

DAVITA INC  
Form 10-K/A  
December 29, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 10-K/A**

**(Amendment No. 1)**

For the Fiscal Year Ended

**December 31, 2010**

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Commission File Number: 1-14106

**DAVITA INC.**

1551 Wewatta Street

Denver, Colorado 80202

Telephone number (303) 405-2100

Delaware  
(State of incorporation)

51-0354549  
(I.R.S. Employer

Identification No.)

Securities registered pursuant to Section 12(b) of the Act:

Class of Security:

Registered on:

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Common Stock, \$0.001 par value  
Common Stock Purchase Rights

New York Stock Exchange  
New York Stock Exchange

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Exchange Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer  Accelerated filer  Non-accelerated filer  Smaller reporting company

(Do not check if a smaller reporting company)

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes  No

As of June 30, 2010, the number of shares of the Registrant's common stock outstanding was approximately 102.6 million shares and the aggregate market value of the common stock outstanding held by non-affiliates based upon the closing price of these shares on the New York Stock Exchange was approximately \$6.4 billion.

As of January 31, 2011, the number of shares of the Registrant's common stock outstanding was approximately 96.0 million shares and the aggregate market value of the common stock outstanding held by non-affiliates based upon the closing price of these shares on the New York Stock Exchange was approximately \$7.1 billion.

**Documents incorporated by reference**

None.

**EXPLANATORY NOTE**

We are filing this Amendment No. 1 to our Annual Report on Form 10-K for the year ended December 31, 2010 only to re-file Exhibit 10.67 in response to comments we received from the Securities and Exchange Commission on a confidential treatment request we made for certain portions of such exhibit in our original Form 10-K. Consistent with this change, Item 15(a)(3) of Part IV and new Exhibits 31.1 and 31.2 are being filed, as required by the Securities and Exchange Commission regulations.

This Amendment No. 1 to our Form 10-K for the year ended December 31, 2010 does not reflect events occurring after the filing of our original Form 10-K. No other modifications or changes have been made to our Form 10-K for the year ended December 31, 2010 as originally filed or the exhibits filed therewith.

**PART IV**

**Item 15. Exhibits, Financial Statement Schedules.**

**(a) Documents filed as part of this Report:**

*(3) Exhibits:*

- 2.1 Stock Purchase Agreement dated as of December 6, 2004, among Gambro AB, Gambro, Inc. and DaVita Inc.(9)
- 2.2 Amended and Restated Asset Purchase Agreement effective as of July 28, 2005, by and among DaVita Inc., Gambro Healthcare, Inc. and Renal Advantage Inc., a Delaware corporation, formerly known as RenalAmerica, Inc.(12)
- 3.1 Amended and Restated Certificate of Incorporation of Total Renal Care Holdings, Inc., or TRCH, dated December 4, 1995.(1)
- 3.2 Certificate of Amendment of Certificate of Incorporation of TRCH, dated February 26, 1998.(2)
- 3.3 Certificate of Amendment of Certificate of Incorporation of DaVita Inc. (formerly Total Renal Care Holdings, Inc.), dated October 5, 2000.(4)
- 3.4 Certificate of Amendment of Amended and Restated Certificate of Incorporation of DaVita Inc., as amended dated May 30, 2007.(23)
- 3.5 Amended and Restated Bylaws for DaVita Inc. dated as of March 2, 2007.(25)
- 4.1 Indenture for the 6<sup>5</sup>/<sub>8</sub>% Senior Notes due 2013 dated as of March 22, 2005.(3)
- 4.2 Indenture for the 7<sup>1</sup>/<sub>4</sub>% Senior Subordinated Notes due 2015 dated as of March 22, 2005.(3)

