

SECURITIES AND EXCHANGE COMMISSION  
 WASHINGTON, D.C. 20549

FORM S-3  
 REGISTRATION STATEMENT  
 UNDER  
 THE SECURITIES ACT OF 1933

TOTAL RENAL CARE HOLDINGS, INC.  
 (EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)  
 DELAWARE 8092 51-0354549  
 (STATE OR OTHER (PRIMARY STANDARD (IRS  
 JURISDICTION OF INDUSTRIAL EMPLOYER  
 INCORPORATION OR CLASSIFICATION IDENTIFICATION  
 ORGANIZATION) CODE NUMBER) NO.)  
 21250 HAWTHORNE BOULEVARD, SUITE 800  
 TORRANCE, CALIFORNIA 90503-5517  
 (310) 792-2600  
 (ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING  
 AREA CODE, OF REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

JOHN E. KING  
 CHIEF FINANCIAL OFFICER  
 TOTAL RENAL CARE HOLDINGS, INC.  
 21250 HAWTHORNE BOULEVARD, SUITE 800  
 TORRANCE, CALIFORNIA 90503-5517  
 (310) 792-2600  
 (NAME, ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE,  
 OF AGENT FOR SERVICE)

COPIES TO:

CYNTHIA M. DUNNETT RIORDAN & MCKINZIE 300 SOUTH GRAND AVENUE SUITE 2900 LOS ANGELES, CALIFORNIA 90071 (213) 229-8526	NICHOLAS P. SAGGESE SKADDEN, ARPS, SLATE, MEAGHER & FLOM 300 SOUTH GRAND AVENUE SUITE 3400 LOS ANGELES, CALIFORNIA 90071 (213) 687-5000
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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE TO THE PUBLIC: As soon as PRACTICABLE after this Registration Statement becomes effective.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.

CALCULATION OF REGISTRATION FEE

TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT(1)	PROPOSED MAXIMUM AGGREGATE OFFERING PRICE(1)	AMOUNT OF REGISTRATION FEE
Common Stock, par value \$0.001 per share.....	3,450,000 shares	\$45.25	\$156,112,500.00	\$47,307

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457, based on the average of the high and low sales prices, \$46.25 and \$44.25, respectively, on October 15, 1996 as reported

on the New York Stock Exchange.

THE REGISTRANT HEREBY AMENDS THIS REGISTRATION STATEMENT ON SUCH DATE OR DATES AS MAY BE NECESSARY TO DELAY ITS EFFECTIVE DATE UNTIL THE REGISTRANT SHALL FILE A FURTHER AMENDMENT WHICH SPECIFICALLY STATES THAT THIS REGISTRATION STATEMENT SHALL THEREAFTER BECOME EFFECTIVE IN ACCORDANCE WITH SECTION 8(a) OF THE SECURITIES ACT OF 1933 OR UNTIL THIS REGISTRATION STATEMENT SHALL BECOME EFFECTIVE ON SUCH DATE AS THE COMMISSION, ACTING PURSUANT TO SAID SECTION 8(a), MAY DETERMINE.

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SUBJECT TO COMPLETION, DATED OCTOBER 18, 1996

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+INFORMATION CONTAINED HEREIN IS SUBJECT TO COMPLETION OR AMENDMENT. A +
+REGISTRATION STATEMENT RELATING TO THESE SECURITIES HAS BEEN FILED WITH THE +
+SECURITIES AND EXCHANGE COMMISSION. THESE SECURITIES MAY NOT BE SOLD NOR MAY +
+OFFERS TO BUY BE ACCEPTED PRIOR TO THE TIME THE REGISTRATION STATEMENT +
+BECOMES EFFECTIVE. THIS PROSPECTUS SHALL NOT CONSTITUTE AN OFFER TO SELL OR +
+THE SOLICITATION OF AN OFFER TO BUY NOR SHALL THERE BE ANY SALE OF THESE +
+SECURITIES IN ANY STATE IN WHICH SUCH OFFER, SOLICITATION OR SALE WOULD BE +
+UNLAWFUL PRIOR TO REGISTRATION OR QUALIFICATION UNDER THE SECURITIES LAWS OF +
+ANY SUCH STATE. +
+++++

PROSPECTUS
, 1996

3,000,000 SHARES

[LOGO OF TOTAL RENAL CARE HOLDINGS, INC.]

Total Renal Care Holdings, Inc.

COMMON STOCK

Of the 3,000,000 shares of Common Stock being offered hereby (the "Offering"), 500,000 are being issued and sold by Total Renal Care Holdings, Inc. (the "Company") and 2,500,000 are being sold by the Selling Stockholders. See "Principal and Selling Stockholders." The Company will not receive any proceeds from the sale of Common Stock by the Selling Stockholders.

The Common Stock is listed on the New York Stock Exchange under the symbol "TRL." On October 17, 1996 the closing price for the Common Stock as reported on the New York Stock Exchange was \$41.125 per share. See "Price Range of Common Stock."

SEE "RISK FACTORS" BEGINNING ON PAGE 7 FOR A DISCUSSION OF CERTAIN FACTORS THAT SHOULD BE CONSIDERED IN CONNECTION WITH AN INVESTMENT IN THE COMMON STOCK.

THESE SECURITIES HAVE NOT BEEN APPROVED OR DISAPPROVED BY THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION NOR HAS THE SECURITIES AND EXCHANGE COMMISSION OR ANY STATE SECURITIES COMMISSION PASSED UPON THE ACCURACY OR ADEQUACY OF THIS PROSPECTUS. ANY REPRESENTATION TO THE CONTRARY IS A CRIMINAL OFFENSE.

Table with 4 columns: PRICE TO THE PUBLIC, UNDERWRITING DISCOUNTS AND COMMISSIONS(1), PROCEEDS TO THE COMPANY(2), PROCEEDS TO THE SELLING STOCKHOLDERS. Rows: Per Share, Total (3)

- (1) The Company has agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act of 1933, as amended. See "Underwriting."
(2) Before deducting expenses estimated at \$ , all of which are payable by the Company.
(3) The Selling Stockholders have granted the Underwriters a 30-day option to purchase up to an additional 450,000 shares of Common Stock, at the Price to the Public less Underwriting Discounts and Commissions, solely to cover over-allotments, if any. If such option is exercised in full, the total Price to the Public, Underwriting Discounts and Commissions and Proceeds to the Selling Stockholders will be \$ , \$ and \$ , respectively. See "Underwriting."

The shares of Common Stock are being offered by the several Underwriters, subject to prior sale when, as and if delivered to and accepted by the Underwriters and subject to various prior conditions, including their right to reject orders in whole or in part. It is expected that delivery of share certificates will be made in New York, New York on or about , 1996.

DONALDSON, LUFKIN & JENRETTE
SECURITIES CORPORATION

MERRILL LYNCH & CO.

UBS SECURITIES

[LOGO OF TOTAL RENAL CARE HOLDINGS, INC.]  
Total Renal Care Holdings, Inc.  
Network of 127 Dialysis Facilities

[MAP APPEARS HERE]

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IN CONNECTION WITH THIS OFFERING, THE UNDERWRITERS MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SECURITIES OFFERED HEREBY AT A LEVEL, ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH TRANSACTIONS MAY BE EFFECTED ON THE NEW YORK STOCK EXCHANGE OR OTHERWISE. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

## PROSPECTUS SUMMARY

The following summary is qualified in its entirety by reference to, and should be read in conjunction with, the more detailed information and financial statements and notes thereto appearing elsewhere in this Prospectus. Unless the context otherwise requires, the term "Company" refers to Total Renal Care Holdings, Inc. and its subsidiaries. Unless otherwise indicated, all information in this Prospectus assumes that the Underwriters' over-allotment option will not be exercised. This Prospectus contains forward-looking statements which involve risks and uncertainties. The Company's actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such a difference include, but are not limited to, those discussed in "Risk Factors."

### THE COMPANY

Total Renal Care Holdings, Inc. is the third largest provider of integrated dialysis services in the United States for patients suffering from chronic kidney failure, also known as end stage renal disease ("ESRD"). The Company provides dialysis and ancillary services to approximately 9,700 patients through a network of 127 outpatient dialysis facilities in 16 states, the District of Columbia and Guam. In addition, the Company provides inpatient dialysis services at 82 hospitals. The Company has implemented an aggressive growth strategy since the August 1994 Transaction, described below, adding 90 outpatient dialysis facilities to its network as well as 54 hospital inpatient contracts. The Company has also expanded its in-house ancillary services to include ESRD laboratory and pharmacy facilities, as well as vascular access management and transplant services programs. The increase in the number of facilities and hospital contracts, combined with the enhancement of the Company's ancillary businesses, has resulted in an increase in net operating revenues of 111% to \$64.6 million in the quarter ended June 30, 1996 as compared to the comparable period in the previous year. Since June 1, 1996 the Company has acquired 15 facilities and, in addition, entered into a management contract with Georgetown University, which together service over 1,700 patients. As such acquisitions were completed on or after June 1, 1996, the full impact of the operations acquired are not reflected in the Company's financial results for the quarter ended June 30, 1996. In addition, the Company has recently signed letters of intent to acquire five facilities servicing approximately 300 patients.

ESRD is the state of advanced renal impairment that is irreversible and requires routine dialysis treatments or kidney transplantation to sustain life. According to figures published by the Health Care Financing Administration ("HCFA"), the number of patients requiring chronic dialysis services in the U.S. has increased at a 9% compounded annual growth rate ("CAGR") to 200,000 patients in 1995 from 66,000 patients in 1982. It is estimated that the ESRD population will continue to grow at a CAGR of approximately 9% over the next five years. The Company estimates that the U.S. market for outpatient and inpatient dialysis services in 1995 exceeded \$11.1 billion. The Company believes that this market will continue to grow due to the aging of the general population, improved dialysis technology and improved treatment and longer survival of patients with hypertension, diabetes and other chronic illnesses that lead to ESRD.

There were over 2,700 dialysis facilities in the United States in 1995, of which approximately 30% were owned by independent physicians, 30% were hospital-based facilities, and 40% were owned by seven major multi-facility dialysis providers, including the Company. The dialysis services industry has been undergoing rapid consolidation. The Company believes that this trend will continue due to the changing health care environment which is motivating independent physicians and hospitals to sell to, or form alliances with, major multi-facility providers.

The Company's growth strategy is focused on establishing strong regional networks of clustered facilities that provide comprehensive care for ESRD patients. The Company believes that this approach enhances its operating efficiency and positions the Company to be a leader in a health care environment increasingly influenced by managed care. The Company strives to continue its growth and margin improvement by

(i) expanding its existing networks and by creating new regional facility networks through acquisitions, the development of new facilities ("de novo" developments) and the formation of hospital alliances, (ii) forming strategic alliances with managed care organizations and physicians, (iii) expanding the range of ancillary services it provides to patients, (iv) continuously improving the quality of care provided through the Company's Quality Management Program and (v) maximizing operating efficiencies and utilization. As part of the Company's growth strategy, it has begun evaluating the development of operations in various overseas markets.

The 90 outpatient dialysis facilities added since the August 1994 Transaction are comprised of 78 acquisitions, ten de novo developments and management contracts with Georgetown University and the University of Southern California. The acquisition of a facility has an immediate impact on the Company's results of operations by increasing revenues with minimal incremental general and administrative cost. In reviewing a potential acquisition, the Company's evaluation includes analyzing financial pro formas, reviewing the local competitive market and assessing the target facility's reputation for providing quality care. As a part of its growth strategy, the Company continually reviews and evaluates potential acquisition candidates and seeks to identify locations for de novo developments. The Company is currently developing eight new facilities scheduled for completion by the end of first quarter 1997.

The Company's wholly-owned subsidiary, Total Renal Care, Inc. ("TRC"), formerly known as Medical Ambulatory Care, Inc., was organized in 1979 by Tenet Healthcare Corporation ("Tenet"), formerly known as National Medical Enterprises, Inc., to own and operate Tenet's hospital-based dialysis services business as freestanding dialysis facilities and to acquire and develop additional dialysis facilities in Tenet's markets. The Company was organized to facilitate the sale by Tenet of approximately 75% of its ownership interest (the "August 1994 Transaction") to DLJ Merchant Banking Partners, L.P. and certain of its affiliates ("DLJMB"), management of the Company and certain holders of debt securities of the Company. In connection with the August 1994 Transaction, the Company, NME Properties Corporation, Tenet and DLJMB entered into a number of agreements relating to, among other things, corporate governance, the provision of certain services to the Company by Tenet, and restrictions on stock transfers.

THE OFFERING

Common Stock offered by the Company.....	500,000 shares
Common Stock offered by the Selling Stockholders (1).....	2,500,000 shares
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Total (1).....	3,000,000 shares

Common Stock outstanding after the Offering

(2).....	26,467,029 shares
Use of proceeds.....	To fund acquisitions, de novo developments and other capital expenditures, and for general corporate purposes. Pending such uses, net proceeds will be used to reduce amounts outstanding (and permitted to be reborrowed) under the revolving portion of the Company's credit facility.

New York Stock Exchange Symbol..... TRL

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- (1) Does not include up to 450,000 shares of Common Stock which may be sold by the Selling Stockholders pursuant to the over-allotment option.
  - (2) As of September 30, 1996. Does not include 1,782,953 shares issuable upon the exercise of options outstanding as of September 30, 1996.

RISK FACTORS

Prospective purchasers of Common Stock should carefully consider the matters set forth herein under "Risk Factors" as well as the other information set forth in this Prospectus.

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The Company is a Delaware corporation. Its executive offices are located at 21250 Hawthorne Boulevard, Suite 800, Torrance, California 90503-5517, and its telephone number is (310) 792-2600.

SUMMARY FINANCIAL AND OPERATING DATA

	YEARS ENDED MAY 31,					SEVEN MONTHS ENDED DECEMBER 31, (1)		SIX MONTHS ENDED JUNE 30,	
	1991	1992	1993	1994	1995	1994	1995	1995	1996
	(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)								
INCOME STATEMENT AND OPERATING DATA: (2)									
Net operating revenues.	\$ 53,019	\$ 63,888	\$ 71,576	\$ 80,470	\$ 98,968	\$ 53,593	\$ 89,711	\$56,093	\$114,820
Facility operating expenses.....	37,016	45,599	49,440	56,828	65,583	36,012	57,406	36,420	76,647
General and administrative expenses (3).....	4,209	4,819	5,292	7,457	9,115	4,916	7,645	5,200	8,701
Operating income .....	7,327	8,185	11,360	10,883	17,159	8,716	18,466	10,534	21,107
Interest expense, net..	208	110	9	13	7,203	3,300	5,584	4,547	2,537
Income before extraordinary item ...	4,121	4,665	6,447	5,718	4,852	2,650	6,467(4)	2,899	10,002
Income per share before extraordinary item ...	--	--	--	--	\$ 0.22(5)	\$ 0.08(5)	\$ 0.36(4)	\$ 0.19	\$ 0.40
Outpatient facilities (at period end).....	32	35	36	37	57	42	68	60	116
Treatments (6).....	308,029	349,736	379,397	423,353	481,537	268,820	390,806	260,044	491,708
Hospitals receiving inpatient services (at period end).....	34	33	32	28	48	28	55	54	77

QUARTERS ENDED (1)

SEPTEMBER 30, 1994	DECEMBER 31, 1994	MARCH 31, 1995	JUNE 30, 1995	SEPTEMBER 30, 1995	DECEMBER 31, 1995	MARCH 31, 1996	JUNE 30, 1996
(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AND PER TREATMENT DATA)							

QUARTERLY INCOME STATEMENT AND OPERATING DATA:

Outpatient facilities (at period end).....	42	42	45	60	62	68	108	116
Treatments (6).....	112,407	120,443	123,107	136,937	163,633	179,807	217,451	274,257
Net operating revenues.	\$ 22,434	\$ 24,244	\$ 25,469	\$ 30,624	\$ 37,415	\$ 41,335	\$ 50,237	\$ 64,583
Net operating revenue per treatment.....	199.58	201.29	206.89	223.64	228.65	229.89	231.02	235.48
Operating income .....	3,633	4,026	4,286	6,248	7,776	8,356	9,551	11,556
Income before extraordinary item ...	1,053	705	1,001	1,898	2,485	3,285(4)	4,276	5,727
Income per share before extraordinary item ...	0.01(5)	0.05	0.07	0.12	0.16	0.16(4)	0.18	0.22

JUNE 30, 1996

ACTUAL AS ADJUSTED (7)  
(IN THOUSANDS)

BALANCE SHEET DATA:

Working capital.....	\$108,053	\$ 91,781
Total assets.....	291,046	339,266
Long-term debt (including current portion).....	58,816	91,099
Stockholders' equity.....	203,515	216,836

(1) In 1995, the Company changed its fiscal year end to December 31 from May 31.

(2) The August 1994 Transaction and subsequent acquisitions have had a significant impact on the Company's results of operations. Consequently, the Income Statement Data for the fiscal year ended May 31, 1995 and for the seven months ended December 31, 1995 are not directly comparable to corresponding information for prior periods.

(3) General and administrative expenses for the fiscal years ended May 31, 1991, 1992, 1993 and 1994 include overhead allocations by the Company's former parent of \$523,000, \$662,000, \$235,000 and \$1,458,000, respectively. The overhead allocations for the fiscal years ended May 31, 1991, 1992 and 1993 were made using a different methodology than that used for the fiscal year ended May 31, 1994, and the substantial increase in that year reflects this change in methodology rather than a change in the level of services provided. No overhead allocation was made for the period from March 1, 1994 through the completion of the August 1994 Transaction, at which time the



Company began to record general and administrative expenses as incurred on a stand-alone basis. General and administrative expenses for the fiscal year ended May 31, 1994 reflects \$458,000 in expenses relating to a terminated equity offering.

- (4) In December 1995, the Company recorded an extraordinary loss of \$2,555,000, or \$0.14 per share, net of income tax effect, on the early extinguishment of debt. See Note 6 of Notes to Consolidated Financial Statements.
- (5) Income per share before extraordinary item for the year ended May 31, 1995, for the seven months ended December 31, 1994 and for the calendar quarter ended September 30, 1994 is presented on a pro forma basis to give effect to the August 1994 Transaction as if it had occurred on June 1, 1994. See Note 1 of Notes to Consolidated Financial Statements.
- (6) Represents dialysis treatments provided in outpatient facilities, at home and in acute care hospitals. Home dialysis treatments are stated in hemodialysis equivalents. Only treatments rendered by the Company after the acquisition of a facility are included.
- (7) As Adjusted Balance Sheet Data reflects (i) acquisitions consummated after June 30, 1996 and probable acquisitions as of October 18, 1996, (ii) retirement of all outstanding Discount Notes (as defined below) and (iii) the sale of 500,000 shares of Common Stock by the Company at an assumed public offering price of \$41.125 per share and the application of the estimated net proceeds therefrom. See "Use of Proceeds" and "Capitalization."

## RISK FACTORS

In evaluating the Company and its business, prospective investors should carefully consider the following risk factors in addition to the other information contained herein.

### DEPENDENCE ON MEDICARE, MEDICAID AND OTHER SOURCES OF REIMBURSEMENT

The Company is reimbursed for dialysis services primarily at fixed rates established in advance under the Medicare End Stage Renal Disease program. Under this program, once a patient becomes eligible for Medicare reimbursement, Medicare is responsible for payment of 80% of the composite rates determined by the Health Care Financing Administration ("HCFA") for dialysis treatments. Since 1972, qualified patients suffering from chronic kidney failure, also known as end stage renal disease ("ESRD") have been entitled to Medicare benefits regardless of age or financial circumstances. The Company estimates that approximately 62% of its net patient revenues during its fiscal year ended May 31, 1995, approximately 60% during the seven months ended December 31, 1995 and approximately 60% during the six months ended June 30, 1996 were funded by Medicare. Since 1983, numerous Congressional actions have resulted in changes in the Medicare composite reimbursement rate from a national average of \$138 per treatment in 1983 to a low of \$125 per treatment on average in 1986 and to approximately \$126 per treatment on average at present. The Company is not able to predict whether future rate changes will be made. Reductions in composite rates could have a material adverse effect on the Company's revenues and net earnings. Furthermore, increases in operating costs that are subject to inflation, such as labor and supply costs, without a compensating increase in prescribed rates, may adversely affect the Company's earnings in the future. The Company is also unable to predict whether certain services, as to which the Company is currently separately reimbursed, may in the future be included in the Medicare composite rate. See "Business--Operations--Sources of Revenue Reimbursement" and "Business--Operations--Medicare Reimbursement."

Since June 1, 1989, the Medicare ESRD program has provided reimbursement for the administration to dialysis patients of erythropoietin ("EPO"). EPO is beneficial in the treatment of anemia, a medical complication frequently experienced by dialysis patients. Many of the Company's dialysis patients receive EPO. Revenues from EPO (the substantial majority of which are reimbursed through Medicare and Medicaid programs) were approximately \$18.2 million, or 18% of net operating revenues, in its fiscal year ended May 31, 1995 and were \$18.0 million, or 20% of net operating revenues, during the seven months ended December 31, 1995 and \$21.9 million, or 19% of net operating revenues during the six months ended June 30, 1996. EPO reimbursement significantly affects the Company's net income. Medicare reimbursement for EPO was reduced from \$11 to \$10 per 1,000 units for services rendered after December 31, 1993. EPO is produced by a single manufacturer, and any interruption of supply or product cost increases could adversely affect the Company's operations. See "Business--Operations--Medicare Reimbursement."

The Company provides certain of its patients with intradialytic parenteral nutrition ("IDPN"), a nutritional supplement administered during dialysis to patients suffering from nutritional deficiencies. The Company has historically been reimbursed by the Medicare program for the administration of IDPN therapy. Beginning in 1993, HCFA designated four durable medical equipment regional carriers ("DMERCs") to process reimbursement claims for IDPN therapy. The DMERCs established new, more stringent medical policies for reimbursement of IDPN therapy, and many dialysis providers' claims have subsequently been denied or delayed. Where appropriate, the Company has appealed and continues to appeal such denials. In addition, the DMERCs are reportedly reviewing the existing IDPN medical policies. The final outcome of some appeals and the anticipated review is uncertain and may ultimately reduce the number of patients eligible to receive reimbursement for IDPN therapy. The Company's allowance for doubtful accounts reflects a reserve that the Company believes is adequate against the possibility of an adverse outcome. The Company has continued to provide IDPN therapy to its patients pending clarification of this policy. A significant reduction in the number of patients eligible to receive reimbursement for IDPN therapy or the amount of Medicare reimbursement therefor would have an adverse effect on the Company's net operating revenues and net income.

All of the states in which the Company currently operates dialysis facilities provide Medicaid (or comparable) benefits to qualified recipients to supplement their Medicare entitlement. The Company estimates that approximately 8% of its net patient revenues during the fiscal year ended May 31, 1995, 7% of its net operating revenues during the seven months ended December 31, 1995 and 6% of its net operating revenues during the six month period ended June 30, 1996 were funded by Medicaid or comparable state programs. The Medicaid programs are subject to statutory and regulatory changes, administrative rulings, interpretations of policy and governmental funding restrictions, all of which may have the effect of decreasing program payments, increasing costs or modifying the way the Company operates its dialysis business. See "Business--Operations--Medicaid Reimbursement."

Approximately 30% of the Company's net patient revenues during the fiscal year ended May 31, 1995, 33% during the seven month period ended December 31, 1995 and 34% during the six month period ended June 30, 1996 were from sources other than Medicare and Medicaid. These sources include payments from third-party, non-government payors, at rates that generally exceed the Medicare and Medicaid rates, and payments from hospitals with which the Company has contracts for the provision of acute dialysis treatments. Any restriction or reduction of the Company's ability to charge for such services at rates in excess of those paid by Medicare would adversely affect the Company's net operating revenues and net income. The Company is unable to quantify or predict the degree, if any, of the risk of reductions in payments under these various payment plans. The Company is a party to non-exclusive agreements with certain third-party payors and termination of such third-party agreements could have an adverse effect on the Company. See "Business--Operations--Sources of Revenue Reimbursement."

#### OPERATIONS SUBJECT TO GOVERNMENT REGULATION

The Company is subject to extensive regulation by both the federal government and the states in which the Company conducts its business. The Company is subject to the illegal remuneration provisions of the Social Security Act and similar state laws, which impose civil and criminal sanctions on persons who solicit, offer, receive or pay any remuneration, directly or indirectly, for referring a patient for treatment that is paid for in whole or in part by Medicare, Medicaid or similar state programs. In July 1991 and November 1992, the federal government published regulations that provide exceptions or "safe harbors" for certain business transactions. Transactions that are structured within the safe harbors are deemed not to violate the illegal remuneration provisions. Transactions that do not satisfy all elements of a relevant safe harbor do not necessarily violate the illegal remuneration statute, but may be subject to greater scrutiny by enforcement agencies. Neither the arrangements between the Company and the physician directors of its facilities ("Medical Directors") nor the minority ownership interests of referring physicians in certain of the Company's dialysis facilities fall within the protection afforded by these safe harbors. Although the Company has never been challenged under these statutes and believes it complies in all material respects with these and all other applicable laws and regulations, there can be no assurance that the Company will not be required to change its practices or relationships with its Medical Directors or with referring physicians holding minority ownership interests or that the Company will not experience material adverse effects as a result of any such challenge.

The Omnibus Budget Reconciliation Act of 1989 includes certain provisions ("Stark I") that restrict physician referrals for clinical laboratory services to entities with which a physician or an immediate family member has a "financial relationship." In August 1995, HCFA published regulations interpreting Stark I. The regulations specifically provide that services furnished in an ESRD facility that are included in the composite billing rate are excluded from the coverage of Stark I. The Company believes that the language and legislative history of Stark I indicate that Congress did not intend to include laboratory services provided incidental to dialysis services within the Stark I prohibition; however, laboratory services not included in the Medicare composite rate could be included within the coverage of Stark I. Violations of Stark I are punishable by civil penalties which may include exclusion or suspension of a provider from future participation in Medicare and Medicaid programs and substantial fines. Due to the breadth of the statutory provisions, it is possible that the Company's practices might be challenged under this law. A broad interpretation of Stark I would apply to the Company's competitors as well.

The Omnibus Budget Reconciliation Act of 1993 includes certain provisions ("Stark II") that restrict physician referrals for certain "designated health services" to entities with which a physician or an immediate family member has a "financial relationship." The Company believes that the language and legislative history of Stark II indicate that Congress did not intend to include dialysis services and the services and items provided incident to dialysis services within the Stark II prohibitions; however, certain services, including the provision of, or arrangement and assumption of financial responsibility for, outpatient prescription drugs, including EPO, and clinical laboratory services, could be construed as designated health services within the meaning of Stark II. Violations of Stark II are punishable by civil penalties, which may include exclusion or suspension of the provider from future participation in Medicare and Medicaid programs and substantial fines. Due to the breadth of the statutory provisions and the absence of regulations or court decisions addressing the specific arrangements by which the Company conducts its business, it is possible that the Company's practices might be challenged under these laws. A broad interpretation of Stark II to include dialysis services and items provided incident to dialysis services would apply to the Company's competitors as well.

A California statute that became effective January 1, 1995 makes it unlawful for a physician who has, or a member of whose immediate family has, a financial interest with or in an entity to refer a person to that entity for, among other services, laboratory services. The Company currently operates centers in California, which accounted for a significant percentage of net operating revenues for the fiscal year ended May 31, 1995 and the seven months ended December 31, 1995. Although the Company does not believe that the statute is intended to apply to laboratory services that are provided incident to dialysis services, it is possible that the statute could be interpreted to apply to such laboratory services. If the California statute were so interpreted, the Company would be required to restructure some or all of its relationships with referring physicians who serve as Medical Directors of the Company's facilities and with the physicians who hold minority interests in certain of the Company's facilities.

At present, ESRD patients eligible for California's Medicaid program, MediCal, are reimbursed for their transportation costs relating to ESRD treatments. From time to time, the Company pays Medicare supplemental insurance premiums for patients with a financial need. If this practice is deemed to violate applicable federal or state law, the Company may be forced to halt this practice and the Company cannot predict the effect the foregoing would have on the desire of such patients to use the Company's services.

A number of proposals for health care reform have been made in recent years, some of which have included radical changes in the health care system. Health care reform could result in material changes in the financing and regulation of the health care business, and the Company is unable to predict the effect of such changes on its future operations. It is uncertain what legislation on health care reform, if any, will ultimately be implemented or whether other changes in the administration or interpretation of governmental health care programs will occur. There can be no assurance that future health care legislation or other changes in the administration or interpretation of governmental health care programs will not have a material adverse effect on the results of operations of the Company. See "Business--Operations--Medicare Reimbursement" and "Business-- Governmental Regulation."

#### RISKS INHERENT IN GROWTH STRATEGY

Following the August 1994 Transaction, the Company began an aggressive growth strategy. This growth strategy is dependent on the continued availability of suitable acquisition candidates and subjects the Company to the risks inherent in assessing the value, strengths and weaknesses of acquisition candidates, the operations of acquired companies and identifying suitable locations for additional facilities. The Company's growth is expected to place significant demands on the Company's financial and management resources. In recent years, acquisition prices and competition for facilities has increased. To the extent the Company is unable to acquire or develop facilities in a cost-effective manner, its ability to expand its business and enhance results of operations would be adversely affected. In addition, although the Company believes it has a demonstrable track record of integrating the operations of acquired companies with its historic operations, the process for integrating acquired

operations, particularly for newly acquired regional clusters, presents a significant challenge to the Company's management and may lead to unanticipated costs or a diversion of management's attention from day-to-day operations. There can be no assurance that the Company will be able to continue its growth strategy or that this strategy will ultimately prove successful. A failure to successfully continue its growth strategy could have an adverse effect on the Company's results of operations. See "Business--Business Strategy."

#### COMPETITION

The dialysis industry is fragmented and highly competitive, particularly in terms of acquisitions of existing dialysis facilities and developing relationships with referring physicians. Certain of the Company's competitors have substantially greater financial resources than the Company and may compete with the Company for acquisitions of facilities in markets targeted by the Company. Competition for acquisitions has increased the cost of acquiring existing dialysis facilities. The Company has from time to time experienced competition from referring physicians who have opened their own dialysis facilities. A portion of the Company's business consists of monitoring and providing supplies for ESRD treatments in patients' homes. Certain physicians also provide similar services and, if the number of such physicians were to increase, the Company could be adversely affected. See "Business--Competition."

#### DEPENDENCE ON KEY PERSONNEL

The Company is dependent upon the services and management experience of the Company's executive officers, and accordingly has entered into employment agreements with, and provided a variety of equity incentives to, each of these executives. The Company's continued growth depends upon its ability to attract and retain skilled employees, in particular highly skilled nurses, for whom competition is intense. The Company believes that its future success will also be significantly dependent on its ability to attract and retain qualified physicians to serve as Medical Directors of its dialysis facilities. The Company does not carry key-man life insurance on any of its officers.

#### DEPENDENCE ON PHYSICIAN REFERRALS

The Company's facilities are dependent upon referrals of ESRD patients for treatment by physicians specializing in nephrology and practicing in the communities served by the Company's dialysis facilities. As is generally true in the dialysis industry, at each facility one or a few physicians account for all or a significant portion of the patient referral base. The loss of one or more key referring physicians at a particular facility could have a material adverse effect on the operations of that facility and could adversely affect the Company's overall operations. Referring physicians own minority interests in 21 of the Company's dialysis facilities. If such interests are deemed to violate applicable federal or state law, such physicians may be forced to dispose of their ownership interests. The Company cannot predict the effect such dispositions would have on its business. See "Risk Factors--Operations Subject to Government Regulation," "Business--Operations--Physician Relationships" and "Business--Governmental Regulation."

#### SIGNIFICANT INFLUENCE BY DLJMB

DLJ Merchant Banking Partners, L.P. and certain of its affiliates ("DLJMB") own approximately 10% of the outstanding Common Stock of the Company and after the Offering will own approximately % of the outstanding Common Stock of the Company (approximately % if the Underwriters' over-allotment option is exercised in full). Upon consummation of the Offering, DLJMB's right to nominate four of the five members of the Company's Board of Directors pursuant to a Shareholders Agreement (as defined herein) among certain of the Company's stockholders will terminate. The four individuals previously nominated by DLJMB (three of which are DLJMB employees) and elected as Company directors will remain directors, however, until the next election or any earlier resignation and to that extent and until such time continue to be able to influence significantly the affairs of the Company, including corporate transactions such as any "going private" transaction, merger, consolidation or sale of all or substantially all of the Company's assets. The Company has been informed that two of such DLJMB employees intend to resign as directors upon consummation of the Offering. See "Principal and Selling Stockholders" and "Certain Relationships and Related Transactions."

#### POSSIBLE VOLATILITY OF STOCK PRICE

The trading price and volume of the Common Stock historically has been and could in the future be subject to significant fluctuations in response to many factors, including quarter-to-quarter variations in operating results, changes in earnings estimates by analysts, changes in federal or state regulation of services provided by the Company or reimbursement rates for such services, competition, general market conditions and other events or factors. See "Price Range of Common Stock."

#### ANTITAKEOVER PROVISIONS

The Company's Certificate of Incorporation and Bylaws include several provisions which may have the effect of deterring hostile takeovers, delaying or preventing changes in control or changes in management of the Company, or limiting the ability of stockholders to approve transactions that they may deem to be in their best interests, including (i) a provision requiring that any action required or permitted to be taken by stockholders of the Company must be effected at a duly called annual or special meeting of stockholders and may not be effected by written consent, and (ii) a provision requiring at least 60 days' advance notice by a stockholder of a proposal or director nomination which such stockholder desires to present at any annual or special meeting of stockholders. In addition, pursuant to the Company's Certificate of Incorporation the Board of Directors has the authority to issue up to 5,000,000 shares of Preferred Stock and to determine the rights and preferences of such Preferred Stock without the need for further stockholder approval. The Company has no present plans to issue any shares of Preferred Stock. See "Principal and Selling Stockholders."

#### SHARES ELIGIBLE FOR FUTURE SALE; REGISTRATION RIGHTS

Substantially all of the shares of Common Stock that will be outstanding after the Offering will be available for immediate sale in the public market. Sales of substantial amounts of Common Stock into the public market or the perception that such sales could occur, could adversely affect the prevailing market price for the Common Stock and the ability of the Company to raise equity capital. The Company can make no prediction as to the effect, if any, that sales of shares of its Common Stock, or the availability of shares for future sale, will have on the market price of the Common Stock prevailing from time to time. Such sales may also make it more difficult for the Company to sell equity securities or equity-related securities at a time and price that it deems appropriate. Certain stockholders of the Company are also entitled to registration rights. See "Principal and Selling Stockholders."

## RECENT FACILITY NETWORK EXPANSION

The Company has implemented an aggressive growth strategy since the August 1994 Transaction through acquisitions, de novo developments and hospital alliances. The Company's acquisition model has served as the foundation for the Company's disciplined and rapid growth through acquisitions. The Company's acquisition strategy is to leverage its operating infrastructure in existing regions by acquiring centers where it already has a strong market presence and to establish a strong presence in new markets by acquiring clusters of facilities that can support new regional operating infrastructures. The Company's comprehensive range of ESRD services, including laboratory, oral pharmaceutical, vascular access management and transplant management services programs, allows the Company to rapidly expand the range of ESRD services offered to patients in the operations it acquires.

Since the implementation of the growth strategy in August 1994, the Company has become the third largest provider of dialysis services in the United States by adding 90 centers (comprised of 78 acquisitions, ten de novo developments and management contracts with Georgetown University and the University of Southern California) representing, at the time of acquisition or commencement of operations, 1,272 dialysis stations and more than 6,700 patients.

Since June 1, 1996 the Company has acquired 15 facilities and, in addition, entered into a management contract with Georgetown University, which together service over 1,700 patients. As such acquisitions were completed on or after June 1, 1996, the full impact of the operations acquired are not reflected in the Company's financial results for the quarter ended June 30, 1996. In addition, the Company has also recently signed letters of intent to acquire five facilities, servicing approximately 300 patients.

On March 15, 1996, the Company completed the \$49.0 million Caremark Acquisition, which represents the Company's largest acquisition to date. The acquired operations included over 1,400 ESRD patients and 32 outpatient dialysis facilities (the "Caremark Facilities"), which are concentrated in the Minneapolis/St. Paul area as well as in Northern California. The Caremark Facilities generated \$46.8 million of net revenue in 1995. Additional benefits to the Company of the Caremark Acquisition include (i) establishing it as the leading dialysis provider in the Minneapolis/St. Paul region; (ii) significantly strengthening its presence in Northern California; (iii) expanding its ESRD related ancillary services; (iv) broadening its affiliations with nationally recognized nephrologists and academic medical centers; (v) strengthening its managed care capabilities and experience; and (vi) realizing significant cost savings.

During the second quarter of 1996 the Company successfully integrated the operations of the Caremark Facilities into its overall network. At the time of acquisition, the Caremark Facilities in aggregate were unprofitable and during the second quarter the Company was able to improve operating results through (i) a consolidation of corporate functions, including reimbursement administration, human resources management and accounting, (ii) making available to the Caremark Facilities the benefits of the Company's purchasing contracts, (iii) personnel reductions and (iv) the implementation of the Company's ancillary programs at or in association with the Caremark Facilities.

NETWORK EXPANSION SINCE THE INITIAL PUBLIC OFFERING

The following chart lists the 54 centers acquired, the seven de novo facilities developed and the management contract established by the Company since its initial public offering in October 1995 (the "Initial Public Offering"):

CAREMARK ACQUISITION (MARCH 1996)

Chabot Dialysis Clinic, Dublin	CA	Minneapolis Dialysis Unit	MN
Chabot Dialysis Clinic, Hayward	CA	Minnetonka Dialysis Unit	MN
Chabot Dialysis Clinic, San Leandro	CA	Montevideo Dialysis Unit	MN
Chabot Dialysis Clinic, Union City	CA	Morris Dialysis Unit	MN
East Bay Peritoneal Dialysis Alexandria Dialysis Unit	CA	Pine City Dialysis Unit	MN
Anoka-Good Samaritan Dialysis Unit	MN	Red Lake Dialysis Unit	MN
Arden Hills Dialysis Unit	MN	Red Wing Dialysis Unit	MN
Burnsville Dialysis Unit	MN	Redwood Falls Dialysis Unit	MN
Cass Lake Dialysis Unit	MN	Special Needs Dialysis Unit	MN
Coon Rapids Dialysis Unit	MN	St. Paul Dialysis Unit	MN
Edina Dialysis Unit	MN	West St. Paul Dialysis Unit	MN
Fairmont Dialysis Unit	MN	Mitchell Dialysis Unit	SD
Faribault Dialysis Unit	MN	Pine Ridge Dialysis Unit	SD
Maplewood Dialysis Unit	MN	Rosebud Dialysis Unit	SD
Marshall Dialysis Unit	MN	Sioux Falls Dialysis Unit	SD
		St. Croix Falls Dialysis Unit	WI

OTHER ACQUISITIONS AND MANAGEMENT CONTRACTS

Total Renal Care East	TX	November 1995
Total Renal Care West	TX	November 1995
Burbank Regional Dialysis Center	CA	January 1996
Downtown Dialysis Center	MD	January 1996
Pacific Peritoneal Dialysis Center	Guam	January 1996
Upstate Dialysis Center	SC	March 1996
Greer Kidney Center (1)	SC	March 1996
Eaton Canyon Dialysis Center	CA	June 1996
Georgetown Dialysis Center (2)	DC	June 1996
St. Mary Medical Center	PA	July 1996
Piedmont Dialysis	CA	July 1996
Peralta Dialysis	CA	July 1996
Bertha Sirk Dialysis	MD	July 1996
Greenspring Dialysis	MD	July 1996
Houston Kidney Center	TX	August 1996
Houston Kidney Center Southeast	TX	August 1996
North Houston Kidney Center	TX	August 1996
Northwest Kidney Center	TX	August 1996
Port Charlotte Artificial Kidney	FL	August 1996
Gulf Coast Peritoneal Paramount Dialysis	FL	August 1996
Doctors Dialysis East L.A. (3)	CA	September 1996
Doctors Dialysis Montebello (3)	CA	October 1996

DE NOVO FACILITIES

Shiprock Dialysis Facility	NM	December 1995
Kenner Dialysis Center	LA	February 1996
Potrero Hill Dialysis Center	CA	February 1996
Mission Dialysis Center	CA	March 1996
Guam Renal Center	Guam	May 1996
Loma Vista	TX	August 1996
Pine Island	FL	October 1996

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- (1) On March 13, 1996, the Company entered into a definitive agreement to manage the affiliated Greer Kidney Center, Inc. ("Greer") and to acquire Greer upon receipt of a certificate of need from the State of South Carolina. The Company has placed the funds for the acquisition of Greer into escrow pending regulatory approval.
  - (2) Management contract.
  - (3) In October 1996 the Company entered into a definitive agreement to manage the Doctors Dialysis Center of East Los Angeles and Doctors Dialysis



Center of Montebello and expects to complete the acquisition during the first four months of 1997.

## USE OF PROCEEDS

The net proceeds to the Company from the sale of 500,000 shares of Common Stock offered by the Company hereby are estimated to be approximately \$19,200,000, assuming a public offering price of \$41.125 per share and after deducting the underwriting discount and estimated offering expenses. The Company intends to use such net proceeds for acquisitions, de novo developments and other capital expenditures, and general corporate purposes. Pending such uses, the Company intends to reduce amounts outstanding (and permitted to be reborrowed) under the revolving portion of the Company's credit facility (the "Senior Credit Facility"). The Company will not receive any proceeds from the sale of Common Stock by the Selling Stockholders.

The Company continually reviews and evaluates acquisition candidates as part of its growth strategy, and is at various stages of evaluation, discussion or negotiation with a number of such candidates. As of the date of this Prospectus, except for letters of intent to acquire five facilities servicing approximately 300 patients, the Company has not reached a final binding agreement with respect to any such potential acquisition.

Borrowings under the Senior Credit Facility (which are permitted to be made up to \$400 million) bear interest at one of two floating rates selected from time to time by the Company. These borrowings currently bear interest at 6.125% per annum. At October 17, 1996, approximately \$300 million was available for borrowing under the Senior Credit Facility. See "Management's Discussion and Analysis of Financial Condition and Results of Operations--Liquidity and Capital Resources."

## PRICE RANGE OF COMMON STOCK

The Company's Common Stock is traded on the New York Stock Exchange. The following table sets forth, for the periods indicated, the high and low sale prices for the Common Stock as reported by the New York Stock Exchange since the Initial Public Offering.

	HIGH	LOW
Transitional Fiscal Year Ended December 31, 1995		
4th Quarter (beginning October 31, 1995).....	\$30	\$18
Fiscal Year Ending December 31, 1996		
1st Quarter .....	32 1/4	27
2nd Quarter .....	45 1/2	31
3rd Quarter .....	42 5/8	32
4th Quarter (through October 17, 1996) .....	46 3/8	38 7/8

The closing price of the Common Stock on October 17, 1996 was \$41.125 per share. As of September 30, 1996 there were 115 holders of record of the Company's Common Stock.

## DIVIDEND POLICY

Since the August 1994 Transaction, the Company has not declared or paid cash dividends to its holders of Common Stock. The Company currently anticipates that all earnings will be retained for the development and expansion of its business and, therefore, does not anticipate paying dividends on its Common Stock in the foreseeable future. The Senior Credit Facility contains provisions which prohibit the Company from paying dividends on its Common Stock.

CAPITALIZATION

The following table sets forth the cash and capitalization of the Company (i) as of June 30, 1996, (ii) as adjusted to reflect acquisitions consummated after June 30, 1996, probable acquisitions as of October 18, 1996 and the retirement of all outstanding Discount Notes in July and September 1996 and (iii) as further adjusted to reflect the sale of 500,000 shares of Common Stock offered hereby by the Company at an assumed public offering price of \$41.125 per share. See "Use of Proceeds" and the Company's Consolidated Financial Statements and the notes thereto. See also "Management's Discussion and Analysis of Financial Condition and Results of Operations."

