

Original

11-807

**ILLINOIS HEALTH FACILITIES AND SERVICES REVIEW BOARD
APPLICATION FOR PERMIT**

RECEIVED**SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION**

JAN 31 2011

This Section must be completed for all projects.HEALTH FACILITIES &
SERVICES REVIEW BOARD**Facility/Project Identification**

Facility Name: <i>Fresenius Medical Care Woodridge</i>			
Street Address: <i>SWC 75th Street & Route 53</i>			
City and Zip Code: <i>Naperville 60565*</i>			
County:	<i>DuPage</i>	Health Service Area	<i>7</i>
		Health Planning Area:	

*Facility is located in Woodridge, however will have a Naperville mailing address.

Applicant /Co-Applicant Identification**[Provide for each co-applicant [refer to Part 1130.220].**

Exact Legal Name: <i>Fresenius Medical Care Woodridge, LLC d/b/a Fresenius Medical Care Woodridge</i>	
Address: <i>920 Winter Street, Waltham, MA 02451</i>	
Name of Registered Agent: <i>CT Systems</i>	
Name of Chief Executive Officer: <i>Rice Powell</i>	
CEO Address: <i>920 Winter Street, Waltham, MA 02451</i>	
Telephone Number: <i>800-662-1237</i>	

Type of Ownership of Applicant/Co-Applicant

<input type="checkbox"/>	Non-profit Corporation	<input type="checkbox"/>	Partnership	
<input type="checkbox"/>	For-profit Corporation	<input type="checkbox"/>	Governmental	
<input checked="" type="checkbox"/>	Limited Liability Company	<input type="checkbox"/>	Sole Proprietorship	<input type="checkbox"/> Other

- o Corporations and limited liability companies must provide an **Illinois certificate of good standing**.
- o Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.

APPEND DOCUMENTATION AS ATTACHMENT-1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Primary Contact

[Person to receive all correspondence or inquiries during the review period]

Name: <i>Lori Wright</i>
Title: <i>Senior CON Specialist</i>
Company Name: <i>Fresenius Medical Care</i>
Address: <i>One Westbrook Corporate Center, Tower One, Suite 1000, Westchester, IL 60154</i>
Telephone Number: <i>708-498-9121</i>
E-mail Address: <i>lori.wright@fmc-na.com</i>
Fax Number: <i>708-498-9334</i>

Additional Contact

[Person who is also authorized to discuss the application for permit]

Name: <i>Coleen Muldoon</i>
Title: <i>Regional Vice President</i>
Company Name: <i>Fresenius Medical Care</i>
Address: <i>One Westbrook Corporate Center, Tower One, Suite 1000, Westchester, IL 60154</i>
Telephone Number: <i>708-498-9118</i>
E-mail Address: <i>coleen.muldoon@fmc-na.com</i>
Fax Number: <i>708-498-9283</i>

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Post Permit Contact

[Person to receive all correspondence subsequent to permit issuance-THIS PERSON MUST BE EMPLOYED BY THE LICENSED HEALTH CARE FACILITY AS DEFINED AT 20 ILCS 3960]

Name: <i>Lori Wright</i>
Title: <i>Senior CON Specialist</i>
Company Name: <i>Fresenius Medical Care</i>
Address: <i>One Westbrook Corporate Center, Tower One, Suite 1000, Westchester, IL 60154</i>
Telephone Number: <i>708-498-9121</i>
E-mail Address: <i>lori.wright@fmc-na.com</i>
Fax Number: <i>708-498-9334</i>

Additional Contact

[Person who is also authorized to discuss the application for permit]

Name: <i>Clare Ranalli</i>
Title: <i>Attorney</i>
Company Name: <i>Holland & Knight, LLP</i>
Address: <i>131 S. Dearborn, 30th Floor, Chicago, IL 60603</i>
Telephone Number: <i>312-578-6567</i>
E-mail Address: <i>clare.ranalli@hkllaw.com</i>
Fax Number: <i>312-578-6666</i>

Site Ownership

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: <i>Inter Continental Real Estate & Development Corp.</i>
Address of Site Owner: <i>2221 Camden Court, Suite 200, Oak Brook, IL 60523</i>
Street Address or Legal Description of Site: <i>SWC 75th Street & Rt. 53, Woodridge</i>
Proof of ownership or control of the site is to be provided as Attachment 2. Examples of proof of ownership are property tax statement, tax assessor's documentation, deed, notarized statement of the corporation attesting to ownership, an option to lease, a letter of intent to lease or a lease.
APPEND DOCUMENTATION AS ATTACHMENT-2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Operating Identity/Licensee

[Provide this information for each applicable facility, and insert after this page.]

Exact Legal Name: <i>Fresenius Medical Care Woodridge, LLC d/b/a Fresenius Medical Care Woodridge</i>
Address: <i>920 Winter Street, Waltham, MA 02451</i>
<input type="checkbox"/> Non-profit Corporation <input type="checkbox"/> Partnership <input type="checkbox"/> For-profit Corporation <input type="checkbox"/> Governmental <input checked="" type="checkbox"/> Limited Liability Company <input type="checkbox"/> Sole Proprietorship <input type="checkbox"/> Other
<ul style="list-style-type: none"> o Corporations and limited liability companies must provide an Illinois Certificate of Good Standing. o Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner. o Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.
APPEND DOCUMENTATION AS ATTACHMENT-3, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Organizational Relationships

Provide (for each co-applicant) an organizational chart containing the name and relationship of any person or entity who is related (as defined in Part 1130.140). If the related person or entity is participating in the development or funding of the project, describe the interest and the amount and type of any financial contribution.

APPEND DOCUMENTATION AS ATTACHMENT-4, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Flood Plain Requirements NOT APPLICABLE – PROJECT IS NOT NEW CONSTRUCTION

[Refer to application instructions.]

Provide documentation that the project complies with the requirements of Illinois Executive Order #2005-5 pertaining to construction activities in special flood hazard areas. As part of the flood plain requirements please provide a map of the proposed project location showing any identified floodplain areas. Floodplain maps can be printed at www.FEMA.gov or www.illinoisfloodmaps.org. **This map must be in a readable format.** In addition please provide a statement attesting that the project complies with the requirements of Illinois Executive Order #2005-5 (<http://www.hfsrb.illinois.gov>).

APPEND DOCUMENTATION AS ATTACHMENT -5, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Historic Resources Preservation Act Requirements

[Refer to application instructions.]

Provide documentation regarding compliance with the requirements of the Historic Resources Preservation Act.

APPEND DOCUMENTATION AS ATTACHMENT-6, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

DESCRIPTION OF PROJECT**1. Project Classification**

[Check those applicable - refer to Part 1110.40 and Part 1120.20(b)]

Part 1110 Classification:

- Substantive
 Non-substantive

Part 1120 Applicability or Classification:
[Check one only.]

- Part 1120 Not Applicable
 Category A Project
 Category B Project
 DHS or DVA Project

2. Narrative Description

Provide in the space below, a brief narrative description of the project. Explain **WHAT** is to be done in **State Board defined terms**, **NOT WHY** it is being done. If the project site does **NOT** have a street address, include a legal description of the site. Include the rationale regarding the project's classification as substantive or non-substantive.

Fresenius Medical Care Woodridge, LLC, proposes to establish a 16 station in-center hemodialysis facility at the SWC of 75th Street & Route 53, Naperville, IL 60565. (The facility is actually located in Woodridge, however will have a Naperville mailing address.) The facility will be in leased space in a single tenant building. The interior of the leased space will be built out by the applicant.

Fresenius Medical Care Woodridge will be in HSA 7. There is a need for 26 additional ESRD stations in HSA 7 according to the January 18, 2011 inventory.

This project is "substantive" under Planning Board rule 1110.10(b) as it entails the establishment of a health care facility that will provide chronic renal dialysis services

Project Costs and Sources of Funds

Complete the following table listing all costs (refer to Part 1120.110) associated with the project. When a project or any component of a project is to be accomplished by lease, donation, gift, or other means, the fair market or dollar value (refer to Part 1130.140) of the component must be included in the estimated project cost. If the project contains non-reviewable components that are not related to the provision of health care, complete the second column of the table below. Note, the use and sources of funds must equal.

Project Costs and Sources of Funds			
USE OF FUNDS	CLINICAL	NONCLINICAL	TOTAL
Preplanning Costs	N/A	N/A	N/A
Site Survey and Soil Investigation	N/A	N/A	N/A
Site Preparation	N/A	N/A	N/A
Off Site Work	N/A	N/A	N/A
New Construction Contracts	N/A	N/A	N/A
Modernization Contracts	1,044,000	N/A	1,044,000
Contingencies	104,400	N/A	104,400
Architectural/Engineering Fees	112,500	N/A	112,500
Consulting and Other Fees	N/A	N/A	N/A
Movable or Other Equipment (not in construction contracts)	600,000	N/A	600,000
Bond Issuance Expense (project related)	N/A	N/A	N/A
Net Interest Expense During Construction (project related)	N/A	N/A	N/A
Fair Market Value of Leased Space or Equipment	3,376,200	N/A	3,376,200
Other Costs To Be Capitalized	N/A	N/A	N/A
Acquisition of Building or Other Property (excluding land)	N/A	N/A	N/A
TOTAL USES OF FUNDS	5,237,100		5,237,100
SOURCE OF FUNDS	CLINICAL	NONCLINICAL	CLINICAL
Cash and Securities	1,860,900	N/A	1,860,900
Pledges	N/A	N/A	N/A
Gifts and Bequests	N/A	N/A	N/A
Bond Issues (project related)	N/A	N/A	N/A
Mortgages	N/A	N/A	N/A
Leases (fair market value)	3,376,200	N/A	3,376,200
Governmental Appropriations	N/A	N/A	N/A
Grants	N/A	N/A	N/A
Other Funds and Sources	N/A	N/A	N/A
TOTAL SOURCES OF FUNDS	5,237,100	N/A	5,237,100

NOTE: ITEMIZATION OF EACH LINE ITEM MUST BE PROVIDED AT ATTACHMENT-7, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Related Project Costs

Provide the following information, as applicable, with respect to any land related to the project that will be or has been acquired during the last two calendar years:

Land acquisition is related to project	<input type="checkbox"/> Yes	<input checked="" type="checkbox"/> No
Purchase Price: \$	_____	
Fair Market Value: \$	_____	

The project involves the establishment of a new facility or a new category of service
 Yes No

If yes, provide the dollar amount of all **non-capitalized** operating start-up costs (including operating deficits) through the first full fiscal year when the project achieves or exceeds the target utilization specified in Part 1100.

Estimated start-up costs and operating deficit cost is \$ 58,500.

Project Status and Completion Schedules

Indicate the stage of the project's architectural drawings:

None or not applicable Preliminary

Schematics Final Working

Anticipated project completion date (refer to Part 1130.140): 06/01/2013

Indicate the following with respect to project expenditures or to obligation (refer to Part 1130.140):

Purchase orders, leases or contracts pertaining to the project have been executed.

Project obligation is contingent upon permit issuance. Provide a copy of the contingent "certification of obligation" document, highlighting any language related to CON Contingencies

Project obligation will occur after permit issuance.

APPEND DOCUMENTATION AS ATTACHMENT-8, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

State Agency Submittals

Are the following submittals up to date as applicable:

Cancer Registry

APORS

All formal document requests such as IDPH Questionnaires and Annual Bed Reports been submitted

All reports regarding outstanding permits

Failure to be up to date with these requirements will result in the application for permit being deemed incomplete.

Cost Space Requirements

Provide in the following format, the department/area **DGSF** or the building/area **BGSF** and cost. The type of gross square footage either **DGSF** or **BGSF** must be identified. The sum of the department costs **MUST** equal the total estimated project costs. Indicate if any space is being reallocated for a different purpose. Include outside wall measurements plus the department's or area's portion of the surrounding circulation space. **Explain the use of any vacated space.**

Dept. / Area	Cost	Gross Square Feet		Amount of Proposed Total Gross Square Feet That Is:			
		Existing	Proposed	New Const.	Modernized	As Is	Vacated Space
REVIEWABLE							
ESRD							
Medical Surgical							
Intensive Care							
Diagnostic Radiology							
MRI							
Total Clinical							
NON REVIEWABLE							
Administrative							
Parking							
Gift Shop							
Total Non-clinical							
TOTAL							

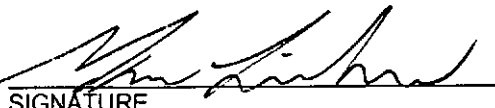
APPEND DOCUMENTATION AS ATTACHMENT-9, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

CERTIFICATION

The application must be signed by the authorized representative(s) of the applicant entity. The authorized representative(s) are:

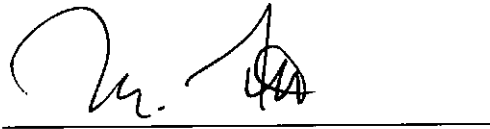
- o in the case of a corporation, any two of its officers or members of its Board of Directors;
- o in the case of a limited liability company, any two of its managers or members (or the sole manger or member when two or more managers or members do not exist);
- o in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application for Permit is filed on the behalf of Fresenius Medical Care Woodridge, LLC * in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this application for permit on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the permit application fee required for this application is sent herewith or will be paid upon request.


SIGNATURE

Marc Lieberman
Asst. Treasurer
PRINTED NAME

PRINTED TITLE

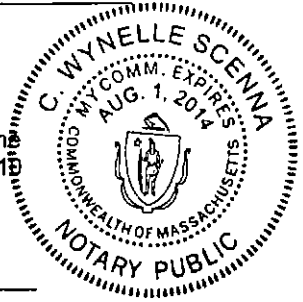

SIGNATURE

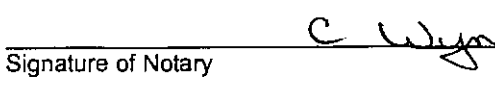
Mark Fawcett
Vice President & Treasurer
PRINTED NAME

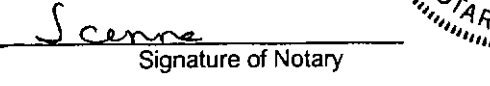
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this ____ day of ____ 2010

Notarization:
Subscribed and sworn to before me
this 01 day of Dec 2010




Signature of Notary


Signature of Notary

Seal

Seal

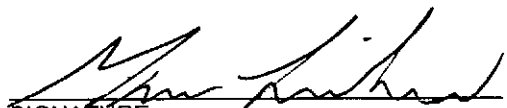
*Insert EXACT legal name of the applicant

CERTIFICATION

The application must be signed by the authorized representative(s) of the applicant entity. The authorized representative(s) are:

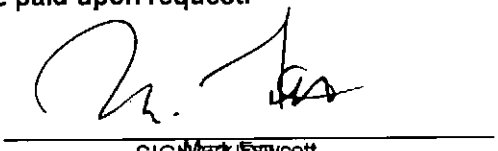
- o in the case of a corporation, any two of its officers or members of its Board of Directors;
- o in the case of a limited liability company, any two of its managers or members (or the sole manger or member when two or more managers or members do not exist);
- o in the case of a partnership, two of its general partners (or the sole general partner, when two or more general partners do not exist);
- o in the case of estates and trusts, two of its beneficiaries (or the sole beneficiary when two or more beneficiaries do not exist); and
- o in the case of a sole proprietor, the individual that is the proprietor.

This Application for Permit is filed on the behalf of Fresenius Medical Care Holdings, Inc. * in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this application for permit on behalf of the applicant entity. The undersigned further certifies that the data and information provided herein, and appended hereto, are complete and correct to the best of his or her knowledge and belief. The undersigned also certifies that the permit application fee required for this application is sent herewith or will be paid upon request.


SIGNATURE

Marc Lieberman
PRINTED NAME

Asst. Treasurer
PRINTED TITLE

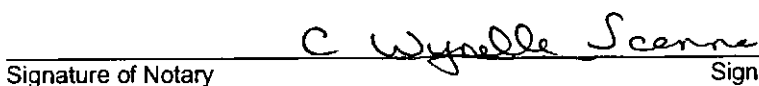

SIGNATURE
Vice President & Asst. Treasurer

PRINTED NAME

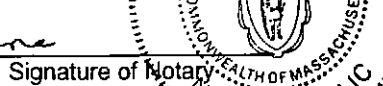
PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this ___ day of ___ 2010

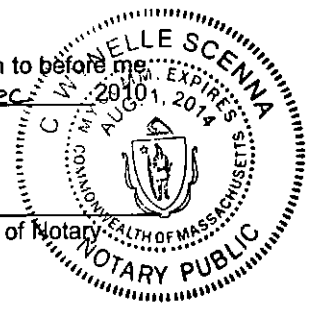
Notarization:
Subscribed and sworn to before me
this 01 day of Dec 2010


Signature of Notary

Seal


Signature of Notary

Seal



*Insert EXACT legal name of the applicant

SECTION III – BACKGROUND, PURPOSE OF THE PROJECT, AND ALTERNATIVES - INFORMATION REQUIREMENTS

This Section is applicable to all projects except those that are solely for discontinuation with no project costs.

Criterion 1110.230 – Background, Purpose of the Project, and Alternatives

READ THE REVIEW CRITERION and provide the following required information:

BACKGROUND OF APPLICANT

1. A listing of all health care facilities owned or operated by the applicant, including licensing, and certification if applicable.
2. A certified listing of any adverse action taken against any facility owned and/or operated by the applicant during the three years prior to the filing of the application.
3. Authorization permitting HFSRB and DPH access to any documents necessary to verify the information submitted, including, but not limited to: official records of DPH or other State agencies; the licensing or certification records of other states, when applicable; and the records of nationally recognized accreditation organizations. **Failure to provide such authorization shall constitute an abandonment or withdrawal of the application without any further action by HFSRB.**
4. If, during a given calendar year, an applicant submits more than one application for permit, the documentation provided with the prior applications may be utilized to fulfill the information requirements of this criterion. In such instances, the applicant shall attest the information has been previously provided, cite the project number of the prior application, and certify that no changes have occurred regarding the information that has been previously provided. The applicant is able to submit amendments to previously submitted information, as needed, to update and/or clarify data.

APPEND DOCUMENTATION AS ATTACHMENT-11, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-4) MUST BE IDENTIFIED IN ATTACHMENT 11.

PURPOSE OF PROJECT

1. Document that the project will provide health services that improve the health care or well-being of the market area population to be served.
2. Define the planning area or market area, or other, per the applicant's definition.
3. Identify the existing problems or issues that need to be addressed, as applicable and appropriate for the project. [See 1110.230(b) for examples of documentation.]
4. Cite the sources of the information provided as documentation.
5. Detail how the project will address or improve the previously referenced issues, as well as the population's health status and well-being.
6. Provide goals with quantified and measurable objectives, with specific timeframes that relate to achieving the stated goals **as appropriate**.

For projects involving modernization, describe the conditions being upgraded if any. For facility projects, include statements of age and condition and regulatory citations if any. For equipment being replaced, include repair and maintenance records.

NOTE: Information regarding the "Purpose of the Project" will be included in the State Agency Report.

APPEND DOCUMENTATION AS ATTACHMENT-12, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM. EACH ITEM (1-6) MUST BE IDENTIFIED IN ATTACHMENT 12.

ALTERNATIVES

- 1) Identify **ALL** of the alternatives to the proposed project:

Alternative options **must** include:

- A) Proposing a project of greater or lesser scope and cost;
 - B) Pursuing a joint venture or similar arrangement with one or more providers or entities to meet all or a portion of the project's intended purposes; developing alternative settings to meet all or a portion of the project's intended purposes;
 - C) Utilizing other health care resources that are available to serve all or a portion of the population proposed to be served by the project; and
 - D) Provide the reasons why the chosen alternative was selected.
- 2) Documentation shall consist of a comparison of the project to alternative options. The comparison shall address issues of total costs, patient access, quality and financial benefits in both the short term (within one to three years after project completion) and long term. This may vary by project or situation. **FOR EVERY ALTERNATIVE IDENTIFIED THE TOTAL PROJECT COST AND THE REASONS WHY THE ALTERNATIVE WAS REJECTED MUST BE PROVIDED.**
- 3) The applicant shall provide empirical evidence, including quantified outcome data that verifies improved quality of care, as available.

APPEND DOCUMENTATION AS ATTACHMENT-13, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

SECTION IV - PROJECT SCOPE, UTILIZATION, AND UNFINISHED/SHELL SPACE

Criterion 1110.234 - Project Scope, Utilization, and Unfinished/Shell Space

READ THE REVIEW CRITERION and provide the following information:

SIZE OF PROJECT:

1. Document that the amount of physical space proposed for the proposed project is necessary and not excessive. **This must be a narrative.**
2. If the gross square footage exceeds the BGSF/DGSF standards in Appendix B, justify the discrepancy by documenting one of the following::
 - a. Additional space is needed due to the scope of services provided, justified by clinical or operational needs, as supported by published data or studies;
 - b. The existing facility's physical configuration has constraints or impediments and requires an architectural design that results in a size exceeding the standards of Appendix B;
 - c. The project involves the conversion of existing space that results in excess square footage.

Provide a narrative for any discrepancies from the State Standard. A table must be provided in the following format with Attachment 14.

SIZE OF PROJECT				
DEPARTMENT/SERVICE	PROPOSED BGSF/DGSF	STATE STANDARD	DIFFERENCE	MET STANDARD?

APPEND DOCUMENTATION AS ATTACHMENT-14, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

PROJECT SERVICES UTILIZATION:

This criterion is applicable only to projects or portions of projects that involve services, functions or equipment for which HFSRB has established utilization standards or occupancy targets in 77 Ill. Adm. Code 1100.

Document that in the second year of operation, the annual utilization of the service or equipment shall meet or exceed the utilization standards specified in 1110.Appendix B. **A narrative of the rationale that supports the projections must be provided.**

A table must be provided in the following format with Attachment 15.

UTILIZATION					
	DEPT./ SERVICE	HISTORICAL UTILIZATION (PATIENT DAYS) (TREATMENTS) ETC.	PROJECTED UTILIZATION	STATE STANDARD	MET STANDARD?
YEAR 1					
YEAR 2					

APPEND DOCUMENTATION AS ATTACHMENT-15, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

UNFINISHED OR SHELL SPACE: NOT APPLICABLE – THERE IS NO UNFINISHED SHELLSPACE

Provide the following information:

1. Total gross square footage of the proposed shell space;
2. The anticipated use of the shell space, specifying the proposed GSF tot be allocated to each department, area or function;
3. Evidence that the shell space is being constructed due to
 - a. Requirements of governmental or certification agencies; or
 - b. Experienced increases in the historical occupancy or utilization of those areas proposed to occupy the shell space.
4. Provide:
 - a. Historical utilization for the area for the latest five-year period for which data are available; and
 - b. Based upon the average annual percentage increase for that period, projections of future utilization of the area through the anticipated date when the shell space will be placed into operation.

