

1 800 CONTACTS INC
Form SC 13E3/A
July 30, 2007

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 13E-3

RULE 13e-3 TRANSACTION STATEMENT

(Pursuant to Section 13(e) of the Securities Exchange Act of 1934)

Amendment No. 1

1-800 CONTACTS, INC.

(Name of Issuer)

1-800 CONTACTS, INC.
ALTA PARENT CORP.

BRIAN W. BETHERS
ROBERT G. HUNTER

LAGRANGE CAPITAL PARTNERS, LP
LAGRANGE CAPITAL PARTNERS OFFSHORE
FUND, LTD.

ALTA ACQUISITION CORP.

KEVIN K.
MCCALLUM
JOHN R. MURRAY
MAX E. NEVES
R. JOE ZEIDNER

LAGRANGE CAPITAL ADMINISTRATION, LLC

FENWAY PARTNERS CAPITAL FUND III, L.P.
FENWAY PARTNERS III, LLC
JONATHAN C. COON
JOHN F. NICHOLS

LAGRANGE CAPITAL MANAGEMENT, LLC
FRANK LAGRANGE JOHNSON

(Names of Person(s) Filing Statement)

Common Stock, par value \$.01 per share

(Title of Class of Securities)

681977104

(CUSIP Number of Class of Securities)

R. Joe Zeidner

Timothy P. Mayhew

Chief Legal Officer and General Counsel

Fenway Partners Capital Fund III, L.P.

1-800 CONTACTS, INC.

152 West 57th Street, 59th floor

66 East Wadsworth Drive

New York, New York 10019

Draper, Utah 84020

(212) 698-9400

(801) 316-5000

(Name, Address and Telephone Number of Person Authorized to Receive Notices and Communications on Behalf of Person(s) Filing Statement)

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This statement is filed in connection with (check the appropriate box):

- a. The filing of solicitation materials or an information statement subject to Regulation 14A, Regulation 14-C or Rule 13e-3(c) under the Securities Exchange Act of 1934.
- b. The filing of a registration statement under the Securities Act of 1933.
- c. A tender offer.
- d. None of the above.

Check the following box if the soliciting materials or information statement referred to in checking box (a) are preliminary copies:

Check the following box if the filing is a final amendment reporting the results of the transaction:

CALCULATION OF FILING FEE

Transaction Valuation*	Amount of Filing Fee**
\$347,488,063.75	\$10,668

* Calculated solely for purposes of determining the filing fee. The transaction value was determined based upon the sum of (a) \$24.25 per share of 14,108,607 shares of 1-800 CONTACTS common stock, par value \$.01 per share (the 1-800 CONTACTS Common Stock), and (b) \$5,354,344 expected to be paid upon cancellation of all outstanding options.

** The filing fee, calculated in accordance with Exchange Act Rule 0-11(c)(1), was calculated by multiplying the transaction value by 30.7 per million.

Check box if any part of the fee is offset as provided by Rule 0-11(a)(2) and identify the filing with which the offsetting fee was previously paid. Identify the previous filing by registration number, or the Form or Schedule and the date of its filing.

Amount Previously Paid: \$10,668

Form or Registration No.: Schedule 14A Preliminary Proxy Statement

Filing Party: 1-800 CONTACTS, INC.

Date Filed: June 26, 2007

INTRODUCTION

This Rule 13E-3 Transaction Statement on Schedule 13E-3, together with the exhibits hereto (the *Transaction Statement*), is being filed with the Securities and Exchange Commission (*SEC*) by the following persons (collectively, the *Filing Persons*): (1) ~~1-800 CONTACTS, INC.~~, a Delaware corporation (*1-800 CONTACTS* or the *Company*), the issuer of the 1-800 CONTACTS Common Stock that is subject to the Rule 13e-3 transaction, (2) Alta Parent Corp., a Delaware corporation (*Parent*), (3) Alta Acquisition Corp., a Delaware corporation (*Acquisition*), (4) Fenway Partners Capital Fund III, L.P., a Delaware limited partnership (*Fenway*), (5) Fenway Partners III, LLC, a Delaware limited liability company, (6) Jonathan C. Coon, an individual and Chairman of the Board of Directors and Chief Executive Officer of 1-800 CONTACTS, (7) John F. Nichols, an individual and one of the directors and the Vice President, Trade Relations of 1-800 CONTACTS, (8) Brian W. Bethers, an individual and the President of 1-800 CONTACTS, (9) Robert G. Hunter, an individual and the Chief Financial Officer of 1-800 CONTACTS, (10) Kevin K. McCallum, an individual and the Chief Marketing Officer of 1-800 CONTACTS, (11) John R. Murray, an individual and the Chief Information Officer of 1-800 CONTACTS, (12) Max E. Neves, an individual and the Vice President, Human Resources of 1-800 CONTACTS, (13) R. Joe Zeidner, an individual and the General Counsel and Chief Legal Officer of 1-800 CONTACTS, (14) LaGrange Capital Partners, LP, a Delaware limited partnership, (15) LaGrange Capital Partners Offshore Fund, Ltd., a Cayman Islands exempted company, (16) LaGrange Capital Administration, LLC, a Delaware limited liability company, (17) LaGrange Capital Management, LLC, a Delaware limited liability company, and (18) Frank LaGrange Johnson, an individual and one of the directors of 1-800 CONTACTS.