	JUNE 30, 1996		
	ACTUAL	AS ADJUSTED	AS FURTHER ADJUSTED FOR THE OFFERING
	(DOLLARS IN THOUSANDS)		
Cash.....	\$ 39,969	\$ --	\$ 19,214
	=====	=====	=====
Long-term debt (including current portion):			
Senior Credit Facility.....	\$ --	\$ 89,786	\$ 89,786
Discount Notes.....	57,503	--	--
Other.....	1,313	1,313	1,313
	-----	-----	-----
Total long-term debt.....	58,816	91,099	91,099
Minority interests.....	4,541	5,472	5,472
Stockholders' equity:			
Common Stock, \$0.001 par value, 55,000,000 shares authorized; 25,889,905 shares outstanding, actual; 25,962,061 shares outstanding, as adjusted; and 26,462,061 shares outstanding as further adjusted (1).....	26	26	26
Additional paid-in capital.....	234,369	236,199	255,413
Notes receivable from stockholders.....	(2,727)	(2,727)	(2,727)
Retained earnings (deficit).....	(28,153)	(35,876)	(35,876)
	-----	-----	-----
Total stockholders' equity.....	203,515	197,622	216,836
	-----	-----	-----
Total capitalization.....	\$266,872	\$294,193	\$313,407
	=====	=====	=====

(1) Does not include 1,639,360 shares issuable upon the exercise of options outstanding as of June 30, 1996.

SELECTED FINANCIAL AND OPERATING DATA

The following table presents selected consolidated financial and operating data of the Company for the periods indicated. The consolidated financial data as of May 31, 1991, 1992, 1993, 1994 and 1995 and as of December 31, 1995 and for each of the years in the five year period ended May 31, 1995 and the seven month period ended December 31, 1995 have been derived from the Company's audited consolidated financial statements. The consolidated financial data for the seven months ended December 31, 1994 and for the six month periods ended June 30, 1995 and 1996 are unaudited and include all adjustments consisting solely of normal recurring adjustments necessary to present fairly the Company's results of operations for the period indicated. The results of operations for the seven month periods ended December 31, 1994 and 1995 and for the six month periods ended June 30, 1995 and 1996 are not necessarily indicative of the results which may occur for the full fiscal year. The following financial and operating data should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operations," the Company's Consolidated Financial Statements and the notes thereto and the other information contained elsewhere in this Prospectus or incorporated herein by reference.

	YEARS ENDED MAY 31,					SEVEN MONTHS ENDED DECEMBER 31, (1)		SIX MONTHS ENDED JUNE 30,	
	1991	1992	1993	1994	1995	1994	1995	1995	1996
	(DOLLARS IN THOUSANDS, EXCEPT PER SHARE DATA)								
<b>INCOME STATEMENT DATA:</b>									
(2)									
Net operating revenues.	\$53,019	\$63,888	\$71,576	\$80,470	\$98,968	\$ 53,593	\$ 89,711	\$56,093	\$114,820
Facility operating expenses.....	37,016	45,599	49,440	56,828	65,583	36,012	57,406	36,420	76,647
General and administrative expenses (3).....	4,209	4,819	5,292	7,457	9,115	4,916	7,645	5,200	8,701
Provision for doubtful accounts.....	1,846	2,118	2,050	1,550	2,371	1,363	1,811	1,266	2,333
Depreciation and amortization.....	2,621	3,167	3,434	3,752	4,740	2,586	4,383	2,673	6,032
Total operating expenses.....	45,692	55,703	60,216	69,587	81,809	44,877	71,245	45,559	93,713
Operating income.....	7,327	8,185	11,360	10,883	17,159	8,716	18,466	10,534	21,107
Interest expense, net..	208	110	9	13	7,203	3,300	5,584	4,547	2,537
Income before income taxes, minority interests and extraordinary item....	7,119	8,075	11,351	10,870	9,956	5,416	12,882	5,987	18,570
Income taxes.....	2,519	2,875	4,129	4,106	3,511	1,933	4,631	2,078	7,151
Income before minority interests and extraordinary item....	4,600	5,200	7,222	6,764	6,445	3,483	8,251	3,909	11,419
Minority interests in income of consolidated subsidiaries.....	479	535	775	1,046	1,593	833	1,784	1,010	1,417
Income before extraordinary item....	\$ 4,121	\$ 4,665	\$ 6,447	\$ 5,718	\$ 4,852	\$ 2,650	\$ 6,467(4)	\$ 2,899	\$ 10,002
Income per share before extraordinary item....				\$ 0.22(5)	\$ 0.08(5)	\$ 0.36(4)	\$ 0.19	\$ 0.40	

	YEARS ENDED MAY 31,					SEVEN MONTHS ENDED DECEMBER 31, (1)		SIX MONTHS ENDED JUNE 30,	
	1991	1992	1993	1994	1995	1994	1995	1995	1996
<b>OPERATING DATA:</b>									
Outpatient facilities (at period end).....	32	35	36	37	57	42	68	60	116
Treatments (6).....	308,029	349,736	379,397	423,353	481,537	268,820	390,806	260,044	491,708
Hospitals receiving inpatient services (at period end).....	34	33	32	28	48	28	55	54	77

	MAY 31,					DECEMBER 31,	JUNE 30,
	1991	1992	1993	1994	1995	1995	1996
	(DOLLARS IN THOUSANDS)						
BALANCE SHEET DATA:							
Working capital.....	\$5,471	\$8,508	\$14,609	\$20,064	\$14,971	\$ 54,691	\$108,053
Total assets.....	26,876	32,509	36,003	43,621	77,558	163,998	291,046
Long-term debt							
(including current							
portion).....	465	437	267	198	88,142	55,894	58,816
Mandatorily redeemable							
Common Stock (7).....	--	--	--	--	3,990	--	--
Stockholders' equity							
(deficit).....	17,903	22,568	29,015	34,733	(30,879)(8)	82,804	203,515

(See Notes on following page)

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- (1) In 1995, the Company changed its fiscal year to December 31 from May 31.
  - (2) The August 1994 Transaction and subsequent acquisitions had a significant impact on the Company's financial position and on the Company's results of operations. Consequently, the Balance Sheet Data as of May 31, 1995, December 31, 1995 and June 30, 1996 and the Income Statement Data for the fiscal year ended May 31, 1995, the seven months ended December 31, 1995 and the six months ended June 30, 1995 and 1996 are not directly comparable to corresponding information as of prior dates and for prior periods, respectively.
  - (3) General and administrative expenses for the fiscal years ended May 31, 1991, 1992, 1993 and 1994 include overhead allocations by the Company's former parent of \$523,000, \$662,000, \$235,000 and \$1,458,000, respectively. The overhead allocations for the fiscal years ended May 31, 1991, 1992 and 1993 were made using a different methodology than that used in the fiscal year ended May 31, 1994 and the substantial increase in that year reflects this change in methodology rather than a change in the level of services provided. No overhead allocation was made for the period from March 1, 1994 through the closing of the August 1994 Transaction, at which time the Company began to record general and administrative expenses as incurred on a stand-alone basis. General and administrative expenses for the fiscal year ended May 31, 1994 reflect \$458,000 in expenses relating to a terminated equity offering.
  - (4) In December 1995, the Company recorded an extraordinary loss of \$2,555,000, or \$0.14 per share, net of tax, on the early extinguishment of debt. See Note 6 of Notes to Consolidated Financial Statements.
  - (5) Income per share before extraordinary item for the year ended May 31, 1995 and for the seven months ended December 31, 1994 is presented on a pro forma basis to give effect to the August 1994 Transaction as if it had occurred on June 1, 1994. See Note 1 of Notes to Consolidated Financial Statements.
  - (6) Represents dialysis treatments provided in outpatient facilities, at home and in acute care hospitals. Home dialysis treatments are stated in hemodialysis equivalents. Only treatments rendered by the Company after the acquisition of a facility are included.
  - (7) Mandatorily redeemable Common Stock represents shares of Common Stock issued in certain acquisitions subject to put options that terminated upon the completion of the Initial Public Offering. See Note 8 to Notes to Consolidated Financial Statements.
  - (8) In connection with the August 1994 Transaction, the Company paid a dividend to Tenet of \$75.5 million.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF  
FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following should be read in conjunction with the Company's Consolidated Financial Statements and the notes thereto contained elsewhere in this Prospectus. This Prospectus contains forward-looking statements which involve risks and uncertainties. The Company's actual results may differ significantly from the results discussed in the forward-looking statements. Factors that might cause such a difference include, but are not limited to, those discussed in "Risk Factors."

BACKGROUND

The Company was formed in contemplation of the August 1994 Transaction as the parent corporation of Total Renal Care, Inc. (formerly Medical Ambulatory Care, Inc.). In the August 1994 Transaction, the Company paid a dividend of \$75.5 million to NME Properties out of the net proceeds from (i) the issuance of units consisting of an aggregate of \$100 million in principal amount at maturity of 12% Senior Subordinated Discount Notes due 2004 (the "Discount Notes"), which were issued at approximately 70% of par, and 600,000 shares of Common Stock and (ii) borrowing under the Company's revolving credit facility with the Bank of New York (the "Senior Credit Facility"). The Company raised additional capital to fund the continuation of its growth strategy through the Initial Public Offering on October 30, 1995 in which the Company issued and sold 6,900,000 shares of its Common Stock and raised gross proceeds of \$107 million. Concurrent with the Initial Public Offering, the Company listed its Common Stock on the New York Stock Exchange under the symbol "TRL." Subsequent to the Initial Public Offering the Company changed its fiscal year end from May 31 to December 31. The Company raised additional capital through a subsequent public offering on April 3, 1996 in which the Company issued and sold 3,500,000 shares of its Common Stock and raised net proceeds of \$110.1 million. In July and September 1996 the Company retired all outstanding Discount Notes for an aggregate payment of \$40 million (including consent payments of \$1.1 million). In October 1996 the Company secured a seven year \$400 million bank credit facility to provide further financing for the Company's growth strategy.

Following the August 1994 Transaction, the Company implemented a growth strategy designed to enhance revenues and improve operating income. A major part of the Company's growth strategy is to expand the Company's existing facility network and to create new regional facility networks through acquisitions, de novo developments and hospital alliances. The acquisition of a facility has an immediate impact on the Company's results of operations by increasing revenues with minimal incremental general and administrative cost resulting in enhanced operating income. Since the August 1994 Transaction the Company has added 90 centers to its network (comprised of 78 acquisitions and ten de novo developments and management contracts with Georgetown University and the University of Southern California) representing, at the time of acquisition or commencement of operations, 1,272 dialysis stations and more than 6,700 patients. Of these increases, additions since the Initial Public Offering total 62 new centers (comprised of 54 acquisitions and seven de novo developments and one management contract with Georgetown University) representing, at the time of acquisition or commencement of operations, 885 dialysis stations and more than 4,600 patients.

Following the August 1994 Transaction, the Company implemented a focused strategy to increase net operating revenues per treatment and improve operating income margins. The Company has significantly increased per-treatment revenues through the addition of in-house clinical laboratory services, improved pricing, increased utilization of ancillary services and the addition of in-house pharmacy services. To improve operating income, the Company also began a systematic review of the Company's vendor relations leading to the renegotiation of a number of supply contracts and insurance arrangements that reduced operating expenses. In addition the Company has focused on improving facility operating efficiencies and leveraging corporate and regional management. These improvements have been offset in part by increased amortization of goodwill and other intangible assets relating to the Company's acquisitions (all of which have been accounted for as purchase transactions) and start-up expenses related to de novo developments.

The Company incurred approximately \$70.4 million of indebtedness as a result of the August 1994 Transaction. The related interest expense has had a significant impact on the Company's results of operations for

the fiscal year ended May 31, 1995, the seven months ended December 31, 1995 and the six months ended June 30, 1995 and 1996. The Company's results of operations for the year ended May 31, 1995, the seven months ended December 31, 1995 and the six months ended June 30, 1995 and 1996 have also been materially affected by the implementation of the Company's growth strategy. Consequently, the results of operations for the year ended May 31, 1995, the seven months ended December 31, 1995 and the six months ended June 30, 1995 and 1996 are not directly comparable to the results of operations for comparable prior periods.

#### NET OPERATING REVENUES

Net operating revenues are derived primarily from four sources: (i) outpatient facility hemodialysis services, (ii) ancillary services, including EPO administration, clinical laboratory services and intravenous and oral pharmaceutical products and services, (iii) home dialysis services and related products and (iv) inpatient dialysis services provided to hospitalized patients pursuant to arrangements with hospitals. Additional revenues are derived from the provision of dialysis facility management services to certain subsidiaries and affiliated and unaffiliated dialysis centers. The Company's dialysis and ancillary services are reimbursed primarily under the Medicare ESRD program in accordance with rates established by HCFA. Payments are also provided by other third party payors, generally at rates higher than those reimbursed by Medicare for up to the first 21 months of treatment as mandated by law. Rates paid for services provided to hospitalized patients are negotiated with individual hospitals. For the year ended May 31, 1995, approximately 62% and 8% of the Company's net patient revenues were derived from reimbursement under Medicare and Medicaid, respectively. For the seven months ended December 31, 1995, approximately 60% and 7% of the Company's net patient revenues were derived from reimbursement under Medicare and Medicaid. For the six months ended June 30, 1996, approximately 60% and 6% of the Company's net patient revenues were derived from reimbursement under Medicare and Medicaid, respectively. See "Business--Operations--Sources of Revenue Reimbursement."

#### QUARTERLY RESULTS OF OPERATIONS

The following table sets forth selected unaudited financial and operating information for each of the eight calendar quarters ended after the August 1994 Transaction:

	QUARTERS ENDED							
	SEPTEMBER 30, 1994	DECEMBER 31, 1994	MARCH 31, 1995	JUNE 30, 1995	SEPTEMBER 30, 1995	DECEMBER 31, 1995	MARCH 31, 1996	JUNE 30, 1996
	(DOLLARS IN THOUSANDS, EXCEPT PER SHARE AND PER TREATMENT DATA)							
Net operating revenues..	\$22,434	\$24,244	\$25,469	\$30,624	\$37,415	\$41,335	\$50,237	\$64,583
Facility operating expenses.....	15,265	16,017	16,922	19,498	23,884	26,673	33,329	43,318
General and administrative expenses.....	1,930	2,346	2,423	2,777	3,107	3,537	3,901	4,800
Operating income.....	3,633	4,026	4,286	6,248	7,776	8,356	9,551	11,556
Income before extraordinary item.....	1,053	705	1,001	1,898	2,485	3,285	4,276	5,726
Income per share before extraordinary item.....	\$ 0.01	\$0.05	\$0.07	\$0.12	\$0.16	\$0.16	\$ 0.19	\$ 0.22
Outpatient facilities...	42	42	45	60	62	68	108	116
Treatments.....	112,407	120,443	123,107	136,937	163,633	179,807	217,451	274,256
Net operating revenues per treatment.....	\$199.58	\$201.29	\$206.89	\$223.64	\$228.65	\$229.89	\$231.03	\$235.48
Operating income margin .....	16.2%	16.6%	16.8%	20.7%	20.8%	20.2%	19.0%	17.9%

Utilization of the Company's services is generally not subject to material seasonal fluctuations. The quarterly variations shown above reflect the significant impact of the Company's growth strategy and margin improvement programs.



RESULTS OF OPERATIONS

The following table sets forth for the periods indicated selected information expressed as a percentage of net operating revenues for such periods.

	YEARS ENDED MAY 31,			SEVEN MONTHS ENDED DECEMBER 31,		SIX MONTHS ENDED JUNE 30,	
	1993	1994	1995	1994	1995	1995	1996
Net operating revenues.....	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%
Facility operating expenses.	69.1	70.6	66.3	67.2	64.0	64.9	66.8
General and administrative expenses.....	7.4	9.3	9.2	9.2	8.5	9.3	7.6
Provision for doubtful accounts.....	2.8	1.9	2.4	2.5	2.0	2.3	2.0
Depreciation and amortization.....	4.8	4.7	4.8	4.8	4.9	4.8	5.3
Operating income.....	15.9	13.5	17.3	16.3	20.6	18.8	18.4
Interest expense, net of interest income.....	--	--	7.3	6.2	6.2	8.1	2.2
Income taxes.....	5.8	5.1	3.5	3.6	5.2	3.7	6.2
Minority interests.....	1.1	1.3	1.6	1.6	2.0	1.8	1.2
Income before extraordinary item.....	9.0	7.1	4.9	4.9	7.2	5.2	8.7

SIX MONTHS ENDED JUNE 30, 1996 COMPARED TO THE SIX MONTHS ENDED JUNE 30, 1995

**Net Operating Revenues.** Net operating revenues for the six months ended June 30, 1996 increased \$58,727,000 to \$114,820,000 from \$56,093,000 for the six months ended June 30, 1995 representing a 104.7% increase. Of this increase, \$46,470,000 was due to increased treatments from acquisitions, existing facility growth and from de novo developments. The remainder was due to an increase in net operating revenues per treatment, \$233.51 in the first six months of 1996 compared to \$215.70 in the first six months of 1995, and an increase in affiliated and unaffiliated facility management fees. The increase in operating revenues per treatment was due to the addition of the Company's ESRD laboratory, increased ancillary utilization primarily in the administration of EPO, an overall increase in average reimbursement rates, and the opening of an IV and oral pharmaceutical program and an access management program.

**Facility Operating Expenses.** Facility operating expenses increased \$40,227,000 to \$76,647,000 in the first six months of 1996 from \$36,420,000 in the first six months of 1995. As a percentage of net operating revenues, facility operating expenses increased to 66.8% in the first six months of 1996 from 64.9% in the first six months of 1995 due to the significant amount of recent acquisitions and de novo development activity with an operating expense structure that is initially higher due to integration costs incurred in the first few months of operations coupled with a lower base of revenue generated until the Company's ancillary programs are added, leading to an overall lower operating margin.

**General and Administrative Expenses.** General and administrative expenses increased \$3,501,000 to \$8,701,000 in the first six months of 1996 from \$5,200,000 in the first six months of 1995. As a percentage of net operating revenues, general and administrative expenses declined to 7.6% in the first six months of 1996 from 9.3% in the first six months of 1995. This decline as a percentage of net revenue is a result of revenue growth and economies of scale achieved through the leveraging of corporate staff across a higher revenue base.

**Provision for Doubtful Accounts.** The provision for doubtful accounts increased \$1,067,000 to \$2,333,000 in the first six months of 1996 from \$1,266,000 in the first six months of 1995. As a percentage of net operating revenues, the provision for doubtful accounts decreased to 2.0% in the first six months of 1996 from 2.3% in the first six months of 1995. Due to the significant acquisition activity since the first six months of 1995, the percentage of accounts receivable, for which the Company provision methodology will be applied, in the more recent aging categories has increased, causing a corresponding decrease in the provision as a percentage of revenues.

Depreciation and Amortization. Depreciation and amortization increased \$3,359,000 to \$6,032,000 in the first six months of 1996 from \$2,673,000 in the first six months of 1995. As a percentage of net operating revenues, depreciation and amortization increased to 5.3% in the first six months of 1996 from 4.8% in the first six months of 1995. The increase was attributable to goodwill, other intangibles and fixed assets recorded through acquisition activity and increased depreciation from new center leaseholds and routine capital expenditures.

Operating Income. Operating income increased \$10,573,000 to \$21,107,000 in the first six months of 1996 from \$10,534,000 in the first six months of 1995. As a percentage of net operating revenues, operating income decreased slightly to 18.4% in the first six months of 1996 from 18.8% in the first six months of 1995. This decrease in operating income is primarily due to an increase in depreciation and amortization as a percentage of net operating revenue.

Interest Expense. Interest expense, net of interest income, decreased \$2,010,000 in the first six months of 1996 from \$4,547,000 in the first six months of 1995. As a percentage of net operating revenues, interest expense, net of interest income, decreased to 2.2% in the first six months of 1996 from 8.1% in the first six months of 1995. Cash interest expense during the first six months of 1996 was \$922,000 and non-cash interest during the same period was \$3,228,000 versus \$301,000 and \$4,420,000 in the first six months of 1995, respectively. The decrease in the first six months of 1996 non-cash interest expense was due primarily to the redemption of 35% of the accreted value of the Company's Discount Notes in December 1995. The increase in cash interest expense was due primarily to borrowings made under the Company's Senior Credit Facility to fund the Company's Caremark Acquisition. The increase in interest income was due to investments of excess cash generated from the Company's initial public offering and secondary equity offering placed in short-term high-grade instruments.

Provisions for Income Taxes. Provision for income taxes increased \$5,073,000 to \$7,151,000 in the first six months of 1996 from \$2,078,000 in the first six months of 1995. As a percentage of net operating revenues, provision for income taxes increased to 6.2% in the first six months of 1996 from 3.7% in the first six months of 1995 and the effective tax rate decreased to 41.7% from 41.8% over the same period. The increase as a percentage of net operating revenues was primarily due to the increased profitability of the Company in the first six months of 1996 versus the same period in the prior year.

Minority Interest. Minority interests increased \$407,000 to \$1,417,000 in the first six months of 1996 from \$1,010,000 in the first six months of 1995. As a percentage of net operating revenues, minority interest decreased to 1.2% in the first six months of 1996 from 1.8% in the first six months of 1995. This decrease in minority interest as a percentage of net operating revenues is a result of a relative proportionate decrease in the formation of partnership affiliates and subsidiaries as a percentage of total new acquisitions.

SEVEN MONTHS ENDED DECEMBER 31, 1995 COMPARED TO SEVEN MONTHS ENDED DECEMBER 31, 1994

Net Operating Revenues. Net operating revenues increased \$36,118,000 to \$89,711,000 for the seven months ended December 31, 1995 ("1995 Seven Month Period") from \$53,593,000 for the seven months ended December 31, 1994 ("1994 Seven Month Period") representing a 67.4% increase. Of this increase \$24,411,000 was due to increased treatments from acquisitions, existing facility growth and from de novo developments. The remainder was due to an increase in net operating revenues per treatment which was \$229.55 in the 1995 Seven Month Period compared to \$199.36 in the 1994 Seven Month Period, and an increase in affiliated and unaffiliated facility management fees. The increase in operating revenues per treatment was due to the addition of TRC's ESRD laboratory, an overall increase in reimbursement rates, increased ancillary services utilization primarily in the administration of EPO and the opening of its oral pharmaceutical and IV therapy program.

Facility Operating Expenses. Facility operating expenses increased \$21,394,000 to \$57,406,000 in the 1995 Seven Month Period from \$36,012,000 in the 1994 Seven Month Period and as a percentage of net operating revenue, facility operating expenses declined to 64.0% in the 1995 Seven Month Period from 67.2% in the 1994

Seven Month Period. In the 1995 Seven Month Period the decrease in facility operating expenses as a percentage of revenue was due to substantial reductions achieved in the costs of providing services, including medical and pharmaceutical supplies, and overall labor resource efficiencies.

General and Administrative Expenses. General and administrative expenses increased \$2,729,000 to \$7,645,000 in the 1995 Seven Month Period from \$4,916,000 in the 1994 Seven Month Period, and as a percentage of net operating revenue, general and administrative expenses declined to 8.5% in the 1995 Seven Month Period from 9.2% in the 1994 Seven Month Period. This decline as a percentage of net revenue is a result of revenue growth and economies of scale achieved through the leveraging of corporate staff across a higher revenue base.

Provision for Doubtful Accounts. The provision for doubtful accounts increased \$448,000 to \$1,811,000 in the 1995 Seven Month Period from \$1,363,000 in the 1994 Seven Month Period, and as a percentage of net operating revenue, provision for doubtful accounts decreased to 2.0% in the 1995 Seven Month Period from 2.5% in the 1994 Seven Month Period. The provision for doubtful accounts is influenced by the amount of net operating revenues generated from non-governmental payor sources. The decrease for the 1995 Seven Month Period reflects better management of accounts receivable, including increased collection efforts, billing accuracy and improved preauthorization procedures with payors.

Depreciation and Amortization. Depreciation and amortization increased \$1,797,000 to \$4,383,000 in the 1995 Seven Month Period from \$2,586,000 in the 1994 Seven Month Period, and as a percentage of net operating revenue, depreciation and amortization increased to 4.9% in the 1995 Seven Month Period from 4.8% in the 1994 Seven Month Period. This increase was attributable to increased amortization due to acquisition activity and increased depreciation from new center leaseholds and routine capital expenditures.

Operating Income. Operating income increased \$9,750,000 to \$18,466,000 in the 1995 Seven Month Period from \$8,716,000 in the 1994 Seven Month Period, and as a percentage of net operating revenue, operating income increased to 20.6% in the 1995 Seven Month Period from 16.3% in the 1994 Seven Month Period. This increase in operating income is primarily due to a decrease in facility operating expenses as a percentage of net operating revenue.

Interest Expense. Interest expense, net of interest income, increased \$2,284,000 to \$5,584,000 in the 1995 Seven Month Period from \$3,300,000 in the 1994 Seven Month Period, and as a percentage of net operating revenues, interest expense, net of interest income, was 6.2% in the 1995 Seven Month Period and 6.2% in the 1994 Seven Month Period. Cash interest expense during the 1995 Seven Month Period was \$1,063,000 and non-cash interest during the same period was \$5,228,000 versus \$26,000 and \$3,274,000 in the 1994 Seven Month Period, respectively. The increase in the 1995 Seven Month Period cash interest expense was due primarily to increased borrowing under the Senior Credit Facility and the increase in non cash interest expense was due to the August 11, 1994 issuance of the Discount Notes ("Discount Notes"), which resulted in four and a half months of interest expense recognized in the 1994 Seven Month Period as compared to a full seven months of interest expense recognized in the 1995 Seven Month Period. In addition, interest accrued in the 1995 Seven Month Period on a higher accreted principal amount through December 7, 1995, on which date the Company redeemed 35% of the principal amount of the Discount Notes at maturity. Cash interest will initially be incurred on the Discount Notes on August 15, 1997.

Provision for Income Taxes. Provision for income taxes increased \$2,698,000 to \$4,631,000 in the 1995 Seven Month Period from \$1,933,000 in the 1994 Seven Month Period, and as a percentage of net operating revenue, provision for income taxes increased to 5.2% in the 1995 Seven Month Period from 3.6% in the 1994 Seven Month Period. The increase was primarily due to the increased profitability of the Company in the 1995 Seven Month Period versus the same period in the prior year.

Minority Interests. Minority interests increased \$951,000 to \$1,784,000 in the 1995 Seven Month Period from \$833,000 in the 1994 Seven Month Period, and as a percentage of net operating revenue, minority interest

increased to 2.0% in the 1995 Seven Month Period from 1.6% in the 1994 Seven Month Period. This increase in minority interest as a percentage of revenue is a result of increased profitability at these partnership affiliates and subsidiaries and an increase in the number of company facilities owned by such partnership affiliates.

Extraordinary Loss. On December 7, 1995 the Company redeemed 35% of the accreted value of the Discount Notes at a redemption premium of 111% for a total redemption price of \$31,912,000. In connection with this redemption, the Company recorded an extraordinary loss of \$2,555,000 (net of income tax effect) in December 1995.

#### FISCAL 1995, 1994 AND 1993

Net Operating Revenues. Net operating revenues increased \$18,498,000 to \$98,968,000 for the fiscal year ended May 31, 1995 from \$80,470,000 for fiscal year ended May 31, 1994 representing a 23.0% increase. In the fiscal year ended May 31, 1994 net operating revenues increased \$8,894,000 from \$71,576,000 for the fiscal year ended May 31, 1993 representing a 12.4% increase. Of these increases, \$11,412,000 and \$8,293,000 were due to increased treatments (including acquisitions) for the fiscal year ended May 31, 1995 and the fiscal year ended May 31, 1994, respectively. In the fiscal year ended May 31, 1995, the fiscal year ended May 31, 1994, and the fiscal year ended May 31, 1993, net operating revenues on a per-treatment basis were \$205.53, \$190.08, and \$188.66, respectively. The increase in net operating revenues per treatment in the fiscal year ended May 31, 1995 was primarily due to the addition of a Company-owned laboratory, an overall increase in reimbursement rates, and increases in administration of EPO per treatment. The increase in net operating revenues per treatment for the fiscal year ended May 31, 1994 was due primarily to increases in administration of EPO. In the fiscal year ended May 31, 1995 and the fiscal year ended May 31, 1994, the increases were partially offset by the effect of decreases in Medicare and Medicaid reimbursement rates for EPO beginning January 1, 1994.

Facility Operating Expenses. Facility operating expenses consist of costs and expenses specifically attributable to the operation of dialysis facilities, including operating and maintenance costs of such facilities, equipment, direct labor, and supply and service costs relating to patient care. In the fiscal year ended May 31, 1995, facility operating expenses increased \$8,755,000 to \$65,583,000 from \$56,828,000 in the fiscal year ended May 31, 1994 and as a percentage of net operating revenues, facility operating expenses declined to 66.3% in the fiscal year ended May 31, 1995 from 70.6% in the fiscal year ended May 31, 1994. In the fiscal year ended May 31, 1995, the decrease in facility operating expenses as a percentage of net operating revenues was due to substantial reductions achieved in the costs of providing services, including medical supplies, general and corporate insurance products and overall labor resource efficiencies. In the fiscal year ended May 31, 1994, facility operating expenses increased \$7,388,000 from \$49,440,000 in the fiscal year ended May 31, 1993, and, as a percentage of net operating revenues, facility operating expenses increased to 70.6% in the fiscal year ended May 31, 1994 from 69.1% in the fiscal year ended May 31, 1993. In the fiscal year ended May 31, 1994, the increase in facility operating expenses as a percentage of net operating revenues was a result of increases in the cost of labor, supplies and services which were not completely offset by an increase in net operating revenues.

General and Administrative Expenses. General and administrative expenses include headquarters expense and administrative, legal, quality assurance, information systems and centralized accounting support functions. In the fiscal year ended May 31, 1995, general and administrative expenses increased \$1,658,000 to \$9,115,000 from \$7,457,000 in the fiscal year ended May 31, 1994, and as a percentage of net operating revenues, general and administrative expenses declined to 9.2% in the fiscal year ended May 31, 1995 from 9.3% in the fiscal year ended May 31, 1994. This decline as a percentage of net operating revenues is a result of revenue growth and includes the full impact of stand-alone costs incurred since August 11, 1994 in place of overhead allocations for services provided by Tenet. In the fiscal year ended May 31, 1994, general and administrative expenses increased \$2,165,000 from \$5,292,000 in the fiscal year ended May 31, 1993, and, as a percentage of net operating revenues, general and administrative expenses increased to 9.3% from 7.4% in 1993. This increase as a percentage of net operating revenues is primarily a result of a change in the overhead allocation methodology used by Tenet. During the fiscal year ended May 31, 1994 and the fiscal year ended May 31, 1993, the Company

was charged an overhead allocation by Tenet of \$1,458,000 and \$235,000, respectively, which was included in general and administrative expenses. Additionally, the Company absorbed \$458,000 of expenses associated with a terminated equity offering in the fiscal year ended May 31, 1994.

**Provision for Doubtful Accounts.** In the fiscal year ended May 31, 1995, the provision for doubtful accounts increased \$821,000 to \$2,371,000 from \$1,550,000 in the fiscal year ended May 31, 1994, and as a percentage of net operating revenues, the provision for doubtful accounts increased to 2.4% in the fiscal year ended May 31, 1995 from 1.9% in the fiscal year ended May 31, 1994. This increase was attributable to an increase in reserves for IDPN services rendered and increased amounts owed from private third party payors and patients. In the fiscal year ended May 31, 1994, the provision for doubtful accounts declined \$500,000 from \$2,050,000 in the fiscal year ended May 31, 1993, and as a percentage of net operating revenues, the provision for doubtful accounts declined to 1.9% in the fiscal year ended May 31, 1994 from 2.8% in the fiscal year ended May 31, 1993. The decline in the fiscal year ended May 31, 1994 was attributable to better management of accounts receivable, including increased collection efforts, billing accuracy and improved preauthorization procedures with payors. Additionally, during the fiscal year ended May 31, 1994 the Company experienced a decline in amounts billed directly to patients (co-payments and deductibles) due to the growth of its business with managed care organizations.

**Depreciation and Amortization.** In the fiscal year ended May 31, 1995, depreciation and amortization increased \$988,000 to \$4,740,000 from \$3,752,000 in the fiscal year ended May 31, 1994, and as a percentage of net operating revenues, depreciation and amortization increased to 4.8% in the fiscal year ended May 31, 1995 from 4.7% in the fiscal year ended May 31, 1994. This increase was attributable to increased amortization due to acquisition activity and increased depreciation from new center leaseholds and routine capital expenditures. In the fiscal year ended May 31, 1994, depreciation and amortization increased \$318,000 from \$3,434,000 in the fiscal year ended May 31, 1993, although as a percentage of net operating revenues, depreciation and amortization decreased to 4.7% in the fiscal year ended May 31, 1994 from 4.8% in the fiscal year ended May 31, 1993 due to a general increase in net operating revenues at existing facilities.

**Operating Income.** In the fiscal year ended May 31, 1995, operating income increased \$6,276,000 to \$17,159,000 from \$10,883,000 in the fiscal year ended May 31, 1994, and as a percentage of net operating revenues, operating income increased to 17.3% in the fiscal year ended May 31, 1995 from 13.5% in the fiscal year ended May 31, 1994. This increase in operating income is primarily due to a decrease in facility operating expenses as a percentage of net operating revenues. In the fiscal year ended May 31, 1994, operating income decreased \$477,000 from \$11,360,000 in the fiscal year ended May 31, 1993 and as a percentage of net operating revenues, operating income decreased to 13.5% in the fiscal year ended May 31, 1994 from 15.9% in the fiscal year ended May 31, 1993. The decrease in the fiscal year ended May 31, 1994 resulted primarily from the increase in general and administrative expenses, specifically a \$1,223,000 increase in the Tenet overhead allocation and incurrence of \$458,000 in expenses relating to a proposed equity offering of the Company which was subsequently terminated.

**Interest Expense.** Prior to the fiscal year ended May 31, 1995, the Company did not have any significant interest bearing debt. In connection with the August 1994 Transaction and the implementation of the Company's growth strategy, the Company incurred substantial debt, some of which requires interest to be paid in cash and most of which is recognized as non-cash interest expense. For the fiscal year ended May 31, 1995, total interest expense, net of interest income, was \$7,203,000, with non-cash interest expense of \$6,947,000 and cash interest expense, net of cash interest income, of \$256,000.

**Provision for Income Taxes.** In the fiscal year ended May 31, 1995, the provision for income taxes decreased \$595,000 to \$3,511,000 from \$4,106,000 in the fiscal year ended May 31, 1994, and as a percentage of net operating revenues, the provision for income taxes decreased to 3.5% in the fiscal year ended May 31, 1995 from 5.1% in the fiscal year ended May 31, 1994. This decrease was primarily due to the effects of the August 1994 Transaction, and the associated resulting increase in deductible non-cash interest expense causing a decline in income subject to income taxes of \$914,000. In the fiscal year ended May 31, 1994, the provision for

income taxes decreased \$23,000 from \$4,129,000 in the fiscal year ended May 31, 1993, and, as a percentage of net operating revenues, provision for income taxes decreased to 5.1% in the fiscal year ended May 31, 1994 from 5.8% in the fiscal year ended May 31, 1993.

Minority Interests. Minority interests represent the pretax income earned by individuals who directly or indirectly own minority interests in the Company's partnership affiliates and the net income in two of the Company's corporate subsidiaries. In the fiscal year ended May 31, 1995, minority interests increased \$547,000 to \$1,593,000 from \$1,046,000 in the fiscal year ended May 31, 1994, and as a percentage of net operating revenues, minority interests increased to 1.6% in the fiscal year ended May 31, 1995 from 1.3% in the fiscal year ended May 31, 1994. In the fiscal year ended May 31, 1994, minority interests increased \$271,000 from \$775,000 in the fiscal year ended May 31, 1993, and, as a percentage of net operating revenues, minority interests increased to 1.3% in the fiscal year ended May 31, 1994 from 1.1% in the fiscal year ended May 31, 1993. The increases for both periods resulted from increased profitability at these partnership affiliates and subsidiaries, relating primarily to increased treatments.

#### LIQUIDITY AND CAPITAL RESOURCES

Net cash used by operating activities was \$8,174,000 for the first six months of 1996. Net cash used by operating activities consists of the Company's net income, increased by non-cash expenses such as depreciation, amortization, non-cash interest, and the provision for doubtful accounts, and adjusted by changes in components of working capital, primarily accounts receivable, in the first six months of 1996. Net cash used in investing activities was \$91,514,000 for the first six months of 1996. The Company's principal uses of cash in investing activities have been related to acquisitions, purchases of new equipment and leasehold improvements for the Company's outpatient facilities, as well as the development of new outpatient facilities. Net cash provided by financing activities was \$109,476,000, of which the primary source of financing were \$110,051,000 net proceeds from sale of common stock used to finance the Caremark Acquisition and the development of new facilities. The remaining cash required for other acquisitions, de novo developments and working capital needs were funded by the Company's available cash. As a result, cash increased by \$9,788,000 in the first six months of 1996.

In July 1996, the Company repurchased \$27.4 million of the outstanding Discount Notes, at maturity, for \$28.4 million. In September 1996, the Company completed a tender offer for its Discount Notes pursuant to which it purchased all outstanding Discount Notes, with a principal amount of \$37.6 million at maturity, for \$38.9 million and made aggregate consent payments of \$1.1 million. The repurchase and tender offer resulted in an extraordinary loss of \$7.7 million during the third quarter of 1996.

Effective October 17, 1996, the Company refinanced its prior bank credit facility with the Senior Credit Facility, which permits borrowings of up to \$400,000,000. Under the Senior Credit Facility, up to \$50,000,000 may be used in connection with letters of credit, and up to \$15,000,000 in short-term funds may be borrowed the same day notice is given to the banks under a "Swing Line" facility. In general, borrowings under the Senior Credit Facility bear interest at one of two floating rates selected by the Company: (i) the Alternate Base Rate (defined as the higher of The Bank of New York's prime rate or the federal funds rate plus 0.5%); and (ii) Adjusted LIBOR (defined as the 30-, 60-, 90- or 180-day London Interbank Offered Rate, adjusted for statutory reserves) plus a margin that ranges from 0.45% to 1.25% depending on the Company's leverage ratio. Swing Line borrowings bear interest at either a rate negotiated by the Company and the banks at the time of borrowing or, if no rate is negotiated and agreed, the Alternate Base Rate. Maximum borrowings under the Senior Credit Facility will be reduced by \$50,000,000 on September 30, 2000, \$75,000,000 on September 30, 2001, and another \$75,000,000 on September 30, 2002, and the Senior Credit Facility terminates on September 30, 2003. The Senior Credit Facility contains financial and operating covenants including, among other things, requirements that the Company maintain certain financial ratios and satisfy certain financial tests, and imposes limitations on the Company's ability to make capital expenditures, to incur other indebtedness and to pay dividends. As of the date hereof, the Company is in compliance with all such covenants.

As of June 30, 1996, the Company had working capital of \$108,053,000, including cash of \$39,969,000.

The Company anticipates that its aggregate capital requirements for purchases of equipment and leasehold improvements for outpatient facilities after June 30, 1996 through December 31, 1996 will be approximately \$12.0 million.

The Company's strategy is to continue to expand its operations both through development of de novo centers and through acquisitions. The development of a typical outpatient facility generally requires \$700,000 for initial construction and equipment and \$200,000 for working capital. Based on the Company's experience, a de novo facility typically achieves operating profitability, before depreciation and amortization, by the 12th to 15th month of operation. However, the period of time for a development facility to break even is dependent on many factors which can vary significantly from facility to facility, and, therefore, the Company's past experience may not be indicative of the performance of future developed facilities. The Company is currently developing eight new facilities.

During the period January 1, 1996 through June 30, 1996, the Company paid approximately \$81.5 million in consideration for acquisitions, including approximately \$49.0 million for the Caremark Acquisition. From June 30, 1996 to October 17, 1996, the Company completed acquisitions of 13 facilities for consideration of \$59.7 million of which \$57.6 million was paid in cash; the remainder in the issuance of common stock. See "Recent Facility Network Expansion."

The Company believes that the net proceeds from this Offering, borrowings under the Senior Credit Facility, cash generated from operations and other current sources of financing will be sufficient to meet the Company's need for capital for the foreseeable future, including working capital, purchases of additional property and equipment for the operation of its existing facilities, and interest on the Senior Credit Facility. To continue its growth strategy, however, the Company may need to issue additional debt or equity securities. There can be no assurance that additional financing and capital, if and when required, will be available on terms acceptable to the Company or at all.

## BUSINESS

The Company is a leading, high-quality provider of integrated dialysis services for patients suffering from ESRD. As a result of the Caremark Acquisition, the Company is now the third largest dialysis provider (based on number of patients served) in the United States. The Company currently provides dialysis and ancillary services to approximately 9,700 patients through a network of 127 outpatient dialysis facilities in 16 states, the District of Columbia and Guam. In addition, the Company provides inpatient dialysis services at 82 hospitals. The Company has implemented an aggressive growth strategy since the August 1994 Transaction, adding 90 outpatient dialysis facilities to its network as well as 54 hospital inpatient contracts. The Company has also expanded its in-house ancillary services to include ESRD laboratory and pharmacy facilities, as well as vascular access management and transplant services programs.

### THE DIALYSIS INDUSTRY

#### END-STAGE RENAL DISEASE

ESRD is the state of advanced renal impairment that is irreversible and requires routine dialysis treatments or kidney transplantation to sustain life. Qualified patients in the United States with ESRD have been entitled since 1972 to Medicare benefits regardless of age or financial circumstances. According to figures published by HCFA, the number of patients requiring chronic dialysis services in the U.S. has increased at a 9% CAGR to 200,000 patients in 1995 from 66,000 in 1982. It is estimated that the ESRD population will continue to grow at a CAGR of approximately 9% over the next five years. The Company estimates that the U.S. market for outpatient and inpatient dialysis services in 1995 exceeded \$11.1 billion.

The Company attributes the continuing growth in the number of domestic ESRD patients principally to the aging of the general population and better treatment and longer survival of patients with hypertension, diabetes and other illnesses that lead to ESRD. Management also believes improved dialysis technology has enabled older patients and those who previously could not tolerate dialysis due to other illnesses to benefit from this life-prolonging treatment.

There were over 2,700 dialysis facilities in the United States in 1995, of which approximately 30% were owned by independent physicians (down from 37% in 1992), 30% were hospital-based facilities (down from 33% in 1992), and 40% were owned by seven major multi-facility dialysis providers (up from 30% in 1992), including the Company. The dialysis services industry has been undergoing rapid consolidation. The Company believes that many physician owners are selling their facilities to obtain relief from changing government regulation and administrative constraints, to enable them to focus on patient care and to realize a return on their investment. Hospitals are also motivated to sell or outsource management of their facilities as they refocus their resources on their core business due to increasing competitive pressures within the hospital industry. The Company believes that these changes in the U.S. health care environment will continue to drive consolidation within the dialysis services industry.

#### TREATMENT OPTIONS FOR END-STAGE RENAL DISEASE

Treatment options for ESRD include hemodialysis, peritoneal dialysis and kidney transplantation. ESRD patients are treated predominantly in outpatient treatment facilities. HCFA estimates that as of December 31, 1995, 83% of the ESRD patients in the United States were receiving hemodialysis treatment in outpatient facilities, with the remaining patients being treated in the home either through peritoneal dialysis (16%) or home hemodialysis (1%).

Hemodialysis. Hemodialysis, the most common form of ESRD treatment, is generally performed either in a freestanding facility or in a hospital-based facility. Hemodialysis uses an artificial kidney, called a dialyzer, to remove certain toxins, fluids and salt from the patient's blood combined with a machine to control external blood flow and to monitor certain vital signs of the patient. The dialysis process occurs across a semi-permeable



membrane that divides the dialyzer into two distinct chambers. While blood is circulated through one chamber, a pre-mixed dialyzer fluid is circulated through the other chamber. The toxins and excess fluid from the blood selectively cross the membrane into the dialysis fluid. A hemodialysis treatment usually lasts approximately three hours and is performed three times per week per patient.

**Peritoneal Dialysis.** Peritoneal dialysis is generally performed by the patient at home. There are several variations of peritoneal dialysis. The most common are continuous ambulatory peritoneal dialysis ("CAPD") and continuous cycling peritoneal dialysis ("CCPD") or automated peritoneal dialysis ("APD"). All forms of peritoneal dialysis use the patient's peritoneal (abdominal) cavity to eliminate fluid and toxins from the patient. CAPD utilizes a sterile, pharmaceutical-grade dialysis solution which is introduced into the patient's peritoneal cavity through a surgically placed catheter. Toxins in the blood continuously cross the peritoneal membrane into the dialysis solution. After several hours, the patient drains the used dialysis solution and replaces it with fresh solution. CCPD and APD are performed in a manner similar to CAPD, but use a mechanical device to cycle dialysis solution while the patient is sleeping or at rest.