APPEND DOCUMENTATION AS ATTACHMENT-16, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

ASSURANCES: NOT APPLICABLE – THERE IS NO UNFINISHED SHELL SPACE

Submit the following:

1. Verification that the applicant will submit to HFSRB a CON application to develop and utilize the shell space, regardless of the capital thresholds in effect at the time or the categories of service involved.
2. The estimated date by which the subsequent CON application (to develop and utilize the subject shell space) will be submitted; and
3. The anticipated date when the shell space will be completed and placed into operation.

APPEND DOCUMENTATION AS ATTACHMENT-17, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

G. Criterion 1110.1430 - In-Center Hemodialysis

1. Applicants proposing to establish, expand and/or modernize In-Center Hemodialysis must submit the following information:
2. Indicate station capacity changes by Service: Indicate # of stations changed by action(s):

Category of Service	# Existing Stations	# Proposed Stations
<input checked="" type="checkbox"/> In-Center Hemodialysis	0	16

3. READ the applicable review criteria outlined below and submit the required documentation for the criteria:

APPLICABLE REVIEW CRITERIA	Establish	Expand	Modernize
1110.1430(b)(1) - Planning Area Need - 77 Ill. Adm. Code 1100 (formula calculation)	X		
1110.1430(b)(2) - Planning Area Need - Service to Planning Area Residents	X	X	
1110.1430(b)(3) - Planning Area Need - Service Demand - Establishment of Category of Service	X		
1110.1430(b)(4) - Planning Area Need - Service Demand - Expansion of Existing Category of Service		X	
1110.1430(b)(5) - Planning Area Need - Service Accessibility	X		
1110.1430(c)(1) - Unnecessary Duplication of Services	X		
1110.1430(c)(2) - Maldistribution	X		
1110.1430(c)(3) - Impact of Project on Other Area Providers	X		
1110.1430(d)(1) - Deteriorated Facilities			X
1110.1430(d)(2) - Documentation			X
1110.1430(d)(3) - Documentation Related to Cited Problems			X
1110.1430(e) - Staffing Availability	X	X	
1110.1430(f) - Support Services	X	X	X
1110.1430(g) - Minimum Number of Stations	X		
1110.1430(h) - Continuity of Care	X		
1110.1430(j) - Assurances	X	X	X
APPEND DOCUMENTATION AS ATTACHMENT-26, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.			

4. Projects for relocation of a facility from one location in a planning area to another in the same planning area must address the requirements listed in subsection (a)(1) for the "Establishment of Services or Facilities", as well as the requirements in Section 1110.130 - "Discontinuation" and subsection 1110.1430(i) - "Relocation of Facilities".

The following Sections **DO NOT** need to be addressed by the applicants or co-applicants responsible for funding or guaranteeing the funding of the project if the applicant has a bond rating of A- or better from Fitch's or Standard and Poor's rating agencies, or A3 or better from Moody's (the rating shall be affirmed within the latest 18 month period prior to the submittal of the application):

- Section 1120.120 Availability of Funds – Review Criteria
- Section 1120.130 Financial Viability – Review Criteria
- Section 1120.140 Economic Feasibility – Review Criteria, subsection (a)

VIII. - 1120.120 - Availability of Funds

The applicant shall document that financial resources shall be available and be equal to or exceed the estimated total project cost plus any related project costs by providing evidence of sufficient financial resources from the following sources, as applicable: Indicate the dollar amount to be provided from the following sources:

1,860,900	<p>a) Cash and Securities – statements (e.g., audited financial statements, letters from financial institutions, board resolutions) as to:</p> <ol style="list-style-type: none"> 1) the amount of cash and securities available for the project, including the identification of any security, its value and availability of such funds; and 2) interest to be earned on depreciation account funds or to be earned on any asset from the date of applicant's submission through project completion;
N/A	<p>b) Pledges – for anticipated pledges, a summary of the anticipated pledges showing anticipated receipts and discounted value, estimated time table of gross receipts and related fundraising expenses, and a discussion of past fundraising experience.</p>
N/A	<p>c) Gifts and Bequests – verification of the dollar amount, identification of any conditions of use, and the estimated time table of receipts;</p>
3,376,200	<p>d) Debt – a statement of the estimated terms and conditions (including the debt time period, variable or permanent interest rates over the debt time period, and the anticipated repayment schedule) for any interim and for the permanent financing proposed to fund the project, including:</p> <ol style="list-style-type: none"> 1) For general obligation bonds, proof of passage of the required referendum or evidence that the governmental unit has the authority to issue the bonds and evidence of the dollar amount of the issue, including any discounting anticipated; 2) For revenue bonds, proof of the feasibility of securing the specified amount and interest rate; 3) For mortgages, a letter from the prospective lender attesting to the expectation of making the loan in the amount and time indicated, including the anticipated interest rate and any conditions associated with the mortgage, such as, but not limited to, adjustable interest rates, balloon payments, etc.; 4) For any lease, a copy of the lease, including all the terms and conditions, including any purchase options, any capital improvements to the property and provision of capital equipment; 5) For any option to lease, a copy of the option, including all terms and conditions.
N/A	<p>e) Governmental Appropriations – a copy of the appropriation Act or ordinance accompanied by a statement of funding availability from an official of the governmental unit. If funds are to be made available from subsequent fiscal years, a copy of a resolution or other action of the governmental unit attesting to this intent;</p>
N/A	<p>f) Grants – a letter from the granting agency as to the availability of funds in terms of the amount and time of receipt;</p>
N/A	<p>g) All Other Funds and Sources – verification of the amount and type of any other funds that will be used for the project.</p>
5,237,100	TOTAL FUNDS AVAILABLE

IX. 1120.130 - Financial Viability

All the applicants and co-applicants shall be identified, specifying their roles in the project funding or guaranteeing the funding (sole responsibility or shared) and percentage of participation in that funding.

<p><u>Financial Viability Waiver</u></p> <p>The applicant is not required to submit financial viability ratios if:</p> <ol style="list-style-type: none"> 1. All of the projects capital expenditures are completely funded through internal sources 2. The applicant's current debt financing or projected debt financing is insured or anticipated to be insured by MBIA (Municipal Bond Insurance Association Inc.) or equivalent 3. The applicant provides a third party surety bond or performance bond letter of credit from an A rated guarantor. <p>See Section 1120.130 Financial Waiver for information to be provided</p> <p>APPEND DOCUMENTATION AS <u>ATTACHMENT-40</u>, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.</p>

The applicant or co-applicant that is responsible for funding or guaranteeing funding of the project shall provide viability ratios for the latest three years for which **audited financial statements are available and for the first full fiscal year at target utilization, but no more than two years following project completion.** When the applicant's facility does not have facility specific financial statements and the facility is a member of a health care system that has combined or consolidated financial statements, the system's viability ratios shall be provided. If the health care system includes one or more hospitals, the system's viability ratios shall be evaluated for conformance with the applicable hospital standards.

Provide Data for Projects Classified as:	Category A or Category B (last three years)			Category B (Projected)
Enter Historical and/or Projected Years:				
Current Ratio	APPLICANT MEETS THE FINANCIAL VIABILITY WAIVER CRITERIA IN THAT ALL OF THE PROJECTS CAPITAL EXPENDITURES ARE COMPLETELY FUNDED THROUGH INTERNAL SOURCES, THEREFORE NO RATIOS ARE PROVIDED.			
Net Margin Percentage				
Percent Debt to Total Capitalization				
Projected Debt Service Coverage				
Days Cash on Hand				
Cushion Ratio				

Provide the methodology and worksheets utilized in determining the ratios detailing the calculation and applicable line item amounts from the financial statements. Complete a separate table for each co-applicant and provide worksheets for each.

2. Variance **NOT APPLICABLE**

Applicants not in compliance with any of the viability ratios shall document that another organization, public or private, shall assume the legal responsibility to meet the debt obligations should the applicant default.

APPEND DOCUMENTATION AS ATTACHMENT 41, IN NUMERICAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

X. 1120.140 - Economic Feasibility

This section is applicable to all projects subject to Part 1120.

A. Reasonableness of Financing Arrangements

The applicant shall document the reasonableness of financing arrangements by submitting a notarized statement signed by an authorized representative that attests to one of the following:

- 1) That the total estimated project costs and related costs will be funded in total with cash and equivalents, including investment securities, unrestricted funds, received pledge receipts and funded depreciation; or
- 2) That the total estimated project costs and related costs will be funded in total or in part by borrowing because:
 - A) A portion or all of the cash and equivalents must be retained in the balance sheet asset accounts in order to maintain a current ratio of at least 2.0 times for hospitals and 1.5 times for all other facilities; or
 - B) Borrowing is less costly than the liquidation of existing investments, and the existing investments being retained may be converted to cash or used to retire debt within a 60-day period.

B. Conditions of Debt Financing

This criterion is applicable only to projects that involve debt financing. The applicant shall document that the conditions of debt financing are reasonable by submitting a notarized statement signed by an authorized representative that attests to the following, as applicable:

- 1) That the selected form of debt financing for the project will be at the lowest net cost available;
- 2) That the selected form of debt financing will not be at the lowest net cost available, but is more advantageous due to such terms as prepayment privileges, no required mortgage, access to additional indebtedness, term (years), financing costs and other factors;
- 3) That the project involves (in total or in part) the leasing of equipment or facilities and that the expenses incurred with leasing a facility or equipment are less costly than constructing a new facility or purchasing new equipment.

C. Reasonableness of Project and Related Costs

Read the criterion and provide the following:

1. Identify each department or area impacted by the proposed project and provide a cost and square footage allocation for new construction and/or modernization using the following format (insert after this page).

COST AND GROSS SQUARE FEET BY DEPARTMENT OR SERVICE									
Department (list below)	A	B	C	D	E	F	G	H	Total Cost (G + H)
	Cost/Square Foot New	Mod.	Gross Sq. Ft. New	Circ.*	Gross Sq. Ft. Mod.	Circ.*	Const. \$ (A x C)	Mod. \$ (B x E)	
Contingency									
TOTALS									

* Include the percentage (%) of space for circulation

D. Projected Operating Costs

The applicant shall provide the projected direct annual operating costs (in current dollars per equivalent patient day or unit of service) for the first full fiscal year at target utilization but no more than two years following project completion. Direct cost means the fully allocated costs of salaries, benefits and supplies for the service.

E. Total Effect of the Project on Capital Costs

The applicant shall provide the total projected annual capital costs (in current dollars per equivalent patient day) for the first full fiscal year at target utilization but no more than two years following project completion.

APPEND DOCUMENTATION AS ATTACHMENT -42, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

XI. Safety Net Impact Statement

SAFETY NET IMPACT STATEMENT that describes all of the following must be submitted for ALL SUBSTANTIVE AND DISCONTINUATION PROJECTS: NOT APPLICABLE - PROJECT IS NON-SUBSTANTIVE AND IS NOT A DISCONTINUTAION

1. The project's material impact, if any, on essential safety net services in the community, to the extent that it is feasible for an applicant to have such knowledge.
2. The project's impact on the ability of another provider or health care system to cross-subsidize safety net services, if reasonably known to the applicant.
3. How the discontinuation of a facility or service might impact the remaining safety net providers in a given community, if reasonably known by the applicant.

Safety Net Impact Statements shall also include all of the following:

1. For the 3 fiscal years prior to the application, a certification describing the amount of charity care provided by the applicant. The amount calculated by hospital applicants shall be in accordance with the reporting requirements for charity care reporting in the Illinois Community Benefits Act. Non-hospital applicants shall report charity care, at cost, in accordance with an appropriate methodology specified by the Board.
2. For the 3 fiscal years prior to the application, a certification of the amount of care provided to Medicaid patients. Hospital and non-hospital applicants shall provide Medicaid information in a manner consistent with the information reported each year to the Illinois Department of Public Health regarding "Inpatients and Outpatients Served by Payor Source" and "Inpatient and Outpatient Net Revenue by Payor Source" as required by the Board under Section 13 of this Act and published in the Annual Hospital Profile.
3. Any information the applicant believes is directly relevant to safety net services, including information regarding teaching, research, and any other service.

A table in the following format must be provided as part of Attachment 43.

Safety Net Information per PA 96-0031			
CHARITY CARE			
Charity (# of patients)	Year	Year	Year
Inpatient			
Outpatient			
Total			
Charity (cost in dollars)	Year	Year	Year
Inpatient			
Outpatient			
Total			
MEDICAID			
Medicaid (# of patients)	Year	Year	Year
Inpatient			
Outpatient			

Total			
Medicaid (revenue)			
Inpatient			
Outpatient			
Total			

APPEND DOCUMENTATION AS ATTACHMENT-43, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

XII. Charity Care Information

Charity Care information **MUST** be furnished for **ALL** projects.

1. All applicants and co-applicants shall indicate the amount of charity care for the latest three **audited** fiscal years, the cost of charity care and the ratio of that charity care cost to net patient revenue.
2. If the applicant owns or operates one or more facilities, the reporting shall be for each individual facility located in Illinois. If charity care costs are reported on a consolidated basis, the applicant shall provide documentation as to the cost of charity care; the ratio of that charity care to the net patient revenue for the consolidated financial statement; the allocation of charity care costs; and the ratio of charity care cost to net patient revenue for the facility under review.
3. If the applicant is not an existing facility, it shall submit the facility's projected patient mix by payer source, anticipated charity care expense and projected ratio of charity care to net patient revenue by the end of its second year of operation.

Charity care" means care provided by a health care facility for which the provider does not expect to receive payment from the patient or a third-party payer. (20 ILCS 3960/3) Charity Care **must** be provided at cost.

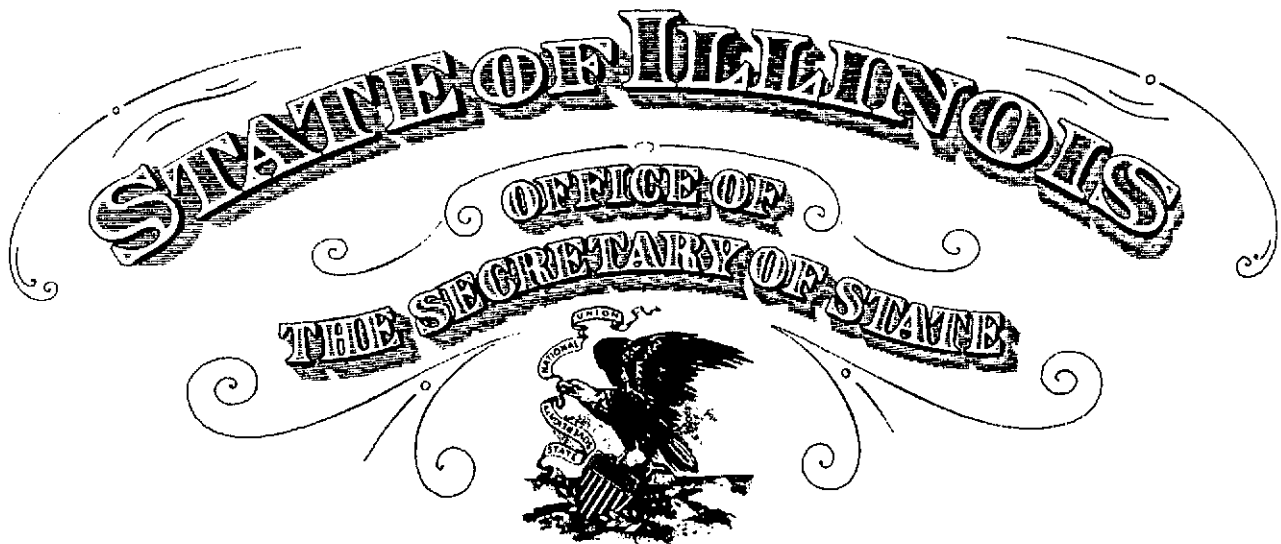
A table in the following format must be provided for all facilities as part of Attachment 44.

CHARITY CARE			
	Year	Year	Year
Net Patient Revenue			
Amount of Charity Care (charges)			
Cost of Charity Care			

APPEND DOCUMENTATION AS ATTACHMENT-44, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

After paginating the entire, completed application, indicate in the chart below, the page numbers for the attachments included as part of the project's application for permit:

INDEX OF ATTACHMENTS		
ATTACHMENT NO.		PAGES
1	Applicant/Co-applicant Identification including Certificate of Good Standing	21-22
2	Site Ownership	23-28
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	29
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	30
5	Flood Plain Requirements	
6	Historic Preservation Act Requirements	31
7	Project and Sources of Funds Itemization	32-33
8	Obligation Document if required	34
9	Cost Space Requirements	35
10	Discontinuation	
11	Background of the Applicant	36-39
12	Purpose of the Project	40
13	Alternatives to the Project	41-44
14	Size of the Project	45
15	Project Service Utilization	46
16	Unfinished or Shell Space	
17	Assurances for Unfinished/Shell Space	
18	Master Design Project	
19	Mergers, Consolidations and Acquisitions	
	Service Specific:	
20	Medical Surgical Pediatrics, Obstetrics, ICU	
21	Comprehensive Physical Rehabilitation	
22	Acute Mental Illness	
23	Neonatal Intensive Care	
24	Open Heart Surgery	
25	Cardiac Catheterization	
26	In-Center Hemodialysis	47-72
27	Non-Hospital Based Ambulatory Surgery	
28	General Long Term Care	
29	Specialized Long Term Care	
30	Selected Organ Transplantation	
31	Kidney Transplantation	
32	Subacute Care Hospital Model	
33	Post Surgical Recovery Care Center	
34	Children's Community-Based Health Care Center	
35	Community-Based Residential Rehabilitation Center	
36	Long Term Acute Care Hospital	
37	Clinical Service Areas Other than Categories of Service	
38	Freestanding Emergency Center Medical Services	
	Financial and Economic Feasibility:	
39	Availability of Funds	73-79
40	Financial Waiver	80-81
41	Financial Viability	
42	Economic Feasibility	82-86
43	Safety Net Impact Statement	87
44	Charity Care Information	88
Appendix 1	MapQuest Travel Times	88-102
Appendix 2	Referral Letters	103-110



To all to whom these Presents Shall Come, Greeting:

I, Jesse White, Secretary of State of the State of Illinois, do hereby certify that

FRESENIUS MEDICAL CARE WOODRIDGE, LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON OCTOBER 25, 2010, APPEARS TO HAVE COMPLIED WITH ALL PROVISIONS OF THE LIMITED LIABILITY COMPANY ACT OF THIS STATE, AND AS OF THIS DATE IS IN GOOD STANDING AS A FOREIGN LIMITED LIABILITY COMPANY ADMITTED TO TRANSACT BUSINESS IN THE STATE OF ILLINOIS.



Authentication #: 1034700938

Authenticate at: <http://www.cyberdriveillinois.com>

In Testimony Whereof, I hereto set my hand and cause to be affixed the Great Seal of the State of Illinois, this 13TH day of DECEMBER A.D. 2010 .

Jesse White

SECRETARY OF STATE

Co - Applicant Identification

[Provide for each co-applicant [refer to Part 1130.220].

Exact Legal Name: *Fresenius Medical Care Holdings, Inc.*

Address: *920 Winter Street, Waltham, MA 02451*

Name of Registered Agent: *CT Systems*

Name of Chief Executive Officer: *Mats Wahlstrom*

CEO Address: *920 Winter Street, Waltham, MA 02541*

Telephone Number: *781-669-9000*

APPEND DOCUMENTATION AS ATTACHMENT-1 IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

Type of Ownership

- | | |
|--|--|
| <input type="checkbox"/> Non-profit Corporation | <input type="checkbox"/> Partnership |
| <input checked="" type="checkbox"/> For-profit Corporation | <input type="checkbox"/> Governmental |
| <input type="checkbox"/> Limited Liability Company | <input type="checkbox"/> Sole Proprietorship |
| | <input type="checkbox"/> Other |

- o Corporations and limited liability companies must provide an Illinois certificate of good standing.
- o Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.

Site Ownership

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: *Inter Continental Real Estate & Development Corp.*

Address of Site Owner: *2221 Camden Court, Suite 200, Oak Brook, IL 60523*

Street Address or Legal Description of Site: *SWC 75th Street & Rt. 53, Woodridge*

Proof of ownership or control of the site is to be provided as Attachment 2. Examples of proof of ownership are property tax statement, tax assessor's documentation, deed, notarized statement of the corporation attesting to ownership, an option to lease, a letter of intent to lease or a lease.

APPEND DOCUMENTATION AS ATTACHMENT-2, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.



LETTER OF INTENT

Wednesday, November 17, 2010

Fresenius Medical Care

Attn: Mr. Bill Popken

(781) 699-9994

Via email: William.Popken@fmc-na.com

**RE: SWC 75th Street & Route 53
Woodridge, IL
Fresenius Medical Care Build-to-Suit**

Dear Bill:

We are pleased to present to you this letter which sets forth the terms on which **Inter Continental Real Estate & Development Corp.** ("Landlord") is willing to negotiate a lease for the premises in the referenced location. This letter is not intended to be a binding contract, a lease, or an offer to lease, but is intended only to provide the basis for negotiations of a lease document between Landlord and **Fresenius Medical Care** ("Tenant").

- Premises:** Approximately 8,000 square feet building and other improvements (attached as **Exhibit A**).
- Landlord:** Inter Continental Real Estate & Development Corp.
- Tenant:** Fresenius Medical Care LLC
- Lease Guarantee:** Fresenius Medical Care Holdings
- Lease:** Landlord's standard lease form. – Attached for your referenced
- Use:** Medical Use
- Primary Term:** 15 years
- Option Term(s):** Three (3) Five (5) year options to renew the lease.

