 27; Long Form 540NR, line 121; or Short Form 540NR, line 121) ..... 2 0.

3 Refund or No Amount Due (Form 540, line 115; Form 540 2EZ, line 28; Long Form 540NR, line 125; or Short Form 540NR, line 125) ..... 3 202.

[redacted]

Taxpayer's PIN: check one box only

[X] I authorize BINNERAMPER LLP to enter my PIN 04875
ERO firm name — Do not enter all zeros

as my signature on my 2012 e-filed California individual income tax return.

[ ] I will enter my PIN as my signature on my 2012 e-filed California individual income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Your signature ▶ _____ Date ▶ 09/25/2013

Spouse's/RDP's PIN: check one box only

[X] I authorize BINNERAMPER LLP to enter my PIN 04876
ERO firm name — Do not enter all zeros

as my signature on my 2012 e-filed California individual income tax return.

[ ] I will enter my PIN as my signature on my 2012 e-filed California individual income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Spouse's/RDP's signature ▶ _____ Date ▶ 09/25/2013

Practitioner PIN Method Returns Only - continue below

Part III Certification and Authentication - Practitioner PIN Method Only

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. 13976123392
Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature for the 2012 California individual income tax return for the taxpayer(s) indicated above. I confirm that I am submitting this return in accordance with the requirements of the Practitioner PIN method and FTB Pub. 1345, 2012 e-file Handbook for Authorized e-file Providers.

ERO's signature ▶ PAUL S. BLEEG Date ▶ _____

For Privacy Notice, get form FTB 1131. FTB 8879 C2 2012

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DLK016766

VA-8879
Virginia Department of Taxation

Virginia Individual Income Tax e-File Signature Authorization

Tax Year **2012**

DO NOT MAIL TO THE VIRGINIA DEPARTMENT OF TAXATION
KEEP IT WITH YOUR RECORDS

IRS Submission Identification Number (SID)

Your Name	B Your Social Security #
DENNIS L KOGOD	217-62-3700
Spouse's Name	**A Spouse's Social Security #**
GABRIELLE R CIOFFI - KOGOD	111-52-8358

Part I Tax Return Information	A Spouse	B Yourself
1. Federal Adjusted Gross Income (Form 760CG, line 1; 760PY, line 1, columns A & B; Form 763, line 1)		21,535,200.
2. Virginia Adjusted Gross Income (Form 760CG, line 9; 760PY, line 10, columns A & B; Form 763, line 9)		21,535,189.
3. Taxable Income (Form 760CG, line 14; 760PY, line 17, columns A & B; Form 763, line 16)		
4. Virginia Income Tax (Form 760CG, line 17; 760PY, line 18, columns A & B; Form 763, line 19)		
5. Withholding (Form 760CG, line 18a and b; 760PY, lines 20a & 20b; Form 763, lines 20a & 20b)		139.
6. Amount you Owe (Form 760CG; Form 760PY, line 32; Form 763, line 32)		
7. Refund (Form 760CG; 760PY, line 33; Form 763, line 33)		139.

Part II Declaration of Taxpayer and Signature Authorization

Under penalties of perjury, I declare that I have examined a copy of my individual income tax return and accompanying schedules and statements for the year ending December 31, 2012, and to the best of my knowledge and belief, it is true, correct and complete. I further declare that the information I provided to my Electronic Return Originator (ERO), Transmitter, or Intermediate Service Provider (including my name, address and social security number or individual tax identification number) and the amount shown in Part I above agree with the information and amounts shown on the corresponding lines of my electronic income tax return. If I am filing a balance due return, I understand that if the Virginia Department of Taxation (The Department) does not receive full and timely payment of my tax liability, I remain liable for the tax liability and all applicable interest and penalties. I authorize my ERO, Transmitter or Intermediate Service Provider to transmit my complete return to the Department. I have selected a personal identification number (PIN) as my signature for my electronic income tax return and, if applicable, the direct deposit of my refund or direct debit of my tax due. In choosing either direct deposit or direct debit, I certify that the transaction does not directly involve a financial institution outside of the territorial jurisdiction of the United States at any point in the process. Taxpayers may sign the form using a rubber stamp, mechanical device, such as a signature pen, or computer software program.

Taxpayer's PIN: check one box only

[X] I authorize the ERO named below to enter my PIN 04875 (Enter any 5 digits) as my signature on my 2012 e-filed Virginia individual income tax return.

EISNERAMPER LLP
ERO Firm Name

[ ] I will enter my PIN as my signature on my 2012 e-filed Virginia individual income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Your signature ▶ [signature] Date ▶ 09/25/2013

Spouse's PIN: check one box only

[X] I authorize the ERO named below to enter my PIN 04876 (Enter any 5 digits) as my signature on my 2012 e-filed Virginia individual income tax return.

EISNERAMPER LLP
ERO Firm Name

[ ] I will enter my PIN as my signature on my 2012 e-filed Virginia individual income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Spouse's signature ▶ [signature] Date ▶ 09/25/2013

Part III Certification and Authentication - Practitioner PIN Method Only

ERO's EFIN/PIN: Enter your six-digit EFIN followed by your five digit self-selected PIN. 13976123392 (Do not enter any 5 digits)

I certify that the above numeric entry is my PIN, which is my signature for the 2012 Virginia individual income tax return for the taxpayer(s) indicated above. I confirm that I am submitting this return in accordance with the requirements of the Practitioner PIN method and Virginia's publication Handbook for Electronic Filers of Individual Income Tax Returns (Tax Year 2012.) EROs may sign the form using a rubber stamp, mechanical device, such as a signature pen, or computer software program.

ERO's signature ▶ PAUL S. BLEEG Date ▶

2013 12-19-12 1019 Form VA-8879 (REV. 08/2012)

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04772

IDENT
PROP
CASE
PLAINTIFF'S EXHIBIT 121
6-13-18 9442 2:24-CV-21

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Form **8879**
Department of the Treasury
Internal Revenue Service

IRS e-file Signature Authorization

▶ Do not send to the IRS. This is not a tax return.
▶ Keep this form for your records.
▶ Information about Form 8879 and its instructions is at www.irs.gov/form8879.

OMB No. 1545-0074

2013

Submission Identification Number (SID) ▶

Taxpayer's name	Social security number
DENNIS L. KOGOD	217 62 3700
Spouse's name	**Spouse's social security number**
GABRIELLE R. CIOFFI - KOGOD	111 52 8358

Part I Tax Return Information - Tax Year Ending December 31, 2013 (Whole Dollars Only)

1	Adjusted gross income (Form 1040, line 38; Form 1040A, line 22; Form 1040EZ, line 4)	1	7,746,799.
2	Total tax (Form 1040, line 61; Form 1040A, line 35; Form 1040EZ, line 10)	2	3,010,452.
3	Federal income tax withheld (Form 1040, line 62; Form 1040A, line 36; Form 1040EZ, line 7)	3	2,590,559.
4	Refund (Form 1040, line 74a; Form 1040A, line 43a; Form 1040EZ, line 11a; Form 1040-SS, Part I, line 13a)	4	20,107.
5	Amount you owe (Form 1040, line 76; Form 1040A, line 43; Form 1040EZ, line 12)	5	

Part II Taxpayer Declaration and Signature Authorization (Be sure you get and keep a copy of your return)

[redacted]

Taxpayer's PIN: check one box only

[X] I authorize EISNERAMPER LLP to enter or generate my PIN 0 4 8 7 5
ERO firm name — Enter five numbers, but do not enter all zeros
as my signature on my tax year 2013 electronically filed income tax return.

[ ] I will enter my PIN as my signature on my tax year 2013 electronically filed income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Your signature ▶ _____ Date ▶ 9-Jan-14

Spouse's PIN: check one box only

[X] I authorize EISNERAMPER LLP to enter or generate my PIN 0 4 8 7 6
ERO firm name — Enter five numbers, but do not enter all zeros
as my signature on my tax year 2013 electronically filed income tax return.

[ ] I will enter my PIN as my signature on my tax year 2013 electronically filed income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Spouse's signature ▶ Gabrielle Cioffi-Kogod Date ▶ 9-Jan-14

Practitioner PIN Method Returns Only - continue below

Part III Certification and Authentication - Practitioner PIN Method Only

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. 1 3 9 7 6 1 2 3 3 9 2
Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature for the tax year 2013 electronically filed income tax return for the taxpayer(s) indicated above. I confirm that I am submitting this return in accordance with the requirements of the Practitioner PIN method and Publication 1345, Handbook for Authorized IRS e-file Providers of Individual Income Tax Returns.

ERO's signature ▶ PAUL S. BLEEG Date ▶ _____

3159S
12-03-13

ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

LHA For Paperwork Reduction Act Notice, see separate instructions. Form 8879 (2013)

10350929 758832 P4875 2013.04030 KOGOD, DENNIS P4875__1

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022 DO NOT MAIL THIS FORM TO THE FTB

TAXABLE YEAR 2013

California e-file Signature Authorization for Individuals

FORM 8879

Your name	Your SSN or ITIN
DENNIS L. KOGOD	217-62-3700
Spouse's/RDP's name	Spouse's/RDP's SSN or ITIN
GABRIELLE R. CIOFFI - KOGOD	111-52-8358

Part I Tax Return Information (whole dollars only)

1	California Adjusted Gross Income (Form 540, line 17; Form 540 2EZ, line 16; Long Form 540NR, line 32; or Short Form 540NR, line 32)	1 491,723.
2	Amount You Owe (Form 540, line 111; Form 540 2EZ, line 27; Long Form 540NR, line 121; or Short Form 540NR, line 121)	2 0.
3	Refund or No Amount Due (Form 540, line 116; Form 540 2EZ, line 28; Long Form 540NR, line 125; or Short Form 540NR, line 125)	3 522.

[redacted]

Consent.

Taxpayer's PIN: check one box only

☒ I authorize EISNERAMPER LLP to enter my PIN 04875
ERO firm name — Do not enter all zeros

as my signature on my 2013 e-filed California individual income tax return.

☐ I will enter my PIN as my signature on my 2013 e-filed California individual income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Your signature ▶ _____ Date ▶ 9-Jan-14

Spouse's/RDP's PIN: check one box only

☒ I authorize EISNERAMPER LLP to enter my PIN 04876
ERO firm name — Do not enter all zeros

as my signature on my 2013 e-filed California individual income tax return.

☐ I will enter my PIN as my signature on my 2013 e-filed California individual income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Spouse's/RDP's signature ▶ Gabrielle Cioffi-Kogod Date ▶ 9-Jan-14

Practitioner PIN Method Returns Only - continue below

Part III Certification and Authentication - Practitioner PIN Method Only

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. 139761233392
Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature for the 2013 California individual income tax return for the taxpayer(s) indicated above. I confirm that I am submitting this return in accordance with the requirements of the Practitioner PIN method and FTB Pub. 1345, 2013 e-file Handbook for Authorized e-File Providers.

ERO's signature ▶ PAUL S. BLEEG Date ▶

For Privacy Notice, get FTB 1131 ENG/SP. FTB 8879 C2 2013

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11-21-13

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Page: 7/17 Date: 9/30/2014 8:33:02 AM Print: unknown

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ARIZONA FORM AZ-8879 — **ARIZONA DEPARTMENT OF REVENUE** — **E-file Signature Authorization** — **2013**

Your First Name and Initial	Last Name	Enter your SSN(s).	Your Social Security No.
DENNIS L.	KOGOD		217 62 3700
If a joint return, Spouse's First Name and Initial	Last Name		Spouse's Social Security No.
GABRIELLE R.	CIOFFI - KOGOD		111 52 8358

PART I PURPOSE

- To certify the truthfulness, correctness, and completeness of the taxpayer's electronic income tax return.
- To authorize the Electronic Return Originator (ERO) to affirm that the taxpayer wishes to use the taxpayer's electronic signature to the taxpayer's federal individual income tax return as the taxpayer's signature to the taxpayer's electronic Arizona individual income tax return.

PART I - TAX RETURN INFORMATION

1 Arizona Adjusted Gross Income	1,404	00
2 Balance Of Tax	36	00
3 Arizona Income Tax Withheld		00

Check box 4 or box 5:

4 ☐ REFUND: Enter the amount of refund		00
5 ☒ AMOUNT YOU OWE: Enter the amount owed	37	00

PART II - FINANCIAL INSTITUTION INFORMATION -
Must be present when requesting direct debit or deposit.

☐ Foreign Account Deposit/Debit. See instructions below.

TYPE OF ACCOUNT ☐ Checking ☐ Savings — ROUTING NUMBER

ACCOUNT NUMBER

DIRECT DEBIT PRODUCT DATE — DIRECT DEBIT PAYMENT AMOUNT $

Box 4 Checkbox - Refund: You are due a refund based on the information provided on your tax return. Your refund amount will be deposited in the account listed in the Financial Institution Information Section (Part II).

Box 5 Checkbox - Amount You Owe: You owe taxes based on the information provided on your tax return. You have elected to direct debit for payment. The payment will be withdrawn from the account and on the date listed in the Financial Institution Information Section (Part II).

Foreign Account Deposit/Debit Checkbox: Check the 'Foreign Account Deposit/Debit' box if your deposit will be ultimately placed in or come from a foreign account. If you check this box, do not enter your account numbers. If this box is checked, we will not direct deposit or debit your account. If you are due a refund, we will send you a check instead. If you owe tax, *you must mail a check to the Arizona Department of Revenue, PO Box 52018, Phoenix, AZ 85072-2018.*

PART III DECLARATION AND SIGNATURE AUTHORIZATION *(Sign only after completing Part II)*

Under penalties of perjury, I declare that I have examined a paper copy of my electronic Arizona individual income tax return and accompanying schedules and statements for the year ending December 31, 2013, and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts of Arizona adjusted gross income, total tax, Arizona income tax withheld, and refund (or amount owed) listed above are the amounts shown on the paper copy of my electronic Arizona income tax return.

6a ☐ I consent that my refund be directly deposited as designated in the electronic portion of my 2013 Arizona individual income tax return. If I have filed a joint return, this is an irrevocable appointment of the other spouse as an agent to receive the refund.

6b ☒ I do not want direct deposit of my refund or I am not receiving a refund.

6c ☐ I authorize the Arizona Department of Revenue (DOR) and its designated Financial Agent to initiate an ACH electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of my Arizona taxes owed on this return. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment.

If I have filed a balance due return, I understand that if the DOR does not receive full and timely payment of my tax liability by April 15, 2014, I will remain liable for the tax liability and all applicable interest and penalties. When electronically filing my federal and state tax returns, I understand that if there is an error on my federal return, the electronic portion of my state return will also be rejected.

I consent to my Electronic Return Originator (ERO) or On-Line Service Provider (OLSP) sending my electronic Arizona individual income tax return and accompanying schedules and statements to DOR, and I consent to my ERO or OLSP sending such information to DOR through a transmitter. I consent to DOR sending my ERO, OLSP and/or transmitter an acknowledgment of receipt of transmission and an indication of whether or not the transmission of my return is accepted and, if the return is rejected, the reason(s) for the rejection. If the processing of my return or refund is delayed, I authorize DOR to disclose to my ERO, OLSP and/or transmitter the reason(s) for the delay, or when the refund was sent. If DOR contacts my ERO for a copy of my return, any attachments or schedules to my return, and/or this authorization form, I authorize my ERO to release copies of the requested documents to DOR.

I authorize EISNERAMPER LLP (Electronic Return Originator) to make the election that I want my electronic signature to my electronic federal individual income tax return to serve as my signature to my electronic Arizona individual income tax return for the year ending December 31, 2013. I understand that when my ERO makes the election that my electronic signature to my federal individual income tax return will serve as my signature to my Arizona individual income tax return, I will have signed my Arizona individual income tax return and declared under penalties of perjury that to the best of my knowledge and belief the return is true, correct and complete.

PLEASE SIGN HERE

▶ YOUR PEN AND INK SIGNATURE — DATE 9-29-14

▶ SPOUSE'S PEN AND INK SIGNATURE — DATE 9-25-14

Do not mail this form to the Arizona Department of Revenue. *The ERO must retain this document a minimum of four years.*

AZDR 10519 (13) 537951 12-27-13

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Arizona Form AZ-140V	Arizona Individual Income Tax Payment Voucher for Electronic Filing	EPV 2013

Your First Name and Middle Initial 1 DENNIS L.	Last Name KOGOD	Enter your SSN(s)	Your Social Security No. 217-62-3700
Your Spouse's First Name and Middle Initial 2 GABRIELLE R.	Last Name CIOFFI - KOGOD		Spouse's Social Security No. 111-52-8358
Current Home Address - number and street, rural route 3 9716 OAK PASS RD	Apt. No.		Daytime Phone (with area code) 84 949-285-8969
City, Town or Post Office 4 BEVERLY HILLS	State CA	ZIP Code 90210	REVENUE USE ONLY. DO NOT MARK IN THIS AREA. 86

Check the box if you are a first time Arizona income tax return filer. [X]

81 PM	80 RCVD

Enter the amount of payment enclosed ..... $ 37 00

To ensure proper application of this payment, be sure that you:

- Do not send cash.
- Make your check or money order payable to Arizona Department of Revenue.
- Write your SSN and "2013 Tax" on your payment.
- Attach your payment to this form in the upper left corner.
- Mail to Arizona Department of Revenue, PO Box 29085, Phoenix, AZ 85038-9085.

You can make this 140V payment by eCheck or credit card!
American Express ♦ Visa ♦ Discover Card ♦ MasterCard

www.aztaxes.gov
Click on "Make a Payment" and select "140V" as the Payment Type.

NOTE: To avoid interest and penalties you must pay the full amount of your tax by April 15, 2014. You will not receive an additional notice from the Arizona Department of Revenue unless an error exists with your return.

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DR 8453 (10/17/13)
COLORADO DEPARTMENT OF REVENUE
Denver, CO 80261-0005
www.TaxColorado.com

138453 11019

State of Colorado Individual Income Tax Declaration for Electronic Filing

Do not mail this form to the IRS or the Colorado Department of Revenue

Retain with your records

Submission ID

Taxpayer Last Name	Taxpayer First Name	Middle Initial	SSN
KOGOD	DENNIS	L	217-62-3700
Spouse Last Name (if Joint Return)	**Spouse First Name (if Joint Return)**	**Middle Initial**	**SSN**
CIOFFI - KOGOD	GABRIELLE	R	111-52-8358
Street Address			**Phone Number**
9716 OAK PASS RD			949-285-8969
City		**State**	**ZIP**
BEVERLY HILLS		CA	90210

Part I - Tax Return Information

1. Total income, line 22 from your federal form 1040, line 15 on form 1040A, or line 4 on form 1040EZ	1	7,746,799
2. Taxable income, line 43 on federal form 1040, line 27 on form 1040A, line 8 on form 1040EZ	2	7,711,736
3. Colorado Tax, line 19 on Colorado form 104	3	4,655
4. Colorado Tax Withheld, line 28 on Colorado form 104	4	
5. Refund, line 53 on Colorado form 104	5	43,845
6. Amount You Owe, line 58 on Colorado form 104	6	

Part II - Declaration of Taxpayer

Under penalties of perjury, I declare that the information I have provided for electronic filing and the amounts shown in Part I above agree with the amounts shown on my 2013 Federal/Colorado income tax returns, and that said tax returns, statements, schedules and attachments are true, correct, and complete to the best of my knowledge and belief. I understand that I (or my Electronic Return Originator (ERO) if applicable) may be required to provide paper copies of this declaration, my returns, withholding statements, schedules, and attachments upon request by the Colorado Department of Revenue at any time during the period covered by the Colorado statute of limitations.

Signature	Date (MM/DD/YY)	Spouse's Signature (if Joint Return Both Must Sign)	Date (MM/DD/YY)

Part III - Declaration of ERO/Preparer/Transmitter

If the transmitter did not prepare the tax return, check here [X]

If I am not the preparer, I declare only that the amounts shown in Part I above agree with the amounts shown on the taxpayer's 2013 Federal/Colorado income tax returns. If I am the preparer, under penalties of perjury I declare that I have reviewed the above taxpayer's 2013 Federal/Colorado income tax returns and that the information provided to me by the taxpayer and the amounts shown in Part I above agree with the amounts shown on said tax returns, and that said tax returns, statements, schedules, and attachments are true, correct, and complete to the best of my knowledge and belief. As preparer, I further declare that I have obtained the taxpayer's signature on this form at the time of filing and have provided the taxpayer with copies of all forms and information filed. I also agree to maintain this signed Form (DR 8453) for the period covered by the Colorado statute of limitations, and to provide paper copies of this declaration, said returns, withholding statements, schedules and attachments upon request by the Colorado Department of Revenue at any time during this period.

ERO's Signature		Preparer Identification Number or Your SSN
PAUL S. BLEEG		
Check if also preparer [X]	Date (MM/DD/YY)	P00823392

500571 10-03-13

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PLEASE DO NOT MAIL

ERO MUST RETAIN THIS FORM
DO NOT SUBMIT THIS FORM TO
GEORGIA DEPARTMENT OF REVENUE
UNLESS REQUESTED TO DO SO.

IRS DCN OR SUBMISSION ID

GA-8453
2013

GEORGIA INDIVIDUAL INCOME TAX DECLARATION FOR ELECTRONIC FILING
SUMMARY OF AGREEMENT BETWEEN TAXPAYER AND ERO OR PAID PREPARER

First Name and Initial	Last Name	Social Security Number
DENNIS L.	KOGOD	217-62-3700
If Joint Return, Spouse's First Name and Initial	Spouse's Last Name	Spouse's Social Security Number
GABRIELLE R.	CIOFFI - KOGOD	111-52-8358
Home address (number and street)	Apt Number	Daytime Telephone Number
9715 OAK PASS RD		949-265-8969
City, Town or Post Office, State and ZIP Code		
BEVERLY HILLS, CA 90210		

PART I — TAX RETURN INFORMATION

1. Federal Adjusted Gross Income (Form 500, Line 6; Form 500EZ, Line 1)	1.	7,746,799
2. Georgia Taxable Income (Form 500, Line 15; Form 500EZ, Line 3)	2.	16,620
3. Net Georgia Tax (Form 500, Line 18; Form 500EZ, Line 4)	3.	739
4. Refund (Form 500, Line 36; Form 500EZ, Line 20)	4.	46
5. Balance Due (Form 500, Line 35; Form 500EZ, Line 19)	5.	

PART II — DECLARATION OF TAXPAYER(S)

Under penalties of perjury, I declare that the information I have provided to my Electronic Return Originator (ERO) and/or Online Service Provider and/or transmitter and the amounts shown in Part I agree with the amounts shown on the corresponding lines of the electronic portion of my 2013 Georgia Income Tax Return. I declare that I have examined my tax return, including accompanying schedules and statements, and to the best of my knowledge and belief, my returns are, correct and complete. I consent that the electronic portion of my return may be sent by my ERO/Online Service Provider/transmitter.

SIGN HERE ▶ TAXPAYER'S SIGNATURE 9-30-14 Date ▶ SPOUSE'S SIGNATURE (If joint return, both must sign) 9-30-14 Date

PRINT NAME EMAIL ADDRESS

PART III — DECLARATION OF ELECTRONIC RETURNS ORIGINATOR AND PAID PREPARER

I DECLARE THAT I HAVE REVIEWED THE ABOVE TAXPAYER'S RETURN AND THAT THE ENTRIES ON THE GA-8453 ARE COMPLETE AND CORRECT TO THE BEST OF MY KNOWLEDGE.

ERO's Use Only

ERO's Signature PAUL S. BLEEG Date
Firm's Name EISNERAMPER LLP Check if also paid preparer [X]
Address ONE MARKET, LANDMARK, SUITE 620 FEIN/PTIN 13-1639826
SAN FRANCISCO, CA 94105-1522 SSN/TIN P00823392

IF PREPARED BY ANY PERSON OTHER THAN THE TAXPAYER, THIS DECLARATION IS BASED ON ALL INFORMATION OF WHICH THE TAXPAYER HAS ANY KNOWLEDGE.

Paid Preparer's Use Only

Paid Preparer's Signature Date
Firm's Name FEIN/TIN
Address SSN/TIN

GA-8453 (REV 8/13)

KEEP A COPY WITH YOUR RECORDS

10350929 758832 P4875 2013.04030 KOGOD, DENNIS P4875__1

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1019

STATE OF SOUTH CAROLINA
DEPARTMENT OF REVENUE
INDIVIDUAL INCOME TAX
DECLARATION FOR ELECTRONIC FILING

SC8453
(Rev. 7/23/10)
3299

DO NOT MAIL KEEP FOR YOUR RECORDS

Please print or type.

Your first name and initial: DENNIS L.	Last name: KOGOD	Your social security number: 217 62 3700
If joint return, spouse's first name and initial: GABRIELLE R.	Last name, if different: CIOFFI - KOGOD	Spouse's social security number: 111 52 8358
Home address (number and street, apt. number or RR): 9716 OAK PASS RD	Daytime telephone #: 949-285-8969	Tax Year: 2013
City, town or post office, state and ZIP code: BEVERLY HILLS CA 90210		

Part I Tax Return Information (Whole dollars only)

1. Federal taxable income (SC1040, line 1)	1	7,711,736 00
2. Net SC tax (SC1040, line 15)	2	265 00
3. Use Tax	3	0 00
4. Total Tax	4	265 00
5. SC Income Tax Withheld (SC1040, lines 18 & 20)	5	765 00
6. Tuition Tax Credit (SC1040, line 21)	6	0 00
7. Refund (SC1040, line 30)	7	500 00
8. Amount you owe (SC1040, line 34)	8	0 00

Part II Direct Deposit of Refund or EFW Payment of Tax Due (Optional - See instructions.)

STAPLE COPIES OF STATE W-2(s) and 1099(s) HERE

9. Routing transit number (RTN): 1 0 2 0 0 0 0 7 6 — The first two numbers of the RTN must be 01 through 12 or 21 through 32.

10. Bank account number (BAN): 6 8 6 0 6 3 5 3 9 7

11. Type of account: [X] Checking [ ] Savings

12. Withdrawal Date _____ Withdrawal Amount $ _____

Part III Declaration of Taxpayer (Sign only after Part II is completed.)

13. [X] a. I consent that my refund be directly deposited as designated in Part II, and declare that the information shown on lines 1 through 8 is correct. If I have filed a joint return, this is an irrevocable appointment of the other spouse as an agent to receive the refund.

[ ] b. I authorize (1) the South Carolina Department of Revenue and its designated financial agents to initiate an Electronic Funds Withdrawal (payment) entry to my financial institution account designated in Part II for payment of my South Carolina taxes owed, and (2) my financial institution to debit the entry to my account. I also authorize the financial institution involved in the processing of my electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to my payment. Under the terms of this authorization, I can revoke this authorization by notifying the South Carolina Department of Revenue as late than two business days prior to the withdrawal (settlement) date by calling 803-896-1715.

If I have filed a balance due return, I understand that if the SC Department of Revenue does not receive full and timely payment of my tax liability, I will remain liable for the tax liability and all applicable interest and penalties.

I declare that I have compared the information (including direct deposit or EFW data) on my return with the information I have provided to my electronic return originator (ERO) and the amounts agree with the amounts on my SC tax return. To the best of my knowledge, my return is true and complete. I consent that my return and accompanying schedules and statements be sent to the Internal Revenue Service (IRS) by my ERO, and subsequently by the IRS to the SC Department of Revenue. Do not submit this form to the SC Department of Revenue. Hold with your records.

Sign Here

Your signature	Date	Spouse's signature (If joint, BOTH must sign)	Date
[signature]	9-30-14	Gabrielle Cioffi-Kogod	9-30-14

Part IV Declaration of Electronic Return Originator (ERO) and Paid Preparer (See instructions.)

I declare that I have received the above taxpayer's return and the entries on this form are complete and correct to the best of my knowledge. I have obtained the taxpayer's signature on this form before submitting this return to the SC Department of Revenue. I have provided the taxpayer with a copy of all forms and information to be filed with the IRS and the SC Department of Revenue, and have followed all other requirements described in the IRS Pub. 1345 Authorized IRS e-file Providers of Individual Income Tax Returns, and requirements specified by the SC Department of Revenue. If I am the preparer, I declare that I have examined the above taxpayer's return and accompanying schedules and statements, and to the best of my knowledge, they are true and complete. This declaration is based on all information of which I have knowledge. I understand I do not mail this form. I am required to keep this form and the supporting documents for three (3) years.

ERO's Use Only

ERO signature: PAUL S. BLEEG	Date	Check if also paid preparer [X]	Check if self-employed [ ]	PTIN: P00823392
Firm name (if you're self-employed) and address: BISNERAMPER LLP, ONE MARKET, LANDMARK SAN FRANCISCO, CA			FEIN: 13-1639826	ZIP code: 94105-1522

Paid Preparer's Use Only

Preparer signature	Date	Check if self-employed [ ]	PTIN
Firm name (if you're self-employed) and address		FEIN	ZIP code

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VA-8879
Virginia Department of Taxation

Virginia Individual Income Tax e-File Signature Authorization

Tax Year 2013

DO NOT MAIL TO THE VIRGINIA DEPARTMENT OF TAXATION
KEEP IT WITH YOUR RECORDS

IRS Submission Identification Number (SID)

Your Name	B Your Social Security #
DENNIS L. KOGOD	217-62-3700
Spouse's Name	A Spouse's Social Security #
GABRIELLE R. CIOFFI - KOGOD	111-52-8358

Part I Tax Return Information	A Spouse	B Yourself
1. Federal Adjusted Gross Income (Form 760CG, line 1; 760PY, line 1, columns A & B; Form 763, line 1)		7,746,799.
2. Virginia Adjusted Gross Income (Form 760CG, line 9; 760PY, line 10, columns A & B; Form 763, line 9)		7,745,855.
3. Taxable Income (Form 760CG, line 14; 760PY, line 17, columns A & B; Form 763, line 16)		
4. Virginia Income Tax (Form 760CG, line 17; 760PY, line 18, columns A & B; Form 763, line 19)		
5. Withholding (Form 760CG, line 18a and b; 760PY, lines 20a & 20b; Form 763, lines 20a & 20b)		119.
6. Amount you Owe (Form 760CG; Form 760PY, line 32; Form 763, line 32)		
7. Refund (Form 760CG; 760PY, line 33; Form 763, line 33)		119.

Part II Declaration of Taxpayer and Signature Authorization

Under penalties of perjury, I declare that I have examined a copy of my individual income tax return and accompanying schedules and statements for the year ending December 31, 2013, and to the best of my knowledge and belief, it is true, correct and complete. I further declare that the information I provided to my Electronic Return Originator (ERO), Transmitter, or Intermediate Service Provider (including my name, address and social security number or individual tax identification number) and the amount shown in Part I above agree with the information and amounts shown on the corresponding lines of my electronic income tax return. If I am filing a balance due return, I understand that if the Virginia Department of Taxation (The Department) does not receive full and timely payment of my tax liability, I remain liable for the tax liability and all applicable interest and penalties. I authorize any ERO, Transmitter or Intermediate Service Provider to transmit my complete return to the Department. I have selected a personal identification number (PIN) as my signature for my electronic income tax return and, if applicable, the direct deposit of my refund or direct debit of my tax due. In choosing either direct deposit or direct debit, I certify that the transaction does not directly involve a financial institution outside of the territorial jurisdiction of the United States at any point in the process. Taxpayers may sign the form using a rubber stamp, mechanical device, such as a signature pen, or computer software program.

Taxpayer's PIN: check one box only

[X] I authorize the ERO named below to enter my PIN 04875 as my signature on my 2013 e-filed Virginia individual income tax return.
Do not enter all zeros

EISNERAMPER LLP
ERO Firm Name

[ ] I will enter my PIN as my signature on my 2013 e-filed Virginia individual income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Your signature ▶ _____ Date ▶ _____

Spouse's PIN: check one box only

[X] I authorize the ERO named below to enter my PIN 04876 as my signature on my 2013 e-filed Virginia individual income tax return.
Do not enter all zeros

EISNERAMPER LLP
ERO Firm Name

[ ] I will enter my PIN as my signature on my 2013 e-filed Virginia individual income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Spouse's signature ▶ _____ Date ▶ _____

Part III Certification and Authentication - Practitioner PIN Method Only

ERO's EFIN/PIN: Enter your six-digit EFIN followed by your five digit self-selected PIN. 139761233992
Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature for the 2013 Virginia individual income tax return for the taxpayer(s) indicated above. I confirm that I am submitting this return in accordance with the requirements of the Practitioner PIN method and Virginia's publication Handbook for Electronic Filers of Individual Income Tax Returns (Tax Year 2013.) EROs may sign the form using a rubber stamp, mechanical device, such as a signature pen, or computer software program.

ERO's signature ▶ PAUL S. BLEEG Date ▶ _____

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IDENTIF
PROPOS
CASE NO

EXHIBIT
122
D-13-487442

Form **8879**

Department of the Treasury
Internal Revenue Service

IRS e-file Signature Authorization

▶ Do not send to the IRS. This is not a tax return.
▶ Keep this form for your records.
▶ Information about Form 8879 and its instructions is at www.irs.gov/form8879.

OMB No. 1545-0074

2014

Submission Identification Number (SID) ▶

Taxpayer's name	Social security number
DENNIS L. KOGOD	217|62|3700
Spouse's name	**Spouse's social security number**
GABRIELLE R. CIOFFI - KOGOD	111|52|8358

Part I Tax Return Information - Tax Year Ending December 31, 2014 (Whole Dollars Only)

1	Adjusted gross income (Form 1040, line 38; Form 1040A, line 22; Form 1040EZ, line 4)	1	14,976,489.
2	Total tax (Form 1040, line 63; Form 1040A, line 39; Form 1040EZ, line 12)	2	5,905,837.
3	Federal income tax withheld (Form 1040, line 64; Form 1040A, line 40; Form 1040EZ, line 7)	3	5,629,791.
4	Refund (Form 1040, line 78a; Form 1040A, line 48a; Form 1040EZ, line 13a; Form 1040-SS, Part I, line 13c)	4	58,954.
5	Amount you owe (Form 1040, line 78; Form 1040A, line 50; Form 1040EZ, line 14)	5	

Part II Taxpayer Declaration and Signature Authorization (Be sure you get and keep a copy of your return)

[redacted]

Taxpayer's PIN: check one box only

[X] I authorize EISNERAMPER LLP (ERO firm name) to enter or generate my PIN 0 4 8 7 5 (Enter five digits, but do not enter all zeros) as my signature on my tax year 2014 electronically filed income tax return.

[ ] I will enter my PIN as my signature on my tax year 2014 electronically filed income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Your signature ▶ _____ Date ▶ _____

Spouse's PIN: check one box only

[X] I authorize EISNERAMPER LLP (ERO firm name) to enter or generate my PIN 0 4 8 7 6 (Enter five digits, but do not enter all zeros) as my signature on my tax year 2014 electronically filed income tax return.

[ ] I will enter my PIN as my signature on my tax year 2014 electronically filed income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Spouse's signature ▶ Gabrielle Cioffi-Kogod Date ▶ 10/12/15

Practitioner PIN Method Returns Only - continue below

Part III Certification and Authentication - Practitioner PIN Method Only

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five digit self-selected PIN. 1 3 9 7 6 1 2 3 3 9 2 (Do not enter all zeros)

I certify that the above numeric entry is my PIN, which is my signature for the tax year 2014 electronically filed income tax return for the taxpayer(s) indicated above. I confirm that I am submitting this return in accordance with the requirements of the Practitioner PIN method and Publication 1345, Handbook for Authorized IRS e-file Providers of Individual Income Tax Returns.

ERO's signature ▶ PAUL S. BLEEG Date ▶ 10/13

ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

LHA For Paperwork Reduction Act Notice, see your tax return instructions. Form 8879 (2014)

14361008 758832 P4875 2014.04030 KOGOD, DENNIS P4875__1

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022 DO NOT MAIL THIS FORM TO THE FTB

TAXABLE YEAR 2014

California e-file Signature Authorization for Individuals

FORM 8879

Your name	Your SSN or ITIN
DENNIS L. KOGOD	217-62-3700
Spouse's/RDP's name	**Spouse's/RDP's SSN or ITIN**
GABRIELLE R. CIOFFI - KOGOD	111-52-8358

Part I Tax Return Information (whole dollars only)

1 California Adjusted Gross Income (Form 540, line 17; Form 540 2EZ, line 16; Long Form 540NR, line 32; or Short Form 540NR, line 32) ..... 1 14,917,695.

2 Amount You Owe (Form 540, line 111; Form 540 2EZ, line 27; Long Form 540NR, line 121; or Short Form 540NR, line 121) ..... 2 0.

3 Refund or No Amount Due (Form 540, line 119; Form 540 2EZ, line 29; Long Form 540NR, line 125; or Short Form 540NR, line 125) ..... 3 16,171.

[redacted]

Taxpayer's PIN: check one box only

[X] I authorize EISNERAMPER LLP (ERO firm name) to enter my PIN 04875 (Do not enter all zeros) as my signature on my 2014 e-filed California individual income tax return.

[ ] I will enter my PIN as my signature on my 2014 e-filed California individual income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Your signature ▶ _____ Date ▶ _____

Spouse's/RDP's PIN: check one box only

[X] I authorize EISNERAMPER LLP (ERO firm name) to enter my PIN 04876 (Do not enter all zeros) as my signature on my 2014 e-filed California individual income tax return.

[ ] I will enter my PIN as my signature on my 2014 e-filed California individual income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Spouse's/RDP's signature ▶ Gabrielle Cioffi Kogod Date ▶ 10/12/15

Practitioner PIN Method Returns Only - continue below

Part III Certification and Authentication - Practitioner PIN Method Only

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. 13976123392 (Do not enter all zeros)

I certify that the above numeric entry is my PIN, which is my signature for the 2014 California individual income tax return for the taxpayer(s) indicated above. I confirm that I am submitting this return in accordance with the requirements of the Practitioner PIN method and FTB Pub. 1345, 2014 e-file Handbook for Authorized e-file Providers.

ERO's signature ▶ PAUL S. BLEEG Date ▶ 10/13

For Privacy Notice, get FTB 1131 ENG/SP. FTB 8879 C2 2014

Form **8879**
Department of the Treasury
Internal Revenue Service

IRS e-file Signature Authorization

▶ Do not send to the IRS. This is not a tax return.
▶ Keep this form for your records.
▶ Information about Form 8879 and its instructions is at www.irs.gov/form8879

OMB No. 1545-0074

2014

Submission Identification Number (SID) ▶

Taxpayer's name	Social security number
DENNIS L. KOGOD	217 62 3700
Spouse's name	**Spouse's social security number**
GABRIELLE R. CIOFFI - KOGOD	111 52 8358

Part I Tax Return Information - Tax Year Ending December 31, 2014 (Whole Dollars Only)

1 Adjusted gross income (Form 1040, line 38; Form 1040A, line 22; Form 1040EZ, line 4)	1	34,976,489.
2 Total tax (Form 1040, line 63; Form 1040A, line 39; Form 1040EZ, line 10)	2	5,905,837.
3 Federal income tax withheld (Form 1040, line 64; Form 1040A, line 40; Form 1040EZ, line 7)	3	5,629,791.
4 Refund (Form 1040, line 76a; Form 1040A, line 46a; Form 1040EZ, line 13a; Form 1040SS, Part I, line 13a)	4	58,954.
5 Amount you owe (Form 1040, line 78; Form 1040A, line 50; Form 1040EZ, line 14)	5	

Part II Taxpayer Declaration and Signature Authorization (Be sure you get and keep a copy of your return)

Under penalties of perjury, I declare that I have examined a copy of my electronic individual income tax return and accompanying schedules and statements for the tax year ending December 31, 2014, and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the amounts in Part I above are the amounts from my electronic income tax return. I consent to allow my intermediate service provider, transmitter, or electronic return originator (ERO) to send my return to the IRS and to receive from the IRS (a) an acknowledgement of receipt or reason for rejection of the transmission, (b) the reason for any delay in processing the return or refund, and (c) the date of any refund. If applicable, I authorize the U.S. Treasury and its designated Financial Agent to initiate an ACH electronic funds withdrawal (direct debit) entry to the financial institution account indicated in the tax preparation software for payment of my federal taxes owed on this return and/or a payment of estimated tax, and the financial institution to debit the entry to this account. This authorization is to remain in full force and effect until I notify the U.S. Treasury Financial Agent to terminate the authorization. To revoke (cancel) a payment, I must contact the U.S. Treasury Financial Agent at 1-888-353-4537. Payment cancellation requests must be received no later than 2 business days prior to the payment (settlement) date. I also authorize the financial institutions involved in the processing of the electronic payment of taxes to receive confidential information necessary to answer inquiries and resolve issues related to the payment. I further acknowledge that the personal identification number (PIN) below is my signature for my electronic income tax return and, if applicable, my Electronic Funds Withdrawal Consent.

Taxpayer's PIN: check one box only

☒ I authorize EISNERAMPER LLP to enter or generate my PIN 0 4 8 7 5
ERO firm name — Enter five digits, but do not enter all zeros
as my signature on my tax year 2014 electronically filed income tax return.

☐ I will enter my PIN as my signature on my tax year 2014 electronically filed income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Your signature ▶ _____ Date ▶ 10/13/15

Spouse's PIN: check one box only

☒ I authorize EISNERAMPER LLP to enter or generate my PIN 0 4 8 9 6
ERO firm name — Enter five digits, but do not enter all zeros
as my signature on my tax year 2014 electronically filed income tax return.

☐ I will enter my PIN as my signature on my tax year 2014 electronically filed income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Spouse's signature ▶ _____ Date ▶ _____

Practitioner PIN Method Returns Only - continue below

Part III Certification and Authentication - Practitioner PIN Method Only

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. 7 3 9 7 6 1 2 3 3 9 2
Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature for the tax year 2014 electronically filed income tax return for the taxpayer(s) indicated above. I confirm that I am submitting this return in accordance with the requirements of the Practitioner PIN method and Publication 1345, Handbook for Authorized IRS e-file Providers of Individual Income Tax Returns.

ERO's signature ▶ PAUL S. BLEEG Date ▶ 10/9/15

ERO Must Retain This Form - See Instructions
Do Not Submit This Form to the IRS Unless Requested To Do So

LHA For Paperwork Reduction Act Notice, see your tax return instructions. Form 8879 (2014)

DLK016780

FTB DO NOT MAIL THIS FORM TO THE FTB

TAXABLE YEAR: **2014** **California e-file Signature Authorization for Individuals** FORM **8879**

Your name	Your SSN or ITIN
DENNIS L. KOGOD	217-62-3700
Spouse's/RDP's name	**Spouse's/RDP's SSN or ITIN**
GABRIELLE R. CTOFFI - KOGOD	111-52-8358

Part I Tax Return Information (whole dollars only)

1	California Adjusted Gross Income (Form 540, line 17; Form 540 2EZ, line 16; Long Form 540NR, line 32; or Short Form 540NR, line 32)	1 14,917,695.
2	Amount You Owe (Form 540, line 111; Form 540 2EZ, line 27; Long Form 540NR, line 121; or Short Form 540NR, line 121)	2 0.
3	Refund or No Amount Due (Form 540, line 116; Form 540 2EZ, line 28; Long Form 540NR, line 125; or Short Form 540NR, line 125)	3 16,171.

Part II Taxpayer Declaration and Signature Authorization (be sure you obtain and keep a copy of your return)

Under penalties of perjury, I declare that I have examined a copy of my individual income tax return and accompanying schedules and statements for the tax year ending December 31, 2014, and to the best of my knowledge and belief, it is true, correct, and complete. I further declare that the information I provided to my electronic return originator (ERO), transmitter, or intermediate service provider (including my name, address, and social security number or individual tax identification number) and the amounts shown in Part I above agree with the information and amounts shown on the corresponding lines of my electronic income tax return. If applicable, I authorize an electronic funds withdrawal of the amount on line 2 and/or the estimated tax payment as shown on my return and to Form FTB 8453-OL, California e-file Payment Record for Individuals, or a comparable form, if applicable. I declare that direct deposit refund amount on line 3 agrees with the direct deposit authorization stated on my return. If I have filed a joint return, this is an irrevocable appointment of the other spouse/RDP as an agent to authorize an electronic funds withdrawal or direct deposit. I authorize my ERO, transmitter, or intermediate service provider to transmit my complete return to the Franchise Tax Board (FTB). If the processing of my return or refund is delayed, I authorize the FTB to disclose to my ERO, intermediate service provider, and/or transmitter the reason(s) for the delay or the date when the refund was sent. If I am filing a balance due return, I understand that if the FTB does not receive full and timely payment of my tax liability, I remain liable for the tax liability and all applicable interest and penalties. I acknowledge that I have read and consent to the Electronic Funds Withdrawal Consent included on the copy of my electronic income tax return. I have selected a personal identification number (PIN) as my signature for my electronic income tax return and, if applicable, my Electronic Funds Withdrawal Consent.

Taxpayer's PIN: check one box only

[X] I authorize EISNERAMPER LLP to enter my PIN 04875
ERO firm name — Do not enter all zeros

as my signature on my 2014 e-filed California individual income tax return.

[ ] I will enter my PIN as my signature on my 2014 e-filed California individual income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Your signature ▶ _____ Date ▶ 10/7/15

Spouse's/RDP's PIN: check one box only

[X] I authorize EISNERAMPER LLP to enter my PIN 04876
ERO firm name — Do not enter all zeros

as my signature on my 2014 e-filed California individual income tax return.

[ ] I will enter my PIN as my signature on my 2014 e-filed California individual income tax return. Check this box only if you are entering your own PIN and your return is filed using the Practitioner PIN method. The ERO must complete Part III below.

Spouse's/RDP's signature ▶ _____ Date ▶ _____

Practitioner PIN Method Returns Only - continue below

Part III Certification and Authentication - Practitioner PIN Method Only

ERO's EFIN/PIN. Enter your six-digit EFIN followed by your five-digit self-selected PIN. 139761233 92
Do not enter all zeros

I certify that the above numeric entry is my PIN, which is my signature for the 2014 California individual income tax return for the taxpayer(s) indicated above. I confirm that I am submitting this return in accordance with the requirements of the Practitioner PIN method and FTB Pub. 1345, 2014 e-file Handbook for Authorized e-file Providers.

ERO's signature ▶ PAUL S. BLEEG Date ▶ 10/8/15

For Privacy Notice, get FTB 1131 ENG/SP. FTB 8879 C2 2014

43631
11-06-14

DLK016781

D. Kogod Equity Analysis

	Grant Date	Strike Price	Shares Exercisable	Shares Unvested	Vesting Dates
SSAR	4/13/2011	$ 43.35	250,000		
SSAR	12/18/2012	$ 55.34	56,250	56,250	4/1/2016
SSAR	3/19/2013	$ 58.94		220,000	50% 3/19/16 and 3/19/17
SSAR	4/24/2014	$ 69.38		115,246	50% 4/24/17 and 4/24/18

	Grant Date			Vesting Dates
RSU	12/18/2012	12	36,466	5/15/2016
PSU	4/24/2014		8,975	50% 5/15/17 and 5/16/18

[redacted]

DLK016758

Kogod Kogod
Las IV

PROPOSED DISTRIBUTION OF COMMUNITY PROPERTY WORKSHEET (SUBJECT TO UPDATE) - AS OF FEBRUARY 16, 2016

Ref	Asset Description	Valuation Date	Gross Value	Debt	Net Value	Community		Separate	
						Dennis	Gabrielle	Dennis	Gabrielle
	Cash / Stocks / Bonds								
1	Gaby Kogod - Bank of America Checking x0129	12/31/2015	88,330.56	-	88,330.56		88,330.56		
2	Dennis and Gaby Kogod - Bank of America Checking x6446	12/31/2015	111,216.54	-	111,216.54	55,608.27	55,608.27		
3	Dennis Kogod - Wells Fargo Checking x5397	1/31/2016	16,267.79	-	16,267.79	8,133.90	8,133.90		
4	Dennis Kogod - Wells Fargo Savings x6253	1/31/2016	1,637.43	-	1,637.43	818.72	818.72		
5	Dennis Kogod - Wells Fargo Checking x8870	2/5/2016	428.55	-	428.55	214.28	214.28		
6	Blocked account for the sale of the yacht (See Footnote 1)		-	-	-	-	-		
7	System 8 Fight Club, LLC - Chase x5665	10/30/2015	201.26	-	201.26	100.63	100.63		
8	System 8 Fight Club, LLC - Chase x5060	10/30/2015	50.23	-	50.23	25.12	25.12		
9	Beneficially owned common stock (120,816 Units at $64.10 /share)		7,744,000,000.00						
10	SSARS (391,496 Units currently unvested, subject to strike price, taxes and time rule allocation								
12	RSU (86,466 Units currently unvested subject to taxes and time rule allocation)								
12	PSU (8,575 units currently unvested, subject to taxes and time rule allocation)								
13	Anticipated Cash Bonus in equally received in April, 2016 and April, 2017 (DLN 16760)		4,900,000.00						
14	Any other anticipated cash bonus to be received in April, 2017 based upon community services								
	Investment Accounts								
15	UBS Financial Services Inc. x43 GM	1/31/2016	5,791,228.94	-	5,791,228.94	2,895,614.47	2,895,614.47		
16	UBS Financial Services Inc. x34 GM	1/31/2016	2,226,101.17	-	2,226,101.17	1,113,050.59	1,113,050.59		
17	UBS Financial Services Inc. x27 GM	1/31/2016	-	(411,873.62)	(411,873.62)	(205,936.81)	(205,936.81)		
18	UBS Financial Services Inc. x99 GM	1/31/2016	2,063,207.48	-	2,063,207.48	1,031,603.74	1,031,603.74		
19	UBS Financial Services Inc. x45 GM	1/31/2016	9,069,368.25	-	9,069,368.25	4,534,684.13	4,534,684.13		
20	UBS Financial Services Inc. x46 GM	1/31/2016	113,295.88	-	113,295.88	56,647.94	56,647.94		
21	UBS Financial Services Inc. x75 GM	1/31/2016	95,041.59	-	95,041.59	47,520.80	47,520.80		
22	Gaby Kogod - UBS Financial Services Inc. FN 20329 GM	12/31/2015	1,232,033.68	-	1,232,033.68				1,232,033.68
23	Gaby Kogod - Merrill Lynch CMA Account x7GS-10687	12/31/2015	501,903.52	-	501,903.52	250,951.76	250,951.76		
24	Gaby Kogod - Merrill Lynch Investment x7GS-11040	12/31/2015	166,132.95	-	166,132.95	83,066.48	83,066.48		
25	Gaby and Dennis Kogod - Merrill Lynch Investment x7GS-1	12/31/2015	0.20	-	0.20	0.10	0.10		
26	Gaby and Dennis Kogod - Merrill Lynch CMA for Trust-Sub	12/31/2015	282,025.31	-	282,025.31	141,012.66	141,012.66		
	Retirement and Health Savings Accounts								
27	Dennis Kogod - Davita Retirement Savings Voya	12/31/2015	371,444.52	-	371,444.52	185,722.26	185,722.26		
28	Dennis Kogod - DaVita Mutlan TBG Retirement Savings	1/31/2016	307,576.08	-	307,576.08	153,788.04	153,788.04		
29	Gaby Kogod - Fidelity Dignity Health 401(a) and 403(b)	12/31/2015	66,007.11	-	66,007.11	33,003.56	33,003.56		
30	Dennis Kogod - Chase Cigna Fund Health Savings x1626	11/1/2015	1,127.55	-	1,127.55	563.78	563.78		
31	Teleflex Pension (See Footnote 2)	5/29/2015	-	-	-	-	-		
	Business Interests and Investments								
32	12 Mile, LLC Investment (See Footnote 3)	9/14/2015	-	-	-	-			
33	Thomasina, LLC Investment (Production Project) (See Foo	5/29/2015	100,000.00	-	100,000.00	100,000.00			
34	Pray for Ukraine "Winter on Fire" Investment (Production	10/16/2014	81,000.00	-	81,000.00	81,000.00			
35	Investments with New Enterprises Associates (See Footno	6/30/2015	979,388.00	-	979,388.00	979,388.00			
36	Investment with Radiology Partners (See Footnote 7)	7/31/2015	655,500.00	-	655,500.00	655,500.00			
37	Investment with ICAM (See Footnote 8)	12/7/2015	150,000.00	-	150,000.00	150,000.00			
	Receivables								
38	Promissory Note - Mitchell Kogod	3/6/2013	178,000.00	-	178,000.00	178,000.00			
39	Promissory Note - Sheldon Kogod (See Footnote 9)	5/22/2015	25,000.00	-	25,000.00	25,000.00			
40	Personal Loan - Bernie Kogod	5/29/2015	25,000.00	-	25,000.00	25,000.00			
41	Personal Loan - Kim Mathews	12/13/2013	25,000.00	-	25,000.00	25,000.00			

MARK
(DENT
PROPO
CASE N
PENDAD 909-931-9999
PLAINTIFF'S EXHIBIT

Kogo' 'god
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PROPOSED DISTRIBUTION OF COMMUNITY PROPERTY WORKSHEET (SUBJECT TO UPDATE) - AS OF FEBRUARY 16, 2016

Ref	Asset Description	Valuation Date	Gross Value	Debt	Net Value	Community		Separate	
						Dennis	Gabrielle	Dennis	Gabrielle
	Real-Estate								
42	28 Via Mira Monte, Henderson, NV 89011 (See Footnote 1	Estimate	1,400,000.00	(829,498.38)	570,501.62		570,501.62		
43	521 South San Vincente Blvd. #707 Los Angeles, CA 90048	1/30/2016	680,000.00	-	680,000.00	680,000.00			
44	9718 Oak Pass Road, Beverly Hills, CA 90210	1/30/2016	6,400,000.00	-	6,400,000.00	6,400,000.00			
45	434 South Canon Drive, Unit 408, Beverly Hills, CA 90212	1/30/2016	700,000.00	-	700,000.00	700,000.00			
46	21 Augusta Canyon Way, Las Vegas NV 89141	Purchase Price	2,375,000.00	-	2,375,000.00				2,375,000.00
47	10776 Wilshire Boulevard #604 Los Angeles, CA 90024	Purchase Price	3,615,061.76	-	3,615,061.76			3,615,061.76	
48	Addition to 10776 Wilshire Boulevard (See Footnote 11)	Purchase Price	332,215.89	-	332,215.89	332,215.89			
	Autos and Recreational Vehicles								
49	2015 Ferrari (See Footnote 12)	2/27/2015	376,861.18	-	376,861.18	376,861.18			
50	2015 Bentley	2/27/2015	255,000.00	-	255,000.00	255,000.00			
51	2015 Bentley - Nadya's vehicle	2/27/2015	205,000.00	-	205,000.00	205,000.00			
	Other Assets								
52	Miscellaneous (Golf cart, personal property, jewelry/watches, etc.)	Unknown	-	-	-				
53	Furniture (H)	Unknown	-	-	-				
54	Furniture (W)	Unknown	-	-	-				
55	Credit card reward points (See Footnote 13)	Unknown	-	-	-				
	Life Insurance								
56	Principal (Whole, Nadine and Kids)	5/29/2015	31,642.00	-	31,642.00	31,642.00			
57	AIG (Term, Nadine and Kids) (See Footnote 14)	5/29/2015	-	-	-				
58	DeVos (Whole, Gaby) (See Footnote 15)	5/29/2015	-	-	-				
	Liabilities								
59	Dennis Kogod - American Express Centurion x0-83005	1/15/2016	-	(13,433.49)	(13,433.49)	(13,433.49)			
60	Dennis Kogod - American Express Optima x5-729009	1/18/2016	-	(15,683.85)	(15,683.85)	(15,683.85)			
61	Dennis Kogod - American Express Platinum x8-89008/x8-8	1/25/2016	-	(89.99)	(89.99)	(89.99)			
62	Dennis Kogod - Visa Black Card x1588	2/8/2016	-	(19,035.90)	(19,035.90)	(19,035.90)			
63	Dennis Kogod - Wells Fargo Visa x4727 (See Footnote 16)	4/14/2014	-	(250.19)	(250.19)	(250.19)			
64	Dennis Kogod - Wells Fargo Visa x1092	1/15/2016	-	(15,008.88)	(15,008.88)	(15,008.88)			
65	Gaby Kogod - Banana Republic x4713	1/4/2016	-	(1,075.04)	(1,075.04)		(1,075.04)		
66	Gaby Kogod - Discover x4205	12/11/2015	-	(2,957.57)	(2,957.57)		(2,957.57)		
67	Gaby Kogod - Kohl's x2557	12/7/2015	-	7.57	7.57		7.57		
68	Gaby Kogod - Loft x5849	11/29/2015	-	(171.29)	(171.29)		(171.29)		
69	Gaby Kogod - American Express x9677	12/12/2015	-	(458.76)	(458.76)		(458.76)		
70	Gaby Kogod - Nordstrom x992	12/15/2015	-	(78.58)	(78.58)		(78.58)		
71	Gaby Kogod - Neiman Marcus x2806	1/29/2015	-	(272.85)	(272.85)		(272.85)		
72	Gaby Kogod - TJX Rewards x6951	1/1/2016	-	(79.58)	(79.58)		(79.58)		
73	Gaby Kogod - Saks Fifth Avenue x688	7/10/2015	-	(288.56)	(288.56)		(288.56)		
	PRE-EQUALIZATION VALUE		$ 7,789,994,395.42	$ (1,810,248.31)	$ 39,784,047.11	$ 21,522,299.74	$ 10,951,321.98		
	EQUALIZATION NOTE					$ (5,286,489.18)	$ 5,286,489.18		
	TOTAL AFTER EQUALIZATION					$ 16,236,810.56	$ 16,236,810.56		

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PROPOSED DISTRIBUTION OF COMMUNITY PROPERTY WORKSHEET (SUBJECT TO UPDATE) - AS OF FEBRUARY 18, 2016

Ref	Asset Description	Valuation Date	Gross Value	Debt	Net Value	Community		Separate	
						Dennis	Gabrielle	Dennis	Gabrielle

1 The proceeds from the sale were placed into UBS x45.
2 $900 per month starting when Dennis reaches age 65.
3 Amounts included in potential community waste.
4 This is the total amount invested, not the actual fair market value.
5 This is the total amount invested, not the actual fair market value.
6 This is the potential fair market value as of June 30, 2015.
7 This is the potential fair market value as of July 31, 2015.
8 This investment is held outside of the UBS accounts. At this time, we do not know the fair market
9 This amount excludes the promissory note related to the S. San Vicente apartment and the yacht.
10 The mortgage on this property is held in Merrill Lynch Acct 765-10588.
11 During Dennis' deposition he indicated that he purchased the "nanny's quarters".
12 This amount includes the value listed on Dennis' PDF plus the $97,861.18 paid in June 2015 for an
13 We do not know the cash value, but the total accumulation of points is in excess of 1,040,000.
14 This is a term policy, with no cash value. The term value is $750,000.
15 This is a term policy, with no cash value. The term value is $585,000.
16 Potentially closed

LAW OFFICE OF DANIEL MARKS
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; FAX (702) 386-6812
Attorneys for Appellant

IN THE SUPREME COURT OF THE STATE OF NEVADA

DENNIS KOGOD, Case No. 71147

Appellant,

vs.

GABRIELLE CIOFFI-KOGOD,

Respondent.
_____/

APPEAL FROM THE EIGHTH JUDICIAL DISTRICT COURT

APPELLANT'S APPENDIX
Volume 24

Docket 71147 Document 2017-11540

DOCUMENT	VOLUME	PAGE NO.
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 Probibiting 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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DOCUMENT	VOLUME	PAGE NO.
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 Exhihit 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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DOCUMENT	VOLUME	PAGE NO.
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

DOCUMENT	VOLUME	PAGE NO.
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- 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
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 VVVV- Jennifer Bosco Resume	42	8062
Defendant's Exhibit WWWW- 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 25, 2015	1	28-44
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

DOCUMENT	VOLUME	PAGE NO.
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

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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 Exbibit 25- Text messages between the parties	15	3049-3061
Plaintiff's Exhibit 26- Proposed Community Property Distribution Worksheet	15	3062-3063
Plaintiff's Exbibit 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

DOCUMENT	VOLUME	PAGE NO.
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 Forenscics' 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

DOCUMENT	VOLUME	PAGE NO.
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

DOCUMENT	VOLUME	PAGE NO.
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

DOCUMENT	VOLUME	PAGE NO.
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

////

DOCUMENT	VOLUME	PAGE NO.
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

DOCUMENT	VOLUME	PAGE NO.
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

[redacted]

Nadya Khapsalis

(Nadine Khapsalis Kogod)

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Timeline | About | Friends | Photos | More

DO YOU KNOW NADYA?

To see what she shares with friends, send her a friend request.

Add Friend

Studied at californiaya healing art college

303 friends

Became friends with Vadim Pritulyak and 5 other people

FRIENDS · 303

Nadya Khapsalis
January 21 · iOS · Edited ·

ВСЕМ-ВСЕМ ОГРОМНОЕ СПАСИБО ЗА ТАКИЕ ТЕПЛЫЕ СЛОВА И ТАКОЕ КОЛИЧЕСТВО ПОЗДРАВЛЕНИЙ !!!! Я в приятном ШОКЕ))) Love Nadushka ... Ваша ....

See Translation

Share

64 people like this.

View 7 more comments

Vicky Gontin С Днем Рождения!!!всего самого наилучшего!!!!
See Translation
January 22 at 7:25am · 1

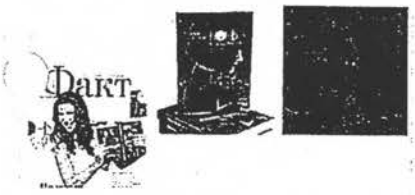
Ерема Сабиев Целуйкаю!!! И деток!!!
See Translation
January 22 at 12:30pm · 1

Liana Delmar С днем рождения! Будь счастлива и здорова, Надюша!
See Translation
January 22 at 12:41pm · 1

Yaroslava Mekh Надежда!!!!!!! Ты компас земной!!!:)
See Translation

Kogod, Pltf
10982

PHOTOS



GROUPS · 2

Russian Comedy Club LA - Friends
2,313 members
Open group for Friends and Fans of...

Система Безопасного Секса
645 members
Система X-Registar – международный...

ECENT ACTIVITY

Nadya is now friends with Vadim Pritulyak and 4 other people.

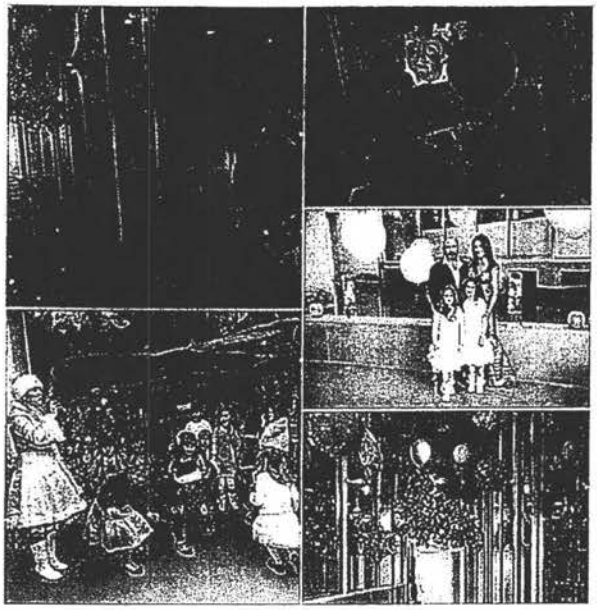
Nadya Khapsalis added Nadine Khapsalis Kogod to her Other Names on her profile.

English (US) · Privacy · Terms · Cookies · Advertising · More
Facebook © 2015

January 22 at 12:47pm · 2

Nadya Khapsalis added 6 new photos.
December 31, 2014 ·

HAPPY NEW YEAR EVERYBODY!!!! — with Elizabeth Khapsalis and 13 others.



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Boris Goldfarb Взаимно!
January 1 at 7:34am · 1

Елена Болотина С Новым Годом !!! Всего самого лучшего всем Вам!!!!
See Translation
January 1 at 8:25am · 1

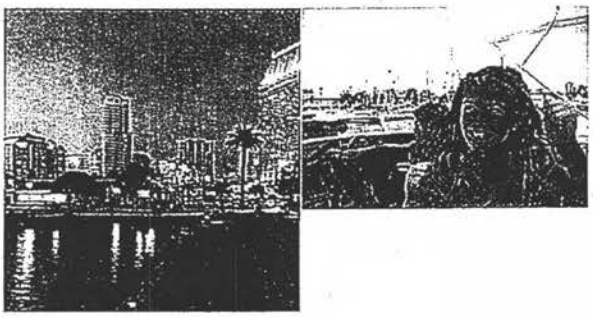
Barbara Dourmashkin-Case happy New Year!
January 1 at 11:10am · 1

Anushka Dosik Happy New Year!!!!
January 1 at 5:59pm · 1

2014 HIGHLIGHTS

Nadya Khapsalis added 5 new photos.
June 22, 2014 · Edited ·

Beautiful San Diego



Kogod, Pltf
10983

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18 people like this.

Vsevolod Bobovnikov Sister, не трави душу.....)
See Translation
June 22, 2014 at 12:57pm

Nadya Khapsalis Давай приезжай !
See Translation
June 22, 2014 at 1:18pm · 1

Nadya Khapsalis and Nikos Adamidis are now friends.
June 15, 2014

Nikos Adamidis

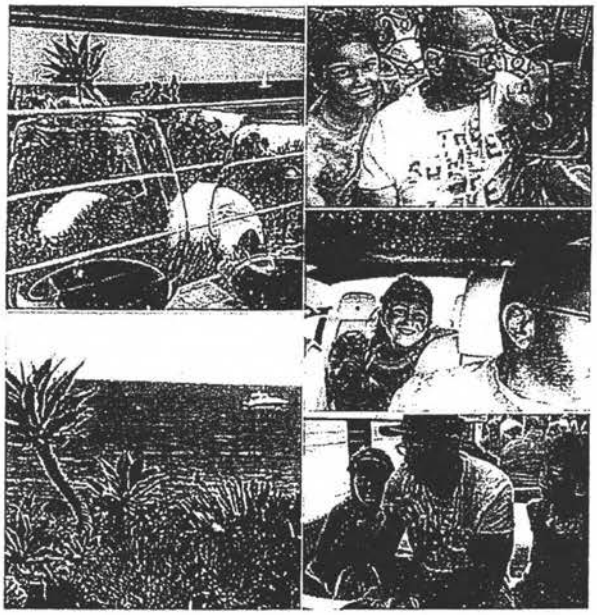
АОТФ УКСДИ

Add Friend

Nadya Khapsalis added 5 new photos.
June 8, 2014 · Edited ·

Жизнь дарит человеку в лучшем случае одно-единственное неповторимое мгновение, и
секрет счастья в том, чтобы это мгновение повторялось как можно чаще.
Оскар Уайльд

See Translation



Share

38 people like this.

Olga Potapovitch Классные фотки!!! Красиво!!!Это вы где?
See Translation
June 9, 2014 at 1:19am · 2

Kogod, Pltf
10984

Елена Болотина Супер !!! Все супер!!!
June 9, 2014 at 9:31am · 1

Dina Zhanturina Выросли какі Красотки!
See Translation
June 9, 2014 at 10:28am

Nadya Khapsalis Nobu /Nikita/ Malibu ...)))
June 10, 2014 at 7:49pm

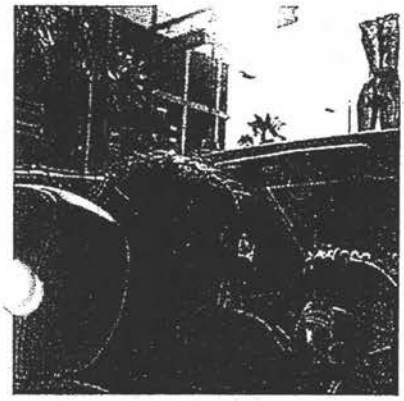
More posts from April 18 to June 8

Nadya Khapsalis and Boris Teterevs are now friends.
April 18, 2014

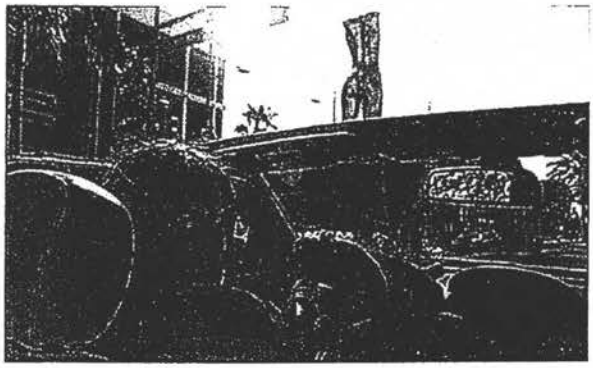
Boris Teterevs

10 Рижская средняя школа
582 followers

PHOTOS · 2014



Nadya Khapsalis changed her profile picture.
April 18, 2014 ·



Share

61 people like this.

View 10 more comments

Bambi Bakhshi And We Miss You Nadya Khapsalis! Daddy Luv
October 14, 2014 at 9:50am · Edited · 3

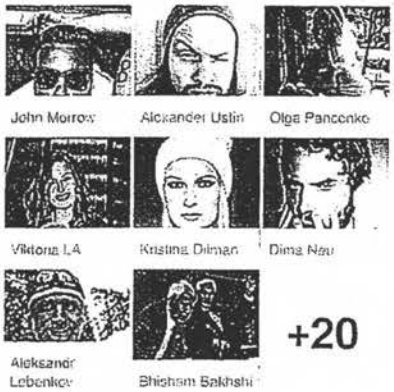
Bhisham Bakhshi My dearest Nadya, Wishing you, your Husband, Gorgeous Daughters - La* Familia a Great Thanksgiving. With Best Affection. Papa Bhisham Bakhshi and Mama Binoo Bakhshi
November 27, 2014 at 9:07pm · 2

Nadya Khapsalis Thank u so much dear Dadda Bhisham !!!)))
December 16, 2014 at 8:19am

Irina Krantz Hol mama!
December 16, 2014 at 9:14pm · 1

More posts from January 1 to April 18

FRIENDS · 2014



2013 HIGHLIGHTS

More posts from April 7 to December 31

Nadya Khapsalis was in Las Vegas, Nevada.
April 7, 2013 ·

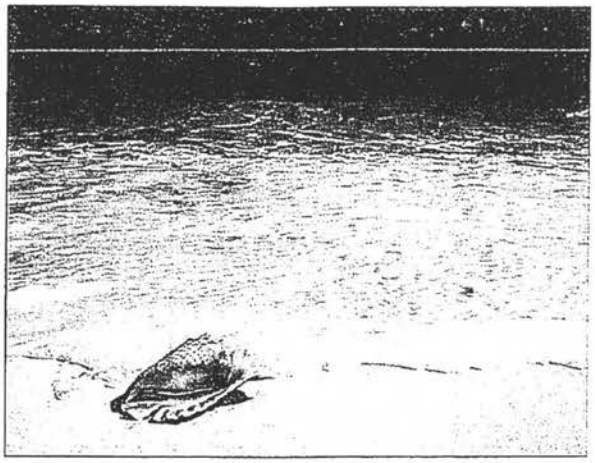
Share

5 people like this.

Kogod, Pltf
10985

More posts from February 21 to April 7

Nadya Khapsalis updated her cover photo.
February 21, 2013



Share

4 people like this.

1 share

Nadya Khapsalis changed her profile picture.
February 21, 2013

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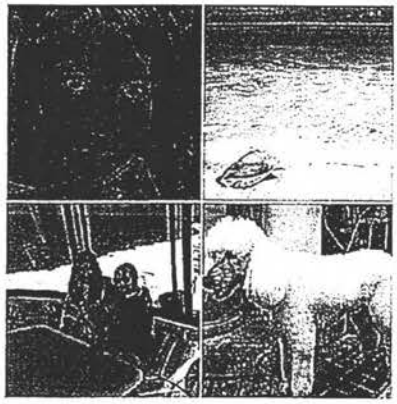
49 people like this.

View 6 more comments

Nadya Khapsalis voploshenie FOTOSHOPA!!!! A vse ravno PRIYATNOOOO!!!!LOL!!!))) SPASIBO !!! Celyu vsex
February 21, 2013 at 9:18am

Dina Zhanturina Какая разная красота! То бурлящая-искрящаяся! То задумчиво-печальная! Надюшка, оставайся всегда такой красивой!!!
See Translation
February 22, 2013 at 6:35pm

PHOTOS · 2013



FRIENDS · 2013

Pavel Krapivin | Jules Hammovitz | Uliana Kristler

Kogod, Pltf
10986

Nadya Khapsalis Чоччсм
See Translation
September 26, 2013 at 4:18pm

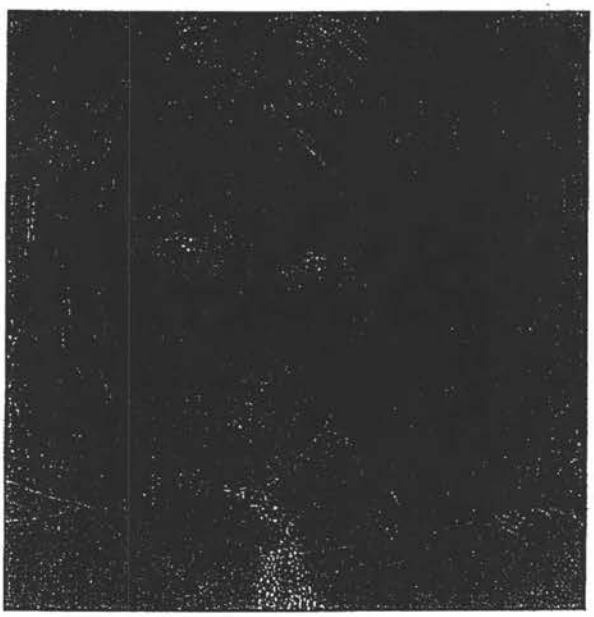
Asya Gorovets Those eyes ...
September 26, 2013 at 4:54pm · 1

More posts from January 1 to February 21

2012 HIGHLIGHTS

More posts from August 5 to December 31

Nadya Khapsalis
August 5, 2012 ·



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53 people like this.

View 1 more comment

Леонид Димаков Надя все хорошо ????
See Translation
February 5 at 4:53am

Leonid Vyssokov Ty Moya Solnyshka!
See Translation
February 5 at 9:49am

Lika Osipova Красотка
See Translation
February 5 at 1:44pm

Tatiana Lubovelskaya ...люблю тебя....краса!!!!
See Translation
February 5 at 2:57pm

More posts from April 26 to August 5

PHOTOS · 2012

Nadya Khapsalis updated her cover photo.
April 26, 2012 ·

Kogod, Pltf
10987

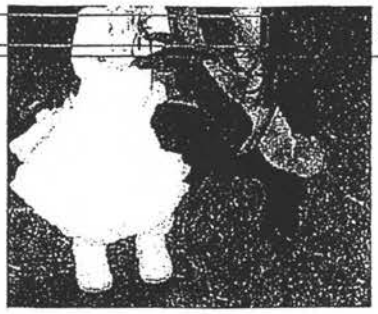
Svetlana Arpas

2011

MOMENTS FROM THE YEAR

book presentation

FRIENDS 2011



Share

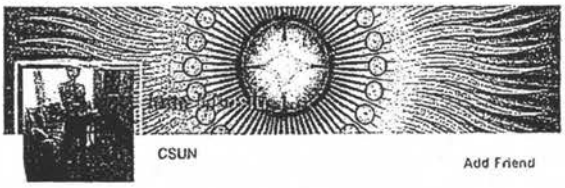
7 people like this.

Cassie Home

Recent
2014
2013
2012
December
November
October
September
August
July
June
May
April
March
February
January
2011
2010
2009
Born

HIGHLIGHTS

Nadya Khapsalis and Inna Khusid are now friends
December 19, 2011



CSUN

Add Friend

Nadya Khapsalis and Alex Durmashkin are now friends
August 19, 2011

Alex Durmashkin

Yaroslavl State University

Nadya Khapsalis
2011

book presentation

2011

http://www.youtube.com/watch?v=FpBenRsPyjU

Olga Polapovich likes this.

2010

FRIENDS 2010

HIGHLIGHTS

Sponsored

Kensington
nixon.com
Classic, But Never Stuffy

Foam Glow 5K - $20
foamglowz.com
$20 early bird tickets to F
Glow 5K. Don't miss out.
price is ending quick!

Brent Greenberg likes th

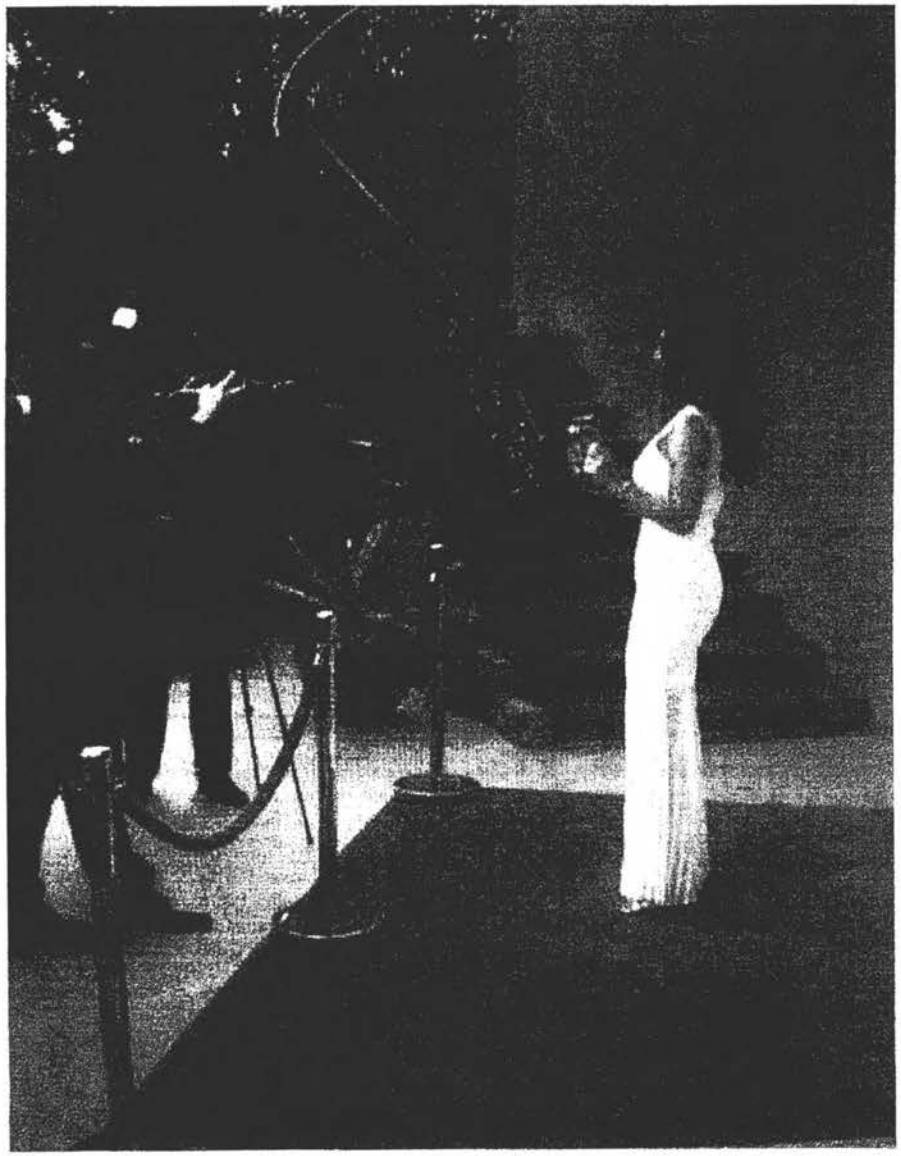
Chat (61)

Kogod, Pltf
10988

Kogod, Pltf
10989

Kogod, Pltf
10990

04637



Kogod, Pltf
10991

04638

ssie Home

Sponsored

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Julia Gritsuk
October 24, 2014

With Nadya Khapsalis.

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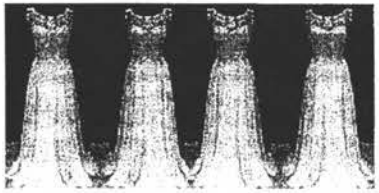

Maxi Dresses Around $10
Women's Dresses At Wholesale Price, All Styles & High Quality ,Shop Now !

Brioni Greenberg likes this

Kogod, Pltf
10992

Kogod, Pltf
10993

Kogod, Pltf
10994

Nadya Khapsalis
February 5 ·

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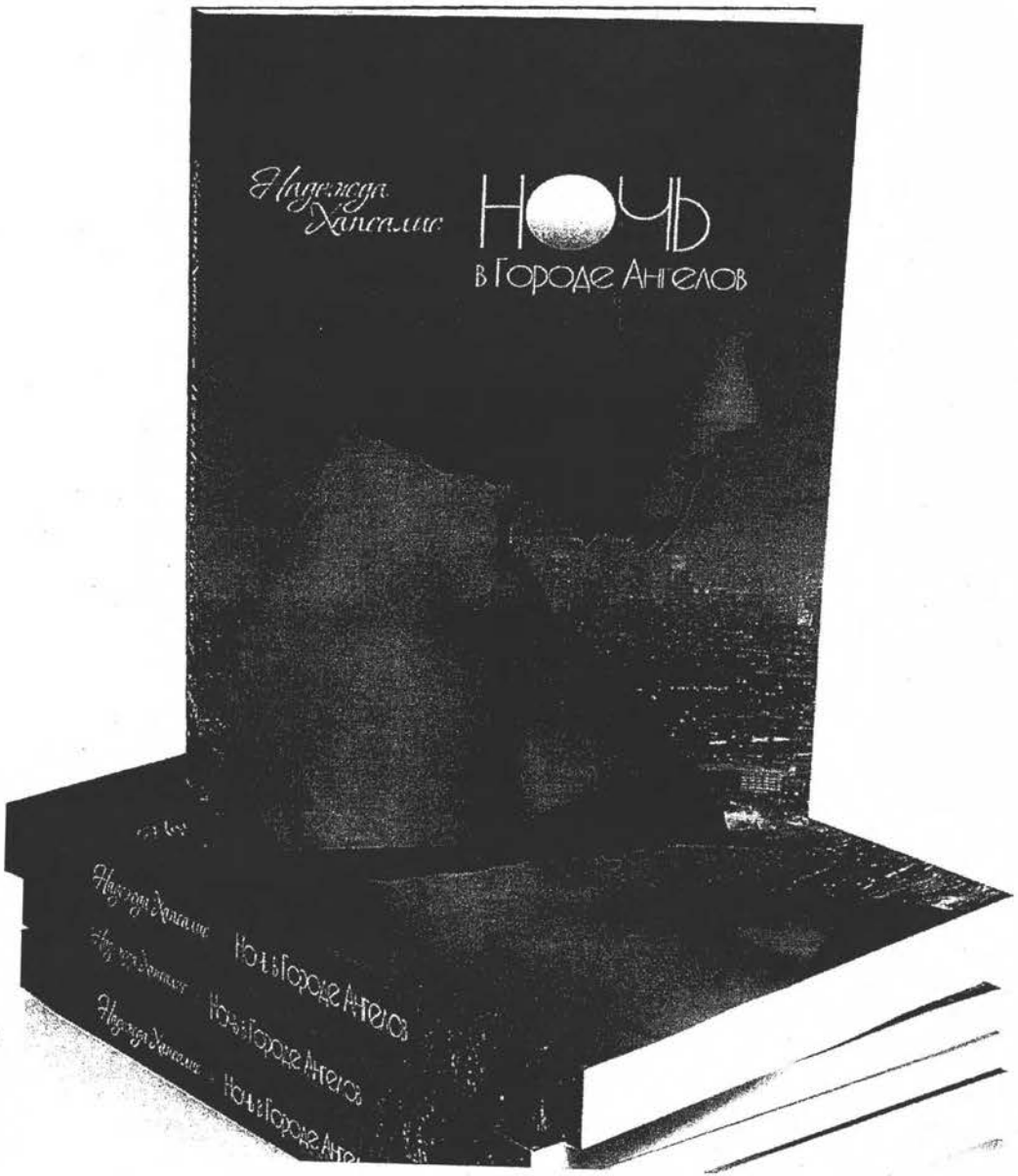
51 people like this.

Piyanka Bakhshi beautiful
February 5 at 8:57am

Suggested Pages See All

Savage Ink Americanfork
James Savage likes this.
Like

Sponsored Create Ad



Kogod, Plf
1995

Nadya Khapsalis
February 5 ·

Share

2 people like this.

Suggested Pages

See All

WeddingSource Studio
Taylynne Maylee Thomas likes this.
Like

Sponsored

Create Ad

04642

Edit Home

Message

Add Friend

Photos of Olga Potapovitch

Options Share Save

Olga Potapovitch
May 31, 2014 ·

With Nadya Khapsalis in Amsterdam.

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12 people like this.

Sponsored Create

Fashion Maxi Dresses
www.zalul.com
New Arrivals! Up to 69% OFF & Free Shipping for Fashion Maxi Dresses. Just Shop it!

More About Olga Potapovitch

Kogod, Pltf
10996

Cassie Home

Recent

2015

2014

December

November

October

September

August

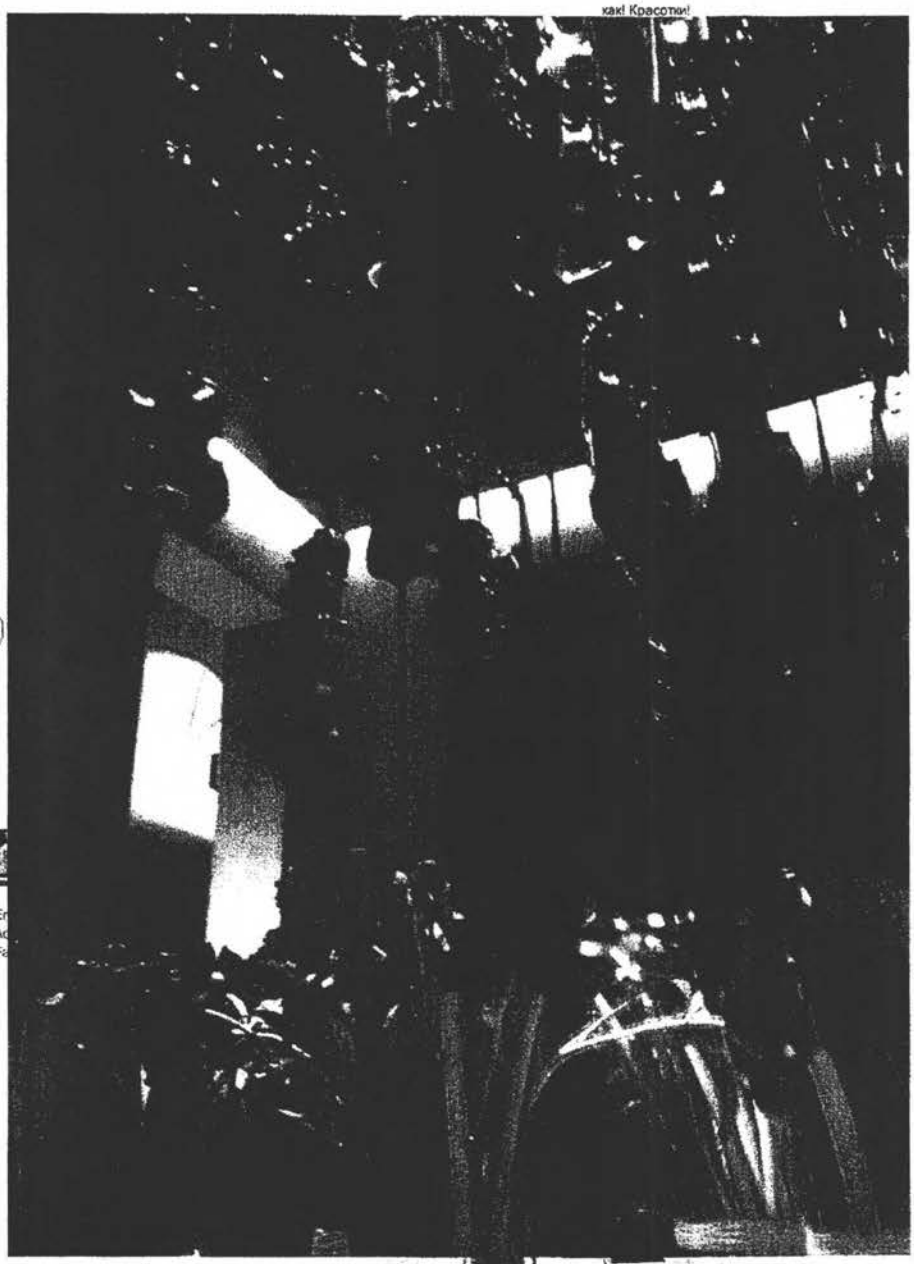
ые фотки!!! Красиво!!!Это вы где?

2

! Все супер!!!

1

как! Красотки!



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Olga Potapovitch
May 30, 2014

With Nadya Khapsalis at The Conservatorium H

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Elmira Zainabudinova Все очень музыка. в этой консерватории вашей!
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May 30, 2014 at 4:24am · 1

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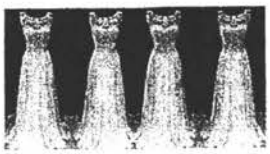

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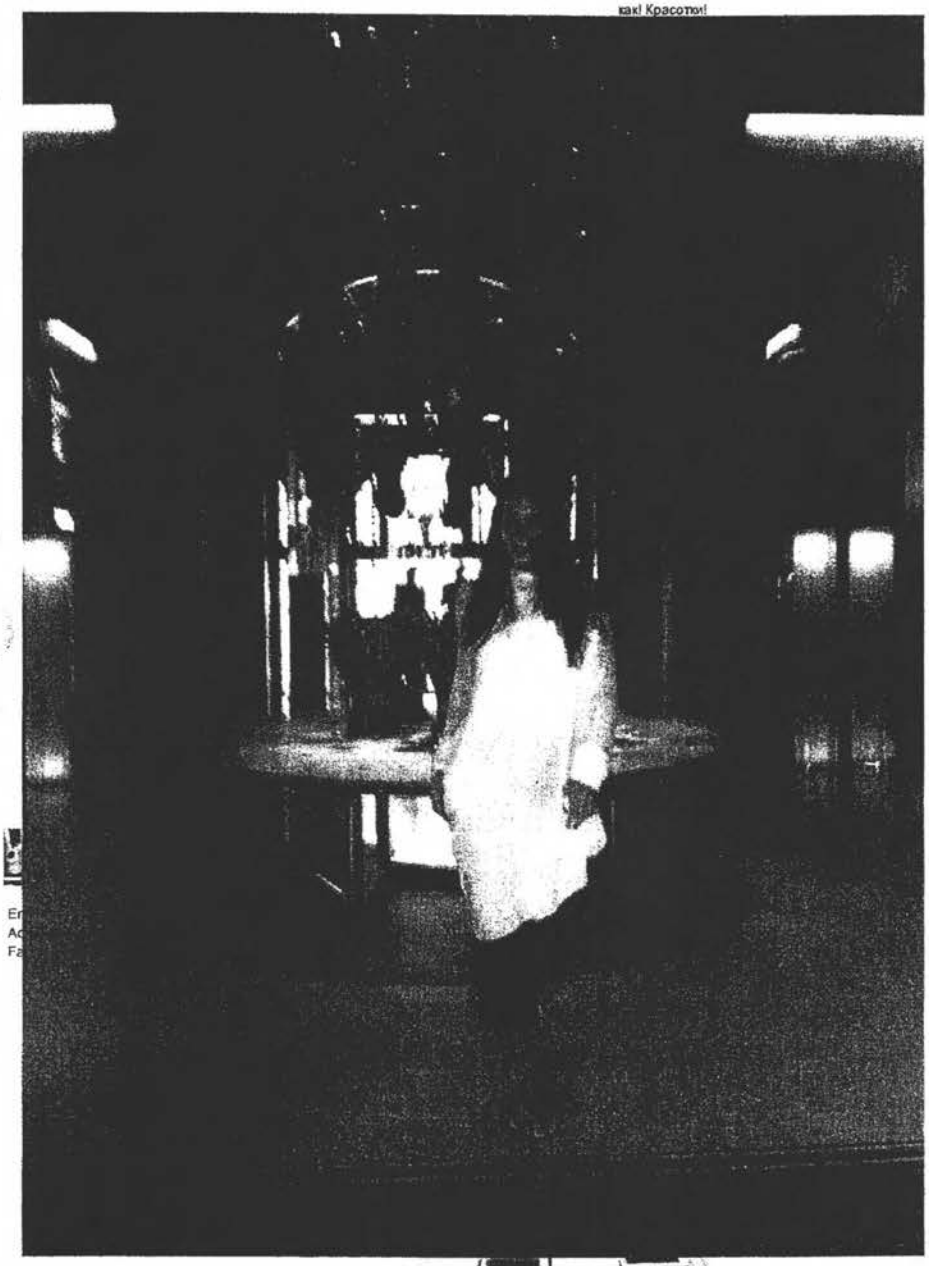

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May 30, 2014 ·

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May 30, 2014 at 8:07am

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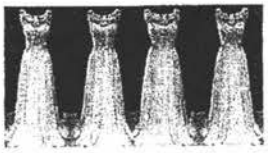

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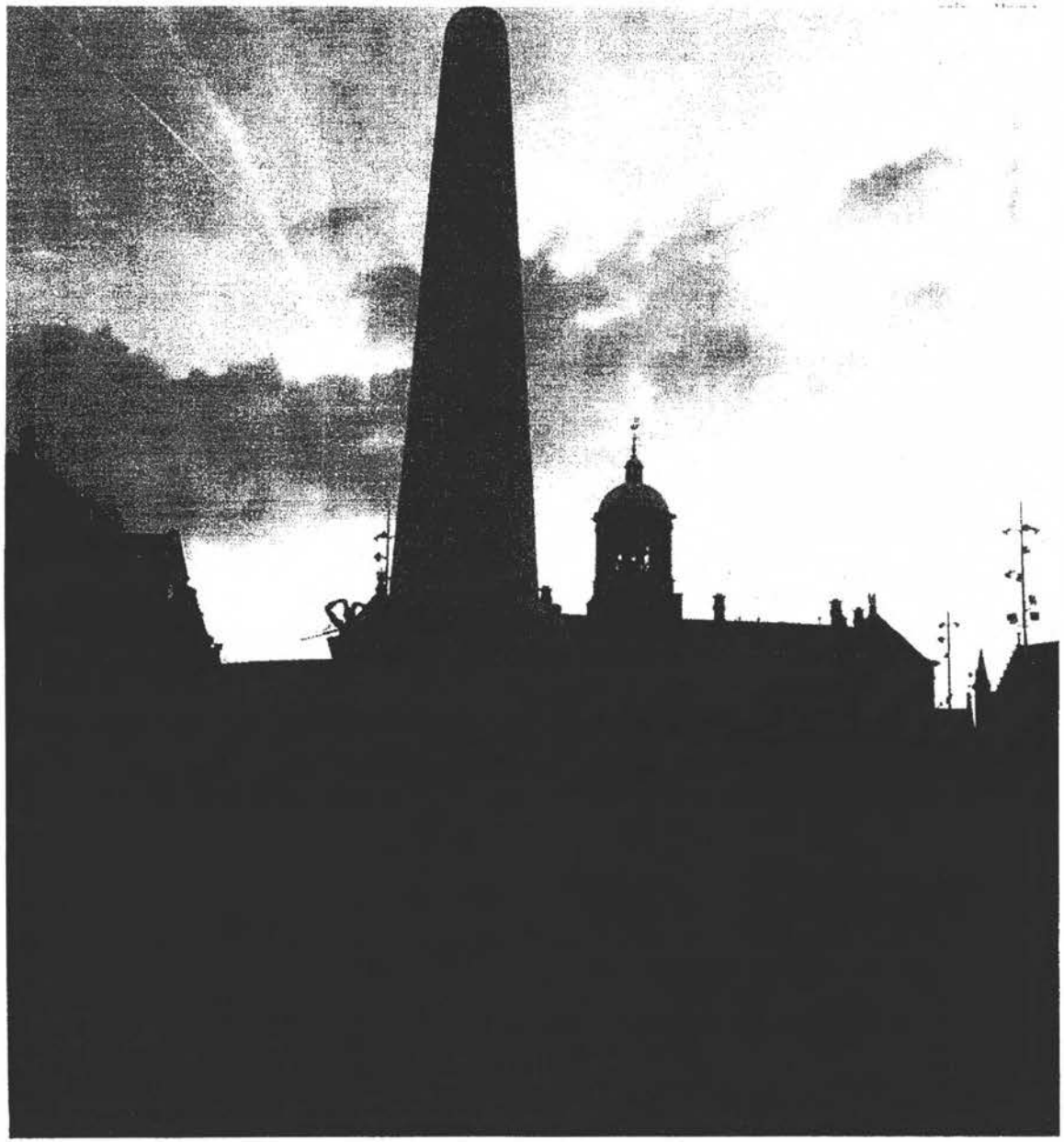

Olga Potapovitch
May 31, 2014 ·

With Nadya Khapsalis in Amsterdam.

