

Original

11-099

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

SECTION I. IDENTIFICATION, GENERAL INFORMATION, AND CERTIFICATION OCT 21 2011

This Section must be completed for all projects.

HEALTH FACILITIES &
SERVICES REVIEW BOARD**Facility/Project Identification**

Facility Name: <i>Fresenius Medical Care Prairie Meadows</i>			
Street Address: <i>900 Technology Drive</i>			
City and Zip Code: <i>Libertyville 60048</i>			
County:	Lake	Health Service Area	8 Health Planning Area:

Applicant /Co-Applicant Identification

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

Exact Legal Name: <i>Fresenius Medical Care Prairie Meadows, LLC d/b/a Fresenius Medical Care Prairie Meadows</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>Brian Brandenburg</i>
Title: <i>Regional Vice President</i>
Company Name: <i>Fresenius Medical Care</i>
Address: <i>557 W. Polk Street, Chicago, IL 60607</i>
Telephone Number: <i>312-583-9072</i>
E-mail Address: <i>brian.brandenburg@fmc-na.com</i>
Fax Number: <i>312-583-9081</i>

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@hklaw.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>900 Technology 1.0, LLC</i>
Address of Site Owner: <i>47 W. Polk St., Suite 100-148, Chicago, IL 60605</i>
Street Address or Legal Description of Site: <i>900 Technology Way, Libertyville, IL 60048</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 Prairie Meadows, LLC d/b/a Fresenius Medical Care Prairie Meadows</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 Prairie Meadows, LLC, proposes to establish a 12 station in-center hemodialysis facility at 900 Technology Drive, Libertyville, IL. The facility will be in leased space in a multi-tenant building. The interior of the leased space will be built out by the applicant.

Libertyville is in HSA 8. As of the October 2011 station inventory there is an excess of 4 stations in HSA 8.

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		949,388	N/A	949,388
Contingencies		94,939	N/A	94,939
Architectural/Engineering Fees		104,400	N/A	104,400
Consulting and Other Fees		N/A	N/A	N/A
Movable or Other Equipment (not in construction contracts)		296,000	N/A	296,000
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	1,400,438 180,525	1,580,963	N/A	1,580,963
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		3,025,690		3,025,690
SOURCE OF FUNDS		CLINICAL	NONCLINICAL	CLINICAL
Cash and Securities		1,444,727	N/A	1,444,727
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)		1,580,963	N/A	1,580,963
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		3,025,690	N/A	3,025,690

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 Yes 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 \$ 53,650

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): 03/31/2014

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							

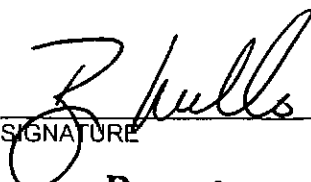
APPEND DOCUMENTATION AS ATTACHMENT-9, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

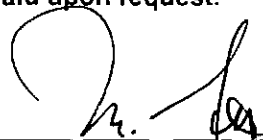
CERTIFICATION

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 Prairie Meadows, 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
Bryan Mello
 PRINTED NAME
Assistant Treasurer
 PRINTED TITLE


 SIGNATURE
Mark Fawcett
 Vice President & Treasurer
 PRINTED NAME
 PRINTED TITLE

Notarization:
 Subscribed and sworn to before me
 this ___ day of ___ 2011

Notarization:
 Subscribed and sworn to before me
 this 3 day of Oct 2011


 Signature of Notary

Seal



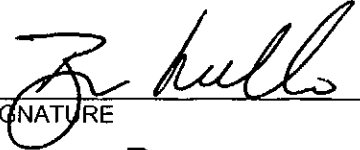
*Insert EXACT legal name of the applicant

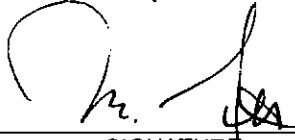
CERTIFICATION

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.

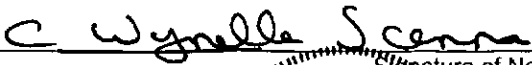
This Application for Permit is filed on the behalf of Fresenius Medical Care Holdings, Inc. * in accordance with the requirements and procedures of the Illinois Health Facilities Planning Act. The undersigned certifies that he or she has the authority to execute and file this application for permit on 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
Bryan Mello
 PRINTED NAME
Assistant Treasurer
 PRINTED TITLE

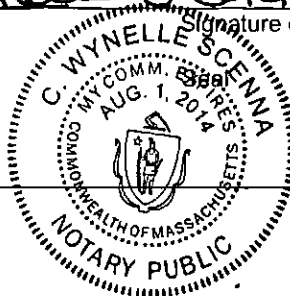

 SIGNATURE
 Mark Fawcett
 Vice President & Asst. Treasurer
 PRINTED NAME
 PRINTED TITLE

Notarization:
Subscribed and sworn to before me
this ___ day of _____ 2011

Notarization:
Subscribed and sworn to before me
this 3 day of Oct 2011


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	12

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:**

<u>1,444,727</u>	<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;
<u>N/A</u>	<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>
<u>N/A</u>	<p>c) Gifts and Bequests – verification of the dollar amount, identification of any conditions of use, and the estimated time table of receipts;</p>
<u>1,580,963</u>	<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.
<u>N/A</u>	<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>
<u>N/A</u>	<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>
<u>N/A</u>	<p>g) All Other Funds and Sources – verification of the amount and type of any other funds that will be used for the project. (Tenant Improvement Allowance – See Attachment 39 – LOI for Lease of premises)</p>
<u>3,025,690</u>	TOTAL FUNDS AVAILABLE

APPEND DOCUMENTATION AS ATTACHMENT-39, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

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.

Financial Viability Waiver

The applicant is not required to submit financial viability ratios if:

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.

See Section 1120.130 Financial Waiver for information to be provided

APPEND DOCUMENTATION AS ATTACHMENT-40, IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

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)	
ESRD									
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:

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.

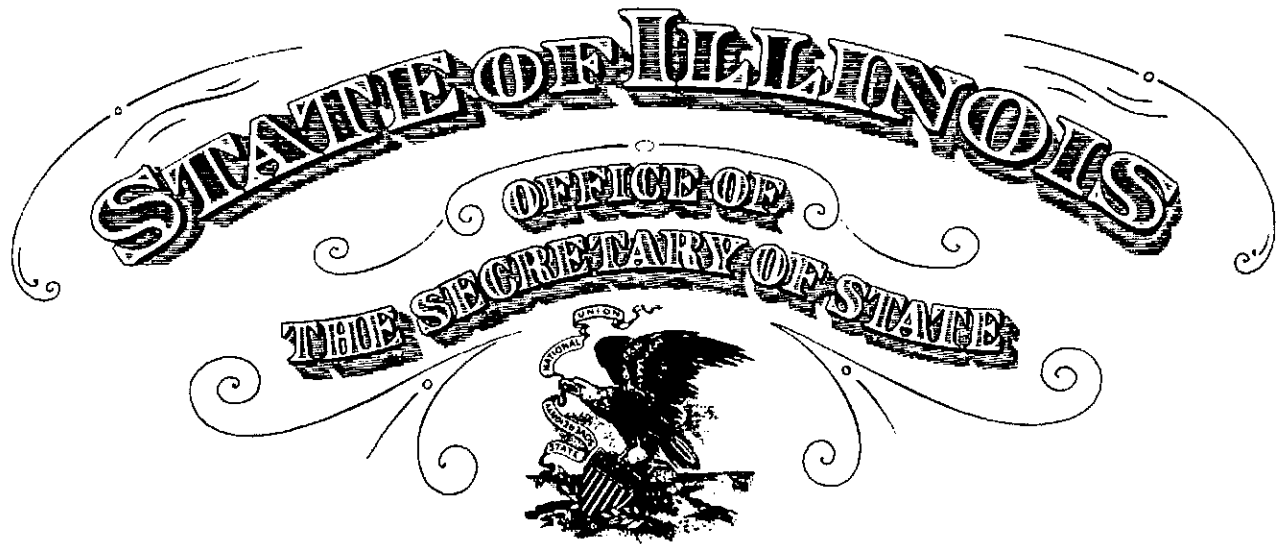
A table in the following format must be provided for all facilities as part of Attachment 44.

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	23a – 26
3	Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.	27a
4	Organizational Relationships (Organizational Chart) Certificate of Good Standing Etc.	27b
5	Flood Plain Requirements	28
6	Historic Preservation Act Requirements	29
7	Project and Sources of Funds Itemization	30-31
8	Obligation Document if required	32
9	Cost Space Requirements	33
10	Discontinuation	
11	Background of the Applicant	34-80
12	Purpose of the Project	81
13	Alternatives to the Project	82-84
14	Size of the Project	85
15	Project Service Utilization	86
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	87-115
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	116-126
40	Financial Waiver	127-129
41	Financial Viability	
42	Economic Feasibility	130-134
43	Safety Net Impact Statement	135
44	Charity Care Information	136-143
Appendix- 1	MapQuest Travel Times	144-159
Appendix- 2	Physician Referral Letter	160-167



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 PRAIRIE MEADOWS, LLC, A DELAWARE LIMITED LIABILITY COMPANY HAVING OBTAINED ADMISSION TO TRANSACT BUSINESS IN ILLINOIS ON OCTOBER 04, 2011, 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 #: 1127900984

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 6TH day of OCTOBER A.D. 2011 .

Jesse White

SECRETARY OF STATE

Co-Applicant Identification

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

Exact Legal Name: <i>Fresenius Medical Care Holdings, Inc.</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 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.

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

Site Ownership

[Provide this information for each applicable site]

Exact Legal Name of Site Owner: <i>900 Technology 1.0, LLC</i>
Address of Site Owner: <i>47 W. Polk Street, Suite 100-148, Chicago, IL 60605</i>
Street Address or Legal Description of Site: <i>900 Technology Drive, Libertyville, IL 60048</i>
APPEND DOCUMENTATION AS <u>ATTACHMENT-2</u> , IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.

23a



Cushman & Wakefield of Illinois, Inc.
455 N. Cityfront Plaza Drive
Suite 2800
Chicago, IL 60611-5555
(312) 470-1800 Tel
(312) 470-3800 Fax
www.cushwake.com

October 17, 2011

Loren N. Guzik
Senior Director | Brokerage Services
Cushman & Wakefield of Illinois, Inc.
455 N. Cityfront Plaza Drive
NBC Tower, Suite 2800
Chicago, IL 60611

RE: Fresenius Medical Care
Letter Of Intent

Dear Loren,

900 Technology 1.0 LLC is pleased to provide the following Letter Of Intent to lease.

OWNERSHIP: 900 Technology 1.0 LLC
47 WEST POLK STREET
SUITE 100-148
CHICAGO, IL 60605-2085

LOCATION: 900 Technology Drive
Libertyville, IL

INITIAL SPACE REQUIREMENTS: 7,275 sq. ft. The eastern half of the first floor.

HOURS OF OPERATION: Please be advised that FMC may have employees and / or patients on site 24 hours per day 6 days per week. FMC is not open on Sundays. Tenant shall abide by the hours of operation according to condominium documentation.

PRIMARY TERM: Twelve (12) years.

POSSESSION DATE: FMC will have the right to take possession of the premises upon approval of the Certificate of Need to complete its necessary improvements. FMC will need a minimum of 90 days to build out the premises.

COMMENCEMENT DATE: 90 days after Possession.

OPTION TO RENEW: FMC desires three (3) five (5) year options to renew the lease.

RENTAL RATE: Seventeen Dollars (\$17.00) Net

No warranty or representation, express or implied, is made as to the accuracy of the information contained herein, and same is submitted subject to errors, omissions, change of price, rental or other conditions, withdrawal without notice, and to any special listing conditions, imposed by our principals.

<u>ESCALATION:</u>	Fifty cents (\$.50) per year beginning in the second lease year.
<u>COMMON AREA EXPENSES AND REAL ESTATE TAXES:</u>	Tenant shall be responsible for all associated Tax & Operating Expenses.
<u>TENANT IMPROVEMENTS:</u>	Tenant shall take the space in "as-is" condition. FMC shall not be required to remove their tenant improvements at the end of the term.
<u>DEMISED PREMISES SHELL:</u>	Tenant shall take the space in "as-is" condition.
<u>FIRE SUPPRESSION:</u>	Landlord shall provide a sprinkler system as part of base building.
<u>SPACE PLANNING/ ARCHITECTURAL AND MECHANICAL DRAWINGS:</u>	FMC will provide all space planning and architectural and mechanical drawings required to build out the tenant improvements, including construction drawings stamped by a licensed architect and submitted for approvals and permits. All building permits shall be the Tenant's responsibility.
<u>PARKING:</u>	Tenant shall have use of parking according to condominium documents.
<u>CORPORATE IDENTIFICATION:</u>	FMC will have complete signage rights in accordance with local code.
<u>ASSIGNMENT/ SUBLETTING:</u>	FMC requires the right to assign or sublet all or a portion of the demised premises to any subsidiary or affiliate without landlord's consent. Any other assignment or subletting will be subject to landlord's prior consent, which shall not be unreasonably withheld or delayed.
<u>ZONING AND RESTRICTIVE COVENANTS:</u>	Landlord represents building is properly zoned for use as a dialysis clinic.
<u>NON DISTURBANCE:</u>	FMC will require a non-disturbance agreement.
<u>ENVIRONMENTAL:</u>	Landlord represents the building and premises are free of hazardous materials.

No warranty or representation, express or implied, is made as to the accuracy of the information contained herein, and same is submitted subject to errors, omissions, change of price, rental or other conditions, withdrawal without notice, and to any special listing conditions, imposed by our principals.

EXCLUSIVE TERRITORY:

Landlord agrees not to lease space under its control to another dialysis provider within a five mile radius of the proposed location.

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 December 31, 2012. 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 December 31, 2012, 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.

SECURITY:

Fresenius Medical Care Holding will fully guarantee the lease.

BROKERAGE FEE:

Per separate agreement.

No warranty or representation, express or implied, is made as to the accuracy of the information contained herein, and same is submitted subject to errors, omissions, change of price, rental or other conditions, withdrawal without notice, and to any special listing conditions, imposed by our principals.

This offer is not intended to be contractual in nature and only an executed lease delivered to both parties can bind the parties to this transaction. It is expressly understood, agreed, and hereby acknowledged, that only upon the proper execution of a fully completed, formal lease contract, with all the lease terms and conditions clearly defined and included therein, will there then be any obligation, of any kind or nature, incurred or created between the herein parties in connection with the referenced property.

You may email the proposal to loren.guzik@cushwake.com. Thank you for your time and cooperation in this matter, should you have any questions please call me at 312.470.1897.

Sincerely,

900 Technology 1.0 LLC

AGREED AND ACCEPTED this ____ day of _____, 2011

By: _____

Title: _____

AGREED AND ACCEPTED this ____ day of _____, 2011

By: _____

Title: _____

No warranty or representation, express or implied, is made as to the accuracy of the information contained herein, and same is submitted subject to errors, omissions, change of price, rental or other conditions, withdrawal without notice, and to any special listing conditions, imposed by our principals.

Operating Identity/Licensee

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

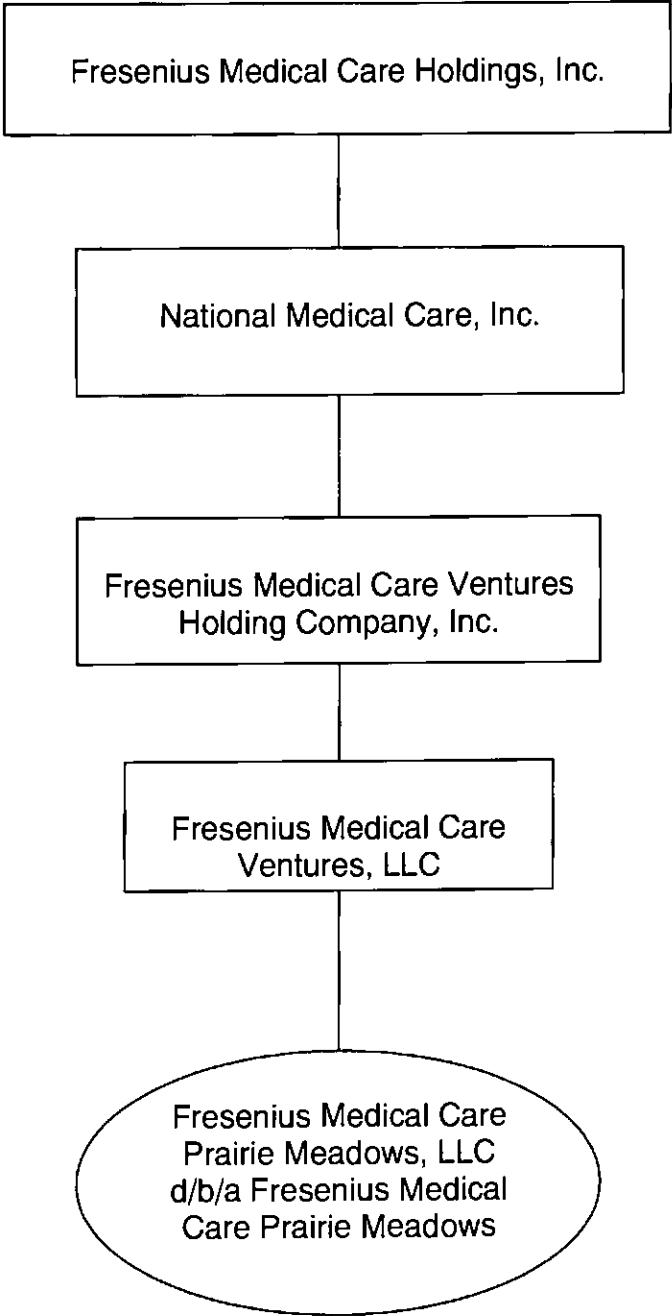
Exact Legal Name: *Fresenius Medical Care Prairie Meadows, LLC d/b/a Fresenius Medical Care Prairie Meadows*

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

- | | | |
|---|--|--------------------------------|
| <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.
- o **Persons with 5 percent or greater interest in the licensee must be identified with the % of ownership.**

Certificate of Good Standing at Attachment – 1.



The project is not new construction and is a build out of the interior of existing leased space, therefore this criterion is not applicable.



**Illinois Historic
Preservation Agency**

FAX (217) 782-8161

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

Lake County

Fresenius Medical Care - 12 Station Dialysis Facility
900 Technology Drive, Libertyville
IHPA Log #001092811

September 28, 2011

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

Madam:

We have reviewed the documentation submitted for the referenced project(s) in accordance with 36 CFR Part 800.4. Based upon the information provided, no historic properties are affected. We, therefore, have no objection to the undertaking proceeding as planned.

Please retain this letter in your files as evidence of compliance with section 106 of the National Historic Preservation Act of 1966, as amended. 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

AEH

Historical Determination

ATTACHMENT - 6

SUMMARY OF PROJECT COSTS

Modernization

General Conditions	47,500
Temp Facilities, Controls, Cleaning, Waste Management	2,500
Concrete	12,000
Masonry	14,400
Metal Fabrications	7,000
Carpentry	84,000
Thermal, Moisture & Fire Protection	17,000
Doors, Frames, Hardware, Glass & Glazing	65,000
Walls, Ceilings, Floors, Painting	153,000
Specialities	12,000
Casework, FI Mats & Window Treatments	6,000
Piping, Sanitary Waste, HVAC, Ductwork, Roof Penetrations	304,000
Wiring, Fire Alarm System, Lighting	183,000
Miscellaneous Construction Costs	41,988
Total	949,388

Contingencies

Contingencies **\$94,939**

Architectural/Engineering

Architecture/Engineering Fees **\$104,400**

Movable or Other Equipment

Dialysis Chairs	\$18,000
Misc. Clinical Equipment	15,000
Clinical Furniture & Equipment	21,000
Office Equipment & Other Furniture	30,000
Water Treatment	100,000
TVs & Accessories	50,000
Telephones	12,000
Generator	30,000
Facility Automation	17,000
Other miscellaneous	3,000
Total	\$296,000

Fair Market Value Leased Space & Equipment

FMV Leased Space (7,275 GSF)	\$1,400,438
FMV Leased Dialysis Machines	174,525
FMV Leased Computers	6,000
Total	\$1,580,963

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	3,025,690		7,275		7,275		
Total Clinical	3,025,690		7,275		7,275		
NON REVIEWABLE							
Administrative							
Parking							
Gift Shop							
Total Non-clinical							
TOTAL	3,025,690		7,275		7,275		
APPEND DOCUMENTATION AS <u>ATTACHMENT-9</u> , IN NUMERIC SEQUENTIAL ORDER AFTER THE LAST PAGE OF THE APPLICATION FORM.							

Fresenius Medical Care Holdings, Inc. In-center 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
Chatham		333 W. 87th Street	Chicago	60620
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
Des Plaines		1625 Oakton Place	Des Plaines	60018
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	14-2726	2130 Point Boulevard	Elgin	60123
Elk Grove	14-2507	901 Biesterfield 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
Joliet		721 E. Jackson Street	Joliet	60432
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
Logan Square		2734 N. Milwaukee Avenue	Chicago	60647
Lombard	14-2722	1940 Springer Drive	Lombard	60148
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
Northfield		480 Central Avenue	Northfield	60093
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

Facility List

ATTACHMENT - 11

Oswego	14-2677	1051 Station Drive	Oswego	60543
Ottawa	14-2576	1601 Mercury Court	Ottawa	61350
Palatine	14-2723	Dundee Road	Palatine	60074
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	14-2725	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. Neltor	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		14404 W. 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

Certification & Authorization

Fresenius Medical Care Prairie Meadows, LLC

In accordance with Section III, A (2) of the Illinois Health Facilities Planning Board Application for Certificate of Need; I do hereby certify that no adverse actions have been taken against Fresenius Medical Care Prairie Meadows, 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 Planning Board; and

In regards to section III, A (3) of the Illinois Health Facilities Planning 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: Bryan Mello
Assistant Treasurer

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

Notarization:
Subscribed and sworn to before me
this _____ day of _____, 2011

Notarization:
Subscribed and sworn to before me
this 3 day of Oct, 2011

Signature of Notary C Wynelle Scenna 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: Bryan Mello
Assistant Treasurer

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

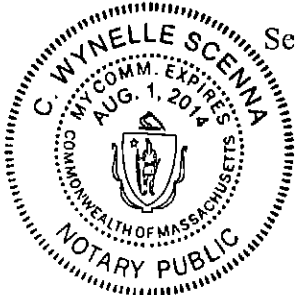
Notarization:
Subscribed and sworn to before me
this _____ day of _____, 2011

Notarization:
Subscribed and sworn to before me
this 3 day of Oct, 2011

Signature of Notary

[Signature]
Signature of Notary

Seal



Seal

Fresenius Medical Care is a strong supporter of home dialysis. It offers patients several different types of home dialysis therapies at over 50 home dialysis programs throughout Illinois. Home dialysis leads to improved clinical outcomes, higher quality of life and lower healthcare costs (see Ultra Care at home pamphlet on following pages).



Fresenius Medical Care

ABOUT ULTRACARE®

What is UltraCare®?

UltraCare® is the name used to describe the commitment of the entire Fresenius Medical Care organization to providing patients with excellent medical care through innovative and efficient programs, cutting-edge technology, continuous quality improvement and a focus on superior customer service. Each Fresenius staff member lives the UltraCare mission every day, which is to *Improve the Quality of Life of Every Patient, Every Treatment!*

Fresenius is the exclusive provider of UltraCare, which is delivered nationwide by our highly trained staff and consistently demonstrated on a daily basis through the dedication, leadership and compassion of each and every team member. It is based on our core values – quality, honesty and integrity, innovation and improvement, respect and dignity, and teamwork – backed by the uncompromising belief that *People Make The Difference!*

The key elements of UltraCare are clinical leadership, continuous quality improvement, superior customer service, a team approach to care, patient-centered care and innovative technology. The intended results are better outcomes and more satisfied patients.

We believe that the high-quality, comprehensive care we deliver to patients is a result of our association with some of the dialysis industry's leading nephrologists and the extraordinary skills and efforts of our dialysis healthcare providers and staff. Patients benefit from their wealth of experience and expertise, which is freely shared within our extensive clinical network.

For more information about UltraCare services, visit www.ultracare-dialysis.com (in English and Spanish).