- 4.3 First Supplemental Indenture, dated October 5, 2005, by and among DaVita Inc., the Guarantors, the persons named as Additional Guarantors and The Bank of New York Trust Company, N.A., as Trustee.(11)
- 4.4 First Supplemental Indenture, dated October 5, 2005, by and among DaVita Inc., the Guarantors, the persons named as Additional Guarantors and The Bank of New York Trust Company, N.A., as Trustee.(13)
- 4.5 Rights Agreement, dated as of November 14, 2002, between DaVita Inc. and the Bank of New York, as Rights Agent.(21)
- 4.6 Second Supplemental Indenture (Senior), dated February 9, 2007, by and among DaVita Inc., the Guarantors, the persons named as Additional Guarantors and The Bank of New York Trust Company, N.A., as Trustee.(22)
- 4.7 Second Supplemental Indenture (Senior Subordinated), dated February 9, 2007, by and among DaVita Inc., the Guarantors, the persons named as Additional Guarantors and The Bank of New York Trust Company, N.A., as Trustee.(22)
- 4.8 Registration Rights Agreement for the 6 <sup>5</sup>/<sub>8</sub>% Senior Notes due 2013 dated as of February 23, 2007.(26)
- 4.9 Third Supplemental Indenture, dated October 14, 2010, by and among DaVita Inc., the guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.(38)
- 4.10 Third Supplemental Indenture, dated October 14, 2010, by and among DaVita Inc., the guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.(38)
- 4.11 Indenture, dated October 20, 2010, by and among DaVita Inc., the guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.(39)
- 4.12 Indenture, dated October 20, 2010, by and among DaVita Inc., the guarantors named therein and The Bank of New York Mellon Trust Company, N.A., as Trustee.(39)
- 10.1 Employment Agreement, dated as of October 19, 2009, by and between DaVita Inc. and Kim M. Rivera.(40)\*
- 10.2 Employment Agreement, dated as of June 15, 2000, by and between DaVita Inc. and Joseph C. Mello.(6)\*
- 10.3 Second Amendment to Mr. Mello s Employment Agreement, effective December 12, 2008.(33)\*
- 10.4 Employment Agreement, effective as of August 16, 2004, by and between DaVita Inc. and Tom Usilton.(7)\*
- 10.5 Amendment to Mr. Usilton s Employment Agreement, dated February 12, 2007.(24)\*
- 10.6 Second Amendment to Mr. Usilton s Employment Agreement, effective December 12, 2008.(32)\*
- 10.7 Employment Agreement, effective as of November 18, 2004, by and between DaVita Inc. and Joseph Schohl.(14)\*
- 10.8 Amendment to Mr. Schohl s Employment Agreement, effective December 30, 2008.(32)\*
- 10.9 Employment Agreement, dated as of October 31, 2005, effective October 24, 2005, by and between DaVita Inc. and Dennis Kogod.(13)\*
- 10.10 Amendment to Mr. Kogod s Employment Agreement, effective December 12, 2008.(32)\*
- 10.11 Employment Agreement, effective September 22, 2005, by and between DaVita Inc. and James Hilger.(15)\*
- 10.12 Amendment to Mr. Hilger s Employment Agreement, effective December 12, 2008.(32)\*
- 10.13 Employment Agreement effective February 13, 2008, by and between DaVita Inc. and Richard K. Whitney.(28)\*

- 10.14 Amendment to Equity Award Agreement, entered into on December 11, 2009, between DaVita Inc. and Richard K. Whitney.(40)\*
- 10.15 Amendment to Stock Appreciation Rights Agreements, effective November 2008, by and between DaVita Inc. and Richard K. Whitney.(36)\*
- 10.16 Employment Agreement, effective July 25, 2008, between DaVita Inc. and Kent J. Thiry.(29)\*
- 10.17 Employment Agreement, effective August 1, 2008, between DaVita Inc. and Allen Nissenson.(30)\*
- 10.18 Employment Agreement, effective March 3, 2008, between DaVita Inc. and David Shapiro.(32)\*
- 10.19 Amendment to Mr. Shapiro s Employment Agreement, effective December 4, 2008.(32)\*
- 10.20 Employment Agreement, effective March 17, 2010, by and between DaVita Inc. and Javier Rodriguez.(35)\*
- 10.21 Employment Agreement, effective February 26, 2010, by and between DaVita Inc. and Luis Borgen.(36)\*
- 10.22 Amendment to Mr. Borgen s Employment Agreement, effective March 18, 2010.(36)\*
- 10.23 Memorandum Relating to Bonus Structure for Kent J. Thiry.(36)\*
- 10.24 Memorandum Relating to Bonus Structure for Dennis L. Kogod.(36)\*
- 10.25 Memorandum Relating to Bonus Structure for Thomas O. Usilton, Jr.(36)\*
- 10.26 Form of Indemnity Agreement.(20)\*
- 10.27 Form of Indemnity Agreement.(14)\*
- 10.28 Executive Incentive Plan (as Amended and Restated effective January 1, 2009).(34)\*
- 10.29 Executive Retirement Plan.(32)\*
- 10.30 Post-Retirement Deferred Compensation Arrangement.(14)\*
- 10.31 Amendment No. 1 to Post Retirement Deferred Compensation Arrangement.(32)\*
- 10.32 DaVita Voluntary Deferral Plan.(11)\*
- 10.33 Deferred Bonus Plan (Prosperity Plan).(31)
- 10.34 Amendment No. 1 to Deferred Bonus Plan (Prosperity Plan).(32)\*
- 10.35 Amended and Restated Employee Stock Purchase Plan.(27)\*
- 10.36 Severance Plan.(36)\*
- 10.37 Change in Control Bonus Program.(32)\*
- 10.38 First Amended and Restated Total Renal Care Holdings, Inc. 1999 Non-Executive Officer and Non-Director Equity Compensation Plan.(5)
- 10.39 Non-Management Director Compensation Philosophy and Plan.(28)\*
- 10.40 Amended and Restated 2002 Equity Compensation Plan.(10)\*
- 10.41 Amended and Restated 2002 Equity Compensation Plan.(19)\*
- 10.42 Amended and Restated 2002 Equity Compensation Plan.(27)\*
- 10.43 Amended and Restated 2002 Equity Compensation Plan.(32)\*
- 10.44 DaVita Inc. 2002 Equity Compensation Plan.(37)\*
- 10.45 Form of Non-Qualified Stock Option Agreement Employee (DaVita Inc. 1999 Non-Executive Officer and Non-Director Equity Compensation Plan).(18)\*
- 10.46 Form of Non-Qualified Stock Option Agreement Employee (DaVita Inc. 2002 Equity Compensation Plan).(7)\*