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Olga Potapovitch 11 pm !!! White Nights - not only in St. Petersburg)))
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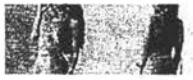

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May 30, 2014 · iOS

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May 30, 2014 · iOS

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Cassie Rome

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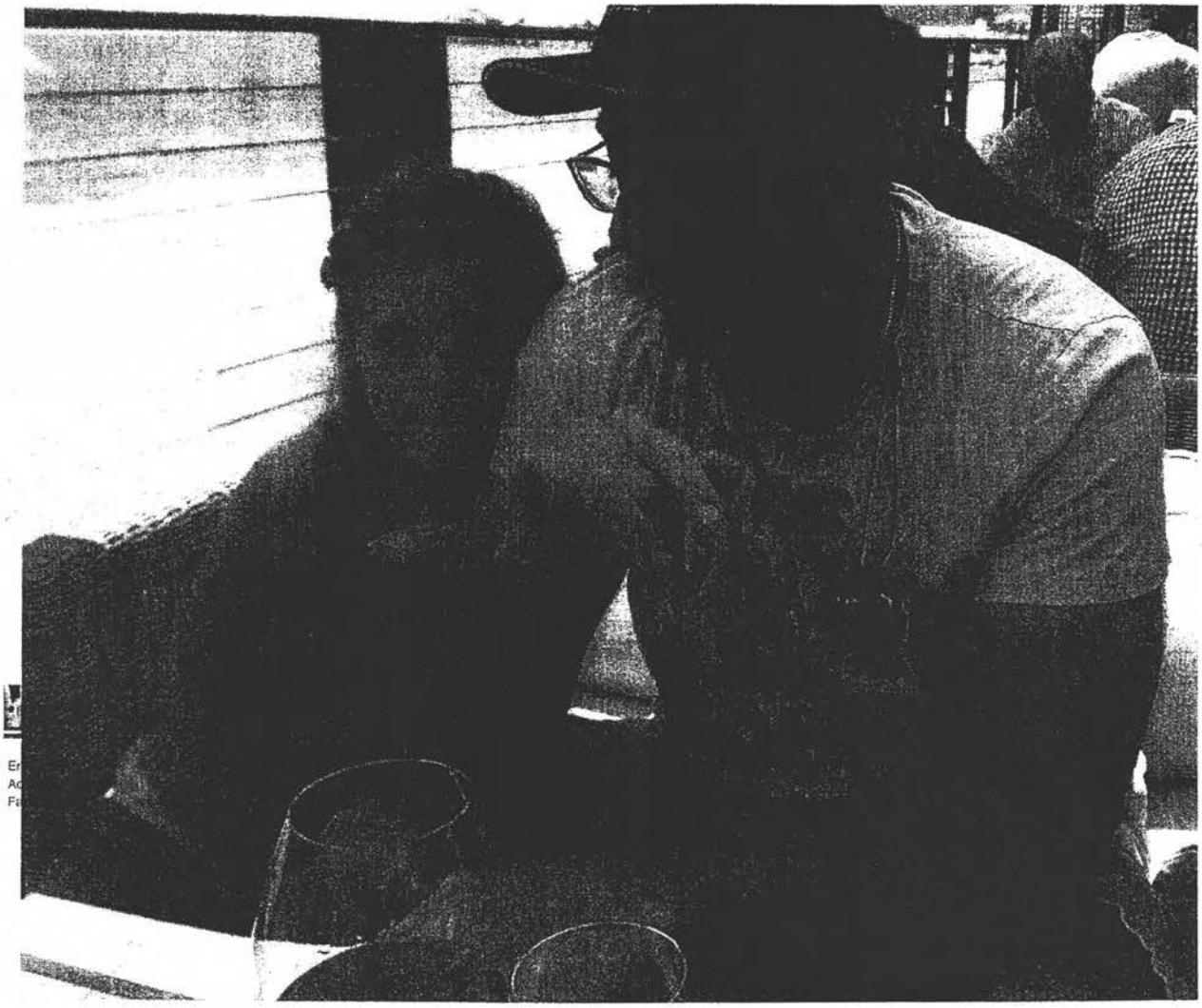

Olga Potapovitch added 9 new photos — with Nadya Khapsalis at The Conservatorium Hotel.
May 30, 2014 · iOS

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11006

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Olga Potapovitch added 9 new photos — with Nadya Khapsalis at The Conservatorium Hotel.
May 30, 2014 · iOS

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11007

Cassie Home

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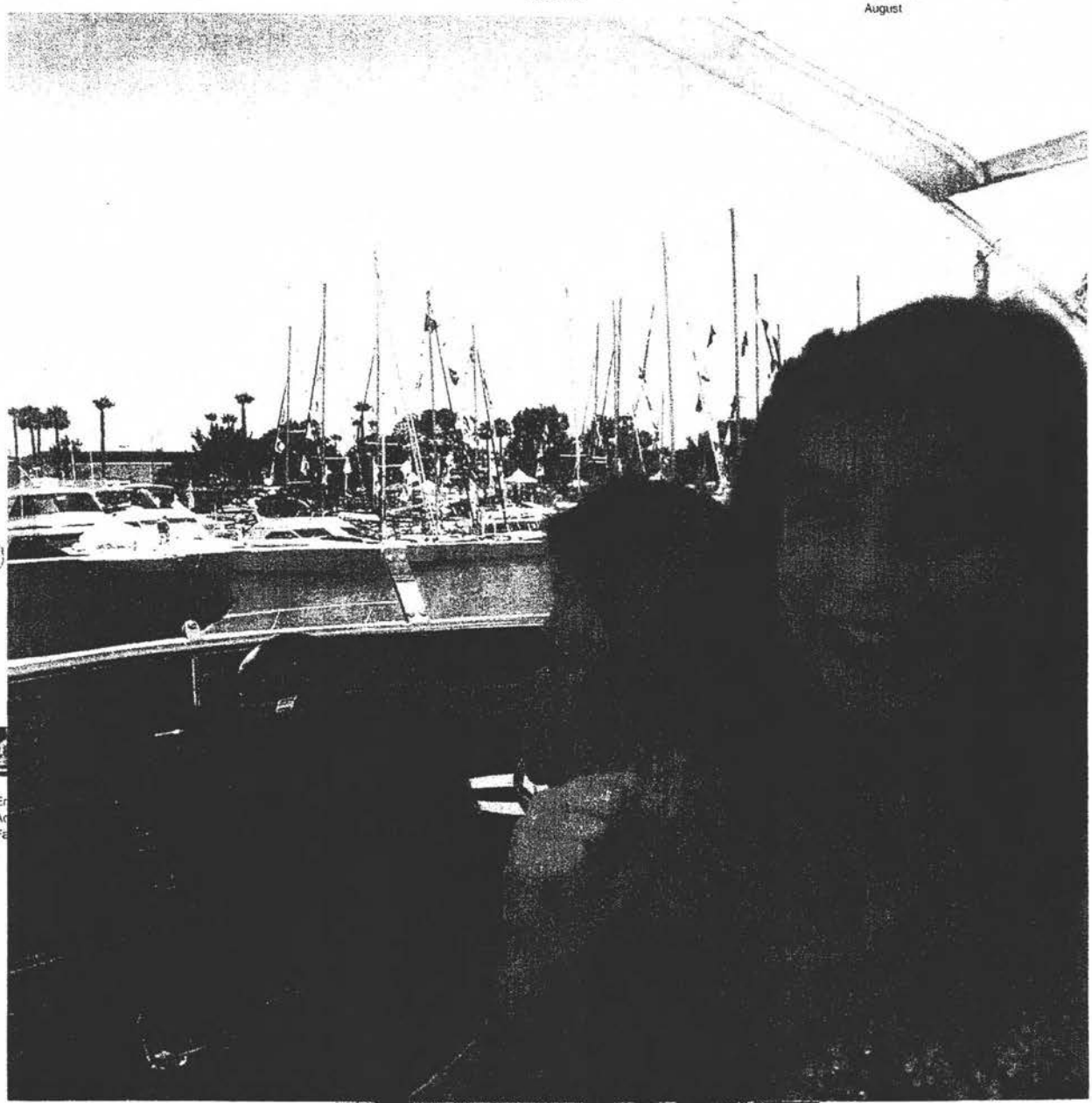

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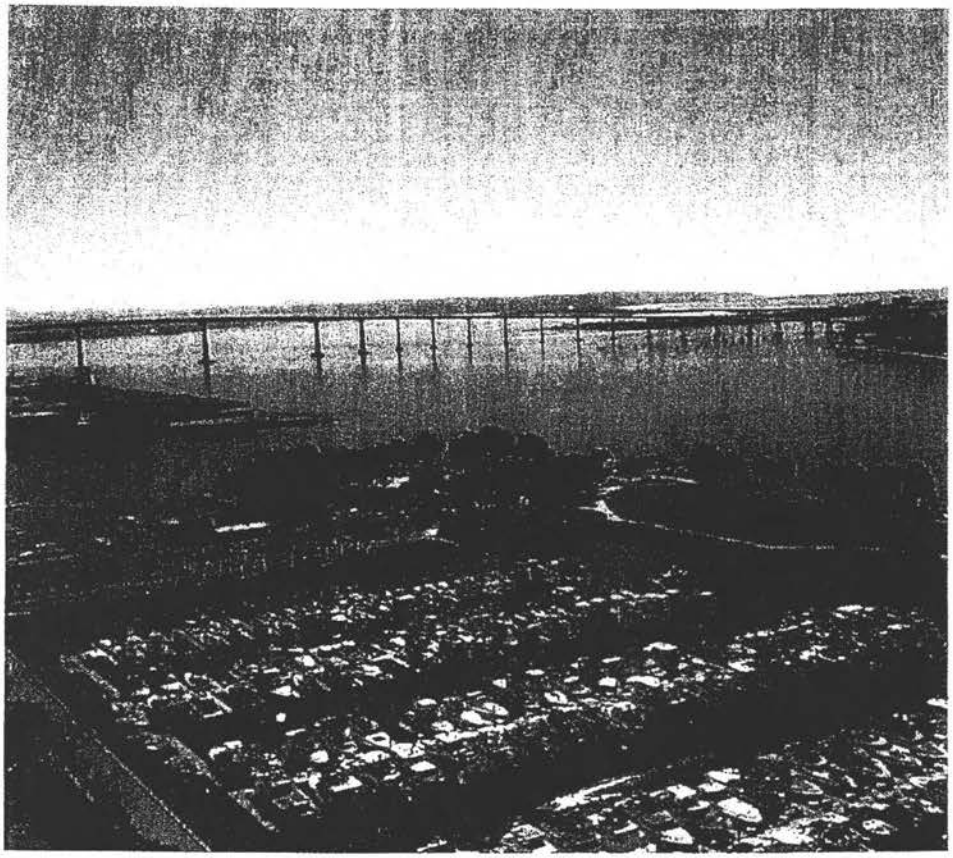

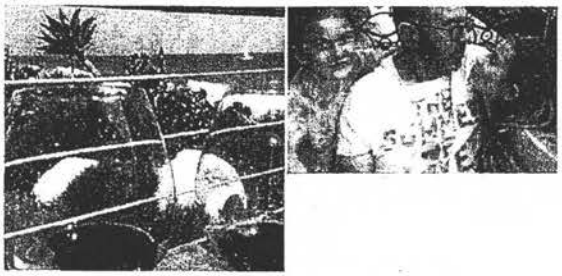

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11010

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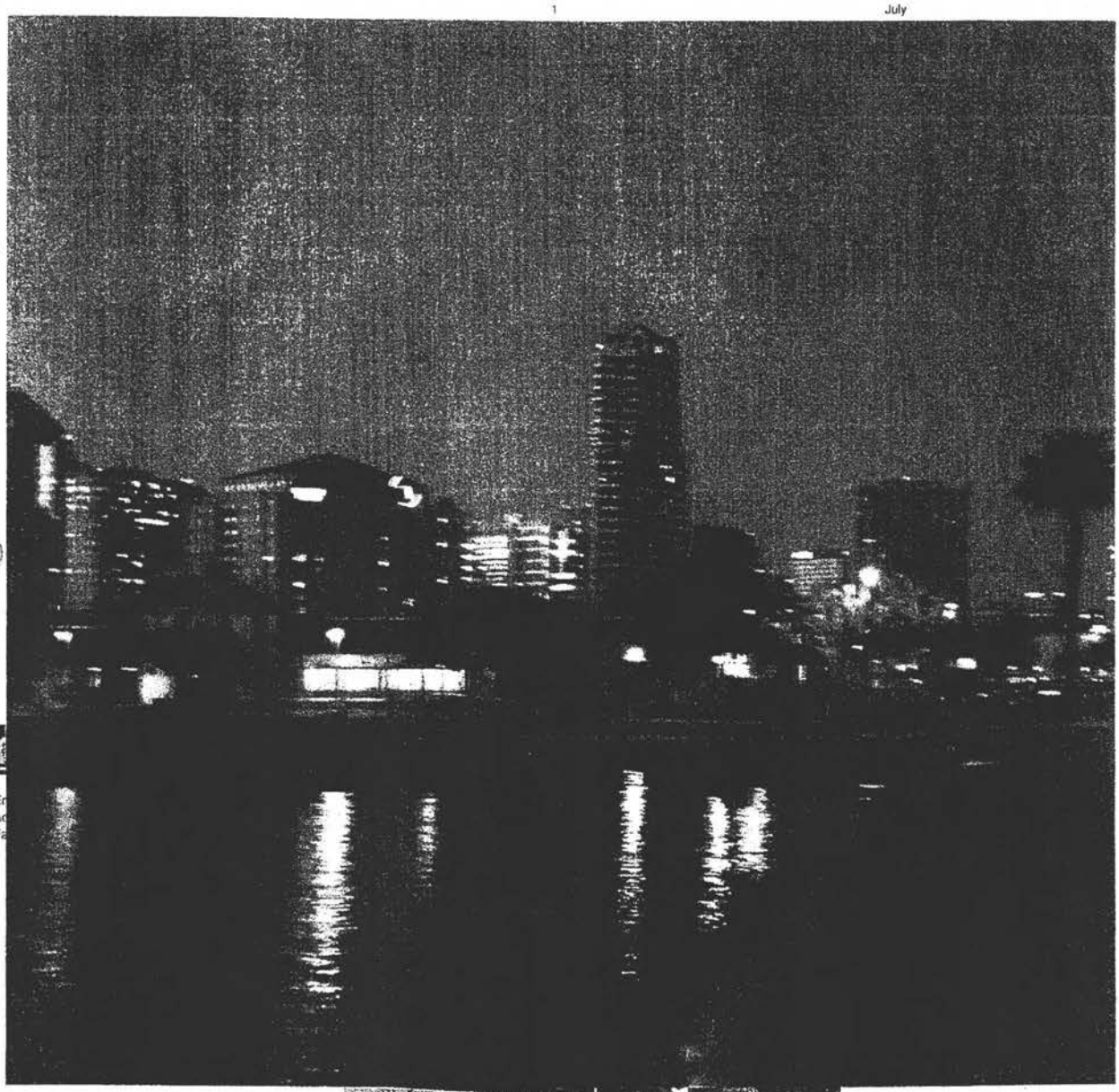

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December 26, 2013

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December 27, 2013 at 6:41pm

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December 28, 2013 at 5:52am

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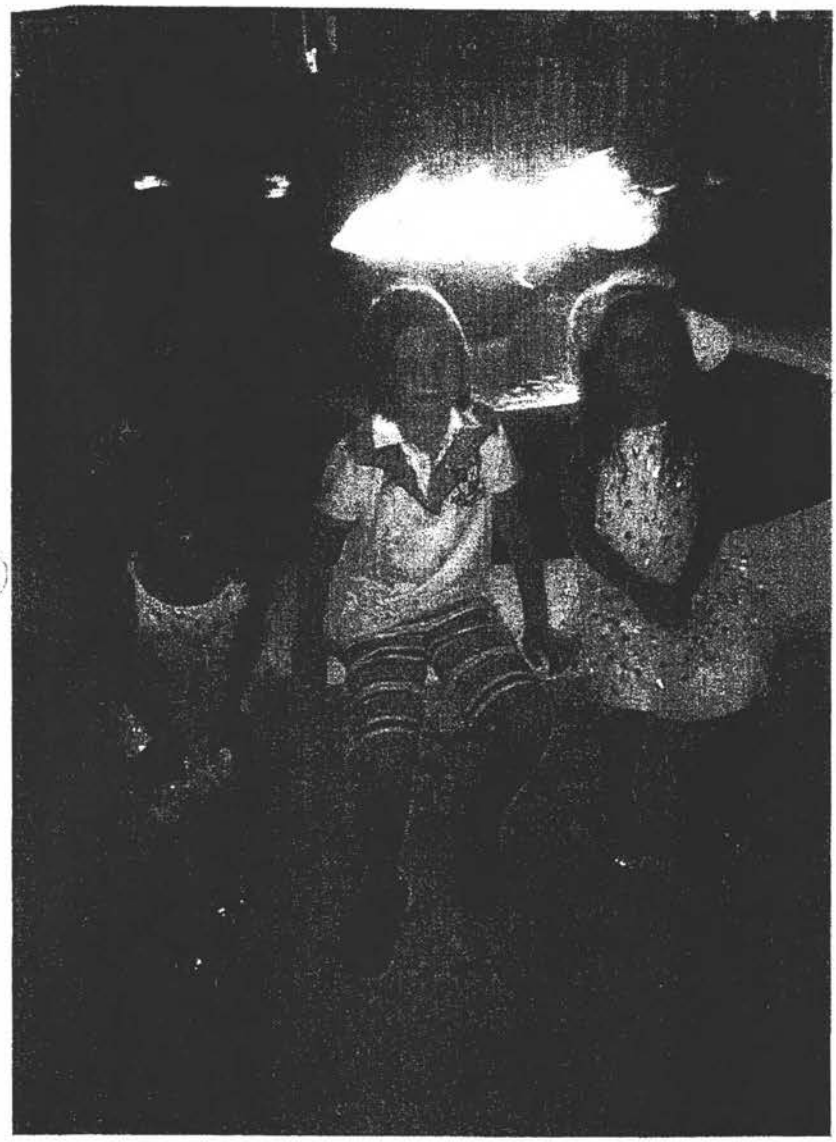

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December 30, 2013 near Fajardo, Puerto Rico

With Sasha Benjamin.

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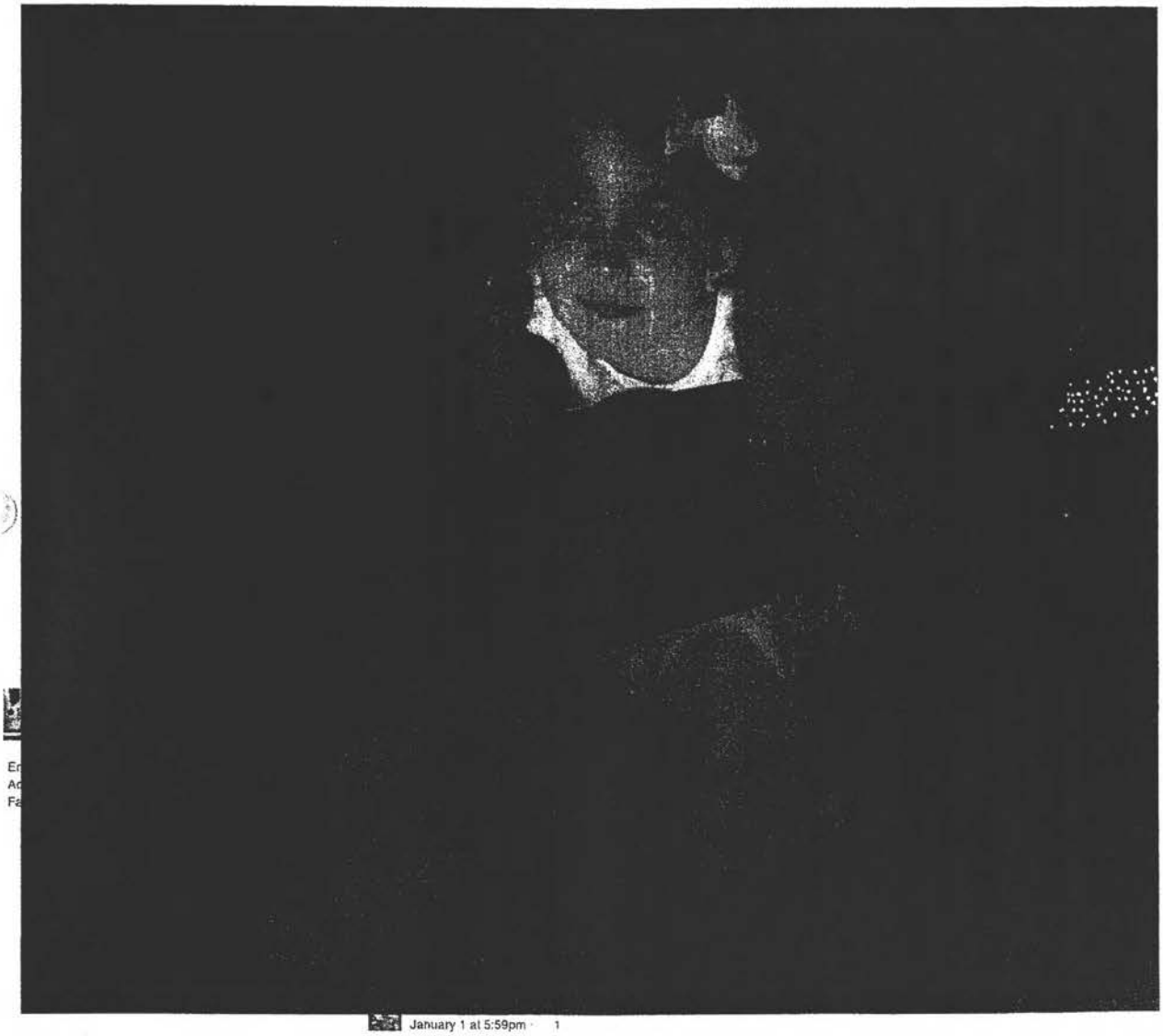

January 1 at 5:59pm · 1

Elena Benjamin was with Asya Gorovets and 4 others at Crustacean Euro Asian Cuisine.
December 21, 2014 ·

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11017

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HIGHLIGHTS

January 1 at 5:59pm · 1

Elena Benjamin was with Asya Gorovets and 4 others at Crustacean Euro Asian Cuisine.
December 21, 2014 ·

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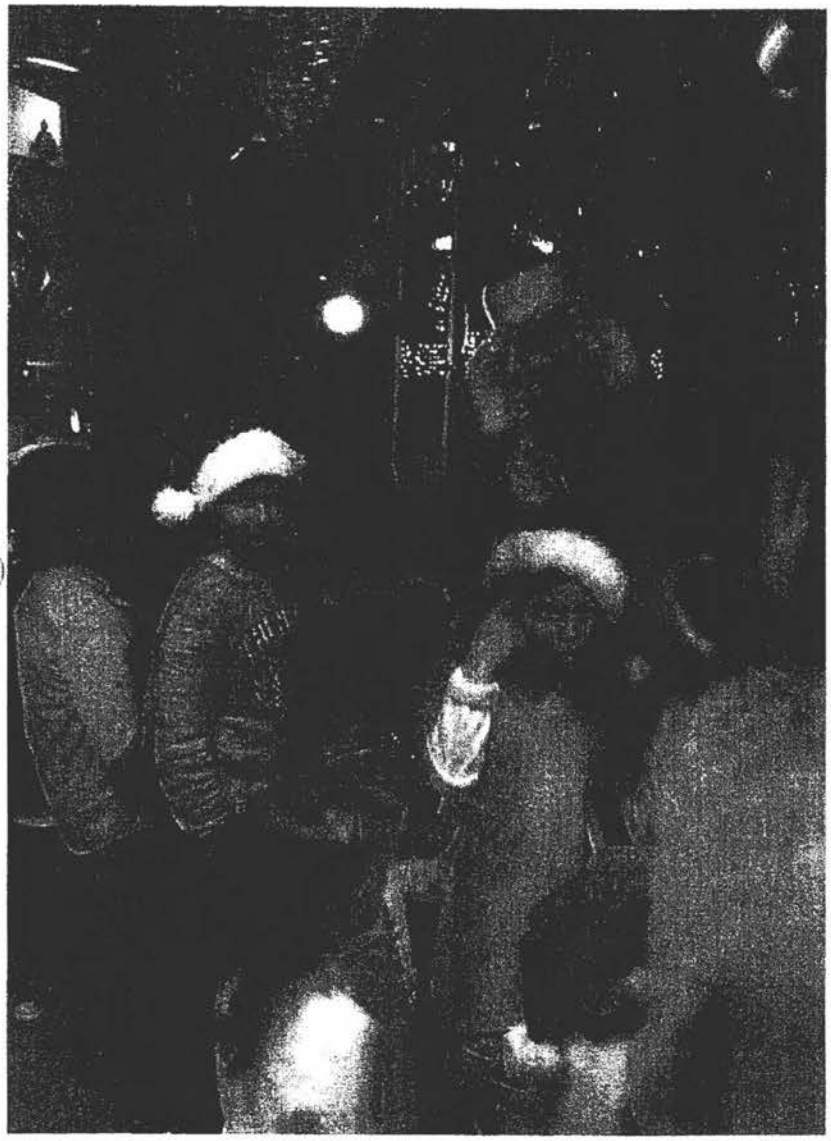

Elena Benjamin
December 29, 2014 ·

At Benedict Canyon.

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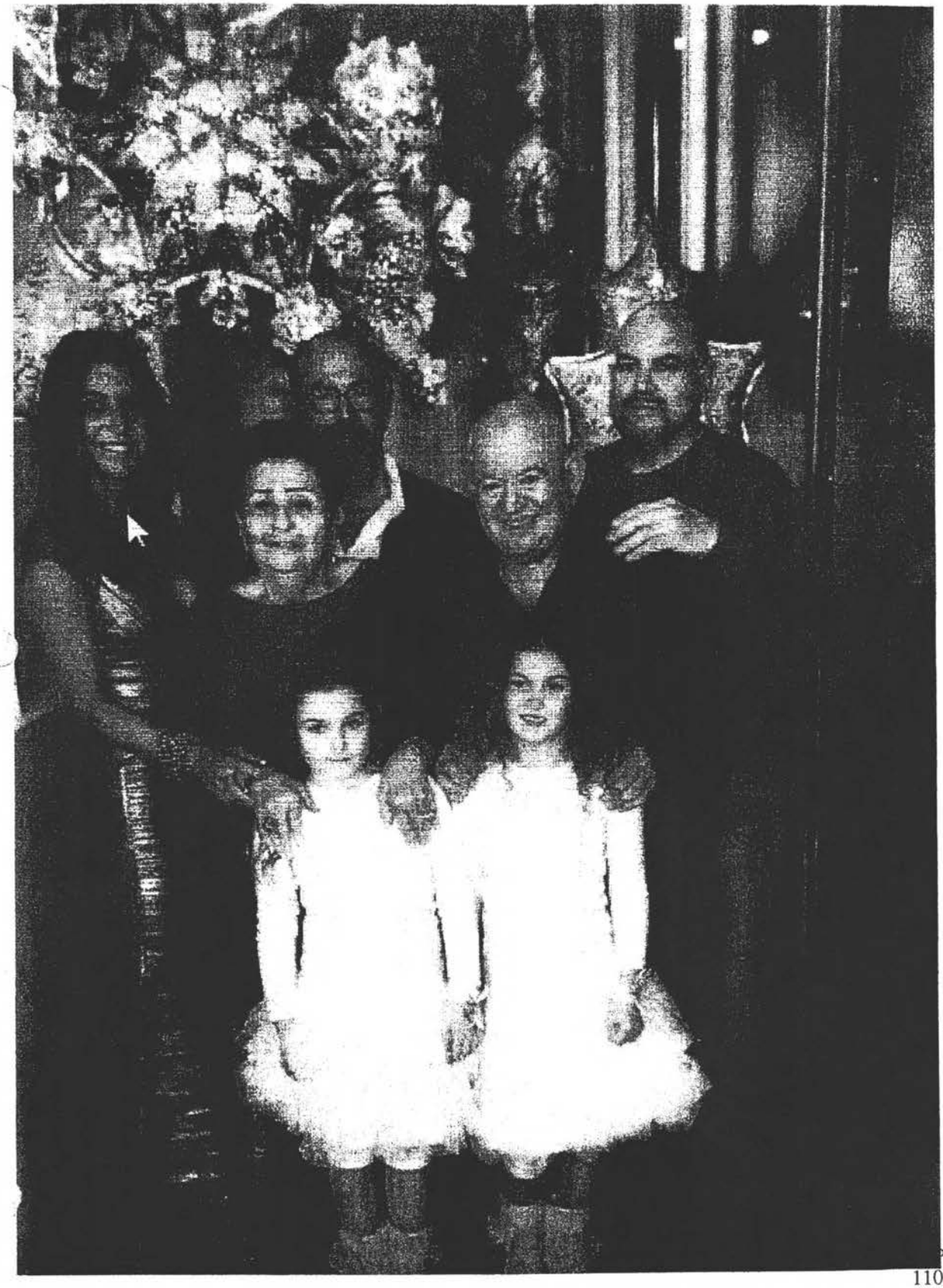

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11023

04670

LAW OFFICE OF DANIEL MARKS
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; FAX (702) 386-6812
Attorneys for Appellant

IN THE SUPREME COURT OF THE STATE OF NEVADA

DENNIS KOGOD,

Appellant,

vs.

GABRIELLE CIOFFI-KOGOD,

Respondent.

Case No. 71147

APPEAL FROM THE EIGHTH JUDICIAL DISTRICT COURT

APPELLANT'S APPENDIX
Volume 23

Docket 71147 Document 2017-11540

DOCUMENT	VOLUME	PAGE NO.
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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DOCUMENT	VOLUME	PAGE NO.
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

////

DOCUMENT	VOLUME	PAGE NO.
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

DOCUMENT	VOLUME	PAGE NO.
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- 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
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

DOCUMENT	VOLUME	PAGE NO.
Defendant's Exhibit XXX- Davita Cash Performance Award Agreement, Exhibit B	37	7042-7048
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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
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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
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Defendant's Exhibit UUUU- 9716 Oak Pass Appraisal	42	8042-8061

DOCUMENT	VOLUME	PAGE NO.
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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
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Defendant's Exhibit 5E- February 2016 UBS account statement for accounts Ending 027	39	7541-7546
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RADFORD J. SMITH, CHARTERED
RADFORD J. SMITH, ESQ.
Nevada Bar No. 002791
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074
Telephone: (702) 990-6448
Facsimile: (702) 990-6456
rsmith@radfordsmith.com
Attorneys for Plaintiff

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: V

98-124

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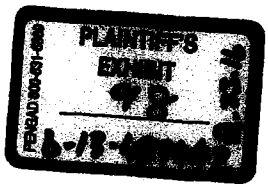
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549



SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant ý

Filed by a Party other than the Registrant o

Check the appropriate box:

o Preliminary Proxy Statement

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

ý Definitive Proxy Statement

o Definitive Additional Materials

o Soliciting Material under §240.14a-12

DAVITA HEALTHCARE PARTNERS 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):

ý No fee required.

o 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:

o Fee paid previously with preliminary materials.

o 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:

DaVita. | HealthCare Partners.

Notice of 2015 Annual Meeting and Proxy Statement

DaVita. | HealthCare Partners.

May 7, 2015

Dear Fellow Stockholder:

We are pleased to invite you to attend the DaVita HealthCare Partners Inc. annual meeting of stockholders. The annual meeting will be held on Tuesday, June 16, 2015, at 5:30 p.m., Mountain Time, at DaVita HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202. The attached Notice of Annual Meeting and Proxy Statement will serve as your guide to the business to be conducted at the meeting.

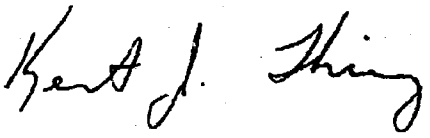
Among other items, the Proxy Statement includes information about the qualifications of our director nominees and the compensation of our executive officers that is relevant to matters that will be presented at the annual meeting. During the meeting, we will also report to you on the Company and provide an opportunity for stockholders to engage in a dialogue with management.

We hope that you will participate in the annual meeting, either by attending and voting in person or voting by other available methods as promptly as possible. Voting by any of the available methods will ensure that you are represented at the annual meeting, even if you are not present. You may vote your proxy via the Internet, by telephone, or by mail. Please follow the instructions on the Notice of Internet Availability of Proxy Materials that you receive in the mail and/or your proxy card.

Your vote is very important to us and to our business. Please take the first opportunity to ensure that your shares are represented at the annual meeting.

Thank you very much for your continued interest in our business.

Sincerely,



Kent J. Thiry
Co-Chairman of the Board,
Chief Executive Officer
DaVita HealthCare Partners Inc., and
Chief Executive Officer, HealthCare Partners

Notice of 2015 Annual Meeting of Stockholders

Tuesday, June 16, 2015
5:30 p.m., Mountain Time
DaVita HealthCare Partners Inc.
2000 16th Street
Denver, Colorado 80202

The 2015 annual meeting of the stockholders of DaVita HealthCare Partners Inc., a Delaware corporation, will be held on Tuesday, June 16, 2015 at 5:30 p.m., Mountain Time, at DaVita HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202, for the following purposes, which are further described in the accompanying Proxy Statement:

- 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;
- To ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2015;
- To hold an advisory vote on executive compensation;
- To consider and vote upon a stockholder proposal, if properly presented at the annual meeting; and
- To transact such other business as may properly come before the annual meeting or any adjournment thereof.

We will mail, on or about May 7, 2015, a Notice of Internet Availability of Proxy Materials to stockholders of record and beneficial owners as of the close of business on April 24, 2015. On the date of mailing of the Notice of Internet Availability of Proxy Materials, the proxy materials will be accessible 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. If you attend the annual meeting and previously used the telephone or Internet voting systems, or mailed your completed proxy card, you may vote in person at the meeting if you wish to change your vote in any way.

Please note that all votes cast via telephone or the Internet must be cast prior to 11:59 p.m., Eastern Time, on Monday, June 15, 2015.

By order of the Board of Directors,

Martha Ha
Corporate Secretary
DaVita HealthCare Partners Inc.

May 7, 2015

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Proxy Statement

General Information

We are delivering this Proxy Statement in connection with the solicitation of proxies by our Board of Directors (the "Board"), for use at our 2015 annual meeting of stockholders, which we will hold on Tuesday, June 16, 2015 at 5:30 p.m., Mountain Time, at DaVita HealthCare Partners Inc. (the "Company"), 2000 16th Street, Denver, Colorado 80202. 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 24, 2015. 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 2000 16th Street, Denver, Colorado, 80202, and our telephone number is (303) 405-2100. 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 will be first mailed on or about May 7, 2015 to all stockholders of record as of April 24, 2015.

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 the Company's admission process for the 2015 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 of the nine nominees to the Board identified in this Proxy Statement;
- For the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2015;
- For the approval, on an advisory basis, of the compensation of our named executive officers;
- Against the stockholder proposal, if properly presented at the annual meeting; and
- As determined by the proxy holders 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.

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Voting Information

Our only voting securities are the outstanding shares of our common stock. At the record date, we had approximately 214,941,142 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. Under the rules of the New York Stock Exchange, your bank, broker, or other nominee may not vote your uninstructed shares in the election of directors and certain other matters on a discretionary basis. Accordingly, brokers holding shares of record for their customers generally are not entitled to vote on these 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. Thus, if you hold your shares in "street name," meaning that your shares are registered in the name of your bank, broker, 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, or on the stockholder proposal, if properly brought before the annual meeting, 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 and entitled to vote 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 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 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 2015, the approval of the proposal regarding the advisory vote on executive compensation, and the stockholder proposal, if properly brought before the annual meeting, each require 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, the results of those votes will not be binding on the Company or the Board. However, the Board and any applicable Board committee will consider the voting results as appropriate when making future decisions regarding executive compensation and the topic of the stockholder proposal. Abstentions are considered present and entitled to vote with respect to these proposals and will, therefore, have the same effect as votes against these proposals. Broker non-votes with respect to the approval of the proposal regarding the advisory vote on executive compensation, and the stockholder proposal will not be considered as present and entitled to vote on these proposals, and will therefore have no effect on 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 our solicitation of 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 MacKenzie

Partners, Inc. ("MacKenzie") to assist in the distribution and solicitation of proxies and to verify records related to the solicitation at a fee of $15,000 plus reimbursement for all reasonable out-of-pocket expenses incurred during the solicitation. MacKenzie 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 have agreed to indemnify MacKenzie against liabilities and expenses arising in connection with the proxy solicitation unless caused by MacKenzie'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 HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202, (888) 484-7505.

Admission to Annual Meeting

Admission to the annual meeting will be limited to holders of the Company's common stock, family members accompanying holders of the Company's common stock, persons holding executed proxies from stockholders who held the Company's common stock as of the close of business on April 24, 2015 and such other persons as the chair of the annual meeting shall determine.

If you are a holder of the Company's common stock, 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 holder of the Company's common stock. 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 the Company's common stock as of the close of business on April 24, 2015. A "record holder" of stock is someone whose shares of stock are registered in his or her name in the records of the Company'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 the Company's common stock as of the close of business on April 24, 2015, please call the Company's transfer agent, Computershare, at (877) 899-2012.

If you were a record holder of the Company's common stock as of the close of business on April 24, 2015, then you must bring:

- a 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 24, 2015.

If a broker, bank or other nominee was the record holder of your shares of the Company's common stock as of the close of business on April 24, 2015, then you must bring:

- valid personal photo identification (such as a driver's license or passport); and
- proof that you owned shares of the Company's common stock as of the close of business on April 24, 2015.

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

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from your bank or broker stating that you owned the Company's common stock as of the close of business on April 24, 2015, or (iii) a brokerage account statement indicating that you owned the Company's common stock as of the close of business on April 24, 2015.

If you acquired your shares of the Company's common stock at any time after the close of business on April 24, 2015, you do not have the right to vote at the annual meeting, but you may attend the meeting if you bring with you:

- valid personal photo identification (such as a driver's license or passport); and
- proof that you own shares of the Company's 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 the Company's common stock: (i) a letter from your bank or broker stating that you acquired the Company's common stock after April 24, 2015, or (ii) a brokerage account statement as of a date after April 24, 2015 indicating that you own the Company's common stock; or
- if you are the record holder of your shares of the Company's common stock, a copy of your stock certificate or a confirmation acceptable to the Company that you bought the stock after April 24, 2015.

If you are a proxy holder for a stockholder of the Company who owned shares of the Company's common stock as of the close of business on April 24, 2015, then you must bring:

- the executed proxy naming you as the proxy holder, signed by a stockholder of the Company who owned shares of the Company's common stock as of the close of business on April 24, 2015;
- 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 the Company's common stock as of the close of business on April 24, 2015, proof of the stockholder's ownership of shares of the Company's common stock as of the close of business on April 24, 2015, 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 the Company's common stock as of the close of business on April 24, 2015.

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 24, 2015 or (b) a person holding a valid proxy executed by such record holder.

Electronic Availability of Proxy Materials for the 2015 Annual Meeting

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on June 16, 2015. This Proxy Statement and the Annual Report to Stockholders and Form 10-K for fiscal year 2014 are available electronically at *www.proxyvote.com.*

Proposal 1 Election of Directors

At the annual meeting, you will elect nine directors to serve until the 2016 annual meeting of stockholders or until their respective successors are elected and qualified, subject to such director's earlier death, resignation, disqualification or removal.

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, and the Nominating and Governance Committee of the Board will make a recommendation to the Board about whether to accept or reject the resignation, or whether to take other action. The Board, 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 (or, if so extended by the Board in certain circumstances, within 180 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 in an uncontested election at the annual meeting, the nominee is not elected to the Board. All 2015 nominees are currently serving on the Board.

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

After a thorough evaluation and assessment, the Nominating and Governance Committee has recommended, and the Board has re-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 and has not recommended, and the Board has not re-nominated, Dr. Robert J. Margolis for election as a director. Please see the section titled "Corporate Governance — Selection of Directors" below for more information about the re-nomination process. Accordingly, the Board has reduced the number of directors from ten to nine, effective as of immediately prior to the annual meeting, and Dr. Margolis' current term as a director will expire and he will cease to hold the office of "Co-Chairman."

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. 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 annual 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 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.

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Information Concerning Members of the Board Standing for Reelection

A biography of each nominee, current as of March 31, 2015, setting forth his or her age, and describing his or her business experience during the past five years, including other prior relevant business experience is presented below.

Pamela M. Arway, 61, 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 has also been a member of the board of the Hershey Company, a chocolate and confectionary company, since May 2010. She currently serves as the Chair of the Governance Committee and as a member of the Audit and Executive Committees of Hershey Company's board. She joined the board of Iron Mountain Incorporated, an enterprise information management services company, in March 2014 and serves as chair of its Compensation Committee. Ms. Arway is an experienced business leader, with extensive management experience.

Charles G. Berg, 57, 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 served as non-executive chairman of the board of directors of WellCare from January 2011 to May 2013. 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"), a health benefit plan provider, 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 currently serves on the Operating Council of Consonance Capital Partners, a private equity firm. 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, 59, has been one of our directors since December 2010. From January 2004 to September 2012, Mr. Davidson served as the senior vice president, controller and chief accounting officer of Tyco International Ltd. ("Tyco"), a provider of diversified industrial products and services. 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 director of Pentair Plc., a provider of products and solutions in water, fluids, thermal management and equipment protection. He is also a director of Legg Mason Inc., a global asset management firm. 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. Mr. Davidson also serves on the Board of Governors of the Financial Industry Regulatory Authority (FINRA). Mr. Davidson is a CPA with more than 30 years of leadership experience across multiple industries and he brings a strong track record of building and leading global teams and implementing governance and controls processes.

Paul J. Diaz, 53, has been one of our directors since July 2007. Mr. Diaz serves as the executive vice chairman of Kindred Healthcare, Inc. ("Kindred"), a provider of long-term healthcare services in the United States, a position he has held since March 2015. He served as Chief Executive Officer of Kindred from January 2004 to March 2015, as well as president from January 2002 to May 2012 and as Chief Operating Officer from January 2002 to December 2003. 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., a health care facility operator, 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, 69, 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., a business and financial information company, since April 2001, treasurer since March 2001 and was its chief executive officer from March 2002 until July 2011. Mr. Grauer has also served as a non-executive director of Glencore plc, a global mining and commodities firm listed on the London Stock Exchange, since June 2013. From November 2000 until March 2002, Mr. Grauer was a managing director of Credit Suisse First Boston, a financial services firm. From September 1992 until November 2000, upon the merger of Donaldson, Lufkin & Jenrette ("DLJ"), a financial services firm, 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 20 years of service as a member of the Board.

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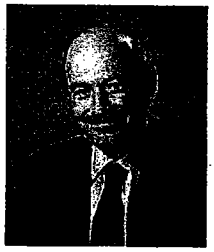

John M. Nehra, 66, has been one of our directors since November 2000. From 1989 until his retirement in August 2014, Mr. Nehra was affiliated with New Enterprise Associates ("NEA"), a venture capital firm, including, from 1993 until his retirement, as general partner of several of its affiliated venture capital limited partnerships. Mr. Nehra also served as managing general partner of Catalyst Ventures, a venture capital firm, from 1989 to 2013. Mr. Nehra served on the boards of a number of NEA's portfolio companies until his retirement in August 2014 and remains a retired special partner of NEA. Mr. Nehra is an experienced business leader with approximately 44 years of experience in investment banking, research and capital markets and he brings a deep understanding of our business and industry through his nearly 15 years of service as a member of the Board as well as significant experience in the healthcare industry through his involvement with NEA's healthcare-related portfolio companies.

Dr. William L. Roper, 66, 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 was a member of and is the immediate past chairman of the board of the National Quality Forum, a non-profit organization that aims to improve the quality of healthcare. From December 2007 to November 2011, Dr. Roper served on the board of Medco Health Solutions, Inc., a pharmacy benefits management company, and since November 2011 has served on the board of its successor company, Express Scripts Holding 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, 59, has been our co-chairman of the Board since November 2012 and our chief executive officer since October 1999. In October 2014, Mr. Thiry also became chief executive officer of our integrated care business, HealthCare Partners ("HCP"). From October 1999 until November 2012, Mr. Thiry served as our chairman of the Board. From June 1997 until he joined us in October 1999, 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 healthcare industry experience and unique expertise regarding the Company's business and operations as well as executive leadership and management experience.

Roger J. Valine, 66, 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 1991 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 previously served on the boards of American Specialty Health Incorporated and SureWest Communications. 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.

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

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Corporate Governance

The general governance framework for the Company is provided by its bylaws, corporate governance guidelines, the charters for each of the Board's committees, the corporate governance code of ethics and corporate code of conduct. These governance documents are available under the Corporate Governance section of our website, located at *http://www.davita.com/about/corporate-governance*. The Board adopted the corporate governance guidelines to assist the Board and its committees in performing their duties and serving the best interests of the Company and our stockholders.

Selection of Directors

In making recommendation to the Board, the Nominating and Governance Committee considers a number of factors and assesses the overall mix of qualifications, individual characteristics, experience level, and diverse perspectives and skills that are most beneficial to our Company. The committee also considers the mix of different tenures of the directors, taking into account the benefits of directors with longer tenures, including greater board stability and continuity of organizational knowledge, and the benefits of directors with shorter tenures, helping to foster an openness to new ideas and a willingness to re-examine the status quo. In connection with the re-nomination of current directors, it is the committee's responsibility to determine in each case whether re-nomination is appropriate. The committee assesses each director's performance and contributions to the Board, as well as his or her skills, experience and qualifications, including the continued value to the Company in light of current and future needs, including whether the Company's needs for the director's experience and background have changed. If the incumbent director has not performed or contributed in a meaningful way, the committee should consider whether re-nomination is appropriate in light of any other relevant facts and circumstances. Another integral part of this process is the individual director evaluations by the Board members. 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 Corporate Secretary of the names and qualifications of such nominees at the following address, within the timeframe and subject to the other requirements set forth in our bylaws: Corporate Secretary, DaVita HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202. The committee will evaluate candidates based on the same criteria regardless of whether the candidate was recommended by the Company or a stockholder.

In April 2015, the Nominating and Governance Committee recommended the candidates standing for election at the 2015 annual meeting of stockholders.

Director Independence

Under the listing standards of the NYSE, a majority of the members of the Board must satisfy the NYSE criteria for "independence." No director qualifies as independent under the NYSE listing standards unless the Board affirmatively determines that the director has no material relationship with the Company (either directly or as a partner, stockholder or officer of an organization that has a relationship with the Company). In addition, the Board 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 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 has determined that all of the individuals currently serving, or who served at any time during 2014, as members of the Board, other than Mr. Thiry and Dr. Margolis, are independent under the NYSE listing standards and the Company's independence standards. In evaluating each director's independence, the Board considered the nature of any executive officer's personal investment interest in director affiliated entities (active or passive), the level of involvement by the director or executive officer as a partner in any such director affiliated entities, any special arrangements between the

parties which would lead to a personal benefit, any personal benefits derived as a result of business relationships with the Company, any other personal benefit derived by any director or executive officer as a result of the disclosed relationships or any other relevant factors.

In assessing director independence, the Board considered investments made by some Board members and executive officers of the Company in the past in certain funds of a venture capital firm of which Mr. Nehra is a retired special partner or that are managed directly or indirectly by the firm of which Mr. Nehra is a retired special partner. The Board also considered transactions in which WellCare 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 each such year. Mr. Berg was a director and non-executive chairman of WellCare until May 2013 and holds less than 10% beneficial interest in WellCare. The Board also considered the $465,000 of additional fees in the aggregate paid to Mr. Berg in his role as a member of the Board's Compliance Committee, in overseeing the 2010 U.S. Attorney physician relationship investigation and the 2011 U.S. Attorney physician relationship investigation ("PRI"), at the request of the Board. In addition, the Board considered the transactions in which Kindred 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 each such year. Mr. Diaz is Kindred's executive vice chairman and director, of and has less than 10% beneficial interest in Kindred.

The Board maintains a policy whereby the Board will evaluate the appropriateness of the director's continued service on the Board 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. In such event, the policy provides that the affected director shall promptly submit his or her resignation to the chairman of the Board and the lead independent director. The members of the Board, excluding the affected director, will determine whether the affected director's continued service on the Board is in the best interests of our stockholders and will decide whether or not to accept the resignation of the director. In addition, the policy provides that 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 may evaluate any potential conflicts of interest.

Leadership Structure and Meetings of Independent Directors

Since the completion of our acquisition of HCP LLC, Mr. Thiry and Dr. Margolis have served as co-chairmen of our Board. Following the annual meeting, Mr. Thiry will be our sole chairman. Mr. Thiry is the chief executive officer of the Company and since October 2014, Mr. Thiry has also served as chief executive officer of HCP. Mr. Thiry brings over 15 years of experience with our Company and deep institutional knowledge and experience to the combined role. Dr. Margolis served as the chief executive officer of HCP LLC from May 1982 to November 2012, and the chief executive officer of HealthCare Partners from November 2012 to March 2014.

We believe that Mr. Thiry's experience and knowledge as CEO and co-chairman are essential to the chairman role and is counterbalanced appropriately by the significant role of the lead independent director. After the annual meeting, Mr. Thiry will serve as the sole chairman of the board. Our lead independent director, Mr. Grauer, who was elected by and from the independent board members, plays a significant role in Board leadership and meetings of the independent directors. Mr. Grauer also chairs our Nominating and Governance Committee, and as chairman of the Nominating and Governance Committee, Mr. Grauer has the authority to call meetings of the committee, whose primary purpose, as outlined in its charter, includes overseeing the evaluation of the Company's management, including the CEO.

As lead independent director, Mr. Grauer serves as liaison between the chairman or co-chairmen and the independent directors, approves information sent to the Board, confers with the CEO/co-chairman in setting and thereafter approving meeting agendas for the Board, approves meeting schedules to assure that there is sufficient time for discussion of all agenda items, and presides at all meetings of the Board at which the chairman or co-chairmen are not present, including executive sessions of independent directors. Additionally, Mr. Grauer facilitates discussions outside of scheduled Board meetings among the independent directors on key issues as required, and decides when

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to engage independent advisors for the Board or a Board committee. Mr. Grauer, in his capacity as lead independent director, also has the authority to call meetings of the Board and the independent directors and, if requested by major stockholders, makes himself available for consultation and direct communication with them.

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

Communications with the Board

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 or any member of the Board may do so by writing to: Board of Directors, c/o Corporate Secretary, DaVita HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202. Copies of any such written communications received by the Corporate Secretary will be provided to the full Board 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, our co-chairman and CEO, Mr. Thiry, attended the meeting.

Information Regarding the Board and its Committees

The Board 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. The Board met 13 times during 2014. Each of our directors attended at least 75% of the aggregate of the total number of meetings of the Board and the total number of meetings held by all committees of the Board on which he or she served during 2014, other than Mr. Diaz, who attended 74% of such meetings.

Committees of the Board

The following chart sets out the current members of our Board Committees and describes the principal functions of each committee of our Board. The charter for each committee is available under the Corporate Governance section of our website, located at *http://www.davita.com /about/corporate-governance*.

Name of Committee and Members	Principal Functions of the Committee	Meetings in 2014
Audit[1] Carol Anthony ("John") Davidson *Chair* Charles G. Berg Roger J. Valine	• Assists the Board 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 control over financial reporting. • Assists the Board 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 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, and pre-approves the firm's annual audit services (including related fees), audit-related services, and all other services in accordance with our pre-approval policy. • Monitors our disclosure controls and procedures and compliance with ethical standards.	11
Compensation[2] Pamela M. Arway *Chair* Paul J. Diaz Peter T. Grauer Roger J. Valine	• 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, is aligned with the long-term interests of our stockholders. • 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. • Has sole authority and discretion to retain or replace its independent compensation consultant. • Annually determines and approves the compensation package for our chief executive officer subject to ratification by the independent members of the Board. • Works closely with and considers the recommendations of our chief executive officer to determine the compensation of our other executive officers. • 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 the results of advisory stockholder votes and other stockholder feedback on the compensation of our executive officers and considers whether to make adjustments to our compensation policies and practices as a result of such votes.	5

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Name of Committee and Members	Principal Functions of the Committee	Meetings in 2014
Nominating and Governance[3] Peter T. Grauer *Chair* Pamela M. Arway Carol Anthony ("John") Davidson Roger J. Valine	• Reviews and makes recommendations to the Board about our governance processes. • Assists in identifying and recruiting candidates for the Board. • Annually reviews the performance of the individual members of the Board. • Proposes a slate of nominees for election at the annual meeting of stockholders. • Makes recommendations to the Board regarding the membership and chairs of the committees of the Board.	3
Compliance Committee[4] Charles G. Berg *Chair* Paul J. Diaz John M. Nehra Dr. William L. Roper	• Reviews and oversees compliance with Federal health care program requirements and the five-year Corporate Integrity Agreement entered into with the Office of the Inspector General. • Oversees and monitors the effectiveness of our healthcare regulatory compliance program, reviews significant healthcare 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 with oversight of compliance with healthcare regulatory requirements. • Has primary responsibility for oversight of healthcare regulatory requirements and for directing the Company's response to certain pending governmental investigations. • Meets regularly with our chief compliance officer.	8
Public Policy[5] John M. Nehra *Chair* Pamela M. Arway Paul J. Diaz Dr. Robert J. Margolis	• Advises the Board on public policy and makes recommendations to the Board as to policies and procedures relating to issues of public policy and government relations. • Oversees the Company's government affairs activity and political spending.	2
Clinical Performance[6] Dr. William L. Roper *Chair* Carol Anthony ("John") Davidson Dr. Robert J. Margolis	• Advises the Board on clinical performance issues facing the Company. • Makes recommendations to management and to the Board as to policies and procedures relating to issues of clinical performance.	2

1 Ms. Arway served on the Audit Committee until March 6, 2014.

2 Mr. Nehra served as the Chair of the Compensation Committee until January 14, 2014. Ms. Arway was appointed to the Compensation Committee on January 14, 2014, and was appointed Chair of the Compensation Committee on January 14, 2014. Mr. Diaz was appointed to the Compensation Committee on March 6, 2014.

3 Messrs. Berg, Diaz and Nehra and Dr. Roper served on the Nominating and Governance Committee until March 6, 2014.

4 Mr. Roper served as the Chair of the Compliance Committee until October 9, 2014. Ms. Arway and Mr. Grauer served on the Compliance Committee until October 9, 2014. Messrs. Diaz and Nehra were appointed to the Compliance Committee on October 9, 2014. Mr. Berg was appointed Chair of the Compliance Committee on October 9, 2014.

5 Mr. Diaz served as the Chair of the Public Policy Committee until March 6, 2014. Dr. Roper served on the Public Policy Committee until March 6, 2014. Ms. Arway, Mr. Nehra, and Dr. Margolis were appointed to the Public Policy Committee on March 6, 2014, and Mr. Nehra was appointed Chair of the Public Policy Committee on March 6, 2014.

6 Ms. Arway and Mr. Nehra served on the Clinical Performance Committee until March 6, 2014. Mr. Davidson was appointed to the Clinical Performance Committee on March 6, 2014.

Overview of Committee Membership Qualifications

Director	Independent	Other Public Company Boards*
Pamela M. Arway[1]	Yes	2
Charles G. Berg[2]	Yes	0
Carol Anthony ("John") Davidson[2]	Yes	2
Paul J. Diaz[1]	Yes	1
Peter T. Grauer[1,3]	Yes	1
Dr. Robert J. Margolis	No	0
John M. Nehra	Yes	0
Dr. William L. Roper	Yes	1
Kent J. Thiry	No	0
Roger J. Valine[1,2]	Yes	0

1 Member of the Compensation Committee and is (a) independent under the listing standards of the NYSE and the Company's independence standards, (b) a "nonemployee director" under Rule 16b-3 of the Securities Exchange Act of 1934 (the "Exchange Act"), and (c) an "outside director" as defined in Internal Revenue Service regulations.

2 Member of the Audit Committee and qualifies as an "audit committee financial expert" within the meaning of the rules of the SEC and each is "independent" and "financially literate" under the listing standards of the NYSE and the Company's independence standards.

3 Mr. Grauer is our Lead Independent Director.

* Current as of March 31, 2015.

Risk Oversight

The Board's involvement in risk oversight involves the Audit Committee, the Compliance Committee and the full Board. Each of the Audit Committee and Compliance Committee are comprised of independent non-executive directors. The Audit Committee is responsible for legal and regulatory risk oversight and the Compliance Committee has primary responsibility for oversight of healthcare legal and regulatory compliance requirements. The Audit Committee and the Compliance Committee meet regularly with our chief legal officer and chief compliance officer, and work together to assist the Board with oversight of legal and compliance enterprise risk management and to ensure that management identifies, monitors, controls and reports such compliance risk exposures. The Compliance Committee reviews significant healthcare legal and regulatory compliance risk areas, and 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 the Board's and Audit Committee's oversight responsibilities for key risks. In addition, the Audit Committee and the full Board 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 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, the chairman of the Audit Committee reports on the activities of the Audit Committee, including risks identified and risk oversight.

Board Share Ownership Policy

We have a share ownership policy that applies to all non-employee members of the Board. The purpose of the policy is to encourage the Board 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 appreciation rights ("SARs"), including stock-settled stock appreciation rights ("SSARs"), restricted stock units ("RSUs"), direct stock

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issuances ("DSIs") and stock options 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 member to date in excess of $100,000; or
- three times the annual Board retainer of $80,000, or $240,000.

As of December 31, 2014, each of our non-employee members of the Board had met the requirements of our share ownership guidelines. See "Compensation Policies and Practices — Management Share Ownership Policy" on page 46 of this Proxy Statement for more information regarding our management share ownership policy.

Code of Ethics and Codes 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, and all professionals involved in the accounting and financial reporting functions. We also have a code of conduct that applies to all of our employees, officers and the Board. 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*. If the Company amends or waives the code of ethics or the code of conduct with respect to our chief executive officer, chief financial officer, controller or chief accounting officer, or persons performing similar functions, we will post the amendment or waiver at the same location on our website.

HCP also has a code of conduct that applies to its officers, employees, affiliated physicians, and persons serving on the board of directors of its subsidiaries, and other contracted providers, vendors and all third parties conducting business on behalf of HCP. The HCP code of conduct is available under the Corporate Governance section of our website, located at *http://www.davita.com/about/corporate-governance*.

Insider Trading Policy

We have adopted an Insider Trading Policy applicable to our directors, executive officers and employees that is intended to ensure that those individuals do not benefit financially from buying or selling shares of our common stock while in the possession of material non-public information. Under our Insider Trading Policy, pre-clearance by our chief legal officer is required for equity and 401(k) plan transactions entered into by our executives and Board members, such as an option or stock appreciation right exercise, or electing to invest in or divest shares of our common stock, as well as certain other transactions involving our common stock. In addition, quarterly trading blackouts are imposed under the Insider Trading Policy upon our directors, executive officers and certain other employees who are deemed to have access to the Company's financial results prior to their becoming final and being publicly disclosed. The Insider Trading Policy states the Company's belief that if our directors, executive officers or employees engage in certain types of hedging transactions, their interest may no longer be aligned with those of the Company. Accordingly, the Company strongly discourages hedging transactions and no person may engage in a hedging transaction without obtaining the approval of our chief legal officer. No one has ever sought and therefore there has never been any approval of a hedging transaction under our Insider Trading Policy. Moreover, our directors, executive officers and employees are prohibited from pledging Company securities as collateral for a loan, with a limited exception for circumstances in which such a person can clearly demonstrate the financial capacity to repay the loan without resort to the pledged securities. Even in such circumstances, the pledging of Company securities is strongly discouraged and requires pre-approval by our chief legal officer. No one has ever sought and therefore there has never been any approval of a pledge of Company securities under our Insider Trading Policy.

Proposal 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, 2015. 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 2015. Although we are not required to seek stockholder ratification of this appointment, the Board 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, 2014 and 2013 by KPMG LLP, our independent registered public accounting firm:

	2014	2013
Audit fees[1]	$4,760,714	$4,253,916
Audit-related fees[2]	487,185	1,158,435
Tax fees[3]	445,429	300,482
All other fees	—	—
	$5,693,328	$5,712,835

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 consolidated financial statements included in our Form 10-Q and other SEC filings. In addition, audit fees include statutory audits in several international countries.

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." The audit-related fees in 2014 and 2013 include fees for audits of our employee benefit plans, audits of one and two of our majority-owned entities, respectively, audits of HCP's risk bearing organizations, and fees of $264,297 and $627,253, respectively, for due diligence services relating to potential acquisitions.

3 Includes fees for professional services rendered for tax advice and tax planning as well as $260,583 in 2013 for tax due diligence services. None of these fees were for tax compliance or tax preparation services.

Pre-approval Policies and Procedures

The Audit Committee 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. The Audit Committee pre-approved all such services in 2014 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 Board recommends a vote FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2015.

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Proposal 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.

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 executive officer compensation program to attract and retain outstanding leaders who possess the skills and talent necessary to achieve our business goals and objectives. Our ultimate objective is to continue to create long-term stockholder value by being a leader in clinical outcomes, generating strong overall revenue growth, market share increases, operating margin growth, increases in Medicare Advantage enrollment and consistently strong total stockholder return ("TSR"). In order to achieve this objective, we have designed our compensation program so it:

- rewards superior clinical outcomes;
- rewards strong Company performance;
- aligns our executives' interests with our stockholders' interests; and
- is competitive within the health care services, diagnostics, managed care and solutions markets, so that we can attract and retain outstanding executives.

We believe that the compensation of our named executive officers during fiscal 2014 is consistent with the following achievements and financial performance for 2014:

- improvements in our clinical outcomes in our U.S. dialysis operations, including maintaining the highest ever fistula in use rates at 65.7%, lowest gross mortality rate at 13.5 measured in early first quarter of 2015 and continued maintenance of our lowest ever catheter rates at 13.0%;
- five-year compound annual TSR of 20.9%, compared to the median five-year compound annual TSR of 3.1% for our Global Industry Classification Standard group and 18.6% for our comparator peer group;
- strong adjusted operating cash flow of $1,728 million, which excludes the $269 million after-tax payment made for the settlement of the 2010 and 2011 U.S. Attorney Physician Relationship Investigations, compared to original guidance range of $1,450 million to $1,550 million;[1]
- consolidated adjusted operating income of $1,832 million, excluding an adjustment to a loss contingency reserve of $17 million, compared to original guidance range of $1,675 million to $1,850 million;[2]
- Kidney Care adjusted operating income of $1,617 million, excluding an adjustment to a loss contingency reserve of $17 million, compared to original guidance range of $1,475 million to $1,550 million;[3]
- normalized non-acquired U.S. dialysis treatment growth of 5.0%;
- an increase of 5.7% in the overall number of U.S. dialysis treatments;
- HCP's entry into two new markets, Colorado and Pennsylvania;
- a $7.25 billion refinancing of a substantial amount of our existing indebtedness, resulting in lower interest costs, extended maturities and enhanced liquidity; and
- an increase of 72,800 in HCP's senior capitated members.

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1 *Adjusted operating cash flow represents 2014 net cash provided by operating activities of $1,459 million, plus our 2014 payment in connection with the settlement of the 2010 and 2011 U.S. Attorney physician relationship investigations of $410 million, each as reported in our consolidated financial statements filed with the Company's Form 10-K for the year ended December 31, 2014, minus the 2014 tax benefit related to that settlement of approximately $141 million.*

2 *See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Form 10-K for the year ended December 31, 2014 for reconciliation of this metric to the most closely comparable GAAP metric.*

3 *Kidney Care 2014 adjusted operating income represents 2014 consolidated operating income of $1,815 million, less 2014 HCP segment operating income of $215 million, plus 2014 loss contingency charges of $17 million, as reported in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Form 10-K for the year ended December 31, 2014.*

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 up to 69% of our named executive officers' compensation in 2014, and with short-term cash bonuses and long-term incentive awards of cash and equity tied to the achievement of various performance metrics;
- a stock ownership policy that requires our executives to accumulate a meaningful ownership stake in the Company over time to strengthen the alignment of our named executive officers' and stockholders' interests;
- a clawback policy that permits the Board to recover bonuses, incentive and equity-based compensation from executive officers and members of the Board 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
- equity incentive plans that prohibit repricing or replacing underwater stock options or stock appreciation rights without prior stockholder approval.

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 2014 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. However, the Board and the Compensation Committee will consider the voting results as appropriate when making future decisions regarding executive compensation, as they did following the 2014 annual meeting of stockholders.

The Board 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 4 Stockholder Proposal Regarding Proxy Access

We expect the following proposal to be presented at the annual meeting by the UAW Retiree Medical Trust, 110 Miller Avenue, Suite 100, Ann Arbor, Michigan 48104, the sponsor of the proposal and a holder of 45,394 shares of the Company's common stock. **The Board has recommended a vote AGAINST this proposal for the reasons set forth following the proposal.** The Board disclaims any responsibility for the content of the proposal and the supporting statement, which are presented exactly in the form received by the Company.

Stockholder Proposal and Supporting Statement

Proxy Access — Proposal 4

Resolved: Shareholders of DaVita HealthCare Partners Inc. (the "Company") ask the board of directors (the "Board") to adopt, and present for shareholder approval, a "proxy access" bylaw. Such a bylaw shall require the Company to include in proxy materials prepared for a shareholder meeting at which directors are to be elected the name, Disclosure and Statement (as defined herein) of any person nominated for election to the board by a shareholder *[sic]* or group (the "Nominator") that meets the criteria established below. The Company shall allow shareholders to vote on such nominee on the Company's proxy card.

The number of shareholder-nomined *[sic]* candidates appearing in proxy materials shall not exceed one quarter of the directors then serving. This bylaw, which shall supplement existing rights under Company bylaws, should provide that a Nominator must:

a) have beneficially owned 3% or more of the Company's outstanding common stock continuously for at least three years before submitting the nomination;

b) given the Company, within the time period identified in its bylaws, written notice of the information required by the bylaws and any Securities and Exchange Commission rules about (i) the nominee, including consent to being named in the proxy materials and to serving as director if elected; and (ii) the Nominator, including proof it owns the required shares (the "Disclosure"); and

c) certify that (i) it will assume liability stemming from any legal or regulatory violation arising out of the Nominator's communications with the Company shareholders, including the Disclosure and Statement; (ii) it will comply with all applicable laws and regulations if it uses soliciting material other than the Company's proxy materials; and (c) to the best of its knowledge, the required shares were acquired in the ordinary course of business and not to change or influence control at the Company.

The Nominator may submit with the Disclosure a statement not exceeding 500 words in support of the nominee (the "Statement"). The Board shall adopt procedures for promptly resolving disputes over whether notice of a nomination was timely, whether the Disclosure and Statement satisfy the bylaw and applicable federal regulations, and the priority to be given to multiple nominations exceeding the one-quarter limit.

SUPPORTING STATEMENT

We believe proxy access is a fundamental shareholder right that will make directors more accountable and contribute to increased shareholder value. The CFA Institute's 2014 assessment of pertinent academic studies and the use of proxy access in other markets similarly concluded that proxy access:

- Would "benefit both the markets and corporate boardrooms, with little cost or disruption."
- Has the potential to raise overall US market capitalization by up to $140.3 billion if adopted market-wide. (http://www.cfapubs.org/dio/pdf/10.2469/ccb.v2014.n9.1)

The proposed bylaw terms enjoy strong investor support — votes for similar shareholder proposals averaged 55% from 2012 through September 2014 — and similar bylaws have been adopted by companies of various sizes across industries, including Chesapeake Energy, Hewlett-Packard, Western Union and Verizon.

We urge shareholders to vote FOR this proposal.

The Company's Statement in Opposition to Proposal No. 4

The Board recommends you vote AGAINST the proposal.

We believe that the mechanisms for nominating directors are a critical aspect of corporate governance and any proposal that adds to or changes our stockholders' existing right to nominate directors should be carefully considered and thoughtfully tailored to ensure that the interests of all our stockholders are protected in a balanced way. To that end, we are not opposed to an augmentation of the mechanism for stockholder nominations of directors, provided that there are requisite safeguards. We do not believe the UAW proposal meets that standard.

UAW's proposal is not in the best interests of our stockholders.

UAW's proposal is not in the best interests of our stockholders because it does not contain minimum requirements necessary to ensure quality director nominees are proposed by independent and impartial stockholders. Rather, if the UAW proposal were adopted, it could result in a stockholder or group of stockholders advancing their own or their constituencies' short term financial interests, special interests or narrow agendas that may be in direct conflict with the Company's long term interests. Our Nominating and Governance Committee who is subject to a fiduciary duty to the Company and the independence requirements of the NYSE and SEC, identifies recruits and recommends for nomination, director candidates who possess a diverse combination of skills, professional experience and backgrounds necessary to oversee our business. UAW's proposal, on the other hand, would allow stockholders who have no fiduciary duty and are not bound by the Company's Corporate Governance Guidelines or the NYSE or SEC independence rules to advance their own agenda or narrow interests or those of unknown third-parties, without regard to the Company's best interests, by bypassing the existing objective recruiting process the Board of Directors uses to nominate directors. While stockholders would be free to reject nominees, the cost and disruption of having to defend against narrow agenda-driven attacks is not in stockholders' interests. In furtherance of our commitment to good corporate governance and the enhancement of stockholder protections, the Company plans to engage with stockholders to solicit input and discuss possible changes to enhance our stockholders' right to nominate directors.

UAW's proposal would cause disruption to the Company's orderly annual election of directors.

If adopted, UAW's proxy access proposal could result in contested director elections becoming a routine event. Divisive proxy contests could occur every year and substantially disrupt Company affairs and the effective functioning of our Board of Directors without adding any significant value to the current process. This could harm us in various ways, including the potential for high annual turnover of Directors leading to an inexperienced Board of Directors that lacks sufficient knowledge and understanding of the Company's current and past business which is necessary to provide meaningful and effective oversight of the Company's operations and long-term strategies. Abrupt changes in the composition of the Company's Board of Directors could lead to disruptions and possible turnover of our management, which in turn may impair our ability to develop, refine, monitor and execute on long-term plans. In addition, our management and directors would be required to divert their time from managing and overseeing Company business to focus on proxy contests in the election of directors. Disruption of our Board of Directors' functioning could disrupt the ongoing implementation of our successful strategies and put stockholder value at risk.

Our stockholders are already entitled to recommend Director nominees, and our existing corporate governance practices and stockholder outreach currently encourage stockholder engagement and representation.

Our stockholders may already recommend one or more director nominees, whom the Board will evaluate under the same criteria it applies to its own candidates. We believe the process currently contained in the Company's Corporate Governance Guidelines best protects the interests of our stockholders by way of requiring thoughtful identification and screening of experienced and diverse director nominees which helps us achieve the optimal balance of directors. Furthermore, our Corporate Governance Guidelines require that we review our process each year to ensure that we are continually striving for an effective board of directors that will best represent and serve our stockholders' long term interests.

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Board members with the right mix of background, expertise, experience and perspective are the fundamental prerequisite for a high-functioning and diverse board. We believe that the selection of such candidates is best left to the members of the Nominating and Governance committee who have a fiduciary duty to our stockholders and the Company and who are bound by NYSE and SEC independence requirements, as well as our Corporate Governance Guidelines with regard to Board nominee qualifications.

We are committed to being a leader in corporate governance and continue our practice of quality stockholder engagement and responsiveness. To that end, we will reach out to a wide range of stockholders, to solicit their input and feedback into augmenting our current process for nominating directors. Our stockholders have direct access to our Board and our Board regularly reviews feedback provided by our stockholders. We value our stockholders' opinions, and intend to discuss proxy access with them to ensure that any proxy access provision adopted by the Company is thoughtfully designed to protect the best interests of *all* stockholders and mitigate the risk of abuse of the procedure.

****

We are committed to continuing our practice of quality engagement with and responsiveness to our stockholders. When our stockholders express priorities and concerns to us, we respond and, in the past, have made changes to our governance and policies to address their concerns. We will actively reach out to our stockholders to discuss the most optimal structure and process for proxy access. The Board will be informed by the feedback gathered in such discussion to determine the best action.

For all of the foregoing reasons, the Board 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 31, 2015 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 and 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
Warren E. Buffett[2] Berkshire Hathaway Inc.[2] 1440 Kiewit Plaza Omaha, Nebraska 68131	38,565,570	17.9%
The Vanguard Group, Inc.[3] 100 Vanguard Blvd. Malvern, PA 19355	14,374,912	6.7%
Kent J. Thiry[4]	1,820,014	*
Dr. Robert J. Margolis[5]	2,578,820	1.2%
Javier J. Rodriguez[6]	470,313	*
Dennis L. Kogod[7]	383,590	*
Dr. Garry E. Menzel	—	*
Michael D. Staffieri[8]	122,928	*
Pamela M. Arway[9]	83,102	*
Charles G. Berg[10]	94,731	*
Carol Anthony ("John") Davidson[11]	50,491	*
Paul J. Diaz	9,521	*
Peter T. Grauer[12]	158,777	*
John M. Nehra[13]	206,531	*
Dr. William L. Roper[14]	78,600	*
Roger J. Valine[15]	95,136	*
All directors and executive officers as a group (20 persons)[16]	6,345,489	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 2000 16th Street, Denver, Colorado, 80202.

2 Based solely on information contained in a Schedule 13G/A No. 4 filed on February 17, 2015 with the SEC by Berkshire Hathaway Inc., a diversified holding company which Mr. Buffett may be deemed to control. Mr. Buffett and Berkshire Hathaway Inc. share voting and dispositive power over 38,565,570 shares of the Company's common stock, which include shares beneficially owned by certain subsidiaries of Berkshire Hathaway Inc. as a result of being a parent holding company or control person.

3 Based solely upon information contained in Amendment No. 4 to Schedule 13G filed with the SEC on February 10, 2015, The Vanguard Group, Inc., an investment adviser, has sole voting power with respect to 299,641 shares, sole dispositive power with respect to 14,093,365 shares and shared dispositive power with respect to 281,547 shares.

4 Includes 247,950 shares held in a family trust and 1,500,000 shares issuable upon the exercise of SSARs and 72,064 restricted stock units, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2015.

5 Includes 2,578,528 shares held in family trusts.

6 Includes 369,583 shares issuable upon the exercise of SSARs and 36,466 restricted stock units, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2015.

7 Includes 306,250 shares issuable upon the exercise of SSARs and 36,466 restricted stock units, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2015.

8 Includes 117,600 shares issuable upon the exercise of SSARs and 4,934 restricted stock units, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2015.

9 Includes 72,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2015.

10 Includes 72,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2015.

11 Includes 43,500 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after,

March 31, 2015.

12 Includes 144,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2015.

13 Includes 62,531 shares held in a family trust and 144,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2015.

14 Includes 72,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2015.

15 Includes 78,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2015.

16 Includes 3,083,070 shares issuable upon the exercise of SSARs and 170,801 restricted stock units, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2015.

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Information Concerning Our Executive Officers

Name	Age	Position
Kent J. Thiry	59	Co-Chairman of the Board, Chief Executive Officer and Chief Executive Officer, HealthCare Partners
Javier J. Rodriguez	44	Chief Executive Officer, Kidney Care
Michael D. Staffieri	41	Chief Operating Officer, Kidney Care
Dennis L. Kogod	55	President, HealthCare Partners and Chief Executive Officer, International
Dr. Robert J. Margolis	69	Co-Chairman of the Board
Joseph C. Mello	56	Chief Operating Officer, HealthCare Partners
Dr. Garry E. Menzel	50	Former Chief Financial Officer
James K. Hilger	53	Interim Chief Financial Officer and Chief Accounting Officer
Jeanine M. Jiganti	55	Chief Compliance Officer
Laura A. Mildenberger	56	Chief People Officer, Kidney Care
Kim M. Rivera	46	Chief Legal Officer
LeAnne M. Zumwalt	56	Group Vice President, Purchasing and Public Affairs

Our executive officers are appointed by, and serve at the discretion of, the Board. Set forth below is a brief description as of March 31, 2015 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 Standing for Reelection."

Javier J. Rodriguez became our chief executive officer, Kidney Care in March 2014. Since joining the Company in 1998, Mr. Rodriguez has served in a number of different capacities. From February 2012 to March 2014, he served as our president. From April 1, 2006 through February 2012, he served as our senior vice president. Before that, from 2000 to 2006 he served as a vice president of operations and payor contracting. Mr. Rodriguez joined the Company in 1998 as a director of value management. Prior to joining the Company, Mr. Rodriguez worked for Baxter Healthcare Corporation in Finance from 1995 to 1996. He also previously served as director of operations for CBS Marketing Inc. in Mexico City.

Michael D. Staffieri became our chief operating officer, Kidney Care, in March 2014. From July 2011 to February 2014, he served as a senior vice president, Kidney Care. From March 2008 to July 2011, he served as our vice president of operations and new center development. Mr. Staffieri joined the Company in July 2000 and has served in several different roles. Prior to joining us, Mr. Staffieri worked for Arthur Andersen LLP in Finance from 1999 to 2000.

Dennis L. Kogod became our president, HealthCare Partners, and chief executive officer, International, effective January 2015. From March 2014 through December 2014, Mr. Kogod served as chief operating officer of our HealthCare Partners division. From January 2009 to March 2014, he served as our chief operating officer, 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 previously served on the board of Arbios Systems, Inc., a medical device and cell-based therapy company.

Dr. Robert J. Margolis became our co-chairman of the Board in November 2012 in connection with our acquisition of HCP LLC. He served as the chief executive officer of HCP LLC, from May 1982 to November 2012, and as the chief executive officer of HCP from November 2012 to March 2014. Dr. Margolis is board certified in internal medicine and

medical oncology having trained at Duke University Medical School and the National Cancer Institute. Dr. Margolis serves on the boards of the Martin Luther King Hospital, the National Committee for Quality Assurance and the California Hospital Medical Center Foundation, Los Angeles. Dr. Margolis also serves as a member of HealthCare Policy Advisory Council for Harvard Medical School and as a member of the advisory board of the USC Schaeffer Center for Health Policy and Economics. Dr. Margolis previously served as the chairman of the boards of the American Medical Group Association, the National Committee for Quality Assurance, and the Unified Medical Group Association.

Joseph C. Mello became our chief operating officer, HealthCare Partners, in January 2015. From April 2012 to April 2014, Mr. Mello served on the Board of CapitalSource Inc., a commercial lender, Mr. Mello previously served as our chief operating officer — emeritus from January 2009 to December 2012, and chief operating officer from June 2000 to December 2008. From April 1998 to June 2000, 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.

Dr. Garry E. Menzel served as our chief financial officer from November 2013 through March 2015. Prior to serving as chief financial officer, he served as our senior vice president, finance from September 2013 to November 2013. From December 2010 to June 2013, Dr. Menzel served as chief operating officer of Regulus Therapeutics Inc., a biopharmaceutical company. From August 2008 to November 2010, Dr. Menzel served as their executive vice president for both finance and corporate development. From November 2004 to April 2008, Dr. Menzel served as managing director and global head of life sciences with Credit Suisse Group AG, an investment banking firm. From August 1994 to August 2004, Dr. Menzel served as managing director and global head of biotechnology with The Goldman Sachs Group, Inc., an investment banking firm.

James K. Hilger became our interim chief financial officer in March 2015, a position he previously held from April 2012 until November 2013. Mr. Hilger 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 to September 2005, 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 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.

Jeanine M. Jiganti became our chief compliance officer in March 2013. From July 2012 to March 2013, she served as our vice president, international chief compliance officer and deputy chief compliance officer. Prior to joining us, she served as chief compliance officer for Takeda Pharmaceuticals North America, a subsidiary of a Japanese pharmaceutical company, from October 2005 to March 2012. Additionally, she served as chief compliance officer for several of Takeda Pharmaceutical Company Limited's affiliates including Takeda Global Research and Development and Takeda Pharmaceuticals International Operations. During Ms. Jiganti's career, she has served as general counsel for the Illinois Department of Commerce and Economic Opportunity from September 2003 to September 2005, general counsel of Near North Insurance Company from September 2002 to September 2003 and vice president of litigation at Caremark Inc., a pharmaceutical services company, from 1996 to 2002.

Laura A. Mildenberger became our chief people officer, Kidney Care, in March 2014. From July 2008 to March 2014, she served as our chief people officer. Ms. Mildenberger 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.

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Kim M. Rivera became our chief legal officer in July 2011. From January 2010 to December 2013, she served as our corporate secretary. From January 2010 to July 2011, she also served as our vice president and general counsel. Prior to joining us, Ms. Rivera served as vice president and associate general counsel of The Clorox Company, a consumer products company, from February 2006 to November 2009. 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.

LeAnne M. Zumwalt became our group vice president-purchasing and public affairs in July 2011. From January 2000 to July 2011, Ms. Zumwalt served as our vice president in many capacities. From January 2000 to October 2009, she served as our vice president, investor relations while having other responsibilities. From 1997 to 1999, Ms. Zumwalt served as chief financial officer of Vivra Specialty Partners, Inc. a privately held health care service and technology firm. From 1991 to 1997, Ms. Zumwalt held various executive positions, including chief financial officer, 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 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 2014, except that one Form 4 was inadvertently filed late for each of Messrs. Davidson and Valine relating to a single transaction to acquire shares of the Company's common stock, one Form 3 was inadvertently filed late for Mr. Craig Samitt relating to his appointment as chief executive officer of HCP on March 1, 2014, one Form 4 was inadvertently filed late for Ms. Rivera relating to one transaction to acquire and three transactions to dispose of the Company's common stock, one Form 4 was inadvertently filed late for Ms. Zumwalt relating to a gift of the Company's common stock and one Form 4 was inadvertently filed late for Dr. Margolis relating to a transaction to acquire and a gift of the Company's common stock.

Compensation Discussion and Analysis

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Compensation Discussion and Analysis Information

This Compensation Discussion and Analysis (the "CD&A") describes our executive compensation program for the following named executive officers ("NEOs"):

NEO	TITLE
Kent J. Thiry	Co-Chairman of the Board, Chief Executive Officer and Chief Executive Officer, HealthCare Partners[1]
Javier J. Rodriguez	Chief Executive Officer, Kidney Care
Dennis L. Kogod	President, HealthCare Partners and Chief Executive Officer, International[2]
Dr. Garry E. Menzel	Former Chief Financial Officer[3]
Michael D. Staffieri	Chief Operating Officer, Kidney Care[4]

1 Mr. Thiry was appointed Chief Executive Officer, HealthCare Partners effective August 1, 2014.

2 Mr. Kogod served as the Chief Operating Officer of the Company's HealthCare Partners division through December 31, 2014, and became the President of HealthCare Partners and Chief Executive Officer, International effective January 1, 2015.

3 Dr. Menzel served as the Company's Chief Financial Officer from November 7, 2013 to March 30, 2015.

4 Mr. Staffieri became the Chief Operating Officer of the Kidney Care division effective March 6, 2014.

Executive Summary

Our Business

The Company consists of two major divisions, Kidney Care and HealthCare Partners ("HCP"). Our Kidney Care division is comprised of our U.S. dialysis and related lab services business, various other ancillary services and strategic initiatives, including our international dialysis operations, and our corporate support costs.

Our largest line of business is our U.S. dialysis and related lab services business, which is a leading provider of kidney dialysis services in the United States. As of December 31, 2014, we operated or provided administrative services through a network of 2,179 outpatient dialysis centers in the U.S., serving approximately 173,000 patients in 46 states and the District of Columbia. We also provide acute inpatient dialysis services in approximately 1,000 hospitals. In 2014, our overall network of U.S. outpatient dialysis centers increased by 105 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 6% from 2013.

Our other major line of business is HCP, a patient- and physician-focused integrated health care delivery and management company. For nearly three decades, HCP has been providing cost-effective coordinated, outcomes-based medical care. Through capitation contracts with some of the nation's leading health plans, HCP had approximately 837,300 members under its care in southern California, central and south Florida, southern Nevada, central New Mexico and central Arizona as of December 31, 2014. In addition to its managed care business, HCP provides care in all of its markets to over 553,000 patients whose health coverage is structured on a fee-for-service basis, including patients enrolled through traditional Medicare and Medicaid programs, preferred provider organizations and other third party payors.

The patients of HCP's associated physicians, physician groups and independent practice associations benefit from an integrated approach to medical care that places the physician at the center of patient care. As of December 31, 2014, HCP delivered services to its members via a network of over 3,300 associated group and other network primary care physicians, 228 network hospitals, and several thousand associated group and network specialists. Together with hundreds of case managers, registered nurses and other care coordinators, these medical professionals utilize a comprehensive information technology system, sophisticated risk management techniques and clinical protocols to provide high-quality, cost-effective care to HCP's members.

Our executive compensation program is best understood within the context of the business environment in which we currently operate. This includes increasing regulation by numerous federal, state and local government entities, reductions in reimbursements under federal and state healthcare programs, including Medicare and Medicaid, continued downward pressure on our commercial payment rates, and the integration of HCP into the enterprise.

Our Executive Compensation Structure

In March 2014, our Board of Directors and Compensation Committee made substantial changes to our executive compensation program to further align our executive compensation structure with our strategic and financial objectives in creating stockholder value, including short-term and long-term incentive criteria that are more performance-based, reducing the percentage of equity awards that are subject to time-vesting only or a single performance metric, and making long-term incentive awards based on relative metrics and a variety of performance metrics. Our executive compensation structure is comprised of both short and long-term incentives, which include challenging performance goals that we believe are aligned with our strategic objectives to provide high quality care to our patients, increase profitability, maximize growth and increase the value of our common stock to benefit our stockholders.

The 2014 short-term and long-term criteria, described in further detail starting on page 34, emphasized our objectives as a Company,,and our resulting compensation structure incorporated incentives tied to clinical care, profit and growth.

We will continue our ongoing engagement with our stockholders on corporate governance items that are of interest to them, and our Compensation Committee will consider the feedback we receive from our stockholders in making future compensation decisions for our named executive officers. We also believe it is important to maintain consistency with our compensation philosophy and approach, described in further detail on page 29 of this Proxy Statement, to continue to incentivize management toward the proper short- and long-term financial and operating goals, which are intended to create long-term stockholder value.

Consideration of Say-on-Pay Results and Pay for Performance

In June 2014, approximately 94% of the votes cast by stockholders at the annual meeting were voted in favor of the compensation program applicable to our named executive officers, as described in the 2014 proxy statement. We believe the votes reflect support for our executive compensation program, particularly the scope and effectiveness of the changes we adopted in 2014, and strong pay for performance alignment. As such, the Compensation Committee did not make any changes to the executive compensation program in response to the 2014 say-on-pay vote.

Our Compensation Design and Philosophy

Our ability to recruit and retain highly qualified executives is essential to our long-term success. An important goal in the design of our executive compensation program, in addition to clinical differentiation and creating stockholder value, is to attract and retain outstanding leaders who possess the skills and talent necessary to achieve our business goals and objectives, and who embody our mission and values. We believe it is in the best interests of our stockholders to attract and retain talented leaders, and we strive to do so by providing compensation that is reasonable, provides the best value for our stockholders, aligns incentives, and is sufficient to achieve our recruitment and retention objectives.

Our ultimate objective is to continue to create long-term stockholder value by being a leader in clinical differentiation, generating strong overall revenue growth, market share increases, improvements in clinical outcomes, operating margin growth, increases in Medicare Advantage enrollment and consistently strong total stockholder return.

In order to achieve this objective, we have established an executive compensation program that:

(i) rewards superior clinical outcomes;

(ii) rewards strong Company performance;

(iii) aligns our executives' interests with our stockholders' interests; and

(iv) is competitive within the health care services, diagnostics, managed care and solutions markets so that we can attract and retain outstanding executives.

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2014 Financial and Performance Highlights

Our overall financial and operating performance was strong for 2014 despite the challenges we faced with Medicare reimbursement in the Kidney Care division and Medicare Advantage reimbursement in the HCP division. We believe that the NEOs were instrumental in achieving these results, including the following major achievements and financial operating performance indicators in 2014:

- improvements in our clinical outcomes in our U.S. dialysis operations, including maintaining the highest ever fistula in use rates at 65.7%, lowest gross mortality rate at 13.5 measured in early first quarter of 2015 and continued maintenance of our lowest ever catheter rates at 13.0%;
- five-year compound annual TSR of 20.9%, compared to the median five-year compound annual TSR of 3.1% for our Global Industry Classifications Standard group and 18.6% for our comparator peer group;
- strong adjusted operating cash flow of $1,728 million, which excludes the $269 million after-tax payment made for the settlement of the 2010 and 2011 U.S. Attorney Physician Relationship Investigations, compared to original guidance range of $1,450 million to $1,550 million;[1]
- consolidated adjusted operating income of $1,832 million, excluding an adjustment to a loss contingency reserve of $17 million, compared to original guidance range of $1,675 million to $1,850 million;[2]
- Kidney Care adjusted operating income of $1,617 million, excluding an adjustment to a loss contingency reserve of $17 million, compared to original guidance range of $1,475 million to $1,550 million;[3]
- normalized non-acquired U.S. dialysis treatment growth of 5.0%;
- an increase of 5.7% in the overall number of U.S. dialysis treatments;
- HCP's entry into two new markets, Colorado and Pennsylvania;
- a $7.25 billion refinancing of a substantial amount of our existing indebtedness, resulting in lower interest costs, extended maturities and enhanced liquidity; and
- an increase of 72,800 in HCP's senior capitated members.

The Company's TSR from the first quarter of 2000 (our CEO's first full quarter with the Company) through the fourth quarter of 2014 was approximately 3,300%, putting the Company in the top 10 of all current S&P 500 companies over that period. The Company's TSR over this period also exceeded that of all companies that have been in the S&P 500 during that entire period.

We believe our U.S. dialysis and related lab services 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. Our clinical outcomes mean better quality of life for the over 173,000 dialysis patients we serve.

Linking 2014 NEO Compensation to Performance

Our compensation program for our NEOs emphasizes compensation based on performance and are designed to align our NEOs' interests with those of our stockholders and to permit individuals who have performed well in creating and protecting significant long-term value for the Company and its stockholders to share in the value generated. To this end, our compensation program emphasizes variable compensation in the form of cash and equity awards over fixed compensation.