Pursuant to the Agreement and Plan of Merger, dated as of June 3, 2007 (the *Merger Agreement*), among Parent, Acquisition and 1-800 CONTACTS, Acquisition, a direct wholly owned subsidiary of Parent, will be merged with and into 1-800 CONTACTS, with 1-800 CONTACTS as the surviving corporation (the *Merger*). Upon completion of the Merger, each share of 1-800 CONTACTS Common Stock issued and outstanding immediately prior to the effective time of the Merger (other than shares held in treasury, shares owned by Parent immediately prior to the effective time of the Merger (including shares to be exchanged for equity interests in the ultimate parent of Parent by certain members of 1-800 CONTACTS board of directors and senior management) or shares held by stockholders who are entitled to and properly exercise appraisal rights under Delaware law) will be converted automatically into the right to receive \$24.25 in cash, without interest. The Merger Agreement also provides that all outstanding options to acquire 1-800 CONTACTS Common Stock, whether or not then vested or exercisable, will be converted into the right to receive an amount equal to the \$24.25 per share Merger consideration less the applicable option exercise price. The Merger Agreement also provides that each share of restricted stock of 1-800 CONTACTS that is vested and outstanding as of the effective time of the Merger, and each share of restricted stock of 1-800 CONTACTS that is unvested as of the effective time of the Merger and whose vesting is, by its terms, accelerated to the effective time of the Merger as a result of the Merger, will be canceled, with the holder of each such share of restricted stock receiving the \$24.25 per share Merger consideration in cash, without interest and less any applicable withholding taxes. Each share of restricted stock of 1-800 CONTACTS whose vesting is not, by its terms, accelerated to the effective time of the Merger as a result of the Merger will be canceled, with the holder of each such share of restricted stock receiving the \$24.25 per share Merger consideration, without interest and less any applicable withholding taxes, at the times set forth in the applicable agreement governing the grant of any such share of restricted stock. In connection with the execution of the Merger Agreement, Fenway entered into a letter agreement with Mr. Jonathan C. Coon and Mr. John F. Nichols pursuant to which Fenway agreed that Messrs. Coon and Nichols collectively would have the right to acquire at or prior to the completion of the Merger equity interests in a newly formed limited partnership (*Holdings*), which will be the ultimate parent company of Parent following the Merger, having a value of at least \$25.0 million in the aggregate. In addition, Messrs. Coon and Nichols may be permitted to, and intend to, acquire up to an additional \$5.0 million of

equity interests in Holdings, for a total investment of \$30.0 million in the aggregate. Fenway agreed to permit Mr. Brian W. Bethers, Mr. Robert G. Hunter, Mr. Kevin K. McCallum, Mr. John R. Murray, Mr. Max E. Neves, Mr. R. Joe Zeidner and other employees of 1-800 CONTACTS to acquire equity interests in Holdings having a value of up to \$2.0 million in the aggregate. In addition, Fenway agreed to permit investment funds affiliated with Mr. Frank LaGrange Johnson to acquire equity interests in Holdings having a value of up to \$10.0 million.

Concurrently with the filing of this Transaction Statement, 1-800 CONTACTS is filing with the SEC a preliminary Proxy Statement (the Proxy Statement) under Regulation 14A of the Securities Exchange Act of 1934, as amended (the Exchange Act), relating to the special meeting of the stockholders of 1-800 CONTACTS at which the stockholders of 1-800 CONTACTS will consider and vote upon a proposal to approve and adopt the Merger Agreement. The approval and adoption of the Merger Agreement require the affirmative vote of stockholders holding at least a majority of the shares of 1-800 CONTACTS Common Stock issued and outstanding as of the close of business on the record date for the special meeting of stockholders and entitled to vote thereon.

The cross references below are being supplied pursuant to General Instruction G to Schedule 13E-3 and show the location in the Proxy Statement of the information required to be included in response to the items of Schedule 13E-3. The information contained in the Proxy Statement, including all annexes thereto, is incorporated in its entirety herein by this reference, and the responses to each Item in this Transaction Statement are qualified in their entirety by the information contained in the Proxy Statement and the annexes thereto. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Proxy Statement. All information contained in this Transaction Statement concerning any of the Filing Persons has been provided by such Filing Person and none of the Filing Persons, including 1-800 CONTACTS, takes responsibility for the accuracy of any information not supplied by such Filing Person.

The filing of this Transaction Statement shall not be construed as an admission by any of the Filing Persons or by any affiliate of a Filing Person, that 1-800 CONTACTS is controlled by any other Filing Person or that any Filing Person is an affiliate of 1-800 CONTACTS within the meaning of Rule 13e-3 under Section 13(e) of the Exchange Act.

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Item 1. Summary Term Sheet

Regulation M-A Item 1001

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The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

SUMMARY TERM SHEET

Item 2. Subject Company Information

Regulation M-A Item 1002

(a) **Name and Address.** The Company's name and the address and telephone number of its principal executive office are as follows:

1-800 CONTACTS, INC.
66 East Wadsworth Drive
Draper, Utah 84020
(801) 316-5000

(b) **Securities.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

THE SPECIAL MEETING Record Date; Stockholders Entitled to Vote; Quorum

(c) **Trading Market and Price.** The information set forth in the Proxy Statement under the caption IMPORTANT INFORMATION CONCERNING 1-800 CONTACTS Market Prices of 1-800 CONTACTS Common Stock is incorporated herein by reference.