Updated December 2010, Page 1 of 1

Fresenius Medical Care North America

Corporate Headquarters: 920 Winter Street Waltham, MA 02451 (781) 699-9000

Background of Applicant
ATTACHMENT - 11

Shift your perspective on home dialysis
Give your patients
UltraCare *at home*[®]

Improved clinical outcomes • Higher quality of life • Lower healthcare costs

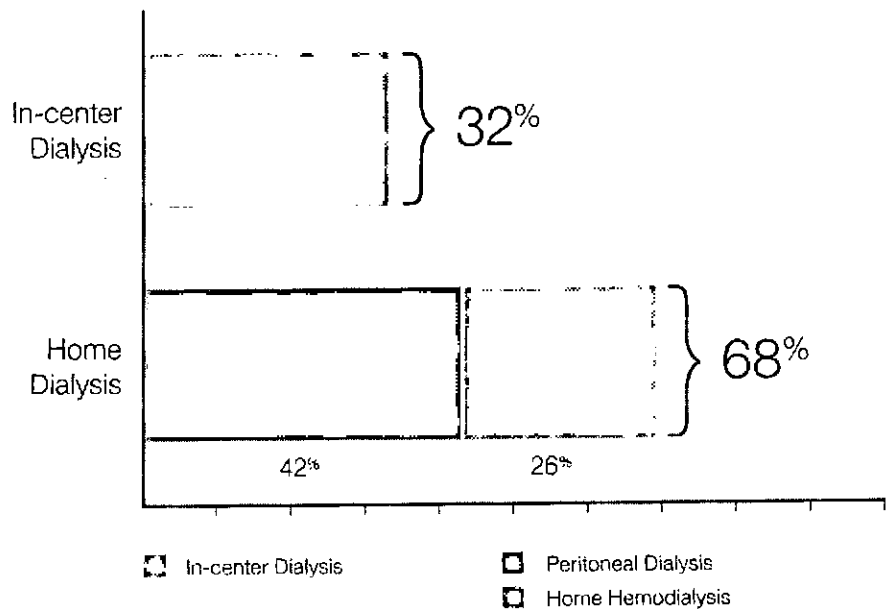


Fresenius Medical Care

A growing number of physicians, patients and payors agree

Home dialysis is the option of 1st choice whenever possible

In a recent survey including over 500 dialysis facility medical directors, 68% of all respondents chose home dialysis when asked to vote for their initial treatment modality of choice if they were personally to need dialysis.¹



J. Pulliam, et al, Fresenius Medical Services, Medical Directors Meeting 2007.

The advantages of performing dialysis at home are compelling

As the number of people on dialysis increases every year, and the financial burden on our healthcare system continues to grow, home dialysis offers a new paradigm for meeting the needs of physicians, patients and payors:

- Physicians want improved outcomes
- Patients want a higher quality of life
- Payors want lower additional costs

Despite evidence suggesting that up to 93% of incident patients do not have any medical contraindications for home dialysis, less than 8% of dialysis patients receive care at home.²



² Rajnish Mehrotra, et al. Chronic Peritoneal Dialysis in the United States: Declining Utilization Despite Improving Outcomes. JASN. 2007;18:2781-2788.

Home dialysis improves outcomes

The growing evidence of improved outcomes with home dialysis is convincing more physicians to shift perspectives. Lower mortality rates for both peritoneal dialysis³ and home hemodialysis⁴ are commanding serious consideration. Along with lower mortality comes a host of other benefits.

Improved Outcomes	Peritoneal Dialysis	Home Hemodialysis
1. Reduced Dietary Restrictions	✓	✓
2. Improved B/P Control	✓	✓
3. Improved Nutritional Status	✓	✓
4. Reduced B/P Medication	✓	✓
5. Preservation of Residual Kidney Function	✓	
6. Reduced Hemodynamic Stress	✓	✓
7. Improved Functional Status	✓	✓

"Until daily [hemo-] dialysis becomes widely available, we believe that hemodialysis patients would benefit enormously from every-other-day dialysis (EODD)... Benefits of EODD... would include decreased mortality after the weekend interval without dialysis; increased weekly dose of dialysis, resulting in better rehabilitation; and improved blood pressure control."⁴

- Belding H. Scribner, University of Washington - Zbylut J. Twardowski, University of Missouri

"The residual kidney function in patients on dialysis, particularly in those on peritoneal dialysis (PD), has proven to be a consistent and powerful predictor of mortality

One way to maximize survival of renal function is to place the patient on PD. This has been the basis for the advocacy of integrated care, or 'PD first'. This philosophy is for a patient...where the placement on PD may prolong the RRF (and limit lifetime demands on vascular access) with consideration of intentional modality switch if the patient loses RRF and encounters problems such as hypervolaemia. Using this approach, patients starting on PD and changing to HD have had improved survival compared with those starting, and remaining, on HD."⁵

- Joanne M. Bargman, University of Toronto - Thomas A. Golper, Vanderbilt University



¹ Osman Khawar, Kamyar Kalantar-Zadeh, Wai Kai Lo, David Johnson, Rajnish Mehrotra. Is the Declining Use of Long-Term Peritoneal Dialysis Justified by Outcome Data? Published ahead of print on October 17, 2007. Clin J Am Soc Nephrol. 2007;2:1317-1328.

² Belding H. Scribner and Zbylut J. Twardowski. The Case for Every-Other-Day Dialysis. Hemodial Int. 2000;4:5-7.

³ Joanne M. Bargman and Thomas A. Golper. The importance of residual renal function for patients on dialysis. Nephrology Dialysis Transplantation. 2005;20:671-673.

Home dialysis improves quality of life

Home dialysis improves the quality of life (QOL) for patients by eliminating the weekend interval without dialysis and the cycle of trips to and from the clinic. Improvements in QOL begin with the alleviation of multiple symptoms related to a feeling of well-being. Working patients, for example, not only need a treatment plan that accommodates their schedules, but also must feel well enough to do their jobs.

The number of dialysis patients of working age that are actually working is nearly 30%.³



Home dialysis reduces multiple symptoms to improve patient functionality

Symptoms	Home Dialysis
Reduced Fatigue	✓
Reduced Muscle Cramps	✓
Reduced Pruritus	✓
Reduced Chest Pain	✓
Reduced Shortness of Breath	✓
Reduced Dizziness	✓
Reduced Numbness	✓
Reduced Pain	✓

³Louise M. Moist, et. al. *Travel Time to Dialysis as Predictor of Health-Related QOL Adherence and Mortality: The Dialysis Outcomes and Practice Pattern Studies (DOPPS)*. *AJKD*. 2008;51:641-650.



Fresenius Medical Care

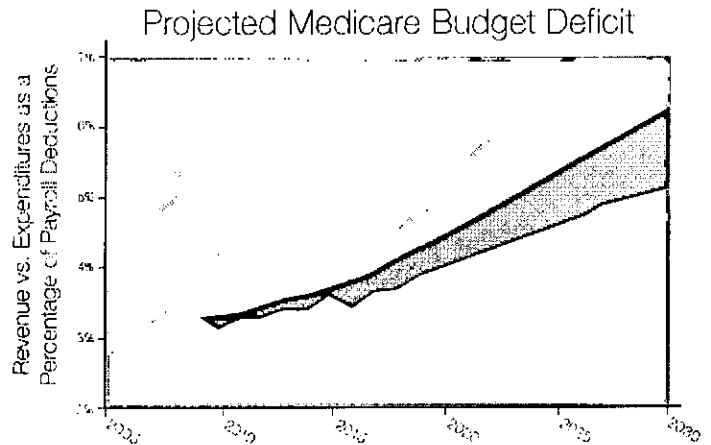
Medical Care Division

ATTACHMENT - 11

Home dialysis lowers healthcare costs

In addition to improved outcomes and higher quality of life, lower additional patient costs are winning payor support for the "paradigm shift" to home as well.²

Lower hospitalization and transportation costs for home patients are easily recognized by payors as having a cost savings potential. In order to optimize these cost savings, however, they would need to encourage an increase in home dialysis utilization. The cost savings realized from this shift to home dialysis could then be better spent to help balance the budget as the chronic kidney disease population continues to grow.³



The new 2008 Medicare Conditions for Coverage require patient education and participation in choice of modalities.⁴ These changes and others will help realize the above benefits as more patients choose to dialyze at home.

UltraCare *at home*[®]

A new future in dialysis is on the horizon. We are committed to supporting physicians as the primary agents of this change.

UltraCare *at home* aims to facilitate this change by meeting the needs of physicians and their patients.

At Fresenius Medical Care, returning a patient to being a participating member of society is the ultimate measure of outcome success.



²The USRDS Dialysis Morbidity and Mortality Study (Wave 2). USRDS Annual Data Report Chapter IV, 1997, 49-67d.

³Federal Register Part II, Dept. of Health and Human Services, Centers for Medicare & Medicaid Services. Conditions for Coverage for ESRD Facilities, Final Rule, 2008.

⁴Status of the Social Security and Medical Programs: A Summary of the 2008 Annual Reports. Accessed at www.ssa.gov.

FRESENIUS MEDICAL CARE

Give your patients UltraCare *at home*®

At Fresenius Medical Care our mission is to deliver UltraCare®: Improving the Quality of Life of Every Patient, Every Treatment. UltraCare is patient-centered care achieved through our focus on continuous quality improvement and superior customer service. It is demonstrated every day through dedication, leadership and compassion by 35,000+ caregivers throughout our nationwide network.

UltraCare *at home* is our commitment to deliver the same level of care and service to the growing population of home dialysis patients, so they too will experience excellence with every treatment.



Fresenius Medical Care

North America
920 Winter Street
Waltham, MA 02451-1457

Toll Free: (866) 4DIALYSIS. (866) 434-2597

www.UltraCare-Dialysis.com

Copyright © 2008 Fresenius Medical Care. All rights reserved.

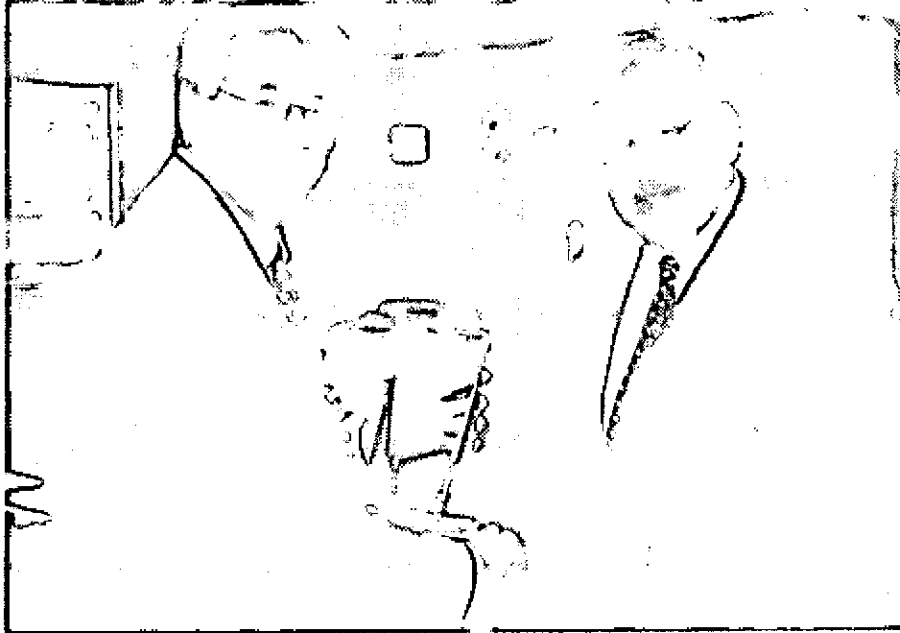
The following are registered trademarks of Fresenius Medical Care Holdings: Fresenius Medical Care® and UltraCare®.

UCAH008

A SOLID BUSINESS RELATIONSHIP. A STRONG COMMITMENT TO SAFETY.

Congratulations Fresenius, on your record
12th Safety in Excellence Award.

Fresenius Medical Care
awarded by
CNA Insurance Company



Larry Park, Vice President, Corporate Health, Safety, Environmental Affairs, Engineering, Security and Risk Management, Fresenius Medical Care North America, and Tom Motamed, Chairman and Chief Executive Officer, CNA

Fresenius Medical Care North America's dedication to improving the safety of its employees has once again resulted in significant year-on-year reductions in lost time injury rates. That's why CNA could not be more proud to distinguish this recognized world leader in dialysis services and products as the only CNA insured to be honored a record 12 times as a Safety in Excellence Award winner.

CNA


Fresenius Medical Care
North America

To learn more about Fresenius Medical Care North America,
visit www.fmna.com or for more information about CNA,
visit www.cna.com.



Fresenius Medical Care

Fresenius Medical Care Achieves Statistically Significant Improvement in Patient Survival and Hospitalization in Centers for Medicaid and Medicare Services End-Stage Renal Disease Management Demonstration Project

WALTHAM, Mass. – Jan. 17, 2011 - Results from the Centers for Medicaid and Medicare Services (CMS) End Stage Renal Disease (ESRD) Disease Management Demonstration Project have been presented by the independent evaluation contractor, Arbor Research Collaborative for Health, in a series of scientific abstracts and a comprehensive evaluation report. The ESRD DM Demonstration Project is a five-year demonstration project (2006 to 2010) conducted by CMS to test the impact of expanded integrated care approaches applied to the Medicare ESRD patient population.

The first three years of the demonstration (2006 through 2008) were evaluated and the case-mix adjusted results indicate the following for Fresenius Medical Care (FMCNA) patients enrolled in the demonstration:

A significantly larger percentage of patients in the FMCNA program survived to the one year and two year time points.

Patient survival at the one year time point for FMCNA was 90.7% vs 85.4 % for the comparison group. Patient survival at the two year time point for FMCNA was 80.1% vs 73.9% for the comparison group. This equates to mortality improvement for FMCNA versus the comparison group of 36.3% at the one year time point (9.3% vs 14.6%) and 23.8% at the two year time point (19.9% vs 26.1%).

A significantly lower percentage of patients in the FMCNA program were hospitalized for the first time by one year and two years.

Fresenius Medical Care Achieves Statistically Significant Improvement in Patient Survival and Hospitalizati...

Improvement for FMCNA versus the comparison group in first hospitalizations for "all causes" at one year of 13.6% (51.1% vs 59.1%) and at two years 20.5% (60.5% vs 76.1%).

A significantly lower percentage of patients in the FMCNA program were hospitalized for cardiovascular disease for the first time by one year and two years.

Improvement for FMCNA versus the comparison group in first hospitalizations for "cardiovascular disease" at one year of 14.1% (50.0% vs 58.2%) and at two years 20.7% (59.7% vs 75.2%).

"Our main objective in the ESRD DM Demonstration Project was to implement a model of care that was patient-centered, one that could improve the more comprehensive patient quality outcomes of improved survival and reduced hospitalization. We are very pleased to have achieved our objectives in this Demonstration Project to advance care models for the benefit of people with kidney disease," commented Robert Farrell, President, Fresenius Health Partners, Integrated Care Management Division, Fresenius Medical Care North America.

Fresenius Medical Care's focus in the ESRD DM Demonstration Project was much broader than improvement of dialysis outcomes, although that result was accomplished in this project as well. The Fresenius Health Partners program provided a holistic care approach utilizing an integrated care "health home" concept that actively expanded the management of the various co-morbidities such as congestive heart failure, cardiac disease, nutritional status, infection risks, vascular access and psychosocial needs that impact kidney patients. The program achieved this expanded patient care by adding personal nurse care managers to work with patients and their providers on these non-dialysis focus areas and by deploying a unique home telehealth monitoring device technology (KidneyTel®) and care plan pathways platform, which provided interactive daily contact with patients to collect symptomatic and biometric data, and provide support, education and coordination to patients and their providers.

Fresenius Medical Care collaborated and partnered with several innovative and leading Nephrology Physician Groups across the United States including: Balboa Nephrology Medical Group, San Diego CA – Dr. Steven Steinberg, CEO; Dallas Nephrology Associates, Dallas TX – Dr. Ruben Velez, President & CEO; Renal Associates, PA, San Antonio TX – Dr. Ronald Hamner, CEO; Western New England Renal and Transplant Associates, Springfield MA – Dr. Stephen Sweet, President; Nephrology Consultants, Huntsville AL – Dr. Todd Broome, Managing Partner; Renal Specialists of Houston, Houston TX – Dr. Whitson (Pete) Etheridge, Vice-President; Southwest Nephrology Associates, Houston TX – Dr. Robert Porter, President; Metabolism Associates, New Haven CT – Dr. Fredric Finkelstein, President; Clinical Nephrology Associates, Philadelphia PA – Dr. Joseph Brezin, President; Delaware Valley Nephrology and Hypertension Associates, Philadelphia PA – Dr. Edward Jones, President; and the Renal Research Institute, NYC NY – Dr. Nathan W. Levin, Chairman, Research Board.

"The demonstration project yielded important data and results regarding approaches that the kidney provider community can apply to improve the care and outcomes for kidney patients," said Rice Powell, Fresenius Medical Care North America Chief Executive Officer, Deputy

Background of Applicant
ATTACHMENT - 11

Chairman Management Board. "We applaud CMS for its foresight in conducting this initiative. We look forward to working with our nephrologist partners and the CMS Innovation Center to build upon an expanded care approach for kidney patients. We believe that Accountable Care Organizations and patient-centered medical/health homes are very well-suited models for improving care and outcomes for patients with kidney disease."

The Arbor Research Collaborative for Health abstracts and the evaluation report of the ESRD DM Demonstration Project and additional information on our integrated care program can be viewed at our Fresenius Health Partners company website www.kidneytel.com.

About Fresenius Medical Care

Fresenius Medical Care (NYSE: FMS) is the world's leading company devoted to patient-oriented renal therapy. Through more than 2,700 clinics in North America, Europe, Latin America, Asia-Pacific and Africa, we provide kidney dialysis treatments to approximately 210,000 patients worldwide. We are also the world's leading maker of dialysis products such as hemodialysis machines, dialyzers and related disposable products. Chronic kidney failure is a condition that affects about 1.9 million individuals worldwide. For more information about the company's more than 1,800 U.S. dialysis facilities, visit www.ultracare-dialysis.com (in English and Spanish). For more information about Fresenius Medical Care, visit www.fmc-ag.com or www.fmcna.com.

Disclaimer

This release contains forward-looking statements that are subject to various risks and uncertainties. Actual results could differ materially from those described in these forward-looking statements due to certain factors, including changes in business, economic and competitive conditions, regulatory reforms, foreign exchange rate fluctuations, uncertainties in litigation or investigative proceedings, and the availability of financing. These and other risks and uncertainties are detailed in Fresenius Medical Care AG & Co. KGaA's reports filed with the U.S. Securities and Exchange Commission. Fresenius Medical Care AG & Co. KGaA does not undertake any responsibility to update the forward-looking statements in this release.

Copyright © 2011

Fresenius Medical Care Holdings, Inc. All rights reserved. The following are trademarks of Fresenius Medical Care Holdings, Inc or its affiliated companies: UltraCare, Fresenius Medical Care, the Fresenius Medical Care Logo and the UltraCare logo. All other trademarks are the property of their respective owners.



CORPORATE Responsibility & COMMUNITY Commitment



Presentus Medical Care

City of Los Angeles

Department of Public Works

Public Works & Safety

Sanitation & Recycling Division

Sanitation & Recycling

Sanitation & Recycling Division

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

Sanitation & Recycling

CREATING A FUTURE WORTH LIVING

For people. Worldwide. Every day. More than three decades of experience in dialysis, innovative research, the global leader in dialysis services and products—that is Fresenius Medical Care.

Patients with kidney disease can now look ahead with much more confidence thanks to our innovative technologies and treatment concepts. We give them a future, one that offers them the best possible quality of life.

As a vertically integrated company, we cover the entire dialysis value chain. We use the increasing demand for modern dialysis methods to our advantage and work consistently to enhance the Company's growth. Our focus is on consistently implementing strategies that enable us to uphold and expand our technological leadership.

We take the highest medical standards as our benchmark. This is our commitment to our patients, our partners in the healthcare system and our investors, who trust in the reliable performance and the future of Fresenius Medical Care.



FRESENIUS MEDICAL CARE NORTH AMERICA

A PRIMER FOR YOUR KIDNEYS

KIDNEY DISEASE & DIALYSIS

Kidneys play an important role in your body. They rid the body of wastes and fluid by filtering them out of your blood. They make hormones that help produce red blood cells, control blood pressure and activate Vitamin D to keep our bones healthy.



WHAT HAPPENS WHEN KIDNEYS FAIL?

When kidneys stop working, fluid and wastes build up in the body and make you feel sick. It also becomes harder for your body to make red blood cells, control your blood pressure, and keep your bones healthy.

There are two kinds of kidney failure, acute and chronic. Acute kidney failure may be reversed when the source of the problem is found and treated. People with acute kidney failure may go on dialysis for a short time until their kidneys heal. Chronic Kidney Disease (CKD; also called Chronic Kidney Failure) is a progressive disease. There are five stages of CKD. Some patients with CKD may be watched by their doctors for years before they reach End Stage Renal Disease (ESRD), when dialysis or a transplant is needed to help replace lost kidney function. Other patients will get to this stage in just months or weeks.

WHAT ARE THE SIGNS OF KIDNEY DISEASE?

Knowing what to look for may help you and your doctor find out if you have kidney disease early. Finding out early is important because often, with lifestyle changes and medications you may be able to slow down the disease and stay healthy longer.

Some signs of kidney disease are:

- Changes in urination—Urine that is foamy or bubbly, red or pink (contains blood), more or less than your usual amount, or getting up at night to urinate
- Swelling of face and/or feet
- Feeling more tired than usual
- Nausea/vomiting
- Headache, feeling dizzy, having trouble thinking clearly
- Severe itching
- Shortness of breath
- Loss of appetite
- High blood pressure

If you think you have any of these symptoms, talk to your doctor.

HOW IS KIDNEY DISEASE DIAGNOSED?

If your doctor thinks that you may have CKD, he or she might do some or all of these tests to measure how well your kidneys work:

- Test for protein in your urine
- Blood pressure, to see if it's high
- Blood test to measure your creatinine

The doctor will use your creatinine level along with other information to calculate your GFR (glomerular filtration rate). The GFR helps your doctor determine how well your kidneys are cleaning your blood and diagnose CKD.

WHAT CAUSES KIDNEY DISEASE?

The two most common causes of kidney disease are diabetes and high blood pressure. Other causes include:

- Glomerulonephritis (kidney inflammation)
- Arteriosclerosis (hardening of the arteries)
- Blockage of the urinary system; kidney stones or malformation at birth
- Toxins
- Polycystic kidney disease
- Infection
- Trauma (injury)

HOW CAN KIDNEY DISEASE BE PREVENTED?

If you have diabetes or high blood pressure, be sure to see your doctor regularly. Keeping your blood sugar and blood pressure under control may help to prevent kidney disease. Also, keep your doctor and healthcare team informed of any changes in your health and follow all medication and diet changes given to you by your doctor. Diagnosing and treating kidney disease early is important to slowing down the disease progression. Finally, take an active role in your healthcare. Educate yourself about kidney disease and its treatments so you know what to look for.

WHAT IS DIALYSIS?

Dialysis is a mechanical filtering process that cleans waste products out of your blood, removes extra fluid and controls your body chemistry if your kidneys fail. There are two main kinds of dialysis: hemodialysis and peritoneal dialysis.

HEMODIALYSIS

Hemodialysis removes extra fluid and wastes from your body by constantly moving your blood through a filter. The filter, known as a dialyzer or artificial kidney, is used with a dialysis machine. Your blood is removed from your body in small amounts, run through the filter, and then returned. Hemodialysis can be done at home or in a dialysis treatment center. It can be done during the day, or at night while you are sleeping, leaving your days free for other activities. As with any treatment, there are pros and cons to hemodialysis of any type. Thinking about these can help you decide if some type of hemodialysis is right for you.



Hemodialysis can be done during the day, or at night while you are sleeping, leaving your days free for other activities.

PERITONEAL DIALYSIS

Peritoneal dialysis (PD) also filters the blood. But, instead of using an artificial kidney, the thin membrane that lines your abdominal cavity, also known as the peritoneum, is used.

During peritoneal dialysis, you fill your abdomen with dialysate. Because the peritoneum is rich in tiny blood vessels, it continually provides a supply of blood to be cleaned. The extra fluid and wastes in the blood move into the dialysate, which you drain and replace.

There are two main types of peritoneal dialysis: Continuous Ambulatory Peritoneal Dialysis (CAPD) and Continuous Cycling Peritoneal Dialysis (CCDP). Both are done at home and both have pros and cons.