When establishing the compensation for our NEOs for 2014, the Compensation Committee gave significant weight to our sustained record of strong operating performance as highlighted above, our improvement in strategic positioning and our continued strong clinical performance, particularly in light of ongoing general economic volatility and significant industry regulatory challenges and uncertainty. In 2014, we continued to lead industry public policy efforts, achieving favorable outcomes for the industry and the Company. The Compensation Committee balanced its evaluation of the Company's financial and clinical performance by also considering the Company's implementation of the Corporate Integrity Agreement with the United States Department of Health and Human Services, Office of Inspector General, healthcare reform, changes to

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1 *Adjusted operating cash flow represents 2014 net cash provided by operating activities of $1,459 million, plus our 2014 payment in connection with the settlement of the 2010 and 2011 U.S. Attorney physician relationship investigations of $410 million, each as reported in our consolidated financial statements filed with the Company's Form 10-K for the year ended December 31, 2014, minus the 2014 tax benefit related to that settlement of approximately $141 million.*

[2] *See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Form 10-K for the year ended December 31, 2014 for reconciliation of this metric to the most closely comparable GAAP metric.*

[3] *Kidney Care 2014 adjusted operating income represents 2014 consolidated operating income of $1,815 million, less 2014 HCP segment operating income of $215 million, plus 2014 loss contingency charges of $17 million, as reported in "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Form 10-K for the year ended December 31, 2014.*

government reimbursement policies, other significant healthcare regulatory changes, as well as the government investigations affecting the Company. When establishing 2014 compensation for our NEOs, the Compensation Committee considered these and other factors in the context of individual NEO performance achieving these results and responding to these challenges. The following table shows the direct compensation for 2014 (base salary, annual performance-based cash award and long-term incentive award) determined by the Compensation Committee for each NEO. This table is not a substitute for the information disclosed in the 2014 Summary Compensation Table and related footnotes, which begin on page 49.

NEO	Base Salary[1]	Annual Cash Award	Annual LTI Award[2]
Kent J. Thiry	$1,200,000	$2,610,000	$9,463,889
Javier J. Rodriguez	$800,000	$2,000,000	$5,405,698
Dennis L. Kogod	$800,000	$200,000[3]	$2,528,218
Dr. Garry E. Menzel	$510,000	—	—
Michael D. Staffieri	$515,385	$1,100,000	$2,969,152

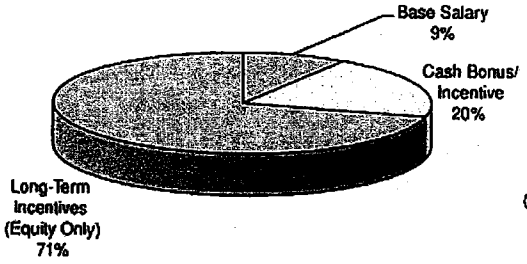
1 The amounts reported here reflect the base salary amounts actually paid during the 2014 fiscal year.

2 The amounts reported under the Annual LTI Award column consist of the grant date fair value of all 2014 equity awards (both SSARs and PSUs) as well as the target value of the 2014 performance-based cash awards.

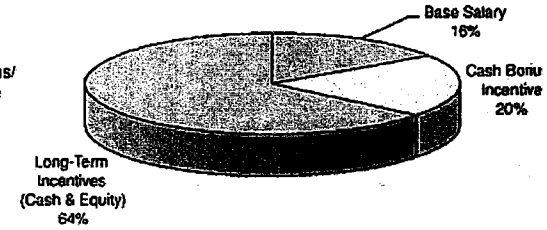
3 The amount represents a discretionary bonus paid to Mr. Kogod for advancing strategic initiatives in his role as chief executive officer of our international business, which were not included as performance targets in our 2014 short-term incentive criteria.

Given the emphasis on variable compensation, the Compensation Committee determined to limit increases to fixed compensation amounts in 2014 such that the base salaries of our NEOs were retained at 2013 levels, other than Mr. Staffieri's base salary, which was increased in 2014 in connection with his promotion to Chief Operating Officer of the Company's Kidney Care division. The following pie charts illustrate the allocation of the total direct compensation that the NEOs above earned or, in the case of the long-term incentives, were granted with respect to 2014:

Compensation Summary CEO



Compensation Summary Other NEOs



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

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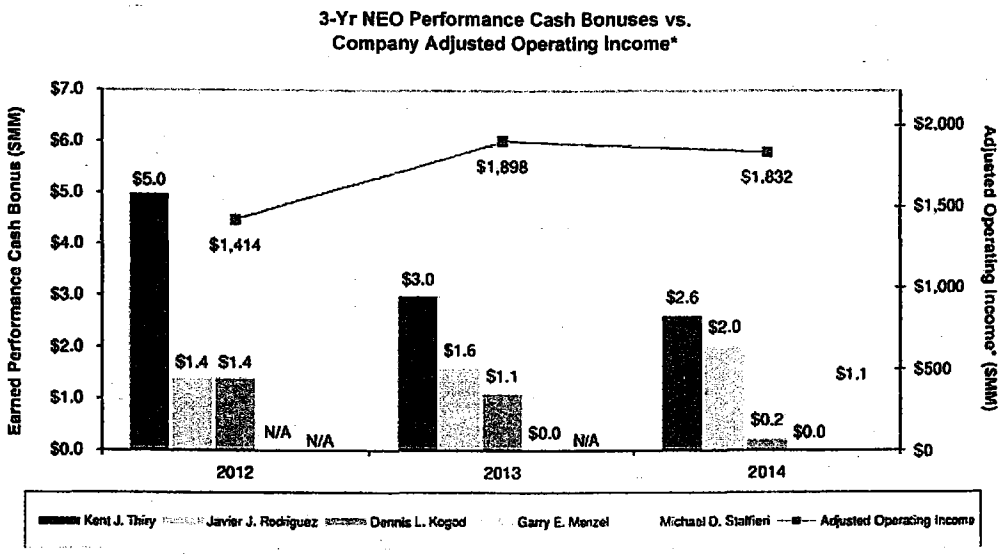
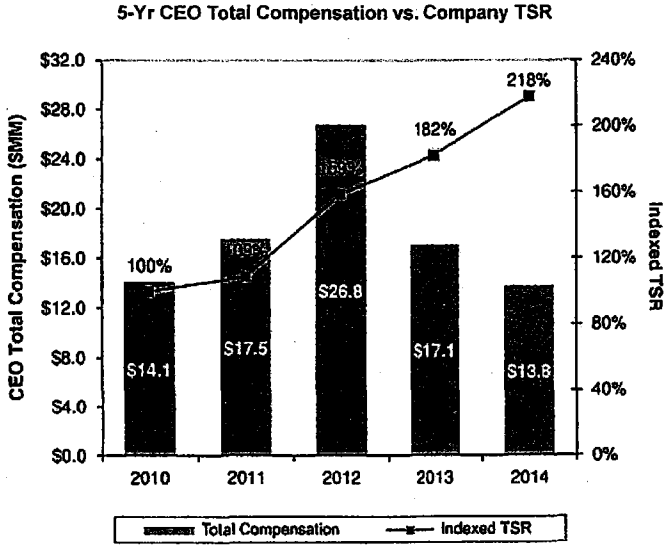
The following graph illustrates how cash performance bonuses over the past three years varied with changes in our adjusted operating income:



* *See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Form 10-K for the year ended December 31, 2014 for reconciliation of this measure to the Company's GAAP consolidated operating income.*

To further illustrate our emphasis on compensation based on performance and our commitment to align the interests of our NEOs with those of our stockholders, the following graph illustrates how our CEO'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., 2010). For purposes of this table, CEO total compensation includes all elements of compensation reflected in the "Total" column of the 2014 Summary Compensation Table on page 49 of this Proxy Statement.



Stockholder Interest Alignment

Our executive compensation is designed to focus on pay-for-performance and to align the interests of our executives with the long-term interests of our stockholders. Our incentive criteria focus on performance-based compensation that aligns with our strategic and financial objectives in creating stockholder value. Our CEO receives all long-term compensation in the form of equity compensation. Our other executives receive long-term compensation, consisting of both equity compensation and cash-based incentive compensation. Our long-term equity compensation is comprised of stock-settled stock appreciation rights ("SSARs") and performance stock units ("PSUs"). At least 50% of our CEO's equity awards and at least 25% of the other executive officers' awards are in the form of PSUs. Relative total stockholder return ("TSR") was selected as the performance criterion for 50% of these PSUs to create close alignment with stockholder value creation. The equity awards are further subject to time vesting—equity awards granted in 2014 vest 50% each after three and four years from the date of grant. The combination of performance-based metrics and extended vesting schedules are intended to assist in the long-term retention of such NEOs and further align the interests of our executives with the long-term interests of our stockholders. A key component of our executive compensation philosophy and design is that stock-based compensation creates an incentive for the NEO to contribute to the overall success of the Company and to take actions that result in the creation of long-term stockholder value.

Key Features of Our Executive Compensation Program

We Do	We Do Not
Have double trigger change in control provisions for acceleration of equity award vesting	Provide excise tax gross-ups on change in control payments for new or materially amended agreements entered into since 2008[1]
Limit severance payments to not more than three times base salary and bonus	Re-price or replace underwater stock options or stock appreciation rights
Provide for multi-year vesting periods for equity award grants to reinforce a culture in which the Company's long-term success takes precedence over volatile short-term results	Have our Compensation Committee's independent compensation consultant provide any other services to the Company
Use an independent compensation consultant	Have a defined benefit pension plan
Have a clawback policy that permits recovery of bonuses, incentive and equity-based compensation from executives	
Seek stockholder feedback on our executive compensation program	
Apply meaningful stock ownership guidelines to strengthen alignment of executives' and stockholders' interests	
Have policies related to the hedging and pledging of Company's securities	

1 We have not provided for tax gross-ups in any employment agreements or amended employment agreements entered into after July 2008. Our CEO has the only remaining legacy agreement that contains a tax gross-up; however, no gross-up would have been payable under his agreement in any of the prior five years if a change of control had occurred. See "Potential Payments Upon Termination or Change of Control" on pages 54 to 60.

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Elements of Compensation

The elements of direct compensation offered under our executive compensation program include both fixed (base salaries) and variable (annual and long-term incentives) compensation.

Base Salary

We compensate our NEOs with a base salary 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, the prior experience of the executive, and expected contributions to Company performance.

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

Consistent with our emphasis on performance-based compensation and the Compensation Committee's decision to limit increases to fixed compensation amounts in 2014, the Compensation Committee maintained the base salaries of Mr. Thiry, Mr. Rodriguez, Mr. Kogod and Dr. Menzel at 2013 levels. Mr. Staffieri's base salary was increased in 2014 in connection with his promotion from Senior Vice President to Chief Operating Officer of the Company's Kidney Care division. The base salaries for 2013 and 2014 for our NEOs are shown in the table below.

Name	2013 Base Salary[1]	2014 Base Salary[2]
Kent J. Thiry	$1,200,000	$1,200,000
Javier J. Rodriguez	$800,000	$800,000
Dennis L. Kogod	$800,000	$800,000
Dr. Garry E. Menzel	$510,000	$510,000
Michael D. Staffieri	$450,000	$550,000

1 The amounts reported reflect the annual base salaries approved in March 2013.

2 The amounts reported reflect the annual base salaries approved in March 2014.

Short-Term Incentive Program (STI Program) for 2014

The 2014 STI program awards are granted pursuant to the DaVita HealthCare Partners Inc. 2011 Incentive Award Plan, as amended and restated (the "2011 Plan"), which permits the issuance of stock options, stock appreciation rights, restricted stock, restricted stock units, performance stock units, equity and cash-based performance awards, as well as other forms of equity awards.

Under the 2014 STI program, each NEO was eligible for a maximum annual performance-based bonus potential calculated as a multiple of the annual salary approved in March 2014 by the Compensation Committee, and with respect to the CEO, the Board, as summarized in the table below:

Name	2014 Base Salary	Multiple of 2014 Base Salary	2014 STI Maximum Bonus Potential
Kent. J. Thiry	$1,200,000	3.0x	$3,600,000
Javier J. Rodriguez	$800,000	2.5x	$2,000,000
Dennis L. Kogod	$800,000	2.5x	$2,000,000
Dr. Garry E. Menzel	$510,000	2.0x	$1,020,000
Michael D. Staffieri	$550,000	2.0x	$1,100,000

Each performance metric under our STI program was assigned a relative weight to determine the percentage of the maximum bonus potential for which each executive was eligible. The percentage of the maximum bonus potential was determined based on results achieved in 2014, and the Compensation Committee then exercised negative discretion to reduce the annual bonus payment based on changed or special circumstances, or factors that may not have been anticipated when the criteria range for the metrics were established. With respect to the 2014 STI, the Compensation Committee reduced the 2014 bonus for Dr. Menzel.

The tables below summarize the relative weights, criteria range, maximum performance based eligibility range, actual performance and maximum eligible payout achieved for each of the 2014 STI performance metrics, as well as the actual payout percentage and amount for each of the NEOs.

Kent J. Thiry

2014 STI Performance Metrics	Weight	Criteria Range	Maximum Performance Based Eligibility Range (%)	Maximum Performance Based Eligibility Range ($)	Actual Performance	Maximum Eligible Payout Achieved (%)	Maximum Eligible Payout Achieved ($)
Adjusted Enterprise OI	70%	$1,759 million to $1,880 million	25% - 100%	$630,000 - $2,520,000	$1,832 million	75%	$1,890,000
Kidney Care Mortality	10%	13.51 or less (lower is better)	0% or 100%	$0 or $360,000	13.48	100%	$360,000
Kidney Care NAG	10%	4.3% to 4.9%	50% - 100%	$180,000 - $360,000	5.0%	100%	$360,000
HCP MA Enrollment Growth	10%	10% to 40% above industry	25% - 100%	$90,000 - $360,000	<10%	0%	$0
				Total Eligible STI Bonus		72.5%	$2,610,000
				Total Actual STI Bonus		72.5%	$2,610,000

Javier J. Rodriguez

2014 STI Performance Metrics	Weight	Criteria Range	Maximum Performance Based Eligibility Range (%)	Maximum Performance Based Eligibility Range ($)	Actual Performance	Maximum Eligible Payout Achieved (%)	Maximum Eligible Payout Achieved ($)
Adjusted Core Kidney Care OI*	70%	$1,494 million to $1,550 million	25% - 100%	$350,000 - $1,400,000	$1,617 million	100%	$1,400,000
Kidney Care Mortality	15%	13.51 or less (lower is better)	0% or 100%	$0 or $300,000	13.48	100%	$300,000
Kidney Care NAG	15%	4.3% to 4.9%	50% - 100%	$150,000 - $300,000	5.0%	100%	$300,000
				Total Eligible STI Bonus		100%	$2,000,000
				Total Actual STI Bonus		100%	$2,000,000

* Criteria range represents the top 75% of the public guidance range for our Kidney Care division at the time this performance metric was developed. Adjusted Core Kidney Care Operating Income is a subset of Adjusted Kidney Care Operating Income that excludes certain non-core business units.

Actual Performance represents actual Adjusted Operating Income for our Kidney Care division.

Dennis L. Kogod

2014 STI Performance Metrics	Weight	Criteria Range	Maximum Performance Based Eligibility Range (%)	Maximum Performance Based Eligibility Range ($)	Actual Performance	Maximum Eligible Payout Achieved (%)	Maximum Eligible Payout Achieved ($)
Adjusted HCP OI	50%	$265 million to $310 million	25% - 100%	$250,000 - $1,000,000	$215 million	0%	$0
HCP MA Enrollment Growth	50%	10% to 40% above industry	25% - 100%	$250,000 - $1,000,000	<10%	0%	$0
				Total Eligible STI Bonus		0%	$0
				Total Actual STI Bonus		0%	$0

For 2014, Mr. Kogod received a discretionary bonus of $200,000 outside of the STI Program for advancing strategic initiatives in his role as chief executive officer of our international business, as these initiatives were not included as performance targets in our 2014 STI Program.

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Dr. Garry E. Menzel

2014 STI Performance Metrics	Weight	Criteria Range	Maximum Performance Based Eligibility Range (%)	Maximum Performance Based Eligibility Range ($)	Actual Performance	Maximum Eligible Payout Achieved (%)	Maximum Eligible Payout Achieved ($)
Adjusted Enterprise OI	70%	$1,759 million to $1,860 million	25% - 100%	$178,500 - $714,000	$1,832 million	75%	$535,500
Kidney Care Mortality	10%	13.51 or less (lower is better)	0% or 100%	$0 or $102,000	13.48	100%	$102,000
Kidney Care NAG	10%	4.3% to 4.9%	50% - 100%	$51,000 - $102,000	5.0%	100%	$102,000
HCP MA Enrollment Growth	10%	10% to 40% above industry	25% - 100%	$25,500 - $102,000	<10%	0%	$0
				Total Eligible STI Bonus		72.5%	$739,500
				Total Actual STI Bonus		0%	$0

Michael D. Staffieri

2014 STI Performance Metrics	Weight	Criteria Range	Maximum Performance Based Eligibility Range (%)	Maximum Performance Based Eligibility Range ($)	Actual Performance	Maximum Eligible Payout Achieved (%)	Maximum Eligible Payout Achieved ($)
Adjusted Core Kidney Care OI*	70%	$1,494 million to $1,550 million	25% - 100%	$192,500 - $770,000	$1,617 million	100%	$770,000
Kidney Care Mortality	15%	13.51 or less (lower is better)	0% or 100%	$0 or $165,000	13.48	100%	$165,000
Kidney Care NAG	15%	4.3% to 4.9%	50% - 100%	$82,500 - $165,000	5.0%	100%	$165,000
				Total Eligible STI Bonus		100%	$1,100,000
				Total Actual STI Bonus		100%	$1,100,000

* Criteria range represents the top 75% of the public guidance range for our Kidney Care division at the time this performance metric was developed. Adjusted Core Kidney Care Operating Income is a subset of Adjusted Kidney Care Operating Income that excludes certain non-core business units.

Actual Performance represents actual Adjusted Operating Income for our Kidney Care division.

Long-Term Incentive Program (LTI Program) for 2014

LTI program awards are granted pursuant to the 2011 Plan. The 2011 Plan permits the issuance of stock options, stock appreciation rights, restricted stock, restricted stock units, performance stock units, equity and cash-based performance awards, as well as other forms of equity awards. Our LTI program is designed to provide a link to long-term stockholder value through equity awards for all executives, while also providing a more direct tie to our various lines of business for which executives are responsible through cash-based performance awards targeting internal operating performance metrics consistent with our existing compensation philosophy.

Equity Awards

While we emphasize stock-based compensation, we do not designate a target percentage of total compensation as stock-based. We instead maintain discretion to respond to changes in NEO and Company performance and related objectives, as well as to changes in remaining relative values that have yet to be vested. We believe that our emphasis on stock-based compensation creates an alignment of interest between our NEOs and our stockholders. Grants of equity awards also serve as an important tool for attracting and retaining executives. To vest in equity awards and earn the full benefit of the award, NEOs must remain employed for a multi-year vesting 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.

Each year, the Compensation Committee recommends to the full Board 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 held by participants 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 and incentivize our highest-potential and highest-performing employees and to attract new employees 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 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 NEOs are generally made annually (typically in the first half of the year). Discretionary interim awards to our NEOs may be made during the year to address special circumstances, such as retention concerns, promotions and special performance 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 is contingent upon individual circumstances. Under the terms of the 2011 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. Furthermore, the 2011 Plan prohibits repricing or replacing underwater stock options or stock appreciation rights without prior stockholder approval.

Stock-settled Stock Appreciation Rights

The majority of our equity awards to NEOs are in the form of stock-settled stock appreciation rights, which only derive value if the market value of our common stock increases. 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 a 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. SSARs granted in 2014 vest 50% each in April 2017 and 2018.

Performance Stock Units

We also award performance stock units to our NEOs as part of our compensation program. PSUs are granted under the 2011 Plan and typically vest based on a combination of accomplishment of performance metrics and passage of time over a period of three or more years, but the Compensation Committee may approve alternative vesting schedules based on performance, timing of vesting of individual outstanding grants and other retention related factors.

A minimum of 50% of the CEO's equity compensation and 25% of each executive officer's equity compensation is awarded in the form of PSUs, which fully vest in four years (50% at three years, and 50% at four years) so long as performance goals have been met. Based on the level of achievement, more or less than 100% of the target PSUs can vest based on the achievement of the underlying performance.

The tables below summarize the criteria range and percent range of target PSUs for each of the 2014 PSU performance metrics and detail the relative weightings of each of the 2014 PSU performance metrics for our NEOs. The performance periods for these metrics run through 2017, or in the case of Relative Total Stockholder Return through March 31, 2018 and, therefore, we are not able to present performance against these metrics at this time. Given the market and operating conditions at the time the targets were set, the target vesting levels were designed to be achievable with strong management performance, while vesting at the maximum levels were designed to be difficult to achieve.

2014 PSU Performance Metrics	Criteria Range	Percent of Target PSUs
Kidney Care Mortality	13.35 - 12.15 (lower is better)	50% - 200%
Kidney Care Non Acquired Growth	3.95% to 4.70%	50% - 150%
HCP New Market Success	2 to 6 markets that meet threshold	50% - 200%
HCP New Market Adjusted Operating Income	50% to 200% of internal goal	50% - 200%
Relative Total Stockholder Return	40th percentile to 90th percentile	50% - 200%

	Performance Metrics Weightings		
2014 PSU Performance Metrics	Company-wide Executives	Kidney Care Division Executives	HCP Division Executives
Kidney Care Mortality	12.5%	25%	
Kidney Care Non Acquired Growth	12.5%	25%	
HCP New Market Success	12.5%		25%
HCP New Market Adjusted Operating Income	12.5%		25%
Relative Total Stockholder Return	50%	50%	50%

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Cash-Based Performance Awards

In 2014, the Compensation Committee granted cash-based performance awards to Messrs. Rodriguez and Staffieri. Mr. Thiry received all of his 2014 LTI awards in the form of equity (SSARs and PSUs). Mr. Kogod's cash-based performance award for 2014 was delayed to 2015, when cash-based performance awards were made to other executives of the Company's HCP division. Since there was no long-term cash-based incentive plan at HCP, and no such plan had previously existed at HCP, the grant of cash-based performance awards to HCP executives was delayed to allow time for the proper structuring of a long-term cash-based incentive plan. As a result, cash-based performance awards for HCP executives in 2015, including Mr. Kogod, will appear greater than a typical annual grant since they will effectively represent grants for two consecutive years.

The Compensation Committee determines the target award value for NEOs' cash-based performance awards in a manner similar to how it determines the amount of equity awards to grant, that is, based on individual and Company historical and expected performance, including an executive's ability to influence the targeted performance measure. The aggregate target value of cash-based performance awards available for allocation to our executives is approved by the full Board for administration by the Compensation Committee along with the aggregate equity award pool.

The 2014 cash-based performance awards for NEOs have a payout based on operating results for 2016. Cash-based performance awards granted in 2014 vest 100% on April 1, 2017, subject to performance conditions being met. Under the terms of the 2011 Plan, the maximum annual amount of any cash-based performance awards payable to any executive is $10,000,000. However, the Compensation Committee established target award values for each NEO at the time of grant, at amounts substantially lower than the maximum under the 2011 Plan.

In early 2015, Messrs. Rodriguez, Kogod and Staffieri received payouts under the 2012 long-term cash-based performance awards granted under the Company's 2011 Incentive Award Plan. Messrs. Rodriguez and Kogod each earned $6,142,500 and Mr. Staffieri earned $2,292,500 for performance at the 250% payout level as a result of adjusted operating income achieved for the dialysis and related lab services operating segment of $1,742 million for fiscal year 2014 compared to a target of $1,535 million at the 100% payout level.

Determining LTIP Award Amounts

The Compensation Committee reviews the annual LTIP award recommendations for our NEOs and other executives in advance of the grant date with the input of our CEO. Based upon a review of equity award shares available, their dilutive effect on stockholders, long-term share budgeting restrictions, cash-based performance award dollars available and recommendations from management, the Compensation Committee recommends aggregate equity and cash LTIP award pools for the year for approval by the Board. In considering how to distribute the equity and cash-based performance award units in the respective LTIP award pools, our CEO, together with a team that includes other senior executives, gives differential attention to high-potential individuals whom the Company believes will be the future senior 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 and long-term cash-based incentive award grants over his or her career at the Company. A determination is then made as to the amount and number of cash and equity LTIP award units that should be granted and the appropriate vesting schedules and performance conditions 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 and motivate performance 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 when making prospective award decisions.

The Compensation Committee also evaluates the market competitiveness of the Company's compensation for its NEOs and other executive officers by analyzing its historical and proposed compensation changes in light of compensation practices among its comparator peer group as provided in an annual assessment by Compensia, the Compensation Committee's independent compensation consultant.

After taking into account the elements set forth above, the Compensation Committee approved LTIP award grants to our NEOs in 2014, except for Mr. Thiry, whose LTIP award grant was approved by the independent members of the Board. All of the SSARs, PSUs and cash-based performance awards granted to our NEOs were granted in March 2014 after the completion of the review and approval by the Compensation Committee, and with respect to Mr. Thiry, by the independent members of the full Board. The table below shows the aggregate number of shares subject to SSARs and PSUs, and the base target value of the cash-based performance awards granted to each of our NEOs in 2014.

2014 Long-term Incentive Awards	Shares Subject to SSARs (#)	Shares Subject to PSUs (#)	Target Cash-Based Performance Award Value ($)
Kent J. Thiry	282,339	63,022	—
Javier J. Rodriguez	79,228	17,685	2,750,000
Dennis L. Kogod	115,246	8,575	—
Garry E. Menzel	—	—	—
Michael D. Staffieri	25,929	5,788	2,100,000

The 2014 SSAR awards above vest 50% each in the third and fourth years from the date of grant and the PSU awards above vest 50% each on May 15, 2017 and May 15, 2018 for all of the above NEOs, subject to the NEO's continued employment and, in the case of PSUs, the achievement of the underlying performance conditions. The cash-based performance awards vest 100% on April 1, 2017, subject to the NEO's continued employment and the achievement of performance conditions relating to adjusted operating income of the Company's dialysis and related lab services segment in 2016. Given the market and operating conditions at the time the targets were set, the target vesting levels were designed to be achievable with strong management performance.

Executive Compensation Program for 2015

We are using performance metrics consistent with 2014 for our 2015 Executive Compensation Program. While the broad structure remains the same as for 2014, we have made some minor adjustments, including adjusting the relative weights of various metrics. We believe these adjustments better align the strategic objectives upon which we compensate our executives with delivering increases in long-term shareholder value.

Short-Term Incentive Program (STI Program) for 2015

Our clinical performance measure for the 2015 STI program has been further refined to use catheter rates instead of mortality for company-wide executives and Kidney Care division executives, given the inherent delay in the nature of the calculation of mortality, which can create ambiguities in the calculation if it has to be performed by the time of payment of performance-based cash bonuses. Since we did not have a short-term clinical metric for our HCP executives in 2014, we added Star related clinical metrics for our HCP executives. These Star metrics represent industry standard clinical measures as reported by the Centers for Medicare & Medicaid Services, and our performance is judged relative to historical industry performance. We also added two additional adjusted operating income measures to reflect the specific focus areas of one of our executives, while retaining enterprise, core Kidney Care and HCP adjusted operating income measures. The 2015 STI program performance metrics balance alignment among our strategic objectives of profitability and growth, which collectively deliver increases in stockholder value and continued high quality patient care.

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The tables below summarize the criteria range and maximum performance based eligibility range and details the relative weightings of each 2015 STI performance metric. As with the 2014 STI program, after the amount of the maximum performance based eligibility amount is determined, the Board and the Compensation Committee may exercise negative discretion to reduce the annual bonus payment applicable to any of the performance criteria based on changed or special circumstances, or factors that may not have been anticipated when the goals were set.

2015 STI Performance Metrics	Criteria Range	Maximum Performance Based Eligibility Range
Enterprise Adjusted Operating Income	$1,787.5 million to $1,900.0 million	25% - 100%
Core Kidney Care Adjusted Operating Income	$1,550 million to $1,625 million*	25% - 100%
HCP Adjusted Operating Income	$237.5 million to $275.0 million	25% - 100%
International Adjusted Operating Income	Range related to internal budget	25% - 100%
Specific HCP Market Adjusted Operating Income	Range related to internal budget	25% - 100%
Kidney Care Catheter Rate	13.35 - 13.15 (lower is better) and 15% better than industry	50% - 100%
HCP Star Metrics	Customized index range	30% - 100%
Kidney Care Non Acquired Growth	4.3% to 4.9%	25% - 100%
HCP Medicare Advantage Enrollment Growth	5% to 20% above industry	25% - 100%

* Represents the top 75% of the public guidance range for our Kidney Care division at the time this performance metric was developed. Core Kidney Care Adjusted Operating Income is a subset of Kidney Care Adjusted Operating Income that excludes certain non-core business units.

	Performance Metrics Weightings			
2015 STI Performance Metrics	Kent J. Thiry	Javier J. Rodriguez Michael D. Staffieri	Dennis L. Kogod	Joseph C. Mello[1]
Enterprise Adjusted Operating Income	50%			
Core Kidney Care Adjusted Operating Income		70%		
HCP Adjusted Operating Income	20%		30%	60%
International Adjusted Operating Income			20%	
Specific HCP Market Adjusted Operating Income			30%	
Kidney Care Catheter Rate	5%	15%		
HCP Star Metrics	5%		20%	20%
Kidney Care Non Acquired Growth	10%	15%		
HCP Medicare Advantage Enrollment Growth	10%			20%

[1] Joseph C. Mello is our Chief Operating Officer, HCP.

Long-Term Incentive Program (LTI Program) for 2015

Our 2015 LTI program consists of long-term cash-based performance awards, SSARs and PSUs, similar to the 2014 LTI program. PSUs vest subject to performance conditions and time. Time vesting is 50% at three years and 50% at four years so long as performance goals have been met. The largest component of our 2015 PSU program continues to be relative TSR, weighted at 50% of the PSU criteria, consistent with the 2014 structure. We believe this provides the closest alignment of executive compensation with long-term stockholder value creation. We replaced the Kidney Care mortality metric with a Quality Incentive Program ("QIP") metric for the same reason that we replaced mortality as an STI performance metric. We also added performance metrics for several specific strategic business unit initiatives. We retained Kidney Care non-acquired growth and HCP new market metrics. Collectively, the PSU performance metrics align with our strategic objectives of profitability, growth, geographic expansion and development of our strategic business units, which together we believe deliver increases in stockholder value, while providing high quality patient care.

Based on the level of achievement, more or less than 100% of the target PSUs can vest for most performance metrics. The tables below summarize the criteria range and percent range of target PSUs for each of the 2015 LTI performance metrics and details the relative weightings of each of the 2015 PSU performance metrics.

2015 PSU Performance Metrics	Criteria Range	Percent of Target PSUs
Kidney Care Quality Incentive Program	10% to 40% better than industry	50% - 100%
Kidney Care Non-Acquired Growth	3.95% to 4.70%	50% - 150%
HCP New Market Success	2 to 6 markets that meet threshold	50% - 200%
HCP New Market Adjusted Operating Income	50% to 200% of internal goal	50% - 200%
International Adjusted Operating Income	Range tied to internal goal	25% - 100%
DaVita Rx Specialty Drugs Contracts	50% to 200% of internal goal	50% - 200%
Paladina Members	180% to 541% growth over 3 years	50% - 200%
Village Health Hospital Admission Rate	Range tied to internal goal	50% - 200%
Relative Total Stockholder Return	40th percentile to 90th percentile	50% - 200%

	Performance Metrics Weightings			
2015 PSU Performance Metrics	Kent J. Thiry	Javier J. Rodriguez Michael D. Staffieri	Dennis L. Kogod	Joseph C. Mello
Kidney Care Quality Incentive Program	10%	20%		
Kidney Care Non-Acquired Growth	10%	20%		
HCP New Market Success	7.5%		15%	25%
HCP New Market Adjusted Operating Income	7.5%		15%	25%
International Adjusted Operating Income			20%	
DaVita Rx Specialty Drugs Contracts	5%			
Paladina Members	5%			
Village Health Hospital Admission Rate	5%	10%		
Relative Total Stockholder Return	50%	50%	50%	50%

Personal Benefits and Perquisites

As described above, our compensation program for NEOs emphasizes compensation based on performance and compensation which serves to align our NEOs' interests with those of our stockholders. As a result, the Compensation Committee has determined that the Company should provide few perquisites to NEOs. 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 NEOs in light of the demands on these individuals' time. The perquisites and personal benefits available to our NEOs are reviewed annually by the Compensation Committee.

The Compensation Committee has authorized the personal use of fractionally-owned or chartered corporate aircraft by some of our NEOs. The Compensation Committee believes that access to an aircraft for personal travel enables our NEOs 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 NEOs are afforded adequate flexibility to allow for sufficient personal time in light of the significant demands of the Company. The Compensation Committee and our CEO allocate a fixed number of hours for personal use by identified NEOs and consider the allocated amount as part of the NEO's total compensation. The Compensation Committee and our CEO use their discretion when determining the number of allocated hours and displace other forms of compensation that otherwise would have been awarded to the NEO.

Our CEO is authorized by the Compensation Committee to use a fractionally-owned or chartered corporate aircraft for business purposes and 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 CEO'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

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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 Program

Our deferred compensation program permits certain employees, including our NEOs, 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 NEOs, 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 and there are no Company contributions thereto or above-market returns available thereunder.

Severance and Change of Control Arrangements

We have entered into employment agreements with each of our NEOs. 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 NEOs, the departure of the NEO following a change of control of our Company. Each agreement is individually negotiated and the terms vary. When entering into employment agreements with our NEOs, we attempt to provide severance and change of control benefits which strike a balance between providing sufficient protections for the NEO while still providing post-termination compensation that is reasonable and in the best interests of the Company and our stockholders. See "Potential Payments Upon Termination or Change of Control" beginning on page 54 of this Proxy Statement for a description of the severance and change of control arrangements set forth in our employment agreements with the NEOs.

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. The additional acceleration provisions in our stock-based award agreements further serve to secure the continued employment and commitment of our NEOs prior to or following a change of control. See "Potential Payments Upon Termination or Change of Control" beginning on page 54 of this Proxy Statement for more information regarding accelerated vesting under our stock-based award agreements.

Process for Determining NEO Compensation

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, composed solely of independent directors, reviews and approves our overall executive compensation program, strategy and policies and sets the compensation of our executive officers.

When recruiting new executives, the Compensation Committee and our CEO 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 CEO, 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 NEOs 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 NEOs 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 NEOs in accordance with the overall objectives of the Company's compensation program.

The Compensation Committee takes into consideration a number of factors when determining the elements and amounts of compensation awarded to our NEOs, 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 NEO's contributions in those areas, can have a significant impact on NEO 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 and increases in earnings per share;
- healthcare regulatory compliance initiatives;
- 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 retains discretion as to how to weigh these factors. 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 NEOs, other than for our CEO, the Compensation Committee works closely with our CEO to review each individual's performance for the year and determine such NEO's compensation. Shortly following the end of each year, our CEO provides his assessment of each NEO's performance during the year based on his personal experience with the individual, the NEO'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 and Compensation Committee level regarding the NEOs, retention objectives and the future growth potential of the individual executive. Our CEO recommends to the Compensation Committee the amounts of cash and stock-based compensation for each of the NEOs. The Compensation Committee considers the recommendations made by the CEO regarding the other NEOs but retains the discretion to deviate from those recommendations. Neither the CEO nor other members of management provide a recommendation to the Compensation Committee with regard to the CEO's compensation.

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The Compensation Committee evaluates our CEO's performance at the same time it sets the compensation of the other NEOs. When evaluating the performance of our CEO and making decisions about his compensation, the Compensation Committee considers overall Company performance as part of the assessment of our CEO'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 CEO. As part of this self-assessment, our CEO 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 CEO's performance as a manager during the year. The most recent assessment took place in 2014. This evaluation involves a rigorous assessment of our CEO's performance by members of the senior management team. This assessment is reviewed by the Board and the Compensation Committee and is one of the many factors considered when making compensation decisions. As further described below, the Compensation Committee's independent compensation consultant provides the Compensation Committee with an analysis of comparative market data on the cash, stock-based compensation and total compensation for senior executives, including the CEO, at a group of comparable companies within our industry. The compensation package for our CEO is approved by the Compensation Committee, with ratification by the independent members of the Board.

Role of Independent Compensation Consultant

The Compensation Committee has selected and directly retains the services of Compensia, an independent national compensation consulting firm. 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 prior approval of the chair of the Compensation Committee. 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 has assessed the independence of Compensia pursuant to the rules of the SEC and NYSE and concluded that Compensia's work for the Compensation Committee does not raise any conflicts of interest. 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 program, but it does not determine or recommend the amount or form of compensation for the NEOs.

Market Competitiveness

We evaluate the overall competitiveness of our executives' total direct compensation each year in order to assist in executive retention. In 2013 and 2014, the Compensation Committee retained Compensia to perform a comprehensive market analysis of our executive compensation programs and pay levels and based upon the recommendation of Compensia adopted a revised comparator peer group in late 2013.

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 the companies within our comparator peer group. In addition to public executive compensation data, the Compensation Committee reviewed the compensation practices of our comparator peer group for purposes of benchmarking and to understand general compensation practices of our peers. Our comparator peer group consists of the following companies, which are all in the health care services, diagnostics, managed care and solutions markets:

Company[1]	1-Year TSR[2]	3-Year Compound Annual TSR[2]	Market Capitalization (in millions)[2]	Net Income for Last 4 Quarters (in millions)[3]	Revenue for Last 4 Quarters (in millions)[3]
Catamaran Corporation[4]	9.0%	22.4%	$10,545	$291	$20,371
Centene Corp.[4]	76.2%	37.9%	$6,282	$218	$14,767
Community Health Systems, Inc.	37.3%	46.0%	$6,061	$20	$16,990
HCA Holdings, Inc.	53.8%	60.8%	$31,402	$1,772	$36,118
Health Net, Inc.	80.4%	20.7%	$4,282	$160	$12,993
HealthSouth Corporation	17.9%	31.0%	$3,540	$229	$2,336
Humana Inc.[4]	40.4%	19.3%	$22,517	$972	$46,359
Laboratory Corporation of America Holdings	18.1%	7.9%	$9,601	$518	$5,936
MEDNAX Services, Inc.	23.8%	22.5%	$6,611	$317	$2,439
Molina Healthcare, Inc.[4]	54.0%	33.8%	$2,504	$19	$8,571
Omnicare, Inc.	22.4%	30.0%	$7,268	$67	$6,326
Quest Diagnostics Incorporated	28.1%	6.8%	$9,899	$556	$7,435
Tenet Healthcare, Inc.	20.3%	35.2%	$4,718	$(73)	$16,032
Universal Health Services, Inc.	37.3%	42.9%	$10,796	$497	$7,756
Summary Statistics:					
75th Percentile	50.5%	37.2%	$10,384	$513	$16,751
50th Percentile	32.7%	30.5%	$6,939	$260	$10,782
DaVita	19.5%	26.0%	$16,170	$727	$12,530
DaVita Percentage Rank	20%	42%	88%	88%	53%

1 The Company's peer group was compiled by Compensia and approved by the Compensation Committee. The following companies were deleted from the Company's 2013 peer group due to differences in size and/or business model or the peer group company ceasing to be an independent publicly-traded company: Coventry Health Care, Inc., Express Scripts, Inc., Health Management Associates, Inc., Kindred Healthcare, Inc., Lincare Holdings Inc., and Magellan Health Services, Inc.

2 Data as of January 29, 2015.

3 Financial data generally publicly available as of January 29, 2015.

4 Added to the Company's comparator peer group in late 2013.

Our 2014 comparator peer group includes a diverse representation of various health care services, diagnostics, managed care, and solutions markets because we compete in these broad industry groups for 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 in order to provide a fairly consistent measure for comparing executive compensation. We believe that 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.

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The Compensation Committee considered the comparator peer group together with market data information analysis from Compensia and other factors, in determining 2014 base salary amounts and LTIP awards granted in April 2014. The comparator peer group together with market data and analysis from Compensia and other factors were considered by the Compensation Committee in determining 2015 base salary amounts and 2014 performance bonuses, and will be used in determining LTIP awards expected to be granted in 2015.

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 Compensia was used to provide context for the compensation decisions made by the Compensation Committee, 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 NEOs. 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.

In approving executive compensation, the Compensation Committee considered the Company's market capitalization, which is at the 88th percentile of our comparator peer group, and the Company's size, in terms of net income and revenue, which is at the 88th and 53rd percentiles, respectively, of our comparator peer group. Further, the Compensation Committee noted that the Company's TSR was at the 42nd percentile for three-year compound average annual TSR of its comparator peer group. The Company also has a record of sustained performance against the comparator peer group companies, posting at the 76th percentile for three-year operating margin, 61st percentile for three-year net margin and 85th percentile for three-year revenue growth against the comparator peer group companies. The Compensation Committee also considered each NEO'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.

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;
- short-term incentive opportunities are capped and are not linked to any one specific goal;
- severance payments are limited to 3x base salary and bonus;
- equity awards have meaningful vesting requirements;
- a clawback policy that permits the Board to recover annual bonuses and longer-term incentive and equity-based compensation from executive officers and members of the Board;
- stock ownership guidelines; and
- significant independent Compensation Committee oversight.

Compensation Policies and Practices

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

Management Share Ownership Policy

We have a share ownership policy that applies to members of our management team at the executive level. The management share ownership policy is similar to our share ownership policy that applies to all non-employee members of the Board described on page 15 of this Proxy Statement. The purpose of the policy is to ensure that our executive officers 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 appreciation rights (including SSARs), restricted stock units, and stock

options 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 Vice President); or a specific multiple of the executive's base salary. The salary multiple requirement for our current NEOs is 5.0 for Mr. Thiry, and 3.0 for Mr. Rodriguez, Mr. Kogod, Dr. Menzel and Mr. Staffieri. As of December 31, 2014, all of the NEOs met or exceeded our share ownership policy and guidelines.

Policy Regarding Clawback of Bonuses and Incentive Compensation

In 2010, the Board adopted a clawback policy that permits the Board to recover annual bonuses and longer-term incentive and equity-based compensation from executive officers and non-employee members of the Board whose fraud or intentional misconduct was a significant contributing factor to the Company having to restate all or a portion of its financial statements. In December 2014, the policy was further amended to add significant misconduct as another possible clawback triggering event, in accordance with the executive financial compensation recoupment requirements under the Corporate Integrity Agreement. This new provision applies to all senior vice presidents and above of the Company's domestic dialysis business, in addition to the executive officers and non-employee members of the Board. The clawback 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 vested more than three years prior to the date the applicable restatement is disclosed.

Tax and Accounting Considerations

Deduction Limit

When reviewing compensation matters, the Compensation Committee considers the anticipated tax 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 NEOs 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). While the Compensation Committee recognizes the desirability of preserving and strives to maintain the deductibility of payments made to the NEOs, the Compensation Committee believes that it must maintain flexibility in its approach in order to structure a program that it believes to be the most effective in attracting, motivating and retaining the Company's key executives.

Accounting for Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with FASB ASC Topic 718, which requires the Company to recognize compensation expense for share-based payments (including SSARs, RSUs, PSUs and other forms of equity compensation). FASB ASC Topic 718 is taken into account by the Compensation Committee in determining to issue various types of equity awards, considering the natural economic exchange ratios implied by their approximate respective fair values.

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Compensation Committee Report

The Compensation Committee of the Board is currently composed of four independent directors. The Compensation Committee oversees the Company's compensation program on behalf of the Board. 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 that the Compensation Discussion and Analysis be included in the Company's Proxy Statement for the Company's 2015 annual meeting of stockholders and the Company's annual report on Form 10-K.

COMPENSATION COMMITTEE

Pamela M. Arway, Chair
Paul J. Diaz
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.

Executive Compensation

2014 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	2014	$1,200,000	—	$4,905,159	$4,558,730	$2,610,000	$517,134	$13,791,023
Co-chairman of the Board of Directors,	2013	$1,148,077	—	—	$12,272,760	$3,000,000	$678,420	$17,099,257
Chief Executive Officer and Chief Executive Officer, HealthCare Partners	2012	$1,050,000	$200,000	$7,976,044	$12,074,350	$5,000,000	$498,727	$26,799,121
Javier J. Rodriguez	2014	$800,000	—	$1,376,459	$1,279,239	$8,142,500	$151,140	$11,749,338
Chief Executive	2013	$765,385	—	—	$3,780,980	$1,600,000	$13,245	$6,159,610
Officer, Kidney Care	2012	$700,001	$76,423	$4,036,057	$1,358,364	$1,400,000	$110,638	$7,681,483
Dennis L. Kogod	2014	$800,000	$200,000	$667,422	$1,860,796	$6,142,500	$104,792	$9,775,510
President,	2013	$800,000	—	—	$2,970,770	$1,100,000	$90,042	$4,960,812
HealthCare Partners and Chief Executive Officer, International	2012	$800,004	$118,000	$4,036,057	$1,358,364	$1,400,000	$45,877	$7,758,302
Dr. Garry E. Menzel	2014	$510,000	$44,548	—	—	—	$480	$555,028
Former Chief Financial	2013	$147,115	$86,484	—	$1,624,716	—	$45	$1,838,360
Officer								
Michael D. Staffieri	2014	$515,385	$38,363	$450,495	$418,657	$3,392,500	$29,981	$4,845,381
Chief Operating Officer, Kidney Care								

1 The amounts reported in this column for 2014 represent discretionary bonuses, including relocation bonuses, earned with respect to 2014. The cash component of our 2014 short-term incentive program (the "2014 STIP") under the DaVita HealthCare Partners Inc. 2011 Incentive Award Plan is included in the "Non-Equity Incentive Plan Compensation" column. For 2014, our NEOs received relocation bonuses as follows: Dr. Menzel — $44,548; Mr. Staffieri — $38,363. For Mr. Kogod, this amount represents a discretionary bonus paid to Mr. Kogod for advancing strategic initiatives in his role as chief executive officer of our international business, which were not included as performance targets in our 2014 short-term incentive criteria.

2 The amounts shown in this column reflect restricted and performance 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 in accordance with FASB ASC Topic 718. In accordance with SEC rules, the amounts included in the Stock Awards column for the performance stock unit awards granted during 2014 are calculated based on the most probable outcome of the performance conditions for such awards on the grant date. If the most probable outcome of the performance conditions as of grant date had been maximum performance, then the grant date fair value of the PSUs would have been as follows: Mr. Thiry — $6,818,105; Mr. Rodriguez — $1,836,657; Mr. Kogod — $964,854; and Mr. Staffieri — $601,118. See Note 19 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2014 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 in accordance with FASB ASC Topic 718. See Note 19 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2014 for a discussion of the relevant assumptions used in calculating these amounts pursuant to FASB ASC Topic 718.

4 For 2012 and 2013, the amounts shown in this column constitute amounts earned under the expired EIP. For 2014, the amounts shown in this column represent amounts earned for performance periods ending in 2014, which include the 2014 STIP and 2012 Cash LTIP. In early 2015, Messrs. Rodriguez, Kogod and Staffieri received payouts under the 2012 long-term cash-based performance awards granted under the Company's 2011 Incentive Award Plan. Messrs. Rodriguez and Kogod each earned $6,142,500 and Mr. Staffieri earned $2,292,500 for performance at the 250% payout level as a result of adjusted operating income achieved for the dialysis and related lab services operating segment of $1,742 million for fiscal year 2014 compared to a target of $1,535 million at the 100% payout level.

Name	2014 STIP	2012 Cash LTIP	Total Non-Equity Incentive Plan Compensation
Kent J. Thiry	$2,610,000	—	$2,610,000
Javier J. Rodriguez	$2,000,000	$6,142,500	$8,142,500
Dennis L. Kogod	—	$6,142,500	$6,142,500
Dr. Garry E. Menzel	—	—	—
Michael D. Staffieri	$1,100,000	$2,292,500	$3,392,500

The awards are reported for the year with respect to which they were earned, regardless of when the award is paid. Please see "Compensation Discussion and Analysis — Elements of Compensation — Long-Term Incentive Program (LTI Program) for 2014" in this Proxy Statement for a discussion of the performance criteria under the 2014 STIP.

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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 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 by our NEOs is included in their personal income in accordance with applicable tax regulations.

Name	Year	Aircraft Usage* ($)	Life Insurance Premiums ($)	Total All Other Compensation ($)
Kent J. Thiry	2014	$515,981	$1,153	$517,134
Javier J. Rodriguez	2014	$150,660	$480	$151,140
Dennis L. Kogod	2014	$104,230	$562	$104,792
Dr. Garry E. Menzel	2014	—	$480	$480
Michael D. Staffieri	2014	$29,549	$432	$29,981

* For purposes of calculating the incremental costs to the Company of each NEO'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.

The following table sets forth information concerning awards made to each of the NEOs under the Company's equity compensation plans during 2014.

2014 Grants of Plan-Based Awards

Name	Grant Date[1]	Estimated Future Payouts Under Non-Equity Incentive Plan Awards			Estimated Future Payouts Under Equity Incentive Plan Awards[3]			All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Options Awards: Number of Securities Underlying Options (#)[4]	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)[5]
		Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)				
	—[1]	—	2,610,000	3,600,000	—	—	—	—	—	—	—
Kent J. Thiry	4/24/14	—	—	—	31,511	63,022	122,105	—	—	—	$4,905,159
	4/24/14	—	—	—	—	—	—	—	282,339	$69.38	$4,558,730
	—[1]	—	2,000,000	2,000,000	—	—	—	—	—	—	—
Javier J. Rodriguez	4/24/14[2]	1,375,000	2,750,000	10,000,000	—	—	—	—	—	—	—
	4/24/14	—	—	—	8,843	17,685	33,160	—	—	—	$1,376,459
	4/24/14	—	—	—	—	—	—	—	79,228	$69.38	$1,279,239
	—[1]	—	—	2,000,000	—	—	—	—	—	—	—
Dennis L. Kogod[6]	4/24/14	—	—	—	4,288	8,575	17,150	—	—	—	$667,422
	4/24/14	—	—	—	—	—	—	—	115,246	$69.38	$1,860,796
Dr. Garry E. Menzel[7]	—	—	—	1,020,000	—	—	—	—	—	—	—
	—[1]	—	1,100,000	1,100,000	—	—	—	—	—	—	—
Michael D. Staffieri	4/24/14[2]	1,050,000	2,100,000	8,400,000	—	—	—	—	—	—	—
	4/24/14	—	—	—	2,894	5,788	10,853	—	—	—	$450,495
	4/24/14	—	—	—	—	—	—	—	25,929	$69.38	$418,657

1 Represents applicable amounts for our 2014 short-term incentive program (2014 STI Program) under the Company's 2011 Incentive Award Plan. The amount in the "Maximum" column represents the maximum amount the executive was eligible to earn under the 2014 STI Program if all performance criteria were achieved at their highest payout level. Since 2014 is now complete, the amount in the "Target" column represents the payout amounts awarded under the 2014 STI Program, considering both the formulaic criteria and any further negative discretion the Committee applied thereunder. Since the Committee may use discretion to reduce amounts awarded to zero, there are no fixed threshold amounts under the 2014 STI Program. Accordingly this table reflects a zero amount in the "Threshold" column.

2 Represents long-term cash-based performance awards granted on April 24, 2014 (2014 cash LTIP awards) under the Company's 2011 Incentive Award Plan. For a description of these 2014 cash LTIP awards, see "Compensation Discussion and Analysis — Elements of Compensation — Long-term Incentive Program (LTI Program) for 2014" in this proxy statement.

3 This number represents performance stock unit awards awarded under the Company's 2011 Incentive Award Plan. The PSU awards above vest 50% each on May 15, 2017 and May 15, 2018, subject to the NEO's continued employment and the achievement of the underlying performance conditions. For a description of the PSUs, see "Compensation Discussion and Analysis — Elements of Compensation — Long-Term Incentive Program (LTI Program) for 2014 — Equity Awards — Performance Stock Units" in this Proxy Statement.

4 This number represents SSARs awarded under the Company's 2011 Incentive Award Plan. The SSARs vest 50% each in the third and fourth years from the date of grant, subject to the NEO's continued employment. For a description of the SSARs, see "Compensation Discussion and Analysis — Elements of Compensation — Long-Term Incentive Program (LTI Program) for 2014 — Equity Awards — Stock-settled Stock Appreciation Rights" in this Proxy Statement.

5 The amounts for SSARs and performance stock unit awards are the aggregate grant date fair values of each award determined pursuant to FASB ASC Topic 718 and, in the case of the performance stock unit awards, are based upon the probable outcome of the applicable performance conditions on the grant date. See Note 19 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2014 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FASB ASC Topic 718.

6 These amounts do not include the discretionary bonus paid to Mr. Kogod for advancing strategic initiatives in his role as chief executive officer of our international business, which were not included as performance targets in our 2014 short-term incentive criteria.

7 Dr. Menzel received no grants of equity-based awards for the year ended December 31, 2014.

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The following table sets forth information concerning outstanding SSARs and unvested stock awards held by each of the NEOs at December 31, 2014.

2014 Outstanding Equity Awards at Fiscal Year-End

	Option Awards					Stock Awards			
Name	Grant Date	Number of Securities Underlying Unexercised Options (#) Exercisable	Number of Securities Underlying Unexercised Options (#) Unexercisable	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested (#)	Market Value of Shares or Units of Stock That Have Not Vested[1] ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units, or Other Rights that Have Not Vested (#)[2]	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights that Have Not Vested ($)[1]
Kent J. Thiry	4/13/2011	500,000[3]	500,000[3]	$43.35	4/13/2016	—	—		
	12/18/2012	—	1,000,000[4]	$55.34	12/18/2017	—	—		
	3/20/2013	—	900,000[3]	$59.52	3/20/2018	—	—		
	4/24/2014	—	282,339[3]	$69.38	4/24/2019	—	—		
	12/18/2012	—	—	—	—	144,128[5]	$10,916,255		
	4/24/2014	—	—	—	—	—	—	63,022	$4,773,286
Javier J. Rodriguez	3/31/2010	4,667	—	$31.70	3/31/2015	—	—		
	4/13/2011	130,000[3]	130,000[3]	$43.35	4/13/2016	—	—		
	12/8/2011	53,333[6]	26,667[6]	$36.96	12/8/2016	—	—		
	12/18/2012	—	112,500[4]	$55.34	12/18/2017	—	—		
	3/19/2013	—	280,000[3]	$58.94	3/19/2018				
	4/24/2014	—	79,228[3]	$69.38	4/24/2019	—	—		
	12/18/2012	—	—	—	—	72,932[5]	$5,523,870		
	4/24/2014	—	—	$—	—	—	—	17,685	$1,339,462
Dennis L. Kogod	4/13/2011	—	250,000[3]	$43.35	4/13/2016	—	—		
	12/18/2012	—	112,500[4]	$55.34	12/18/2017	—	—		
	3/19/2013	—	220,000[3]	$58.94	3/19/2018	—	—		
	4/24/2014	—	115,246[3]	$69.38	4/24/2019	—	—		
	12/18/2012	—	—	—	—	72,932[5]	$5,523,870		
	4/24/2014	—	—	—	—	—	—	8,575	$649,471
Dr. Garry E. Menzel	9/9/2013	—	120,000[3]	$56.04	9/9/2018	—	—		
Michael D. Staffieri	3/31/2010	17,000	—	$31.70	3/31/2015	—	—		
	9/30/2010	120,000	—	$34.52	9/30/2015	—	—		
	3/29/2011	60,000[3]	60,000[3]	$41.51	3/29/2016	—	—		
	8/9/2011	23,334[7]	16,666[7]	$37.19	8/9/2016	—	—		
	12/18/2012	—	25,200[3]	$55.34	12/18/2017	—	—		
	3/19/2013	—	50,800[3]	$58.94	3/19/2018	—	—		
	4/24/2014	—	25,929[3]	$69.38	4/24/2019	—	—		
	12/18/2012	—	—	—	—	9,868[5]	$747,402		
	4/24/2014	—	—	—	—	—	—	5,788	$438,383

1 The market value of shares or units of stock that have not vested reflects the $75.74 closing price of our common stock on December 31, 2014, as reported by the NYSE.

2 These PSUs vest 50% each on May 15, 2017 and May 15, 2018, subject to achievement of the performance conditions for PSUs. The amounts listed here are the target number of PSUs awarded.

3 These SSARs vest 50% on the third and fourth anniversaries of the grant date.

4 These remaining SSARs vest 50% on April 1, 2015 and 50% on April 1, 2016.

5 These remaining RSUs vest 50% on May 15, 2015 and 50% on May 15, 2016.

[6] These SSARs vest 33% on the second, third and fourth anniversaries of the grant date.

[7] These SSARs vest 50% on the second anniversary and 8.33% every three months thereafter.

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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 NEOs during 2014.

2014 Option Exercises and Stock Vested

	Option Awards		Stock Awards	
Name	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	708,334	$30,404,427	37,500	$2,539,875
Javier J. Rodriguez	181,333	$7,555,515	7,000	$472,500
Dennis L. Kogod	383,334	$11,216,300	18,750	$1,269,938
Dr. Garry E. Menzel	—	—	—	—
Michael D. Staffieri	25,334	$968,728	5,500	$378,675

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 RSUs by the closing price for our common stock on the date of vesting, as reported by the NYSE.

No Pension Benefits

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

Non-Qualified Deferred Compensation

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

2014 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	$2,076,923[2]	—	$531,796	—	$8,502,028[3]
Javier J. Rodriguez Voluntary Deferral Plan	—	—	$5,974	—	$609,817
Dennis L. Kogod Executive Retirement Plan	—	—	$22,238	—	$312,234
Dr. Garry E. Menzel[4]	—	—	—	—	—
Michael D. Staffieri[4]	—	—	—	—	—

1 None of the earnings in this column are included in the 2014 Summary Compensation Table because they are not preferential or above market.

2 This amount is reported in the "Salary" column in the 2014 Summary Compensation Table.

3 Mr. Thiry deferred $2,076,923 in 2014, $385,557 in 2013 and $2,448,462 in 2012 into the Voluntary Deferral Plan.

4 Dr. Menzel and Mr. Staffieri did not participate in any of the Company's nonqualified deferred compensation plans in 2014.

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Voluntary Deferral Plan

The 2014 Nonqualified Deferred Compensation Table presents amounts deferred under our Voluntary Deferral Plan.

Contributions

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.

Payment of benefits

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.

Executive Retirement Plan

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. All amounts contributed under this plan and currently in deferred accounts 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. Benefits under the Executive Retirement Plan are distributed upon separation from service from the Company.

Potential Payments upon Termination or Change of Control

General Terms and Definitions

For purposes of 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 CEO 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 the executives 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. With respect to Mr. Staffieri's employment agreement, clause "(iv)" also includes a breach of the executive's Noncompetition, Nonsolicitation and Confidentiality Agreement.

"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 CEO 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 and Dr. Menzel, 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 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 CEO of the Company for at least one year after the Change of Control or becomes the CEO 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. Further, with respect to Dr. Menzel's employment agreement, (1) a "Change of Control" will not have occurred if (x) Mr. Thiry remains the CEO of the Company for at least one year after the Change of Control or becomes the CEO 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 and (y) a majority of the surviving company's board of directors immediately after such transaction consists of persons who were directors of the Company immediately prior to such transaction. Additionally, with respect to Dr. Menzel's employment agreement, a "Change of Control" provides for 50% thresholds in clauses "(iii)" and "(iv)" above instead of 40% thresholds.

"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.

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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 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 stockholders 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 CEO of the Company for the twelve months prior to such transaction continues as the CEO or executive chairman of the Board of Directors of the Company or becomes the CEO 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 CEO 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 CEO of the Company for the twelve months prior to such transaction ceases to be CEO 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 CEO or executive chairman of the Board of Directors.

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 NEOs, under the circumstances described below, assuming that their employment was terminated on December 31, 2014. For a description of the value of stock-based awards held by Messrs. Thiry, Rodriguez, Kogod, Staffieri and Dr. Menzel 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	—	$2,610,000[2]	—	—	—	$2,610,000
Disability	—	$2,610,000[2]	—	—	—	$2,610,000
Involuntary Termination without Cause	$15,600,000[3]	$2,610,000[4]	$69,733[5]	$385,717[6]	—	$18,665,450
Involuntary Termination without Cause (prior to age 62)[7]	$7,800,000[8]	$2,610,000[4]	$69,733[5]	$385,717[6]	—	$10,865,450
Resignation for Good Reason	$15,600,000[3]	$2,610,000[4]	$69,733[5]	$385,717[6]	—	$18,665,450
Javier J. Rodriguez						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	$1,200,000[9]	$1,600,000[10]	—	—	—	$2,800,000
Resignation for Good Cause	$1,200,000[9]	$1,600,000[10]	—	—	—	$2,800,000
Resignation Following a Good Cause Event after a Change of Control	$1,600,000[11]	$1,600,000[10]	—	—	—	$3,200,000
Dennis L. Kogod						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	$800,000[12]	$1,100,000[13]	—	—	—	$1,900,000
Resignation Following a Good Cause Event Unrelated to a Change of Control	$800,000[12]	$1,100,000[13]	—	—	—	$1,900,000
Resignation Following a Good Cause Event after a Change of Control	$1,600,000[14]	$1,100,000[13]	—	—	—	$2,700,000
Dr. Garry E. Menzel						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	$510,000[15]	—	—	—	—	$510,000
Good Cause Resignation after a Change of Control	$765,000[16]	—	—	—	—	$765,000
Michael D. Staffieri						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	$550,000[17]	—	—	—	—	$550,000
Good Cause Resignation after a Change of Control	$550,000[18]	—	—	—	—	$550,000

1 Does not include any amounts payable to Messrs. Thiry and Rodriguez pursuant to our Voluntary Deferral Plan which amounts are included in the 2014 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, 2014, Mr. Thiry had fully earned his bonus for 2014, so he would have received the full amount of his annual incentive bonus as reported in the 2014 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 Company's 2011 Incentive Award 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, 2014, which was $1,200,000, and the average of Mr. Thiry's 2013 annual incentive bonus in the amount of $3,000,000 and Mr. Thiry's 2012 annual incentive bonus in the amount of $5,000,000.

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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 under the Company's 2011 Incentive Award Plan for the fiscal year in which the termination occurs) through and including the date of termination. On December 31, 2014, Mr. Thiry had fully earned his annual incentive bonus for 2014, so he would have received the full amount of his annual incentive bonus as reported in the 2014 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 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, 2014, which was $1,200,000, and the average of Mr. Thiry's 2013 annual incentive bonus in the amount of $3,000,000 and Mr. Thiry's 2012 annual incentive bonus in the amount of $5,000,000.

9 Mr. Rodriguez will be entitled to receive his salary for the 18-month period following his termination or resignation for good cause. As of December 31, 2014, Mr. Rodriguez's base salary was $800,000.

10 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. This severance amount is reported as the bonus paid to Mr. Rodriguez for 2013, which was $1,600,000.

11 Mr. Rodriguez will be entitled to receive his salary for the two-year period following his resignation for good cause following a change in control.

12 Mr. Kogod will be entitled to receive his salary for the one-year period following his termination or resignation. As of December 31, 2014, Mr. Kogod's base salary was $800,000.

13 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. This severance amount is reported as the bonus paid to Mr. Kogod for 2013, which was $1,100,000.

14 Mr. Kogod will be entitled to receive his salary for the two-year period following his resignation for good cause following a change in control.

15 Dr. Menzel will be entitled to receive his salary for the one-year period following his termination. As of December 31, 2014, Dr. Menzel's base salary was $510,000.

16 Dr. Menzel will be entitled to receive his salary for the 18-month period following his resignation for good cause following a change in control.

17 Mr. Staffieri will be entitled to receive his salary for the one-year period following his termination. As of December 31, 2014, Mr. Staffieri's base salary was $550,000. Effective April 22, 2015, Mr. Staffieri's base salary was increased to $600,000.

18 Mr. Staffieri will be entitled to receive his salary for the one-year period following his resignation for good cause following a change in control. As of December 31, 2014, Mr. Staffieri's base salary was $550,000. Effective April 22, 2015, Mr. Staffieri's base salary was increased to $600,000.

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 NEOs identified in the tables above will also receive the proceeds of the respective term life insurance policy for each NEO. The coverage amount for each NEO is as follows: $1,201,000 for Mr. Thiry, $500,000 for Mr. Rodriguez, $585,000 for Mr. Kogod, $500,000 for Dr. Menzel and $450,000 for Mr. Staffieri.

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 NEO must execute the Company's standard severance and general release agreement. In addition, the employment agreements with each of our NEOs include confidentiality provisions that would apply until the confidential information becomes publicly available (other than through breach by the NEO). These employment agreements also include nonsolicitation provisions which prohibit each NEO 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 NEO's employment. However, with respect to 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 RSUs to our NEOs, 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 NEO's options or awards, or (ii) the NEO'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 NEO in accordance with the termination for Good Reason provisions of the NEO'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 NEO's employment in the case of (ii). For grants of PSUs, upon a Change of Control, all PSU awards immediately vest, and all PSU performance metrics are converted to the relative TSR metric. The number of shares issuable are then determined based on the Company's relative TSR performance (as described in the Compensation Discussion and Analysis) through an ending average price period of the approximately 30 calendar days immediately preceding the Change of Control.

The table below sets forth the value of the Company's obligations upon the automatic vesting of the stock-based awards of our NEOs as described above and assumes that the triggering event took place on December 31, 2014.

Name	Value of SSARs[1]	Value of Stock Awards[2]	Tax Gross-Up
Kent J. Thiry[3,4]	$52,988,676	$10,916,255	—
Javier J. Rodriguez	$12,747,736	$5,523,870	—
Dennis L. Kogod	$14,821,465	$5,523,870	—
Dr. Garry E. Menzel	$2,364,000	—	—
Michael D. Staffieri	$4,229,086	$747,402	—

1 Values are based on the aggregate difference between the respective base prices and the closing sale price of our common stock on December 31, 2014, which was $75.74 per share, as reported by the NYSE.

2 Values are based on the aggregate number of shares underlying RSUs multiplied by the closing sale price of our common stock on December 31, 2014, which was $75.74 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, 2014, there would not be any tax gross-up amount payable.

4 Since Mr. Thiry has been employed with the Company for over ten years as of December 31, 2014, 50% of any unvested equity awards vest upon any termination by Mr. Thiry without Cause or for Good Reason. 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 CEO of the Company for the six months prior to such transaction becomes the CEO 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

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remains the CEO 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 2014. Mr. Thiry also serves as a member of the Board. As an executive officer of the Company, Mr. Thiry does not receive any additional compensation for his services as a member of the Board.

2014 DIRECTOR COMPENSATION

Name	Fees Earned ($)[1]	Stock Awards ($)[2,3,4]	SSAR Awards ($)[5,6]	Total ($)
Pamela M. Arway	$143,194	$95,020	$71,048	$309,262
Charles G. Berg	$153,913	$95,073	$71,048	$320,034
Carol Anthony ("John") Davidson	$150,000	$95,021	$71,048	$316,069
Paul J. Diaz	$86,944	$95,034	$71,048	$253,026
Peter T. Grauer	$120,625	$138,738	$103,777	$363,140
Dr. Robert J. Margolis	$23,261	$15,754	$46,132	$85,147
John M. Nehra	$108,611	$95,061	$71,048	$274,720
Dr. William L. Roper	$137,473	$95,064	$71,048	$303,585
Roger J. Valine	$122,500	$95,057	$71,048	$288,605

1 Consists of the amounts described below under "Annual Retainer," "Lead Independent Director and Committee Chairs Retainer," "Meeting Fees," and "Expense Reimbursement and Per Diem Compensation." With respect to Mr. Grauer, includes the $37,500 cash portion for service as lead independent director. With respect to Ms. Arway and Messrs. Davidson and Berg, includes the $50,000 cash portion for service as chair of the Compensation Committee, Audit Committee and Compliance Committee, respectively. With respect to Mr. Nehra and Dr. Roper, includes the $25,000 cash portion for service as chair of the Public Policy Committee and Clinical Performance Committee, respectively.

2 With respect to Mr. Grauer, includes the $43,750 equity portion denominated in direct stock issuances for service as lead independent director.

3 The amounts shown in this column reflect the aggregate grant date fair value of all common stock awards, restricted stock units and DSI awards granted to our directors during 2014 as estimated by the Company in accordance with FASB ASC Topic 718. The grant date fair value of each such award is set forth below:

	Stock Awards		
Name	Number of Shares of Stock or Units (#)	Grant Date	Grant Date Fair Value of Stock Awards ($)*
Pamela M. Arway	155	3/5/2014	$10,597
	174	3/6/2014	$11,963
	75	3/31/2014	$5,164
	273	6/30/2014	$19,743
	325	9/30/2014	$23,771
	314	12/31/2014	$23,782
TOTAL	1,316		$95,020

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Name	Stock Awards: Number of Shares of Stock or Units (#)	Grant Date	Grant Date Fair Value of Stock Awards ($)*
Charles G. Berg	59	3/5/2014	$4,034
	174	3/6/2014	$11,963
	44	3/31/2014	$3,029
	394	6/30/2014	$26,494
	325	9/30/2014	$23,771
	314	12/31/2014	$23,782
TOTAL	1,310		$95,073
Carol Anthony ("John") Davidson	58	3/4/2014	$3,988
	59	3/5/2014	$4,034
	116	3/6/2014	$7,975
	80	3/31/2014	$5,508
	359	6/30/2014	$25,963
	325	9/30/2014	$23,771
	314	12/31/2014	$23,782
TOTAL	1,311		$95,021
Paul J. Diaz	66	3/5/2014	$4,512
	116	3/6/2014	$7,975
	44	3/31/2014	$3,029
	442	6/30/2014	$31,965
	325	9/30/2014	$23,771
	314	12/31/2014	$23,782
TOTAL	1,307		$95,034
Peter T. Grauer	59	3/5/2014	$4,034
	174	3/6/2014	$11,963
	80	3/31/2014	$5,508
	662	6/30/2014	$47,876
	474	9/30/2014	$34,668
	458	12/31/2014	$34,689
TOTAL	1,907		$138,738
Dr. Robert D. Margolis	208	12/31/2014	$15,754
TOTAL	208		$15,754
John M. Nehra	37	3/5/2014	$2,530
	116	3/6/2014	$7,975
	49	3/31/2014	$3,374
	465	6/30/2014	$33,629
	325	9/30/2014	$23,771
	314	12/31/2014	$23,782
TOTAL	1,306		$95,061

Name	Stock Awards: Number of Shares of Stock or Units (#)	Grant Date	Grant Date Fair Value of Stock Awards ($)*
Dr. William L. Roper	103	3/5/2014	$7,042
	174	3/6/2014	$11,963
	80	3/31/2014	$5,508
	318	6/30/2014	$22,998
	325	9/30/2014	$23,771
	314	12/31/2014	$23,782
TOTAL	1,314		$95,064
Roger J. Valine	58	3/4/2014	$3,988
	118	3/5/2014	$8,068
	116	3/6/2014	$7,975
	44	3/31/2014	$3,029
	338	6/30/2014	$24,444
	325	9/30/2014	$23,771
	314	12/31/2014	$23,782
TOTAL	1,313		$95,057

* See Note 19 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2014 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, 2014, each non-employee director had the following number of RSU awards outstanding: Ms. Arway, 75; Mr. Berg, 44; Mr. Davidson, 80; Mr. Diaz, 44; Mr. Grauer, 80; Mr. Nehra, 49; Dr. Roper, 80; and Mr. Valine, 44.

5 The amounts shown in this column reflect the aggregate grant date fair value of all SSAR awards granted to our directors during 2014 as estimated by the Company in accordance with FASB ASC Topic 718. With respect to Mr. Grauer, includes the $43,750 equity portion denominated in SSARs for service as lead independent director.

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	5,414	6/17/2014	$71,048
Charles G. Berg	5,414	6/17/2014	$71,048
Carol Anthony ("John") Davidson	5,414	6/17/2014	$71,048
Paul J. Diaz	5,414	6/17/2014	$71,048
Peter T. Grauer	7,908	6/17/2014	$103,777
Dr. Robert D. Margolis	3,040	11/1/2014	$46,132
John M. Nehra	5,414	6/17/2014	$71,048
Dr. William L. Roper	5,414	6/17/2014	$71,048
Roger J. Valine	5,414	6/17/2014	$71,048

* See Note 19 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2014 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, 2014, each non-employee director had the following number of SSARs outstanding: Ms. Arway, 77,414; Mr. Berg, 77,414; Mr. Davidson, 48,914; Mr. Diaz, 29,414; Mr. Grauer, 151,908; Dr. Margolis, 3,040; Mr. Nehra, 149,414; Dr. Roper, 77,414; and Mr. Valine, 83,414.

Our Non-Management Director Compensation Philosophy and Plan (the "Director Compensation 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 periodically review director compensation. The following describes the compensation paid to our non-employee directors for service as a director during 2014 under 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 or any committee of the Board.

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Stock-Based Compensation

Annual Grant. Under the Director Compensation Plan, each of our non-employee directors is entitled to receive SSARs, granted on, and priced as of close of the market on, the date of our annual stockholder meeting. The number of SSARs to be granted shall be determined by dividing $95,000 by 25% of the closing market price of our common stock on the grant date. The SSARs vest 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 "Definitions Under Stock-Based Award Agreements"), and expiring five years after the date of grant. Each of our non-employee directors is also entitled to receive direct stock issuances ("DSIs") to be granted quarterly on the last day of each fiscal quarter. The number of DSIs to be granted quarterly shall be determined by dividing $23,750 by the closing market price of our common stock on the last trading day of each fiscal quarter. The DSIs are 100% vested upon issuance. The annual grant of SSARs and DSIs shall be prorated, as applicable, including for new directors, based on the days of service on the Board within a fiscal year or fiscal quarter, respectively. SSARs granted on a prorated basis shall be granted and priced as of the close of market on the first day of service on the Board, which date shall be determined by the Board upon such individual's appointment as a director.

Additional Annual Grant to Lead Independent Director. The lead independent director is also entitled to receive additional SSARs, granted on, and priced as of the close of the market on, the date of our annual stockholder meeting. The number of SSARs to be granted shall be determined by dividing $43,750 by 25% of the closing market price of our common stock on the grant date. The SSARs vest 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 "Definitions Under Stock-Based Award Agreements"), and expiring five years after the date of grant. Vesting of these SSARs continues so long as the non-employee director continues to serve on the Board even if he or she is no longer lead independent director. The lead independent director is also entitled to receive DSIs to be granted quarterly on the last day of each fiscal quarter. The number of DSIs to be granted quarterly shall be determined by dividing $10,937.50 by the closing market price of our common stock on the last trading day of each fiscal quarter. The DSIs are 100% vested upon issuance. The annual grant of SSARs and DSIs shall be prorated, as applicable, based on the days of service as lead independent director within a fiscal year or fiscal quarter, as applicable. SSARs granted on a prorated basis shall be granted and priced as of the close of market on the first day of service as lead independent director on the Board.

If the lead independent director also serves as a chair of any committee of the Board, the lead independent director will also be entitled to receive the additional retainer for serving as the chair of any such committee, in addition to the retainers and equity grants he or she is entitled to receive as the lead independent director.

Annual Retainers

Annual Retainer. Pursuant to the Director Compensation Plan, each of our non-employee directors is entitled to receive an annual retainer of $80,000 in cash per year, paid quarterly in arrears.

Lead Independent Director Retainer. Under the Director Compensation Plan, the lead independent director receives an additional retainer of $37,500 in cash per year, paid quarterly in arrears.

Committee Chairs Retainer. Under the Director Compensation Plan, the chairs of the Audit, Compensation and Compliance Committees receive an additional retainer of $50,000 in cash per year, paid quarterly in arrears, and the chairs of the Public Policy and the Clinical Performance Committees receive an additional retainer of $25,000 in cash per year, paid quarterly in arrears.

Proration of Quarterly Retainer — Upon Appointment. The quarterly retainer due to a director elected during a quarter is prorated based on the date of such director's appointment.

Proration of Quarterly Retainer — Upon Termination. The quarterly retainer due to a director terminating service during a quarter is prorated based on the date of such director's termination.

Meeting Fees

Board Meetings. Under the Director Compensation Plan, our non-employee directors are not entitled to receive any additional compensation for regularly scheduled Board meetings.

Special Board Meetings. Non-employee directors are entitled to receive $2,500 in cash for attendance at a special meeting that lasts more than one hour.

Committee Meetings. For committee meetings, additional compensation of $2,500 is paid in cash for each meeting attended that lasts more than one hour (and in the case of Audit Committee meetings related to

quarterly earnings releases, additional compensation of $2,500 in cash for each such meeting is paid regardless of the duration of such meetings).

Expense Reimbursement and Per Diem Compensation

Expense Reimbursement. Under the Director Compensation Plan, we reimburse our directors for their reasonable out-of-pocket expenses incurred in connection with their travel to and attendance at meetings of the Board or any committee thereof and other Board-related business.

Per Diem Compensation. Additionally, under the Director Compensation Plan, we compensate our non-employee directors on a per diem, hourly or other basis at a rate that is reasonable and fair to the Company as determined at the discretion of the lead independent director, the Board or the Compensation Committee, as applicable, 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 a co-chairman of the Board, the lead independent director, or the entire Board. The per diem rate is paid on a pro rata basis for activities that do not require a full day of service.

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 2014, 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.

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 our Audit Committee or, if our Audit Committee determines that the approval or ratification of such related person transaction should be considered by all disinterested members of the Board, 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*.

The Keele Group provided outside counsel legal services to the Company in 2014. Chris Keele, a partner of The Keele Group, is an immediate family member who shares a household with Kim Rivera, our chief legal officer. The Company paid The Keele Group total fees of $469,000 for legal and consulting services provided during 2014. 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.

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 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, 2014 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, 2014 for filing with the Securities and Exchange Commission.

THE AUDIT COMMITTEE
Carol Anthony ("John") Davidson (Chairman)
Charles G. Berg
Roger J. Veline

Stockholder Proposals for 2016 Annual Meeting

If you wish to present a proposal for action at the 2016 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 8, 2016 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 2016 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 18, 2016, and no earlier than February 17, 2016. 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 does not know of any other matters to be presented at the 2015 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 2014 Annual Report to Stockholders accompanies this Proxy Statement. The 2014 Annual Report to Stockholders includes our audited financial statements for the year ended December 31, 2014. 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 HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202, (888) 484-7505 or through our website, located at *http://www.davita.com*.

By order of the Board of Directors,

Martha Ha
Corporate Secretary

May 7, 2015

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Paper from responsible sources
FSC® C012076

DAVITA HEALTHCARE PARTNERS INC.
2000 16TH STREET
DENVER, CO 80202

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 Monday, June 15, 2015. 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 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 or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on Monday, June 15, 2015. 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:

M74041-P49604-Z62613 KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY

DAVITA HEALTHCARE PARTNERS INC.

The Board of Directors recommends a vote FOR all Nominees listed in Proposal 1.

1. Election of Directors Nominees:		For	Against	Abstain
1a.	Pamela M. Arway	o	o	o
1b.	Charles G. Berg	o	o	o
1c.	Carol Anthony Davidson	o	o	o
1d.	Paul J. Diaz	o	o	o
1e.	Peter T. Grauer	o	o	o
1f.	John M. Nehra	o	o	o
1g.	William L. Roper	o	o	o
1h.	Kent J. Thiry	o	o	o
1i.	Roger J. Valine	o	o	o

The Board of Directors recommends a vote FOR Proposals 2 and 3.	For	Against	Abstain
2. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2015	o	o	o
3. Advisory vote to approve executive compensation.	o	o	o
The Board of Directors recommends a vote AGAINST Proposal 4.			
4. Stockholder proposal regarding proxy access.	o	o	o

For address changes and/or comments, please check this box and write them on the back where indicated. o

Please indicate if you plan to attend this meeting.	Yes	No
	o	o

Please sign exactly as your name(s) appear(s) 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.

Signature [PLEASE SIGN WITHIN BOX]	Date	Signature (Joint Owners)	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.

M74042-P49604-Z62613

DAVITA HEALTHCARE PARTNERS INC.
PROXY
This Proxy is solicited on behalf of
the Board of Directors of DAVITA HEALTHCARE PARTNERS INC.

The undersigned hereby appoints Kent J. Thiry, Kim M. Rivera and Martha Ha, 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 HEALTHCARE PARTNERS INC., which the undersigned is entitled to vote at the Annual Meeting of the Stockholders of DAVITA HEALTHCARE PARTNERS INC., to be held at 5:30 p.m., MT, on June 16, 2015 at 2000 16th Street, Denver, Colorado 80202, and any 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 Martha Ha, 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 May 7, 2015 is hereby acknowledged.