(d) **Dividends.** The information set forth in the Proxy Statement under the caption IMPORTANT INFORMATION CONCERNING 1-800 CONTACTS Market Prices of 1-800 CONTACTS Common Stock is incorporated herein by reference.

(e) **Prior Public Offerings.** Not applicable.

(f) **Prior Stock Purchases.** The information set forth in the Proxy Statement under the caption IMPORTANT INFORMATION CONCERNING 1-800 CONTACTS Certain Purchases of 1-800 CONTACTS Common Stock is incorporated herein by reference.

Item 3. Identity and Background of Filing Person(s)

Regulation M-A Item 1003

(a) **Name and Address.** 1-800 CONTACTS is the subject company. The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Parties to the Merger

Annex E Information Regarding 1-800 CONTACTS Directors and Executive Officers, Acquisition, Parent, Fenway, Fenway GP and LaGrange Investors

(b) **Business and Background of Entities.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Parties to the Merger

Annex E Information Regarding 1-800 CONTACTS Directors and Executive Officers, Acquisition, Parent, Fenway, Fenway GP and LaGrange Investors

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(c) **Business and Background of Natural Persons.** The information set forth in the Proxy Statement under the caption Annex E Information Regarding 1-800 CONTACTS Directors and Executive Officers, Acquisition, Parent, Fenway, Fenway GP and LaGrange Investors is incorporated herein by reference.

Item 4. Terms of the Transaction

Regulation M-A Item 1004

(a) **Material Terms.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

SPECIAL FACTORS

THE MERGER AGREEMENT

Annex A Agreement and Plan of Merger

(c) **Different Terms.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

SPECIAL FACTORS Certain Effects of the Merger

SPECIAL FACTORS Interests of Certain Persons in the Merger

THE MERGER AGREEMENT Treatment of Options, Restricted Stock

(d) **Appraisal Rights.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Appraisal Rights

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

THE SPECIAL MEETING Appraisal Rights

SPECIAL FACTORS Appraisal Rights

Annex D Section 262 of the General Corporation Law of the State of Delaware

(e) **Provisions for Unaffiliated Security Holders.** The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

SPECIAL FACTORS Provisions for Unaffiliated Security Holders

(f) **Eligibility for Listing or Trading.** Not applicable.

Item 5. Past Contacts, Transactions, Negotiations and Agreements

Regulation M-A 1005

(a) **Transactions.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Interests of Certain Persons in the Merger

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SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Interests of Certain Persons in the Merger

IMPORTANT INFORMATION CONCERNING 1-800 CONTACTS Transactions in Shares of Common Stock by Certain Persons

IMPORTANT INFORMATION CONCERNING 1-800 CONTACTS Other Transactions with Executive Officers and Directors

2

IMPORTANT INFORMATION CONCERNING 1-800 CONTACTS Certain Purchases of 1-800 CONTACTS Common Stock

(b) **Significant Corporate Events.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

THE SPECIAL MEETING Vote Required Support Agreement

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Interests of Certain Persons in the Merger Support Agreement

THE MERGER AGREEMENT

Annex A Agreement and Plan of Merger

(c) **Negotiations or Contacts.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Interests of Certain Persons in the Merger

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Interests of Certain Persons in the Merger

(e) **Agreements Involving the Subject Company's Securities.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Interests of Certain Persons in the Merger

SPECIAL FACTORS Interests of Certain Persons in the Merger

SPECIAL FACTORS Certain Effects of the Merger

THE SPECIAL MEETING Vote Required Support Agreement

THE MERGER AGREEMENT

IMPORTANT INFORMATION CONCERNING 1-800 CONTACTS Security Ownership of Certain Beneficial Owners and Management

IMPORTANT INFORMATION CONCERNING 1-800 CONTACTS Transactions in Shares of Common Stock by Certain Persons

IMPORTANT INFORMATION CONCERNING 1-800 CONTACTS Certain Purchases of 1-800 CONTACTS Common Stock

Annex A Agreement and Plan of Merger

Item 6. Purpose of the Transaction and Plans or Proposals

Regulation M-A Item 1006

(b) **Use of Securities Acquired.** The information set forth in the Proxy Statement under the following captions is

incorporated herein by reference:

SUMMARY TERM SHEET Certain Effects of the Merger

SUMMARY TERM SHEET Interests of Certain Persons in the Merger

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

SPECIAL FACTORS Certain Effects of the Merger

SPECIAL FACTORS Interests of Certain Persons in the Merger

THE MERGER AGREEMENT

Annex A Agreement and Plan of Merger

(c)(1)-(8) **Plans.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET The Merger

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

3

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Plans for 1-800 CONTACTS after the Merger

SPECIAL FACTORS Certain Effects of the Merger

SPECIAL FACTORS Interests of Certain Persons in the Merger

SPECIAL FACTORS Financing of the Merger

THE MERGER AGREEMENT

Annex A Agreement and Plan of Merger

Item 7. Purposes, Alternatives, Reasons and Effects

Regulation M-A Item 1013

(a) **Purposes.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Applicability of Securities and Exchange Commission Rules Related to Going Private Transactions

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Recommendation of the Transactions Committee and Board of Directors; Reasons for the Merger; Fairness of the Merger