FRESENIUS MEDICAL CARE NORTH AMERICA

FRESENIUS MEDICAL CARE: A CORPORATE SNAPSHOT

Fresenius Medical Care is the world's largest integrated provider of products and services for individuals undergoing dialysis because of chronic kidney failure, a condition that affects more than two million individuals worldwide.

Fresenius Medical Care is also the world's leading provider of dialysis products such as hemodialysis machines, dialyzers and related disposable products. Fresenius Medical Care is listed on the Frankfurt Stock Exchange (FME, FME3) and the New York Stock Exchange (FMS, FMS/P).

214,648
PATIENTS WORLDWIDE

2,757
CLINICS WORLDWIDE

73,452

EMERGENCY DEPARTMENT VISITS

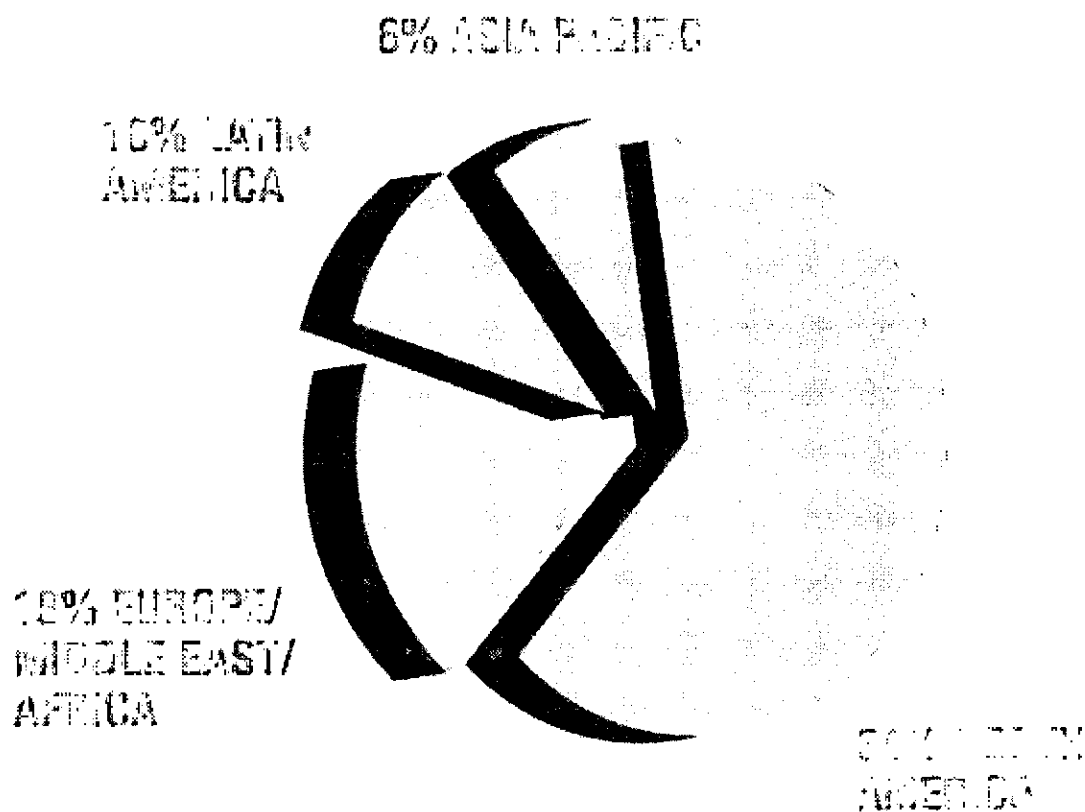
over 40

PERCENTAGE OF VISITS ARE FOR

about 31% million

EMERGENCY DEPARTMENT VISITS

214,648 PATIENTS WORLDWIDE:



2,757

CLINICS WORLDWIDE:

	2010	2009	Change
North America	1,891	1,781	200
Europe/Middle East/Africa	489	425	64
Latin America	183	171	12
Asia-Pacific	222	113	109
Total	2,757	2,083	674

2,029 M

DIALYSIS SERVICES WORLDWIDE (2010)

Fresenius Medical Care - North America	137,689
Fresenius Medical Care - Europe	38,061
Fresenius Medical Care - Asia-Pacific	16,427
Fresenius Medical Care - Latin America	22,471

ADVANCING RENAL THERAPY:

DIALYSIS SERVICES & PRODUCTS SINCE 1968

Fresenius Medical Care is the global leader in renal health care, but we don't rest on our laurels. Our mission is to create innovative products and deliver optimal services and care that set the standard in kidney dialysis. Ours is the largest network of dialysis clinics across the United States and worldwide. We're committed to providing patients and their

families with the highest quality of care and the best support services.

As the leading manufacturing of dialysis products for use in hemodialysis and peritoneal dialysis, such as machines, cyclers, dialyzers, solutions and related products, including pharmaceuticals... we drive advancements and more options in patient care for medical profes-

sionals. We maintain one of America's largest troves of data and research related to renal care; and our vast clinical responsibility demands that we stay the forefront of emerging treatments and services.



QUALITY OF CARE & PATIENT SAFETY

1968:

National Medical Care opens first out-of-hospital dialysis facility in Melrose House, Melrose, Massachusetts.

1970:

National Medical Care operates first out-of-hospital dialysis facility central delivery system at The Kidney Center in Brookline, Massachusetts.

1996:

Fresenius Medical Care AG of Germany acquires National Medical Care, creating Fresenius Medical Care North America (FMCNA). The vertically integrated company becomes the nation's largest network of dialysis centers and the leading manufacturer of dialysis products. Ben Lipps is named chief executive officer and president.

1996:

In partnership with leading nephrologists, FMCNA establishes Renaissance Health Care Inc., a specialty managed care company. Unique knowledge of end stage renal disease clinical practice and medical management allows for cost containment while improving the quality of care for patients.

1997:

FMCNA introduces the Code of Ethics and Business Conduct, and initiates mandatory business practices and compliance training company-wide. The training focuses on company values, commitment to compliance, and the Employee Action Line, patient privacy and security.

1997:

FMCNA is the first large dialysis provider to develop and formally employ Continuous Quality Improvement in its care of patients.

1998:

FMCNA establishes a new peritoneal dialysis (PD) services Initiative, focusing on widening the use and availability of this treatment under Dr. Jose Diaz-Buxo, M.D., a nationally recognized leader in PD.

1999:

FMCNA is the first provider to use information from its clinical database to identify and resolve a critical patient care safety issue—detecting frequent disconnects of Central Venous Catheters to blood lines.

2003:

FMCNA launched its Advanced Renal Education Program, developed to assist nephrologists and professional dialysis staff in improving clinical outcomes and standards of practice.

2003:

Fresenius Medical Services announces the successful implementation of UltraCare[®], its unique program that combines tools, policies and resources to provide

UltraCare[®]

differentiated care to all FMCNA patients. UltraCare represents an organizational culture committed to delivering excellent care to patients through innovative methods, the latest technology and a focus on customer service.

2004:

No reuse of dialyzers is fully implemented at all FMCNA clinics, avoiding formaldehyde exposure to patients and the possibility of using an incorrect dialyzer.

2004:

Fresenius Medical Care introduces success@home[®], a comprehensive peritoneal dialysis educational support program for clinicians and patients.



2010:

Fresenius Medical Care Renal Pharmaceuticals is established to provide a range of drugs for treating patients with chronic and acute renal failure. Venofer® is used to treat 'iron-poor' blood in kidney disease patients. PhosLo® is a phosphate binder that helps prevent phosphate in the stomach and intestines from being absorbed into the body.

2011:

FMCNA's Patient Safety Organization gains official certification by the secretary of the U.S. Department of Health and Human Services for collecting, analyzing and preventing patient safety problems. The recognition is a first in the dialysis industry.

RESEARCH & INNOVATION

1966:

The first hollow-fiber dialyzers create decisive advances in the quality of treatment. The present chairman of the Management Board of Fresenius Medical Care, Dr. Ben Lipps, was an active contributor to these advances.

1984:

National Medical Care establishes the first dialysis patient database for collection, study, and analysis of patient data.

1999:

FMCNA introduces the On-Line Clearance Monitor, a device that allows staff to more closely monitor adequacy of therapy and immediately make adjustments.

1997:

In a joint venture with Beth Israel Medical Center in New York, FMCNA establishes the Renal Research Institute, formed to combine the latest dialysis technology and research to advance end stage renal disease medical care, making it the first collaboration among a group of dialysis centers providing large scale patient samples. The partnership combines optimal treatment for patients with outcome and technology research.

2000:

The Laboratory Services Division introduces automation of laboratory systems at the clinic level with Visual LabWorks, a remote order entry system for laboratory test ordering.

2000:

FMCNA introduces the 2008K hemodialysis machine. The overwhelming market acceptance resulted in all machines manufactured being sold before year-end.

2000:

FMCNA establishes Spectra Renal Research, providing clinical trial services for pharmaceutical, CRO, medical device and biotechnology industries.

2000:

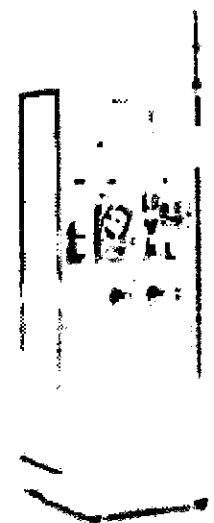
FMCNA introduces Premier Plus™ Double Bag for CAPD patients. The incorporated Safe-Lock Connectology and Snap disconnect features result in fewer connections for the patient and a commensurate lower risk of infection.

2000:

FMCNA introduces a compliance tracking system to its automated peritoneal dialysis (APD) system, the Freedom™ Cyclor PD+. The IOcard™ system allows the cyclor to record patient treatment information on a small credit-card sized card.

2001:

FMCNA introduces the Optiflux® dialyzer family with superior small and large molecular weight solute clearances for improved clearance rates and outstanding biocompatibility.



The 2008K

2001:

Fresenius Medical Care and Xitron Technologies Inc., develop a non-invasive process to reliably determine the dry weight of dialysis patients, helping to considerably improve the quality and expectation of life for people with end stage renal disease.



Optiflux Dialyzers

2004:

Fresenius Medical Care introduces stay-safe®, a new generation in peritoneal dialysis (PD) connectology that helps ensure patient safety by automatically closing the PD system.

2004:

Fresenius Medical Care North America announces the completion of a comprehensive, multi-year dialysis products agreement with Dialysis Clinics, Inc. (DCI).

2005:

Fresenius Medical Care acquires Renal Care Group, Inc., further solidifying the company's position as the world's leader in dialysis services and products.

2008:

Fresenius Medical Care launches its Liberty Cycler home dialysis technology for automated peritoneal dialysis combining advanced pumping technology with ease of use for patients.

2010:

Fresenius Medical Care introduces the 2008T dialysis machine. It combines the company's most advanced hemodialysis delivery system with Clinical Data Exchange (CDX) to provide caregivers, for the first time, chairside access to both dialysis treatment and medical information system data. This improves the treatment session by giving caregivers the ability to facilitate real-time adjustments to therapy and care plans.

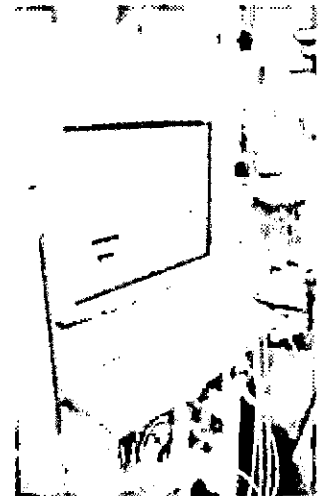
2011:

The company's first New Drug Application is approved by the FDA, Phoslyra, an orally available formulation of

Phoslo. It broadens options for physicians and dialysis patients to reduce phosphate levels in late stage kidney disease.

2011:

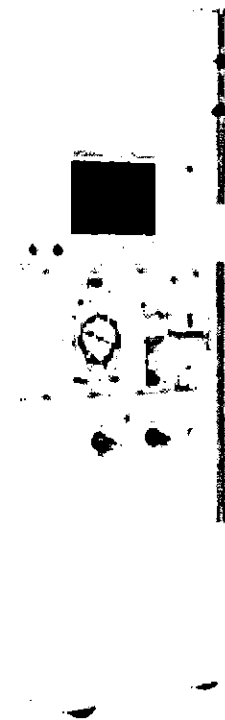
Fresenius Medical Care is certified as the first Patient Safety Organization (PSO) in the dialysis industry by the Secretary U.S. Department of Health and Human Services with the objective of furthering the mission of continuously improving patient safety and health care quality. The purpose of a PSO is to establish a framework by which doctors and other health care providers may voluntarily report information to PSOs, on a privileged and confidential basis, to collect and analyze patient safety events.



The 2008T

2011:

The U.S. Food and Drug Administration clears the 2008K@Home dialysis for marketing to home dialysis patients.



The 2008K@home

ADVANCING RENAL THERAPY: INTEGRATED CARE

Results from a project Fresenius Medical Care undertook with the Centers for Medicaid and Medicare Services (CMS) called the End Stage Renal Disease (ESRD) Disease Management Demonstration Project were presented by the independent evaluation contractor, Arbor Research Collaborative for Health, in a series of scientific abstracts and a comprehensive evaluation report. The ESRD DM Demonstration Project is a five-year demonstration project (2006 to 2010) conducted by CMS which the impact of expanded integrated care approaches applied to the Medicare ESRD patient population.

Our main objective in the ESRD DM Demonstration Project was to create a model of care that was patient-centered, one that could improve comprehensive patient quality outcomes of improved survival and reduced hospitalization. Fresenius Medical Care's focus in the ESRD DM Demonstration Project was much broader than improvement of dialysis outcomes, although that result was accomplished in this project as well.



The Fresenius Health Partners program provided a whole-person care approach utilizing an integrated care "health home" concept that actively expanded the management of the various co-morbidities such as congestive heart failure, cardiac disease, nutritional status, infection risks, vascular access and psychosocial needs that impact kidney patients. The program achieved this expanded patient care by adding personal nurse care managers to work with patients and their providers on these non-dialysis focus areas and by deploying a unique home telehealth monitoring device technology (KidneyTel®) and care plan pathways platform, which provided interactive daily contact with patients to collect symptomatic and biometric data, and provide support, education and coordination to patients and their providers. A sample of the results obtained:

- A significantly lower percentage of patients in the FMC program were hospitalized for the first time by one year and two years.
- A significantly lower percentage of patients in the FMC program were hospitalized for cardiovascular disease for the first time by one year and two years.
- A significantly larger percentage of patients in the FMC program survived to the one year and two year time points.
- FMC program experienced estimated savings relative to FFS Medicare based on differences in service utilization throughout all three years of the Demonstration evaluation, with the magnitude of the savings appearing to increase over time.
- FMC Oral Nutritional Supplement program was associated with significantly reduced mortality at one year.
- Significantly higher percentage of patients in the FMC program were wait-listed for transplant.
- FMC achieved greater than 95% of the targeted dialysis Clinical Practice Measures for the Demonstration Project.
- High satisfaction was observed among patients who remained in the FMC program.

PATIENT SURVIVAL & HOSPITALIZATION

The Fresenius Health Partners Program Achieved Improvement in Patient Mortality and Hospitalization Outcomes for the 2006 to 2008 Evaluation Period:

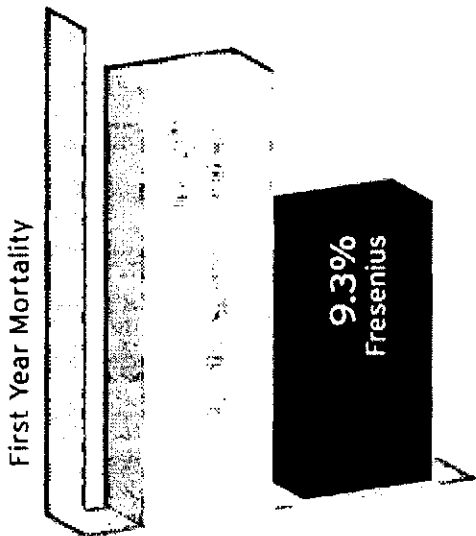
- One Year Mortality (36% reduction)
- Two Year Mortality (24% reduction)
- "All Cause" First Hospitalizations (reduced by 13% for One Year) and (reduced by 20% for Two Year)
- Cardiovascular Disease" First Hospitalizations (reduced by 14% for One Year) and (reduced by 21% for Two Year)

REDUCING COSTS

The Fresenius Health Partners Program Achieved Improvement (reductions) in Costs and Utilization of Services in the Third year of the Demonstration Project (2008) in the

Following Measures (range of improvement varied by analysis method):

- Hospital Admissions (8% to 12%)
- Hospital Readmissions (11% to 19%)
- Physician Visits (19% to 27%)
- SNF Stays (43% to 49%)
- ER Visits (3% to 4%)
- Cost of Care (5% to 6%)



Source: "Hospitalization, Survival and Transplant-Related Outcomes in CMS ESRD Disease Management Demonstration." Jeffrey Pearson, et al, Arbor Research Collaborative for Health, 2010. Full independent report at www.kidneytel.com.

ADVANCING RENAL THERAPY: **TREATMENT OPTIONS PROGRAM (TOPS)**

Renal care at Fresenius Medical Care starts well before dialysis with our pre-dialysis educational classes Treatment Options Program-TOPs.

Options include in-center dialysis, transplant, home dialysis, patient travel services and non-treatment

TOPs, in its five years since launch...

- Educated 57,000 chronic kidney patients at no charge to them. Family members welcome to participate

- Offered nationwide in a variety of settings including dialysis facilities, libraries, hospitals, community centers
- Peer-reviewed paper published on TOPs participants in June 2011
- Showed a 40-50% lower risk of death during first 90 days of dialysis
- TOPs associated with more home dialysis choices
- TOPs associated with more fistula/graft choices



ADVANCING RENAL THERAPY: CLINICAL STUDIES

The Clinical Studies Dept. at Fresenius Medical Care facilitates and monitors clinical research in our dialysis facilities.

- Completed more than 50 Phase 3 multi-site sponsored trials
- Completed more than 11 Phase 2 multi-site trials
- In its 11-years of operation, the group now includes 18 clinical research coordinators working with physicians across the U.S.
- Categories of clinical data available for study include general demographics and renal demographics, dialysis prescriptions, dialysis parameters, lab and medication prescriptions and results

■ Database of 600,000 renal patients available for study including:

- 116,000+ active patients
- 500 million lab results
- 130+ million hemodialysis treatments
- 450+ million medication administrations



ADVANCING RENAL THERAPY: RENAL RESEARCH INSTITUTE

Formed in early 1997 as a joint venture between Fresenius Medical Care and Beth Israel Medical Center, Renal Research Institute is a financial and scientific commitment to better kidney care. It is a collaboration with Beth Israel Medical Center and Fresenius Medical Care to produce measurable results in patient outcomes, building on clinical nephrology and evaluating and applying new technology to enhance the quality of patient care. The institute collaborates among a select group of dialysis facilities with strong ties to academic research institutions. This synergy among designated academic research universities, industry, and dialysis clinics is the first of its kind in the field of kidney disease.

Key contributions to the body of renal care literature by RRI

The Frequent Hemodialysis Network Trials (2010-2011)

These are landmark studies—1 published in *NEJM*—on the effects of increasing dialysis frequency from conventional thrice weekly to either 6-times, weekly short in-center dialysis or nocturnal dialysis. RRI played a pivotal role in the design and execution of these trials and is actively involved in the analysis and interpretation of the study results.

Calcium kinetic studies; contribution to the dialysate calcium debate (2006-2010)

RRI has conducted seminal calcium kinetic studies which significantly shaped the discussion about calcium balance and dialysate calcium concentration. RRI has further critically commented on recent guidelines to raise awareness in the nephrology community of the importance of calcium mass balance quantification. Additional publications with pivotal calcium kinetic data are underway.

Calcium kinetic studies; contribution to the dialysate calcium debate (2006-2010)

RRI conducted seminal calcium kinetic studies significantly shaping the discussion about calcium balance and dialysate calcium concentration. RRI has further critically commented on recent guidelines to raise awareness in the nephrology community of the importance of calcium mass balance quantification. Additional publications with pivotal calcium kinetic data are underway.

Events before death (2009-ongoing)

RRI is pioneering a novel methodological approach to look at risk predictors of death in dialysis patients: a look backwards in time, starting from the date of death to provide a powerful way of characterizing common patterns in the evolution of key clinical and laboratory parameters prior to death. The ultimate goal of this project is to develop an alarm system to draw clinicians' attention to high-risk patients that deserve special attention. RRI is leading an unprecedented worldwide collaboration to this end, spanning six continents and more than 30 countries. The results of this ongoing project will have a major impact on the field of dialysis.

OUR COMMUNITY COMMITMENT: A STEWARD OF THE ENVIRONMENT AND A SAFE WORKPLACE

- We recently revised a carbon tank backwashing system allowing us to sterilize water in dialysis clinics but save 300 million gallons of water.
- To reduce electrical consumption, heat exchangers are now used to transfer reverse osmosis-concentrate heat into the hot-water heaters allowing a typical 16-patient-station dialysis clinic to recover about 75% of wasted heat across our 1,850 U.S. clinics
- Since 1999, the company's been recognized by CNA for its national leadership and outstanding employee safety, health and risk management track record in earning its National Safety Award



OUR COMMUNITY COMMITMENT: **VOLUNTEERISM**

We volunteer because that is who we are, we are the fabric of our communities.

The South Greensboro, North Carolina Fresenius Medical Care Education Department provided area secondary institutions Page High School and Weaver Academy Allied Health Students with the opportunity to participate in a hemodialysis clinical experience. The students were shown an overview of hemodialysis, an opportunity to participate in an observation on a treatment floor of the dialysis process, interactions with health care professionals and an opportunity to view our Fresenius Treatment Options DVD. The students and instructors

voiced positive feedback in learning about patient care and medicine as a career choice, renal dialysis as a treatment modality and as an important medical option for patients with kidney failure.

Amy French, BSN, CNN presented a talk entitled "The Career Path of a Nephrology Nurse" to a group of high school students at the Prosser School of Technology in New Albany, INDIANA. Part of a career decision class which was made up of students wishing to pursue a career in the medical field, it was opportunity to introduce students, just beginning their career paths, to the exciting and rewarding world of nephrology nursing.



Fresenius Medical Care employees from the Greater Anderson, South Carolina area participated in the Habitat for Humanity. Pictured from left are Estella Hill, Home Therapy Nurse; Molly Costa, Home Therapy Program Manager; Cassandra Pinkston, Home Therapy Nurse; Maggie Frazier, Home Therapy Nurse and Pam Pyeatt, Home Therapy Nurse. Not pictured are Patsy Gaston and Elaine Fields.



Fresenius Medical Care facilities in the Houston area rallied staff members together to collect more than 1,000 cans of food for the Houston Food Bank. From left are Faith McBride, Assistant to Regional Vice President Mark Delahunty; Jesse Moya, Technical Supervisor, Houston Acute Program, and Anne Blue, Patient Services Specialist, Houston Region.

FRESENIUS MEDICAL CARE NORTH AMERICA



Staff from two clinics in the Vancouver, WA area participated in an NKF Kidney Walk in Portland, OR. The "Fort Vancouver Kidney Crusaders" created tee-shirts and spent a very enjoyable day walking for a good cause. From left, (front row) employee family member **Charles Frayer**, PCT **Melissa Vega**, employee family members **Ayden Vega** and **Dakota Roller**, patient **Suzanne Lam**, **Lisa Schaefer R.N.**, **Jeannie Roberts R.N.** and **Lewis the dog**; (back row) PCT **Scott Ryan**, employee family members **Klana**, **Kole**, and **Lori Ryan**, RCIT/PCT **Darcl Roller**, employee family member **Anna Roller**, PCT **Sherrie Neff**, **Erica Wheatley R.N.**, **Joan Blatt R.N.**, employee family member **Dave Leon**, patient family member **Joe Bertrand**, **Jill Walker R.N.**, PCT **Michelle Boston** and PCT **Jenni Frayer**.

During a medical mission to earthquake ravaged Haiti, North Alabama Region's Ann Pridgen RN CDN volunteered among a team of medical professionals seeing hundreds of desperate people. Among the many things she participated in: The team set-up a medical mobile clinic on a Saturday that was advertised by loud-speaker in the streets, and saw 138 patients in just 4 hours. We assisted with English lessons in the church one evening, and over 200 attended. Haitians are very anxious to learn English, as they are required to speak English to get a job. One young boy asked me to sit with him and write every word that I had said. Ann drew pictures and repeated the English words, since she could not translate the English into Creole.