Address changes/comments: _____

_____

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

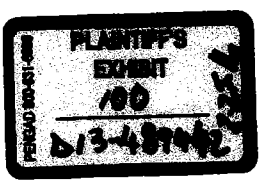
Continued and to be signed on reverse side

Radford J. Smith, Chartered
2470 St. Rose Parkway #206
Henderson, Nevada 89074

History Bill

Date: 2/18/2016

Date	Staff	T/E	Description	Dur/Qty	Amount
Gabrielle Kogod			Client No.		
Kogod v. Kogod			Matter No. D13-489442-D (seale		
11/12/2014	RJS	T	Conference with Gabrielle Cioffi- Kogod	2.1	$945.00
11/18/2014	JH	T	Preparation of Association of Counsel	0.3	$30.00
11/24/2014	RJS	T	Meeting with client	0.2	$90.00
12/01/2014	RJS	T	Review Answer and Counterclaim	0.3	$135.00
12/01/2014	RJS	T	Exchange emails with client	0.2	$90.00
12/02/2014	RJS	T	Review email from client, email to client	0.2	$90.00
12/05/2014	GV	T	Prepare Reply to Counterclaim	0.8	$240.00
12/11/2014	JH	T	Preparation of Order Regarding Detailed FDF	0.2	$20.00
12/11/2014	GV	T	Preparation of Ex Parte Request for Detailed FDF	0.3	$90.00
12/12/2014	RJS	T	Prepare Opt In to Detailed Financial Disclosure Form; Phone conference with client re: 16.2 requirements	0.1	$45.00
12/12/2014	JH	T	Preparation of Order Sealing File	0.2	$20.00
12/12/2014	RJS	T	Review email from client; Email to client	0.2	$90.00
12/12/2014	JH	T	Preparation of Ex Parte Request to Seal File	0.3	$30.00
'18/2014	JH	T	Preparation of Peremptory Challenge	0.3	$30.00
.18/2014	RJS	T	Review Notice of 16.2 Case Management Conference; Review of file	0.2	$90.00
12/24/2014	RJS	T	Review Notice of Department Reassignment	0.2	$90.00
12/24/2014	RJS	T	Prepare Notice of Entry of Order Sealing File	0.1	$45.00
12/24/2014	JH	T	Preparation of Notice of Entry of Order	0.3	$30.00
12/30/2014	RJS	T	Review email and attachment from client; Email to client	0.2	$90.00
12/31/2014	RJS	T	Exchange emails with client	0.3	$135.00
1/05/2015	RJS	T	Review Notice of Case Management Order	0.2	$90.00
1/06/2015	RJS	T	Conference with J. Leauanae re: work as expert; Phone conference with S. Goldstein	0.8	$360.00
1/14/2015	RJS	T	Review email from client; Email to client	0.3	$135.00
1/15/2015	RJS	T	Review email from client	0.1	$45.00
1/20/2015	GV	T	Exchange emails with client	0.1	$30.00
1/20/2015	MPF	T	Review Disclosures from client	1.5	$375.00
1/21/2015	RJS	T	Preparation for meeting with client; Meeting with client; Review of Documents provided by client	3	$1,350.00
1/21/2015	MPF	T	Compiled list of incoming disclosures	1.5	$375.00
1/23/2015	RJS	T	Phone conference with Hal DeBecker	0.1	$45.00
1/26/2015	GV	T	Prepare Interrogatories; Prepare Request for Production of Documents; Phone call with Mr. De Becker	2	$600.00
9/2015	GV	T	Begin research on experts for appraisals and memorandum for client	0.2	$60.00



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History Bill

Date: 2/18/2016

Date	Staff	T/E	Description	Dur/Qty	Amount
1/26/2015					
1/28/2015	GV	T	Prepare a Memorandum re community waste issue; Legal research	2	$600.00
1/29/2015	GV	T	Begin research on various appraisals in the case and preparing a Complex Divorce Litigation Statement; Email to client re: Detailed Financial Disclosure Form	0.2	$60.00
1/29/2015	RJS	T	Email to client	0.3	$135.00
1/29/2015	RJS	T	Conference with J. Leauanae; Review of file re: Discovery; Legal Research ; Draft outline of complex litigation plan	2.1	$945.00
1/30/2015	RJS	T	Review emails from client; Email to client; Review and revision of Memo on waste issues: Meeting with Hal Debecker	2.6	$1,170.00
1/30/2015	GV	T	Continue preparation of Complex Divorce Litigation Plan; Exchange emails with client	1.2	$360.00
1/30/2015	RJS	T	Prepare comprehensive Memorandum re: Discovery of Hidden Assets and attachment of Foreign account	3.8	$1,710.00
1/30/2015	GV	T	Prepare List of Expert Witnesses	0.5	$150.00
2/02/2015	GV	T	Email from client	0.1	$30.00
2/02/2015	RJS	T	Legal research re: offshore bank accounts	3	$1,350.00
2/03/2015	RJS	T	Review emails from client	0.3	$135.00
2/03/2015	RJS	T	Conference with client; Appearance at Case Management Conference; Review email from client	1.5	$675.00
2/03/2015	GV	T	Review client's Detailed FDF	0.2	$60.00
2/04/2015	RJS	T	Review emails from client; Preparation of draft Interrogatories	1.2	$540.00
2/04/2015	GV	T	Prepare and serve Amended Request for Production of Documents and Amended Request for Interrogatories per Mr. Smith's instructions	0.6	$180.00
2/05/2015	RJS	T	Exchange emails with client "Re: Today's Proceedings"	0.4	$180.00
2/06/2015	RJS	T	Review of email from client and enclosed tax return	0.8	$360.00
2/06/2015	RJS	T	Review Plaintiff's initial Production under EDCR 16.2	1.5	$675.00
2/06/2015	RJS	T	Review of draft Financial Disclosure Form	0.2	$90.00
2/11/2015	RJS	T	Review Defendant's Initial 16.2 Supplement	0.2	$90.00
2/12/2015	RJS	T	Review Order of Court re: Case Management Conference	0.2	$90.00
2/12/2015	GV	T	Review witness list filed by Opposing Counsel	0.1	$30.00
2/12/2015	RJS	T	Review email from J. Jimmerson's office; Respond to email: Review email from client	0.3	$135.00
2/13/2015	RJS	T	Review of Dennis Kogod's draft Financial Disclosure Form, compare to financial information in file	0.2	$90.00
2/13/2015	RJS	T	Preparation of Plaintiff's Initial 16.2 Disclosure	1.4	$630.00
2/13/2015	GV	T	Review NRCP 16.2 Disclosures; Prepare Proposed Community Property Distribution based upon documents provided by client	2	$600.00

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History Bill

Date: 2/18/2016

Date	Staff	T/E	Description	Dur/Qty	Amount
2/15/2015	RJS	T	Review production of Documents by J. Jimmerson; Memo to file	1.5	$675.00
2/15/2015	RJS	T	Review of emails from client "One More" and attached website information and Youtube video	0.6	$270.00
2/15/2015	RJS	T	Review of emails from client with Photo and "Love Story" poster	0.2	$90.00
2/17/2015	GV	T	Review documents produced by Opposing Party as NRCP 16.2 Disclosures; Review Opposing Party's Detailed FDF; Research on various real properties identified by Mr. Kogod; Email exchanges with Mr. Marc Herman (real estate appraiser) regarding appraisal of properties in Beverly Hills area	1.3	$390.00
2/17/2015	MPF	T	Review, organize: Defendant's Initial 16.2 Disclosure re: authenticity and propriety of disclosures	7	$1,750.00
2/18/2015	GV	T	Exchange emails with Mr. Marc Herman	0.2	$60.00
2/18/2015	GV	T	Email exchanges with Opposing Counsel re: NRCP 16.2 Disclosures	0.2	$60.00
2/18/2015	RJS	T	Revision of draft Interrogatories and Request for Production of Documents	0.3	$135.00
9/2015	GV	T	Email from Joe Leauanae	0.1	$30.00
2/19/2015	GV	T	Email from and to Marc Herman	0.2	$60.00
2/20/2015	GV	T	Prepare client's Financial Disclosure Form; Phone call with client; Review emails from client	1.8	$540.00
2/20/2015	GV	T	Begin preparation of Memorandum for Hal De Becker and revisions to Complex Divorce Litigation Plan	0.4	$120.00
2/23/2015	GV	T	Email to and from client	0.1	$30.00
2/23/2015	GV	T	Email from client; Email to Mr. Herman	0.3	$90.00
2/23/2015	RJS	T	Review emails from client and attachments; Emails to client	0.6	$270.00
2/23/2015	RJS	T	Review of contract from Anthem Forensics	0.1	$45.00
2/24/2015	GV	T	Email to Anthem Forensics; Email from client	0.2	$60.00
2/25/2015	RJS	T	Review email from client	0.1	$45.00
2/25/2015	GV	T	Conference with client; Finalize Financial Disclosure Form and file; Begin preparation of discovery strategy in the case	3.2	$960.00
2/25/2015	RJS	T	Conference with client	1.9	$855.00
2/26/2015	GV	T	Prepare letter for Mr. Herman and Anthem Forensics	0.2	$60.00
2/26/2015	GV	T	Review various emails from client	1	$300.00
2/27/2015	RJS	T	Review letter and documents from Greg Smith re: Trust	0.1	$45.00
2/27/2015	GV	T	Review multiple emails from client; Phone call from client	0.9	$270.00
2/27/2015	GV	T	Email from Opposing Counsel; Email to client	0.1	$30.00
2/27/2015	GV	T	Review letter from Mr. Gregory Smith	0.1	$30.00
2/2015	GV	T	Review Opposing Party's Detailed FDF	0.2	$60.00

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History Bill

Date: 2/18/2016

Date	Staff	T/E	Description	Dur/Qty	Amount
3/02/2015	RJS	T	Review proposed witness list from client; Prepare outline of additional witnesses	0.4	$180.00
3/02/2015	GV	T	Emails from and to client	0.3	$90.00
3/04/2015	GV	T	Email from Opposing Counsel	0.1	$30.00
3/09/2015	GV	T	Email from and to Anthem Forensics; Email exchanges with client	0.6	$180.00
3/09/2015	GV	T	Exchange emails with client	0.5	$150.00
3/10/2015	GV	T	Review various emails and attachments from client	1	$300.00
3/11/2015	GV	T	Emails from client; Begin draft of List of Witnesses; Prepare List of Expert Witnesses	1.2	$360.00
3/11/2015	GV	T	Email to and from Mr. Leauanae	0.2	$60.00
3/12/2015	RJS	T	Review email and Biography from client	2.5	$1,125.00
3/12/2015	GV	T	Research online for various witnesses; Prepare a draft List of Witnesses	2.2	$660.00
3/12/2015	GV	T	Phone call from Mr. Herman; Email from Mr. Herman	0.2	$60.00
3/13/2015	RJS	T	Conference with client	2.2	$990.00
3/13/2015	GV	T	Review emails from client; Research on attorney in California; Meet with client	1	$300.00
3/16/2015	RJS	T	Revise draft of Complex Divorce Litigation Plan	1.3	$585.00
3/16/2015	GV	T	Prepare initial draft of Complex Divorce Litigation Plan	1.9	$570.00
3/16/2015	GV	T	Prepare Subpoena Duces Tecum for Wells Fargo Bank, UBS Investments, Inc, Michelle Gravely, and Bank of America	2.2	$660.00
3/17/2015	KFS	T	Preparation of Certificate of Service for Notice of Deposition	0.1	$10.00
3/17/2015	RJS	T	Preparation and Appearance at Case Management Conference	1.1	$495.00
3/17/2015	KFS	T	Preparation of Certificate of Service for Notice of Deposition	0.1	$10.00
3/17/2015	KFS	T	Preparation of Certificate of Service for Notice of Deposition	0.1	$10.00
3/17/2015	GV	T	Conference with client; Attend Case Management Conference; Review documents produced by Opposing Counsel	2.2	$660.00
3/18/2015	GV	T	Emails from and to client	0.2	$60.00
3/19/2015	GV	T	Phone call with Mr. Daniel Jaffe	0.3	$90.00
3/19/2015	RJS	T	Review email and agreement from Jaffe and Clemens	0.2	$90.00
3/23/2015	KFS	T	Preparation of Certificate of Service to Michelle Gravley, Psy.D.	0.1	$10.00
3/24/2015	GV	T	Review discovery produced by Opposing Party	0.2	$60.00
3/26/2015	GV	T	Phone call with Wells Fargo re Subpoena	0.2	$60.00
3/26/2015	GV	T	Email from Mr. Jaffe re: Retainer; Email to client	0.2	$60.00
3/27/2015	GV	T	Phone call from Wells Fargo Bank	0.1	$30.00
3/29/2015	RJS	T	Review email from client	0.1	$45.00
3/31/2015	RJS	T	Review email from client re: expenditures; Email to client	0.2	$90.00

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Henderson, Nevada 89074

History Bill

Date: 2/18/2016

Date	Staff	T/E	Description	Dur/Qty	Amount
4/01/2015	RJS	T	Review emails from client; Email to client	0.2	$90.00
4/01/2015	GV	T	Conduct Lexis Nexis Search; Email to client re: Discovery; Meet with client	2.2	$660.00
4/02/2015	KFS	T	Prepare Plaintiff's 2nd 16.2 Supplement	2	$200.00
4/03/2015	RJS	T	Review Defendants' 2nd Supplemental Response to Request for Production of Documents	0.4	$180.00
4/06/2015	RJS	T	Review of Cross Deposition of Custodian of Records of Wells Fargo, B of A, UBS Financial	0.6	$270.00
4/07/2015	RJS	T	Review Subpoena for Bank of America, UBS and Wells Fargo	0.1	$45.00
4/08/2015	GV	T	Email from and to client	0.1	$30.00
4/08/2015	KFS	T	Preparation of Plaintiff's 3rd 16.2 Supplemental Disclosure	2.33	$233.00
4/08/2015	RJS	T	Review draft Complex Civil Litigation Plan; Prepare outline of Changes to Plan; View public record report of Dennis Kogod and compare records to Production	2.5	$1,125.00
4/08/2015	GV	T	Revise Complex Divorce Litigation Plan	4.3	$1,290.00
4/09/2015	GV	T	Revise and file client's List of Witnesses	0.2	$60.00
4/10/2015	GV	T	Email from and to Mr. Herman	0.1	$30.00
3/2015	GV	T	Prepare Stipulation and Order to continue Case Management Conference; Email to Opposing Counsel	0.5	$150.00
4/13/2015	GV	T	Phone calls with Mr. Jaffe's office re: Depositions and Subpoenas; Email to Anthem Forensics with Complex Divorce Litigation Plan	0.7	$210.00
4/13/2015	KFS	T	Preparation of Plaintiff's 4th 16.2 Supplemental Disclosure	1	$100.00
4/13/2015	RJS	T	Phone conference with client	0.2	$90.00
4/13/2015	RJS	T	Review of emails from client	0.3	$135.00
4/14/2015	RJS	T	Conference with J. Leauanae	0.5	$225.00
4/14/2015	GV	T	Email from and to Opposing Counsel; Phone call with Mr. Jaffe's office; Phone call with client	0.2	$60.00
4/15/2015	GV	T	Phone call with Mr. Jaffe's office	0.2	$60.00
4/15/2015	RJS	T	Conference with client	2.5	$1,125.00
4/16/2015	RJS	T	Review of email from client - Re: Kogod 2014 Income Tax Prep	0.1	$45.00
4/17/2015	RJS	T	Review of email from client "Re: Kogod 2014 Income Tax Prep" and Prepare email to client	0.1	$45.00
4/17/2015	RJS	T	Review Motion; Email to J. Jimmerson	0.2	$90.00
4/17/2015	GV	T	Review Ex Parte Request for OST on Motion for Protective Order	0.1	$30.00
4/20/2015	JH	T	Preparation of Notice of Entry of Order	0.2	$20.00
4/21/2015	RJS	T	Review of emails from client; emails to client	0.4	$180.00
1/2015	RJS	T	Outline and Prepare Opposition to Discovery Motion; Phone conference with Michael Flaxman	0.3	$135.00

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History Bill

Date: 2/18/2016

Date	Staff	T/E	Description	Dur/Qty	Amount
4/21/2015					
4/21/2015	GV	T	Public record search on Nadine Kievsky's various names; Email to Jaffe and Clemens	0.5	$150.00
4/21/2015	GV	T	Email to Mr. Barthol - Yacht appraisal	0.3	$90.00
4/21/2015	RJS	T	Phone conference with S. Polselli re: Motion; Email to Mr. Jimmerson	0.3	$135.00
4/21/2015	RJS	T	Conference with J. Leauanae and client re: status of evaluation; Review of discovery sent received in case.	2.8	$1,260.00
4/22/2015	RJS	T	Email to Shahana Polselli "RE: Kogod - Discovery Motion"	0.1	$45.00
4/22/2015	GV	T	Exchange emails with Opposing Counsel; Prepare Opposition to Motion for Protective Order	2	$600.00
4/22/2015	RJS	T	Email to J. Jimmerson	0.1	$45.00
4/23/2015	RJS	T	Review of email from J. Allen (Anthem Forensics) "RE: 2014 Tax return" and prepare responsive email	0.2	$90.00
4/23/2015	GV	T	Email exchanges with Opposing Counsel re: Discovery hearing	0.4	$120.00
4/24/2015	RJS	T	Email to client	0.2	$90.00
4/24/2015	RJS	T	Exchange emails with Jenny Allen	0.2	$90.00
4/2015	RJS	T	Email to client; Review email from client	0.2	$90.00
24/2015	GV	T	Review the Defendant's Complex Divorce Litigation Plan; Email to client; Email from Clark Barthol	0.7	$210.00
4/27/2015	GV	T	Phone call with Cheryl Wilson, Esq., Attorney for Dr. Gravely	0.2	$60.00
4/27/2015	RJS	T	Review letter from Cheryl Wilson re: Dr. Gravely	0.1	$45.00
4/28/2015	RJS	T	Phone conference with J. Jimmerson pursuant to EDCR 2.34	0.2	$90.00
4/28/2015	GV	T	Prepare First Supplement. List of Expert Witnesses	0.5	$150.00
4/29/2015	GV	T	Exchange emails with Jenny at Anthem Forensics; Phone call with Jenny; Prepare Subpoenas for Denika LLC, Systems 8 Fight Club and MOE LLC; Prepare Application for the Issuance of Commission; Email to and from client	2.6	$780.00
4/30/2015	KFS	T	Preparation of draft of Plaintiff's Response to Defendant's 1st Interrogatories	1.3	$130.00
4/30/2015	KFS	T	Preparation of draft of Plaintiff's Response to Defendant's 1st Request for Production of Documents	1.4	$140.00
4/30/2015	RJS	T	Review Plaintiff's Reply to Opposition: Legal Research	1.1	$495.00
5/01/2015	KFS	T	Prepare Certificate of Service for Moe LLC	0.1	$10.00
5/01/2015	KFS	T	Prepare Certificate of Service for Systems 8 Fight Club	0.1	$10.00
5/01/2015	GV	T	Email to Joe Leauanae	0.1	$30.00
5/01/2015	RJS	T	Preparation and Appearance at Hearing	1	$450.00
5/01/2015	KFS	T	Preparation of Certificate of Service for Application to Conduct Deposition Out of State of System 8 Fight Club	0.1	$10.00

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Date: 2/18/2016

Date	Staff	T/E	Description	Dur/Qty	Amount
5/01/2015	KFS	T	Preparation of Certificate of Service for Application to Conduct Deposition Out of State of Moe LLC	0.1	$10.00
5/01/2015	RJS	T	Review Anthem Forensics' analysis of Dennis Kogod's FDF	0.2	$90.00
5/01/2015	KFS	T	Preparation of Certificate of Service for Application to Conduct Deposition Out of State of Denika	0.1	$10.00
5/01/2015	KFS	T	Prepare Certificate of Service for Danika LLC	0.1	$10.00
5/01/2015	GV	T	Prepare Order for Commission to Take Depo - Denika LLC, Systems 8 Fight Club LLC, and MOE LLC; Exchange emails with Anthem Forensics; Email to Opposing Counsel	2.1	$630.00
5/04/2015	RJS	T	Attend Continued Case Conference; Review of Proposed Discovery Order	1.2	$540.00
5/04/2015	GV	T	Email exchanges with client; Review the video of Dennis Kogod	0.5	$150.00
5/04/2015	RJS	T	Review of email from client and attachment; email to client	0.3	$135.00
5/05/2015	GV	T	Prepare Response to Plaintiff's First Set of Interrogatories; Email to Opposing Counsel	2.2	$660.00
5/05/2015	RJS	T	Review of email from client to Anthem "Meeting"; Email to client	0	$0.00
5/2015	GV	T	Email to and from Anthem Forensics	0.2	$60.00
5/06/2015	GV	T	Prepare Commission to Take Deposition of Systems 8 Fight Club, MOE LLC and Denika, LLC	1	$300.00
5/06/2015	GV	T	Email from and to Opposing Counsel	0.1	$30.00
5/06/2015	KFS	T	Preparation of Plaintiff's 5th 16.2 Supplement	1.5	$150.00
5/07/2015	GV	T	Emails from client; Phone call from Anthem Forensics	0.3	$90.00
5/07/2015	RJS	T	Review email from client; Email to client	0.1	$45.00
5/08/2015	GV	T	Email exchanges with client	0.2	$60.00
5/08/2015	GV	T	Exchange various emails with client; Emails from client	1	$300.00
5/08/2015	GV	T	Review Mr. Kogod's Political Contributions for 2012; Email to Anthem Forensics	0.2	$60.00
5/08/2015	GV	T	Prepare Second Request for Production of Documents	0.5	$150.00
5/11/2015	GV	T	Phone call with Mr. Fayer; Email to Mr. Fayer	0.6	$180.00
5/11/2015	GV	T	Review Brief re Joint Therapy Sessions; Email to client	0.2	$60.00
5/12/2015	RJS	T	Legal Research re: disclosure of joint therapy sessions	1	$450.00
5/12/2015	RJS	T	Review Brief re Motion for Protective Order	0.1	$45.00
5/12/2015	GV	T	Review Notice of Settlement Conference; Phone call from Frisco Fayer	0.3	$90.00
5/13/2015	GV	T	Email exchanges with Mr. Fayer	0.4	$120.00
5/13/2015	RJS	T	Continued research on Tort of Fraud to the Community; Begin Preparation of Response on Discovery Issue	1.6	$720.00
4/2015	GV	T	Phone call with Mr. Jaffe's office; Exchange emails with Mr.	1.6	$480.00

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Date: 2/18/2016

Date	Staff	T/E	Description	Dur/Qty	Amount
5/14/2015			Jaffe's office and Opposing Counsel; Exchange emails with client; Review video titled "Life of Sheldon Kogod"		
5/14/2015	RJS	T	Prepare Supplement to Opposition to Motion for Protective Order	1	$450.00
5/15/2015	MPF	T	Research; Prepared memo Re; Joint Attorney Client Privilege	3.5	$875.00
5/18/2015	KFS	T	Preparation of Plaintiff's Response to Defendant's 1st Request for Production of Documents	2.4	$240.00
5/18/2015	GV	T	Finalize Discovery Responses; Exchange phone calls and emails with client	2.5	$750.00
5/19/2015	RJS	T	Review letter from J. Jimmerson	0.1	$45.00
5/19/2015	GV	T	Email from Mr. Jaffe	0.2	$60.00
5/20/2015	GV	T	Email to Mr. Jimmerson; Phone call from Mr. Fisco	0.5	$150.00
5/21/2015	GV	T	Email from Mr. Frisco; Phone call with Anthem Forensics	0.2	$60.00
5/26/2015	GV	T	Emails and phone calls with client; Begin draft of subpoena for Pat Murphy and Notice of Inspection Oak Pass home	2.1	$630.00
5/27/2015	GV	T	Prepare Subpoena and Notice of Deposition of Nadya Khapsalis, Mitchell Kogod, Sheldon Kogod, Dana Kogod and Marsha Kogod; Revise and finalize Subpoena for Patricia Murphy; Prepare Notice of Inspection of San Vincent, Canon Drive and Oak Hills residences	4.5	$1,350.00
5/27/2015	RJS	T	Review Reply Brief	0.2	$90.00
5/27/2015	GV	T	Exchange emails with Anthem Forensics	0.2	$60.00
5/28/2015	GV	T	Exchange multiple emails with Anthem Forensics; Phone call with Anthem Forensics; Begin preparation of Motion to Continue Trial; Exchange various emails with Mr. Jimmerson and Mr. Frisco; Email Mr Mark Herman re Appraisals; Review UBS statements provided by Mr. Kogod; Send email to Opposing Counsel with missing statements list	3.5	$1,050.00
5/28/2015	RJS	T	Email to J. Jimmerson	0.1	$45.00
5/28/2015	GV	T	Prepare Notice of Deposition - Dennis Kogod	0.6	$180.00
5/29/2015	GV	T	Prepare letter to Opposing Counsel re: Sale of shares by Dennis	0.4	$120.00
5/29/2015	GV	T	Start draft of Motion to Continue Trial	1.1	$330.00
5/29/2015	RJS	T	Review email from client	0.1	$45.00
6/01/2015	GV	T	Prepare for Status Check Hearing; Meet with client and Expert; Attend Hearing	3.1	$930.00
6/01/2015	KFS	T	Prepare letter to Wells Fargo re password	0.1	$10.00
6/01/2015	RJS	T	Preparation for Hearing; Appearance at Hearing; Conference with client and J. Leauanae	2.8	$1,260.00
1/2015	RJS	T	Review documents from Wells Fargo	0.7	$315.00
6/01/2015	GV	T	Email exchanges with Mr. Fayer	0.2	$60.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
6/01/2015					
6/01/2015	GV	T	Phone call with the Court re: Updated letter from Mr. Leauanae; Email to court	0.2	$60.00
6/01/2015	RJS	T	Review Defendant's 3rd 16.2 Supplement	0.3	$135.00
6/01/2015	RJS	T	Review Amended Detailed FDF for Dennis Kogod	0.3	$135.00
6/02/2015	GV	T	Begin draft of 2nd Request for Interrogatories	0.2	$60.00
6/02/2015	GV	T	Exchange multiple phone calls with client, experts and appraiser to reschedule depositions and inspections; Email to Opposing Counsel	2.2	$660.00
6/03/2015	RJS	T	Brief review of Defendant's 4th 16.2 Supplement	0.2	$90.00
6/04/2015	GV	T	Emails from client; Emails to Anthem Forensics	0.3	$90.00
6/04/2015	GV	T	Prepare Amended Notices of Depositions for Marsha Kogod, Patricia Murphy and Nadya Khapsalis; Multiple email exchanges with client, Jaffe and Clemens and Opposing Counsel; Conduct research on Jennifer Crute Steiner; Prepare Subpoena Duces Tecum and Notice of Deposition for Jennifer Steiner; Review letter from Opposing Counsel re: Sale of Stock	3.2	$960.00
6/04/2015	RJS	T	Review letter from J. Jimmerson	0.2	$90.00
6/2015	RJS	T	Extended telephone conference with opposing counsel.	1	$450.00
6/05/2015	GV	T	Prepare Subpoena for Jennifer Steiner; Exchange emails with Mr. Frisco re Service of various subpoenas; Exchange emails with client; Phone call from Mr. Frisco re Service of Ms. Steiner in Santa Barbara; Research on service and deposition in Santa Barbara; Exchange multiple emails with client re Various dates; Phone call from Opposing Counsel; Exchange multiple emails with Opposing Counsel; Prepare Amended Notice of Inspection of Oak Pass Home	3.2	$960.00
6/05/2015	RJS	T	Prepare letter to J. Jimmerson	0.3	$135.00
6/08/2015	RJS	T	Phone conference with client re: discovery issues; memo to file	1.1	$495.00
6/08/2015	GV	T	Finalize Plaintiff's 3rd Request for Production of Documents; Finalize Request for interrogatories	0.5	$150.00
6/08/2015	RJS	T	Phone conference with Jim Jimmerson; Letter to Jim Jimmerson; Second phone conference with Mr. Jimmerson	1.1	$495.00
6/09/2015	GV	T	Phone call from Opposing Counsel; Prepare letter for Opposing Counsel	0.4	$120.00
6/09/2015	RJS	T	Review email from client	0.1	$45.00
6/10/2015	GV	T	Phone call from yacht appraiser; Email to Opposing Counsel	0.3	$90.00
6/11/2015	RJS	T	Review letter from J. Jimmerson	0.1	$45.00
6/12/2015	RJS	T	Review Notices of Depositions	0.2	$90.00
6/12/2015	RJS	T	Brief Review of Defendant's 5th 16.2 Supplement	0.1	$45.00
6/2015	RJS	T	Review Minutes from 5/1/15 Hearing	0.1	$45.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
6/15/2015					
6/15/2015	GV	T	Review various emails from client re: Documents provided by Dennis Kogod to Denise Gentile; Email to Anthem Forensics	0.5	$150.00
6/15/2015	GV	T	Prepare letter for Opposing Counsel re: Discovery past due	0.2	$60.00
6/15/2015	RJS	T	Review Defendant's Motion to Stay Subpoena for Jennifer Steiner; Legal Research	0.5	$225.00
6/15/2015	RJS	T	Review Plaintiff's Experts Appraisal of the Yacht	0.1	$45.00
6/15/2015	RJS	T	Review letter from J. Jimmerson	0.1	$45.00
6/15/2015	KFS	T	Preparation of Plaintiff's 6th 16.2 Supplemental Disclosure	1.7	$170.00
6/15/2015	RJS	T	Review email from client; Email to client	0	$0.00
6/15/2015	GV	T	Exchange multiple emails with Opposing Counsel re: Inspection of the Boat; Exchange emails with Appraiser; Exchange emails with client; Phone call from client; Phone call from Opposing Counsel; Exchange emails with Marc Herman re: Appraisal of homes	3.2	$960.00
6/16/2015	GV	T	Exchange multiple phone calls and emails with client; Review various emails provided by client; Exchange emails with Opposing Counsel; Email from the boat appraiser; Email exchanges with Joe Leauanae; Review Motion for Protective Order filed by Opposing Counsel; Review Defendant's 6th NRCP 16.2 Disclosures	3.2	$960.00
6/16/2015	RJS	T	Brief Review Defendant's Response to Plaintiff's 2nd Request for Production of Documents	0.1	$45.00
6/17/2015	RJS	T	Review Defendant's 6th 16.2 Supplement	0.1	$45.00
6/17/2015	GV	T	Prepare Client's HIPAA	0.2	$60.00
6/17/2015	GV	T	Exchange multiple emails with Opposing Counsel	0.8	$240.00
6/18/2015	GV	T	Phone call with Nadya's attorney; Email to Nadya's attorney	0.2	$60.00
6/18/2015	RJS	T	Review Defendant's Witness List; Review of file	0.2	$90.00
6/18/2015	GV	T	Exchange multiple emails with client, Anthem Forensics, Frisco Fayer and Opposing Counsel; Prepare Subpoena Duces Tecum for Dr. Gravely and Dr. Allen	2.5	$750.00
6/19/2015	GV	T	Email from Opposing Counsel; Review unsigned Denika Trust; Phone call with Jenny from Anthem Forensics; Exchange emails with Jenny; Review Motion for Stay and Protective Order; Start draft of Opposition to Motion for Stay; Emails from Frisco Fayer; Email to client	3.2	$960.00
6/19/2015	GV	T	Email from Nadya's attorney; Email to client	0.1	$30.00
6/22/2015	RJS	T	Telephone conference with Experts (Anthem Forensics)	0.3	$135.00
6/22/2015	GV	T	Email exchanges with Opposing Counsel; Review Ex Parte Request for OST; Review OST; Email exchanges and phone calls with client; Phone call from Clark Barthol's office	1.8	$540.00
'/2015	GV	T	Email from and to Nadya's counsel	0.2	$60.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
6/22/2015	GV	T	Meet with Jenny from Anthem Forensics re Declaration for Opposition	0.2	$60.00
6/23/2015	GV	T	Exchange numerous emails between counsel and client re: Depositions; Prepare Amended Notice of Deposition and Subpoena for Pat Allen, Dana Kogod, Michele Gravely and Marsha Kogod; Instructions to Mr. Jaffe's office re: Service on Pat Allen; Exchange phone calls with client; Exchange emails with Nadya's attorney to schedule her deposition	1.8	$540.00
6/23/2015	RJS	T	Review Order Shortening Time	0.1	$45.00
6/23/2015	JH	T	Preparation of Motion Fee Sheet	0.3	$30.00
6/23/2015	RJS	T	Review and revision of Opposition	2.1	$945.00
6/23/2015	GV	T	Exchange emails and phone calls with Jennifer Allen; Finalize and file Opposition to Motion for Stay	2.8	$840.00
6/23/2015	GV	T	Review Order Shortening Time; Exchange emails with the Court and Opposing Counsel re: Hearing Date	1	$300.00
6/23/2015	GV	T	Exchange emails with Opposing Counsel and Mr. Barthol re: Boat inspection	0.4	$120.00
6/23/2015	GV	T	Review of Email from Garima Varshney to Ms. Martinez RE: Kogod adv. Cioffi-Kogod	0.1	$30.00
6/24/2015	GV	T	Email from and to Mr. Fayer re: Service on Pat Allen	0.1	$30.00
6/24/2015	GV	T	Email to and from Opposing Counsel	0.1	$30.00
6/24/2015	GV	T	Review letter from Cheryl Wilson; Start draft of response	0.4	$120.00
6/24/2015	GV	T	Exchange emails with Nadya's attorney; Prepare Amended Subpoena and Notice of Deposition of Nadya Khapsalis	1.5	$450.00
6/24/2015	RJS	T	Review letter from C. Wilson, ESQ	0.1	$45.00
6/25/2015	RJS	T	Review Defendant's 7th 16.2 Disclosure	0.1	$45.00
6/25/2015	GV	T	Prepare Amended Subpoenas for Sheldon Kogod and Patricia Murphy; Email exchanges with Opposing Counsel; Emails to and from Anthem Forensics; Emails to client	1.5	$450.00
6/25/2015	GV	T	Begin draft of Motion for Leave to Amend Complaint	1.6	$480.00
6/26/2015	GV	T	Prepare for Discovery Hearing; Appear at hearing; Meet with client	2	$600.00
6/26/2015	GV	T	Phone call to attorney in Utah; Phone call and email with court reporter in Utah; Prepare amended Subpoena Duces Tecum and Notice of Deposition of Jennifer Steiner; Prepare Acceptance of Service; Email to Opposing Counsel	1.6	$480.00
6/26/2015	RJS	T	Review email from client	0.1	$45.00
6/26/2015	GV	T	Email to and from Clark Barthol; Email exchanges with Opposing Counsel	0.3	$90.00
6/26/2015	GV	T	Email to Nadya Khapsalis' attorney	0.1	$30.00
6/2015	RJS	T	Preparation and Appearance at Hearing with Discovery Commissioner	1.5	$675.00

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6/26/2015					
6/26/2015	RJS	T	Review letter from S. Sandler	0.1	$45.00
6/29/2015	GV	T	Prepare draft of Stipulation and Order to place monies in trust; Exchange multiple emails with client	3	$900.00
6/29/2015	RJS	T	Prepare strategy for discovery of information from Dennis Kogod; Legal Research re addition of fraud claim	2.2	$990.00
6/29/2015	GV	T	Phone call to Private Investigator re: Service on Nadya Khapsalis; Email to private investigator; Review letter from Nadya's counsel; Prepare Second Amended Notice of Deposition and Notice of Deposition; Email to Mr. Jimmerson and Nadya's Counsel; Exchange multiple emails with client and Anthem Forensics	1.2	$360.00
6/29/2015	GV	T	Exchange emails with Mr. Barthol; Review the boat appraisal; Email to client	0.3	$90.00
6/30/2015	RJS	T	Review emails from client; Emails to client; Review correspondence from Opposing Counsel	0.5	$225.00
6/30/2015	GV	T	Exchange multiple emails with Opposing Counsel and client re: Sale of boat; Sale of stock; Purchase of condominium; Exchange emails with Opposing Counsel re: Inspection of Oak Pass Home; Phone call with Mr. Marc Herman	3.2	$960.00
6/30/2015	GV	T	Emails to and from Anthem Forensics	0.3	$90.00
6/30/2015	GV	T	Email from and to Jacob Gunter, Esq. re: Domestication of Subpoena Duces Tecum and Notice of Deposition of Jennifer Crute Steiner in Utah; Email from and to Court Reporter in Utah	0.1	$30.00
6/30/2015	RJS	T	Review Denika Membership Purchase Agreement	0.2	$90.00
7/01/2015	GV	T	Email to Mr. Jimmerson re: Status of Acceptance of Service of Ms. Steiner's deposition	0.1	$30.00
7/01/2015	GV	T	Email to Opposing Counsel re: Deposition of Mitchell Kogod	0.1	$30.00
7/01/2015	RJS	T	Review Amended Notice of Deposition of Banana Republic	0.1	$45.00
7/01/2015	RJS	T	Phone conference with G. Kogod (extended)	0.6	$270.00
7/01/2015	RJS	T	Review proposed Stipulation and Order; Phone conference with J. Jimmerson; Phone conference with J. Allen at Anthem Forensics; Review of subpoena to Davit Inc.	1.2	$540.00
7/01/2015	GV	T	Prepare Subpoena Duces Tecum for DaVita for Mr. Kogod's employment records; Phone conference with Mr. Jimmerson regarding Subpoena and lawsuits Mr. Kogod is involved in	2.2	$660.00
7/01/2015	GV	T	Email from and to Anthem Forensics re: Dennis' documents deficiency; Email to Mr. Jimmerson re: Documents deficiency	0.3	$90.00
7/01/2015	RJS	T	Review Request for Plaintiff's Interview with a Vocational Expert	0.2	$90.00
7/01/2015	GV	T	Receive and review multiple emails from client	1.5	$450.00
1/2015	RJS	T	Review Defendant's first Supplemental List of Witnesses	0.2	$90.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
7/02/2015	GV	T	Phone call from Opposing Counsel; Email to Opposing Counsel re: Stipulation and Order; Phone call with the Broker, Jerry Reeck; Phone call with client	0.7	$210.00
7/02/2015	RJS	T	Review letter from C. Wilson re Dr. Gravely Subpoena; Review of file	0.2	$90.00
7/02/2015	RJS	T	Review Defendant's Motion to Stay Service of Subpoena	0.1	$45.00
7/02/2015	GV	T	Exchange multiple emails and phone calls with Opposing Counsel re: Vocational Expert, boat sale, condominium sale, transfer of funds to Gabrielle; Email exchanges with Anthem Forensics; Email exchanges with client	3.6	$1,080.00
7/02/2015	RJS	T	Preparation of outline of Opposition to Protective Order	0.5	$225.00
7/02/2015	RJS	T	Review Defendant's 8th 16.2 Supplement	0.3	$135.00
7/06/2015	GV	T	Email from Opposing Counsel; Prepare Amended Subpoena and Notice of Deposition of Mitchell Kogod; Email to Daniel Jaffe	0.8	$240.00
7/06/2015	RJS	T	Conference with J. Leauanae and J. Allen; Review of communications between counsel; Phone conference with Michael Flaxman	1.2	$540.00
6/2015	GV	T	Exchange emails with Jacob Gunter re: Subpoena to Jennifer Steiner	0.4	$120.00
7/06/2015	GV	T	Email to Jenny Allen; Conference with Mr. Smith and Anthem Forensics re: Fraud Issue and preparing for the Deposition of Pat Allen	1	$300.00
7/07/2015	GV	T	Exchange emails with client; Revise and serve Subpoena Duces Tecum for DaVita; Revise Subpoena for Mitchell Kogod; Exchange emails with Jaffe and Clemens re Service of Subpoena on Mitchell Kogod and DaVita	1.2	$360.00
7/07/2015	GV	T	Exchange multiple emails with Opposing Counsel re: Outstanding issues and other related matters	1.5	$450.00
7/07/2015	GV	T	Email to Joe and Jenny from Anthem Forensics	0.2	$60.00
7/08/2015	GV	T	Exchange multiple emails with Opposing Counsel, client, counsel for Ms. Khapsalis; Review documents provided by Opposing Counsel; Exchange emails with Daniel Jaffe's office regarding scheduling Nadya's deposition and setting conference rooms; Phone call with Jaffe and Clemens	2.9	$870.00
7/09/2015	KFS	T	Prepare Affidavit of Service of Jennifer Crute and Nadya Khapsalis	0.3	$30.00
7/09/2015	GV	T	Continue work on Motion for Leave to Amend Complaint	0.2	$60.00
7/09/2015	GV	T	Exchange emails with Opposing Counsel and client	0.8	$240.00
7/09/2015	GV	T	Email and phone call with Marc Herman	0.4	$120.00
7/10/2015	JH	T	Preparation of Proof of Service for Sheldon Kogod	0.3	$30.00
0/2015	JH	T	Preparation of Proof of Service for 8 Fight	0.3	$30.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
7/10/2015	JH	T	Preparation of Proof of Service of Dana Kogod	0.3	$30.00
7/10/2015	GV	T	Exchange emails with Opposing Counsel; Exchange emails with Jaffe and Clemens	0.5	$150.00
7/10/2015	JH	T	Preparation of Proof of Service on Patricia Murphy	0.3	$30.00
7/10/2015	JH	T	Preparation of Proof of Service for Denika LLC	0.3	$30.00
7/10/2015	GV	T	Exchange emails with client	0.2	$60.00
7/13/2015	RJS	T	Email to M. Flaxman; Emails to and from client	0.2	$90.00
7/13/2015	GV	T	Exchange emails with Opposing Counsel; Exchange emails with client; Email to Anthem Forensics; Continue review of client's various emails for Motion for Leave to Amend Complaint	2.6	$780.00
7/13/2015	GV	T	Email exchanges with Marc Herman	0.1	$30.00
7/14/2015	GV	T	Prepare Case Status; Exchange emails with Opposing Counsel, client and Anthem Forensics; Phone call with Anthem Forensics; Phone conference with Opposing Counsel; Phone call with office of Jaffe and Clemens	2.8	$840.00
7/14/2015	CG	T	Prepare discovery file	2	$200.00
7/15/2015	RJS	T	Phone conference with D. Marks and J. Jimmerson	0.8	$360.00
/2015	GV	T	Email from Jaffe and Clemens regarding Subpoena to DaVita	0.1	$30.00
7/16/2015	RJS	T	Revise Status of Case	1.8	$810.00
7/17/2015	RJS	T	Review of Income Tax, 2014 support	0.2	$90.00
7/19/2015	RJS	T	Prepare outline for Opposition to Stay	0.2	$90.00
7/20/2015	GV	T	Email to Opposing Counsel; Email to and from Anthem Forensics; Email to Ms. Wilson; Phone call with Mr. Daniel Marks	1.3	$390.00
7/21/2015	RJS	T	Review of file; Preparation and Appearance at Status check	1.5	$675.00
7/21/2015	GV	T	Prepare for Status Check Hearing; Meet with client and Jenny Allen; Attend Status Check Hearing; Prepare Stipulation and Order re: $3.1 Million and Sale of Yacht; Email to Opposing Counsel; Email to Sharon Sandler re: Nadya Khapsalis' deposition	3.1	$930.00
7/22/2015	KFS	T	Preparation of Plaintiff's 8th 16.2 Supplemental Disclosure	2	$200.00
7/22/2015	GV	T	Exchange emails with client; Email to Marc Herman; Email to Opposing Counsel	0.5	$150.00
7/23/2015	GV	T	Exchange multiple emails with Opposing Counsel's office; Email from Nadya Khapsalis's counsel; Prepare Third Amended SDT and NOD of Nadya Khapsalis; Prepare Acceptance of Service; Email to Nadya Khapsalis's counsel and Opposing Counsel	1.8	$540.00
7/23/2015	GV	T	Email from and to Mr. Herman	0.2	$60.00
7/23/2015	RJS	T	Review of email from client - RE: A couple of questions; email to client	0.2	$90.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
7/23/2015	RJS	T	Email to client	0.1	$45.00
7/23/2015	RJS	T	Review of email from M. Herman; Email to client	0.2	$90.00
7/23/2015	RJS	T	Review email from client; Email to client	0.3	$135.00
7/24/2015	GV	T	Email from Dan Jaffe's office re: LA County Lawsuits search result; Email to client	0.3	$90.00
7/24/2015	RJS	T	Review of Defendant's 9th 16.2 Supplement	0.4	$180.00
7/27/2015	GV	T	Left message and email to and from Jacob Gunter re: Subpoena to Steiner	0.1	$30.00
7/27/2015	GV	T	Email exchanges with attorney for Nadya Khapsalis	0.1	$30.00
7/28/2015	GV	T	Email from and to Opposing Counsel; Email to Anthem Forensics	0.2	$60.00
7/28/2015	RJS	T	Review Order from Hearing on 7/23/15	0.3	$135.00
7/30/2015	GV	T	Email to Opposing Counsel re: Stipulation and Order re: Yacht and Condo	0.2	$60.00
7/30/2015	GV	T	Review Dennis' discovery responses; Email to client	0.3	$90.00
7/30/2015	GV	T	Review letter from DaVita	0.1	$30.00
7/30/2015	GV	T	Phone call from Jenny Allen; Emails from Jenny Allen	0.4	$120.00
8/1/2015	GV	T	Emails from and to client; Emails from and to Opposing Counsel	0.4	$120.00
8/03/2015	GV	T	Email from Opposing Counsel; Email to client and Anthem Forensics	0.3	$90.00
8/04/2015	RJS	T	Review Motion for Protective Order; Review Discovery responses	0.3	$135.00
8/04/2015	GV	T	Emails from Jenny Allen; Phone call with client; Email to Opposing Counsel; Review Motion for Protective Order; Email to Nadya's counsel	1.2	$360.00
8/05/2015	RJS	T	Review emails from client; Emails to client	0.4	$180.00
8/05/2015	RJS	T	Review Errata to Motion	0.1	$45.00
8/05/2015	RJS	T	Review Anthem Forensics Document Request	0.2	$90.00
8/05/2015	RJS	T	Review and execution of Stipulation and Order re: property transfers	0.2	$90.00
8/05/2015	GV	T	Emails from and to Anthem Forensics	0.4	$120.00
8/06/2015	RJS	T	Review of Plaintiff's 9th 16.2 Supplement	0.2	$90.00
8/07/2015	GV	T	Email from Jenny re Payments to Immediate Family; Exchange emails with Opposing Counsel; Exchange emails with client	0.7	$210.00
8/10/2015	GV	T	Review Appraisals for Oak Pass, and Condominiums	0.3	$90.00
8/10/2015	GV	T	Exchange multiple emails with Opposing Counsel, the office of Dan Jaffe, counsel for Nadya Khapsalis, client and Anthem Forensics to reschedule depositions of Pat Murphy, Sheldon Kogod, Dana Kogod, Marsha Kogod, Mitchell Kogod and	4.3	$1,290.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
8/10/2015			Dennis Kogod; Exchange emails with Utah counsel re: Amended Deposition of Jennifer Steiner; Prepare Amended Notices of Depositions; Prepare Acceptance of Service re: Steiner and Khapsalis		
8/11/2015	JH	T	Prepare Stipulation and Order to Vacate Hearing	0.2	$20.00
8/11/2015	GV	T	Email exchanges with Opposing Counsel and client; Email exchanges with Office of Jaffe and Clemens	0.2	$60.00
8/12/2015	JH	T	Preparation of Notice of Entry of Order	0.3	$30.00
8/12/2015	RJS	T	Emails to D. Marks; Emails to Client	0.3	$135.00
8/12/2015	GV	T	Prepare Third Request for Interrogatories and Fourth Request for Production of Documents	1.6	$480.00
8/12/2015	GV	T	Exchange emails with client; Email to Opposing Counsel; Email regarding the boat	0.3	$90.00
8/14/2015	GV	T	Letter to Opposing Counsel; Exchange emails with client; Exchange emails with Opposing Counsel	1	$300.00
8/14/2015	GV	T	Review multiple emails from Jaffe and Clemens	0.4	$120.00
8/14/2015	,GV	T	Email from and to DaVita	0.2	$60.00
4/2015	GV	T	Exchange emails with Opposing Counsel re: Transfer of funds from sale of boat	0.2	$60.00
8/14/2015	RJS	T	Phone conference with D. Marks; Memo to file	0.5	$225.00
8/17/2015	RJS	T	Phone conference with D. Marks	0.3	$135.00
8/18/2015	GV	T	Email to Jacob Gunter; Phone call with DaVita re: Narrowing the Subpoena; Email from and to Jenny Allen	0.7	$210.00
8/18/2015	RJS	T	Review of subpoena requests; Preparation for conference; Phone conference with Davita officials re: Discovery	1.2	$540.00
8/19/2015	GV	T	Phone call and emails from Jenny Allen; Phone call with client re: Her Deposition	0.5	$150.00
8/19/2015	RJS	T	Review letter from J. Swerdlow to D. Jaffe; Exchange emails with client; Legal research re jurisdiction for discovery motion	1.1	$495.00
8/19/2015	RJS	T	Exchange emails with client	0.2	$90.00
8/20/2015	GV	T	Email to Utah counsel re: Steiner's deposition	0.1	$30.00
8/21/2015	RJS	T	Exchange emails with client	0.2	$90.00
8/21/2015	KFS	T	Preparation of Plaintiff's 10th 16.2 Supplemental Disclosure	1.4	$140.00
8/21/2015	GV	T	Email from Jacob Gunter; Emails from and to client; Phone call from Nicole Young	0.5	$150.00
8/26/2015	GV	T	Email exchanges regarding service of subpoenas from Jaffe and Clemens	0.2	$60.00
8/26/2015	KFS	T	Prepare three cover sheets and file Proofs of Service for Subpoenas to Sheldon Kogod, Marsha Kogod and Patricia Murphy	0.4	$40.00

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History Bill

Date: 2/18/2016

Date	Staff	T/E	Description	Dur/Qty	Amount
8/26/2015	GV	T	Email exchanges with Opposing Counsel; Revise the deposition of Sheldon Kogod; Email exchanges with Joe and Jenny	0.4	$120.00
8/27/2015	GV	T	Prepare draft Motion for Leave to Amend Complaint	1.8	$540.00
8/27/2015	GV	T	Email exchanges with Opposing Counsel	0.1	$30.00
8/28/2015	RJS	T	Meeting with Jenny Allen re Depositions	2.5	$1,125.00
8/28/2015	GV	T	Meeting with Jenny Allen and client to go over deposition of Nadya Khapsalis and Patricia Murphy; Email to and from Shauna re Service on Mitchell Kogod; Phone call with Shauna	2.5	$750.00
8/31/2015	GV	T	Exchange emails re Service of Process; Emails to Opposing Counsel; Emails to and from client; Phone call with Opposing Counsel; Email to Opposing Counsel re: Phone call	3.2	$960.00
8/31/2015	RJS	T	Email exchanges with D. Marks	0.2	$90.00
8/31/2015	RJS	T	Review email from G. Varshney to D. Marks	0	$0.00
9/01/2015	GV	T	Prepare Subpoena Duces Tecum for Steiner's Deposition in Santa Barbara; Instructions to California counsel to serve Steiner in Santa Barbara; Advise Utah counsel to also serve Steiner Kogod; Exchange emails with Opposing Counsel re: Service on Steiner	1.5	$450.00
9/01/2015	GV	T	Continue work on Motion for Leave to Amend Complaint	1.8	$540.00
9/01/2015	RJS	T	Exchange emails with D. Marks	0.2	$90.00
9/02/2015	GV	T	Exchange multiple emails with Opposing Counsel re: Depositions and other case related issues; Exchange emails with Jenny Allen; Phone call with Jenny Allen; Email exchanges with Dan Jaffe's office	4.3	$1,290.00
9/02/2015	RJS	T	Review letter from D. Marks; Email to D. Marks	0.3	$135.00
9/02/2015	RJS	T	Email exchanges with Client; Email exchanges with Jenny Allen	0.3	$135.00
9/03/2015	GV	T	Prepare Notes on Motion to Compel for DaVita's Records	2.2	$660.00
9/03/2015	GV	T	Exchange multiple phone calls with Jenny Allen re: Preparing for the Deposition of Nadya Khapsalis; Email to Nadya's counsel; Email to Dan Jaffe re: Deed; Email from Opposing Counsel	1.6	$480.00
9/03/2015	GV	T	Email to client re: Setting Other Depositions	0.2	$60.00
9/04/2015	GV	T	Review documents from DaVita re: Response to Subpoena	0.2	$60.00
9/04/2015	GV	T	Prepare Fourth set of Interrogatories; Fifth Request for Production of Documents; Exchange emails with Jenny Allen; Exchange emails with Dan Jaffe's office	3.3	$990.00
9/08/2015	KFS	T	Organize multiple incoming 16.2 Disclosure productions into discrete digital folders of individual assets and accounts	5.9	$590.00
9/09/2015	RJS	T	Review email and attachment from Jenny Allen re: Proposed questions	0.3	$135.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
9/09/2015	RJS	T	Conference with client and J. Allen; Preparation and Appearance at Status Check	1.8	$810.00
9/10/2015	RJS	T	Continued preparation for Deposition of N. Khapsalis	2.4	$1,080.00
9/10/2015	RJS	T	Meeting with client and J. Allen	1.5	$675.00
9/10/2015	RJS	T	Travel to California; Conference with Dan Jaffe	3.8	$1,710.00
9/10/2015	RJS	T	Review of Interspousal Transfer Deed	0.1	$45.00
9/10/2015	KFS	T	Preparation of Plaintiff's 11 th 16.2 Supplemental Disclosure	1.6	$160.00
9/11/2015	RJS	T	Review email from Shauna Levine	0.2	$90.00
9/11/2015	RJS	T	Conduct Deposition of Nadya Khapsalis; Conference with client	9.5	$4,275.00
9/12/2015	RJS	T	Travel time from California	1.5	$675.00
9/14/2015	RJS	T	Review email from J. Allen to Court Reporter	0	$0.00
9/14/2015	RJS	T	Review emails from client; Review email from J. Allen	0.3	$135.00
9/14/2015	RJS	T	Review letter from J. Bailey (P. Murphy's attorney)	0.1	$45.00
9/14/2015	RJS	T	Review email from Lorna Riff; Review of documents from DaVita	0	$0.00
'5/2015	RJS	T	Review discovery requests from opposing party	0.3	$135.00
.5/2015	RJS	T	Preparation for Deposition of P. Murphy	1.8	$810.00
9/15/2015	RJS	T	Review Motion for Order to Show Cause; Review of file	0.4	$180.00
9/15/2015	GV	T	Exchange multiple emails with client and Opposing Counsel; Review discovery requests propounded by Opposing Party; Email to client; Review Motion for Order to Show Cause; Begin draft of Opposition; Review emails regarding service; Email to Jennifer Steiner; Email to Utah Counsel; Prepare Stipulation and Order re: Depositions; Exchange emails with Opposing Counsel; Email to Opposing Counsel re: DaVita documents; Email exchanges with Joe and Jenny	5.2	$1,560.00
9/15/2015	RJS	T	Exchange emails with client; Exchange emails with L. Riff; Exchange emails with J. Leauanae	0.7	$315.00
9/15/2015	RJS	T	Review letter from D. Marks	0.2	$90.00
9/15/2015	RJS	T	Meeting with J. Allen and G. Kogod	1	$450.00
9/15/2015	RJS	T	Deposition of P. Murphy and post Deposition conference with client	3	$1,350.00
9/16/2015	RJS	T	Exchange multiple emails with client; Review of Discovery Responses from D. Kogod	1.4	$630.00
9/16/2015	GV	T	Exchange emails with Dan Jaffe's office; Exchange emails with Opposing Counsel and client	1	$300.00
9/17/2015	GV	T	Revise the Stipulation and Order per Opposing Counsel's request; Emails to and from Opposing Counsel; Email to and from Dan Jaffe's office	0.8	$240.00
//2015	RJS	T	Review Defendant's Response to 4th Request for Production of	0.2	$90.00

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Date: 2/18/2016

Date	Staff	T/E	Description	Dur/Qty	Amount
9/17/2015			Documents		
9/17/2015	RJS	T	Review emails from client; Email to client	0.3	$135.00
9/17/2015	GV	T	Email from Jacob Gunter	0.1	$30.00
9/18/2015	GV	T	Email from Ms. Steiner; Meet with client; Review discovery in the case; Exchange emails with Jenny Allen; Emails to and from Dan Jaffe's office	2.2	$660.00
9/18/2015	RJS	T	Meeting with client to go over discovery requests	1.5	$675.00
9/18/2015	RJS	T	Review emails from client	0.2	$90.00
9/18/2015	RJS	T	Review email from client "Not-Quite-The-New-York-Times-Bestseller-List"	0.1	$45.00
9/21/2015	GV	T	Email to Opposing Counsel; Email from client; Phone call with Jenny Allen; Email from Jenny Allen	0.3	$90.00
9/21/2015	RJS	T	Review emails from client	0.2	$90.00
9/22/2015	GV	T	Email exchanges with Opposing Counsel and client; Email from Jenny Allen; Email to Dan Jaffe's office	0.4	$120.00
9/23/2015	GV	T	Email to client re: List of Witnesses	0.1	$30.00
3/2015	RJS	T	Review email from J. Allen; Email to J. Allen	0.3	$135.00
.23/2015	GV	T	Begin preparing for the Depositions of Dana Kogod, Mitchell Kogod, Sheldon Kogod and Marsha Kogod; Exchange emails with Jenny Allen; Emails from Opposing Counsel	2.2	$660.00
9/23/2015	KFS	T	Prepare Plaintiff's 12th 16.2 Supplemental Disclosure	2	$200.00
9/23/2015	RJS	T	Review emails from client	0.2	$90.00
9/24/2015	KFS	T	Prepare draft of Plaintiff's Response to 2nd Request for Production of Documents	0.4	$40.00
9/24/2015	KFS	T	Prepare draft of Plaintiff's Response to Second Set of Interrogatories	0.4	$40.00
9/24/2015	GV	T	Prepare for the Depositions of Dana, Mitchell, Sheldon and Marsha; Meet with client; Prepare Plaintiff's Second Supplemental List of Witnesses; Exchange emails with Jenny; Phone call with the Court Reporter	3.6	$1,080.00
9/24/2015	RJS	T	Conference with client	5	$2,250.00
9/24/2015	GV	T	Email from Opposing Counsel	0.1	$30.00
9/25/2015	GV	T	Email to Joe and Jenny	0.2	$60.00
9/25/2015	RJS	T	Travel to California; Preparation for Depositions of Sheldon Kogod and Marsha Kogod; Conduct Depositions	5.8	$2,610.00
9/25/2015	GV	T	Email to Opposing Counsel	0.1	$30.00
9/25/2015	JH	T	Preparation of Notice of Entry of Order	0.3	$30.00
9/26/2015	RJS	T	Preparation for and conduct Deposition of Mitchell Kogod and Dana Kogod; Travel to Las Vegas	6.5	$2,925.00
.6/2015	RJS	T	Phone conference with Jennifer Gilbert	0.3	$135.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
9/26/2015					
9/27/2015	RJS	T	Review emails from client	0.2	$90.00
9/28/2015	GV	T	Email from UBS; Email from client	0.1	$30.00
9/28/2015	GV	T	Email to Jenny Allen re: Expenses for discovery requests to Dennis Kogod	0.1	$30.00
9/29/2015	GV	T	Email from client	0.1	$30.00
9/30/2015	RJS	T	Prepare Stipulation and Order re: Continuance of J. Steiner Deposition	0.2	$90.00
9/30/2015	RJS	T	Review Client's Responses to 2nd Request for Production of Documents and Interrogatories	0.2	$90.00
9/30/2015	RJS	T	Exchange emails with J. Gilbert; Emails with J. Allen; Emails with Jaffe and Jaffe; Phone conference with J. Gilbert	0.5	$225.00
9/30/2015	GV	T	Email exchanges with Dan Jaffe's office and Jacob Gunter re: Deposition of Ms. Steiner	0.3	$90.00
10/01/2015	GV	T	Prepare letter for Opposing Counsel re: DaVita Document Deficiencies; Email exchanges with client, Jenny Allen, Jennifer Gilbert and Opposing Counsel; Email to Jaffe and Clemens	2.9	$870.00
J1/2015	RJS	T	Phone conference with Jennifer Gilbert	0.3	$135.00
10/02/2015	RJS	T	Review Amended 2 nd Interrogatories from Defendant	0.2	$90.00
10/02/2015	RJS	T	Review letter from D. Marks; Email to client	0.2	$90.00
10/02/2015	GV	T	Review letter from Opposing Counsel re: Depositions; Email to client	0.1	$30.00
10/02/2015	RJS	T	Review Defendant's 3rd Request for Production of Documents; Review 3rd Request for Interrogatories	0.3	$135.00
10/02/2015	GV	T	Email from and to Jenny Allen	0.1	$30.00
10/02/2015	GV	T	Continue work on Opposition to Motion for an Order to Show Cause; Exchange emails with Opposing Counsel	1.2	$360.00
10/05/2015	RJS	T	Review email form J. Gilbert; Email to J. Gilbert	0.2	$90.00
10/05/2015	RJS	T	Review and revise Opposition to Motion for order to Show Cause; Preparation of Countermotion	1.9	$855.00
10/05/2015	GV	T	Phone call with Opposing Counsel; Prepare Opposition to Motion for order to Show Cause	3	$900.00
10/05/2015	GV	T	Email to Ms. Gilbert	0.1	$30.00
10/05/2015	RJS	T	Preparation of Email to client; Phone conference with client	0.5	$225.00
10/05/2015	RJS	T	Review emails from client	0.2	$90.00
10/06/2015	RJS	T	Revise Opposition to Motion for Order to Show Cause; Review of file	0.3	$135.00
10/06/2015	GV	T	Prepare Stipulation and Order re Depositions and Trial	0.8	$240.00
06/2015	JH	T	Preparation of Motion Fee Sheet for Opposition to Motion for Order to Show Cause	0.2	$20.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
10/06/2015					
10/06/2015	GV	T	Finalize and file the Opposition to Motion for Order to Show Cause	0.4	$120.00
10/07/2015	RJS	T	Review Defendant's 4th Request for Production of Documents	0.2	$90.00
10/07/2015	RJS	T	Review letter from D. Marks	0.1	$45.00
10/07/2015	GV	T	Prepare letter for Marsha Kogod, Sheldon Kogod and Lance Spiegel; Email exchanges with Jenny Allen; Email to and from Dan Jaffe's office; Email exchanges with Opposing Counsel	3.8	$1,140.00
10/08/2015	RJS	T	Review email from J. Gilbert; Email to J. Gilbert	0.4	$180.00
10/08/2015	GV	T	Email exchanges with Opposing Counsel and client	0.4	$120.00
10/08/2015	RJS	T	Review letters from D. Marks; Prepare email response	0.6	$270.00
10/08/2015	RJS	T	Prepare draft Supplemental interrogatories and Request for Production of Documents	1.1	$495.00
10/08/2015	RJS	T	Review emails from client; Email to client	0.7	$315.00
10/08/2015	RJS	T	Legal Research re: fraud	3.8	$1,710.00
10/09/2015	KFS	T	Prepare draft of Plaintiff's 5 th Set of Interrogatories to Defendant	0.5	$50.00
)9/2015	GV	T	Phone call and email from Jenny Allen re: Documents for Motion to Order to Show Cause	0.2	$60.00
10/09/2015	RJS	T	Prepare draft Motion for Order to Show Cause	1.5	$675.00
10/09/2015	RJS	T	Prepare Proposed Amended Complaint	1.8	$810.00
10/09/2015	RJS	T	Review emails from client; Emails to client	0.3	$135.00
10/09/2015	RJS	T	Continued preparation of Motion to Amend Complaint	0.9	$405.00
10/09/2015	KFS	T	Prepare Plaintiff's 13th 16.2 Supplement	1.4	$140.00
10/09/2015	RJS	T	Review emails from J. Allen re: Dennis' expenses; Emails to J. Allen	0.3	$135.00
10/12/2015	KFS	T	Prepare Certificate of Service for Motion for Leave	0.3	$30.00
10/12/2015	GV	T	Review emails from client; Revise the Amended Complaint; Exchange emails with client; Emails to Opposing Counsel re: Discovery; Prepare Declaration of client; Begin preparing Plaintiff's Fifth Request for Production of Documents	1.9	$570.00
10/12/2015	RJS	T	Phone conference with Dan Marks	0.4	$180.00
10/12/2015	RJS	T	Review emails from client; Emails to client	0.3	$135.00
10/12/2015	RJS	T	Revise Motion to Amend Complaint	0.4	$180.00
10/12/2015	RJS	T	Exchange emails with J. Gilbert "RE: Steiner deposition"	0.2	$90.00
10/13/2015	RJS	T	Review letter from D. Marks re: Discovery	0.2	$90.00
10/13/2015	GV	T	Finalize and serve Plaintiff's 5th Request for Production of Documents	0.3	$90.00
`'13/2015	GV	T	Begin preparing questions for Dennis Kogod's deposition	1	$300.00
,/13/2015	GV	T	Research on Subpoena for Netflix; Prepare Subpoena Duces	0.7	$210.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
10/13/2015			Tecum and Notice of Deposition for Netflix		
10/13/2015	RJS	T	Review Client's Response to 3rd Interrogatories; Review file	0.2	$90.00
10/13/2015	GV	T	Phone call with Jenny Allen; Email to and from Jenny Allen	0.3	$90.00
10/13/2015	RJS	T	Review email and schedules from J. Allen; Email to J. Allen	0.8	$360.00
10/13/2015	RJS	T	Review Reply in Support of Motion for an Order to Show Cause	0.3	$135.00
10/14/2015	RJS	T	Review email from D. Marks office; Email to D. Marks	0.2	$90.00
10/14/2015	GV	T	Prepare Plaintiff's 6th Request for Production and 6th Request for Interrogatories	1.5	$450.00
10/14/2015	RJS	T	Preparation and Appearance at Hearing on Motion for Order to Show Cause and Status Check; Conference with client and J. Allen	1.5	$675.00
10/14/2015	GV	T	Meet with client; Attend Status Check Hearing	1.5	$450.00
10/14/2015	RJS	T	Exchange emails with client	0.2	$90.00
10/15/2015	GV	T	Email to Opposing Counsel	0.1	$30.00
10/15/2015	GV	T	Prepare for Deposition of Dennis Kogod (Review of emails between the parties')	5.5	$1,650.00
15/2015	RJS	T	Conference with Jenny Allen; Preparation for Deposition of Dennis Kogod	4.1	$1,845.00
10/16/2015	RJS	T	Review email from D. Marks office; Email to D. Marks office	0.2	$90.00
10/16/2015	RJS	T	Review emails from client with correspondence between parties	0.3	$135.00
10/16/2015	RJS	T	Review Notice of Deposition for Gabrielle Cioffi - Kogod	0.1	$45.00
10/16/2015	GV	T	Prepare Third Amended Notice of Deposition of Dennis Kogod; Review emails between the parties to prepare for deposition	2	$600.00
10/16/2015	RJS	T	Review questions arising from email exchanges; Review emails in preparation for Dennis Kogod Deposition	2.9	$1,305.00
10/19/2015	GV	T	Revise Responses to Second Interrogatories and Second Request for Production of Documents; Email to client	1.5	$450.00
10/19/2015	GV	T	Prepare for meeting with client; Review emails provided by client; Review text messages provided by client; Email multiple emails with client and Opposing Counsel; Email with Jenny Allen; Phone call from Opposing Counsel; Prepare Stipulation and Order re: Dennis' Deposition; Email exchanges with Opposing Counsel	6	$1,800.00
10/19/2015	RJS	T	Conference with client; Review emails from client with correspondence between parties	4.7	$2,115.00
10/20/2015	KFS	T	Preparation of Plaintiff's 14th 16.2 Supplemental Disclosure	0.7	$70.00
10/20/2015	GV	T	Revise the Interrogatories; Review numerous emails from client re: Emails and text messages between the parties; Continue work on preparing for deposition of Dennis Kogod; Prepare letter for Lance Spiegel re: Wells Fargo and Bank of America	6.6	$1,980.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
10/20/2015			accounts; Email to and from Opposing Counsel; Email to and from client; Meet with client; Emails to and from Jenny Allen; Email to Ms. Gayle Nathan re: Deposition of Jennifer Steiner		
10/20/2015	KFS	T	Preparation of draft for Plaintiff's Response to Defendant's 2nd Request for Documents	2	$200.00
10/20/2015	KFS	T	Preparation of Plaintiff's 15th 16.2 Supplemental Disclosure	0.8	$80.00
10/21/2015	RJS	T	Review email from J. Leauanae; Email to J. Leauanae	0.2	$90.00
10/21/2015	RJS	T	Review emails between parties	0.7	$315.00
10/21/2015	GV	T	Continue review of client's emails; Begin draft of Timeline; Review documents provided by client; Phone call with Joe and Jenny; Email exchanges with Joe and Jenny; Email exchanges with Opposing Counsel and client; Phone call from Opposing Counsel re: 15th NRCP 16.2 Disclosure	4.8	$1,440.00
10/21/2015	KFS	T	Prepare draft of Plaintiff's Response to Defendant's 2nd Interrogatories	1	$100.00
10/22/2015	RJS	T	Meeting with Jenny Allen	2.5	$1,125.00
10/22/2015	RJS	T	Preparation for Deposition of Dennis Kogod; Review emails from J. Allen with Dennis Kogod Deposition questions	5.1	$2,295.00
10/22/2015	GV	T	Finalize the Timeline; Continue to prepare for Dennis' deposition; Organize exhibits and emails; Email exchanges with Jenny Allen; Begin draft of Subpoena and Notice of Deposition of Bank of America; Email to Gayle Nathan; Email to and from Opposing Counsel	6	$1,800.00
10/23/2015	GV	T	Prepare for and attend Deposition of Dennis Kogod	7	$2,100.00
10/23/2015	KFS	T	Prepare Plaintiff's 17th 16.2 Supplemental Disclosure	0.9	$90.00
10/23/2015	RJS	T	Preparation for and Conduct Deposition of Dennis Kogod	7	$3,150.00
10/24/2015	RJS	T	Appearance a deposition of Gabrielle Cioffi-Kogod	7	$3,150.00
10/26/2015	RJS	T	Letter to Davita	0.5	$225.00
10/26/2015	RJS	T	Review email from S. Levine; Email response	0	$0.00
10/26/2015	RJS	T	Review email from D. Marks; Email to client; Email to D. Marks	0.2	$90.00
10/26/2015	RJS	T	Email to G. Nathan	0	$0.00
10/26/2015	GV	T	Prepare Responses to Third Request for Production of Documents and Third Request for Interrogatories; Email to client; Phone call from and email to Sharon Sandler	1.2	$360.00
10/27/2015	RJS	T	Exchange emails with client	0.3	$135.00
10/27/2015	GV	T	Email to and from Ms. Sandler; Email from client	0.3	$90.00
10/27/2015	GV	T	Email to Opposing Counsel	0.1	$30.00
10/28/2015	GV	T	Email exchanges with Opposing Counsel and client; Review Declarations and NRCP 16.2 Disclosures filed by Opposing Counsel; Email to Jenny Allen	0.5	$150.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
10/28/2015					
10/28/2015	RJS	T	Review Defendant's Response to 5th Request for Production of Documents	0.2	$90.00
10/28/2015	GV	T	Email exchanges with client and Ms. Gayle Nathan	0.3	$90.00
10/29/2015	KFS	T	Prepare draft of Plaintiff's Response to 3rd Request for Production of Documents	0.7	$70.00
10/29/2015	GV	T	Email from Jenny Allen	0.1	$30.00
10/29/2015	GV	T	Email from Ms. Nathan; Email from Jenny Allen	0.3	$90.00
10/29/2015	GV	T	Email from Sharon Sandler's office	0.1	$30.00
10/29/2015	RJS	T	Review letter from Netflix	0.1	$45.00
10/29/2015	RJS	T	Review Declaration of Marsha Kogod; Review Declaration of Sheldon Kogod	0.2	$90.00
11/02/2015	GV	T	Review documents from DaVita; Email to and from Shauna at Dan Jaffe's office; Email to and from Jenny Allen	0.8	$240.00
11/02/2015	RJS	T	Review Defendant's 11th 16.2 Supplement	0.2	$90.00
11/02/2015	KFS	T	Prepare draft of Plaintiff's Response to Defendant's 3rd Interrogatories	0.7	$70.00
03/2015	RJS	T	Phone conference with D. Marks	0.3	$135.00
11/03/2015	GV	T	Prepare Responses to Fourth Request for Production of Documents; Email to Ms. Nathan; Email to and from Ms. Sandler; Email to client; Email to Marc Herman	0.8	$240.00
11/03/2015	RJS	T	Review email from client; Email to client	0.1	$45.00
11/03/2015	RJS	T	Review email from client; Email to client	0.4	$180.00
11/04/2015	GV	T	Review video from October 14 Hearing; Prepare Order; Email to Opposing Counsel	1.1	$330.00
11/04/2015	GV	T	Exchange emails with Jenny Allen; Email from Sharon Sandler; Prepare Subpoena Duces Tecum and Notice of Deposition for Wells Fargo and Bank of America - for Nadya's Bank Records and missing Records from Dennis; Prepare Acceptance of Service for Jennifer Steiner; Exchange emails with Ms. Steiner's counsel; Email exchanges with Opposing Counsel re: Dennis' 2nd Deposition and Expert Reports; Phone call with client; Email to Opposing Counsel re: Quit Claim Deed to the Gabrielle's new home; Phone call with Marc Herman re: Appraisal of Oak Pass and fair rental value for CA properties	4	$1,200.00
11/05/2015	GV	T	Email to Ms. Nathan; Email to Dan Jaffe's office; Email from and to Opposing Counsel	0.6	$180.00
11/05/2015	GV	T	Email from Marc Herman	0.1	$30.00
11/06/2015	JH	T	Email exchanges with Gayle Nathan	0.2	$20.00
11/09/2015	GV	T	Prepare Subpoena and Notice of Deposition for JP Morgan Chase Bank; Exchange emails with Opposing Counsel	0.7	$210.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
11/10/2015	RJS	T	Review Opposition to Motion to Amend Complaint	0.9	$405.00
11/12/2015	GV	T	Email from client; Phone call with Opposing Counsel re: Depositions	0.2	$60.00
11/12/2015	RJS	T	Phone conference with D. Marks	0.2	$90.00
11/13/2015	GV	T	Email exchanges with Jenny and client	0.4	$120.00
11/13/2015	RJS	T	Review Defendant's Response to 5th Interrogatories	0.3	$135.00
11/16/2015	GV	T	Review Opposition; Begin preparing for Reply to Opposition	1.8	$540.00
11/16/2015	RJS	T	Kogod - Our Reply to Opp to Motion to Amend Due today	0.5	$225.00
11/16/2015	RJS	T	Exchange emails with client	0.2	$90.00
11/16/2015	GV	T	Review Defendant's Responses to Fifth Set of Interrogatories; Email to Joe and Jenny	0.2	$60.00
11/17/2015	GV	T	Prepare Notice of Deposition for Dennis Kogod; Prepare Stipulation and Order re: Expert Reports; Prepare and finalize Reply to Opposition and file; Phone call with client; Phone calls with Joe and Jenny; Review Anthem Forensics' report; Email to Opposing Counsel	2.8	$840.00
11/17/2015	JH	T	Preparation of Certificate of Service for Reply	0.3	$30.00
7/2015	GV	T	Review Dennis' Responses to Fifth Request for Production of Documents	0.2	$60.00
11/17/2015	RJS	T	Prepare Reply to Opposition	2.8	$1,260.00
11/17/2015	RJS	T	Initial review of Report from Anthem Forensics; Phone conference with client;	1.3	$585.00
11/18/2015	RJS	T	Continued review Anthem Forensics Expert Report	1.1	$495.00
11/18/2015	GV	T	Prepare letter for the Court re: October 14 Hearing	0.5	$150.00
11/18/2015	RJS	T	Preparation for and Appearance at Hearing; Conference with client	1.6	$720.00
11/18/2015	KFS	T	Prepare Plaintiff's 18th 16.2 Supplemental Disclosure	1.9	$190.00
11/23/2015	GV	T	Emails from Opposing Counsel; Email to and from client; Email from and to Dan Jaffe's office; Email to Jenny Allen; Email to Opposing Counsel	1.1	$330.00
11/23/2015	RJS	T	Review letters from D. Marks (x 5)	0.5	$225.00
11/24/2015	GV	T	Finalize the Stipulation re: Expert Reports; Email to Opposing Counsel	0.3	$90.00
11/30/2015	RJS	T	Review emails from client; Phone conference with client	0.3	$135.00
11/30/2015	GV	T	Research on Writ of Mandamus re: Court denial of Motion to Amend Complaint; Research on jurisdiction on Nadya	2	$600.00
11/30/2015	RJS	T	Phone conference with client x 2; Email to D. Marks; Phone conference with D. Marks	0.6	$270.00
12/01/2015	GV	T	Begin preparing Motion for Order to Show Cause; Exchange emails with Ms. Jennifer Gilbert; Exchange emails with Jenny Allen and client; Email exchanges with Mr. Dan Marks, Esq.	2	$600.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
12/01/2015					
12/01/2015	RJS	T	Conference with D. Marks; Phone conference with J. Allen	0.4	$180.00
12/02/2015	RJS	T	Review letter from D. Marks	0.1	$45.00
12/02/2015	GV	T	Continue work on Motion for an Order to Show Cause; Email exchanges with Jenny Allen; Email exchanges with client and Ms. Young re: Depositions and discovery; Prepare Letter for Mr. Marks in response to their letter dated November 19	3.4	$1,020.00
12/02/2015	GV	T	Email exchanges with Ms. Young re: Stipulation re Expert Reports	0.2	$60.00
12/03/2015	GV	T	Finalize and send letter to Opposing Counsel re: Discovery; Email from and to client; Email exchanges between Ms. Young and Mr. Marks' office; Email exchanges with Jenny Allen; Continue work on Motion for Order to Show Cause; Continue work on Memorandums regarding jurisdiction for Nadya and Writ of Mandamus	3.8	$1,140.00
12/03/2015	JH	T	Preparation of Notice of Entry of Order From the Hearing	0.3	$30.00
12/04/2015	RJS	T	Conference with client	1.8	$810.00
12/04/2015	RJS	T	Review emails from client	0.1	$45.00
)4/2015	RJS	T	Review Subpoena response from Bank of America; Wells Fargo; JP Morgan Chase	0.8	$360.00
12/04/2015	GV	T	Meeting with the client; Phone call to JP Morgan Chase and Wells Fargo Banks; Phone call to Court Reporter re: Dennis Kogod's deposition	2.5	$750.00
12/07/2015	GV	T	Prepare for deposition of Dennis Kogod; Review subpoena documents from the bank; Attend deposition of Dennis Kogod; Phone calls with the Discovery Commissioner	8	$2,400.00
12/07/2015	RJS	T	Conduct deposition of Dennis Kogod	5.5	$2,475.00
12/07/2015	GV	T	Email from and to client	0.1	$30.00
12/07/2015	RJS	T	Conference with client	0.5	$225.00
12/07/2015	RJS	T	Preparation for Deposition of Dennis Kogod; Review Deposition questions and exhibits from J. Allen	5.1	$2,295.00
12/07/2015	RJS	T	Email to D. Marks	0.1	$45.00
12/07/2015	RJS	T	Review forwarded email from J. Gilbert	0.1	$45.00
12/08/2015	GV	T	Exchange emails with client; Email from and to Nicole Young; Email from Ms. Gilbert re: Jennifer Steiner's Deposition; Exchange emails with Jenny Allen to prepare for deposition of Jennifer Steiner	1.2	$360.00
12/08/2015	RJS	T	Review Defendant's Response to 6th Interrogatories	0.3	$135.00
12/08/2015	RJS	T	Review emails from client	0.2	$90.00
12/08/2015	RJS	T	Review Defendant's Response to 6th Request for Production of Documents	0.2	$90.00
_09/2015	RJS	T	Review forwarded email from J. Gilbert	0.1	$45.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
12/09/2015					
12/09/2015	RJS	T	Review email from J. Allen with proposed questions for Jennifer Steiner's Deposition	0.2	$90.00
12/09/2015	GV	T	Exchange emails with Jenny Allen to prepare for Jennifer Steiner's deposition; Email exchanges with Nicole Young; Email from client	1.7	$510.00
12/09/2015	RJS	T	Phone conference with D. Marks	0.2	$90.00
12/09/2015	RJS	T	Travel to California	1	$450.00
12/10/2015	RJS	T	Conference with D. Marks	0.2	$90.00
12/10/2015	GV	T	Email to Terry Estrada re: Documents for Ms. Steiner's Deposition	0.3	$90.00
12/10/2015	RJS	T	Travel to Nevada	1	$450.00
12/10/2015	RJS	T	Preparation for and conduct Deposition of Ms. Steiner	4.9	$2,205.00
12/14/2015	RJS	T	Review of email from client	0.1	$45.00
12/14/2015	RJS	T	Phone conference with D. Marks	0.4	$180.00
12/14/2015	GV	T	Email exchanges with Jenny Allen; Email to Mr. Marks; Email exchanges with client	0.2	$60.00
15/2015	GV	T	Email to Ms. Young; Phone call from Mr. Marks; Phone calls with Jenny Allen and Joe Leauanae; Email to Mr. Marks and Ms. Young with Supplemental Report	1.3	$390.00
12/15/2015	KFS	T	Preparation of Plaintiff's 19th 16.2 Supplement	1.8	$180.00
12/15/2015	RJS	T	Phone conference with client	0.2	$90.00
12/15/2015	RJS	T	Review email from J. Allen with supplemental Witness Report	2.1	$945.00
12/16/2015	GV	T	Email from Joe Leauanae	0.2	$60.00
12/16/2015	KFS	T	Prepare Plaintiff's 20th 16.2 Supplemental Disclosure	2.8	$280.00
12/16/2015	KAM	T	Prepare draft of Discovery Commissioner's Report and Recommendations from May 1 and June 26.	1	$250.00
12/17/2015	KAM	T	Revised drafts of Discovery Commissioner's Report and Recommendations for May 1 and June 26.	1	$250.00
12/17/2015	GV	T	Begin draft of Motion for Protective Order	0.2	$60.00
12/17/2015	GV	T	Continue work on Motion for Order to Show Cause; Email exchanges with client; Phone call with Dan Marks; Email exchanges with Jenny Allen	2.5	$750.00
12/17/2015	GV	T	Review and Revise the Report and Recommendations - June 26 Hearing	0.4	$120.00
12/17/2015	GV	T	Prepare Seventh Request for Interrogatories and Seventh Request for Production of Documents	0.8	$240.00
12/18/2015	RJS	T	Review emails from client; Email to client	1	$450.00
12/21/2015	RJS	T	Review Re Notice of Depositions of Eugene Cioffi, Stephanie Cioffi and Cassandra Cioffi	0.2	$90.00
../21/2015	GV	T	Phone call from Nicole Young; Email to client; Emails from	0.3	$90.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
12/21/2015			client; Review Notices of Depositions for New York		
12/22/2015	GV	T	Exchange emails with Ms. Young	0.3	$90.00
12/24/2015	GV	T	Review motion filed by Mr. Marks; Email to Joe and Jenny	0.3	$90.00
12/28/2015	GV	T	Email to Joe Leauanae; Review video from the hearing on Motion to Amend; Email to Ms. Young re: Revisions to the proposed Order	0.8	$240.00
12/28/2015	RJS	T	Review Motion to Compel Discovery	0.4	$180.00
12/29/2015	GV	T	Review Declaration from Joe Leauanae; Phone call with Mr. Leauanae	0.5	$150.00
12/29/2015	GV	T	Email to client	0.1	$30.00
12/30/2015	GV	T	Email from client; Email from Mr. Marks' office; Email to and from Mr. Leauanae	0.3	$90.00
1/04/2016	RJS	T	Review of Statement from J. Leauanae: Objection to Submission of Documents (Excel files) to Teichner (Defendant's Expert) ; Prepare letter to D. Marks	0.5	$225.00
1/04/2016	GV	T	Review video from the hearing of May 1; Revise and finalize the Report and Recommendations; Email to Ms. Young	0.8	$240.00
/2016	GV	T	Phone call with Nicole Young; Exchange emails with Mr. Leauanae and client; Begin draft of Opposition to Motion to Compel Discovery	2.2	$660.00
1/04/2016	GV	T	Exchange emails with Ms. Gilbert	0.3	$90.00
1/05/2016	RJS	T	Phone conference with D. Marks	0.2	$90.00
1/05/2016	GV	T	Email exchanges with client; Phone call with Nicole Young; Phone call and email exchanges with Marc Herman	0.6	$180.00
1/05/2016	KFS	T	Preparation of Plaintiff's 21st 16.2 Supplemental Disclosure	2	$200.00
1/06/2016	RJS	T	Review Order Shortening Time	0.1	$45.00
1/06/2016	GV	T	Continue work on Opposition to Motion to Compel Discovery; Email exchanges with Mr. Herman and client; Emails from Ms. Young	0.7	$210.00
1/07/2016	RJS	T	Review emails from client	0.2	$90.00
1/07/2016	GV	T	Review emails from client; Continue work on Opposition and Countermotion for Protective Order	2	$600.00
1/08/2016	RJS	T	Revise Opposition to Motion for Protective Order	1.3	$585.00
1/08/2016	GV	T	Continue work on Opposition and Countermotion for Protective Order	2	$600.00
1/11/2016	GV	T	Exchange emails with client; Exchange emails with Joe Leauanae; Exchange emails with Nicole Young; Prepare Errata to Opposition and Countermotion	1.8	$540.00
1/13/2016	GV	T	Email from client	0.1	$30.00
1/2016	RJS	T	Review Reply	0.3	$135.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
1/14/2016	GV	T	Review Reply for Motion to Compel; Email exchanges with Joe Leauanae; Phone call from client; Phone call from Joe Leauanae	0.5	$150.00
1/15/2016	RJS	T	Preparation and Appearance at Hearing	1.1	$495.00
1/15/2016	GV	T	Finalize the Motion and file; Phone call and emails with client	0.6	$180.00
1/15/2016	RJS	T	Revise Motion to Enforce Joint Preliminary Injunction	2.8	$1,260.00
1/15/2016	JH	T	Preparation of Supplemental Expert Witness	0.3	$30.00
1/19/2016	RJS	T	Phone conference with Bruce Clemens re: additional research re alimony and fraud issues	0.2	$90.00
1/19/2016	RJS	T	Review Defendant's 12th and 13th 16.2 Supplemental Production	0.3	$135.00
1/19/2016	RJS	T	Review letter from Political Campaign re donation	0.1	$45.00
1/19/2016	GV	T	Prepare Ex Parte Request for Order Shortening Time; Prepare Order Granting Ex Parte Request for Order Shortening Time	0.9	$270.00
1/20/2016	RJS	T	Initial review of Defendant's Response to 7th Interrogatories	0.2	$90.00
1/20/2016	RJS	T	Initial review of Defendant's Response to 7th Request for Production of Documents	0.3	$135.00
?/2016	RJS	T	Phone conference with client	0.2	$90.00
1/24/2016	RJS	T	Review email from G. Kogod; Email to G. Kogod	0.2	$90.00
1/25/2016	JH	T	Preparation of Certificate of Service	0.3	$30.00
1/25/2016	GV	T	Email from Ms. Young; Email to and from Joe Leauanae and Jenny Allen; Email from client	0.3	$90.00
1/26/2016	GV	T	Exchange emails with Joe Leauanae; Exchange emails with Mr. Marks; Review rebuttal expert report	0.7	$210.00
1/26/2016	RJS	T	Review Defendant's Expert's Rebuttal; compare to J. Leauanae's Report	1.9	$855.00
1/27/2016	GV	T	Exchange emails with Joe Leauanae and Jenny	0.4	$120.00
1/27/2016	RJS	T	Phone conference with client	0.3	$135.00
1/28/2016	GV	T	Meet with Joe Leauanae and Jenny Allen to discuss report and trial preparation	1.2	$360.00
1/28/2016	KFS	T	Preparation of Plaintiff's 22cnd 16.2 Supplemental Disclosure	2	$200.00
1/28/2016	RJS	T	Conference with J. Leauanae and J. Allen	1.2	$540.00
1/29/2016	GV	T	Email exchanges with Ms. Young and Mr. Marks; Email exchanges with Jenny Allen; Email exchanges with client	1	$300.00
1/29/2016	GV	T	Email from Jaffe and Clemens; Email to client: Kogod v. Kogod	0.1	$30.00
2/01/2016	RJS	T	Review Notice of Deposition of Joe Leauanae	0.1	$45.00
2/01/2016	GV	T	Email from Ms. Young with Notice of Deposition for Joe Leauanae; Email to Joe	0.3	$90.00
?/01/2016	RJS	T	Review letter from Jaffe and Clemens	0.5	$225.00
2/3/2016	GV	T	Review video from the hearing of January 15, 2016 and prepare	1	$300.00

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Date	Staff	T/E	Description	Dur/Qty	Amount
2/03/2016			Discovery Commissioner's Report and Recommendations; Email to Mr. Marks and Ms. Young		
2/03/2016	GV	T	Email exchanges with Joe Leauanae and Jenny Allen; Review Video from the Hearing of June 6, 2015; Prepare written transcript of relevant portion of the June 6, 2015 hearing for Anthem Forensics' Response to Mr. Teichner's Rebuttal Report	1.2	$360.00
2/04/2016	RJS	T	Travel to New York	5	$2,250.00
2/04/2016	GV	T	Email from and to Jenny Allen	0.3	$90.00
2/05/2016	RJS	T	Review Expert Report from Anthem Forensics (2016-02-05)	0.9	$405.00
2/05/2016	RJS	T	Conference with Casandra, Stephanie, Eugene Cioffi; Attend Depositions of Cassandra Cioffi, Stephanie Cioffi and Eugene Cioffi; Conference with client	6	$2,700.00
2/05/2016	GV	T	Phone call with Joe and Jenny re: Response to Rebuttal Report; Review rebuttal report; Email to Mr. Marks and Ms. Young	0.6	$180.00
2/06/2016	RJS	T	Travel to Las Vegas	5	$2,250.00
2/06/2016	RJS	T	Review emails from client	0.1	$45.00
2/08/2016	GV	T	Email from Ms. Young re: Discovery Commissioner's Report and Recommendations - January 15 Hearing; Email exchanges with Mr. Herman; Phone call with Mr. Herman; Review updated Appraisals and rental estimates	1.2	$360.00
2/08/2016	GV	T	Review Opposition to JPI and Countermotion filed by Dennis; Email to client	0.3	$90.00
2/09/2016	RJS	T	Review Appraisals of San Vincente, Oak Pass and Canyon Drive Properties	0.2	$90.00
2/09/2016	KFS	T	Prepare Plaintiff's 23rd 16.2 Supplemental Disclosure	1.4	$140.00
2/09/2016	RJS	T	Review Opposition to Motion to Show Cause	0.3	$135.00
2/09/2016	GV	T	Begin preparing the Pre Trial Memorandum; Email exchanges with client; Email exchanges with Joe Leauanae and Jenny Allen; Email exchanges with Mr. Herman	2.6	$780.00
2/09/2016	RJS	T	Appearance at Deposition of Anthem Forensics; Conference with client	4	$1,800.00
2/11/2016	GV	T	Prepare Subpoena Duces Tecum and Notice of Deposition for Richard Teichner; Email to Ms. Young re: Extending deadlines for Pre Trial Memorandum	1	$300.00
2/12/2016	RJS	T	Review email from J. Leauanae with items requested at his deposition	0.2	$90.00
2/12/2016	GV	T	Phone call with the Court re: Friday deadline for Pre Trial Memorandum; Phone call with Ms. Young re: Trial Exhibits	0.3	$90.00
2/15/2016	GV	T	Continue work on Pre Trial Memorandum; Prepare List of Witnesses; Email exchanges with Joe Leauanae and Jenny Allen; Email to client; Email from Richard Teichner re: Response to Joe's response to rebuttal report	3.1	$930.00

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2/15/2016					
2/15/2016	RJS	T	Preparation for examination of witnesses: Preparation for Trial; Review of draft Pre Trial Memorandum; Legal Research re: Alimony Issue	6.5	$2,925.00
			Subtotal	718.83	$246,333.00
12/18/2014	ALL	E	Filing Fee for Peremptory Challenge	0	$450.00
12/30/2014	RJS	E	Copy Charge 11/20/14 - 12/30/14	7	$1.75
12/31/2014	ALL	E	Postage 11-20-14 - 12-31-14	0	$0.48
12/31/2014	ALL	E	Filing Fee 11/20/14 - 12/31/14	0	$21.00
1/31/2015	ALL	E	Copy Charge 1/1/15 - 1/31/15, machine 1	4	$1.00
2/12/2015	ALL	E	Video Transcript of Hearing on 2/3/15	0	$5.00
2/28/2015	ALL	E	Filing Fee 2/1/15 - 2/28/15	0	$3.50
2/28/2015	ALL	E	Postage 2/1/15 - 2/28/15	0	$4.72
2/28/2015	ALL	E	Copy charge for 2/1/15 - 2/28/15, machine 1	5	$1.25
3/16/2015	ALL	E	Witness Fees for Bank of Nevada	0	$28.00
3/16/2015	ALL	E	Witness Fees for Wells Fargo	0	$28.00
3/2015	ALL	E	Witness Fees for UBS, Inc	0	$28.00
3/19/2015	ALL	E	Service of Custodian of Records for UBS Financial Services of Nevada	0	$48.00
3/23/2015	ALL	E	Video Transcript of Hearing on 3/15/15	0	$5.00
3/23/2015	ALL	E	Service of Custodian of Records for Wells Fargo	0	$53.00
3/23/2015	ALL	E	Service of Custodian of Records for Bank of America	0	$49.50
3/31/2015	ALL	E	Postage 3/1/15 - 3/31/15	0	$2.09
3/31/2015	ALL	E	Copy charge for 3/1/15 - 3/31/15, machine 1	105	$26.25
3/31/2015	ALL	E	Filing Fee 3/1/15 - 3/31/15	0	$3.50
4/03/2015	ALL	E	Bank of America, invoice 370815	0	$414.90
4/16/2015	ALL	E	Personal Service of Michelle Gravely	0	$92.50
4/30/2015	ALL	E	Filing Fee 4/1/15 - 4/30/15	0	$24.50
4/30/2015	ALL	E	Copy charge for 4/1/15 - 4/30/15, machine 1	5	$1.25
4/30/2015	ALL	E	Postage 4/1/15 - 4/30/15	0	$12.58
4/30/2015	ALL	E	Legal Research 4/1/15 - 4/30/15	0	$182.12
5/22/2015	ALL	E	Wells Fargo, invoice 182017 for production of documents	0	$167.04
5/31/2015	ALL	E	Postage 5/1/15 - 5/31/15	0	$8.45
5/31/2015	ALL	E	Legal Research 5/1/15 - 5/31/15	0	$148.74
5/31/2015	ALL	E	Filing Fee 5/1/15 - 5/31/15	0	$35.00
6/19/2015	ALL	E	Witness Fees for Michelle Gravley, Psy.D	0	$28.00
0/2015	ALL	E	Personal Service of Michelle Gravely	0	$48.00

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6/30/2015	ALL	E	Postage 6/1/15 - 6/30/15	0	$7.10
6/30/2015	ALL	E	Copy charge for 6/1/15 - 6/30/15, machine 1	13	$3.25
6/30/2015	ALL	E	Legal Research 6/1/15 - 6/30/15	0	$87.91
6/30/2015	ALL	E	Filing Fee 6/1/15 - 6/30/15	0	$36.25
7/06/2015	ALL	E	Witness Fees for USB Production of Documents	0	$216.00
7/22/2015	ALL	E	Video Transcript of Hearing on 7/22/15	0	$5.00
7/31/2015	ALL	E	Postage 7/1/2015 - 7/31/2015	0	$12.03
7/31/2015	ALL	E	Copy charge for 7/1/15 - 7/31/15, machine 1	11	$2.75
7/31/2015	ALL	E	Filing Fee 7/1/15 - 7/31/15	0	$38.50
8/09/2015	RJS	E	Howard Lewis and Petersen PC (invoice to Domesticate Subpoena for July)	0	$140.00
8/14/2015	ALL	E	Courier Service	0	$25.00
8/21/2015	ALL	E	Non Appearance - Cancellation Fee for Deposition of Jennifer Crute Steiner from Alpine Court Reporting	0	$125.20
8/30/2015	ALL	E	Howard Lewis and Peterson PC, Domesticate Subpoena for Jennifer Crute Steiner (July)	0	$140.00
'/2015	ALL	E	Copy charge for 8/1/15 - 8/31/15, machine 1	64	$16.00
9/1/2015	ALL	E	Beverly Hills Hilton $398.00, $358.00, $795.90	0	$1,551.90
9/24/2015	ALL	E	Document production for DaVita (invoice OC2431787)	0	$257.55
9/26/2015	YEA	E	Beverly Hills Hilton $415.85, $495.75, $415.85	0	$1,327.45
9/29/2015	ALL	E	Deposition Transcript for Patricia Murphy (invoice 49601)	0	$723.95
9/30/2015	ALL	E	Postage 9/01/15 - 9/30/15	0	$1.42
9/30/2015	ALL	E	Howard Lewis and Peterson PC, Domesticate Subpoena for Jennifer Crute Steiner (September)	0	$190.40
9/30/2015	ALL	E	Deposition Transcript (video services) for Nadyane Khapsalis (invoice CA2438634)	0	$1,557.25
9/30/2015	ALL	E	Deposition Transcript for Nadyane Khapsalis (invoice CA2434585)	0	$2,408.60
9/30/2015	ALL	E	Copy charge for 9/1/15 - 9/30/15, machine 1	2678	$669.50
9/30/2015	ALL	E	Filing Fee 9/1/15 - 9/30/15	0	$38.50
10/01/2015	ALL	E	Video Transcript of Hearing on 6/26/15	0	$5.00
10/14/2015	ALL	E	Witness Fees for COR Netflix	0	$28.00
10/14/2015	ALL	E	Deposition Transcript for Marsha Kogod and Sheldon Kogod (invoice CA2446435)	0	$1,387.75
10/15/2015	ALL	E	Video Transcript of Hearing	0	$5.00
10/15/2015	ALL	E	Deposition Transcript for Dana Kogod and Mitchell Kogod (invoice CA2448659)	0	$1,804.25
'20/2015	ALL	E	Deposition Transcript (video services) for Dana Kogod and Mitchell Kogod, (invoice CA2450488)	0	$1,076.00

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10/20/2015	ALL	E	Deposition Transcript (video services) for Marsha Kogod and Sheldon Kogod, (invoice CA2450835)	0	$932.50
10/23/2015	ALL	E	VideoTranscript for Dennis Kogod (invoice 9911)	0	$1,015.00
10/23/2015	ALL	E	Deposition Transcript for Dennis Kogod (invoice 49764)	0	$1,873.50
10/28/2015	ALL	E	Service of COR Netflix	0	$101.50
10/31/2015	ALL	E	Copy charge for 10/1/15 - 10/31/15, machine 1	4540	$1,135.00
10/31/2015	ALL	E	Copy charge for 10/1/15 - 10/31/15, machine 2	603	$150.75
10/31/2015	ALL	E	Filing Fee 10/1/15 - 10/31/15	0	$58.50
10/31/2015	ALL	E	Legal Research 10/1/15 - 10/31/15	0	$145.36
10/31/2015	ALL	E	Postage 10/1/15 - 10/31/15	0	$7.37
11/04/2015	ALL	E	Witness Fees for COR Bank of America	0	$28.00
11/04/2015	ALL	E	Witness Fees for COR Wells Fargo	0	$28.00
11/09/2015	ALL	E	Witness Fees for COR JP Morgan Chase	0	$28.00
11/09/2015	ALL	E	Service of COR Wells Fargo	0	$53.00
11/13/2015	ALL	E	Deposition Transcript for Gabriele Cioffi-Kogod (invoice 109875)	0	$1,568.50
13/2015	ALL	E	Service for COR Bank of America	0	$53.00
1/18/2015	ALL	E	Courier Service	0	$45.00
11/19/2015	ALL	E	Service for COR JP Morgan Chase	0	$101.50
11/30/2015	ALL	E	Copy charge for 11/1/15 - 11/30/15, machine 2	15	$3.75
11/30/2015	ALL	E	Filing Fee 11/1/15 - 11/30/15	0	$7.00
11/30/2015	ALL	E	Copy charge for 11/1/15 - 11/30/15, machine 1	217	$54.25
11/30/2015	ALL	E	Legal Research 11/1/5 - 11/30/15	0	$15.39
11/30/2015	ALL	E	Postage 11/1/15 - 11/30/15	0	$2.40
12/02/2015	ALL	E	Bank of America, invoice 409407	0	$13.25
12/04/2015	ALL	E	Witness Fees for COR Wells Fargo	0	$28.00
12/07/2015	ALL	E	Witness Fees for COR JP Morgan Chase, balance due on subpoena	0	$29.34
12/08/2015	ALL	E	Courier Service	0	$10.00
12/09/2015	RJS	E	Beverly Hills Hilton	0	$406.38
12/09/2015	RJS	E	Avis Rent a Car	0	$115.28
12/09/2015	RJS	E	Southwest Airlines	0	$491.96
12/16/2015	ALL	E	Video Transcript of Hearing on 5/1/15	0	$5.00
12/16/2015	ALL	E	Video Transcript of Hearing on 11/18/15	0	$5.00
12/25/2015	ALL	E	Video Transcript of Hearing	0	$5.00
12/26/2015	ALL	E	Transcript for Jennifer Crute Steiner (invoice CA 2511974)	0	$1,088.40
28/2015	ALL	E	Deposition Transcript for Dennis Kogod (invoice 49902)	0	$1,127.10

Radford J. Smith, Chartered
2470 St. Rose Parkway #206
Henderson, Nevada 89074

History Bill

Date: 2/18/2016

Date	Staff	T/E	Description	Dur/Qty	Amount
12/30/2015	ALL	E	VideoTranscript for Dennis Kogod (invoice 9993)	0	$712.50
12/31/2015	ALL	E	Postage 12/01/15 - 12/31/15	0	$2.06
12/31/2015	ALL	E	Legal Research 12/1/15 - 12/31/15	0	$246.28
12/31/2015	ALL	E	VideoTranscript for Jennifer Crute Steiner (invoice CA 2515918)	0	$863.75
12/31/2015	ALL	E	Copy charge for 12/01/15 - 12/31/15, machine 1	288	$72.00
12/31/2015	ALL	E	Filing Fee 12/01/15 - 12/31/15	0	$10.50
1/29/2016	ALL	E	Wells Fargo, invoice 197948 for production of documents	0	$58.00
1/31/2016	ALL	E	Postage 1/1/16 - 1/31/16	0	$6.88
1/31/2016	ALL	E	Copy charge for 1/1/16 - 1/31/16, machine 1	388	$97.00
1/31/2016	ALL	E	Filing Fee 1/1/16 - 1/31/16	0	$57.25
1/31/2016	ALL	E	Copy charge for 1/1/16 - 1/31/16, machine 2	4741	$1,185.25
2/03/2016	ALL	E	Delta Airline round trip to New York City	0	$2,255.76
2/06/2016	ALL	E	Cab Fare to and from Airport and New York City	0	$135.99
2/06/2016	ALL	E	Pierre Hotel in New York City	0	$1,108.60
2/12/2016	ALL	E	Condensed Transcript for Joseph Leauanae (invoice 1100240***)	0	$1,065.80
			Subtotal	13,684.00	$34,420.23
			Total	14,402.83	**$280,753.23**
			Total Time and Expenses	**14,402.83**	**$280,753.23**

GABRIELLE CIOFFI-KOGOD
28 VIA MIRA MONTE
HENDERSON, NV 89011-2013

2085

94-72/1224 NV.
68499

2/25/15
DATE

PAY TO THE ORDER OF All American Real Estate Services $ 6,500

Sixty five hundred and xx/00 DOLLARS

Bank of America

Wealth Management Banking

ACH R/T 122400724

App. Reports

⑆122400724⑆ 004967350129⑈ 2085

PLAINTIFF'S EXHIBIT 101

D-13-489947

Anthem Forensics

Professional Fees Invoice
Tax I.D. No. 26-1654522

February 3, 2016

Invoice No.: 02520
Billing Period: 1/01/16 through 1/31/16

Gabrielle Kogod
Radford J. Smith, Esq.
RADFORD J. SMITH CHARTERED
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074

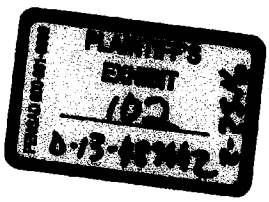
Re: ***Kogod vs. Kogod***

For professional fees rendered in connection with the above referenced matter:

	Date	Description	Actual Hours	Billed Hours	Rate	Amount
JAA	1/11/16	Reviewing motion	0.30	0.30	185.00	55.50
JLL	1/14/16	Discussing with Jenny; speaking with Garima	0.20	0.00	300.00	0.00
JAA	1/14/16	Discussing with Joe; phone call with Garima	0.20	0.00	185.00	0.00
JLL	1/15/16	Reviewing documents and motion; attendance at hearing; discussing with Radford; discussing with Jenny	1.50	1.50	300.00	450.00
JAA	1/15/16	Discussing with Joe; correspondence	0.30	0.30	185.00	55.50
JAA	1/22/16	Meeting with Gaby	0.80	0.00	185.00	0.00
CMM	1/25/16	Assisting with account statement matrix and tracing analysis	4.10	4.10	60.00	246.00
JAA	1/26/16	Reviewing documents	0.30	0.30	185.00	55.50
JAN	1/27/16	Reviewing defendant's expert rebuttal report	0.40	0.40	150.00	60.00
CMM	1/27/16	Assisting with account statement matrix and tracing analysis	6.40	6.40	60.00	384.00
JLL	1/28/16	Meeting with Radford, Garima, and Jenny; reviewing analysis	1.30	1.30	300.00	390.00
JAA	1/28/16	Reviewing Teichner report; meeting with Radford, Garima, and Joe	1.20	1.20	185.00	222.00
JAA	1/29/16	Reviewing documents	0.30	0.30	185.00	55.50

2520 St. Rose Parkway, Suite 211
Henderson, Nevada 89074

telephone 702.366.9599
facsimile 702.366.9364
anthemforensics.com



Kogod, Pltf
14638

Kogod vs. Kogod

Anthem Forensics

CMM	1/29/16	Assisting with tracing analysis	4.50	4.50	60.00	270.00

Total Current Professional Fees	$ 2,244.00
Balance Forward	0.00
TOTAL BALANCE DUE	**$ 2,244.00**

Kogod, Pltf
14639

Anthem Forensics

Professional Fees Invoice
Tax I.D. No. 26-1654522

January 8, 2016

Invoice No.: 02488
Billing Period: 12/01/15 through 12/31/15

Gabrielle Kogod
Radford J. Smith, Esq.
RADFORD J. SMITH CHARTERED
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074

Re: ***Kogod vs. Kogod***

For professional fees rendered in connection with the above referenced matter:

	Date	Description	Actual Hours	Billed Hours	Rate	Amount
JAA	12/01/15	Phone call with Jolene; phone call with Gaby; speaking with Radford	0.70	0.70	170.00	119.00
JAA	12/02/15	Reviewing tracing analysis; sending information to Garima	0.80	0.80	170.00	136.00
JAA	12/03/15	Working on analysis; reviewing documents	1.30	1.30	170.00	221.00
JAA	12/04/15	Preparing for and meeting with Gaby and Radford; preparing for Dennis' deposition	2.80	2.80	170.00	476.00
CMM	12/04/15	Assisting with tracing analysis	1.10	1.10	50.00	55.00
JLL	12/07/15	Reviewing proposed deposition questions for Dennis Kogod; discussing with Jenny	0.50	0.50	300.00	150.00
JAA	12/07/15	Preparing for deposition; discussing with Joe; attendance at Dennis Kogod's deposition	9.60	9.60	170.00	1,632.00
CMM	12/07/15	Assisting with account statement matrix and supporting documents	1.00	1.00	50.00	50.00
JAA	12/09/15	Preparing for deposition of Jennifer Steiner	0.60	0.60	170.00	102.00
CMM	12/09/15	Assisting with tracing analysis and supporting documents	6.10	6.10	50.00	305.00
JAA	12/13/15	Working on supplemental report; speaking with Gaby	1.90	1.90	170.00	323.00
JLL	12/14/15	Reviewing analysis; speaking with Bob Gehlen and Jenny; working on analysis	0.80	0.80	300.00	240.00

2520 St. Rose Parkway, Suite 211
Henderson, Nevada 89074

telephone 702.366.9599
facsimile 702.366.9364
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Kogod vs. Kogod

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JAA	12/14/15	Working on analysis and report; phone call with Bob Gehlen and Joe	5.50	5.50	170.00	935.00
CMM	12/14/15	Reviewing documents	0.60	0.60	50.00	30.00
JLL	12/15/15	Working on analysis and report; reviewing analysis; speaking with Radford and Jenny	5.00	5.00	300.00	1,500.00
JAA	12/15/15	Working on analysis and report; phone call with Garima; phone call with Radford and Joe	7.80	7.80	170.00	1,326.00
JAN	12/15/15	Assisting with analysis and report	3.00	3.00	130.00	390.00
CMM	12/15/15	Reviewing documents; assisting with tracing analysis	1.60	1.60	50.00	80.00
JAA	12/16/15	Reviewing documents	0.20	0.00	170.00	0.00
JAA	12/17/15	Discussing with Jenn; preparing schedules for Garima	1.20	1.20	170.00	204.00
JAN	12/17/15	Discussing with Jenny	0.30	0.30	130.00	39.00
JLL	12/28/15	Reviewing documents; discussing with Jenny; preparing declaration	2.40	2.40	300.00	720.00
JAA	12/28/15	Reviewing information; discussing with Joe	0.50	0.50	170.00	85.00
JLL	12/29/15	Reviewing documents and analyses; preparing declaration; discussing with Jenny	1.50	1.50	300.00	450.00
JAA	12/29/15	Reviewing declaration; discussing with Joe; phone call with Garima	0.80	0.80	170.00	136.00
JLL	12/31/15	Reviewing schedules and report	0.30	0.30	300.00	90.00
JAA	12/31/15	Discussing with Joe	0.30	0.30	170.00	51.00

Total Current Professional Fees	$	9,845.00
Balance Forward		0.00
TOTAL BALANCE DUE	**$**	**9,845.00**

Kogod, Pltf
14641

Anthem Forensics

Professional Fees Invoice
Tax I.D. No. 26-1654522

December 3, 2015

Invoice No.: 02444
Billing Period: 11/01/15 through 11/30/15

Gabrielle Kogod
Radford J. Smith, Esq.
RADFORD J. SMITH CHARTERED
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074

Re: ***Kogod vs. Kogod***

For professional fees rendered in connection with the above referenced matter:

	Date	Description	Actual Hours	Billed Hours	Rate	Amount
JAA	11/02/15	Discussing with Courtney; correspondence	0.20	0.00	170.00	0.00
CMM	11/02/15	Discussing with Jenny; assisting with account statement matrix and tracing analysis	4.80	4.80	50.00	240.00
JAA	11/04/15	Phone call with Radford; reviewing analysis	0.30	0.30	170.00	51.00
CMM	11/04/15	Assisting with tracing analysis	1.60	1.60	50.00	80.00
JAA	11/06/15	Reviewing with Courtney	0.40	0.40	170.00	68.00
CMM	11/06/15	Reviewing with Jenny; assisting with schedules	3.30	3.30	50.00	165.00
JAA	11/12/15	Working on analysis and report	4.30	4.30	170.00	731.00
JLL	11/13/15	Reviewing analysis and report; discussing with Jenny	1.00	1.00	300.00	300.00
JAA	11/13/15	Working on report; meeting with Gaby; discussing with Joe	4.00	4.00	170.00	680.00
CMM	11/13/15	Assisting with account statement matrix, tracing analysis, and marital balance sheet	5.70	5.70	50.00	285.00
JLL	11/16/15	Working on analysis and report; discussing with Jenny	5.70	5.70	300.00	1,710.00
JAA	11/16/15	Working on analysis and report; discussing with Joe	9.00	9.00	170.00	1,530.00
CMM	11/16/15	Assisting with analysis and report	6.00	6.00	50.00	300.00
JLL	11/17/15	Working on analysis and report; discussing with Jenny; speaking with Garima and Jenny	8.50	8.50	300.00	2,550.00

2520 St. Rose Parkway, Suite 211
Henderson, Nevada 89074

telephone 702.366.9599
facsimile 702.366.9364
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JAA	11/17/15	Working on analysis and report; discussing with Joe; phone call with Garima and Joe	9.30	9.30	170.00	1,581.00
JAN	11/23/15	Working on schedules; correspondence with Garima	0.60	0.60	130.00	78.00

Total Current Professional Fees	$	10,349.00
Balance Forward		0.00
TOTAL BALANCE DUE	**$**	**10,349.00**

Anthem Forensics

Professional Fees Invoice
Tax I.D. No. 26-1654522

October 7, 2015

Invoice No.: 02380
Billing Period: 9/01/15 through 9/30/15

Gabrielle Kogod
Radford J. Smith, Esq.
RADFORD J. SMITH CHARTERED
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074

Re: ***Kogod vs. Kogod***

For professional fees rendered in connection with the above referenced matter:

	Date	Description	Actual Hours	Billed Hours	Rate	Amount
JAA	9/02/15	Discussing with Courtney; reviewing analysis; phone call with Garima	1.40	1.40	170.00	238.00
CMM	9/02/15	Assisting with account statement matrix and tracing analysis; discussing with Jenny	5.80	5.80	50.00	290.00
JAA	9/03/15	Working on analysis; phone call with Garima	2.40	2.40	170.00	408.00
JLL	9/04/15	Reviewing analysis; assisting with deposition preparation	0.80	0.80	300.00	240.00
JAA	9/04/15	Working on analysis; preparing for depositions	5.90	5.90	170.00	1,003.00
CMM	9/04/15	Assisting with account statement and tracing analysis	7.50	7.50	50.00	375.00
JLL	9/08/15	Working on tracing analysis schedule issues	1.50	1.50	300.00	450.00
JAA	9/08/15	Working on analysis; preparing deposition questions and exhibits; phone call with Radford	7.70	7.70	170.00	1,309.00
MTL	9/08/15	Assisting with tracing analysis	5.30	5.30	40.00	212.00
JLL	9/09/15	Reviewing deposition exhibits, tracing analysis, and deposition questions; discussing with Jenny	0.60	0.60	300.00	180.00
JAA	9/09/15	Working on analysis; preparing deposition questions and exhibits; attendance at hearing; speaking with Gaby; discussing with Joe	6.40	6.40	170.00	1,088.00
CMM	9/09/15	Reviewing financial information and account statement matrix	4.90	4.90	50.00	245.00

2520 St. Rose Parkway, Suite 211
Henderson, Nevada 89074

telephone 702.366.9599
facsimile 702.366.9364
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JAA	9/10/15	Meeting with Gaby; reviewing information; meeting with counsel and Gaby; preparing for deposition; meeting with Radford and Gaby	8.00	8.00	170.00	1,360.00
JAA	9/11/15	Preparing for deposition; meeting with Radford and Gaby; attendance at Nadya Khapsalis Kogod's deposition	7.70	7.70	170.00	1,309.00
JLL	9/14/15	Discussing with staff; discussing analysis issues with Jenny	0.50	0.50	300.00	150.00
JAA	9/14/15	Preparing for Pat Murphy's deposition; discussing with Joe; preparing information for court reporter	1.70	1.70	170.00	289.00
JAN	9/14/15	Discussing with Joe	0.30	0.30	130.00	39.00
CMM	9/14/15	Assisting with marital balance analysis	4.70	4.70	50.00	235.00
JLL	9/15/15	Discussing with Jenny; reviewing analysis issues	0.30	0.30	300.00	90.00
JAA	9/15/15	Discussing with Joe; preparing for and attendance at Pat Murphy's deposition	4.60	4.60	170.00	782.00
CMM	9/16/15	Assisting with tracing analysis	4.20	4.20	50.00	210.00
JAA	9/18/15	Reviewing DaVita responses; phone call with Lorna Riff; discussing with Jenn	3.50	3.50	170.00	595.00
JAN	9/18/15	Reviewing DaVita payroll information; discussing with Jenny	0.50	0.50	130.00	65.00
CMM	9/18/15	Assisting with tracing analysis	1.60	1.60	50.00	80.00
JLL	9/21/15	Reviewing SEC filings and compensation information; discussing with Jenny	1.20	1.20	300.00	360.00
JAA	9/21/15	Phone call with Garima; correspondence; reviewing analysis; discussing with Joe	1.90	1.90	170.00	323.00
JAA	9/22/15	Preparing document request	0.50	0.50	170.00	85.00
JLL	9/23/15	Reviewing deposition questions; discussing with Jenny	0.20	0.00	300.00	0.00
JAA	9/23/15	Preparing for depositions; discussing with Joe	3.90	3.90	170.00	663.00
CMM	9/23/15	Reviewing financial information	2.90	2.90	50.00	145.00
JAA	9/25/15	Preparing for and attendance at depositions	7.50	7.50	170.00	1,275.00
CMM	9/25/15	Assisting with marital balance analysis	6.80	6.80	50.00	340.00
JAA	9/26/15	Preparing for and attendance at depositions	4.00	4.00	170.00	680.00
CMM	9/30/15	Assisting with account statement matrix and tracing analysis	0.90	0.90	50.00	45.00

Kogod vs. Kogod

Anthem Forensics

Total Current Professional Fees	$	15,158.00
Travel Expenses		
9/03/15 Airfare - Los Angeles		272.00
9/18/15 Airfare - Los Angeles		82.00
9/26/15 McCarran Airport Parking		31.00
Total Travel Expenses		385.00
Total Professional Fees & Expenses		15,543.00
Balance Forward		0.00
TOTAL PROFESSIONAL FEES & EXPENSES	$	15,543.00

Anthem Forensics

Professional Fees Invoice
Tax I.D. No. 26-1654522

September 3, 2015

Invoice No.: 02362
Billing Period: 8/01/15 through 8/31/15

Gabrielle Kogod
Radford J. Smith, Esq.
RADFORD J. SMITH CHARTERED
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074

Re: ***Kogod vs. Kogod***

For professional fees rendered in connection with the above referenced matter:

	Date	Description	Actual Hours	Billed Hours	Rate	Amount
JLL	8/03/15	Reviewing documents	0.20	0.00	300.00	0.00
JAA	8/03/15	Phone call with Garima; discussing with Courtney	0.20	0.00	170.00	0.00
JAN	8/03/15	Reviewing documents and information	0.50	0.50	130.00	65.00
CMM	8/03/15	Discussing with Jenny; assisting with tracing analysis	6.50	6.50	50.00	325.00
JAA	8/04/15	Working on analysis; phone call with Garima; discussing with Courtney	6.80	6.80	170.00	1,156.00
ECT	8/04/15	Assisting with tracing analysis	1.60	1.60	75.00	120.00
CMM	8/04/15	Discussing with Jenny; assisting with tracing analysis	7.90	7.90	50.00	395.00
JAA	8/05/15	Working on analysis	3.70	3.70	170.00	629.00
CMM	8/05/15	Assisting with tracing analysis	3.30	3.30	50.00	165.00
JAA	8/06/15	Working on analysis; discussing with Courtney; meeting with Gaby and Courtney	5.50	5.50	170.00	935.00
CMM	8/06/15	Assisting with tracing analysis; discussing with Jenny; meeting with Gaby and Jenny	4.60	4.60	50.00	230.00
JAA	8/07/15	Reviewing information; correspondence	0.40	0.40	170.00	68.00
JAA	8/10/15	Reviewing information	0.20	0.00	170.00	0.00

2520 St. Rose Parkway, Suite 211
Henderson, Nevada 89074

telephone 702.366.9599
facsimile 702.366.9364
anthemforensics.com

Kogod vs. Kogod

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JAA	8/11/15	Working on deposition questions and tracing analysis	2.70	2.70	170.00	459.00
JAA	8/12/15	Working on financial analysis	0.80	0.80	170.00	136.00
JAA	8/17/15	Discussing with Courtney; reviewing analysis	0.70	0.70	170.00	119.00
CMM	8/17/15	Discussing with Jenny; assisting with tracing analysis	7.70	7.70	50.00	385.00
CMM	8/18/15	Assisting with tracing analysis	1.60	1.60	50.00	80.00
JAA	8/19/15	Phone call with Garima; reviewing documents and analysis	1.10	1.10	170.00	187.00
CMM	8/19/15	Assisting with tracing analysis	5.70	5.70	50.00	285.00
CMM	8/20/15	Assisting with tracing analysis	4.10	4.10	50.00	205.00
CMM	8/24/15	Assisting with account statement matrix and tracing analysis	3.80	3.80	50.00	190.00
JAA	8/25/15	Working on tracing analysis	1.80	1.80	170.00	306.00
JAA	8/26/15	Preparing deposition questions; discussing with Courtney	0.90	0.90	170.00	153.00
CMM	8/26/15	Assisting with deposition questions; discussing with Jenny	0.80	0.80	50.00	40.00
MTL	8/27/15	Assisting with tracing analysis	0.50	0.50	40.00	20.00
JAA	8/28/15	Speaking with Gaby; discussing with Courtney; phone call with Garima; meeting with Gaby, counsel, and Courtney	2.30	2.30	170.00	391.00
CMM	8/28/15	Assisting with tracing analysis; discussing with Jenny; meeting with Gaby, counsel, and Jenny	7.30	7.30	50.00	365.00
JAA	8/31/15	Reviewing information	0.30	0.30	170.00	51.00

Total Current Professional Fees	$	7,460.00
Balance Forward		0.00
TOTAL BALANCE DUE	**$**	**7,460.00**

Kogod, Pltf
14648

Anthem Forensics

Professional Fees Invoice
Tax I.D. No. 26-1654522

August 5, 2015

Invoice No.: 02342
Billing Period: 7/01/15 through 7/31/15

Gabrielle Kogod
Radford J. Smith, Esq.
RADFORD J. SMITH CHARTERED
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074

Re: ***Kogod vs. Kogod***

For professional fees rendered in connection with the above referenced matter:

	Date	Description	Actual Hours	Billed Hours	Rate	Amount
JLL	7/01/15	Reviewing analysis and documentation request issues; discussing with Jenny	0.40	0.40	300.00	120.00
JAA	7/01/15	Discussing with Joe; working on tracing analysis; preparing document request; speaking with Radford; discussing with Courtney	4.30	4.30	170.00	731.00
JAN	7/01/15	Reviewing letter and document request	0.20	0.00	130.00	0.00
CMM	7/01/15	Discussing with Jenny; assisting with tracing analysis	3.70	3.70	50.00	185.00
JLL	7/02/15	Reviewing analysis and correspondence; discussing with staff; working on analysis	1.30	1.30	300.00	390.00
JAA	7/02/15	Researching financial information; discussing with Joe	1.10	1.10	170.00	187.00
JAN	7/02/15	Discussing with Joe	0.50	0.50	130.00	65.00
CMM	7/02/15	Assisting with tracing analysis	6.40	6.40	50.00	320.00
JLL	7/06/15	Discussing with Jenny; meeting with Radford, Garima, and Jenny	0.90	0.90	300.00	270.00
JAA	7/06/15	Discussing with Joe; meeting with Radford, Garima, and Joe; working on tracing analysis	3.50	3.50	170.00	595.00
CMM	7/06/15	Assisting with tracing analysis	2.50	2.50	50.00	125.00

2520 St. Rose Parkway, Suite 211
Henderson, Nevada 89074

telephone 702.366.9599
facsimile 702.366.9364
anthemforensics.com

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JLL	7/07/15	Reviewing documents; preparing for depositions	0.30	0.30	300.00	90.00
JAA	7/07/15	Working on tracing analysis	1.70	1.70	170.00	289.00
JAA	7/08/15	Working on tracing analysis	1.10	1.10	170.00	187.00
JAA	7/09/15	Discussing with Courtney	0.20	0.00	170.00	0.00
CMM	7/09/15	Discussing with Jenny; assisting with tracing analysis	3.70	3.70	50.00	185.00
JAA	7/10/15	Working on tracing analysis	0.80	0.80	170.00	136.00
JLL	7/14/15	Reviewing analysis issues	0.20	0.00	300.00	0.00
JAA	7/15/15	Reviewing information and document requests	0.20	0.00	170.00	0.00
CMM	7/20/15	Assisting with tracing analysis	2.60	2.60	50.00	130.00
JAA	7/21/15	Reviewing documents; preparing for and attendance at status hearing; working on analysis	5.40	5.40	170.00	918.00
CMM	7/21/15	Assisting with tracing analysis	4.80	4.80	50.00	240.00
JAA	7/22/15	Reviewing account statement issues	0.40	0.40	170.00	68.00
CMM	7/22/15	Assisting with tracing analysis	6.60	6.60	50.00	330.00
JAA	7/24/15	Meeting with Gaby; phone call with Gaby and Garima	3.80	3.80	170.00	646.00
JAA	7/27/15	Reviewing information	0.60	0.60	170.00	102.00
CMM	7/27/15	Assisting with tracing analysis	5.30	5.30	50.00	265.00
CMM	7/28/15	Assisting with tracing analysis	4.70	4.70	50.00	235.00
JAA	7/29/15	Reviewing information	0.50	0.50	170.00	85.00
CMM	7/29/15	Assisting with tracing analysis	2.10	2.10	50.00	105.00
JLL	7/30/15	Reviewing documents and analysis	0.50	0.50	300.00	150.00
JAA	7/30/15	Preparing for and meeting with Gaby and Courtney; discussing with Courtney	3.60	3.60	170.00	612.00
CMM	7/30/15	Assisting with account statement matrix and tracing analysis; meeting with Gaby and Jenny; discussing with Jenny	7.60	7.60	50.00	380.00
JAA	7/31/15	Working on tracing analysis; discussing with Courtney	1.70	1.70	170.00	289.00

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CMM	7/31/15	Assisting with tracing analysis; discussing with Jenny	5.60	5.60	50.00	280.00

Total Current Professional Fees	$	8,710.00
Balance Forward		0.00
TOTAL BALANCE DUE	**$**	**8,710.00**

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Professional Fees Invoice
Tax I.D. No. 26-1654522

July 2, 2015

Invoice No.: 02312
Billing Period: 6/01/15 through 6/30/15

Gabrielle Kogod
Radford J. Smith, Esq.
RADFORD J. SMITH CHARTERED
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074

Re: ***Kogod vs. Kogod***

For professional fees rendered in connection with the above referenced matter:

	Date	Description	Actual Hours	Billed Hours	Rate	Amount
JLL	6/01/15	Attendance at status check hearing; meeting with Gaby, Radford, and Garima; discussing with Jenny	1.80	1.80	300.00	540.00
JAA	6/01/15	Preparing for status hearing; reviewing tracing analysis; discussing with Joe	1.00	1.00	170.00	170.00
MTL	6/01/15	Assisting with tracing analysis	3.10	3.10	40.00	124.00
CMM	6/01/15	Review and analysis of SEC filings	1.20	1.20	40.00	48.00
JLL	6/02/15	Reviewing compensation documents; discussing with Jenny	0.30	0.30	300.00	90.00
JAA	6/02/15	Phone call with Garima; discussing with Courtney; reviewing SEC filings and information	1.60	1.60	170.00	272.00
CMM	6/02/15	Discussing with Jenny; review and analysis of SEC filings	3.30	3.30	40.00	132.00
MTL	6/03/15	Assisting with tracing analysis	4.50	4.50	40.00	180.00
CMM	6/03/15	Reviewing documents and information	2.30	2.30	40.00	92.00
MTL	6/04/15	Assisting with tracing analysis	4.10	4.10	40.00	164.00
JAA	6/08/15	Speaking with Garima	0.20	0.00	170.00	0.00
ECT	6/08/15	Assisting with tracing analysis	2.20	2.20	75.00	165.00
ECT	6/09/15	Assisting with tracing analysis	7.90	7.90	75.00	592.50

2520 St. Rose Parkway, Suite 211
Henderson, Nevada 89074

telephone 702.366.9599
facsimile 702.366.9364
anthemforensics.com

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Kogod vs. Kogod

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ECT	6/10/15	Assisting with tracing analysis	4.40	4.40	75.00	330.00
JAA	6/12/15	Working on account statement matrix; reviewing documents	0.80	0.80	170.00	136.00
JLL	6/16/15	Reviewing documents; working on analysis	0.50	0.50	300.00	150.00
JAA	6/16/15	Working on analysis	0.30	0.30	170.00	51.00
CMM	6/16/15	Assisting with tracing analysis	3.70	3.70	40.00	148.00
JLL	6/17/15	Reviewing analysis; discussing with Jenny	0.30	0.30	300.00	90.00
JAA	6/17/15	Discussing with Joe; preparing document request	1.20	1.20	170.00	204.00
CMM	6/17/15	Assisting with tracing analysis	2.30	2.30	40.00	92.00
JAA	6/18/15	Preparing document request	0.50	0.50	170.00	85.00
ECT	6/18/15	Assisting with tracing analysis	1.90	1.90	75.00	142.50
JAA	6/19/15	Phone call with Garima; speaking with Ken; reviewing documents; preparing document request	3.40	3.40	170.00	578.00
JLL	6/22/15	Reviewing documents and analysis; discussing with Jenny; speaking with Radford and Jenny	1.00	1.00	300.00	300.00
JAA	6/22/15	Working on analysis; preparing declaration; speaking with Garima; discussing with Joe; phone call with Radford and Joe	2.50	2.50	170.00	425.00
CMM	6/22/15	Assisting with tracing analysis	6.90	6.90	40.00	276.00
JLL	6/23/15	Reviewing analysis	0.40	0.40	300.00	120.00
JAA	6/23/15	Preparing declaration; speaking with Garima	0.30	0.30	170.00	51.00
ECT	6/23/15	Assisting with tracing analysis	6.10	6.10	75.00	457.50
CMM	6/23/15	Assisting with tracing analysis	6.80	6.80	40.00	272.00
ECT	6/24/15	Assisting with tracing analysis	3.40	3.40	75.00	255.00
CMM	6/24/15	Assisting with tracing analysis	1.40	1.40	40.00	56.00
JAA	6/25/15	Reviewing information; research	0.60	0.60	170.00	102.00
ECT	6/25/15	Assisting with tracing analysis	3.70	3.70	75.00	277.50
CMM	6/25/15	Assisting with tracing analysis	5.40	5.40	40.00	216.00

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ECT	6/29/15	Assisting with tracing analysis	1.70	1.70	75.00	127.50
CMM	6/29/15	Assisting with tracing analysis	5.40	5.40	40.00	216.00
JAA	6/30/15	Reviewing documents; discussing with Jenn and Courtney	1.10	1.10	170.00	187.00
JAN	6/30/15	Reviewing documents; discussing with Jenny	0.30	0.30	130.00	39.00
CMM	6/30/15	Discussing with Jenny; assisting with tracing analysis	7.10	7.10	40.00	284.00

Total Current Professional Fees	$	8,237.50
Balance Forward		0.00
TOTAL BALANCE DUE	$	8,237.50

Kogod, Pltf
14654

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Professional Fees Invoice
Tax I.D. No. 26-1654522

June 4, 2015

Invoice No.: 02295
Billing Period: 5/01/15 through 5/31/15

Gabrielle Kogod
Radford J. Smith, Esq.
RADFORD J. SMITH CHARTERED
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074

Re: ***Kogod vs. Kogod***

For professional fees rendered in connection with the above referenced matter:

	Date	Description	Actual Hours	Billed Hours	Rate	Amount
JLL	5/01/15	Working on financial analysis and correspondence; reviewing analysis	2.80	2.80	300.00	840.00
JAA	5/01/15	Working on financial analysis and letter	2.70	2.70	170.00	459.00
JAN	5/01/15	Assisting with financial analysis and letter	1.10	1.10	130.00	143.00
MTL	5/01/15	Assisting with tracing analysis	2.80	2.80	40.00	112.00
JLL	5/05/15	Reviewing analysis; discussing with Jenny	0.40	0.40	300.00	120.00
JLL	5/06/15	Reviewing analysis; discussing with Gaby and Jenny	0.50	0.50	300.00	150.00
JAA	5/06/15	Working on analysis; meeting with Gaby; discussing with Joe	3.70	3.70	170.00	629.00
JAA	5/08/15	Working on analysis	1.50	1.50	170.00	255.00
JAN	5/08/15	Assisting with tracing analysis; reviewing documents	0.40	0.40	130.00	52.00
MTL	5/08/15	Assisting with tracing analysis	1.50	1.50	40.00	60.00
JAA	5/11/15	Working on financial analysis	1.70	1.70	170.00	289.00
MTL	5/11/15	Assisting with tracing analysis	2.50	2.50	40.00	100.00
MTL	5/12/15	Assisting with tracing analysis	2.00	2.00	40.00	80.00
JLL	5/13/15	Reviewing analysis; discussing with Jenny	0.30	0.30	300.00	90.00

2520 St. Rose Parkway, Suite 211
Henderson, Nevada 89074

telephone 702.366.9599
facsimile 702.366.9364
anthemforensics.com

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JAA	5/13/15	Working on stock analyses; discussing with Joe	4.80	4.80	170.00	816.00
MTL	5/13/15	Assisting with tracing analysis	2.30	2.30	40.00	92.00
JAA	5/14/15	Working on property record search	2.00	2.00	170.00	340.00
JAA	5/19/15	Reviewing information	0.90	0.90	170.00	153.00
MTL	5/19/15	Assisting with tracing analysis	1.50	1.50	40.00	60.00
JAA	5/20/15	Working on tracing analysis	0.80	0.80	170.00	136.00
MTL	5/20/15	Assisting with tracing analysis	0.80	0.80	40.00	32.00
JAA	5/21/15	Working on financial analysis	3.70	3.70	170.00	629.00
JLL	5/27/15	Reviewing analysis; discussing with staff	0.60	0.60	300.00	180.00
JAA	5/27/15	Discussing with Joe; reviewing analyses	0.80	0.80	170.00	136.00
JAN	5/27/15	Discussing with Joe	0.50	0.50	130.00	65.00
MTL	5/27/15	Assisting with tracing analysis	4.80	4.80	40.00	192.00
JLL	5/28/15	Reviewing analysis; discussing with Jenny; speaking with Garima and Jenny	0.30	0.30	300.00	90.00
JAA	5/28/15	Discussing with Joe; phone call with Garima and Joe; working on correspondence	1.80	1.80	170.00	306.00
MTL	5/28/15	Assisting with tracing analysis	2.30	2.30	40.00	92.00
JLL	5/29/15	Reviewing analysis; discussing with Jenny; correspondence regarding status of analysis and information requests	1.00	1.00	300.00	300.00
JAA	5/29/15	Discussing with Joe; working on correspondence; reviewing tracing analysis	2.30	2.30	170.00	391.00
MTL	5/29/15	Assisting with tracing analysis	2.00	2.00	40.00	80.00

Total Current Professional Fees	$	7,469.00
Balance Forward		0.00
TOTAL BALANCE DUE	**$**	**7,469.00**

Anthem Forensics

Professional Fees Invoice
Tax I.D. No. 26-1654522

May 8, 2015

Invoice No.: 02270
Billing Period: 4/01/15 through 4/30/15

Gabrielle Kogod
Radford J. Smith, Esq.
RADFORD J. SMITH CHARTERED
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074

Re: ***Kogod vs. Kogod***

For professional fees rendered in connection with the above referenced matter:

	Date	Description	Actual Hours	Billed Hours	Rate	Amount
JAA	4/07/15	Working on analysis; reviewing information	3.00	3.00	170.00	510.00
JLL	4/08/15	Speaking with Radford and Jenny; reviewing documents	0.20	0.00	300.00	0.00
JAA	4/08/15	Reviewing document production; phone call with Radford and Joe	0.60	0.60	170.00	102.00
JAA	4/09/15	Reviewing documents	0.30	0.30	170.00	51.00
JAA	4/10/15	Reviewing asset reports	0.70	0.70	170.00	119.00
MTL	4/10/15	Assisting with tracing analysis	1.30	1.30	40.00	52.00
JAA	4/13/15	Reviewing complex litigation plan	0.30	0.30	170.00	51.00
MTL	4/13/15	Assisting with tracing analysis	2.00	2.00	40.00	80.00
JLL	4/14/15	Reviewing documents; assessing analysis issues	0.70	0.70	300.00	210.00
MTL	4/14/15	Assisting with tracing analysis	3.00	3.00	40.00	120.00
MTL	4/20/15	Assisting with tracing analysis	2.00	2.00	40.00	80.00
JLL	4/21/15	Working on analysis; reviewing documents; meeting with Gaby Kogod, Radford Smith, and Jenny	2.90	2.90	300.00	870.00
JAA	4/21/15	Reviewing tracing analysis and possible associates schedule; meeting with Gaby Kogod, Radford Smith, and Joe	3.00	3.00	170.00	510.00

2520 St. Rose Parkway, Suite 211
Henderson, Nevada 89074

telephone 702.366.9599
facsimile 702.366.9364
anthemforensics.com

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Kogod vs. Kogod

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ECT	4/21/15	Assisting with analyses	2.60	2.60	75.00	195.00
JAA	4/22/15	Reviewing documents; phone call with Ken Smith; working on analysis	3.40	3.40	170.00	578.00
JAN	4/22/15	Reviewing documents	1.60	1.60	130.00	208.00
MTL	4/22/15	Assisting with tracing analysis	3.50	3.50	40.00	140.00
JLL	4/23/15	Reviewing documents; discussing with Jenny	0.50	0.50	300.00	150.00
JAA	4/23/15	Review and analysis of documents; preparing document request; discussing with Joe	3.80	3.80	170.00	646.00
MTL	4/23/15	Assisting with tracing analysis	4.80	4.80	40.00	192.00
JLL	4/24/15	Reviewing documents; working on analysis	1.30	1.30	300.00	390.00
MTL	4/24/15	Assisting with tracing analysis	2.30	2.30	40.00	92.00
JAA	4/27/15	Working on financial analysis; assisting with FDF analysis	6.60	6.60	170.00	1,122.00
JAN	4/27/15	Discussing with Jenny; reviewing financial information	0.50	0.50	130.00	65.00
MTL	4/27/15	Assisting with tracing analysis	3.50	3.50	40.00	140.00
JLL	4/28/15	Reviewing documents and analysis issues; discussing with Jenny	0.30	0.30	300.00	90.00
JAA	4/28/15	Working on financial analysis; assisting with FDF analysis and letter; discussing with Joe	2.40	2.40	170.00	408.00
MTL	4/28/15	Assisting with tracing analysis	3.30	3.30	40.00	132.00
JLL	4/29/15	Working on analysis; reviewing analysis with Jenny	3.20	3.20	300.00	960.00
JAA	4/29/15	Working on financial analysis; assisting with FDF analysis and letter	3.40	3.40	170.00	578.00
MTL	4/29/15	Assisting with tracing analysis	7.30	7.30	40.00	292.00
JLL	4/30/15	Reviewing documents and analysis; discussing with Jenny	0.30	0.30	300.00	90.00
JAA	4/30/15	Working on financial analysis; assisting with FDF analysis and letter; discussing with Joe	1.40	1.40	170.00	238.00
MTL	4/30/15	Assisting with tracing analysis	4.30	4.30	40.00	172.00

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Total Current Professional Fees	$	9,633.00
Retainer Applied		(6,507.50)
TOTAL BALANCE DUE	**$**	**3,125.50**

Anthem Forensics

Professional Fees Invoice
Tax I.D. No. 26-1654522

April 10, 2015

Invoice No.: 02237
Billing Period: 1/01/15 through 3/31/15

Gabrielle Kogod
Radford J. Smith, Esq.
RADFORD J. SMITH CHARTERED
2470 St. Rose Parkway, Suite 206
Henderson, Nevada 89074

Re: ***Kogod vs. Kogod***

For professional fees rendered in connection with the above referenced matter:

	Date	Description	Actual Hours	Billed Hours	Rate	Amount
JLL	1/06/15	Meeting with Radford Smith, Matt Feeley, and Jenn	0.30	0.00	300.00	0.00
JAN	1/06/15	Meeting with Radford Smith, Matt Feeley, and Joe	0.30	0.00	130.00	0.00
JLL	1/29/15	Meeting with Radford Smith, Jenny, and Jenn	0.50	0.50	300.00	150.00
JAA	1/29/15	Meeting with Radford Smith, Joe, and Jenn	0.50	0.50	170.00	85.00
JAN	1/29/15	Meeting with Radford Smith, Joe, and Jenny	0.50	0.00	130.00	0.00
JAA	2/13/15	Reviewing documents	0.30	0.30	170.00	51.00
JAA	2/25/15	Reviewing information	0.30	0.30	170.00	51.00
MTL	2/26/15	Assisting with account statement matrix	5.30	5.30	40.00	212.00
ECT	3/04/15	Review and analysis of financial information	0.80	0.80	75.00	60.00
ECT	3/05/15	Review and analysis of financial information	0.80	0.80	75.00	60.00
JLL	3/06/15	Reviewing analysis and documentation issues; discussing with staff	0.70	0.70	300.00	210.00
JAA	3/06/15	Discussing with Joe	0.20	0.00	170.00	0.00
JAN	3/06/15	Discussing with Joe; reviewing documents; preparing document request	1.20	1.20	130.00	156.00

2520 St. Rose Parkway, Suite 211
Henderson, Nevada 89074
telephone 702.366.9500
facsimile 702.366.9364
anthemforensics.com

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ECT	3/09/15	Review and analysis of financial information	0.60	0.60	75.00	45.00
ECT	3/18/15	Review and analysis of financial information; assisting with account statement matrix	2.30	2.30	75.00	172.50
ECT	3/19/15	Assisting with account statement matrix	0.30	0.30	75.00	22.50
ECT	3/23/15	Review and analysis of financial information; assisting with account statement matrix	2.90	2.90	75.00	217.50
JLL	3/25/15	Meeting with Gabrielle Kogod and Jenny; reviewing documents; discussing with Jenny	3.90	3.90	300.00	1,170.00
JAA	3/25/15	Preparing for and meeting with Gabrielle Kogod and Joe	4.00	4.00	170.00	680.00
JLL	3/27/15	Reviewing documents	0.50	0.50	300.00	150.00

Total Current Professional Fees	$	3,492.50
Retainer Applied		(3,492.50)
TOTAL BALANCE DUE	**$**	**0.00**
Retainer Balance -- PLEASE DO NOT PAY	$	6,507.50

HOWARD LEWIS & PETERSEN PC
ATTORNEYS AND COUNSELORS AT LAW
120 EAST 300 NORTH, P.O. BOX 1248
PROVO, UTAH 84603
(801) 373-6345

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STATEMENT OF ACCOUNT

Garima Varshney
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

February 22, 2016
File #: 32324-1
JSG

TO INSURE PROPER CREDIT, PLEASE CUT TOP PORTION AND RETURN WITH PAYMENT

Statement contains transactions posted through: February 22 2016

PAYMENT DUE WITHIN 30 DAYS

RE: Varshney Garima-Domesticate Subpoena

DATE	DESCRIPTION	HOURS	AMOUNT	LAWYER
Jul-06-15	Drafting documents to domestic subpoena.	0.60	120.00	JSG
Jul-10-15	Email to co counsel. Reviewing order and SDT. Foward to Garima.	0.10	20.00	JSG
Sep-01-15	Email from co-counsel re giving green light for personal service.	0.10	20.00	JSG
Sep-08-15	Calling Mr. Smith re service attempts.	0.10	20.00	JSG
	Called Garima's office about service. Gave them a status update on service.	0.10	20.00	JSG
Sep-15-15	Calling co-counsel in NV re no service.	0.10	20.00	JSG
Sep-17-15	Reading service attempts. Forwarding to Garima. Tasking on the file.	0.10	20.00	JSG
	Totals	1.20	$240.00	

DISBURSEMENTS

Sep-02-15	witness fee, Jennifer Crute Steiner	18.50
	certified copy	6.90
Sep-16-15	Service Fees,Fernlund Process Service	65.00
	Totals	$90.40

A finance charge of 1 1/2% per month charged on all accounts over 30 days old (annual percentage rate of 18%).

Kogod, Pltf
14662

Garima Varshney
32324-1

Total Fee & Disbursements for all charges on this matter	**$330.40**
Total Interest Accrued to Date:	**$**
Total Charges to Date (including interest):	**$**

TAX ID Number 87-0303621

PAYMENT DETAILS

Aug-17-15	Radford J Smith	140.00
Oct-30-15	Radford J Smith	190.40
	Total Payments	**$330.40**

Total Balance Due and Owing: **$**

Kogod, Pltf
14663

JAFFE AND CLEMENS
LAWYERS
TELEPHONE
(310) 550-7477
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492
FACSIMILE
(310) 271-8313

January 31, 2016

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

KOGGA

SUMMARY OF ACCOUNT

TOTAL BALANCE DUE	$ 5,752.69

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14598

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

January 31, 2016

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

Statement of Account for Services Rendered Through January 31, 2016

RE: Dissolution - Limited Representation

ATTORNEY FEES

Date	Atty	Description	Hours	Amount
Bruce A. Clemens				
01/28/16	BAC	READ AND REVISE RESEARCH MEMO RE MSL AND SAVINGS; CONFERENCE WITH DML	0.50	450.00
01/28/16	BAC	MEET WITH DML RE DISSOMASTER GUIDELINE REPORTS; DISCUSS PRESERVATION OF ASSETS MEMO	0.25	225.00
		Total for Bruce A. Clemens	0.75	675.00
David M. Luboff				
01/20/16	DML	CONFERENCE WITH B.A.C.	0.25	173.75
01/26/16	DML	CONFERENCE WITH B.A.C.; LEGAL RESEARCH	0.50	347.50
01/27/16	DML	LEGAL RESEARCH RE SPOUSAL SUPPORT STANDARDS; PREPARE MEMORANDUM OF LAW	2.25	1,563.75
01/28/16	DML	LEGAL RESEARCH; DRAFT MEMORANDUM RE SPOUSAL SUPPORT FACTORS	2.50	1,737.50
01/28/16	DML	CONFERENCE WITH B.A.C.	0.25	173.75
01/28/16	DML	PREPARE DISSOMASTER REPORTS	0.25	173.75
01/28/16	DML	LETTER TO R.J.S.; REFINE DISSOMASTER REPORTS	0.75	521.25
		Total for David M. Luboff	6.75	4,691.25
Shauna Levine				
01/04/16	SL	RECEIVED AND RESPONDED TO GARIMA'S EMAIL RE ERRATA SHEET	0.50	112.50
		Total for Shauna Levine	0.50	112.50

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14599

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492
TELEPHONE
(310) 550-7477
FACSIMILE
(310) 271-8313

STAFF SUBTOTALS

BAC	Bruce A. Clemens	0.75 hr @ 900.00	$	675.00
DML	David M. Luboff	6.75 hr @ 695.00	$	4691.25
SL	Shauna Levine	0.50 hr @ 225.00	$	112.50

Total Professional Services	8.00	$ 5,478.75
MISC. COST CHARGES PER CONTRACT - 5%		273.94
TOTAL		$ 5,752.69
TOTAL CURRENT CHARGES		$ 5,752.69

PAYMENTS AND CREDITS

01/21/16	Payment Received - Thank You	1,959.56
	TOTAL PAYMENTS AND CREDITS	$ 1,959.56

SUMMARY OF ACCOUNT

PREVIOUS BALANCE	$ 1,959.56
TOTAL CURRENT CHARGES	5,752.69
PAYMENTS AND CREDITS	1,959.56
BALANCE DUE	$ 5,752.69

Kogod, Pltf
14600

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE. SUITE 1000
BEVERLY HILLS. CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

Jaffe and Clemens
Accepts Credit Cards

If you wish to charge your payment, please fill in the appropriate information, sign this form, and return it by fax or mail. A copy of your receipt will be mailed to you.

Type of Card: Visa_____ MC _____ American Express_____

Card Number: _____

Expiration Date: _____

Amount: _____

Credit Card Billing Address: _____

_____

Signature: _____

Printed Name: _____ Date: _____

By providing your signature, you authorize Jaffe and Clemens to charge the noted card for the above amount.

____ **E-mail my receipt to the following address** _____

____ **Mail my receipt to the billing address above**

Kogod, Pltf
14601

JAFFE AND CLEMENS
LAWYERS
TELEPHONE
(310) 550-7477
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492
FACSIMILE
(310) 271-8313

December 31, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

KOGGA

SUMMARY OF ACCOUNT

TOTAL BALANCE DUE	$ 1,959.56

Kogod, Pltf
14602

JAFFE AND CLEMENS
LAWYERS
TELEPHONE
(310) 550-7477
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492
FACSIMILE
(310) 271-8313

December 31, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

Statement of Account for Services Rendered Through December 31, 2015

RE: Dissolution - Limited Representation

ATTORNEY FEES

Date	Atty	Description	Hours	Amount
Daniel J. Jaffe				
12/10/15	DJJ	CONFERENCE WITH BAC AND REVIEW MEMO RE RESEARCH PROJECTS	0.25	225.00
		Total for Daniel J. Jaffe	0.25	225.00
Bruce A. Clemens				
12/10/15	BAC	CONFERENCE WITH G.K. AND HER ATTORNEY; DRAFT CASE ISSUE MEMO; REVISE MEMO	1.25	1,125.00
		Total for Bruce A. Clemens	1.25	1,125.00
David M. Luboff				
12/10/15	DML	CONFERENCE WITH B.A.C.	0.25	173.75
12/10/15	DML	REVIEW AND SUPPLEMENT MEMORANDUM	0.25	173.75
		Total for David M. Luboff	0.50	347.50
Shauna Levine				
12/09/15	SL	TELEPHONE CALL TO GARIMA CHECKING IN RE DEPOSITION	0.25	56.25
12/23/15	SL	TELEPHONE CALL FROM CO-COUNSEL RE STEINER DEPOSITION DOCUMENTS; SEARCH FOR DOCUMENTS	0.50	112.50
		Total for Shauna Levine	0.75	168.75

Kogod, Pltf
14603

JAFFE AND CLEMENS
LAWYERS
TELEPHONE
(310) 550-7477
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492
FACSIMILE
(310) 271-8313

December 31, 2015
Statement of Account for Services Rendered Through December 31, 2015
KOGGA.01

STAFF SUBTOTALS

DJJ	Daniel J. Jaffe	0.25 hr @ 900.00	$	225.00
BAC	Bruce A. Clemens	1.25 hr @ 900.00	$	1125.00
DML	David M. Luboff	0.50 hr @ 695.00	$	347.50
SL	Shauna Levine	0.75 hr @ 225.00	$	168.75

Total Professional Services	2.75	$ 1,866.25
MISC. COST CHARGES PER CONTRACT - 5%		93.31
TOTAL		$ 1,959.56
TOTAL CURRENT CHARGES		$ 1,959.56

PAYMENTS AND CREDITS

12/18/15	Payment Received - Thank You	234.13
	TOTAL PAYMENTS AND CREDITS	$ 234.13

SUMMARY OF ACCOUNT

PREVIOUS BALANCE	$ 234.13
TOTAL CURRENT CHARGES	1,959.56
PAYMENTS AND CREDITS	234.13
BALANCE DUE	$ 1,959.56

Kogod, Pltf
14604

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

Jaffe and Clemens
Accepts Credit Cards

If you wish to charge your payment, please fill in the appropriate information, sign this form, and return it by fax or mail. A copy of your receipt will be mailed to you.

Type of Card: Visa_____ MC _____ American Express_____

Card Number: _____

Expiration Date: _____

Amount: _____

Credit Card Billing Address: _____

_____

Signature: _____

Printed Name: _____ Date: _____

By providing your signature, you authorize Jaffe and Clemens to charge the noted card for the above amount.

____ **E-mail my receipt to the following address** _____

____ **Mail my receipt to the billing address above**

Kogod, Pltf
14605

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

November 30, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

KOGGA

SUMMARY OF ACCOUNT

TOTAL BALANCE DUE	$ 234.13

Kogod, Pltf
14606

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

November 30, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

Statement of Account for Services Rendered Through November 30, 2015

RE: Dissolution - Limited Representation

ATTORNEY FEES

Date	Atty	Description	Hours	Amount
Shauna Levine				
11/02/15	SL	FILED AND SUBFILED DOCUMENTS	0.25	56.25
11/05/15	SL	RECEIVED AND RESPONDED TO EMAIL FROM GARIMA RE DEPOSITION; MET WITH TE RE DEPOSITION HERE IN OUR OFFICE	0.25	56.25
		Total for Shauna Levine	0.50	112.50

STAFF SUBTOTALS

SL	Shauna Levine	0.50 hr @ 225.00	$ 112.50

Total Professional Services	0.50	$ 112.50
MISC. COST CHARGES PER CONTRACT - 5%		5.63
TOTAL		$ 118.13

COSTS ADVANCED

11/13/15	PHOTOCOPIES RE DAVITA OF DAVITA HEALTHCARE PARTNERS, INC. - VERITEXT	116.00
	TOTAL COSTS ADVANCED	$ 116.00
TOTAL CURRENT CHARGES		$ 234.13

Kogod, Pltf
14607

JAFFE AND CLEMENS
LAWYERS
TELEPHONE
(310) 550-7477
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492
FACSIMILE
(310) 271-8313

PAYMENTS AND CREDITS

11/30/15	Payment Received - Thank You	1,296.25
	TOTAL PAYMENTS AND CREDITS	$ 1,296.25

SUMMARY OF ACCOUNT

PREVIOUS BALANCE	$ 1,296.25
TOTAL CURRENT CHARGES	234.13
PAYMENTS AND CREDITS	1,296.25
BALANCE DUE	**$ 234.13**

Kogod, Pltf
14608

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

Jaffe and Clemens
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If you wish to charge your payment, please fill in the appropriate information, sign this form, and return it by fax or mail. A copy of your receipt will be mailed to you.

Type of Card: Visa_____ Mastercard____ American Express_____
Discover_____

Card Number: _____

Expiration Date: _____

Amount: _____

Credit Card Billing Address: _____

_____

Signature: _____

Printed Name: _____ Date: _____

By providing your signature, you authorize Jaffe and Clemens to charge the noted card for the above amount.

Kogod, Pltf
14609

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

October 31, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

KOGGA

SUMMARY OF ACCOUNT

TOTAL BALANCE DUE	$ 1,296.25

Kogod, Pltf
14610

JAFFE AND CLEMENS
LAWYERS
TELEPHONE
(310) 550-7477
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492
FACSIMILE
(310) 271-8313

October 31, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

Statement of Account for Services Rendered Through October 31, 2015

RE: Dissolution - Limited Representation

ATTORNEY FEES

Date	Atty	Description	Hours	Amount
Daniel J. Jaffe				
10/01/15	DJJ	REVIEW CORRESPONDENCE RE DEVITA DOCUMENT PRODUCTION/ CONFERENCE SL RE SAME	0.25	225.00
10/07/15	DJJ	REVIEW CORRESPONDENCE RE DOCUMENT PRODUCTION	0.25	225.00
10/22/15	DJJ	REVIEW AND ANALYZE CORRESPONDENCE RE DAVITA DOCUMENTS; MEMORANDUM TO SL	0.25	225.00
		Total for Daniel J. Jaffe	0.75	675.00
Shauna Levine				
10/05/15	SL	RECEIVED AND RESPONDED TO EMAIL FROM GARIMA RE DOCS NOT PRODUCED AT DEPOSITIONS	0.25	56.25
10/07/15	SL	LOOKED UP CCP SECTIONS RE DISCOVERY ISSUES FOR GARIMA	0.25	56.25
10/21/15	SL	EMAIL TO GARIMA RE STATUS OF DAVITA PRODUCTION ISSUE	0.25	56.25
10/22/15	SL	EMAIL TO GARIMA RE DAVITA; MET WITH DJJ; RESEARCH MOTION TO COMPEL TIME FRAME	0.75	168.75
10/26/15	SL	TELEPHONE CALL TO VERITEXT RE DAVITA SUBPOENA	0.25	56.25
10/27/15	SL	PREPARED DOCUMENTS TO BE PLACED INTO LF	0.25	56.25
		Total for Shauna Levine	2.00	450.00

Kogod, Pltf
14611

JAFFE AND CLEMENS
LAWYERS
TELEPHONE (310) 550-7477
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492
FACSIMILE (310) 271-8313

STAFF SUBTOTALS

DJJ	Daniel J. Jaffe	0.75 hr	@ 900.00	$	675.00	
SL	Shauna Levine	2.00 hr	@ 225.00	$	450.00	
	Total Professional Services				2.75	$ 1,125.00
	MISC. COST CHARGES PER CONTRACT - 5%					56.25
	TOTAL					$ 1,181.25

COSTS ADVANCED

10/21/15	VERTIEXT LEGAL SOLUTIONS	115.00
	TOTAL COSTS ADVANCED	$ 115.00
TOTAL CURRENT CHARGES		$ 1,296.25

PAYMENTS AND CREDITS

10/23/15	Payment Received - Thank You	11,038.13
	TOTAL PAYMENTS AND CREDITS	$ 11,038.13

SUMMARY OF ACCOUNT

PREVIOUS BALANCE	$ 11,038.13
TOTAL CURRENT CHARGES	1,296.25
PAYMENTS AND CREDITS	11,038.13
BALANCE DUE	$ 1,296.25

Kogod, Pltf
14612

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

Jaffe and Clemens
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Type of Card: Visa_____ Mastercard____ American Express_____
Discover_____

Card Number: _____

Expiration Date: _____

Amount: _____

Credit Card Billing Address: _____

_____

Signature: _____

Printed Name: _____ Date: _____

By providing your signature, you authorize Jaffe and Clemens to charge the noted card for the above amount.

Kogod, Pltf
14613

JAFFE AND CLEMENS
LAWYERS

TELEPHONE
(310) 550-7477

433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

FACSIMILE
(310) 271-8313

September 30, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

KOGGA

SUMMARY OF ACCOUNT

TOTAL BALANCE DUE	$ 11,038.13

Kogod, Pltf
14614

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

September 30, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

Statement of Account for Services Rendered Through September 30, 2015

RE: Dissolution - Limited Representation

ATTORNEY FEES

Date	Atty	Description	Hours	Amount
Daniel J. Jaffe				
09/01/15	DJJ	TELEPHONE CONFERENCE WITH SMITH OFFICE RE CALL; CONFERENCE SL RE STATUS OF SUBPEONAS	0.25	225.00
09/02/15	DJJ	TELEPHONE CONFERENCE WITH BRADFORD SMITH RE ANALYSIS OF CASE; DISCOVERY ISSUES RE DIVITA; CONFERENCE SL RE DOMESTIC NEVADA CASE AND MOTION TO COMPEL	0.75	675.00
09/09/15	DJJ	REVIEW AND ANALYZE STIPULATION AND ORDER RE WILSHIRE CONDO TRANSFER; MEMO TO GARIMA RE OK TO SIGN	0.25	225.00
09/10/15	DJJ	CONFERENCE WITH SMITH, CLIENT AND ACCOUNTANT RE DEPOSITION PREP AND DISCOVERY	3.00	2,700.00
09/11/15	DJJ	REVIEW AND ANALYZE STOCK OPTION DOCUMENTS; CONFERENCE SL RE SAME	0.25	225.00
		Total for Daniel J. Jaffe	4.50	4,050.00
Alysia S. Evans				
09/11/15	ASE	LEGAL RESEARCH RE NON-MARITAL SUPPORT	0.25	93.75
		Total for Alysia S. Evans	0.25	93.75
Colin Doty, Paralegal				
09/04/15	CD	ASSIST S.J.L. WITH TRANSMITTAL OF DOCUMENTS (NO CHARGE)	0.25	0.00
		Total for Colin Doty, Paralegal	0.25	0.00

Kogod, Pltf
14615

JAFFE AND CLEMENS
LAWYERS
TELEPHONE (310) 550-7477
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FACSIMILE (310) 271-8313

Lorna A. Riff, C.P.A.

09/11/15	LAR	CONFER WITH S.L. REGARDING DOCUMENT PRODUCTION REVIEW	0.50	212.50
09/11/15	LAR	REVIEW DOCUMENTS PRODUCED	1.25	531.25
09/14/15	LAR	REVIEW AND COMPARE DOCUMENT PRODUCTION; PREPARE DOCUMENTS PRODUCED LIST AND EMAIL TO COUNSEL	2.00	850.00
09/18/15	LAR	PHONE CALL FROM JENNY ALLEN CPA	0.25	106.25
		Total for Lorna A. Riff, C.P.A.	4.00	1,700.00

Shauna Levine

09/01/15	SL	EMAIL FROM GARIMA; PREPARED SUBPOENA TO BE DOMESTICATED; DRAFTED BRIEF MEMO TO FILE RE PLAYERS OF THE CASE (PREP FOR CONFERENCE); MET WITH DJJ	1.50	337.50
09/02/15	SL	TELEPHONE CONFERENCE WITH DJJ AND MR. SMITH RE DAVITA MTC; RESEARCH RE NADYA'S DEPOSITION DATE; RECEIVED AND RESPONDED TO EMAIL FROM CO-COUNSEL RE NADYA; MET WITH TERRY; ENSURED DEPOSITIONS WERE ALL SET	2.75	618.75
09/04/15	SL	PREPARED DOCUMENTS RECEIVED FROM DAVITA TO BE SCANNED INTO LF; E-MAILED DJJ RE DOCUMENTS; EMAILS WITH GARIMA RE SHAREFILE	0.75	168.75
09/09/15	SL	FILED AND SUBFILED DOCUMENTS; TELEPHONE CALL TO VERITEXT RE SUBPOENA	0.50	112.50
09/09/15	SL	PREPARED DOCUMENTS RECEIVED FROM DAVITA (SECOND SET) TO BE FILED; EMAIL TO GARIMA WITH SECOND SET OF DOCUMENTS FROM DAVITA	0.50	112.50
09/09/15	SL	BEGAN REVIEWING DOCUMENTS RE DAVITA FOR MEETING TOMORROW	0.75	168.75
09/10/15	SL	CONTINUED TO MAKE BRIEF LIST OF DOCUMENTS PROD BY DAVITA IN PREP FOR TODAY'S MEETING	0.50	112.50

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(310) 271-8313

Date	Atty	Description	Hours	Amount
09/10/15	SL	MET WITH DJJ, CO-COUNSEL AND CLIENT RE DEPOSITIONS AND SUBPOENAS	3.50	787.50
09/11/15	SL	ASSISTED WITH DEPOSITION OF NADYA; REVIEWED, ORGANIZED AND DETERMINED COMPLIANCE OF DAVITA DOCUMENTS WITH SUBPOENA; MET WITH L. RIFF; MET WITH TE RE OUTSTANDING SUBPOENAS	6.75	1,518.75
09/16/15	SL	REVIEWED AND RESPONDED TO EMAILS RE DAVITA DOCUMENTS AND DEPOSITIONS; MET WITH TE AND MH RE COORDINATING DEPOSITIONS	1.50	337.50
09/16/15	SL	FILED AND SUBFILED DOCUMENTS	0.50	112.50
09/17/15	SL	EMAILS WITH GARIMA; MET WITH TE RE COORDINATING DEPOSITIONS	0.50	112.50
09/18/15	SL	EMAIL FROM GARIMA RE STEINER DEPOSITION; MET WITH TE AND SHE CONTACTED PROCESS SERVER	0.25	56.25
09/28/15	SL	FILED AND SUBFILED DOCUMENTS	0.25	56.25
09/30/15	SL	REVIEWED EMAILS RE CANCELLED DEPOSITION; EMAIL TO CO-COUNSEL RE POSSIBLE MOTION TO COMPEL	0.25	56.25
		Total for Shauna Levine	20.75	4,668.75

STAFF SUBTOTALS

DJJ	Daniel J. Jaffe	4.50 hr @ 900.00	$	4050.00
ASE	Alysia S. Evans	0.25 hr @ 375.00	$	93.75
CD	Colin Doty, Paralegal	0.25 hr @ 0.00		N/C
LAR	Lorna A. Riff, C.P.A.	4.00 hr @ 425.00	$	1700.00
SL	Shauna Levine	20.75 hr @ 225.00	$	4668.75

Total Professional Services	29.75	$ 10,512.50

JAFFE AND CLEMENS
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FACSIMILE
(310) 271-8313

MISC. COST CHARGES PER CONTRACT - 5%	525.63
TOTAL	$ 11,038.13
TOTAL CURRENT CHARGES	$ 11,038.13

PAYMENTS AND CREDITS

09/11/15	Payment Received - Thank You	1,712.81
	TOTAL PAYMENTS AND CREDITS	$ 1,712.81

SUMMARY OF ACCOUNT

PREVIOUS BALANCE	$ 1,712.81
TOTAL CURRENT CHARGES	11,038.13
PAYMENTS AND CREDITS	1,712.81
BALANCE DUE	$ 11,038.13

Kogod, Pltf
14618

JAFFE AND CLEMENS
LAWYERS
TELEPHONE
(310) 550-7477
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492
FACSIMILE
(310) 271-8313

August 31, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

KOGGA

SUMMARY OF ACCOUNT

TOTAL BALANCE DUE	$ 1,712.81

Kogod, Pltf
14619

JAFFE AND CLEMENS
LAWYERS
TELEPHONE
(310) 550-7477
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492
FACSIMILE
(310) 271-8313

August 31, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

Statement of Account for Services Rendered Through August 31, 2015

RE: Dissolution - Limited Representation

ATTORNEY FEES

Date	Atty	Description	Hours	Amount
Daniel J. Jaffe				
08/11/15	DJJ	REVIEW AND EXECUTE SUBPOENAS	0.25	225.00
08/26/15	DJJ	CONFERENCE WITH TE AND SL RE STATUS OF DISCOVERY	0.25	225.00
		Total for Daniel J. Jaffe	0.50	450.00
Shauna Levine				
08/04/15	SL	MET WITH TE; EMAIL CORRESPONDENCE WITH GARIMA RE SUBPOENA	0.25	56.25
08/10/15	SL	TELEPHONE CALL FROM GARIMA RE REISSUING SUBPOENAS; EMAIL TO DJJ AND TE RE STATUS	0.50	112.50
08/10/15	SL	EMAIL CORRESPONDENCE WITH GARIMA; REVISED DEPOSITION NOTICES; TELEPHONE CALL TO VERITEXT RE CONFERENCE ROOMS AVAILABLE	1.75	393.75
08/11/15	SL	TELEPHONE CALL FROM VERITEXT RE SATURDAY DEPOSITION; EMAIL CORRESPONDENCE WITH VERITEXT RE CHARGES FOR FACILITY AND COURT REPORTER; EMAIL CORRESPONDENCE WITH GARIMA RE SUBPOENA LOCATION; EMAIL TO TE RE SERVING SUBPOENAS	0.75	168.75
08/14/15	SL	MET WITH TE; CONFIRMING EMAIL TO GARIMA	0.25	56.25
08/20/15	SL	FILED AND SUBFILED CORRESPONDENCE	0.25	56.25
08/24/15	SL	MET WITH TE RE KOGOD SERVICE OF SUBPOENAS; REVIEWED EMAILS RE SAME	0.50	112.50
08/27/15	SL	EMAIL TO GARIMA RE SERVING SUBPOENAS	0.25	56.25
08/28/15	SL	FOLLOWED UP WITH TE RE RESPONSE FROM	0.25	56.25

Kogod, Pltf
14620

JAFFE AND CLEMENS
LAWYERS
TELEPHONE
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BEVERLY HILLS, CALIFORNIA 90210-4492
FACSIMILE
(310) 271-8313

August 31, 2015
Statement of Account for Services Rendered Through August 31, 2015
KOGGA.01

Date	Atty	Description	Hours	Amount
08/31/15	SL	GARIMA; FOLLOW UP EMAIL TO GARIMA FOLLOWED UP WITH TE RE SERVICE OF PROCESS; EMAILS WITH GARIMA RE STATUS OF OUTSTANDING SUBPOENAS; FILING AND SUBFILING	0.50	112.50
		Total for Shauna Levine	5.25	1,181.25

STAFF SUBTOTALS

DJJ	Daniel J. Jaffe	0.50 hr @ 900.00	$	450.00
SL	Shauna Levine	5.25 hr @ 225.00	$	1181.25

Total Professional Services	5.75	$ 1,631.25
MISC. COST CHARGES PER CONTRACT - 5%		81.56
TOTAL		$ 1,712.81
TOTAL CURRENT CHARGES		$ 1,712.81

PAYMENTS AND CREDITS

08/21/15	Payment Received - Thank You	716.56
	TOTAL PAYMENTS AND CREDITS	$ 716.56

SUMMARY OF ACCOUNT

PREVIOUS BALANCE	$ 716.56
TOTAL CURRENT CHARGES	1,712.81
PAYMENTS AND CREDITS	716.56
BALANCE DUE	$ 1,712.81

Kogod, Pltf
14621

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

Jaffe and Clemens
Accepts Credit Cards

If you wish to charge your payment, please fill in the appropriate information, sign this form, and return it by fax or mail. A copy of your receipt will be mailed to you.

Type of Card: Visa_____ Mastercard____ American Express_____
Discover_____

Card Number: _____

Expiration Date: _____

Amount: _____

Credit Card Billing Address: _____

_____

Signature: _____

Printed Name: _____ Date: _____

By providing your signature, you authorize Jaffe and Clemens to charge the noted card for the above amount.

Kogod, Pltf
14622

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

July 31, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

KOGGA

SUMMARY OF ACCOUNT

TOTAL BALANCE DUE	$ 716.56

Kogod, Pltf
14623

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

July 31, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

Statement of Account for Services Rendered Through July 31, 2015

RE: Dissolution - Limited Representation

ATTORNEY FEES

Date	Atty	Description	Hours	Amount
Daniel J. Jaffe				
07/02/15	DJJ	MEMORANDUM TO SL RE DEPOSITION SUBPOENA DUCES TECUM.	0.25	225.00
07/09/15	DJJ	CONFERENCE WITH SL RE DEPOSITION AND CONSUMER NOTICE ISSUES	0.25	225.00
		Total for Daniel J. Jaffe	0.50	450.00
Shauna Levine				
07/01/15	SL	FILED AND SUBFILED POS DOCUMENT; EMAIL TO DJJ	0.50	112.50
07/02/15	SL	MET WITH DJJ AND E-MAIL POS TO GARIMA RE PAT ALLEN	0.25	56.25
07/06/15	SL	PREPARED AMENDED SUBPOENA FOR MITCHELL KOGOD; MET WITH TE	0.25	56.25
07/07/15	SL	EMAIL CORRESPONDENCE RE MITCHELL KOGOD SUBPOENA; EMAIL RE DAVITA SUBPOENA	0.25	56.25
07/08/15	SL	PREPARED SUBPEONAS TO BE SERVED; DRAFTED ACCOMPANYING LETTERS	1.75	393.75
07/08/15	SL	TELEPHONE CALL WITH GARIMA RE SUBPOENAS	0.25	56.25
07/09/15	SL	TELEPHONE CALL WITH JIMMERSON'S OFFICE RE NTC ON DAVITA	0.25	56.25
07/09/15	SL	LOCATED PROOFS OF SERVICE; DRAFTED CHART RE SUBPOENAS; RECEIVED AND RESPONDED TO GARIMA'S EMAIL; FILING AND SUBFILING	1.75	393.75
07/10/15	SL	GATHERED SUBPOENAS WITH POS FOR GARIMA	0.50	112.50
07/10/15	SL	ARRANGEMENTS FOR ALL OF THE DEPOSITIONS;	1.25	281.25

Kogod, Pltf
14624

JAFFE AND CLEMENS
LAWYERS
TELEPHONE
(310) 550-7477
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492
FACSIMILE
(310) 271-8313

Date	Atty	Description	Hours	Amount
		REVISED CHART; MET WITH TE; EMAIL CORRESPONDENCE WITH GARIMA		
07/13/15	SL	EMAILS WITH GARIMA RE PAT MURPHY DEPOSITION; MET WITH ET	0.50	112.50
07/14/15	SL	TELEPHONE CALL TO GARIMA RE DEPOSITIONS; MET WITH TE	0.75	168.75
07/15/15	SL	MET WITH TE AND REVIEWED SUBPOENA BEING SENT OUT; EMAIL TO GARIMA RE DAVITA SUBPOENA	0.50	112.50
07/20/15	SL	TELEPHONE CALL WITH MITCHELL KOGOD AND EMAIL TO GARIMA	0.25	56.25
07/23/15	SL	EMAIL CORRESPONDENCE WITH GARIMA; MET WITH TE	0.75	168.75
07/24/15	SL	SEARCHED LA COUNTY SITE FOR DENNIS KOGOD CASE; E-MAILED RESULTS TO GARIMA; FILED AND SUBFILED DOCUMENTS	0.75	168.75
07/27/15	SL	MESSAGE FROM DAVITA ATTORNEY RE SUBPOENA; RETURNED CALL (LEFT MESSAGE); LEFT AN ADDITIONAL MESSAGE;	0.25	56.25
		Total for Shauna Levine	10.75	2,418.75

STAFF SUBTOTALS

DJJ	Daniel J. Jaffe	0.50 hr @ 900.00	$ 450.00
SL	Shauna Levine	10.75 hr @ 225.00	$ 2418.75

Total Professional Services	11.25	$ 2,868.75
MISC. COST CHARGES PER CONTRACT - 5%		143.44
TOTAL		$ 3,012.19

JAFFE AND CLEMENS
LAWYERS
TELEPHONE
(310) 550-7477
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492
FACSIMILE
(310) 271-8313

TOTAL CURRENT CHARGES	$ 3,012.19

SUMMARY OF ACCOUNT

PREVIOUS BALANCE	$ -2,295.63
TOTAL CURRENT CHARGES	3,012.19
PAYMENTS AND CREDITS	0.00
BALANCE DUE	$ 716.56

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

Jaffe and Clemens
Accepts Credit Cards

If you wish to charge your payment, please fill in the appropriate information, sign this form, and return it by fax or mail. A copy of your receipt will be mailed to you.

Type of Card: Visa_____ Mastercard____ American Express_____
Discover_____

Card Number: _____

Expiration Date: _____

Amount: _____

Credit Card Billing Address: _____

_____

Signature: _____

Printed Name: _____ Date: _____

By providing your signature, you authorize Jaffe and Clemens to charge the noted card for the above amount.

Kogod, Pltf
14627

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

June 30, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

KOGGA

SUMMARY OF ACCOUNT

TOTAL BALANCE DUE	$ -2,295.63

Kogod, Pltf
14628

JAFFE AND CLEMENS
LAWYERS
TELEPHONE
(310) 550-7477
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492
FACSIMILE
(310) 271-8313

June 30, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

Statement of Account for Services Rendered Through June 30, 2015

RE: Dissolution - Limited Representation

ATTORNEY FEES

Date	Atty	Description	Hours	Amount
Frisco Fayer				
06/01/15	FF	EMAILS GARIMA VARSHNEY RE SUBPOENAS	0.25	137.50
06/03/15	FF	REVIEW AND REVISE SUBPOENAS	1.25	687.50
06/04/15	FF	EMAILS RE SUBPOENAS	0.50	275.00
06/05/15	FF	REVISE SUBPOENAS	0.25	137.50
06/09/15	FF	EMAIL AND CALL RE SUBPEONA	0.25	137.50
06/11/15	FF	REVIEW SUBPOENAS AND EMAILS GARIMA	0.75	412.50
06/18/15	FF	PREPARE SUBPOENA	0.50	275.00
06/23/15	FF	PREP SUBPOENAS	0.50	275.00
06/24/15	FF	REVISE SUBPOENA, EMAILS GARIMA VARSHNEY	0.75	412.50
		Total for Frisco Fayer	5.00	2,750.00
Shauna Levine				
06/01/15	SL	MET WITH FF; DRAFTED COVER PAGES FOR DEPOSITIONS	2.00	450.00
06/03/15	SL	EMAIL TO OPPOSING COUNSEL RE: REVISED SUBPOENAS	0.25	56.25
06/04/15	SL	EMAIL CORRESPONDENCE WITH KR RE STATUS OF SUBPOENAS; EMAIL CORRESPONDENCE WITH GARIMA RE SUBPOENAS; REVIEWED EMAILS FROM GARIMA RE SUBPOENAS; EMAIL CORRESPONDENCE WITH FF AND KR RE SUBPOENAS	0.75	168.75
06/05/15	SL	MET WITH FF; REVISED SUBPOENAS	0.75	168.75
06/09/15	SL	TELEPHONE CALL WITH GARIMA RE DEPOSITION SUBPOENAS; MET WITH FF RE TELEPHONE CALL	0.25	56.25
06/29/15	SL	MET WITH KR RE STATUS OF SUBPOENAS	0.25	56.25
		Total for Shauna Levine	4.25	956.25

Kogod, Pltf
14629

JAFFE AND CLEMENS
LAWYERS
TELEPHONE
(310) 550-7477
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492
FACSIMILE
(310) 271-8313

June 30, 2015
Statement of Account for Services Rendered Through June 30, 2015
KOGGA.01

STAFF SUBTOTALS

FF	Frisco Fayer	5.00 hr @ 550.00	$	2750.00	
SL	Shauna Levine	4.25 hr @ 225.00	$	956.25	
	Total Professional Services			9.25	$ 3,706.25
	MISC. COST CHARGES PER CONTRACT - 5%				185.31
	TOTAL				$ 3,891.56

TOTAL CURRENT CHARGES $ 3,891.56

SUMMARY OF ACCOUNT

PREVIOUS BALANCE	$ -6,187.19
TOTAL CURRENT CHARGES	3,891.56
PAYMENTS AND CREDITS	0.00
You have a credit of:	$ -2,295.63

Your Account is Paid in Full - Thank You

Kogod, Pltf
14630

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

Jaffe and Clemens
Accepts Credit Cards

If you wish to charge your payment, please fill in the appropriate information, sign this form, and return it by fax or mail. A copy of your receipt will be mailed to you.

Type of Card: Visa_____ Mastercard____ American Express_____
Discover_____

Card Number: _____

Expiration Date: _____

Amount: _____

Credit Card Billing Address: _____

_____

Signature: _____

Printed Name: _____ Date: _____

By providing your signature, you authorize Jaffe and Clemens to charge the noted card for the above amount.

Kogod, Pltf
14631

JAFFE AND CLEMENS
LAWYERS
TELEPHONE
(310) 550-7477
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492
FACSIMILE
(310) 271-8313

May 31, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

KOGGA

SUMMARY OF ACCOUNT

TOTAL BALANCE DUE	$ -6,187.19

Kogod, Pltf
14632

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

May 31, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

Statement of Account for Services Rendered Through May 31, 2015

RE: Dissolution - Limited Representation

ATTORNEY FEES

Date	Atty	Description	Hours	Amount
Daniel J. Jaffe				
05/19/15	DJJ	CONFERENCE WITH FF E DEPOSITIONS; REVIEW CORRESPONDENCE	0.25	225.00
05/20/15	DJJ	MEMORANDUM TO FF RE DEPOSITION SUBPOENAS DUCES TECUM	0.25	225.00
05/29/15	DJJ	REVIEW AND ANALYZE NUMEROUS PLEADINGS/ DEPOSITION NOTICES AND PROPERTY INSPECTIONS	0.25	225.00
		Total for Daniel J. Jaffe	0.75	675.00
Frisco Fayer				
05/11/15	FF	CALL GARIMA RE SERVICE OF SUBPOENAS; REVIEW AND REVISE SUBPOENAS	1.50	825.00
05/12/15	FF	REVIEW AND ASSEMBLE SUBPOENAS	0.75	412.50
05/13/15	FF	PREPARE SUBPOENAS FOR SERVICE; DRAFT LETTERS TO AGENTS FOR SERVICE OF PROCESS	1.50	825.00
05/19/15	FF	REVIEW CORRESPONDENCE FROM OPPOSING COUNSEL; CALL AND EMAIL GARIMA VARSHNEY	0.50	275.00
		Total for Frisco Fayer	4.25	2,337.50
Shauna Levine				
05/13/15	SL	DRAFTED DEPOSITION SUBPOENA FORMS FOR OUT OF STATE SUBPOENAS AND LETTERS	1.50	337.50
05/14/15	SL	TELEPHONE CALL TO CO-COUNSEL RE ADDRESS FOR SERVICE; MET WITH FF AND REVIEWED CCP	1.25	281.25

Kogod, Pltf
14633

JAFFE AND CLEMENS
LAWYERS
TELEPHONE (310) 550-7477
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492
FACSIMILE (310) 271-8313

Date	Atty	Description	Hours	Amount
		RE SERVICE OF PROCESS; TELEPHONE CALL WITH CO-COUNSEL; ARRANGED TO HAVE SUBPOENA SERVED BY MAIL		
		Total for Shauna Levine	2.75	618.75

STAFF SUBTOTALS

DJJ	Daniel J. Jaffe	0.75 hr @ 900.00	$ 675.00
FF	Frisco Fayer	4.25 hr @ 550.00	$ 2337.50
SL	Shauna Levine	2.75 hr @ 225.00	$ 618.75

Total Professional Services	7.75	$ 3,631.25
MISC. COST CHARGES PER CONTRACT - 5%		181.56
TOTAL		$ 3,812.81
TOTAL CURRENT CHARGES		$ 3,812.81

SUMMARY OF ACCOUNT

PREVIOUS BALANCE	$-10,000.00
TOTAL CURRENT CHARGES	3,812.81
PAYMENTS AND CREDITS	0.00
You have a credit of:	**$ -6,187.19**

Your Account is Paid in Full - Thank You

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

Jaffe and Clemens
Accepts Credit Cards

If you wish to charge your payment, please fill in the appropriate information, sign this form, and return it by fax or mail. A copy of your receipt will be mailed to you.

Type of Card: Visa_____ Mastercard____ American Express_____
Discover_____

Card Number: _____

Expiration Date: _____

Amount: _____

Credit Card Billing Address: _____

_____

Signature: _____

Printed Name: _____ Date: _____

By providing your signature, you authorize Jaffe and Clemens to charge the noted card for the above amount.

Kogod, Pltf
14635

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE. SUITE 1000
BEVERLY HILLS. CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

April 30, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

KOGGA

SUMMARY OF ACCOUNT

TOTAL BALANCE DUE	$-10,000.00

Kogod, Pltf
14636

JAFFE AND CLEMENS
LAWYERS
433 NORTH CAMDEN DRIVE, SUITE 1000
BEVERLY HILLS, CALIFORNIA 90210-4492

TELEPHONE
(310) 550-7477

FACSIMILE
(310) 271-8313

April 30, 2015

Gabrielle Cioffi-Kogod
c/o Radford J. Smith
2470 St. Rose Parkway, Suite 206
Henderson, NV 89074

Statement of Account for Services Rendered Through April 30, 2015

RE: Dissolution - Limited Representation

TOTAL CURRENT CHARGES	$ 0.00
PAYMENTS AND CREDITS	
04/24/15 RETAINER	10,000.00
TOTAL PAYMENTS AND CREDITS	$ 10,000.00

SUMMARY OF ACCOUNT

PREVIOUS BALANCE	$ 0.00
TOTAL CURRENT CHARGES	0.00
PAYMENTS AND CREDITS	10,000.00
You have a credit of:	**$-10,000.00**

Your Account is Paid in Full - Thank You

Kogod, Pltf
14637

CLARK BARTHOL
MARINE SURVEYORS

27 BUCCANEER STREET
MARINA DEL REY, CA 90292-5103

TEL 310-823-3350
FAX 310-827-7883

INVOICE

Garima Varshney, Esq.
Radford J. Smith, Chartered
2470 St. Rose Pkwy., Suite 206
Henderson, Nevada 89074

Invoice No.: 2015-4765

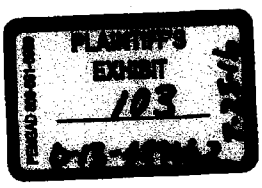
Vessel: "DENIKA'S" Marquis 500 Sport Yacht
O/N: 1255-691
HIN: MQYE5045F314

Services Rendered:

Marine Survey..... $1,050.00

TOTAL AMOUNT DUE..... $1,050.00

Please pay this invoice upon receipt
Date of Survey 6/24/15



LAW OFFICE OF DANIEL MARKS
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; FAX (702) 386-6812
Attorneys for Appellant

Electronically Filed
Apr 06 2017 04:27 p.m.
Elizabeth A. Brown
Clerk of Supreme Court

IN THE SUPREME COURT OF THE STATE OF NEVADA

DENNIS KOGOD,

Appellant,

vs.

GABRIELLE CIOFFI-KOGOD,

Respondent.

Case No. 71147

APPEAL FROM THE EIGHTH JUDICIAL DISTRICT COURT

APPELLANT'S APPENDIX
Volume 22

Docket 71147 Document 2017-11540

DOCUMENT	VOLUME	PAGE NO.
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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DOCUMENT	VOLUME	PAGE NO.
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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DOCUMENT	VOLUME	PAGE NO.
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

DOCUMENT	VOLUME	PAGE NO.
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 Exbibit 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
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 Exbibit VVV- Davita Power Point Regarding 2015 Long Term Incentive Program	37	7035-7041

DOCUMENT	VOLUME	PAGE NO.
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

DOCUMENT	VOLUME	PAGE NO.
Defendant's Exhibit VVVV- Jennifer Bosco Resume	42	8062
Defendant's Exhibit WWWW- 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

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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 Preliininary 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

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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
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Plaintiff's Exhibit 10- 2009 Individual Income Tax Returns	13	2457-2489
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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
Plaintiff's Exhibit 14- 2005 Individual Income Tax Returns	13	2573-2595
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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
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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 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 Forenscics' 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
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
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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

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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
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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 Vitac	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 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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DOCUMENT	VOLUME	PAGE NO.
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

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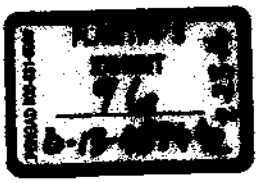
Transcript Re: Non-Jury Trial (Wednesday, February 24, 2016) filed on April 28, 2016	6	1038-1222
Transcript Re: Non-Jury Trial Vol. I (Thursday, February 25, 2016) filed on April 28, 2016	7	1223-1399
Transcript Re: Non-Jury Trial Vol. II (Thursday, February 25, 2016) filed on April 28, 2016	8	1400-1592
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

DEF 14A 1 ldavita2013_def14a.htm DAVITA HEALTHCARE AND PARTNERS, INC. - DEF 14A



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 ☐ 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 ss.240.14a-12

DAVITA HEALTHCARE PARTNERS INC.

DaVita | HealthCare Partners

(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:

DaVita | HealthCare Partners

Invitation to Participate in the Annual Meeting of Stockholders

May 8, 2013

Dear Fellow Stockholder:

We are pleased to invite you to attend the DaVita HealthCare Partners Inc. annual meeting of stockholders. The annual meeting will be held on Monday, June 17, 2013, at 9:30 a.m., Mountain Time, at DaVita HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202. The attached Notice of Annual Meeting and Proxy Statement will serve as your guide to the business to be conducted at the meeting.

Among other items, the Proxy Statement includes information about the qualifications of our director nominees and the compensation of our executive officers that is relevant to matters that will be presented at the annual meeting. During the meeting, we will also report to you on the company and provide an opportunity for stockholders to engage in a dialogue with management.

We hope that you will participate in the annual meeting, either by attending and voting in person or voting by other available methods as promptly as possible. Voting by any of the available methods will ensure that you are represented at the annual meeting, even if you are not present. You may vote your proxy via the Internet, by telephone, or by mail. Please follow the instructions on the Notice of Internet Availability of proxy materials that you receive in the mail and/or your proxy card.

Your vote is very important to us and to our business. Please take the first opportunity to ensure that your shares are represented at the annual meeting.

Thank you very much for your continued interest in our business.

Sincerely,

Kent J. Thiry

Kent J. Thiry
Co-Chairman of the Board,
Chief Executive Officer
DaVita HealthCare Partners Inc.

DaVita | HealthCare Partners

Notice of 2013 Annual Meeting of Stockholders

Monday, June 17, 2013

9:30 a.m., Mountain Time

DaVita HealthCare Partners Inc.
2000 16th Street
Denver, Colorado 80202

The 2013 annual meeting of the stockholders of DaVita HealthCare Partners Inc., a Delaware corporation, will be held on Monday, June 17, 2013 at 9:30 a.m., Mountain Time, at DaVita HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202, for the following purposes, which are further described in the accompanying Proxy Statement:

- 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;
- To ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2013;
- To hold an advisory vote on executive compensation;
- 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 8,500,000 shares;
- To consider and vote upon two stockholder proposals, if properly presented at the annual meeting; and
- To transact such other business as may properly come before the annual meeting or any adjournment thereof.

We will mail, on or about May 8, 2013, a Notice of Internet Availability of Proxy Materials to those stockholders of record and beneficial owners as of the close of business on April 19, 2013. 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. 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 16, 2013.

By order of the Board of Directors,

Kim M. Rivera
Chief Legal Officer and Corporate Secretary
DaVita HealthCare Partners Inc.

May 8, 2013

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DaVita | HealthCare Partners

PROXY STATEMENT

General Information

We are delivering this Proxy Statement in connection with the solicitation of proxies by the Board of Directors (the "Board"), for use at our 2013 annual meeting of stockholders, which we will hold on Monday, June 17, 2013 at 9:30 a.m., Mountain Time, at DaVita HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202. 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 18, 2013. 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 2000 16th Street, Denver, Colorado, 80202, and our telephone number is (303) 405-2100. 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 8, 2013 to all stockholders of record as of April 18, 2013.

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 the company's admission process for the 2013 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 identified in this Proxy Statement;
- For the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2013;
- 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 two stockholder proposals, if properly presented at the annual meeting; and
- As determined by the proxy holders 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 105,758,863 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 on each of the two stockholder proposals, if each is properly brought before the annual meeting, 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.

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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 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 2013, the approval of the proposal regarding the advisory vote on executive compensation, the approval of the amendment to our 2011 Incentive Award Plan, and each of the two stockholder proposals, if each is properly brought before the annual meeting, 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 two stockholder proposals is advisory, it will not be binding on the company or the Board. However, the Board and any applicable Board committee will consider the voting results as appropriate when making future decisions regarding executive compensation and the topic of any stockholder proposal. 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 MacKenzie Partners, Inc. ("MacKenzie") to assist in the distribution and solicitation of proxies and to verify records related to the solicitation at a fee of $10,000 plus reimbursement for all reasonable out-of-pocket expenses incurred during the solicitation. MacKenzie 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 MacKenzie against liabilities and expenses arising in connection with the proxy solicitation unless caused by MacKenzie'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 of 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 HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202, (888) 484-7505.

Admission to Annual Meeting

Admission to the annual meeting will be limited to holders of the company's common stock, family members accompanying holders of the company's common stock, persons holding executed proxies from stockholders who held the company's common stock as of the close of business on April 19, 2013 and such other persons as the chair of the annual meeting shall determine.

If you are a holder of the company's common stock, 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 holder of the company's common stock. 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 the company's common stock as of the close of business on April 19, 2013. A "record holder" of stock is someone whose shares of stock are registered in his or her name in the records of the company'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 the company's common stock as of the close of business on April 19, 2013, please call the company's transfer agent, Computershare, at (877) 899-2012.

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If you were a record holder of the company's common stock as of the close of business on April 19, 2013, 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 19, 2013.

If a broker, bank or other nominee was the record holder of your shares of the company's common stock as of the close of business on April 19, 2013, then you must bring:

- valid personal photo identification (such as a driver's license or passport); and
- proof that you owned shares of the company's common stock as of the close of business on April 19, 2013.

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 the company's common stock as of the close of business on April 19, 2013, or (iii) a brokerage account statement indicating that you owned the company's common stock as of the close of business on April 19, 2013.

If you acquired your shares of the company's common stock at any time after the close of business on April 19, 2013, 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 the company's 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 the company's common stock; (i) a letter from your bank or broker stating that you acquired the company's common stock after April 19, 2013, or (ii) a brokerage account statement as of a date after April 19, 2013 indicating that you own the company's common stock; or
- if you are the record holder of your shares of the company's common stock, a copy of your stock certificate or a confirmation acceptable to the company that you bought the stock after April 19, 2013.

If you are a proxy holder for a stockholder of the company who owned shares of the company's common stock as of the close of business on April 19, 2013, then you must bring:

- the executed proxy naming you as the proxy holder, signed by a stockholder of the company who owned shares of the company's common stock as of the close of business on April 19, 2013;
- 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 the company's common stock as of the close of business on April 19, 2013, proof of the stockholder's ownership of shares of the company's common stock as of the close of business on April 19, 2013, 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 the company's common stock as of the close of business on April 19, 2013.

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 19, 2013 or (b) a person holding a valid proxy executed by such record holder.

Electronic Availability of Proxy Materials for the 2013 Annual Meeting

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on June 17, 2013. This Proxy Statement and the Annual Report to Stockholders and Form 10-K for fiscal year 2012 are available electronically at *www.proxyvote.com* .

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Proposal 1 Election of Directors

At the annual meeting, you will elect ten directors to serve until the 2014 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, and the Nominating and Governance Committee of the Board will make a recommendation to the Board about whether to accept or reject the resignation, or whether to take other action. The Board, 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. All 2013 nominees are currently serving on the Board.

Eight 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 has nominated, Pamela M. Arway, Charles G. Berg, Carol Anthony ("John") Davidson, Paul J. Diaz, Peter T. Grauer, Dr. Robert J. Margolis, 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 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, with the exception of Dr. Margolis. In connection with the Agreement and Plan of Merger, as amended, by and between the company and HealthCare Partners Holdings, LLC ("HCP") wherein the company acquired HCP on November 1, 2012, for a minimum period of four consecutive annual meetings of stockholders of the company after his initial appointment to the Board, the company's Nominating and Governance Committee shall assess Dr. Margolis' re-nomination for election to the Board in the same manner as every other incumbent director on the Board and shall determine which directors it will select as nominees or recommend to the company's Board for nomination for election to the company's Board at its annual meeting of stockholders. In addition, upon his appointment and subsequent re-election to the company's Board, for a minimum period of four consecutive annual meetings of stockholders, Dr. Margolis will hold the office of "Co-Chairman" until the expiration of his term of office or until his successor is duly elected and qualified, subject to his earlier death, resignation, disqualification, or removal in accordance with the company's bylaws and/or applicable law. None of the nominees has any family relationship with any other nominee or with any of our executive officers.

Information Concerning Members of the Board Standing for Reelection

A biography of each nominee setting forth his or her age, and describing his or her business experience during the past five years, including other prior relevant business experience is presented below.

Pamela M. Arway

Director since 2009

Age 59

Pamela M. Arway, age 59, 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 a member of the board of directors of the Hershey Company, a chocolate and confectionary company, since May of 2010. She currently serves as the Chair of the Governance Committee and as a member of the Audit, Compensation and Executive Committees of the board of directors of the Hershey 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.

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Charles G. Berg

Director since 2007

Age 55

Charles G. Berg, age 55, 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. Mr. Berg will not stand for reelection as a director or executive chairman of WellCare at WellCare's 2013 annual meeting of stockholders. Mr. Berg's last day of service as a member of the board of WellCare will be May 22, 2013. From January 2007 to April 2008, 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

Director since 2010

Age 57

Carol Anthony ("John") Davidson, age 57, has been one of our directors since December 2010. From January 2004 to September 2012, Mr. Davidson served as the senior vice president, controller and chief accounting officer of Tyco International Ltd. ("Tyco"), a provider of diversified industrial products and services. 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 director of Pentair Ltd., a provider of products and solutions in water, fluids, thermal management and equipment protection. 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. Mr. Davidson also serves on the Board of Governors of the Financial Industry Regulatory Authority (FINRA). Mr. Davidson is a CPA with more than 30 years of leadership experience across multiple industries and he brings a strong track record of building and leading global teams and implementing governance and controls processes.

Paul J. Diaz

Director since 2007

Age 51

Paul J. Diaz, age 51, 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 1998 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

Director since 1994

Age 67

Peter T. Grauer, age 67, 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, 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.

Dr. Robert J. Margolis

Director since 2012

Age 67

Dr. Robert J. Margolis, age 67, became our co-chairman of the Board in November 2012 in connection with our acquisition of HCP. He continues to serve as the Chief Executive Officer of our integrated care business, HCP. Dr. Margolis has served as the Chief Executive Officer of HCP since May 1982 and the managing partner of HCP Medical Group since he founded its predecessor entity in July 1975. Dr. Margolis is board certified in internal medicine and medical oncology having trained at Duke University Medical School and the National Cancer Institute. Dr. Margolis serves on the boards of directors of the Martin Luther King Hospital, the National Committee for Quality Assurance, the California Association of Physician Groups, and the California Hospital Medical Center Foundation, Los Angeles. Dr. Margolis also serves as a member of the Executive Management Advisory Board at UCLA's School of Public Health, a member of HealthCare Policy Advisory Council for Harvard Medical School, and a member of the advisory board of the USC Schaeffer Center for Health Policy and Economics. Dr. Margolis previously served as the chairman of the boards of directors of the American Medical Group Association, the National Committee for Quality Assurance, and the United Medical Group Association. Dr. Margolis has a national reputation in the managed care industry with over 40 years of industry experience. He works extensively on issues of quality improvement, pay for performance, coordinated care and access to care issues and speaks frequently on these and related subjects at national and regional meetings.

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John M. Nehra

Director since 2000

Age 64

John M. Nehra, age 64, 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 37 years experience in investment banking, research and capital markets and he brings a deep understanding of our business and industry through his more than 10 years of service as a member of the Board as well as significant experience in the healthcare industry through his involvement with NEA's healthcare-related portfolio companies.

Dr. William L. Roper

Director since 2001

Age 64

Dr. William L. Roper, age 64, 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 1988 and 1990 and as the administrator of Centers for Medicare & Medicaid Services from 1986 to 1988. Dr. Roper is also chairman of the board of the National Quality Forum. From December 2007 to November 2011, Dr. Roper served on the board of Medco Health Solutions, Inc., a pharmacy benefits management company, and since November 2011 has served on the board of its successor company, Express Scripts Holding 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

Director since 1999

Age 67

Kent J. Thiry, age 67, became our co-chairman of the Board in November 2012 in connection with our acquisition of HCP and continues to serve as our chief executive officer, a role he has held since October 1998. From October 1999 until November 2012, Mr. Thiry served as our chairman of the Board. 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

Director since 2006

Age 64

Roger J. Valine, age 64, 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 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.

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

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CORPORATE GOVERNANCE

The general governance framework for the company is provided by its bylaws, corporate governance guidelines, the charters for each of the Board's committees, the corporate governance code of ethics and corporate code of conduct. These governance documents are available under the Corporate Governance section of our website, located at *http://www.davita.com/about/corporate-governance*. The Board adopted the corporate governance guidelines to assist the Board and its committees in performing their duties and serving the best interests of the company and our stockholders.

Selection of Directors

The Nominating and Governance Committee does not have a specific set of minimum criteria for membership on the Board. 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 appropriate to ensure that the Board 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 HealthCare Partners Inc., 2000 16th 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 2013, the Nominating and Governance Committee recommended the candidates standing for election at the 2013 annual meeting of stockholders.

Director Independence

Under the listing standards of the NYSE, a majority of the members of the Board must satisfy the NYSE criteria for "independence." No director qualifies as independent under the NYSE listing standards unless the Board 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 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 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 has determined that all of the individuals currently serving, or who served at any time during 2012, as members of the Board, other than Mr. Thiry and Dr. Margolis, are independent under the NYSE listing standards as well as the company's independence standards. In evaluating the directors' independence, the Board considered the nature of any executive officer's personal investment interest in the director affiliated entities (active or passive), the level of involvement by the director or executive officer as a partner in the director affiliated entities, any special arrangements between the parties which would lead to a personal benefit, any personal benefits derived as a result of business relationships with the company, any other personal benefit derived by any director or executive officer as a result of the disclosed relationships or any other relevant factors.

In making determinations of independence, the Board 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. In 2011, the company co-invested with NEA13, an affiliate of NEA, in DaVita NephroLife (India) Pvt. Ltd. (formerly known as Nephrolife Care (India) Pvt. Ltd.), a joint venture that is 51.89% 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. In 2012, Mr. Thiry and Denise M. O'Leary, Trustees, Thiry-O'Leary Living Trust Dated 3/8/90, invested $2,000,000 in NEA 14, an affiliate of NEA. Mr. Thiry (as a co-trustee of the Thiry-O'Leary Living Trust Dated 3/8/90) has a capital commitment to NEA 14 of less than 1% of its aggregate capital commitments. Mr. Nehra is a limited partner in various general partner entities of the limited partnerships affiliated with NEA and has less than a 10% interest in the capital commitments and carried interest of NEA13 and NEA 14. Mr. Nehra and Mr. Thiry do not have, individually or collectively, a 10% interest in NEA13 or NEA 14, and therefore the Board concluded in accordance with applicable rules that Mr. Thiry's and Mr. Nehra's respective interests were not material.