SPECIAL FACTORS Purpose of the Merger for 1-800 CONTACTS

SPECIAL FACTORS Purpose and Reasons for the Merger of Management Investors

SPECIAL FACTORS Purpose and Reasons for the Merger of LaGrange Investors

SPECIAL FACTORS Purpose and Reasons for the Merger of Parent, Acquisition, Fenway and Fenway GP

SPECIAL FACTORS Plans for 1-800 CONTACTS after the Merger

(b) **Alternatives.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Recommendation of the Transactions Committee and Board of Directors; Reasons for the Merger; Fairness of the Merger

SPECIAL FACTORS Effects on the Company if the Merger is Not Completed

(c) **Reasons.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Recommendation of the Transactions Committee and Board of Directors; Reasons for the Merger; Fairness of the Merger

SPECIAL FACTORS Purpose of the Merger for 1-800 CONTACTS

SPECIAL FACTORS Purpose and Reasons for the Merger of Management Investors

SPECIAL FACTORS Purpose and Reasons for the Merger of LaGrange Investors

SPECIAL FACTORS Purpose and Reasons for the Merger of Parent, Fenway, Acquisition and Fenway GP

SPECIAL FACTORS Opinion of Financial Advisor

SPECIAL FACTORS Plans for 1-800 CONTACTS after the Merger

(d) **Effects.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Certain Effects of the Merger

SUMMARY TERM SHEET Interests of Certain Persons in the Merger

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

SPECIAL FACTORS Purpose and Reasons for the Merger of Management Investors

SPECIAL FACTORS Purpose and Reasons for the Merger of LaGrange Investors

SPECIAL FACTORS Purpose and Reasons for the Merger of Parent, Acquisition, Fenway and Fenway GP

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Plans for 1-800 CONTACTS after the Merger

SPECIAL FACTORS Financing of the Merger

SPECIAL FACTORS Certain Effects of the Merger

SPECIAL FACTORS Effects on the Company if the Merger is Not Completed

SPECIAL FACTORS Certain Material United States Income Tax Consequences

SPECIAL FACTORS Estimated Fees and Expenses

THE MERGER AGREEMENT

Annex A Agreement and Plan of Merger

Item 8. Fairness of the Transaction

Regulation M-A 1014

(a) **Fairness.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Recommendation of the Transactions Committee and the Board of Directors

SUMMARY TERM SHEET Opinion of Financial Advisor

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Recommendation of the Transactions Committee and Board of Directors; Reasons for the Merger; Fairness of the Merger

SPECIAL FACTORS Opinion of Financial Advisor

SPECIAL FACTORS Position of Management Investors as to the Fairness of the Merger

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SPECIAL FACTORS Position of LaGrange Investors as to the Fairness of the Merger

SPECIAL FACTORS Position of Parent, Acquisition, Fenway and Fenway GP as to the Fairness of the Merger

Annex C Opinion of Sonenshine Partners LLC

5

(b) **Factors Considered in Determining Fairness.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Recommendation of the Transactions Committee and the Board of Directors

SUMMARY TERM SHEET Opinion of Financial Advisor

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Recommendation of the Transactions Committee and Board of Directors; Reasons for the Merger; Fairness of the Merger

SPECIAL FACTORS Opinion of Financial Advisor

SPECIAL FACTORS Position of Management Investors as to the Fairness of the Merger

SPECIAL FACTORS Position of LaGrange Investors as to the Fairness of the Merger

SPECIAL FACTORS Position of Parent, Acquisition, Fenway and Fenway GP as to the Fairness of the Merger

SPECIAL FACTORS Plans for 1-800 CONTACTS after the Merger

Annex C Opinion of Sonenshine Partners LLC

(c) **Approval of Security Holders.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Vote Required

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

THE SPECIAL MEETING Record Date; Stockholders Entitled to Vote; Quorum

THE SPECIAL MEETING Vote Required

SPECIAL FACTORS Recommendation of the Transactions Committee and Board of Directors; Reasons for the Merger; Fairness of the Merger

THE MERGER AGREEMENT Conditions to the Merger

(d) **Unaffiliated Representative.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Position of Management Investors as to the Fairness of the Merger

SPECIAL FACTORS Position of LaGrange Investors as to the Fairness of the Merger

SPECIAL FACTORS Position of Parent, Acquisition, Fenway and Fenway GP as to the Fairness of the Merger

SPECIAL FACTORS Recommendation of the Transactions Committee and Board of Directors; Reasons for the Merger; Fairness of the Merger

(e) **Approval of Directors.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Recommendation of the Transactions Committee and Board of Directors; Reasons for the Merger; Fairness of the Merger

(f) **Other Offers.** The information set forth in the Proxy Statement under the following caption is incorporated herein by reference:

SPECIAL FACTORS Background of the Merger

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Item 9. Reports, Opinions, Appraisals and Certain Negotiations

Regulation M-A Item 1015

(a) **Report, Opinion or Appraisal.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Opinion of Financial Advisor

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Recommendation of the Transactions Committee and Board of Directors; Reasons for the Merger; Fairness of the Merger

SPECIAL FACTORS Opinion of Financial Advisor

Annex C Opinion of Sonenshine Partners LLC

(b) **Preparer and Summary of the Report, Opinion or Appraisal.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Opinion of Financial Advisor

SPECIAL FACTORS Background of the Merger

SPECIAL FACTORS Recommendation of the Transactions Committee and Board of Directors; Reasons for the Merger; Fairness of the Merger

SPECIAL FACTORS Opinion of Financial Advisor

Annex C Opinion of Sonenshine Partners LLC

(c) **Availability of Documents.** The reports, opinions or appraisals referenced in this Item 9 will be made available for inspection and copying at the principal executive offices of the Company during its regular business hours by any interested holder of 1-800 CONTACTS Common Stock or any representative who has been designated in writing.