Ann Pridgen RN CDN volunteering in Haiti

Ana Perryman, BSN, an Educational Coordinator for Fresenius Medical Care North Florida organized a community educational program in recognition of World Kidney Day. The location was her local farmer's market where individuals older than 45 years old participated in glucose and blood pressure screenings, as well as, a short health questionnaire identifying possible risks for kidney failure. She presented findings to the local chapter of the American Nephrology Nurses Association chapter members and new hires Fresenius Medical Care orientation.

- Our 400 nurse educators are certified to train professional clinical staff across Fresenius Medical Care to meet quality goals, ensure compliance with regulatory standards and the latest advances in patient care.
- Nurse educator personnel are volunteers and national leaders in kidney care and education benefitting the entire renal community.



Shad Ireland (middle), Fresenius Medical Care spokesperson, patient and Ironman triathlete, joined fellow Fresenius Medical Care staff members Joan MacWilliam and Heather Curry at the Alabama Kidney Foundation Walk.

OUR COMMUNITY COMMITMENT: **GLOBAL OUTREACH**

Renal Research Institute, and the Sustainable Kidney Care Foundation with Fresenius Medical Care, Germany were among the co-sponsors of a 2011 conference in Moshi, Tanzania where medical professionals examined the burden of kidney disease with particular focus on treating children and women of childbearing age in developing countries of sub-Saharan Africa, goals consistent with the United Nations Millennium Development Goals 2015 project. Participants included medical professionals from Tanzania, Malawi, Uganda, Kenya, Democratic Republic of Congo with global nephrology opinion leaders. They covered acute kidney injury, peritoneal dialysis, renal

replacement therapy, chronic kidney disease management, and managing specific kidney diseases.

Formed in early 1997 as a joint venture between Fresenius Medical Care and Beth Israel Medical Center, Renal Research Institute is an administratively distinct institution. The institute is a collaborative effort among a selected group of dialysis facilities with strong ties to academic research institutions. This synergy among designated academic research universities, industry, and dialysis clinics is the first of its kind in the field of kidney disease.





FRESENIUS MEDICAL CARE NORTH AMERICA

OUR COMMUNITY COMMITMENT: EMERGENCY & DISASTER PREPAREDNESS

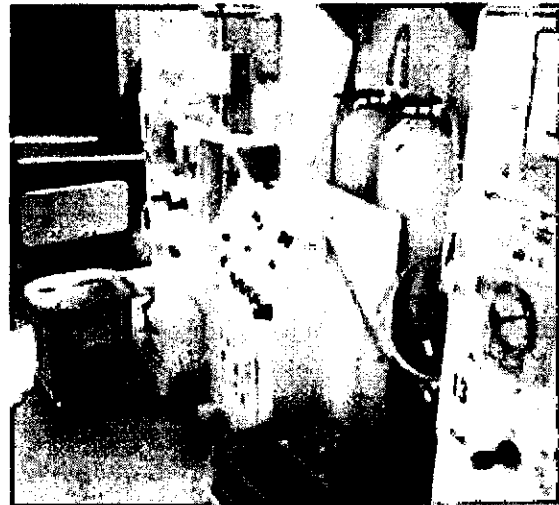
Our award-winning disaster/emergency preparedness teams ensure the continuity of our life-saving dialysis operations during major disaster/emergencies

- Winner International Association of Emergency Managers Business Preparedness Award in 2010
- Kidney Community Emergency Response Coalition leader
- Boosting disaster/emergency preparedness awareness and training for all our patients
- Disaster preparedness training for all employees
- Availability of a dedicated fully staffed 24-hr disaster hot-line that will locate the nearest open facility for any dialysis patient nationwide impacted during a disaster



HOW PREPARED ARE WE?

- Performed more than 1,000 treatments on non-FMCNA pts. following Hurricane Katrina
- Airlifted 50,000 lbs of urgently needed dialysis supplies to support disaster relief in the immediate aftermath of the Haiti earthquake
- Own and operate 4 large mobile generator trucks to respond to power disruptions during emergencies
- Distributed over 600 personal generators to staff across the country during various storms and emergencies
- By bringing our clinics on-line immediately after a disaster we reduce surge of dialysis patients to nearby hospitals, reducing the strain on the healthcare system



OUR COMMUNITY COMMITMENT: **CONTRIBUTIONS**

NATIONAL KIDNEY FOUNDATION

- Support at over \$250,000 in ongoing partnerships across the U.S. for public health education and research
- Recently co-produced a 6-minute film "Dialysis Saves Lives"—a social network viral sensation in the renal community. The aim was to help patients understand what's involved and demonstrate that dialysis can be both life-saving and life-enhancing. "Dialysis Saves Lives," focuses on four patients, ages 9-70, who share their experiences on camera. Viewers can follow the patients' initial fear at being diagnosed, treatment routines and ultimate realization that they can still lead normal, productive lives.
<http://youtu.be/NHS0oyHR4vI>

RENAL SUPPORT NETWORK

- Support at \$150,000 to advance their missions help patients develop their personal coping skills, special talents, and employability by educating and empowering them (and their family members) to take control of the course and management of the disease—to live a joyful life in spite of disease
- employees and patients who need immediate accommodation following major disasters

FMCNA NAMED AMONG THE WORLD'S **MOST INNOVATIVE COMPANIES**

Fresenius Medical Care is proud to have been named among the World's Most Innovative Companies in the August 8, 2011 cover story edition of Forbes. Of 100 companies, Fresenius Medical Care ranked 51. The list is based on an 8-year study by Harvard Business School Professor Clayton M. Christensen, along with colleagues Professors Jeff Dyer of Brigham Young University and Hal B. Gegeresen of INSEAD. They identified company cultures of the most innovative companies in the world where there was constant:

- Questioning, allowing innovators to challenge the status quo and consider new possibilities;
- Observing helping innovators detect small details—in the activities of customers, suppliers and other companies—that suggest new ways of doing things;

- Networking permitting innovators to gain radically different perspectives from individuals with diverse backgrounds;

- Experimenting prompting innovators to relentlessly try out new experiences, take things apart and test new ideas;

- Associational thinking—drawing connections among questions, problems or ideas from unrelated fields—triggered by questioning, observing, networking and experimenting and is the catalyst for creative ideas.



CORPORATE
Responsibility
&
COMMUNITY
Commitment



Fresenius Medical Care

The World Leader in Renal Therapy

**Fresenius Medical Care North America
920 Winter Street
Waltham, MA 02451
781-699-9000
www.fmcna.com**

Criterion 1110.230 – Purpose of Project

1. Dr. Trob has seen the number pre-ESRD patients in his practice from the Grayslake/Libertyville area more than double in the past two years; from 95 patients in 2009 to 215 in 2011. In order to plan appropriately to provide access for Dr. Trob's patients, the Prairie Meadows facility is proposed. It will take approximately 2 years for the facility to become fully operational after approval. Considering this growth of Dr. Trob's practice, additional dialysis services will be necessary two years from now to serve Dr. Trob's patients.
2. The market area that the Fresenius Medical Care Prairie Meadows will serve is the Grayslake/Libertyville area of Lake County in HSA 8.
3. The 30 minute area contains highly utilized, under utilized and not yet operating facilities due to continual expansions to meet demand for dialysis services. While there are three newly approved facilities within 30 minutes, they will serve separate geographic areas and are supported by different physician practices and Dr. Trob will not admit to these facilities. Also, it is anticipated that these will be at 80% utilization by the time the Prairie Meadows facility begins operations.
4. Demographic data contained in the application was taken from <http://factfinder2.census.gov/faces/nav/jsf/pages/index.xhtml>. Clinic utilization and ESRD zip code census was received from The Renal Network.
5. The goal of Fresenius Medical Care is to keep dialysis access available to this patient population as we continue to monitor the growth of ESRD and provide responsible healthcare planning for the 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. Fresenius Medical Care facilities meet the Board's criteria on quality. It is expected that this facility would have and maintain the same quality outcomes or higher as the average of the other Fresenius facilities in Illinois.
 - o 92% of patients had a URR \geq 65%
 - o 95% 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, however, Dr. Trob's pre-ESRD patient population that lives in the Grayslake/Libertyville area has doubled since 2009, going from 95 to 215. The future access for these patients needs to be considered now, not when all area clinics are already full since it takes approximately 2 years to get a facility fully operational. There is no monetary cost associated with doing nothing.

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 preferred 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 centers. Fresenius Medical Care has more than adequate capability to meet all of its 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 Dr. Trob's pre-ESRD patients to underutilized facilities in the area as they require dialysis treatment was not considered a reasonable alternative. Given the high number of pre-ESRD patients who live in the immediate area, access is needed that is more convenient for the patient rather than increasing travel times/costs by sending these patients miles away to other facilities. The closest facilities are either operating at high utilizations, nearing 80% or not yet operational. Those that are not yet operational have identified enough patients from a separate physician practice to bring those facilities to 80% utilization by the time the Prairie Meadows facility begins operations. There is no monetary cost to sending patients to area facilities.

D. The alternative that keeps the patient's well being at the forefront while planning for the observed growth of kidney disease is to establish a facility close to where the patients live to make access to treatment attainable and not an obstacle. The cost of this project is \$3,025,690.

2) Comparison of Alternatives

	Total Cost	Patient Access	Quality	Financial
Maintain Status Quo	\$0	Dr. Trob's patient base in the Grayslake/Libertyville area has doubled in the past two years. Some area clinics are already operating at high utilizations and remaining clinics will also be highly utilized by the time the Prairie Meadows facility is in operation and these patients begin dialysis.	While patient quality would remain the same at the Fresenius clinics, the patient's quality of life would diminish with increased travel times and expenses.	The only financial implication would be to the patient with increased travel costs.
Pursue Joint Venture	\$3,025,690	Same as current proposed project, however cost would be divided among Joint Venture members.	Patient clinical quality would remain above standards at the Fresenius clinics.	No effect on patients Fresenius Medical Care is capable of meeting its financial obligations and does not require assistance in meeting its financial obligations. If this were to become a JV, Fresenius Medical Care would maintain control of the facility and therefore ultimate financial responsibilities.
Utilize Area Providers	\$0	Loss of access to treatment schedule times would result in transportation problems as Medicaid transportation services do not operate after 4pm. Would create ripple effect of raising utilization of area providers to or above capacity.	Loss of continuity of care which would lead to lower patient outcomes. Unavailability to choose treatment schedule shift could cause transportation problems which leads to missed treatments and lower individual patient quality.	No financial cost to Fresenius Medical Care Cost of patient's transportation would increase with higher travel times
Establish Fresenius Medical Care Prairie Meadows	\$3,025,690	Continued access to dialysis treatment as patient numbers continue to grow. Improved access to favored treatment schedule times.	Patient clinical quality would remain above standards	This is an expense to Fresenius Medical Care only and is a minimal cost compared with other CON projects.

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. The Fresenius Prairie Meadows facility is expected to have similar quality measures as the average of other Fresenius facilities in Illinois as listed below:

- 92% of patients had a URR \geq 65%
- 95% 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	7,275 (12 Stations)	360-520 DGSF	86 DGSF	No

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 7,275 DGSF amounts to 606 DGSF per station and is over the State Standard. The additional space is needed for the home training department and office space.

A suitable site for exactly the allowable square footage was not found and Fresenius Medical Care prefers to have extra space available to expand its facilities when future need arises. Having the extra space to expand at the forefront is more cost effective than having to build a new facility or relocate one. The majority of our facilities are expanded at some point.

Also, when choosing a site, there are many variables involved such as accessibility, ample parking, patient drop off area, availability of ground floor space and workable interior space suitable for a dialysis center. It is often difficult to meet all this criteria and still stay within State Board standards for allowable square footage.

Criterion 1110.234, Project Services Utilization

UTILIZATION					
	DEPT/SERVICE	HISTORICAL UTILIZATION	PROJECTED UTILIZATION	STATE STANDARD	MET STANDARD?
	IN-CENTER HEMODIALYSIS	N/A New Facility	N/A	80%	N/A
YEAR 1	IN-CENTER HEMODIALYSIS	N/A New Facility	55%	80%	No
YEAR 2	IN-CENTER HEMODIALYSIS	N/A New Facility	118%	80%	Yes

Dr. Trob's practice has 211 pre-ESRD patients in stages 3 & 4 of kidney failure who live in the immediate area around Libertyville. Of those he expects 119 to be likely to begin dialysis in the first two years the Prairie Meadows facility is in operation and be referred there.

The above numbers account for an approximate 20% loss of pre-ESRD patients prior to dialysis commencement due to death, transplant, recovery of function or moving out of area and another 12% yearly loss of dialysis patients. While 118% utilization is high, it can be expected that a number of the identified patients might choose home dialysis or to dialyze at another area facility. Dr. Trob still has ample pre-ESRD patients to bring the facility to 80% utilization by the end of the second year of operation.

Planning Area Need – Formula Need Calculation:

A. Planning Area Need - Formula Need Calculation:

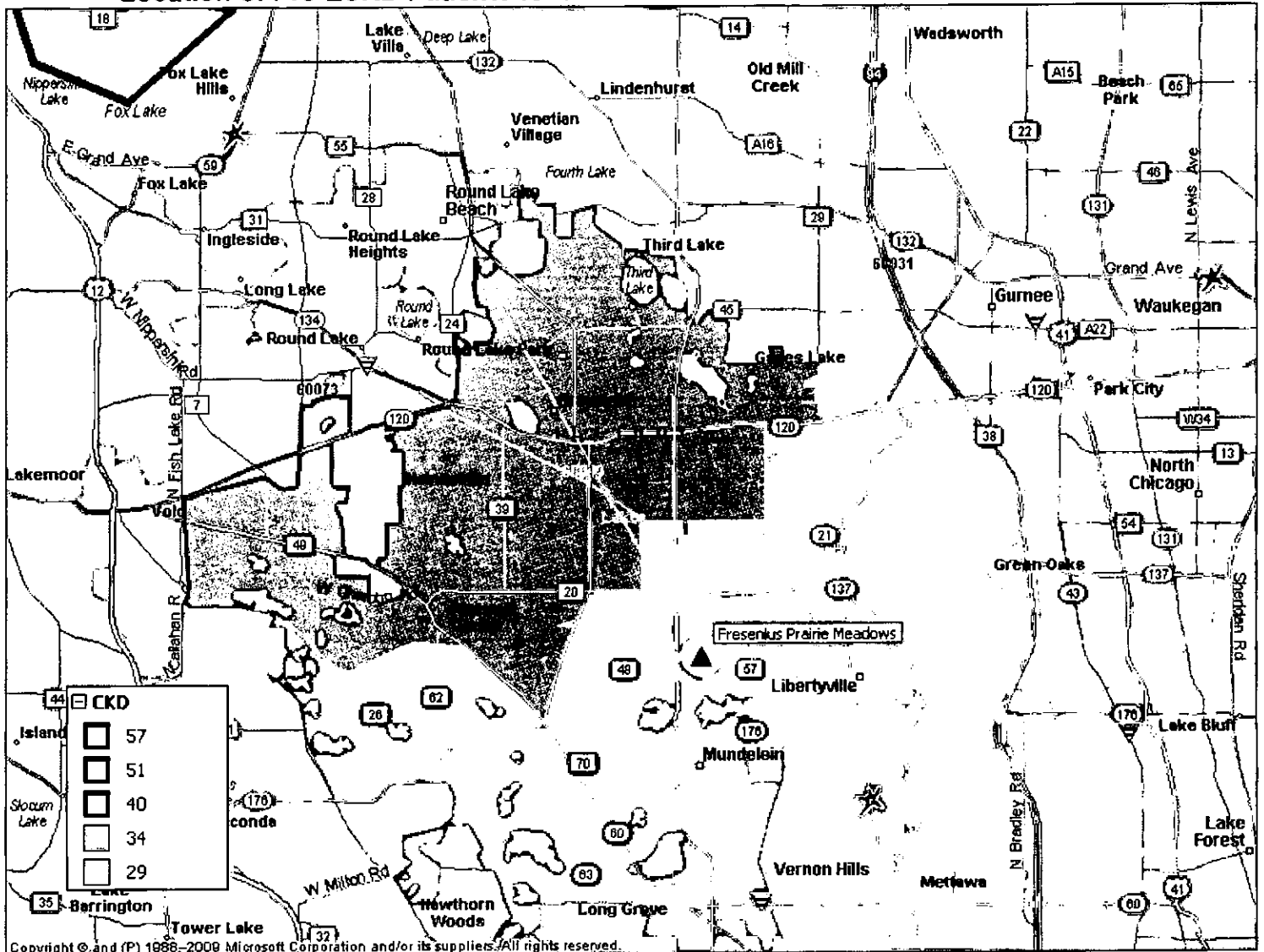
The proposed Fresenius Medical Care Prairie Meadows dialysis facility is located in Libertyville in HSA 8. HSA 8 is comprised of Lake, McHenry and Kane counties. According to the October 2011 Inventory there is an excess of 4 ESRD stations.

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 the Grayslake/Libertyville area of Lake County in HSA 8. HSA 8 consists of Lake County, McHenry County and Kane County.

County	HSA	# Pre-ESRD Patients Who Will Be Referred to Fresenius Medical Care Prairie Meadows
Lake	8	119 patients = 100%

Location of Pre-ESRD Patients for Fresenius Medical Care Prairie Meadows



JOSHUA R. TROB, M.D.
JAWAD MUNIR, M.D.
Nephrology Specialists, S.C.
1272 American Way
Libertyville, IL 60048

Telephone (847) 549-7222

Fax (847) 549-7260

October 5, 2011

Ms. Courtney Avery
Administrator
Illinois Health Facilities & Services Review Board
525 W. Jefferson St., 2nd Floor
Springfield, IL 62761

Dear Ms. Avery:

I am a nephrologist practicing in northeast Lake County. I have also served as Medical Director of the Fresenius Medical Care Lake Bluff dialysis center for the past six years. Due to the significant growth of ESRD I have seen at Fresenius Lake Bluff and the increase in new referrals for patients experiencing chronic kidney disease in Lake County (due to an aging population and the increasing incidence of kidney disease, particularly in minority populations), I am in full support of the proposed 12 station Fresenius Medical Care Prairie Meadows facility.

This growth has led me to take on a partner in my practice to accommodate the increase. In reviewing patient trends in my practice I have found that I now have more than double the pre-ESRD patients who live in the Libertyville and Grayslake area than I had at the end of 2009. In 2009 I had a total of 95 pre-ESRD patients in stages 3, 4 & 5 of kidney failure and I now have a total of 215. The majority of these patients will be requiring dialysis services in the next 1-3 years. The Prairie Meadows facility will be needed to provide access for this growing patient population.

The main Fresenius facilities that I admit my patients to, Lake Bluff, Round Lake and Gurnee are operating at high utilizations and I find it difficult at times to find a spot for my patients at a time of day when they have available transportation.

I was treating 54 hemodialysis patients at the end of 2008, 54 patients at the end of 2009 and 55 patients at the end of 2010, as reported to The Renal Network at these

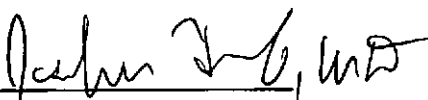
facilities - Fresenius Antioch, Round Lake, Gurnee, Lake Bluff and DaVita Lake Villa and Lake County (I began my own practice in 2010 therefore 2010 data does not include several patients I saw in my previous practice). As of the most recent quarter, I was treating 62 hemodialysis patients at these facilities. Over the past twelve months I have referred 33 new patients for hemodialysis treatment. I have 211 pre-ESRD patients in my practice who live in the Libertyville and Grayslake area. By laboratory and clinical criteria, I expect these patients to have a high likelihood of requiring dialysis within the first two years the Prairie Meadows facility is operating. Of those I expect approximately 119 to be referred to the Fresenius Prairie Meadows facility within 24 months of the completion of the facility. These numbers do not reflect those patients I treat on home dialysis.

I expect that approximately 20% of my pre-ESRD patients to no longer require dialysis services by the time the facility is operating. I also expect approximately 12% of my current dialysis patients to no longer require dialysis due to death, transplant or transferring out of the area.

I respectfully ask the Board to approve Fresenius Medical Care Prairie Meadows to alleviate high utilization at area clinics and to keep access to dialysis treatment available to the quickly growing ESRD population in this area. Thank you for your consideration.

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

Sincerely,


Joshua Trob, M.D.

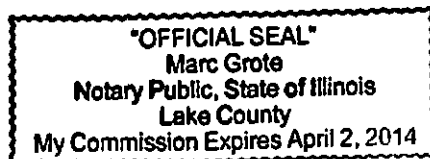
Notarization:

Subscribed and sworn to before me
this 5th day of OCT, 2011



Signature of Notary

Seal



**PRE - ESRD PATIENTS DR. TROB EXPECTS TO REFER TO FRESINIUS MEDICAL
CARE PRAIRIE MEADOWS IN THE 1ST 2 YEARS (24 MONTHS)
AFTER PROJECT COMPLETION**

Town	Zip Code	Stage 4 Year One	Stage 3 * Year two
Grayslake	60030	16	41
Gurnee	60031	10	24
Libertyville	60048	10	30
Mundelein	60060	11	40
Round Lake	60073	9	20
	Total	56	155

*Approximately 40% of these patients
will start dialysis in year three

Accounting for patient attrition and those patients in stage 3 of kidney failure that will begin dialysis in year two; I expect approximately 119 of my patients to be ready to begin dialysis at the Prairie Meadows facility in the first two years of operation. Patients in stage 4 are in a more serious and imminent stage of kidney failure than those in stage 3. It is difficult to determine with certainty when a patient in stage 3 will begin dialysis because each patient's progression is affected by many underlying conditions.