Annual Net Rent: Starts at \$25.50 and increase every five (5) years by 10%

<u>Years</u>	<u>Square Feet</u>	<u>Per Square Foot</u>	<u>Yearly</u>	<u>Monthly</u>
1-5	8,000	\$25.5000	\$204,000	\$17,000.00
6-10	8,000	\$28.05	\$224,400	\$18,700.00
11-15	8,000	\$30.85	\$246,840	\$20,570.00
<u>Extension Options</u>				
16-20	8,000	\$32.67	\$261,360.00	\$21,780.00
21-25	8,000	\$35.94	\$287,496.00	\$23,958.00
26-30	8,000	\$39.53	\$316,245.60	\$26,353.80

Taxes, Insurance & CAM:

Tenant shall pay its pro rata share of allowable taxes, insurance and common area maintenances expenses (CAM) based on the proportion of the Premises floor area to the total Shopping Center floor area (without regard to what is opened or leased or contributions of others). Current extra charges are TBD.

Utilities:

Tenant will be responsible to pay for all of their own utilities.

Tenant's Share:

The gross leasable area of the Shopping Center is approximately 8,000 square feet. Tenant's pro rata share of the Shopping Center shall be 100%

Condition of Premises Upon Delivery:

Landlord shall provide the premises to **Fresenius Medical Care** in a shell condition in accordance with agreed upon plans and specifications as defined in (**Exhibit B**). In addition, Landlord shall be responsible for all civil costs, parking infrastructure and any other development costs.

Rent Commencement Date:

Tenant will not pay rent until the date that is the earlier of (a) the date that Tenant opens for business in the Premises, or (b) one ninety (90) days after possession of the shell building..

Estimated Delivery Date:

Landlord will agree upon issuance of the CON to have construction drawings no later than 90 days after CON is awarded and apply for building permits immediately thereafter.

Security Deposit:

None. This is based on the strength of Tenant's financials.

Signage:

Tenant may install signs in and on the Premises to the maximum extent permitted by local law, subject to Landlord's prior written

Brokerage:

consent which will not be unreasonably withheld, and in accordance with Landlord's sign criteria (if applicable).

Landlord and Tenant represent to each other that they have dealt with no brokers in connection with this transaction other than Peter Caruso of Inter Continental Real Estate & Development, who shall be paid a commission by Landlord, per separate agreement. Each party shall indemnify and hold harmless one another from loss, liability, or expense arising from claims of any other brokers if such claims are based in whole or in part on an alleged contract or agreement with Purchaser or Seller.

Confidentiality:

The parties hereto acknowledge the sensitive nature of the terms and conditions of the Agreement and hereby agree not to disclose the terms and conditions of this Agreement or the fact of the existence of this Agreement to any third parties and instead agree to keep said terms and conditions strictly confidential, disclosing them only to their respective agents, lenders, attorneys, accountants and such other directors, officers, employees, affiliates, and representatives who have a reason to receive such information have been advised of the sensitive nature of this Agreement and agree to sign a pledge to keep it confidential.

ZONING AND

RESTRICTIVE COVENANTS:

Landlord will represent that the current property zoning is acceptable for use as a Dialysis Clinic and if there are any restrictive covenants imposed on the land/, owner, and/or municipality.

Con Contingency

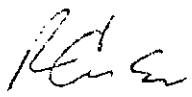
Landlord and FMC understand and agree that the establishment of any chronic outpatient dialysis facility in the State of Illinois is subject to the requirements of the Illinois Health Facilities Planning Act, 20 ILCS 3960/1 et seq. and, thus, FMC cannot establish a dialysis facility on the Premises or execute a binding real estate lease in connection therewith unless FMC obtains a Certificate of Need (CON) permit from the Illinois Health Facilities Planning Board (the "Planning Board"). FMC agrees to proceed using its commercially reasonable best efforts to submit an application for a CON permit and to prosecute said application to obtain the CON permit from the Planning Board. Based on the length of the Planning Board review process, FMC does not expect to receive a CON permit prior to Marchr 2011.

Letter of Intent
Wednesday, November 17, 2010

In light of the foregoing facts, the parties agree that they shall promptly proceed with due diligence to negotiate the terms of a definitive lease agreement and execute such agreement prior to approval of the CON permit provided, however, the lease shall not be binding on either party prior to the approval of the CON permit and the lease agreement shall contain a contingency clause indicating that the lease agreement is not effective pending CON approval. Assuming CON permit approval is granted, the effective date of the lease agreement shall be the first day of the calendar month following CON permit approval. In the event that the Planning Board does not award FMC a CON permit to establish a dialysis center on the Premises by March 2011, neither party shall have any further obligation to the other party with regard to the negotiations, lease or Premises contemplated by this Letter of Intent.

After you have reviewed these primary business terms as set forth above, if the terms meet with your approval, please acknowledge your acceptance to same by executing a copy of this letter in the space provided and returning it to me for my files. When I receive the signed copy from you, I will proceed with the preparation of a lease agreement for your review. Look forward to working with you in connection with this project, I remain,

Very truly yours,
Inter Continental Real Estate & Development

By: 
Peter Caruso, its Associate

Agreed to and Accepted on this _____ day of _____, 2010.

Landlord: Inter Continental

Tenant: Fresenius Medical Care

By: _____

By: _____

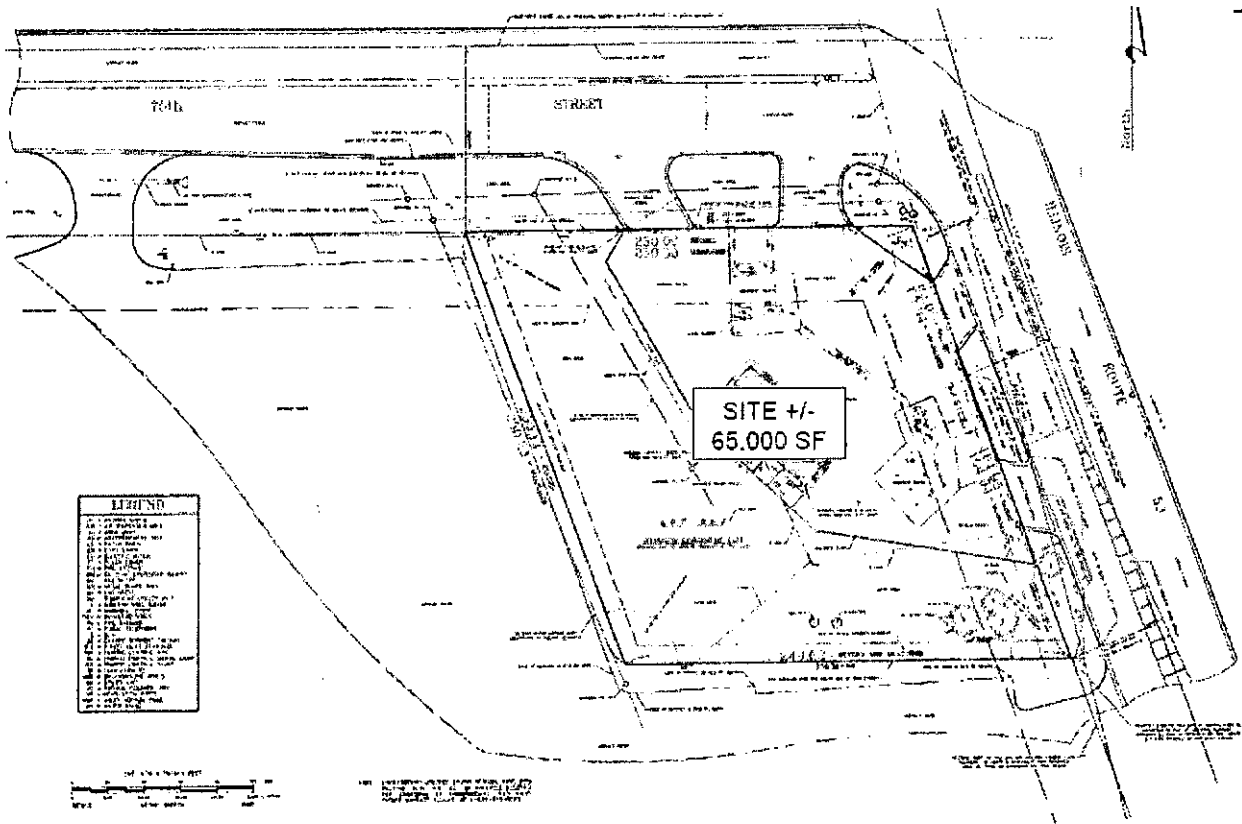
Title: _____

Title: _____

Date: _____

Date: _____

Exhibit A
(draft to be completed)



Operating Identity/Licensee

[Provide this information for each applicable facility, and insert after this page.]

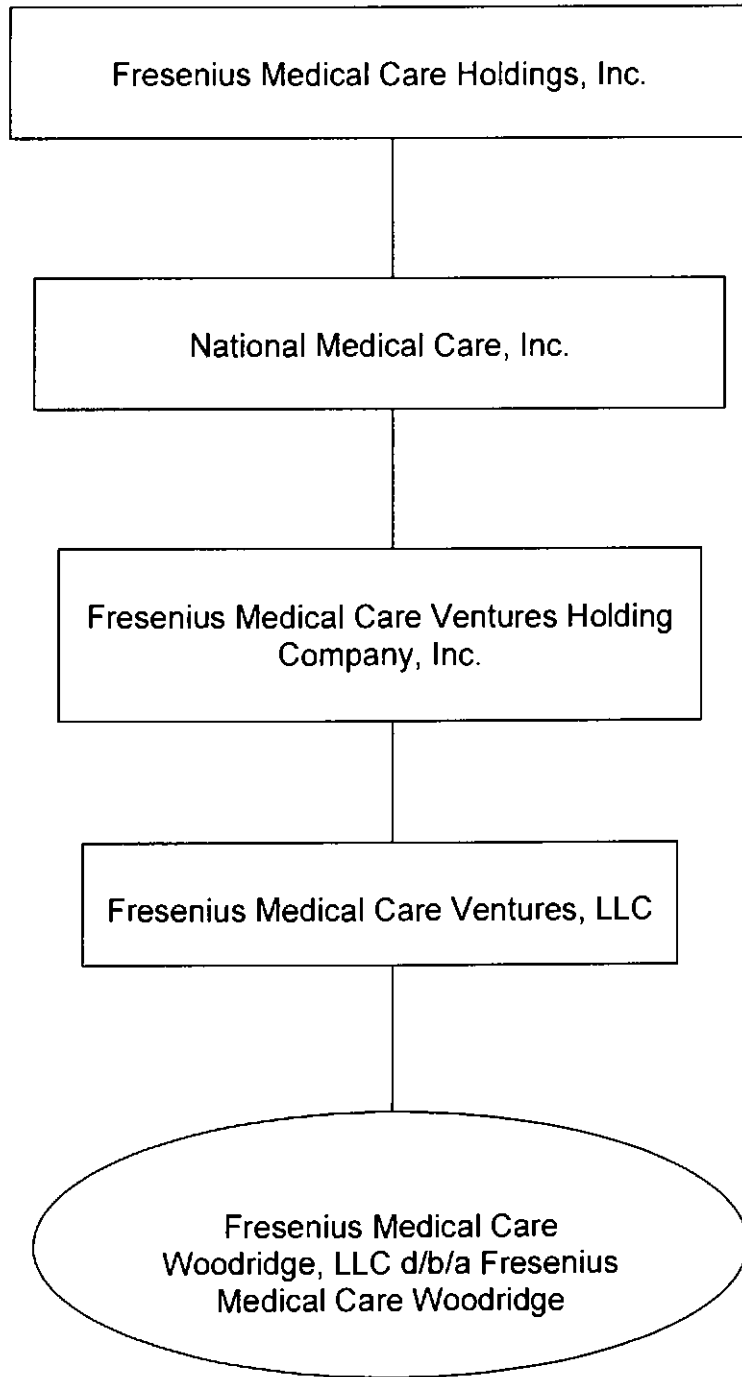
Exact Legal Name: *Fresenius Medical Care Woodridge, LLC d/b/a Fresenius Medical Care Woodridge*

Address: *920 Winter Street, Waltham, MA 02451*

- | | | | | |
|-------------------------------------|---------------------------|--------------------------|---------------------|--------------------------------|
| <input checked="" type="checkbox"/> | Non-profit Corporation | <input type="checkbox"/> | Partnership | |
| <input type="checkbox"/> | For-profit Corporation | <input type="checkbox"/> | Governmental | |
| <input type="checkbox"/> | Limited Liability Company | <input type="checkbox"/> | Sole Proprietorship | <input type="checkbox"/> Other |

- Corporations and limited liability companies must provide an Illinois Certificate of Good Standing.
- Partnerships must provide the name of the state in which organized and the name and address of each partner specifying whether each is a general or limited partner.
- **Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.**

Certificate of Good Standing at Attachment – 1.





**Illinois Historic
Preservation Agency**

FAX (217) 782-8161

1 Old State Capitol Plaza • Springfield, Illinois 62701-1512 • www.illinois-history.gov

DuPage County
Woodridge

CON - Demolition and New Construction to Establish a 16 Station Dialysis Facility
SW Corner 75th St. and Route 53
IHPA Log #009111010

November 22, 2010

Lori Wright
Fresenius Medical Care
One Westbrook Corporate Center, Suite 1000
Westchester, IL 60154

Dear Ms. Wright:

This letter is to inform you that we have reviewed the information provided concerning the referenced project.

Our review of the records indicates that no historic, architectural or archaeological sites exist within the project area.

Please retain this letter in your files as evidence of compliance with Section 4 of the Illinois State Agency Historic Resources Preservation Act (20 ILCS 3420/1 et. seq.). This clearance remains in effect for two years from date of issuance. It does not pertain to any discovery during construction, nor is it a clearance for purposes of the Illinois Human Skeletal Remains Protection Act (20 ILCS 3440).

If you have any further questions, please contact me at 217/785-5027.

Sincerely,

Anne E. Haaker
Deputy State Historic
Preservation Officer

SUMMARY OF PROJECT COSTS

Modernization Contracts

General Conditions	51,000
Temp Facilities, Controls, Cleaning, Waste Management	2,000
Concrete	13,000
Masonry	16,000
Metal Fabrications	8,000
Carpentry	92,000
Thermal, Moisture & Fire Protection	18,000
Doors, Frames, Hardware, Glass & Glazing	73,000
Walls, Ceilings, Floors, Painting	168,000
Specialities	13,000
Casework, FI Mats & Window Treatments	6,000
Piping, Sanitary Waste, HVAC, Ductwork, Roof Penetrations	333,000
Wiring, Fire Alarm System, Lighting	200,000
Miscellaneous Construction Costs	51,000
Total	1,044,000

Contingencies

Contingencies **\$104,400**

Architectural/Engineering

Architecture/Engineering Fees **\$112,500**

Movable or Other Equipment

Dialysis Chairs	\$24,000
Dialysis Machines	229,000
Misc. Clinical Equipment	30,000
Computers	6,000
Clinical Furniture & Equipment	35,000
Office Equipment & Other Furniture	35,000
Water Treatment	120,000
TVs & Accessories	48,000
Telephones	12,500
Generator	35,000
Facility Automation	20,000
Other miscellaneous	5,500
Total	\$600,000

Fair Market Value Leased Space & Equipment

FMV Leased Space (8,000 GSF)	\$3,376,200
Total	\$3,376,200

Project obligation will occur after permit issuance.

Cost Space Requirements

Provide in the following format, the department/area GSF and cost. The sum of the department costs **MUST** equal the total estimated project costs. Indicate if any space is being reallocated for a different purpose. Include outside wall measurements plus the department's or area's portion of the surrounding circulation space. **Explain the use of any vacated space.**

Dept. / Area	Cost	Gross Square Feet		Amount of Proposed Total Gross Square Feet That Is:			
		Existing	Proposed	New Const.	Modernized	As Is	Vacated Space
REVIEWABLE							
In-Center Hemodialysis	5,237,100	8,000			8,000		
Total Clinical	5,237,100	8,000			8,000		
NON REVIEWABLE							
Administrative							
Parking							
Gift Shop							
Total Non-clinical							
TOTAL	5,237,100	8,000			8,000		
APPEND DOCUMENTATION AS <u>ATTACHMENT-9</u> , IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.							

Certification & Authorization

Fresenius Medical Care Woodridge, LLC

In accordance with Section III, A (2) of the Illinois Health Facilities & Services Review Board Application for Certificate of Need; I do hereby certify that no adverse actions have been taken against Fresenius Medical Care Woodridge, LLC by either Medicare or Medicaid, or any State or Federal regulatory authority during the 3 years prior to the filing of the Application with the Illinois Health Facilities & Services Review Board; and

In regards to section III, A (3) of the Illinois Health Facilities & Services Review Board Application for Certificate of Need; I do hereby authorize the State Board and Agency access to information in order to verify any documentation or information submitted in response to the requirements of this subsection or to obtain any documentation or information that the State Board or Agency finds pertinent to this subsection.

By: [Signature]
ITS: Marc Lieberman
Asst. Treasurer

By: [Signature]
Mark Fawcett
ITS: Vice President & Treasurer

Notarization:
Subscribed and sworn to before me
this _____ day of _____, 2010

Notarization:
Subscribed and sworn to before me
this 01 day of Dec, 2010

C Wynelle Scenna
Signature of Notary

Signature of Notary

Seal



Seal

Certification & Authorization

Fresenius Medical Care Holdings, Inc.

In accordance with Section III, A (2) of the Illinois Health Facilities & Services Review Board Application for Certificate of Need; I do hereby certify that no adverse actions have been taken against Fresenius Medical Care Holdings, Inc. by either Medicare or Medicaid, or any State or Federal regulatory authority during the 3 years prior to the filing of the Application with the Illinois Health Facilities & Services Review Board; and

In regards to section III, A (3) of the Illinois Health Facilities & Services Review Board Application for Certificate of Need; I do hereby authorize the State Board and Agency access to information in order to verify any documentation or information submitted in response to the requirements of this subsection or to obtain any documentation or information that the State Board or Agency finds pertinent to this subsection.

By: [Signature]
ITS: Marc Lieberman
Asst. Treasurer

By: [Signature]
Mark Fawcett
Vice President & Asst. Treasurer
ITS: _____

Notarization:
Subscribed and sworn to before me
this _____ day of _____, 2010

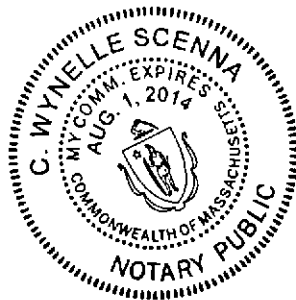
Notarization:
Subscribed and sworn to before me
this 01 day of Dec, 2010

C Wynelle Scenna
Signature of Notary

Signature of Notary

Seal

Seal



Fresenius Medical Care Holdings, Inc. Clinics in Illinois

Clinic	Provider #	Address	City	Zip
Alsip	14-2630	12250 S. Cicero Ave Ste. #105	Alsip	60803
Antioch	14-2673	311 Depot St., Ste. H	Antioch	60002
Aurora	14-2515	455 Mercy Lane	Aurora	60506
Austin Community	14-2653	4800 W. Chicago Ave., 2nd Fl.	Chicago	60651
Berwyn	14-2533	2601 S. Harlem Avenue, 1st Fl.	Berwyn	60402
Blue Island	14-2539	12200 S. Western Avenue	Blue Island	60406
Bolingbrook	14-2605	538 E. Boughton Road	Boilingbrook	60440
Bridgeport	14-2524	825 W. 35th Street	Chicago	60609
Burbank	14-2641	4811 W. 77th Street	Burbank	60459
Carbondale	14-2514	725 South Lewis Lane	Carbondale	62901
Champaign (managed)	14-2588	1405 W. Park Street	Champaign	61801
Chicago Dialysis	14-2506	820 West Jackson Blvd.	Chicago	60607
Chicago Westside	14-2681	1340 S. Damen	Chicago	60608
Congress Parkway	14-2631	3410 W. Van Buren Street	Chicago	60624
Crestwood	14-2538	4861-73 W. Cal Sag Road	Crestwood	60445
Decatur East	14-2503	1830 S. 44th St.	Decatur	62521
Deerfield	14-2710	405 Lake Cook Road	Deerfield	60015
Downers Grove	14-2503	3825 Highland Ave., Ste. 102	Downers Grove	60515
DuPage West	14-2509	450 E. Roosevelt Rd., Ste. 101	West Chicago	60185
DuQuoin	14-2595	#4 West Main Street	DuQuoin	62832
East Belmont	14-2531	1331 W. Belmont	Chicago	60613
East Peoria	14-2562	3300 North Main Street	East Peoria	61611
Elgin		2130 Point Boulevard	Elgin	60123
Elk Grove	14-2507	901 Biesterfeld Road	Elk Grove	60007
Evanston	14-2621	2953 Central Street	Evanston	60201
Evergreen Park	14-2545	9730 S. Western Avenue	Evergreen Park	60805
Garfield	14-2555	5401 S. Wentworth Ave.	Chicago	60609
Glendale Heights	14-2617	520 E. North Avenue	Glendale Heights	60139
Glenview	14-2551	4248 Commercial Way	Glenview	60025
Greenwood	14-2601	1111 East 87th St., Ste. 700	Chicago	60619
Gurnee	14-2549	101 Greenleaf	Gurnee	60031
Hazel Crest	14-2607	17524 E. Carriageway Dr.	Hazel Crest	60429
Hoffman Estates	14-2547	3150 W. Higgins, Ste. 190	Hoffman Estates	60195
Jackson Park	14-2516	7531 South Stony Island Ave.	Chicago	60649
Kewanee	14-2578	230 W. South Street	Kewanee	61443
Lake Bluff	14-2669	101 Waukegan Rd., Ste. 700	Lake Bluff	60044
Lakeview	14-2679	4008 N. Broadway, St. 1200	Chicago	60613
Lockport		Thornton Avenue	Lockport	60441
Lombard		1940 Springer Drive	Lombard	60148
Lutheran General	14-2559	8565 West Dempster	Niles	60714
Macomb	14-2591	523 E. Grant Street	Macomb	61455
Marquette Park	14-2566	6515 S. Western	Chicago	60636
McLean Co	14-2563	1505 Eastland Medical Plaza	Bloomington	61704
McHenry	14-2672	4312 W. Elm St.	McHenry	60050
Melrose Park	14-2554	1111 Superior St., Ste. 204	Melrose Park	60160
Merrionette Park	14-2667	11630 S. Kedzie Ave.	Merrionette Park	60803
Metropolis	14-2705	20 Hospital Drive	Metropolis	62960
Midway	14-2713	6201 W. 63rd Street	Chicago	60638
Mokena	14-2689	8910 W. 192nd Street	Mokena	60448
Morris	14-2596	1401 Lakewood Dr., Ste. B	Morris	60450
Mundelein		1400 Townline Road	Mundelein	60060
Naperville	14-2543	100 Spalding Drive Ste. 108	Naperville	60566
Naperville North	14-2678	516 W. 5th Ave.	Naperville	60563
Niles	14-2500	7332 N. Milwaukee Ave	Niles	60714
Norridge	14-2521	4701 N. Cumberland	Norridge	60656
North Avenue	14-2602	805 W. North Avenue	Melrose Park	60160
North Kilpatrick	14-2501	4800 N. Kilpatrick	Chicago	60630
Northwestern University	14-2597	710 N. Fairbanks Court	Chicago	60611
Oak Park	14-2504	773 W. Madison Street	Oak Park	60302
Orland Park	14-2550	9160 W. 159th St.	Orland Park	60462
Oswego	14-2677	1051 Station Drive	Oswego	60543
Ottawa	14-2576	1801 Mercury Court	Ottawa	61350
Palatine		Dundee Road	Palatine	60074