Item 10. Source and Amounts of Funds or Other Consideration

Regulation M-A Item 1007

(a) **Source of Funds.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Financing of the Merger

SUMMARY TERM SHEET Important Terms of the Merger Agreement

SPECIAL FACTORS Interests of Certain Persons in the Merger

SPECIAL FACTORS Financing of the Merger

THE MERGER AGREEMENT Fenway Guaranty

Annex A Agreement and Plan of Merger

(b) **Conditions.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET The Merger

SUMMARY TERM SHEET Important Terms of the Merger Agreement

QUESTIONS AND ANSWERS ABOUT THE SPECIAL MEETING AND THE MERGER

SPECIAL FACTORS Recommendation of the Transactions Committee and Board of Directors; Reasons for the Merger; Fairness of the Merger

SPECIAL FACTORS Certain Effects of the Merger

SPECIAL FACTORS Financing of the Merger

THE MERGER AGREEMENT The Merger

THE MERGER AGREEMENT Available Funds and Commitment Letter

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Annex A Agreement and Plan of Merger

(c) **Expenses.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Important Terms of the Merger Agreement

SPECIAL FACTORS Estimated Fees and Expenses

THE MERGER AGREEMENT Termination Fees and Expenses

Annex A Agreement and Plan of Merger

(d) **Borrowed Funds.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Financing of the Merger

SPECIAL FACTORS Financing of the Merger

Item 11. Interest in Securities of the Subject Company

Regulation M-A Item 1008

(a) **Securities Ownership.** The information set forth in the Proxy Statement under the following captions is incorporated herein by reference:

SUMMARY TERM SHEET Interests of NAME OF REPORTING PERSON

The Buffalo News Office Pension Plan

2

CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a)

(b)

3

SEC USE ONLY

4

CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

NUMBER OF
SHARES
BENEFICIALLY
OWNED BY
EACH
REPORTING
PERSON
WITH

5

SOLE VOTING POWER

NONE

6

SHARED VOTING POWER

150,000 shares of Common Stock

7

SOLE DISPOSITIVE POWER

NONE

8

SHARED DISPOSITIVE POWER

150,000 shares of Common Stock

9

AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

150,000 shares of Common Stock

10

CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES

Not applicable.

11

PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12

TYPE OF REPORTING PERSON

EP

CUSIP No. 23918K108

13G

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1 NAME OF REPORTING PERSON

The Buffalo News Editorial Pension Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES

NONE

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

250,000 shares of Common Stock

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

NONE

8 SHARED DISPOSITIVE POWER

WITH

250,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

250,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12 TYPE OF REPORTING PERSON

EP

CUSIP No. 23918K108

13G

Page 14 of 30 Pages

1 NAME OF REPORTING PERSON

The Buffalo News Mechanical Pension Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 50,000 shares of Common Stock
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
 8 SHARED DISPOSITIVE POWER

WITH

9 50,000 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

50,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 0.1%

12 TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

The Buffalo News Drivers/Distributors Pension Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 20,000 shares of Common Stock
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER

WITH

9 20,000 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

20,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

Less than 0.1%

12 TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Dexter Pension Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Connecticut

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 200,000 shares of Common Stock
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
 8 SHARED DISPOSITIVE POWER

WITH

9 200,000 shares of Common Stock
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

200,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12 TYPE OF REPORTING PERSON

EP

CUSIP No. 23918K108

13G

Page 17 of 30 Pages

1 NAME OF REPORTING PERSON

FlightSafety International Inc. Retirement Income Plan

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of New York

5 SOLE VOTING POWER

NUMBER OF

SHARES

NONE

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

700,000 shares of Common Stock

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

NONE

8 SHARED DISPOSITIVE POWER

WITH

700,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

700,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.3%

12 TYPE OF REPORTING PERSON

EP

CUSIP No. 23918K108

13G

Page 18 of 30 Pages

1 NAME OF REPORTING PERSON

Fruit of the Loom Pension Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Kentucky

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,380,064 shares of Common Stock
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
 8 SHARED DISPOSITIVE POWER

WITH

9 1,380,064 shares of Common Stock
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,380,064 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.6%

12 TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

GEICO Corporation Pension Plan Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Maryland

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 2,977,748 shares of Common Stock

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
 8 SHARED DISPOSITIVE POWER

WITH

2,977,748 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,977,748 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.4%

12 TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Johns Manville Corporation Master Pension Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Colorado

5 SOLE VOTING POWER

NUMBER OF

NONE

SHARES

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

EACH

2,750,000 shares of Common Stock
7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

NONE

WITH

8 SHARED DISPOSITIVE POWER

2,750,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

10 2,750,000 shares of Common Stock
CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

11 Not applicable.
PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

12 1.3%
TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

2 Justin Brands, Inc. Union Pension Plan & Justin Brands, Inc. Pension Plan & Trust
CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

3 (b) ..
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Texas

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 250,000 shares of Common Stock
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
8 SHARED DISPOSITIVE POWER

WITH

9 250,000 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

250,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.1%

12 TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

BNSF Master Retirement Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Texas

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 6,850,000 shares of Common Stock

EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
 8 SHARED DISPOSITIVE POWER

WITH

6,850,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

6,850,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

3.2%

12 TYPE OF REPORTING PERSON

EP

CUSIP No. 23918K108

13G

Page 23 of 30 Pages

1 NAME OF REPORTING PERSON

Scott Fetzer Company Collective Investment Trust

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Ohio

5 SOLE VOTING POWER

NUMBER OF

SHARES

NONE

6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY

450,000 shares of Common Stock

EACH

7 SOLE DISPOSITIVE POWER

REPORTING

PERSON

NONE

8 SHARED DISPOSITIVE POWER

WITH

450,000 shares of Common Stock

9 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

450,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.2%

12 TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

Lubrizol Master Trust Pension

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

(b) ..