- 10.47 Form of Non-Qualified Stock Option Agreement Employee (DaVita Inc. 2002 Equity Compensation Plan).(16)\*
- 10.48 Form of Non-Qualified Stock Option Agreement Employee (DaVita Inc. 2002 Equity Compensation Plan).(18)\*
- 10.49 Form of Restricted Stock Units Agreement Employee (DaVita Inc. 2002 Equity Compensation Plan).(7)\*
- 10.50 Form of Restricted Stock Units Agreement Employee (DaVita Inc. 2002 Equity Compensation Plan).(16)\*
- 10.51 Form of Restricted Stock Units Agreement Employee (DaVita Inc. 2002 Equity Compensation Plan).(18)\*
- 10.52 Form of Restricted Stock Units Agreement Employee (DaVita Inc. 2002 Equity Compensation Plan).(32)\*
- 10.53 Form of Stock Appreciation Rights Agreement Employee (DaVita Inc. 2002 Equity Compensation Plan).(16)\*
- 10.54 Form of Stock Appreciation Rights Agreement Employee (DaVita Inc. 2002 Equity Compensation Plan).(18)\*
- 10.55 Form of Stock Appreciation Rights Agreement Board (DaVita Inc. 2002 Equity Compensation Plan).(30)\*
- 10.56 Form of Restricted Stock Units Agreement Board (DaVita Inc. 2002 Equity Compensation Plan).(30)\*
- 10.57 Form of Non-Qualified Stock Option Agreement Board (DaVita Inc. 2002 Equity Compensation Plan).(30)\*
- 10.58 Credit Agreement, dated as of October 5, 2005, among DaVita Inc., the Guarantors party thereto, the Lenders party thereto, Bank of America, N.A., Wachovia Bank, National Association, Bear Stearns Corporate Lending Inc., The Bank of New York, The Bank of Nova Scotia, The Royal Bank of Scotland plc, WestLB AG, New York Branch as Co-Documentation Agents, Credit Suisse, Cayman Islands Branch, as Syndication Agent, JPMorgan Chase Bank, N.A., as Administrative Agent and Collateral Agent, JPMorgan Securities Inc., as Sole Lead Arranger and Bookrunner and Credit Suisse, Cayman Islands Branch, as Co-Arranger.(11)
- 10.59 Credit Agreement, dated as of October 5, 2005, as Amended and Restated as of February 23, 2007, by and among DaVita Inc., the Guarantors party thereto, the Lenders party thereto and JPMorgan Chase Bank, N.A.(26)
- 10.60 Amendment Agreement, dated February 23, 2007, by and among DaVita Inc., the Guarantors party thereto, the Lenders party thereto and JPMorgan Chase Bank, N.A.(26)
- 10.61 Security Agreement, dated as of October 5, 2005, by DaVita Inc., the Guarantors party thereto and JPMorgan Chase Bank, N.A., as Collateral Agent.(11)
- 10.62 Credit Agreement, dated as of October 20, 2010, by and among DaVita Inc., the guarantors party thereto, the lenders party thereto, Credit Suisse AG, Barclays Bank PLC, Goldman Sachs Bank USA, Wells Fargo Bank, National Association, Credit Agricole Corporate and Investment Bank, RBC Capital Markets, Scotia Capital (USA) Inc., SunTrust Robinson Humphrey, Inc. and Union Bank, N.A., as Co-Documentation Agents, Bank of America, N.A., as Syndication Agent, JPMorgan Chase Bank, N.A., as Administrative Agent and Collateral Agent, and J.P. Morgan Securities LLC, Banc of America Securities LLC, Credit Suisse Securities (USA) LLC, Barclays Capital, Goldman Sachs Bank USA and Wells Fargo Securities, LLC, as Joint Lead Arrangers and Joint Bookrunners.(39)
- 10.63 Corporate Integrity Agreement between the Office of Inspector General of the Department of Health and Human Services and Gambro Healthcare, Inc. effective as of December 1, 2004.(11)