**Other Treatment Options.** An alternative treatment not provided by the Company is kidney transplantation. While transplantation, when successful, is generally the most desirable form of therapeutic intervention, the shortage of suitable donors limits the availability of this treatment option.

## BUSINESS STRATEGY

The Company has implemented an aggressive growth strategy since the August 1994 Transaction adding 90 outpatient dialysis facilities to its network as well as 54 hospital inpatient contracts. The Company has also expanded its in-house ancillary services to include ESRD laboratory and pharmacy facilities, as well as vascular access management and transplant services programs. The strong growth in the number of facilities and hospital contracts, combined with the enhancement of the Company's ancillary businesses, has resulted in an increase in net operating revenues of 111% to \$64.6 million. Since June 1, 1996 the Company has acquired 15 facilities and a management contract with Georgetown University, which service together over 1,700 patients. As such acquisitions were completed on or after June 1, 1996, the full impact of the operations acquired are not reflected in the Company's financial results for the quarter ended June 30, 1996. As part of its growth strategy, the Company continually reviews and evaluates potential acquisition candidates and seeks to identify locations for de novo developments. The Company is currently developing eight new facilities scheduled for completion by the end of first quarter 1997.

The Company's growth strategy is focused on establishing strong regional networks of clustered facilities that provide comprehensive care for ESRD patients. The Company believes that this approach enhances its operating efficiency and positions the Company to be a leader in a health care environment increasingly influenced by managed care. The Company strives to continue its growth and margin improvement by (i) expanding its existing networks and by creating new regional facility networks through acquisitions, de novo developments and the formation of hospital alliances, (ii) forming strategic alliances with managed care organizations and physicians, (iii) expanding the range of ancillary services it provides to patients, (iv) continuously improving the quality of care provided through the Company's Quality Management Program and (v) maximizing operating efficiencies and utilization. As part of the Company's growth strategy, it has begun evaluating the development of operations in various overseas markets.

## CREATION AND EXPANSION OF THE FACILITY NETWORKS

**Acquisitions.** The Company's acquisition strategy is to leverage its operating infrastructure in existing regions by acquiring centers where it already has a strong market presence and to establish a strong presence in new markets by acquiring clusters of facilities that can support new regional operating infrastructures. In reviewing a potential acquisition, the Company's evaluation includes analyzing financial pro formas, reviewing

the local competitive market and assessing the target facility's reputation for providing quality care. Since the August 1994 Transaction, the Company has acquired 90 new facilities. The 90 new facilities have expanded the Company's existing facility networks and provided significant entries into new markets including the Minneapolis/St. Paul region, the Chicago metropolitan area, South Florida and the Houston metropolitan area.

**De Novo Developments.** The Company develops new facilities to further enhance its regional clusters and better serve the managed care market, to accommodate the growing number of ESRD patients and to satisfy demand by local nephrologists. The Company has established an expertise in the design and construction of dialysis facilities, having developed ten of its dialysis facilities, since the August 1994 Transaction. In addition, the Company is currently developing eight new facilities.

**Hospital Alliances.** Management believes alliances with hospital-based facilities represent a growth opportunity for the Company as hospitals refocus on their core business due to the changing competitive environment in the hospital industry. These alliances allow the Company to be a value-added partner for hospitals through application of the Company's industry-specific expertise to hospital-based dialysis facilities. Accordingly, the Company is actively pursuing alliances with academic medical centers, as well as community and county hospitals. In January 1995, the Company entered into an agreement with the University of Southern California ("USC") and USC Internal Medicine, Inc. ("IMI") pursuant to which the parties have established a long-term cooperative relationship for the operation of dialysis facilities in the area of the Los Angeles County/USC Medical Center. Under this cooperative relationship, the Company manages USC's existing outpatient dialysis facility and home dialysis program. The Company is currently developing, and will operate, a new dialysis facility located near USC's existing facility (expected to open in November 1996). IMI currently provides medical director services at the existing facility and will also provide these services at the new facility. In March 1995, the Company reached an agreement with Louisiana State University ("LSU") to hire certain LSU faculty nephrologists to serve as medical directors at certain dialysis facilities in the New Orleans metropolitan area. The Company has opened two new dialysis facilities in New Orleans since May 1995 in which LSU research nephrologists are currently serving as Medical Directors. In June 1996 the Company signed definitive agreements with Georgetown University to manage its existing facility and to purchase 80% of such facility in 1997. The Company also expects to open new dialysis facilities with Georgetown.

The Company has signed a letter of intent with a major west coast medical center to develop a dialysis center for which medical directors services will be provided by the medical center's nationally recognized nephrologists.

#### ALLIANCES WITH MANAGED CARE AND PHYSICIANS

**Alliances with Managed Care.** The Company is committed to forming innovative alliances directly with managed care organizations by providing comprehensive, integrated ESRD services that deliver high-quality care and reduce overall healthcare costs. In July 1995, the Company was awarded the first long-term ESRD contract to develop and manage a dialysis center for Kaiser Permanente ("Kaiser") in San Diego, California and in March 1996 the 25-station facility was opened and currently serves over 80 dialysis patients. This contract is also the first "partnership" of its type for Kaiser. Kaiser contracts services for one of the largest dialysis and kidney transplant populations (approximately 3,000 in California) in the country.

In August 1996, the Company entered into a contract with Aetna Health Plans of Louisiana, Inc. in which all of Aetna's ESRD patients in the Greater New Orleans area will be transferred to the Company's facilities from competitive facilities. In September, the Company entered into a contract with Maxicare of Louisiana, Inc. in which all of Maxicare's ESRD patients in the Greater New Orleans area will be transferred to the Company's facilities from competitive facilities. Both Aetna and Maxicare decided to transition their patients to the Company's facilities for a variety of reasons including the Company's (i) extensive geographic coverage of the area, (ii) Quality Management Program, and (iii) Clinical Information System.

The Company believes that its managed care efforts have been strengthened as a result of the Caremark Acquisition, given the new affiliations established with highly respected research nephrologists and leaders in the development of nephrology networks and integrated delivery systems. Furthermore, the clustering of the Company's acquired facilities, including the Caremark Facilities, has allowed the Company to offer managed care payors broad facility networks that can support a large segment of each managed care payors' ESRD patient population within each of the Company's markets. As a result of its managed care programs, the Company has signed over 111 contracts with managed care payors.

Alliances With Physicians. The Company seeks to organize and manage networks of nephrologists which further enhance the ability of these nephrologists and the Company to provide integrated ESRD services. The Company entered into a long-term management contract with Total Nephrology Care Network Medical Associates, a Professional Corporation (the "Physician Network"), a network of nephrologists in Southern California that works in conjunction with the Company to provide high-quality, integrated ESRD services while reducing total costs. The Physician Network markets the services of participating nephrologists to preferred provider organizations, insurance companies, health maintenance organizations and other third-party payors for ESRD services both on a discounted fee-for-service basis and on a prepaid or capitated basis. The Company is also responsible for providing billing, information systems and other services to the Physician Network. The Company is paid a management fee for all the services provided by the Company to the Physician Network. The Company is in the process of developing Physician Networks in its other major markets.

#### COMPREHENSIVE RENAL SERVICES

The Company is committed to broadening the range of services it provides to its ESRD patients while adding additional sources of revenue and profits. The Company acquired an ESRD laboratory in January 1995 that provides both routine (those in the Medicare composite rate) and non-routine (those for which an additional fee is charged) laboratory tests for its own and other ESRD patients throughout the United States. As part of the Caremark Acquisition, the Company also acquired an additional ESRD laboratory that provides the Company with additional capacity to accommodate its rapidly expanding patient base and allows the Company to perform an extended range of specialty tests.

The Company opened a pharmacy in February 1995 that provides intravenous therapy for patients requiring nutritional support such as IDPN. The pharmacy also provides a comprehensive prescription oral drug program to patients receiving treatments at the Company's facilities. The Company's dialysis facilities administer EPO to patients upon a physician's prescription.

In November 1995, the Company expanded its range of ESRD services by entering into two separate joint ventures to provide vascular access management services to ESRD patients. Clotting of the hemodialysis vascular access, the physical entry point to the circulatory system for the dialysis procedure, is one of the most common causes of hospitalization for ESRD patients. The Company's vascular access management program uses diagnostic and preventive procedures to help keep the access point functioning. The Caremark Acquisition includes vascular access services that have added to the Company's existing programs. The Caremark Acquisition also provided the Company with an entry into pre- and post-kidney transplant services programs.

The Company is committed to expanding its home dialysis program. During the six months ended June 30, 1996, the Company increased the percentage of its patients receiving peritoneal dialysis to approximately 13% from 12% for the six month period ended December 31, 1995. Management believes that it can increase the proportion of its patients receiving peritoneal dialysis services, as an estimated 17% of all patients in the federal ESRD program at June 30, 1996 received such services.

#### QUALITY MANAGEMENT PROGRAM

The Company believes its reputation for quality care is a significant competitive advantage in attracting patients and physicians and in pursuing growth in the managed care environment. The Company engages in organized and systematic efforts to measure, maintain and improve the quality of services it delivers through its

Quality Management Program. In response to current payor demands for cost-effective health care treatments with measurable outcomes, the Company has developed a proprietary PC-based, networked clinical information system that provides managed care organizations with detailed patient outcome reports and critical on-line clinical information. See "Operations--Quality Assurance."

#### MAXIMIZING OPERATING EFFICIENCIES

The Company believes it has adequate capacity within its existing facilities network to accommodate greater patient volume and expects such operating leverage to contribute to increasing margins. In addition, at certain of its facilities, the Company is able to add dialysis stations to meet growing demand. Since the Initial Public Offering, the Company has added over 20 dialysis stations to four existing facilities and is currently expanding station capacity at several other facilities. The Company will continue to focus on enhancing operating efficiencies, including staffing, purchasing and financial reporting systems and controls.

#### OPERATIONS

##### LOCATION, CAPACITY AND USE OF FACILITIES

The Company currently operates 127 outpatient dialysis centers with 1,855 dialysis stations. The Company owns or operates, directly or through wholly-owned subsidiary corporations, 103 of these facilities. The remaining 24 centers are partially-owned by physicians. The Company's facilities range in size from eight to 52 dialysis stations. The facilities are located in the following states in the following numbers: California (33); Minnesota (22); Florida (16); Texas (8); Arizona (7); Illinois (7); Louisiana (6); Virginia (6); Georgia (5); South Dakota (4); Maryland (3); Guam (2); New Mexico (2); South Carolina (2); District of Columbia (1); Pennsylvania (1); Washington (1) and Wisconsin (1). The Company also provides acute inpatient dialysis services to 82 hospitals. System-wide, the Company provides training, supplies and on-call support services to all of its CAPD and CCPD patients.

##### OPERATION OF FACILITIES

The Company's dialysis facilities are designed specifically for outpatient hemodialysis and generally contain, in addition to space for dialysis treatments, a nurses' station, a patient weigh-in area, a supply room, a water treatment space used to purify the water used in hemodialysis treatments, a dialyzer reprocessing room (where, with both the patient's and physician's consent, the patient's dialyzer is sterilized for reuse), staff work areas, offices and a staff lounge and kitchen. Many of the Company's facilities also have a designated area for training patients in home dialysis. Each facility also offers amenities for the patients, such as a color television with headsets at each dialysis station.

In accordance with conditions for participation in the Medicare ESRD program, each facility has a qualified Medical Director. See "Physician Relationships" below. Each facility also has an Administrator, typically a registered nurse, who supervises the day-to-day operations of each facility and the staff. The staff of each facility typically consists of registered nurses, licensed practical or vocational nurses, patient care technicians, a social worker, a registered dietician, a unit clerk and bio-medical technicians.

All of the Company's facilities offer high-flux and high-efficiency hemodialysis, which most physicians practicing at the Company's facilities deem suitable for most of their patients. High-flux and high-efficiency hemodialysis utilize machinery that allow patients to dialyze in a shorter period of time per treatment because such methods cleanse the blood at a faster rate than conventional hemodialysis. Many of the Company's facilities also offer conventional hemodialysis. The Company considers the equipment installed in its facilities to be among the most technologically advanced equipment presently available to the dialysis industry.

Many of the Company's facilities also offer various forms of home dialysis, primarily CAPD. Home dialysis services consist of providing equipment and supplies, training, patient monitoring and follow-up assistance to patients who prefer and are able to receive dialysis treatments in their homes. Patients and their families or other patient helpers are trained by a registered nurse to perform either CAPD or CCPD at home. Company training programs for CAPD or CCPD generally encompass two to three weeks.

## INPATIENT DIALYSIS SERVICES

The Company provides inpatient dialysis services (excluding physician professional services) to 82 hospitals. These services are required in connection with the hospital's inpatient services for a per treatment fee individually negotiated with the hospital. In most instances, the Company transports the dialysis equipment and supplies to the hospital when requested and administers the dialysis treatment. Examples of cases in which such inpatient services are required include patients with acute kidney failure resulting from trauma or similar causes, patients in the early stages of ESRD and ESRD patients who require hospitalization for other reasons.

## ANCILLARY SERVICES

Dialysis facilities provide a comprehensive range of ancillary services to ESRD patients, the most significant of which is the administration of EPO upon a physician's prescription. EPO is a bio-engineered protein which stimulates the production of red blood cells and is used in connection with all forms of dialysis to treat anemia, a medical complication frequently experienced by ESRD patients. The Company also has a licensed pharmacy which provides ESRD patients with oral medications and IDPN services upon a physician's prescription. Other ancillary services include studies to test the degree of bone deterioration; electrocardiograms ("EKGs"); nerve conduction studies to test the degree of deterioration of nerves; doppler flow testing to test the effectiveness of the patient's vascular access for dialysis; and blood transfusions.

In February 1995, the Company acquired a licensed clinical laboratory specializing in ESRD patient testing. Concurrently the Company entered into a management agreement with an independent third-party to manage the laboratory. With the Caremark Acquisition, the Company acquired an additional ESRD laboratory that provides the Company with additional laboratory capacity and further expands the range of specialty tests provided by the Company. These ESRD laboratories provide various forms of laboratory tests, a large majority of which are performed for the Company's outpatient dialysis facilities. The types of laboratory tests performed at the ESRD laboratories consist of (i) blood tests which are reimbursed as part of the dialysis composite rate; (ii) blood tests ordered for co-morbidity ESRD conditions (i.e., diseases that are the result of or cause of ESRD) and (iii) general symptom testing. In addition, the laboratory acquired in the Caremark Acquisition provides specialty tests, including therapeutic drug monitoring, bone deterioration and renal stone disease monitoring and certain pre and post-kidney transplant testing.

In November 1995, the Company expanded its range of ESRD services by entering into two separate joint ventures to provide vascular access management services to ESRD patients. Clotting of the hemodialysis vascular access, the physical entry point to the circulatory system for the dialysis procedure, is one of the most common causes of hospitalization for ESRD patients. The vascular access management program uses diagnostic and preventive procedures to help keep the access point functioning. The Caremark Acquisition includes additional vascular access services that will add to the Company's existing programs. The Caremark Acquisition also provided the Company with an entry into pre- and post-kidney transplant services.

## PHYSICIAN RELATIONSHIPS

A key factor in the success of a facility is its relationship with local nephrologists. An ESRD patient generally seeks treatment at a facility near such patient's home and where such patient's nephrologist has practice privileges. Consequently, the Company relies on its ability to meet the needs of referring physicians in order to continue to receive physician referrals of ESRD patients.

The conditions of participation in the Medicare ESRD program mandate that treatment at a dialysis facility be "under the general supervision of a Director who is a physician." The Company has engaged qualified physicians or groups of qualified physicians to serve as Medical Directors for each of its facilities. Generally, the Medical Director must be board eligible or board certified in internal medicine or pediatrics and have had at least 12 months of experience or training in the care of patients at ESRD facilities. At some facilities, the Company also contracts with one or more physicians to serve as Assistant or Associate Medical Directors or to direct specific programs, such as CAPD training.

Medical Directors, Associate Medical Directors and Assistant Medical Directors enter into written contracts with the Company which specify their duties and establish their compensation (which is fixed for periods of one year or more). The majority of such contracts are for a ten year period from the date of signing. Such agreements are terminable under certain circumstances by either party on advance written notice. The Company believes that this allows the Company to evaluate frequently the quality of the Medical Director's performance; however, the lack of long-term contracts with physicians could result in the loss of certain key physicians at particular facilities, which could have a material adverse effect on the operations of such facilities. The compensation of the Medical Directors and other physicians under contract is separately negotiated for each facility and generally depends upon competitive factors in the local market, the physician's professional qualifications and responsibilities and the size and utilization of the facility or relevant program.

As is often true in the dialysis industry, one or a few physicians account for all or a significant portion of a dialysis facility's patient referral base. Therefore the Company's selection of a location for a dialysis facility is determined in part by the location of the practice of physicians or nephrologists whose practices include significant numbers of patients needing dialysis. The loss of an important referring physician at a particular facility could have a material adverse effect on the operations of that facility.

Generally, the Company has non-competition agreements with its Medical Directors or referring physicians. In all cases in which the Company acquired a facility from one or more physicians, or where one or more physicians own interests in facilities as partners or co-shareholders with the Company, such physicians have agreed to refrain from owning interests in and serving as Medical Directors of competing facilities for various periods. In other cases, physicians who provide Medical Director services have executed non-competition agreements. While not frequent, the Company has from time to time experienced competition from a dialysis facility established by a former Medical Director following the termination of his or her relationship with the Company.

#### QUALITY ASSURANCE

Quality Management Program. The Company engages in organized and systematic efforts to measure, maintain and improve the quality of services it delivers and believes that it has earned a favorable reputation for quality in the dialysis community. The Company has implemented a Quality Management Program designed to measure outcomes and improve the quality of its services. The Company has also developed and has rolled-out a proprietary PC-based clinical information system to support its Quality Management and Managed Care Programs. The Company's Quality Management Program and clinical information systems have been developed under the direction of the Company's Vice President-Quality Management and Integrated Programs, who is a Clinical Professor of Medicine at the University of California Medical Center in San Francisco. The implementation of the Quality Management Program is being coordinated by the Company's Corporate Director of Quality Management and twelve regional Quality Management Coordinators. This corporate quality management team works with each facility's multi-disciplinary quality management team (including the Medical Director) at each facility to implement the Program. The Quality Management Program involves all areas of the Company's services, monitoring and evaluating all of the Company's activities with a focus on continuous improvement. These objectives are accomplished through measurable trend analysis based on specific statistical tools for analysis and communication, and through continuing employee and patient education.

Clinical Information Systems. To support the Quality Management Program and in response to current payor demands for cost-effective health care treatments with measurable outcomes, the Company has developed a proprietary PC-based, networked clinical information system that will provide the facilities and managed care organizations with detailed patient outcome reports and critical clinical information. The clinical information system is being rolled-out to all the Company's facilities. Furthermore, the Company has implemented connectivity between Kaiser's mainframe and the Company's clinical information system at the new Mission Dialysis Center in San Diego.

Physician Advisory Board. The Company has a Physicians Advisory Board consisting of certain Medical Directors of facilities from different regions of the country who advise management on the Company's Quality Management Program. Members of the Physicians Advisory Board respond to specific questions on quality

issues and the Physicians Advisory Board meets semi-annually to discuss Company quality and related operational issues. In addition, the Company has formed an Academic Physicians Advisory Board in which leading researchers that work with the Company meet to discuss and review recent research development and clinic data with the Company's senior management. The Company believes its reputation for quality care is a competitive advantage in attracting new patients and new referring physicians.

Patient Satisfaction. Since 1991, the Company has retained an independent consulting firm to conduct patient satisfaction surveys. These surveys track and identify trends in resulting patient satisfaction indicators that are in turn shared with management, Medical Directors and patients for discussion. In conjunction with the patient satisfaction surveys, the Company is currently developing a pilot program in cooperation with its laboratory to analyze specific laboratory test data and related patient treatment outcome data to evaluate patient treatment quality. The Company also compiles patient hospitalization and related patient treatment outcomes data and is developing standards to evaluate such data as part of the Company's national Quality Management Program.

SOURCES OF REVENUE REIMBURSEMENT

The following table provides information for the periods indicated regarding the percentage of Company net patient revenues provided by (i) the Medicare ESRD program, (ii) Medicaid, (iii) private/alternative payors, such as private insurance and private funds, and (iv) hospital inpatient dialysis services.

	YEARS ENDED MAY 31,			SEVEN MONTHS ENDED DECEMBER 31,		SIX MONTHS ENDED JUNE 30,
	1993	1994	1995	1994	1995	1996
Medicare.....	66.5%	65.6%	62.0%	59.4%	60.2%	60.3%
Medicaid.....	8.4	9.0	8.1	9.3	6.7	6.1
Private/alternative payors.....	19.0	19.7	24.3	26.3	27.9	27.7
Hospital inpatient dialysis services.....	6.1	5.7	5.6	5.0	5.2	5.9
Total.....	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

Under the Medicare ESRD program, Medicare reimburses dialysis providers for the treatment of individuals who are diagnosed to have ESRD and are eligible for participation in the Medicare program, regardless of age or financial circumstances. For each treatment, Medicare pays 80% of the amount set by the Medicare prospective reimbursement system, and a secondary payor (usually Medicare supplemental insurance or the state Medicaid program) pays approximately 20% of the amount set by the Medicare prospective reimbursement system. From time to time the Company pays Medicare supplemental insurance premiums for patients with financial need. All of the states in which the Company operates dialysis facilities provide Medicaid benefits to qualified recipients to supplement their Medicare entitlement. The Medicare and Medicaid programs are subject to statutory and regulatory changes, administrative rulings, interpretations of policy and governmental funding restrictions, some of which may have the effect of decreasing program payments, increasing costs or modifying the way the Company operates its dialysis business. See "-- Medicare Reimbursement."

Assuming a patient is eligible for participation in the Medicare program, the commencement date of Medicare benefits for ESRD patients electing hemodialysis is dependent on several factors. For ESRD patients 65 years of age or older who are not covered by an employer group health plan, Medicare coverage commences immediately. For ESRD patients 65 years of age or older who are covered by an employer group health plan, Medicare coverage commences after an 18-month coordination period. ESRD patients under 65 years of age who are not covered by an employer group health plan (for example, the uninsured, those covered by Medicaid and those covered by an individual health insurance policy) must wait 90 days after commencing dialysis treatments to be eligible for Medicare benefits. During the first 90 days of treatment, the patient, Medicaid or the private insurer is responsible for payment (and, in the case of the individual covered by private insurance, such responsibility is limited to the terms of the policy, with the patient being responsible for the balance). ESRD

patients under 65 years of age who are covered by an employer group health plan must wait 21 months after commencing dialysis treatments before Medicare becomes the primary payor. During the first 21 months of treatments, the employer group health plan is responsible for payment at its negotiated rate or, in the absence of such a rate, at the Company's usual and customary rates, and the patient is responsible for deductibles and co-payments, if applicable, under the terms of the employer group health plan.

If an ESRD patient with an employer group health plan elects home dialysis training during the first 90 days of dialysis, Medicare becomes the primary payor after 18 months. If an ESRD patient without an employer group health plan begins home dialysis training during the first three months of dialysis, Medicare immediately becomes the primary payor.

On August 10, 1993, the provisions of the Omnibus Budget Reconciliation Act of 1993 ("OBRA 93") became effective. The OBRA 93 provisions were originally interpreted by HCFA to require employer group health sponsored insurance plans ("EGHP") to be the primary payor for ESRD patients for the first 18 months of service regardless of whether such patients were otherwise Medicare eligible. In April 1995, HCFA issued instructions of clarification to the fiscal intermediaries that Medicare would continue as the primary payor during such period if such patients were originally Medicare eligible but not yet suffering from ESRD. In June 1995, a preliminary injunction was issued by a federal court preventing HCFA from retroactively applying its reinterpretation of the OBRA 93 regulations as unlawful retroactive rulemaking. Accordingly, the Company has recognized as revenue payments from private payors in excess of the revenue previously recognized at lower rates which are attributable to such patients. The Company intends to continue to recognize revenues as cash is received in the future. The Company cannot estimate, at the present time, the potential impact that any final ruling or interpretation or the timing of the same may have upon earnings.

#### CERTAIN PAYOR ARRANGEMENTS

The Company has entered into contracts with third-party payors, including many leading health maintenance organizations in the Company's service areas, to provide dialysis services to their beneficiaries. The Company is a party to non-exclusive agreements with certain of such third-party payors and termination of such third-party agreements could have an adverse effect on the Company. The Company has a contract with the Department of Health and Human Services Navajo Area Indian Health Service to provide (i) chronic dialysis services to Native Americans at the Company's facilities in Farmington and Shiprock, New Mexico as well as at the Company's facilities in Chinle, Kayenta, Tuba City and Ganado, Arizona and (ii) acute dialysis in Indian Health Service Hospitals in Chinle and Tuba City (the "Indian Health Service Contract"). The Company is providing dialysis services to a substantial number of chronic dialysis patients pursuant to the Indian Health Service Contract.

#### MEDICARE REIMBURSEMENT

The Company is reimbursed by Medicare under a prospective reimbursement system for chronic dialysis services provided to ESRD patients. Under this system, the reimbursement rates are fixed in advance and have been adjusted from time to time by Congress. Although this form of reimbursement limits the allowable charge per treatment, it provides the Company with predictable and recurring per-treatment revenues and allows the Company to retain any profit earned. Medicare has established a composite rate set by HCFA that governs the Medicare reimbursement available for a designated group of dialysis services, including the dialysis treatment, supplies used for such treatment, certain laboratory tests and certain medications. The Medicare composite rate is subject to regional differences based upon certain factors, including regional differences in wage earnings. Certain other services and items are eligible for separate reimbursement under Medicare and are not part of the composite rate, including certain drugs (including EPO), blood (for amounts in excess of three units per patient per year), and certain physician-ordered tests provided to dialysis patients. Claims for Medicare reimbursement must generally be presented within 15 to 27 months of treatment depending on the month in which the service was rendered and for Medicaid secondary reimbursement, if applicable, within 60 to 90 days after payment of the Medicare claim. The Company generally submits claims monthly and is usually paid by Medicare within 30 days of the submission. If in the future Medicare were to include in its composite reimbursement rate any of the



ancillary services presently reimbursed separately, the Company would not be able to seek separate reimbursement for these services and this would adversely affect the Company's results of operations to the extent a corresponding increase were not provided in the Medicare composite rate.

The Company receives reimbursement for outpatient dialysis services provided to Medicare-eligible patients at rates that are currently between \$118 and \$138 per treatment, depending upon regional wage variations. The Medicare reimbursement rate is subject to change by legislation and recommendations by the Prospective Payment Assessment Commission ("PROPAC"). The Medicare ESRD reimbursement rate was unchanged from commencement of the program in 1972 until 1983. From 1983 through December 1990 numerous Congressional actions resulted in net reduction of the average reimbursement rate from a fixed fee of \$138 per treatment in 1983 to approximately \$125 per treatment in 1990. Congress increased the ESRD reimbursement rate, effective January 1, 1991, resulting in an average ESRD reimbursement rate of \$126 per treatment. In 1990, Congress required that the Department of Health and Human Services ("HHS") and PROPAC study dialysis costs and reimbursement and make findings as to the appropriateness of ESRD reimbursement rates. In March 1995, PROPAC recommended no changes be made in the reimbursement rate. However, Congress is not required to implement this recommendation and could either raise or lower the reimbursement rate. The Company is unable to predict what, if any, future changes may occur in the rate of reimbursement, or, if made, whether any such changes will have a material effect on the Company's revenues and net earnings.

On June 1, 1989, the FDA approved the production and sale of EPO, and HCFA approved Medicare reimbursement for EPO's use by dialysis patients. EPO stimulates the production of red blood cells and is beneficial in the treatment of anemia, with the effect of reducing or eliminating the need for blood transfusions for dialysis patients. Physicians began prescribing EPO for their patients in the Company's dialysis facilities in August 1989.

From June 1, 1989 through December 31, 1990, the Medicare ESRD program reimbursed for EPO at the fixed rate of \$40 per administration of EPO in addition to the dialysis facility's allowable composite rate for dosages of up to 9,999 units per administration. For higher dosages, an additional \$30 per EPO administration was allowed. Effective January 1, 1991, the Medicare allowable prescribed rate for EPO was changed to \$11 per 1,000 units, rounded to the nearest 100 units. Subsequently, legislation was enacted to reduce the Medicare prescribed rate for EPO by \$1 per 1,000 units after December 31, 1993. There can be no assurance that the Company can maintain current operating margins in the future for EPO administrations due to potential reimbursement decreases, or to potential increases in product costs from its sole manufacturer.

The Company provides certain of its patients with IDPN, a nutritional supplement administered during dialysis to patients suffering from nutritional deficiencies. The Company has historically been reimbursed by the Medicare program for the administration of IDPN therapy. Beginning in 1993, HCFA designated four DMERCs to process reimbursement claims for IDPN therapy. The DMERCs established new, more stringent medical policies for reimbursement of IDPN therapy, and many dialysis providers' claims have subsequently been denied or delayed. Where appropriate, the Company has appealed and continues to appeal such denials. In addition, the DMERCs are reportedly reviewing the existing IDPN medical policies. The final outcome of appeals and the anticipated review is uncertain and may ultimately reduce the number of patients eligible to receive reimbursement for IDPN therapy. The Company has continued to provide IDPN therapy to its patients pending clarification of this policy. A significant reduction in the number of patients eligible to receive reimbursement for IDPN therapy or the amount of Medicare reimbursement therefor would have an adverse effect on the Company's future net operating revenues and net income.

#### MEDICAID REIMBURSEMENT

Medicaid programs are state administered programs partially funded by the federal government. These programs are intended to provide coverage for patients whose income and assets fall below state defined levels and who are otherwise uninsured. The programs also serve as supplemental insurance programs for the Medicare co-insurance portion and provide certain coverages (e.g., oral medications) that are not covered by Medicare.

State regulations generally follow Medicare reimbursement levels and coverages without any co-insurance amounts. Certain states, however, require beneficiaries to pay a monthly share of the cost based upon levels of income or assets. Further, the State of Florida does not provide Medicaid benefits on a primary insurance basis, but does provide benefits as a secondary insurer to Medicare. Within the State of Florida, various governmental subdivision agencies provide insurance coverage for the indigent who are otherwise uninsured. The Company is a licensed ESRD Medicaid provider in all states in which it does business.

## GOVERNMENT REGULATION

### GENERAL

The Company's dialysis operations are subject to extensive governmental regulations at the federal, state and local levels. These regulations require the Company to meet various standards relating to, among other things, the management of facilities, personnel, maintenance of proper records, equipment and quality assurance programs. The dialysis facilities are subject to periodic inspection by state agencies and other governmental authorities to determine if the premises, equipment, personnel and patient care meet applicable standards. To receive Medicare reimbursement, the Company's dialysis facilities must be certified by HCFA. All of the Company's dialysis facilities are so certified.

Any loss by the Company of its various federal certifications, its authorization to participate in the Medicare or Medicaid programs or its licenses under the laws of any state or other governmental authority from which a substantial portion of its revenues is derived or a change resulting from healthcare reform reducing dialysis reimbursement or reducing or eliminating coverage for dialysis services would have a material adverse effect on the Company's business. To date, the Company has not had any difficulty in maintaining its licenses or its Medicare and Medicaid authorizations. The healthcare services industry will continue to be subject to intense regulation at the federal and state levels, the scope and effect of which cannot be predicted. No assurance can be given that the activities of the Company will not be reviewed and challenged or that healthcare reform will not result in a material adverse change to the Company.

### FRAUD AND ABUSE

The Company's dialysis operations are subject to the illegal remuneration provisions of the Social Security Act (sometimes referred to as the "anti-kickback" statute) and similar state laws that impose criminal and civil sanctions on persons who solicit, offer, receive or pay any remuneration, whether directly or indirectly, in return for inducing the referral of a patient for treatment or the ordering or purchasing of items or services that are paid for in whole or in part by Medicare, Medicaid or similar state programs. Violations of the federal anti-kickback statute are punishable by criminal penalties, including imprisonment, fines or exclusion of the provider from future participation in the Medicare and Medicaid programs, and civil penalties, including assessments of \$2,000 per improper claim for payment plus twice the amount of such claim and suspension from future participation in Medicare and Medicaid. Some state statutes also include criminal penalties. While the federal statute expressly prohibits transactions that have traditionally had criminal implications, such as kickbacks, rebates or bribes for patient referrals, its language has not been limited to such obviously wrongful transactions. Court decisions state that, under certain circumstances, the statute is also violated when one purpose (as opposed to the "primary" or a "material" purpose) of a payment is to induce referrals. Proposed federal legislation would expand the federal illegal remuneration laws to include referrals of any patients regardless of payor source.

In July 1991 and in November 1992, the Secretary of HHS published regulations that create exceptions or "safe harbors" for certain business transactions. Transactions that are structured within the safe harbors will be deemed not to violate the federal illegal remuneration statute. For a business arrangement to receive the protection of a relevant safe harbor, each and every element of the safe harbor must be satisfied. Transactions that do not satisfy all elements of a relevant safe harbor do not necessarily violate the illegal remuneration statute, but may be subject to greater scrutiny by enforcement agencies. The Company believes its arrangements with referring physicians are in material compliance with applicable laws. The Company seeks wherever practicable to structure its various business arrangements to satisfy as many safe harbor elements as possible under the

circumstances. Except with respect to the Company's lease arrangements with referring physicians, which the Company believes materially satisfy all the relevant safe harbor requirements, none of the Company's arrangements satisfy all elements of a relevant safe harbor. Although the Company has never been challenged under these statutes and believes it complies in all material respects with these and all other applicable laws and regulations, there can be no assurance that the Company will not be required to change its practices or experience a material adverse effect as a result of any such challenge.

The conditions of participation in the Medicare ESRD program mandate that treatment at a dialysis facility be "under the general supervision of a Director who is a physician." Generally, the Medical Director must be board eligible or board certified in internal medicine or pediatrics and have had at least 12 months of experience or training in the care of patients at ESRD facilities. The Company has by written agreement engaged qualified physicians or groups of qualified physicians to serve as Medical Directors for its facilities. At some facilities the Company also contracts with one or more physicians to serve as Assistant or Associate Medical Directors, or to direct specific programs, such as CAPD training, or to provide Medical Director services for acute dialysis services provided to hospitals. The compensation of the Medical Directors and other physicians under contract is separately negotiated for each facility and generally depends upon competitive factors in the local market, the physician's professional qualifications and responsibilities and the size and utilization of the facility or relevant program. The aggregate compensation of the Medical Directors and other physicians under contract is fixed for periods of one year or more by written agreement. Because in all cases the Company's Medical Directors and the other physicians under contract refer patients to the Company's facilities, the federal anti-kickback statute may apply. The Company believes it is in material compliance with the anti-kickback statute with respect to its arrangements with these physicians under contract. Among the safe harbors promulgated by the Secretary of HHS is one relevant to the Company's arrangements with its Medical Directors and the other physicians under contract. That safe harbor, generally applicable to personal services and management contracts, sets forth six requirements. None of the Company's agreements with its Medical Directors or other physicians under contract satisfy all of these elements. However, the Company believes that, except in cases where a facility is in transition from one Medical Director to another, or where the term of an agreement with a physician has expired and a new agreement is in negotiation, the Company's agreements with its Medical Directors and other physicians under contract satisfy five of the six safe harbor requirements.

Eleven of the Company's dialysis facilities are owned by general partnerships in which physicians who refer patients to the facilities hold interests (four facilities are owned by general partnerships in which non-referring physicians hold interests). In addition, four of the Company's facilities are owned by Limited Liability Partnerships (LLP) in which physicians who refer patients to the facility hold interests. Five of the Company's dialysis facilities are owned by two majority-owned subsidiary corporations in which physicians who refer patients to the facilities hold shares of stock. Because these physicians refer patients to these facilities, the anti-kickback statute may apply. The Company believes these business arrangements are in material compliance with the anti-kickback statute. With regard to the anti-kickback statute, there is a relevant safe harbor (the "small entity investment interests" safe harbor) which, although none of these arrangements satisfies all elements of that safe harbor, the Company believes that each of the above-mentioned partnerships satisfies a majority of the safe harbor's elements. While the Company believes there are good arguments to the contrary, a majority of these elements may not be satisfied with respect to the above-mentioned subsidiary corporations.

Sixteen of the Company's dialysis facilities are leased from entities in which physicians who refer patients to the centers hold interests, and one additional facility is leased from certain non-referring physicians with whom the Company is in partnership at two facilities. In addition, a medical facility at which the Company provides ESRD ancillary services is leased from physicians who refer patients for the provision of such ancillary services. Because of the referral of patients to the facilities by these physicians, the anti-kickback statute may apply. The Secretary of HHS has promulgated a safe harbor relevant to such arrangements, generally applicable to space rentals. The Company believes that these leases are in material compliance with the anti-kickback statute and that the leases satisfy in all material respects each of the elements of the space rental safe harbor.

On July 21, 1994, the Secretary of HHS proposed a rule that the Secretary said "would modify the original set of safe harbor provisions to give greater clarity to the rulemaking's original intent." The proposed rule would,

among other things, make changes to the safe harbors on personal services and management contracts, small entity investment interests and space rentals. The Company does not believe that its conclusions with respect to the application of these safe harbors to its current arrangements as set forth above would change if the proposed rule were adopted in the form proposed. However, the Company cannot predict the outcome of the rulemaking process or whether changes in the safe harbors rule will affect the Company's position with respect to the anti-kickback statute.

Several states in which the Company operates dialysis facilities, including California, Virginia, Georgia, Florida, Illinois, Minnesota and Maryland, have enacted statutes prohibiting physicians from holding financial interests in various types of medical facilities to which they refer patients.

A California statute makes it unlawful for a physician who has, or a member of whose immediate family has, a financial interest with or in an entity to refer a person to that entity for laboratory, diagnostic nuclear medicine, radiation oncology, physical therapy, physical rehabilitation, psychometric testing, home infusion therapy, or diagnostic imaging goods or services. Under the statute, "financial interest" includes, among other things, any type of ownership interest, debt, loan, lease, compensation, remuneration, discount, rebate, refund, dividend, distribution, subsidy or other form of direct or indirect payment, whether in money or otherwise, between a physician and the entity to which the physician makes a referral for the items described above. The statute also prohibits the entity to which the referral was made from presenting a claim for payment to any payor for a service furnished pursuant to a prohibited referral and prohibits a payor from paying for such a service. Violation of the statute by a physician is a misdemeanor and subjects the physician to civil fines. Violation of the prohibition on submitting a claim in violation of the statute is a public offense, subjecting the offender to a fine of up to \$15,000 for each violation and possible action against licensure. Some of the Company's facilities perform laboratory services incidental to dialysis services pursuant to the orders of referring physicians; certain laboratory services, which are performed by laboratories independent of the Company for all outpatient dialysis patients, are identified as included among the services for which the Company is financially responsible under the composite rate under Medicare and under other payment arrangements. Therefore, although the Company does not believe that the statute is intended to apply to laboratory services that are provided incident to dialysis services, it is possible that the statute could be interpreted to apply to such laboratory services. The statute includes certain exemptions from its prohibitions. However, the California statute includes no explicit exemption for Medical Director services or other services for which the Company contracts with and compensates referring physicians in California or for partnership interests of the type held by the referring physicians in eight of the Company's facilities in California. Thus, if the California statute is interpreted to apply to referring physicians with whom the Company contracts, by law, for Medical Director and similar services and with the referring physicians with whom it is in partnership, the Company would be required to restructure some or all of its relationships with such referring physicians. The consequences of such restructuring, if any, cannot be predicted.

A Virginia statute (the "Virginia Statute") generally prohibits a physician from referring a patient for health services to an entity outside the physician's office if the physician or any of the physician's immediate family members is an investor in such entity unless the physician directly provides health services within the entity and will be personally involved with the provision of care to the referred patient or has been granted an exception by the Virginia Board of Health Professions (the "Virginia Board"). Violation of the Virginia Statute by the physician constitutes grounds for disciplinary action as unprofessional conduct and subjects the entity to which a prohibited referral is made to a monetary penalty of not more than \$20,000 per referral, bill or claim if the entity knows or has reason to know that the referral is prohibited by the Virginia Statute. With respect to investment interests acquired prior to February 1, 1993, compliance with the Virginia Statute is required by July 1, 1996. Investment interests of the physicians holding minority interests in the Company's Virginia facilities were acquired prior to February 1, 1993. The Company believes it is reasonable to argue that physicians who refer patients to dialysis facilities directly provide health care within such facilities and are personally involved with the provision of care to such referred patients within the meaning of the Virginia Statute. However, the Company is unaware of any official interpretation of the Virginia Statute by any agency charged with its enforcement that either supports or rejects this interpretation of the Virginia Statute. The Company also believes that, as a public

policy matter, it would be reasonable to argue that the Virginia Board should grant an exception to a physician who is an investor in a dialysis facility to which such physician refers his or her patients for care. However the Company is not aware of the grant of any exception by the Board with respect to ownership interests in dialysis facilities by physicians who refer patients to such facilities. The Company believes that, if necessary, the ownership of its Virginia facilities could be restructured to conform to the requirements of the Virginia Statute.

A Georgia statute (the "Georgia Statute"), prohibits a health care provider (defined to include physicians) from referring a patient for the provision of designated health services to an entity in which the healthcare provider has an investment interest, unless the provider satisfies certain disclosure requirements. An "investment interest" is defined as an equity or debt security issued by an entity, including shares of stock in a corporation, units or other interests in a partnership, bonds, debentures, notes or other equity interest or debt instruments, but excludes investments in a publicly held corporation with total assets over \$50 million whose shares are traded on a national exchange or over-the-counter market if the investment interest constitutes ownership of less than one percent of the corporation, there are no special stock classes for health care provider investors, and no income from the investment interest is tied to the volume of referrals. The term "entity" is defined as any individual, partnership, firm, corporation or other business entity. A "designated health service" is defined as clinical laboratory services, physical therapy services, rehabilitation services, diagnostic imaging services, pharmaceutical services and outpatient surgical services. While dialysis is not itself a designated health service, a dialysis supplier could be subject to the Georgia Statute to the extent that the dialysis service involves the provision of clinical laboratory services, pharmaceutical services or outpatient surgical services. To comply with the Georgia Statute, the health care provider must furnish the patient with a written disclosure form approved by the health care provider's respective board of licensure, informing the patient of (i) the existence of the investment interest, (ii) the name and address of each applicable entity in which the referring health care provider is an investor, and (iii) the patient's right to obtain the items or services at the location or from the health care provider or supplier of the patient's choice. In addition, the provider must post a copy of the disclosure form in a conspicuous public place in the provider's office. The Georgia Statute applies to any consideration paid as compensation or in any manner which is a product of, or incident to, or in any way related to any membership, proprietary interest or co-ownership with an individual, group or organization to whom patients, clients or customers are referred or to any employer-employee or independent contractor relationship including those that may occur in a limited partnership, profit-sharing arrangement, or other similar arrangement with any licensed person to whom these patients are referred. The health care provider or an entity may not present a claim for payment to any individual, third-party payor, or other entity for services provided pursuant to a prohibited referral. If the health care provider or entity improperly collects any amount, the provider or entity must refund such amount to the payor or individual. Any health care provider or other entity that enters into an arrangement or scheme which the health care provider or entity knows or should know has a principal purpose of assuring referrals by the health care provider to a particular entity is subject to a civil penalty of not more than \$50,000 for each such circumvention, arrangement or scheme. Furthermore, any person who presents or causes to be presented a bill for a claim for services that such person knows or should know is for a service for which payment may not be made under the Georgia Statute is subject to a civil penalty of up to \$15,000 for each such service. The Company believes that all physicians who have an investment interest in the Company and who also refer patients to the Company's dialysis facilities are in compliance with the disclosure requirements of the Georgia statute and will be exempt from such statute.