3 SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

State of Ohio

5 SOLE VOTING POWER

NUMBER OF

SHARES NONE
 6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 1,570,000 shares of Common Stock
 EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON NONE
 8 SHARED DISPOSITIVE POWER

WITH

9 1,570,000 shares of Common Stock
 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

1,570,000 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

0.7%

12 TYPE OF REPORTING PERSON

EP

1 NAME OF REPORTING PERSON

R. Ted Weschler

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP

(a) x

3 (b) ..
SEC USE ONLY

4 CITIZENSHIP OR PLACE OF ORGANIZATION

United States Citizen

5 SOLE VOTING POWER

NUMBER OF

SHARES 2,239,806 shares of Common Stock
6 SHARED VOTING POWER

BENEFICIALLY

OWNED BY 0
EACH 7 SOLE DISPOSITIVE POWER

REPORTING

PERSON 2,239,806 shares of Common Stock
8 SHARED DISPOSITIVE POWER

WITH

9 143,374 shares of Common Stock
AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,383,180 shares of Common Stock

10 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN SHARES "

Not applicable.

11 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

1.1%

12 TYPE OF REPORTING PERSON

IN

SCHEDULE 13G

Item 1.

(a) Name of Issuer

DAVITA HEALTHCARE PARTNERS INC.

(b) Address of Issuer s Principal Executive Offices

2000 16th Street, Denver, CO 80202

Item 2(a). Name of Person Filing:

Item 2(b). Address of Principal Business Office:

Item 2(c). Citizenship:

Warren E. Buffett	Berkshire Hathaway Inc.
3555 Farnam Street	3555 Farnam Street
Omaha, Nebraska 68131	Omaha, Nebraska 68131
United States Citizen	Delaware corporation
National Indemnity Company	GEICO Corporation
3024 Harney Street	One GEICO Plaza
Omaha, Nebraska 68131	Washington, DC 20076
Nebraska corporation	Delaware Corporation
Government Employees Insurance Company	GEICO Indemnity Company
One GEICO Plaza	One GEICO Plaza
Washington, DC 20076	Washington, D.C. 20076
Maryland Corporation	Maryland Corporation
GEICO Advantage Insurance Company	GEICO Choice Insurance Company

One GEICO Plaza

Washington, D.C. 20076

Nebraska Corporation

One GEICO Plaza

Washington, D.C. 20076

Nebraska Corporation

GEICO Secure Insurance Company

One GEICO Plaza

Washington, D.C. 20076

Nebraska Corporation

Acme Brick Company Pension Trust

c./o Acme Building Brands

2821 West 7th Street

Fort Worth, TX 76107

Texas

The Buffalo News Office Pension Plan

c/o The Buffalo News

One News Plaza

Buffalo, NY 14240

New York

The Buffalo News Editorial Pension Plan	The Buffalo News Mechanical Pension Plan
c/o The Buffalo News	c/o The Buffalo News
One News Plaza	One News Plaza
Buffalo, NY 14240	Buffalo, NY 14240
New York	New York
The Buffalo News Drivers/Distributors Pension Plan	Dexter Pension Plan
c/o The Buffalo News	c/o H.H. Brown Shoe Co.
One News Plaza	124 West Putnam Avenue
Buffalo, NY 14240	Greenwich, CT 06830
New York	Connecticut
FlightSafety International Inc. Retirement Income Plan	Fruit of the Loom Pension Trust
c/o FlightSafety International Inc.	c/o Fruit of the Loom
LaGuardia Airport	1 Fruit of the Loom Drive
Flushing, NY 11371	Bowling Green, KY 42102
New York	Kentucky
GEICO Corporation Pension Plan Trust	Johns Manville Corporation Master Pension Trust
c/o GEICO Corporation	c/o Johns Manville Corporation
1 Geico Plaza	717 17 th Street
Washington, DC 20076	Denver, CO 80202
Maryland	Colorado
Justin Brands, Inc. Union Pension Plan & Justin	Scott Fetzer Company Collective Investment Trust
Brands, Inc. Pension Plan & Trust	c/o Scott Fetzer Companies
c/o Justin Brands, Inc.	28800 Clemens Road
610 West Daggett	Westlake, OH 44145

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Fort Worth, TX 76104

Ohio

Texas

BNSF Master Retirement Trust

Lubrizol Master Trust Pension

c/o BNSF Railway

c/o The Lubrizol Corporation

2650 Lou Menk Drive

29400 Lakeland Blvd.

Fort Worth, TX 76131

Wickliffe, Ohio 44092

Ohio

R. Ted Weschler

404 East Main Street

Charlottesville, VA 22902

United States Citizen

(d) Title of Class of Securities

Common Stock

(e) CUSIP Number

23918K108

Item 3. If this statement is filed pursuant to § 240.13d-1(b), or § 240.13d-2(b) or (c), check whether the person filing is a:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.), Berkshire Hathaway Inc. and GEICO Corporation are each a Parent Holding Company or Control Person, in accordance with § 240.13d-1(b)(1)(ii)(G).