Facility List

ATTACHMENT - 11

Pekin	14-2571	600 S. 13th Street	Pekin	61554
Peoria Downtown	14-2574	410 R.B. Garrett Ave.	Peoria	61605
Peoria North	14-2613	10405 N. Juliet Court	Peoria	61615
Plainfield	14-2707	2300 Michas Drive	Plainfield	60544
Polk	14-2502	557 W. Polk St.	Chicago	60607
Pontiac	14-2611	804 W. Madison St.	Pontiac	61764
Prairie	14-2569	1717 S. Wabash	Chicago	60616
Randolph County	14-2589	102 Memorial Drive	Chester	62233
River Forest		103 Forest Avenue	River Forest	60305
Rockford	14-2615	1302 E. State Street	Rockford	61104
Rogers Park	14-2522	2277 W. Howard St.	Chicago	60645
Rolling Meadows	14-2525	4180 Winnetka Avenue	Rolling Meadows	60008
Roseland	14-2690	135 W. 111th Street	Chicago	60628
Ross-Englewood	14-2670	6333 S. Green Street	Chicago	60621
Round Lake	14-2616	401 Nippersink	Round Lake	60073
Sandwich	14-2700	1310 Main Street	Sandwich	60548
Saline County	14-2573	275 Small Street, Ste. 200	Harrisburg	62946
Skokie	14-2618	9801 Wood Dr.	Skokie	60077
South Chicago	14-2519	9200 S. Chicago Ave.	Chicago	60617
South Holland	14-2542	17225 S. Paxton	South Holland	60473
South Shore	14-2572	2420 E. 79th Street	Chicago	60649
South Side	14-2508	3134 W. 76th St.	Chicago	60652
South Suburban	14-2517	2609 W. Lincoln Highway	Olympia Fields	60461
Southwestern Illinois	14-2535	Illinois Rts 3&143, #7 Eastgate Plz.	East Alton	62024
Spoon River	14-2565	210 W. Walnut Street	Canton	61520
Spring Valley	14-2564	12 Wolfer Industrial Drive	Spring Valley	61362
Steger		219 34th Street	Steger	60475
Streator	14-2695	2356 N. Bloomington Street	Streator	61364
Uptown	14-2692	4720 N. Marine Dr.	Chicago	60640
Villa Park	14-2612	200 E. North Ave.	Villa Park	60181
Waukegan Harbor		101 North West Street	Waukegan	60085
West Batavia		Branson Drive	Batavia	60510
West Belmont	14-2523	4848 W. Belmont	Chicago	60641
West Chicago	14-2702	1855-1863 N. Neltnor	West Chicago	60185
West Metro	14-2536	1044 North Mozart Street	Chicago	60622
West Suburban	14-2530	518 N. Austin Blvd., Ste. 5000	Oak Park	60302
West Willow		14404W. Willow	Chicago	60620
Westchester	14-2520	2400 Wolf Road, STE 101A	Westchester	60154
Williamson County	14-2627	900 Skyline Drive, Ste. 200	Marion	62959
Willowbrook	14-2632	6300 S. Kingery Hwy, STE 408	Willowbrook	60527

Criterion 1110.230 – Purpose of Project

1. The purpose of this project is to keep dialysis services accessible to a rapidly growing population with a growing ESRD population in HSA 7, more specifically the Woodridge/Naperville/Bolingbrook market area. This facility is situated near the border of DuPage (HSA 7) and Will (HSA 9) counties and will serve both HSA's.
2. The market area that Fresenius Medical Care Woodridge will serve is mainly the cities of Woodridge, Naperville and Bolingbrook. Woodridge and Naperville are in DuPage County (HSA 7) and Bolingbrook is in Will County (HSA 9).
3. This facility is needed to alleviate high utilization in the area and to accommodate the pre-ESRD patients that Nephrology Associates of Northern Illinois (NANI) has identified from this area who will require dialysis services in the next 2-3 years. The two facilities that serve this area have been operating at high utilizations for years. These are Fresenius Naperville at 89% and Fresenius Bolingbrook at 84%. Fresenius Bolingbrook has expanded twice in the last year to accommodate continued growth and still remains highly utilized. Neither the Bolingbrook nor the Naperville facility has room to expand further. These high utilizations make it difficult to place patients especially on a shift that suits the patient's choice/lifestyle. It also does not leave room for expected new dialysis patients.
4. Utilization of area facilities is obtained from the Renal Network for the 3rd Quarter 2010. Pre-ESRD patients for the market area were obtained from Nephrology Associates of Northern Illinois (NANI).
5. The goal of Fresenius Medical Care is to keep dialysis access available to this patient population as we continue to monitor the growth and provide responsible healthcare planning for this area. There is no direct empirical evidence relating to this project other than that when chronic care patients have adequate access to services, it tends to reduce overall healthcare costs and results in less complications.
6. It is expected that this facility would have and maintain the same quality outcomes as Fresenius Medical Care Naperville and Bolingbrook as listed below.
 - 91% of patients had a URR \geq 65%
 - 96% of patients had a Kt/V \geq 1.2

Alternatives

1) All Alternatives

A. Proposing a project of greater or lesser scope and cost.

There was only one alternative considered that would entail a lesser scope and cost than the project proposed in this application, however it was not determined to be a feasible option. This was the alternative of doing nothing. The NANI practice has seen continued growth of ESRD and pre-ESRD in the Woodridge/Naperville/Bolingbrook area. The facilities serving the area have consistently operated at high utilizations despite station additions. Current utilization within 30 minutes is at 86% with existing facilities/stations. Utilization closer to Woodridge within 20 minutes is 85% even figuring in those stations that are not yet operational. The high utilizations, growth, number of pre-ESRD patients identified for the Woodridge facility as well as the ratio of patients to stations (1/6,280) warrants a responsibility to plan for these patients to keep access to dialysis treatment available as well as to open up access to shift choices. There is no monetary cost associated with this alternative.

B. Pursuing a joint venture or similar arrangement with one or more providers of entities to meet all or a portion of the project's intended purposes' developing alternative settings to meet all or a portion of the project's intended purposes.

The typical Fresenius model of ownership is for our facilities to be wholly owned, however we do enter into joint ventures on occasion. Fresenius Medical Care always maintains control of the governance, assets and operations of a facility it enters into a joint venture agreement with. Our healthy financial position and abundant liquidity indicate that that we have the ability to support the development of additional dialysis expected financial obligations and does not require any additional funds to meet expected project costs.

C. Utilizing other health care resources that are available to serve all or a portion of the population proposed to be served by the project

The option of sending Nephrology Associates of Northern Illinois' (NANI) pre-ESRD patients to underutilized facilities in the area as they require dialysis treatment is not a reasonable option for the patients who live in this market. As mentioned above those facilities closest to Woodridge (within 20 minutes) are operating at 85% overall utilization. The Fresenius Lombard facility is just over 20 minutes away, however Dr. Julka, a NANI physician, identified 81 patients he would refer to that facility, which just opened but is not yet certified. This facility has two more years to reach target utilization with the identified patient population. This facility was established to alleviate high utilization at the Downers Grove facility operating at 98%.

Fresenius Naperville North is at 72%, however this facility could only take 5 more patients before reaching 80% and 14 more before reaching capacity.

Fresenius DuPage West is at 78% and can only take two patients before reaching 80% and is close to thirty minutes away making it not a feasible option for patients from Woodridge.

Fresenius Lockport will not be operational for one more year and was established to serve a totally separate patient population in Will and southwest Cook counties. This facility is over 13 miles away and these patients receive care in a separate health care market, with different physician/hospitals than those in Woodridge.

- D. As discussed further in this application, the most desirable alternative with the ESRD patients in mind, is to keep access to dialysis services available by planning for documented growth in the Woodridge/Naperville/Bolingbrook market area is to establish Fresenius Medical Care Woodridge while still referring patients to the other providers in the area for services as needed per the patient/physician decision. The cost of this project is \$5,237,100.

2) Comparison of Alternatives

	Total Cost	Patient Access	Quality	Financial
Maintain Status Quo	\$0	<p>Gradual loss of access as facilities fill up with identified pre-ESRD patients of NANI and unidentified pre-ESRD of other area nephrologists.</p> <p>Patients from Woodridge also currently have restrictions placed on them in regards to facility choice due to high utilizations and shift choice as well.</p>	Patient clinical quality would remain above standards in the Fresenius Medical Care facilities.	Patients could see transportation costs rise due to longer travel distances to facilities outside their healthcare market area.
Pursue Joint Venture	<p>\$3,142,260</p> <p>\$2,094,840</p>	<p>Cost to Fresenius Medical Care if this were to be a joint venture.</p> <p>Cost to Partner if this were to be a joint venture.</p>	Patient clinical quality would remain above standards	<p>No effect on patients</p> <p>Fresenius Medical Care is capable of meeting its financial obligations and does not require additional funding. If a JV were formed Fresenius Medical Care would maintain control of the facility and therefore final financial responsibility.</p>
Utilize Area Providers	\$0	<p>NANI currently admits to 8 of the 11 facilities within 30 minutes travel time of the Woodridge location.</p> <p>If patients sent out of market area for treatment it would create transportation problems as patients would not have access to shifts with available county/township transportation and would have increased travel times.</p> <p>Loss of access to treatment schedule times</p> <p>Would create ripple effect of raising utilization of area providers to or above capacity</p>	<p>If patients sent out of market area for treatment the result would be loss of continuity of care which would lead to lower patient outcomes</p>	<p>No financial cost to Fresenius Medical Care</p> <p>Cost of patient's transportation would increase with higher travel times.</p>
Establish Fresenius Medical Care Woodridge	\$5,237,100	<p>Continued access to dialysis treatment as patient numbers continue to grow.</p> <p>Improved access to favored treatment schedule times.</p> <p>Additional transportation choices open up along with being able to dialyze on daytime shift.</p>	<p>Patient clinical quality would remain above standards</p> <p>Patient satisfaction would improve with facilities closer to patient's home resulting in decreased travel times.</p>	<p>This is an expense to Fresenius Medical Care only who is able to support the development of additional dialysis facilities and is capable of meeting all financial obligations.</p>

Alternatives

ATTACHMENT - 13

3. Empirical evidence, including quantified outcome data that verifies improved quality of care, as available.

There is no direct empirical evidence relating to this project other than that when chronic care patients have adequate access to services, it tends to reduce overall healthcare costs and results in less complications. It is expected that the Woodridge facility would maintain the same quality outcomes as the other Fresenius facilities in Illinois as listed below:

- 91% of patients had a URR \geq 65%
- 96% of patients had a Kt/V \geq 1.2

Criterion 1110.234, Size of Project

SIZE OF PROJECT				
DEPARTMENT/SERVICE	PROPOSED BGSF/DGSF	STATE STANDARD	DIFFERENCE	MET STANDARD?
ESRD IN-CENTER HEMODIALYSIS	8,000 (16 Stations)	360-520 DGSF	None	Yes

As seen in the chart above, the State Standard for ESRD is between 360-520 DGSF per station. This project is being accomplished in leased space with the interior to be built out by the applicant therefore the standard being applied is expressed in departmental gross square feet. The proposed 8,000 DGSF amounts to 500 DGSF per station and falls within the State standard per station.

Criterion 1110.234, Project Services Utilization

UTILIZATION					
	DEPT/SERVICE	HISTORICAL UTILIZATION	PROJECTED UTILIZATION	STATE STANDARD	MET STANDARD?
	IN-CENTER HEMODIALYSIS	N/A New Facility		80%	
YEAR 1	IN-CENTER HEMODIALYSIS		53%	80%	No
YEAR 2	IN-CENTER HEMODIALYSIS		106%	80%	Yes

Dr. Schlieben expects to refer 134 patients to the Woodridge facility in the first two years of operation to bring the facility above target utilization. There is an approximate 12% loss of dialysis patients due to death or transplant yearly. With this being accounted for the utilization at the end of the second year would be 106%.

Planning Area Need – Formula Need Calculation:

A. Planning Area Need - Formula Need Calculation:

The proposed Fresenius Medical Care Woodridge dialysis facility is located in Woodridge in HSA 7. According to the January 2011 station inventory there is a determined need for 26 stations in this HSA.

Planning Area Need – Service To Planning Area Residents:

2. Planning Area Need – Service To Planning Area Residents:

- A. The primary purpose of this project is to provide in-center hemodialysis services to the residents of Woodridge and Naperville in HSA 7 and Bolingbrook in HSA 9. 75% of the pre-ESRD patients reside in HSA 7 and 25% reside in HSA 9.

County	HSA	# Pre-ESRD Patients Who Will Be Referred to Fresenius Medical Care Woodridge
DuPage	7	101 - 75%
Will	9	33 - 25%

November 19, 2010

Mr. Dale Galassie
Acting Chair
Illinois Health Facilities & Services Review Board
525 W. Jefferson St., 2nd Floor
Springfield, IL 62761

Dear Mr. Galassie:

I am a nephrologist in practice with Nephrology Associates of Northern Illinois (NANI) in the Woodridge/Naperville/Bolingbrook area and am the Medical Director of the Fresenius Bolingbrook Dialysis Center. Over the past ten years I have seen this area grow exponentially not only in population but with End Stage Renal Disease patients. The Fresenius Naperville and Bolingbrook dialysis facilities are continually operating at high utilizations making it difficult to place my patients on a shift to accommodate their needs. For this reason, I am in full support of the 16 station Woodridge facility to serve these combined growing communities.


These facilities have experienced an overall average mortality rate over the past three years of approximately 6% of total patients treated at the facility over a one year period and an average 3% transplant rate based on the same number of patients.

The NANI practice in the Bolingbrook area was treating 114 hemodialysis patients at the end of 2007, 118 patients at the end of 2008 and 119 patients at the end of 2009, and 156 patients at the end of the 3rd quarter 2010, as reported to The Renal Network. Over the past twelve months, NANI has admitted 136 hemodialysis patients to Fresenius Bolingbrook, Downers Grove, Willowbrook, McHenry, DuPage West, Naperville and Plainfield, Berwyn, Westchester as well as to, Fairview Baptist Nursing Home, Community Rehabilitation, Meadowbrook Manor, Sherman Hospital, ARA Crystal Lake and Crossroads Care Center. NANI has 134 pre-ESRD patients in the Woodridge/Naperville/Bolingbrook area that I expect will be referred to the Woodridge facility within 2 years after the opening of the facility (see attached patient lists).

I therefore urge the Board to approve the 16 station Fresenius Medical Care Woodridge facility to alleviate the high utilization in this area and allow for continued foreseen growth of the ESRD population. Thank you for your consideration.

I attest that to the best of my knowledge, all the information contained in this letter is true and correct and that the projected patient referrals listed in this document have not been used to support any other CON application.

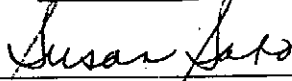
Sincerely,



David Schlieben, M.D.

Notarization:

Subscribed and sworn to before me
this 2 day of December, 2010



Signature of Notary

Seal



**PRE - ESRD PATIENTS NANI EXPECTS TO REFER TO FRESENIUS
MEDICAL CARE WOODRIDGE WITHIN 2 YEARS AFTER THE OPENING OF
THE FACILITY**

Total	Dr. Kumar	Dr. Reddy	Dr. Rohail	Dr. Schlieben	Total
60440	1	3	1	8	13
60490				2	2
60517	11	8	3	2	24
60540	2		7	21	30
60564		1	5	12	18
60565	2		9	7	18
60516	17	10		2	29
Total	33	22	25	54	134*

*Patient attrition of 30% has already been accounted for.

ADMISSIONS OF THE NAPERVILLE/BOLINGBROOK AREA NANI PRACTICE FOR THE PREVIOUS TWELVE MONTHS
10/01/2009 THROUGH 09/30/2010

Physician	ARA Crystal Lake		Fresenius Benwyn Schlieben	Community Nursing Schlieben	Crossroads Care Ctr Rohail	Fairview Baptist		Fresenius Bolingbrook		Fresenius DuPage West		Fresenius Downers Grove		Fresenius McHenry Rohail	Fresenius Naperville		Fresenius Pignfield Rohail	Fresenius Westchester Kumar	Fresenius Willowbrook Kumar	Meadow Sherman Mt. Hospital	Total	
	Rohail	Schlieben				Kumar	Reddy	Rohail	Schlieben	Rohail	Reddy	Schlieben	Kumar		Reddy	Kumar						Reddy
Zip																						
60012														1								1
60098																						1
60102	1																					1
60123																						1
60126																						2
60137									1													1
60139													2									2
60148																						7
60162																						1
60174																						1
60181																						2
60187																						1
60188																						1
60190																						2
60304																						2
60403									1													1
60409																						1
60431																						3
60435																						2
60439																						2
60440									1													1
60446																						2
60447																						2
60450																						8
60453																						1
60455																						1
60462																						1
60467																						1
60472																						1
60490																						2
60491																						1
60504																						0
60506																						13
60515																						9
60516																						3
60517																						1
60521																						2
60523																						1
60525																						2
60527																						2
60532																						2
60534																						6
60540																						2
60544																						4
60559																						1
60560																						4
60563																						2
60564																						2
60565																						1
60585																						1
60609																						1
60625																						1
60629																						1
60639																						1
60803																						1
63834																						1
64118																						1
Total	1	1	8	1	1	7	1	1	5	12	21	1	22	17	1	10	1	2	2	1	5	136

**PATIENTS OF NAPERVILLE/BOLINGBROOK AREA NANI PRACTICE AT
YEAR END 2007**

Fresenius Bolingbrook

Zip Code	Dr. Schlieben	Dr. Kumar	Dr. Rohail
60440	27	13	1
60403	1		
60417	1		
60432		1	
60433	1		
60435	1		
60441	1		
60446	9	3	
60490	2	1	
60504	1		
60516	3		
60517	4	2	
60544	4	4	
60559		1	
60563	1		
60565		1	
60586	1		
Total	57	26	1

Fresenius Downers Grove

Zip Code	Dr. Kumar	Dr. Reddy
60104	1	
60137	3	
60148	4	1
60507		1
60515	4	1
60516	3	
60517	1	
60523	1	
60532	2	
60559		1
Total	19	4

Fresenius Naperville

Zip Code	Dr. Schlieben	Dr. Rohail
60187		
60440		
60490		1
60504		
60517	1	
60532	1	
60538	2	
60540		
60543	1	
60555		
60564		
60586	1	
Total	6	1

Grand Total 114

**PATIENTS OF NAPERVILLE/BOLINGBROOK AREA NANI PRACTICE AT
YEAR END 2008**

Fresenius Bolingbrook

Zip Code	Dr. Schlieben	Dr. Kumar	Dr. Rohail	Dr. Reddy
60440	28	13	1	1
60432		1		
60433	1			
60435	2			
60439	1			
60441	1			
60446	11	4		
60481	1			
60490	2	1		
60491	1			
60504	1			
60516	3			
60517	5	2		
60544	4	4		
60559		1		
60561	1			
60563	1			
60565		1		
60625	1			
60625	1			
60586	1			
Total	65	27	1	1

Fresenius Downers Grove

Zip Code	Dr. Kumar	Dr. Reddy
60126		1
60130	1	
60137	3	
60146	2	
60181	1	
60515	4	2
60516	1	1
60527	1	
60532	2	
60559	1	
Total	16	4

Fresenius Naperville

Zip Code	Dr. Schlieben
60187	
60440	1
60490	
60504	
60517	
60532	
60538	
60540	2
60543	
60555	1
60564	
60586	
Total	4

**PATIENTS OF NAPERVILLE/BOLINGBROOK AREA NANI PRACTICE AT
YEAR END 2009**

Fresenius Bolingbrook

Zip Code	Dr. Schlieben	Dr. Kumar	Dr. Rohail	Dr. Reddy
60440	28	10	4	2
60403				
60417				
60432	1	1		
60433	1			
60435				
60436	1			
60439				1
60441				
60446	10	3		1
60455	1			
60481				
60490	1	1		
60491	1			
60504				
60515	1			
60516	1			
60517	3	3		
60544	4	2	1	
60559		1		
60561				
60563	1			
60565		1		
60625	1			
60108	1			
60585			1	
60586	1			
Total	57	22	6	4

Fresenius Downers Grove

Zip Code	Dr. Kumar	Dr. Reddy
60130	1	
60137	3	
60148	1	
60181	1	
60439		1
60440		1
60515	2	3
60516	1	2
60517	1	
60527	1	1
60532	4	
60559	1	1
60561		1
Total	16	10

Fresenius Naperville

Zip Code	Dr. Schlieben
60187	1
60440	
60490	
60504	
60517	
60532	
60538	
60540	1
60543	
60555	1
60564	1
60586	
Total	4

Planning Area Need – Service Demand – Physician Referral Letter

ATTACHMENT – 26b - 3

55

Grand Total

119

**PATIENTS OF NAPERVILLE/BOLINGBROOK AREA NANI PRACTICE AT
END OF 3RD QUARTER 2010**

Fresenius Bolingbrook

Zip Code	Dr. Kumar	Dr. Rohail	Dr. Schlieben	Total
60346		1		1
60409		1		1
60433			1	1
60439		1		1
60440	2	6	30	38
60446	1	1	11	13
60472		1		1
60490		1	3	4
60516		1	1	2
60517			2	2
60540			1	1
60544			4	4
60563			1	1
60585			1	1
60644			1	1
60803		1		1
63834			1	1
Total	3	14	57	74

Fresenius Naperville

Zip Code	Dr. Rohail	Dr. Schlieben	Total
60174		1	1
60433		1	1
60440	1		1
60504		2	2
60517		1	1
60532		2	2
60540		1	1
60555		1	1
60564		1	1
60565		1	1
Total	1	11	12

Fresenius Plainfield

Zip Code	Dr. Rohail	Total
60126	1	1
60403	2	2
60409	1	1
60431	1	1
60435	1	1
60446	1	1
60447	1	1
60544	1	1
60585	1	1
92563	1	1
Total	11	11

Fresenius Downers Grove

Zip Code	Dr. Kumar	Dr. Reddy	Total
60126		2	2
60130		1	1
60137		2	2
60148		6	6
60181		3	3
60304	1		1
60402	1		1
60439		1	1
60440		1	1
60441	1		1
60446		1	1
60491		1	1
60515		13	13
60516		7	7
60517		3	3
60523		1	1
60527		2	2
60532	1	2	3
60559	1	4	5
60561		2	2
60563		2	2
Total	5	54	59

Total 156

Service Accessibility – Service Restrictions

Fresenius Medical Care Woodridge is located in HSA 7 which consists of suburban Cook and DuPage counties. While dialysis services exist in the area, utilizations are high and due to this access is restricted with regards to facility choice and shift choice. The overall utilization within 30 minutes travel time of those facilities/stations currently in operation is 86%. Even if one looks at the utilization of all approved stations the utilization is 74%, 73 patients away from 80%. The applications for Fresenius Lombard, Fresenius Lockport and the Fresenius Bolingbrook expansion identified a combined total of 300 patients to bring these three facilities to 80% and above in the next two to three years. There are an additional 134 patients identified for the Woodridge location.