- 10.64 Amended and Restated Alliance and Product Supply Agreement, dated as of August 25, 2006, among Gambro Renal Products, Inc., DaVita Inc. and Gambro AB.(17)\*\*
- 10.65 Letter dated March 19, 2007 from Willard W. Brittain, Jr. to Peter T. Grauer, Lead Independent Director of the Company.(22)
- 10.66 Dialysis Organization Agreement between DaVita Inc. and Amgen USA Inc. dated December 20, 2007.(31)\*\*
- 10.67 Dialysis Organization Agreement between DaVita Inc. and Amgen USA Inc. dated December 17, 2010. ü\*\*
- 12.1 Computation of Ratio of Earnings to Fixed Charges.(41)
- 14.1 DaVita Inc. Corporate Governance Code of Ethics.(8)
- 21.1 List of our subsidiaries.(41)
- 23.1 Consent of KPMG LLP, independent registered public accounting firm.(41)
- 24.1 Powers of Attorney with respect to DaVita. (Included on Page II-1).
- 31.1 Certification of the Chief Executive Officer, dated December 29, 2011, pursuant to Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.ü
- 31.2 Certification of the Chief Financial Officer, dated December 29, 2011, pursuant to Rule 13a-14(a) or 15d-14(a), as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.ü
- 32.1 Certification of the Chief Executive Officer, dated February 25, 2011, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(41)
- 32.2 Certification of the Chief Financial Officer, dated February 25, 2011, pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.(41)
- 101.INS XBRL Instance Document.\*\*\*
- 101.SCH XBRL Taxonomy Extension Schema Document.\*\*\*
- 101.CAL XBRL Taxonomy Extension Calculation Linkbase Document.\*\*\*
- 101.DEF XBRL Taxonomy Extension Definition Linkbase Document.\*\*\*
- 101.LAB XBRL Taxonomy Extension Label Linkbase Document.\*\*\*
- 101.PRE XBRL Taxonomy Extension Presentation Linkbase Document.\*\*\*

ü Included in this filing.

\* Management contract or executive compensation plan or arrangement.

\*\* Portions of this exhibit are subject to a request for confidential treatment and have been redacted and filed separately with the SEC.

\*\*\* XBRL information is furnished and not filed as a part of a registration statement or prospectus for purposes of Section 11 or 12 of the Securities and Exchange Act of 1933, is deemed not filed for purposes of Section 18 of the Securities and Exchange Act of 1934, and otherwise is not subject to liability under these sections.

- (1) Filed on March 18, 1996 as an exhibit to the Company's Transitional Report on Form 10-K for the transition period from June 1, 1995 to December 31, 1995.
- (2) Filed on March 31, 1998 as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 1997.
- (3) Filed on March 25, 2005 as an exhibit to the Company's Current Report on Form 8-K.
- (4) Filed on March 20, 2001 as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2000.
- (5) Filed on February 28, 2003 as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2002.