NEW REFERRALS OF DR. TROB FOR THE PAST TWELVE MONTHS
SEPTEMBER 1, 2010 THROUGH AUGUST 31, 2011

New Patients 8/2010- 8/2011

Zip Code	Fresenius Medical Care				DaVita		Total
	Lake Bluff	Gurnee	Round Lake	Antioch	Lake County	Lake Villa	
60020					1		1
60030					1		1
60030			2				2
60031	3						3
60041						1	1
60045	1						1
60046			2				2
60048	2						2
60053	1						1
60060	2						2
60061	2						2
60062	1						1
60073			5				5
60083	2						2
60084					1		1
60085	4						4
60089		1					1
60099	1						1
Total	19	1	9	0	3	1	33

92

PATIENTS OF DR. TROB AT YEAR END 2008

Zip Code	Fresenius Medical Care				DaVita		Total
	Lake Bluff	Gurnee	Round Lake	Antioch	Lake County	Lake Villa	
60002				2			2
60030					1		1
60030	1						1
60030			1				1
60031	3						3
60031		2					2
60031					1		1
60040	1						1
60044	1						1
60045	1						1
60048					3		3
60048	1						1
60048					1		1
60060					3		3
60061					1		1
60061	2						2
60064	6						6
60067					1		1
60073			6				6
60073						1	1
60074					1		1
60083							0
60085		1					1
60085	5						5
60087	3						3
60089					1		1
60099	2						2
60099					1		1
60099				1			1
Total	26	3	7	3	14	1	54

PATIENTS OF DR. TROB AT YEAR END 2009

December 2009 Dialysis Patients by zip

Zip Code	Fresenius Medical Care				DaVita Lake County	Total
	Lake Bluff	Gurnee	Round Lake	Antioch		
60002				1		1
60015	1					1
60022	1					1
60030	1					1
60030			2			2
60030					1	1
60031	2					2
60031		2				2
60044	1					1
60045	1					1
60048	2					2
60048					4	4
60049	1					1
60060			1			1
60060					3	3
60061	1					1
60061					2	2
60064	6					6
60073			6			6
60073					2	2
60085	5					5
60087	3					3
60088	1					1
60099	1					1
60099					1	1
60099				1		1
60624	1					1
Total	28	2	9	2	13	54

PATIENTS OF DR. TROB AT YEAR END 2010

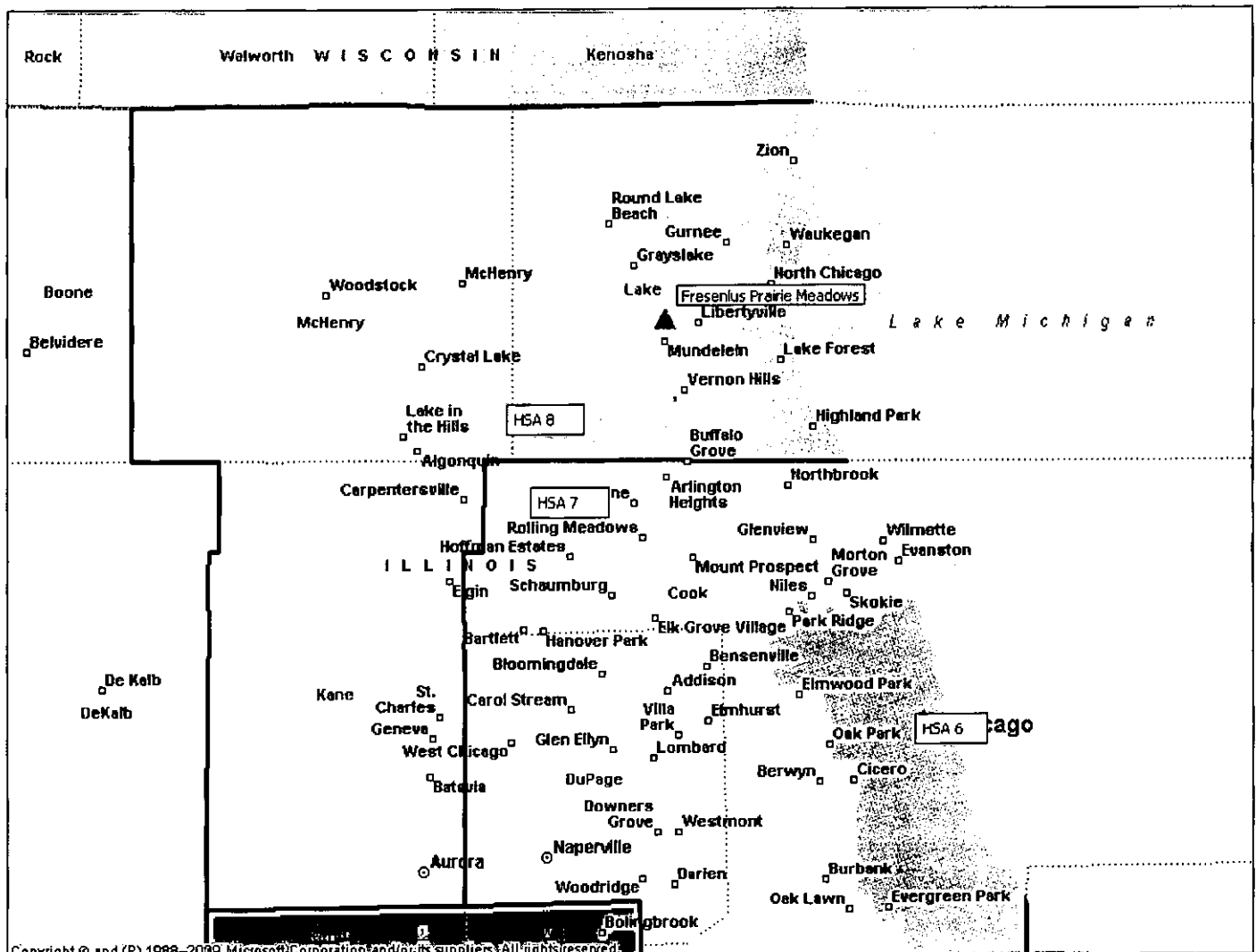
Zip Code	Fresenius Medical Care				Davita Lake County	Total
	Lake Bluff	Gurnee	Round Lake	Antioch		
60002				2		2
60020					1	1
60024					1	1
60030			2			2
60030					1	1
60030			1			1
60031	1					1
60031		1				1
60044	1					1
60045	1					1
60045						0
60046			2			2
60048	3					3
60048					1	1
60049	1					1
60060			1			1
60060					2	2
60061	1					1
60061					1	1
60064	6					6
60064					1	1
60069					1	1
60073			1			1
60073					1	1
60073			7			7
60083	2					2
60084					1	1
60085	5					5
60087	3					3
60099			1			1
60179			1			1
60201	1					1
Total	25	1	16	2	11	55

PATIENTS OF DR. TROB AT END OF 2nd QUARTER 2011

Zip Code	Fresenius Medical Care				DaVita		Total
	Lake Bluff	Gurnee	Round Lake	Antioch	Lake County	Lake Villa	
60002				2			2
60024					1		1
60030			3				3
60030					2		2
60031	2						2
60031		1					1
60041						1	1
60044	1						1
60045	1						1
60046			3				3
60048	2						2
60048					1		1
60049	1						1
60053	1						1
60060	2						2
60060			1				1
60060					1		1
60061	2						2
60061					1		1
60062	1						1
60064	5						5
60064					1		1
60069					1		1
60073			10				10
60073					1		1
60083	2						2
60084					2		2
60085	5						5
60087	3						3
60099	1						1
60099			1				1
Total	29	1	18	2	11	1	62

Service Accessibility – Service Restrictions

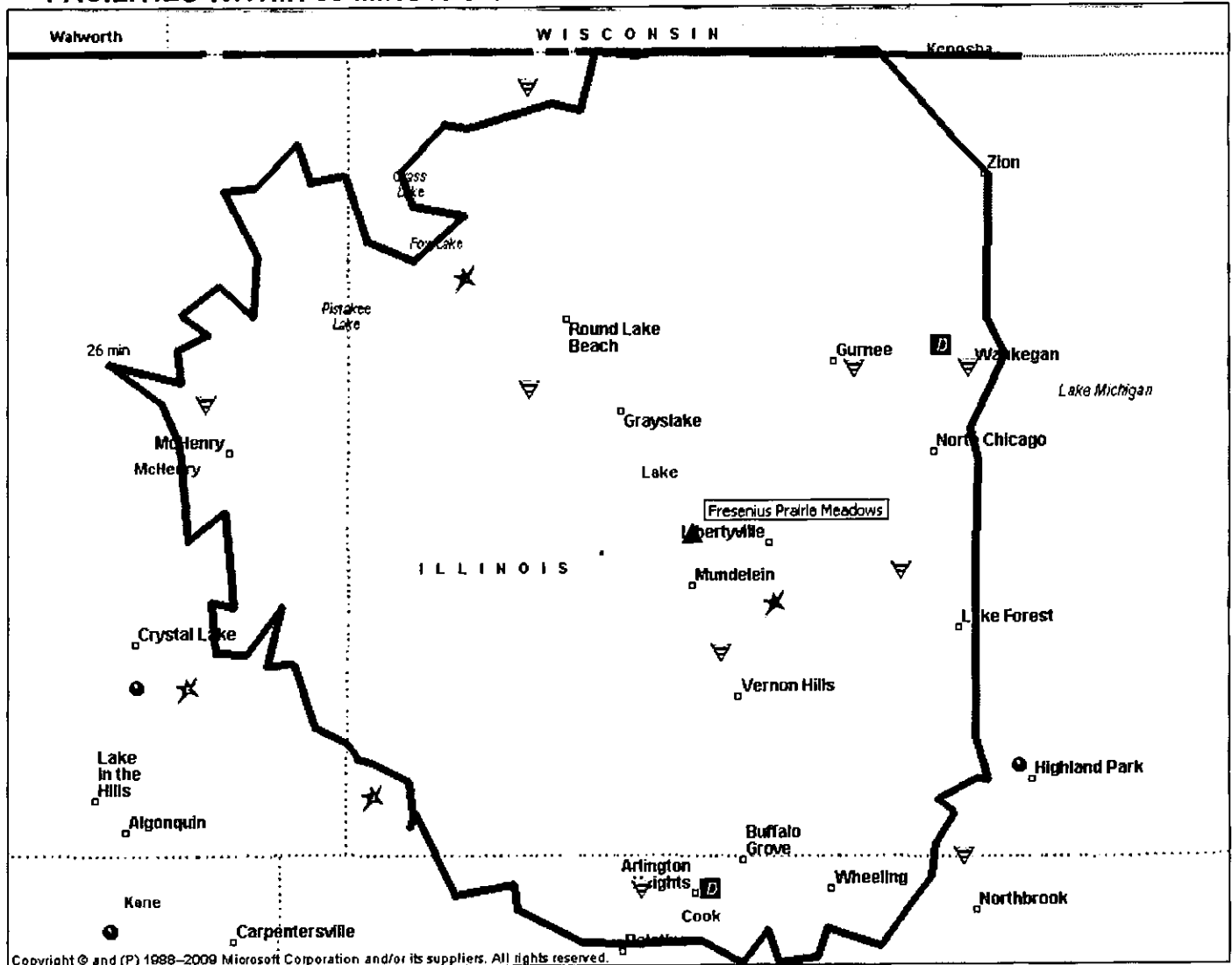
Fresenius Medical Care Prairie Meadows central Lake County in HSA 8, which consists of Lake, McHenry and Kendall Counties. As of the revised October station inventory there is an excess of 4 stations in this HSA.



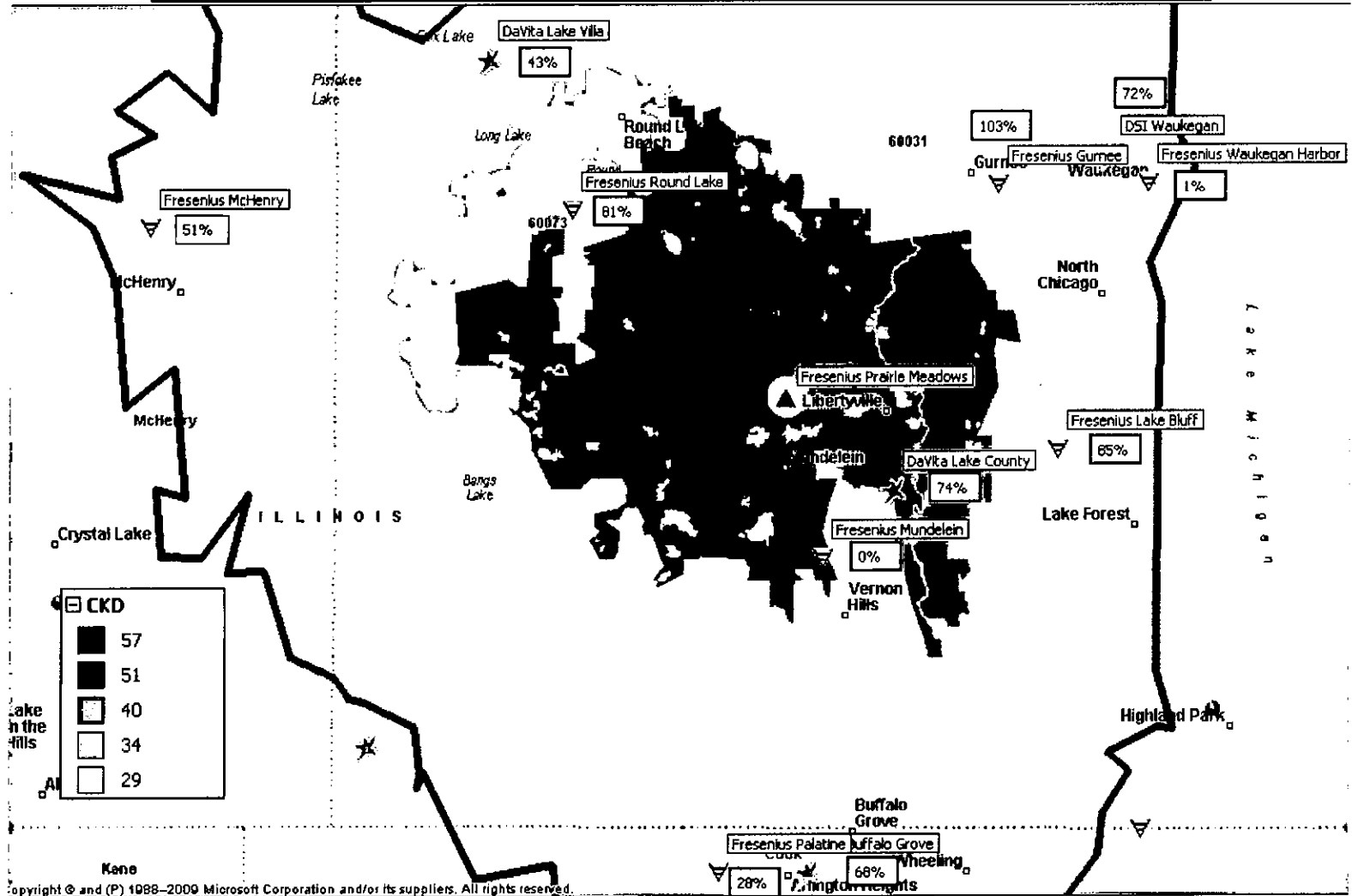
FACILITIES WITHIN 30 MINUTES TRAVEL TIME OF FRESENIUS MEDICAL CARE PRAIRIE MEADOWS

Name	Address	City	ZIP Code	MapQuest		Adjusted Time	Stations	Jun-11 Utilization
				Miles	Time			
DaVita Lake County	918 S Milwaukee Ave	Libertyville	60048	4.7	10	11.5	16	73.96%
Fresenius Mundelein	1400 Townline Road	Mundelein	60060	5.22	12	13.8	12	0.00%
Fresenius Round Lake	401 Nippersink Ave	Round Lake	60073	7.42	14	16.1	16	81.25%
Fresenius Gurnee	101 N Greenleaf Ave	Gurnee	60031	9.41	14	16.1	14	103.57%
Fresenius Lake Bluff	101 Waukegan Rd	Lake Bluff	60044	9.37	15	17.25	16	85.42%
DaVita Waukegan	1616 Grand Ave	Waukegan	60085	12.57	21	24.15	22	71.97%
DaVita Buffalo Grove	1291 W Dundee Rd	Buffalo Grove	60089	11.77	22	25.3	16	67.71%
Fresenius Waukegan Harbor	110 N West Street	Waukegan	60085	12.84	22	25.3	21	0.00%
DaVita Lake Villa	37809 SR-59	Lake Villa	60046	13.14	22	25.3	12	43.06%
Fresenius Palatine	691 E Dundee Rd	Palatine	60074	13.49	25	28.75	12	0.00%
Fresenius McHenry	4312 W Elm St	McHenry	60050	16.18	26	29.9	14	60.00%

FACILITIES WITHIN 30 MINUTES OF FRESENIUS MEDICAL CARE PRAIRIE MEADOWS



Demographics of Pre ESRD Patients who will be referred to Care Prairie Meadows



All facilities within 30 minutes are not operating above 80% utilization currently, however the need Fresenius Medical Care is planning for does not exist today but rather in two – three years. Dr. Trob has observed his pre-ESRD patient population from the Grayslake/Libertyville area double in the last two years mainly due to an aging population. It takes approximately two years to get a CON approved facility fully operational. By that time, his pre-ESRD patients in stages 3 & 4 from this area will be needing dialysis services. The facilities within the area that are newly approved will be beginning operation in the next few months and are estimated to reach 80% within two years with identified patients from separate nephrology practices. This is when the Prairie Meadows facility will be beginning operations – when currently approved facilities will be reaching 80% and additional access will be needed. If the applicant were to wait two years from now to propose this project when area facilities are at 80%, patients would lose access due to the length of time it takes to get a facility fully operational. It is prudent planning to propose this facility now.

- The Palatine facility was certified July 9, 2011 and is already at 28% after three months.
- The Waukegan Harbor facility is not yet certified.
- The Mundelein facility is not yet operational but will draw patients from the area between Vernon Hills and Highland Park.
- The McHenry facility was at 60% utilization and two stations were added in September reducing the utilization to 51%. While this is below the Board's standards, the McHenry facility is in a more rural location and most rural facilities do not operate six shifts due to patients having to travel long distances on country roads. The patients do not want to travel in the dark when the last shift of the day ends. As well, County transportation services do not operate after 4:00p.m. which also disallows many rural patients from dialyzing on the last shift of the day (see shift analysis on next page).

Operating Shifts For Fresenius Clinics in Rural Illinois

Facility	Shifts in Operation			Utilization Jul-11
	M-W-F	T-TH-S	Total Shifts	
Antioch	3	2	5	67%
Carbondale	3	2	5	71%
Du Quoin	2	2	4	57%
East Decatur	2	2	4	63%
Kewanee	2	2	4	64%
Macomb	2	2	4	53%
McHenry	2	2	4	60%
Metropolis	2	2	4	50%
Morris	3	2	5	78%
Ottawa	2	1	3	46%
Pekin	3	3	6	67%
Pontiac	3	1	4	56%
Randolph County	2	2	4	62%
Saline County	2	2	4	44%
Sandwich	3	0	3	40%
Spoon River	3	2	5	71%
Spring Valley	3	2	5	73%
Streator	2	1	3	40%
Williamson County	2	2	4	64%
Totals	46	34	80	
Avg # shifts/utilization	2.4	1.8	4.2	60%

Of the 19 Fresenius facilities in Illinois that would be considered rural only one operates a 6 shift schedule. On average the clinics operate 4 shifts of patients vs. the 6 shifts that the need determination relies on. Of these rural facilities not a single one operates at or above the 80% State utilization target. Some of these clinics will run one third shift in order to accommodate patients who work in the day. For a rural area, low utilization rates do not reflect available capacity, but different clinic operations.

Unnecessary Duplication/Maldistribution

Zip Code	Population	Stations	Facilities
60002	24,299		
60004	50,582		
60010	44,095		
60012	11,120		
60013	26,872		
60014	48,550		
60015	26,800		
60020	9,825		
60030	36,056		
60031	37,947	14	Fresenius Gurnee
60035	29,763		
60041	9,250		
60042	8,547		
60044	9,792	16	Fresenius Lake Bluff
60045	20,925		
60046	35,111	12	DaVita Lake Villa
60047	41,669		
60048	29,095	16	DaVita Lake County
60050	31,620	14	Fresenius McHenry
60051	25,192		
60060	37,189	12	Fresenius Mundelein
60061	25,748		
60062	39,936		
60064	15,407		
60067	38,585		
60069	8,364		
60073	60,002	16	Fresenius Round Lake
60074	38,985	12	Fresenius Palatine
60081	10,079		
60083	9,838		
60084	16,771		
60085	71,714	43	DaVita Waukegan/Fresenius Waukegan Harbor
60087	26,978		
60088	15,761		
60089	41,533	16	DaVita Buffalo Grove
60090	37,633		
60099	31,104		
Totals	1,082,757	171	1/6,332

1(A-B-C) The ratio of ESRD stations to population in the zip codes within a 30 minute radius of Fresenius Northfield is 1 station per 6,332 residents according to the 2010 census (based on 1,082,757 residents and 171 stations). The State ratio is 1 station per 3,508 residents (based on US Census 2010 of 12,830,632 Illinois residents and September 2011 Board station inventory of 3,657).

This ratio is one and one half times less than the State ratio indicating need within the 30 minute radius.

2. Although all facilities within thirty minutes travel time are not above the target utilization of 80%, Fresenius Medical Care Prairie Meadows will not create a maldistribution of services in regard to there being excess availability. All of the patients identified to be referred to the Prairie Meadows facility are new pre-ESRD patients. No patients will be transferred from any other facility. Dr. Trob has seen a doubling of pre-ESRD patients in his practice in the last two years who live in the Libertyville/Grayslake area. This increase has prompted him to take on a partner. The Prairie Meadows facility will be needed to accommodate this increase in patients.
3. Fresenius Medical Care Prairie Meadows will not have an adverse effect on any other area ESRD provider, but will have a positive effect on the Round Lake, Gurnee and Lake Bluff facilities, which are heavily utilized, that Dr. Trob currently admits to. Future ESRD patients in the Libertyville area will be able to dialyze near their home rather than traveling long distances.
4. Not applicable – applicant is not a hospital; however the utilization will not be lowered below target utilization at any other ESRD facility due to the establishment of the facility.

Criterion 1110.1430 (e)(1) – Staffing

2) A. Medical Director

Dr. Trob is currently the Medical Director for Fresenius Medical Care Lake Bluff. 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 Clinic Manager – 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.

CURRICULUM VITAE

Joshua R. Trob, M.D.

HOME ADDRESS:

EDUCATION AND TRAINING:

Fellowship
Nephrology
University of Chicago
Section of Nephrology
Chicago, IL
7/99 - 6/01

Residency
Internal Medicine
Barnes-Jewish Hospital
Washington University School of Medicine
St. Louis, MO
7/96 - 6/98

Internship
Internal Medicine
Barnes Hospital
Washington University School of Medicine
St. Louis, MO
7/95 - 6/96

Doctor of Medicine
Harvard Medical School
Boston, MA
9/91 - 6/95

A.B. Honors, Chemistry and Physics
Harvard College
Cambridge, MA
9/88 - 6/91

University of Michigan
Ann Arbor, MI
9/87 - 5/88

PROFESSIONAL EXPERIENCE:

Nephrology Specialists, S.C.
Libertyville, IL
7/10 - present

North Shore Nephrology, LTD
Libertyville, IL
2/10 - 6/10

Donald R. Steinmuller, M.D., S.C.
Yernon Hills, IL
9/03 - 1/10

Nephrology Associates of Northern Illinois
Elk Grove Village, IL
7/01 – 9/03

House Physician/Moonlighter
NorthShore University HealthSystem/Highland Park Hospital
3/00 – 6/01

Attending Physician
Barnes-Jewish Hospital
7/98 – 6/99

HOSPITAL MEMBERSHIPS: **NorthShore University Health System**
Evanston, IL 60201
2/10 – present (currently on leave of absence)

Advocate Condell Medical Center
Libertyville, Illinois
11/03 – present

Northwestern Lake Forest Hospital
Lake Forest, Illinois
12/03 – present

St. Alexius Medical Center
Hoffman Estates, Illinois
8/01 – 12/04

Alexian Brothers Medical Center
Elk Grove Village, Illinois
9/01 – 4/04

NorthShore University HealthSystem
Highland Park, Illinois
3/00 – 7/01
(contract physician for moonlighting purposes)

Barnes-Jewish Hospital
St. Louis, Missouri
7/98 – 6/99

LICENSURE: State of Illinois Medical License, 1999

CERTIFICATION: United States Medical Licensing Examination, 1996
Diplomate, American Board of Internal Medicine, 1998
Internal Medicine Recertification 2008
Nephrology Board Certification, 2002

HONORS AND AWARDS: Phi Beta Kappa, Harvard College
Graduated Magna cum Laude, Harvard College
Dean's List, Harvard College
James B. Angell Scholar, University of Michigan

RESEARCH: Clinical study of renal effects of fenoldopam in patients with systemic inflammatory response syndrome

University of Chicago, Section of Nephrology
Chicago, IL
2000 – 2001

M.D. Thesis Work, Laboratory of C. Ronald Kahn, M.D.
Insulin Stimulation of MAP and S6 Kinases in Liver and
Muscle of Intact Rat
Joslin Diabetes Center
Boston, MA
1992 – 1993

PUBLICATIONS:

Trob JR. Hepatitis C and cryoglobulinemic glomerulonephritis II: management. MDVista Journal of Medicine [serial online]. February 2001.
www.mdvista.com – website now offline

Trob JR. Hepatitis C and cryoglobulinemic glomerulonephritis I. MDVista Journal of Medicine [serial online]. December 2000.
www.mdvista.com – website now offline

Katznelson L, Bogan JS, Trob JR, et al. Biochemical assessment of Cushing's disease in patients with corticotroph macroadenomas. J Clin Endocrinol Metab 1998;83:1619-23.

PROFESSIONAL ORGANIZATIONS:

American College of Physicians
Renal Physicians Association
American Society of Nephrology
National Kidney Foundation

Hospital Privileges cont...