(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. Therefore, the Board concluded in accordance with the listing standards of the NYSE that this business relationship does not disqualify Mr. Berg from being considered independent. For additional information, see "Certain Relationships and Related Transactions."

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(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 and to which we have made payments for services rendered in the ordinary cause of business following our acquisition of HCP, which did not exceed the greater of $1 million or 2% of Kindred's consolidated gross revenue in any such year. Therefore, the Board concluded in accordance with the listing standards of the NYSE that this business relationship does not disqualify Mr. Diaz from being considered independent.

The Board also maintains a policy whereby the Board will evaluate the appropriateness of the director's continued service on the Board 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. In such event, the affected director shall promptly submit his or her resignation to the chairman of the Board and the lead independent director. The members of the Board, excluding the affected director, will determine whether the affected director's continued service on the Board 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 and the lead independent director so that the remaining members of the Board may evaluate any potential conflicts of interest.

Leadership Structure and Meetings of Independent Directors

Since the completion of our acquisition of HCP, Mr. Thiry and Dr. Margolis have served as co-chairmen of our Board. Mr. Thiry is the chief executive officer of the company and brings over 12 years of experience with our company and deep institutional knowledge and experience to the combined role. Dr. Margolis is the chief executive officer of HCP and has served as such since May 1982 and brings experience and extensive knowledge of our integrated care business. 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 and Dr. Margolis. As lead independent director, Mr. Grauer reviews and provides input to the co-chairmen on meeting agendas and information to be sent to the Board, consults with the co-chairmen on meeting schedules to assure that there is sufficient time for discussion of agenda items, serves as the principal liaison between the co-chairmen and the non-executive (all of whom are also independent) directors and presides over executive sessions of the Board, providing consolidated feedback, as appropriate, from these meetings to Mr. Thiry and Dr. Margolis. 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 co-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.

Communications with the Board

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 or any member of the Board may do so by writing to: Board of Directors, c/o Corporate Secretary, DaVita HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202. Copies of any such written communications received by the Secretary will be provided to the full Board 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 as described above. At the last annual meeting of stockholders, our co-chairman and chief executive officer, Mr. Thiry, attended the meeting.

Information Regarding the Board and its Committees

The Board met 17 times during 2012. Each of our directors attended at least 75% of the aggregate total number of meetings of the Board and of the committees of the Board on which he or she served during 2012. The Board 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

The following chart describes the principal functions of each committee of our Board. The charter for each committee is available under the Corporate Governance section of our website, located at *http://www.davita.com/about/corporate-governance*.

Name of Committee and Members	Principal Functions of the Committee	Meetings in 2012
Audit Carol Anthony ("John") Davidson, *Chair* Pamela M. Arway Charles G. Berg Roger J. Valine	• Assists the Board 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 control over financial reporting. • Assists the Board 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 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, and pre-approves the firm's annual audit services (including related fees), audit-related services, and all other services in accordance with our pre-approval policy. • Monitors our disclosure controls and procedures and compliance with ethical standards.	11
Compensation John M. Nehra, *Chair* Peter T. Grauer Roger J. Valine	• 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, is aligned with the long-term interests of our stockholders. • Annually 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. • Has sole authority to retain or replace its independent compensation consultant in its sole discretion. • Annually approves the compensation package for our chief executive officer subject to ratification by the independent members of the Board. • Works closely with and considers the recommendations of our chief executive officer to determine the compensation of our other executive officers. • 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 the results of advisory stockholder votes on the compensation of our executive officers and considers whether to make adjustments to our compensation policies and practices as a result of such votes.	4
Nominating and Governance Peter T. Grauer, *Chair* Pamela M. Arway Charles G. Berg Carol Anthony ("John") Davidson Paul J. Diaz John M. Nehra Dr. William L. Roper Roger J. Valine	• Reviews and makes recommendations to the Board about our governance processes. • Assists in identifying and recruiting candidates for the Board. • Annually reviews the performance of the individual members of the Board. • Proposes a slate of nominees for election at the annual meeting of stockholders. • Makes recommendations to the Board regarding the membership and chairs of the committees of the Board.	3
Compliance Committee Dr. William L. Roper, *Chair* Pamela M. Arway Charles G. Berg Peter T. Grauer	• Oversees and monitors the effectiveness of our healthcare regulatory compliance program, reviews significant healthcare 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 with oversight of healthcare compliance with legal and regulatory requirements. • Has primary responsibility for oversight of healthcare regulatory requirements and for directing the company's response to certain pending governmental investigations. • Meets regularly with our chief compliance officer.	30
Public Policy Paul J. Diaz, *Chair* Dr. William L. Roper	• Advises the Board on public policy and makes recommendations to the Board as to policies and procedures relating to issues of public policy and government relations. • Oversees the company's government affairs activity and political spending.	1
Clinical Performance Dr. William L. Roper, *Chair* Pamela M. Arway Dr. Robert J. Margolis John M. Nehra	• Advises the Board on clinical performance issues facing the company. • Makes recommendations to management and to the Board as to policies and procedures relating to issues of clinical performance.	1

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Overview of Committee Membership Qualifications

Director	Independent	Other Public Company Boards
Pamela M. Arway	Yes(2)	1
Charles G. Berg	Yes(2)	1
Carol Anthony ("John") Davidson	Yes(2)	1
Paul J. Diaz	Yes	1
Peter T. Grauer(1)	Yes(3)	0
Dr. Robert J. Margolis	No	0
John M. Nehra	Yes(3)	0
Dr. William L. Roper	Yes	1
Kent J. Thiry	No	0
Roger J. Valine	Yes(2)(3)	0

(1) Mr. Grauer is our Lead Independent Director.

(2) Each is a member of the Audit Committee and qualifies as an "audit committee financial expert" within the meaning of the rules of the SEC and each is "independent" and "financially literate" under the listing standards of the NYSE and the company's independence standards.

(3) Each is a member of the Compensation Committee and each is also (a) independent under the listing standards of the NYSE and the company's independence standards, (b) a "nonemployee director" under Rule 16b-3 of the Securities Exchange Act of 1934 (the "Exchange Act"), and (c) an "outside director" as defined in Internal Revenue Service regulations.

Risk Oversight

The Board's involvement in risk oversight involves the Audit Committee, the Compliance Committee and the full Board. 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 the Board's and Audit Committee's oversight responsibilities for key risks. In addition, the Audit Committee and the full Board 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, the chairman of the Audit Committee reports on the activities of the Audit Committee, including risks identified and risk oversight.

Board Share Ownership Policy

We have a share ownership policy that applies to all non-management members of the Board. The purpose of the policy is to encourage the Board 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 member to date in excess of $100,000; or
- five times the annual Board retainer of $24,000, or $120,000.

As of December 31, 2012, each of our non-management members of the Board has met the requirements of our share ownership guidelines. See "Compensation Policies & Practices —Management Share Ownership Policy" beginning on page 48 of this proxy statement for more information regarding our management share ownership policy.

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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 and the Board. 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*.

Insider Trading Policy

We have adopted an Insider Trading Policy applicable to our directors, executive officers and teammates to ensure that those individuals do not benefit financially from buying or selling shares of our common stock while in the possession of material non-public information. Under our Insider Trading Policy, pre-clearance by our Chief Legal Officer is required for equity and 401(k) plan transactions entered into by our executive officers and Board members, such as an option or stock appreciation right exercise, or electing to invest in or divest shares of our common stock, as well as certain other transactions involving our common stock. In addition, quarterly trading blackouts are imposed under the Insider Trading Policy upon our directors, executive officers and certain other teammates who are deemed to have access to the company's financial results prior to their becoming final and being publicly disclosed.

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Proposal 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, 2013. 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 2013. Although we are not required to seek stockholder ratification of this appointment, the Board 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, 2012 and 2011 by KPMG LLP, our independent registered public accounting firm:

	2012	2011
Audit fees[1]	$ 3,894,088	$ 2,500,183
Audit-related fees[2]	2,456,843	480,463
Tax fees[3]	820,366	44,000
All other fees	—	—
	$ 7,171,297	$ 3,024,646

(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 consolidated financial statements included in our Form 10-Q and other SEC filings. In addition, audit fees include statutory audits in several international countries.*

(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." The audit-related fees in 2012 and 2011 include fees for audits of our employee benefit plans, audits of two of our majority-owned entities, audit services related to our acquisition of HCP, and fees of $1,634,343 and $334,761, respectively, for due diligence services relating to potential acquisitions.*

(3) *Includes fees for professional services rendered for tax advice and tax planning as well as $794,704 in 2012 for tax due diligence services. None of these fees were for tax compliance or tax preparation services.*

Pre-approval Policies and Procedures

The Audit Committee of the Board 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. The Audit Committee pre-approved all such services in 2012 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 2013.

The Board recommends a vote FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2013.

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Proposal 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. As such, the next advisory vote on the compensation paid to our named executive officers will occur at the 2014 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 2012 is consistent with the following achievements and financial performance for 2012:

- superior clinical outcomes in our kidney care business – we provided our best clinical outcomes for the thirteenth straight year, including lowest catheter rates ever at 13.9%, highest fistula in use rates ever at 64% and lowest gross mortality rate ever at 14.2%;
- one-year total stockholder return ("TSR") of 45.6%, compared to the median one-year TSR of 10.6% for our Global Industry Classification Standard group and the median one-year TSR of 16.5% for our comparator peer group;
- the acquisition of HCP generated incremental operating income of $67 million in 2012 for the period commencing November 1, 2012 through December 31, 2012;
- strong operating cash flow of $1,101 million;
- consolidated net revenue growth of approximately 21.6%, of which 12.7% was generated by our U.S. dialysis operations;
- normalized non-acquired treatment growth of 4.8% in our kidney care business;
- an increase of approximately 12.5% in the overall number of dialysis treatments that we provided in our kidney care business; and
- consolidated operating income growth of approximately 12.3%, including certain legal settlement and related expenses and transaction expenses associated with the HCP acquisition. Without these items, adjusted consolidated operating income would have increased by 22.4%*.

** See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in the company's Form 10-K for the year ended December 31, 2012 for reconciliation of this metric to the most closely comparable GAAP metric.*

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 35% to 76% of our named executive officers' compensation in 2012;
- equity incentive plans that prohibit repricing or replacing underwater stock options or stock appreciation rights without prior stockholder approval;
- addition of cash-based performance awards in 2012 under the long-term incentive program;
- 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 to recover bonuses, incentive and equity-based compensation from executive officers and members of the Board 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. However, the Board and the Compensation Committee will consider the voting results as appropriate when making future decisions regarding executive compensation.

The Board 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 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 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 March 21, 2013, the Board approved an amendment to the 2011 Plan, subject to stockholder approval at the Annual Meeting, to increase the number of shares authorized under the 2011 Plan by 8,500,000 (the "Amendment").

The Amendment will become effective upon approval of the Amendment by our stockholders at the Annual Meeting. If the stockholders do not approve the Amendment, the 2011 Plan will continue in full force and effect with no increase in the existing number of authorized shares.

Introduction

Equity-based compensation has been a major component of our compensation programs. The Board 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 and our employees to those of our stockholders and by providing such individuals with an incentive for outstanding performance in order to generate superior returns for 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, 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 8,500,000. 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 2017.

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 38,678,338 (47,178,338 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, 2012, there were 6,765,321 stock-settled stock appreciation rights, 20,000 cash-settled stock appreciation rights, 582,527 stock-settled stock units and 3,887 cash-settled stock units outstanding, and 10,830,842 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 previously committed to our stockholders that over the three-year period that commenced on April 1, 2010, the company would 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 was the average of the 2009 and 2010 three-year average median grant rate, including 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 committed to 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.

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The status of the company's compliance with this commitment through its completion on March 31, 2013 was as follows:

	Gross annual 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%
Annual period April 1, 2012 through March 31, 2013	3,528,261	98,685,924	3.58%
Average annual grant rate April 1, 2010 through March 31, 2013			2.79%

* *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 in 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 and one-half 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.

Compensation and Governance Best Practices

The 2011 Plan authorizes the Compensation and Management Development Committee (or Compensation Committee) of the Board (or, if the Board determines, another committee of the Board) 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, 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 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 "Limitation 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, 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.

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Administration

The 2011 Plan is administered by the Compensation Committee. Unless otherwise determined by the Board, the Compensation Committee shall consist solely of two or more directors appointed by the Board, 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 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 or an officer to whom authority has been delegated under the 2011 Plan to grant or amend awards.

The Board, 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, 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 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, 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 eight non-employee directors, approximately 53,000 employees and a non-significant number of consultants (e.g., less than 10) of the company and its subsidiaries and affiliates, as determined by the Administrator.

Limitation on Awards and Shares Available

As of December 31, 2012, there were 6,765,321 stock-settled stock appreciation rights, 20,000 cash-settled stock appreciation rights, 582,527 stock-settled stock units and 3,667 cash-settled stock units outstanding, and 10,830,842 shares available for future grants, under the 2011 Plan. Since its inception in 2002, a cumulative aggregate of 38,676,338 (47,176,338 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 3.5 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.

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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 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 incentive stock options ("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 19, 2013 was $122.82. 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 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.

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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 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 1 62(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 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;
- 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 or an "executive officer" of the company 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, a 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.

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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 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 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.

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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.

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Aggregate Prior Equity Grants as of March 31, 2013

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 March 31, 2013. 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.

Individual or Group	Number of Shares Underlying SSAR/ Option Grants	Number of Shares Underlying Stock Unit Awards
Kent J. Thiry, Co-Chairman of the Board and Chief Executive Officer of DaVita HealthCare Partners Inc.	6,000,000	184,564
Dr. Robert J. Margolis, Co-Chairman of the Board and Chief Executive Officer of HealthCare Partners	—	—
Dennis L. Kogod, Chief Operating Officer	1,346,250	78,999
Javier J. Rodriguez, President	1,205,250	66,466
Luis A. Borgen, Former Chief Financial Officer	80,000	15,000
James K. Hilger, Interim Chief Financial Officer and Chief Accounting Officer	319,500	6,463
Kim M. Rivera, Chief Legal Officer and Corporate Secretary	143,600	8,241
Thomas O. Usilton, Jr., Senior Vice President	486,400	16,200
All current executive officers as a group	9,581,200	375,920
All current non-employee directors as a group	856,426	83,031
Pamela M. Arway	51,000	4,108
Charles G. Berg	77,786	8,229
Carol Anthony ("John") Davidson	27,000	2,147
Paul J. Diaz	83,000	4,394
Peter T. Grauer	169,000	23,144
John M. Nehra	162,000	15,647
Dr. William L. Roper	159,000	20,434
Roger J. Valine	97,639	8,828
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	16,212,822	1,101,653

Equity Compensation Plan Information

The following table provides information about our common stock that may be issued upon the exercise of stock-settled stock appreciation rights, restricted stock units and other rights under all of our existing equity compensation plans as of December 31, 2012, which consist of our 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 in the consolidated financial statements, which are part of our Annual Report on Form 10-K for the year ended December 31, 2012.

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	7,347,846	$ 68.74	11,517,010	18,864,856
Equity compensation plans not requiring stockholder approval	—	—	—	—
TOTAL	7,347,846	$ 68.74	11,517,010	18,864,856

The Board recommends a vote FOR the approval of the Amendment to our 2011 Incentive Award Plan.

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Proposal 5 Stockholder Proposal Regarding Executive Pay

We expect the following proposal to be presented by a stockholder at the annual meeting. The Board 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 will be supplied promptly to a stockholder upon the company's receipt of an oral or written request. The Board 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.

Stockholder Proposal and Supporting Statement

Limit Accelerated Executive Pay

Resolved: Shareholders ask our board of directors to adopt a policy that in the event of a change in control (as defined under any applicable employment agreement, equity incentive plan or other plan), there shall be no acceleration of vesting of any equity award granted to any senior executive, provided, however, that our board's Compensation Committee may provide in an applicable grant or purchase agreement that any unvested award will vest on a partial *pro rata* basis up to the time of the senior executive's termination, with such qualifications for an award as the Committee may determine.

For purposes of this Policy, "equity award" means an award granted under an equity incentive plan as defined in Item 402 of the SEC's Regulation S-K, which addresses executive pay. This resolution shall be implemented so as not affect any contractual rights in existence on the date this proposal is adopted.

The vesting of equity pay over a period of time is intended to promote long-term improvements in performance. The link between executive pay and long-term performance can be severed if such pay is made on an accelerated schedule.

This proposal should also be evaluated in the context of our Company's overall corporate governance as reported in 2012:

GMI/The Corporate Library, an independent investment research firm, had rated our company "D" continuously since 2010 with "High Governance Risk." Also "High Concern" for Executive Pay — $17 million for our CEO Kent Thiry.

Our company, under the leadership of John Nehra as the chairman of our executive pay committee, gave a number of discretionary bonuses to our highest paid executives, including $890,000 to Chief Legal Officer Kim Rivera. Similarly, annual bonuses were discretionary based. Discretionary bonuses undermine pay-for-performance. Perhaps it was not a surprise that Mr. Nehra received our highest negative votes — more than 15-times as many negative votes as 4 of our directors.

Long-term incentive pay for our highest paid executives continued to be time-vesting equity pay in the form of stock-settled stock appreciation rights (or SSARs, similar to stock options) that simply vested over time without job performance requirements. Mr. Thiry received a mega-grant of 500,000 SSARs with a grant date value of $12 million and also gained $24 million from the exercise of 785,000 SSARs. Equity pay given as a long-term incentive should include job performance requirements. Mr. Thiry also received $477,000 for personal travel via corporate jet.

Four directors had 11 to 18 years long-tenure, including John Nehra and Peter Grauer, our Lead Director, a position that demands a higher level of independence. GMI said director independence erodes after 10-years. Long-tenure could hinder director ability to provide effective oversight. A more independent perspective would be a priceless asset for our directors.

Almost our entire board was on our nomination committee. This negated the benefit of the more typical, smaller committee structure that adds an additional layer of review on major decisions.

Please vote to protect shareholder value:

Limit Accelerated Executive Pay - Proposal 5

The Company's Statement in Opposition to Proposal No. 5

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

The proposal would create potential conflicts of interest by disrupting the alignment of the interests of our company's management with the interests of our stockholders. Our treatment of outstanding equity awards in the event of a change in control serves the best interests of our stockholders by creating retention incentives that enable executives to avoid potential personal conflicts of interest at a critical time for the company. The proposal would eliminate our ability to provide reasonable assurance to key executives that they would realize the expected value of their equity awards in connection with a change in control transaction. 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. Putting key executives' compensation at risk if the company were to experience a change in control could create a conflict of interest where the company is pursuing a transaction believed to be in the best interest of stockholders. We believe that providing accelerated vesting of equity awards in an acquisition or merger scenario provides the necessary incentive to ensure that executives stay with the company through such period of uncertainty and remain focused and motivated on achieving business objectives and securing the maximum value for our stockholders, rather than penalizing them with a loss of their incentive compensation.

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Accelerated vesting of equity awards upon a change in control provides our executives with the same opportunities as the company's stockholders. Our stockholders are free to sell their stock at the time of the change in control and realize, in full, the value created at the time of the transaction. Without accelerated vesting, or with pro rata vesting as provided for in the proposal, our executives would not have the opportunity to realize the full value of their equity awards and participate with our stockholders in the value created upon a change in control. We believe that the value created upon a change in control is attributable, in part, to the efforts and talents of our executives, and therefore, accelerated vesting is appropriate in such instances. Accelerated vesting helps incentivize executives to maximize stockholder value thereby further aligning the interests of management with our stockholders.

The proposal could impair the company's ability to attract and retain key executives, placing us at a competitive disadvantage. Stock-based awards are part of our carefully balanced compensation package designed to attract and retain the very best talent. The awards contain vesting and other provisions that tie compensation to the long-term performance of the company and the interests of its stockholders. 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. The company believes that adopting the type of restriction in this proposal would place us at a competitive disadvantage in attracting and retaining key executives, particularly if a change in control transaction is pending or contemplated. As noted above, retaining key executives while a change in control transaction is pending can be particularly important, since the loss of such executives could adversely affect our business or operations if the transaction is not completed. In addition, a majority of our peers have no policy eliminating the accelerated vesting of equity upon a change in control. Moreover, the risk of job loss along with a loss of significant equity awards in connection with a change in control may present an unnecessary distraction for our executives.

Our ability to implement accelerated vesting upon a change in control has already been approved by our stockholders and is the predominant practice across large public companies. Equity awards are granted under the stockholder approved 2011 Incentive Award Plan, the terms of which specifically provide discretion to our Compensation Committee to accelerate vesting upon a change in control. Our current equity award agreements under the 2011 Incentive Award Plan provide for accelerated vesting for all plan participants, not just senior executives, upon a change in control when employment is terminated or the award is not assumed, converted or replaced. Such vesting is referred to as a double trigger. We note that the vast majority of S&P 500 companies provide single- or double-trigger accelerated vesting of equity upon a change in control without pro-ration. Therefore, adoption of this proposal would place our executives in a worse position than that of executives at most other large public companies, impairing our ability to attract and retain highly qualified executives. Moreover, the proposal's focus on 'senior executives' being treated differently than all other participants who receive equity awards under the 2011 Incentive Award Plan serves no legitimate stockholder interest and undermines our recruitment and retention efforts, which are key to our long term success.

Accelerated vesting upon a change in control does not sever the pay-for-performance link or stockholder alignment. We agree that the vesting of equity over a period of time is intended to promote long-term improvements to performance. However, we believe our current policies and programs achieve this goal effectively without further limiting the conditions under which such equity may accelerate as sought by this proposal. Equity awards are inherently performance-based in that the rewards to executives increase as the company's stock price increases, and vice versa. As such, accelerating vesting does not eliminate the performance-based aspect of such awards. Furthermore, accelerated vesting of equity awards provides a strong retention incentive through the consummation of a potential transaction where acceleration does not occur unless the executive remains employed through the transaction's closing. Putting executives in a position to lose the opportunity to earn these awards undermines the pay-for-performance philosophy.

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

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Proposal 6 Stockholder Proposal Regarding Lobbying

We expect the following proposal to be presented by a stockholder at the annual meeting. The Board 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 will be supplied promptly to a stockholder upon the company's receipt of an oral or written request. The Board 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.

Stockholder Proposal

Resolved, the shareholders of DaVita HealthCare Partners Inc. ("DaVita") request the Board authorize the preparation of a report, updated semiannually, disclosing:

1. Policies and procedures governing lobbying, both direct and indirect, and grassroots lobbying communications.
2. Payments by DaVita used for (a) direct or indirect lobbying or (b) grassroots lobbying communications, in each case including the amount of the payment and the recipient.
3. DaVita's membership in and payments to any tax-exempt organization that writes and endorses model legislation.
4. The decision making process and oversight by management and the Board for making payments described in sections 2 and 3 above.

For purposes of this proposal, a "grassroots lobbying communication" is a communication directed to the general public that (a) refers to specific legislation or regulation, (b) reflects a view on the legislation or regulation and (c) encourages the recipient of the communication to take action with respect to the legislation or regulation. "Indirect lobbying" is lobbying engaged in by a trade association or other organization of which DaVita is a member.

Both "direct and indirect lobbying" and "grassroots lobbying communications" include efforts at the local, state and federal levels.

The report shall be presented to the Public Policy Committee or other relevant Board oversight committees and posted on the company's website.

Supporting Statement

While corporations can lobby legislators and regulators on policy matters, company assets could be used to pursue activities contrary to the long-term interests of DaVita and its shareholders without a robust system of transparency and accountability.

The use of corporate resources to influence legislation and regulation both directly and indirectly may generate significant risks to a company and its shareholders, such as when lobbying supports positions or activities that are misaligned with the company's business strategy or values. Companies like DaVita that earn a significant portion of revenue from government payors also may incur additional regulatory and reputational risks when corporate resources are used to support controversial issues or organizations, even if such support is unintentional.

Public disclosures reveal that DaVita has spent over $9 million on federal lobbying since 2010. This figure may not include grassroots lobbying, nor do all states require lobbying expenditure disclosure. DaVita does not publicly disclose memberships in trade associations and other tax-exempt organizations like the U.S. Chamber of Commerce.

It is unclear if the Public Policy Committee, which is responsible for government relations, performs basic oversight duties including regularly reviewing direct and indirect lobbying expenditures and grassroots lobbying communications. DaVita's Code of Conduct states that DaVita will consult its compliance, public policy, or legal teams before making political contributions but it does not elaborate further and lobbying is not referenced (Code of Conduct at 24).

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

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

The additional disclosure sought by the proposal would impose unnecessary burden with no corresponding stockholder value. We believe that our current policies governing political contributions and lobbying, the legally mandated federal and state disclosure requirements and our voluntary disclosure on our website provide sufficient transparency and information regarding our lobbying activity. Collecting and publishing the additional information requested by the proposal would not meaningfully enhance the public disclosure already available to our stockholders, and would instead require additional expenditures of corporate resources without commensurate stockholder benefit.

We voluntarily disclose our policies and procedures related to lobbying. We voluntarily disclose a detailed explanation of our policies and procedures related to the company's lobbying under the Corporate Governance section of our website, located at http://www.davita.com/about/corporate-governance. In particular, our Government Affairs team has established written internal policies and procedures regarding our corporate political giving and lobbying expenses, which are reflected in part in our Code of Conduct. Our political spending includes federal and state lobbying, corporate political donations to state candidates for office and political donations to federal candidates through the DaVita Political Action Committee (DaPAC). Our Board's Public Policy Committee, which is composed entirely of independent directors, monitors our government affairs activity and political spending and receives regular reports from senior management on these matters.

We provide extensive disclosure in compliance with existing federal and state laws relating to lobbying. Our lobbying activities in the United States are strictly regulated by federal, state and local lobbying laws. Each governing jurisdiction determines its own regulation regarding lobbying compliance and also establishes the policies and guidelines associated with reporting and disclosure. We utilize our internal and external legal resources to ensure compliance with the letter and spirit of each of these laws. We separately file publicly available lobbying disclosure forms and campaign finance reports on a quarterly basis for spending by our company and DaPAC. The company files federal lobbying reports quarterly with the Office of the Clerk of the U.S. House of Representatives and the Secretary of the U.S. Senate. These reports are publicly available at http://lobbyingdisclosure.house.gov/ and disclose total corporate expenditures related to lobbying and issues lobbied. We already comply with existing regulations on disclosure and reporting of lobbying activity that are publicly available to stockholders, and the additional disclosure sought would result in an unnecessary and unproductive use of the company's resources.

The disclosure sought by the proposal has the potential to adversely impact our stockholders. Elected representatives and regulators at all levels of government make laws and regulations that can and do affect our business and more importantly, our patients. Our public policy priorities and lobbying efforts are focused on advancing the interests of our patients and the legitimate business interests of our company and stockholders. In order to effectively advocate for the company's and stockholders' interests, as well as our patients' interests, we believe we must actively participate in the political process by supporting candidates whose views are aligned with these interests. This proposal seeks to impose requirements that are not required by law and are not standard among our peer group companies. By mandating the disclosure of trade association dues and membership in tax exempt organizations, adoption of the proposed policy could result in the disclosure of information that creates competitive and business-related concerns, and we do not believe this would be in the best interests of the company or its stockholders.

For these reasons, the Board 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, 2013 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
Warren E. Buffett [2]	13,607,935	12.9%
Berkshire Hathaway Inc.[2] 1440 Kiewit Plaza Omaha, Nebraska 68131		
The Vanguard Group, Inc. [3] 100 Vanguard Blvd. Malvern, PA 19355	5,520,812	5.2%
BlackRock, Inc. [4] 40 East 52nd Street New York, NY 10022	5,151,238	4.9%
Kent J. Thiry [5]	714,856	*
Dr. Robert J. Margolis [6]	1,533,747	1.5%
Dennis L. Kogod [7]	52,562	*
Javier J. Rodriguez [8]	113,881	*
Luis A. Borgen [9]	0	*
James K. Hilger [10]	6,763	*
Kim M. Rivers [11]	19,172	*
Thomas O. Ustilton, Jr. [12]	4,166	*
Pamela M. Arway [13]	19,856	*
Charles G. Berg [14]	33,979	*
Carol Anthony ("John") Davidson [15]	9,847	*
Paul J. Diaz [16]	13,202	*
Peter T. Grauer [17]	43,381	*
John M. Nehra [18]	103,115	*
Dr. William L. Roper [19]	42,913	*
Roger J. Valine [20]	28,713	*
All directors, named executive officers and other executive officers as a group (21 persons) [21]	2,908,807	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 2000 16th Street, Denver, Colorado, 80202.

(2) Based on information contained in a Schedule 13G/A No. 1 filed on February 14, 2013 with the SEC by Berkshire Hathaway Inc., a diversified holding company which Mr. Buffett may be deemed to control. Mr. Buffett and Berkshire Hathaway Inc. share voting and dispositive power over 13,607,935 shares of the company's common stock, which include shares beneficially owned by certain subsidiaries of Berkshire Hathaway Inc. as a result of being a parent holding company or control person.

(3) Based upon information contained in a Schedule 13G/A No. 2 filed with the SEC on February 11, 2013, The Vanguard Group, Inc., an investment adviser, has sole voting power with respect to 153,739 shares, sole dispositive power with respect to 5,377,273 shares and shared dispositive power with respect to 143,539 shares.

(4) Based upon information contained in a Schedule 13G/A No. 3 filed with the SEC on February 8, 2013, BlackRock, Inc. may be deemed to be the beneficial owner of 5,151,238 shares with sole power to vote and sole power to dispose of all 5,151,238 shares as a result of being a parent holding company or control person.

(5) Includes 95,275 shares held in a family trust and 600,833 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, 2013.

(6) Represents 1,533,747 shares held in family trusts.

(7) Includes 22,750 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, 2013.

(8) Includes 78,249 shares issuable upon the exercise of SSARs and 3,500 RSUs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2013.

(9) Mr. Borgen stepped down from his position as chief financial officer in April 2012 and was no longer an executive officer of the company on March 31, 2013. Mr. Borgen no longer holds any exercisable or unvested SSARs or RSUs as of March 31, 2013.

(10) Includes 417 shares issuable upon the exercise of SSARs and 834 RSUs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2013.

(11) Includes 17,500 shares issuable upon the exercise of SSARs and 555 RSUs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2013.

(12) Includes 4,166 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2013.

(13) Includes 15,750 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2013, and 112 vested but unissued restricted stock units.

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(14) Includes 24,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2013, and 112 vested but unissued restricted stock units.

(15) Includes 7,500 shares issuable upon the exercise of SSARS, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2013, and 172 vested but unissued restricted stock units.

(16) 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, 2013, and 112 vested but unissued restricted stock units.

(17) 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, 2013, and 1,705 vested but unissued restricted stock units.

(18) Includes 48,810 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, 2013, and 205 vested but unissued restricted stock units.

(19) 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, 2013, and 205 vested but unissued restricted stock units.

(20) 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, 2013, and 145 vested but unissued restricted stock units.

(21) Includes 902,179 shares issuable upon the exercise of SSARs and 34,525 RSUs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2013, and 2,788 vested but unissued restricted stock units.

Information Concerning Our Executive Officers

Name	Age	Position
Kent J. Thiry	57	Co-Chairman of the Board and Chief Executive Officer of DaVita HealthCare Partners Inc.
Dr. Robert J. Margolis	67	Co-Chairman of the Board and Chief Executive Officer of HealthCare Partners
Dennis L. Kogod	53	Chief Operating Officer
Javier J. Rodriguez	42	President
James K. Hilger	51	Interim Chief Financial Officer and Chief Accounting Officer
Jeanine M. Jigantl	53	Chief Compliance Officer
Laura A. Mildenberger	54	Chief People Officer
Dr. Allen R. Nissenson, FACP	66	Chief Medical Officer
Kim M. Rivera	44	Chief Legal Officer and Corporate Secretary
David T. Shapiro	43	Chief Special Counsel
LeAnne M. Zumwalt	54	Group Vice President

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

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.

Javier J. Rodriguez became our president in February 2012. Mr. Rodriguez served as our senior vice president from April 2008 to February 2012. From December 2003 to April 2008, 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 the company, Mr. Rodriguez worked for Baxter Healthcare Corporation in Finance from 1995 to 1998. He also served as Director of Operations for CBS Marketing Inc. in Mexico City.

James K. Hilger became our interim chief financial officer in April 2012 in connection with the resignation of our former chief financial officer, Mr. Borgen, 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 2008, 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 & Whitney.

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Jeanine M. Jigarjian became our chief compliance officer in March 2013 and has served as our vice president, international chief compliance officer and deputy compliance officer since July 2012. Prior to joining us, she served as chief compliance officer for Takeda Pharmaceuticals North America, a subsidiary of a Japanese pharmaceutical company, from October 2005 to March 2012. Additionally, she served as chief compliance officer for several of Takeda Pharmaceutical Company Limited's affiliates including Takeda Global Research and Development and Takeda Pharmaceuticals International Operations. During Ms. Jigarjian's career, she has served as general counsel for the Illinois Department of Commerce and Economic Opportunity from September 2003 to September 2005, general counsel of Near North Insurance Company from September 2002 to September 2003 and vice president of litigation at Caremark Inc., a pharmaceutical services company, from 1996 to 2002.

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.

Dr. Allen R. Nissenson, 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 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.

David T. Shapiro became our chief special counsel in March 2013. From October 2008 until March 2013, Mr. Shapiro served as our chief compliance officer 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.

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 2008. 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 2012, except that (1) one Form 4 was inadvertently filed late for Messrs. Berg, Davidson, Grauer and Roper, each relating to a single transaction to acquire shares of the company's common stock, and (2) two Forms 4 were inadvertently filed late for Ms. Arway relating to two separate transactions to acquire shares of the company's common stock, and (3) one Form 4 was inadvertently not filed for Dr. Mergolis relating to one transaction to acquire shares of the company's common stock in connection with the acquisition of HCP which transactions were subsequently filed on a Form 5.

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COMPENSATION DISCUSSION AND ANALYSIS

This Compensation Discussion and Analysis (the "CD&A") describes our executive compensation program for our named executive officers ("NEOs"). Our NEOs for 2012 are:

NEO	TITLE
Kent J. Thiry	Co-chairman of the Board and Chief Executive Officer ("CEO")
Dennis L. Kogod	Chief Operating Officer
Javier J. Rodriguez	President
Luis A. Borgen	Chief Financial Officer through April 16, 2012
James K. Hilger	Interim Chief Financial Officer (effective April 16, 2012) and Chief Accounting Officer
Kim M. Rivera	Chief Legal Officer and Corporate Secretary
Thomas O. Usilton, Jr.*	Senior Vice President

* *Mr. Usilton, also deemed an NEO for 2012, is no longer an executive officer of the company effective April1, 2012, and has been employed by the company on only a part-time basis since such date.*

Executive Summary

Our Business

On November 1, 2012 we completed our acquisition of HealthCare Partners Holdings, LLC ("HCP"), with HCP becoming a wholly-owned subsidiary of the company. As a result of our recent acquisition of HCP, the company now primarily operates two major lines of business.

Our largest line of business is our U.S. dialysis and related lab services business, which is a leading provider of kidney dialysis services in the U.S. As of December 31, 2012, we operated or provided administrative services through a network of 1,954 outpatient dialysis centers, serving approximately 153,000 patients in 44 states and the District of Columbia. We also provide acute inpatient dialysis services in approximately 970 hospitals. In 2012, our overall network of U.S. outpatient dialysis centers increased by 145 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 8.0%.

Our other major line of business is HCP, which is a patient- and physician-focused integrated health care delivery and management company with nearly three decades of providing coordinated, outcomes-based medical care in a cost-effective manner. Through capitation contracts with some of the nation's leading health plans, as of December 31, 2012 HCP had approximately 724,000 current members under its care in southern California, central and south Florida, and southern Nevada. HCP also operates in New Mexico under a fee-for-service reimbursement structure. In addition to its managed care business, HCP provides care in all of its markets to over 530,000 patients whose health coverage is structured on a fee-for-service basis, including patients enrolled through traditional Medicare and Medicaid programs, preferred provider organizations and other third party payors.

The patients of HCP's associated physicians, physician groups and independent practice associations benefit from an integrated approach to medical care that places the physician at the center of patient care. As of December 31, 2012, HCP delivered services to its members via a network of over 2,000 associated group and other network primary care physicians, 145 network hospitals, and several thousand associated group and network specialists. Together with hundreds of case managers, registered nurses and other care coordinators, these medical professionals utilize a comprehensive information technology system, sophisticated risk management techniques and clinical protocols to provide high-quality, cost-effective care to HCP's members.

With our recent acquisition of HCP, we believe the company is well positioned to capitalize on anticipated trends in U.S. healthcare, including our continued growth opportunities in dialysis care services as well as growth in managed healthcare services, especially to the Medicare-eligible population.

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Our Compensation Design & Philosophy

Our ability to recruit and retain highly qualified executives is essential to our long-term success. 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, and who embody our mission and values. We believe it is in the best interests of our stockholders to attract and retain talented leaders, and strive to do so by providing compensation that is reasonable, provides the best value for our stockholders, aligns incentives, and is sufficient to achieve our recruitment and retention 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 that:

(i) rewards strong company performance;

(ii) aligns our executives' interests with our stockholders' interests; and

(iii) is competitive within the health care services, diagnostics and solutions market so that we can attract and retain outstanding executives.

2012 Financial and Performance Highlights

Our overall financial, operating and total stockholder return ("TSR") performance was very strong for 2012 and we believe that the NEOs were instrumental in achieving these results. Our major achievements and financial operating performance indicators in 2012 were:

- superior clinical outcomes in our kidney care business – we provided our best clinical outcomes for the thirteenth straight year, including lowest catheter rates ever at 13.8%, highest fistula in use rates ever at 64%, and lowest gross mortality rate ever at 14.2%;
- one-year TSR of 45.8%, compared to the median one-year TSR of 10.6% for our Global Industry Classification Standard ("GICS") group and the median one-year TSR of 19.5% for our comparator peer group;
- three-year TSR of 23.5%, compared to the median three-year TSR of 1.1% for our GICS group and 7.0% for our comparator peer group; and a five-year TSR of 14.4%, compared to the median five-year TSR of (3.8%) for our GICS group and 2.8% for our comparator peer group;
- the acquisition of HCP generated incremental operating income of $67 million in 2012 for the period commencing November 1, 2012 through December 31, 2012;
- strong operating cash flow of $1,101 million;
- consolidated net revenue growth of approximately 21.6%, of which 12.7% was generated by our U.S. dialysis operations;
- normalized non-acquired treatment growth was 4.8% in our kidney care business;
- an increase of approximately 12.5% in the overall number of dialysis treatments that we provided in our kidney care business; and
- consolidated operating income growth was approximately 12.3%, which includes the impact of a legal settlement and related expenses and transaction expenses associated with the HCP acquisition. Without these items adjusted consolidated operating income would have increased by 22.4%*.

** See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in the company's Form 10-K for the year ended December 31, 2012 for reconciliation of this metric to the most closely comparable GAAP metric.*

The company's TSR from the first quarter of 2000 (our CEO's first full quarter with the company) through the fourth quarter of 2012 was approximately 3,700%, putting the company in the top 5 of all current S&P 500 companies over that period. The company's TSR over this period also exceeded that of all companies that have been in the S&P 500 during that entire 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. Our clinical outcomes mean improved outcomes and better quality of life for the over 150,000 patients for whom we serve.

Linking 2012 NEO Compensation to Performance

When establishing the compensation for our NEOs for 2012, the Compensation Committee (the "Committee") gave significant weight to our sustained record of strong operating performance as highlighted above, our improvement in strategic positioning and our continued strong clinical performance, particularly in light of ongoing general economic volatility and significant industry regulatory challenges and uncertainty. The Committee also considered the company's successful acquisition of HCP in determining the compensation of our NEOs. The Committee balanced its evaluation of the company's performance and that of our industry by also considering the potential impact of healthcare reform and other significant healthcare regulatory changes, including changes to government reimbursement policies. In 2012, we continued to lead industry public policy efforts, achieving favorable outcomes for the industry and the company. When establishing 2012 compensation for our NEOs, the Committee considered these and other factors in the context of individual NEO performance. The following table shows the total direct compensation for 2012 (base salary, annual performance-based cash award and long-term incentive award) determined by the Committee for each NEO who remained an executive officer on December 31, 2012*. This table is not a substitute for the information disclosed in the Summary Compensation Table and related footnotes, which begin on page 51.

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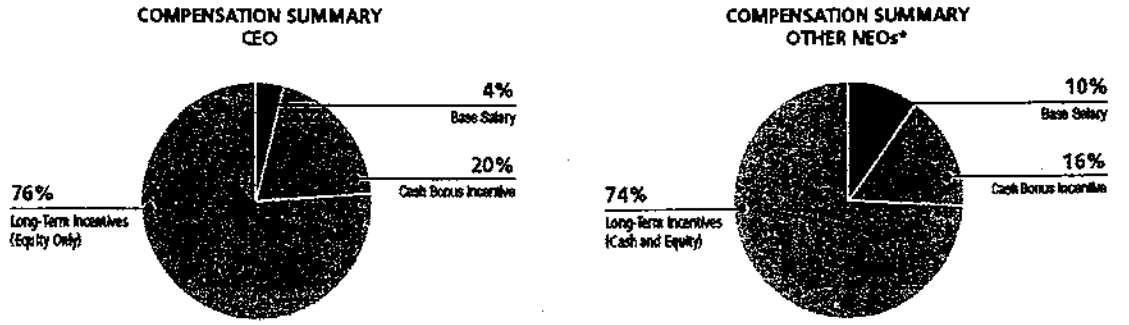
NEO*	Base Salary	Actual Annual Cash Award	Annual LTI Award**
Kent J. Thiry	$ 1,050,000	$ 5,000,000	$ 20,050,394
Dennis L. Kogod	$ 800,004	$ 1,400,000	$ 7,851,421
Javier J. Rodriguez	$ 700,001	$ 1,400,000	$ 7,851,421
James K. Hilger	$ 326,825	$ 160,000	$ 1,360,812
Kim M. Rivera	$ 499,994	$ 215,000	$ 807,458

* *Mr. Usilton, also deemed an NEO for 2012, is no longer an executive officer of the company effective April 1, 2012, and has been employed by the company on only a part-time basis since such date.*

** *The amounts reported under the Annual LTI Award column consist of the grant date fair value of the 2012 equity awards and the target value of the 2012 performance-based cash awards.*

Our compensation programs for our NEOs emphasize compensation based on performance and are designed to align our NEOs' 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 Committee determined to limit increases to fixed compensation amounts in 2012 such that the base salaries of our NEOs were retained at 2011 levels, other than Mr. Rodriguez and Mr. Hilger (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 NEOs above earned for 2012:

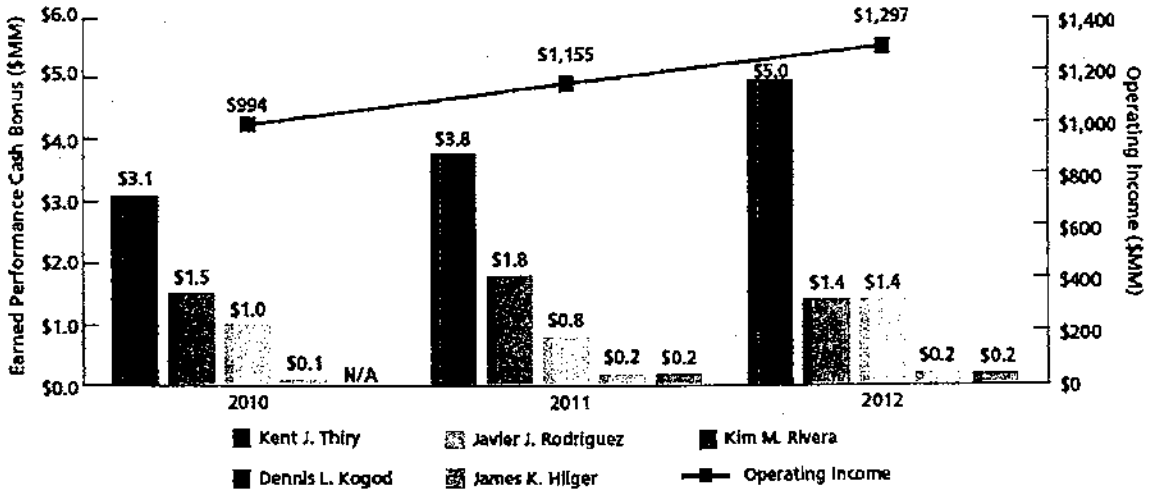


* *The chart excludes compensation for Messrs. Borgen and Usilton who no longer served as executive officers of the company effective as of April 15, 2012 and April 1, 2012, respectively.*

The 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:

3-YR NEO PERFORMANCE CASH BONUSES VS. COMPANY OPERATING INCOME*



* *The chart excludes compensation for Messrs. Borgen and Usilton who no longer served as executive officers of the company effective as of April 15, 2012 and April 1, 2012, respectively.*

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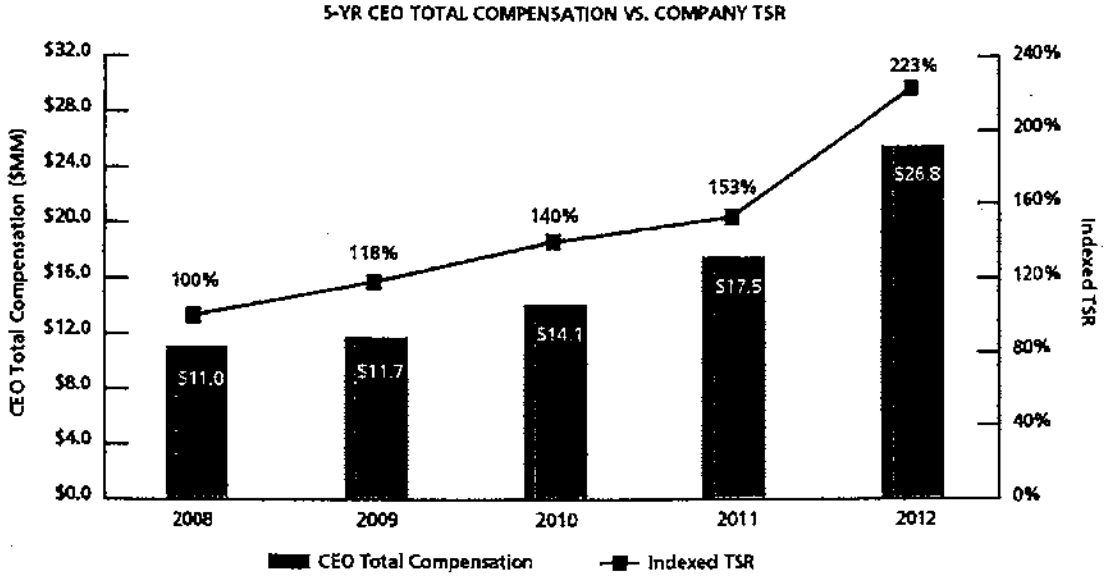
To further illustrate our emphasis on compensation based on performance and our commitment to align the interests of our NEOs with those of our stockholders, the following graph illustrates how our CEO's compensation over the past five years varied with changes in our TSR for the same period (indexed to the commencement year of the graph, i.e., 2008). For purposes of this table, CEO total compensation includes all elements of compensation reflected in the "Total" column of the Summary Compensation Table on page 51 of this Proxy Statement.



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 key objective of our executive compensation programs is to provide a significant portion of compensation in the form of equity awards. For 2012, equity awards ranged from 35% to 76% of our NEOs' compensation, with 76% of our CEO's compensation provided in equity. Further, the equity awards granted in 2012 vest 50% each in the third and fourth years from the date of grant. These extended vesting schedules are intended to assist in the long-term retention of such NEOs and further align the interests of our executives with the long-term interests of our stockholders. Stock-based compensation creates an incentive for the NEO to contribute to the overall success of the company and to take actions that result in the creation of long-term stockholder value.

Key Features of Our Executive Compensation Program

We Do	We Do Not
✔ Have double trigger change in control provisions for acceleration of equity award vesting	✘ Provide excise tax gross-ups on change in control payments for new or materially amended agreements entered into since 2011
✔ Limit severance payments to not more than three times base salary and bonus	✘ Re-price or replace underwater stock options or stock appreciation rights
✔ Provide for multi-year vesting periods for equity award grants to reinforce culture where the company's long-term success takes precedence over volatile short-term results	✘ Have our Committee's independent compensation consultant provide any other services to the company
✔ Use an independent compensation consultant	
✔ Have a clawback policy that permits recovery of bonuses, incentive and equity-based compensation from executives	
✔ Seek stockholder feedback on our executive compensation	
✔ Apply meaningful stock ownership guidelines to strengthen alignment of NEOs and stockholders' interests	

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Stockholder Engagement and Compensation Changes for 2012

At last year's annual meeting, approximately 79% of the votes cast by stockholders were in favor of the company's say-on-pay proposal on executive compensation, reflecting their support of our philosophy of linking compensation to our financial and non-financial objectives and the enhancement of stockholder value. To better understand stockholders' votes on our executive compensation program, management engaged in discussions with many of the company's largest institutional stockholders, representing nearly 37% of the company's outstanding voting shares. The feedback received in 2012 included, among other things, the following:

- Stockholders expressed general support for our management team and its executive compensation decisions.
- While the majority of our stockholders supported the company's say-on-pay vote, many stockholders expressed an interest in the addition of a performance-based element in our long-term incentive awards.
- Stockholders expressed their desire for us to analyze our approach in our executive compensation program to ensure that compensation earned by our executives is driven by company performance and appropriately tracks changes in performance.

The Committee reviewed the results of our stockholder vote, including feedback from our large institutional stockholders that were willing to share the reasons for their say-on-pay vote. Taking the vote results and stockholder feedback into account, and considering trends in executive compensation and the interests of stockholders, the Committee implemented several changes to its long-term incentive program for executives effective in 2012 including the addition of cash-based performance awards. A brief discussion of the company's long-term incentive program is provided beginning on page 42.

Elements of Compensation

The elements of direct compensation offered under our executive compensation program include both fixed (base salaries) and variable (annual and long-term incentives) compensation.

Base Salary

We compensate our NEO's with a base salary 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 Committee considers adjustments to salary as part of the overall compensation assessment for our NEOs. Our CEO typically provides the Committee with his recommendation regarding merit-based increases for each NEO other than himself. The CEO's base salary is determined by the Committee with input from Compensia, the Committee's independent compensation consultant, and Compensia's analysis of CEO compensation of our comparator peer group.

In accordance with our emphasis on performance-based compensation and the Committee's decision to limit increases to fixed compensation amounts in 2012, the Committee retained the base salary of Messrs. Thiry, Kogod and Usilton and Ms. Rivera at 2011 levels. The Committee increased Mr. Rodriguez' base salary for 2012 pursuant to the Committee's review of his performance in the previous year and consideration of comparative market data provided by Compensia. The Committee increased Mr. Hilger's base salary in May 2012 to $350,000, pursuant to the Committee's review and consideration of his additional responsibilities as Interim Chief Financial Officer and in consideration of his performance in 2011 and the comparative market data provided by Compensia. Mr. Borgen did not receive a base salary increase in 2012. The base salaries for 2011 and 2012 for our NEOs who remain executive officers as of December 31, 2012 are shown in the table below.

Name	2011 Base Salary	2012 Base Salary
Kent J. Thiry	$ 1,050,000	$ 1,050,000
Dennis L. Kogod	$ 800,000	$ 800,000
Javier J. Rodriguez	$ 550,000	$ 700,000
James K. Hilger	$ 275,000	$ 350,000
Kim M. Rivera	$ 500,000	$ 500,000

Annual Performance-Based Cash Compensation

Our 2012 annual performance-based cash compensation was paid to our current NEOs under our performance-based Executive Incentive Plan other than Mr. Hilger. While Mr. Hilger did not participate in the Executive Incentive Plan, Mr. Hilger received an annual cash bonus for 2012 based on the Committee's assessment of overall company and individual performance throughout the year. 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.

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Executive Incentive Plan

We maintain an Executive Incentive Plan ("EIP"), in which our CEO and other executives selected by the Committee may participate. For 2012, the Committee identified all of the NEOs as eligible participants in the EIP other than Mr. Hilger (whose subject compensation was expected to be below $1 million for 2012). The EIP is structured to satisfy the requirements of Section 162(m) of the Internal Revenue Code as described below. The Committee has historically established an operating income target as the performance measure for participants in the EIP. The 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 2012, the Committee established a fiscal year operating income target of not less than $1,063 million as the performance goal. When the Committee was determining the operating income target for 2012, 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 generally and changes to the structure of payments under the Medicare ESRD program or other government-based programs, including, for example, across the board cuts due to federal sequestration, and continuing changes to the bundled payment rate system, such as rebasing of bundled reimbursement rates, which will lower reimbursement for services we provide to Medicare patients. The Committee considered the company's estimates of 2012 budgeted operating income, as approved by the Board, 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 2012, the 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 2012. Similarly, the Committee established a maximum aggregate cash and equity award amount of up to $5,000,000 for each of Messrs. Rodriguez and Usilton and Ms. Rivera; further establishing that of the $5,000,000, the maximum cash awards for each of Messrs. Rodriguez and Usilton and Ms. Rivera was limited to $2,500,000 for 2012. The Committee has the ability to apply only negative discretion in determining incentive compensation. The annual target award opportunity for Mr. Thiry is set forth in his employment agreement.

The company achieved operating income of $1,297 million for 2012, which exceeded the 2012 target performance goal. When determining the award amounts, the 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 Committee considered that, as compared to 2011, (i) we experienced strong operating cash flow of $1,101 million; (ii) our consolidated net revenue grew by approximately 21.6%, of which 12.7% was generated by our U.S. dialysis operations; (iii) normalized non-acquired treatment growth was 4.8%, (iv) we experienced an increase of approximately 12.5% in the overall number of dialysis treatments that we provided and (v) our consolidated operating income grew by approximately 12.3%, which includes the impact of a legal settlement and related expenses and transaction expenses associated with the HCP acquisition. Without the items in (v) above, adjusted consolidated operating income would have increased by 22.4%*.

The Committee also considered our strong sustained TSR performance. We experienced a one-year TSR of 45.8%, compared to a median one-year TSR of 10.6% for our GICS group and 19.5% for our comparator peer group. Moreover, our three-year compound average annual TSR was 23.5%, compared to the median three-year compound average annual TSR of 1.1% for our GICS group and 7.0% for our peer group; our five-year compound average annual TSR was 14.4%, compared to the median five-year compound average annual TSR of (3.8%) for our GICS group and 2.8% for our peer group; and our ten-year compound average annual TSR was 21.0%, compared to the median ten-year compound average annual TSR of 8.5% for our GICS group and 8.4% for our peer group.

The 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 Committee also considered individual performance, as listed for each of our current NEOs below.

** See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in the company's Form 10-K for the year ended December 31, 2012 for reconciliation of this metric to the most closely comparable GAAP metric.*

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Name	Individual Performance Factors Considered in Determining EIP Award
Kent J. Thiry, Co-Chairman of the Board and Chief Executive Officer	• 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, Board recruiting efforts and focus on Board diversity • improvements in service quality based on internal scores from dialysis patient clinical outcome metrics • growth from increased overall number of dialysis treatments provided in the company's kidney care business • increased non-acquired growth, which excludes growth attributable to acquisitions
Dennis L. Kogod, Chief Operating Officer	• 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 • expanded bench for senior operations leaders • best year ever in clinical outcomes • recruitment of senior international leaders
Javier J. Rodriguez, President	• significant development as a manager and expansion of managerial scope • substantial contributions to the company's growth performance • demonstrated leadership in enhancing the company's long-term incentive award program • significant contributions leading the company's business development activities • successfully secured major payor contracts and maintained key payor relationships • demonstrated leadership in the areas of disease management and integrated care operations • significant contributions to enterprise strategy
Kim M. Rivera, Chief Legal Officer and Corporate Secretary	• success in supporting HCP acquisition • built capacity and strengthened the legal organization • support of international opportunities • success in negotiating favorable outcomes in legal matters • enhanced corporate governance
Thomas O. Usilton, Jr. Senior Vice President	• significantly contributed to the strategy and execution of the growth objectives of the company • completed the remaining acquisition and contractual issues of the DSI Renal Inc. acquisition as they relate to the Federal Trade Commission and physician contracts • demonstrated leadership for mergers and acquisitions and other transaction activity with the appropriate return on capital • successfully maintained and built upon company physician relationships and joint venture partnerships • successfully provided and developed educational programs in leadership and relationship building for company's leaders

Our CEO recommends to the Committee the performance bonus amount for our NEOs, other than for himself, and the final performance bonus amounts are reviewed by the Committee and sometimes adjusted in consultation with our CEO, prior to approval by the Committee. The Committee determines the performance bonus amount for our CEO without recommendations from management. The award of amounts below the maximum amount is not intended to reflect negatively on the performance of the eligible participants. In consideration of the company and individual performance listed above, market data and in consultation with our CEO with regard to performance bonuses for the NEOs other than himself, the Committee awarded 2012 performance cash bonuses under the EIP to our current eligible NEOs, as follows:

Name	2012 EIP Award Amount
Kent J. Thiry	$ 5,000,000
Dennis L. Kogod	$ 1,400,000
Javier J. Rodriguez	$ 1,400,000
Kim M. Rivera	$ 215,000
Thomas O. Usilton, Jr.	$ 335,000

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Other Performance Based Bonuses

For Mr. Hilger, who did not participate in the EIP, the 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 the performance bonus for Mr. Hilger.

Name	Individual Performance Factors Considered in Determining Incentive Award
James K. Hilger, Interim Chief Financial Officer and Chief Accounting Officer	• expanded leadership role in the finance organization • support of international opportunities • success in supporting HCP acquisition • significant contributions in the finance integration of HCP • enhanced and strengthened the finance and accounting organizations

In consideration of the company and individual performance listed above and in consultation with our CEO with regard to the performance bonus for Mr. Hilger, the Committee awarded a 2012 performance bonus of $160,000 to Mr. Hilger.

Relocation and Retention Bonuses

In connection with the relocation of our headquarters to Denver, Colorado in 2011 and in order to support the continued transition of our NEOs, the Company agreed to reimburse certain additional relocation expenses to Messrs. Thiry, Kogod and Rodriguez and Ms. Rivera. See the "2012 Summary Compensation Table" in this Proxy Statement for more information relating to the relocation bonuses. Pursuant to an agreement entered into on March 10, 2010, Mr. Dalton received a retention bonus for remaining employed with the company on a full-time basis through March 2012.

Long-Term Incentive Program

Long-Term Incentive Program ("LTIP") awards are granted pursuant to the 2011 Incentive Award Plan. The 2011 Incentive Award Plan permits the issuance of stock options, stock appreciation rights, restricted stock, restricted stock units, equity and cash-based performance awards, as well as other forms of equity awards. In 2012, we made several changes to our LTIP. Key changes to the LTIP included:

- Addition of cash-based performance awards
- Addition of restricted stock units ("RSUs")

The changes to our 2012 LTIP were designed to continue providing a link to long-term stockholder value through equity awards, while also providing a more direct tie to the dialysis and related lab services line of business through cash-based performance awards targeting internal operating performance metrics consistent with our existing compensation philosophy. With the acquisition of HCP, we now have more than one major line of business, and we believe these LTIP changes help to align long-term executive performance with the respective distinct businesses.

Equity Awards

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 NEO and company performance and related objectives. The emphasis on stock-based compensation creates a commonality of interest between our NEOs and our stockholders. Grants of equity awards also serve as an important tool for attracting and retaining executives. To vest in equity awards and earn the full benefit of the award, the NEOs 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.

Each year, the Committee recommends to the full Board 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 held by participants 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 and incent our highest-potential and highest-performing employees and to attract new employees we expect to hire during the coming year. The Committee may also recommend the establishment of special purpose share budgets for proposed interim grants. After considering such recommendations, the Board approves a budget and delegates authority to the Committee to make awards to our executive officers and other employees.

The equity awards that are granted to our NEOs are generally made annually (typically in the first half of the year). Discretionary interim awards to our NEOs may be made during the year to address special circumstances, such as retention concerns, promotions and special performance recognition awards, and new hire awards. Our annual equity awards are generally awarded upon the completion of performance reviews and in connection with the 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 2011 Incentive Award 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

The majority of our equity awards to NEOs are in the form of stock-settled stock appreciation rights ("SSARs"), which only derive value if the market value of our common stock increases. 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. SSARs granted in 2012 vest 50% each on April 1, 2015 and April 1, 2016.

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Restricted Stock Units

We also award RSUs to our NEOs from time to time as part of our compensation program. RSUs are granted under the 2011 Incentive Award Plan and typically vest with the passage of time over a period of three or more years, but the Committee may approve alternative vesting schedules based on performance, timing of vesting of individual outstanding grants and other retention related factors. We award RSUs because full value share awards can more closely align the interests of executives with stockholder interests by providing better parity between TSRs and the executive's gains or losses on the awards than is achievable with stock options or SSARs. In 2012, the Committee decided to increase the use of RSUs and permitted all of the NEOs (except Mr. Thiry whose LTIP award was granted solely in the form of SSARs) to elect to receive up to 100% of the value of their allocated equity awards in the form of RSUs. For this purpose, 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 Committee increased the use of RSUs in 2012 to ensure that our NEOs 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 in 2012 vest 50% each on May 15, 2015 and May 15, 2016, subject to a performance-based vesting condition for executives subject to Section 162(m) of the Internal Revenue Code. For this purpose, the Committee established a fiscal year 2013 non-GAAP operating income target of $1,567 million (the "2013 RSU Performance Condition"), measured on a basis consistent with the 2012 financial statements. For these purposes "non-GAAP operating income" is defined as operating income as presented under generally accepted accounting principles ("GAAP") in the Company's annual audited financial statements, adjusted to exclude any items which have been excluded from operating income in a non-GAAP presentation thereof in the company's quarterly earnings press releases covering the subject periods. If the 2013 RSU Performance Condition is achieved, the NEOs are eligible to continue vesting in their RSU award.

Cash-Based Performance Awards

In 2012, the Committee granted cash-based performance awards to all of our NEOs with the exception of Mr. Thiry, whose LTIP award was granted solely in the form of SSARs and Messrs. Borgen and Usilton who were no longer serving as executive officers on the date of grant. The Committee determines the target award value for NEOs' cash-based performance awards in a manner similar to how it determines the amount of equity awards to grant, that is, based on individual and company historical and expected performance, including an executive's ability to influence the targeted performance measure. The aggregate target value of cash-based performance awards available for allocation to our executives is approved by the full Board for administration by the Committee along with the aggregate equity award pool.

The 2012 cash-based performance awards for NEOs have a two-year performance period commencing January 1, 2013 and ending December 31, 2014. These cash-based performance awards are structured to satisfy the requirements of Section 162(m) of the Internal Revenue Code. For this purpose, the Committee established a fiscal year non-GAAP operating income target of $1,567 million (the "2013 Cash-Based Award Performance Condition"), measured on a basis consistent with the 2012 financial statements. For these purposes "non-GAAP operating income" is defined as operating income as presented under generally accepted accounting principles ("GAAP") in the Company's annual audited financial statements, adjusted to exclude any items which have been excluded from operating income in a non-GAAP presentation thereof in the company's quarterly earnings press releases covering the subject periods. Cash-based performance-based awards granted in 2012 vest 100% on April 1, 2015, subject to the 2013 Cash-Based Award Performance Condition being met and the level of achievement of the additional performance metrics discussed below. If the 2013 Cash-Based Award Performance Condition is achieved, the NEOs are eligible to continue to vesting in their cash-based performance awards.

Under the terms of the 2011 Incentive Award Plan, the maximum amount of any cash-based performance award payable to any executive is $10,000,000. However, the Committee established target award values for each NEO at the time of grant, which amounts are substantially lower than the maximum under the 2011 Incentive Award Plan. In addition to the 2013 Cash-Based Award Performance Condition, the Committee also considers the level of achievement relative to certain additional performance metrics. Specifically, the Committee established an operating income target for the dialysis and related lab services operating segment (the "Dialysis Segment"), as presented in the company's annual financial statements to be filed with the SEC for the fiscal year ended December 31, 2014, adjusted to include:

(i) profit sharing expense at the amounts budgeted and approved by the Board for the fiscal year; and

(ii) any equity income attributable to Company investments within the Dialysis Segment;

and adjusted to exclude:

(iii) any stock-based compensation expense;

(iv) any other compensation expense attributable to the Company's long-term incentive program;

(v) any non-controlling interest charges attributable to operations within the Dialysis Segment; and

(vi) any items attributable to the Dialysis Segment which have been excluded from the Company's GAAP financial results in a non-GAAP presentation that has been reported in the Company's quarterly earnings press releases covering the subject periods;

(operating income for the Dialysis Segment adjusted as described above, the "Adjusted Dialysis & Lab OI") of $1,535 million. The table below provides the guidelines established by the Committee to determine the percentage of target value payable upon achievement of the Adjusted Dialysis & Lab OI.

2014 Adjusted Dialysis & Lab OI *($ in millions)*		Percentage of Target Value Earned
≥ $	1,742	250%
$	1,671	200%
$	1,602	150%
$	1,535	100%
$	1,470	50%
<$	1,470	0%

The Percent of Target Value Earned is interpolated for performance between the points indicated in the table above on a straight-line basis.

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Determining LTIP Award Amounts

The Committee reviews the annual LTIP award recommendations for our NEOs and other executives in advance of the grant date with the input of our CEO. Based upon a review of equity award shares available, their dilutive effect on stockholders, long-term share budgeting restrictions, cash-based performance award dollars available and recommendations from management, the Committee recommends aggregate equity and cash LTIP award pools for the year for approval by the Board. In considering how to distribute the equity and cash-based performance award units in the respective LTIP award pools, our CEO, together with a team that includes our interim 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 amount and number of cash and equity LTIP award units that should be granted and the appropriate vesting schedules and performance conditions 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 and motivate performance 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 when making prospective award decisions.

In 2012, the annual equity awards granted to our NEOs were made in the form of SSARs and RSUs, with such SSARs and RSUs being granted pursuant to our 2011 Incentive Award Plan. Similar to the analysis that the Committee makes in determining the annual performance-based cash compensation, the Committee considers overall company and individual performance. For the LTIP awards granted in 2012, the Committee reviewed the findings and recommendations of the CEO for NEOs other than himself and considered each NEO's individual performance since the last grant.

The Committee also evaluates the market competitiveness of the company's compensation for its NEOs and other executive officers by analyzing its historical and proposed compensation changes in light of compensation practices among its comparator peer group as provided in an annual assessment by Compensia, the Committee's independent compensation consultant. After taking into account the elements set forth above, the Committee approved LTIP award grants to our NEOs in 2012. All of the SSARs, RSUs and cash-based performance awards granted to our NEOs were granted on December 18, 2012 after the completion of the review by the Committee. The table below shows the aggregate number of shares subject to SSARs and RSUs, and the base target value of the cash-based performance awards granted to each of our NEOs in 2012 serving at the time of grant.

NEO	Shares Subject to SSARs (#)	Number of RSUs (#)	Target Cash-Based Performance Award Value ($)
Kent J. Thiry	500,000	-	-
Dennis L. Kogod	56,250	14,063	$ 2,457,000
Javier J. Rodriguez	56,250	14,063	$ 2,457,000
James K. Hilger	20,000	-	$ 437,000
Kim M. Rivera	5,000	1,250	$ 328,000

The SSAR and RSU awards above vest 50% each in the third and fourth years from the date of grant for all of the above NEOs. The cash-based performance awards will vest 100% on April 1, 2015, subject to their performance conditions.

Interim discretionary grants are also occasionally recommended by our CEO and management and reviewed by the Committee as a part of mid-year performance evaluations, special projects participation, new hires and other factors.

Appreciation RSUs

In 2012, the Committee approved the award of appreciation RSUs to certain eligible executives, including our NEOs, in acknowledgement of their contributions to the increased value of the company and successful acquisition of HCP and ongoing related integration. The appreciation RSUs were granted pursuant to the 2011 Incentive Award Plan. The appreciation awards are structured to satisfy the requirements of Section 162(m) of the Internal Revenue Code. For this purpose, the Committee established a 2013 non-GAAP operating income target of $1,567 million (the "2013 Appreciation RSU Performance Condition"), measured on a basis consistent with the 2012 financial statements.

The Committee determined that these appreciation share awards will vest 50% each on May 15, 2015 and May 15, 2016, subject to the performance condition being met. If the 2013 Appreciation RSU Performance Condition is achieved, the NEOs are eligible to continue vesting in their appreciation RSU awards. The table below provides the number of appreciation awards granted to our NEOs in 2012.

Name	Number of Appreciation RSUs
Kent J. Thiry	72,084
Dennis L. Kogod	22,403
Javier J. Rodriguez	22,403
James K. Hilger	3,983
Kim M. Rivera	1,991

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Personal Benefits and Perquisites

As described above, our compensation programs for NEOs emphasize compensation based on performance and compensation which serves to align our NEOs' interests with those of our stockholders. As a result, the Committee has determined that the company should provide few perquisites to NEOs. 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 NEOs in light of the demands on these individuals' time. The perquisites and personal benefits available to our NEOs are reviewed annually by the Committee.

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

Our CEO is authorized by the 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 CEO's aggregate compensation package, the 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 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 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 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 NEOs, 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 NEOs, 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 NEOs. 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 NEOs, the departure of the NEO following a change of control of our company. Each agreement is individually negotiated and the terms vary. When entering into employment agreements with our NEOs, we attempt to provide severance and change of control benefits which strike a balance between providing sufficient protections for the NEO 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 HealthCare Partners 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 NEOs provide for severance benefits and therefore none of the NEOs is eligible to participate in the DaVita Severance Plan. See "Potential Payments Upon Termination or Change of Control" beginning on page 57 of this Proxy Statement for a description of the severance and change of control arrangements set forth in our employment agreements with the NEOs.

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. 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 NEOs prior to or following a change of control. See "Potential Payments Upon Termination or Change of Control" beginning on page 57 of this Proxy Statement for more information regarding accelerated vesting under our stock-based award agreements.

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Process For Determining Neo Compensation

Role of Independent Compensation Committee

Our executive compensation and benefits programs are designed and administered under the direction and control of the Committee. Our 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.

When recruiting new executives, the Committee and our CEO 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 Committee and CEO, 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 NEOs 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 NEOs are based on their individual roles and responsibilities within the company and their relative individual performance. The Committee uses its judgment in awarding compensation to our NEOs in accordance with the overall objectives of the company's compensation programs.

The Committee takes into consideration a number of factors when determining the elements and amounts of compensation awarded to our NEOs, 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 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 NEO's contributions in those areas, can have a significant impact on NEO compensation.

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

The Committee evaluates our CEO's performance at the same time it sets the compensation of the other NEOs. When evaluating the performance of our CEO and making decisions about his compensation, the Committee considers overall company performance as part of the assessment of our CEO's performance but does not rely on the achievement of specific objectives to determine his compensation. The Committee also considers a self-assessment prepared by our CEO. As part of this self-assessment, our CEO reviews with the 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 Committee engages an outside independent consultant to conduct an in-depth analysis of our CEO's performance as a manager during the year. The most recent assessment took place in 2011. This evaluation involves a rigorous assessment of our CEO's performance by members of the senior management team. The results of this assessment are reviewed by the Board and the Committee and is one of the many factors considered when making compensation decisions. As further described below, the Committee's independent compensation consultant provides the Committee with an analysis of comparative market data on the cash, stock-based compensation and total compensation for senior executives, including the CEO, at a group of comparable companies within our industry. The compensation package for our CEO is approved by the Committee, subject to ratification by the independent members of the Board.

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Role of Independent Compensation Consultant

The Committee has selected and directly retains the services of Compensia, an independent national compensation consulting firm. The 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 prior approval of the chair of the Committee. Compensia only provides compensation consulting services to the Committee, and works with the company's management only on matters for which the Committee is responsible. The Committee has assessed the independence of Compensia pursuant to the rules of the SEC and concluded that Compensia's work for the Committee does not raise any conflicts of interest. The 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 NEOs.

Market Competitiveness

We evaluate the overall competitiveness of our executives' total direct compensation each year in order to assist in executive retention. For 2012, the Committee retained Compensia to perform a comprehensive market analysis of our executive compensation programs and pay levels.

In 2013, Compensia provided the 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 Committee 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.	106.6%	$ 3,581	$ 234	$ 14,104
Coventry Health Care, Inc.	54.4%	$ 8,289	$ 457	$ 13,980
Express Scripts, Inc.	4.4%	$ 44,363	$ 1,120	$ 79,070
HCA Holdings, Inc.	82.1%	$ 16,092	$ 1,505	$ 34,848
Health Management Associates, Inc.	62.8%	$ 2,656	$ 147	$ 8,397
Health Net, Inc.	(27.8%)	$ 2,266	$ 121	$ 11,238
HealthSouth Corporation	23.7%	$ 2,164	$ 188	$ 2,127
Kindred Healthcare, Inc.	(12.1%)	$ 570	$ (31)	$ 6,164
Laboratory Corporation of America Holdings	(2.1%)	$ 8,456	$ 586	$ 5,632
Lincare Holdings Inc. [5]	N/A	N/A	N/A	N/A
Magellan Health Services, Inc.	5.1%	$ 1,451	$ 144	$ 3,099
MEDNAX Services, Inc.	20.1%	$ 4,329	$ 241	$ 1,817
Omnicare, Inc.	20.1%	$ 4,364	$ 187	$ 6,168
Quest Diagnostics Incorporated	1.1%	$ 9,042	$ 556	$ 7,469
Tenet Healthcare, Inc.	83.5%	$ 4,151	$ 33	$ 9,062
Universal Health Services, Inc.	39.0%	$ 5,475	$ 403	$ 7,369
Summary Statistics:				
75th Percentile	58.7%	$ 7,364	$ 521	$ 12,609
50th Percentile	20.1%	$ 4,329	$ 234	$ 7,369
DaVita	41.1%	$ 11,263	$ 536	$ 8,186
DaVita Percentage Rank	65%	68%	77%	60%

(1) The Company's peer group was compiled by Compensia and approved by the Committee.

(2) Data as of January 31, 2013.

(3) Data as of February 12, 2013.

(4) Financial data generally publicly available as of February 6, 2013.

(5) Lincare Holdings Inc. was acquired by The Linde Group in August 2012 and was excluded from percentile calculations, but its compensation was included in Compensia's analysis of comparative market data.

In 2012, the Committee used the comparator peer group described above. The Committee considered the market data information in Compensia's 2012 report, along with other factors, in determining 2012 base salary amounts, 2012 bonus amounts for 2011 performance, and LTIP awards granted in December 2012.

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Like our 2012 peer group, our 2013 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 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 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 Compensia was used to provide context for the compensation decisions made in 2013 for 2012 performance, but the Committee's decisions were not directly related to or otherwise based upon the comparative data. Instead, the Committee used this comparative data as one of many factors considered to set the compensation for our NEOs. The 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 NEOs in 2012 was higher than the median for comparable companies.

In its 2013 report, Compensia found that the total direct compensation for our NEOs clusters above 75% of our 16-company 2012 comparator peer group. In approving executive compensation, the Committee considered that the company's market capitalization is at the 68th percentile of our 2012 comparator peer group and the company's size, in terms of net income and revenue, is greater than the median of our 2012 comparator peer group. Further, the Committee notes that the company's TSR was above the 75th percentile for one-year TSR and above the 60th percentile for five-year compound average annual TSR of its industry peers (i.e., companies in the same GICS group as the company) and above the 75th percentile for one-year TSR and above the 60th percentile for five-year and ten-year compound average annual TSRs of the 2012 comparator peer group companies. The company 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 Committee also considers each NEO'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.

Risk Considerations In Our Compensation Program

The 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 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 to recover bonuses, incentive and equity-based compensation from executive officers and members of the Board;
- stock ownership guidelines; and
- significant independent Committee oversight.

Compensation Policies & Practices

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 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 stock appreciation rights (including 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 for our current NEOs is 5.0 for Mr. Thiry, 3.0 for Messrs. Kogod and Rodriguez, 2.0 for Mr. Usilton and Ms. Rivera, and 1.0 for Mr. Hilger. As of December 31, 2012, all of the NEOs meet or exceed our share ownership policy and guidelines.

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Policy Regarding Clawback of Bonuses and Incentive Compensation

In 2010, the Board adopted a clawback policy that permits the Board to recover bonuses, incentive and equity-based compensation from executive officers and members of the Board 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 vested more than three years prior to the date the applicable restatement is disclosed.

Tax And Accounting Considerations

When reviewing compensation matters, the 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 NEOs 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). While the Committee recognizes the desirability of preserving the deductibility of payments made to the NEOs, the Committee believes that it must maintain flexibility in its approach in order to structure a program that is the most effective in attracting, motivating and retaining the company's key executives.

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 additional 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 NEOs, so that they are either exempt from, or satisfy the requirements of, Section 409A of the Internal Revenue Code.

The company accounts for stock-based compensation in accordance with FASB ASC Topic 718, which requires the company 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 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 approximate respective fair values.

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COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board is currently composed of three independent, non-employee directors. The Compensation Committee oversees the company's compensation programs on behalf of the Board. 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 that the Compensation Discussion and Analysis be included in the company's Proxy Statement for the company's 2013 annual meeting of stockholders and the company's annual report on Form 10-K.

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.

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EXECUTIVE COMPENSATION

2012 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	2012	$ 1,050,000	$ 200,000	$ 7,978,044	$ 12,074,350	$ 5,000,000	$ 496,727	$ 26,799,121
	2011	$ 1,050,000	$ 200,000	—	$ 12,057,190	$ 3,750,000	$ 484,455	$ 17,541,645
	2010	$ 1,020,000	$ 200,000	$ 4,755,000	$ 4,729,560	$ 3,125,000	$ 291,483	$ 14,121,043
Dennis L. Kogod Chief Operating Officer	2012	$ 800,004	$ 116,000	$ 4,038,057	$ 1,358,364	$ 1,400,000	$ 45,877	$ 7,758,302
	2011	$ 800,010	$ 116,000	—	$ 6,028,575	$ 1,750,000	$ 107,383	$ 8,803,968
	2010	$ 727,075	$ 116,000	$ 2,377,500	$ 2,364,780	$ 1,500,000	$ 17,095	$ 7,104,450
Javier J. Rodriguez President	2012	$ 700,001	$ 76,423	$ 4,038,057	$ 1,358,364	$ 1,400,000	$ 110,638	$ 7,681,483
	2011	$ 549,990	—	—	$ 3,835,683	$ 760,000	$ 35,379	$ 5,171,032
	2010	$ 544,990	—	$ 665,700	$ 457,814	$ 1,000,000	$ 50,375	$ 2,718,879
Lura A. Borgen[6] Former Chief Financial Officer	2012	$ 164,423	—	—	—	—	$ 234	$ 164,657
	2011	$ 450,000	—	—	$ 452,422	$ 100,000	$ 680	$ 1,003,082
	2010	$ 346,154	$ 282,976	$ 962,850	$ 857,702	$ 96,000	$ 2,500	$ 2,628,182
James K. Hilger Interim Chief Financial Officer and Chief Accounting Officer	2012	$ 326,925	$ 360,000	$ 440,838	$ 482,974	—	$ 561	$ 1,811,298
Kim M. Rivera Chief Legal Officer and Corporate Secretary	2012	$ 499,994	$ 216,000	$ 358,714	$ 120,744	$ 215,000	$ 561	$ 1,411,013
	2011	$ 465,376	$ 896,000	—	$ 1,446,858	$ 180,000	$ 880	$ 2,988,894
Thomas O. Usilton, Jr.[7] Senior Vice President	2012	$ 484,614	$ 1,000,000	—	—	$ 335,000	$ 56,304	$ 1,875,918

(1) The amounts reported in this column represent discretionary bonuses, including retention, relocation, signing and transaction 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 annual incentive bonuses are also included in this column; except that the cash component of any bonus awarded under our EIP is included in the "Non-Equity Incentive Plan Compensation" column. For 2012, our NEOs received relocation bonuses as follows: Mr. Thiry - $200,000; Mr. Kogod - $116,000; Mr. Rodriguez - $76,423; and Ms. Rivera - $114,000. The amount reported also includes the following: for Mr. Hilger, an annual performance-based cash bonus of $160,000 and a $200,000 discretionary bonus; for Ms. Rivera, a $102,000 discretionary bonus; and for Mr. Usilton, a $1,000,000 retention bonus as further described under "Compensation Discussion and Analysis – Elements of Compensation – Relocation and Retention Bonuses."

(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 in accordance with 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, 2012 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 in accordance with 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, 2012 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 "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 by our NEOs is included in their personal income in accordance with applicable tax regulations.

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Name and Principal Position	Year	Aircraft Usage[a] ($)	Life Insurance Premiums ($)	Total All Other Compensation ($)
Kent J. Thiry	2012	$ 487,378	$ 1,348	$ 488,727
Dennis L. Kogod	2012	$ 45,221	$ 656	$ 45,877
Javier J. Rodriguez	2012	$ 110,077	$ 561	$ 110,638
Luis A. Borgen	2012	—	$ 234	$ 234
James K. Hilger	2012	—	$ 561	$ 561
Kim M. Rivera	2012	—	$ 561	$ 561
Thomas O. Usilton, Jr.	2012	$ 58,023	$ 281	$ 58,304

(a) For purposes of calculating the incremental costs to the company of each NEO'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.

(6) Mr. Borgen served as our chief financial officer through April 15, 2012.

(7) Mr. Usilton is no longer an executive officer of the company effective April 1, 2012, and has been employed by the company on only a part-time basis since such date.

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 30, 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 enables us to carry forward his vision 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 Committee and the independent directors in accordance with the 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 and December 31, 2012. 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 CEO and/or the Board or the Committee.

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 CEO and/or the Board or the Committee.

We entered into an employment agreement with Mr. Hilger effective September 22, 2005. This agreement was subsequently amended effective December 12, 2008 and December 27, 2012. 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 CEO and/or the Board or the 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 CEO and/or the Board or the Committee.

We entered into an employment agreement with Mr. Usilton effective August 16, 2004. This agreement was subsequently amended effective December 15, 2008 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 CEO and/or the Board or the Committee. Effective April 1, 2012, Mr. Usilton is no longer an executive officer of the company and since that date has been employed by the company on only a part-time basis.

For a description of certain termination and change of control provisions included in the employment agreements for our NEOs, please see "Potential Payments Upon Termination or Change of Control" beginning on page 57 of this Proxy Statement.

The following table sets forth information concerning awards made to each of the NEOs under the company's EIP and equity compensation plans during 2012.

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2012 Grants of Plan-Based Awards

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards[1][2] Threshold ($)	Target ($)	Maximum ($)	All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Options Awards: Number of Securities Underlying Options (#)[5]	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)[6]
Kent J. Thiry	—[1]		$ 1,050,000	$ 5,000,000	—	—	—	—
	12/18/2012		—	—	—	500,000	$ 110.68	$ 12,074,350
	12/18/2012		—	—	72,064[3]	—	—	7,976,044
Dennis L. Kogod	—[1]		$ 1,500,000	$ 5,000,000	—	—	—	—
	—[2]	$ 1,228,500	$ 2,457,000	$ 10,000,000	—	—	—	—
	12/18/2012		—	—	—	58,250	$ 110.68	$ 1,356,364
	12/18/2012		—	—	22,403[3]	—	—	$ 2,479,564
	12/18/2012		—	—	14,063[3]	—	—	$ 1,556,483
Javier J. Rodriguez	—[1]		$ 750,000	$ 2,500,000	—	—	—	—
	—[2]	$ 1,228,500	$ 2,457,000	$ 10,000,000	—	—	—	—
	12/18/2012		—	—	—	58,250	$ 110.68	$ 1,356,364
	12/18/2012		—	—	22,403[3]	—	—	$ 2,479,564
	12/18/2012		—	—	14,063[4]	—	—	$ 1,556,483
James K. Hilger[7]	—[2]	$ 218,500	$ 437,000	$ 10,000,000	—	—	—	—
	12/18/2012		—	—	—	20,000	$ 110.68	$ 482,974
	12/18/2012		—	—	3,983[3]	—	—	$ 440,838
Luis A. Borgen[1][8]	—		$ 100,000	$ 2,500,000	—	—	—	—
Kim M. Rivera	—[1]		$ 180,000	$ 2,500,000	—	—	—	—
	—[2]	$ 164,000	$ 328,000	$ 10,000,000	—	—	—	—
	12/18/2012		—	—	—	5,000	$ 110.68	$ 120,744
	12/18/2012		—	—	1,991[3]	—	—	$ 220,364
	12/18/2012		—	—	1,250[4]	—	—	$ 138,350
Thomas O. Usilton, Jr.[1][9]	—		$ 0	$ 2,500,000	—	—	—	—

(1) *For 2012, non-equity incentive awards to Messrs. Thiry, Kogod, Rodriguez and Usilton and Ms. Rivera were made under the EIP. The "maximum" amounts shown in the table above reflect the largest possible cash payments under the EIP for the 2012 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, Rodriguez, Borgen and Usilton and Ms. Rivera, because the 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 2011. The EIP provides that the Committee may use "negative discretion" to award any amount that does not exceed the maximum. In each case, the cash bonus amounts actually earned by Messrs. Thiry, Kogod, Rodriguez and Usilton and Ms. Rivera in 2012 are reported in the "Non-Equity Incentive Plan Compensation" column of the "2012 Summary Compensation Table." For a description of the EIP, see "Compensation Discussion and Analysis—Elements of Compensation—Annual Performance-Based Cash Compensation—Executive Incentive Plan" in this Proxy Statement.*

(2) *Non-equity incentive awards were also granted under the 2011 Incentive Award Plan in the form of cash-based performance awards to Messrs. Kogod, Rodriguez and Hilger and Ms. Rivera on December 18, 2012. The "maximum" amounts shown in the table above reflect the largest possible payments under the cash-based performance awards for the 2013-2014 performance period for purposes of qualifying the plan under Section 162(m) of the Code. The amounts shown in the "Threshold" column reflect the threshold cash-based performance award which is 50% of the amount shown in the "Target" column. The maximum amount of any cash-based performance award payable to any executive officer is $10,000,000. However, the target award values for each of the NEOs at the time of grant is substantially lower than the maximum and are set forth in the column entitled "Target" above. For a description of the cash-based performance awards, see "Compensation Discussion and Analysis—Elements of Compensation—Long-Term Incentive Program—Cash-Based Performance Awards" in this Proxy Statement.*

(3) *This number represents time vested RSUs granted under the 2011 Incentive Award Plan. For a description of the RSU awards, see "Compensation Discussion and Analysis—Elements of Compensation—Long-Term Incentive Program—Equity Awards—Restricted Stock Units" in this Proxy Statement.*

(4) *This number represents RSUs granted under the 2011 Incentive Award Plan. For a description of the RSUs, see "Compensation Discussion and Analysis—Elements of Compensation—Long-Term Incentive Program—Restricted Stock Units" in this Proxy Statement.*

(5) *This number represents SSARs awarded under the 2011 Incentive Award Plan. For a description of the SSARs, see "Compensation Discussion and Analysis—Elements of Compensation—Long-Term Incentive Program—Equity Awards—Stock Appreciation Rights" in this Proxy Statement.*

(6) *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, 2012 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FASB ASC Topic 718.*

(7) *Mr. Hilger did not participate in the EIP in 2012. Accordingly, the incentive award earned by Mr. Hilger for his 2012 performance is reported in the "Bonus" column of the "2012 Summary Compensation Table" in this Proxy Statement.*

(8) *Mr. Borgen received no grants of equity-based awards and did not earn any cash bonus amount under the EIP for the year ended December 31, 2012.*

(9) *Mr. Usilton received no grants of equity-based awards for the year ended December 31, 2012.*

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Narrative to the Grants of Plan-Based Awards Table

Awards

See "Compensation Discussion and Analysis—Elements of Compensation—Annual Performance-Based Cash Compensation—Executive Incentive Plan," and "Compensation Discussion and Analysis—Elements of Compensation—Long-Term Incentive Program" in this Proxy Statement for a description of the EIP, and grants of cash-based performance awards, SSARs, and RSUs.

The following table sets forth information concerning outstanding stock options and SSARs and unvested stock awards held by each of the NEOs at December 31, 2012.

2012 Outstanding Equity Awards at Fiscal Year-End

		Option Awards				Stock Awards	
Name	Grant Date	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	3/2/2009	321,666[2]	108,334[2]	$ 46.26	3/2/2014	—	—
	3/31/2010	206,250[3]	93,750[3]	$ 63.40	3/31/2015	—	—
	4/13/2011	—	500,000[5]	$ 86.70	4/13/2016	—	—
	12/18/2012	—	500,000[8]	$ 110.68	12/18/2017	—	—
	3/31/2010	—	—	—	—	37,500[7]	$ 4,144,875
	12/18/2012	—	—	—	—	72,064[8]	$ 7,965,234
Dennis L. Kogod	3/2/2009	—	58,334[2]	$ 46.26	3/2/2014	—	—
	3/31/2010	13,375[3]	46,875[3]	$ 63.40	3/31/2015	—	—
	4/13/2011	—	250,000[5]	$ 86.70	4/13/2016	—	—
	12/18/2012	—	56,250[8]	$ 110.68	12/18/2017	—	—
	3/31/2010	—	—	—	—	18,750[7]	$ 2,072,438
	12/18/2012	—	—	—	—	14,063[10]	$ 1,554,383
	12/18/2012	—	—	—	—	22,403[9]	$ 2,476,204
Javier J. Rodriguez	3/6/2009	64,166[2]	10,834[2]	$ 45.72	3/6/2014	—	—
	3/31/2010	16,333[4]	11,667[4]	$ 63.40	3/31/2015	—	—
	4/13/2011	—	130,000[5]	$ 86.70	4/13/2016	—	—
	12/8/2011	—	40,000[5]	$ 73.82	12/8/2016	—	—
	12/18/2012	—	56,250[8]	$ 110.68	12/18/2017	—	—
	3/31/2010	—	—	—	—	7,000[11]	$ 773,710
	12/18/2012	—	—	—	—	14,063[10]	$ 1,554,383
	12/18/2012	—	—	—	—	22,403[9]	$ 2,476,204
Luis A. Borgen[14]	—	—	—	—	—	—	—
James K. Hilger	3/2/2009	—	3,334[2]	$ 46.26	3/2/2014	—	—
	3/31/2010	416[4]	2,084[4]	$ 63.40	3/31/2015	—	—
	4/13/2011	—	17,500[5]	$ 86.70	4/13/2016	—	—
	12/18/2012	—	20,000[5]	$ 110.68	12/18/2017	—	—
	3/31/2010	—	—	—	—	1,667[12]	$ 184,254
	12/18/2012	—	—	—	—	3,983[9]	$ 440,241
Kim M. Rivera	1/8/2010	7,500[2]	25,000[2]	$ 61.00	1/8/2015	—	—
	4/13/2011	—	60,000[5]	$ 86.70	4/13/2016	—	—
	12/18/2012	—	5,000[8]	$ 110.68	12/18/2017	—	—
	1/8/2010	—	—	—	—	5,000[13]	$ 552,650
	12/18/2012	—	—	—	—	1,250[10]	$ 138,163
	12/18/2012	—	—	—	—	1,991[9]	$ 220,085
Thomas O. Usilton, Jr.	3/2/2009	—	8,333[2]	$ 46.26	3/2/2014	—	—

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(1) The market value of shares or units of stock that have not vested reflects the $110.53 closing price of our stock on December 31, 2012, 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 33% on the second anniversary and 8.33% every three months thereafter from the grant date.
(5) These SSARs vest 50% on the third and fourth anniversaries of the grant date.
(6) These SSARs vest 50% each on April 1, 2015 and April 1, 2016.
(7) These RSUs vest in equal installments on each of May 15, 2013 and May 15, 2014.
(8) These SSARs vest 33% on the second, third and fourth anniversaries of the grant date.
(9) These RSUs vest 50% on each of May 15, 2015 and May 15, 2016.
(10) These RSUs vest 50% on May 15, 2015 and May 15, 2016, subject to the satisfaction of the 2013 RSU Performance Condition.
(11) The remaining 60% of these RSUs will vest 33% on each of May 15, 2013 and May 15, 2014.
(12) These RSUs vest 30% on each of the second, third and fourth anniversaries of the date of grant.
(13) These RSUs vest 33% on the third anniversary and 11.11% every four months thereafter from the date of grant.
(14) Mr. Borgen had no outstanding equity awards as of December 31, 2012.

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 NEOs during 2012.

2012 Option Exercises and Stock Vested

	Option Awards		Stock Awards	
Name	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	1,020,000	$ 57,165,534	18,750	$ 1,541,813
Dennis L. Kogod	377,250	$ 17,625,017	9,375	$ 770,906
Javier J. Rodriguez	282,500	$ 13,480,959	8,833	$ 802,094
Luis A. Borgen	10,000	$ 238,155	—	—
James K. Hilger	29,166	$ 1,178,475	833	$ 68,498
Kim M. Rivera	20,000	$ 863,534	—	—
Thomas O. Usilton, Jr.	123,534	$ 4,508,038	600	$ 49,338

(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 RSUs by the closing price for our common stock on the date of vesting, as reported by the NYSE.

No Pension Benefits

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

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Non-Qualified Deferred Compensation

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

2012 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	$ 2,488,462(2)	—	$ 483,417	$ (287,371)	$ 5,387,817(3)
Dennis L. Kogod					
Executive Retirement Plan	—	—	$ 31,692	—	$ 220,054
Javier J. Rodriguez					
Voluntary Deferral Plan	—	—	$ 69,414	—	$ 460,411(3)
Luis A. Borgen (4)	—	—	—	—	—
James K. Hilger (4)	—	—	—	—	—
Kim M. Rivers (4)	—	—	—	—	—
Thomas O. Usilton, Jr.					
Voluntary Deferral Plan	—	—	$ 36,911	$ (12,371)	$ 390,705

(1) 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 2012 as well as compensation earned in 2011 but paid in 2012 which is included in the "Non-Equity Incentive Plan Compensation" column in the Summary Compensation Table for 2011.