A Florida statute (the "Florida Statute") prohibits health care providers (defined to include physicians) from referring a patient for the provision of designated health services to an entity in which the health care provider is an investor or has an investment interest. The term "designated health services" means clinical laboratory services, physical therapy services, comprehensive rehabilitative services, diagnostic imaging services and radiation therapy services. "Comprehensive rehabilitative services" includes speech, occupational or physical therapy services on an outpatient or ambulatory basis. The term "referral" includes any referral of a patient by a physician for infusion therapy services to a patient of that physician or a member of that physician's group practice. Further, a health care provider may not refer a patient for the provision of any other health care item or service (i.e., an item or service that is not a "designated health service") to an entity in which the health care provider is an investor unless the entity is a publicly traded corporation whose shares are traded on a national

exchange or on the over-the-counter market with total assets over \$50 million, or certain disclosure requirements are met and (i) no more than 50 percent of the value of the investment interests are held by investors who are in a position to make referrals to the entity, (ii) the terms under which an investment interest is offered to an investor who is in a position to make referrals to the entity are no different from the terms offered to investors who are not in a position to make such referrals, (iii) the terms offered to an investor in a position to make referrals are not related to the previous or expected volume of referrals from that investor to the entity, and (iv) there is no requirement that an investor make referrals or be in a position to make referrals to the entity as a condition for becoming or remaining an investor. The Florida Statute carries with it penalties of up to \$15,000 for each service for any person who presents or causes to be presented a bill or claim for services that such person knows or should know is prohibited. Furthermore, any health care provider or other entity that enters into an arrangement or scheme which the physician or entity knows or should know has a principal purpose of assuring referrals by the physician to a particular entity may be subject to a civil penalty of up to \$100,000 for each such arrangement. With respect to disclosure requirements for permissible referrals, a health care provider who makes a permitted referral must provide the patient with a written disclosure form informing the patient of extensive information, including the existence of the investment interest, the names and addresses of at least two alternative sources of such services and the name and address of each applicable entity in which the referring provider is an investor. A violation of the disclosure requirements constitutes a misdemeanor and may be grounds for disciplinary action. The Company believes that all physicians with an investment interest in the Company who also refer patients to the Company's dialysis facilities are in compliance with the disclosure requirements of the Florida statute and continue to be exempt from such statute.

An Illinois Statute (the "Illinois Statute") provides that a health care provider (defined to include physicians) may not refer a patient for health services to an entity outside the health care provider's office or group practice in which the health care provider's office or group practice in which the health care provider is an investor unless the health care provider directly provides health services within the entity and will be personally involved with the provision of care to the referred patient. The term "health services" means health care procedures and services provided by or through a health care provider. The term "investment interest" means an equity or debt security issued by an entity including shares of stock in a corporation. The Illinois Statute applies to referrals for health services made on or after January 1, 1993; however, if a health care provider acquired an investment interest before July 1, 1992, the Illinois Statute does not apply to referrals made for health services before January 1, 1996. The Illinois Statute includes two potential exceptions. First, it is not a violation for a health care provider to refer a patient for health services to a publicly-traded entity in which he or she has an investment interest provided that certain conditions are met. Under the second exception, assuming that the Illinois Health Facilities Planning Board determines that this exception is applicable, a health care provider may invest in and refer to an entity if there is demonstrated need in the community for the entity and alternative financing is not available. The Illinois Statute may prohibit physicians who own stock in the Company from referring patients to the Company, and may prohibit the Company from billing for services rendered pursuant to such impermissible referrals. The Company believes that it is reasonable to argue that physicians who refer patients to dialysis facilities are directly providing health care within such facilities and are personally involved with the provision of care to such referred patients within the meaning of the Illinois Statute. The Company is unaware, however, of any official interpretation of the Illinois Statute by any agency charged with its enforcement that either supports or rejects this interpretation of the Illinois Statute. The Company believes that all physicians who have an investment interest in the Company and who also refer patients to the Company's dialysis facilities are in compliance with the disclosure requirements of the Illinois statute and may be exempt from such statute.

A Minnesota statute (the "Minnesota Statute") prohibits physicians from referring a patient to any health care provider in which the referring physician has a significant financial interest unless the physician has disclosed the physician's own financial interest. Violation of the Minnesota Statute by the physician constitutes grounds for disciplinary action against the physician. The term "health care provider" is defined to include certain licensed individuals such as physicians, dentists and the like, physician assistants and mental health practitioners and nursing homes. The term "significant financial interest" is not defined by the Statute. It could

be construed to include compensation received by physicians as medical directors or consultants. However, the Statute does not on its face appear to apply to the Company's facilities. The Company believes that it will be exempt from such Statute.

A Maryland statute (the "Maryland Statute") prohibits health care practitioners from referring patients to a health care entity in which the health care practitioner or the health care practitioner's immediate family owns a beneficial interest or has a compensation arrangement. The term "compensation arrangement" does not include an arrangement between a health care entity and a health care practitioner or the immediate family member of a health care practitioner for the provision of any services, as an independent contractor, if the arrangement is for identifiable services, the amount of the remuneration under the arrangement is consistent with the fair market value of the service and is not determined in a manner that takes into account, directly or indirectly, the volume or value of any referrals by the referring health care practitioner; and the compensation is provided in accordance with an agreement that would be commercially reasonable even if no referrals were made to the health care provider. The Company believes that it will be exempt from such statute.

The Company believes it is in material compliance with current applicable laws and regulations. No assurance can be made that in the future the Company's business arrangements, past or present, will not be the subject of an investigation or prosecution by a federal or state governmental authority. Such an investigation or prosecution could result in any, or any combination, of the penalties discussed above depending upon the agency involved in such investigation and prosecution. None of the Company's business arrangements with physicians, vendors, patients or others have been the subject of investigation by any governmental authority. No assurance can be given that the Company's activities will not be reviewed or challenged by regulatory authorities. The Company monitors legislative developments and would seek to restructure a business arrangement if the Company determined that one or more of its business relationships placed it in material noncompliance with such a statute.

#### STARK I

Stark I restricts physician referrals for clinical laboratory services to entities with which a physician or an immediate family member has a "financial relationship." The entity is precluded from claiming payment for such services under the Medicare or Medicaid programs, is liable for the refund of amounts received pursuant to prohibited claims, can receive civil penalties of up to \$15,000 per service and can be excluded from participation in the Medicare and Medicaid programs. Because of its broad language, Stark I may be interpreted by HCFA to apply to the Company's operations. However, regulations interpreting Stark I have created an exception to its applicability for services furnished in a dialysis facility if payment for those services is included in the ESRD composite rate. The Company believes that its compensation arrangements with medical directors and other physicians under contract are in material compliance with the provisions of Stark I.

#### STARK II

Stark II restricts physician referrals for certain "designated health services" to entities with which a physician or an immediate family member has a "financial relationship." The entity is prohibited from claiming payment for such services under the Medicare or Medicaid programs, is liable for the refund of amounts received pursuant to prohibited claims, can receive civil penalties of up to \$15,000 per service and can be excluded from participation in the Medicare and Medicaid programs. Comparable provisions applicable to clinical laboratory services became effective in 1992. Stark II provisions which may be relevant to the Company became effective on January 1, 1995.

Because of its broad language, Stark II may be interpreted by HCFA to apply to the Company's operations. Consequently, Stark II may require the Company to restructure certain existing compensation agreements with its Medical Directors and to repurchase or to request the sale of ownership interests in subsidiaries and partnerships held by referring physicians or, in the alternative, to refuse to accept referrals for designated health services from such physicians. The Company believes, but cannot assure, that if Stark II is interpreted to apply to the Company's operations, the Company will be able to bring its financial relationships with referring physicians into material compliance with the provisions of Stark II, including relevant exceptions. If the

Company cannot achieve such material compliance, and Stark II is broadly interpreted by HCFA to apply to the Company, such application of Stark II could have a material adverse effect on the Company. A broad interpretation of Stark II to include dialysis services and items provided incident to dialysis services would apply to the Company's competitors as well.

A "financial relationship" under Stark II is defined as an ownership or investment interest in, or a compensation arrangement between, the physician and the entity. The Company has entered into compensation agreements with its Medical Directors and other referring physicians; some Medical Directors either own stock in a Company subsidiary which operates a particular dialysis facility or a partnership interest in a Company dialysis facility; and 16 of the Company's dialysis facilities are leased from entities in which physicians who refer patients to the facilities hold interests. In the case of five of the Company's facilities, the spouse of the Medical Director is an employee of the Company. Certain of the Medical Directors, as part of their compensation, and certain of the physicians from whom the Company has acquired dialysis facilities, as part of the consideration for such acquisitions, have acquired stock or stock options in the Company. The Company believes that the granting of the stock and stock options is in material compliance with the anti-kickback statute, Stark II and the various state statutes.

Stark II includes certain exceptions. A personal services compensation arrangement is excepted from Stark II prohibitions if (i) the arrangement is set out in writing, signed by the parties, and specifies the services covered by the arrangement, (ii) the arrangement covers all of the services to be provided by the physician (or an immediate family member of such physician) to the entity, (iii) the aggregate services contracted for do not exceed those that are reasonable and necessary for the legitimate business purposes of the arrangement, (iv) the term of the arrangement is for at least one year, (v) the compensation to be paid over the term of the arrangement is set in advance, does not exceed fair market value, and is not determined in a manner that takes into account the volume or value of any referrals or other business generated between the parties, (vi) the services to be performed do not involve the counseling or promotion or a business arrangement or other activity that violates any state or federal law and (vii) the arrangement meets such other requirements that may be imposed pursuant to regulations promulgated by HCFA. The Company believes that its compensation arrangements with Medical Directors and other physicians under contract materially satisfy the personal services exception to the Stark II prohibitions.

Payments made by a lessor to a lessee for the use of premises are excepted from Stark II prohibitions if (i) the lease is set out in writing, signed by the parties, and specifies the premises covered by the lease, (ii) the space rented or leased does not exceed that which is reasonable and necessary for the legitimate business purposes of the lease or rental and is used exclusively by the lessee when being used by the lessee, subject to certain permitted payments for common areas, (iii) the lease provides for a term of rental or lease for at least one year, (iv) the rental charges over the term of the lease are set in advance, are consistent with fair market value, and are not determined in a manner that takes into account the volume or value of any referrals or other business generated between the parties, (v) the lease would be commercially reasonable even if no referrals were made between the parties, and (vi) the lease meets such other requirements that may be imposed pursuant to regulations promulgated by HCFA. The Company believes that its leases with referring physicians materially satisfy the lease of premises exception to the Stark II prohibitions. The Stark II exception provisions that are applicable to physician ownership interests in entities to which they make referrals do not encompass the kinds of ownership arrangements that referring physicians own in Company subsidiaries that operate particular dialysis facilities.

For purposes of Stark II, "designated health services" includes: clinical laboratory services, radiology and other diagnostic services, durable medical equipment, parenteral and enteral nutrients, equipment and supplies, prosthetics and prosthetic devices, home health services, outpatient prescription drugs, and inpatient and outpatient hospital services. The Company believes that the language and legislative history of Stark II indicate that Congress did not intend to include dialysis services and the services and items provided incident to dialysis services within the Stark II prohibitions. However, the Company's provision of, or arrangement and assumption of financial responsibility for, outpatient prescription drugs, including EPO and IDPN, clinical laboratory services, facility dialysis services and supplies, home dialysis supplies and equipment, and services to hospital



inpatients and outpatients under its dialysis services agreements with hospitals, include services and items which could be construed as designated health services within the meaning of Stark II. Although the Company does not bill Medicare or Medicaid for hospital inpatient and outpatient services, the Company's Medical Directors may request or establish a plan of care that includes dialysis services for hospital inpatients and outpatients that may be considered a referral to the Company within the meaning of Stark II.

#### MEDICARE

Because the Medicare program represents a substantial portion of the federal budget, Congress takes action in almost every legislative session to modify the Medicare program for the purpose of reducing the amounts otherwise payable from the program to health care providers. Legislation or regulations may be enacted in the future that may significantly modify the ESRD program or substantially reduce the amount paid for Company services. Further, statutes or regulations may be adopted which impose additional requirements in order for the Company to be eligible to participate in the federal and state payment programs. Such new legislation or regulations may adversely affect the Company's business operations.

#### OTHER REGULATIONS

The Company's operations are subject to various state hazardous waste disposal laws. Those laws as currently in effect do not classify most of the waste produced during the provision of dialysis services to be hazardous, although disposal of non-hazardous medical waste is also subject to regulation. Occupational Safety and Health Administration regulations require employers of workers who are occupationally subject to blood or other potentially infectious materials to provide those workers with certain prescribed protections against bloodborne pathogens. The regulatory requirements apply to all health care facilities, including dialysis facilities, and require employers to make a determination as to which employees may be exposed to blood or other potentially infectious materials and to have in effect a written exposure control plan. In addition, employers are required to provide or employ hepatitis B vaccinations, personal protective equipment, infection control training, post-exposure evaluation and follow-up, waste disposal techniques and procedures, and engineering and work practice controls. Employers are also required to comply with certain record-keeping requirements. The Company believes it is in material compliance with the foregoing laws and regulations.

Some states have established certificate of need ("CON") programs regulating the establishment or expansion of health care facilities, including dialysis facilities. The Company believes it is in material compliance with all state CON laws, as applicable, in which it does business.

Although the Company believes it complies in all material respects with current applicable laws and regulations, the health care service industry will continue to be subject to substantial regulation at the federal and state levels, the scope and effect of which cannot be predicted by the Company. No assurance can be given that the Company's activities will not be reviewed or challenged by regulatory authorities.

#### COMPETITION

The dialysis industry is fragmented and highly competitive, particularly in terms of acquisition of existing dialysis facilities and developing relationships with referring physicians. Competition for qualified physicians to act as Medical Directors is also high. There were over 2,700 dialysis facilities in the United States in 1995, of which approximately 30% were owned by independent physicians (down from 37% in 1992), 30% were hospital-based facilities (down from 33% in 1992), and 40% were owned by seven major multi-facility dialysis providers (up from 30% in 1992), the largest of which is National Medical Care, Inc. ("NMC"). NMC is a subsidiary of W. R. Grace & Co., which, in February 1996, announced its intention to spin-off NMC pursuant to an agreement whereby NMC will subsequently be merged with Fresenius A.G. In September 1996, the stockholders of W.R. Grace & Co. approved the spin-off. There are also a number of health care providers that have entered or may decide to enter the dialysis business. Certain of the Company's competitors have substantially greater financial resources than the Company and may compete with the Company for acquisitions and development of facilities

in markets targeted by the Company. Competition for acquisitions has increased the cost of acquiring existing dialysis facilities. While it occurs infrequently, the Company has experienced competition from the establishment of a facility by a former Medical Director or referring physician.

#### INSURANCE

The Company carries property and general liability insurance, professional liability insurance and other insurance coverage in amounts deemed adequate by management. However, there can be no assurance that any future claims will not exceed applicable insurance coverage. Furthermore, no assurance can be given that malpractice and other liability insurance will be available at a reasonable cost or that the Company will be able to maintain adequate levels of malpractice insurance and other liability insurance in the future. Physicians practicing at the Company's facilities are required to maintain their own malpractice insurance. However, the Company maintains coverage for the activities of its Medical Directors (but not for their individual private medical practices).

#### EMPLOYEES

As of October 11, 1996, the Company had over 2,900 employees, including a professional staff of over 1,900 registered nurses and technicians, a corporate and regional staff of approximately 285 employees and a facilities support and maintenance staff of approximately 725 employees. Of the Company's employees, approximately 2,150 are full time employees. With the exception of Stan Lindenfeld, M.D., an officer of the Company, Medical Directors of the Company's dialysis facilities are not employees of the Company.

#### PROPERTIES

The Company operates 127 outpatient dialysis facilities, of which six are located in premises leased by the Company or its respective general partnerships or subsidiary corporations. The Company leases 16 facilities from entities in which referring physicians hold an interest. The Company's leases generally cover periods from five to ten years and typically contain renewal options of five to ten years at the fair rental value at the time of renewal or at rates subject to consumer price index increases since the inception of the lease. The Company's facilities range in size from approximately 2,000 to 10,000 square feet, with an approximate average size of 4,800 square feet. The Company's headquarters are located in a 17,000 square foot facility in Torrance, California. The Company's headquarters lease expires in 2000. The Company's general accounting office in Tacoma, Washington, is also leased for a term expiring in 2000. The Company owns one property that it is presently leasing to a third party. The Company considers its physical properties to be in good operating condition and suitable for the purposes for which they are being used.

Certain of the Company's facilities are operating at or near capacity. However, the Company believes it has adequate capacity within most of its existing facilities to accommodate significantly greater patient volume through increased hours and/or days of operation, or through the addition of dialysis stations at a given facility upon obtaining appropriate governmental approvals. With respect to other facilities, the Company believes that it can lease space at economically reasonable rates in the area of each of these facilities. Expansion or relocation of Company facilities would be subject to review for compliance with conditions relating to participation in the Medicare ESRD program. In states that require a CON, approval of a Company application would be necessary for expansion.

#### LEGAL PROCEEDINGS

The Company is subject to claims and suits in the ordinary course of business, including those arising from patient treatment, for which the Company believes it will be covered by malpractice insurance. The Company does not believe that the ultimate resolution of pending proceedings will have a material adverse effect on the Company's financial condition, results of operations or cash flows.

MANAGEMENT

DIRECTORS AND EXECUTIVE OFFICERS

The directors and executive officers of the Company are as follows:

NAME	AGE	POSITION
Victor M.G. Chaltiel	55	Chairman of the Board, Chief Executive Officer, President and Director
Leonard W. Frie	49	Executive Vice President and Chief Operating Officer
Mary Ellen Chambers, R.N.	34	Vice President, Managed Care and Pharmacy Services
Barry C. Cosgrove	39	Vice President, General Counsel and Secretary
Sidney J. Kernion	55	Vice President, Operations--Eastern Division
John E. King	35	Vice President, Finance and Chief Financial Officer
Stan M. Lindenfeld, M.D.	49	Vice President, Quality Management and Integrated Programs
Lois A. Mills, R.N.	57	Vice President, Operations--Western Division
Maris Andersons	59	Director
Peter T. Grauer	51	Director
Marsha M. Plotnitsky	41	Director
David B. Wilson	37	Director

Victor M.G. Chaltiel has been the Chairman, CEO and President of the Company and a Director of the Company since August 1994. Mr. Chaltiel served as President and CEO of Abbey Healthcare Group, Inc. ("Abbey") from November 1993 to February 1994 and prior thereto as Chairman, CEO and President of Total Pharmaceutical Care, Inc. ("TPC") from March 1989 to November 1993, when Abbey completed its acquisition of TPC. From May 1985 to October 1988, Mr. Chaltiel served as President, Chief Operating Officer and a Director of Salick Health Care, Inc., a publicly-held company focusing on the development of outpatient cancer and dialysis treatment centers. Mr. Chaltiel served in a consulting capacity with Salick Health Care, Inc. from October 1988 until he joined TPC. Prior to May 1985, Mr. Chaltiel was associated with Baxter International, Inc. ("Baxter") for 18 years in numerous corporate and divisional management positions, including Corporate Group Vice President with responsibility for the International Group and five domestic divisions with combined revenue in excess of \$1 billion, President of Baxter's Artificial Organs Division, Vice President of its International Division, Area Managing Director for Europe, and President of its French operations. While at Baxter, Mr. Chaltiel was instrumental in the development and successful worldwide commercialization of CAPD, currently the most common mode of home dialysis.

Leonard W. Frie has been Executive Vice President and Chief Operating Officer of the Company since August 1994. Mr. Frie was President of the Company from April 1994 through August 1994. Prior thereto, Mr. Frie served as President of Medical Ambulatory Care, Inc. and its subsidiaries since 1984.

Mary Ellen Chambers, R.N., has been Vice President, Managed Care and Pharmacy Services for the Company since August 1994. Ms. Chambers was Vice President of Managed Care for TPC, with which she was associated from 1987 through July 1994. From 1984 to 1987, Ms. Chambers practiced oncology nursing at Goleta Valley Community Hospital as a Registered Nurse.

Barry C. Cosgrove has been Vice President, General Counsel and Secretary of the Company since August 1994. Prior to joining the Company, from May 1991 to April 1994, he served as Vice President, General Counsel and Secretary of TPC. From February 1988 to 1991, Mr. Cosgrove served as Vice President and General Counsel of McGaw Laboratories, Inc. (a subsidiary of the Kendall Company). Prior to February of 1988, Mr. Cosgrove was with the Kendall Company for seven years in numerous corporate legal and management positions, including Assistant to the General Counsel.

Sidney J. Kernion has served as Vice President, Operations--Eastern Division of the Company since August 1994. Mr. Kernion served in the same capacity with Medical Ambulatory Care, Inc., from April 1, 1992.

Mr. Kernion was employed by Tenet for 20 years and performed various operational functions for Medical Ambulatory Care, Inc. since July 1983.

John E. King has been the Vice President, Finance and Chief Financial Officer for the Company since its inception in April 1994. Mr. King served in the same capacity with Medical Ambulatory Care, Inc. from May 1, 1993. From December 1990 to April 1993, he was the Chief Financial Officer for one of Tenet's general acute hospitals.

Stan M. Lindenfeld, M.D., a nephrologist, has served as the Vice President, Quality Management and Integrated Programs of the Company since January 1995 and has served as a Medical Director for the Company since 1981. Since 1988 he has held the position of Clinical Professor of Medicine at the University of California Medical Center in San Francisco. Dr. Lindenfeld developed the Office of Clinical Resources Management at the University of California Medical Center in San Francisco and has served as its Director since July, 1993.

Lois A. Mills, R.N., has been a Vice President, Operations--Western Division of the Company since August 1994, and has been in charge of Operations for the Western Region for the Company and Medical Ambulatory Care, Inc. since April 1992. Ms. Mills has a long and varied experience in nursing (patient care) and as an administrator. Ms. Mills has been with the Company for 19 years serving as Staff Nurse (1976), Head Nurse (1978), Hemodialysis Supervisor (1980), Assistant Administrator (1983) and Regional Administrator for dialysis centers.

Maris Andersons has been a Director of the Company since August 1994. Mr. Andersons is a Senior Vice President and Treasurer of Tenet and has held various senior executive offices with Tenet since 1976. Prior to joining Tenet, Mr. Andersons served as a Vice President of Bank of America.

Peter T. Grauer has been a Director of the Company since August 1994. Mr. Grauer has been a Managing Director of DLJMB since September 1992. From April 1989 to September 1992, he was a Co-Chairman of Grauer & Wheat, Inc., an investment firm specializing in leveraged buyouts. Prior thereto Mr. Grauer was a Senior Vice President of DLJ. Mr. Grauer is a Director of S.D. Warren Holdings Corporation, Doane Products Co. and Jitney Jungle Stores Co.

Marsha M. Plotnitsky has been a Director of the Company since July 1995. Ms. Plotnitsky is a Managing Director in Mergers and Acquisitions at DLJ. She joined DLJ in 1984 and has been in her present position since 1991.

David B. Wilson has been a Director of the Company since August 1994. Mr. Wilson has been a Senior Vice President of DLJMB since January 1993, and from January 1992 to January 1993 he was a Vice President of DLJ. From April 1989 to December 1991 he was a Vice President at Grauer & Wheat, Inc. Mr. Wilson is a director of several privately-held companies.

The Company intends to nominate additional independent directors as required by the New York Stock Exchange.

PRINCIPAL AND SELLING STOCKHOLDERS

The following table provides information as of September 30, 1996 as to the beneficial ownership, as defined by the regulations of the Securities and Exchange Commission, of Common Stock by (i) each person known to the Company to be the beneficial owner of 5% or more of the Common Stock and (ii) the Selling Stockholders.

NAME OF BENEFICIAL OWNER	SHARES OF COMMON STOCK BENEFICIALLY OWNED PRIOR TO THE OFFERING		SHARES TO BE SOLD IN THE OFFERING(1)	SHARES OF COMMON STOCK BENEFICIALLY OWNED AFTER THE OFFERING	
	NUMBER	PERCENTAGE		NUMBER	PERCENTAGE
Victor M.G. Chaltiel....		%			%
DLJ Merchant Banking Partners, L.P. and related stockholders (2)					
DLJ Merchant Banking Partners, L.P. ....					
DLJ International Partners, C.V. ....					
DLJ Offshore Partners, C.V. ....					
DLJ First ESC, LLC....					
DLJ Merchant Banking Funding, Inc. ....					
NME Properties Corp. ...					
Putnam Fiduciary Trust Company and Putnam Investment Management, Inc. (3).....					
Trust Company of the West Investment Management Company and Trust Company of the West Asset Management Company (4).....					
Other Selling Stockholders (5).....					

\*Less than 1%

(1) Does not include shares subject to the Underwriters' over-allotment option granted by the Selling Stockholders.

(2) Each of these stockholders is a related investor (collectively, the "Related Investors") and is affiliated with Donaldson, Lufkin & Jenrette Securities Corporation ("DLJ"). The address of DLJ Merchant Banking Partners, L.P. ("DLJMBP"), DLJ First ESC, LLC ("DLJESC") and DLJ Merchant Banking Funding, Inc. ("DLJMBF") is 277 Park Avenue, New York, New York 10172. The address of each of DLJ International Partners, C.V. ("DLJIP") and DLJ Offshore Partners, C.V. ("DLJOP") is John B. Gorsiraweg 6, Willemstad, Curacao, Netherlands Antilles. As a general partner of each of DLJMBP, DLJIP and DLJOP, DLJ Merchant Banking, Inc. may be deemed to beneficially own indirectly all of the shares held directly by DLJMBP, DLJIP and DLJOP, and as the parent of each of DLJ Merchant Banking, Inc. and DLJMBF, DLJ, Inc. may be deemed to beneficially own indirectly all of the shares held by DLJMBP, DLJIP, DLJOP, DLJ LBO Planned Management Corporation ("DLJLBO"), the manager of DLJESC and DLJMBF. DLJ, Inc. is an 80.2% owned subsidiary of The Equitable Companies Incorporated ("Equitable"). Equitable is an approximately 61% owned subsidiary of The Mutuelles AXA ("AXA"). The address of DLJ Merchant Banking, Inc., DLJLBO and DLJ, Inc. is 277 Park Avenue, New York, New York 10172. Equitable and AXA may be deemed to be beneficial owners of the Common Stock owned by the Related Entities.

(3) Shares of Common Stock beneficially owned prior to the Offering and shares to be sold in the Offering by the following investment funds that are clients of Putnam Fiduciary Trust Company or Putnam Investment Management, Inc., as investment advisors, consist of: Putnam Capital Manager Trust-High Yield Fund ( shares owned; shares to be sold); Putnam High Yield Management Trust ( shares owned; shares to be sold); Putnam High Yield Trust ( shares owned; shares to be sold); Putnam High Yield Advantage ( shares owned; shares to be sold); Putnam Managed High Yield Trust ( shares owned; shares to be sold); Putnam Master Income Trust ( shares owned; shares to be sold); Putnam Premier Income Trust ( shares owned; shares

to be sold); Putnam Master Intermediate Income Trust (        shares owned; shares to be sold); Putnam Diversified Income Trust (        shares owned;        shares to be sold); and Putnam Capital Manager-Diversified Income Trust (        shares owned;        shares to be sold).

- (4) Shares of Common Stock beneficially owned prior to the Offering and shares to be sold in the Offering by the following investment funds that are clients of Trust Company of the West Investment Management Company and Trust Company of the West Asset Management Company, as investment advisors, consist of: Crescent/MACH I Partners, L.P. (        shares owned;        shares to be sold) and TCW Shared Opportunity Fund II, L.P. (        shares owned;        shares to be sold).
- (5) Certain other stockholders (the "Other Selling Stockholders") have the right to sell shares in the Offering. No Other Selling Stockholder owns more than 1% of the outstanding number of shares of Common Stock.

#### SHARES ELIGIBLE FOR FUTURE SALE

Upon completion of this Offering, the Company will have 26,467,029 shares of Common Stock outstanding assuming no exercise of outstanding options under the Company's employee stock plans. Of these shares, approximately        shares (including the shares registered in this Offering and the approximately 1,757,000 shares outstanding that are registered pursuant to registration statements on Form S-8) will be freely tradeable without restriction under the Securities Act (except any shares held by persons deemed to be "affiliates" of the Company, which shares will be subject to certain resale limitations of Rule 144 under the Securities Act). Approximately        outstanding shares of Common Stock which will be outstanding after this Offering are not registered pursuant to the Securities Act and are "restricted securities" within the meaning of Rule 144 under the Securities Act. Such shares will become freely tradeable without restriction under Rule 144 (subject to volume limitations) between November 1996 and August 1998. Such shares, as well as any Common Stock held by any person deemed to be an affiliate of the Company, may be sold only if registered under the Securities Act or sold in accordance with an available exemption from registration thereunder. For purposes of Rule 144 under the Securities Act, an "affiliate" of an issuer is a person who directly, or indirectly, through one or more intermediaries, controls, is controlled by, or is under common control with, such issuer.

Persons holding shares of Common Stock that constitute restricted securities, and any affiliates of the Company, may be able to sell shares of Common Stock without registration in accordance with Rule 144 under the Securities Act. In general, under Rule 144 as currently in effect, a person (or persons whose shares are aggregated in accordance with the Rule) who has beneficially owned his or her shares for a least two years, including any such persons who are affiliates of the Company, would be entitled to sell, within any three month period, a number of shares of Common Stock that does not exceed the greater of (i) one percent of the then outstanding number of shares or (ii) one percent of the average weekly trading volume of the shares during the four calendar weeks preceding each such sale. In addition, sales under Rule 144 are also subject to certain manner of sale provisions and notice requirements and to the availability of current public information about the Company. After shares are held for three years, a person who is not an affiliate of the Company is entitled to sell such shares under Rule 144 without regard to such volume limitations, manner of sale, notice or public information requirements under Rule 144. Sales of shares by affiliates will continue to be subject to such volume limitations, manner of sale, notice and public information requirements. The Commission has published a notice of proposed rulemaking that, if adopted as proposed, would shorten the applicable holding periods under Rule 144(d) and Rule 144(k) to one and two years, respectively (from the current two and three-year periods). The Company cannot predict whether such amendments will be adopted or the effect thereof on the trading market for its Common Stock.

The Company has filed with the Commission registration statements on Form S-8 covering 5,200,000 shares of Common Stock issued or reserved for issuance pursuant to grants of stock awards and options to purchase Common Stock under the Company's employee stock plans. Shares of Common Stock issued pursuant to such plans may be resold by affiliates and non-affiliates into the public market (subject, in the case of affiliates, to certain resale limitations of Rule 144).

The Company and its directors and executive officers, the Selling Stockholders, stockholders with registration rights and certain other stockholders have agreed pursuant to the Underwriting Agreement and other agreements that they will not offer, sell, contract to sell or otherwise dispose of, directly or indirectly, or file with the Commission a registration statement under the Securities Act relating to any shares of their Common Stock without the prior written consent of the Underwriters for a period of 90 days from the date of this Prospectus, except that the Company may, without such consent, issue stock and options to purchase stock (i) pursuant to certain employee stock plans of the Company and (ii) as consideration in connection with acquisitions provided that the transferee of such options or stock is bound by the same "lock-up" agreement with the Underwriters. See "Underwriting."

Sales of substantial amounts of unregistered Common Stock into the public market could adversely affect the prevailing market price for the Common Stock and the ability of the Company to raise equity capital. The Company can make no prediction as to the effect, if any, that sales of shares of its unregistered Common Stock, or the availability of such shares for future sale, will have on the market price of the Common Stock prevailing from time to time. Such sales may also make it more difficult for the Company to sell equity securities or equity-related securities at a time and price that it deems appropriate.

#### REGISTRATION RIGHTS

The Shareholders Agreement (as defined below) provides that, giving effect to consummation of this Offering, the holders of approximately shares of Common Stock and options to purchase shares of Common Stock will be entitled to certain rights with respect to the registration of such shares under the Securities Act. Subject to certain limitations, if the Company registers any of its securities under the Securities Act, either for its own account or the account of other security holders, such holders are entitled to written notice of the registration and are entitled to include (at the Company's expense) such shares therein; provided, among other conditions, that the underwriters of any such offering have the right to limit the number of such shares included in the registration. In addition, certain of such holders can require the Company to file registration statements under the Securities Act and the Company is required to use its best efforts to effect such registrations, subject to certain conditions and limitations. All fees, costs and expenses of such registrations (other than underwriting discounts, commissions and transfer taxes and certain legal fees of selling stockholders) will be borne by the Company.

## CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The Company historically engaged in various intercompany transactions with and was provided certain services by Tenet and its affiliates, for which Tenet allocated overhead costs, as set forth in the Company's financial statements. At the closing of the August 1994 Transaction, (a) the Company, NME Properties, DLJMB, and certain members of management entered into the Shareholders Agreement (the "Shareholders Agreement") and (b) the Company and Tenet entered into a Non-Competition Agreement ("Non-Competition Agreement") and a Services Agreement (the "Services Agreement"). These agreements (together with the Company's existing agreements to provide dialysis services to 11 Tenet hospitals on a set fee-per-treatment basis and existing leases for three facilities owned by Tenet affiliates) govern their relationships. In addition, in connection with the August 1994 Transaction, DLJMB was reimbursed by the Company for DLJMB's reasonable expenses (including legal fees) and DLJ was paid usual and customary fees for acting as financial advisor. DLJ was also paid usual and customary fees for acting as underwriter in connection with the sale of the Discount Notes and in connection with the Company's public offerings on October 30, 1995 and April 3, 1996. At the closing of the August 1994 Transaction, all items included in the intercompany receivable due to TRC from Tenet were extinguished other than amounts payable relating to dialysis services rendered by TRC to Tenet or its affiliates and laboratory services rendered to TRC by Tenet or its affiliates.

Pursuant to the Shareholders Agreement, the Company's Board consists of five members: four nominated by DLJMB and one nominated by NME Properties. Upon consummation of the Offering, DLJMB's right to nominate directors will terminate. The four individuals previously nominated by DLJMB (three of which are DLJMB employees) and elected as Company directors will remain directors, however, until the next election or any earlier resignation and to that extent and until such time continue to be able to influence significantly the affairs of the Company, including corporate transactions such as any "going private" transaction, merger, consolidation or sale of all or substantially all of the Company's assets. The Company has been informed that two of such DLJMB employees intend to resign as directors upon consummation of the Offering. The Shareholders Agreement also provides for restrictions on transfers of Common Stock, certain rights of first refusal in favor of DLJMB in the event NME Properties proposes to transfer shares of Common Stock and certain rights and obligations on the part of NME Properties to participate in transfers of shares by DLJMB.

The Shareholders Agreement restricts DLJMB from owning more than 50% of (or controlling) other dialysis entities except as part of the process of combining such entities with the Company. The Shareholders Agreement further provides that DLJMB and NME Properties each have the right, subject to certain conditions, to request that the Company register shares of the Common Stock they own under the Securities Act of 1933, as amended (but not more than four times each), and to participate in other registrations of the Company's securities, in each case at the Company's expense.

Pursuant to the Non-Competition Agreement, Tenet may not own, operate or manage a mobile or free-standing dialysis unit within the United States and may not (subject to certain exceptions) seek to cause physicians who are parties to arrangements with the Company to refer patients requiring services provided by the Company to other providers of those services. The Company is not permitted (subject to certain exceptions) to own, operate or manage any mobile or free-standing healthcare unit or service, other than dialysis units, within 30 miles (or ten miles in the case of a metropolitan area with a population of at least two million) of a Tenet acute-care hospital or outpatient facility offering the same healthcare services. If the Company subsequently acquires, as part of a larger acquisition, an operation that otherwise would violate the Non-Competition Agreement, the Company will have one year to dispose of the operation (subject to rights of first refusal held by Tenet). The Non-Competition Agreement automatically terminates in August 1999, or upon a sale or change of control of Tenet, whichever is the earlier. In addition, upon such a sale or change of control, DLJMB and/or the Company will be entitled to repurchase NME Properties' interest in the Company at the fair market value thereof. The Non-Competition Agreement will also terminate if DLJMB requires NME Properties to sell its Common Stock as part of a transfer of shares by DLJMB.



Pursuant to the Services Agreement, Tenet provided certain limited administrative services to the Company through December 31, 1994, for which Tenet was reimbursed its costs. In addition, to the extent permitted by Tenet's and the Company's respective purchasing arrangements, until August 11, 1999 unless there is a sale or change in control of Tenet, both Tenet and the Company will be entitled to participate in the other party's joint purchasing arrangements.

In connection with the August 1994 Transaction, the Company and Tenet agreed that the Company's contracts to provide acute dialysis services to 11 Tenet hospitals would continue on their then current terms. The Company also has certain rights of first refusal until August 11, 1999 to continue to provide services to such Tenet hospitals.

DLJMB has arranged a procurement program designed to realize the benefits of the combined purchasing power of the various companies within the DLJMB portfolio as well as the other affiliates of DLJMB, including Donaldson, Lufkin & Jenrette, Inc. ("DLJ Inc.") and The Equitable Companies Incorporated. The program is focused on securing efficiencies in the procurement of property and casualty insurance, telecommunication services and employee medical benefits and insurance. DLJMB offers its purchasing program to all DLJMB portfolio companies, regardless of the size of DLJMB's ownership interest. As a DLJMB portfolio company, the Company has taken advantage of this purchasing program, resulting in a reduction of property and casualty insurance premiums of over 35%. The Company plans to explore opportunities for further savings through the purchase of telecommunications services, employee medical benefits and other insurance under the DLJMB purchasing program.

Certain of the Company's officers and employees have received loans from the Company in connection with the purchase of shares of Common Stock. All of the loans have similar terms. The loans bear interest at the lower of 8% or the prime rate, and are secured by all of the borrower's interests in capital stock of the Company, including all vested stock options. When made, the loans had a four-year term and one quarter of the original principal amount thereof plus all accrued interest thereon had to be paid annually, subject to the limitation that the borrower was not required to make any payment that exceeded 50% of the proceeds of such borrower's after-tax bonus from the Company (based on maximum tax rates then in effect). In July 1995, the Board approved a one-year deferral of all scheduled principal and accrued interest payments under all such loans. No other terms of the loans have been changed. As of September 30, 1996, Leonard W. Frie and Barry C. Cosgrove had loans outstanding from the Company with principal amounts of \$100,000 and \$70,000, respectively (with respect to Mr. Cosgrove, \$50,000 was borrowed to purchase shares of Common Stock and \$20,000 was borrowed for relocation costs). Victor M.G. Chaltiel had an outstanding loan of \$835,000 prior to the addition on September 18, 1995 of \$2,678,447 pursuant to similar loans in connection with Mr. Chaltiel's exercise of options for 886,667 shares of Common Stock. Mr. Chaltiel received a similar loan from the Company on April 15, 1996, in the amount of \$173,073, in connection with additional taxes associated with the exercise of such options. See "Management--Employment Agreements."

Maris Andersons, a Director of the Company, serves as a consultant to the Company. He has been granted options, vesting over four years, to purchase an aggregate of 46,183 shares of Common Stock, of which 8,000 of such options have been exercised, in consideration for these services.

## DESCRIPTION OF CAPITAL STOCK

The following summary is a description of certain provisions of the Company's Certificate of Incorporation, as amended and restated (the "Certificate of Incorporation"). Such summary does not purport to be complete and is subject to, and is qualified in its entirety by, all of the provisions of the Certificate of Incorporation.

The Company's authorized capital stock consists of 55,000,000 shares of Common Stock, \$0.001 par value, and 5,000,000 shares of Preferred Stock, \$0.001 par value ("Preferred Stock").

### COMMON STOCK

As of September 30, 1996, there were 25,967,029 shares of Common Stock issued and outstanding. The Company does not anticipate paying any cash dividends on the Common Stock in the foreseeable future. The Company is subject to certain restrictions on its ability to pay dividends on the Common Stock under the Senior Credit Facility and under the indenture governing the Discount Notes.

Holders of Common Stock are entitled to one vote for each share held of record on all matters submitted to a vote of Stockholders. There are no cumulative voting rights applicable to the Common Stock.

Subject to the preferences applicable to shares of Preferred Stock outstanding at any time, holders of shares of Common Stock are entitled to dividends, if, when and as declared by the Board of Directors from funds legally available therefor and are entitled, in the event of liquidation, to share ratably in all assets remaining after payment of liabilities and preferred stock preferences, if any.

The authorized but unissued shares of Common Stock are available for issuance without further action by the Company's stockholders, unless such action is required by applicable law or the rules of any stock exchange on which the Common Stock may be listed. Shares of Common Stock are not redeemable and there are no sinking fund provisions.

### PREFERRED STOCK

The Certificate of Incorporation authorizes the Company's Board of Directors to establish series of Preferred Stock and to determine, with respect to any series of Preferred Stock, the voting powers, or no voting powers, and such designations, preferences and relative, participating, optional or other special rights and such qualifications, limitations or restrictions thereof, as are stated in the resolutions of the Board of Directors providing for such series.

The authorized but unissued shares of Preferred Stock are available for issuance without further action by the Company's stockholders. This will allow the Company to issue shares of Preferred Stock without the expense and delay of a special stockholders' meeting, unless such action is required by applicable law or the rules of any stock exchange on which the Company's securities may be listed. The Company believes that the Preferred Stock will provide flexibility in structuring possible future financing and acquisitions, and in meeting other corporate needs. Although the Company's Board of Directors has no intention at the present time of doing so, it could issue a series of Preferred Stock, the terms of which, subject to certain limitations imposed by the securities laws, impede the completion of a merger, tender offer or other takeover attempt. The Company's Board of Directors will make any determination to issue such shares based on its judgment as to the best interests of the Company and its stockholders at the time of issuance. The Company's Board of Directors, in so acting, could issue Preferred Stock having terms that could discourage an acquisition attempt or other transaction that some, or a majority, of the stockholders might believe to be in their best interests or in which stockholders might receive a premium for their stock over the then market price of such stock.

### TRANSFER AGENT

The Company's registrar and transfer agent for the Common Stock is The Bank of New York.

UNDERWRITING

Subject to the terms and conditions contained in the Underwriting Agreement (the "Underwriting Agreement"), the Underwriters named below, for whom Donaldson, Lufkin & Jenrette Securities Corporation, Merrill Lynch, Pierce, Fenner & Smith Incorporated and UBS Securities LLC are acting as representatives (the "Representatives"), have agreed to purchase from the Company and the Selling Stockholders an aggregate of 3,000,000 shares of Common Stock. The number of shares that each Underwriter has agreed to purchase is set forth opposite its name below:

UNDERWRITERS	NUMBER OF SHARES
Donaldson, Lufkin & Jenrette Securities Corporation.....	
Merrill Lynch, Pierce, Fenner & Smith Incorporated.....	
UBS Securities LLC.....	
Total.....	----- 3,000,000 =====

The Underwriting Agreement provides that the obligations of the several Underwriters to accept delivery of the shares of Common Stock offered hereby are subject to approval of certain legal matters by counsel and to certain other conditions. If any shares of Common Stock are purchased by the Underwriters pursuant to the Underwriting Agreement, all such shares (other than shares covered by the over-allotment option described below) must be purchased.

The Representatives have advised the Company and the Selling Stockholders that the Underwriters propose to offer the shares of Common Stock in part directly to the public initially at the Price to the Public set forth on the cover page of this Prospectus and in part to certain dealers at such price less a concession not in excess of \$        per share; that the Underwriters may allow, and such dealers may reallow, a concession not in excess of \$        per share on sales to other dealers; and that after the Offering, the Price to the Public, concession and discount to dealers may be changed by the Representatives.

The Selling Stockholders have granted to the Underwriters an option, exercisable for 30 days from the date of this Prospectus, to purchase up to an additional 450,000 shares of Common Stock at the initial Price to the Public less underwriting discounts and commissions. The Underwriters may exercise such option only for the purpose of covering over-allotments, if any, incurred in connection with the sale of shares of Common Stock offered hereby. To the extent that the Underwriters exercise such option, each Underwriter will become obligated, subject to certain conditions, to purchase the same proportion of such additional shares as the number of other shares to be purchased by that Underwriter bears to the total number of shares set forth on the cover page of this Prospectus.

The Company and the Selling Stockholders have agreed to indemnify the Underwriters against certain liabilities, including liabilities under the Securities Act, or to contribute to payments that the Underwriters may be required to make in respect thereof.