FACILITIES WITHIN 30 MINUTES TRAVEL TIME OF FRESENIUS WOODRIDGE

Name	Address	City	ZIP Code	MapQuest		Adjusted MapQuest x 1.15	Independent Travel Study Time	Stations	3rd Qtr 2010 Patients	3rd Qtr 2010 Util
				Miles	Travel Time					
Fresenius Bolingbrook	329 Remington Blvd	Bolingbrook	60440	5.1	8	9.2		24 ¹	121	84%
Fresenius Naperville	100 Spalding Dr	Naperville	60540	5.25	9	10.4		15	80	89%
Fresenius Willowbrook	6300 Kingery Hwy	Willowbrook	60527	7.78	12	13.8		16	82	85%
Fresenius Downers Grove	3825 Highland Ave	Downers Grove	60515	8.95	15	17.3		19	112	98%
Fox Valley	1300 Waterford Dr	Aurora	60504	11.02	16	18.4		26	132	85%
Fresenius Naperville North	514 W 5th Ave	Naperville	60563	6.7	14	16.1	18.5	14	52	72%
Fresenius Lombard	1940 Springer Dr	Lombard	60148	8.91	15	17.3	20.7	12 ²	1	1%
Fresenius Glendale Heights	520 North Ave	Glendale Heights	60139	14.46	21	24.2		17	86	84%
Fresenius Villa Park	200 E North Ave	Villa Park	60181	14.18	21	24.2		24	122	85%
Fresenius Lockport	Thornton St	Lockport	60441	13.55	19	21.9	26.3	12 ³	0	0%
Fresenius DuPage West	450 E Roosevelt Rd	West Chicago	60185	14.58	23	26.5		16	75	78%
Avg utilization all "approved" facilities/stations								195	863	74%
Avg utilization facilities/stations in "operation"								167	863	86%

FACILITIES BELOW WERE FOUND TO BE OVER 30 MINUTES ACCORDING TO THE INDEPENDENT TRAVEL STUDY										
Silver Cross Hospital	Clinton & Maple	New Lenox	60451	16.45	21	24.2	30.3			
Fresenius Westchester	2400 Wolf road	Westchester	60154	14.77	23	26.5	30.7			
DaVita Pabs Park	13155 S. La Grange	Orland Park	60462	17.01	24	27.6	32.2			

¹ Currently operating 20 stations, additional 4 stations approved 9-2010 will not be operational until mid 2011

² Facility is operating with one patient but not yet fully certified

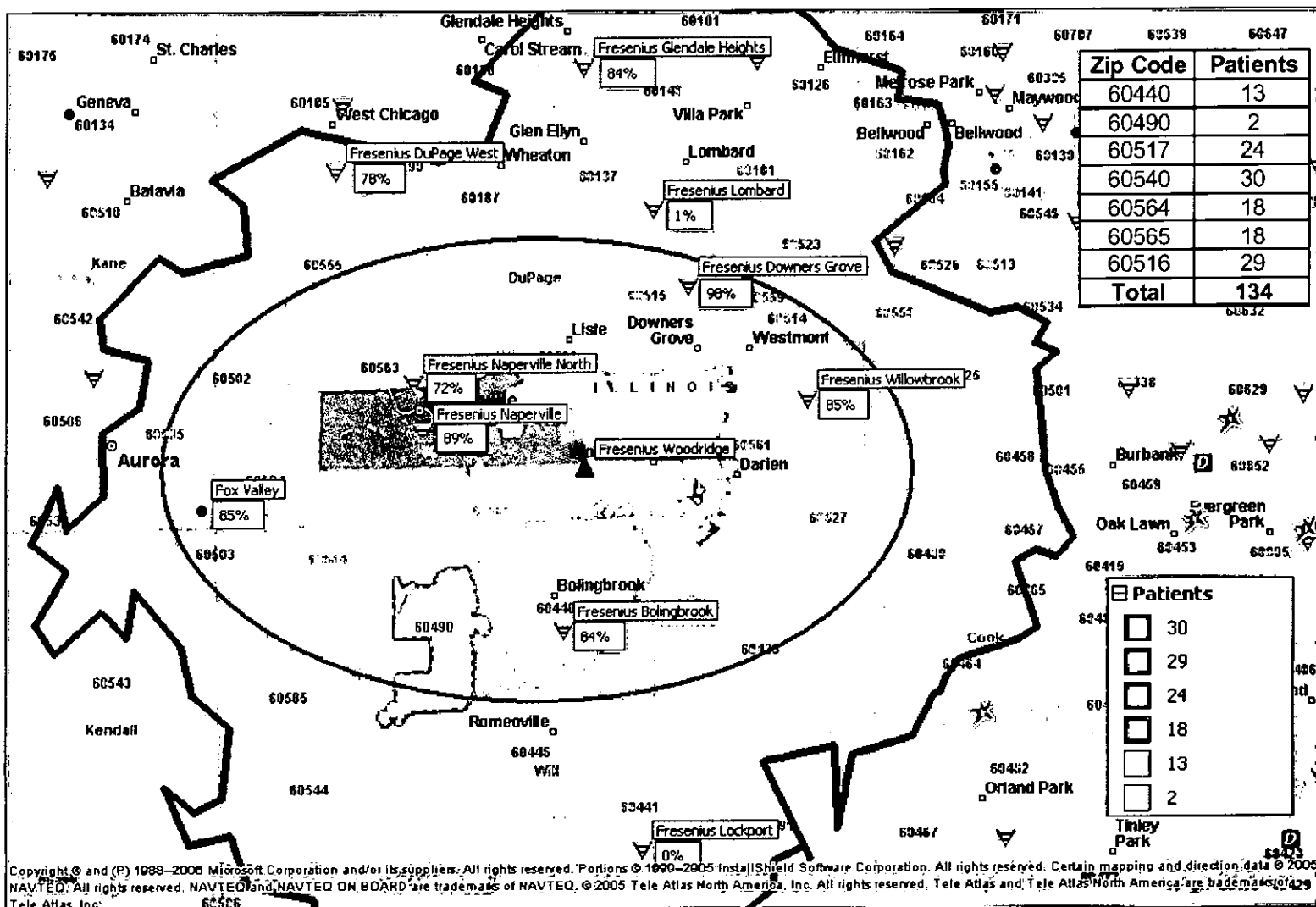
³ Fresenius Lockport will not be operational for one more year

The facilities closest to Woodridge (those under 20 minutes highlighted in yellow) are operating at a combined average rate of 85%. Of the facilities within 30 minutes 6 of them are between 5 and 10 miles away. The remaining 5 are between 10 and over 14 miles away. These facilities would require highway travel in order to be reached within 30 minutes. Dialysis patients are often ill and elderly and would not generally choose highway travel. For this reason it is in the patient's best interest to have access to treatment near their home community that does not require long travel distances or highway travel. This is especially true in inclement weather or in the dark.

With these facilities operating at 85%, shift choice for the patient can become non-existent. The "choice" shift is the mid-day shift and then the early morning shift. The last shift of the day, on average, begins between 3-4:30p.m. and ends between 7-8:30p.m. When a facility is operating at a high utilization rate, the last shift of the day is often the shift left for the new patients. (Patients are then put on a waiting list to move up to a more preferred shift.) Dialyzing at this hour leaves these patients with fewer transportation choices since county/township medical car transportation services do not operate after 4p.m.

Transportation in itself is a major hurdle for the dialysis patient. These patients require treatment three times a week and if not able to drive themselves, have to rely on friends or family members for rides. If the friend or family member cannot stay and wait the 4-5 hours the patient is receiving treatment they then are required to make two round trips a day or six per week. If the facility is near 30 minutes away, this amounts to 2 hours travel time a day or 6 hours a week. This pattern continues not just occasionally like many other health services, but for the life of the patient. This can create havoc on the friends and family members who may have jobs/families of their own to consider. For these reasons, it is imperative for the dialysis patient to have treatment close to home.

FACILITIES WITHIN 30 MINUTES AND DEMOGRAPHICS OF THE PRE-ESRD PATIENTS IDENTIFIED FOR FRESENIUS MEDICAL CARE WOODRIDGE



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MEMORANDUM TO: Lori Wright
Fresenius Medical Care

FROM: Stephen Corcoran, P.E., PTOE

DATE: January 19 2011

SUBJECT: Travel Time Surveys
Proposed Fresenius Medical Facility
Woodridge, Illinois

This memorandum summarizes the travel time surveys conducted for a proposed Fresenius Medical facility to be located on the southwest corner of 75th Street and Illinois Route 53 in Woodridge, Illinois. The purpose of the study was to determine the average travel times between existing or planned medical facilities and the proposed location pursuant to the methodology required by the Illinois Health Facilities & Services Review Board. The travel surveys originated from and returned to southwest corner of 75th Street and Illinois Route 53 in Woodridge, Illinois after reaching the following medical facilities:

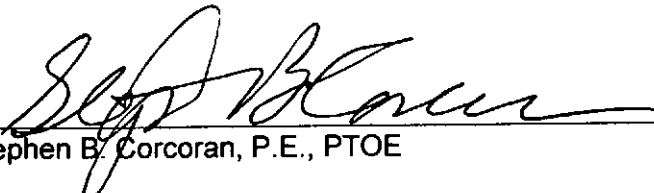
- 1050 Thornton Avenue, Lockport, Illinois (planned but not constructed Fresenius Medical Care)
- 1940 Springer Drive, Lombard, Illinois (existing Fresenius Medical Care)
- 2400 Wolf Road, Westchester, Illinois (existing Fresenius Medical Care)
- 514 W 5th Avenue, Naperville, Illinois (existing Fresenius Medical Care)
- 13155 S. LaGrange Road, Orland Park, Illinois (proposed DaVita facility)
- 1870 Silver Cross Boulevard, New Lenox, Illinois (Sivler Cross Hospital)

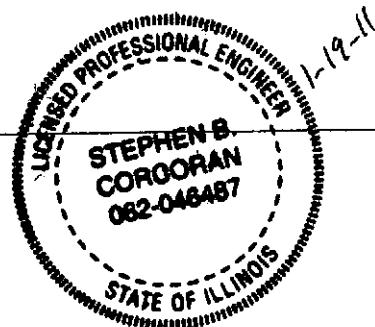
The surveys were conducted between the hours of 6:30 AM and 6:30 PM. The results of the surveys are summarized in **Table 1**.

Professional Certification

I hereby certify that these documents were prepared or approved by me, and that I am a duly licensed professional engineer under the laws of the State of Illinois, License No. 062.046487, Expiration Date: November 30, 2011.

I am Professional Traffic Operations Engineer - No. 380 Expiration Date: November 2011.


Stephen B. Corcoran, P.E., PTOE



Stephen B. Corcoran, P.E., PTOE
326 N. Clark Drive, Palatine, Illinois 60074
(847) 287-1643
corcoran.s@comcast.net

Table 1
Travel Survey Results To Other Facilities
From The Southwest Corner of 75th Street and Illinois Route 53, Woodridge, Illinois

Direction	Date	Day	Time		Time (minutes)
			Start	End	
1050 Thornton Avenue, Lockport					
To Lockport	12/8/2010	Wednesday	11:49 AM	12:16 PM	27
To Woodridge	12/8/2010	Wednesday	12:21 PM	12:49 PM	28
To Lockport	12/9/2010	Thursday	1:33 PM	1:52 PM	19
To Woodridge	12/9/2010	Thursday	1:54 PM	2:15 PM	21
To Lockport	12/10/2010	Friday	5:03 PM	5:36 PM	33
To Woodridge	12/10/2010	Friday	5:38 PM	6:08 PM	30
Average Travel Time To/From Lockport					26.3 min.
1940 Springer Drive, Lombard					
To Lombard	12/8/2010	Wednesday	12:50 PM	1:09 PM	19
To Woodridge	12/8/2010	Wednesday	10:54 AM	11:11 AM	17
To Lombard	12/9/2010	Thursday	12:41 PM	12:58 PM	17
To Woodridge	12/9/2010	Thursday	1:00 PM	1:20 PM	20
To Lombard	11/30/2010	Tuesday	5:00 PM	5:25 PM	25
To Woodridge	11/30/2010	Tuesday	5:27 PM	5:53 PM	26
Average Travel Time To/From Lombard					20.7 min
2400 Wolf Road, Westchester					
To Westchester	11/30/2010	Tuesday	11:38 AM	12:07 PM	29
To Woodridge	11/30/2010	Tuesday	10:31 AM	10:56 AM	25
To Westchester	12/1/2010	Wednesday	12:16 PM	12:47 PM	31
To Woodridge	12/1/2010	Wednesday	10:37 AM	11:07 AM	30
To Westchester	12/1/2010	Wednesday	5:12 PM	5:45 PM	33
To Woodridge	12/1/2010	Wednesday	5:47 PM	6:23 PM	36
Average Travel Time To/From Westchester					30.7 min.
13155 S. LaGrange Road, Orland Park					
To Naperville	11/30/2010	Tuesday	12:09 PM	12:38 PM	29
To Woodridge	11/30/2010	Tuesday	10:00 AM	10:29 AM	29
To Naperville	12/9/2010	Thursday	2:16 PM	2:49 PM	33
To Woodridge	12/9/2010	Thursday	2:51 PM	3:25 PM	34
To Naperville	12/2/2010	Wednesday	4:59 PM	5:34 PM	35
To Woodridge	12/2/2010	Wednesday	5:36 PM	6:19 PM	33
Average Travel Time To/From Orland Park					32.2 min.
514 W 5th Avenue, Naperville					
To Orland Park	12/8/2010	Wednesday	11:12 AM	11:30 AM	18
To Woodridge	12/8/2010	Wednesday	11:32 AM	11:47 AM	15
To Orland Park	12/10/2010	Friday	2:24 AM	2:42 PM	18
To Woodridge	12/10/2010	Friday	2:45 PM	3:05 PM	20
To Orland Park	12/9/2010	Thursday	5:12 PM	5:33 PM	21
To Woodridge	12/9/2010	Thursday	5:36 PM	5:55 PM	19
Average Travel Time To/From Naperville					18.5 min.
1870 Silver Cross Boulevard, New Lenox					
To New Lenox	1/19/2011	Tuesday	12:06 PM	12:27 PM	21
To Woodridge	1/19/2011	Tuesday	12:28 PM	12:50 PM	22
To New Lenox	1/19/2011	Tuesday	12:52 PM	1:27 PM	35
To Woodridge	1/19/2011	Tuesday	1:29 PM	2:06 PM	37
To New Lenox	1/19/2011	Tuesday	5:03 PM	5:37 PM	34
To Woodridge	1/19/2011	Tuesday	5:39 PM	6:12 PM	33
Average Travel Time To/From New Lenox					30.3 min.
Average Travel Time to All Locations					26.5 min.

Unnecessary Duplication/Maldistribution

1(A-B-C) The ratio of ESRD stations to population in the zip codes within a 30 minute radius of Fresenius Woodridge is 1 station per 5,999 residents according to the

Zip Code	Population	Stations	Facility
60101	38,141		
60126	45,355		
60137	38,026		
60139	32,303	17	Fresenius Glendale Heights
60148	50,460	12	Fresenius Lombard
60154	16,714		
60162	8,613		
60163	5,212		
60181	30,161	24	Fresenius Villa Park
60185	32,936	16	Fresenius DuPage West
60187	61,481		
60190	12,065		
60439	20,004		
60440	46,546	24	Fresenius Bolingbrook
60441	49,103	12	Fresenius Lockport
60446	20,141		
60457	14,110		
60458	14,226		
60464	9,520		
60465	17,198		
60480	4,758		
60490	9,263		
60491	N/A		
60501	11,175		
60502	N/A		
60503	N/A		
60504	44,412	26	Fox Valley Dialysis
60505	56,971		
60514	17,313		
60515	27,514	19	Fresenius Downers Grove
60516	30,593		
60517	31,344		
60521	37,496		
60523	10,231		
60525	32,475		
60527	N/A	16	Fresenius Willowbrook
60532	27,341		
60538	N/A		
60540	42,065	15	Fresenius Naperville
60544	44,284		
60555	13,852		
60558	12,539		
60559	25,954		
60561	23,570		
60563	31,405	14	Fresenius Naperville North
60564	32,206		
60565	40,640		
60566	N/A		
60567	N/A		
60572	N/A		
60585	N/A		
60586	N/A		
60597	N/A		
60599	N/A		
Total	1,169,716	195	1/5,999

2000 census (based on 1,169,716 residents and 195 stations. The State ratio is 1 station per 3,711 residents (based on Department of Economic and Economic Opportunity (DECO) 2010 projection of 13,279,091 Illinois residents).

There are nearly half the number of stations available per resident within the 30 minute travel zone as there is in the State.

Consideration needs to be given to the fact that the census data is ten years old (there is no projected zip code data available for this area) and is being compared to the current station count. The western suburbs have seen considerable growth over the past ten years and the ratio of stations to population within 30 minutes would likely be higher showing an even greater disparity between it and the State ratio, exhibiting a need in the area.

DuPage County, according to DECO projections, has grown 4.7% over the last ten years. If this growth rate was applied to the 2000 census data in the 30 minute travel zone the ratio of stations would demonstrate an even greater disparity than the State ratio at 1 station per 6,280 residents.

Although all facilities within thirty minutes travel time are not above the target utilization of 80%, Fresenius Medical Care Woodridge will not create a maldistribution of services in regard to there being excess availability. Not all facilities within 30 minutes travel time are operating above the 80% State utilization target; however the Woodridge area market has experienced high utilizations and has seen constant growth of ESRD for many years. There is a determined need in HSA 7 for 26 additional stations and the ratio of stations to population exhibits a need.

Facilities Within 30 Minutes of Fresenius Medical Care Woodridge

Name	Address	City	ZIP Code	MapQuest		Adjusted MapQuest x 1.15	Independent Travel Study Time	Stations	3rd Qtr 2010 Patients	3rd Qtr 2010 Util
				Miles	Travel Time					
Fresenius Bolingbrook	329 Remington Blvd	Bolingbrook	60440	5.1	8	9.2		24 ¹	121	84%
Fresenius Naperville	100 Spalding Dr	Naperville	60540	5.25	9	10.4		15	80	89%
Fresenius Willowbrook	6300 Kingery Hwy	Willowbrook	60527	7.78	12	13.8		16	82	85%
Fresenius Downers Grove	3825 Highland Ave	Downers Grove	60515	8.95	15	17.3		19	112	98%
Fox Valley	1300 Waterford Dr	Aurora	60504	11.02	16	18.4		26	132	85%
Fresenius Naperville North	514 W 5th Ave	Naperville	60563	6.7	14	16.1	18.5	14	52	72%
Fresenius Lombard	1940 Springer Dr	Lombard	60148	8.91	15	17.3	20.7	12 ²	1	1%
Fresenius Glendale Heights	520 North Ave	Glendale Heights	60139	14.46	21	24.2		17	86	84%
Fresenius Villa Park	200 E North Ave	Villa Park	60181	14.18	21	24.2		24	122	85%
Fresenius Lockport	Thornton St	Lockport	60441	13.55	19	21.9	26.3	12 ³	0	0%
Fresenius DuPage West	450 E Roosevelt Rd	West Chicago	60185	14.58	23	26.5		16	75	78%
Avg utilization all "approved" facilities/stations								195	863	74%
Avg utilization facilities/stations in "operation"								167	863	86%

FACILITIES BELOW WERE FOUND TO BE OVER 30 MINUTES ACCORDING TO THE INDEPENDENT TRAVEL STUDY

Silver Cross Hospital	Clinton & Maple	New Lenox	60451	16.45	21	24.2	30.3
Fresenius Westchester	2400 Wolf road	Westchester	60154	14.77	23	26.5	30.7
DaVita Palos Park	13155 S. La Grange	Orland Park	60462	17.01	24	27.6	32.2

¹Currently operating 20 stations, additional 4 stations approved 9-2010 will not be operational until mid 2011

²Facility is operating with one patient but not yet fully certified

³Fresenius Lockport will not be operational for one more year

- 3A. Fresenius Medical Care Woodridge will not have an adverse effect on any other area ESRD provider in that all of the patients identified who will be referred to the Woodridge facility are pre-ESRD patients currently seeing physicians at Nephrology Associates of Northern Illinois (NANI) and no patients were identified to be transferred from any other facility. As well, the NANI physicians refer patients to and will continue to refer patients to Fresenius Naperville, Naperville North, Bolingbrook, Downers Grove, Lombard, DuPage West, Willowbrook and Glendale Heights dependent on the patient's home residence, facility utilization and shift availability.
- B. Not applicable – applicant is not a hospital, however the utilization will not be lowered at any other ESRD facility due to the establishment of the Woodridge facility.

Criterion 1110.1430 (e)(1) – Staffing

2) A. Medical Director

Dr. Schlieben is currently the Medical Director for Fresenius Medical Care Bolingbrook. Attached is his curriculum vitae.