St. Alexius Medical Center 8/01 → 12/04 Medicine
1555 Barrington Road
Hoffman Estates, IL 60169

Alexian Brothers Medical Center 9/01 → 7/04 Medicine
800 Biesterfeld Road
Elk Grove Village, IL 60007

NorthShore Univ. Healthsystem 3/00 → 7/01 Medicine
(contract physician for moonlighting purposes)
2650 Ridge Avenue
Evanston IL

Barnes - Jewish Hospital 7/98 - 6/99
1 Barnes - Jewish Hospital Plaza
Saint Louis, MO 63110

Criterion 1110.1430 (e)(5) Medical Staff

I am the Regional Vice President of the Northern Illinois 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 Prairie Meadows, I certify the following:

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



Signature

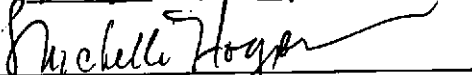
Brian Brandenburg

Printed Name

Regional Vice President

Title

Subscribed and sworn to before me
this 28th day of September, 2011



Signature of Notary

Seal



Criterion 1110.1430 (f) – Support Services

I am the Regional Vice President of the Northern Illinois 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 Prairie Meadows 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 Advocate Condell Medical Center, Libertyville:
 - Blood Bank Services
 - Rehabilitation Services
 - Psychiatric Services



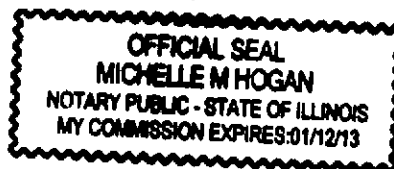
Signature

Brian Brandenburg/Regional Vice President
Name/Title

Subscribed and sworn to before me
this 28th day of Sept., 2011

Michelle M. Hogan
Signature of Notary

Seal



Criterion 1110.1430 (g) – Minimum Number of Stations

Fresenius Medical Care Prairie Meadows 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 Prairie Meadows will have twelve dialysis stations thereby meeting this requirement.

**TRANSFER AGREEMENT
BETWEEN
ADVOCATE CONDELL MEDICAL CENTER
AND
FRESENIUS MEDICAL CARE PRAIRIE MEADOWS**

THIS AGREEMENT is entered into this 1st day of October, 2011, between ADVOCATE CONDELL MEDICAL CENTER, an Illinois not-for-profit corporation, hereinafter referred to as "ACMC", and FRESENIUS MEDICAL CARE PRAIRIE MEADOWS, LLC d/b/a Fresenius Medical Care Prairie Meadows, hereinafter referred to as "FRESENIUS".

WHEREAS, ACMC is licensed under Illinois law as an acute care hospital and provides inpatient care, routine and emergency dialysis and emergency medical care;

WHEREAS, FRESENIUS is certified to operate as a renal dialysis facility under the the Medicare End Stage Renal Disease ("ESRD") Program and, if required, as a properly licensed medical facility under state laws and regulations;

WHEREAS, ACMC and FRESENIUS desire to cooperate in the transfer of patients between ACMC and FRESENIUS, when and if such transfer may, from time to time be deemed necessary and requested by the respective patient's physician, to facilitate appropriate patient care;

WHEREAS, the parties mutually desire to enter into a transfer agreement to provide for the medically appropriate transfer or referral of patients from FRESENIUS to ACMC, for the benefit of the community and in compliance with HHS regulations; and

WHEREAS, the parties desire to provide a full statement of their agreement in connection with the services to be provided hereunder.

NOW, THEREFORE, BE IT RESOLVED, that in consideration of the mutual covenants, obligations and agreements set forth herein, the parties agree as follows:

I. TERM

1.1 This Agreement shall be effective from the date it is entered into, and shall remain in full force and effect for an initial term of one (1) year. **Thereafter, this Agreement shall be automatically extended for successive one (1) year periods unless terminated as hereinafter set forth. All the terms and provisions of this Agreement shall continue in full force and effect during the extension period(s).**

II. TERMINATION

2.1 Either party may terminate this Agreement at any time with or without cause upon thirty (30) days prior written notice to the other party. Additionally, this Agreement shall automatically terminate should either party fail to maintain the licensure or certification necessary to carry out the provisions of this Agreement.

III. OBLIGATIONS OF THE PARTIES

3.1 FRESENIUS agrees:

a. That FRESENIUS shall refer and transfer patients to ACMC for medical treatment only when such transfer and referral has been determined to be medically appropriate by the patient's attending physician or, in the case of an emergency, the Medical Director for FRESENIUS, hereinafter referred to as the "Transferring Physician";

b. That the Transferring Physician shall contact ACMC's Emergency Department Nursing Coordinator prior to transport, to verify the transport and acceptance of the emergency patient by ACMC. The decision to accept the transfer of the emergency patient shall be made by ACMC's Emergency Department physician, hereinafter referred to as the "Emergency Physician", based on consultation with the member of ACMC's Medical Staff who will serve as the accepting attending physician, hereinafter referred to as the "Accepting Physician". In the case of the non-emergency patient, the Medical Staff attending physician will act as the Accepting Physician and must indicate acceptance of the patient. FRESENIUS agrees that ACMC shall have the sole discretion to accept the transfer of patients pursuant to this Agreement subject to the availability of equipment and personnel at ACMC. The Transferring Physician shall report all patient medical information which is necessary and pertinent for transport and acceptance of the patient by ACMC to the Emergency Physician and/or Accepting Physician;

c. That FRESENIUS shall be responsible for affecting the transfer of all patients referred to ACMC under the terms of this Agreement, including arranging for appropriate transportation, financial responsibility for the transfer in the event patient fails or is unable to pay, and care for the patient during the transfer. The Transferring Physician shall determine the appropriate level of patient care during transport in consultation with the Emergency Physician and/or Accepting Physician;

d. That pre-transfer treatment guidelines, if any, will be augmented by orders obtained from the Emergency Physician and/or Accepting Physician;

e. That, prior to patient transfer, the Transferring Physician is responsible for insuring that written, informed consent to transfer is obtained from the patient, the parent or legal guardian of a minor patient, or from the legal guardian or next-of-kin of a patient who is determined by the Transferring Physician to be unable to give informed consent to transfer; and

f. To maintain and provide proof to ACMC of professional and public liability insurance coverage in the amount of One Million Dollars (\$1,000,000.00) per occurrence and Three Million Dollars (\$3,000,000.00) in the aggregate with respect to the actions of its employees and agents connected with or arising out of services provided under this Agreement.

3.2 ACMC agrees:

a. To accept and admit in a timely manner, subject to bed availability, FRESENIUS patients referred for medical treatment, as more fully described in Section 3.1;

b. To accept patients from FRESENIUS in need of inpatient hospital care, when such transfer and referral has been determined to be medically appropriate by the patient's Transferring Physician at FRESENIUS;

c. That ACMC will seek to facilitate referral of transfer patients to specific Accepting Physicians when this is requested by Transferring Physicians and/or transfer patients;

d. That ACMC shall provide FRESENIUS patients with medically appropriate and available treatment provided that Accepting Physician and/or Emergency Physician writes appropriate orders for such services; and

e. To maintain and provide proof to FRESENIUS of professional and public liability insurance coverage in the amount of One Million Dollars (\$1,000,000.00) per occurrence and Three Million Dollars

(\$3,000,000.00) in the aggregate with respect to the actions of its employees and agents connected with or arising out of services provided under this Agreement.

IV. GENERAL COVENANTS AND CONDITIONS

4.1 Release of Medical Information. In all cases of patients transferred for the purpose of receiving medical treatment under the terms of this Agreement, FRESINIUS shall insure that copies of the patient's medical records, including X-rays and reports of all diagnostic tests, accompany the patient to ACMC, subject to the provisions of applicable State and Federal laws governing the confidentiality of such information. Information to be exchanged shall include any completed transfer and referral forms mutually agreed upon for the purpose of providing the medical and administrative information necessary to determine the appropriateness of treatment or placement, and to enable continuing care to be provided to the patient. The medical records in the care and custody of ACMC and FRESINIUS shall remain the property of each respective institution.

4.2 Personal Effects. FRESINIUS shall be responsible for the security, accountability and appropriate disposition of the personal effects of patients prior to and during transfer to ACMC. ACMC shall be responsible for the security, accountability and appropriate disposition of the personal effects of transferred patients upon arrival of the patient at ACMC.

4.3 Indemnification. The parties agree to indemnify and hold each other harmless from any liability, claim, demand, judgment and costs (including reasonable attorney's fees) arising out of or in connection with the intentional or negligent acts of their respective employees and/or agents.

4.4 Independent Contractor. Nothing contained in this Agreement shall constitute or be construed to create a partnership, joint venture, employment, or agency relationship between the parties and/or their respective successors and assigns, it being mutually understood and agreed that the parties shall provide the services and fulfill the obligations hereunder as independent contractors. Further, it is mutually understood and agreed that nothing in this Agreement shall in any way affect the independent operation of either ACMC or FRESINIUS. The governing body of ACMC and FRESINIUS shall have exclusive control of the management, assets, and affairs at their respective institutions. No party by virtue of this Agreement shall assume any liability for any debts or obligations of a financial or legal nature incurred by the other, and neither institution shall look to the other to pay for service rendered to a patient transferred by virtue of this Agreement.

4.5 Publicity and Advertising. Neither the name of ACMC nor FRESINIUS shall be used for any form of publicity or advertising by the other without the express written consent of the other.

4.6 Cooperative Efforts. The parties agree to devote their best efforts to promoting cooperation and effective communication between the parties in the performance of services hereunder, to foster the prompt and effective evaluation, treatment and continuing care of recipients of these services.

4.7 Nondiscrimination. The parties agree to comply with Title VI of the Civil Rights Act of 1964, all requirements imposed by regulations issued pursuant to that title, section 504 of the Rehabilitation Act of 1973, and all related regulations, to insure that neither party shall discriminate against any recipient of services hereunder on the basis of race, color, sex, creed, national origin, age or handicap, under any program or activity receiving Federal financial assistance.

4.8 Affiliation. Each party shall retain the right to affiliate or contract under similar agreements with other institutions while this Agreement is in effect.

4.9 Applicable Laws. The parties agree to fully comply with applicable federal, and state laws and regulations affecting the provision of services under the terms of this Agreement.

4.10 Governing Law. All questions concerning the validity or construction of this Agreement shall be determined in accordance with the laws of Illinois.

4.11 Writing Constitutes Full Agreement. This Agreement embodies the complete and full understanding of APMC and FRESENIUS with respect to the services to be provided hereunder. There are no promises, terms, conditions, or obligations other than those contained herein; and this Agreement shall supersede all previous communications, representations, or agreements, either verbal or written, between the parties hereto. Neither this Agreement nor any rights hereunder may be assigned by either party without the written consent of the other party.

4.12 Written Modification. There shall be no modification of this Agreement, except in writing and exercised with the same formalities of this Agreement.

4.13 Severability. It is understood and agreed by the parties hereto that if any part, term, or provision of this Agreement is held to be illegal by the courts or in conflict with any law of the state where made, the validity of the remaining portions or provisions shall be construed and enforced as if the Agreement did not contain the particular part, term, or provision held to be invalid.

4.14 Notices. All notices required to be served by provisions of this Agreement may be served on any of the parties hereto personally or may be served by sending a letter duly addressed by registered or certified mail. Notices to be served on APMC shall be served at or mailed to: Advocate Condell Medical Center, 801 S. Milwaukee Avenue, Libertyville, Illinois 60048, Attention: President, with a copy to Senior Vice President and General Counsel, 2025 Windsor Drive, Oak Brook, Illinois 60523 unless otherwise instructed. Notices to be served on FRESENIUS shall be mailed to Fresenius Medical Care Prairie Meadows, 900 Technology Way, Libertyville, Illinois, with a copy to Legal Department, Fresenius Medical care Prairie Meadows, LLC c/o Fresenius Medical Care North America, 920 Winter Street, Waltham, Massachusetts, 02451.

IN WITNESS WHEREOF, this Agreement has been executed by APMC and FRESENIUS on the date first above written.

ADVOCATE CONDELL MEDICAL CENTER

BY:

NAME: Ann Errichetti, M.D.
TITLE: President, Advocate Condell
Medical Center

FRESENIUS MEDICAL CARE PRAIRIE MEADOWS, LLC

BY:


NAME: Michelle Wiest
TITLE: Group Vice President

Criterion 1110.1430 (j) – Assurances

I am the Regional Vice President of the Northern Illinois 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 Prairie Meadows, I certify the following:

1. As supported in this application through expected referrals to Fresenius Medical Care Prairie Meadows in the first two years of operation, the facility is expected to achieve and maintain the utilization standard, specified in 77 Ill. Adm. Code 1100, of 80% and;
2. Fresenius Medical Care hemodialysis patients in Illinois have achieved adequacy outcomes of:
 - o 92% of patients had a URR \geq 65%
 - o 95% of patients had a Kt/V \geq 1.2

and same is expected for Fresenius Medical Care Prairie Meadows.

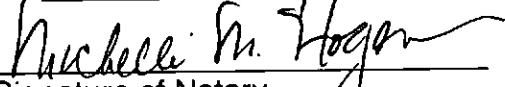


Signature

Brian Brandenburg/Regional Vice President

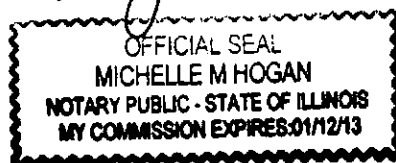
Name/Title

Subscribed and sworn to before me
this 28th day of September, 2011



Signature of Notary

Seal





Cushman & Wakefield of
Illinois, Inc.
455 N. Cityfront Plaza Drive
Suite 2800
Chicago, IL 60611-5555
(312) 470-1800 Tel
(312) 470-3800 Fax
www.cushwake.com

October 17, 2011

Loren N. Guzik
Senior Director | Brokerage Services
Cushman & Wakefield of Illinois, Inc.
455 N. Cityfront Plaza Drive
NBC Tower, Suite 2800
Chicago, IL 60611

RE: **Fresenius Medical Care
Letter Of Intent**

Dear Loren,

900 Technology 1.0 LLC is pleased to provide the following Letter Of Intent to lease.

OWNERSHIP:

900 Technology 1.0 LLC
47 WEST POLK STREET
SUITE 100-148
CHICAGO, IL 60605-2085

LOCATION:

900 Technology Drive
Libertyville, IL

**INITIAL SPACE
REQUIREMENTS:**

7,275 sq. ft. The eastern half of the first floor.

HOURS OF OPERATION:

Please be advised that FMC may have employees and / or patients on site 24 hours per day 6 days per week. FMC is not open on Sundays. Tenant shall abide by the hours of operation according to condominium documentation.

PRIMARY TERM:

Twelve (12) years.

POSSESSION DATE:

FMC will have the right to take possession of the premises upon approval of the Certificate of Need to complete its necessary improvements. FMC will need a minimum of 90 days to build out the premises.

COMMENCEMENT DATE:

90 days after Possession.

OPTION TO RENEW:

FMC desires three (3) five (5) year options to renew the lease.

RENTAL RATE:

Seventeen Dollars (\$17.00) Net

No warranty or representation, express or implied, is made as to the accuracy of the information contained herein, and same is submitted subject to errors, omissions, change of price, rental or other conditions, withdrawal without notice, and to any special listing conditions, imposed by our principals.

ESCALATION:

Fifty cents (\$.50) per year beginning in the second lease year.

COMMON AREA EXPENSES AND REAL ESTATE TAXES:

Tenant shall be responsible for all associated Tax & Operating Expenses.

TENANT IMPROVEMENTS:

Tenant shall take the space in "as-is" condition. FMC shall not be required to remove their tenant improvements at the end of the term.

DEMISED PREMISES SHELL:

Tenant shall take the space in "as-is" condition.

FIRE SUPPRESSION:

Landlord shall provide a sprinkler system as part of base building.

SPACE PLANNING/ ARCHITECTURAL AND MECHANICAL DRAWINGS:

FMC will provide all space planning and architectural and mechanical drawings required to build out the tenant improvements, including construction drawings stamped by a licensed architect and submitted for approvals and permits. All building permits shall be the Tenant's responsibility.

PARKING:

Tenant shall have use of parking according to condominium documents.

CORPORATE IDENTIFICATION:

FMC will have complete signage rights in accordance with local code.

ASSIGNMENT/ SUBLETTING:

FMC requires the right to assign or sublet all or a portion of the demised premises to any subsidiary or affiliate without landlord's consent. Any other assignment or subletting will be subject to landlord's prior consent, which shall not be unreasonably withheld or delayed.

ZONING AND RESTRICTIVE COVENANTS:

Landlord represents building is properly zoned for use as a dialysis clinic.

NON DISTURBANCE:

FMC will require a non-disturbance agreement.

ENVIRONMENTAL:

Landlord represents the building and premises are free of hazardous materials.

No warranty or representation, express or implied, is made as to the accuracy of the information contained herein, and same is submitted subject to errors, omissions, change of price, rental or other conditions, withdrawal without notice, and to any special listing conditions, imposed by our principals.

EXCLUSIVE TERRITORY:

Landlord agrees not to lease space under its control to another dialysis provider within a five mile radius of the proposed location.

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 December 31, 2012. 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 December 31, 2012, 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.

SECURITY:

Fresenius Medical Care Holding will fully guarantee the lease.

BROKERAGE FEE:

Per separate agreement.

No warranty or representation, express or implied, is made as to the accuracy of the information contained herein, and same is submitted subject to errors, omissions, change of price, rental or other conditions, withdrawal without notice, and to any special listing conditions, imposed by our principals.

This offer is not intended to be contractual in nature and only an executed lease delivered to both parties can bind the parties to this transaction. It is expressly understood, agreed, and hereby acknowledged, that only upon the proper execution of a fully completed, formal lease contract, with all the lease terms and conditions clearly defined and included therein, will there then be any obligation, of any kind or nature, incurred or created between the herein parties in connection with the referenced property.

You may email the proposal to loren.guzik@cushwake.com. Thank you for your time and cooperation in this matter, should you have any questions please call me at 312.470.1897.

Sincerely,

900 Technology 1.0 LLC

AGREED AND ACCEPTED this ____ day of _____, 2011

By: _____

Title: _____

AGREED AND ACCEPTED this ____ day of _____, 2011

By: _____

Title: _____

No warranty or representation, express or implied, is made as to the accuracy of the information contained herein, and same is submitted subject to errors, omissions, change of price, rental or other conditions, withdrawal without notice, and to any special listing conditions, imposed by our principals.

EXHIBIT 1

LEASE SCHEDULE NO. 769-0002105-016
(True Lease)

LESSOR: BEMENS FINANCIAL SERVICES, INC.
("Lessor")

Address: 170 Wood Ave South
Teelin, NJ 08830

LESSEE: NATIONAL MEDICAL CARE, INC.
a Delaware corporation
("Lessee")
Address: 920 Winter Street
Waltham, MA 02451

1. Lessor and Lessee have entered into a Master Equipment Lease Agreement dated as of March 10, 2008 ("Master Lease"), including this Schedule (together, the "Lease"), pursuant to which Lessor and Lessee have agreed to lease the equipment described in Exhibit A hereto (the "Equipment"). Lessee and Lessor each reaffirm all of its respective representations, warranties and covenants set forth in the Master Lease, all of the terms and provisions of which are incorporated herein by reference, as of the date hereof. Lessee further certifies to Lessor that Lessee has entered the Equipment and prior to the execution of this Schedule has received and approved a purchase order, purchase agreement or supply contract under which the Equipment will be acquired for purposes of this Lease.

2. The Acquisition Cost of the Equipment is: \$ 3,673,373.64

3. The Equipment will be located at the location specified in Exhibit A hereto, unless the Equipment is of the type normally used at more than one location (such as vehicular equipment, construction machinery or the like), in which case the Equipment will be used in the area specified on Exhibit A hereto.

4. TERM OF LEASE: The term for which the Equipment shall be leased shall be for 72 months (the "Initial Lease Term"), commencing on the Lease Term Commencement Date as set forth in the Acceptance Certificate to this Schedule, and expiring 03/30/2016, unless renewed, extended, or sooner terminated in accordance with the terms of the Lease.

5. RENT: (a) Payable in monthly installments on the 26th day of each month during the Initial Lease Term as follows:

Rental Payment Numbers	Number of Rental Payments	Amount of Each Rental Payment
1-72	72	\$53,954.37

Lessor will invoice Lessee for all sales, use and/or personal property taxes as and when due and payable in accordance with applicable law, unless Lessee delivers to Lessor a valid exemption certificate with respect to such taxes. Delivery of such certificate shall constitute Lessee's representation and warranty that no such tax shall become due and payable with respect to the Equipment and Lessee shall indemnify and hold harmless Lessor from and against any and all liability or damages, including late charges and interest which Lessor may incur by reason of the assessment of such tax.

6. OTHER PAYMENTS:

(a) Lessee agrees to pay Rental Payments in advance.

015 Exhibit 12.doc

7. **EARLY TERMINATION OPTION:** So long as no Event of Default under the Lease, nor any event which upon notice or lapse of time or both would constitute such an Event of Default has occurred and is continuing, Lessee shall have the option to terminate the Lease for all, but not less than all, of the Equipment on the rental payment date for the twenty-fourth (24th) monthly rental payment (the "Early Termination Date"). Lessee shall notify Lessor in writing of Lessee's intention to exercise such termination option at least ninety (90) days prior to the Early Termination Date of such Lease. Lessee shall pay to Lessor on the Early Termination Date an aggregate amount (the "Termination Amount") equal to: (i) all rental payments, late charges and other amounts due and owing under the Lease, including the rental payment due on the Early Termination Date; plus (ii) any and all taxes, assessments and other charges due in connection with the termination of the Lease; plus (iii) 64% of the original Acquisition Cost of the Equipment as set forth herein.

In addition to the payment of the Termination Amount, Lessee shall return all of the Equipment to Lessor on the Early Termination Date pursuant to and in the condition required by the terms of the Lease.

In the event Lessee shall not pay the Termination Amount on the Early Termination Date and return the Equipment to Lessor pursuant to, and in the condition required by the Lease, then the Lease Term for the Equipment shall continue in full force and effect and this Early Termination Option shall be null and void and of no further force or effect.

8. **EARLY PURCHASE OPTION:** So long as no Event of Default under the Lease, nor any event which upon notice or lapse of time or both would constitute such an Event of Default has occurred and is continuing, Lessee shall have the option to terminate the Lease and purchase all, but not less than all, of the Equipment on the rental payment date for the sixtieth (60th) monthly rental payment (the "Early Purchase Option Date"). Lessee shall notify Lessor in writing of Lessee's intention to exercise such early purchase option at least ninety (90) days prior to the Early Purchase Option Date of such Lease. Lessee shall pay to Lessor on the Early Purchase Option Date an aggregate amount (the "Purchase Price") equal to: (i) all rental payments, late charges and other amounts due and owing under the Lease, including the rental payment due on the Early Purchase Option Date; plus (ii) any and all taxes, assessments and other charges due in connection with the termination of the Lease and the purchase of the Equipment; plus (iii) 28.02% of the original Acquisition Cost of the Equipment as set forth herein.

Provided that Lessor shall have received the Purchase Price on the Early Purchase Option Date, Lessor shall convey all of its right, title and interest in and to the Equipment to Lessee on the Early Purchase Option Date, on an "AS-IS", "WHERE-IS" BASIS WITHOUT REPRESENTATION OR WARRANTY, EXPRESS OR IMPLIED, and without recourse to Lessor; provided however, that notwithstanding anything else herein to the contrary, Lessor shall warrant that the Equipment is free and clear of all liens, charges and encumbrances created by, through or under Lessor, and that Lessor has good and lawful right, power and authority to sell said Equipment to Lessee.

In the event Lessee shall not pay the Purchase Price on the Early Purchase Option Date then the Initial Lease Term or any renewal term for the Equipment shall continue in full force and effect and this Early Purchase Option shall be null and void and of no further force or effect.

9. **PURCHASE OPTION:** So long as no Event of Default, nor any event which upon notice or lapse of time or both would constitute an Event of Default, has occurred and is continuing under the Lease, and the Lease has not been earlier terminated, and upon not less than ninety (90) days prior written notice, Lessee shall have the option, upon expiration of the Initial Lease Term, renewal term or Extended Term, to purchase all, but not less than all, of Lessor's right, title and interest in and to the Equipment at the end of the Lease Term for a Purchase Option Price (hereinafter defined), on the last day of the Lease Term, in immediately available funds.

The Purchase Option Price shall be equal to the Fair Market Value of the Equipment (hereinafter defined) plus any sales, use, property or excise taxes on or measured by such sale, any other amounts accrued and unpaid under the Lease and any other expenses of transfer including UCC termination fees.