Subject to certain exceptions (including certain issuances by the Company of Common Stock in connection with acquisitions), the Company, all of its executive officers and directors and certain stockholders of the Company, including all of the Selling Stockholders, each have agreed not to, directly or indirectly, offer, sell,

contract to sell, grant any option to purchase or otherwise dispose of any Common Stock or any securities convertible into or exercisable or exchangeable for such Common Stock or cause to be filed with the Securities and Exchange Commission a registration statement under the Securities Act to register any shares of the Common Stock or, in any manner, transfer all or a portion of the economic consequences associated with the ownership of the Common Stock without the prior written consent of Donaldson, Lufkin & Jenrette Securities Corporation for a period of 90 days after the date of this Prospectus.

The provisions of Schedule E ("Schedule E") to the By-laws of the National Association of Securities Dealers, Inc. (the "NASD") apply to the Offering. Under the By-laws of the NASD, when a NASD member such as DLJ distributes an affiliated company's equity securities, one of the following two criteria must be met: (1) the price of such equity security can be no higher than that recommended by a "qualified independent underwriter" or (2) the offering is of a class of equity securities for which a "bona fide independent market" exists. Because the shares of Common Stock are traded on the New York Stock Exchange, the aggregate trading volume for the twelve months immediately preceding the filing of the registration statement of which this Prospectus forms a part was at least 100,000 shares and the Company had outstanding for the twelve month period immediately preceding the filing of such registration statement a minimum of 250,000 publicly held shares, a "bona fide independent market" exists. Accordingly, the price of the Common Stock will not be passed upon by a "qualified independent underwriter."

Pursuant to the provisions of Schedule E, NASD members may not execute transactions in the Shares in discretionary accounts without the prior written approval of the customer.

#### LEGAL MATTERS

Certain legal matters with respect to the legality of the Shares offered hereby will be passed upon for the Company by Riordan & McKinzie, a Professional Corporation, Orange County, California. Certain legal matters will be passed upon for the Underwriters by Skadden, Arps, Slate, Meagher & Flom, Los Angeles, California.

#### EXPERTS

The consolidated financial statements of Total Renal Care Holdings, Inc. as of December 31, 1995 and the seven months then ended and May 31, 1995 and the year then ended included in this Prospectus have been so included in reliance on the reports of Price Waterhouse LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting. The historical audited combined financial statements of Center for Kidney Disease, Inc., Venture Dialysis Center, Inc. and Miami Beach Kidney Center, Inc. for the year ended December 31, 1994 incorporated in this Prospectus by reference to the Company's Form 8-K/A dated September 29, 1995; the historical audited combined financial statements of Southwest Renal Care, Ltd. and Dialysis Medical Supplies, Inc. for the year ended October 31, 1995 incorporated in this Prospectus by reference to the Company's Form 8-K/A dated February 13, 1996; the historical audited financial statements of Downtown Dialysis Center, Inc. for the year ended December 31, 1995 incorporated in this Prospectus by reference to the Company's Form 8-K dated March 18, 1996; the financial statements of the Nephrology Business of Caremark International Inc. as of December 31, 1995 and 1994 and for the years ended December 31, 1995 and 1994 and for the one month ended December 31, 1993 incorporated in this Prospectus by reference to the Company's Form 8-K dated March 18, 1996; and the financial statements of Pasadena Dialysis Center, Inc. for the year ended December 31, 1995, the financial statements of Burbank Dialysis Group, Inc. for the year ended December 31, 1995, the combined financial statements of Piedmont Dialysis, Inc. and Peralta Renal Center for the year ended December 31, 1995, the combined financial statements of Bertha Sirk Dialysis Center, Inc. and Greenspring Dialysis Center, Inc. for the year ended December 31, 1995, and the combined financial statements of Houston Kidney Center, Northwest Kidney Center, LLP, North Houston Kidney Center, LLP, and Houston Kidney Center--Southeast, LLP for the year ended December 31, 1995 incorporated by reference in this Prospectus by reference to the Company's Form 8-K dated October 18, 1996 have been so incorporated in reliance on the reports of Price Waterhouse LLP, independent accountants, given on the authority of said firm as experts in auditing and accounting.

The consolidated balance sheet of Total Renal Care Holdings, Inc. and subsidiaries as of May 31, 1994 and the related consolidated statements of income, stockholders' equity (deficit) and cash flows for each of the years in the two-year period ended May 31, 1994 and the related financial statement schedule have been included herein and in the Registration Statement in reliance on the reports of KPMG Peat Marwick LLP, independent certified public accountants, appearing elsewhere herein, and upon the authority of said firm as experts in accounting and auditing. KPMG Peat Marwick LLP's report on the consolidated financial statements of Total Renal Care Holdings, Inc. refers to a change in the method of accounting for income taxes by adopting Statement of Financial Accounting Standards No. 109, Accounting For Income Taxes, effective June 1, 1993.

The financial statements of Greer Kidney Center, Inc. and Upstate Dialysis Center, Inc. as of December 31, 1994 and 1995 and for the years then ended incorporated in this Prospectus by reference to the Company's Form 8-K dated March 18, 1996 have been so incorporated in reliance on the reports of Meeks, Roberts, Ashley, Sumner & Sirmans, independent certified public accountants, given upon the authority of said firm as experts in auditing and accounting.

#### AVAILABLE INFORMATION

The Company is subject to the informational requirements of the Securities Exchange Act of 1934, and in accordance therewith files reports and other information with the Commission. A copy of the reports and other information filed by the Company with the Commission may be inspected without charge at the offices of the Commission at Room 1024, Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549 and at the following Regional Offices of the Commission: the Midwest Regional Office at Citicorp Center, 500 West Madison Street, Suite 1400, Chicago, Illinois 60661-2511; and the Northeast Regional Office at 13th Floor, 7 World Trade Center, New York, New York 10048. Copies of such material can be obtained from the Public Reference Section of the Commission at Judiciary Plaza, 450 Fifth Street, N.W., Washington, D.C. 20549 at prescribed rates. Such reports and other information concerning the Company are also available for inspection at the offices of the New York Stock Exchange, 20 Broad Street, New York, New York 10005. In addition the Commission maintains an Internet site at <http://www.sec.gov> that contains reports, proxy and information statements and other information regarding registrants, including the Company, that file electronically with the Commission.

The Company has filed with the Commission a registration statement on Form S-3 (together with all amendments and exhibits thereto, the "Registration Statement") under the Securities Act. This Prospectus does not contain all of the information set forth in the Registration Statement, certain parts of which are omitted in accordance with the rules and regulations of the Commission. For further information, reference is made to the Registration Statement.

DOCUMENTS INCORPORATED BY REFERENCE

The following documents filed by the Company with the Commission are incorporated herein by reference:

(1) The Company's Annual Report on Form 10-K for its fiscal year ended May 31, 1995;

(2) The Company's Annual Report on Form 10-K for the transitional fiscal year ended December 31, 1995;

(3) The Company's Quarterly Reports on Form 10-Q for the periods ended August 31, 1995; November 30, 1995; March 30, 1996 and June 30, 1996;

(4) The Company's Current Reports on Form 8-K dated May 15, 1995; May 22, 1995; August 1, 1995; December 14, 1995; December 20, 1995, March 18, 1996, August 29, 1996 and October 18, 1996 and the Company's Current Reports on Form 8-K/A-1 dated July 15, 1995; September 29, 1995; and February 13, 1996;

(5) The description of the Common Stock contained in the Company's Form 8-A dated October 23, 1995; and

(6) All documents subsequently filed by the Company with the Commission pursuant to Section 13(a), (c), 14 or 15(d) of the Exchange Act and prior to the termination of this offering shall be deemed to be incorporated by reference in this Prospectus. Any statement contained in a document incorporated or deemed to be incorporated by reference herein shall be deemed to be modified or superseded for purposes of this Prospectus to the extent that a statement contained herein, modified or supersedes such statement. Any such statement so modified or superseded shall not be deemed, except as so modified or superseded, to constitute a part of this Prospectus.

Copies of all documents which are incorporated herein by reference (not including the exhibits to such information, unless such exhibits are specifically incorporated by reference in such information) will be provided without charge to each person, including any beneficial owner, to whom this Prospectus is delivered, upon written or oral request. Copies of this Prospectus, as amended or supplemented from time to time, and any other documents (or parts of documents) that constitute part of the Prospectus under Section 10(a) of the Securities Act will also be provided without charge to each such person, upon written or oral request. Requests should be directed to Total Renal Care Holdings, Inc., Attention: John E. King, 21250 Hawthorne Boulevard, Suite 800, Torrance, California 90503, telephone number (310) 792-2600.

INDEX TO FINANCIAL STATEMENTS

TOTAL RENAL CARE HOLDINGS, INC.

	PAGE
Report of Independent Accountants of Price Waterhouse LLP.....	F-2
Independent Auditors' Report of KPMG Peat Marwick LLP.....	F-3
Consolidated Balance Sheets.....	F-4
Consolidated Statements of Income.....	F-5
Consolidated Statements of Stockholders' Equity (Deficit).....	F-6
Consolidated Statements of Cash Flows.....	F-7
Notes to Consolidated Financial Statements.....	F-8

REPORT OF INDEPENDENT ACCOUNTANTS

To the Board of Directors and Stockholders of  
Total Renal Care Holdings, Inc.

In our opinion, the accompanying consolidated balance sheets and the related consolidated statements of income, of stockholders' equity (deficit), and of cash flows present fairly, in all material respects, the financial position of Total Renal Care Holdings, Inc. and its subsidiaries at December 31, 1995 and May 31, 1995, and the results of their operations and their cash flows for the periods then ended in conformity with generally accepted accounting principles. These financial statements are the responsibility of the Company's management; our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with generally accepted auditing standards which require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for the opinion expressed above.

PRICE WATERHOUSE LLP  
Seattle, Washington  
March 15, 1996



INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders  
Total Renal Care Holdings, Inc.:

We have audited the accompanying consolidated balance sheet of Total Renal Care Holdings, Inc. (formerly Total Renal Care, Inc.) and subsidiaries as of May 31, 1994, and the related consolidated statements of income, stockholders' equity (deficit), and cash flows for each of the years in the two-year period ended May 31, 1994. These consolidated financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these consolidated financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Total Renal Care Holdings, Inc. and subsidiaries as of May 31, 1994, and the results of their operations and their cash flows for each of the years in the two-year period ended May 31, 1994 in conformity with generally accepted accounting principles.

As discussed in note 1 to the consolidated financial statements, effective June 1, 1993 the Company changed its method of providing for income taxes by adopting Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes.

KPMG Peat Marwick LLP

Seattle, Washington  
July 8, 1994

## TOTAL RENAL CARE HOLDINGS, INC.

## CONSOLIDATED BALANCE SHEETS

	MAY 31,		DECEMBER 31, 1995	JUNE 30, 1996 (UNAUDITED)
	1994	1995		
<b>ASSETS</b>				
Cash and cash equivalents.....	\$ 1,449,000	\$ 2,046,000	\$ 30,181,000	\$ 39,969,000
Accounts receivable, less allowance for doubtful accounts of \$1,927,000, \$4,434,000, \$5,668,000 and \$9,752,000 (unaudited), respectively.....	13,538,000	23,652,000	40,014,000	82,375,000
Receivable from Tenet....	9,427,000	401,000	432,000	390,000
Inventories.....	1,223,000	1,731,000	2,482,000	4,339,000
Deferred income taxes....	1,133,000	1,283,000	1,542,000	1,925,000
Prepaid expenses and other current assets....	330,000	693,000	843,000	2,421,000
<b>Total current assets.</b>	<b>27,100,000</b>	<b>29,806,000</b>	<b>75,494,000</b>	<b>131,419,000</b>
Property and equipment, net.....	14,128,000	18,051,000	25,505,000	44,456,000
Notes receivable from stockholder.....			1,379,000	1,678,000
Investment in affiliate, at equity.....			972,000	995,000
Other long-term assets...	14,000	552,000	885,000	887,000
Intangible assets, net...	2,379,000	29,149,000	59,763,000	111,611,000
	<u>\$43,621,000</u>	<u>\$ 77,558,000</u>	<u>\$163,998,000</u>	<u>\$291,046,000</u>
<b>LIABILITIES, MANDATORILY REDEEMABLE COMMON STOCK AND STOCKHOLDERS' EQUITY (DEFICIT)</b>				
Accounts payable.....	\$ 3,250,000	\$ 4,849,000	\$ 7,901,000	\$ 6,245,000
Employee compensation and benefits.....	2,430,000	4,914,000	5,012,000	7,469,000
Other accrued liabilities.....	1,345,000	4,750,000	7,006,000	9,131,000
Income taxes payable....			314,000	--
Current portion of long-term obligations.....	11,000	322,000	570,000	521,000
<b>Total current liabilities.</b>	<b>7,036,000</b>	<b>14,835,000</b>	<b>20,803,000</b>	<b>23,366,000</b>
Long-term debt.....	187,000	87,820,000	55,324,000	58,295,000
Deferred income taxes....	611,000	518,000	510,000	523,000
Other long-term liabilities.....	--	--	1,214,000	806,000
Minority interests.....	1,054,000	1,274,000	3,343,000	4,541,000
Mandatorily redeemable common stock.....	--	3,990,000	--	--
Commitments and contingencies (Notes 7 and 12)				
Stockholders' equity (deficit)				
Common stock, voting (\$.001 par value, 1,000,000, 50,000,000, 55,000,000 and 55,000,000 (unaudited) shares authorized; 66,667, 12,309,384, 22,308,207 and 25,889,905 (unaudited) shares issued and outstanding).....		12,000	22,000	26,000
Common stock, Class B nonvoting (\$.001 par value; 0, 5,000,000,				

5,000,000 and 5,000,000 (unaudited) shares authorized; 0, 600,000, 0 and 0 (unaudited) shares issued and outstanding).....	1,000			
Additional paid-in cap- ital.....	12,683,000	123,710,000	234,369,000	
Notes receivable from stockholders.....	(1,508,000)	(2,773,000)	(2,727,000)	
Retained earnings (def- icit).....	34,733,000	(42,067,000)	(38,155,000)	(28,153,000)
	-----	-----	-----	-----
Total stockholders' equity (deficit)....	34,733,000	(30,879,000)	82,804,000	203,515,000
	-----	-----	-----	-----
	\$43,621,000	\$ 77,558,000	\$163,998,000	\$291,046,000
	=====	=====	=====	=====

See accompanying notes to consolidated financial statements.

TOTAL RENAL CARE HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF INCOME

	YEAR ENDED MAY 31,			SEVEN MONTHS ENDED DECEMBER 31,		SIX MONTHS ENDED JUNE 30,	
	1993	1994	1995	1994 (UNAUDITED)	1995	1995 (UNAUDITED)	1996
Net operating revenues..	\$71,576,000	\$80,470,000	\$98,968,000	\$53,593,000	\$89,711,000	\$56,093,000	\$114,820,000
Operating expenses							
Facilities.....	49,440,000	56,828,000	65,583,000	36,012,000	57,406,000	36,420,000	76,647,000
General and administrative.....	5,292,000	7,457,000	9,115,000	4,916,000	7,645,000	5,200,000	8,701,000
Provision for doubtful accounts.....	2,050,000	1,550,000	2,371,000	1,363,000	1,811,000	1,266,000	2,333,000
Depreciation and amortization.....	3,434,000	3,752,000	4,740,000	2,586,000	4,383,000	2,673,000	6,032,000
Total operating expenses.....	60,216,000	69,587,000	81,809,000	44,877,000	71,245,000	45,559,000	93,713,000
Operating income.....	11,360,000	10,883,000	17,159,000	8,716,000	18,466,000	10,534,000	21,107,000
Interest expense.....	(49,000)	(56,000)	(7,447,000)	(3,378,000)	(6,291,000)	(4,721,000)	(4,150,000)
Interest income.....	40,000	43,000	244,000	78,000	707,000	174,000	1,613,000
Income before income taxes, minority interests and extraordinary item....	11,351,000	10,870,000	9,956,000	5,416,000	12,882,000	5,987,000	18,570,000
Income taxes.....	4,129,000	4,106,000	3,511,000	1,933,000	4,631,000	2,078,000	7,151,000
Income before minority interests and extraordinary item....	7,222,000	6,764,000	6,445,000	3,483,000	8,251,000	3,909,000	11,419,000
Minority interests in income of consolidated subsidiaries.....	775,000	1,046,000	1,593,000	833,000	1,784,000	1,010,000	1,417,000
Income before extraordinary item....	6,447,000	5,718,000	4,852,000	2,650,000	6,467,000	2,899,000	10,002,000
Extraordinary loss related to early extinguishment of debt, net of tax.....					2,555,000		
Net income.....	\$ 6,447,000	\$ 5,718,000	\$ 4,852,000	\$ 2,650,000	\$ 3,912,000	\$ 2,899,000	\$ 10,002,000
Earnings (loss) per common share:							
Income before extraordinary item....					\$ 0.36	\$ 0.19	\$ 0.40
Extraordinary items....					(0.14)		
Net income.....					\$ 0.22	\$ 0.19	\$ 0.40
Weighted average number of common shares and equivalents outstanding.....					17,824,000	15,418,000	24,837,000
Pro forma data (unaudited)							
Net income per common share.....			\$ 0.22	\$ 0.08			
Weighted average number of common shares and equivalents outstanding.....			15,316,000	14,381,000			

See accompanying notes to consolidated financial statements.

TOTAL RENAL CARE HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF STOCKHOLDERS' EQUITY (DEFICIT)

	COMMON STOCK		ADDITIONAL PAID-IN CAPITAL	NOTES RECEIVABLE FROM STOCKHOLDERS	RETAINED EARNINGS (DEFICIT)	TOTAL
	SHARES	AMOUNT				
Balance at June 1, 1992.	66,667				\$ 22,568,000	\$ 22,568,000
Net income.....					6,447,000	6,447,000
Balance at May 31, 1993.	66,667				29,015,000	29,015,000
Net income.....					5,718,000	5,718,000
Balance at May 31, 1994.	66,667				34,733,000	34,733,000
Shares issued to Tenet..	2,933,334	\$ 3,000	\$ 1,000			4,000
Shares issued in change of control:						
DLJMB.....	7,000,000	7,000	10,493,000			10,500,000
Employees.....	1,246,667	1,000	1,869,000	\$ (995,000)		875,000
Shares issued in offer- ing.....	600,000	1,000	899,000			900,000
Stock issuance costs....			(2,172,000)			(2,172,000)
Dividend paid to Tenet:						
Cash.....					(75,500,000)	(75,500,000)
Intercompany receiv- able.....					(6,152,000)	(6,152,000)
Shares issued to employ- ees and others.....	765,252	1,000	1,147,000	(513,000)		635,000
Shares issued in acqui- sitions.....	297,464		446,000			446,000
Net income.....					4,852,000	4,852,000
Balance at May 31, 1995.	12,909,384	13,000	12,683,000	(1,508,000)	(42,067,000)	(30,879,000)
Net proceeds from ini- tial public offering...	6,900,000	6,000	98,288,000			98,294,000
Shares and options is- sued in acquisitions...	742,820	1,000	5,334,000			5,335,000
Shares issued to employ- ees and others.....	27,670		59,000	(13,000)		46,000
Options exercised.....	1,046,666	1,000	1,565,000	(1,330,000)		236,000
Conversion of mandatorily redeemable common stock.....	681,667	1,000	3,989,000			3,990,000
Payments on notes receivable, net of interest accrued.....				78,000		78,000
Income tax benefit related to stock options exercised.....			1,792,000			1,792,000
Net income.....					3,912,000	3,912,000
Balance at December 31, 1995.....	22,308,207	22,000	123,710,000	(2,773,000)	(38,155,000)	82,804,000
Net proceeds from public offering (unaudited)...	3,500,000	4,000	109,965,000			109,969,000
Shares issued to employees and others (unaudited).....	998		10,000			10,000
Options exercised (unau- dited).....	80,700		71,000			71,000
Payments on notes receivable, net of interest accrued (unaudited)....				46,000		46,000
Income tax benefit related to stock options exercised (unaudited)..			613,000			613,000
Net income (unaudited)..					10,002,000	10,002,000
Balance at June 30, 1996 (unaudited).....	25,889,905	\$26,000	\$234,369,000	\$(2,727,000)	\$(28,153,000)	\$203,515,000

See accompanying notes to consolidated financial statements.

TOTAL RENAL CARE HOLDINGS, INC.

CONSOLIDATED STATEMENTS OF CASH FLOWS

	YEAR ENDED MAY 31,			SEVEN MONTHS ENDED DECEMBER 31,		SIX MONTHS ENDED JUNE 30,	
	1993	1994	1995	1994 (UNAUDITED)	1995	1995 (UNAUDITED)	1996 (UNAUDITED)
Cash flows from operating activities							
Net income.....	\$ 6,447,000	\$ 5,718,000	\$ 4,852,000	\$ 2,650,000	\$ 3,912,000	\$ 2,899,000	\$ 10,002,000
Adjustments to reconcile net income to net cash provided by operating activities:							
Depreciation and amortization.....	3,434,000	3,752,000	4,740,000	2,586,000	4,383,000	2,673,000	6,032,000
Extraordinary item....					4,258,000		
Noncash interest.....			6,947,000	3,274,000	5,228,000	4,420,000	3,228,000
Deferred income taxes.	(316,000)	213,000	(716,000)	16,000	(469,000)	(256,000)	(369,000)
Provision for doubtful accounts.....	2,050,000	1,550,000	2,371,000	1,363,000	1,811,000	1,266,000	2,333,000
Loss (gain) on disposition of property and equipment.....	(137,000)	98,000	(34,000)		(144,000)	(52,000)	4,000
Minority interests in income of consolidated subsidiaries.....	775,000	1,046,000	1,593,000	833,000	1,784,000	1,010,000	1,417,000
Changes in operating assets and liabilities, net of effect of acquisitions:							
Accounts receivable..	(2,037,000)	(1,957,000)	(9,547,000)	(4,023,000)	(15,256,000)	(7,026,000)	(25,791,000)
Inventories.....	(83,000)	(108,000)	(122,000)	(303,000)	(331,000)	(9,000)	(762,000)
Prepaid expenses and other current assets.....	(1,000)	109,000	(856,000)	(261,000)	(134,000)	(315,000)	(1,436,000)
Other long-term assets.....					(300,000)		
Accounts payable....	(2,076,000)	272,000	(536,000)	728,000	205,000	870,000	(4,056,000)
Employee compensation and benefits.....	(447,000)	445,000	1,994,000	2,000	(622,000)	1,525,000	457,000
Other accrued liabilities.....	(6,000)	924,000	4,383,000	544,000	461,000	(243,000)	1,610,000
Income taxes payable.				465,000	277,000	(770,000)	(433,000)
Other long-term liabilities.....				107,000	1,214,000	56,000	(410,000)
Net cash provided by (used in) operating activities.....	7,603,000	12,062,000	15,069,000	7,981,000	6,277,000	6,048,000	(8,174,000)
Cash flows from investing activities							
Purchases of property and equipment.....	(4,140,000)	(4,380,000)	(3,835,000)	(860,000)	(3,748,000)	(3,444,000)	(11,833,000)
Additions to intangible assets....	(7,000)	(161,000)	(358,000)	(159,000)	(972,000)	(363,000)	(1,966,000)
Cash paid for acquisitions, net of cash acquired.....			(22,476,000)	(5,722,000)	(28,303,000)	(16,753,000)	(77,867,000)
Investment in affiliate.....					(972,000)		(24,000)
Issuance of long-term note receivable.....					(1,379,000)		(299,000)
Proceeds from disposition of property and equipment.....	493,000	82,000	62,000	28,000	244,000	244,000	139,000
Proceeds from collection of notes receivables.....	60,000	95,000					
Contributions from minority interests...							336,000
Net cash used in investing activities.....	(3,594,000)	(4,364,000)	(26,607,000)	(6,713,000)	(35,130,000)	(20,316,000)	(91,514,000)

Cash flows from financing activities							
Advances (to) from Tenet.....	(4,330,000)	(5,604,000)	2,874,000	3,499,000			
Proceeds from issuance of note payable.....					258,000		3,000
Principal payments on long-term obligations.....	(39,000)	(39,000)	(367,000)	(11,000)	(880,000)	(518,000)	(584,000)
Cash dividends paid to Tenet.....			(75,500,000)	(75,500,000)			
Net proceeds from debt offering.....			66,841,000	66,140,000			
Cash paid to retire bonds.....					(31,912,000)		
Proceeds from bank credit facility.....			13,253,000		21,341,000	17,800,000	51,000,000
Payment of bank credit facility.....			(4,000,000)		(31,625,000)	(4,000,000)	(51,000,000)
Net proceeds from issuance of common stock.....			10,742,000	10,810,000	98,941,000	54,000	110,051,000
Income tax benefit related to stock options exercised....					1,792,000		613,000
Cash received on notes receivable from stockholders.....					175,000		140,000
Distributions to minority interests...	(610,000)	(819,000)	(1,708,000)	(723,000)	(1,102,000)	(1,133,000)	(747,000)
Net cash provided by (used in) financing activities.....	(4,979,000)	(6,462,000)	12,135,000	4,215,000	56,988,000	12,203,000	109,476,000
Net increase (decrease) in cash.....	(970,000)	1,236,000	597,000	5,483,000	28,135,000	(2,065,000)	9,788,000
Cash and cash equivalents at beginning of period...	1,183,000	213,000	1,449,000	1,449,000	2,046,000	6,931,000	30,181,000
Cash and cash equivalents at end of period.....	\$ 213,000	\$ 1,449,000	\$ 2,046,000	\$ 6,932,000	\$ 30,181,000	\$ 4,866,000	\$ 39,969,000

See accompanying notes to consolidated financial statements.

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. ORGANIZATION AND SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Organization

Total Renal Care Holdings, Inc. (the Company) operates kidney dialysis facilities and provides related medical services in Medicare certified dialysis facilities in various geographic sectors in the United States and in Guam.

The Company was a wholly owned subsidiary of Tenet Healthcare Corporation (Tenet, formerly National Medical Enterprises, Inc.) until August 1994. In August 1994, the Company completed a public offering of senior subordinated notes and Class B common stock, the proceeds of which were used to partially fund a dividend to Tenet. Immediately after payment of the dividend, Donaldson, Lufkin, Jenrette Merchant Banking Funding, Inc. and certain of its affiliates (DLJMB) and certain members of management acquired newly issued Class A common stock of the Company to effect a change in control of the Company. Following these transactions DLJMB owned 59% of the Company's outstanding common stock. Although there was a change in control, the Company's accounts were not adjusted from their historical bases due to the significant continuing ownership interest of Tenet.

Basis of presentation

The consolidated financial statements include the accounts of Total Renal Care Holdings, Inc. and its wholly-owned and majority-owned corporate subsidiaries and partnership investments. All significant intercompany transactions and balances have been eliminated in consolidation.

Net operating revenues

Revenues are recognized when services and related products are provided to patients in need of ongoing life sustaining kidney dialysis treatments. Operating revenues consist primarily of dialysis and ancillary fees from patient treatments. These amounts are reported at the amounts expected to be realized from governmental and third-party payors, patients and others for services provided. Receivables which are deemed uncollectible are reflected in the provision for doubtful accounts as a component of operating expenses in the consolidated statements of income.

During the years ended May 31, 1993, 1994 and 1995 and the seven months ended December 31, 1995, the Company received approximately 75%, 75%, 70% and 67%, respectively, of its dialysis revenues from Medicare and Medicaid programs. Accounts receivable from Medicare and Medicaid amounted to \$8,783,000, \$15,855,000 and \$21,862,000 as of May 31, 1994 and 1995 and December 31, 1995, respectively. Medicare historically pays approximately 80% of government established rates for services provided by the Company. The remaining 20% is typically paid by state Medicaid programs, private insurance companies or directly by the patients receiving the services.

Medicare and Medicaid programs funded by the U.S. government generally reimburse the Company under prospective payment systems at amounts different from the Company's established private rates. Revenues under these programs are generally recognized at prospective rates which are subject to periodic adjustment by federal and state agencies. The Company bills non-governmental third-party payors at established private rates. The Company has contracts for the provision of dialysis services to members of certain managed care organizations which generally include rate provisions at less than the established private rates.



TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

In August 1993, the provisions of the Omnibus Budget Reconciliation Act of 1993 ("OBRA 93") became effective. The OBRA 93 provisions were originally interpreted by the Health Care Financing Administration (HCFA) to modify the requirements that employer group health sponsored insurance plans (private payors) be the primary payor for end-stage renal disease (ESRD) patients who subsequently become dually entitled to Medicare benefits because of ESRD following initial eligibility under age or disability provisions. In July 1994, HCFA instructed the Medicare fiscal intermediaries to retroactively apply the provisions of OBRA 93 to August 10, 1993. In April 1995, HCFA issued instructions of clarification to the fiscal intermediaries that it had misinterpreted the OBRA regulations and that Medicare would continue as the primary payor after dual eligibility was achieved under the ESRD provision. In June 1995, a preliminary injunction was issued by a federal court preventing HCFA from retroactively applying its reinterpretation of the OBRA 93 regulations as unlawful retroactive rulemaking. The Company has recognized revenue related to payments which have been received from private payors in excess of the revenue previously recognized at lower rates. For the seven months ended December 31, 1995, the Company recognized approximately \$800,000 of such payments. The Company intends to continue to recognize revenues in the future as cash is received. The Company believes that there are additional amounts that may be recoverable under the OBRA 93 provisions.

Cash and cash equivalents

Cash equivalents are highly liquid investments with original maturities of three months or less.

Inventories

Inventories are stated at the lower of cost (first-in, first-out) or market and consist principally of drugs and dialysis related supplies.

Property and equipment

Property and equipment are stated at cost. Maintenance and repairs are charged to expense as incurred. Depreciation and amortization expense are computed using the straight-line method over the useful lives of the assets estimated as follows: buildings, 20 to 40 years; leaseholds and improvements, over the shorter of their estimated useful life or the lease term; and equipment, 3 to 15 years.

Intangible assets

Business acquisition costs allocated to patient lists are amortized over five years using the straight-line method. Business acquisition costs allocated to covenants not to compete are amortized over the terms of the agreements, typically seven to ten years, using the straight-line method. Deferred debt issuance costs are amortized over the term of the debt using the effective interest method.

The excess of aggregate purchase price over the fair value of net assets of businesses acquired is recorded as goodwill. Goodwill is amortized over 15 to 25 years using the straight-line method.

The carrying value of intangible assets is assessed for any permanent impairment by evaluating the operating performance and future undiscounted cash flows of the underlying businesses. Adjustments are made if the sum of the expected future net cash flows is less than book value. Statement of Financial Accounting Standards No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of (SFAS 121), requires that long-lived assets be reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of assets may not be recoverable. SFAS 121 is required to be implemented by the Company for the fiscal year beginning January 1, 1996 and is not expected to have a significant impact on the Company's financial statements.

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

Income taxes

Effective June 1, 1993, the Company adopted Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes (SFAS 109). The statement requires recognition of deferred income taxes for all temporary differences between the tax and financial reporting bases of the Company's assets and liabilities based on enacted tax rates applicable to the periods in which the differences are expected to be recovered or settled. Adoption of SFAS 109 did not have a material impact on the Company's financial statements.

Following the change in control described above, the Company's results of operations were no longer included in Tenet's consolidated federal and applicable unitary state income tax returns. For financial reporting purposes, the provision for income taxes for fiscal year 1994 and through August 11 of the first quarter of fiscal year 1995 was calculated as if the Company filed separate federal and state income tax returns.

Minority interest

Minority interest represents the proportionate equity interest of other partners and stockholders in the Company's consolidated entities which are not wholly owned. As of December 31, 1995, this comprised nine limited partnerships and two corporations.

Earnings per share and unaudited pro forma net income per share

Earnings per share are calculated by dividing net income before extraordinary item, the extraordinary loss and net income by the weighted average number of shares of common stock outstanding. When dilutive, stock options and warrants are included as share equivalents using the treasury stock method.

Pro forma net income per share for the seven months ended December 31, 1994 and the year ended May 31, 1995 has been computed as if the August 11, 1994 recapitalization transaction described above occurred on June 1, 1994 (see Notes 6 and 8). Specifically, net income has been decreased \$1,551,000 to reflect an increase in general and administrative expenses (\$625,000) for estimated incremental costs of the Company as a stand-alone entity, increases in interest expense (\$1,811,000), amortization expense (\$105,000) and bank fees (\$42,000) for the issuance of the 12% senior subordinated debt, and a corresponding decrease to the provision for income taxes (\$1,032,000) for the tax effect of the pro forma adjustments. Shares issued as part of the recapitalization were also assumed to have been outstanding from June 1, 1994.

During the period from October 1, 1994 to November 2, 1995, the Company issued approximately 2,190,000 shares and options at prices significantly below the assumed offering price of the Company's initial public offering (see Note 8). Such shares and common stock equivalents have been included in the number of shares outstanding from June 1, 1994 using the treasury stock method and an offering price of \$15.50 per share.

Earnings per share amounts are not presented for fiscal years 1993 and 1994 as the historical equity structure is not considered meaningful.

Financial instruments

The Company's financial instruments consist primarily of cash, accounts receivable, accounts payable, employee compensation and benefits, and other accrued liabilities. These balances, as presented in the financial statements at December 31, 1995, approximate their fair value.

The Company has long-term debt, which is also a financial instrument. The fair market value of the long-term debt is approximately \$64,180,000, which is greater than its carrying value of \$55,894,000. The fair value has been estimated based upon market quotations of the 12% Senior Subordinate Discount Notes which are publicly traded.

Use of estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

Unaudited interim financial statements

In December 1995, the Company changed its year-end to December 31 from May 31. The information presented as of June 30, 1996 and for the seven months ended December 31, 1994 and the six month periods ended June 30, 1995 and 1996 has not been audited. In the opinion of management, the unaudited interim consolidated balance sheet, statements of income, of stockholders' equity (deficit) and of cash flows include all adjustments consisting solely of normal recurring adjustments necessary to present fairly the Company's consolidated results of operations and cash flows as of and for the periods indicated.

Reclassifications

Certain prior year balances have been reclassified to conform to the current year presentation.

2. PROPERTY AND EQUIPMENT

Property and equipment comprise the following:

	MAY 31,		DECEMBER 31,
	1994	1995	1995
Land.....	\$ 262,000	\$ 267,000	\$ 309,000
Buildings.....	3,018,000	3,054,000	4,072,000
Leaseholds and improvements.....	9,891,000	10,934,000	12,211,000
Equipment.....	16,545,000	22,742,000	26,737,000
Construction in progress.....	411,000	37,000	2,097,000
	-----	-----	-----
	30,127,000	37,034,000	45,426,000
Less accumulated depreciation and amortization.....	(15,999,000)	(18,983,000)	(19,921,000)
	-----	-----	-----
Net property and equipment.....	\$ 14,128,000	\$ 18,051,000	\$ 25,505,000
	=====	=====	=====

Depreciation and amortization expense on property and equipment was \$2,630,000, \$2,961,000, \$3,163,000 and \$2,326,000 for the years ended May 31, 1993, 1994 and 1995 and the seven months ended December 31, 1995, respectively.

3. INTANGIBLE ASSETS

A summary of intangible assets is as follows:

	MAY 31,		DECEMBER 31,
	1994	1995	1995
Goodwill.....	\$2,865,000	\$21,647,000	\$46,791,000
Patient lists.....	2,751,000	4,055,000	6,505,000
Noncompete agreements.....	398,000	3,856,000	10,005,000
Deferred debt issuance costs.....		4,400,000	3,324,000
Other.....	254,000	653,000	491,000
	-----	-----	-----
	6,268,000	34,611,000	67,116,000
Less accumulated amortization.....	(3,889,000)	(5,462,000)	(7,353,000)
	-----	-----	-----
	\$2,379,000	\$29,149,000	\$59,763,000
	=====	=====	=====

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

Amortization expense applicable to intangible assets was \$804,000, \$791,000, \$1,577,000 and \$2,057,000 for the years ended May 31, 1993, 1994 and 1995 and the seven months ended December 31, 1995, respectively.

4. OTHER ACCRUED LIABILITIES

Other accrued liabilities comprise the following:

	MAY 31,		DECEMBER 31, 1995
	1994	1995	
Customer refunds.....	\$ 978,000	\$3,908,000	\$4,981,000
Payable to former owners of acquired facility (Note 13).....			1,243,000
Other.....	367,000	842,000	782,000
	<u>\$1,345,000</u>	<u>\$4,750,000</u>	<u>\$7,006,000</u>
	=====	=====	=====

5. INCOME TAXES

The provision for income taxes consists of the following:

	YEAR ENDED MAY 31,			SEVEN MONTHS ENDED DECEMBER 31,
	1993	1994	1995	1995
Current				
Federal.....	\$3,630,000	\$3,084,000	\$3,275,000	\$3,708,000
State.....	815,000	809,000	952,000	954,000
Deferred				
Federal.....	(268,000)	170,000	(555,000)	9,000
State.....	(48,000)	43,000	(161,000)	(40,000)
	<u>\$4,129,000</u>	<u>\$4,106,000</u>	<u>\$3,511,000</u>	<u>\$4,631,000</u>
	=====	=====	=====	=====

Temporary differences which give rise to deferred tax assets and liabilities are as follows:

	MAY 31,		DECEMBER 31, 1995
	1994	1995	
Receivables, primarily allowance for doubtful accounts.....	\$ 844,000	\$ 1,521,000	\$ 1,653,000
Accrued vacation.....	289,000	347,000	459,000
Intangible assets.....			325,000
Deferred compensation.....	78,000	117,000	117,000
	<u>1,211,000</u>	<u>1,985,000</u>	<u>2,554,000</u>
	-----	-----	-----
Gross deferred tax assets.....	1,211,000	1,985,000	2,554,000
	-----	-----	-----
Depreciation and amortization.....	(549,000)	(547,000)	(952,000)
Intangible assets.....	(88,000)	(88,000)	(88,000)
Change in tax accounting method.....		(585,000)	(570,000)
Other.....	(52,000)		
	<u>(689,000)</u>	<u>(1,220,000)</u>	<u>(1,522,000)</u>
	-----	-----	-----
Gross deferred tax liabilities.....	(689,000)	(1,220,000)	(1,522,000)
	-----	-----	-----
Net deferred tax assets.....	\$ 522,000	\$ 765,000	\$ 1,032,000
	=====	=====	=====

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

A reconciliation between the Company's effective tax rate and the U.S. federal income tax rate on income is as follows:

	YEAR ENDED MAY 31,			SEVEN MONTHS ENDED DECEMBER 31,
	1993	1994	1995	1995
Federal income tax rate.....	34.0%	34.0%	34.0%	35.0%
State taxes, net of federal benefit.....	4.5%	5.2%	5.2%	3.6%
Minority interests.....	(2.0%)	(3.0%)	(5.0%)	(4.7%)
Nondeductible amortization of intangible assets.....	0.2%	0.6%	0.9%	2.9%
Other.....	(0.3%)	1.0%	0.2%	(0.8%)
	----	----	----	----
	36.4%	37.8%	35.3%	36.0%
	====	====	====	====

6. LONG-TERM DEBT AND OTHER

Long-term debt and other comprises:

	MAY 31,		DECEMBER 31,
	1994	1995	1995
12% Senior Subordinated Discount Notes (net of unamortized discount of \$22,659,000 and \$11,180,000 respectively).....		\$77,341,000	\$53,820,000
Senior Credit Facility.....		10,100,000	
Capital lease obligations (Note 7).....		591,000	1,680,000
Other.....	\$198,000	110,000	394,000
	-----	-----	-----
	198,000	88,142,000	55,894,000
Less current portion.....	(11,000)	(322,000)	(570,000)
	-----	-----	-----
	\$187,000	\$87,820,000	\$55,324,000
	=====	=====	=====

12% Senior Subordinated Discount Notes

In August 1994, the Company completed a public offering of 100,000 units, each consisting of \$1,000 of 12% Senior Subordinated Discount Notes (the Notes) and six shares of nonvoting Class B common stock. Aggregate proceeds from the offering were \$71,294,000, of which \$900,000 was allocated to the Class B common stock, based upon the estimated value of the stock, and the remaining \$70,394,000 to the Notes. The Notes mature on August 15, 2004. Interest does not accrue on the Notes until August 15, 1997. Commencing on February 15, 1998, cash interest on the Notes will be payable semiannually at a rate of 12% per annum. Prior to February 15, 1998, interest will be paid in kind through amortization of the discount. The discount is amortized using the effective interest rate of 12.39%.

The Company has certain rights to redeem the Notes at specified percentages in various circumstances as specified in the agreement. Upon a change of control, as defined and other than the change of control discussed in Note 1, the Company is required to offer to repurchase all of the Notes at 101% of the accreted value through August 15, 1997 and at 101% of face value thereafter. Additionally, the Company has the right to redeem the Notes beginning August 15, 1999 at the accreted value plus a defined premium.

On December 7, 1995, the Company redeemed 35% of the accreted value of the Notes equaling \$28,749,000 at a redemption premium of 111% for a total redemption price of \$31,912,000. An extraordinary loss on the early extinguishment of debt of \$4,258,000, net of income tax effect of \$1,703,000, was recorded during the seven months ended December 31, 1995.

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

The Notes are subordinated to all senior debt and are guaranteed on a senior subordinated basis by certain of the Company's wholly owned subsidiaries (the Guarantor Subsidiaries) subject to certain specified limitations (see Note 16).

The Notes contain certain restrictive and financial covenants including limitations on additional indebtedness, limitations on payment of dividends other than the dividend discussed in Note 8, and redemption of capital stock, limitations on the sales of assets and capital stock of certain subsidiaries and limitations on the Company's ability to consolidate, merge or transfer assets to another entity. The Company is in compliance with all covenants.

Senior Credit Facility

Effective August 11, 1994, the Company's wholly owned subsidiary, Total Renal Care, Inc. (TRC, formerly Medical Ambulatory Care, Inc.), entered into a credit agreement providing for a senior secured revolving credit facility. This credit agreement, as amended and restated on March 15, 1996, provides a \$100,000,000 senior secured revolving credit facility (the Senior Credit Facility). Borrowings under the Senior Credit Facility may be used to purchase certain domestic companies engaged in the treatment of end-stage renal disease with up to \$10,000,000 available for general corporate and working capital purposes. The Senior Credit Facility expires on February 15, 2002 and may be extended for one year upon prior written notice to and consent of the lenders. The amount available under the Senior Credit Facility will be reduced by \$10,000,000, \$15,000,000 and \$15,000,000 at February 15, 1999, 2000 and 2001, respectively. Additionally, mandatory prepayments are required under certain circumstances including certain equity and debt issuances or the sale of certain assets.

Loans under the Senior Credit Facility will bear interest at either (1) the higher of the bank's prime rate or the federal funds rate plus .5% per annum or (2) adjusted LIBOR, as defined, plus an applicable margin, at the Company's option, payable at least quarterly. The applicable margin will vary between .625% and 1.5% based on the Company's leverage ratio, as defined. The Senior Credit Facility includes a commitment fee of between .25% and .5% of the unused portion based on the Company's leverage ratio, as defined.

The Company and TRC's wholly owned subsidiaries have guaranteed TRC's obligations under the Senior Credit Facility on a senior basis and have pledged their assets (including the stock of their subsidiaries) in support of such guarantees. Additionally, the Senior Credit Facility is secured by all of the tangible and intangible assets of TRC and certain subsidiaries.

The Senior Credit Facility contains certain restrictive and financial covenants including a limitation on the sale of assets, limitations on investments and limitations on the incurrence of additional indebtedness. The Company is in compliance with all covenants.

Maturities of long-term debt for the years ending December 31 are as follows:

1996.....	\$ 570,000
1997.....	482,000
1998.....	392,000
1999.....	362,000
2000.....	268,000
Thereafter.....	65,000,000

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

7. LEASES

The Company leases the majority of its facilities under noncancelable operating leases expiring in various years through 2006. Certain of these facilities leases are with Tenet (Note 10). Most lease agreements cover periods from five to ten years and contain renewal options of five to ten years at the fair rental value at the time of renewal or at rates subject to consumer price index increases since the inception of the lease. In the normal course of business, operating leases are generally renewed or replaced by other similar leases.

Future minimum lease payments under noncancelable operating leases for the years ending December 31 are as follows:

1996.....	\$ 5,175,000
1997.....	4,805,000
1998.....	4,083,000
1999.....	3,532,000
2000.....	2,222,000
Thereafter.....	4,330,000
	-----
Total minimum lease payments.....	\$24,147,000
	=====

Rental expense under all operating leases for the years ended May 31, 1993, 1994 and 1995 and the seven months ended December 31, 1995 amounted to \$2,713,000, \$3,016,000, \$3,323,000 and \$2,644,000, respectively.