B. All Other Personnel

Upon opening the facility will hire a Clinic Manager who is a Registered Nurse (RN) from within the company and will hire one Patient Care Technician (PCT). After we have more than one patient, we will hire another RN and another PCT.

Upon opening we will also employ:

- Part-time Registered Dietitian
- Part-time Licensed Master level Social Worker
- Part-time Equipment Technician
- Part-time Secretary

These positions will go to full time as the clinic census increases.

As well, the patient care staff will increase to the following:

- One Charge Nurse – Registered Nurse
- Four Registered Nurses
- Ten Patient Care Technicians

- 3) All patient care staff and licensed/registered professionals will meet the State of Illinois requirements. Any additional staff hired must also meet these requirements along with completing a 9 week orientation training program through the Fresenius Medical Care staff education department.

Annually all clinical staff must complete OSHA training, Compliance training, CPR Certification, Skills Competency, CVC Competency, Water Quality training and pass the Competency Exam.

- 4) The above staffing model is required to maintain a 4 to 1 patient-staff ratio at all times on the treatment floor. A RN will be on duty at all times when the facility is in operation.

David James Schlieben, M.D.

Medical Education

Rush Medical College of Rush University, Chicago, IL
09/1995 – 06/1999
Doctor of Medicine, 06/1999

Undergraduate Education

Creighton University, Omaha, NE
08/1990 – 12/1993
Bachelor of Science, *cum laude*, Biology

June: 12/93 → 9/95

Augustana College, Rock Island, IL
08/1989 – 05/1990

Fellowship Training

Rush-Presbyterian-St. Luke's Medical Center, Chicago, IL
07/2002 – 06/2004
Nephrology

Internship/Residency

Rush-Presbyterian-St. Luke's Medical Center, Chicago, IL
07/1999 – 06/2002
Internal Medicine

Licensure

American Board of Internal Medicine
08/2002
Diplomate in Internal Medicine

American Board of Internal Medicine
11/2004
Nephrology, Board Eligible

Honors

The Muehrcke Family Foundation Outstanding Student Nephrology Award
06/1999

Associations

Renal Physicians Association
07/2002 – Present

Leadership

American Medical Association/Illinois State Medical Society
4/1997 – 06/1999
Medical School Representative and Delegate to Annual Meeting

Rush Medical College Committee on Educational Appraisal
5/1996 – 6/1999
Student Representative

Volunteer Experience

St. Basil's Free People's Clinic
09/1995 – 06/1997
Student Clinician

Presentations

Nephrology Grand Rounds
07/2002 Hepatorenal Syndrome
10/2002 Evaluation and Management of Calcium-Based Nephrolithiasis
01/2003 Diabetes Insipidus
05/2005 Antineutrophil Cytoplasmic Antibodies
06/2003 Hemodialysis Biocompatibility
07/2003 Molecular Mechanisms of Post-Streptococcal Glomerulonephritis
09/2003 Pathogenesis of IgA Nephropathy

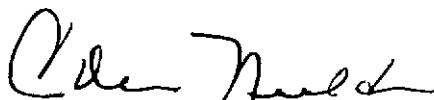
Research

Schlieben, D., Korbet, S.M., Lewis, E.J., *Placental Transmission of Pathogenic Antineutrophil Cytoplasmic Antibodies*
Abstract presented at American Society of Nephrology 2003 Annual Meeting

Criterion 1110.1430 (e)(5) Medical Staff

I am the Regional Vice President of the Chicago Central Region of the North Division of Fresenius Medical Care North America. In accordance with 77 Il. Admin Code 1110.1430, and with regards to Fresenius Medical Care Woodridge, I certify the following:

Fresenius Medical Care Woodridge will be an "open" unit with regards to medical staff. Any Board Licensed nephrologist may apply for privileges at Naperbrook facility, just as they currently are able to at all Fresenius Medical Care facilities.



Signature

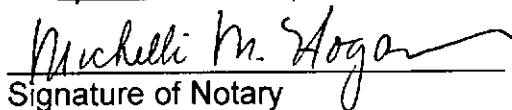
Coleen Muldoon

Printed Name

Regional Vice President

Title

Subscribed and sworn to before me
this 17th day of November, 2010



Signature of Notary

Seal



66

Criterion 1110.1430 (f) – Support Services

I am the Regional Vice President of the Chicago Central Region of the North Division of Fresenius Medical Care North America. In accordance with 77 Il. Admin Code 1110.1430, I certify to the following:

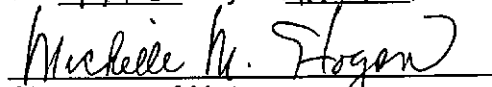
- Fresenius Medical Care utilizes the Proton patient data tracking system in all of its new facilities.
- These support services are will be available at Fresenius Medical Care Woodridge during all six shifts:
 - Nutritional Counseling
 - Psychiatric/Social Services
 - Home/self training
 - Clinical Laboratory Services – provided by Spectra Laboratories
- The following services will be provided via referral to Edwards Hospital, Naperville:
 - Blood Bank Services
 - Rehabilitation Services
 - Psychiatric Services



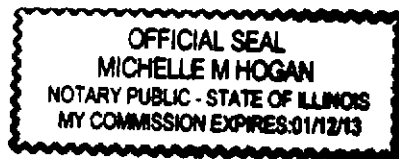
Signature

Coleen Muldoon/Regional Vice President
Name/Title

Subscribed and sworn to before me
this 17th day of November, 2010


Signature of Notary

Seal



Criterion 1110.1430 (g) – Minimum Number of Stations

Fresenius Medical Care Woodridge is located in the Chicago-Naperville-Joliet-Gary, IL-IN-WI Metropolitan Statistical Area (MSA). A minimum of eight dialysis stations is required to establish an in-center hemodialysis center in an MSA. Fresenius Medical Care Woodridge will have sixteen dialysis stations thereby meeting this requirement.

**PATIENT TRANSFER AGREEMENT BETWEEN
EDWARD HOSPITAL AND FRESENIUS MEDICAL CARE
OF NAPERVILLE NORTH**

This Agreement is made and is effective as of the 27th day of October, 2010 by and between **Fresenius Medical Care Woodridge ("Fresenius-Woodridge")** and **Edward Hospital ("Hospital")**, located at 801 S. Washington Street, Naperville, IL 60540.

Whereas, **Fresenius-Woodridge** has submitted a Certificate of Need application to the Illinois Health Facilities Planning Board for approval of a free standing renal dialysis center (the "Center") for treatment of patients with end-stage renal disease to be located in Naperville, Illinois;

Whereas, **Edward Hospital** operates an Illinois licensed acute care hospital (the "Hospital") located in Naperville, Illinois; and

Whereas, in connections with the above Certificate of Need approval, **Fresenius-Woodridge** and **Edward Hospital** desire to enter into this transfer agreement to assure continuity of care and treatment appropriate for patients receiving dialysis services at the Center (the "Center Patients") who are determined to be in need of emergent evaluation, treatment, and possible admission as an inpatient at the Hospital.

NOW, THEREFORE, in consideration of the mutual promises and covenants contained herein, **Fresenius-Naperville North** and the **Hospital** hereby agree as follows:

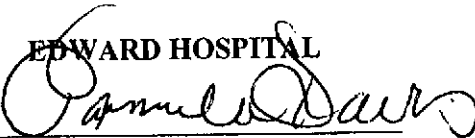
1. When it is determined by the Center that a Center Patient is in need of emergent evaluation, treatment, and possible admission as an inpatient at the Hospital, and when a Hospital physician accepts transfer of a Center Patient, then Hospital agrees to accept such a patient transfer as promptly as possible provided that transfer requirements are met and adequate staff and bed space to accommodate such a patient are available. **Fresenius-Naperville North** will be responsible for the transfer of the Center Patient, including arranging for appropriate transportation and care of the patient during the transfer.
2. The parties agree to devote their best efforts to promoting cooperation and effective communication between the parties in rendering services hereunder, to foster the prompt effective evaluation, treatment and continuing care of recipients of these services.
3. The parties agree that that services provided by each party in connection with this Agreement will be provided in conformity with all applicable federal, state, and local laws, standards, rulings, ore regulations. This shall include the obligation to comply with all State of Illinois and federal laws and regulations governing the confidentiality and release of patient medical record and health information, including, but not limited to, the privacy standards of Privacy Rule under the Health Insurance Portability and Accountability Act of 1996 ("HIPAA") and the regulations promulgated thereunder. The parties also agree to comply with the accreditation standards of the Joint Commission on Accreditation of Healthcare Organizations ("JCAHO").
4. Charges for services performed by either institution in connection with this Agreement shall be collected by the institution rendering such services directly from the patient, third party payor or other sources normally billed by the institution. Neither party shall have any liability to the other party for such charges.
5. Each party acknowledges the non-exclusive nature of the Agreement, and nothing in this agreement shall be construed as limited the right of either party to contract under similar agreements with any other institution while this Agreement is in effect.

6. The relationship between Fresenius-Naperville North and the Hospital shall be that of independent contractors. The governing body of each institution shall have exclusive control of policies, management, assets, and affairs of its respective institution. Neither institution shall assume any liability by virtue of this Agreement for any debts or other obligations of a financial or legal nature incurred by the other institution. Each part will maintain professional and general liability insurance as will fully protect it from any and all claims of any nature for damage to property or from personal injury including death, made by anyone which may arise from operations carried on by either party under this Agreement, or from the acts or omissions of any of their respective officers, directors, employees or agents. Such insurance shall be maintained at such minimum levels as are determined to be mutually acceptable. In the event that such insurance is not on an "occurrence basis" and is canceled or terminated, the party cancelling or terminating such insurance shall at all times, including without limitation, after the expiration and termination of this Agreement for any reason, maintain continuing insurance coverage for such cancelled policy of insurance through the purchase of "prior acts" coverage with a subsequent policy of insurance, which provides for a retroactive date of coverage equal to the retroactive date of the insurance policy that was cancelled or terminated, the purchase of an extended reporting endorsement or "tail coverage" for the policy that was cancelled or terminated, or such other method which assures continuing coverage. Each party shall provide the other party with a certificate of insurance or other reasonable evidence that the insurance coverage requirements of this Agreement have been met. Such evidence shall be provided upon the execution of this Agreement, and thereafter in the event of any modification or change in coverage, or upon the other party's request. Each party shall notify the other party in writing at least thirty (30) days prior to cancellation, modification, or non-renewal of its liability coverage. Each party shall notify the other in writing within fifteen (15) days after any notice is received of cancellation or non-renewal of its liability coverage.
7. The parties agree to assume the risk of liability for and to indemnify and hold each other and their respective officers, agents, and employees harmless from and against all claims, causes of action, damages, suits, judgments, liabilities, losses, and expenses, including damages for the death of any person or persons and damages to any property ("Losses"), resulting from, arising out of, or connected with the negligent acts or omissions of their respective employees and agents. This covenant shall survive any termination of this Agreement.
8. **The term of the Agreement shall be one year from the date of execution, and shall automatically renew for successive one (1) year periods thereafter unless terminated as follows:**
 - i. Either party may terminate this Agreement at any time, without cause, upon ninety (90) days advance written notice to the other party;
 - ii. In the event that either party notifies the other party in writing that the other party has materially defaulted in the performance of any obligation under this Agreement, and the other party fails to cure such default within thirty (30) days following the receipt of such written notice, or such other longer time as may be mutually agreed to by the parties in writing. Any such notice of default shall include a reasonable description or explanation of the nature of the default. All notices, requests, demands, and other communications required or permitted hereunder shall be in writing and shall be deemed to have been duly delivered then (10) days after date of mailing via regular mail, or sooner upon presentation of adequate proof of earlier delivery, if delivered in person or if sent via overnight courier or by registered, or certified, first class mail, postage prepaid. Notices shall be sent to the signatories to this Agreement, with a copy to the Pediatric Intensive Care Medical Director at the respective institutions.
9. This Agreement shall automatically terminate without regard to notice upon the date that either party to this Agreement:
 - a) Ceases to have a valid provider agreement with the Secretary of the Department of Health and Human Services;
 - b) Fails to renew, has suspended, or revoked any necessary licensure to provide health care services in the State of Illinois; or
 - c) Either party dissolves or ceases its operations as an acute care hospital in the State of Illinois or files a petition in bankruptcy or is adjudicated bankrupt.

10. In providing services under this Agreement, each party agrees not to discriminate on the basis of race, color, sex, age, religion, national origin, handicap or any other legally prohibited factor.
11. This Agreement constitutes the entire agreement between the parties hereto, and there are no representations, warranties, or prior understandings except as expressly set forth herein. Neither this Agreement nor any term or provision hereof may be changed, waived, discharged, terminated or otherwise modified, except in writing executed with the same formalities as this Agreement. This Agreement shall be deemed to have been made and shall be construed and interpreted in accordance with the laws of the State of Illinois.
12. Neither party to this Agreement may assign any of the rights or obligation under this Agreement without the express written consent of the other party. Any attempt to assign this Agreement without consent shall be void.
13. The waiver by any party of a breach or violation of any provision of this Agreement shall not operate as, or be construed to be, a waiver of any subsequent breach of the same or other provisions.
14. If any provision of this Agreement, or the application of such provision to any person or circumstance, shall be held invalid, the remainder of this Agreement or the application of such provision to any person or circumstance other than those to which it is held invalid, shall not be affected thereby, each of such provisions being severable in any such instance.

IN WITNESS WHEREOF, the Agreement has been executed by the parties on the date first written above.

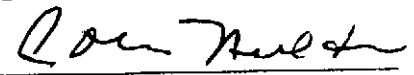
EDWARD HOSPITAL

By: 
Signature

Name Printed: _____

Title: _____

FRESENIUS-WOODRIDGE

By: 
Signature

Name Printed: Coleen Muldoon

Title: RVP

Criterion 1110.1430 (j) – Assurances

I am the Regional Vice President of the Chicago Central Region of the North Division of Fresenius Medical Care North America. In accordance with 77 II. Admin Code 1110.1430, and with regards to Fresenius Medical Care Woodridge, I certify the following:

1. As supported in this application through expected referrals to Fresenius Medical Care Woodridge in the first two years of operation, the facility is expected to achieve and maintain the utilization standard, specified in 77 III. Adm. Code 1100, of 80% and;
2. Fresenius Medical Care hemodialysis patients in Illinois have achieved adequacy outcomes of:
 - o 90.55% of patients had a URR \geq 65%
 - o 92.66% of patients had a KtV \geq 1.2

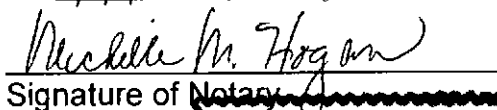
and same is expected for Fresenius Medical Care Woodridge.



Signature

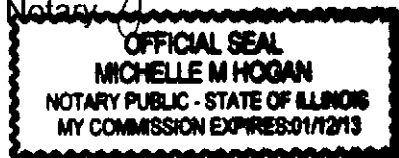
Coleen Muldoon/Regional Vice President
Name/Title

Subscribed and sworn to before me
this 17th day of November 2009



Signature of Notary

Seal



DELL**QUOTATION**

QUOTE #: 485293558

Customer #: 84405601

Contract #: 70137

Customer Agreement #: Dell Std Terms

Quote Date: 4/22/09

Date: 4/22/09 12:33:14 PM

Customer Name: FRESENIUS MEDICAL CARE N A

TOTAL QUOTE AMOUNT:	\$975.02		
Product Subtotal:	\$864.59		
Tax:	\$46.43		
Shipping & Handling:	\$64.00		
Shipping Method:	Ground	Total Number of System Groups:	1

GROUP: 1	QUANTITY: 1	SYSTEM PRICE: \$584.51	GROUP TOTAL: \$584.51
Base Unit:	OptiPlex 760 Small Form Factor Base Standard PSU (224-2219)		
Processor:	OptiPlex 760, Core 2 Duo E7300/2.86GHz, 3M, 1066FSB (311-9514)		
Memory:	2GB, Non-ECC, 800MHz DDR2, 2X1GB OptiPlex (311-7374)		
Keyboard:	Dell USB Keyboard, No Hot Keys English, Black, OptiPlex (330-1987)		
Monitor:	Dell UltraSharp 1708FP BLK w/AdjStn, 17 inch, 1x08FPBLK OptiPlex, Precision and Latitude (320-7682)		
Video Card:	Integrated Video, GMA 4500, Dell OptiPlex 760 and 960 (320-7407)		
Hard Drive:	80GB SATA 3.0Gb/s and 8MB DataBurst Cache, Dell OptiPlex (341-8006)		
Floppy Disk Drive:	No Floppy Drive with Optical Filler Panel, Dell OptiPlex Small Form Factor (341-4609)		
Operating System:	Windows XP PRO SP3 with Windows Vista Business License English, Dell OptiPlex (420-9570)		
Mouse:	Dell USB 2 Button Optical Mouse with Scroll, Black OptiPlex (330-2733)		
NIC:	ASF Basic Hardware Enabled Systems Management (330-2901)		
CD-ROM or DVD-ROM Drive:	24X24 CDRW/DVD Combo, with Cyberlink Power DVD, No Media Media, Dell OptiPlex 960 Small Form Factor (313-7071)		
CD-ROM or DVD-ROM Drive:	Cyberlink Power DVD 8.1, with Media, Dell OptiPlex/Precision (420-9179)		
Sound Card:	Heat Sink, Mainstream, Dell OptiPlex Small Form Factor (311-9520)		
Speakers:	Dell AX510 black Sound Bar for UltraSharp Flat Panel Displays Dell OptiPlex/Precision/ Latitude (313-6414)		
Cable:	OptiPlex 760 Small Form Factor Standard Power Supply (330-1984)		
Documentation Diskette:	Documentation, English, Dell OptiPlex (330-1710)		
Documentation Diskette:	Power Cord, 125V, 2M, C13, Dell OptiPlex (330-1711)		
Factory Installed Software:	No Dell Energy Smart Power Management Settings, OptiPlex (467-3664)		
Feature:	Resource DVD contains Diagnostics and Drivers for Dell OptiPlex 760 Vista (330-2019)		
Service:	ProSupport for IT: Next Business Day Parts and Labor Onsite Response Initial Year (991-6370)		
Service:	ProSupport for IT: Next Business Day Parts and Labor Onsite Response 2 Year Extended (991-3642)		
Service:	Dell Hardware Limited Warranty Plus Onsite Service Initial Year (992-6507)		
Service:	Dell Hardware Limited Warranty Plus Onsite Service Extended Year(s) (992-6508)		
Service:	ProSupport for IT: 7x24 Technical Support for certified IT Staff, Initial (984-6640)		
Service:	ProSupport for IT: 7x24 Technical Support for certified IT Staff, 2 Year Extended (984-0002)		
	Thank you choosing Dell ProSupport. For tech support, visit http://support.dell.com/ProSupport		

Service:	or call 1-866-616-31 (989-3449)
Installation:	Standard On-Site Installation Declined (900-9987)
Installation:	Standard On-Site Installation Declined (900-9987)
Misc:	Shipping Material for System Cypher Small Form Factor,Dell OptiPlex (330-2193)
	Vista Premium Downgrade Relationship Desktop (310-9161)
	CFI Routing SKU (366-0267)
	CFI,Rollup,Integration Service,Image Load (366-1416)
	CFI,Rollup,Custom Project,Fee for ESLH (366-1551)
	CFI,Rollup,Integration Services,BIOS Setting (366-1556)
	CFI,Information,Vista To WXP ONLY,Factory Install (372-6272)
	CFI,Software,Image,Quick Image,Titan,Factory Install (372-9740)
	CFI,BIOS,Across Line Of Business,Wakeup-on-lan, Enable,Factory Install (374-4558)
	CFI,Information,OptiPlex 760 Only,Factory Install (374-8402)

SOFTWARE & ACCESSORIES			
Product	Quantity	Unit Price	Total
Office 2007 Sngl C 021-07777 (A0748670)	1	\$259.68	\$259.68
Windows Server CAL 2008 Sngl MVL Device CAL C R18-02830 (A1511502)	1	\$20.40	\$20.40
Number of S & A Items: 2		S&A Total Amount: \$280.08	

SALES REP:	PHIL CLINTON	PHONE:	1800-274-3355
Email Address:	Phil_Clinton@Dell.com	Phone Ext:	723-3128

For your convenience, your sales representative, quote number and customer number have been included to provide you with faster service when you are ready to place your order. Orders may be faxed to the attention of your sales representative to 1-866-230-4217. You may also place your order online at www.dell.com/qto

This quote is subject to the terms of the agreement signed by you and Dell, or absent such agreement, to Dell's Terms of Sale.

Prices and tax rates are valid in the U.S. only and are subject to change.

****Sales/use tax is a destination charge, i.e. based on the "ship to" address on your purchase order. Please indicate your taxability status on your PO. If exempt, please fax exemption certificate to Dell Tax Department at 888-863-8778, referencing your customer number. If you have any questions regarding tax please call 800-433-9019 or email Tax_Department@dell.com. ****

All product and pricing information is based on latest information available. Subject to change without notice or obligation.

LCD panels in Dell products contain mercury, please dispose properly. Please contact Dell Financial Services' Asset Recovery Services group for EPA compliant disposal options at US_Dell_ARS_Requests@dell.com. Minimum quantities may apply.

Shipments to California: For certain products, a State Environmental Fee Of Up to \$10 per item may be applied to your invoice as early as Jan 1, 2005. Prices in your cart do not reflect this fee. More Info: or refer to URL www.dell.com/environmentalfee



LETTER OF INTENT

Wednesday, November 17, 2010

Fresenius Medical Care

Attn: Mr. Bill Popken

(781) 699-9994

Via email: William.Popken@fmc-na.com

**RE: SWC 75th Street & Route 53
Woodridge, IL
Fresenius Medical Care Build-to-Suit**

Dear Bill:

We are pleased to present to you this letter which sets forth the terms on which **Inter Continental Real Estate & Development Corp.** ("Landlord") is willing to negotiate a lease for the premises in the referenced location. This letter is not intended to be a binding contract, a lease, or an offer to lease, but is intended only to provide the basis for negotiations of a lease document between Landlord and **Fresenius Medical Care** ("Tenant").