The "Fair Market Value" of the Equipment, shall be determined on the basis of, and shall be equal in amount to the value which would be obtained in, an arm's-length transaction between an informed and willing buyer-user (other than a lessee currently in possession or a used equipment dealer) and an informed and willing seller under no compulsion to sell and, in such determination, costs of removal from the location of current use shall not be a deduction from such value. For purposes of determining Fair Market Value it will be assumed that as of the date of determination that the Equipment is in at least the condition required by the Lease, if during or after the period of thirty (30) days from Lessor's receipt of the aforesaid written notice from Lessee of Lessee's intention to exercise said purchase option, Lessor and Lessee determine that they cannot agree upon such fair market value, then such value shall be determined in accordance with the foregoing definition by a qualified independent appraiser as selected by mutual agreement between Lessor and Lessee, or failing such agreement, by a panel of three independent appraisers, one of whom shall be selected by Lessor, the second by Lessee and the third designated by the first two selected. If any party refuses or fails to appoint an appraiser or a third appraiser cannot be agreed upon by the other two appraisers, such appraiser or appraisers shall be selected in accordance with the rules for commercial arbitration of the

013 Exhibits 12.doc

American Arbitration Association. The appraisers shall be instructed to make such determination within a period of twenty (20) days following appointment, and shall promptly communicate such determination in writing to Lessor and Lessee. The determination of Fair Market Value so made by the sole appraiser or by a majority of the appraisers, if there is more than one, shall be conclusively binding upon both Lessor and Lessee. All appraisal costs, fees and expenses shall be payable by Lessee. The sale of the Equipment by Lessor to Lessee shall be on an AS-IS, WHERE-IS basis, without recourse to, or warranty by, Lessor; provided however, that notwithstanding anything else herein to the contrary, Lessor shall warrant that the Equipment is free and clear of all liens, charges and encumbrances created by, through or under Lessor, and that Lessor has good and lawful right, power and authority to sell said Equipment to Lessee.

Lessee shall be deemed to have waived this Purchase Option unless it provides Lessor written notice of its irrevocable election to exercise this option within fifteen (15) days after Lessee is advised of the Fair Market Value of the Equipment.

Lessee may elect to return all, but not less than all, of the Equipment at the end of the Initial Lease Term or any renewal term, provided that such return will only be permitted if (i) the Lessee provides the Lessor with written notice of its intention to return the Equipment not less than ninety (90) days prior to the end of the Initial Term, and (ii) the return of the Equipment is in accordance with the terms of the Lease and any Schedules, Acceptance Certificates, Riders, Exhibits and Addenda thereto.

If, for any reason whatsoever, the Lessee does not purchase the Equipment at the end of the Initial Lease Term or any renewal term in accordance with the foregoing, or exercises their option to return the Equipment as set forth above, the lease term of the Equipment shall and without further action on the part of Lessee be extended on a month-to-month basis with rentals payable monthly calculated at one hundred five percent (105%) of the highest monthly rental payable during the Initial Lease Term (the "Extended Term"). At the end of such Extended Term, the Lessee shall have the option to either: (i) return the Equipment to the Lessor in accordance with the terms of the Lease; or (ii) purchase the Equipment for its then Fair Market Value as determined in accordance with the provisions set forth above. The Extended Term shall continue until (a) Lessee provides Lessor with not less than ninety (90) days prior written notice of the anticipated date Lessee will return the Equipment and Lessee returns the Equipment in accordance with the return provisions of this Lease, or (b) Lessee provides Lessor with not less than ninety (90) days prior written notice of Lessee's exercise of its Fair Market Value purchase option with respect to the Equipment.

10. STIPULATED LOSS VALUES:

Rental Payment #	Percentage of Acquisition Cost	Rental Payment #	Percentage of Acquisition Cost
1	101.47	37	60.22
2	100.61	38	58.94
3	99.55	39	57.66
4	98.66	40	56.37
5	97.55	41	55.08
6	96.63	42	53.78
7	95.48	43	52.47
8	94.41	44	51.16
9	93.33	45	49.84
10	92.25	46	48.51
11	91.15	47	47.18
12	90.05	48	45.84
13	88.95	49	44.50
14	87.83	50	43.15
15	86.71	51	41.79
16	85.58	52	40.43
17	84.44	53	39.08
18	83.29	54	37.69
19	82.14	55	36.31

015 Exhibits 12.doc

Rental Payment #	Percentage of Acquisition Cost	Rental Payment #	Percentage of Acquisition Cost
20	80.97	58	34.92
21	79.81	57	33.53
22	78.63	58	32.13
23	77.45	59	30.72
24	76.26	60	29.31
25	76.06	61	27.89
26	73.88	62	26.47
27	72.65	63	25.04
28	71.44	64	23.61
29	70.22	65	22.17
30	68.99	66	20.72
31	67.76	67	19.27
32	66.52	68	17.82
33	65.27	69	16.35
34	64.01	70	14.88
35	62.75	71	13.40
36	61.49	72	11.92

Stipulated Loss Values are due in addition to the Rental Payment due on the same date.

IN WITNESS WHEREOF, the parties hereto certify that they have read, accepted and caused this Individual Leasing Record to be duly executed by their respective officers thereunto duly authorized.

Dated: 3/30/09
 LESSOR:
 Siemens Financial Services, Inc.
 By: Carol Walters
 Name: CAROL WALTERS
 Title: VICE PRESIDENT DOCUMENTATION



Breast Enriga
 Re: Transaction Coordinator

LESSEE:
 National Medical Care, Inc.
 By: Mark Pawlett
 Name: MARK PAWLETT
 Title: TREASURER

015 Exhibit 12.doc

Exhibit A

SONENS FINANCIAL SERVICES INC
RUMOKW 03/30/2013

Account No	Account Name	Account Type	Account Description	Account Balance	Account Status	Account Address	Account City	Account State	Account Zip	Account Date	Account Owner
78-0001-0101	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0102	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0103	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0104	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0105	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0106	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0107	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0108	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0109	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0110	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0111	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0112	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0113	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0114	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0115	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0116	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0117	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0118	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0119	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0120	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0121	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0122	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0123	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0124	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0125	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0126	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0127	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0128	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0129	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0130	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0131	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0132	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0133	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0134	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0135	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0136	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0137	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0138	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0139	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0140	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0141	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0142	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0143	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0144	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0145	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0146	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0147	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0148	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0149	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							
78-0001-0150	100 GALLATIN ROAD	NA	MASVILLE	13,425.00							

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 E7300/2.66GHz, 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, 1x08FP BLK 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 (420-9670)		
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 AX610 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 (467-3564)		
Feature:	Resource DVD contains Diagnostics and Drivers for Dell OptiPlex 760 Vista (330-2018)		
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 (365-0257)
	CFI, Rollup, Integration Service, Image Load (366-1416)
	CFI, Rollup, Custom Project, Fee for ESLH (366-1551)
	CFI, Rollup, Integration Services, BIOS Setting (366-1558)
	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 (A0748570)	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

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.

2010 Financial Statements for Fresenius Medical Care Holdings, Inc. were submitted previously to the Board with #11-022, Fresenius Medical Care Lockport and are the same financials that pertain to this application. In order to reduce bulk these financials can be referred to if necessary.



Fresenius Medical Care

To: Illinois CON

August 31, 2011

Fresenius Medical Care Holdings, Inc (the Company or FMCH) summary of discussion points with Illinois CON for the meeting in early August, 2011. We discussed several points related to the rating and credit quality of the Company as follows:

1. Most ratings of the Company are higher than the ratings for our Senior Notes. Our Senior Secured ratings are investment grade and our Accounts Receivable Commercial Paper Facility is structured to a AA rating. See ratings summary below:

	Standard & Poor's	Moody's	Fitch
Corporate Credit Rating	BB	Ba1	BB+
Outlook	Positive	stable	stable
Secured Debt	BBB-	Baa3	BBB
Unsecured Debt	BB	Ba2	BB+

2. The market's evaluation of the Company's bonds is far more positive than the rating agencies assessment would indicate. The Company's yields trade in line with BBB investment grade rated companies and much lower than the index for BB rated companies. That chart was on Page 7 of our presentation.
3. Moody's has published its standards for investment grade ratings. Of the six criteria, the Company meets or exceeds four of the criteria.
4. The company has substantial liquidity (over a billion \$'s) to meet all of its obligations in Illinois and elsewhere.

Additionally, in the discussion following our presentation, the topic of the company's size was brought up as a negative. We did not have the opportunity to address that issue during the meeting, so we will address it here. During the credit crisis, many of the physician practices we do business with had difficulty raising money. The banking market was closed to many, if not most, physician practices and businesses. Due to our size and the strength of our credit, the banking and capital markets were still open to us. We assisted many of our partners with liquidity when they unable to access it. Furthermore, Illinois is better served by having a strong and committed partner who is willing to continue to invest capital, reduce health care costs, add jobs and grow in the state.

Mark Fawcett
 Vice President, Treasurer
 Fresenius Medical Care NA

Fresenius Medical Care North America

Corporate Headquarters: 920 Winter St Waltham, MA 02451 (781) 699-2668

Criterion 1120.310(a) Reasonableness of Financing Arrangements

Fresenius Medical Care Prairie Meadows, 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: *Bryan Mello*
Title: **Bryan Mello**
Assistant Treasurer

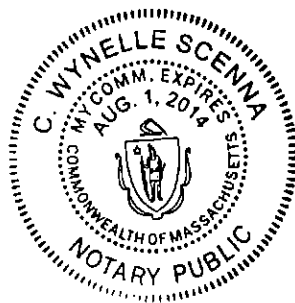
By: *Mark Fawcett*
Title: **Mark Fawcett**
Vice President & Treasurer

Notarization:
Subscribed and sworn to before me
this _____ day of _____, 2011

Notarization:
Subscribed and sworn to before me
this 3 day of Oct, 2011

Signature of Notary *C Wynelle Scenna* Signature of Notary

Seal



Seal

Criterion 1120.310(a) Reasonableness of Financing Arrangements

Fresenius Medical Care Holdings, Inc.

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: *B. Mello*
Bryan Mello
ITS: **Assistant Treasurer**

By: *M. Fawcett*
Mark Fawcett
Vice President & Asst. Treasurer
ITS: _____

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

Signature of Notary

Seal



Notarization:
Subscribed and sworn to before me
this 3 day of Oct, ~~2010~~ 2011

Signature of Notary

Seal

Criterion 1120.310(b) Conditions of Debt Financing

Fresenius Medical Care Prairie Meadows, 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: *Bryan Mello*
ITS: **Bryan Mello**
Assistant Treasurer

By: *Mark Fawcett*
ITS: **Mark Fawcett**
Vice President & Treasurer

Notarization:
Subscribed and sworn to before me
this _____ day of _____, 2011

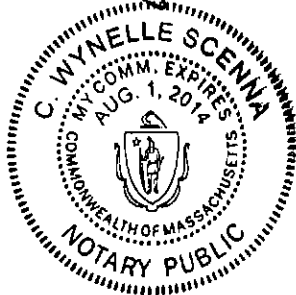
Notarization:
Subscribed and sworn to before me
this 3 day of Oct, 2011

Signature of Notary

C. Wynelle Scenna

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: *Bryan Mello*
ITS: **Bryan Mello**
Assistant Treasurer

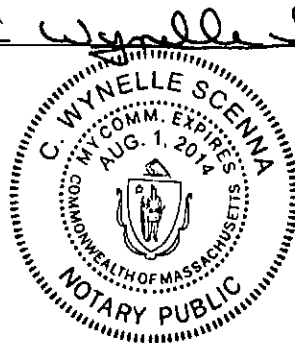
By: *Mark Fawcett*
ITS: **Mark Fawcett**
Vice President & Asst. Treasurer

Notarization:
Subscribed and sworn to before me
this _____ day of _____, 2011

Notarization:
Subscribed and sworn to before me
this 3 day of Oct, 2011

C. Wynelle Scenna
Signature of Notary

Seal



Seal

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			7,275			949,388	949,388
Contingency		13.05			7,275			94,939	94,939
TOTALS		143.55			7,275			1,044,326	1,044,326*

* Include the percentage (%) of space for circulation

*number \$1 off due to rounding

Criterion 1120.310 (d) – Projected Operating Costs

Year 2015

Salaries \$567,430
 Benefits 141,858
 Supplies 123,120
 Total \$832,408

Annual Treatments 9,048

Cost Per Treatment \$92.00

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

Year 2015

Depreciation/Amortization \$78,959
 Interest 0
 CAPITAL COSTS \$78,959

Treatments: 9,048

Capital Cost per treatment \$8.73

Safety Net Impact Statement

The establishment of the Fresenius Medical Care Prairie Meadows dialysis facility will not have any impact on safety net services in Libertyville area. 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.

SAFETY NET INFORMATION			
CHARITY CARE (Uncompensated Care)			
	2008	2009	2010
Charity (# Uncomp patients)	282	243	143
Charity (# Uncomp treatments)	14,557	15,457	7,047
Charity (Uncomp) Cost	3,402,665	3,489,213	1,307,433
MEDICAID			
	2008	2009	2010
Medicaid (Patients)	1,561	1,723	1,809
Medicaid (Treatments)	122,615	132,658	154,591
Medicaid (Revenue)	36,159,588	39,748,886	43,795,183

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

(See attachment 44 for Uncompensated and Medicaid Care by facility)

Charity Care Information

The applicant(s) do not provide charity care at any of their facilities. The applicant(s) are for profit corporations and do not receive the benefits of not for profit entities, such as sales tax and/or real estate exemptions, or charitable donations. The applicants are not required, by any State or Federal law, including the Illinois Healthcare Facilities Planning Act, to provide charity care. The applicant(s) are prohibited by Federal law from advising patients that they will not be invoiced for care, as this type of representation could be an inducement for patients to seek care prior to qualifying for Medicaid, Medicare or other available benefits.

The applicants do provide access to care at all of its clinics regardless of payer source or whether a patient is likely to receive treatments for which the applicants are not compensated. Uncompensated care occurs when a patient is not eligible for any type of insurance coverage (whether private or governmental) and receives treatment at our facilities. This represents a small number of patients, as Medicare covers all dialysis services as long as an individual is entitled to receive Medicare benefits (i.e. has worked and paid into the social security system as a result) regardless of age. In addition, in Illinois Medicaid covers patients who are undocumented and/or who do not qualify for Medicare, and who otherwise qualify for public assistance. Also, the American Kidney Fund provides low cost insurance coverage for patients who meet the AKF's financial parameters and who suffer from end stage renal disease (see uncompensated care attachment). The applicants work with patients to procure coverage for them as possible whether it be Medicaid, Medicare and/or coverage through the AKF. The applicants donate to the AKF to support its initiatives.

The applicants accept all patients regardless of payer source. If a patient has no available insurance coverage, they are billed for services rendered, and after three statement reminders the charges are written off as bad debt. Collection actions are not initiated unless the applicants are aware that the patient has substantial financial resources available and/or the patient has received reimbursement from an insurer for services we have rendered, and has not submitted the payment for same to the applicants

Uncompensated Care By Facility

Facility	Uncompensated Treatments			Uncompensated Costs		
	2008	2009	2010	2008	2009	2010
Fresenius Alsip	33	0	0	9,960	0	0
Fresenius Antioch	73	102	0	21,689	28,682	0
Fresenius Aurora	314	83	87	67,864	18,818	21,087
Fresenius Austin Community	26	140	0	8,284	40,504	0
Fresenius Berwyn	713	715	228	199,885	163,817	52,363
Fresenius Blue Island	77	174	80	21,901	49,341	22,611
Fresenius Bolingbrook	143	48	21	31,451	12,317	5,081
Fresenius Bridgeport	395	528	45	99,428	118,493	10,991
Fresenius Burbank	248	721	49	63,286	185,201	12,597
Fresenius Carbondale	10	79	42	2,500	20,723	11,262
Fresenius Chicago	243	328	45	66,732	89,972	14,202
Fresenius Chicago Westside	162	146	0	77,512	46,548	0
Fresenius Congress Parkway	237	176	14	63,900	46,511	3,760
Fresenius Crestwood	219	67	320	59,373	17,034	84,179
Fresenius Decatur	0	0	0	0	0	0
Fresenius Deerfield	N/A	N/A	0	N/A	N/A	0
Fresenius Downers Grove	137	20	233	31,380	4,878	56,124
Fresenius Du Page West	196	76	34	43,409	18,336	9,290
Fresenius Du Quoin	0	37	10	0	10,433	2,756
Fresenius East Peoria	217	52	0	55,285	12,238	0
Fresenius Elk Grove	343	127	53	75,105	29,711	12,642
Fresenius Evanston	214	194	215	58,821	49,319	63,059
Fresenius Evergreen Park	93	510	197	23,541	140,975	52,782
Fresenius Garfield	311	177	54	97,761	45,903	14,915
Fresenius Glendale Heights	365	159	15	81,125	35,089	3,681
Fresenius Glenview	83	87	46	18,692	19,974	10,095
Fresenius Greenwood	190	251	179	46,374	62,205	42,481
Fresenius Gurnee	285	122	35	67,702	29,403	8,329
Fresenius Hazel Crest	199	34	22	53,440	9,226	6,303
Fresenius Hoffman Estates	87	33	17	19,789	7,418	4,037
Fresenius Jackson Park	454	528	3	115,160	125,578	681
Fresenius Kewanee	0	0	72	0	0	20,619
Fresenius Lake Bluff	212	65	5	54,948	17,317	1,112
Fresenius Lakeview	207	27	13	61,074	7,377	3,217
Fresenius Macomb	0	0	0	0	0	0
Fresenius Marquette Park	148	362	0	39,118	100,681	0
Fresenius McHenry	89	186	5	26,941	57,292	1,332
Fresenius McLean County	115	67	19	31,715	17,291	4,152
Fresenius Melrose Park	0	19	0	0	5,156	0
Fresenius Merrionette Park	0	105	41	0	28,882	9,936
Fresenius Midway	N/A	N/A	0	N/A	N/A	0
Fresenius Mokena	1	44	3	544	16,250	1,012
Fresenius Morris	0	42	104	0	11,267	29,076
Fresenius Naperville	199	301	100	41,182	67,077	22,565
Fresenius Naperville North	57	183	0	18,437	48,627	0
Fresenius Niles	213	152	26	55,817	37,442	6,096

Continued...

Continued Uncompensated Care by Facility

Facility	Uncompensated Treatments			Uncompensated Costs		
	2008	2009	2010	2008	2009	2010
Fresenius Norridge	13	6	3	3,002	1,506	747
Fresenius North Avenue	0	94	74	0	23,669	18,189
Fresenius North Kilpatrick	48	0	64	11,290	0	14,200
Fresenius Northcenter	118	121	78	30,407	34,727	22,117
Fresenius Northwestern	334	226	77	89,528	58,416	21,695
Fresenius Oak Park	165	126	6	40,346	32,752	1,487
Fresenius Orland Park	188	121	0	43,222	30,148	0
Fresenius Oswego	89	12	1	25,307	3,389	305
Fresenius Ottawa	117	8	2	32,866	2,357	454
Fresenius Pekin	0	0	20	0	0	4,721
Fresenius Peoria Downtown	57	46	45	13,799	10,980	11,301
Fresenius Peoria North	115	54	13	27,782	13,179	3,245
Fresenius Plainfield	N/A	N/A	8	N/A	N/A	6,165
Fresenius Polk	212	231	104	51,467	60,738	26,376
Fresenius Pontiac	40	19	0	9,732	4,801	0
Fresenius Prairie	83	114	54	25,383	32,357	15,634
Fresenius Randolph County	0	4	32	0	1,219	8,913
Fresenius Rockford	70	74	24	18,003	24,267	6,946
Fresenius Rodgers Park	143	328	224	44,464	85,647	60,351
Fresenius Rolling Meadows	228	0	204	55,625	0	53,516
Fresenius Roseland	132	164	99	108,043	61,632	31,345
Fresenius Ross Dialysis Englewood	150	184	8	55,077	56,239	2,132
Fresenius Round Lake	225	182	1	57,640	44,165	255
Fresenius Saline County	13	21	11	3,645	5,583	2,952
Fresenius Sandwich	N/A	18	3	N/A	8,161	985
Fresenius Skokie	0	18	10	0	4,508	2,698
Fresenius South Chicago	424	747	278	115,038	205,498	70,577
Fresenius South Holland	90	127	104	22,191	31,917	26,731
Fresenius South Shore	75	110	8	20,591	30,066	2,086
Fresenius South Suburban	329	566	241	92,140	148,380	64,049
Fresenius Southside	734	483	137	209,871	129,554	34,459
Fresenius Southwestern Illinois	1	0	0	242	0	0
Fresenius Spoon River	66	38	35	14,971	9,033	8,835
Fresenius Spring Valley	1	1	31	236	233	6,422
Fresenius Streator	0	0	0	0	0	0
Fresenius Uptown	50	134	110	35,291	44,148	33,311
Fresenius Villa Park	128	369	27	35,003	95,048	7,258
Fresenius West Belmont	105	191	70	26,984	51,980	18,896
Fresenius West Chicago	0	44	0	0	24,152	0
Fresenius West Metro	241	880	237	54,133	187,505	49,677
Fresenius West Suburban	144	273	146	34,283	65,129	34,504
Fresenius Westchester	207	0	0	56,641	0	0
Fresenius Williamson County	8	0	28	1,812	0	7,468
Fresenius Willowbrook	98	45	0	23,477	10,815	0
Totals	14,557	15,457	7,047	3,402,665	3,489,213	1,307,433

Medicaid Treatments/Costs By Facility

Facility Name	IL Medicaid Txts			IL Medicaid Costs		
	2008	2009	2010	2008	2009	2010
Fresenius Alsip	726	624	749	219,121	188,700	218,389
Fresenius Antioch	38	148	937	11,398	41,617	257,229
Fresenius Aurora	954	1,230	1,521	206,456	277,862	367,439
Fresenius Austin Community	1,050	1,574	2,111	334,543	455,377	548,468
Fresenius Berwyn	3,466	3,618	4,102	971,639	828,527	941,816
Fresenius Blue Island	1,816	1,901	1,937	516,518	538,138	550,355
Fresenius Bolingbrook	1,481	1,246	1,628	325,729	319,725	393,058
Fresenius Bridgeport	3,928	4,570	5,610	988,745	1,025,015	1,377,275
Fresenius Burbank	2,314	2,142	2,046	590,498	550,210	531,285
Fresenius Carbondale	1,119	1,214	1,650	279,802	318,454	442,445
Fresenius Chicago Dialysis Center	5,862	5,466	5,279	1,609,814	1,499,358	1,666,001
Fresenius Chicago Westside	2,396	3,509	3,807	1,146,416	1,118,745	1,169,530
Fresenius Congress Parkway	3,663	3,685	4,197	987,611	973,822	1,127,227
Fresenius Crestwood	1,045	1,166	1,072	283,308	296,443	282,439
Fresenius Decatur	33	1	136	8,220	226	36,359
Fresenius Deerfield	0	0	100	0	0	67,104
Fresenius Downers Grove	771	1,010	995	176,600	246,416	239,552
Fresenius DuQuoin	302	318	203	78,555	89,666	55,954
Fresenius DuPage West	1,529	2,086	2,725	338,547	502,413	739,997
Fresenius East Peoria	672	607	1,083	171,254	142,462	258,654
Fresenius Elk Grove	950	1,414	1,996	208,018	330,794	480,506
Fresenius Evanston	1,025	1,513	1,535	281,738	384,635	450,064
Fresenius Evergreen Park	3,484	2,284	3,231	881,879	631,675	863,821
Fresenius Macomb	12	212	116	4,123	57,485	36,414
Fresenius Garfield	2,365	2,684	3,299	743,422	696,063	910,918
Fresenius Glendale Heights	1,896	2,085	2,332	421,403	460,132	572,130
Fresenius Glenview	1,091	984	992	245,700	225,914	219,975
Fresenius Morris	30	119	200	8,814	31,923	55,776
Fresenius Greenwood	3,055	3,349	3,712	746,786	830,023	880,965
Fresenius Gurnee	1,614	1,859	2,143	383,406	448,037	517,361
Fresenius Hazel Crest	878	979	657	235,780	265,643	192,621
Fresenius Hoffman Estates	1,406	1,726	2,513	319,804	387,981	596,772
Fresenius Jackson Park	5,402	5,444	5,972	1,370,257	1,294,789	1,626,081
Fresenius Kewanee	81	182	146	27,752	51,043	41,812
Fresenius Lake Bluff	1,002	1,541	1,354	259,707	410,556	334,530
Fresenius Lakeview	1,144	1,398	1,516	337,530	381,943	375,228
Fresenius Marquette Park	2,447	2,339	2,473	646,774	650,535	722,642
Fresenius McLean County	1,147	1,225	1,044	316,325	316,139	228,138
Fresenius McHenry	57	457	546	17,254	140,859	161,482
Fresenius Melrose Park	884	1,015	1,390	243,039	275,447	360,787
Fresenius Merrionette Park	407	1,001	749	114,511	275,340	183,623
Fresenius Midway	0	0	28	0	0	35,987
Fresenius Mokena	0	0	125	0	0	42,159
Fresenius Naperville	318	512	544	65,867	114,163	123,223
Fresenius Naperville North	236	494	654	76,334	131,265	159,418
Fresenius Niles	1,637	1,675	1,914	427,287	412,508	457,523

Continued...