The Company also leases certain equipment under capital lease agreements. Future minimum lease payments under capital leases for the years ending December 31 are as follows:

1996.....	\$ 499,000
1997.....	437,000
1998.....	402,000
1999.....	392,000
2000.....	278,000
	-----
	2,008,000
Less--Portion representing interest.....	(328,000)
	-----
Total capital lease obligation, including current portion of \$489,000.....	\$1,680,000
	=====

The net book value of fixed assets under capital lease was \$1,652,000 at December 31, 1995. Capital lease obligations are included in long-term debt and other.

8. STOCKHOLDERS' EQUITY

Initial public offering of common stock

On November 3, 1995, the Company completed an initial public offering of its common stock at an offering price of \$15.50 per share. The Company received net proceeds of \$98.3 million after the deduction of underwriting discounts and commissions and other expenses. The Company used net proceeds of \$31.9 million to redeem 35% of the Notes and \$31 million to repay all then outstanding borrowings on the Senior Credit Facility (Note 6). The remainder of the proceeds will be used for general corporate purposes, acquisitions, de novo facility developments and other capital expenditures.

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

Change in shares and stock split

In July 1994, the Company's Certificate of Incorporation was amended to increase the number of authorized shares of common stock from 1,000 shares to 35,000,000 shares and to reduce the par value of such stock from \$1.00 per share to \$.001 per share. Concurrent with this change, the Board of Directors approved a 1,000-for-1 stock split. Shares held by Tenet were the only shares affected by this action. Following the split, Tenet purchased an additional 2,933,334 shares of common stock for \$4,400.

During October 1995 and in anticipation of the initial public offering, the Company's directors redesignated the Class A common stock as "common stock", authorized an increase in the authorized number of shares of common stock to 55,000,000, authorized 5,000,000 new shares of \$.001 par value preferred stock, and approved a three-into-two reverse stock split of the Company's Class A and Class B common stock. Additionally, during the seven months ended December 31, 1995, all Class B common stock was converted to common stock. All information in these consolidated financial statements pertaining to shares of common stock and per share amounts have been restated to retroactively reflect the stock splits.

Debt offering

In August 1994, the Company completed a public offering of 100,000 units, each consisting of a \$1,000 Senior Subordinated Discount Note (see Note 6), and six shares of Class B common stock. The shares became separately transferrable from the Notes in February 1995 and were valued at \$1.50 per share which represented the stock's estimated fair value at the date of issuance as determined by the Company.

Dividends

Immediately following the public debt offering in August 1994, the Company paid Tenet a dividend totaling \$81,652,000. The dividend comprised \$75,500,000 in cash and \$6,152,000 in the forgiveness of Tenet's intercompany balance due the Company.

1994 Stock Plan

In August 1994, the Company established the Total Renal Care Holdings, Inc. 1994 Equity Compensation Plan (the 1994 Stock Plan) which provides for awards of nonqualified stock options to purchase common stock and other rights to purchase shares of common stock to certain employees, directors and facility medical directors of the Company.

Under terms of the 1994 Stock Plan, options granted generally vest on the ninth anniversary of the date of grant, subject to accelerated vesting in the event the Company meets certain performance criteria.

Purchase rights to acquire 788,670 Class A common shares for \$1.50-\$6.00 per share have been awarded to certain employees under the 1994 Stock Plan, the majority of which were granted in connection with the change in control. All such rights were exercised and the Company received notes for the uncollected portion of the purchase proceeds. The notes bear interest at the lesser of the Bank of New York's prime rate or 8%, are full recourse to the employees, and are secured by the employees' stock. The notes are repayable four years from the date of issuance, subject to certain prepayment requirements. At December 31, 1995, the outstanding notes plus accrued interest totaled \$378,000.

During the year ended May 31, 1995, 886,667 of the options issued to purchase common stock were issued to the Company's President. These options originally vested 50% over four years and 50% in the same manner as other options granted under the 1994 Stock Plan.

In September 1995, the Board of Directors and stockholders agreed to accelerate the Company's President's vesting period and all of the options became 100% vested. Pursuant to this action, the Company's President exercised all of the stock options through issuance of a full recourse note of \$1,330,000 bearing interest at the lesser of prime or 8%. Additionally, the Company's President executed a full recourse note for \$1,379,000



TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

bearing interest at the lesser of prime or 8% per annum to meet his tax liability in connection with the stock option exercise. These notes are secured by other shares of company stock and mature in September 1999 or upon disposition of the common stock by the Company's President.

Activity with respect to the 1994 Stock Plan is as follows:

	SHARES AVAILABLE	OPTIONS OUTSTANDING	EXERCISE PRICE
Authorization of the plan.....	4,000,000		
Purchase rights granted.....	(761,000)		
Options granted.....	(1,718,334)	1,718,334	\$1.50
	-----	-----	
Balance at May 31, 1995.....	1,520,666	1,718,334	\$1.50
Purchase rights granted.....	(27,670)		
Options granted.....	(193,343)	193,343	\$1.50-\$26.88
Options exercised.....		(1,046,666)	\$1.50
	-----	-----	
Balance at December 31, 1995.....	1,299,653	865,011	\$1.50-\$26.88
	=====	=====	

As of December 31, 1995, 211,113 options were vested under the 1994 Stock Plan.

1995 Stock Plan

In November 1995, the Company established the Total Renal Care Holdings, Inc. 1995 Equity Incentive Plan (1995 Stock Plan) which provides awards of stock options and the issuance of common shares subject to certain restrictions to certain employees, directors and other individuals providing services to the Company. There are 1,000,000 common shares reserved for issuance under the 1995 Stock Plan. No shares or options have been issued as of December 31, 1995.

Stock Purchase Plan

In November 1995, the Company established the Total Renal Care Holdings, Inc. Employees Stock Purchase Plan (the Stock Purchase Plan) which entitles each employee to purchase up to \$25,000 of common stock during each calendar year. The amounts used to purchase stock are typically accumulated through payroll withholdings. The Stock Purchase Plan allows employees to purchase stock for the lesser of 100% of the fair market value on the first day of the purchase right period or 85% of the fair market value on the last day of the purchase right period. Except for the initial purchase right period which begins on November 3, 1995, the date of completion of the initial public offering, and will end on December 31, 1996, each purchase right period begins on January 1 or July 1, as selected by the employee and ends on December 31. At December 31, 1995, \$411,000 in payroll withholdings related to the Stock Purchase Plan was included in accrued employee compensation and benefits.

Stock issued outside of plans

In connection with the change in control, the Company awarded its President and Chief Operating Officer purchase rights to acquire 1,113,333 and 133,333 Class A common shares, respectively, at a purchase price of \$1.50 per share. These rights were awarded outside of the 1994 Stock Plan in connection with the respective employment agreements. All such rights were exercised and the Company received notes totaling \$995,000 for the uncollected portion of the purchase proceeds. The notes bear terms similar to those issued in connection with the 1994 Stock Plan.

New accounting pronouncement

In December 1995, the Financial Accounting Standards Board issued Statement of Financial Accounting Standards No. 123, Accounting for Stock-Based Compensation (SFAS 123). This pronouncement requires the

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

Company to elect to account for stock-based compensation on a fair value based model or an intrinsic value based model. The intrinsic value based model is currently used by the Company and is the accounting principle prescribed by Accounting Principles Board No. 25, Accounting for Stock Issued to Employees (APB 25). Under this model, compensation cost is the excess, if any, of the quoted market price of the stock at the date of grant or other measurement date over the amount an employee must pay to acquire the stock. The fair value based model prescribed by SFAS 123 would require the Company to value stock-based compensation using an accepted valuation model. Compensation cost would be measured at the grant date based on the value of the award and would be recognized over the service period which is usually the vesting period.

The Company has elected to continue to apply the provisions of APB 25 to their employee stock-based compensation plans. SFAS 123 requires disclosure in the footnotes of the pro forma impact on net income and earnings per share of the difference between compensation expense using the intrinsic value method and the fair value method. The adoption of SFAS 123 is required for the fiscal year ending December 31, 1996, and will not have an impact on the Company's financial position or results of operations.

9. MANDATORILY REDEEMABLE COMMON STOCK

Of the shares of common stock issued in connection with the acquisitions (Note 13), 1,215,000 included a put option to require the Company to repurchase the shares in May 2000 at stipulated amounts. The put options expired upon completion of the Company's initial public offering of common stock. As of May 31, 1995, 681,667 of these shares were outstanding and presented as mandatorily redeemable common stock on the consolidated balance sheet. All of these shares were converted into common stock during the seven months ended December 31, 1995.

10. TRANSACTIONS WITH RELATED PARTIES

Tenet

Prior to August 1994, the Company maintained an intercompany payable/receivable account with Tenet to fund operating cash requirements or to concentrate excess cash at Tenet for investment purposes. The Company was charged interest on balances payable to Tenet; however, interest was not earned on receivable balances. No interest was incurred during the years ended May 31, 1993, 1994 and 1995 and the seven months ended December 31, 1995.

The Company was charged an overhead allocation for services rendered on its behalf by Tenet. For the year ended May 31, 1993, Tenet charged the Company \$235,000 primarily based on an estimation of services directly provided to the Company and secondarily on a ratio of the Company's gross revenues to total Tenet consolidated gross revenues. For the year ended May 31, 1994, the charge of \$1,458,000 was based on a ratio of the Company's operating costs to total Tenet consolidated operating costs through February 28, 1994. There were no overhead costs charged after February 28, 1994. These amounts have been included in general and administrative expenses.

The Company also provides dialysis services to Tenet hospital patients under agreements with terms of one to three years. The contract terms are comparable to contracts with unrelated third parties. Included in the receivable from Tenet are amounts related to these services of \$385,000, \$401,000 and \$432,000 at May 31, 1994 and 1995 and December 31, 1995, respectively. Net operating revenues received from Tenet for these services were \$2,084,000, \$2,248,000, \$2,130,000 and \$1,332,000 for the years ended May 31, 1993, 1994 and 1995 and the seven months ended December 31, 1995, respectively.

Prior to October 1994, company employees were eligible to participate in the Tenet Retirement Savings Plan, a defined contribution retirement plan, covering substantially all full-time employees, whereby employees' contributions to the plan were matched by the Company up to certain limits. Defined contributions made by the Company for the years ended May 31, 1993, 1994 and 1995 amounted to \$376,000, \$411,000 and \$152,000, respectively.

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

Prior to December 1994, the Company was insured for employee health coverage and a substantial portion of workers' compensation through self-insurance programs administered by Tenet. Additionally, all professional and general liability risks were insured by a wholly owned subsidiary of Tenet. The Company has no liability for employee health coverage claims incurred prior to December 31, 1994 or workers' compensation claims prior to August 11, 1994. Insurance expense under these programs amounted to \$2,263,000, \$2,962,000 and \$1,409,000 for years ended May 31, 1993, 1994 and 1995, respectively.

DLJMB

An affiliate of DLJMB was the underwriter for the initial public offering of common stock, the public debt offering of units comprising Senior Subordinated Discount Notes and Class B common stock and DLJMB participated in the change in control transaction in which DLJMB and certain employees acquired 74% of the Company. Fees for these transactions were \$7,245,000, \$2,496,000 and \$1,160,000, respectively.

11. EMPLOYEE BENEFIT PLAN

The Company has a savings plan (the Plan) for substantially all employees, which has been established pursuant to the provisions of Section 401(k) of the Internal Revenue Code (IRC). The Plan provides for employees to contribute from 1% to 15% of their base annual salaries on a tax-deferred basis not to exceed IRC limitations. The Company, in its sole discretion, may make a contribution under the Plan each fiscal year as determined by the Board of Directors. This contribution will be allocated for the year ended May 31, 1995 to each participant not eligible for participation in the 1994 Stock Plan (Note 8) in proportion to the compensation paid during the year and the length of employment for each of the participants. For the year ended May 31, 1995 and the seven months ended December 31, 1995, the Company accrued contributions under the Plan in the amount of \$224,000 and \$268,000, respectively.

12. CONTINGENCIES

The Company is subject to various claims and lawsuits in the ordinary course of business. In the opinion of management, the ultimate resolution of these matters will not have a material adverse effect on the Company's financial condition, results of operations or cash flows.

13. ACQUISITIONS

Beginning in August 1994, the Company implemented an acquisition strategy which resulted in the acquisition of twenty-six facilities providing services to ESRD patients, three programs providing acute hospital in-patient dialysis services and one laboratory. In addition, during this period the Company developed six de novo facilities and entered into a management contract covering an additional facility.

The following is a summary of acquisitions activity:

	YEAR ENDED MAY 31, 1995	SEVEN MONTHS ENDED DECEMBER 31, 1995
Number of facilities.....	18	12
Number of common shares issued.....	297,464	742,820
Numbers of mandatorily redeemable shares issued....	681,667	
Number of common stock options issued.....		40,000
Estimated fair value of common shares issued.....	\$ 446,000	\$ 5,284,000
Estimated fair value of mandatorily redeemable shares issued.....	3,990,000	
Estimated fair value of common stock options issued.....		51,000
Payable to former owners of acquired facility.....		1,243,000
Cash paid.....	23,007,000	28,303,000
	-----	-----
Aggregate purchase price.....	\$27,443,000	\$34,881,000
	=====	=====

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

All of the acquisitions were accounted for as purchases and, accordingly, the assets and liabilities of the acquired entities were recorded at their estimated fair market values at the dates of acquisition. These initial allocations resulted in other intangible assets of approximately \$4,807,000 and \$8,063,000 and goodwill of approximately \$18,782,000 and \$24,700,000 during the year ended May 31, 1995 and the seven months ended December 31, 1995, respectively. The results of operations of the facilities and laboratory have been included in the Company's financial statements from their respective acquisition dates.

The Company committed to issue 35,000 shares of common stock and \$263,000 of cash in connection with an acquisition that closed during December 1995. The shares were not issued until February 1996 and, accordingly, are not reported as outstanding at December 31, 1995. A liability of \$1,243,000 for these shares and cash is reflected in other liabilities at December 31, 1995.

The following summary, prepared on a pro forma basis, combines the results of operations as if the acquisitions had been consummated as of the beginning of each of the periods presented, after including the impact of certain adjustments such as amortization of intangibles, interest expense on acquisition financing and income tax effects.

Pro forma net income per share also gives effect to the August 11, 1994 recapitalization transaction as if it had occurred on June 1, 1994 as further described in Note 1:

	YEAR ENDED MAY 31, 1995	SEVEN MONTHS ENDED DECEMBER 31, 1995 (UNAUDITED)
Net revenues.....	\$120,503,000	\$96,552,000
Net income before extraordinary items.....	4,685,000	5,624,000
Pro forma net income per share before extraordinary items.....	0.29	0.31

The unaudited pro forma results are not necessarily indicative of what actually would have occurred if the acquisitions had been completed prior to the beginning of the periods presented. In addition, they are not intended to be a projection of future results and do not reflect any of the synergies, additional revenue-generating services or direct facility operating expense reduction that might be achieved from combined operations.

During the period from January 1 to March 15, 1996, the Company entered into five agreements to acquire additional facilities which have either been consummated or which are expected to close imminently. The aggregate purchase price is \$71,100,000. The composition of the final purchase price is expected to be cash and proceeds from the Senior Credit Facility, however, a portion of the purchase price may consist of issuance of the Company's common stock.

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

14. SUPPLEMENTAL CASH FLOW INFORMATION

The table below provides supplemental cash flow information:

	YEAR ENDED MAY 31,			SEVEN MONTHS ENDED
	1993	1994	1995	DECEMBER 31, 1995
Cash paid for:				
Income taxes.....	\$4,175,000	\$4,821,000	\$4,112,000	\$ 957,000
Interest.....	143,000	32,000	256,000	1,063,000
Noncash investing and financing activities:				
Notes receivable for issuance of common stock.....			1,508,000	1,330,000
Dividend of Tenet intercompany receivable....			6,152,000	
Estimated value of stock and options issued in acquisitions.....			4,436,000	5,335,000
Fixed assets acquired under capital lease obligations...				1,483,000
Contribution to partnerships.				1,111,000

The Company has implemented a growth strategy which includes acquisitions. In conjunction with these acquisitions, the purchase price consisted of the following:

	YEAR ENDED MAY 31, 1995	SEVEN MONTHS ENDED DECEMBER 31, 1995
Fair value of assets acquired.....	\$ 30,434,000	\$ 39,561,000
Cash paid.....	(23,007,000)	(28,303,000)
Estimated value of common stock issued.....	(446,000)	(5,284,000)
Estimated value of mandatorily redeemable common stock issued.....	(3,990,000)	
Estimated value of common stock options issued..		(51,000)
Payable to former owners of acquired facilities.		(1,243,000)
Liabilities assumed.....	\$ 2,991,000	\$ 4,680,000

15. SELECTED QUARTERLY FINANCIAL DATA (UNAUDITED)

Summary unaudited quarterly financial data has been restated from the Company's filings on Form 10-Q to reflect the calendar quarters due to the change in fiscal year-end and is summarized as follows (in thousands, except per share amounts):

	MARCH 31, 1995	JUNE 30, 1995	SEPTEMBER 30, 1995	DECEMBER 31, 1995
Net operating revenues.....	\$25,469	\$30,732	\$37,415	\$41,335
Operating income.....	4,286	6,356	7,776	8,356
Income before extraordinary item.....	1,001	1,898	2,485	3,285
Net income (see Note 6).....	1,001	1,898	2,485	730
Income before extraordinary item per share.....	0.07	0.12	0.16	0.16
Net income per share.....	0.07	0.12	0.16	0.04

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

16. SUPPLEMENTAL CONDENSED CONSOLIDATING FINANCIAL INFORMATION

The following is summarized condensed consolidating financial information for the Company, segregating Guarantor Subsidiaries (Note 6) and Non-Guarantor Subsidiaries. In August 1994, five additional subsidiaries were included as Guarantor Subsidiaries under the revolving credit facility. The accompanying financial information in the "Guarantor Subsidiaries" column are those subsidiaries which were guarantors for that period. The guarantor subsidiaries are wholly-owned subsidiaries of the Company and guarantees are full, unconditional, and joint and several. Separate financial statements of the guarantor subsidiaries are not presented because management believes that these financial statements would not be material to investors.

BALANCE SHEETS

MAY 31, 1994

	TOTAL RENAL CARE HOLDINGS, INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATING ADJUSTMENTS	CONSOLIDATED TOTAL
Current assets					
Accounts receivable....		\$ 6,558,000	\$ 6,980,000		\$13,538,000
Receivable from NME....		9,427,000			9,427,000
Other current assets...		1,152,000	2,983,000		4,135,000
Total current assets.		17,137,000	9,963,000		27,100,000
Property and equipment, net.....		8,681,000	5,447,000		14,128,000
Investments in subsidiaries.....	\$34,733,000	26,889,000		\$(61,622,000) (a)	
Advances to parent.....			18,603,000	(18,603,000) (b)	
Other assets, net.....		1,723,000	670,000		2,393,000
	\$34,733,000	\$54,430,000	\$34,683,000	\$(80,225,000)	\$43,621,000
Current liabilities....		\$ 483,000	\$ 6,553,000		\$ 7,036,000
Payable to subsidiaries.		18,603,000		\$(18,603,000) (b)	
Long-term obligations...		611,000	187,000		798,000
Minority interests.....				1,054,000 (a)	1,054,000
Stockholders' equity....	\$34,733,000	34,733,000	27,943,000	(62,676,000) (a)	34,733,000
	\$34,733,000	\$54,430,000	\$34,683,000	\$(80,225,000)	\$43,621,000

MAY 31, 1995

	TOTAL RENAL CARE HOLDINGS, INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATING ADJUSTMENTS	CONSOLIDATED TOTAL
Current assets					
Accounts receivable....	\$ 291,000	\$19,660,000	\$3,701,000		\$ 23,652,000
Receivable from Tenet..		401,000			401,000
Other current assets...	89,000	3,844,000	1,820,000		5,753,000
Total current assets.	380,000	23,905,000	5,521,000		29,806,000
Property and equipment, net.....	326,000	14,999,000	2,726,000		18,051,000
Investments in subsidiaries.....	35,970,000	1,512,000		\$(37,482,000) (a)	
Advance to subsidiaries.	10,815,000			(10,815,000) (b)	
Other assets, net.....	3,287,000	26,188,000	226,000		29,701,000
	\$ 50,778,000	\$66,604,000	\$8,473,000	\$(48,297,000)	\$ 77,558,000
Current liabilities....	\$ 326,000	\$12,321,000	\$2,188,000		\$ 14,835,000
Payable to parent.....		7,316,000	3,499,000	\$(10,815,000) (b)	
Long-term obligations...	77,341,000	10,997,000			88,338,000
Minority interests.....				1,274,000 (a)	1,274,000
Mandatorily redeemable common stock.....	3,990,000				3,990,000
Stockholders' equity (deficit).....	(30,879,000)	35,970,000	2,786,000	(38,756,000) (a)	(30,879,000)
	\$ 50,778,000	\$66,604,000	\$8,473,000	\$(48,297,000)	\$ 77,558,000



TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

DECEMBER 31, 1995

	TOTAL RENAL CARE HOLDINGS, INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATING ADJUSTMENTS	CONSOLIDATED TOTAL
Current assets					
Accounts receivable....	\$ 212,000	\$ 33,974,000	\$ 5,828,000		\$ 40,014,000
Receivable from Tenet..		432,000			432,000
Other current assets...	30,235,000	2,587,000	2,226,000		35,048,000
Total current assets.	30,447,000	36,993,000	8,054,000		75,494,000
Property and equipment, net.....	625,000	19,882,000	4,998,000		25,505,000
Deposits and other.....	5,000	868,000	12,000		885,000
Investments in subsidiaries.....	43,151,000	3,429,000		\$ (46,580,000) (a)	
Advances to subsidiaries.....	59,429,000			(59,429,000) (b)	
Other assets, net.....	3,486,000	56,809,000	1,819,000		62,114,000
	<u>\$137,143,000</u>	<u>\$117,981,000</u>	<u>\$14,883,000</u>	<u>\$(106,009,000)</u>	<u>\$163,998,000</u>
Current liabilities.....					
Payable to parent.....	\$ 519,000	\$ 16,848,000	\$ 3,436,000		\$ 20,803,000
Long-term obligations...		54,886,000	4,543,000	\$ (59,429,000) (b)	
Minority interests.....	53,820,000	3,096,000	132,000		57,048,000
Stockholders' equity....	82,804,000	43,151,000	6,772,000	3,343,000 (a) (49,923,000) (a)	3,343,000 82,804,000
	<u>\$137,143,000</u>	<u>\$117,981,000</u>	<u>\$14,883,000</u>	<u>\$(106,009,000)</u>	<u>\$163,998,000</u>

JUNE 30, 1996 (UNAUDITED)

	TOTAL RENAL CARE HOLDINGS, INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATING ADJUSTMENTS	CONSOLIDATED TOTAL
Current assets					
Accounts receivable....	\$ 744,000	\$ 72,565,000	\$ 9,066,000		\$ 82,375,000
Receivable from Tenet..		390,000			390,000
Other current assets...	37,769,000	7,474,000	3,411,000		48,654,000
Total current assets.	38,513,000	80,429,000	12,477,000		131,419,000
Property and equipment, net.....	870,000	35,788,000	7,798,000		44,456,000
Deposits and other.....	5,000	862,000	20,000		887,000
Investments in subsidiaries.....	51,485,000	4,992,000		\$ (56,477,000) (a)	
Advances to subsidiaries.....	166,514,000			(166,514,000) (b)	
Other assets, net.....	4,067,000	108,239,000	1,978,000		114,284,000
	<u>\$261,454,000</u>	<u>\$230,310,000</u>	<u>\$22,273,000</u>	<u>\$(222,991,000)</u>	<u>\$291,046,000</u>
Current liabilities.....					
Payable to parent.....	\$ 891,000	\$ 15,595,000	\$ 6,880,000		\$ 23,366,000
Long-term obligations...		160,944,000	5,570,000	\$ (166,514,000) (b)	
Deferred income tax....	57,048,000	1,763,000	290,000		59,101,000
Minority interests.....		523,000			523,000
Stockholders' equity....	203,515,000	51,485,000	9,533,000	4,541,000 (a) (61,018,000) (a)	4,541,000 203,515,000
	<u>\$261,454,000</u>	<u>\$230,310,000</u>	<u>\$22,273,000</u>	<u>\$(222,991,000)</u>	<u>\$291,046,000</u>



TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)  
STATEMENTS OF INCOME

YEAR ENDED MAY 31, 1993

	TOTAL RENAL CARE HOLDINGS, INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATING ADJUSTMENTS	CONSOLIDATED TOTAL
Net operating revenues..	\$ --	\$39,604,000	\$31,972,000		\$71,576,000
Operating expenses.....		33,791,000	26,425,000		60,216,000
Operating income.....	--	5,813,000	5,547,000		11,360,000
Interest expense.....			9,000		9,000
Income taxes.....		2,141,000	1,988,000		4,129,000
Equity in earnings of subsidiaries.....		2,775,000		\$(2,775,000) (a)	
Minority interests.....				(775,000) (b)	775,000
Net income.....	\$ --	\$ 6,447,000	\$ 3,550,000	\$(3,550,000)	\$ 6,447,000

YEAR ENDED MAY 31, 1994

	TOTAL RENAL CARE HOLDINGS, INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATING ADJUSTMENTS	CONSOLIDATED TOTAL
Net operating revenues..		\$43,707,000	\$36,763,000		\$80,470,000
Operating expenses.....		39,850,000	29,737,000		69,587,000
Operating income.....		3,857,000	7,026,000		10,883,000
Interest expense.....			13,000		13,000
Income taxes.....		1,632,000	2,474,000		4,106,000
Equity in earnings of subsidiaries.....	\$5,718,000	3,493,000		\$(9,211,000) (a)	
Minority interests.....				(1,046,000) (b)	1,046,000
Net income.....	\$5,718,000	\$ 5,718,000	\$ 4,539,000	\$(10,257,000)	\$ 5,718,000

YEAR ENDED MAY 31, 1995

	TOTAL RENAL CARE HOLDINGS, INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATING ADJUSTMENTS	CONSOLIDATED TOTAL
Net operating revenues..	\$ 453,000	\$76,894,000	\$21,621,000		\$98,968,000
Operating expenses.....	(2,270,000)	67,537,000	16,542,000		81,809,000
Operating income.....	2,723,000	9,357,000	5,079,000		17,159,000
Interest expense.....	6,947,000	255,000	1,000		7,203,000
Income taxes.....	(1,687,000)	3,740,000	1,458,000		3,511,000
Equity in earnings of subsidiaries.....	7,389,000	2,027,000		\$(9,416,000) (a)	
Minority interests.....				(1,593,000) (b)	1,593,000
Net income.....	\$ 4,852,000	\$ 7,389,000	\$ 3,620,000	\$(11,009,000)	\$ 4,852,000

SEVEN MONTHS ENDED DECEMBER 31, 1995

	TOTAL RENAL CARE HOLDINGS, INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATING ADJUSTMENTS	CONSOLIDATED TOTAL
Net operating revenues..	\$ 612,000	\$67,815,000	\$21,284,000		\$89,711,000
Operating expenses.....	(2,823,000)	58,313,000	15,755,000		71,245,000
Operating income.....	3,435,000	9,502,000	5,529,000		18,466,000
Interest expense.....	4,623,000	992,000	(31,000)		5,584,000
Income taxes.....	(475,000)	3,532,000	1,574,000		4,631,000
Equity in earnings of					

subsidiaries.....	7,180,000	2,202,000		\$ (9,382,000) (a)	
Minority interests.....				(1,784,000) (b)	1,784,000
	-----	-----	-----	-----	-----
Income before extraordinary item.....	6,467,000	7,180,000	3,986,000	(11,166,000)	6,467,000
Extraordinary item.....	2,555,000				2,555,000
	-----	-----	-----	-----	-----
Net income.....	\$ 3,912,000	\$ 7,180,000	\$ 3,986,000	\$(11,166,000)	\$ 3,912,000
	=====	=====	=====	=====	=====

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

(Table continued from previous page)

SIX MONTHS ENDED JUNE 30, 1995 (UNAUDITED)

	TOTAL RENAL CARE HOLDINGS, INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATING ADJUSTMENTS	CONSOLIDATED TOTAL
Net operating revenues..	\$ 429,000	\$43,646,000	\$12,018,000		\$56,093,000
Operating expenses.....	(2,827,000)	39,433,000	8,953,000		45,559,000
Operating income.....	3,256,000	4,213,000	3,065,000		10,534,000
Interest expense, net...	4,328,000	247,000	(28,000)		4,547,000
Income taxes.....	(428,000)	1,630,000	876,000		2,078,000
Equity in income of subsidiaries.....	3,543,000	1,207,000		\$(4,750,000) (a)	
Minority interests.....				(1,010,000) (b)	1,010,000
Net income.....	\$ 2,899,000	\$ 3,543,000	\$ 2,217,000	\$(5,760,000)	\$ 2,899,000

SIX MONTHS ENDED JUNE 30, 1996 (UNAUDITED)

	TOTAL RENAL CARE HOLDINGS, INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATING ADJUSTMENTS	CONSOLIDATED TOTAL
Net operating revenues..	\$ 780,000	\$92,017,000	\$22,023,000		\$114,820,000
Operating expenses.....	(4,096,000)	79,901,000	17,908,000		93,713,000
Operating income.....	4,876,000	12,116,000	4,115,000		21,107,000
Interest expense, net...	2,081,000	126,000	330,000		2,537,000
Income taxes.....	1,127,000	5,000,000	1,024,000		7,151,000
Equity in income of subsidiaries.....	8,334,000	1,344,000		\$(9,678,000) (a)	
Minority interests.....				(1,417,000) (b)	1,417,000
Net income.....	\$10,002,000	\$ 8,334,000	\$ 2,761,000	\$(11,095,000)	\$ 10,002,000

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)  
STATEMENTS OF CASH FLOWS

YEAR ENDED MAY 31, 1993

	TOTAL RENAL CARE HOLDINGS, INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATING ADJUSTMENTS	CONSOLIDATED TOTAL
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES					
Net income.....	\$ --	\$ 6,447,000	\$ 3,550,000	\$(3,550,000) (a)	\$ 6,447,000
Adjustments to net income:					
Depreciation and amortization.....		1,813,000	1,621,000		3,434,000
Provision for doubtful accounts...		1,310,000	740,000		2,050,000
Equity in earnings of subsidiaries.....		(2,775,000)		2,775,000 (a)	
Other items.....		(3,770,000)	(866,000)	775,000 (a) (467,000) (b)	(4,328,000)
Net cash provided by operating activities.....	--	3,025,000	5,045,000	(467,000)	7,603,000
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchases of property and equipment.....		(3,213,000)	(927,000)		(4,140,000)
Other items.....		5,000	541,000		546,000
Net cash used in investing activities.....	--	(3,208,000)	(386,000)	--	(3,594,000)
CASH FLOWS FROM FINANCING ACTIVITIES					
Advances to Tenet....		(4,330,000)			(4,330,000)
Advances to parent....			(4,048,000)	4,048,000 (c)	
Payable to subsidiaries.....		4,048,000		(4,048,000) (c)	
Other items.....			(649,000)		(649,000)
Net cash used in financing activities.....	--	(282,000)	(4,697,000)	--	(4,979,000)
Net decrease in cash...		(465,000)	(38,000)	(467,000)	(970,000)
Cash at beginning of year.....		465,000	718,000		1,183,000
Cash at end of year....	\$ --	\$ --	\$ 680,000	\$ (467,000) (b)	\$ 213,000

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

(Table continued from previous page)

YEAR ENDED MAY 31, 1994

	TOTAL RENAL CARE HOLDINGS, INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATING ADJUSTMENTS	CONSOLIDATED TOTAL
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES					
Net income.....	\$ 5,718,000	\$ 5,718,000	\$ 4,539,000	\$(10,257,000) (a)	\$ 5,718,000
Adjustments to net income:					
Depreciation and amortization.....		2,076,000	1,676,000		3,752,000
Provision for doubtful accounts...		1,302,000	248,000		1,550,000
Equity in earnings of subsidiaries.....	(5,718,000)	(3,493,000)		9,211,000 (a)	
Other items.....		(1,534,000)	1,413,000	1,046,000 (a) 467,000 (b) (350,000) (b)	1,042,000
Net cash provided by operating activities.....	--	4,069,000	7,876,000	117,000	12,062,000
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchases of property and equipment.....		(2,877,000)	(1,503,000)		(4,380,000)
Other items.....		(114,000)	130,000		16,000
Net cash used in investing activities.....	--	(2,991,000)	(1,373,000)	--	(4,364,000)
CASH FLOWS FROM FINANCING ACTIVITIES					
Advances to Tenet....		(5,604,000)			(5,604,000)
Advances to parent....			(4,526,000)	4,526,000 (c)	
Advances from subsidiaries.....		4,526,000		(4,526,000) (c)	
Other items.....			(858,000)		(858,000)
Net cash used in financing activities.....	--	(1,078,000)	(5,384,000)	--	(6,462,000)
Net increase in cash...			1,119,000	117,000	1,236,000
Cash at beginning of year.....			680,000	(467,000) (b)	213,000
Cash at end of year....	\$ --	\$ --	\$ 1,799,000	\$ (350,000) (b)	\$ 1,449,000

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

(Table continued from previous page)

YEAR ENDED MAY 31, 1995

	TOTAL RENAL CARE HOLDINGS, INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATING ADJUSTMENTS	CONSOLIDATED TOTAL
CASH FLOWS PROVIDED BY OPERATING ACTIVITIES					
Net income.....	\$ 4,852,000	\$ 7,389,000	\$ 3,620,000	\$(11,009,000)	\$ 4,852,000
Adjustments to net income:					
Depreciation and amortization.....	289,000	3,517,000	934,000		4,740,000
Provision for doubtful accounts...		2,089,000	282,000		2,371,000
Equity in earnings of subsidiaries.....	(7,389,000)	(2,027,000)		9,416,000 (a)	
Noncash interest.....	6,947,000				6,947,000
Other items.....	(57,000)	(3,221,000)	(2,156,000)	1,593,000	(3,841,000)
Net cash provided by operating activities.....	4,642,000	7,747,000	2,680,000	--	15,069,000
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchases of property and equipment.....	(337,000)	(3,109,000)	(389,000)		(3,835,000)
Cash paid for acquisitions.....		(22,476,000)			(22,476,000)
Other items.....	(7,000)	(292,000)	3,000		(296,000)
Net cash used in investing activities.....	(344,000)	(25,877,000)	(386,000)	--	(26,607,000)
CASH FLOWS FROM FINANCING ACTIVITIES					
Advances from Tenet...		2,874,000			2,874,000
Intercompany advances.	(6,379,000)	2,880,000	3,499,000		
Net proceeds from debt offering.....	66,841,000				66,841,000
Net proceeds from bank credit facility.....		9,253,000			9,253,000
Net proceeds from issuance of common stock.....	10,742,000				10,742,000
Cash dividends to Tenet.....	(75,500,000)				(75,500,000)
Non-guarantor distributions.....		4,359,000	(6,067,000)		(1,708,000)
Principal payments on long-term obligations.....		(351,000)	(16,000)		(367,000)
Net cash (used in) provided by financing activities.....	(4,296,000)	19,015,000	(2,584,000)	--	12,135,000
Net increase (decrease) in cash.....	2,000	885,000	(290,000)		597,000
Cash at beginning of year.....		(312,000)	1,761,000		1,449,000
Cash at end of year....	\$ 2,000	\$ 573,000	\$ 1,471,000	\$ --	\$ 2,046,000

## TOTAL RENAL CARE HOLDINGS, INC.

## NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

(Table continued from previous page)

	SEVEN MONTHS ENDED DECEMBER 31, 1995				
	TOTAL RENAL CARE HOLDINGS, INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATING ADJUSTMENTS	CONSOLIDATED TOTAL
CASH FLOWS PROVIDED BY (USED IN) OPERATING ACTIVITIES					
Net income.....	\$ 3,912,000	\$ 7,180,000	\$3,986,000	\$(11,166,000)	\$ 3,912,000
Adjustments to net income:					
Depreciation and amortization.....	236,000	3,653,000	494,000		4,383,000
Extraordinary item...	4,258,000				4,258,000
Provision for doubtful accounts...		1,301,000	510,000		1,811,000
Equity in earnings of subsidiaries.....	(7,180,000)	(2,202,000)		9,382,000	
Noncash interest....	5,228,000				5,228,000
Other items.....	(125,000)	(13,568,000)	(1,406,000)	1,784,000	(13,315,000)
Net cash provided by (used in) operating activities.....	6,329,000	(3,636,000)	3,584,000	--	6,277,000
CASH FLOWS FROM INVESTING ACTIVITIES					
Purchase of property and equipment.....	(366,000)	(1,811,000)	(1,571,000)		(3,748,000)
Cash paid for acquisitions.....		(28,303,000)			(28,303,000)
Issuance of long-term note receivable.....	(1,379,000)				(1,379,000)
Investment in affiliate.....		(972,000)			(972,000)
Other items.....	(76,000)	(852,000)	200,000		(728,000)
Net cash used in investing activities.....	(1,821,000)	(31,938,000)	(1,371,000)	--	(35,130,000)
CASH FLOWS FROM FINANCING ACTIVITIES					
Intercompany advances.	(43,390,000)	42,346,000	1,044,000		
Cash paid to retire debt.....	(31,912,000)				(31,912,000)
Payment of bank credit facility, net.....		(10,284,000)			(10,284,000)
Net proceeds from issuance of common stock.....	98,941,000				98,941,000
Income tax benefit related to stock options exercised....	1,792,000				1,792,000
Distributions to minority interest....		2,100,000	(3,202,000)		(1,102,000)
Cash received on notes receivable from shareholders.....	175,000				175,000
Other items.....		(843,000)	221,000		(622,000)
Net cash provided by (used in) financing activities.....	25,606,000	33,319,000	(1,937,000)	--	56,988,000
Net increase (decrease) in cash.....	30,114,000	(2,255,000)	276,000		28,135,000
Cash at beginning of year.....	2,000	573,000	1,471,000		2,046,000
Cash at end of year....	\$30,116,000	\$(1,682,000)	\$1,747,000	\$ --	\$30,181,000

TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

(Table continued from previous page)

	SIX MONTHS ENDED JUNE 30, 1995 (UNAUDITED)				
	TOTAL RENAL CARE HOLDINGS, INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATING ADJUSTMENTS	CONSOLIDATED TOTAL
CASH FLOWS FROM OPERATING ACTIVITIES:					
Net income.....	\$ 2,899,000	\$ 3,543,000	\$ 2,217,000	\$(5,760,000) (a)	\$ 2,899,000
Adjustments to net income:					
Depreciation and amortization.....	178,000	2,079,000	416,000		2,673,000
Noncash interest.....	4,420,000				4,420,000
Provision for doubtful accounts...		1,249,000	17,000		1,266,000
Equity in earnings of subsidiaries.....	(3,543,000)	(1,207,000)		4,750,000 (a)	
Other.....	119,000	(5,320,000)	(916,000)	1,010,000 (a)	(5,107,000)
Net cash provided by operating activities.....	4,073,000	344,000	1,734,000	--	6,151,000
CASH FLOWS FROM INVESTING ACTIVITIES:					
Purchases of property and equipment.....	(219,000)	(1,887,000)	(1,630,000)		(3,736,000)
Cash paid for acquisitions, net of cash acquired.....		(16,753,000)			(16,753,000)
Additions to intangible assets....	(54,000)	(307,000)	(2,000)		(363,000)
Other.....		289,000	247,000		536,000
Net cash used in investing activities.....	(273,000)	(18,658,000)	(1,385,000)	--	(20,316,000)
CASH FLOWS FROM FINANCING ACTIVITIES:					
Intercompany advances.	(3,603,000)	1,230,000	2,373,000		
Proceeds from bank credit facility.....		17,800,000			17,800,000
Payments on bank credit facility.....		(4,000,000)			(4,000,000)
Net proceeds from sale of common stock.....	54,000				54,000
Distributions to minority interests...		2,791,000	(3,924,000)		(1,133,000)
Other.....	(249,000)	(367,000)	(5,000)		(621,000)
Net cash provided (used) by financing activities.....	(3,798,000)	17,454,000	(1,556,000)	--	12,100,000
Net increase (decrease) in cash.....	2,000	(860,000)	(1,207,000)		(2,065,000)
Cash at beginning of period.....		3,852,000	3,079,000		6,931,000
Cash at end of period..	\$ 2,000	\$ 2,992,000	\$ 1,872,000	--	\$ 4,866,000



TOTAL RENAL CARE HOLDINGS, INC.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS--(CONTINUED)

(Table continued from previous page)

	SIX MONTHS ENDED JUNE 30, 1996 (UNAUDITED)				
	TOTAL RENAL CARE HOLDINGS, INC.	GUARANTOR SUBSIDIARIES	NON-GUARANTOR SUBSIDIARIES	CONSOLIDATING ADJUSTMENTS	CONSOLIDATED TOTAL
<b>CASH FLOWS FROM OPERATING ACTIVITIES:</b>					
Net income.....	\$ 10,002,000	\$ 8,334,000	\$ 2,761,000	\$(11,095,000) (a)	\$ 10,002,000
Adjustments to net income:					
Depreciation and amortization.....	172,000	5,324,000	536,000		6,032,000
Noncash interest.....	3,228,000				3,228,000
Provision for doubtful accounts...		1,816,000	517,000		2,333,000
Equity in earnings of subsidiaries.....	(8,334,000)	(1,344,000)		9,678,000 (a)	
Other.....	(349,000)	(32,748,000)	1,911,000	1,417,000 (a)	(29,769,000)
Net cash provided (used) by operating activities.....	4,719,000	(18,618,000)	5,725,000	--	(8,174,000)
<b>CASH FLOWS FROM INVESTING ACTIVITIES:</b>					
Purchases of property and equipment.....	(301,000)	(8,071,000)	(3,461,000)		(11,833,000)
Cash paid for acquisitions, net of cash acquired.....		(77,867,000)			(77,867,000)
Additions to intangible assets....	(467,000)	(1,346,000)	(153,000)		(1,966,000)
Other.....	(232,000)	110,000	274,000		152,000
Net cash used in investing activities.....	(1,000,000)	(87,174,000)	(3,340,000)	--	(91,514,000)
<b>CASH FLOWS FROM FINANCING ACTIVITIES:</b>					
Intercompany advances.	(107,085,000)	106,058,000	1,027,000		
Proceeds from bank credit facility.....		51,000,000			51,000,000
Payments on bank credit facility.....		(51,000,000)			(51,000,000)
Net proceeds from sale of common stock.....	110,051,000				110,051,000
Distributions to minority interests...		1,687,000	(2,434,000)		(747,000)
Other.....	753,000	(204,000)	(377,000)		172,000
Net cash provided (used) by financing activities.....	3,719,000	107,541,000	(1,784,000)	--	109,476,000
Net increase in cash... Cash (overdraft) at beginning of period...	7,438,000	1,749,000	601,000		9,788,000
Cash at end of period..	\$ 37,554,000	\$ 67,000	\$ 2,348,000	--	\$ 39,969,000

Investments in subsidiaries in the foregoing condensed consolidating financial statements are accounted for under the equity method of accounting.

Consolidating adjustments to the condensed consolidating balance sheet include the following:

- (a) Elimination of investments in subsidiaries and recording of minority interest
- (b) Elimination of intercompany accounts

Consolidating adjustments to the condensed consolidating statements of income include the following:

- (a) Elimination of equity in earnings of subsidiaries

(b) Recognition of minority interests in income of consolidated subsidiaries

Consolidating adjustments to the condensed consolidating statements of cash flows include the following:

- (a) Elimination of equity in earnings of subsidiaries and recognition of minority interests in income of consolidated subsidiaries
- (b) Reclassification of bank overdrafts
- (c) Elimination of intercompany accounts

17. SUBSEQUENT EVENTS (UNAUDITED)

A. Effective March 1, 1996, the Company purchased substantially all of the assets and assumed certain specified liabilities of the Nephrology Services Business of Caremark International, Inc. (the "Caremark Acquisition") and two centers located in South Carolina for each consideration of \$49 million and \$8.2 million, respectively.