- Premises:** Approximately 8,000 square feet building and other improvements (attached as **Exhibit A**).
- Landlord:** Inter Continental Real Estate & Development Corp.
- Tenant:** Fresenius Medical Care LLC
- Lease Guarantee:** Fresenius Medical Care Holdings
- Lease:** Landlord's standard lease form. – Attached for your referenced
- Use:** Medical Use
- Primary Term:** 15 years
- Option Term(s):** Three (3) Five (5) year options to renew the lease.

75

Annual Net Rent: Starts at \$25.50 and increase every five (5) years by 10%

<u>Years</u>	<u>Square Feet</u>	<u>Per Square Foot</u>	<u>Yearly</u>	<u>Monthly</u>
1-5	8,000	\$25.5000	\$204,000	\$17,000.00
6-10	8,000	\$28.05	\$224,400	\$18,700.00
11-15	8,000	\$30.85	\$246,840	\$20,570.00
<u>Extension Options</u>				
16-20	8,000	\$32.67	\$261,360.00	\$21,780.00
21-25	8,000	\$35.94	\$287,496.00	\$23,958.00
26-30	8,000	\$39.53	\$316,245.60	\$26,353.80

Taxes, Insurance & CAM:

Tenant shall pay its pro rata share of allowable taxes, insurance and common area maintenances expenses (CAM) based on the proportion of the Premises floor area to the total Shopping Center floor area (without regard to what is opened or leased or contributions of others). Current extra charges are TBD.

Utilities:

Tenant will be responsible to pay for all of their own utilities.

Tenant's Share:

The gross leasable area of the Shopping Center is approximately 8,000 square feet. Tenant's pro rata share of the Shopping Center shall be 100%

Condition of Premises Upon Delivery:

Landlord shall provide the premises to **Fresenius Medical Care** in a shell condition in accordance with agreed upon plans and specifications as defined in (**Exhibit B**). In addition, Landlord shall be responsible for all civil costs, parking infrastructure and any other development costs.

Rent Commencement

Date:

Tenant will not pay rent until the date that is the earlier of (a) the date that Tenant opens for business in the Premises, or (b) one ninety (90) days after possession of the shell building..

Estimated Delivery

Date:

Landlord will agree upon issuance of the CON to have construction drawings no later than 90 days after CON is awarded and apply for building permits immediately thereafter.

Security Deposit:

None. This is based on the strength of Tenant's financials.

Signage:

Tenant may install signs in and on the Premises to the maximum extent permitted by local law, subject to Landlord's prior written

consent which will not be unreasonably withheld, and in accordance with Landlord's sign criteria (if applicable).

Brokerage:

Landlord and Tenant represent to each other that they have dealt with no brokers in connection with this transaction other than Peter Caruso of Inter Continental Real Estate & Development, who shall be paid a commission by Landlord, per separate agreement. Each party shall indemnify and hold harmless one another from loss, liability, or expense arising from claims of any other brokers if such claims are based in whole or in part on an alleged contract or agreement with Purchaser or Seller.

Confidentiality:

The parties hereto acknowledge the sensitive nature of the terms and conditions of the Agreement and hereby agree not to disclose the terms and conditions of this Agreement or the fact of the existence of this Agreement to any third parties and instead agree to keep said terms and conditions strictly confidential, disclosing them only to their respective agents, lenders, attorneys, accountants and such other directors, officers, employees, affiliates, and representatives who have a reason to receive such information have been advised of the sensitive nature of this Agreement and agree to sign a pledge to keep it confidential.

ZONING AND

RESTRICTIVE COVENANTS:

Landlord will represent that the current property zoning is acceptable for use as a Dialysis Clinic and if there are any restrictive covenants imposed on the land/, owner, and/or municipality.

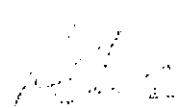
Con Contingency

Landlord and FMC understand and agree that the establishment of any chronic outpatient dialysis facility in the State of Illinois is subject to the requirements of the Illinois Health Facilities Planning Act, 20 ILCS 3960/1 et seq. and, thus, FMC cannot establish a dialysis facility on the Premises or execute a binding real estate lease in connection therewith unless FMC obtains a Certificate of Need (CON) permit from the Illinois Health Facilities Planning Board (the "Planning Board"). FMC agrees to proceed using its commercially reasonable best efforts to submit an application for a CON permit and to prosecute said application to obtain the CON permit from the Planning Board. Based on the length of the Planning Board review process, FMC does not expect to receive a CON permit prior to March 2011.

In light of the foregoing facts, the parties agree that they shall promptly proceed with due diligence to negotiate the terms of a definitive lease agreement and execute such agreement prior to approval of the CON permit provided, however, the lease shall not be binding on either party prior to the approval of the CON permit and the lease agreement shall contain a contingency clause indicating that the lease agreement is not effective pending CON approval. Assuming CON permit approval is granted, the effective date of the lease agreement shall be the first day of the calendar month following CON permit approval. In the event that the Planning Board does not award FMC a CON permit to establish a dialysis center on the Premises by March 2011, neither party shall have any further obligation to the other party with regard to the negotiations, lease or Premises contemplated by this Letter of Intent.

After you have reviewed these primary business terms as set forth above, if the terms meet with your approval, please acknowledge your acceptance to same by executing a copy of this letter in the space provided and returning it to me for my files. When I receive the signed copy from you, I will proceed with the preparation of a lease agreement for your review. Look forward to working with you in connection with this project, I remain,

Very truly yours,
Inter Continental Real Estate & Development

By: 
Peter Caruso, its Associate

Agreed to and Accepted on this _____ day of _____, 2010.

Landlord: Inter Continental

Tenant: Fresenius Medical Care

By: _____

By: _____

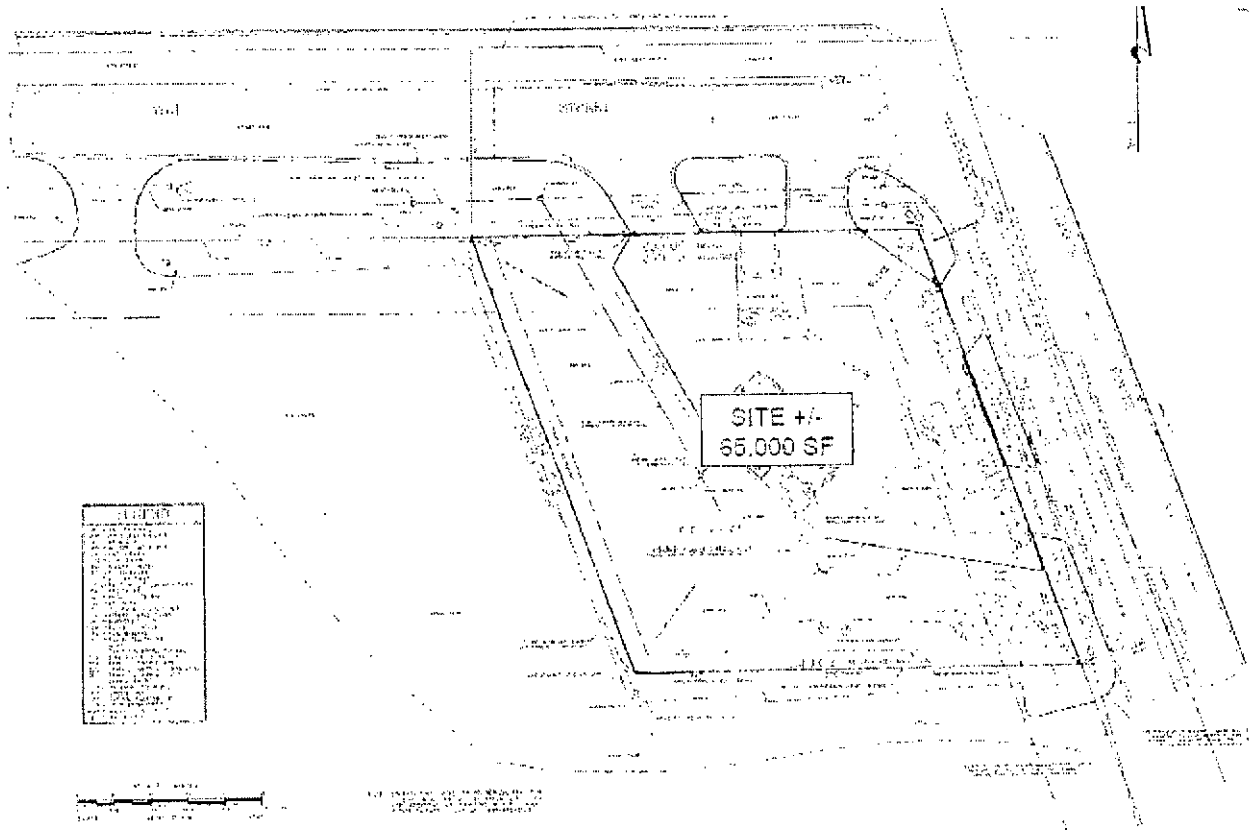
Title: _____

Title: _____

Date: _____

Date: _____

Exhibit A
(draft to be completed)



Criterion 1120.310 Financial Viability

Financial Viability Waiver

This project is being funded entirely through cash and securities thereby meeting the criteria for the financial waiver.

2009 Financial Statements for Fresenius Medical Care Holdings, Inc. were submitted previously to the Board with #10-036, Fresenius Medical Care Mundelein and are the same financials that pertain to this application. In order to reduce bulk these financials can be referred to if necessary.

Criterion 1120.310 (c) Reasonableness of Project and Related Costs

Read the criterion and provide the following:

1. Identify each department or area impacted by the proposed project and provide a cost and square footage allocation for new construction and/or modernization using the following format (insert after this page).

COST AND GROSS SQUARE FEET BY DEPARTMENT OR SERVICE									
Department (list below)	A	B	C	D	E	F	G	H	Total Cost (G + H)
	Cost/Square Foot New Mod.		Gross Sq. Ft. New Circ.*		Gross Sq. Ft. Mod. Circ.*		Const. \$ (A x C)	Mod. \$ (B x E)	
ESRD		130.50			8,000			1,044,000	1,044,000
Contingency		13.05			8,000			104,400	104,400
TOTALS		143.55			8,000			1,148,400	1,148,400

* Include the percentage (%) of space for circulation

Criterion 1120.310 (d) – Projected Operating Costs

Year 2014

Salaries	\$620,860
Benefits	155,215
Supplies	<u>131,866</u>
Total	\$907,941

Annual Treatments 12,012

Cost Per Treatment \$75.59

Criterion 1120.310 (e) – Total Effect of the Project on Capital Costs

Year 2014

Depreciation/Amortization	\$143,252
Interest	<u>0</u>
CAPITAL COSTS	\$143,252

Treatments: 12,012

Capital Cost per treatment \$11.93

Criterion 1120.310(a) Reasonableness of Financing Arrangements

Fresenius Medical Care Woodridge, LLC

The applicant is paying for the project with cash on hand, and not borrowing any funds for the project. However, per the Board's rules the entering of a lease is treated as borrowing. As such, we are attesting that the entering into of a lease (borrowing) is less costly than the liquidation of existing investments which would be required for the applicant to buy the property and build a structure itself to house a dialysis clinic. Further, should the applicant be required to pay off the lease in full, its existing investments and capital retained could be converted to cash or used to retire the outstanding lease obligations within a sixty (60) day period.

By: [Signature]
Title: Marc Lieberman
Asst. Treasurer

By: [Signature]
Title: Mark Fawcett
Vice President & Treasurer

Notarization:
Subscribed and sworn to before me
this _____ day of _____, 2010

Notarization:
Subscribed and sworn to before me
this 01 day of Dec, 2010

Signature of Notary C Wynelle Scenna Signature of Notary

Seal

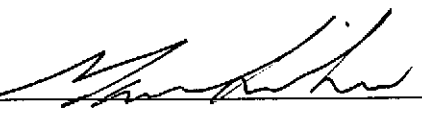
Seal

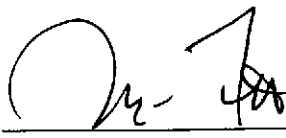


Criterion 1120.310(a) Reasonableness of Financing Arrangements

Fresenius Medical Care Holdings, Inc.

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By: 
ITS: Marc Lieberman
Asst. Treasurer

By: 
ITS: Mark Fawcett
Vice President & Asst. Treasurer

Notarization:
Subscribed and sworn to before me
this _____ day of _____, 2010

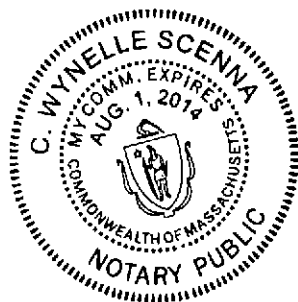
C. Wynelle Scenna
Signature of Notary

Seal

Notarization:
Subscribed and sworn to before me
this 01 day of Dec, 2010

C. Wynelle Scenna
Signature of Notary

Seal



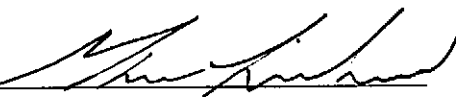
Criterion 1120.310(b) Conditions of Debt Financing

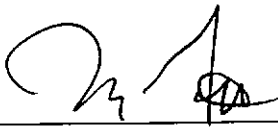
Fresenius Medical Care Woodridge, LLC

In accordance with 77 ILL. ADM Code 1120, Subpart D, Section 1120.310, of the Illinois Health Facilities & Services Review Board Application for Certificate of Need; I do hereby attest to the fact that:

There is no debt financing. The project will be funded with cash and leasing arrangements; and

The expenses incurred with leasing the proposed facility and cost of leasing the equipment is less costly than constructing a new facility or purchasing new equipment.

By: 
ITS: Marc Lieberman
Asst. Treasurer

By: 
ITS: Mark Fawcett
Vice President & Treasurer

Notarization:
Subscribed and sworn to before me
this _____ day of _____, 2010

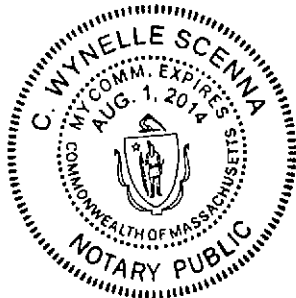
Notarization:
Subscribed and sworn to before me
this 01 day of Dec, 2010

C Wynelle Scenna
Signature of Notary

Signature of Notary

Seal

Seal



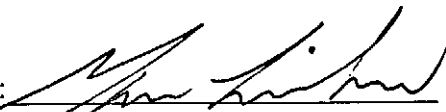
Criterion 1120.310(b) Conditions of Debt Financing

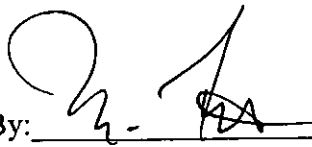
Fresenius Medical Care Holdings, Inc.

In accordance with 77 ILL. ADM Code 1120, Subpart D, Section 1120.310, of the Illinois Health Facilities & Services Review Board Application for Certificate of Need; I do hereby attest to the fact that:

There is no debt financing. The project will be funded with cash and leasing arrangements; and

The expenses incurred with leasing the proposed facility and cost of leasing the equipment is less costly than constructing a new facility or purchasing new equipment.

By: 
ITS: Marc Lieberman
Asst. Treasurer

By: 
ITS: Mark Fawcett
Vice President & Asst. Treasurer

Notarization:
Subscribed and sworn to before me
this _____ day of _____, 2010

Notarization:
Subscribed and sworn to before me
this 01 day of Dec, 2010

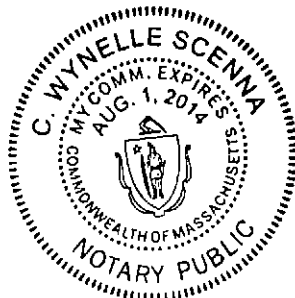
Signature of Notary

C Wynelle Scenna

Signature of Notary

Seal

Seal



Safety Net Impact Statement

The establishment of the Fresenius Medical Care Woodridge dialysis facility will not have any impact on safety net services in the Woodridge/Naperville/Bolingbrook community. Outpatient dialysis services are not typically considered "safety net" services, to the best of our knowledge. However, we do provide care for patients in the community who are economically challenged and/or who are undocumented aliens, who do not qualify for Medicare/Medicaid. We assist patients who do not have insurance in enrolling when possible in Medicaid and/or Medicaid as applicable, and also our social services department assists patients who have issues regarding transportation and/or who are wheel chair bound or have other disabilities which require assistance with respect to dialysis services and transport to and from the unit.

This particular application will not have an impact on any other safety net provider in the area, as no hospital within the area provides dialysis services on an outpatient basis.

Fresenius Medical Care is a for-profit publicly traded company and is not required to provide charity care, nor does it do so according to the Board's definition. However, Fresenius provides care to all patients regardless of their ability to pay. There are a number of patients treated by Fresenius who either do not qualify for or will not seek any type of coverage for dialysis services. These patients are considered "self-pay" patients. These patients are invoiced as all patients are invoiced, however payment is not expected and Fresenius does not initiate any collections activity on these accounts. These unpaid invoices are written off as bad debt. Fresenius notes that as a for profit entity, it does pay sales, real estate and income taxes. It also does provide community benefit by supporting various medical education activities and associations, such as the Renal Network and National Kidney Foundation.

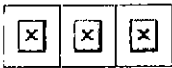
The table below shows the amount of "self-pay" care provided for the 3 fiscal years prior to submission of the application for all Fresenius Medical Care facilities in Illinois and the amount of care provided to Medicaid patients for the three fiscal years prior to submission of the application for all Fresenius Medical Care facilities in Illinois. This includes in-center hemodialysis, peritoneal dialysis, home hemodialysis & sub-acute hemodialysis.

SAFETY NET INFORMATION			
CHARITY CARE			
	2007	2008	2009
Charity (# of self-pay patients)	272	307	260
Charity (self-pay) Cost	3,503,198	3,530,456	3,642,751
MEDICAID			
	2007	2008	2009
Medicaid (Patients)	1,403	1,626	1,783
Medicaid (Revenue)	32,418,129	37,043,006	40,401,403

There is no other information directly relevant to safety net services.

Charity Care Information

From a charity standpoint Fresenius Medical Care accepts any patient regardless of their ability to pay. Most ESRD patients qualify for Medicare coverage or have private insurance and there are some who qualify for Medicaid. For those patients who don't have insurance and for whatever reason don't pursue government payor sources, Fresenius Medical Care will treat and bill the patient even though payment is not expected. These patients are considered "self-pay" patients. These unpaid accounts are then written off as bad debt. This practice does not meet the Board's definition of Charity Care so therefore, Fresenius Medical Care would have no charity care to report.



MAPQUEST.







Trip to 329 Remington Blvd
Bolingbrook, IL 60440-5827
5.04 miles - about 8 minutes

Notes

TO FRESENIUS MEDICAL CARE
BOLINGBROOK



22w575 75th St, Naperville, IL 60565-9203

- | | | |
|---|--|-----------|
|  | 1. Start out going EAST on 75TH ST / CR-33 E toward IL-53. | go 0.0 mi |
|   | 2. Turn RIGHT onto IL-53 S. | go 4.4 mi |
|  | 3. Turn RIGHT onto REMINGTON BLVD. | go 0.6 mi |
|  | 4. Make a U-TURN onto REMINGTON BLVD. | go 0.0 mi |
|  | 5. 329 REMINGTON BLVD is on the RIGHT. | go 0.0 mi |



329 Remington Blvd, Bolingbrook, IL 60440-5827

Total Travel Estimate : 5.04 miles - about 8 minutes

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MAPQUEST.

Trip to 100 Spalding Dr
Naperville, IL 60540-6550
5.19 miles - about 9 minutes

Notes

TO FRESENIUS MEDICAL CARE
NAPERVILLE



22w575 75th St, Naperville, IL 60565-9203



1. Start out going **EAST** on **75TH ST / CR-33 E** toward **IL-53**. go 0.0 mi



2. Make a **U-TURN** at **IL-53** onto **75TH ST / CR-33 W**. go 3.4 mi



3. Turn **RIGHT** onto **S WASHINGTON ST**. go 1.3 mi



4. Turn **LEFT** onto **OSLER DR**. go 0.3 mi



5. Turn **RIGHT** onto **BROM DR**. go 0.1 mi



6. Turn **RIGHT** onto **SPALDING DR**. go 0.0 mi



7. **100 SPALDING DR** is on the **LEFT**. go 0.0 mi



100 Spalding Dr, Naperville, IL 60540-6550

Total Travel Estimate : 5.19 miles - about 9 minutes

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MAPQUEST.

Trip to 6300 Kingery Hwy
Willowbrook, IL 60527-2248
7.72 miles - about 12 minutes

Notes

TO FRESENIUS MEDICAL CARE
WILLOWBROOK



22w575 75th St, Naperville, IL 60565-9203



1. Start out going EAST on 75TH ST / CR-33 E toward IL-53. Continue to follow 75TH ST.

go 6.2 mi



2. Turn LEFT onto KINGERY HWY / IL-83 N.

go 1.5 mi



3. Turn LEFT onto 63RD ST.

go 0.0 mi



4. 6300 KINGERY HWY.

go 0.0 mi

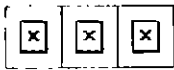


6300 Kingery Hwy, Willowbrook, IL 60527-2248

Total Travel Estimate : 7.72 miles - about 12 minutes

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MAPQUEST.

Trip to 514 W 5th Ave
 Naperville, IL 60563-2901
 6.64 miles - about 13 minutes

Notes

TO FRESENIUS MEDICAL CARE
 NAPERVILLE NORTH



22w575 75th St, Naperville, IL 60565-9203



1. Start out going **EAST** on **75TH ST / CR-33 E** toward **IL-53**. go 0.0 mi



2. Make a **U-TURN** at **IL-53** onto **75TH ST / CR-33 W**. go 3.4 mi



3. Turn **RIGHT** onto **S WASHINGTON ST**. go 2.6 mi



4. Turn **LEFT** onto **W SPRING AVE**. go 0.3 mi



5. Turn **RIGHT** onto **N MILL ST**. go 0.2 mi



6. Turn **LEFT** onto **W 5TH AVE**. go 0.1 mi



7. **514 W 5TH AVE** is on the **LEFT**. go 0.0 mi



514 W 5th Ave, Naperville, IL 60563-2901

Total Travel Estimate : 6.64 miles - about 13 minutes

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MAPQUEST.












