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**HEALTH FACILITIES &
SERVICES REVIEW BOARD**



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October 4, 2013

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Via Electronic Mail and Federal Express

Ms. Courtney R. Avery
Illinois Health Facilities and Services Review
Board
525 West Jefferson Street, 2nd Floor
Springfield, IL 62761

**Re: Request for Expedited Review – Quality Renal Care – Marengo (Proj.
No. 13-055) and Quality Renal Care – Carpentersville (Proj. No. 13-056)**

Dear Ms. Avery:

On behalf of DaVita HealthCare Partners Inc. and Total Renal Care, Inc. (collectively “DaVita”), I respectfully request the Illinois Health Facilities and Services Review Board (“HFSRB”) grant expedited review of the above-referenced Quality Renal Care applications for certificate of need permit (the “CON Applications”) and consider the CON Applications at the November 5, 2013 HFSRB meeting.

In filing the CON Applications, DaVita seeks authority from the HFSRB to acquire substantially all of the assets of Quality Renal Care – Marengo and Quality Renal Care – Carpentersville to ensure end stage renal disease (“ESRD”) patients residing in Kane, Lake and McHenry counties have continued access to dialysis services.

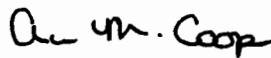
This transaction is a simple change of ownership of two dialysis facilities. We anticipate the CON Applications will meet all of the HFSRB criteria and will have no opposition. Further, this transaction will be funded entirely with cash and cash equivalents, so there will be no financing issues. Please note that, due to accounting issues, if the transaction is not reviewed prior to December 14, 2013, the parties will not be able to complete the transaction before the end of 2013, which is when the binding obligations of the parties expire. If the transaction fails to close by year end, there may be significant and unnecessary time delays and expense as the negotiations may be reopened resulting in renegotiation of significant provisions of the asset purchase agreement and additional HFSRB filing requirements.

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To reiterate, to effect an orderly closing, this transaction must close on December 1, 2013, which requires that the project be placed on the HFSRB's November hearing agenda. We have been collaborating with you and your staff for some time to ensure expeditious review of change of ownership applications, which we believe qualify for the exemption process. We appreciate your willingness to continue that dialogue. As an alternative to our current proposal on that matter, we hope that the HFSRB staff is able to place this matter on the November agenda which would still meet the minimum thirty (30) day review period requirements for CON applications.

Thank you for your time and consideration of our request for expedited review of the Quality Renal Care CON Applications. If you have any questions or need any additional information, please feel free to contact me.

Sincerely

A handwritten signature in dark ink, appearing to read "Anne M. Cooper". The signature is fluid and cursive, with the first name "Anne" being more prominent.

Anne M. Cooper

cc: Mary J. Anderson
Michael Constantino
Charles P. Sheets Esq.