National Indemnity Company, Government Employees Insurance Company, GEICO Indemnity Company, GEICO Advantage Insurance Company, GEICO Choice Insurance Company and GEICO Secure Insurance Company are each an Insurance Company as defined in section 3(a)(19) of the Act.

Acme Brick Company Pension Trust, BNSF Master Retirement Trust, The Buffalo News Office Pension Plan, The Buffalo News Editorial Pension Plan, The Buffalo News Mechanical Pension Plan, The Buffalo News Drivers/Distributors Pension Plan, Dexter Pension Plan, FlightSafety International Inc. Retirement Income Plan, Fruit of the Loom Pension Trust, GEICO Corporation Pension Plan Trust, Johns Manville Corporation Master Pension Trust, Justin Brands Inc. Union Pension Plan & Justin Brands Inc. Pension Plan & Trust, Scott Fetzer Company Collective Investment Trust and Lubrizol Master Trust Pension are each an Employee Benefit Plan in accordance with § 240.13d-1(b)(1)(ii)(F).

Item 4. Ownership

Provide the following information regarding the aggregate number and percentage of the class of securities of the issuer identified in Item 1.

(a) Amount beneficially Owned

See the Cover Pages for each of the Reporting Persons.

(b) Percent of Class

See the Cover Pages for each of the Reporting Persons.

(c) Number of shares as to which such person has:

(i) sole power to vote or to direct the vote

(ii) shared power to vote or to direct the vote

(iii) sole power to dispose or to direct the disposition of

(iv) shared power to dispose or to direct the disposition of

See the Cover Pages for each of the Reporting Persons.

Item 5. Ownership of Five Percent or Less of a Class.

Not Applicable.

Item 6. Ownership of More than Five Percent on Behalf of Another Person.

Not Applicable.

Item 7. Identification and Classification of the Subsidiary Which Acquired the Security Being Reported on By the Parent Holding Company or Control Person.

See Exhibit A.

Item 8. Identification and Classification of Members of the Group.

See Exhibit A.

Item 9. Notice of Dissolution of Group.

Not Applicable.

Item 10. Certification.

By signing below I certify that, to the best of my knowledge and belief, the securities referred to above were not acquired and are not held for the purpose of or with the effect of changing or influencing the control of the issuer of the securities and were not acquired and are not held in connection with or as a participant in any transaction having that purpose or effect, other than activities solely in connection with a nomination under § 240.14a-11.

SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

Dated this 14th day of February, 2014

/s/ Warren E. Buffett
Warren E. Buffett

BERKSHIRE HATHAWAY INC.

By: /s/ Warren E. Buffett
Warren E. Buffett
Chairman of the Board

NATIONAL INDEMNITY COMPANY,
GEICO CORPORATION, GOVERNMENT
EMPLOYEES INSURANCE COMPANY,
GEICO INDEMNITY COMPANY, GEICO
ADVANTAGE INSURANCE COMPANY,
GEICO CHOICE INSURANCE COMPANY,
GEICO SECURE INSURANCE COMPANY,
ACME BRICK COMPANY PENSION
TRUST, THE BUFFALO NEWS OFFICE
PENSION PLAN, THE BUFFALO NEWS
EDITORIAL PENSION PLAN, THE
BUFFALO NEWS MECHANICAL
PENSION PLAN, THE BUFFALO NEWS
DRIVERS/DISTRIBUTORS PENSION
PLAN, DEXTER PENSION PLAN,
FLIGHTSAFETY INTERNATIONAL INC.
RETIREMENT INCOME PLAN, FRUIT OF
THE LOOM PENSION TRUST, GEICO
CORPORATION PENSION PLAN TRUST,
JOHNS MANVILLE CORPORATION
MASTER PENSION TRUST, JUSTIN
BRANDS, INC., UNION PENSION PLAN &
JUSTIN BRANDS, INC. PENSION &
TRUST, SCOTT FETZER COMPANY
COLLECTIVE INVESTMENT TRUST,
BNSF MASTER RETIREMENT TRUST
AND LUBRIZOL MASTER TRUST
PENSION

By: /s/ Warren E. Buffett
Warren E. Buffett

Attorney-in-Fact

/s/ R. Ted Weschler

R. Ted Weschler

SCHEDULE 13G

EXHIBIT A

RELEVANT SUBSIDIARIES AND MEMBERS OF FILING GROUP

PARENT HOLDING COMPANIES OR CONTROL PERSONS:

Warren E. Buffett (an individual who may be deemed to control Berkshire Hathaway Inc.)

Berkshire Hathaway Inc.