Trip to 3825 Highland Ave
Downers Grove, IL 60515-1552
8.91 miles - about 15 minutes

Notes

TO FRESENIUS MEDICAL CARE
DOWNERS GROVE

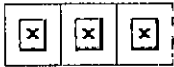


22w575 75th St, Naperville, IL 60565-9203

- | | | |
|---|---|-----------|
|  | 1. Start out going EAST on 75TH ST / CR-33 E toward IL-53 . | go 0.0 mi |
|   | 2. Turn LEFT onto IL-53 . | go 0.8 mi |
|  | 3. Turn RIGHT onto HOBSON RD / CR-2 . Continue to follow HOBSON RD . | go 1.4 mi |
|   | 4. Merge onto I-355 N / VETERANS MEMORIAL TOLLWAY via the ramp on the LEFT toward NORTHWEST SUBURBS (Portions toll). | go 1.9 mi |
|   | 5. Merge onto I-88 E / RONALD REAGAN MEMORIAL TOLLWAY toward CHICAGO (Portions toll). | go 3.6 mi |
|  | 6. Take the HIGHLAND AVE exit. | go 0.3 mi |
|  | 7. Merge onto HIGHLAND AVE / CR-9 S toward GOOD SAMARITAN HOSPITAL / MIDWESTERN COLLEGE / KELLER COLLEGE . | go 1.0 mi |
|  | 8. 3825 HIGHLAND AVE . | go 0.0 mi |

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MAPQUEST.














Trip to 1940 Springer Dr
 Lombard, IL 60148-6419
 8.86 miles - about 15 minutes

Notes

TO FRESENIUS MEDICAL CARE LOMBARD



22w575 75th St, Naperville, IL 60565-9203

- | | | |
|---|---|-----------|
|  | 1. Start out going EAST on 75TH ST / CR-33 E toward IL-53 . | go 0.0 mi |
|   | 2. Turn LEFT onto IL-53 . | go 0.8 mi |
|  | 3. Turn RIGHT onto HOBSON RD / CR-2 . Continue to follow HOBSON RD . | go 1.4 mi |
|   | 4. Merge onto I-355 N / VETERANS MEMORIAL TOLLWAY via the ramp on the LEFT toward NORTHWEST SUBURBS (Portions toll). | go 4.8 mi |
|  | 5. Take the IL-56 / BUTTERFIELD RD exit. | go 0.6 mi |
|   | 6. Merge onto IL-56 E / BUTTERFIELD RD toward OAK BROOK . | go 0.2 mi |
|  | 7. Turn LEFT onto FINLEY RD / CR-2 . Continue to follow FINLEY RD . | go 0.9 mi |
|  | 8. Turn LEFT onto FOXWORTH BLVD . | go 0.1 mi |
|  | 9. Turn RIGHT onto SPRINGER DR . | go 0.1 mi |
|  | 10. 1940 SPRINGER DR is on the LEFT . | go 0.0 mi |



1940 Springer Dr, Lombard, IL 60148-6419

94



MAPQUEST.

Trip to 1300 Waterford Dr
Aurora, IL 60504-5502
11.01 miles - about 16 minutes

Notes

TO FOX VALLEY DIALYSIS



22w575 75th St, Naperville, IL 60565-9203



1. Start out going EAST on 75TH ST / CR-33 E toward IL-53. go 0.0 mi



2. Make a U-TURN at IL-53 onto 75TH ST / CR-33 W. go 8.3 mi



3. Turn LEFT onto OGDEN AVE / US-34 W. go 2.4 mi



4. Turn RIGHT onto RIDGE AVE. go 0.0 mi



5. RIDGE AVE becomes WATERFORD DR. go 0.2 mi



6. 1300 WATERFORD DR is on the RIGHT. go 0.0 mi



1300 Waterford Dr, Aurora, IL 60504-5502

Total Travel Estimate : 11.01 miles - about 16 minutes

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MAPQUEST.


Trip to 1050 Thornton St
Lockport, IL 60441-3231
13.49 miles - about 19 minutes


Notes


TO FRESENIUS MEDICAL CARE
LOCKPORT


A 22w575 75th St, Naperville, IL 60565-9203


- 
1. Start out going EAST on 75TH ST / CR-33 E toward IL-53.
go 1.5 mi


- 
2. Merge onto I-355 S toward JOLIET (Portions toll).
go 10.4 mi

- 
3. Take the IL-7 / 159TH STREET exit.
go 0.4 mi

- 
4. Merge onto IL-7 W toward LOCKPORT.
go 1.1 mi

- 
5. Turn RIGHT onto THORNTON ST / CR-68.
go 0.0 mi

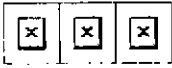
- 
6. Turn LEFT to stay on THORNTON ST / CR-68.
go 0.1 mi

- 
7. 1050 THORNTON ST is on the RIGHT.
go 0.0 mi

B 1050 Thornton St, Lockport, IL 60441-3231
Total Travel Estimate : 13.49 miles - about 19 minutes

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MAPQUEST.

Trip to 520 North Ave

Glendale Heights, IL 60139-3119
14.40 miles - about 21 minutes

Notes

TO FRESENIUS MEDICAL CARE
GLENDALE HEIGHTS



22w575 75th St, Naperville, IL 60565-9203



1. Start out going EAST on 75TH ST / CR-33 E toward IL-53.

go 0.0 mi



2. Turn LEFT onto IL-53.

go 0.8 mi



3. Turn RIGHT onto HOBSON RD / CR-2. Continue to follow HOBSON RD.

go 1.4 mi



4. Merge onto I-355 N / VETERANS MEMORIAL TOLLWAY via the ramp on the LEFT toward NORTHWEST SUBURBS (Portions toll).

go 10.4 mi



5. Take the IL-64 / NORTH AVE exit.

go 0.3 mi



6. Take the ramp toward CAROL STREAM.

go 0.0 mi



7. Turn LEFT onto W NORTH AVE / IL-64 W.

go 1.5 mi



8. 520 NORTH AVE is on the RIGHT.

go 0.0 mi



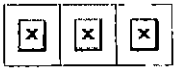
520 North Ave, Glendale Heights, IL 60139-3119

Total Travel Estimate : 14.40 miles - about 21 minutes

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MAPQUEST.















Trip to [12001-12099] Roosevelt Rd
Elmhurst, IL 60126
14.12 miles - about 21 minutes

Notes

TO FRESENIUS MEDICAL CARE ELMHURST
(VILLA PARK RELOCATION SITE)



22w575 75th St, Naperville, IL 60565-9203

- | | | |
|---|--|-----------|
|  | 1. Start out going EAST on 75TH ST / CR-33 E toward IL-53. | go 0.0 mi |
|   | 2. Turn LEFT onto IL-53. | go 0.8 mi |
|  | 3. Turn RIGHT onto HOBSON RD / CR-2. Continue to follow HOBSON RD. | go 1.4 mi |
|   | 4. Merge onto I-355 N / VETERANS MEMORIAL TOLLWAY via the ramp on the LEFT toward NORTHWEST SUBURBS (Portions toll). | go 1.9 mi |
|   | 5. Merge onto I-88 E / RONALD REAGAN MEMORIAL TOLLWAY toward CHICAGO (Portions toll). | go 8.1 mi |
|  | 6. Take the I-294 S exit toward INDIANA. | go 0.3 mi |
|  | 7. Take the YORK RD exit. | go 0.2 mi |
|  | 8. Turn RIGHT onto YORK RD. | go 0.5 mi |
|   | 9. Merge onto IL-38 E / ROOSEVELT RD toward I-294-TOLL S. | go 0.9 mi |
|  | 10. [12001-12099] ROOSEVELT RD. | go 0.0 mi |



[12001-12099] Roosevelt Rd, Elmhurst, IL 60126













MAPQUEST.

Trip to N Clinton St & Maple Rd
 New Lenox, IL 60451
 16.39 miles - about 21 minutes

Notes

TO SILVER CROSS HOSPITAL DIALYSIS

A **22w575 75th St, Naperville, IL 60565-9203**

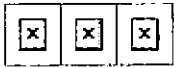
- | | | |
|---|--|------------|
|  | 1. Start out going EAST on 75TH ST / CR-33 E toward IL-53 . | go 1.5 mi |
|   | 2. Merge onto I-355 S toward JOLIET (Portions toll). | go 12.1 mi |
|   | 3. Keep LEFT at the fork to go on I-355 S / VETERANS MEMORIAL TOLLWAY (Portions toll). | go 2.2 mi |
|  | 4. Take the US-6 / SOUTHWEST HWY exit. | go 0.4 mi |
|  | 5. Take the ramp toward JOLIET . | go 0.0 mi |
|   | 6. Turn RIGHT onto MAPLE RD / W MAPLE RD / SOUTHWEST HWY / US-6 W . | go 0.3 mi |
|  | 7. N CLINTON ST & MAPLE RD . | go 0.0 mi |

B **N Clinton St & Maple Rd, New Lenox, IL 60451**
 Total Travel Estimate : 16.39 miles - about 21 minutes

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MAPQUEST.

Trip to 450 E Roosevelt Rd
 West Chicago, IL 60185-3905
 14.52 miles - about 23 minutes

Notes

TO FRESENIUS MEDICAL CARE
 DUPAGE WEST

A 22w575 75th St, Naperville, IL 60565-9203

- | | | |
|---|--|-----------|
|  | 1. Start out going EAST on 75TH ST / CR-33 E toward IL-53. | go 0.0 mi |
|   | 2. Turn LEFT onto IL-53. | go 4.1 mi |
|  | 3. Turn LEFT onto WARRENVILLE RD / CR-3. | go 3.9 mi |
|  | 4. Turn RIGHT onto HERRICK RD / CR-51. | go 1.4 mi |
|   | 5. Turn LEFT onto IL-56 / BUTTERFIELD RD. | go 1.1 mi |
|  | 6. Turn RIGHT onto WINFIELD RD / CR-13. | go 2.0 mi |
|   | 7. Turn LEFT onto ROOSEVELT RD / IL-38. | go 2.0 mi |
|  | 8. 450 E ROOSEVELT RD is on the LEFT. | go 0.0 mi |

B 450 E Roosevelt Rd, West Chicago, IL 60185-3905

Total Travel Estimate : 14.52 miles - about 23 minutes

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MAPQUEST.

Trip to La Grange Dialysis Center














2400 Wolf Rd # 101A, Westchester,
IL 60154 - (708) 409-7780
14.70 miles - about 23 minutes

Notes

TO FRESENIUS MEDICAL CARE
WESTCHESTER



22w575 75th St, Naperville, IL 60565-9203

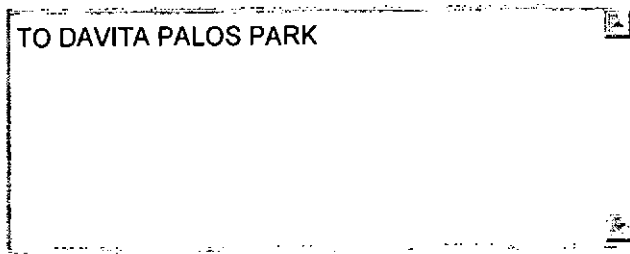
- | | | |
|---|---|-----------|
|  | 1. Start out going EAST on 75TH ST / CR-33 E toward IL-53 . | go 0.0 mi |
|   | 2. Turn LEFT onto IL-53 . | go 0.8 mi |
|  | 3. Turn RIGHT onto HOBSON RD / CR-2 . Continue to follow HOBSON RD . | go 1.4 mi |
|   | 4. Merge onto I-355 N / VETERANS MEMORIAL TOLLWAY via the ramp on the LEFT toward NORTHWEST SUBURBS (Portions toll). | go 1.9 mi |
|   | 5. Merge onto I-88 E / RONALD REAGAN MEMORIAL TOLLWAY toward CHICAGO (Portions toll). | go 8.1 mi |
|  | 6. Take the I-294 S exit toward INDIANA . | go 0.3 mi |
|  | 7. Take the YORK RD exit. | go 0.2 mi |
|  | 8. Turn LEFT onto YORK RD . | go 0.3 mi |
|  | 9. Turn LEFT onto W 22ND ST . | go 1.4 mi |
|  | 10. Turn RIGHT onto WOLF RD / S WOLF RD . | go 0.2 mi |



MAPQUEST.

Trip to 13155 S la Grange Rd
Orland Park, IL 60462-1162
16.95 miles - about 24 minutes

Notes



22w575 75th St, Naperville, IL 60565-9203



1. Start out going **EAST** on **75TH ST / CR-33 E** toward **IL-53**. go 6.2 mi



2. Turn **RIGHT** onto **KINGERY HWY / IL-83 S**. Continue to follow **IL-83 S**. go 4.7 mi



3. Turn **LEFT** onto **IL-83 / 111TH ST**. Continue to follow **IL-83**. go 3.8 mi



4. Merge onto **96TH AVE / S LA GRANGE RD / US-45 S**. go 2.2 mi



5. **13155 S LA GRANGE RD**. go 0.0 mi



13155 S la Grange Rd, Orland Park, IL 60462-1162

Total Travel Estimate : 16.95 miles - about 24 minutes

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November 19, 2010

Mr. Dale Galassie
Acting Chair
Illinois Health Facilities & Services Review Board
525 W. Jefferson St., 2nd Floor
Springfield, IL 62761

Dear Mr. Galassie:

I am a nephrologist in practice with Nephrology Associates of Northern Illinois (NANI) in the Woodridge/Naperville/Bolingbrook area and am the Medical Director of the Fresenius Bolingbrook Dialysis Center. Over the past ten years I have seen this area grow exponentially not only in population but with End Stage Renal Disease patients. The Fresenius Naperville and Bolingbrook dialysis facilities are continually operating at high utilizations making it difficult to place my patients on a shift to accommodate their needs. For this reason, I am in full support of the 16 station Woodridge facility to serve these combined growing communities.

These facilities have experienced an overall average mortality rate over the past three years of approximately 6% of total patients treated at the facility over a one year period and an average 3% transplant rate based on the same number of patients.

The NANI practice in the Bolingbrook area was treating 114 hemodialysis patients at the end of 2007, 118 patients at the end of 2008 and 119 patients at the end of 2009, and 156 patients at the end of the 3rd quarter 2010, as reported to The Renal Network. Over the past twelve months, NANI has admitted 136 hemodialysis patients to Fresenius Bolingbrook, Downers Grove, Willowbrook, McHenry, DuPage West, Naperville and Plainfield, Berwyn, Westchester as well as to, Fairview Baptist Nursing Home, Community Rehabilitation, Meadowbrook Manor, Sherman Hospital, ARA Crystal Lake and Crossroads Care Center. NANI has 134 pre-ESRD patients in the Woodridge/Naperville/Bolingbrook area that I expect will be referred to the Woodridge facility within 2 years after the opening of the facility (see attached patient lists).

I therefore urge the Board to approve the 16 station Fresenius Medical Care Woodridge facility to alleviate the high utilization in this area and allow for continued foreseen growth of the ESRD population. Thank you for your consideration.

I attest that to the best of my knowledge, all the information contained in this letter is true and correct and that the projected patient referrals listed in this document have not been used to support any other CON application.

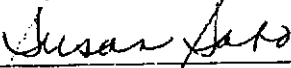
Sincerely,



David Schlieben, M.D.

Notarization:

Subscribed and sworn to before me
this 27 day of December, 2010



Signature of Notary

Seal



**PRE - ESRD PATIENTS NANI EXPECTS TO REFER TO FRESENIUS
MEDICAL CARE WOODRIDGE WITHIN 2 YEARS AFTER THE OPENING OF
THE FACILITY**

Total	Dr. Kumar	Dr. Reddy	Dr. Rohail	Dr. Schlieben	Total
60440	1	3	1	8	13
60490				2	2
60517	11	8	3	2	24
60540	2		7	21	30
60564		1	5	12	18
60565	2		9	7	18
60516	17	10		2	29
Total	33	22	25	54	134*

*Patient attrition of 30% has already been accounted for.

**ADMISSIONS OF THE NAPERVILLE/BOLINGBROOK AREA NANI PRACTICE FOR THE PREVIOUS TWELVE MONTHS
10/01/2009 THROUGH 09/30/2010**

Physician	ARA	Fresenius Berwyn Schlieben	Community Nursing Schlieben	Crossroads Care Cir Rohail	Fairview Baptist Kumar	Fresenius Bolingbrook Rohail	Schlieben	Fresenius DuPage West Schlieben	Fresenius Downers Grove Kumar	Reddy	Fresenius McHenry Rohail	Naperville Schlieben	Fresenius Plainfield Kumar	Rohail	Fresenius Westchester Kumar	Fresenius Willowbrook Kumar	Meads Sherman Ma Hospital Reddy	Rohail	Total
60012											1								1
60098				1															1
60102	1																	1	1
60123													1						2
60126					1				1										2
60137							1												1
60139					2				2								1		7
60148									1										1
60174			1						1										2
60181									1										1
60187					1														2
60188								1											1
60190			1																2
60304									1										1
60403							1												3
60409					1														2
60431																			1
60435																			2
60439									1										1
60440		1																	19
60445									1										8
60447																			1
60450																			1
60453																			1
60455																			1
60462																			1
60467																			1
60472																			1
60490																			1
60491																			0
60504																			1
60506																			13
60515																			9
60516																			3
60517																			3
60521																			1
60523																			2
60525																			2
60527																			2
60532																			2
60534																			2
60540																			6
60544																			2
60559																			1
60560																			4
60561																			2
60563			2																1
60564																			1
60565																			2
60585																			1
60609																			1
60616																			1
60625																			1
60629																			1
60639																			1
60803																			1
60834																			1
60416																			1
Total																			136

**PATIENTS OF NAPERVILLE/BOLINGBROOK AREA NANI PRACTICE AT
YEAR END 2007**

Fresenius Bolingbrook

Zip Code	Dr. Schlieben	Dr. Kumar	Dr. Rohail
60440	27	13	1
60403	1		
60417	1		
60432		1	
60433	1		
60435	1		
60441	1		
60446	9	3	
60490	2	1	
60504	1		
60516	3		
60517	4	2	
60544	4	4	
60559		1	
60563	1		
60565		1	
60586	1		
Total	57	26	1

Fresenius Downers Grove

Zip Code	Dr. Kumar	Dr. Reddy
60104	1	
60137	3	
60148	4	1
60507		1
60515	4	1
60516	3	
60517	1	
60523	1	
60532	2	
60559		1
Total	19	4

Fresenius Naperville

Zip Code	Dr. Schlieben	Dr. Rohail
60187		
60440		
60490		1
60504		
60517	1	
60532	1	
60538	2	
60540		
60543	1	
60555		
60564		
60586	1	
Total	6	1

Grand Total 114

**PATIENTS OF NAPERVILLE/BOLINGBROOK AREA NANI PRACTICE AT
YEAR END 2008**

Fresenius Bolingbrook

Zip Code	Dr. Schlieben	Dr. Kumar	Dr. Rohail	Dr. Reddy
60440	28	13	1	1
60432		1		
60433	1			
60435	2			
60439	1			
60441	1			
60446	11	4		
60481	1			
60490	2	1		
60491	1			
60504	1			
60516	3			
60517	5	2		
60544	4	4		
60559		1		
60561	1			
60563	1			
60565		1		
60625	1			
60625	1			
60586	1			
Total	65	27	1	1

Fresenius Downers Grove

Zip Code	Dr. Kumar	Dr. Reddy
60126		1
60130	1	
60137	3	
60146	2	
60181	1	
60515	4	2
60516	1	1
60527	1	
60532	2	
60559	1	
Total	16	4

Fresenius Naperville

Zip Code	Dr. Schlieben
60187	
60440	1
60490	
60504	
60517	
60532	
60538	
60540	2
60543	
60555	1
60564	
60586	
Total	4

108

Grand Total 118

**PATIENTS OF NAPERVILLE/BOLINGBROOK AREA NANI PRACTICE AT
YEAR END 2009**

Fresenius Bolingbrook

Zip Code	Dr. Schlieben	Dr. Kumar	Dr. Rohail	Dr. Reddy
60440	28	10	4	2
60403				
60417				
60432	1	1		
60433	1			
60435				
60436	1			
60439				1
60441				
60446	10	3		1
60455	1			
60481				
60490	1	1		
60491	1			
60504				
60515	1			
60516	1			
60517	3	3		
60544	4	2	1	
60559		1		
60561				
60563	1			
60565		1		
60625	1			
60108	1			
60585			1	
60586	1			
Total	57	22	6	4

Fresenius Downers Grove

Zip Code	Dr. Kumar	Dr. Reddy
60130	1	
60137	3	
60148	1	
60181	1	
60439		1
60440		1
60515	2	3
60516	1	2
60517	1	
60527	1	1
60532	4	
60559	1	1
60561		1
Total	16	10

Fresenius Naperville

Zip Code	Dr. Schlieben
60187	1
60440	
60490	
60504	
60517	
60532	
60538	
60540	1
60543	
60555	1
60564	1
60586	7
Total	4

109

Grand Total

119

**PATIENTS OF NAPERVILLE/BOLINGBROOK AREA NANI PRACTICE AT
END OF 3RD QUARTER 2010**

Fresenius Bolingbrook

Zip Code	Dr. Kumar	Dr. Rohail	Dr. Schlieben	Total
60346		1		1
60409		1		1
60433			1	1
60439		1		1
60440	2	6	30	38
60446	1	1	11	13
60472		1		1
60490		1	3	4
60516		1	1	2
60517			2	2
60540			1	1
60544			4	4
60563			1	1
60585			1	1
60644			1	1
60803		1		1
63834			1	1
Total	3	14	57	74

Fresenius Naperville

Zip Code	Dr. Rohail	Dr. Schlieben	Total
60174		1	1
60433		1	1
60440	1		1
60504		2	2
60517		1	1
60532		2	2
60540		1	1
60555		1	1
60564		1	1
60565		1	1
Total	1	11	12

Fresenius Plainfield

Zip Code	Dr. Rohail	Total
60126	1	1
60403	2	2
60409	1	1
60431	1	1
60435	1	1
60446	1	1
60447	1	1
60544	1	1
60585	1	1
92563	1	1
Total	11	11

Fresenius Downers Grove

Zip Code	Dr. Kumar	Dr. Reddy	Total
60126		2	2
60130		1	1
60137		2	2
60148		6	6
60181		3	3
60304	1		1
60402	1		1
60439		1	1
60440		1	1
60441	1		1
60446		1	1
60491		1	1
60515		13	13
60516		7	7
60517		3	3
60523		1	1
60527		2	2
60532	1	2	3
60559	1	4	5
60561		2	2
60563		2	2
Total	5	54	59

Total 156