The transactions were recorded under the purchase method of accounting and the results of operations from March 1, 1996 have been recognized in the accompanying financial statements. Goodwill of \$21.5 million and \$5.9 million, respectively, was recorded in connection with these transactions and will be amortized over their estimated lives in accordance with the Company's existing accounting policies.

During the quarter ended June 30, 1996, the Company purchased substantially all of the assets and assumed certain specified liabilities of two unrelated centers in Maryland for cash consideration of \$8.0 million and \$2.9 million, respectively. Goodwill of \$5.8 million and \$2.6 million was recorded in connection with these transactions in accordance with the Company's existing accounting policies.

During the period January 1, 1996 through June 30, 1996, the Company also purchased selected net assets of an existing dialysis company for \$6.4 million and two existing dialysis companies for \$2.6 million and contributed those assets during the formation of three unrelated general partnerships. Aggregate goodwill associated with these transactions was \$7.3 million.

The Company entered into two management agreements with two additional unaffiliated centers, one in each of the quarters ended June 30, 1996 and March 31, 1996, respectively.

The results of operations on a pro forma basis as though the above acquisitions had been combined with the Company at the beginning of each period presented for the six months ended June 30, are as follows:

	1995	1996
	-----	-----
Pro forma net operating revenues.....	\$75,630,000	\$127,800,000
	=====	=====
Pro forma net income.....	\$ 2,355,000	\$ 9,755,000
	=====	=====
Pro forma earnings per share.....	\$ 0.14	\$ 0.39
	=====	=====

B. On April 3, 1996, the Company completed an equity offering of 8,050,000 shares of common stock, 3,500,000 of which were sold for the Company's account and 4,550,000 of which were sold by certain of the Company's stockholders. The net proceeds to the Company of \$110.1 million were used to repay borrowings incurred under the Company's senior credit facility in connection with the Caremark Acquisition or were invested in short-term, investment grade instruments to be used for future acquisitions, de novo developments, routine capital expenditures, and other general corporate purposes.

C. Effective October 17, 1996, the Company refinanced its prior bank credit facility with the senior credit facility which permits borrowings of up to \$400,000,000 (the "Senior Credit Facility"). Under the Senior Credit Facility, up to \$50,000,000 may be used in connection with letters of credit, and up to \$15,000,000 in short-term funds may be borrowed the same day notice is given to the banks under a "Swing Line" facility. In general, borrowings under the Senior Credit Facility bear interest at one of two floating rates selected by the Company: (i) the Alternate Base Rate (defined as the higher of The Bank of New York's prime rate or the federal funds rate plus 0.5%); and (ii) Adjusted LIBOR (defined as the 30-, 60-, 90- or 180-day London Interbank Offered Rate, adjusted for statutory reserves) plus a margin that ranges from 0.45% to 1.25% depending on the Company's leverage ratio. Swing Line borrowings bear interest at either a rate negotiated by the Company and the banks at the time of borrowing or, if no rate is negotiated and agreed, the Alternate Base Rate. Maximum borrowings under the Senior Credit Facility will be reduced by

\$50,000,000 on September 30, 2000, \$75,000,000 on September 30, 2001, and another \$75,000,000 on September 30, 2002, and the Senior Credit Facility terminates on September 30, 2003. The Senior Credit Facility contains financial and operating covenants including, among other things, requirements that the Company maintain certain financial ratios and satisfy certain financial tests, and imposes limitations on the Company's ability to make capital expenditures, to incur other indebtedness and to pay dividends. As of the date hereof, the Company is in compliance with all such covenants.

- D. In July and September 1996, the Company irrevocably purchased and subsequently retired its remaining outstanding Discount Notes for \$68.4 million. Including the writedown of related bond issuance costs of \$1.9 million, the Company will recognize an extraordinary loss, net of taxes, of approximately \$7.7 million, in the quarter ending September 30, 1996.
- E. Subsequent to June 30, 1996, the Company completed acquisitions of eleven facilities for consideration of \$46.8 million, of which \$45.0 million was paid in cash and the remainder in the issuance of common stock.

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 NO DEALER, SALESPERSON OR OTHER PERSON HAS BEEN AUTHORIZED TO GIVE ANY INFORMATION OR TO MAKE ANY REPRESENTATION OTHER THAN THOSE CONTAINED IN THIS PROSPECTUS AND, IF GIVEN OR MADE, SUCH INFORMATION OR REPRESENTATIONS MUST NOT BE RELIED UPON AS HAVING BEEN AUTHORIZED BY THE COMPANY, ANY SELLING STOCKHOLDER OR ANY UNDERWRITER. THIS PROSPECTUS DOES NOT CONSTITUTE AN OFFER TO SELL OR A SOLICITATION OF AN OFFER TO BUY ANY SECURITIES OTHER THAN THE SECURITIES TO WHICH IT RELATES, NOR DOES IT CONSTITUTE AN OFFER TO SELL OR THE SOLICITATION OF AN OFFER TO BUY ANY OF THE SECURITIES OFFERED HEREBY IN ANY JURISDICTION IN WHICH SUCH OFFER OR SOLICITATION IS NOT AUTHORIZED, OR IN WHICH THE PERSON MAKING SUCH OFFER OR SOLICITATION IS NOT QUALIFIED TO DO SO, OR TO ANY PERSON TO WHOM IT IS UNLAWFUL TO MAKE SUCH OFFER OR SOLICITATION. NEITHER THE DELIVERY OF THIS PROSPECTUS NOR ANY SALE MADE HEREUNDER SHALL, UNDER ANY CIRCUMSTANCES, CREATE ANY IMPLICATION THAT THE INFORMATION CONTAINED HEREIN IS CORRECT AS OF ANY TIME SUBSEQUENT TO THE DATE HEREOF OR THAT THERE HAS BEEN NO CHANGE IN THE AFFAIRS OF THE COMPANY SINCE THE DATE HEREOF.

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 TABLE OF CONTENTS

	PAGE
	----
Prospectus Summary.....	3
Risk Factors.....	7
Recent Facility Network Expansion.....	12
Use of Proceeds.....	14
Price Range of Common Stock.....	14
Dividend Policy.....	14
Capitalization.....	15
Selected Financial and Operating Data.....	16
Management's Discussion and Analysis of Financial Condition and Results of Operations.....	18
Business.....	27
Management.....	46
Principal and Selling Stockholders.....	48
Certain Relationships and Related Transactions.....	51
Description of Capital Stock.....	53
Underwriting.....	54
Legal Matters.....	55
Experts.....	55
Available Information.....	56
Documents Incorporated by Reference.....	57
Index to Financial Statements.....	F-1

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 -----  
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 -----  
 3,000,000 SHARES

[LOGO OF TOTAL RENAL CARE HOLDINGS, INC.]

TOTAL RENAL CARE  
 HOLDINGS, INC.

COMMON STOCK

-----  
 PROSPECTUS  
 -----

DONALDSON, LUFKIN & JENRETTE  
 SECURITIES CORPORATION  
 MERRILL LYNCH & CO.  
 UBS SECURITIES

, 1996  
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PART II

INFORMATION NOT REQUIRED IN PROSPECTUS

ITEM 14. OTHER EXPENSES OF ISSUANCE AND DISTRIBUTION.

The following is a statement of estimated expenses to be paid by the Registrant in connection with the issuance and distribution of the securities being registered.

SEC registration fee.....	\$ 47,307
NASD filing fee.....	16,112
NYSE listing fee.....	25,000
Printing and engraving.....	175,000
Legal fees.....	150,000
Accountants' fees.....	75,000
Transfer Agent's fee.....	5,000
Blue Sky qualification fees and expenses.....	5,000
Miscellaneous.....	1,581
	-----
Total.....	\$500,000
	=====

ITEM 15. INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 145 of the Delaware Corporation Law provides that a Delaware corporation may indemnify any person against expenses, judgments, fines and settlements actually and reasonably incurred by any such person in connection with a threatened, pending or completed action, suit or proceeding in which he is involved by reason of the fact that he is or was director, officer, employee or agent of such corporation, provided that (i) he acted in good faith and in a manner reasonably believed to be in or not opposed to the best interests of the corporation and (ii) with respect to any criminal action or proceeding, he had no reasonable cause to believe his conduct was unlawful. If the action or suit is by or in the name of the corporation, the corporation may indemnify any such person against expense actually and reasonably incurred by him in connection with the defense or settlement of such action or suit if he acted in good faith and in a manner he reasonably believed to be in or not opposed to the best interests of the corporation, except that no indemnification may be made in respect to any claim, issue or matter as to which such person shall have been adjudged to be liable to the corporation for negligence or misconduct in the performance of his duty to the corporation, unless and only to the extent that the Delaware Court of Chancery or the court in which the action or suit is brought determines upon application that, despite the adjudication of liability but in view of all of the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expense as the court deems proper.

Article XI, Section 1 of the Company's By-Laws provides for indemnification of its directors and officers to the fullest extent permitted by the Delaware Corporation Law. In accordance with the Delaware Corporation Law, the Company's Certificate of Incorporation, as amended, limits the personal liability of its directors for violations of their fiduciary duty. The Certificate of Incorporation eliminates each director's liability to the Company or its stockholders for monetary damages except (i) for any breach of the director's duty of loyalty to the Company or its stockholders, (ii) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law, (iii) under the section of the Delaware law providing for liability of directors for unlawful payment of dividends or unlawful stock purchases or redemptions, or (iv) for any transaction from which a director derived any improper personal benefit. The effect of this provision is to eliminate the personal liability of directors for monetary damages for actions involving a breach of their fiduciary duty of care, including any such actions involving gross negligence. This provision will not, however, limit in any way the liability of directors for violations of the Federal securities laws. The Company has entered into indemnification agreements with each of its directors and officers to indemnify them to the maximum extent permitted by Delaware law.

The form of Underwriting Agreement, filed as Exhibit 1 hereto, provides for the indemnification of the Company, its control persons, its directors and certain of its officers by the Underwriters against certain liabilities, including liabilities under the Securities Act.

ITEM 16. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.

(a) Exhibits.

EXHIBIT

NUMBER DESCRIPTION

1	Form of Underwriting Agreement.
5	Opinion of Riordan & McKinzie, a Professional Corporation.
11	Computation of Per Share Earnings.
23.1	Consent of KPMG Peat Marwick LLP.
23.2	Consent of Price Waterhouse LLP.
23.3	Consent of Meeks, Roberts, Ashley, Sumner & Sirmans.
23.4	Consent of Riordan & McKinzie (included in Exhibit 5).
24	Powers of Attorney with respect to the Company (included on page II-3).
27	Financial Data Schedule.

(b) Financial Statement Schedules.

See Index to Financial Statement Schedules (page S-1).

All other schedules have been omitted because the information is not applicable or is not material or because the information required is set forth in the financial statements or the notes thereto.

ITEM 17. UNDERTAKINGS.

The undersigned Registrant hereby undertakes:

(1) That for purposes of determining any liability under the Securities Act of 1933, each filing of the registrant's annual report pursuant to section 13(a) or section 15(d) of the Securities Exchange Act of 1934 (and, where applicable, each filing of an employee benefit plan's annual report pursuant to section 15(d) of the Securities Exchange Act of 1934) that is incorporated by reference in the registration statement shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof;

(2) That insofar as indemnification for liabilities arising under the Securities Act of 1933 may be permitted to directors, officers and controlling persons of the registrant pursuant to the foregoing provisions, or otherwise, the registrant has been advised that in the opinion of the Securities and Exchange Commission such indemnification is against public policy as expressed in the Act and is, therefore, unenforceable. In the event that a claim for indemnification against such liabilities (other than the payment by the registrant of expenses incurred or paid by a director, officer or controlling person of the registrant in the successful defense of any action, suit or proceeding) is asserted by such director, officer or controlling person in connection with the securities being registered, the registrant will, unless in the opinion of its counsel the matter has been settled by controlling precedent, submit to a court of appropriate jurisdiction the question whether such indemnification by it is against public policy as expressed in the Act and will be governed by the final adjudication of such issue;

(3) That for purposes of determining any liability under the Securities Act, the information omitted from the form of prospectus filed as part of this registration statement in reliance upon Rule 430A and contained in the form of prospectus filed by the registrant pursuant to Rule 424(b)(1) or (4) or 497(h) under the Securities Act shall be deemed to be part of this registration statement as of the time it was declared effective; and

(4) That for the purpose of determining any liability under the Securities Act, each post-effective amendment that contains a form of prospectus shall be deemed to be a new registration statement relating to the securities offered therein, and the offering of such securities at that time shall be deemed to be the initial bona fide offering thereof.

SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-3 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized in the City of Torrance, State of California on the 18th day of October 1996.

TOTAL RENAL CARE HOLDINGS, INC.

/s/ Victor M.G. Chaltiel

By \_\_\_\_\_  
 Victor M.G. Chaltiel  
 Chairman of the Board, Chief  
 Executive Officer, President and  
 Director

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below constitutes and appoints Victor M.G. Chaltiel, Barry C. Cosgrove and John E. King, and each of them his true and lawful attorneys-in-fact and agents with full power of substitution and resubstitution, for him and in his name, place and stead, in any and all capacities, to sign any and all amendments to this Registration Statement, including any post-effective amendments as well as any related registration statement (or amendment thereto) filed in reliance upon Rule 462(b) under the Securities Act of 1933, and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting unto said attorney-in-fact and agents, and each of them, full power and authority to do and perform each and every act and thing requisite or necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorneys-in-fact and agents or any of them, or their or his substitute or substitutes, may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the dates indicated.

SIGNATURE	TITLE	DATE
_____ /s/ Victor M.G. Chaltiel Victor M.G. Chaltiel	Chairman of the Board, Chief Executive Officer, President and Director (Principal Executive Officer)	October 18, 1996
_____ /s/ John E. King John E. King	Vice President and Chief Financial Officer (Principal Financial Officer and Principal Accounting Officer)	October 18, 1996
_____ /s/ Maris Andersons Maris Andersons	Director	October 18, 1996
_____ /s/ Peter T. Grauer Peter T. Grauer	Director	October 18, 1996
_____ /s/ Marsha Plotnitsky Marsha Plotnitsky	Director	October 18, 1996
_____ /s/ David B. Wilson David B. Wilson	Director	October 18, 1996



INDEPENDENT AUDITORS' REPORT

The Board of Directors and Stockholders  
Total Renal Care Holdings, Inc.:

Under the date of July 8, 1994, we reported on the consolidated balance sheet of Total Renal Care Holdings, Inc. (formerly Total Renal Care, Inc.) and subsidiaries as of May 31, 1994 and the related consolidated statements of income, stockholders' equity (deficit), and cash flows for each of the years in the two-year period ended May 31, 1994, which are included herein. In connection with our audits of the aforementioned consolidated financial statements, we also audited the related consolidated financial statement schedule for each of the years in the two-year period ended May 31, 1994, included herein. The consolidated financial statement schedule is the responsibility of the Company's management. Our responsibility is to express an opinion on the consolidated financial statement schedule based on our audits.

In our opinion, such consolidated financial statement schedule when considered in relation to the basic consolidated financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

Our report refers to a change in the method of accounting for income taxes by adopting Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes, effective June 1, 1993.

KPMG Peat Marwick llp

Seattle, Washington  
July 8, 1994

TOTAL RENAL CARE HOLDINGS, INC.

SCHEDULE II--VALUATION AND QUALIFYING ACCOUNTS

DESCRIPTION	BALANCE AT BEGINNING OF YEAR	ADDITIONS		DEDUCTIONS	
		AMOUNTS CHARGED TO INCOME	BALANCES OF COMPANIES ACQUIRED	AMOUNTS WRITTEN OFF	BALANCE AT END OF YEAR
Allowance for doubtful accounts:					
Year ended May 31, 1993.	\$2,112,000	\$2,050,000		\$1,810,000	\$2,352,000
Year ended May 31, 1994.	2,352,000	1,550,000		1,975,000	1,927,000
Year ended May 31, 1995.	1,927,000	2,371,000	\$1,203,000	1,067,000	4,434,000
Seven months ended December 31, 1995.....	4,434,000	1,811,000	541,000	1,118,000	5,668,000

EXHIBIT INDEX

EXHIBIT NUMBER	DESCRIPTION
1	Form of Underwriting Agreement.
5	Opinion of Riordan & McKinzie, a Professional Corporation.
11	Computation of Per Share Earnings.
23.1	Consent of KPMG Peat Marwick LLP.
23.2	Consent of Price Waterhouse LLP.
23.3	Consent of Meeks, Roberts, Ashley, Sumner & Sirmans.
23.4	Consent of Riordan & McKinzie (included in Exhibit 5).
24	Powers of Attorney with respect to the Company (included on page II-3).
27	Financial Data Schedule.

3,000,000 Shares

TOTAL RENAL CARE HOLDINGS, INC.

Common Stock

UNDERWRITING AGREEMENT

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\_\_\_\_\_, 1996

DONALDSON, LUFKIN & JENRETTE  
SECURITIES CORPORATION  
MERRILL LYNCH, PIERCE, FENNER &  
SMITH INCORPORATED  
UBS SECURITIES LLC

As representatives of the  
several underwriters  
named in Schedule I hereto  
c/o Donaldson, Lufkin & Jenrette  
Securities Corporation  
277 Park Avenue  
New York, New York 10172

Dear Sirs:

Total Renal Care Holdings, Inc., a Delaware corporation (the "Company"), and the stockholders of the Company named in Schedule II hereto (collectively, the "Selling Stockholders"), severally propose to sell an aggregate of 3,000,000 shares of Common Stock, par value \$0.001 per share, of the Company (the "Firm Shares"), to the several underwriters named in Schedule I hereto (the "Underwriters"). The Firm Shares consist of 500,000 shares to be issued and sold by the Company and 2,500,000 outstanding shares to be sold by the Selling Stockholders.

Certain of the Selling Stockholders (as indicated in Schedule II hereto) also propose to sell to the Underwriters not more than 450,000 additional shares of Common stock, par value \$0.001 per share, of the Company (the "Additional Shares"), if requested by the Underwriters as provided in Section 2 hereof. The Firm Shares and the Additional Shares are herein collectively referred to

as the "Shares." The shares of common stock of the Company to be outstanding after giving effect to the sales contemplated hereby are hereinafter referred to as the "Common Stock." The Company and the Selling Stockholders are hereinafter collectively called the "Sellers."

1. REGISTRATION STATEMENT AND PROSPECTUS. The Company has prepared

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and filed with the Securities and Exchange Commission (the "Commission") in accordance with the provisions of the Securities Act of 1933, as amended, and the rules and regulations of the Commission thereunder (collectively called the "Act"), a registration statement on Form S-3 (File no. 333- ) including a prospectus relating to the Shares, which may be amended. The registration statement as amended at the time when it becomes effective, including a registration statement (if any) filed pursuant to Rule 462(b) under the Act increasing the size of the offering registered under the Act and information (if any) deemed to be part of the registration statement at the time of effectiveness pursuant to Rule 430A or Rule 434 under the Act, is hereinafter referred to as the "Registration Statement"; and the prospectus (including any prospectus subject to completion meeting the requirements of Rule 434(b), under the Act provided by the Company with any term sheet meeting the requirements of Rule 434(b) as the prospectus provided to meet the requirements of Section 10(a) of the Act) in the form first used to confirm sales of Shares is hereinafter referred to as the "Prospectus." As used herein, the terms Registration Statement and Prospectus shall be deemed to include documents incorporated by reference therein.

2. AGREEMENTS TO SELL AND PURCHASE. On the basis of the

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representations and warranties contained in this Agreement, and subject to its terms and conditions, (i) the Company agrees to issue and sell 500,000 Firm Shares, (ii) each Selling Stockholder agrees, severally and not jointly, to sell the number of Firm Shares set forth opposite such Selling Stockholder's name in Schedule II hereto and (iii) each Underwriter agrees, severally and not jointly, to purchase from each Seller at a price per share of \$\_\_\_\_ (the "Purchase Price") the number of Firm Shares (subject to such adjustments to eliminate fractional shares, as you may determine) which bears the same proportion to the total number of Firm

Shares to be sold by such Seller as the number of Firm Shares set forth opposite the name of such Underwriter in Schedule I hereto bears to the total number of Firm Shares.

On the basis of the representations and warranties contained in this Agreement, and subject to its terms and conditions, (i) the Selling Stockholders indicated in Schedule II hereto agree to sell up to 450,000 Additional Shares at the Purchase Price and (ii) the Underwriters shall have the right to purchase, severally and not jointly, up to an aggregate of 450,000 Additional Shares from the Selling Stockholders at the Purchase Price. Additional Shares may be purchased solely for the purpose of covering over-allotments made in connection with the offering of the Firm Shares. The Underwriters may exercise their right to purchase Additional Shares in whole or in part from time to time by giving written notice thereof to the Selling Stockholders within 30 days after the date of this Agreement. You shall give any such notice on behalf of the Underwriters and such notice shall specify the aggregate number of Additional Shares to be purchased pursuant to such exercise and the date for payment and delivery thereof. The date specified in any such notice shall be a business day (i) no earlier than the Closing Date (as hereinafter defined), (ii) no later than ten business days after such notice has been given and (iii) no earlier than two business days after such notice has been given. If any Additional Shares are to be purchased, each Underwriter, severally and not jointly, agrees to purchase from the Selling Stockholders indicated in Schedule II hereto the number of Additional Shares (subject to such adjustments to eliminate fractional shares as you may determine) which bears the same proportion to the total number of Additional Shares to be purchased from such Selling Stockholders as the number of Firm Shares set forth opposite the name of such Underwriter in Schedule I hereto bears to the total number of Firm Shares set forth opposite the name of such Selling Stockholder in Schedule II hereto.

The Sellers hereby agree, severally and not jointly, and the Company shall, concurrently with the execution of this Agreement, deliver an agreement executed by (i) each of the directors and officers of the Company and (ii) each person listed on Annex I hereto, pursuant to which each such person agrees, not to offer,

sell, contract to sell, grant any option to purchase, or otherwise dispose of any common stock of the Company or any securities convertible into or exercisable or exchangeable for such common stock or in any other manner transfer all or a portion of the economic consequences associated with the ownership of any such common stock, except to the Underwriters pursuant to this Agreement, for a period of 120 days (which, to the extent applicable, shall also be the "lock-up" period for purposes of Section 5.3 of the Shareholders Agreement (the "Shareholders Agreement") dated as of August 11, 1994, as amended on June 30, 1994) after the date of the Prospectus without the prior written consent of Donaldson, Lufkin & Jenrette Securities Corporation. Notwithstanding the foregoing, during such period the Company may (i) grant stock options or securities pursuant to equity incentive plans approved by the Company's Board of Directors, (ii) issue options or stock as consideration in connection with acquisitions provided that the transferee of such options or stock is bound by the provisions of this sentence and (iii) issue shares of its common stock upon the exercise of an option or warrant or the conversion of a security outstanding on the date hereof or issued in accordance with clause (i) or (ii) above.

3. TERMS OF PUBLIC OFFERING. The Sellers are advised by you that

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the Underwriters propose (i) to make a public offering of their respective portions of the Shares as soon after the effective date of the Registration Statement as in your judgment is advisable and (ii) initially to offer the Shares upon the terms set forth in the Prospectus.

4. DELIVERY AND PAYMENT. Delivery to the Underwriters of and

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payment for the Firm Shares shall be made at 10:00 A.M., New York City time, on the third or fourth business day (the "Closing Date") unless otherwise permitted by the Commission pursuant to Rule 15c6-1 under the Securities Exchange Act of 1934, as amended (the "Exchange Act") following the date of the initial public offering, at the offices of Riordan & McKinzie, 300 South Grand Avenue, Los Angeles, California. The Closing Date and the location of delivery of and the form of payment for the Firm Shares may be varied by agreement between you and the Sellers.

Delivery to the Underwriters of and payment for any Additional Shares to be purchased by the Underwriters shall be made at such place as you shall designate at 10:00 A.M., New York City time, on the date specified in the applicable exercise notice given by you pursuant to Section 2 (an "Option Closing Date"). Any such Option Closing Date and the location of delivery of and the form of payment for such Additional Shares may be varied by agreement between you and the Selling Stockholders indicated in Schedule II hereto.

Certificates for the Shares shall be registered in such names and issued in such denominations as you shall request in writing not later than two full business days prior to the Closing Date or an Option Closing Date, as the case may be. Such certificates shall be made available to you for inspection not later than 9:30 A.M., New York City time, on the business day next preceding the Closing Date or an Option Closing Date, as the case may be. Certificates in definitive form evidencing the Shares shall be delivered to you on the Closing Date or an Option Closing Date, as the case may be, with any transfer taxes thereon duly paid by the respective Sellers, for the respective accounts of the several Underwriters, against payment of the Purchase Price therefor by wire transfer of federal or other immediately available funds to the respective accounts of the Company and the Custodian (as hereafter defined) as shall be specified in writing by the Company and the Custodian, as the case may be, no later than the Business Day immediately preceding the Closing Date or Option Closing Date, as the case may be.

5. AGREEMENTS OF THE COMPANY. The Company agrees with you:

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(a) To use its best efforts to cause the Registration Statement to become effective at the earliest possible time.

(b) To advise you promptly and, if requested by you, to confirm such advice in writing, (i) when the Registration Statement has become effective and when any post-effective amendment to it becomes effective, (ii) of any request by the Commission for amendments to the Registration Statement or amendments or supplements to the Prospectus or for additional informa-



tion, (iii) of the issuance by the Commission of any stop order suspending the effectiveness of the Registration Statement or of the suspension of qualification of the Shares for offering or sale in any jurisdiction, or the initiation of any proceeding for such purposes, and (iv) of the happening of any event during the period referred to in paragraph (e) below which makes any statement of a material fact made in the Registration Statement or the Prospectus untrue or which requires the making of any additions to or changes in the Registration Statement or the Prospectus in order to make the statements therein not misleading. If at any time the Commission shall issue any stop order suspending the effectiveness of the Registration Statement, the Company will make every reasonable effort to obtain the withdrawal or lifting of such order at the earliest possible time.

(c) To furnish to you, without charge, four signed copies of the Registration Statement as first filed with the Commission and of each amendment to it, including all exhibits and documents incorporated by reference, and to furnish to you and each Underwriter designated by you such number of conformed copies of the Registration Statement as so filed and of each amendment to it, without exhibits, as you may reasonably request. The terms "supplement" and "amendment" or "amend" as used in this Agreement shall include all documents subsequently filed by the Company with the Commission pursuant to the Exchange Act that are deemed to be incorporated by reference in the Prospectus.

(d) Not to file any amendment or supplement to the Registration Statement, whether before or after the time when it becomes effective, or to make any amendment or supplement to the Prospectus (including the issuance or filing of any term sheet within the meaning of Rule 434) of which you shall not previously have been advised or to which you shall reasonably object; and to prepare and file with the Commission, promptly upon your reasonable request, any amendment to the Registration Statement or supplement to the Prospectus (including the issuance or filing of any term sheet within the meaning of Rule 434) which may be necessary or advisable in connection with the distribution of the Shares by you, and to use its best efforts to cause the same to become promptly effective.

(e) Promptly after the Registration Statement becomes effective, and from time to time thereafter for such period as in the opinion of counsel for the Underwriters a prospectus is required by law to be delivered in connection with sales by an Underwriter or a dealer, to furnish to each Underwriter and dealer as many copies of the Prospectus (and of any amendment or supplement to the Prospectus) as such Underwriter or dealer may reasonably request.

(f) If during the period specified in paragraph (e) any event shall occur as a result of which, in the opinion of counsel for the Underwriters it becomes necessary to amend or supplement the Prospectus in order to make the statements therein, in the light of the circumstances when the Prospectus is delivered to a purchaser, not misleading, or if it is necessary to amend or supplement the Prospectus to comply with any law, forthwith to prepare and file with the Commission an appropriate amendment or supplement to the Prospectus so that the statements in the Prospectus, as so amended or supplemented, will not in the light of the circumstances when it is so delivered, be misleading, or so that the Prospectus will comply with law, and to furnish to each Underwriter and to such dealers as you shall specify, such number of copies thereof as such Underwriter or dealers may reasonably request.

(g) Prior to any public offering of the Shares, to cooperate with you and counsel for the Underwriters in connection with the registration or qualification of the Shares for offer and sale by the several Underwriters and by dealers under the state securities or Blue Sky laws of such jurisdictions as you may request, to continue such qualification in effect so long as required for distribution of the Shares and to file such consents to service of process or other documents as may be necessary in order to effect such registration or qualification; provided, however, that the Company shall not be obligated to

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file any general consent to service of process or to qualify as a foreign corporation in any jurisdiction in which it is not already subject generally to service of process or so qualified.

(h) To mail and make generally available to its stockholders as soon as reasonably practicable an earnings statement covering a period of at least twelve

months after the effective date of the Registration Statement (but in no event commencing later than 90 days after such date) which shall satisfy the provisions of Section 11(a) of the Act, and to advise you in writing when such statement has been so made available.

(i) During the period of five years after the date of this Agreement, (i) to mail as soon as reasonably practicable after the end of each fiscal year to the record holders of its Common Stock a financial report of the Company and its subsidiaries on a consolidated basis (and a similar financial report of all unconsolidated subsidiaries, if any), all such financial reports to include a consolidated balance sheet, a consolidated statement of operations, a consolidated statement of cash flows and a consolidated statement of shareholders' equity as of the end of and for such fiscal year, together with comparable information as of the end of and for the preceding year, certified by independent certified public accountants, and (ii) to mail and make generally available as soon as practicable after the end of each quarterly period (except for the last quarterly period of each fiscal year) to such holders, a consolidated balance sheet, a consolidated statement of operations and a consolidated statement of cash flows (and similar financial reports of all unconsolidated subsidiaries, if any) as of the end of and for such period, and for the period from the beginning of such year to the close of such quarterly period, together with comparable information for the corresponding periods of the preceding year.

(j) During the period referred to in paragraph (i), to furnish to you as soon as available a copy of each report or other publicly available information of the Company mailed to the holders of Common Stock or filed with the Commission and such other publicly available information concerning the Company and its subsidiaries as you may reasonably request.

(k) To pay all costs, expenses, fees and taxes incident to (i) the preparation, printing, filing and distribution under the Act of the Registration Statement (including financial statements and exhibits), each preliminary prospectus and all amendments and supplements to any of them prior to or during the period specified in paragraph (e), (ii) the printing and delivery of the

Prospectus and all amendments or supplements to it during the period specified in paragraph (e), (iii) the printing and delivery of this Agreement, the Preliminary and Supplemental Blue Sky Memoranda and all other agreements, memoranda, correspondence and other documents printed and delivered to third parties in connection with the offering of the Shares (including in each case any reasonable disbursements of counsel for the Underwriters relating to such printing and delivery), (iv) the registration or qualification of the Shares for offer and sale under the securities or Blue Sky laws of the several states (including in each case the reasonable fees and disbursements of counsel for the Underwriters relating to such registration or qualification and memoranda relating thereto), (v) filings and clearance with the National Association of Securities Dealers, Inc. (the "NASD") in connection with the offering, (vi) the listing of the Shares on the Nasdaq Stock Market ("Nasdaq") National Market System, (vii) furnishing such copies of the Registration Statement, the Prospectus and all amendments and supplements thereto as may be requested for use in connection with the offering or sale of the Shares by the Underwriters or by dealers to whom Shares may be sold, (viii) any "qualified independent underwriters" pursuant to Schedule E of the Bylaws of the NASD (including the fees and disbursements of counsel to such qualified independent underwriters) and (ix) the performance by the Sellers of their other obligations under this Agreement.

(l) To use its best efforts to maintain the listing of the Common Stock on the New York Stock Exchange (or on another national securities exchange or included in the Nasdaq National Market) for a period of five years after the effective date of the Registration Statement.

(m) To use its best efforts to do and perform all things required or necessary to be done and performed under this Agreement by the Company prior to the Closing Date or any Option Closing Date, as the case may be, and to satisfy all conditions precedent to the delivery of the Shares.

6. REPRESENTATIONS AND WARRANTIES OF THE COMPANY. The Company

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represents and warrants to each Underwriter that:

(a) The Registration Statement has become effective; no stop order suspending the effectiveness of the Registration Statement is in effect, and no proceedings for such purpose are pending before or threatened by the Commission.

(b) (i) Each document, if any, filed or to be filed pursuant to the Exchange Act and incorporated by reference in the Prospectus complied or will comply when so filed in all material respects with the Exchange Act and the applicable rules and regulations of the Commission thereunder, (ii) each part of the Registration Statement, when such part became effective, did not contain and each such part, as amended or supplemented, if applicable, will not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein not misleading, (iii) the Registration Statement and the Prospectus comply and, as amended or supplemented, if applicable, will comply in all material respects with the Act and (iv) the Prospectus does not contain and, as amended or supplemented, if applicable, will not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading, except that the representations and warranties set forth in this paragraph (b) do not apply to statements or omissions in the Registration Statement or the Prospectus based upon information relating to any Underwriter furnished to the Company in writing by such Underwriter through you expressly for use therein.

(c) Any term sheet and prospectus subject to completion provided by the Company to the Underwriters for use in connection with the offering and sale of the Shares pursuant to Rule 434 under the Act together are not materially different from the prospectus included in the Registration Statement (exclusive of any information deemed a part thereof pursuant to Rule 434(d)).

(d) Each preliminary prospectus filed as part of the registration statement as originally filed or as part of any amendment thereto, or filed pursuant to Rule 424 under the Act, and each registration statement filed pursuant to Rule 462(b) under the Act, if any, complied when so filed in all material respects with the

Act; and did not contain an untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein, in the light of the circumstances under which they were made, not misleading.

(e) Each of the Company and its subsidiaries as defined in Rule 405 of Regulation C under the Act (each a "Subsidiary") has been duly incorporated or formed, is validly existing as a corporation in good standing under the laws of its jurisdiction of incorporation or as a partnership duly formed and has the corporate or partnership power and authority, as the case may be, to carry on its business as it is currently being conducted and to own, lease and operate its properties as described in the Registration Statement and Prospectus, and each corporate Subsidiary is duly qualified and is in good standing as a foreign corporation and each Subsidiary is authorized to do business in each jurisdiction in which the nature of its business or its ownership or leasing of property requires such qualification or authorization, except here the failure to be so qualified and be in good standing could not, in the aggregate, reasonably be expected to have a material adverse effect on the business, operations, properties, or financial or other condition of the Company and its Subsidiaries, considered as a whole.

(f) Except as disclosed in the Prospectus, (i) all of the outstanding shares of capital stock of each the Company's corporate Subsidiaries have been duly authorized and validly issued and are fully paid and non-assessable and, in the case of Total Renal Care, Inc., a California corporation ("TRC"), are wholly owned by the Company or are otherwise owned directly indirectly by the Company, free and clear of any security interest, claim, lien, encumbrance or adverse interest of any nature ("Liens") and (ii) all of the outstanding partnership interests in each of the Company's partnership Subsidiaries have been duly authorized by its respective partnership agreement and validly issued and the partnership interests in such partnerships that are not owned by unaffiliated third parties are owned directly or indirectly by the Company, free and clear of any Liens, and any partnership capital contribution obligations of the Company in each partnership Subsidiary have been satisfied.

(g) All the outstanding shares of capital stock of the Company (including the Shares to be sold by the Selling Stockholders) have been duly authorized and validly issued and are fully paid, non-assessable and not subject to any preemptive or similar rights; and the Shares to be issued and sold by the Company hereunder have been duly authorized and, when issued and delivered to the Underwriters against payment therefor as provided by this Agreement, will be validly issued, fully paid and non-assessable, and the issuance of such Shares will not be subject to any preemptive or similar rights.

(h) The authorized capital stock of the Company, including the Common Stock, conforms as to legal matters to the description thereof contained in the Prospectus.

(i) Neither the Company nor any of its Subsidiaries is in violation of its respective charter, by-laws or partnership agreement, as the case may be, or in default in any material respect, and no condition exists that with notice or lapse of time or both would constitute a material default in the performance of any material obligation, agreement or condition contained in any bond, debenture, note or any other evidence of indebtedness or in any other material agreement, indenture or instrument to which the Company or any of its Subsidiaries is a party or by which it or any of its Subsidiaries or their respective property is bound except to the extent such violation or default, if any, could not reasonably be expected to have a material adverse effect on the business, operations, properties or financial or other condition of the Company and its Subsidiaries, considered as a whole.

(j) The execution, delivery and performance of this Agreement, compliance by the Company with all the provisions hereof and the consummation of the transactions contemplated hereby will not require any consent, approval, authorization or other order of any court, regulatory body, administrative agency or other governmental body (except as such may be required under the securities or Blue Sky laws of the various states) and will not conflict with or constitute a breach of any of the terms or provisions of, or a default under, the charter or by-laws of the Company or any of its subsidiaries or any agreement, indenture or other instrument to

which it or any of its subsidiaries is party or by which it or any of its subsidiaries or their respective property is bound, or violate or conflict with any laws, administrative regulations or rulings or court decrees applicable to the Company, any of its subsidiaries or their respective property.

(k) Except as otherwise set forth in the Prospectus, there are no material legal or governmental proceedings pending to which the Company or any of its subsidiaries is a party or of which any of their respective property is the subject, and, to the best of the Company's knowledge, no such proceedings are threatened or contemplated. No contract or document of a character required to be described in the Registration Statement or the Prospectus or to be filed as an exhibit to the Registration Statement is not so described or filed as required.

(l) Neither the Company nor any of its subsidiaries has violated any foreign, federal, state or local law or regulation relating to the protection of human health and safety, the environment or hazardous or toxic substances or wastes, pollutants or contaminants ("Environmental Laws"), nor any federal or state law relating to discrimination in the hiring, promotion or pay of employees nor any applicable federal or state wages and hours laws, nor any provisions of the Employee Retirement Income Security Act or the rules and regulations promulgated thereunder, which in each case might result in any material adverse change in the business, prospects, financial condition or results of operation of the Company and its subsidiaries, taken as a whole.

(m) The Company and each of its subsidiaries has such permits, licenses, franchises and authorizations of governmental or regulatory authorities ("permits") including, without limitation, under any applicable Environmental Laws, as are necessary to own, lease and operate its respective properties and to conduct its business; the Company and each of its subsidiaries has fulfilled and performed all of its material obligations with respect to such permits and no event has occurred which allows, or after notice or lapse of time would allow, revocation or termination thereof or results in any other material impairment of the rights of the holder of any such permit; and, except as described in



the Prospectus, such permits contain no restrictions that are materially burdensome to the Company or any of its subsidiaries.

(n) In the ordinary course of its business, the Company conducts a periodic review of the effect of Environmental Laws on the business, operations and properties of the Company and its subsidiaries, in the course of which it identifies and evaluates associated costs and liabilities (including, without limitation, any capital or operating expenditures required for clean-up, closure of properties or compliance with Environmental Laws or any permit, license or approval, any related constraints on operating activities and any potential liabilities to third parties). On the basis of such review, the Company has reasonably concluded that such associated costs and liabilities would not, singly or in the aggregate, have a material adverse effect on the Company and its subsidiaries, taken as a whole.

(o) Except as otherwise set forth in the prospectus or such as are not material to the business, prospectus, financial condition or results of operation of the Company and its Subsidiaries, taken as a whole, the Company and each of its Subsidiaries has good and marketable title, free and clear of all Liens, claims, encumbrances and restrictions except Liens for taxes not yet due and payable, to all property and assets described in the Registration Statement as being owned by it. All leases to which the Company or any of its subsidiaries is a party are valid and binding and no default has occurred or is continuing thereunder, which might result in any material adverse change in the business, prospects, financial condition or results of operation of the Company and its Subsidiaries taken as a whole, and the Company and its Subsidiaries enjoy a peaceful and undisturbed possession under all such leases to which any of them is a party as lessee with such exceptions as do not materially interfere with the use made by the Company or such Subsidiary.

(p) The Company and each of its Subsidiaries maintains reasonably adequate insurance.

(q) Price Waterhouse LLP is, and during the fiscal years ending May 31, 1994 and 1993, KPMG Peat

Marwick, LLP was, an independent public accountant with respect to the Company as required by the Act.

(r) The financial statements, together with related schedules and notes forming part of the Registration Statement and the Prospectus (and any amendment or supplement thereto), present fairly the consolidated financial position, results of operations and changes in financial position of the Company and its subsidiaries on the basis stated in the Registration Statement at the respective dates or for the respective periods to which they apply; such statements and related schedules and notes have been prepared in accordance with generally accepted accounting principles consistently applied throughout the periods involved, except as disclosed therein; and the other financial and statistical information and data set forth in the Registration Statement and the Prospectus (and any amendment or supplement thereto) is, in all material respects, accurately presented and prepared on a basis consistent with such financial statements and the books and records of the Company.

(s) The Company and each of its Subsidiaries has such permits, licenses, franchises and authorizations of governmental or regulatory authorities ("permits") as are necessary to own, lease and operate its respective properties and to conduct its business in the manner described in the Prospectus, subject to such qualifications as may be set forth in the Prospectus; the Company and each of its Subsidiaries has fulfilled and performed all of its material obligations with respect to such permits and no event has occurred which allows, or after notice or lapse of time would allow, revocation or termination thereof or results in any other material impairment of the rights of the holder of any such permit, subject in each case to such qualification as may be set forth in the Prospectus; and, except as described in the Prospectus, such permits contain no restrictions that are materially burdensome to the Company or any of its Subsidiaries.

(t) The Company is not an "investment company" or a company "controlled" by an "investment company" within the meaning of the Investment Company Act of 1940, as amended.

(u) Except as disclosed in the Prospectus or the Shareholders Agreement, no holder of any security of the Company has any right to require registration of shares of Common Stock or any other security of the Company and with respect to the offer of the Shares all such rights have been satisfied or waived.

(v) The Company has filed a registration statement pursuant to Section 12(b) of the Exchange Act to register the Common Stock, has filed an application to list the Shares on the New York Stock Exchange and has received notification that the listing has been approved subject to notice of issuance of the Shares.

(w) The Company has complied with all provisions of Section 517.075, Florida Statutes (Chapter 92-198, Laws of Florida).

7. REPRESENTATIONS AND WARRANTIES OF THE SELLING STOCKHOLDERS. Each

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Selling Stockholder severally represents and warrants to each Underwriter that:

(a) Such Selling Stockholder is the lawful owner of the Shares to be sold by such Selling Stockholder pursuant to this Agreement and has, and on the Closing Date (and any Option Closing Date, if applicable) will have, good and clear title to such Shares, free of all restrictions on transfer, Liens, encumbrances, security interests and claims whatsoever.

(b) Upon delivery of and payment for such Shares pursuant to this Agreement, good and clear title to such Shares will pass to the Underwriters, free of all restrictions on transfer, Liens, encumbrances, security interests and claims whatsoever.

(c) Such Selling Stockholder has, and on the Closing Date (and any Option Closing Date, if applicable) will have, full legal right, power and authority to enter into this Agreement and the Custody Agreement, if any, between such Selling Stockholder and The Bank of New York, as Custodian (the "Custody Agreement") and to sell, assign, transfer and deliver which Shares in the manner provided herein and therein, and this Agreement and the Custody Agreement, if any, have been duly authorized, executed and delivered by such Selling Stockholder and each of this Agreement and the Custody Agreement is a

valid and binding agreement such Selling Stockholder enforceable in accordance with its terms, except as rights to indemnity and contribution hereunder may be limited by applicable law.

(d) The power of attorney signed by such Selling Stockholder appointing Leonard W. Frie, Barry C. Cosgrove and John E. King, or any one of them, as his attorney-in-fact to the extent set forth therein with regard to the transactions contemplated hereby and by the Registration Statement and the Custody Agreement, if any, has been duly authorized, executed and delivered by or on behalf of such Selling Stockholder and is a valid and binding instrument of such Selling Stockholder enforceable in accordance with its terms, and, pursuant to such power of attorney, such Selling Stockholder has authorized Leonard W. Frie, Barry C. Cosgrove and John. E. King, or any one of them, to execute and deliver on his behalf this Agreement and any other document necessary or desirable in connection with transactions contemplated hereby and to deliver the Shares to be sold by such Selling Stockholder pursuant to this Agreement.

(e) Such Selling Stockholder has not taken, and will not take, directly or indirectly, any action designed to, or which might reasonably be expected to, cause or result in stabilization or manipulation of the price of any security of the Company to facilitate the sale or resale of the Shares pursuant to the distribution contemplated by this Agreement, and other than as permitted by the Act, such Selling Stockholder has not distributed and will not distribute any prospectus or other offering material in connection with the offering and sale of the Shares.