(3) Mr. Thiry deferred $2,448,462 in 2012, $1,443,750 in 2011 and $772,596 in 2009 into the Voluntary Deferral Plan.

(4) Messrs. Borgen and Hilger and Ms. Rivers did not participate in any of the company's nonqualified deferred compensation plans in 2012.

Voluntary Deferral Plan

The 2012 Nonqualified Deferred Compensation Table presents amounts deferred under our Voluntary Deferral Plan.

Contributions

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.

Payment of benefits

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.

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Executive Retirement Plan

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

General Terms and Definitions

For purposes of the employment agreements with each of our NEOs 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 CEO 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 the executives 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, 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 CEO 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.

"Material Cause" is defined in the employment agreement of Mr. Usilton as any of the following: (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

Except with respect to Messrs. Thiry and Usilton, 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 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 CEO of the company for at least one year after the Change of Control or becomes the CEO 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. The definition of "change of control" in Mr. Usilton's employment agreement requires only a 40% threshold of total voting power in clause "(i)."

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"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.

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 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 CEO of the company for the twelve months prior to such transaction continues as the CEO or executive chairman of the Board of Directors of the company or becomes the CEO 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 CEO 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 CEO of the company for the twelve months prior to such transaction ceases to be CEO 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 CEO or executive chairman of the Board of Directors.

With respect to Mr. Usilton's employment agreement, "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.

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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 for each of our NEOs, under the circumstances described below, assuming that their employment was terminated on December 31, 2012. For a description of the value of stock-based awards held by Messrs. Thiry, Kogod, Rodriguez, Hilger and Utsilon 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	—	$ 5,000,000[2]	—	—	—	$ 5,000,000
Disability	—	$ 5,000,000[2]	—	—	—	$ 5,000,000
Involuntary Termination without Cause	$ 13,482,500[3]	$ 5,000,000[4]	$ 68,964[5]	$ 380,456[6]	—	$ 18,911,920
Involuntary Termination without Cause (prior to age 62)[7]	$ 6,731,250[3]	$ 5,000,000[4]	$ 68,964[5]	$ 380,456[6]	—	$ 12,180,670
Resignation for Good Reason	$ 13,962,500[3]	$ 5,000,000[4]	$ 68,964[5]	$ 380,456[6]	—	$ 19,411,920
Dennis L. Kogod						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	$ 800,000[9]	$ 1,750,000[10]	—	—	—	$ 2,550,000
Resignation Following a Good Cause Event Unrelated to a Change of Control	$ 800,000[9]	$ 1,750,000[10]	—	—	—	$ 2,550,000
Resignation Following a Good Cause Event after a Change of Control	$ 1,600,000[11]	$ 1,750,000[12]	—	—	—	$ 3,350,000
Javier J. Rodriguez						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	$ 1,050,000[12]	$ 750,000[13]	—	—	—	$ 1,800,000
Resignation for Good Cause	$ 1,050,000[12]	$ 750,000[13]	—	—	—	$ 1,800,000
Resignation Following a Good Cause Event after a Change of Control	$ 1,400,000[14]	$ 750,000[13]	—	—	—	$ 2,150,000
James K. Hilger						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	$ 350,000[15]	—	$ 21,658[16]	—	—	$ 371,658
Kim M. Rivera						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	$ 500,000[17]	$ 180,000[18]	—	—	—	$ 680,000
Resignation Following a Good Cause Event	$ 500,000[17]	$ 180,000[18]	—	—	—	$ 680,000
Thomas O. Utsilon, Jr.						
Death	—	—	—	—	—	—
Disability	$ 500,000[19]	—	—	—	—	$ 500,000
Involuntary Termination for Other than Material Cause	$ 500,000[19]	—	$ 5,763[20]	—	—	$ 505,763
Termination not for Material Cause after Change of Control	$ 1,000,000[21]	—	$ 5,763[20]	—	—	$ 1,005,763
Resignation after Constructive Discharge after Change of Control	$ 1,000,000[21]	—	$ 5,763[20]	—	—	$ 1,005,763

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- Mr. Borgen, our former chief financial officer, resigned effective April 15, 2012.

(1) Does not include any amounts payable to Messrs. Thiry, Rodriguez and Usilton pursuant to our Voluntary Deferral Plan which amounts are included in the 2012 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, 2012, Mr. Thiry had fully earned his bonus for 2012, 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, 2012, which was $1,050,000, and the average of Mr. Thiry's 2011 annual incentive bonus in the amount of $3,750,000 and Mr. Thiry's 2010 annual incentive bonus in the amount of $3,125,000.

(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, 2012, Mr. Thiry had fully earned his annual incentive bonus for 2012, 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 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, 2012, which was $1,050,000, and the average of Mr. Thiry's 2011 annual incentive bonus in the amount of $3,750,000 and Mr. Thiry's 2010 annual incentive bonus in the amount of $3,125,000.

(9) Mr. Kogod will be entitled to receive his salary for the one-year period following his termination or resignation. As of December 31, 2012, 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. This severance amount is reported as the bonus paid to Mr. Kogod for 2011, which was $1,750,000.

(11) Mr. Kogod will be entitled to receive his salary for the two-year period following his resignation for good cause following a change in control.

(12) Mr. Rodriguez will be entitled to receive his salary for the 18-month period following his termination or resignation for good cause. As of December 31, 2012, 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. This severance amount is reported as the bonus paid to Mr. Rodriguez for 2011, which was $750,000.

(14) Mr. Rodriguez will be entitled to receive his salary for the two-year period following his resignation for good cause following a change in control.

(15) 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, 2012, Mr. Hilger's base salary was $350,000. 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.

(16) 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.

(17) Ms. Rivera will be entitled to receive her salary for the one-year period following her termination or resignation. As of December 31, 2012, Ms. Rivera's base salary was $500,000.

(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 2012 on December 31, 2012. This severance amount is reported as the incentive bonus paid to Ms. Rivera for 2011, which was $180,000.

(19) 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, 2012, Mr. Usilton's base salary was $500,000.

(20) 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.

(21) 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. As of December 31, 2012, Mr. Usilton's base salary was $500,000.

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 NEOs identified in the tables above will also receive the proceeds of the respective term life insurance policy for each NEO. The coverage amount for each NEO 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 $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.

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To receive the severance payments and benefits described above, each NEO must execute the company's standard severance and general release agreement. In addition, the employment agreements with each of our NEOs include confidentiality provisions that would apply until the confidential information becomes publicly available (other than through breach by the NEO). These employment agreements also include nonsolicitation provisions which prohibit each NEO 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 NEO's employment. However, with respect to 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 RSUs to our NEOs, 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 NEO's options or awards, or (ii) the NEO'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 NEO in accordance with the termination for Good Reason provisions of the NEO'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 NEO'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 NEOs as described above and assumes that the triggering event took place on December 31, 2012.

Name	Value of SSARs[1]	Value of Stock Awards[2]	Tax Gross-Up
Kent J. Thiry[3] [4]	$ 23,296,084	$ 12,110,109	—
Dennis L. Kogod	$ 11,915,845	$ 6,103,024	—
Javier J. Rodriguez	$ 5,814,317	$ 4,604,287	—
James K. Hilger	$ 729,520	$ 624,495	—
Kim M. Rivers	$ 2,668,050	$ 910,878	—
Thomas O. Usilton, Jr.	$ 535,562	—	—

(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, 2012, which was $110.53 per share, as reported by the NYSE.*

(2) *Values are based on the aggregate number of shares underlying RSUs multiplied by the closing sale price of our common stock on December 31, 2012, which was $110.53 per share, as reported by the NYSE.*

(3) *Pursuant to the terms of his employment agreement entered into on July 25, 2006, 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, 2012, 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 RSUs 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, 2012, 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 CEO of the company for the six months prior to such transaction becomes the CEO 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 CEO 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.

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COMPENSATION OF DIRECTORS

The following table sets forth information concerning the compensation of our non-employee directors during 2012. Mr. Thiry and Dr. Margolis also serve as members of the Board. As executive officers of the company, Mr. Thiry and Dr. Margolis do not receive any additional compensation for their services as members of the Board.

2012 DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash ($)[1]	Stock Awards ($)[2] [3] [4]	SSAR Awards ($)[5] [6]	Total ($)
Pamela M. Arway	$ 54,400	$ 110,217	$ 224,206	$ 388,823
Charles G. Berg	$ 65,000	$ 89,847	$ 224,206	$ 379,053
Willard W. Brittain, Jr.	$ 39,747	$ 11,005	$ 224,206	$ 274,958
Carol Anthony ("John") Davidson	$ 41,558	$ 76,001	$ 224,206	$ 341,764
Paul J. Diaz	$ 30,600	$ 56,378	$ 224,206	$ 311,184
Peter T. Grauer	$ 52,600	$ 221,288	$ 336,306	$ 610,194
John M. Nehra	$ 42,100	$ 80,409	$ 336,306	$ 458,817
William L. Roper	$ 55,600	$ 96,847	$ 336,306	$ 488,755
Roger J. Valine	$ 43,042	$ 93,689	$ 336,306	$ 473,050

(1) Consists of the amounts described below under "Annual Retainer," "Lead Independent Director and Committee Chairs 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 RSUs 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 RSUs for service as lead independent director which are deferred for one year from grant.

(3) The amounts shown in this column reflect the aggregate grant date fair value of all common stock awards and RSU awards granted to our directors during 2012 as estimated by the company in accordance with FASB ASC Topic 718. The grant date fair value of each such award is set forth below:

	Stock Awards		
Name*	Number of Shares of Stock or Units (#)	Grant Date	Grant Date Fair Value of Stock Awards ($)*
Pamela M. Arway	46	3/4/2012	$ 3,984
	92	3/8/2012	$ 8,078
	93	3/9/2012	$ 8,018
	33	3/31/2012	$ 2,978
	46	4/4/2012	$ 3,987
	136	4/26/2012	$ 11,969
	45	6/14/2012	$ 3,985
	31	6/30/2012	$ 3,045
	40	7/16/2012	$ 3,946
	81	7/18/2012	$ 7,970
	80	9/20/2012	$ 7,893
	29	9/30/2012	$ 3,005
	38	10/2/2012	$ 3,956
	97	10/3/2012	$ 10,447
	73	10/4/2012	$ 7,913
	76	12/6/2012	$ 8,054
	75	12/7/2012	$ 7,987
	27	12/31/2012	$ 2,884
TOTAL	1,138		$ 110,217

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	Stock Awards		
Name*	Number of Shares of Stock or Units (#)	Grant Date	Grant Date Fair Value of Stock Awards ($)*
Charles G. Berg	46	3/4/2012	$ 3,984
	92	3/8/2012	$ 8,078
	93	3/9/2012	$ 8,018
	33	3/31/2012	$ 2,976
	46	4/4/2012	$ 3,987
	136	4/26/2012	$ 11,999
	45	6/14/2012	$ 3,965
	31	6/30/2012	$ 3,045
	40	7/18/2012	$ 3,948
	81	7/19/2012	$ 7,970
	29	9/30/2012	$ 3,005
	38	10/2/2012	$ 3,956
	74	10/3/2012	$ 7,970
	73	10/4/2012	$ 7,913
	76	12/6/2012	$ 8,054
	75	12/7/2012	$ 7,987
	27	12/31/2012	$ 2,984
TOTAL	1,038		$ 99,847
Willard W. Brittain, Jr.	33	3/31/2012	$ 2,976
	91	4/26/2012	$ 8,029
TOTAL	124		$ 11,005
Carol Anthony ("John") Davidson	93	3/9/2012	$ 8,018
	33	3/31/2012	$ 2,976
	136	4/26/2012	$ 11,999
	31	6/30/2012	$ 3,045
	40	7/18/2012	$ 3,948
	81	7/19/2012	$ 7,970
	40	9/20/2012	$ 3,946
	45	9/30/2012	$ 4,662
	37	10/3/2012	$ 3,965
	73	10/4/2012	$ 7,913
	38	12/6/2012	$ 4,027
	75	12/7/2012	$ 7,987
	50	12/31/2012	$ 5,527
TOTAL	772		$ 76,001
Paul J. Diaz	93	3/9/2012	$ 8,018
	33	3/31/2012	$ 2,976
	91	4/26/2012	$ 8,029
	31	6/30/2012	$ 3,045
	81	7/19/2012	$ 7,970
	29	9/30/2012	$ 3,005
	73	10/4/2012	$ 7,913
	42	12/6/2012	$ 4,451
	75	12/7/2012	$ 7,987
	27	12/31/2012	$ 2,984
TOTAL	576		$ 56,378

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	Stock Awards		
Name*	Number of Shares of Stock or Units (#)	Grant Date	Grant Date Fair Value of Stock Awards ($)*
Peter T. Grauer	48	3/4/2012	$ 3,984
	82	3/6/2012	$ 6,078
	93	3/9/2012	$ 6,018
	61	3/31/2012	$ 5,500
	46	4/4/2012	$ 3,997
	1,500	6/11/2012	$ 127,395
	58	6/30/2012	$ 5,500
	40	7/18/2012	$ 3,948
	81	7/19/2012	$ 7,970
	59	9/30/2012	$ 5,491
	38	10/2/2012	$ 3,956
	74	10/3/2012	$ 7,970
	73	10/4/2012	$ 7,913
	76	12/6/2012	$ 6,054
	75	12/7/2012	$ 7,987
	50	12/31/2012	$ 5,527
TOTAL	2,464		$ 221,286
John M. Nehra	46	3/8/2012	$ 4,039
	93	3/9/2012	$ 6,018
	61	3/31/2012	$ 5,500
	91	4/26/2012	$ 6,029
	58	6/30/2012	$ 5,500
	40	7/18/2012	$ 3,948
	81	7/18/2012	$ 7,970
	59	9/30/2012	$ 5,491
	60	10/3/2012	$ 6,462
	73	10/4/2012	$ 7,913
	38	12/6/2012	$ 4,027
	75	12/7/2012	$ 7,987
	50	12/31/2012	$ 5,527
TOTAL	817		$ 80,469
William L. Roper	48	3/4/2012	$ 3,984
	46	3/8/2012	$ 4,039
	93	3/9/2012	$ 6,018
	61	3/31/2012	$ 5,500
	46	4/4/2012	$ 3,997
	91	4/26/2012	$ 6,029
	45	6/14/2012	$ 3,865
	58	6/30/2012	$ 5,500
	81	7/19/2012	$ 7,970
	59	9/30/2012	$ 5,491
	38	10/2/2012	$ 3,956
	78	10/3/2012	$ 8,401
	73	10/4/2012	$ 7,913
	62	12/6/2012	$ 6,570
	75	12/7/2012	$ 7,987
	50	12/31/2012	$ 5,527
TOTAL	994		$ 88,847

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	Stock Awards		
Name*	Number of Shares of Stock or Units (#)	Grant Date	Grant Date Fair Value of Stock Awards ($)*
Roger J. Valine	92	3/8/2012	$ 8,078
	93	3/9/2012	$ 8,018
	61	3/31/2012	$ 5,500
	136	4/26/2012	$ 11,899
	56	5/30/2012	$ 5,500
	80	7/18/2012	$ 7,892
	81	7/18/2012	$ 7,970
	37	9/30/2012	$ 3,834
	74	10/3/2012	$ 7,670
	73	10/4/2012	$ 7,913
	76	12/6/2012	$ 8,054
	75	12/7/2012	$ 7,987
	27	12/31/2012	$ 984
TOTAL	961		$ 93,896

* *See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2012 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, 2012, each non-employee director had the following number of RSU awards outstanding: Ms. Arway, 120; Mr. Berg, 120; Mr. Brittain 33; Mr. Davidson, 159; Mr. Diaz, 120; Mr. Gruver, 1,720; Mr. Nehra, 220; Mr. Roper, 220; and Mr. Valine, 181.

(5) The amounts shown in this column reflect the aggregate grant date fair value of all SSAR awards granted to our directors during 2012 as estimated by the company in accordance with FASB ASC Topic 718. With respect to Messrs. Valine, Nehra, Roper and Gruver, includes 6,000 SSARs 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 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	6/11/2012	$ 224,208
Charles G. Berg	12,000	6/11/2012	$ 224,208
Willard W. Brittain, Jr.	12,000	6/11/2012	$ 224,208
Carol Anthony ("John") Davidson	12,000	6/11/2012	$ 224,208
Paul J. Diaz	12,000	6/11/2012	$ 224,208
Peter T. Gruver	18,000	6/11/2012	$ 336,308
John M. Nehra	18,000	6/11/2012	$ 336,308
William L. Roper	18,000	6/11/2012	$ 336,308
Roger J. Valine	18,000	6/11/2012	$ 336,308

* *See Note 17 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2012 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, 2012, each non-employee director had the following number of SSARs outstanding: Ms. Arway, 27,750; Mr. Berg, 36,000; Mr. Davidson, 27,000; Mr. Diaz, 24,000; Mr. Gruver, 54,000; Mr. Nehra, 72,000; Mr. Roper, 54,000; and Mr. Valine, 48,000.

Our Non-Management Director Compensation Philosophy and Plan (the "Director Compensation Plan") sets forth the terms of our director compensation. There is no discretionary decision-making involved in director compensation. The Committee and the Board periodically review director compensation. The Committee did not modify director compensation in 2012. The following describes the compensation paid to our non-employee directors for service as a director during 2012 under 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 or any committee of the Board.

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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, 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 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, 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 "Definitions 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 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 even if he or she is no longer a committee chair or lead independent director. The Board is permitted to issue stock options in lieu of SSARs in its discretion.

Under the Director Compensation Plan, the lead independent director also receives additional RSUs 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 RSUs which are 100% vested upon issuance, but under which receipt of shares is automatically deferred to one year from the 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 RSUs 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 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 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 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 co-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 INTERLOCKS AND INSIDER PARTICIPATION

No member of the Compensation Committee has served as one of our officers or employees at any time. During 2012, 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.

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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 or, if the Audit Committee of the Board determines that the approval or ratification of such related person transaction should be considered by all disinterested members of the Board, 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*.

Mr. Diaz, one of our directors, is president and chief executive officer of Kindred, and is a stockholder of Kindred. In 2012, the company received approximately $20.6 million in payments from Kindred and made payments to Kindred of approximately $2.3 million. Together, such payments received by and made to Kindred are approximately 0.38% of Kindred's consolidated gross revenues.

In June 2011, the company made an initial investment in NephroUs of $5 million, which gave the company an approximate 22% interest in this joint venture and, in which as of February 2013, the company has an approximate 51.89% ownership. Under the terms of the transactions, the company co-invested with NEA 13, an affiliate of NEA, a company of which Board member Mr. Nehra is a special partner. Also, in 2011 the Company divested certain assets to a portfolio company of Frazier and NEA 13.

Mr. Thiry has a personal investment in a limited partnership that has a capital commitment to NEA 13 and, therefore, indirectly invested through NEA 13 in NephroUs and the assets divested by the company to Frazier and NEA 13. In 2012, Mr. Thiry and Denise M. O'Leary, Trustees, Thiry-O'Leary Living Trust Dated 3/8/90, invested $2,000,000 in NEA 14, an affiliate of NEA. Mr. Thiry (as a co-trustee of the Thiry-O'Leary Living Trust Dated 3/8/90) has a capital commitment to NEA 14 of less than 1% of its aggregate capital commitments.

Under our Related Person Transaction Policy and SEC Rule 404 (on which our Related Person Transaction Policy is based), a related party issue arises if an officer or director has a material direct or indirect interest in another party that engages in a transaction with the company. The relevant SEC rule specifically provides that a material indirect interest does not arise from only a limited partnership interest of less than 10%. Because Mr. Thiry and Mr. Nehra do not have, individually or collectively, a 10% interest in NEA13 (or even in any intermediate NEA entity), the Audit Committee determined further that the transaction does not qualify as a "related party transaction" under either our Related Person Transaction Policy or applicable SEC rules. Mr. Nehra is a limited partner in various general partner entities of the limited partnerships affiliated with NEA and has less than a 10% interest in the capital commitments and carried interest of NEA 13 and NEA 14. Mr. Nehra and Mr. Thiry do not have, individually or collectively, a 10% interest in NEA 13 or NEA 14, and therefore the Audit Committee concluded in accordance with applicable rules that Mr. Thiry's and Mr. Nehra's respective interests were not "material."

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 is the non-executive chairman of Wellcare. Mr. Berg will not stand for reelection as director or executive chairman of WellCare at WellCare's 2013 annual meeting of stockholders. Mr. Berg's last day of service as a member of the board of WellCare will be May 22, 2013. 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 $12.2 million in 2012, which amount includes $2.8 million received by HCP after the date of the HCP acquisition and is approximately 0.15% of the company's consolidated gross revenues (or the aggregate metric). The company anticipates receiving payments from WellCare in 2013.

The Keele Group provided outside counsel legal services to the company in 2012. 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 $293,000 for legal and consulting services during 2012. 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 control. 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 control 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 control, 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, 2012 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, 2012 for filing with the SEC.

THE AUDIT COMMITTEE

Carol Anthony ("John") Davidson *(Chairman)*
Pamela M. Arway
Charles G. Berg
Roger J. Valine

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STOCKHOLDER PROPOSALS FOR 2014 ANNUAL MEETING

If you wish to present a proposal for action at the 2014 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 8, 2014 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 2014 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 19, 2014, and no earlier than February 17, 2014. 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 does not know of any other matters to be presented at the 2013 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 2012 Annual Report to Stockholders accompanies this Proxy Statement. The 2012 Annual Report to Stockholders includes our audited financial statements for the year ended December 31, 2012. 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 HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202, (888) 484-7605 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 8, 2013

APPENDIX A

DAVITA HEALTHCARE PARTNERS INC.

2011 INCENTIVE AWARD PLAN

(As amended and restated effective upon stockholder approval)

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DAVITA HEALTHCARE PARTNERS INC. 2011 INCENTIVE AWARD PLAN

(As Amended and Restated effective March 21, 2013, subject to stockholder approval)

ARTICLE 1 PURPOSE

The purpose of the DaVita Healthcare Partners 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 Healthcare Partners 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 13.5, 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.

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.

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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 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.

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.

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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.

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 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).

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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 47,178,338. Shares available for issuance under the Plan shall be reduced by 3.5 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 3.5 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 consideration payable to the holders of common stock of the entities par ty 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.

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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.

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.

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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.

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 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.

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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.

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.

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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.

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.

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.

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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.

(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 it 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 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.

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.

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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 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 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.

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(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).

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;

(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 12.8, 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 therefore 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 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

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(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.

(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 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 17, 2013]

DAVITA HEALTHCARE PARTNERS INC.
2000 16TH STREET
DENVER, CO 80202

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 16, 2013. 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 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 or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on Sunday, June 16, 2013. 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:

M60230-P27814 KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY

DAVITA HEALTHCARE PARTNERS INC.

The Board of Directors recommends a vote FOR all Nominees listed in Proposal 1.

1. Election of Directors

Nominees:	For	Against	Abstain
1a. Pamela M. Arway	☐	☐	☐
1b. Charles G. Berg	☐	☐	☐
1c. Carol Anthony Davidson	☐	☐	☐
1d. Paul J. Diaz	☐	☐	☐
1e. Peter T. Grauer	☐	☐	☐
1f. Robert J. Margolis	☐	☐	☐
1g. John M. Nehra	☐	☐	☐
1h. William L. Roper	☐	☐	☐
1i. Kent J. Thiry	☐	☐	☐
1j. Roger J. Valine	☐	☐	☐

	For	Against	Abstain
The Board of Directors recommends a vote FOR Proposal 2.			
2. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2013.	☐	☐	☐
The Board of Directors recommends a vote FOR Proposal 3.			
3. To hold an advisory vote on executive compensation.	☐	☐	☐
The Board of Directors recommends a vote FOR Proposal 4.			
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 8,500,000 shares	☐	☐	☐
The Board of Directors recommends a vote AGAINST Proposal 5.			
5. To consider and vote upon a stockholder proposal, if properly presented at the Annual Meeting, regarding executive pay.	☐	☐	☐
The Board of Directors recommends a vote AGAINST Proposal 6.			
6. To consider and vote upon a stockholder proposal, if properly presented at the Annual Meeting, regarding lobbying.	☐	☐	☐

For address changes and/or comments, please check this box and write them on the back where indicated. ☐

Please indicate if you plan to attend this meeting. ☐ Yes ☐ No

Please sign exactly as your name(s) appear(s) 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.

Signature (PLEASE SIGN WITHIN BOX) Date

Signature (Joint Owners) 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.

M60231-P37514

DAVITA HEALTHCARE PARTNERS INC.
PROXY
This Proxy is solicited on behalf of
the Board of Directors of DAVITA HEALTHCARE PARTNERS INC.

The undersigned hereby appoints Kent J. Thiry, Kim M. Rivera and Arturo Sida, 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 HEALTHCARE PARTNERS INC., which the undersigned is entitled to vote at the annual meeting of the stockholders of DAVITA HEALTHCARE PARTNERS INC., to be held at 9:30 a.m., Mountain Daylight Time, on June 17, 2013 at 2000 16TH Street, Denver, Colorado 80202, 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 Proposals 5 and 6. If specific instructions are indicated, this Proxy will be voted in accordance therewith.

In their discretion, Kent J. Thiry, Kim M. Rivera and Arturo Sida 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 May 8, 2013 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

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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 HEALTHCARE PARTNERS 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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DaVita | HealthCare Partners

Invitation to Participate in the Annual Meeting of Stockholders

May 8, 2014

Dear Fellow Stockholder:

We are pleased to invite you to attend the DaVita HealthCare Partners Inc. annual meeting of stockholders. The annual meeting will be held on Tuesday, June 17, 2014, at 5:30 p.m., Mountain Time, at DaVita HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202. The attached Notice of Annual Meeting and Proxy Statement will serve as your guide to the business to be conducted at the meeting.

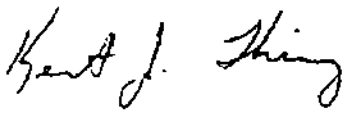
Among other items, the Proxy Statement includes information about the qualifications of our director nominees and the compensation of our executive officers that is relevant to matters that will be presented at the annual meeting. During the meeting, we will also report to you on the Company and provide an opportunity for stockholders to engage in a dialogue with management.

We hope that you will participate in the annual meeting, either by attending and voting in person or voting by other available methods as promptly as possible. Voting by any of the available methods will ensure that you are represented at the annual meeting, even if you are not present. You may vote your proxy via the Internet, by telephone, or by mail. Please follow the instructions on the Notice of Internet Availability of Proxy Materials that you receive in the mail and/or your proxy card.

Your vote is very important to us and to our business. Please take the first opportunity to ensure that your shares are represented at the annual meeting.

Thank you very much for your continued interest in our business.

Sincerely,



Kent J. Thiry
Co-Chairman of the Board,
Chief Executive Officer
DaVita HealthCare Partners Inc.

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DaVita HealthCare Partners

Notice of 2014 Annual Meeting of Stockholders

Tuesday, June 17, 2014

5:30 p.m., Mountain Time

DaVita HealthCare Partners Inc.
2000 16th Street
Denver, Colorado 80202

The 2014 annual meeting of the stockholders of DaVita HealthCare Partners Inc., a Delaware corporation, will be held on Tuesday, June 17, 2014 at 5:30 p.m., Mountain Time, at DaVita HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202, for the following purposes, which are further described in the accompanying Proxy Statement:

- 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;
- To ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2014;
- To hold an advisory vote on executive compensation;
- To adopt and approve an amendment and restatement of our 2011 Incentive Award Plan;
- To consider and vote upon a stockholder proposal, if properly presented at the annual meeting; and
- To transact such other business as may properly come before the annual meeting or any adjournment thereof.

We will mail, on or about May 8, 2014, a Notice of Internet Availability of Proxy Materials to stockholders of record and beneficial owners as of the close of business on April 24, 2014. On the date of mailing of the Notice of Internet Availability of Proxy Materials, the proxy materials will be accessible 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. If you attend the annual meeting and previously used the telephone or Internet voting systems, or mailed your completed proxy card, you may vote in person at the meeting if you wish to change your vote in any way.

Please note that all votes cast via telephone or the Internet must be cast prior to 11:59 p.m., Eastern Time, on Monday, June 16, 2014.

By order of the Board of Directors,

Martha Ha
Corporate Secretary
DaVita HealthCare Partners Inc.

May 8, 2014

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DaVita | HealthCare Partners

PROXY STATEMENT

General Information

We are delivering this Proxy Statement in connection with the solicitation of proxies by our Board of Directors (the "Board"), for use at our 2014 annual meeting of stockholders, which we will hold on Tuesday, June 17, 2014 at 5:30 p.m., Mountain Time, at DaVita HealthCare Partners Inc. (the "Company"), 2000 16th Street, Denver, Colorado 80202. 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 24, 2014. 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 2000 16th Street, Denver, Colorado, 80202, and our telephone number is (303) 405-2100. 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 will be first mailed on or about May 8, 2014 to all stockholders of record as of April 24, 2014.

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 the Company's admission process for the 2014 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 identified in this Proxy Statement;
- For the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2014;
- For the approval, on an advisory basis, of the compensation of our named executive officers;
- For the approval of the amendment and restatement of our 2011 Incentive Award Plan;
- Against the stockholder proposal, if properly presented at the annual meeting; and
- As determined by the proxy holders 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.

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Voting Information

Our only voting securities are the outstanding shares of our common stock. At the record date, we had approximately 214,196,995 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. Under the rules of the New York Stock Exchange, your bank, broker, or other nominee may not vote your uninstructed shares in the election of directors and certain other matters on a discretionary basis. Accordingly, brokers holding shares of record for their customers generally are not entitled to vote on these 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. Thus, if you hold your shares in "street name," meaning that your shares are registered in the name of your bank, broker, 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 and restatement of our 2011 Incentive Award Plan, or on the stockholder proposal, if properly brought before the annual meeting, 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 and entitled to vote 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 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 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 2014, the approval of the proposal regarding the advisory vote on executive compensation, the approval of the amendment and restatement of our 2011 Incentive Award Plan, and the stockholder proposal, if properly brought before the annual meeting, each require 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, the results of those votes will not be binding on the Company or the Board. However, the Board and any applicable Board committee will consider the voting results as appropriate when making future decisions regarding executive compensation and the topic of the stockholder proposal. Abstentions are considered present and entitled to vote with respect to these proposals and will, therefore, have the same effect as votes against these proposals. Broker non-votes with respect to the approval of the proposal regarding the advisory vote on executive compensation, the approval of the amendment and restatement of our 2011 Incentive Award Plan, and the stockholder proposal will not be considered as present and entitled to vote on these proposals, and will therefore have no effect on 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 our solicitation of 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 MacKenzie Partners, Inc. ("MacKenzie") to assist in

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the distribution and solicitation of proxies and to verify records related to the solicitation at a fee of $15,000 plus reimbursement for all reasonable out-of-pocket expenses incurred during the solicitation. MacKenzie 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 have agreed to indemnify MacKenzie against liabilities and expenses arising in connection with the proxy solicitation unless caused by MacKenzie'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 HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202, (888) 484-7505.

Admission to Annual Meeting

Admission to the annual meeting will be limited to holders of the Company's common stock, family members accompanying holders of the Company's common stock, persons holding executed proxies from stockholders who held the Company's common stock as of the close of business on April 24, 2014 and such other persons as the chair of the annual meeting shall determine.

If you are a holder of the Company's common stock, 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 holder of the Company's common stock. 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 the Company's common stock as of the close of business on April 24, 2014. A "record holder" of stock is someone whose shares of stock are registered in his or her name in the records of the Company'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 the Company's common stock as of the close of business on April 24, 2014, please call the Company's transfer agent, Computershare, at (877) 899-2012.

If you were a record holder of the Company's common stock as of the close of business on April 24, 2014, 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 24, 2014.

If a broker, bank or other nominee was the record holder of your shares of the Company's common stock as of the close of business on April 24, 2014, then you must bring:

- valid personal photo identification (such as a driver's license or passport); and
- proof that you owned shares of the Company's common stock as of the close of business on April 24, 2014.

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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 the Company's common stock as of the close of business on April 24, 2014, or (iii) a brokerage account statement indicating that you owned the Company's common stock as of the close of business on April 24, 2014.

If you acquired your shares of the Company's common stock at any time after the close of business on April 24, 2014, you do not have the right to vote at the Annual Meeting, but you may attend the meeting if you bring with you:

- valid personal photo identification (such as a driver's license or passport); and
- proof that you own shares of the Company's 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 the Company's common stock: (i) a letter from your bank or broker stating that you acquired the Company's common stock after April 24, 2014, or (ii) a brokerage account statement as of a date after April 24, 2014 indicating that you own the Company's common stock; or
- if you are the record holder of your shares of the Company's common stock, a copy of your stock certificate or a confirmation acceptable to the Company that you bought the stock after April 24, 2014.

If you are a proxy holder for a stockholder of the Company who owned shares of the Company's common stock as of the close of business on April 24, 2014, then you must bring:

- the executed proxy naming you as the proxy holder, signed by a stockholder of the Company who owned shares of the Company's common stock as of the close of business on April 24, 2014;
- 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 the Company's common stock as of the close of business on April 24, 2014, proof of the stockholder's ownership of shares of the Company's common stock as of the close of business on April 24, 2014, 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 the Company's common stock as of the close of business on April 24, 2014.

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 24, 2014 or (b) a person holding a valid proxy executed by such record holder.

Electronic Availability of Proxy Materials for the 2014 Annual Meeting

Important Notice Regarding the Availability of Proxy Materials for the Annual Meeting to Be Held on June 17, 2014. This Proxy Statement and the Annual Report to Stockholders and Form 10-K for fiscal year 2013 are available electronically at *www.proxyvote.com*.

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Proposal 1 Election of Directors

At the annual meeting, you will elect ten directors to serve until the 2015 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, and the Nominating and Governance Committee of the Board will make a recommendation to the Board about whether to accept or reject the resignation, or whether to take other action. The Board, 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 (or, if so extended by the Board in certain circumstances, within 180 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 in an uncontested election at the annual meeting, the nominee is not elected to the Board. All 2014 nominees are currently serving on the Board.

Eight 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 has nominated, Pamela M. Arway, Charles G. Berg, Carol Anthony ("John") Davidson, Paul J. Diaz, Peter T. Grauer, Dr. Robert J. Margolis, 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 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, with the exception of Dr. Margolis. Pursuant to the Agreement and Plan of Merger, as amended, by and between the Company and HealthCare Partners Holdings, LLC ("HCP LLC") pursuant to which the Company acquired HCP LLC on November 1, 2012 (the "HCP Merger Agreement"), for a minimum period of four consecutive annual meetings of stockholders of the Company after his initial appointment to the Board in November 2012, the Company's Nominating and Governance Committee shall assess Dr. Margolis' re-nomination for election to the Board in the same manner as every other incumbent director on the Board and shall determine which directors it will select as nominees or recommend to the Company's Board for nomination for election to the Company's Board at its annual meeting of stockholders. In addition, pursuant to the HCP Merger Agreement, for a minimum period of four consecutive annual meetings of stockholders following his appointment in November 2012, Dr. Margolis will hold the office of "Co-Chairman" until the expiration of his term of office or until his successor is duly elected and qualified, subject to his earlier death, resignation, disqualification, or removal in accordance with the Company's bylaws and/or applicable law. None of the nominees has any family relationship with any other nominee or with any of our executive officers.

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Information Concerning Members of the Board Standing for Reelection

A biography of each nominee, current as of March 31, 2014, setting forth his or her age, and describing his or her business experience during the past five years, including other prior relevant business experience is presented below.

Pamela M. Arway

Director since 2009
Age 60
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 has also been a member of the board of the Hershey Company, a chocolate and confectionary company, since May 2010. She currently serves as the Chair of the Governance Committee and as a member of the Audit and Executive Committees of Hershey Company's board. She joined the board of Iron Mountain Incorporated in March 2014 and serves on its Compensation Committee. Ms. Arway is an experienced business leader, with extensive management experience.

Charles G. Berg

Director since 2007
Age 56
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 served as non-executive chairman of the board of directors of WellCare from January 2011 to May 2013. 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"), a health benefit plan provider, 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.

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Carol Anthony ("John") Davidson

Director since 2010
Age 58
Carol Anthony ("John") Davidson has been one of our directors since December 2010. From January 2004 to September 2012, Mr. Davidson served as the senior vice president, controller and chief accounting officer of Tyco International Ltd. ("Tyco"), a provider of diversified industrial products and services. 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 director of Pentair Ltd., a provider of products and solutions in water, fluids, thermal management and equipment protection. 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. Mr. Davidson also serves on the Board of Governors of the Financial Industry Regulatory Authority (FINRA). Mr. Davidson is a CPA with more than 30 years of leadership experience across multiple industries and he brings a strong track record of building and leading global teams and implementing governance and controls processes.

Paul J. Diaz

Director since 2007
Age 52
Paul J. Diaz has been one of our directors since July 2007. Mr. Diaz has been the 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., a health care facility operator, 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

Director since 1994
Age 68
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., a business and financial information company, since April 2001, treasurer since March 2001 and was its chief executive officer from March 2002 until July 2011. Mr. Grauer has also served as a non-executive director of Glencore Xstrata plc, a global mining and commodities firm listed on the London Stock Exchange, since June 2013. From November 2000 until March 2002, Mr. Grauer was a managing director of Credit Suisse First Boston, a financial services firm. From September 1992 until November 2000, upon the merger of Donaldson, Lufkin & Jenrette ("DLJ"), a financial services firm, 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 nearly 20 years of service as a member of the Board.

Dr. Robert J. Margolis

Director since 2012
Age 68
Dr. Robert J. Margolis became our co-chairman of the Board in November 2012 in connection with our acquisition of HCP LLC. He served as the chief executive officer of HCP LLC, from May 1982 to November 2012, and as the chief executive officer of our integrated care business, HealthCare Partners ("HCP"), from November 2012 to March 2014. Dr. Margolis is board certified in internal medicine and medical oncology having trained at Duke University Medical School and the National Cancer Institute. Dr. Margolis serves on the boards of the Martin Luther King Hospital, the National Committee for Quality Assurance, the California Association of Physician Groups, and the California Hospital Medical Center Foundation, Los Angeles. Dr. Margolis also serves as a member of HealthCare Policy Advisory Council for Harvard Medical School and as a member of the advisory board of the USC Schaeffer Center for Health Policy and Economics. Dr. Margolis previously served as the chairman of the boards of the American Medical Group Association, the National Committee for Quality Assurance, and the United Medical Group Association. Dr. Margolis has a national reputation in the managed care industry with over 40 years of industry experience. He works extensively on issues of quality improvement, pay for performance, coordinated care and access to care issues and speaks frequently on these and related subjects at national and regional meetings.

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John M. Nehra

Director since 2000
Age 65
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 also served as managing general partner of Catalyst Ventures, a venture capital firm, from 1989 to 2013. Mr. Nehra serves on the boards of a number of NEA's portfolio companies. Mr. Nehra is an experienced business leader with approximately 43 years experience in investment banking, research and capital markets and he brings a deep understanding of our business and industry through his more than 10 years of service as a member of the Board as well as significant experience in the healthcare industry through his involvement with NEA's healthcare-related portfolio companies.

Dr. William L. Roper

Director since 2001
Age 65
Dr. 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 a member of and the immediate past chairman of the board of the National Quality Forum. From December 2007 to November 2011, Dr. Roper served on the board of Medco Health Solutions, Inc., a pharmacy benefits management company, and since November 2011 has served on the board of its successor company, Express Scripts Holding 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.

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Kent J. Thiry

Director since 1999
Age 58
Kent J. Thiry became our co-chairman of the Board in November 2012 in connection with our acquisition of HCP LLC and continues to serve as our chief executive officer, a role he has held since October 1999. From October 1999 until November 2012, Mr. Thiry served as our chairman of the Board. 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 healthcare industry experience and unique expertise regarding the Company's business and operations as well as executive leadership and management experience.

Roger J. Valine

Director since 2006
Age 65
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 1991 to February 2005, 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 previously served on the boards of American Specialty Health Incorporated and SureWest Communications. 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.

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

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CORPORATE GOVERNANCE

The general governance framework for the Company is provided by its bylaws, corporate governance guidelines, the charters for each of the Board's committees, the corporate governance code of ethics and corporate code of conduct. These governance documents are available under the Corporate Governance section of our website, located at *http://www.davita.com/about/corporate-governance*. The Board adopted the corporate governance guidelines to assist the Board and its committees in performing their duties and serving the best interests of the Company and our stockholders.

Selection of Directors

The Nominating and Governance Committee does not have a specifically defined set of criteria for membership on the Board. In making its recommendations, it considers the mix of characteristics, experience, diverse perspectives and skills that is most beneficial to our Company. The committee also considers the mix of different tenures of the directors, taking into account the benefits of directors with longer tenures, including greater board stability and continuity of organizational knowledge, and directors with shorter tenures, which helps ensure that the Board 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 HealthCare Partners Inc., 2000 16th 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 2014, the Nominating and Governance Committee recommended the candidates standing for election at the 2014 annual meeting of stockholders.

Director Independence

Under the listing standards of the NYSE, a majority of the members of the Board must satisfy the NYSE criteria for "independence." No director qualifies as independent under the NYSE listing standards unless the Board 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 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 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 has determined that all of the individuals currently serving, or who served at any time during 2013, as members of the Board, other than Mr. Thiry and Dr. Margolis, are independent under the NYSE listing standards and the Company's independence standards. In evaluating each director's independence, the Board considered the nature of any executive officer's personal investment interest in director affiliated entities (active or passive), the level of involvement by the director or executive officer as a partner in any such director affiliated entities, any special arrangements between the parties which would lead to a personal benefit, any personal benefits derived as a result of business relationships with the Company, any other personal benefit derived by any director or executive officer as a result of the disclosed relationships or any other relevant factors.

In making determinations of independence, the Board considered that certain Board members have in the past invested in certain funds of a venture capital firm of which Mr. Nehra is a special partner or that are managed directly or indirectly by the firm of which Mr. Nehra is a partner. The Board also considered transactions in which

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WellCare 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 each such year. Mr. Berg was a director and non-executive chairman of WellCare until May 2013 and holds less than 10% beneficial interest in WellCare. The Board also considered the $465,000 of additional fees in the aggregate paid to Mr. Berg in his role as a member of the Board's Compliance Committee, in overseeing the 2010 U.S. Attorney physician relationship investigation and the 2011 U.S. Attorney physician relationship investigation, at the request of the Board. In addition, the Board considered the transactions in which Kindred 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 each such year. Mr. Diaz is the chief executive officer of and has less than 10% beneficial interest in Kindred.

The Board also maintains a policy whereby the Board will evaluate the appropriateness of the director's continued service on the Board 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. In such event, the policy provides that the affected director shall promptly submit his or her resignation to the chairman of the Board and the lead independent director. The members of the Board, excluding the affected director, will determine whether the affected director's continued service on the Board is in the best interests of our stockholders and will decide whether or not to accept the resignation of the director. In addition, the policy provides that 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 may evaluate any potential conflicts of interest.

Leadership Structure and Meetings of Independent Directors

Since the completion of our acquisition of HCP LLC, Mr. Thiry and Dr. Margolis have served as co-chairmen of our Board. Mr. Thiry is the chief executive officer of the Company and brings nearly 15 years of experience with our Company and deep institutional knowledge and experience to the combined role. Dr. Margolis served as the chief executive officer of HCP LLC from May 1982 to November 2012, and the chief executive officer of HCP from November 2012 to March 2014, and brings experience and extensive knowledge of our integrated care business.

We believe that Mr. Thiry's experience and knowledge, and the significant role of the lead independent director, provide a counterbalance to the combined co-chairman and CEO role. Our lead independent director, Mr. Grauer, who was elected by and from the independent board members, plays a significant role in Board leadership and meetings of the independent directors. Mr. Grauer chairs our Nominating and Governance Committee. As chairman of the Nominating and Governance Committee, Mr. Grauer has the authority to call meetings of the committee, whose primary purpose, as outlined in its charter, includes overseeing the evaluation of the Company's management, including the CEO.

As lead independent director, Mr. Grauer serves as liaison between the co-chairmen and the independent directors, approves information sent to the Board, confers with the CEO/Co-Chairman in setting and thereafter approving meeting agendas for the Board, approves meeting schedules to assure that there is sufficient time for discussion of all agenda items, and presides at all meetings of the Board at which the co-chairmen are not present, including executive sessions of independent directors. Additionally, Mr. Grauer facilitates discussions outside of scheduled Board meetings among the independent directors on key issues as required, and decides when to engage independent advisors for the Board or a Board Committee. Mr. Grauer, in his capacity as lead independent director, also has the authority to call meetings of the Board and the independent directors and, if requested by major stockholders, makes himself available for consultation and direct communication with them.

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

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Communications with the Board

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 or any member of the Board may do so by writing to: Board of Directors, c/o Corporate Secretary, DaVita HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202. Copies of any such written communications received by the Secretary will be provided to the full Board 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, our co-chairman and chief executive officer, Mr. Thiry, attended the meeting.

Information Regarding the Board and its Committees

The Board met 18 times during 2013. Each of our directors attended at least 75% of the aggregate of the total number of meetings of the Board and the total number of meetings held by all committees of the Board on which he or she served during 2013. The Board 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.

Committees of the Board

The following chart sets out the current members of our Board Committees and describes the principal functions of each committee of our Board. The charter for each committee is available under the Corporate Governance section of our website, located at http://www.davita.com/about/corporate-governance. In early 2014, we rotated a number of our committee members to different committees as a result of feedback we received from stockholders regarding the tenure of the committee members on certain committees.

Name of Committee and Members	Principal Functions of the Committee	Meetings in 2013
Audit(1) Carol Anthony ("John") Davidson, *Chair* Charles G. Berg Roger J. Valine	• Assists the Board 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 control over financial reporting. • Assists the Board 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 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, and pre-approves the firm's annual audit services (including related fees), audit-related services, and all other services in accordance with our pre-approval policy. • Monitors our disclosure controls and procedures and compliance with ethical standards.	12

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Compensation(2) Pamela M. Arway, *Chair* Paul J. Diaz Peter T. Grauer Roger J. Valine	• 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, is aligned with the long-term interests of our stockholders. • 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. • Has sole authority and discretion to retain or replace its independent compensation consultant. • Annually determines and approves the compensation package for our chief executive officer subject to ratification by the independent members of the Board. • Works closely with and considers the recommendations of our chief executive officer to determine the compensation of our other executive officers. • 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 the results of advisory stockholder votes and other stockholder feedback on the compensation of our executive officers and considers whether to make adjustments to our compensation policies and practices as a result of such votes.	4
Nominating and Governance(3) Peter T. Grauer, *Chair* Pamela M. Arway Carol Anthony ("John") Davidson Roger J. Valine	• Reviews and makes recommendations to the Board about our governance processes. • Assists in identifying and recruiting candidates for the Board. • Annually reviews the performance of the individual members of the Board. • Proposes a slate of nominees for election at the annual meeting of stockholders. • Makes recommendations to the Board regarding the membership and chairs of the committees of the Board.	2
Compliance Committee(4) Dr. William L. Roper, *Chair* Charles G. Berg Paul J. Diaz John M. Nehra	• Oversees and monitors the effectiveness of our healthcare regulatory compliance program, reviews significant healthcare 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 with oversight of compliance with healthcare regulatory requirements. • Has primary responsibility for oversight of healthcare regulatory requirements and for directing the Company's response to certain pending governmental investigations. • Meets regularly with our chief compliance officer.	33

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Public Policy(5) John M. Nehra, *Chair* Pamela M. Arway Paul J. Diaz Dr. Robert J. Margolis	• Advises the Board on public policy and makes recommendations to the Board as to policies and procedures relating to issues of public policy and government relations. • Oversees the Company's government affairs activity and political spending.	1
Clinical Performance(6) Dr. William L. Roper, *Chair* Carol Anthony ("John") Davidson Dr. Robert J. Margolis	• Advises the Board on clinical performance issues facing the Company. • Makes recommendations to management and to the Board as to policies and procedures relating to issues of clinical performance.	2

(1) Ms. Arway served on the Audit Committee until March 6, 2014.
(2) Mr. Nehra served as the Chair of the Compensation Committee until January 14, 2014. Ms. Arway was appointed to the Compensation Committee on January 14, 2014, and was appointed Chair of the Compensation Committee on January 14, 2014. Mr. Diaz was appointed to the Compensation Committee on March 6, 2014.
(3) Messrs. Berg, Diaz and Nehra and Dr. Roper served on the Nominating and Governance Committee until March 6, 2014.
(4) Ms. Arway and Mr. Grauer served on the Compliance Committee until March 6, 2014. Messrs. Diaz and Nehra were appointed to the Compliance Committee on March 6, 2014.
(5) Mr. Diaz served as the Chair of the Public Policy Committee until March 6, 2014. Dr. Roper served on the Public Policy Committee until March 6, 2014. Ms. Arway, Mr. Nehra, and Dr. Margolis were appointed to the Public Policy Committee on March 6, 2014, and Mr. Nehra was appointed Chair of the Public Policy Committee on March 6, 2014.
(6) Ms. Arway and Mr. Nehra served on the Clinical Performance Committee until March 6, 2014. Mr. Davidson was appointed to the Clinical Performance Committee on March 6, 2014.

Overview of Committee Membership Qualifications

Director	Independent	Other Public Company Boards*
Pamela M. Arway(1)	Yes	2
Charles G. Berg(2)	Yes	0
Carol Anthony ("John") Davidson(2)	Yes	1
Paul J. Diaz(1)	Yes	1
Peter T. Grauer(1), (3)	Yes	1
Dr. Robert J. Margolis	No	0
John M. Nehra	Yes	0
Dr. William L. Roper	Yes	1
Kent J. Thiry	No	0
Roger J. Valine(1), (2)	Yes	0

(1) Member of the Compensation Committee and is (a) independent under the listing standards of the NYSE and the Company's independence standards, (b) a "nonemployee director" under Rule 16b-3 of the Securities Exchange Act of 1934 (the "Exchange Act"), and (c) an "outside director" as defined in Internal Revenue Service regulations.
(2) Member of the Audit Committee and qualifies as an "audit committee financial expert" within the meaning of the rules of the SEC and each is "independent" and "financially literate" under the listing standards of the NYSE and the Company's independence standards.
(3) Mr. Grauer is our Lead Independent Director.
** Current as of March 31, 2014.*

Risk Oversight

The Board's involvement in risk oversight involves the Audit Committee, the Compliance Committee and the full Board. 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 and chief legal 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

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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 the Board's and Audit Committee's oversight responsibilities for key risks. In addition, the Audit Committee and the full Board 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 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, the chairman of the Audit Committee reports on the activities of the Audit Committee, including risks identified and risk oversight.

Board Share Ownership Policy

We have a share ownership policy that applies to all non-employee members of the Board. The purpose of the policy is to encourage the Board 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 appreciation rights ("SARs"), including stock-settled stock appreciation rights ("SSARs"), restricted stock units ("RSUs") and stock options 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 member to date in excess of $100,000; or
- five times the annual Board retainer of $24,000, or $120,000.

As of December 31, 2013, each of our non-employee members of the Board had met the requirements of our share ownership guidelines. See "Compensation Policies & Practices—Management Share Ownership Policy" on page 67 of this Proxy Statement for more information regarding our management share ownership policy.

Code of Ethics and Codes 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 employees and the Board. 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*. If the Company amends or waives the code of ethics or the code of conduct with respect to our chief executive officer, chief financial officer, controller or chief accounting officer, or persons performing similar functions, we will post the amendment or waiver at the same location on our website.

HCP also has a code of conduct that applies to its board of directors, employees, affiliated physicians, other contracted providers, vendors and all third parties conducting business on behalf of HCP. The HCP code of conduct is available under the Corporate Governance section of our website, located at *http://www.davita.com/about/corporate-governance*.

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Insider Trading Policy

We have adopted an Insider Trading Policy applicable to our directors, executive officers and employees that is intended to ensure that those individuals do not benefit financially from buying or selling shares of our common stock while in the possession of material non-public information. Under our Insider Trading Policy, pre-clearance by our Chief Legal Officer is required for equity and 401(k) plan transactions entered into by our executives and Board members, such as an option or stock appreciation right exercise, or electing to invest in or divest shares of our common stock, as well as certain other transactions involving our common stock. In addition, quarterly trading blackouts are imposed under the Insider Trading Policy upon our directors, executive officers and certain other employees who are deemed to have access to the Company's financial results prior to their becoming final and being publicly disclosed.

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Proposal 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, 2014. 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 2014. Although we are not required to seek stockholder ratification of this appointment, the Board 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, 2013 and 2012 by KPMG LLP, our independent registered public accounting firm:

	2013	2012
Audit fees(1)	$ 4,253,918	$ 3,894,086
Audit-related fees(2)	1,158,435	2,456,843
Tax fees(3)	300,482	820,368
All other fees	—	—
	$ 5,712,835	$ 7,171,297

(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 consolidated financial statements included in our Form 10-Q and other SEC filings. In addition, audit fees include statutory audits in several international countries.

(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." The audit-related fees in 2013 and 2012 include fees for audits of our employee benefit plans, audits of two of our majority-owned entities and fees of $627,253 and $1,834,343, respectively, for due diligence services relating to potential acquisitions. In addition, the 2013 audit-related fees include fees for an audit of HCP's risk bearing organizations and the 2012 audit-related fees include audit services related to our acquisition of HCP.

(3) Includes fees for professional services rendered for tax advice and tax planning as well as $260,563 and $794,704 in 2013 and 2012, respectively, for tax due diligence services. None of these fees were for tax compliance or tax preparation services.

Pre-approval Policies and Procedures

The Audit Committee of the Board 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. The Audit Committee pre-approved all such services in 2013 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 Board recommends a vote FOR the ratification of the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2014.

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Proposal 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.

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 executive officer compensation programs to attract and retain outstanding leaders who possess the skills and talent necessary to achieve our business goals and objectives. Our ultimate 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 designed our compensation programs so they:

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

In 2013, in response to disappointing say-on-pay votes and to further align executives' pay with individual and Company performance, the Compensation Committee took the actions listed on pages 43 to 50 of this Proxy Statement.

The compensation of our named executive officers during fiscal 2013 is consistent with the following achievements and financial performance for 2013:

- improved clinical outcomes in our U.S. dialysis operations, including lowest catheter rates ever at 13.0%, highest fistula in use rates ever at 65.3%, and lowest gross mortality rate ever at 13.7;
- three-year compound annual TSR of 22.2%, compared to the median three-year compound annual TSR of 1.3% for our Global Industry Classification Standard ("GICS") group and 17.6% for our comparator peer group; and a five-year compound annual TSR of 20.7%, compared to the median five-year compound annual TSR of 9.3% for our GICS group and 24.2% for our comparator peer group;
- strong operating cash flow of $1,773 million compered to original guidance range of $1,350 million to $1,500 million;
- Kidney Care adjusted operating income of $1,513 million compared to original guidance range of $1,350 million to $1,450 million;
- consolidated net revenue growth of 43.7% driven primarily by inclusion of a full year of HCP operations;
- normalized non-acquired U.S. dialysis treatment growth of 5.1%;
- an increase of 7.2% in the overall number of U.S. dialysis treatments; and
- consolidated operating income growth of 19.5%, which includes the impact of a loss contingency reserve and adjustments to e contingent earn-out obligation and a tax asset associated with the HCP acquisition escrow provisions. Without these items adjusted consolidated operating income would have increased by 34.2%*.

* *See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Form 10-K for the year ended December 31, 2013 for reconciliation of this metric to the most closely comparable GAAP metric.*

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Prior to the significant changes to our executive compensation program described on pages 43 to 50 that are being implemented in 2014, the Compensation Committee had 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 88% of our named executive officers' compensation in 2013;
- addition of cash-based performance awards in 2013 under the long-term incentive program;
- a stock ownership policy that requires our executives to accumulate a meaningful ownership stake in the Company over time to strengthen the alignment of our named executive officers' and stockholders' interests;
- a clawback policy that permits the Board to recover bonuses, incentive and equity-based compensation from executive officers and members of the Board 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
- equity incentive plans that prohibit repricing or replacing underwater stock options or stock appreciation rights without prior stockholder approval.

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 2013 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. However, the Board and the Compensation Committee will consider the voting results as appropriate when making future decisions regarding executive compensation, as they did following the 2013 annual meeting of stockholders.

The Board 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 4 Approval of the Amendment and Restatement of our 2011 Incentive Award Plan

The DaVita Inc. 2011 Incentive Award Plan (the "2011 Plan") was approved by the Board on April 13, 2011 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 March 21, 2013, the Board approved an amendment of the 2011 Plan that was approved by our stockholders and became effective on June 17, 2013. On March 28, 2014, the Board approved an amendment and restatement to the 2011 Plan (the "Amended and Restated 2011 Plan"), subject to stockholder approval at the Annual Meeting.

The Amended and Restated 2011 Plan amends the performance criteria under the 2011 Plan to permit the grant of performance-based awards tied to the achievement of additional performance criteria added by the amendment. Specifically, the Amended and Restated 2011 Plan includes the following additional performance criteria: non-acquired growth; new market entries; acquisition targets; treatment growth; patient growth; center growth; clinical outcomes (including mortality rates) and processes; physician recruitment; physician retention; physician relations; employee turnover; employee relations; patient retention and satisfaction; improvements in reimbursement economics; commercial payor relationships and contract related targets; public policy efforts and investigation; and legal proceedings and litigation outcomes. We believe these additional criteria will provide us with the ability to motivate our key talent to achieve tailored and specific non-financial goals that are critical to our continued growth and success.

If the stockholders do not approve the Amended and Restated 2011 Plan, the 2011 Plan will continue in full force and effect without the changes described above.

Introduction

Equity-based compensation has been a major component of our compensation programs. The Board 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 Amended and Restated 2011 Plan are summarized below, but the summary is qualified in its entirety by reference to the Amended and Restated 2011 Plan itself, which is attached to this Proxy Statement as **Appendix A**.

Purpose

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

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Stockholder Approval Requirement

In general, Section 162(m) of the Code ("Section 162(m)") places a limit on the deductibility for federal income tax purposes of the compensation paid to our chief executive officer or any of our three other most highly compensated executive officers (other than our chief financial officer). Under Section 162(m), compensation paid to such persons in excess of $1 million in a taxable year generally is not deductible. However, compensation that qualifies as "performance-based" under Section 162(m) does not count against the $1 million deduction limitation. One of the requirements of "performance-based" compensation for purposes of Section 162(m) is that the material terms of the plan under which compensation may be paid be disclosed to and approved by our public stockholders. For purposes of Section 162(m), the material terms include (a) the employees eligible to receive compensation, (b) a description of the business criteria on which the performance goals may be based and (c) the maximum amount of compensation that can be paid to an employee under the performance goals. We believe that each of these aspects of the Amended and Restated 2011 Plan is discussed below, and stockholder approval of this Proposal 4 is intended to constitute approval of the material terms of the Amended and Restated 2011 Plan, for purposes of the stockholder approval requirements of Section 162(m). However, stockholder approval of the Amended and Restated 2011 Plan is only one of several requirements under Section 162(m) that must be satisfied for amounts realized under the Amended and Restated 2011 Plan to qualify for the "performance-based" compensation exemption under Section 162(m), and submission of the material terms of the Amended and Restated 2011 Plan and the performance goals included therein for stockholder approval should not be viewed as a guarantee that we will be able to deduct all compensation under the Amended and Restated 2011 Plan. Nothing in this proposal precludes us or the Compensation Committee of the Board of Directors (the "Compensation Committee") from making any payment or granting awards that do not qualify for tax deductibility under Section 162(m).

Accordingly, if our stockholders do not approve this Proposal 4, we will not be able to grant performance-based awards tied to the achievement of the additional performance criteria for which we are seeking approval. If this Proposal 4 is not approved by our stockholders, we may continue to grant performance-based compensation under the current terms of the 2011 Plan within the meaning of Section 162(m), subject to the current terms and limitations of the 2011 Plan.

Compensation and Governance Best Practices

The Amended and Restated 2011 Plan authorizes the Compensation Committee of the Board (or, if the Board determines, another committee of the Board) 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 Amended and Restated 2011 Plan, for the purpose of providing the members of the Board, our employees and our consultants and equity compensation, incentives and rewards for performance. The Amended and Restated 2011 Plan reflects a broad range of compensation and governance best practices, with some of the key features of the Amended and Restated 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 Amended and Restated 2011 Plan, in addition to the share limitations under the Amended and Restated 2011 Plan.

- No Repricing or Replacement of Options or Stock Appreciation Rights. The Amended and Restated 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.

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No In-the-Money Option or Stock Appreciation Right Grants. The Amended and Restated 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). The Amended and Restated 2011 Plan is designed to allow awards made under the Amended and Restated 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, which consists of only non-employee directors, generally administers the Amended and Restated 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 Amended and Restated 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 any 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 Amended and Restated 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 Amended and Restated 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 Amended and Restated 2011 Plan to all other eligible individuals. References to Administrator in this Proposal 4 shall mean, as applicable, the full Board of Directors or the Compensation Committee as the entity to which the administration of the Amended and Restated 2011 Plan has been delegated within the limits described in the Amended and Restated 2011 Plan. Unless otherwise limited by the Board of Directors, the Administrator will have the authority to administer the Amended and Restated 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

Employees and consultants of the Company and its affiliates and non-employee directors of the Company are eligible to participate in the Amended and Restated 2011 Plan. Currently, 9 non-employee directors, approximately 57,400 employees and a non-significant number of consultants (e.g., fewer than 10 consultants) are eligible to participate in the Amended and Restated 2011 Plan.

Limitation on Awards and Shares Available

The number of shares authorized for issuance under the Amended and Restated 2011 Plan is 94,356,676. Shares available for issuance under the Amended and Restated 2011 Plan are reduced, (i) by 3.5 shares for each share delivered in settlement of an award, other than a stock option or a stock appreciation right ("Full Value Award"),

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and (ii) by 1 share for each stock option or stock appreciation right, for which the holder receives the benefit only of the appreciation from the grant date fair market value of the underlying stock. The shares of our common stock covered by the Amended and Restated 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 Amended and Restated 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 Amended and Restated 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 Amended and Restated 2011 Plan will be increased by 3.5 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 Amended and Restated 2011 Plan.

Awards granted under the Amended and Restated 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 Amended and Restated 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 Amended and Restated 2011 Plan and will not reduce the shares authorized for grant under the Amended and Restated 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 Amended and Restated 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 Amended and Restated 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 Amended and Restated 2011 Plan provides for the grant of incentive stock options ("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.

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Stock options, including ISOs, as defined under Section 422 of the Code, and nonqualified stock options may be granted pursuant to the Amended and Restated 2011 Plan. The option exercise price of all stock options granted pursuant to the Amended and Restated 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 24, 2014 was $69.38. 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 Amended and Restated 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 service 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 Amended and Restated 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 Amended and Restated 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

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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 Amended and Restated 2011 Plan, except that no dividend equivalents may be payable with respect to options or stock appreciation rights pursuant to the Amended and Restated 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 Amended and Restated 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 Amended and Restated 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 Amended and Restated 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 Amended and Restated 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)

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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 Amended and Restated 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 one or more of the following: (A) interest, (B) taxes, (C) depreciation and (D) 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;
- regulatory body approval for commercialization of a product;
- implementation or completion of critical projects;
- market share;
- economic value;
- non-acquired growth;
- new market entries;
- acquisition targets;
- treatment growth;
- patient growth;
- center growth;

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- clinical outcomes (including mortality rates) and processes;
- physician recruitment;
- physician retention;
- physician relations;
- employee turnover;
- employee relations;
- patient retention and satisfaction;
- improvements in reimbursement economics;
- commercial payor relationships and contract related targets;
- public policy efforts and investigation; and
- legal proceedings and litigation outcomes

any of which may be measured with respect to us, or any subsidiary, affiliate or other internal unit of ours, either (i) on an absolute or per share basis or (ii) 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 principles;
- 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.

Payment Methods. The Administrator will determine the methods by which payments by any award holder with respect to any awards granted under the Amended and Restated 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) 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 the Company 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 Amended and Restated 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 Amended and Restated 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 will be subject to 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 Amended and Restated 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 Amended and Restated 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 for use of the Form S-8 Registration Statement under the Securities Act of 1933, subject to certain terms and conditions. Further, an

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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 Amended and Restated 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 Amended and Restated 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 Amended and Restated 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 Amended and Restated 2011 Plan and any outstanding awards would be appropriate to prevent any dilution or enlargement of benefits under the Amended and Restated 2011 Plan, the Administrator will equitably adjust the Amended and Restated 2011 Plan as to the class of shares issuable and the maximum number of shares of our common stock subject to the Amended and Restated 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.

In addition, if there is 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 other unusual or nonrecurring transactions or events, the Administrator may, in its discretion:

- provide for the termination of any award in exchange for an amount of cash (if any) and/or other property equal to the amount that would have been attained upon the exercise of such award or realization of the participant's rights;
- provide for the replacement of any 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 exercise of such award or realization of the participant's rights;
- provide that any surviving corporation (or its parent or subsidiary) will assume awards outstanding under the Amended and Restated 2011 Plan or will substitute similar awards for those outstanding under the Amended and Restated 2011 Plan, with appropriate adjustment of the number and kind of shares and the prices of such awards;

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make adjustments (i) in the number and type of shares of common stock (or other securities or property) subject to outstanding awards or in the number and type of shares of restricted stock or deferred stock or (ii) to the terms and conditions of (including the grant or exercise price) and the criteria included in, outstanding awards or future awards;

provide that awards may be exercisable, payable or fully vested as to shares of common stock covered thereby; or

provide that any outstanding award cannot vest, be exercised or become payable after such event.

Amendment and Termination

The Board of Directors may terminate, amend or modify the Amended and Restated 2011 Plan at any time; however, except to the extent permitted by the Amended and Restated 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 Amended and Restated 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.

Federal Income Tax Consequences

If an optionee is granted a non-qualified stock option under the Amended and Restated 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 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 generally 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 and at the same time 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 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 Amended and Restated 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.

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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 Amended and Restated 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 Amended and Restated 2011 Plan is designed to meet the requirements of Section 162(m); however, awards other than options and stock appreciation rights granted under the Amended and Restated 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 Amended and Restated 2011 Plan will be treated as qualified performance-based compensation under Section 162(m) and thus be deductible to us.

Equity Compensation Plan Information

The following table provides information about our common stock that may be issued upon the exercise of stock-settled stock appreciation rights, restricted stock units and other rights under all of our existing equity compensation plans as of December 31, 2013, which consisted of our 2011 Plan and our Employee Stock Purchase Plan. The material terms of these plans are described in Note 19 to the consolidated financial statements, which are part of our Annual Report on Form 10-K for the year ended December 31, 2013.

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	13,922,690*	$ 42.29	37,221,758	51,144,448
Equity compensation plans not approved by stockholders	—	—	—	—
TOTAL	13,922,690*	$ 42.29	37,221,758	51,144,448

* *Includes 12,956,094 stock-settled stock appreciation rights outstanding, with a weighted average base price of $45.44 per share and remaining contractual life of 2.8 years, as well as 966,596 restricted stock units outstanding.*

The Board recommends a vote FOR the approval of the Amended and Restated 2011 Incentive Award Plan.

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Proposal 5 Stockholder Proposal Regarding the Board Chairmanship

We expect the following proposal to be presented by a stockholder at the annual meeting. **The Board 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 will be supplied promptly to a stockholder upon the Company's receipt of an oral or written request. The Board disclaims any responsibility for the content of the proposal and the supporting statement, which are presented in the form received by the stockholder.

Stockholder Proposal and Supporting Statement

Independent Board Chairman

RESOLVED: Shareholders request that our Board of Directors to adopt a policy, and amend other governing documents as necessary to reflect this policy, to require the Chair of our Board of Directors to be an independent member of our Board. This independence requirement shall apply prospectively so as not to violate any contractual obligation at the time this resolution is adopted. Compliance with this policy is waived if no indapendant director is available and willing to serve as Chair. The policy should also specify how to select a new independent chairman if a current chairman ceases to be independent between annual shareholder meetings.

When our CEO is our board chairman, this arrangement can hinder our board's ability to monitor our CEO's performance. Many companies already have an independent Chairman. An independent Chairman is the prevailing practice in the United Kingdom and many international markets. This proposal topic won 50%-plus support at 5 major U.S. companies in 2013 including 73%-support at Netflix.

This topic is particularly important for DaVita because our board of directors needed greater independence to serve in a checks and balances role in regard to our Chairman/CEO Kent Thiry. Directors with long-tenure included John Nehra (13-years) and Peter Grauer (19-years). 10 to 15-years long-tenure detracts from a director's independence. Plus Mr. Nehra chaired our executive pay committee ($65 million for Kent Thiry) and was on our nomination committee. And Mr. Grauer was on our executive pay committee and chaired our nomination committee.

This proposal should also be more favorably evaluated due to our Company's clearly improvable corporate governance performance as reported in 2013:

GMI Ratings, an independent investment research firm, gave DaVita a D for executive pay – $65 million for Kent Thiry. GMI said DaVita could give long-term incentive pay to Mr. Thiry for below-median performance. Unvested equity pay would not lapse upon CEO termination.

Other limits on shareholder rights included:

- Our board's unilateral ability to amend DaVita's bylaws without shareholder approval
- Lack of fair price provisions to help insure that all shareholders are treated fairly
- Limits on the right of shareholders to take action by written consent
- The absence of confidential voting policies

GMI said the DaVita board had not formally acknowledged its responsibility in overseeing our company's social impacts. It did not report on its sustainability policies and practices via the Global Reporting Initiative, a commonly used and highly effective standard for such reporting, nor had it become a voluntary signatory of the UN Global Compact, yet another commonly employed global standard for achieving and maintaining more effective sustainability practices. DaVita had not implemented OSHAS 18001 as its occupational health and safety management system, nor did it disclose its workplace safety record in its annual report.

Returning to the core topic of this proposal from the context of our clearly improvable corporate governance, please vote to protect shareholder value:

Independent Board Chairman - Proposal 5

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The Company's Statement in Opposition to Proposal No. 5

The Board recommends you vote AGAINST the proposal for the following reasons:

We have a designated lead independent director, elected by and from the independent board members, whose broad duties and authority provide a counterbalance to the combined CEO/Co-Chairman role. Peter Grauer is our designated lead independent director, and his clearly delineated and comprehensive duties, include:

- presiding at all meetings of the Board at which the chairman is not present, including executive sessions of independent directors;
- serving as liaison between the co-chairmen and the independent directors;
- approving information sent to the Board, conferring with the CEO/Co-Chairman in setting and thereafter approving meeting agendas for the Board;
- facilitating discussions outside of scheduled Board meetings among the independent directors on key issues as required;
- deciding when to engage independent advisors for the Board or a Board Committee; and
- approving meeting schedules to assure that there is sufficient time for discussion of all agenda items.

As lead independent director, Mr. Grauer also has the authority to call meetings of the Board and the independent directors and, if requested by major stockholders, makes himself available for consultation and direct communication with them. Moreover, as chairman of the Nominating and Governance Committee, he has the authority to call meetings of the committee, whose primary purpose, as outlined in its charter, includes overseeing the evaluation of the Company's management, including the CEO.

Our majority-independent Board and fully independent key committees are governed by established governance guidelines that prevent or address potentially problematic governance or management issues. We have a Board that is four-fifths independent and our key committees are entirely independent, including our Audit Committee, Compensation Committee and Nominating and Governance Committee. The Board's independent members have unrestricted access and visibility into the Company's operations, provide independent oversight of the CEO and management performance, consistently and constructively challenge our CEO and management, and meet regularly without management present. The Board also engages independent consultants to assist them when needed.

The Board is committed to sound corporate governance and accountability to our stockholders. The Corporate Governance Guidelines, available on the Company's website, which were established by and govern our Board, are reviewed and updated regularly to ensure the promotion of stockholder interests and best governance practices. Additionally, the Company has taken further measures to promote stockholder interests, including eliminating our non-stockholder-approved stockholder rights plan or "poison pill," providing the right for 10% of our stockholders to call a special meeting of stockholders, electing our directors by majority vote, and adopting an executive compensation recoupment or "clawback" policy. All of our directors are elected annually and are removable with or without cause, we have no stockholder supermajority approval requirements other than as required by law, and we have a share ownership policy that extends to the members of our Board in addition to Company management at the level of vice president and above.

We have an experienced CEO who strikes the appropriate balance between active leadership and independent oversight of the business. Mr. Thiry currently serves as both our chief executive officer and, along with Dr. Margolis, co-chairman of the Board. The Board currently believes that Mr. Thiry's combined role is appropriate and is in the best interests of the Company and our stockholders, based on Mr. Thiry's nearly 15 years of experience with the Company, his deep institutional knowledge and experience, and the strong performance of the Company. We believe having an executive in the boardroom who possesses deep experience and understanding about the Company's operations and the industry, with authority and access to management, contributes to the highest level of informed judgment, effective feedback and oversight. The combined role strikes the appropriate balance between active leadership and independent oversight of business, has facilitated the efficient and effective functioning of the Board, and allows for the pursuit of a unified vision for the Company, without compromising management accountability. This structure has also contributed to the Company's outstanding financial performance, producing a three-year total stockholder return of 82.4%, which is 25.6% above

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the S&P 500 total returns, and a total stockholder return during Mr. Thiry's tenure in the combined role of CEO and chairman that places the Company near the very top of *all* companies in the S&P 500 during that timeframe.

The Board can best protect its stockholders' interests when it is able to retain flexibility in determining the best Board leadership depending upon the facts and circumstances existing from time to time. The stockholder proposal would mandate a fixed, inflexible, one-size-fits-all leadership structure for the Company and would prevent the Board, including future boards, from determining the most appropriate leadership structure for the Company. In our view, the Board is best positioned to determine the appropriate leadership structure for our Company, and it can most effectively perform its leadership responsibilities and best protect its stockholders' interests if it can exercise its judgment with regard to leadership structure in light of the challenges facing the Company from time to time and the composition of management and the Board at any given time.

The Board believes strongly that Company management should be accountable to the Board and does not believe that the current leadership structure compromises accountability or Board independence. The Board and our Nominating and Governance Committee have taken affirmative steps to facilitate accountability to stockholders and independent oversight of management.

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For all of the foregoing reasons, the Board believes that the Company's current leadership structure is consistent with good governance as well as with a significant portion of major U.S. companies. In his Statement of Support, the proponent notes that "this proposal topic won 50%-plus support at 5 major U.S. companies in 2013" but failed to mention that it failed to pass at 53 other companies in that year. In addition, the proponent makes several specific comments attributable to a report by GMI Ratings, some of which are incorrect or arguably misleading, but failed to note that the GMI report stated that "the DaVita board appears to be generally well aligned with sustainable shareholder interest" and that "this rating falls in the average range for all the companies we rate, and generally reflects a low level of concern in most areas".

For these reasons, the Board 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, 2014 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 and 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. Where applicable, the figures presented in this Proxy Statement have been adjusted to reflect the two-for-one split of our common stock in the form of a stock dividend payable on September 6, 2013.

Name and address of beneficial owner(1)	Number of shares beneficially owned	Percentage of shares beneficially owned
Warren E. Buffett(2) Berkshire Hathaway Inc.(2) 1440 Kiewit Plaza Omaha, Nebraska 68131	36,461,294	17.0%
The Vanguard Group, Inc.(3) 100 Vanguard Blvd. Malvern, PA 19355	12,888,702	6.0%
Kent J. Thiry(4)	1,365,550	*
Dr. Robert J. Margolis(5)	3,067,494	1.4%
Javier J. Rodriguez(6)	232,597	*
Dennis L. Kogod(7)	328,374	*
Dr. Garry E. Menzel	—	*
James K. Hilger(8)	31,476	*
Kim M. Rivera(9)	92,921	*
Pamela M. Arway(10)	57,898	*
Charles G. Berg(11)	69,406	*
Carol Anthony ("John") Davidson(12)	5,701	*
Paul J. Diaz(13)	3,327	*
Peter T. Grauer(14)	127,166	*
John M. Nehra(15)	189,968	*
Dr. William L. Roper(16)	41,351	*
Roger J. Valine(17)	81,867	*
All directors and executive officers as a group (20 persons)(18)	5,946,323	2.7%

* *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 2000 16th Street, Denver, Colorado, 80202.

(2) Based solely on information contained in a Schedule 13G/A No. 3 filed on February 14, 2014 with the SEC by Berkshire Hathaway Inc., a diversified holding company which Mr. Buffett may be deemed to control. Mr. Buffett and Berkshire Hathaway Inc. share voting and dispositive power over 36,461,294 shares of the Company's common stock, which include shares beneficially owned by certain subsidiaries of Berkshire Hathaway Inc. as a result of being a parent holding company or control person.

(3) Based solely upon information contained in Amendment No. 3 to Schedule 13G filed with the SEC on February 12, 2014, The Vanguard Group, Inc., an investment adviser, has sole voting power with respect to 290,260 shares, sole dispositive power with respect to 12,619,942 shares and shared dispositive power with respect to 268,760 shares.

(4) Includes 228,050 shares held in a family trust and 1,100,000 shares issuable upon the exercise of SSARs and 37,500 restricted stock units, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2014.

(5) Represents 3,067,494 shares held in family trusts.

(6) Includes 161,333 shares issuable upon the exercise of SSARs and 7,000 restricted stock units, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2014.

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(7) Includes 268,750 shares issuable upon the exercise of SSARs and 18,750 restricted stock units, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2014.
(8) Includes 18,334 shares issuable upon the exercise of SSARs and 1,666 restricted stock units, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2014.
(9) Includes 90,000 shares issuable upon the exercise of SSARs and 1,111 restricted stock units, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2014.
(10) Includes 48,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2014, and 225 vested and outstanding restricted stock units.
(11) Includes 48,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2014, and 194 vested and outstanding restricted stock units.
(12) Includes 356 vested and outstanding restricted stock units.
(13) Includes 194 vested and outstanding restricted stock units.
(14) Includes 108,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2014, and 3,356 vested and outstanding restricted stock units.
(15) Includes 81,643 shares held in a family trust and 108,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2014, and 325 vested and outstanding restricted stock units.
(16) 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, 2014, and 356 vested and outstanding restricted stock units.
(17) Includes 68,000 shares issuable upon the exercise of SSARs, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2014, and 194 vested and outstanding restricted stock units.
(18) Includes 2,289,829 shares issuable upon the exercise of SSARs and 71,753 restricted stock units, which are exercisable as of, or will become exercisable within 60 days after, March 31, 2014, of which 5,200 restricted stock units are vested and outstanding as of March 31, 2014.

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Information Concerning Our Executive Officers

Name	Age	Position
Kent J. Thiry	58	Co-Chairman of the Board and Chief Executive Officer
Dr. Robert J. Margolis	68	Co-Chairman of the Board
Javier J. Rodriguez	43	Chief Executive Officer, Kidney Care
Michael D. Staffieri	40	Chief Operating Officer, Kidney Care
Dr. Craig E. Samitt	49	Chief Executive Officer, HealthCare Partners
Dennis L. Kogod	54	Chief Operating Officer, HealthCare Partners
Dr. Garry E. Menzel	49	Chief Financial Officer
James K. Hilger	52	Chief Accounting Officer
Kim M. Rivera	45	Chief Legal Officer
Jeanine M. Jiganti	54	Chief Compliance Officer
LeAnne M. Zumwalt	55	Group Vice President, Purchasing and Public Affairs
Laura A. Mildenberger	55	Chief People Officer, Kidney Care

Our executive officers are appointed by, and serve at the discretion of, the Board. Set forth below is a brief description as of March 31, 2014 of the business experience of all executive officers other than Mr. Thiry and Dr. Margolis, who are also directors and whose business experience is set forth above in the section of this Proxy Statement entitled "Information Concerning Members of the Board Standing for Reelection."

Javier J. Rodriguez became our chief executive officer, Kidney Care in March 2014. Since joining the Company in 1998, Mr. Rodriguez has served in a number of other different capacities. From February 2012 to March 2014, he served as our president. From April 1, 2006 thru February 2012, he served as our senior vice president. Before that, from 2000 to 2006 he served as a vice president of operations and payor contracting. Mr. Rodriguez joined the Company in 1998 as a director of value management. Prior to joining the Company, Mr. Rodriguez worked for Baxter Healthcare Corporation in Finance from 1995 to 1998. He also previously served as director of operations for CBS Marketing Inc. in Mexico City.

Michael D. Staffieri became our chief operating officer, Kidney Care, in February 2014. From July 2011 to February 2014, he served as a senior vice president, Kidney Care. From March 2008 to July 2011, he served as our vice president of operations and new center development. Mr. Staffieri joined the Company in July 2000 and has served in several other different roles. Prior to joining us, Mr. Staffieri worked for Arthur Andersen LLP in Finance from 1999 to 2000.

Dr. Craig E. Samitt became our chief executive officer of our integrated care business, HealthCare Partners ("HCP"), in March 2014. He joined us in September 2013 as executive vice president of HCP. In November 2013, he became HCP's president in which role he continues to serve, in addition to being its chief executive officer. Dr. Samitt is also serving as a commissioner for the Medicare Payment Advisory Commission, commonly known as MedPAC, which advises Congress on Medicare policies. Dr. Samitt has served as a commissioner since May 2012. Prior to joining us, he served as the president and chief executive officer of Dean Health Systems, Inc. from September 2006 to August 2013. From May 2002 to September 2006, he served as chief operating officer of Fallon Clinic, Inc. (now Reliant Medical Group). From November 2001 to May 2002, he served as a consultant and interim executive to Southwind Health Partners. From December 1999 to May 2001, he served as senior vice president for marketing, sales and customer service of Harvard Pilgrim Health Care. From May 1995 to December 1999, he served in a number of capacities for Harvard Vanguard Medical Associates including executive director of their largest ambulatory care center, corporate director of the internal medicine department, and chief of internal medicine. He is a fellow of the American College of Physicians.

Dennis L. Kogod became chief operating officer, HealthCare Partners, in March 2014. From January 2009 to March 2014, he served as our chief operating officer, 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

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January 1996 to June 1999, Mr. Kogod was corporate vice president of Teleflex Surgical Group, a surgical device and service organization. Mr. Kogod previously served on the board of Arbios Systems, Inc., a medical device and cell-based therapy company.

Dr. Garry E. Menzel became our chief financial officer in November 2013 and served as our senior vice president, finance from September 2013 to November 2013. From December 2010 to June 2013, Dr. Menzel served as chief operating officer of Regulus Therapeutics Inc., a biopharmaceutical company. From August 2008 to November 2010, Dr. Menzel served as their executive vice president for both finance and corporate development. From November 2004 to April 2008, Dr. Menzel served as managing director and global head of life sciences with Credit Suisse Group AG, an investment banking firm. From August 1994 to August 2004, Dr. Menzel served as managing director and global head of biotechnology with The Goldman Sachs Group, Inc., an investment banking firm.

James K. Hilger served as our interim chief financial officer from April 2012 until November 2013. Mr. Hilger 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 to September 2005, 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 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.

Kim M. Rivera became our chief legal officer in July 2011. From January 2010 to December 2013, she served as our corporate secretary. From January 2010 to July 2011, she also served as our vice president and general counsel. Prior to joining us, Ms. Rivera served as vice president and associate general counsel of The Clorox Company, a consumer products company, from February 2006 to November 2009. 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.

Jeanine M. Jiganti became our chief compliance officer in March 2013. From July 2012 to March 2013, she served as our vice president, international chief compliance officer and deputy chief compliance officer. Prior to joining us, she served as chief compliance officer for Takeda Pharmaceuticals North America, a subsidiary of a Japanese pharmaceutical company, from October 2005 to March 2012. Additionally, she served as chief compliance officer for several of Takeda Pharmaceutical Company Limited's affiliates including Takeda Global Research and Development and Takeda Pharmaceuticals International Operations. During Ms. Jiganti's career, she has served as general counsel for the Illinois Department of Commerce and Economic Opportunity from September 2003 to September 2005, general counsel of Near North Insurance Company from September 2002 to September 2003 and vice president of litigation at Caremark Inc., a pharmaceutical services company, from 1996 to 2002.

LeAnne M. Zumwalt became our group vice president-purchasing and government affairs in July 2011. From January 2000 to July 2011, Ms. Zumwalt served as our vice president in many capacities. From January 2000 to October 2008, she served as our vice president, investor relations while having other responsibilities. 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, including chief financial officer, 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 The Advisory Board Company.

Laura A. Mildenberger became our chief people officer, Kidney Care, in March 2014. From July 2008 to March 2014, she served as our chief people officer. Ms. Mildenberger 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.

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

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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 2013, except that one Form 4 was inadvertently filed late for Ms. Mildenberger relating to a single transaction to acquire shares of the Company's common stock, and two Forms 4 were inadvertently filed late for Messrs. Berg, Grauer and Roper and Ms. Arway, relating to two separate transactions to acquire shares of the Company's common stock.

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COMPENSATION DISCUSSION AND ANALYSIS

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Compensation Discussion and Analysis Information

This Compensation Discussion and Analysis (the "CD&A") describes our executive compensation program for the following named executive officers ("NEOs"):

NEO	TITLE
Kent J. Thiry	Co-Chairman of the Board and Chief Executive Officer ("CEO")
Javier J. Rodriguez	Chief Executive Officer, Kidney Care
Dennis L. Kogod	Chief Operating Officer, HealthCare Partners
Dr. Garry E. Menzel*	Chief Financial Officer
James K. Hilger**	Chief Accounting Officer
Kim M. Rivera	Chief Legal Officer

** Dr. Menzel served as the Company's senior vice president finance, from September 9, 2013 through November 6, 2013 and became the Company's chief financial officer effective November 7, 2013.*

*** Mr. Hilger served as the Company's interim chief financial officer from April 16, 2012 through November 6, 2013.*

Executive Summary

Our Business

The Company consists of two major divisions, Kidney Care and HealthCare Partners ("HCP"). Our Kidney Care division is comprised of our U.S. dialysis and related lab services business, various other ancillary services and strategic initiatives, including our international dialysis operations, and our corporate level expenses.

Our largest line of business is our U.S. dialysis and related lab services business, which is a leading provider of kidney dialysis services in the U.S. As of December 31, 2013, we operated or provided administrative services through a network of 2,074 outpatient dialysis centers in the U.S., serving approximately 163,000 patients in 45 states, the District of Columbia and Puerto Rico. We also provide acute inpatient dialysis services in approximately 1,000 hospitals. In 2013, our overall network of U.S. outpatient dialysis centers increased by 120 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 6.3% compared to 2012.

Our other major line of business is HCP, a patient- and physician-focused integrated health care delivery and management company. HCP has nearly three decades of providing cost-effective coordinated, outcomes-based medical care. Through capitation contracts with some of the nation's leading health plans, as of December 31, 2013 HCP had approximately 764,000 members under its care in southern California, central and south Florida, southern Nevada, central New Mexico and central Arizona. In addition to its managed care business, HCP provides care in all of its markets, except Arizona, to over 472,000 patients whose health coverage is structured on a fee-for-service basis, including patients enrolled through traditional Medicare and Medicaid programs, preferred provider organizations and other third party payors.

The patients of HCP's associated physicians, physician groups and independent practice associations benefit from an integrated approach to medical care that places the physician at the center of patient care. As of December 31, 2013, HCP delivered services to its members via a network of over 3,000 associated group and other network primary care physicians, 204 network hospitals, and several thousand associated group and network specialists. Together with hundreds of case managers, registered nurses and other care coordinators, these medical professionals utilize a comprehensive information technology system, sophisticated risk management techniques and clinical protocols to provide high-quality, cost-effective care to HCP's members.

The design of our 2013 executive compensation program is best understood by evaluating it in the context of the business environment in which we currently operate. This includes increasing regulation by numerous federal, state and local government entities, reductions in reimbursements under federal and state healthcare programs, including Medicare and Medicaid, continued downward pressure on our commercial payment rates, and the incorporation of HCP.

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Response to 2013 Say-on-Pay Vote

We value our stockholders' feedback regarding our executive compensation policies and practices, and we are committed to providing our stockholders the opportunity for a "Say-on-Pay" vote annually.

In June 2013, approximately 60% of the votes cast by stockholders at the annual meeting were voted in favor of our named executive officers' compensation. Although a majority of our stockholders approved our named executive officers' compensation for 2012, we engaged in substantial outreach efforts to better understand stockholders' votes on our executive compensation program. We reached out to our largest 30 institutional investors, and were able to hold discussions with 17 of our largest stockholders representing approximately 50% of the Company's outstanding voting shares.

We also spoke with two influential stockholder advisory firms, Institutional Shareholder Services (ISS) and Glass Lewis & Co. We reviewed with each of ISS and Glass Lewis the feedback we received from our stockholders, and discussed with them specific areas of concern regarding our executive compensation program, which they raised in their reports analyzing our 2013 annual meeting proxy statement.

In December 2013, the Board and the Compensation Committee reviewed the results of our sey-on-pay vote, including feedback from our large institutional stockholders that were willing to share the reasons for their say-on-pay vote. In January 2014, the Board and the Compensation Committee approved the rotation off of the Compensation Committee of the chair and appointed Ms. Arway as the new chair of the Compensation Committee. The Compensation Committee discussed and developed various proposed modifications to our executive compensation program for 2014 and beyond. The Compensation Committee then requested that management again reach out to our largest institutional investors to obtain further feedback regarding the proposed modifications to our executive compensation program to ensure that the proposed changes then contemplated by the Compensation Committee were in step with stockholders' feedback. We reached out to our largest 30 institutional investors and were able to hold discussions with 17 of our stockholders representing approximately 50% of the Company's voting shares.

During these discussions, our stockholders expressed general satisfaction with the Company's performance and our executive compensation program. Our stockholders expressed appreciation for our continued level of stockholder outreach, and were supportive of the changes we were then contemplating to our executive compensation program for 2014. Based on the positive feedback we received from our stockholders, we continued working on revisions, performance metrics and goals for our executive compensation program. Taking the vote results and stockholder feedback into account, and considering trends in executive compensation and the interests of our stockholders, the Compensation Committee adopted substantial changes to our executive compensation structure in March of this year. While stockholder feedback varied, the most frequently cited stockholder concerns as well as the changes we have adopted are summarized below. *It is important to note that the impact of most of these changes will not be reflected in the compensation of our named executives reported in the 2013 Summary Compensation Table until our 2014 executive compensation is reported in our 2015 proxy statement, since the decisions relating to fiscal 2013 compensation reported in this Proxy Statement were made before our 2013 advisory vote on executive compensation.*

Investor Feedback	Response by the Board of Directors and the Compensation Committee effective 2014
A compensation committee chair must be and appear to be independent, and should not have additional transactions outside of his or her role in overseeing the CEO that may give rise to independence questions.	The Compensation Committee and the Board engage in rigorous discussion and evaluation of CEO and executive compensation, including consulting with an outside independent consultant. Likewise, the Audit Committee reviews and considers all transactions in its evaluation of director independence. In addition to the foregoing practices, the Board of Directors rotated Board Committee assignments in 2014. In January 2014, the Board of Directors appointed Pamela M. Arway to the Compensation Committee and appointed her as its chair, and John M. Nehra rotated off the Compensation Committee. This change was made prior to the Compensation Committee making any decisions with respect to our 2013 executive bonuses or our revised 2014 executive compensation structure and equity grants.

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While stockholders were generally satisfied with the CEO's and Company's performance, some expressed concern that the level of CEO compensation seemed excessive.	In 2012, the CEO's aggregate equity grant value of approximately $20.1 million included equity grants related directly to the HCP acquisition. In 2013, our CEO's total compensation decreased 36.2% from $26.8 million to approximately $17.1 million, primarily due to reduced equity compensation. We also evaluated our CEO's maximum bonus opportunity after reviewing the maximum payout range of our self-selected peer group and ISS's projected peer group and accordingly reduced our CEO's 2014 maximum payout from 4.2 times to 3.0 times his base salary. This reduction in our CEO's maximum bonus opportunity aligns more closely with our peer group, and this maximum bonus remains subject to the Compensation Committee's and Board's negative discretion. The equity grant value for the CEO decreased from an annual average of $14.8 million (based on the awards made to our CEO in 2013, 2012 and 2011, respectively), to a target of $9.8 million for 2014.
The Company should incorporate a combination of short-term and long-term incentives tied to value creation for stockholders.	The Compensation Committee has implemented a combination of short-term and long-term metrics that align pay with creation of long-term stockholder value. We shifted our short-term and long-term incentive criteria to more performance-based metrics, including substantially reducing the percentage of equity awards that are subject to time-vesting only or a single performance metric. We conducted a comprehensive review of our incentive programs. Upon completion of that review, the Compensation Committee approved a new structure for short-term and long-term incentive awards granted beginning in fiscal year 2014. The new structure reflects the operating results of Kidney Care and HCP, and increases the emphasis on performance-based compensation that aligns with our strategic and financial objectives in creating stockholder value. The annual bonuses granted to each executive upon achievement of the performance metrics remain further subject to the Board's negative discretion. The Compensation Committee adjusted long term equity compensation to a combination of stock-settled stock appreciation rights and performance stock units. At least 50% of the CEO's equity awards are in the form of performance stock units, and at least 25% of the other executive officers' awards are in the form performance stock units. Performance stock units are restricted stock grants that are performance-based and primarily tied to long-term value creation. Relative total stockholder return makes up 50% of these performance stock units for close alignment with stockholder value creation.