GEICO Corporation

INSURANCE COMPANIES AS DEFINED IN SECTION 3(a)(19) OF THE ACT:

National Indemnity Company

Government Employees Insurance Company

GEICO Indemnity Company

GEICO Advantage Insurance Company

GEICO Choice Insurance Company

GEICO Secure Insurance Company

EMPLOYEE BENEFIT PLANS IN ACCORDANCE WITH § 240.13d-1-(b)(1)(ii)(F)

Acme Brick Company Pension Trust

BNSF Master Retirement Trust

The Buffalo News Office Pension Plan

The Buffalo News Editorial Pension Plan

The Buffalo News Mechanical Pension Plan

The Buffalo News Drivers/Distributors Pension Plan

Dexter Pension Plan

FlightSafety International Inc. Retirement Income Plan

Fruit of the Loom Pension Trust

GEICO Corporation Pension Plan Trust

Johns Manville Corporation Master Pension Trust

Justin Brands Inc. Union Pension Plan & Justin Brands Inc. Pension Plan & Trust

Scott Fetzer Company Collective Investment Trust

Lubrizol Master Trust Pension

OTHER MEMBER OF FILING GROUP

R. Ted Weschler

SCHEDULE 13G

EXHIBIT B

JOINT FILING AGREEMENT PURSUANT TO RULE 13d-1(k)(1)

The undersigned persons hereby agree that reports on Schedule 13G, and amendments thereto, with respect to the Common Stock of DaVita HealthCare Partners Inc. may be filed in a single statement on behalf of each of such persons, and further, each of such persons designates Warren E. Buffett as its agent and Attorney-in-Fact for the purpose of executing any and all Schedule 13G filings required to be made by it with the Securities and Exchange Commission.

Dated: February 14, 2014

/s/ Warren E. Buffett
Warren E. Buffett
Berkshire Hathaway Inc.

Dated: February 14, 2014

/s/ Warren E. Buffett
By: Warren E. Buffett
Title: Chairman of the Board
National Indemnity Company

Dated: February 14, 2014

/s/ Marc D. Hamburg
By: Marc D. Hamburg
Title: Chairman of the Board
GEICO Corporation

Dated: February 14, 2014

/s/ Michael H. Campbell
By: Michael H. Campbell
Title: Vice President
Government Employees Insurance Company

Dated: February 14, 2014

/s/ Michael H. Campbell
By: Michael H. Campbell
Title: Senior Vice President
GEICO Indemnity Company

Dated: February 14, 2014

/s/ Michael H. Campbell

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By: Michael H. Campbell
Title: Senior Vice President

GEICO Advantage Insurance Company

Dated: February 14, 2014

/s/ Michael H. Campbell
By: Michael H. Campbell
Title: Senior Vice President

GEICO Choice Insurance Company

Dated: February 14, 2014

/s/ Michael H. Campbell
By: Michael H. Campbell
Title: Senior Vice President

GEICO Secure Insurance Company

Dated: February 14, 2014

/s/ Michael H. Campbell
By: Michael H. Campbell
Title: Senior Vice President

The Buffalo News Office Pension Plan

Dated: February 14, 2014

/s/ Warren Colville
By: Warren Colville
Title: President and Chief Executive Officer, The Buffalo News
The Buffalo News Editorial Pension Plan

Dated: February 14, 2014

/s/ Warren Colville
By: Warren Colville
Title: President and Chief Executive Officer, The Buffalo News
The Buffalo News Mechanical Pension Plan

Dated: February 14, 2014

/s/ Warren Colville
By: Warren Colville
Title: President and Chief Executive Officer, The Buffalo News

The Buffalo News Drivers/Distributors Pension Plan

Dated: February 14, 2014

/s/ Warren Colville
By: Warren Colville
Title: President and Chief Executive Officer, The Buffalo News
Dexter Pension Plan

Dated: February 14, 2014

/s/ James Issler
By: James Issler
Title: President, H.H. Brown Shoe Co.
FlightSafety International Inc. Retirement Income Plan

Dated: February 14, 2014

/s/ Bruce Whitman
By: Bruce Whitman
Title: President and Chief Executive Officer,
FlightSafety International, Inc.
Fruit of the Loom Pension Trust

Dated: February 14, 2014

/s/ Rick Medlin
By: Rick Medlin
Title: President and Chief Executive Officer, Fruit of the Loom
GEICO Corporation Pension Plan Trust

Dated: February 14, 2014

/s/ Michael H. Campbell
By: Michael H. Campbell
Title: Senior Vice President, GEICO Corporation
BNSF Master Retirement Trust

Dated: February 14, 2014

/s/ Julie Piggott
By: Julie Piggott
Vice President, Burlington Northern Santa Fe, LLC

Johns Manville Corporation Master Pension Plan

Dated: February 14, 2014

/s/ Mary Rhinehart
By: Mary Rhinehart
Title: President and Chief Executive Officer
Johns Manville Corporation
Justin Brands, Inc. Union Pension Plan & Justin Brands, Inc.
Pension Plan & Trust

Dated: February 14, 2014

/s/ Randy Watson
By: Randy Watson
Title: President and Chief Executive Officer, Justin Brands, Inc.
Acme Brick Company Pension Trust

Dated: February 14, 2014

/s/ Dennis Knautz
By: Dennis Knautz
Title: President and Chief Executive Officer,
Acme Building Brands
Scott Fetzer Company Collective Investment Trust

Dated: February 14, 2014

/s/ Robert McBride
By: Robert McBride
Title: President and Chief Executive Officer,
Scott Fetzer Companies
Lubrizol Master Trust Pension

Dated: February 14, 2014

/s/ Brian Valentine
By: Brian Valentine
Title: Vice President, The Lubrizol Corporation

Dated: February 14, 2014

/s/ R. Ted Weschler
R. Ted Weschler