(f) The execution, delivery and performance of this Agreement by such Selling Stockholder, compliance by such Selling Stockholder with all the provisions thereof and the consummation of the transactions contemplated hereby will not require any consent, approval, authorization or other order of any court, regulatory body, administrative agency or other governmental body (except as such may be required under the Act, state securities laws or Blue Sky laws) and will not conflict with or constitute a breach of any of the terms or provisions of, or a default under, organizational documents of such Selling Stockholder, if not an individ-

ual, or any agreement, indenture or other instrument to which such Selling Stockholder is a party or by which such Selling Stockholder or property of such Selling Stockholder is bound, or violate or conflict with any laws, administrative regulation or ruling or court decree applicable to such Selling Stockholder or property of such Selling Stockholder.

(g) Such parts of the Registration Statement under the caption "Principal and Selling Stockholders" which specifically relate to such Selling Stockholder do not, and will not on the Closing Date (and any Option Closing Date, if applicable), contain any untrue statement of a material fact or omit to state any material fact required to be stated therein or necessary to make the statements therein in light of circumstances under which they were made, not misleading.

(h) At any time during the period described in paragraph 5(e) hereof, if there is any change in the information referred to in paragraph 7(g) above, the Selling Stockholders will immediately notify you of such change.

8. INDEMNIFICATION. (a) The Company hereby agrees to indemnify and

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hold harmless each Underwriter and each person, if any, who controls any Underwriter within the meaning of Section 15 of the Act or Section 20 of the Exchange Act, from and against any and all losses, claims, damages, liabilities and judgments caused by any untrue statement or alleged untrue statement of a material fact contained in the Registration Statement or the Prospectus (as amended or supplemented if the Company shall have furnished any amendments or supplements thereto) or any preliminary prospectus, or caused by any omission or alleged omission to state therein a material fact required to be stated therein or necessary to make the statements therein not misleading, except insofar as such losses, claims, damages, liabilities or judgments are caused by any such untrue statement or omission or alleged untrue statement or omission based upon information relating to any Underwriters furnished in writing to the Company by or on behalf of any Underwriter through you expressly for use therein.

(b) The Selling Shareholders hereby severally and not jointly agree to indemnify and hold

harmless each Underwriter and each person, if any, who controls any Underwriter within the meaning of Section 15 of the Act or Section 20 of the Exchange Act, from and against any and all losses, claims, damages, liabilities and judgments caused by any untrue statement or alleged untrue statement of a material fact contained in the Registration Statement or the Prospectus (as amended or supplemented if the Company shall have furnished any amendments or supplements thereto) or any preliminary prospectus, or caused by any omission or alleged omission to state therein a material fact required to be stated therein or necessary to make the statements therein not misleading; provided, however, that

such agreement of each Selling Stockholder to indemnify and hold harmless shall be limited to losses, claims, damages, liabilities or judgments caused by any untrue statement or omission or alleged untrue statement or omission based upon information furnished in writing to the Company by or on behalf of such Selling Stockholder expressly for use in the Registration Statement; provided, further,

that the aggregate liability of any Selling Stockholder pursuant to the provisions of this paragraph shall be limited to an amount equal to the aggregate purchase price received by such Selling Stockholder from the sale of such Selling Stockholder's Shares hereunder.

(c) In case any action shall be brought against any Underwriter or any person controlling such Underwriter, based upon any preliminary prospectus, the Registration Statement or the Prospectus or any amendment or supplement thereto and with respect to which indemnity may be sought against the Company or the Selling Stockholders, such Underwriter shall promptly notify the Company and the Selling Stockholders in writing and the Company and/or the Selling Stockholders shall assume the defense thereof, including the employment of counsel reasonably satisfactory to such indemnified party and payment of all fees and expenses. Any Underwriter or any such controlling person shall have the right to employ separate counsel in any such action and participate in the defense thereof, but the fees and expenses of such counsel shall be at the expense of such Underwriter or such controlling person unless (i) the employment of such counsel shall have been specifically authorized in writing by the Company, (ii) the Company and/or the Selling Stockholders shall have failed to assume the defense and employ counsel or (iii) the named parties to any such

action (including any impleaded parties) include both such Underwriter or such controlling person and the Company or any Selling Stockholder, as the case may be, and such Underwriter or such controlling person shall have been advised by such counsel that there may be one or more legal defenses available to it which are different from or additional to those available to the Company or the Selling Stockholders, as the case may be (in which case the Company and the Selling Stockholders shall not have the right to assume the defense of such action on behalf of such Underwriter or such controlling person, it being understood, however, that the Company and the Selling Stockholders shall not, in connection with any one such action or separate but substantially similar or related actions in the same jurisdiction arising out of the same general allegations or circumstances, be liable for the fees and expenses of more than one separate firm of attorneys (in addition to any local counsel) for all such Underwriters and controlling persons, which firm shall be designated in writing by Donaldson, Lufkin & Jenrette Securities Corporation and that all such fees and expenses shall be reimbursed as they are incurred). A Seller shall not be liable for any settlement of any such action effected without the written consent of such Seller but if settled with the written consent of such Seller, such Seller agrees to indemnify and hold harmless any Underwriter and any such controlling person from and against any loss or liability by reason of such settlement subject in the case of the Selling Stockholders to the limits set forth in subsection (b) above. Notwithstanding the immediately preceding sentence, if in any case where the fees and expenses of counsel are at the expense of the indemnifying party and an indemnified party shall have requested the indemnifying party to reimburse the indemnified party for such fees and expenses of counsel as incurred, such indemnifying party agrees that it shall be liable for any settlement of any action effected without a written consent if (i) such settlement is entered into more than ten business days after the receipt by such indemnifying party of the aforesaid request and (ii) such indemnifying party shall have failed to reimburse the indemnified party in accordance with such request for reimbursement prior to the date of such settlement. No indemnifying party shall, without the prior written consent of the indemnified party, effect any settlement of any pending or threatened proceeding in respect of which any indemnified party is or could have

been a party and indemnity could have been sought hereunder by such indemnified party, unless such settlement includes an unconditional release of such indemnified party from all liability on claims that are the subject matter of such proceeding.

(d) Each Underwriter agrees, severally and not jointly, to indemnify and hold harmless the Company, its directors, its officers who sign the Registration Statement, any person controlling the Company within the meaning of Section 15 of the Act or Section 20 of the Exchange Act, each Selling Stockholder and each person, if any, controlling such Selling Stockholder within the meaning of Section 15 of the Act or Section 20 of the Exchange Act to the same extent as the foregoing indemnity from the Sellers to each Underwriter but only with reference to information relating to such Underwriter furnished in writing by or on behalf of such Underwriter through you expressly for use in the Registration Statement, the Prospectus or any preliminary prospectus. In case any action shall be brought against the Company, any of its directors, any such officer or and person controlling the Company or any Selling Stockholder or any person controlling such Selling Stockholder based on the Registration Statement, the Prospectus or any preliminary prospectus and in respect of which indemnity may be sought against any Underwriter, such Underwriter shall have the rights and duties given to the Sellers (except that if any Seller shall have assumed the defense thereof, such Underwriter shall not be required to do so, but may employ separate counsel therein and participate in the defense thereof but the fees and expenses of such counsel shall be at the expense of such Underwriter), and the Company, its directors, any such officers and any person controlling the Company and the Selling Stockholders and any person controlling such Selling Stockholders shall have the rights and duties given to the Underwriter, by Section 8(c) hereof.

(e) If the indemnification provided for in this Section 8 is unavailable to an indemnified party in respect of any losses, claims, damages, liabilities or judgments referred to therein, then each indemnifying party, in lieu of indemnifying such indemnified party, shall contribute to the amount paid or payable by such indemnified party as a result of such losses, claims, damages, liabilities and judgments (i) in such proportion



as is appropriate to reflect the relative benefits received by the Sellers on the one hand and the Underwriters on the other hand from the offering of the Shares or (ii) if the allocation provided by clause (i) above is not permitted by applicable law, in such proportion as is appropriate to reflect not only the relative benefits referred to in clause (i) above but also the relative fault of the Sellers and the Underwriters in connection with the statements or omissions which resulted in such losses, claims, damages, liabilities or judgments, as well as any other relevant equitable considerations. The relative benefits received by the Sellers and the Underwriters shall be deemed to be in the same proportion as the total net proceeds from the offering (before deducting expenses) received by the Sellers, and the total underwriting discounts and commissions received by the Underwriters, bear to the total price to the public of the Shares, in each case as set forth in the table on the cover page of the Prospectus. The relative fault of the Sellers and the Underwriters shall be determined by reference to, among other things, whether the untrue or alleged untrue statement of a material fact or the omission to state a material fact relates to information supplied by the Company, the Selling Stockholders or the Underwriters and the parties' relative intent, knowledge, access to information and opportunity to correct or prevent such statement or omission.

The Sellers and the Underwriters agree that it would not be just and equitable if contribution pursuant to this Section 8(e) were determined by pro rata allocation (even if the Underwriters were treated as one entity for such purpose) or by any other method of allocation which does not take account of the equitable considerations referred to in the immediately preceding paragraph. The amount paid or payable by an indemnified party as a result of the losses, claims, damages, liabilities or judgments referred to in the immediately preceding paragraph shall be deemed to include, subject to the limitations set forth above any legal or other expenses reasonably incurred by such indemnified party in connection with investigating or defending any such action or claim. Notwithstanding the provisions of this Section 8, (a) no Underwriter shall be required to contribute any amount in excess of the amount by which the total price at which the Shares underwritten by it and distributed to the public were offered to the public exceeds the amount

of any damages which such Underwriter has otherwise been required to pay by reason of such untrue or alleged untrue statement or omission or alleged omission and (b) no Selling Stockholder shall be required to contribute any amount in excess of the amount of the aggregate purchase price received by such Selling Stockholder for the sale of such Selling Stockholder's Shares hereunder. No person guilty of fraudulent misrepresentation (within the meaning of Section 11(f) of the Act) shall be entitled to contribution from any person who was not guilty of such fraudulent misrepresentation. The Underwriters' obligations to contribute pursuant to this Section 8(e) are several in proportion to the respective number of Shares purchased by each of the Underwriters hereunder and not joint. The Selling Stockholders' obligations to contribute pursuant to this Section 8(e) are several in proportion to the respective number of such Selling Stockholder's Shares sold hereunder.

(f) Each Seller hereby designates the Company as its authorized agent, upon which process may be served in any action, suit or proceeding which may be instituted in any state or federal court in the State of New York by any Underwriter or person controlling an Underwriter asserting a claim for indemnification or contribution under or pursuant to this Section 8, and each Seller will accept the jurisdiction of such court in such action, and waives, to the fullest extent permitted by applicable law, any defense based upon lack of personal jurisdiction or venue. A copy of any such process shall be sent or given to such Seller, at the address for notices specified in Section 13 hereof.

9. CONDITIONS OF UNDERWRITERS' OBLIGATIONS. The several obligations

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of the Underwriters to purchase the Firm Shares under this Agreement are subject to the satisfaction of each of the following conditions:

(a) All the representations and warranties of the Company contained in this Agreement shall be true and correct on the Closing Date with the same force and effect as if made on and as of the Closing Date.

(b) The Registration Statement shall have become effective not later than 5:00 P.M. (and in the case of any registration statement filed pursuant to Rule 162(b) of the Act, not later than 10 P.M.), New York City

time, on the date of this Agreement or at such later date and time as you may approve in writing, and at the Closing Date no stop order suspending the effectiveness of the Registration Statement shall have been issued and no proceedings for that purpose shall have been commenced or shall be pending before or contemplated by the Commission.

(c)(i) Since the date of the latest balance sheet included in the Registration Statement and the Prospectus, there shall not have been any material adverse change, or any development involving a prospective material adverse change, in the condition, financial or otherwise, or in the earnings, affairs or business prospects, whether or not arising in the ordinary course of business, of the Company, (ii) since the date of the latest balance sheet included in the Registration Statement and the Prospectus there shall not have been any change, or any development involving a prospective material adverse change, in the capital stock or in the long-term debt of the Company from that set forth in the Registration Statement and Prospectus, (iii) the Company and its subsidiaries shall have no liability or obligation, direct or contingent, which is material to the Company and its subsidiaries, taken as a whole, other than those reflected in the Registration Statement and the Prospectus and (iv) on the Closing Date you shall have received a certificate dated the Closing Date, signed by Victor Chaltiel and John E. King, in their capacities as the Chief Executive Officer and Chief Financial Officer of the Company, confirming the matters set forth in paragraphs (a), (b), and (c) of this Section 8.

(d) All the representations and warranties of the Selling Stockholders contained in this Agreement shall be true and correct on the Closing Date (and any Option Closing Date) with the same force and effect as if made on and as of the Closing Date (or any Option Closing Date).

(e) You shall have received on the Closing Date an opinion (satisfactory to you and counsel for the Underwriters), dated the Closing Date, of Riordan & McKinzie, outside counsel for the Company, to the effect that:

i) the Shares to be sold by the Company hereunder have been duly authorized, and when issued and delivered to the Underwriters against payment therefor as provided by this Agreement, will have been validly issued and will be fully paid and non-assessable, and to such counsel's knowledge after due inquiry the issuance of such Shares is not subject to any preemptive or similar rights;

ii) this Agreement has been duly authorized, executed and delivered by the Company;

iii) the authorized capital stock of the Company, including the Common Stock, conforms as to legal matters to the description thereof contained in the Prospectus;

iv) such counsel has been advised by the Commission by telephone that the Registration Statement has become effective under the Act, and to such counsel's knowledge after due inquiry no stop order suspending its effectiveness has been issued and no proceedings for that purpose are pending before or contemplated by the Commission;

v) the statements under the caption "Description of Capital Stock" in the Prospectus and Item 15 of Part II of the Registration Statement insofar as such statements constitute a summary of legal matters, documents or proceedings referred to therein, fairly present the information called for with respect to such legal matters, documents and proceedings;

vi) the execution, delivery and performance of this Agreement by the Company, compliance by the Company with all the provisions hereof and the consummation of the transactions contemplated hereby will not require any consent, approval, authorization or other order of any California or Federal court, regulatory body, administrative agency or other governmental body (except as such may be required under the Act or other securities or Blue Sky laws) and will not conflict with or constitute a breach of any of the terms or provisions of, or a default under, the charter or by-laws, as the case may be, of the Company or TRC;

vii) the Company is not an "investment company" or a company "controlled" by an "investment company" within the meaning of the Investment Company Act of 1940, as amended; and

viii)(1) Each document which was filed pursuant to the Exchange Act and is incorporated by reference in the Registration Statement and the Prospectus (except for financial statements, schedules and other financial data as to which no opinion need be expressed) complied when so filed as to form in all material respects with the Exchange Act and the applicable rules and regulations of the Commission thereunder, (2) the Registration Statement and the Prospectus and any supplement or amendment thereto (except for financial data, as aforesaid) comply as to form in all material respects with the Act, and (3) such counsel believes that (except for financial data, as aforesaid) the Registration Statement (including the documents incorporated by reference therein) and the prospectus included therein at the time the Registration Statement became effective did not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein not misleading, and that the Prospectus (including the documents incorporated by reference therein), as amended or supplemented, if applicable (except for financial statements, as aforesaid) does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading.

In giving the opinion specified in (vi) above, such counsel may rely upon an opinion or opinions of McDermott, Will & Emery, regulatory counsel for the Company rendered pursuant to paragraph (h) below. In giving such opinion with respect to the matters covered by clause (viii) such counsel may state that their opinion and belief are based upon their participation in the preparation of the Registration Statement and Prospectus and any amendments or supplements thereto and documents incorporated therein by reference and review and discussion of the contents thereof, but are without independent check or verification except as specified.

(f) You shall have received on the Closing Date an opinion (satisfactory to you and counsel for

the Underwriters), dated the Closing Date, of counsels to each of the Selling Stockholders named in Schedule II hereto, to the effect that:

i) this Agreement has been duly authorized, executed and delivered by such Selling Stockholder;

ii) the execution, delivery and performance of this Agreement by such Selling Stockholder, compliance by such Selling Stockholder with all the provisions hereof and the consummation of the transactions contemplated hereby will not require any consent, approval, authorization or other order of any California or Federal court, regulatory body, administrative agency or other governmental body (except as such may be required under the Act or other securities or Blue Sky laws) and will not conflict with or constitute a breach of any of the terms or provisions of, or a default under, the charter, by-laws or partnership agreement, as the case may be, of such Selling Stockholder;

iii) except as disclosed in the Prospectus or the Shareholders Agreement, no such Selling Stockholder has any right to require registration of shares of Common Stock or any other security of the Company and with respect to the offer of the Shares all such rights have been satisfied or waived;

iv) the Custody Agreement has been duly authorized, executed and delivered by such Selling Stockholder and is a valid and binding agreement of such Selling Stockholder;

v) such Selling Stockholder has full legal right, power and authority, and any approval required by law (other than any approval imposed by the applicable state securities and Blue Sky laws) to sell, assign, transfer and deliver the Shares to be sold by him in the manner provided in this Agreement and the Custody Agreement;

vi) such Selling Stockholder will be, immediately prior to the closing on the Closing Date or any Option Closing Date, as the case may be, the sole registered owner of the Shares to be sold by such Selling Stockholder at such time pursuant to this Agreement; upon

delivery and payment for such Shares, and assuming the Underwriters acquired such Shares in good faith and without notice of any adverse claim, each of the Underwriters will be the owner of such Shares free of any adverse claim; and

vii) the power of attorney signed by such Selling Stockholder appointing Leonard W. Frie, Barry C. Cosgrove and John E. King, or any one of them, as his attorney-in-fact to the extent set forth therein with regard to the transactions contemplated hereby and by the Registration Statement has been duly authorized, executed and delivered by or on behalf of such Selling Stockholder and is a valid and binding instrument of such Selling Stockholder, and pursuant to such power of attorney, such Selling Stockholder has authorized Leonard W. Frie, Barry C. Cosgrove and John E. King, or any one of them, to execute and deliver on his behalf this Agreement and any other document necessary or desirable in connection with the transactions contemplated hereby and to deliver the Shares to be sold by such Selling Stockholder pursuant to this Agreement.

In giving the opinion specified in (ii) above, such counsel may rely upon an opinion or opinions of McDermott, Will & Emery, regulatory counsel for the Company rendered pursuant to paragraph (h) below.

(g) You shall have received on the Closing Date an opinion (satisfactory to you and counsel for the Underwriters), dated the Closing Date, of Barry C. Cosgrove, General Counsel of the Company, to the effect that:

i) the Company is duly incorporated, validly existing and in good standing as a corporation under the laws of the State of Delaware and has the corporate power and authority required to carry on its business as it is currently being conducted and to own, lease and operate its properties;

ii) each Subsidiary of the Company has been duly incorporated or formed, is validly existing as a corporation in good standing under the laws of its jurisdiction of incorporation or as a partnership duly formed and has the corporate or partnership power and authority, as the case may be, to carry on its business

as it is currently being conducted and to own, lease and operate its properties, and, to such counsel's knowledge after due inquiry, each corporate Subsidiary is duly qualified and is in good standing as a foreign corporation and each Subsidiary is authorized to do business in each jurisdiction in which the nature of its business or its ownership or leasing of property requires such qualification or authorization, except where the failure to be so qualified or authorized and be in good standing could not, in the aggregate, reasonably be expected to have a material adverse effect on the business, operations, properties, or financial or other condition of the Company and its Subsidiaries, considered as a whole;

iii) except as disclosed in the Prospectus, (i) all of the outstanding shares of capital stock of each of the Company's corporate Subsidiaries have been duly authorized and validly issued and are fully paid and non-assessable and to such counsel's knowledge after due inquiry, in the case of TRC, are wholly owned by the Company or are otherwise, owned directly or indirectly by the Company, free and clear of any Liens and (ii) all of the outstanding partnership interests in each of the Company's partnership Subsidiaries have been duly authorized by its respective partnership agreement and validly issued and to such counsel's knowledge after due inquiry the partnership interests in such partnerships that are not owned by unaffiliated third parties are owned directly or indirectly by the Company, free and clear of any Liens and, to such counsel's knowledge, any partnership capital contribution obligations of the Company in each partnership Subsidiary have been satisfied;

iv) all the outstanding shares of Common Stock have been duly authorized and validly issued and are fully paid, non-assessable and not subject to any preemptive or similar rights;

v) neither the Company nor any of its Subsidiaries is in violation of its respective charter, by-laws or partnership agreement, as the case may be, and, to the best of such counsel's knowledge after due inquiry, neither the Company nor any of its Subsidiaries is in default in any-material respect, and no condition exists that with notice or lapse of time or both would constitute a material default, in the perfor-



mance of any material obligation, agreement or condition contained in any bond, debenture, note or any other evidence of indebtedness or in any other agreement, indenture or instrument to which the Company or any of its' Subsidiaries is a party or by which it or any of its Subsidiaries or their respective property is bound except to the extent such violation or default, if any, could not reasonably be expected to have a material adverse effect on the business, operations, properties or financial or other condition of the Company and its Subsidiaries, considered as a whole;

vi) the execution, delivery and performance of this Agreement, compliance by the Company with all the provisions hereof and the consummation of the transactions contemplated hereby will not conflict with or constitute a breach of any of the terms or provisions of, or a default under any agreement, indenture or other instrument to which the Company or any of its subsidiaries is a party or by which the Company or any of its subsidiaries or their respective properties are bound, or violate or conflict with any laws, administrative regulations or rulings or court decrees applicable to the Company or any of its subsidiaries or their respective properties, except to the extent such violation, conflict, breach or default, if any, could not reasonably be expected to have a material adverse effect on the business, operations, properties or financial or other condition of the Company and its Subsidiaries, considered as a whole;

vii) after due inquiry, such counsel does not know of any legal or governmental proceeding pending or threatened to which the Company or any of its Subsidiaries is a party or to which any of their respective property is subject which is required to be described in the Registration Statement or the Prospectus and is not so described, or of any contract or other document which is required to be described in the Registration Statement or the Prospectus or is required to be filed as an exhibit to the Registration Statement which is not described or filed as required;

viii) other than as set forth in the Shareholders Agreement or otherwise described in the Prospectus, to the best of such counsel's knowledge, after due inquiry, no holder of any security of the

Company has any right to require registration of shares of Common Stock or any other security of the Company;

ix) to the best of such counsel's knowledge, after due inquiry, all leases to which the Company or any of its subsidiaries is a party are valid and binding and no default has occurred or is continuing thereunder, which might result in any material adverse change in the business, prospects, financial condition or results of operation of the Company and its subsidiaries taken as a whole, and the Company and its subsidiaries enjoy peaceful and undisturbed possession under all such leases to which any of them is a party as lessee with such exceptions as do not materially interfere with the use made by the Company or such subsidiary;

x) each of the Facilities has such licenses, certifications and authorizations of governmental or regulatory authorities which are required in connection with the provision by the Facilities of dialysis services under applicable licensure, Medicare or Medicaid laws in the manner described in the Prospectus and which are required to be held by the Facilities as providers of dialysis services under the Medicare or Medicaid programs; and

xi)(1) Each document filed pursuant to the Exchange Act and incorporated by reference in the Registration Statement and the Prospectus (except for financial statements, schedules and other financial data as to which no opinion need be expressed) complied when so filed as to form in all material respects with the Exchange Act and the applicable rules and regulations of the Commission thereunder, (2) the Registration Statement and the Prospectus and any supplement or amendment thereto (except for financial statements, schedules and other financial data as to which no opinion need be expressed) comply as to form in all material respects with the Act, and (3) such counsel believes that (except for financial data, as aforesaid) the Registration Statement (including the documents incorporated by reference therein) and the prospectus included therein at the time the Registration Statement became effective did not contain any untrue statement of a material fact or omit to state a material fact required to be stated therein or necessary to make the statements therein not misleading, and that the Prospectus (including the documents incorporated by refer-

ence therein), as amended or supplemented, if applicable (except for financial statements, as aforesaid) does not contain any untrue statement of a material fact or omit to state a material fact necessary in order to make the statements therein, in the light of the circumstances under which they were made, not misleading.

In giving the opinions specified in (vi), (vii) and (x) above, such counsel may rely upon an opinion or opinions of McDermott, Will & Emery, regulatory counsel for the Company rendered pursuant to paragraph (h) below. In giving such opinion with respect to the matters covered by clause (xi) such counsel may state that such counsel's opinion and belief are based upon their participation in the preparation of the Registration Statement and Prospectus and any amendments or supplements thereto and documents incorporated therein by reference and review and discussion of the contents thereof, but are without independent check or verification except as specified.

(h) You shall have received on the Closing Date an opinion (satisfactory to you and to our counsel), dated the Closing Date, of McDermott, Will & Emery, regulatory counsel for the Company, to the effect that:

i) the statements under the captions "Risk Factors-- Dependence on Medicare, Medicaid and Other Sources of Reimbursement", "--Operations Subject to Government Regulation", "Business--Operations-- Medicare Reimbursement" and "Business--Governmental Regulation" in the Prospectus, insofar as such statements constitute a summary of legal matters, documents or proceedings referred to therein, are fair summaries in all material respects of the information called for with respect to such legal matters, documents and proceedings; and

ii) the execution, delivery and performance of this Agreement by the Company will not require any consent, approval, authorization or order of any court, regulatory body, administrative agency or other governmental body in connection with the provision by the dialysis facilities owned by the Company or its Subsidiaries (the "Facilities") of dialysis services under applicable licensure, Medicare and Medicaid laws in the manner described

in the Prospectus or which could affect the status of the Facilities as providers of dialysis services under the Medicare or Medicaid programs other than presently effective actions, consents disclosures or filings that have already been made on or prior to the date hereof.

The opinions of Riordan & McKinzie, counsels for the Selling Stockholders, Barry C. Cosgrove and McDermott, Will & Emery, described in paragraphs (e), (f), (g) and (h) above shall be rendered to you at the request of the Company and shall so state therein.

(i) You shall have received on the Closing Date an opinion, dated the Closing Date, of Skadden, Arps, Slate, Meagher & Flom, counsel for the Underwriters, as to the matters referred to in clauses (i), (ii), (iv), (v) (but only with respect to the statements under the captions "Description of Capital Stock" and "Underwriting") and (ix) of the foregoing paragraph (e). In giving such opinion with respect to the matters covered by clause (ix) such counsel may state that their opinion and belief are based upon their participation in the preparation of the Registration Statement and Prospectus and any amendments or supplements thereto (other than the documents incorporated by reference) and review and discussion of the contents thereof (including documents incorporated by reference), but are without independent check or verification except as specified.

(j) You shall have received letters on and as of the Closing Date, in form and substance satisfactory to you, from Price Waterhouse, LLP and KPMG Peat Marwick, LLP, independent public accountants, with respect to the financial statements and certain financial information contained in the Registration Statement and the Prospectus and substantially in the form and substance of the letter delivered to you by such accountants on the date of this Agreement.

(k) The Company shall not have failed at or prior to the Closing Date to perform or comply with any of the agreements herein contained and required to be

performed or complied with by the Company at or priority the Closing Date.

The several obligations of the Underwriters to purchase any Additional Shares hereunder are subject to the delivery to you on the applicable Option Closing Date of such documents as you may reasonably request with respect to the good standing of the Company, the due authorization and issuance of such Additional Shares and other matters related to the issuance of such Additional Shares.

10. Effective Date of Agreement and Termination. This Agreement shall

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become effective upon the later of (i) execution of this Agreement and (ii) when notification of the effectiveness of the Registration Statement has been released by the Commission.

This Agreement may be terminated at any time prior to the Closing Date by you by written notice to the Company if any of the following has occurred: (i) since the respective dates as of which information is given in the Registration Statement and the Prospectus, any material adverse change or development involving a prospective material adverse change in the condition, financial or otherwise, of the Company and its Subsidiaries, taken as a whole, or the earnings, affairs, or business prospects of the Company and its Subsidiaries, taken as a whole, whether or not arising in the ordinary course of business, which would, in your judgment, make it impracticable to market the Shares on the terms and in the manner contemplated in the Prospectus, (ii) any outbreak or escalation of hostilities or other national or international calamity or crisis or change in economic conditions the effect of which on the financial markets of the United States or elsewhere, in your judgment, is material and adverse and would, in your judgment, make it impracticable to market the Shares on the terms and in the manner contemplated in the Prospectus, (iii) the suspension or material limitation of trading in securities on the New York Stock Exchange, the American Stock Exchange or the Nasdaq Stock Market or limitation on prices for securities on any such exchange or the National Market System, (iv) the enactment, publication, decree or other promulgation of any federal or state statute, regulation, rule or order of any court or other governmental authority that in your opinion materially and adversely affects,

or will materially and adversely affect, the business or operations of the Company and its Subsidiaries, taken as a whole, (v) the declaration of a banking moratorium by either federal or New York State authorities or (vi) the taking of any action by any federal, state or local government or agency in respect of its monetary or fiscal affairs which in your opinion has a material adverse effect on the financial markets in the United States.

If on the Closing Date or on an Option Closing Date, as the case may be, any one or more of the Underwriters shall fail or refuse to purchase the Firm Shares the or Additional Shares, as the case may be, which it or they have agreed to purchase hereunder on such date and the aggregate number of Firm Shares or Additional Shares, as the case may be, which such defaulting Underwriter or Underwriters, as the case may be, agreed but failed or refused to purchase is not more than one-tenth of the total number of Shares to be purchased on such date by all Underwriters, each non-defaulting Underwriter shall be obligated severally, in the proportion which the number of Firm Shares set forth opposite its name in Schedule I bears to the total number of Firm Shares which all the non-defaulting Underwriters, as the case may be, have agreed to purchase, or in such other proportion as you may specify, to purchase the Firm Shares or Additional Shares, as the case may be, which such defaulting Underwriter or Underwriters, as the case may be, agreed but failed or refused to purchase on such date; provided that in no event shall the number of Firm Shares

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or Additional Shares, as the case may be, which any Underwriter has agreed to purchase pursuant to Section 2 hereof be increased pursuant to this Section 10 by an amount in excess of one-ninth of such number of Firm Shares or Additional Shares, as the case may be, without the written consent of such Underwriter. If on the Closing Date or on an Option Closing Date, as the case may be, any Underwriter or Underwriters shall fail or refuse to purchase Firm Shares, or Additional Shares, as the case may be, and the aggregate number of Firm Shares or Additional Shares, as the case may be, with respect to which such default occurs is more than one-tenth of the aggregate number of Shares to be purchased on such date by all Underwriters and arrangements satisfactory to you and the applicable Sellers for purchase of such Shares are not made within 48 hours after such default, this Agreement will terminate without liability on the part of

any non-defaulting Underwriter and the applicable Sellers. In any such case which does not result in termination of this Agreement, either you or the Sellers shall have the right to postpone the Closing Date or the applicable Option Closing Date, as the case may be, but in no event for longer than seven days, in order that the required changes, if any, in the Registration Statement and the Prospectus or any other documents or arrangements may be effected. Any action taken under this paragraph shall not relieve any defaulting Underwriter from liability in respect of any default of any such Underwriter under this Agreement.

11. Agreements of the Selling Stockholders. Each Selling Stockholder  
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severally agrees with you and the Company:

(a) To pay or to cause to be paid all transfer taxes with respect to the Shares to be sold by such Selling Stockholder; and

(b) To take all reasonable actions in cooperation with the Company and the Underwriters to cause the Registration Statement to become effective at the earliest possible time, to do and perform all things to be done and performed under this Agreement prior to the Closing Date (and any Option Closing Date, if applicable) and to satisfy all conditions precedent to the delivery of the Shares pursuant to this Agreement.

12. Miscellaneous. Notices given pursuant to any provision of this  
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Agreement shall be addressed as follows: (a) if; to the Company, to TOTAL RENAL CARE HOLDINGS, INC., 21250 Hawthorne Blvd. Suite 800, Torrance, California 90503-5517, and (b) if to any Underwriter or to you, to you c/o Donaldson, Lufkin & Jenrette Securities Corporation, 277 Park Avenue, New York, New York 10172, Attention: Syndicate Department, or in any case to such other address as the person to be notified may have requested in writing.

The respective indemnities, contribution agreements, representations, warranties and other statements of the Selling Stockholders, the Company, its officers and directors and of the several Underwriters set forth in or made pursuant to this Agreement shall remain operative and in full force and effect, and will survive

delivery of and payment for the Shares, regardless of (i) any investigation, or statement as to the results thereof, made by or on behalf of any Underwriter or by or on behalf of the Sellers, the officers or directors of the Company or any controlling person of the Sellers, (ii) acceptance of the Shares and payment for them hereunder and (iii) termination of this Agreement.

If this Agreement shall be terminated by the Underwriters because of any failure or refusal on the part of the Sellers to comply with the terms or to fulfill any of the conditions of this Agreement, the Sellers agree to reimburse the several Underwriters for all out-of-pocket expenses (including the fees and disbursements of counsel) reasonably incurred by them.

Except as otherwise provided, this Agreement has been and is made solely for the benefit of and shall be binding upon the Sellers, the Underwriters, any controlling persons referred to herein and their respective successors and assigns, all as and to the extent provided in this Agreement, and no other person shall acquire or have any rights under or by virtue of this Agreement. The term "successors and assigns" shall not include a purchaser of any of the Shares from any of the several Underwriters merely because of such purchase.

This Agreement shall be governed and construed in accordance with the laws of the State of New York.

This Agreement may be signed in various counterparts which together shall constitute one and the same instrument.



Please confirm that the foregoing correctly sets forth the agreement among the Company, the Selling Stockholders and the several Underwriters.

Very truly yours,

TOTAL RENAL CARE  
HOLDINGS, INC.

By: \_\_\_\_\_  
Title:

THE SELLING STOCKHOLDERS NAMED  
IN SCHEDULE II HERETO

By: \_\_\_\_\_  
Attorney-in-fact

DONALDSON, LUFKIN & JENRETTE  
SECURITIES CORPORATION  
MERRILL LYNCH, PIERCE, FENNER &  
SMITH INCORPORATED  
UBS SECURITIES LLC

Acting severally on behalf of themselves  
and the several Underwriters named in  
Schedule I hereto

By DONALDSON, LUFKIN & JENRETTE  
SECURITIES CORPORATION

By \_\_\_\_\_  
Title:

SCHEDULE I

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UNDERWRITERS

- -----

Donaldson, Lufkin & Jenrette  
Securities Corporation  
Merrill Lynch, Pierce,  
Fenner & Smith Incorporated  
UBS Securities LLC

SHARES

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3,000,000  
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SCHEDULE II  
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SELLING STOCKHOLDERS  
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FIRM SHARES  
-----

ADDITIONAL  
SHARES  
-----

ANNEX I

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REQUIRED LOCK-UPS

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Victor M.G. Chaltiel  
Leonard W. Frie  
Mary Ellen Chambers  
Barry C. Cosgrove  
Sidney J. Kernion  
John E. King  
Stan M. Lindenfeld  
Lois A. Mills  
Maris Andersons  
Peter T. Grauer  
Marsha M. Plotnitsky  
David B. Wilson  
National Medical Enterprises, Inc.  
DLJ Merchant Banking Partners, L.P.  
DLJ International Partners, C.V.  
DLJ Offshore Partners, C.V.  
DLJ First ESC, LLC  
DLJ Merchant Banking Funding, Inc.

October 18, 1996

Total Renal Care Holdings, Inc.  
21250 Hawthorne Boulevard, Suite 800  
Torrance, California 90503-5517

Ladies and Gentlemen:

We have acted as counsel to Total Renal Care Holdings, Inc., a Delaware corporation (the "Company"), in connection with the registration under the Securities Act of 1933, as amended (the "1933 Act"), of the sale in an underwritten public offering of up to 3,450,000 shares of the Common Stock, \$0.001 par value per share, up to 500,000 of which are authorized but unissued and will be offered by the Company (the "Company Shares"). This opinion is delivered to you in connection with that certain Registration Statement on Form S-3 (the "Registration Statement") to be filed with the Securities and Exchange Commission (the "Commission") under the 1933 Act.

In rendering the opinion set forth herein, we have made such investigations of fact and law, and examined such documents and instruments, or copies thereof established to our satisfaction to be true and correct copies thereof, as we have deemed necessary under the circumstances.

Based upon the foregoing and such other examination of law and fact as we have deemed necessary, and in reliance thereon, we are of the opinion that the Company Shares have been duly authorized and will, upon sale and delivery thereof and receipt by the Company of full payment therefor as contemplated in the Registration Statement, be validly issued, fully paid and nonassessable.

We hereby consent to the filing of this opinion as an exhibit to the Registration Statement and to the reference to this firm under the caption "Legal Matters" in the Prospectus which is a part of the Registration Statement.

Very truly yours,

/s/ RIORDAN & MCKINZIE

## TOTAL RENAL CARE HOLDINGS, INC.

## COMPUTATION OF NET INCOME PER COMMON SHARE AND PRO FORMA NET INCOME PER COMMON SHARE

During the period from October 1, 1994 to November 2, 1995 the Company issued approximately 2,190,000 shares of Common Stock and options at prices significantly below the offering price of the Company's initial public offering. Such shares and common stock equivalents have been included in the number of shares outstanding from June 1, 1994 (including the quarter and six months ended June 30, 1995) until November 2, 1995 using the Treasury Stock method using the actual offering price of \$15.50 per share.

	YEAR ENDED MAY 31, 1995	SEVEN MONTHS ENDED		SIX MONTHS ENDED	
		DECEMBER 31, 1994	DECEMBER 31, 1995	JUNE 30, 1995	JUNE 30, 1996
Net income:					
As reported.....	\$ 4,852,000	\$ 2,650,000	\$ 3,912,000	\$ 2,899,000	\$10,002,000
Pro forma adjustments:					
(1)					
Increase in general and administration expenses.....	(625,000)	(625,000)			
Increase in interest expense.....	(1,811,000)	(1,811,000)			
Increase in amortization expense.	(105,000)	(105,000)			
Increase in other fees.....	(42,000)	(42,000)			
Decrease in provision for income taxes.....	1,032,000	1,032,000			
Pro forma net income.....	\$ 3,301,000	\$ 1,099,000	\$ 3,912,000	\$ 2,899,000	\$10,002,000
Applicable common shares:					
Average outstanding during the period (2).....	12,850,000	12,554,000	16,637,000	13,069,000	24,077,000
Average mandatorily redeemable common shares outstanding during the period....	794,000	794,000		794,000	
Outstanding stock options (3).....	1,747,000	1,111,000	1,264,000	1,605,000	825,000
Reduction in shares in connection with notes receivable from employees (3).....	(111,000)	(78,000)	(77,000)	(50,000)	(65,000)
Adjusted weighted average number of common and common share equivalent shares outstanding.	15,280,000	14,381,000	17,824,000	15,418,000	24,837,000
Net income per common share.....			\$0.22	\$0.19	\$0.40
Pro forma net income per common share.....	\$0.22	\$0.08			

(1) Pro forma adjustments give effect to the August 1994 recapitalization transaction as if it had occurred on June 1, 1994.

(2) Average shares outstanding give effect to the shares issued as part of the August 1994 recapitalization transaction as if these shares were issued on June 1, 1994 and the issuance of cheap stock.

(3) Based on the treasury stock method.

CONSENT OF INDEPENDENT  
CERTIFIED PUBLIC ACCOUNTANTS

The Board of Directors  
Total Renal Care Holdings, Inc.:

We consent to the use of our reports on the consolidated financial statements and related financial statement schedule of Total Renal Care Holdings, Inc. and subsidiaries included herein and the combined financial statements and related financial statement schedule of Lake County Dialysis Services Inc., Dialysis Management Services, Inc., Logan Square Dialysis Services, Inc., Home Dialysis Care, Ltd., and Lincoln Park Nephrology Associates, S.C. incorporated herein by reference and to the reference to our firm under the heading "Experts" in the prospectus.

Our report on the consolidated financial statements of Total Renal Care Holdings, Inc. refers to a change in the method of accounting for income taxes to adopt Statement of Financial Accounting Standards No. 109, Accounting for Income Taxes, effective June 1, 1993.

KPMG Peat Marwick LLP

Seattle, Washington  
October 17, 1996

## CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the use in the Prospectus constituting part of this Registration Statement on Form S-3 of our report dated March 15, 1996, relating to the financial statements of Total Renal Care Holdings, Inc., which appears in such Prospectus. We also consent to the incorporation by reference in the Prospectus constituting part of this Registration Statement on Form S-3 of our report dated March 15, 1996, appearing on page F-1 of Total Renal Care Holdings, Inc.'s Annual Report on Form 10-K for the period ended December 31, 1995. We also consent to the incorporation by reference in the Prospectus constituting part of this Registration Statement on Form S-3 of our report dated March 15, 1996 relating to the Financial Statement Schedule for the seven months ended December 31, 1995 and the year ended May 31, 1995 appearing on page S-1 of Total Renal Care Holdings, Inc.'s Annual Report on Form 10-K. We also consent to the incorporation by reference in the Prospectus constituting part of this Registration Statement on Form S-3 of our report dated August 4, 1995 relating to the combined financial statements of Center for Kidney Disease, Inc., Venture Dialysis Center, Inc. and Miami Beach Kidney Center, Inc., which appears in the Current Report on Form 8-K/A-1 dated September 29, 1995. We also consent to the incorporation by reference in the Prospectus constituting part of this Registration Statement on Form S-3 of our report dated January 31, 1996 relating to the combined financial statements of Southwest Renal Care, Ltd. and Dialysis Medical Supplies, Inc., which appears in the Current Report on Form 8-K/A-1 dated February 13, 1996. We also consent to the incorporation by reference in this Prospectus constituting part of this Registration Statement on Form S-3 of our report dated February 5, 1996 relating to the financial statements of Downtown Dialysis Center, Inc. and our report dated February 28, 1996 relating to the financial statements of the Nephrology Services Business of Caremark International Inc., both of which appear in the Current Report on Form 8-K dated March 18, 1996. We also consent to the incorporation by reference in this Prospectus constituting part of this Registration Statement on Form S-3 of our report dated July 3, 1996 relating to the financial statements of Burbank Dialysis Group, Inc., our report dated July 3, 1996 relating to the financial statements of Pasadena Dialysis Center, Inc., our report dated September 24, 1996 relating to the combined financial statements of Piedmont Dialysis, Inc. and Peralta Renal Care, our report dated September 6, 1996 relating to the combined financial statements of Houston Kidney Center, Northwest Kidney Center, LLP, North Houston Kidney Center, LLP and Houston Kidney Center-Southeast, LLP and our report dated September 6, 1996 relating to the combined financial statements of Bertha Sirk Dialysis Center, Inc. and Greenspring Dialysis Center, Inc., all of which appear in the Current Report on Form 8-K dated October 18, 1996. We also consent to the reference to us under the heading "Experts" in such Prospectus.

PRICE WATERHOUSE LLP

Seattle, Washington  
October 18, 1996



CONSENT OF INDEPENDENT ACCOUNTANTS

We hereby consent to the incorporation by reference in the Prospectus constituting part of this Registration Statement on Form S-3 of our reports dated February 22, 1996, relating to the financial statements of Greer Kidney Center, Inc. and Upstate Dialysis Center, Inc. which appear on pages F-11 and F-18 of the Current Report on Form 8-K dated March 18, 1996. We also consent to the reference to us under the heading "Experts" in such Prospectus.

MEEKS, ROBERTS, ASHLEY, SUMNER & SIRMANS  
Certified Public Accountants  
Ocilla, Georgia  
October 17, 1996



THIS SCHEDULE CONTAINS SUMMARY FINANCIAL INFORMATION EXTRACTED FROM THE COMPANY'S CONSOLIDATED FINANCIAL STATEMENTS CONTAINED IN THE REGISTRATION STATEMENT AND IS QUALIFIED IN ITS ENTIRETY BY REFERENCE TO SUCH FINANCIAL STATEMENTS.

6-MOS			
	DEC-31-1996		
	JAN-01-1996		
	JUN-30-1996		
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		82,375,000	
		9,752,000	
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		131,419,000	
		44,456,000	
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		291,046,000	
23,366,000		57,503,000	
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		26,000	
		203,489,000	
291,046,000			0
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		114,820,000	
		93,713,000	
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		2,333,000	
		4,150,000	
		18,570,000	
		7,151,000	
10,002,000		0	
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		10,002,000	
		0.40	
		0.40	