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Stockholders would like to see more challenging performance goals.	Our historical approach used metrics to establish eligibility for maximum bonus amounts and provided absolute negative discretion in setting the amount actually paid, including the discretion to pay nothing at all. In light of stockholder and general preference for greater prospective predictability and transparency, however, we revised our approach as follows: To be eligible for the full annual bonus amount, the performance goals now explicitly require: Performance substantially better than the industry and/or the Company's historical performance, and Operating income performance that exceeds the high end of the public guidance range. Likewise, considerable improvements to historical results and/or better than industry average performance must be achieved in order to realize the full number of performance-based restricted stock units. If there is no historical or industry comparison, the Compensation Committee selects goals it believes reflect successful long-term value creation.
Long-term incentive awards should be based on relative, not absolute, metrics, and should be based on a variety of performance metrics.	The Compensation Committee established several criteria that determine the value of long-term incentive awards, including growth, clinical performance, new market entry and relative total stockholder return. Each executive officer who participates in the program has a minimum of three different goals, and in the case of the CEO, chief financial officer, and chief legal officer, five different goals. To more closely align our long-term incentive program to stockholder value creation and make it more relative and less absolute, the Compensation Committee has set relative total stockholder return as our primary performance metric, representing 50% of the goals for performance stock units. Given the nature of some of the performance goals, described in further detail below, an appropriate basis for developing metrics relative to the industry or peers may not be available for each goal.
There appears to be an overlap in performance metrics for both short-term and long-term incentives.	To address this feedback we received from our stockholders, we increased the percentage of non-overlapping metrics, mainly operating income, which will represent 50% to 70% for short-term performance, and relative total stockholder return, which will represent 50% for long-term performance. We are first and foremost a caregiving company, and believe strong clinical care ultimately drives the success of the Company. Mortality is both a short-term and long-term performance metric because we believe it is the single best measure of the care we provide. Non-acquired growth is the other metric we use for both short-term and long-term incentives because it reflects one of our most important business objectives that also drives shareholder value – absolute and relative growth.

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NEW 2014 EXECUTIVE COMPENSATION STRUCTURE

2014 Short-Term Incentive Criteria. The Compensation Committee identified short-term criteria that emphasize our objectives as a Company, align with our public guidance to our investors and create a foundation for long-term value creation. Annual bonus payments will be made based on the short-term incentive criteria set forth in the chart below. Each criterion is assigned relative weights to determine the maximum percentage of the bonus potential for which each executive is eligible. After the amount of the bonus potential achieved is determined, the Board and the Compensation Committee may exercise negative discretion to reduce the annual bonus payment applicable to any of the performance criteria in the sections below based on changed or special circumstances, or factors that may not have been anticipated when the goals were set:

2014 Short-Term Incentive Criteria	Company-wide Executives	Kidney Care Division Executives	HCP Division Executives
Adjusted Enterprise Operating Income	70%	–	–
Adjusted Core Kidney Care Operating Income	–	70%	–
Adjusted HCP Operating Income	–	–	50%
Kidney Care Mortality	10%	15%	–
Kidney Care Non Acquired Growth	10%	15%	–
HCP Medicare Advantage Enrollment Growth	10%	–	50%

Adjusted Operating Income. Adjusted operating income is operating income, adjusted for unusual or non-recurring items that are not considered indicative of normalized or consistent operating performance. These adjustments are designed to be the same as the adjustments we make in reporting our Adjusted Operating Income in our quarterly earnings releases (e.g., gains or losses on sale of assets other than in the ordinary course of business; large charges related to legal settlements, fines or judgments; large write-offs of assets).*

The Compensation Committee selected an operating income metric as the only short-term financial metric because it believes operating income is the best measure of overall financial success. The Compensation Committee also considered and reviewed total revenue and earnings per share ("EPS") as possible financial metrics, but ultimately decided not to use them because they are not the best measures of Company operating performance. For example, growth in total revenue can be achieved without contributing to profitable incremental growth, and EPS can be financially engineered in a manner that does not result in high quality earnings and positioning for long-term value creation.

The percentage of maximum bonus (based on the weightings detailed in the table above) for which the participating executive officers are eligible is determined based on our public guidance to investors related to operating income at the time these criteria are approved by the Compensation Committee, according to the following grid:

2014 Adjusted Operating Income Relative to Performance Range	% of Maximum Performance Based Eligibility Amount
Bottom quartile or below range	0%
Second quartile	25%
Third quartile	50%
Fourth quartile	75%
Above high end of range	100%

** See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in the company's Form 10-K for the year ended December 31, 2013 for reconciliation of this metric to the most closely comparable GAAP metric.*

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The guidance ranges for fiscal year 2014 described below represent the actual adjusted operating income guidance ranges we provided with our fourth quarter 2013 earnings release on February 11, 2014 ("year-end guidance ranges"), the latest guidance ranges which were in effect at the time the Compensation Committee approved this performance condition. The actual performance ranges for this performance condition are based on and rationally relate to these year-end guidance ranges, and differ from these year-end guidance ranges only with respect to inclusion or exclusion of business unit subdivisions thereof, as described below.

Our year-end guidance range for adjusted consolidated operating income guidance was $1,725 million to $1,860 million. For our Kidney Care division, our year-end guidance range was $1,475 million to $1,550 million, excluding business lines for which such executives do not have direct oversight. For our HCP division, our year-end guidance range was $250 million to $310 million. The Compensation Committee established this performance condition based on these year-end guidance ranges, though the Company's actual expectations and public guidance may change in the future.

Kidney Care Non-Acquired Growth. Non-Acquired Growth ("NAG") is our measurement of relative competitive growth, which is one of the most important business objectives in our Kidney Care division that drives the success of the Company. NAG includes the effect of same-facility growth as well as growth from new or "*de novo*" facilities, which are built in response to capacity constraints at existing facilities to capture additional patient share in a proximate geography or otherwise position ourselves to serve additional nephrology groups. *De novos* also represent a higher return on capital than acquisition driven growth.

2014 Non-Acquired Growth(1),(2)	% of Maximum Performance Based Eligibility Amount
4.30%	50%
4.60%	75%
4.90%	100%

(1) Represents the performance criteria for NAG, which takes into account potential center closures and slowdown in near-term de novo activity that may result due to expected near-term reimbursement cuts under the Medicare program.

(2) For relative context, overall industry growth in 2011 (the latest information available as of 3/31/14) was 3.2% and the compound annual growth rate from 2007 to 2011 was 3.8%. The foregoing data are based on the 2013 Annual Data Report, United States Renal Data System, Table D.1 "Percentages and counts of reported ESRD patients: by treatment modality." This includes the results of our Company, without which the industry growth rates would be lower.

For historical context, the following table presents our Kidney Care NAG for the last several years:

Year	2008	2009	2010	2011	2012	2013
NAG	4.49%	4.74%	4.27%	4.65%	4.79%	5.06%

Kidney Care Mortality. We are first and foremost a caregiving company, and believe that mortality is the single best outcome measure of the care we provide in Kidney Care. Mortality is measured based on the number of dialysis patient deaths during the year divided by the quotient of total patient years divided by 100 (which has the effect of expressing the result as a number rather than a percentage). The criterion for mortality is 13.51 or less, and is an absolute criterion, not subject to partial eligibility for partial performance. That is, unlike the other performance measures listed for our short-term incentive criteria, if 2014 mortality is higher than 13.51, there will be no eligibility for any bonus attributable to this criterion.

The following table presents historical mortality for Kidney Care along with the criterion for 2014:

Year	2008	2009	2010	2011	2012	2013	2014
Mortality	15.74	15.48	15.08	14.58	13.87	13.69	13.51(1)

(1) The performance goal identified for this criterion represents the same level of improvement from 2013 to 2014 as we experienced from 2012 to 2013. As mortality improves, it becomes increasingly difficult to achieve the same result as that in the prior year. However, the Compensation Committee chose to set the threshold at 13.51, thereby requiring the same level of improvement from 2013 to 2014 as we experienced from 2012 to 2013.

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At this point, we do not have a single clinical performance measure under the short-term incentive program for the HCP division that is comparable to mortality for the Kidney Care division. However, we continue to evaluate our HCP division and may develop one or more such clinical metrics for the HCP division's short-term incentive criteria in future years.

Medicare Advantage Enrollment Growth. Growth in Medicare Advantage enrollment for the HCP division represents a relative competitive growth concept similar to what Kidney Care NAG represents. The Compensation Committee believes that this aligns closely with stockholder value creation because most of HCP's profits come from Medicare Advantage members. The performance goal in this category is growth relative to the rest of the industry in the primary counties in which HCP operates in California, Florida and Nevada (legacy markets in which growth would be more difficult to achieve than the relatively new markets, Arizona and New Mexico), as detailed in the following grid:

HCP Medicare Advantage Enrollment Relative to Rest of Industry	% of Maximum Performance Based Eligibility Amount
< 10% better	0%
10% better	25%
20% better	50%
30% better	75%
40% or more better	100%

2014 Long-Term Incentive Criteria. The long-term incentive awards consist of SSARs (see page 59) and performance-based restricted stock units. These performance stock units vest subject to performance conditions and time. At least 50% of the CEO's equity and 25% of each executive officer participant's equity will be in the form of performance stock units, which fully vest in four years (50% at three years, and 50% at four years) so long as performance goals have been met. Based on the level of achievement, more or less than 100% of the targeted performance stock units can vest for that particular performance goal. The following grid details the percentage of the target performance stock units that are subject to the various long-term performance conditions:

2014 Long-Term Incentive Criteria	Company-wide Executives	Kidney Care Executives	HCP Executives
Kidney Care Mortality	12.5%	25.0%	–
Kidney Care Non Acquired Growth	12.5%	25.0%	–
HCP New Market Success	12.5%	–	25.0%
HCP New Market Adjusted Operating Income	12.5%	–	25.0%
Relative Total Stockholder Return	50.0%	50.0%	50.0%

Kidney Care Mortality. Kidney Care mortality is both a short-term and long-term performance goal because of its singular importance as a measure and driver of our success as a caregiving company. In order to make this a truly long-term performance goal, achievement against the goal will be measured based on mortality in 2016, and the number of performance stock units, as a percent of the target number of performance stock units, will be determined based on the following:

2016 Kidney Care Mortality	Percent of Target Performance Stock Units(1)
13.35	50%
13.15	100%
12.65	150%
12.15	200%

(1) The performance goal for 100% vesting of the target performance stock units with respect to this metric requires the same annual improvement in mortality from 2013 to 2016 as the improvement realized from 2012 to 2013. As mentioned above, as mortality improves, further incremental improvements become more challenging to achieve. Nonetheless, the Compensation Committee believes that this is the best measure of our success in Kidney Care from a clinical point of view, and has accordingly set an aggressive performance goal for continued improvement.

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For historical context, the following table presents historical mortality for Kidney Care:

Year	2008	2009	2010	2011	2012	2013
Mortality	15.74	15.48	15.08	14.58	13.87	13.69

Kidney Care Non-Acquired Growth. Kidney Care NAG is both a short and long-term performance goal because we feel it is the best measure of our success from e primary strategic objective – relative competitive growth. Additionally, Kidney Care NAG has a compounding effect over time, and is a primary driver of long-term financial growth and stockholder value creation.

Achievement ageinst the long-term performance goal for Kidney Care NAG will be measured based on the average of Kidney Care NAG for 2015 and 2016, and the number of performance stock units, as a percent of the target number of performance stock units, will be determined based on the following:

Kidney Care NAG (Average for 2015 and 2016)(1)(2)	Percent of Target Performance Stock Units
3.95%	50%
4.20%	75%
4.45%	100%
4.70%	150%

(1) Represents the performance criteria for NAG, which takes into account potential center closures and slowdown in near-term de novo activity that may result due to expected near-term reimbursement cuts under the Medicare Program.

(2) For relative context, industry growth in 2011 (the latest available information as of March 31, 2014) was 3.2% and the compound annual growth rate from 2007 to 2011 was 3.8%. The foregoing data are based on the 2013 Annual Data Report, United States Renal Data System, Table D.1 "Percentages and counts of reported ESRD patients: by treatment modality". This includes the results of our Company, without which the industry growth rates would be lower.

For historical context, the following table presents our Kidney Care NAG for the last several years:

Year	2008	2009	2010	2011	2012	2013
NAG	4.49%	4.74%	4.27%	4.65%	4.79%	5.06%

HCP-related Metrics. The primary long-term strategic focus and stockholder value driver of HCP is new market growth. Consequently, the Compensation Committee selected two metrics for HCP related to new market growth: the number of new markets in which HCP establishes a meaningful presence by 2016, and the aggregate adjusted operating income in new markets in 2016. These two metrics will provide a balanced focus on absolute growth with meaningful growth in multiple markets.

HCP New Market Success. Achievement against the long-term performence goal for HCP new market success will be measured based on the number of new markets which meet one of the following criteria: (1) More than a pre-determined specified internal target of globally capitated Medicare Advantage lives in operations in which our Company owns at least a 50% interest; or (2) adjusted operating income multiplied by our ownership interest in these operations equal to or more than a pre-determined specified internal target. Arizone and New Mexico, which are relatively new markets, will each be considered e new market if they have adjusted operating income multiplied by our ownership interest equal to or more than a pre-determined specified internal target which is higher than the target specified in clause (2).

The number of performance stock units, as a percent of the target number of performence stock units, will be determined based on the following:

Number of HCP New Markets Meeting Criteria	Percent of Target Performance Stock Units
2	50%
3	75%
4	100%
5	150%
6	200%

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HCP New Market Adjusted Operating Income. Performance under this metric will be measured based on the aggregate adjusted operating income of operations in HCP new markets in 2016 (other than in California, Florida and Nevada), multiplied by our percentage ownership in these operations as follows:

HCP New Market Adjusted Operating Income	Percent of Target Performance Stock Units
50% of Internal Goal	50%
75% of Internal Goal	75%
100% of Internal Goal	100%
150% of Internal Goal	150%
200% of Internal Goal	200%

Relative Total Stockholder Return. Relative total stockholder return incorporates the impact of dividend reinvestment, if any, and is based on a 3-year return for restricted stock units that vest in three years and a 4-year return for restricted stock units that vest in four years. The 3-year return is based on the average stock price for the twelve months ended March 31, 2017 compared to the average stock price for the twelve months ended March 31, 2014 (including dividend reinvestment during this period, if any), and the 4-year return is based on average stock price for the twelve months ended March 31, 2018 compared to average stock price for the twelve months ended March 31, 2014 (including dividend reinvestment during this period).

Performance under this metric, measured based on the percentile rank of our relative total stockholder return compared to that of our self-selected peer group presented on pages 64 to 66, will determine the percent of the target number of performance stock units as follows:

DaVita TSR Percent Rank Relative to Peer Companies	Percent of Target Performance Stock Units
<40th	0%
40th	50%
60th	100%
75th	150%
90th	200%

We will continue our ongoing engagement with our stockholders on corporate governance items that are of interest to them, and our Compensation Committee will always consider the feedback we receive from our stockholders in making future compensation decisions for our named executive officers. We also believe it is important to maintain consistency with our compensation philosophy and approach, described in further detail on page 51 of this Proxy Statement, to continue to incentivize management toward the proper short- and long-term financial and operating goals, which are intended to create long-term stockholder value.

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Our Compensation Design and Philosophy

Our ability to recruit and retain highly qualified executives is essential to our long-term success. An important goal in the design of our executive compensation programs, besides providing incentives that create stockholder value, is to attract and retain outstanding leaders who possess the skills and talent necessary to achieve our business goals and objectives, and who embody our mission and values. We believe it is in the best interests of our stockholders to attract and retain talented leaders, and we strive to do so by providing compensation that is reasonable, provides the best value for our stockholders, aligns incentives, and is sufficient to achieve our recruitment and retention objectives.

Our ultimate objective is to continue to create long-term stockholder value by generating strong overall revenue growth, market share increases, improvements in clinical outcomes, operating margin growth, increases in Medicare Advantage enrollment and consistently strong total stockholder return.

In order to achieve this objective, we have established an executive compensation program that:

(i) rewards strong Company performance;

(ii) aligns our executives' interests with our stockholders' interests; and

(iii) is competitive within the health care services, diagnostics, managed care and solutions markets so that we can attract and retain outstanding executives.

2013 Financial and Performance Highlights

Our overall financial and operating performance was strong for 2013 and we believe that the NEOs were instrumental in achieving these results. Our major achievements and financial operating performance indicators in 2013 were:

- improved clinical outcomes in our U.S. dialysis operations, including lowest catheter rates ever at 13.0%, highest fistula in use rates ever at 65.3%, and lowest gross mortality rate ever at 13.7;
- three-year compound annual TSR of 22.2%, compared to the median three-year compound annual TSR of 1.3% for our Global Industry Classification Standard ("GICS") group and 17.6% for our comparator peer group; and a five-year compound annual TSR of 20.7%, compared to the median five-year compound annual TSR of 9.3% for our GICS group and 24.2% for our comparator peer group;
- strong operating cash flow of $1,773 million compared to original guidance range of $1,350 million to $1,500 million;
- Kidney Care adjusted operating income of $1,513 million compared to original guidance range of $1,350 million to $1,450 million;
- consolidated net revenue growth of 43.7% driven primarily by inclusion of a full year of HCP operations;
- normalized non-acquired U.S. dialysis treatment growth of 5.1%;
- an increase of 7.2% in the overall number of U.S. dialysis related treatments; and
- consolidated operating income growth of 19.5%, which includes the impact of a loss contingency reserve and adjustments to a contingent earn-out obligation and a tax asset associated with the HCP acquisition escrow provisions. Without these items adjusted consolidated operating income would have increased by 34.2%*.

The Company's TSR from the first quarter of 2000 (our CEO's first full quarter with the Company) through the fourth quarter of 2013 was approximately 2,750%, putting the Company in the top 15 of all current S&P 500 companies over that period. The Company's TSR over this period also exceeded that of all companies that have been in the S&P 500 during that entire period.

We believe our Kidney Care division 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. Our clinical outcomes mean better quality of life for the over 160,000 Kidney Care division patients we serve.

** See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Form 10-K for the year ended December 31, 2013 for reconciliation of this metric to the most closely comparable GAAP metric.*

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Linking 2013 NEO Compensation to Performance

Our compensation programs for our NEOs emphasize compensation based on performance and are designed to align our NEOs' interests with those of our stockholders and to permit individuals who have performed well in creating and protecting 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.

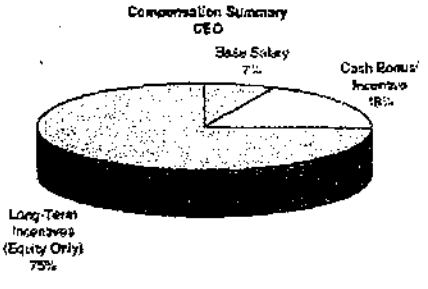
When establishing the compensation for our NEOs for 2013, the Compensation Committee gave significant weight to our sustained record of strong operating performance as highlighted above, our improvement in strategic positioning and our continued strong clinical performance, particularly in light of ongoing general economic volatility and significant industry regulatory challenges and uncertainty. In 2013, we continued to lead industry public policy efforts, achieving favorable outcomes for the industry and the Company. The Compensation Committee balanced its evaluation of the Company's financial and clinical performance by also considering the challenges to the Company presented by healthcare reform, changes to government reimbursement policies, other significant healthcare regulatory changes, as well as the government investigations affecting the Company. When establishing 2013 compensation for our NEOs, the Compensation Committee considered these and other factors in the context of individual NEO performance achieving this performance and responding to these challenges. The following table shows the direct compensation for 2013 (base salary, annual performance-based cash award and long-term incentive award) determined by the Compensation Committee for each NEO who remained an executive officer on December 31, 2013. This table is not a substitute for the information disclosed in the 2013 Summary Compensation Table and related footnotes, which begin on page 70.

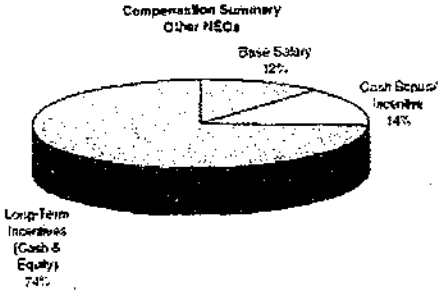
NEO	Base Salary(1)	Annual Cash Award	Annual LTI Award(2)
Kent J. Thiry	$ 1,148,077	$ 3,000,000	$ 12,272,760
Javier J. Rodriguez	$ 765,385	$ 1,600,000	$ 7,080,980
Dennis L. Kogod	$ 800,000	$ 1,100,000	$ 6,270,770
Dr. Garry E. Menzel	$ 147,115	—	$ 1,624,716
James K. Hilger	$ 350,000	$ 300,000	$ 395,299
Kim M. Rivera	$ 500,000	$ 150,000	$ 1,057,732

(1) The amounts reported here reflect the base salary actually paid during the 2013 fiscal year.

(2) The amounts reported under the Annual LTI Award column consist of the grant date fair value of the 2013 equity awards and the target value of the 2013 performance-based cash awards

In light of the emphasis on variable compensation, the Compensation Committee determined to limit increases to fixed compensation amounts in 2013 such that the base salaries of our NEOs were retained at 2012 levels, other than Mr. Thiry's and Mr. Rodriguez's base salaries. Mr. Thiry's base salary, which had not increased since 2011, was increased pursuant to the Compensation Committee's consideration of comparative market data provided by Compensia, placing Mr. Thiry's base salary at the 69th percentile in our self selected peer group. The Compensation Committee increased Mr. Rodriguez's base salary for 2013 pursuant to the Compensation Committee's review of his performance in the previous year and consideration of comparative market data provided by Compensia (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 NEOs above earned for 2013:





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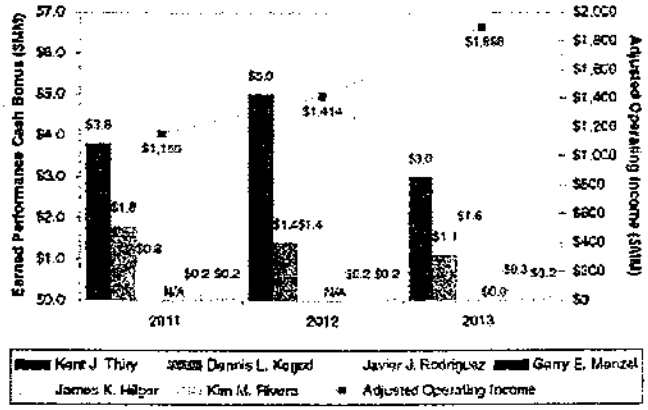
The Compensation Committee believes that the above compensation structure struck an appropriate balance by promoting long-term stockholder value without motivating or rewarding excessive risk-taking.

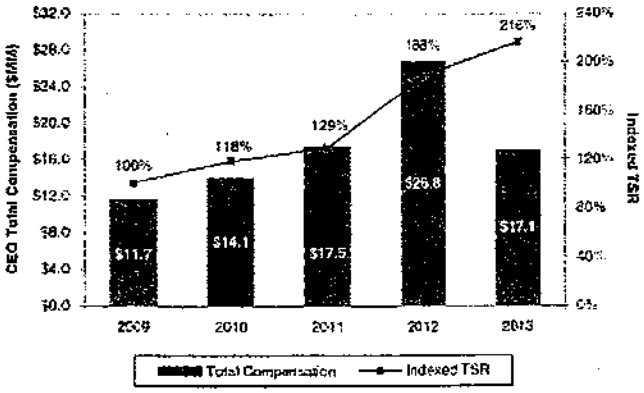
The following graph illustrates how cash performance bonuses over the past three years varied with changes in our adjusted operating income:

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



To further illustrate our emphasis on compensation based on performance and our commitment to align the interests of our NEOs with those of our stockholders, the following graph illustrates how our CEO'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., 2009). For purposes of this table, CEO total compensation includes all elements of compensation reflected in the "Total" column of the 2013 Summary Compensation Table on page 70 of this Proxy Statement.

5-Yr CEO Total Compensation vs. Company TSR



* *See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in the Company's Form 10-K for the year ended December 31, 2013 for reconciliation of this measure to the Company's GAAP consolidated operating income.*

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Stockholder Interest Alignment

Prior to making the substantial changes to our executive compensation program described on pages 43 through 50, we believed that our equity awards, as they were then structured, served to align the interests of our executives with the long-term interests of our stockholders. Our equity awards provided our executives with an opportunity to benefit from the appreciation of our stock price by vesting over a period of time and by requiring executives to accumulate meaningful ownership through our stock ownership policy. Therefore, a key objective of our executive compensation program then, as it is now, is to provide a significant portion of compensation in the form of equity awards. For 2013, equity awards ranged from 23% to 88% of our NEOs' compensation, with 72% of our CEO's compensation provided in equity. The equity awards granted in 2013 vest 50% each after three and four years from the date of grant. These extended vesting schedules are intended to essist in the long-term retention of such NEOs and further align the interests of our executives with the long-term interests of our stockholders. A key component of our executive compensation philosophy and design is that stock-based compensation creates an incentive for the NEO to contribute to the overall success of the Company and to take actions that result in the creation of long-term stockholder value.

Key Features of Our Executive Compensation Program

We Do	We Do Not
Have double trigger change in control provisions for acceleration of equity award vesting	Provide excise tax gross-ups on change in control payments for new or materially amended agreements entered into since 2008[1]
Limit severance payments to not more than three times base salary and bonus	Re-price or replace underwater stock options or stock appreciation rights
Provide for multi-year vesting periods for equity award grants to reinforce a culture in which the Company's long-term success takes precedence over volatile short-term results	Have our Compensation Committee's independent compensation consultant provide any other services to the Company
Use an independent compensation consultant	
Have a clawback policy that permits recovery of bonuses, incentive and equity-based compensation from executives	
Seek stockholder feedback on our executive compensation	
Apply meaningful stock ownership guidelines to strengthen alignment of executives' and stockholders' interests	

1 We have not provided for tax gross-ups in any employment agreements or amended employment agreements entered into after July 2008. Our CEO has the only remaining legacy agreement that contains a tax gross-up; however, no gross-up would have been payable under his agreement in any of the prior five years if a change of control had occurred. See "Potential Payments Upon Termination or Change of Control" on pages 77 to 82.

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Elements of Compensation

The elements of direct compensation offered under our executive compensation program include both fixed (base salaries) and variable (annual and long-term incentives) compensation. It is important to note that the impact of most of the substantial changes we have made to our executive compensation program will not be reflected in the compensation of our named executives until our 2014 executive compensation is reported in our 2015 proxy statement.

Base Salary

We compensate our NEOs with a base salary 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, the prior experience of the executive, and expected contributions to Company performance.

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

Consistent with our emphasis on performance-based compensation and the Compensation Committee's decision to limit increases to fixed compensation amounts in 2013, the Compensation Committee maintained the base salaries of Mr. Kogod, Mr. Hilger and Ms. Rivera at 2012 levels. Mr. Thiry's base salary, which had not increased since 2011, was increased based on the Compensation Committee's consideration of comparative market data provided by Compensia which placed Mr. Thiry's base salary at the 69th percentile in our self selected peer group. The Compensation Committee increased Mr. Rodriguez's base salary for 2013 pursuant to the Compensation Committee's review of his performance in the previous year and consideration of comparative market data. Dr. Menzel did not join the Company until September 2013 and accordingly had no 2012 base salary. The base salaries for 2012 and 2013 for our NEOs who remained executive officers as of December 31, 2013 are shown in the table below.

Name	2012 Base Salary(1)	2013 Base Salary(2)
Kent J. Thiry	$ 1,050,000	$ 1,200,000
Javier J. Rodriguez	$ 700,000	$ 800,000
Dennis L. Kogod	$ 800,000	$ 800,000
Dr. Garry E. Menzel	—	$ 510,000
James K. Hilger	$ 350,000	$ 350,000
Kim M. Rivera	$ 500,000	$ 500,000

(1) The amounts reported here reflect the annual base salaries approved in March 2012.

(2) With the exception of Dr. Menzel's base salary, which was approved in June 2013, the amounts reported here reflect the annual base salaries approved in March 2013.

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Annual Performance-Based Cash Compensation

Our 2013 annual performance-based cash compensation was paid to our NEOs, other than Dr. Menzel who joined us in September 2013. Messrs. Thiry, Rodriguez and Kogod were designated by the Compensation Committee as eligible participants under our Executive Incentive Plan ("EIP") for 2013. While Mr. Hilger and Ms. Rivera did not participate in the EIP, they received an annual cash bonus for 2013 based on performance as described on page 58. We believe that annual 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

Our CEO and other executives selected by the Compensation Committee participated in our EIP. The EIP was 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 used 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 2013, the Compensation Committee established a fiscal year adjusted operating income target of not less than $1,587 million as the performance goal. When the Compensation Committee was determining the operating income target for 2013, 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 generally and changes to the structure of payments under the Medicare ESRD program or other government-based programs, including, for example, across-the-board spending cuts due to federal sequestration. The Compensation Committee considered the Company's estimates of 2013 budgeted operating income, as approved by the Board, when this target was established as a performance target. This target was structured to meet the requirements for performance-based compensation under Section 162(m) of the Internal Revenue Code. For 2013, the Compensation Committee established a maximum aggregate cash and equity award amount under the EIP 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 Messrs. Thiry and Kogod was limited to $5,000,000 and $2,500,000, respectively, for 2013. Similarly, the Compensation Committee established a maximum aggregate cash and equity award amount under the EIP of up to $5,000,000 for Mr. Rodriguez, further establishing that of the $5,000,000, the maximum cash award for Mr. Rodriguez was limited to $2,500,000 for 2013. The Compensation Committee has the ability to apply only negative discretion in determining incentive compensation. The annual target award opportunity for Mr. Thiry is set forth in his employment agreement.

The Company achieved adjusted operating income of $1,898 million for 2013, which exceeded the 2013 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 overall Company performance, the Compensation Committee considered that, as compared to 2012, (i) we experienced strong operating cash flow of $1,773 million compared to original guidance range of $1,350 million to $1,500 million; (ii) our consolidated net revenue grew by 43.7%, driven primarily by inclusion of a full year of HCP operations; (iii) normalized non-acquired dialysis treatment growth was 5.1%, (iv) we experienced an increase of 7.2% in the overall number of U.S. dialysis related treatments and (v) our consolidated operating income grew by 19.5%, which includes the impact of a loss contingency reserve, a contingent earn-out obligation, and a tax asset associated with the HCP acquisition escrow provisions. Without the items in (v) above, adjusted consolidated operating income would have increased by 34.2%*.

* *See "Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations" in the company's Form 10-K for the year ended December 31, 2013 for reconciliation of this metric to the most closely comparable GAAP metric.*

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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. As described above, the Compensation Committee balanced its evaluation of these financial and clinical performance outcomes by also considering performance in responding to challenges the Company faces. In addition to significant contributions to overall Company performance, the Compensation Committee also considered individual performance, as listed below for each of our NEOs participating in the EIP.

Name	Individual Performance Factors Considered in Determining EIP Award
Kent J. Thiry, Co-Chairman of the Board and Chief Executive Officer	• advanced the Company's international footprint • managed senior executive transitions in the Company's HCP business • grew DaVita Rx and its clinical impact • led public policy efforts that promote the interests of the Company and the dialysis industry as a whole • succeeded with initiatives that position the Company for successful continued growth and diversification, including meeting or exceeding operating plan and financial metrics • continued to provide strong leadership to the Company and to the industry as a whole
Javier J. Rodriguez, Chief Executive Officer, Kidney Care	• developed internal talent to fill key roles on the Company's Kidney Care executive and senior management teams • substantially contributed to the Company's strong Kidney Care growth performance • secured major payor contracts and maintained key payor relationships • demonstrated leadership in advancing the Company's integrated Kidney Care agenda with public and private entities, and in driving performance improvements in the ESRD-patient disease management product suite • supported the development of and delivery against the Company's multi-year IT plan • successfully helped lead the Company's business development activities • made substantial contributions to enterprise strategy development
Dennis L. Kogod, Chief Operating Officer, HealthCare Partners	• achieved lowest catheter rates in the Company's history • attained largest enrollment of patients to Davita Rx • oversaw best overall clinical outcomes in the Company's history • over achieved budgeted financials, revenue, operating income, and EBITDA in Kidney Care • continued growth in the Company's international markets • demonstrated a path to profitability in the Company's international markets • led Company's efforts in a successful bid tender and subsequent major contract with the Kingdom of Saudi Arabia's Ministry of Health that will substantially contribute to the Company's international growth • groomed a chief operating officer successor for the Company's Kidney Care business • became the chief operating officer for the Company's HCP business

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Our CEO recommends to the Compensation Committee the performance bonus amount for our NEOs, other than for himself, and the final performance bonus amounts are reviewed by the Compensation Committee, and sometimes further adjusted in consultation with our CEO, prior to approval by the Compensation Committee. The Compensation Committee determines the performance bonus amount for our CEO without recommendations from management. The award of amounts below the maximum amount is not intended to reflect negatively on the performance of the eligible participants. In consideration of the Company and individual performance listed above, market data and in consultation with our CEO with regard to performance bonuses for the NEOs other than himself, the Compensation Committee awarded 2013 performance cash bonuses under the EIP to our NEOs participating in the EIP, as follows:

Name	2013 EIP Award Amount	
Kent J. Thiry	$	3,000,000
Javier J. Rodriguez	$	1,600,000
Dennis L. Kogod	$	1,100,000

Other Performance Based Bonuses

For Mr. Hilger and Ms. Rivera, who did not participate in the EIP, the Compensation Committee performed a similar review of overall Company and individual performance throughout the year. The following table shows the individual performance factors considered in determining the annual performance-based cash bonus for Mr. Hilger and Ms. Rivera.

Name	Individual Performance Factors Considered in Determining Performance-Based Cash Award
James K. Hilger, Chief Accounting Officer and (through November 6, 2013) Interim Chief Financial Officer	• successfully onboarded the Company's new chief financial officer • expanded leadership role in the finance organization • significantly supported the Company's international opportunities and their integration into the Company • enhanced and strengthened the finance, accounting, and tax organizations
Kim M. Rivera, Chief Legal Officer	• enhanced corporate governance • strengthened the legal organization capability and capacity • attained favorable outcomes in legal matters • successfully supported HCP incorporation • supported international opportunities

In consideration of the Company and individual performance listed above and in consultation with our CEO with regard to the performance bonus for Mr. Hilger and Ms. Rivera, the Compensation Committee awarded 2013 performance-based cash bonuses to Mr. Hilger and Ms. Rivera as follows:

Name		Performance Cash Bonus
James K. Hilger	$	300,000
Kim M. Rivera	$	150,000

Dr. Menzel, who joined us in September 2013, did not receive a performance-based bonus for the 2013 period because of the short period he served as an employee during the 2013 fiscal year.

Long-Term Incentive Program

Long-Term Incentive Program ("LTIP") awards are granted pursuant to the 2011 Plan. The 2011 Plan permits the issuance of stock options, stock appreciation rights, restricted stock, restricted stock units, equity and cash-based performance awards, as well as other forms of equity awards. Our 2013 LTIP was designed to continue providing a link to long-term stockholder value through equity awards, while also providing a more direct tie to the dialysis and related lab services line of business through cash-based performance awards targeting internal operating performance metrics consistent with our existing compensation philosophy. We believe these LTIP changes help to align long-term executive performance with our U.S. dialysis and related lab services for those executives who oversee this segment of our business.

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Equity Awards

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 NEO and Company performance and related objectives. The emphasis on stock-based compensation creates a commonality of interest between our NEOs and our stockholders. Grants of equity awards also serve as an important tool for attracting and retaining executives. To vest in equity awards and earn the full benefit of the award, the NEOs 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.

Each year, the Compensation Committee recommends to the full Board 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 held by participants 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 and incent our highest-potential and highest-performing employees and to attract new employees 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 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 NEOs are generally made annually (typically in the first half of the year). Discretionary interim awards to our NEOs may be made during the year to address special circumstances, such as retention concerns, promotions and special performance 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 2011 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

The majority of our equity awards to NEOs are in the form of stock-settled stock appreciation rights ("SSARs"), which only derive value if the market value of our common stock increases. 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. SSARs granted in 2013 vest 50% each in March 2016 and 2017.

Restricted Stock Units

We also award RSUs to our NEOs from time to time as part of our compensation program. RSUs are granted under the 2011 Plan and typically vest with the passage of time over a period of three or more years, but the Compensation Committee may approve alternative vesting schedules based on performance, timing of vesting of individual outstanding grants and other retention related factors. We award RSUs because full value share awards can more closely align the interests of executives with stockholder interests by providing better parity between TSRs and the executive's gains or losses on the awards than is achievable with stock options or SSARs.

Cash-Based Performance Awards

In 2013, the Compensation Committee granted cash-based performance awards to all of our NEOs with the exception of Mr. Thiry, whose LTIP award was granted solely in the form of SSARs and Dr. Manzel who was hired late in the year. The Compensation Committee determines the target award value for NEOs' cash-based performance awards in a manner similar to how it determines the amount of equity awards to grant, that is, based on individual and Company historical and expected performance, including an executive's ability to influence the targeted performance measure. The aggregate target value of cash-based performance awards available for allocation to our executives is approved by the full Board for administration by the Compensation Committee along with the aggregate equity award pool.

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The 2013 cash-based performance awards for NEOs have a two-year performance period commencing January 1, 2014 and ending December 31, 2015. Where applicable, these cash-based performance awards are structured to satisfy the requirements of Section 162(m) of the Internal Revenue Code. Cash-based performance-based awards granted in 2013 vest 50% each on April 1, 2016 and April 1, 2017, subject to performance conditions relating to each of 2014 and 2015 being met. Under the terms of the 2011 Plan, the maximum amount of any cash-based performance award payable to any executive is $10,000,000. However, the Compensation Committee established target award values for each NEO at the time of grant, at amounts substantially lower than the maximum under the 2011 Plan.

Determining LTIP Award Amounts

The Compensation Committee reviews the annual LTIP award recommendations for our NEOs and other executives in advance of the grant date with the input of our CEO. Based upon a review of equity award shares available, their dilutive effect on stockholders, long-term share budgeting restrictions, cash-based performance award dollars available and recommendations from management, the Compensation Committee recommends aggregate equity and cash LTIP award pools for the year for approval by the Board. In considering how to distribute the equity and cash-based performance award units in the respective LTIP award pools, our CEO, together with a team that includes our chief executive officer, Kidney Care, our chief executive officer, HealthCare Partners and our chief people officer, Kidney Care, 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 amount and number of cash and equity LTIP award units that should be granted and the appropriate vesting schedules and performance conditions 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 and motivate performance 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 when making prospective award decisions.

In 2013, the annual equity awards granted to our NEOs were made in the form of SSARs with such SSARs being granted pursuant to our 2011 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 LTIP awards granted in 2013, the Compensation Committee reviewed the findings and recommendations of the CEO for NEOs other than himself and considered each NEO's individual performance since the last grant.

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The Compensation Committee also evaluates the market competitiveness of the Company's compensation for its NEOs and other executive officers by analyzing its historical and proposed compensation changes in light of compensation practices among its comparator peer group as provided in an annual assessment by Compensia, the Compensation Committee's independent compensation consultant. After taking into account the elements set forth above, the Compensation Committee approved LTIP award grants to our NEOs in 2013. All of the SSARs and cash-based performance awards granted to our NEOs were granted on March 19, 2013 after the completion of the review by the Compensation Committee with the exception of Mr. Thiry whose SSARs were granted on March 20, 2013 after further approval by the independent members of the full Board and Dr. Menzel, whose SSARs were granted on his September 9, 2013 hire date. The table below shows the aggregate number of shares subject to SSARs, and the base target value of the cash-based performance awards granted to each of our NEOs in 2013.

NEO	Shares Subject to SSARs (#)	Target Cash-Based Performance Award Value ($)
Kent J. Thiry	900,000	—
Javier J. Rodriguez	280,000	3,300,000
Dennis L. Kogod	220,000	3,300,000
Dr. Garry E. Menzel	120,000	—
James K. Hilger	14,000	206,250
Kim M. Rivera	37,600	550,000

The SSAR awards above vest 50% each in the third and fourth years from the date of grant for all of the above NEOs. The cash-based performance awards vest 50% each on April 1, 2016 and April 1, 2017, subject to their performance conditions.

Personal Benefits and Perquisites

As described above, our compensation programs for NEOs emphasize compensation based on performance and compensation which serves to align our NEOs' interests with those of our stockholders. As a result, the Compensation Committee has determined that the Company should provide few perquisites to NEOs. 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 NEOs in light of the demands on these individuals' time. The perquisites and personal benefits available to our NEOs are reviewed annually by the Compensation Committee.

The Compensation Committee has authorized the personal use of fractionally-owned or chartered corporate aircraft by some of our NEOs. The Compensation Committee believes that access to an aircraft for personal travel enables our NEOs 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 NEOs are afforded adequate flexibility to allow for sufficient personal time in light of the significant demands of the Company. The Compensation Committee and our CEO allocate a fixed number of hours for personal use by identified NEOs and consider the allocated amount as part of the NEO's total compensation. The Compensation Committee and our CEO use their discretion when determining the number of allocated hours and displace other forms of compensation that otherwise would have been awarded to the NEO.

Our CEO is authorized by the Compensation Committee to use a fractionally-owned or chartered corporate aircraft for business purposes, 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 CEO'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

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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 NEOs, 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 NEOs, 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 and there are no Company contributions thereto or above-market returns available thereunder.

Severance and Change of Control Arrangements

We have entered into employment agreements with each of our NEOs. 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 NEOs, the departure of the NEO following a change of control of our Company. Each agreement is individually negotiated and the terms vary. When entering into employment agreements with our NEOs, we attempt to provide severance and change of control benefits which strike a balance between providing sufficient protections for the NEO 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 HealthCare Partners 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 NEOs provide for severance benefits and therefore none of the NEOs is eligible to participate in the DaVita Severance Plan, unless their individual employment agreement defers such provisions to that plan. See "Potential Payments Upon Termination or Change of Control" beginning on page 77 of this Proxy Statement for a description of the severance and change of control arrangements set forth in our employment agreements with the NEOs.

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. 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 NEOs prior to or following a change of control. See "Potential Payments Upon Termination or Change of Control" beginning on page 77 of this Proxy Statement for more information regarding accelerated vesting under our stock-based award agreements.

Process for Determining NEO Compensation

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, composed solely of independent directors, reviews and approves our overall executive compensation programs, strategy and policies and sets the compensation of our executive officers.

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When recruiting new executives, the Compensation Committee and our CEO 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 CEO, 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 NEOs 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 NEOs 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 NEOs 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 NEOs, 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 NEO's contributions in those areas, can have a significant impact on NEO 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;
- 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 retains discretion as to how to weight these factors. 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.

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When determining annual compensation for our NEOs, other than for our CEO, the Compensation Committee works closely with our CEO to review each individual's performance for the year and determine such NEO's compensation. Shortly following the end of each year, our CEO provides his assessment of each NEO's performance during the year based on his personal experience with the individual, the NEO'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 and Compensation Committee level regarding the NEOs, retention objectives and the future growth potential of the individual executive. Our CEO recommends to the Compensation Committee the amounts of cash and stock-based compensation for each of the NEOs. The Compensation Committee considers the recommendations made by the CEO regarding the other NEOs but retains the discretion to deviate from those recommendations. Neither the CEO nor other members of management provide a recommendation to the Compensation Committee with regard to the CEO's compensation.

The Compensation Committee evaluates our CEO's performance at the same time it sets the compensation of the other NEOs. When evaluating the performance of our CEO and making decisions about his compensation, the Compensation Committee considers overall Company performance as part of the assessment of our CEO'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 CEO. As part of this self-assessment, our CEO 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 CEO's performance as a manager during the year. The most recent assessment took place in 2011. This evaluation involves a rigorous assessment of our CEO's performance by members of the senior management team. The results of this assessment are reviewed by the Board and the Compensation Committee and is one of the many factors considered when making compensation decisions. As further described below, the Compensation Committee's independent compensation consultant provides the Compensation Committee with an analysis of comparative market data on the cash, stock-based compensation and total compensation for senior executives, including the CEO, at a group of comparable companies within our industry. The compensation package for our CEO is approved by the Compensation Committee, subject to ratification by the independent members of the Board.

Role of Independent Compensation Consultant

The Compensation Committee has selected and directly retains the services of Compensia, an independent national compensation consulting firm. 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 prior approval of the chair of the Compensation Committee. 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 has assessed the independence of Compensia pursuant to the rules of the SEC and NYSE and concluded that Compensia's work for the Compensation Committee does not raise any conflicts of interest. 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 NEOs.

Market Competitiveness

We evaluate the overall competitiveness of our executives' total direct compensation each year in order to assist in executive retention. In 2013, the Compensation Committee retained Compensia to perform a comprehensive market analysis of our executive compensation programs and pay levels and based upon the recommendation of Compensia adopted a revised comparator peer group in late 2013.

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 the companies within our revised

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comparator peer group. In addition to public executive compensation data, the Compensation Committee reviewed the compensation practices of our comparator peer group for purposes of benchmarking and to understand general compensation practices of our peers. The revised comparator peer group consists of the following companies, which are all in the health care services, diagnostics, managed care and solutions markets:

Company(1)	1-Year TSR(2)	3-Year Compound Annual TSR(2)	Market Capitalization (in millions)(3)	Net Income for Last 4 Quarters (in millions)(4)	Revenue for Last 4 Quarters (in millions)(4)
Catamaran Corporation	(16.1 %)	22.2 %	$ 10,031	$ 262	$ 14,760
Centene Corp.	41.4 %	27.9 %	$ 3,414	$ 165	$ 10,863
Community Health Systems, Inc.	(1.8 %)	0.8 %	$ 3,879	$ 141	$ 12,998
HCA Holdings, Inc.	38.0 %	N/A %	$ 22,245	$ 1,556	$ 34,182
Health Net, Inc.	32.3 %	5.0 %	$ 2,619	$ 170	$ 11,054
HealthSouth Corporation	36.9 %	10.9 %	$ 2,824	$ 324	$ 2,247
Humana Inc.	66.8 %	21.5 %	$ 15,976	$ 1,231	$ 41,313
Laboratory Corporation of America Holdings	5.6 %	1.2 %	$ 7,877	$ 574	$ 5,808
MEDNAX Services, Inc.	42.1 %	23.3 %	$ 5,943	$ 281	$ 2,154
Molina Healthcare, Inc.	18.1 %	17.3 %	$ 1,671	$ 53	$ 6,589
Omnicare, Inc.	60.0 %	28.4 %	$ 6,100	$ (43)	$ 6,079
Quest Diagnostics Incorporated	(3.7 %)	(0.9 %)	$ 7,552	$ 849	$ 7,146
Tenet Healthcare, Inc.	12.2 %	15.4 %	$ 4,344	$ (134)	$ 11,102
Universal Health Services, Inc.	39.1 %	21.5 %	$ 7,922	$ 522	$ 7,247
Summary Statistics:					
75th Percentile	40.8 %	22.2 %	$ 7,911	$ 561	$ 12,524
50th Percentile	34.6 %	17.3 %	$ 6,021	$ 271	$ 9,055
DaVita	14.9 %	20.1 %	$ 14,120	$ 633	$ 11,764
DaVita Percentage Rank	34 %	56 %	90 %	79 %	72 %

(1) The Company's peer group was compiled by Compensia and approved by the Compensation Committee.
(2) Data as of February 28, 2014.
(3) Data as of March 11, 2014.
(4) Financial data generally publicly available as of March 11, 2014.

Our revised comparator peer group includes a diverse representation of various health care services, diagnostics, managed care, and solutions markets because we compete in these broad industry groups for 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 in order to provide a fairly consistent measure for comparing executive compensation. While the majority of the companies in our comparator peer group remained the same over the years, in 2013 the Compensation Committee, in conjunction with Compensia, took a broader review of our peer group to revise the group to reflect the changing composition of our business, including entry into a new industry sector as a result of our merger with HealthCare Partners Holdings, LLC, the increasing size of our enterprise, and the changes in the health care sector. Our revised 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 removed from our peer group companies that are no longer free-standing, publicly traded entities including Coventry Health Care, Inc., Health Management Associates, Inc., and Lincare Holdings Inc.

The Compensation Committee removed from our peer group companies that were not comparable in size as measured by market capitalization, net income, and/or revenues. Using this criterion, the Compensation Committee dropped from our peer group Express Scripts, Inc., Kindred Healthcare, Inc., and Magellan Health Services, Inc.

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The Compensation Committee also sought to add comparable sized companies representing our broad industry groups, including companies that are closer comparables for our HCP business, adding Catamaran Corporation, Centene Corp., Humana Inc., and Molina Healthcare, Inc.

The following table lists our peer group companies used in our prior peer group and our revised peer group:

Prior Peer Group Companies	Revised Peer Group Companies
Community Health Systems, Inc.	Catamaran Corporation
Coventry Health Care, Inc.	Centene Corp.
Express Scripts, Inc.	Community Health Systems, Inc.
HCA Holdings, Inc.	HCA Holdings, Inc.
Health Management Associates, Inc.	Health Net, Inc.
Health Net, Inc.	HealthSouth Corporation
Health South Corporation	Humana Inc.
Kindred Healthcare, Inc.	Laboratory Corporation of America Holdings
Laboratory Corporation of America Holdings	MEDNAX Services, Inc.
Lincare Holdings Inc.	Molina Healthcare, Inc.
Magellan Health Services, Inc.	Omnicare, Inc.
MEDNAX Services, Inc.	Quest Diagnostics Incorporated
Omnicare, Inc.	Tenet Healthcare, Inc.
Quest Diagnostics Incorporated	Universal Health Services, Inc.
Tenet Healthcare, Inc.	
Universal Health Services, Inc.	

The Compensation Committee considered the prior comparator peer group together with market data information analysis from Compensia and other factors, in determining 2013 base salary amounts and LTIP awards granted in March 2013. The revised comparator peer group together with market data and analysis from Compensia and other factors were considered by the Compensation Committee in determining 2014 base salary amounts and LTIP awards granted in April 2014 as well as determining 2014 bonus amounts for 2013 performance.

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 Compensia was used to provide context for the compensation decisions made by the Compensation Committee, 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 NEOs. 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 NEOs in 2013 was higher than the median for comparable companies.

In approving executive compensation, the Compensation Committee considered the Company's market capitalization, which is at the 90th percentile of our revised comparator peer group, and the Company's size, in terms of net income and revenue, which is greater than the median of our revised comparator peer group. Further, the Compensation Committee noted that the Company's TSR was above the 56th percentile for three-year compound average annual TSR of its revised comparator peer group and exceeded all peers for ten-year compound average annual TSRs of the revised comparator peer group companies. The Company also has a record of sustained performance against the revised comparator peer group companies, posting above the 70th percentile for three-year operating margin and net margin and at the 87th percentile for three-year revenue growth against the revised comparator peer group companies. The Compensation Committee also considered each NEO'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.

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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;
- 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 to recover bonuses, incentive and equity-based compensation from executive officers and members of the Board;
- stock ownership guidelines; and
- significant independent Compensation Committee oversight.

Compensation Policies and Practices

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-employee members of the Board described on page 16 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 appreciation rights (including SSARs), restricted stock units, and stock options 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 for our current NEOs is 5.0 for Mr. Thiry, 3.0 for Messrs. Rodriguez and Kogod, and Dr. Menzel, 2.0 for Ms. Rivera, and 1.0 for Mr. Hilger. As of December 31, 2013, all of the NEOs meet or exceed our share ownership policy and guidelines.

Policy Regarding Clawback of Bonuses and Incentive Compensation

In 2010, the Board adopted a clawback policy that permits the Board to recover bonuses, incentive and equity-based compensation from executive officers and non-employee members of the Board whose fraud or intentional misconduct was a significant contributing factor to the Company having to restate all or e 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

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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 vested more than three years prior to the date the applicable restatement is disclosed.

Tax and Accounting Considerations

Deduction Limit

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 NEOs 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). While the Compensation Committee recognizes the desirability of preserving the deductibility of payments made to the NEOs, the Compensation Committee believes that it must maintain flexibility in its approach in order to structure a program that is the most effective in attracting, motivating and retaining the Company's key executives.

Non-Qualified Deferred Compensation

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 additional 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 NEOs, so that they are either exempt from, or satisfy the requirements of, Section 409A of the Internal Revenue Code.

Accounting for Stock-Based Compensation

The Company accounts for stock-based compensation in accordance with FASB ASC Topic 718, which requires the Company 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 issue various types of equity awards, considering the natural economic exchange ratios implied by their approximate respective fair values.

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COMPENSATION COMMITTEE REPORT

The Compensation Committee of the Board is currently composed of four independent directors. The Compensation Committee oversees the Company's compensation programs on behalf of the Board. 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 that the Compensation Discussion and Analysis be included in the Company's Proxy Statement for the Company's 2014 annual meeting of stockholders and the Company's annual report on Form 10-K.

COMPENSATION COMMITTEE

Pamela M. Arway, *Chair*
Paul J. Diaz
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.

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EXECUTIVE COMPENSATION

2013 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	2013	$ 1,148,077	—	—	$ 12,272,760	$ 3,000,000	$ 678,420	$ 17,099,257
	2012	$ 1,050,000	$ 200,000	$ 7,976,044	$ 12,074,350	$ 5,000,000	$ 498,727	$ 26,799,121
	2011	$ 1,050,000	$ 200,000	—	$ 12,057,150	$ 3,750,000	$ 484,495	$ 17,541,645
Javier J. Rodriguez Chief Executive Officer, Kidney Care	2013	$ 765,385	—	—	$ 3,780,980	$ 1,600,000	$ 13,245	$ 6,159,610
	2012	$ 700,001	$ 76,423	$ 4,038,057	$ 1,358,364	$ 1,400,000	$ 110,638	$ 7,681,483
	2011	$ 549,990	—	—	$ 3,635,663	$ 750,000	$ 35,379	$ 5,171,032
Dennis L. Kogod Chief Operating Officer, HealthCare Partners	2013	$ 800,000	—	—	$ 2,970,770	$ 1,100,000	$ 90,042	$ 4,960,812
	2012	$ 800,004	$ 118,000	$ 4,036,057	$ 1,358,364	$ 1,400,000	$ 45,877	$ 7,758,302
	2011	$ 800,010	$ 118,000	—	$ 6,028,575	$ 1,750,000	$ 107,383	$ 8,803,968
Dr. Garry E. Menzel(6) Chief Financial Officer	2013	$ 147,115	$ 66,484	—	$ 1,624,716	—	$ 45	$ 1,836,360
James K. Hilger(7) Chief Accounting Officer	2013	$ 350,000	$ 300,000	—	$ 189,049	—	$ 544	$ 839,593
	2012	$ 328,925	$ 360,000	$ 440,838	$ 482,974	—	$ 561	$ 1,611,298
Kim M. Rivera Chief Legal Officer	2013	$ 500,000	$ 150,000	—	$ 507,732	—	$ 22,450	$ 1,180,182
	2012	$ 499,994	$ 216,000	$ 358,714	$ 120,744	$ 215,000	$ 561	$ 1,411,013
	2011	$ 465,376	$ 896,000	—	$ 1,446,858	$ 180,000	$ 660	$ 2,988,894

(1) The amounts reported in this column represent discretionary bonuses, including relocation, signing and transaction bonuses, for the year with respect to which they were earned, regardless of when such bonuses are paid. The cash component of annual incentive bonuses are included in this column; except that the cash component of any bonus awarded under our EIP is included in the "Non-Equity Incentive Plan Compensation" column. For 2013, Dr. Menzel received a signing bonus of $15,000 and $51,484 in relocation expense reimbursement paid in 2013. The amounts reported also include annual performance-based cash bonuses for Mr. Hilger and Ms. Rivera of $300,000 and $150,000, respectively.

(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 in accordance with FASB ASC Topic 718. See Note 19 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2013 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 in accordance with FASB ASC Topic 718. See Note 19 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2013 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 "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 by our NEOs is included in their personal income in accordance with applicable tax regulations.

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Name and Principal Position	Year	Aircraft Usage[a] ($)	Life Insurance Premiums ($)	Total All Other Compensation ($)
Kent J. Thiry	2013	$ 677,113	$ 1,307	$ 678,420
Javier J. Rodriguez	2013	$ 12,701	$ 544	$ 13,245
Dennis L. Kogod	2013	$ 89,405	$ 637	$ 90,042
Dr. Garry E. Menzel	2013	—	$ 45	$ 45
James K. Hilger	2013	—	$ 544	$ 544
Kim M. Rivera	2013	$ 21,906	$ 544	$ 22,450

(a) For purposes of calculating the incremental costs to the Company of each NEO'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.

(6) Dr. Menzel has served as our chief financial officer since November 7, 2013 and served as our senior vice president, finance from September 9, 2013 through November 6, 2013.

(7) Mr. Hilger served as our interim chief financial officer from April 16, 2012 through November 6, 2013.

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 30, 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 enables 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. 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 CEO and/or the Board 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 and December 31, 2012. 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 CEO and/or the Board or the Compensation Committee.

We entered into an employment agreement with Dr. Menzel effective July 5, 2013. 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. Dr. Menzel is eligible to receive a discretionary performance bonus with the actual amount to be decided by our CEO and/or the Board or the Compensation Committee.

We entered into an employment agreement with Mr. Hilger effective September 22, 2005. This agreement was subsequently amended effective December 12, 2008 and December 27, 2012. 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 CEO and/or the Board or the Compensation Committee.

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 CEO and/or the Board or the Compensation Committee.

For a description of certain termination and change of control provisions included in the employment agreements for our NEOs, please see "Potential Payments Upon Termination or Change of Control" beginning on page 77 of this Proxy Statement.

The following table sets forth information concerning awards made to each of the NEOs under the Company's EIP and equity compensation plans during 2013.

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2013 Grants of Plan-Based Awards

Name	Grant Date	Estimated Future Payouts Under Non-Equity Incentive Plan Awards[1][2] Threshold ($)	Target ($)	Maximum ($)	All Other Stock Awards: Number of Shares of Stock or Units (#)	All Other Options Awards: Number of Securities Underlying Options (#)[3]	Exercise or Base Price of Option Awards ($/Sh)	Grant Date Fair Value of Stock and Option Awards ($)[4]
Kent J. Thiry	—[1]	—	$ 1,050,000	$ 5,000,000				
	3/20/13	—	—	—	—	900,000	$ 59.52	$ 12,272,760
Javier J. Rodriguez	—[1]	—	$ 1,400,000	$ 2,500,000				
	—[2]	$ 1,650,000	$ 3,300,000	$ 10,000,000				
	3/19/13	—	—	—	—	280,000	$ 58.94	$3,780,960
Dennis L. Kogod	—[1]	—	$ 1,400,000	$ 2,500,000				
	—[2]	$ 1,650,000	$ 3,300,000	$ 10,000,000				
	3/19/13	—	—	—	—	220,000	$ 58.94	$2,970,770
Dr. Garry E. Menzel	9/9/13	—	—	—	—	120,000	$ 56.04	$1,624,716
James K. Hilger	—[2]	$ 103,125	$ 206,250	$ 10,000,000				
	3/19/13	—	—	—	—	14,000	$ 58.94	$189,049
Kim M. Rivera	—[2]	$ 275,000	$ 550,000	$ 10,000,000				
	3/19/13	—	—	—	—	37,600	$ 58.94	$507,732

(1) For 2013, non-equity annual incentive awards to Messrs. Thiry, Rodriguez and Kogod were made under the EIP. The "maximum" amounts shown in the table above reflect the largest possible cash payments permissible under the EIP for the 2013 performance period for purposes of qualifying the plan under Section 162(m) of the Code. There were no thresholds or targets for these awards 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 Mr. Rodriguez and Mr. Kogod, because the Compensation Committee did 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 2012. The EIP provides that the Compensation Committee may use "negative discretion" to award any amount that does not exceed the maximum. In each case, the cash bonus amounts actually earned by Messrs. Thiry, Rodriguez and Kogod in 2013 are reported in the "Non-Equity Incentive Plan Compensation" column of the "2013 Summary Compensation Table." For a description of the EIP, see "Compensation Discussion and Analysis—Elements of Compensation—Annual Performance-Based Cash Compensation—Executive Incentive Plan" in this Proxy Statement.

(2) Non-equity long-term incentive awards were also granted under the 2011 Plan in the form of cash-based performance awards to Messrs. Rodriguez, Kogod, Hilger, and Ms. Rivera on March 19, 2013. The "maximum" amounts shown in the table above reflect the largest possible payments under the cash-based performance awards for the 2014-2015 performance period for purposes of qualifying the plan under Section 162(m) of the Code. The amounts shown in the "Threshold" column reflect the threshold cash-based performance award payment which is 50% of the amount shown in the "Target" column. The maximum amount of any cash-based performance award payable to any executive officer is $10,000,000. However, the target award values for each of the NEOs at the time of grant is substantially lower than the maximum and are set forth in the column entitled "Target" above. For a description of these long-term cash-based performance awards, see "Compensation Discussion and Analysis—Elements of Compensation—Long-Term Incentive Program—Cash-Based Performance Awards" in this Proxy Statement.

(3) This number represents SSARs awarded under the 2011 Plan. For a description of the SSARs, see "Compensation Discussion and Analysis—Elements of Compensation—Long-Term Incentive Program—Equity Awards—Stock Appreciation Rights" in this Proxy Statement.

(4) These amounts are the aggregate grant date fair values of each award determined pursuant to FASB ASC Topic 718. See Note 19 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2013 for a discussion of the relevant assumptions used in calculating grant date fair value pursuant to FASB ASC Topic 718.

Narrative to the Grants of Plan-Based Awards Table

Awards

See "Compensation Discussion and Analysis—Elements of Compensation—Annual Performance-Based Cash Compensation—Executive Incentive Plan," and "Compensation Discussion and Analysis—Elements of Compensation—Long-Term Incentive Program" in this Proxy Statement for a description of the EIP, and grants of cash-based performance awards and SSARs.

The following table sets forth information concerning outstanding SSARs and unvested stock awards held by each of the NEOs at December 31, 2013.

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2013 Outstanding Equity Awards at Fiscal Year-End

Where applicable, the figures presented in this proxy statement have been adjusted to reflect the two-for-one split of our common stock in the form of a stock dividend payable on September 6, 2013.

		Option Awards				Stock Awards	
Name	Grant Date	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	3/2/2009	108,334 (2)	—	$ 23.13	3/2/2014	—	—
	3/31/2010	562,500 (3)	37,500 (3)	$ 31.70	3/31/2015	—	—
	4/13/2011	—	1,000,000 (4)	$ 43.35	4/13/2016	—	—
	12/18/2012	—	1,000,000 (5)	$ 55.34	12/18/2017	—	—
	3/20/2013	—	900,000 (4)	$ 59.52	3/20/2018	—	—
	3/31/2010	—	—	—	—	37,500 (6)	$ 2,376,375
	12/18/2012	—	—	—	—	144,128 (7)	$ 9,133,391
Javier J. Rodriguez	3/6/2009	130,000 (2)	—	$ 22.86	3/6/2014	—	—
	3/31/2010	51,333 (8)	4,667 (8)	$ 31.70	3/31/2015	—	—
	4/13/2011	—	260,000 (4)	$ 43.35	4/13/2016	—	—
	12/8/2011	26,666 (9)	53,334 (9)	$ 36.96	12/8/2016	—	—
	12/18/2012	—	112,500 (5)	$ 55.34	12/18/2017	—	—
	3/19/2013	—	280,000 (4)	$ 58.94	3/19/2018		
	3/31/2010	—	—	—	—	7,000 (10)	$ 443,590
	12/18/2012	—	—	—	—	28,126 (7)	$ 1,782,345
	12/18/2012	—	—	—	—	44,806 (7)	$ 2,839,356
Dennis L. Kogod	3/2/2009	58,334 (2)	—	$ 23.13	3/2/2014	—	—
	3/31/2010	56,250 (3)	18,750 (3)	$ 31.70	3/31/2015	—	—
	4/13/2011	—	500,000 (4)	$ 43.35	4/13/2016	—	—
	12/18/2012	—	112,500 (5)	$ 55.34	12/18/2017	—	—
	3/19/2013	—	220,000 (4)	$ 58.94	3/19/2018	—	—
	3/31/2010	—	—	—	—	18,750 (6)	$ 1,188,188
	12/18/2012	—	—	—	—	28,126 (7)	$ 1,782,345
	12/18/2012	—	—	—	—	44,806 (7)	$ 2,839,356
Dr. Garry E. Menzel	9/9/2013	—	120,000 (4)	$ 56.04	9/9/2018	—	—
James K. Hilger	3/2/2009	3,334 (2)	—	$ 23.13	3/2/2014	—	—
	3/31/2010	2,500 (8)	834 (8)	$ 31.70	3/31/2015	—	—
	4/13/2011	—	35,000 (4)	$ 43.35	4/13/2016	—	—
	12/18/2012	—	40,000 (5)	$ 55.34	12/18/2017	—	—
	3/19/2013	—	14,000 (4)	$ 58.94	3/19/2018		
	3/31/2010	—	—	—	—	1,666 (10)	$ 105,574
	12/18/2012	—	—	—	—	7,966 (7)	$ 504,805
Kim M. Rivera	1/8/2010	45,000 (2)	20,000 (2)	$ 30.50	1/8/2015	—	—
	4/13/2011	—	120,000 (4)	$ 43.35	4/13/2016	—	—
	12/18/2012	—	10,000 (5)	$ 55.34	12/18/2017	—	—
	3/19/2013	—	37,600 (4)	$ 58.94	3/19/2018		
	1/8/2010	—	—	—	—	4,444 (12)	$ 281,616
	12/18/2012	—	—	—	—	2,500 (7)	$ 158,425
	12/18/2012	—	—	—	—	3,982 (7)	$ 252,339

(1) The market value of shares or units of stock that have not vested reflects the $63.37 closing price of our stock on December 31, 2013, 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.

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(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) These SSARs vest 50% each on April 1, 2015 and April 1, 2016.
(6) These remaining RSUs will vest on May 15, 2014.
(7) These RSUs vest 50% on May 15, 2015 and May 15, 2016, subject to the satisfaction of the 2013 RSU Performance Condition.
(8) These SSARs vest 33% on the second anniversary and 8.33% every three months thereafter from the grant date.
(9) These SSARs vest 33% on the second, third and fourth anniversaries of the grant date.
(10) The remaining 33% of these RSUs vest on May 15, 2014.
(11) These RSUs vest 33% on each of the second, third and fourth anniversaries of the date of grant.
(12) These RSUs vest 33.34% on the third anniversary and 11.11% every four months thereafter from the date of grant.

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 NEOs during 2013. Where applicable, the figures presented in this proxy statement have been adjusted to reflect the two-for-one split of our common stock in the form of a stock dividend payable on September 6, 2013.

2013 Option Exercises and Stock Vested

	Option Awards		Stock Awards	
Name	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	751,666	$ 31,919,445	37,500	$ 2,442,750
Javier J. Rodriguez	—	—	7,000	$ 454,956
Dennis L. Kogod	103,834	$ 3,790,291	18,750	$ 1,212,204
Dr. Garry E. Menzel	—	—	—	—
James K. Hilger	5,000	$ 181,530	1,668	$ 108,537
Kim M. Rivera	—	—	5,556	$ 316,108

(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 RSUs by the closing price for our common stock on the date of vesting, as reported by the NYSE.

No Pension Benefits

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

Non-Qualified Deferred Compensation

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

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2013 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	$ 385,557 (2)	—	$ 1,290,936	—	$ 5,893,309 (3)
Javier J. Rodriguez					
Voluntary Deferral Plan	—	—	$ 143,432	—	$ 603,843
Dennis L. Kogod					
Executive Retirement Plan	—	—	$ 69,942	—	$ 289,996
Dr. Garry E. Menzel(4)	—	—	—	—	—
James K. Hilger(4)	—	—	—	—	—
Kim M. Rivera(4)	—	—	—	—	—

(1) None of the earnings in this column are included in the 2013 Summary Compensation Table because they are not preferential or above market.
(2) This amount is reported in the "Salary" column in the 2013 Summary Compensation Table.
(3) Mr. Thiry deferred $385,557 in 2013, $2,448,462 in 2012, and $412,500 in 2011 into the Voluntary Deferral Plan.
(4) Dr. Menzel, Mr. Hilger and Ms. Rivera did not participate in any of the Company's nonqualified deferred compensation plans in 2013.

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Voluntary Deferral Plan

The 2013 Nonqualified Deferred Compensation Table presents amounts deferred under our Voluntary Deferral Plan.

Contributions

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.

Payment of benefits

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.

Executive Retirement Plan

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.

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Potential Payments Upon Termination or Change of Control

General Terms and Definitions

For purposes of the employment agreements with each of our NEOs 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 CEO 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 the executives 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, 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 CEO 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 and Dr. Menzel, 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 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 CEO of the Company for at least one year after the Change of Control or becomes the CEO or executive chair of the

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surviving company with which the Company merged or consolidated and remains in that position for at least one year after the Change of Control. Further, with respect to Dr. Menzel's employment agreement, (1) a "Change of Control" will not have occurred if (x) Mr. Thiry remains the CEO of the Company for at least one year after the Change of Control or becomes the CEO 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 and (y) a majority of the surviving company's board of directors immediately after such transaction consists of persons who were directors of the Company immediately prior to such transaction. Additionally, with respect to Dr. Menzel's employment agreement, a "Change of Control" provides for 50% thresholds in clauses "(iii)" and "(iv)" above instead of 40% thresholds.

"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.

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 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 stockholders 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 CEO of the Company for the twelve months prior to such transaction continues as the CEO or executive chairman of the Board of Directors of the Company or becomes the CEO 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 CEO 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 CEO of the Company for the twelve months prior to such transaction ceases to be CEO 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 CEO 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 for each of our NEOs, under the circumstances described below, assuming that their employment was terminated on December 31, 2013. For a description of the value of stock-based awards held by Messrs. Thiry, Rodriguez, Kogod, Hilger, Dr. Menzel 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	—	$ 3,000,000 (2)	—	—	—	$ 3,000,000
Disability	—	$ 3,000,000 (2)	—	—	—	$ 3,000,000
Involuntary Termination without Cause	$ 16,725,000 (3)	$ 3,000,000 (4)	$ 69,626 (5)	$ 385,717 (6)	—	$ 20,180,343
Involuntary Termination without Cause (prior to age 62)(7)	$ 8,362,500 (8)	$ 3,000,000 (4)	$ 69,626 (5)	$ 385,717 (6)	—	$ 11,817,843
Resignation for Good Reason	$ 16,725,000 (3)	$ 3,000,000 (4)	$ 69,626 (5)	$ 385,717 (6)	—	$ 20,180,343
Javier J. Rodriguez						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	$ 1,200,000 (9)	$ 1,400,000 (10)	—	—	—	$ 2,600,000
Resignation for Good Cause	$ 1,200,000 (9)	$ 1,400,000 (10)	—	—	—	$ 2,600,000
Resignation Following a Good Cause Event after a Change of Control	$ 1,600,000 (11)	$ 1,400,000 (10)	—	—	—	$ 3,000,000
Dennis L. Kogod						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	$ 800,000 (12)	$ 1,400,000 (13)	—	—	—	$ 2,200,000
Resignation Following a Good Cause Event Unrelated to a Change of Control	$ 800,000 (12)	$ 1,400,000 (13)	—	—	—	$ 2,200,000
Resignation Following a Good Cause Event after a Change of Control	$ 1,600,000 (14)	$ 1,400,000 (13)	—	—	—	$ 3,000,000
Dr. Garry E. Menzel						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	$ 510,000 (15)	—	—	—	—	$ 510,000
Good Cause Resignation after a Change of Control	$ 765,000 (16)	—	—	—	—	$ 765,000
James K. Hilger						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	$ 350,000 (17)	—	$ 21,868 (18)	—	—	$ 371,868
Kim M. Rivera						
Death	—	—	—	—	—	—
Disability	—	—	—	—	—	—
Involuntary Termination for Other than Material Cause	$ 500,000 (19)	$ 215,000 (20)	—	—	—	$ 715,000
Resignation Following a Good Cause Event	$ 500,000 (19)	$ 215,000 (20)	—	—	—	$ 715,000

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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 2013 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, 2013, Mr. Thiry had fully earned his bonus for 2013, so he would have received the full amount of his annual incentive bonus as reported in the 2013 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, 2013, which was $1,200,000, and the average of Mr. Thiry's 2012 annual incentive bonus in the amount of $5,000,000 and Mr. Thiry's 2011 annual incentive bonus in the amount of $3,750,000.

(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, 2013, Mr. Thiry had fully earned his annual incentive bonus for 2013, so he would have received the full amount of his annual incentive bonus as reported in the 2013 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 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, 2013, which was $1,200,000, and the average of Mr. Thiry's 2012 annual incentive bonus in the amount of $5,000,000 and Mr. Thiry's 2011 annual incentive bonus in the amount of $3,750,000.

(9) Mr. Rodriguez will be entitled to receive his salary for the 18-month period following his termination or resignation for good cause. As of December 31, 2013, Mr. Rodriguez's base salary was $800,000.

(10) 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. This severance amount is reported as the bonus paid to Mr. Rodriguez for 2012, which was $1,400,000.

(11) Mr. Rodriguez will be entitled to receive his salary for the two-year period following his resignation for good cause following a change in control.

(12) Mr. Kogod will be entitled to receive his salary for the one-year period following his termination or resignation. As of December 31, 2013, Mr. Kogod's base salary was $800,000.

(13) 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. This severance amount is reported as the bonus paid to Mr. Kogod for 2012, which was $1,400,000.

(14) Mr. Kogod will be entitled to receive his salary for the two-year period following his resignation for good cause following a change in control.

(15) Dr. Menzel will be entitled to receive his salary for the one-year period following his termination.

(16) Dr. Menzel will be entitled to receive his salary for the 18-month period following his resignation for good cause following a change in control.

(17) 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, 2013, Mr. Hilger's base salary was $350,000. 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.

(18) 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.

(19) Ms. Rivera will be entitled to receive her salary for the one-year period following her termination or resignation. As of December 31, 2013, Ms. Rivera's base salary was $500,000.

(20) 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 2013 on December 31, 2013. This severance amount is reported as the incentive bonus paid to Ms. Rivera for 2012, which was $215,000.

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 NEOs identified in the tables above will also receive the proceeds of the respective term life insurance policy for each NEO. The coverage amount for each

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NEO is as follows: $1,201,000 for Mr. Thiry, $500,000 for Mr. Rodriguez, $585,000 for Mr. Kogod, $500,000 for Dr. Menzel, $500,000 for Mr. Hilger, 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 NEO must execute the Company's standard severance and general release agreement. In addition, the employment agreements with each of our NEOs include confidentiality provisions that would apply until the confidential information becomes publicly available (other than through breach by the NEO). These employment agreements also include nonsolicitation provisions which prohibit each NEO 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 NEO's employment. However, with respect to 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 RSUs to our NEOs, 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 NEO's options or awards, or (ii) the NEO'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 NEO in accordance with the termination for Good Reason provisions of the NEO'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 NEO'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 NEOs as described above and assumes that the triggering event took place on December 31, 2013.

Name	Value of SSARs(1)	Value of Stock Awards(2)	Tax Gross-Up
Kent J. Thiry(3) (4)	$ 32,702,625	$ 11,509,766	—
Javier J. Rodriguez	$ 8,905,330	$ 5,065,291	—
Dennis L. Kogod	$ 12,481,788	$ 5,809,888	—
Dr. Garry E. Menzel	$ 879,600	—	—
James K. Hilger	$ 1,110,333	$ 610,380	—
Kim M. Rivera	$ 3,306,668	$ 692,381	—

(1) Values are based on the aggregate difference between the respective base prices and the closing sale price of our common stock on December 31, 2013, which was $63.37 per share, as reported by the NYSE.

(2) Values are based on the aggregate number of shares underlying RSUs multiplied by the closing sale price of our common stock on December 31, 2013, which was $63.37 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, 2013, 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 RSUs 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, 2013, the value of such accelerated vesting is equal to 50% of the amounts set forth in the table.

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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 CEO of the Company for the six months prior to such transaction becomes the CEO 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 CEO 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.

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COMPENSATION OF DIRECTORS

The following table sets forth information concerning the compensation of our non-employee directors during 2013. Mr. Thiry and Dr. Margolis also serve as members of the Board. As executive officers of the Company, Mr. Thiry and Dr. Margolis do not receive any additional compensation for their services as members of the Board. Where applicable, the figures presented in this proxy statement have been adjusted to reflect the two-for-one split of our common stock in the form of a stock dividend payable on September 6, 2013.

2013 DIRECTOR COMPENSATION

Name	Fees Earned or Paid in Cash ($)(1)	Stock Awards ($)(2) (3) (4)	SSAR Awards ($)(5) (6)	Total ($)
Pamela M. Arway	$ 84,000	$ 96,540	$ 287,174	$ 467,714
Charles G. Berg	$ 507,000	$ 87,708	$ 287,174	$ 881,882
Carol Anthony ("John") Davidson	$ 48,000	$ 81,835	$ 430,762	$ 560,597
Paul J. Diaz	$ 15,000	$ 51,934	$ 287,174	$ 354,108
Peter T. Grauer	$ 72,000	$ 280,979	$ 430,762	$ 783,741
John M. Nehra	$ 24,500	$ 66,811	$ 430,762	$ 522,073
Dr. William L. Roper	$ 82,000	$ 90,748	$ 430,762	$ 603,510
Roger J. Valine	$ 45,500	$ 83,649	$ 287,174	$ 416,323

(1) Consists of the amounts described below under "Annual Retainer," "Lead Independent Director and Committee Chairs Retainer," "Meeting Fees," and "Expense Reimbursement and Per Diem Compensation." With respect to Messrs. Davidson, Nehra, Roper and Grauer, includes the $10,000 cash portion for service as chair of the Audit Committee, Compensation Committee, Compliance Committee, lead independent director, respectively. With respect to Mr. Berg, includes the $465,000 of additional fees in the aggregate paid to Mr. Berg in his role as a member of the Board's Compliance Committee, in overseeing the 2010 U.S. Attorney physician relationship investigation and the 2011 U.S. Attorney physician relationship investigation, at the request of the Board.

(2) With respect to Messrs. Davidson, Nehra, Roper and Grauer, includes the $10,000 equity portion denominated in RSUs for service as chair of the Audit Committee, Compensation Committee, Compliance Committee, lead independent director, respectively, which are deferred for one year from grant. With respect to Mr. Grauer, includes 3,000 RSUs for service as lead independent director which are deferred for one year from grant.

(3) The amounts shown in this column reflect the aggregate grant date fair value of all common stock awards and RSU awards granted to our directors during 2013 as estimated by the Company in accordance with FASB ASC Topic 718. The grant date fair value of each such award is set forth below:

	Stock Awards		
Name*	Number of Shares of Stock or Units (#)	Grant Date	Grant Date Fair Value of Stock Awards ($)*
Pamela M. Arway	168	3/6/2013	$ 10,244
	134	3/7/2013	$ 7,967
	50	3/31/2013	$ 2,965
	64	4/24/2013	$ 3,902
	132	4/25/2013	$ 7,976
	68	5/5/2013	$ 3,989
	62	5/17/2013	$ 3,972
	50	6/30/2013	$ 3,020
	68	7/17/2013	$ 4,025
	136	7/18/2013	$ 7,976
	53	9/30/2013	$ 3,016
	181	10/2/2013	$ 10,487
	139	10/3/2013	$ 8,016
	68	12/3/2013	$ 3,978
	210	12/4/2013	$ 12,027
	47	12/31/2013	$ 2,978
TOTAL	1,630		$ 96,540

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	Stock Awards		
Name*	Number of Shares of Stock or Units (#)	Grant Date	Grant Date Fair Value of Stock Awards ($)*
Charles G. Berg	128	3/6/2013	$ 7,805
	134	3/7/2013	$ 7,967
	50	3/31/2013	$ 2,965
	132	4/25/2013	$ 7,976
	68	5/5/2013	$ 3,989
	62	5/17/2013	$ 3,972
	50	6/30/2013	$ 3,020
	68	7/17/2013	$ 4,025
	136	7/18/2013	$ 7,978
	53	9/30/2013	$ 3,016
	138	10/2/2013	$ 7,996
	139	10/3/2013	$ 8,016
	68	12/3/2013	$ 3,978
	210	12/4/2013	$ 12,027
	47	12/31/2013	$ 2,978
TOTAL	1,483		$ 87,708
Carol Anthony ("John") Davidson	64	3/6/2013	$ 3,902
	134	3/7/2013	$ 7,967
	92	3/31/2013	$ 5,455
	64	4/24/2013	$ 3,902
	132	4/25/2013	$ 7,976
	92	6/30/2013	$ 5,557
	68	7/17/2013	$ 4,025
	136	7/18/2013	$ 7,978
	97	9/30/2013	$ 5,519
	69	10/2/2013	$ 3,998
	139	10/3/2013	$ 8,016
	210	12/4/2013	$ 12,027
	87	12/31/2013	$ 5,513
TOTAL	1,384		$ 81,835
Paul J. Diaz	134	3/7/2013	$ 7,967
	50	3/31/2013	$ 2,965
	132	4/25/2013	$ 7,976
	50	6/30/2013	$ 3,020
	136	7/18/2013	$ 7,978
	53	9/30/2013	$ 3,016
	139	10/3/2013	$ 8,016
	140	12/4/2013	$ 8,018
	47	12/31/2013	$ 2,978
TOTAL	881		$ 51,934

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Name*	Stock Awards: Number of Shares of Stock or Units (#)	Grant Date	Grant Date Fair Value of Stock Awards ($)*
Peter T. Grauer	128	3/6/2013	$ 7,805
	134	3/7/2013	$ 7,967
	92	3/31/2013	$ 5,455
	132	4/25/2013	$ 7,967
	68	5/5/2013	$ 3,989
	62	5/17/2013	$ 3,972
	3,000	6/17/2013	$ 195,240
	92	6/30/2013	$ 5,557
	97	9/30/2013	$ 5,519
	138	10/2/2013	$ 7,996
	139	10/3/2013	$ 8,016
	136	12/3/2013	$ 7,956
	140	12/4/2013	$ 8,018
	87	12/31/2013	$ 5,513
TOTAL	**4,445**		**$ 280,979**
John M. Nehra	104	3/6/2013	$ 6,341
	134	3/7/2013	$ 7,967
	92	3/31/2013	$ 5,455
	132	4/25/2013	$ 7,978
	92	6/30/2013	$ 5,557
	136	7/18/2013	$ 7,976
	97	9/30/2013	$ 5,519
	112	10/2/2013	$ 6,489
	139	10/3/2013	$ 8,016
	87	12/31/2013	$ 5,513
TOTAL	**1,125**		**$ 66,811**
Dr. William L. Roper	136	3/6/2013	$ 8,293
	134	3/7/2013	$ 7,967
	92	3/31/2013	$ 5,455
	132	4/25/2013	$ 7,976
	68	5/5/2013	$ 3,989
	62	5/17/2013	$ 3,972
	92	6/30/2013	$ 5,557
	136	7/18/2013	$ 7,978
	97	9/30/2013	$ 5,519
	147	10/2/2013	$ 8,517
	139	10/3/2013	$ 8,016
	68	12/3/2013	$ 3,978
	140	12/4/2013	$ 8,018
	87	12/31/2013	$ 5,513
TOTAL	**1,530**		**$ 90,748**

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Name*	Stock Awards: Number of Shares of Stock or Units (#)	Grant Date	Grant Date Fair Value of Stock Awards ($)*
Roger J. Valine	128	3/6/2013	$ 7,805
	134	3/7/2013	$ 7,967
	50	3/31/2013	$ 2,965
	64	4/24/2013	$ 3,902
	132	4/25/2013	$ 7,976
	50	6/30/2013	$ 3,020
	68	7/17/2013	$ 4,025
	136	7/18/2013	$ 7,978
	53	9/30/2013	$ 3,016
	138	10/2/2013	$ 7,996
	139	10/3/2013	$ 8,016
	68	12/3/2013	$ 3,978
	210	12/4/2013	$ 12,027
	47	12/31/2013	$ 2,978
TOTAL	1,417		$ 83,649

* *See Note 19 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2013 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, 2013, each non-employee director had the following number of RSU awards outstanding: Ms. Arway, 200; Mr. Berg, 200; Mr. Davidson, 368; Mr. Diaz, 200; Mr. Grauer, 3,368; Mr. Nehra, 368; Dr. Roper, 368; and Mr. Valine, 200.

(5) The amounts shown in this column reflect the aggregate grant date fair value of all SSAR awards granted to our directors during 2013 as estimated by the Company in accordance with FASB ASC Topic 718. With respect to Messrs. Davidson, Nehra, Roper and Grauer, includes 12,000 SSARs for service as chair of the Audit Committee, Compensation Committee, Compliance Committee, lead independent director, respectively.

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	24,000	6/17/2013	$ 287,174
Charles G. Berg	24,000	6/17/2013	$ 287,174
Carol Anthony ("John") Davidson	36,000	6/17/2013	$ 430,762
Paul J. Diaz	24,000	6/17/2013	$ 287,174
Peter T. Grauer	36,000	6/17/2013	$ 430,762
John M. Nehra	36,000	6/17/2013	$ 430,762
Dr. William L. Roper	36,000	6/17/2013	$ 430,762
Roger J. Valine	24,000	6/17/2013	$ 287,174

* *See Note 19 to the Consolidated Financial Statements included in our Annual Report on Form 10-K for the year ended December 31, 2013 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, 2013, each non-employee director had the following number of SSARs outstanding: Ms. Arway, 79,500; Mr. Berg, 96,000; Mr. Davidson, 90,000; Mr. Diaz, 72,000; Mr. Grauer, 144,000; Mr. Nehra, 180,000; Dr. Roper, 144,000; and Mr. Valine, 90,000.

Our Non-Management Director Compensation Philosophy and Plan (the "Director Compensation 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 periodically review director compensation. The following describes the compensation paid to our non-employee directors for service as a director during 2013 under 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 or any committee of the Board.

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Stock-Based Compensation

Where applicable, the figures presented in this proxy statement have been adjusted to reflect the two-for-one split of our common stock in the form of a stock dividend payable on September 6, 2013.

New Directors. Under the Director Compensation Plan, each of our non-employee directors is entitled to receive SSARs on a base number of 20,000 shares of our common stock upon appointment to the Board, 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 is permitted to issue stock options in lieu of SSARs in its discretion.

Annual Grant. Under the Director Compensation Plan, each of our non-employee directors is entitled to receive SSARs on a base number of 24,000 shares of our common stock for total service of at least one year in such capacity on the Board, 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 "Definitions 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 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 12,000 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 even if he or she is no longer a committee chair or lead independent director. The Board is permitted to issue stock options in lieu of SSARs in its discretion.

Under the Director Compensation Plan, the lead independent director also receives additional RSUs of 3,000 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 RSUs which are 100% vested upon issuance, but under which receipt of shares is automatically deferred to one year from the 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 RSUs which are 100% vested upon issuance, but under which receipt of shares is automatically deferred to one yeer from the grant date.

Proration of Quarterly Retainer – Upon Appointment. The quarterly retainer due e 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.

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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 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 meetings, other than meetings of the Nominating and Governance Committee.

Expense Reimbursement and Per Diem Compensation

Expense Reimbursement. Under the Director Compensation Plan, we reimburse our directors for their reasonable out-of-pocket expenses incurred in connection with their travel to and attendance at meetings of the Board or any committee thereof and other Board-related business.

Per Diem Compensation. In addition, in 2013, we changed to Director Compensation Plan to compansate our non-employee directors on a per diem, hourly or other basis at a rate that is reasonable and fair to the Company as determined at the discretion of the lead independent director, the Board or the Compensation Committee, as applicable, 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 necesaary by a co-chairman of the Board, 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 INTERLOCKS AND INSIDER PARTICIPATION

No member of the Compensation Committee has served as one of our officers or employees at any time. During 2013, none of our executive officers served as a member of the compensation committee or board of directors of eny other company whose executive officer(s) served as a member of our Compensation Committee or Board.

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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 or, if the Audit Committee of the Board determines that the approval or ratification of such related person transaction should be considered by all disinterested members of the Board, 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*.

The Keele Group provided outside counsel legal services to the Company in 2013. Chris Keele, a partner of The Keele Group, is an immediate family member who shares a household with Kim Rivera, our Chief Legal Officer. The Company paid The Keele Group total fees of $420,000 for legal and consulting services during 2013. 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.

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 controls over financial reporting. The Audit Committee's responsibility is to monitor and oversee these processes.

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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, 2013 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, 2013 for filing with the Securities and Exchange Commission.

THE AUDIT COMMITTEE
Carol Anthony ("John") Davidson *(Chairman)*
Pamela M. Arway *(former member)*
Charles G. Berg
Roger J. Valine

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STOCKHOLDER PROPOSALS FOR 2015 ANNUAL MEETING

If you wish to present a proposal for action at the 2015 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 5, 2015 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 2015 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 19, 2015, and no earlier than February 17, 2015. 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 does not know of any other matters to be presented at the 2014 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 2013 Annual Report to Stockholders accompanies this Proxy Statement. The 2013 Annual Report to Stockholders includes our audited financial statements for the year ended December 31, 2013. 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 HealthCare Partners Inc., 2000 16th Street, Denver, Colorado 80202, (888) 484-7505 or through our website, located at *http://www.davita.com*.**

By order of the Board of Directors,

Martha Ha
Corporate Secretary

May 8, 2014

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APPENDIX A

DAVITA HEALTHCARE PARTNERS INC.
2011 INCENTIVE AWARD PLAN

(As amended and restated effective upon stockholder approval)

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DAVITA HEALTHCARE PARTNERS INC.
2011 INCENTIVE AWARD PLAN
(As amended and restated effective upon stockholder approval on [_____], 2014)

ARTICLE 1

PURPOSE

The purpose of the DaVita HealthCare Partners 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 HealthCare Partners 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.

2.7 "Board" shall mean the Board of Directors of the Company.

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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 e 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 e Share on the last preceding date for which such quotation exists, as reported in *The Wall Street Journal* or such other source es the Administrator deems reliable;

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(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.

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

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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; (xxiii) economic value; (xxix) non-acquired growth; (xxx) new market entries; (xxxi) acquisition targets; (xxxii) treatment growth; (xxxiii) patient growth; (xxxiv) center growth; (xxxv) clinical outcomes (including mortality rates) and processes; (xxxvi) physician recruitment; (xxxvii) physician retention; (xxxviii) physician relations; (xix) employee turnover; (xl) employee relations; (xli) patient retention and satisfaction; (xlii) improvements in reimbursement economics; (xliii) commercial payor relationships and contract related targets; (xliv) public policy efforts and investigation; and (xlv) legal proceedings and litigation outcomes, any of which may be measured either (A) on an absolute or per share basis or (B) 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, as may be applicable. Such business criteria may, in the discretion of the Committee, be applied to the Participant, the Company as a whole, or any designated subsidiary, business unit or relevant geography of the Company.

(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.

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 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

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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 47,178,338. Shares available for issuance under the Plan shall be reduced by 3.5 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 then 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 3.5 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 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 Award Shares and Dollar Amounts. 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 any consecutive twelve (12) month period (measured

from the date of any grant) 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 during any consecutive twelve (12) month period (measured from the date of any payment) 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 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.

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

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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.

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 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.

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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 sheres 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 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.

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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.

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.

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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.

(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 it 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

(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

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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.

(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.

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(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.

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.

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

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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 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.

(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 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.

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.

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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: [_____], 2014

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DAVITA HEALTHCARE PARTNERS INC.
2000 16TH STREET
DENVER, CO 80202

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 Monday, June 16, 2014. 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 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 or access proxy materials electronically in future years.

VOTE BY PHONE - 1-800-690-6903
Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on Monday, June 16, 2014. 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:

M74041-P49604-Z62613 KEEP THIS PORTION FOR YOUR RECORDS

THIS PROXY CARD IS VALID ONLY WHEN SIGNED AND DATED. DETACH AND RETURN THIS PORTION ONLY

DAVITA HEALTHCARE PARTNERS INC.

The Board of Directors recommends a vote FOR all Nominees listed in Proposal 1.

1. Election of Directors Nominees:	For	Against	Abstain
1a. Pamela M. Arway	-	-	-
1b. Charles G. Berg	-	-	-
1c. Carol Anthony Davidson	-	-	-
1d. Paul J. Diaz	-	-	-
1e. Peter T. Grauer	-	-	-
1f. Robert J. Margolis	-	-	-
1g. John M. Nehra	-	-	-

	For	Against	Abstain
The Board of Directors recommends a vote FOR Proposal 2.			
2. To ratify the appointment of KPMG LLP as our independent registered public accounting firm for fiscal year 2014.	-	-	-
The Board of Directors recommends a vote FOR Proposal 3.			
3. To hold an advisory vote on executive compensation.	-	-	-
The Board of Directors recommends a vote FOR Proposal 4.			
4. To adopt and approve an amendment and restatement of our 2011 Incentive Award Plan.	-	-	-
The Board of Directors recommends a vote AGAINST Proposal 5.			

1h. William L. Roper

1i. Kent J. Thiry

1j. Roger J. Valine

5. To consider and vote upon a stockholder proposal, if properly presented at the Annual Meeting regarding the Board chairmanship.

For address changes and/or comments, please check this box and write them on the back where indicated.

Please indicate if you plan to attend this meeting. Yes No

Please sign exactly as your name(s) appear(s) 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.

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.

M74042-P49604-Z62613

DAVITA HEALTHCARE PARTNERS INC.
PROXY
This Proxy is solicited on behalf of the Board of Directors of DAVITA HEALTHCARE PARTNERS INC.

The undersigned hereby appoints Kent J. Thiry, Kim M. Rivera, Martha Ha, and Arturo Sida, 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 HEALTHCARE PARTNERS INC., which the undersigned is entitled to vote at the Annual Meeting of the Stockholders of DAVITA HEALTHCARE PARTNERS INC., to be held at 5:30 p.m., MT, on June 17, 2014 at 2000 16th Street, Denver, Colorado 80202, and any 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. Thiry, Kim M. Rivera, Martha Ha, and Arturo Sida, 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 May 8, 2014 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