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- (6) Filed on August 15, 2001 as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2001.
- (7) Filed on November 8, 2004 as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2004.
- (8) Filed on February 27, 2004 as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2003.
- (9) Filed on December 8, 2004 as an exhibit to the Company's Current Report on Form 8-K.
- (10) Filed on May 4, 2005 as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2005.
- (11) Filed on November 8, 2005 as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2005.
- (12) Filed on October 11, 2005 as an exhibit to the Company's Current Report on Form 8-K.
- (13) Filed on November 4, 2005 as an exhibit to the Company's Current Report on Form 8-K.
- (14) Filed on March 3, 2005 as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2004.
- (15) Filed on August 7, 2006 as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ending June 30, 2006.
- (16) Filed on July 6, 2006 as an exhibit to the Company's Current Report on Form 8-K.
- (17) Filed on November 3, 2006 as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2006.
- (18) Filed on October 18, 2006 as an exhibit to the Company's Current Report on Form 8-K.
- (19) Filed on July 31, 2006 as an exhibit to the Company's Current Report on Form 8-K.
- (20) Filed on December 20, 2006 as an exhibit to the Company's Current Report on Form 8-K.
- (21) Filed on November 19, 2002 as an exhibit to the Company's Current Report on Form 8-K.
- (22) Filed on May 3, 2007 as an exhibit to the Company's Quarterly Report as Form 10-Q for the quarter ended March 31, 2007.
- (23) Filed on August 6, 2007 as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2007.
- (24) Filed on February 16, 2007 as an exhibit to the Company's Current Report on Form 8-K.
- (25) Filed on March 8, 2007 as an exhibit to the Company's Current Report on Form 8-K.
- (26) Filed on February 28, 2007 as an exhibit to the Company's Current Report on Form 8-K.
- (27) Filed on June 4, 2007 as an exhibit to the Company's Current Report on Form 8-K.
- (28) Filed on May 8, 2008 as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008.
- (29) Filed on July 31, 2008 as an exhibit to the Company's Current Report on Form 8-K.
- (30) Filed on November 6, 2008 as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended September 30, 2008.
- (31) Filed on February 29, 2008 as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2007.
- (32) Filed on February 27, 2009 as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2008.
- (33) Filed on May 7, 2009 as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2009.
- (34) Filed on June 18, 2009 as an exhibit to the Company's Current Report on Form 8-K.
- (35) Filed on April 14, 2010 as an exhibit to the Company's Current Report on Form 8-K.
- (36) Filed on May 3, 2010 as an exhibit to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2010.
- (37) Filed on April 28, 2010 as Appendix A to the Company's Definitive Proxy Statement on Schedule 14A.
- (38) Filed on October 19, 2010 as an exhibit to the Company's Current Report on Form 8-K.
- (39) Filed on October 21, 2010 as an exhibit to the Company's Current Report on Form 8-K.
- (40) Filed on February 25, 2010 as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2009.
- (41) Filed on February 25, 2011 as an exhibit to the Company's Annual Report on Form 10-K for the year ended December 31, 2010.

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, we have duly caused this Amendment No. 1 to the Annual Report on Form 10-K to be signed on our behalf by the undersigned, thereunto duly authorized, in the City of Denver, State of Colorado, on December 29, 2011.

DAVITA INC.

By: /s/ KENT J. THIRY  
Kent J. Thiry

Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this Amendment No. 1 to the Annual Report on Form 10-K has been signed by the following persons on behalf of the registrant and in the capacities and on the dates indicated.

<b>Signature</b>	<b>Title</b>	<b>Date</b>
/s/ KENT J. THIRY  Kent J. Thiry	Chairman and Chief Executive Officer (Principal Executive Officer)	December 29, 2011
/s/ LUIS A. BORGEN  Luis A. Borgen	Chief Financial Officer (Principal Financial Officer)	December 29, 2011
/s/ JAMES K. HILGER  James K. Hilger	Chief Accounting Officer (Principal Accounting Officer)	December 29, 2011
*  Pamela M. Arway	Director	December 29, 2011
*  Charles G. Berg	Director	December 29, 2011
*  Willard W. Brittain	Director	December 29, 2011
*  Carol A. Davidson	Director	December 29, 2011
*  Paul J. Diaz	Director	December 29, 2011
*  Peter T. Grauer	Director	December 29, 2011
*  John M. Nehra	Director	December 29, 2011

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William L. Roper

\*

Director

December 29, 2011

Roger J. Valine

\*By:

/s/ KIM M. RIVERA  
Kim M. Rivera, Attorney-In-Fact