Continued Medicaid Treatments/Costs By Facility

Facility Name	IL Medicaid Txts			IL Medicaid Costs		
	2008	2009	2010	2008	2009	2010
Fresenius Norridge	391	858	1,037	90,276	215,349	257,928
Fresenius North Avenue	1,663	1,818	1,854	399,039	457,777	455,682
Fresenius North Kilpatrick	1,969	2,323	2,504	463,144	537,567	555,449
Fresenius Northcenter	1,236	1,603	1,981	318,505	460,061	565,347
Fresenius Northwestern	3,102	3,103	2,954	830,405	802,076	835,999
Fresenius Oak Park	2,395	1,972	2,142	586,131	512,596	530,585
Fresenius Orland Park	553	734	774	127,136	182,882	213,816
Fresenius Oswego	390	454	482	110,896	128,215	147,203
Fresenius Ottawa	187	141	70	52,529	41,542	21,192
Fresenius Pekin	83	24	136	19,043	5,483	32,924
Fresenius Peoria Downtown	1,297	1,238	1,283	313,988	295,509	325,686
Fresenius Peoria North	511	374	265	123,449	90,842	66,112
Fresenius Plainfield	0	0	390	0	0	128,173
Fresenius Polk	3,502	3,151	3,509	850,172	829,908	891,647
Fresenius Pontiac	157	185	284	38,199	46,749	69,911
Fresenius Prairie	1,513	1,067	1,108	462,703	302,851	323,637
Fresenius Randolph County	188	190	251	59,360	57,884	69,909
Fresenius Rockford	255	540	747	65,584	178,073	216,191
Fresenius Rogers Park	1,705	1,433	1,756	530,142	374,183	473,109
Fresenius Rolling Meadows	1,032	1,543	2,100	251,777	368,801	550,765
Fresenius Roseland	114	641	1,506	93,309	240,891	476,665
Fresenius Ross Dialysis-Englewood	715	814	1,936	262,534	248,798	515,780
Fresenius Roundlake	1,690	1,909	2,661	432,943	463,250	679,000
Fresenius Saline County	485	676	441	136,002	179,725	123,927
Fresenius Sandwich	0	60	145	0	33,384	47,603
Fresenius Skokie	648	850	1,096	178,781	212,937	295,651
Fresenius South Chicago	3,511	3,995	5,002	952,588	1,099,016	1,269,883
Fresenius South Holland	1,318	1,304	1,603	324,973	327,718	412,017
Fresenius South Shore	2,548	2,143	1,900	699,533	585,749	528,209
Fresenius South Suburban	1,317	1,392	1,804	368,844	364,920	479,436
Fresenius Southside	5,108	5,249	6,248	1,460,523	1,407,923	1,577,162
Fresenius Southwestern Illinois	160	296	428	38,702	75,763	115,684
Fresenius Spoon River	0	11	30	0	2,615	7,573
Fresenius Spring Valley	0	39	267	0	9,087	56,218
Fresenius Streator	0	7	34	0	2,757	11,288
Fresenius Uptown	0	701	1,037	0	230,951	315,316
Fresenius Villa Park	970	922	1,037	265,255	237,306	278,881
Fresenius West Belmont	2,240	2,495	3,388	575,654	679,000	921,006
Fresenius West Chicago	0	8	429	0	4,391	151,682
Fresenius West Metro	6,169	6,331	7,147	1,383,891	1,348,204	1,497,052
Fresenius West Suburban	6,355	5,951	5,841	1,512,980	1,419,713	1,385,026
Fresenius Westchester	504	669	429	137,909	171,821	118,436
Fresenius Williamson County	442	363	435	100,123	89,706	118,125
Fresenius Willowbrook	459	474	1,065	109,960	113,915	256,960
Totals	122,615	132,658	154,591	32,355,267	34,055,958	40,270,371

It is noted in the above charts, that the number of patients receiving uncompensated care has declined. This is not because of any policy or admissions changes at Fresenius Medical Care. We still accept any patient regardless of ability to pay. The reduction is due to an aggressive approach within our facilities to obtain insurance coverage for all patients, thus the rise in Medicaid treatments/costs. Nearly all dialysis patients in Illinois will qualify for some type of coverage. Our Financial Coordinators work with patients to assist in finding the right coverage for each patient's particular situation. This coverage applies not only to dialysis services, but all health care services this chronically ill patient population may receive. Therefore, while assisting the patient to obtain coverage benefits the patient and Fresenius, it also assists other health care providers. Mainly though, it relieves patients of the stress of not having coverage or affordable coverage for health care. (see following page for patient coverage options)

Fresenius Medical Care North America Community Care

Fresenius Medical Care North America (FMCNA) assists all of our patients in securing and maintaining insurance coverage when possible. However, even if for whatever reason insurance (governmental or otherwise) is not available FMCNA does not deny admission for treatment due to lack of insurance coverage.

American Kidney Fund

FMCNA works with the American Kidney Fund (AKF) to help patients with insurance premiums at no cost to the patient.

Applicants must be dialyzed in the US or its territories and referred to AKF by a renal professional and/or nephrologist. The Health Insurance Premium Program is a "last resort" program. It is restricted to patients who have no means of paying health insurance premiums and who would forego coverage without the benefit of HIPP. Alternative programs that pay for primary or secondary health coverage, and for which the patient is eligible, such as Medicaid, state renal programs, etc. must be utilized. Applicants must demonstrate to the AKF that they cannot afford health coverage and related expenses (deductible etc.).

Our team of Financial Coordinators and Social Workers connect patients who cannot afford to pay their insurance premiums, with AKF, which provides financial assistance to the patients for this purpose. FMCNA's North Division currently has 2986 patients with primary insurance coverage and 7469 patients with secondary insurance coverage for a total of 10,455 patients receiving AKF assistance. For the state of Illinois we have 632 primary and 1503 secondary patients receiving AKF assistance. The benefit of working with the AKF is the insurance coverage which AKF facilities applies to all of the patient's insurance needs, not just coverage for dialysis services.

Indigent Waiver Program

FMCNA has established an indigent waiver program to assist patients who are unable to obtain insurance coverage or who lack the financial resources to pay for medical services. In order to qualify for an indigent waiver, a patient must satisfy eligibility criteria for both annual income and net worth.

Annual Income: A patient (including immediate family members who reside with, or are legally responsible for, the patient) may not have an annual income in excess of two (2) times the Federal Poverty Standard in effect at the time. Patients whose annual income is greater than two (2) times the Federal Poverty Standard may qualify for a partial indigent waiver based upon a sliding scale schedule approved by the Office of Business Practices and Corporate Compliance.

Net Worth: A patient (including immediate family members who reside with, or are legally responsible for, the patient) may not have a net worth in excess of \$75,000 (or such other amount as may be established by the Office of Business Practices and Corporate Compliance based on changes in the Consumer Price Index

The Company recognizes the financial burdens associated with ESRD and wishes to ensure that patients are not denied access to medically necessary care for financial reasons. At the same time, the Company also recognizes the limitations imposed by federal law on offering "free" or "discounted" medical items or services to Medicare and other government supported patients for the purpose of inducing such patients to receive ESRD-related items and services from FMCNA. An indigent waiver excuses a patient's obligation to pay for items and services furnished by FMCNA. Patients may have dual coverage of AKF assistance and an Indigent Waiver if their financial status qualifies them for both programs.

FMCNA North Division currently has 718 active Indigent Waivers. 21 cover primary balances which means the patient has no insurance coverage, and 697 cover patient balances where there is no supplemental insurance.

Illinois currently has 5 active Indigent Waivers that cover the supplemental balances after the primary insurance pays. There isn't a high volume of Indigent Waivers issued in Illinois because patients are entitled to Medicaid coverage in Illinois.

IL Medicaid and Undocumented patients

FMCNA has a bi-lingual Regional Insurance Coordinator who works directly with Illinois Medicaid to assist patients with Medicaid applications. An immigrant who is unable to produce proper documentation will not be eligible for Medicaid unless there is a medical emergency. ESRD is considered a medical emergency.

The Regional Insurance Coordinator will petition Medicaid if patients are denied and assist undocumented patients through the application process to get them Illinois Medicaid coverage. This role is actively involved with the Medicaid offices and attends appeals to help patients secure and maintain their Medicaid coverage for all of their healthcare needs, including transportation to their appointments.

FMCNA Collection policy

FMCNA's collection policy is designed to comply with federal law while not penalizing patients who are unable to pay for services.

FMCNA does not use a collection agency for patient collections unless the patient receives direct insurance payment and does not forward the payment to FMCNA.

Medicare and Medicaid Eligibility

Medicare: Patients are eligible for Medicare when they meet the following criteria: age 65 or older, under age 65 with certain disabilities, and people of all ages with End-Stage Renal Disease (permanent kidney failure requiring dialysis or a kidney transplant).

There are three insurance programs offered by Medicare, Part A for hospital coverage, Part B for medical coverage and Part D for pharmacy coverage. Most people don't have to pay a monthly premium, for Part A. This is because they or a spouse paid Medicare taxes while working. If a beneficiary doesn't get premium-free Part A, they may be able to buy it if they (or their spouse) aren't entitled to Social Security, because they didn't work or didn't pay enough Medicare taxes while working, are age 65 or older, or are disabled but no longer get free Part A because they returned to work. Part B and Part D both have monthly premiums. Patients must have Part B coverage for dialysis services.

Medicare does allow members to enroll in Health Plans for supplemental coverage. Supplemental coverage (secondary) is any policy that pays balances after the primary pays reducing any out of pocket expenses incurred by the member.

Medicare will pay 80% of what is allowed by a set fee schedule. The patient would be responsible for the remaining 20% not paid by Medicare. The supplemental (secondary) policy covers the cost of co-pays, deductibles and the remaining 20% of charges.

Medicaid: Low-income Illinois residents who can't afford health insurance may be eligible for Medicaid. In addition to meeting federal guidelines, individuals must also meet the state criteria to qualify for Medicaid coverage in Illinois.

Self-Pay

A self-pay patient would not have any type of insurance coverage (un-insured). They may be un-insured because they do not meet the eligibility requirements for Medicare or Medicaid and can not afford a commercial insurance policy.

In addition, a patient balance becomes self-pay after their primary insurance pays, but the patient does not have a supplemental insurance policy to cover the remaining balance. The AKF assistance referenced earlier may or may not be available to these patients, dependent on whether or not they meet AKF eligibility requirements.



MAPQUEST.

Trip to 918 S Milwaukee Ave
Libertyville, IL 60048-3229
4.70 miles - about 10 minutes

Notes

TO DAVITA Lake County



900 Technology Way, Libertyville, IL 60048-5364



1. Start out going north on Technology Way toward USG Dr. go 0.1 mi



2. Turn left onto USG Dr. go 0.3 mi



3. Turn right onto N US-45 / US-45 N / N Lake St. go 0.2 mi



4. Turn right onto W Winchester Rd. go 1.1 mi



5. Turn right onto N Butterfield Rd. go 1.2 mi



6. Turn left onto W Park Ave / IL-176. go 1.1 mi



7. Turn right onto IL-21 / S Milwaukee Ave. go 0.7 mi



8. 918 S MILWAUKEE AVE is on the left. go 0.0 mi



918 S Milwaukee Ave, Libertyville, IL 60048-3229

Total Travel Estimate : 4.70 miles - about 10 minutes

All rights reserved. Use subject to License/Copyright | [Map Legend](#)

Directions and maps are informational only. We make no warranties on the accuracy of their content, road conditions or route usability or expeditiousness. You assume all risk of use. MapQuest and its suppliers shall not be liable to you for any loss or delay resulting from your use of MapQuest. Your use of MapQuest means you agree to our [Terms of Use](#)










MAPQUEST.

Trip to 1402 Townline Rd
Mundelein, IL 60060-4433
5.22 miles - about 12 minutes

Notes

TO FRESENIUS MEDICAL CARE MUNDELEIN

A 900 Technology Way, Libertyville, IL 60048-5364

-  1. Start out going north on Technology Way toward USG Dr. go 0.1 mi
-  2. Turn left onto USG Dr. go 0.4 mi
-   3. Turn left onto Lake St / US-45 S / N US-45. Continue to follow Lake St / US-45 S. go 4.0 mi
-   4. Turn left onto Townline Rd / IL-60. go 0.7 mi
-  5. 1402 TOWNLINE RD. go 0.0 mi

B 1402 Townline Rd, Mundelein, IL 60060-4433

Total Travel Estimate : 5.22 miles - about 12 minutes

[All rights reserved. Use subject to License/Copyright](#) | [Map Legend](#)

Directions and maps are informational only. We make no warranties on the accuracy of their content, road conditions or route usability or expeditiousness. You assume all risk of use. MapQuest and its suppliers shall not be liable to you for any loss or delay resulting from your use of MapQuest. Your use of MapQuest means you agree to our [Terms of Use](#)



MAPQUEST.

















Trip to 401 W Nippersink Rd
Round Lake, IL 60073-3280
7.42 miles - about 14 minutes

Notes

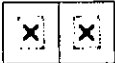
TO FRESENIUS MEDICAL CARE ROUND LAKE



900 Technology Way, Libertyville, IL 60048-5364

- | | | |
|---|---|-----------|
|  | 1. Start out going north on Technology Way toward USG Dr. | go 0.2 mi |
|  | 2. Turn left onto W Winchester Rd. | go 0.4 mi |
|   | 3. Turn right onto US-45 N / N Lake St. Continue to follow US-45 N. | go 1.2 mi |
|  | 4. Take the IL-137 ramp. | go 0.2 mi |
|   | 5. Turn right onto IL-137 / Buckley Rd. | go 1.9 mi |
|   | 6. IL-137 / Buckley Rd becomes IL-83 / Barron Blvd. | go 0.3 mi |
|   | 7. Turn left onto IL-120 / E Belvidere Rd. | go 2.0 mi |
|  | 8. Stay straight to go onto Main St. | go 1.2 mi |
|   | 9. Main St becomes Nippersink Ave / IL-134. | go 0.0 mi |
|  | 10. Turn left onto Nippersink Ave. | go 0.0 mi |
|  | 11. 401 W NIPPERSINK RD. | go 0.0 mi |

401 W Nippersink Rd, Round Lake, IL 60073-3280



MAPQUEST.

Trip to 101 N Greenleaf St
Gurnee, IL 60031
9.41 miles - about 14 minutes

Notes

TO FRESENIUS MEDICAL CARE GURNEE



900 Technology Way, Libertyville, IL 60048-5364



1. Start out going north on Technology Way toward USG Dr. go 0.2 mi



2. Turn left onto W Winchester Rd. go 0.4 mi



3. Turn right onto US-45 N / N Lake St. go 0.6 mi



4. Turn right onto W Peterson Rd. go 2.3 mi



5. Turn left onto IL-21 / N Milwaukee Ave. go 4.4 mi



6. Turn right onto Washington St / W Washington St. go 1.5 mi



7. Turn left onto N Greenleaf Ave. go 0.0 mi



8. 101 N GREENLEAF ST. go 0.0 mi

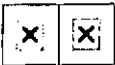


101 N Greenleaf St, Gurnee, IL 60031

Total Travel Estimate : 9.41 miles - about 14 minutes

All rights reserved. Use subject to License/Copyright | [Map Legend](#)

Directions and maps are informational only. We make no warranties on the accuracy of their content, road conditions or route usability or expeditiousness. You assume all risk of use. MapQuest and its suppliers shall not be liable to you for any loss or delay resulting from your use of MapQuest. Your use of MapQuest means you agree to our [Terms of Use](#)



MAPQUEST.

Trip to Fresenius Medical Care











101 Waukegan Rd # 700, Lake Bluff,
IL 60044 - (847) 735-0870
9.37 miles - about 15 minutes

Notes

TO FRESENIUS MEDICAL CARE LAKE BLUFF



900 Technology Way, Libertyville, IL 60048-5364

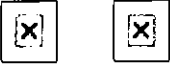
-  1. Start out going **north** on **Technology Way** toward **USG Dr.** go 0.2 mi
-  2. Turn **left** onto **W Winchester Rd.** go 0.4 mi
-   3. Turn **right** onto **US-45 N / N Lake St.** go 0.6 mi
-  4. Turn **right** onto **W Peterson Rd.** go 2.3 mi
-   5. **W Peterson Rd** becomes **Buckley Rd / IL-137 E.** go 3.6 mi
-   6. Turn **right** onto **Waukegan Rd / IL-43 S.** go 2.4 mi
-  7. **101 WAUKEGAN RD # 700** is on the left. go 0.0 mi



Fresenius Medical Care - (847) 735-0870
101 Waukegan Rd # 700, Lake Bluff, IL 60044
Total Travel Estimate : 9.37 miles - about 15 minutes

All rights reserved. Use subject to [License/Copyright](#) | [Map Legend](#)

Directions and maps are informational only. We make no warranties on the accuracy of their content, road conditions or route usability or expeditiousness. You assume all risk of use. MapQuest and its suppliers shall not be liable to you for any loss or delay resulting from your use of MapQuest. Your use of MapQuest means you agree to our [Terms of Use](#)



MAPQUEST.

Trip to 1616 Grand Ave
Waukegan, IL 60085-3600
12.57 miles - about 21 minutes

Notes

TO DAVITA WAUKEGAN



900 Technology Way, Libertyville, IL 60048-5364



1. Start out going north on Technology Way toward USG Dr. go 0.2 mi



2. Turn left onto W Winchester Rd. go 0.4 mi



3. Turn right onto US-45 N / N Lake St. Continue to follow US-45 N. go 2.8 mi



4. Turn right onto Belvidere Rd / IL-120 E. Continue to follow IL-120 E. go 7.7 mi



5. Turn left onto S Lewis Ave. go 1.3 mi



6. Turn right onto Grand Ave. go 0.2 mi



7. 1616 GRAND AVE is on the left. go 0.0 mi



1616 Grand Ave, Waukegan, IL 60085-3600

Total Travel Estimate : 12.57 miles - about 21 minutes

All rights reserved. Use subject to [License/Copyright](#) | [Map Legend](#)

Directions and maps are informational only. We make no warranties on the accuracy of their content, road conditions or route usability or expeditiousness. You assume all risk of use. MapQuest and its suppliers shall not be liable to you for any loss or delay resulting from your use of MapQuest. Your use of MapQuest means you agree to our [Terms of Use](#)

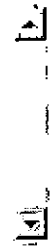


MAPQUEST.

Trip to 1291 W Dundee Rd
Buffalo Grove, IL 60089-4009
11.77 miles - about 22 minutes

Notes

TO DAVITA BUFFALO GROVE



900 Technology Way, Libertyville, IL 60048-5364



1. Start out going north on Technology Way toward USG Dr. go 0.1 mi



2. Turn left onto USG Dr. go 0.4 mi



3. Turn left onto Lake St / US-45 S / N US-45. Continue to follow Lake St / US-45 S. go 4.3 mi



4. Stay straight to go onto IL-83 S. go 4.5 mi



5. Turn slight right onto N Arlington Heights Rd. go 2.4 mi



6. Turn right onto W Dundee Rd / IL-68. go 0.0 mi



7. 1291 W DUNDEE RD is on the left. go 0.0 mi



1291 W Dundee Rd, Buffalo Grove, IL 60089-4009

Total Travel Estimate : 11.77 miles - about 22 minutes

[All rights reserved. Use subject to License/Copyright](#) | [Map Legend](#)

Directions and maps are informational only. We make no warranties on the accuracy of their content, road conditions or route usability or expeditiousness. You assume all risk of use. MapQuest and its suppliers shall not be liable to you for any loss or delay resulting from your use of MapQuest. Your use of MapQuest means you agree to our [Terms of Use](#)

150



MAPQUEST.

Trip to 110 N West St

Waukegan, IL 60085-4330











12.84 miles - about 22 minutes

Notes

TO FRESENIUS MEDICAL CARE WAUKEGAN HARBOR



900 Technology Way, Libertyville, IL 60048-5364

- | | | |
|---|--|-----------|
|  | 1. Start out going north on Technology Way toward USG Dr. | go 0.2 mi |
|  | 2. Turn left onto W Winchester Rd. | go 0.4 mi |
|   | 3. Turn right onto US-45 N / N Lake St. Continue to follow US-45 N. | go 2.8 mi |
|   | 4. Turn right onto Belvidere Rd / IL-120 E. Continue to follow IL-120 E. | go 7.7 mi |
|  | 5. Turn left onto S Lewis Ave. | go 0.6 mi |
|  | 6. Turn right onto Washington St. | go 1.0 mi |
|  | 7. Turn left onto N West St. | go 0.1 mi |
|  | 8. 110 N WEST ST is on the left. | go 0.0 mi |



110 N West St, Waukegan, IL 60085-4330

Total Travel Estimate : 12.84 miles - about 22 minutes

All rights reserved. Use subject to [License/Copyright](#) | [Map Legend](#)

Directions and maps are informational only. We make no warranties on the accuracy of their content, road conditions or route usability or expeditiousness. You assume all risk of use. MapQuest and its suppliers shall not be liable to you for any loss or delay resulting from your use of MapQuest. Your use of MapQuest means you agree to our [Terms of Use](#)



MAPQUEST.

Trip to 37809 N Il Route 59
Lake Villa, IL 60046-7332
13.14 miles - about 22 minutes

Notes

TO DAVITA LAKE VILLA



900 Technology Way, Libertyville, IL 60048-5364



1. Start out going north on Technology Way toward USG Dr. go 0.2 mi



2. Turn left onto W Winchester Rd. go 0.4 mi



3. Turn right onto US-45 N / N Lake St. Continue to follow US-45 N. go 1.2 mi



4. Take the IL-137 ramp. go 0.2 mi



5. Turn right onto IL-137 / Buckley Rd. go 1.9 mi



6. IL-137 / Buckley Rd becomes IL-83. go 5.1 mi



7. Turn left onto W Monaville Rd. go 3.4 mi



8. Turn right onto IL-59 / Grand Ave. go 0.8 mi



9. 37809 N IL ROUTE 59. go 0.0 mi



37809 N Il Route 59, Lake Villa, IL 60046-7332

Total Travel Estimate : 13.14 miles - about 22 minutes

All rights reserved. Use subject to [License/Copyright](#) | [Map Legend](#)

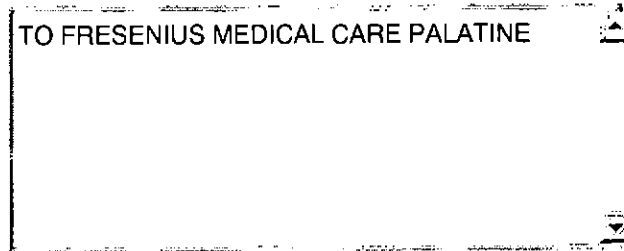
Directions and maps are informational only. We make no warranties on the accuracy of their content, road conditions or route usability or expeditiousness. You assume all risk of use. MapQuest and its suppliers shall not be liable to you for any loss or delay resulting from your use of MapQuest. Your use of MapQuest means you agree to our [Terms of Use](#)



MAPQUEST.

Trip to 691 E Dundee Rd
Palatine, IL 60074-2817
13.49 miles - about 25 minutes

Notes



900 Technology Way, Libertyville, IL 60048-5364



1. Start out going **north** on **Technology Way** toward **USG Dr.** go 0.1 mi



2. Turn **left** onto **USG Dr.** go 0.4 mi



3. Turn **left** onto **Lake St / US-45 S / N US-45**. Continue to follow **Lake St / US-45 S**. go 4.3 mi



4. Stay **straight** to go onto **IL-83 S**. go 4.2 mi



5. Turn **slight right** onto **IL-53**. go 3.5 mi



6. Stay **straight** to go onto **N Hicks Rd**. go 0.7 mi



7. Turn **left** onto **E Dundee Rd / IL-68**. go 0.4 mi



8. **691 E DUNDEE RD** is on the right. go 0.0 mi

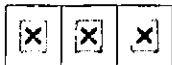


691 E Dundee Rd, Palatine, IL 60074-2817

Total Travel Estimate : 13.49 miles - about 25 minutes

All rights reserved. Use subject to [License/Copyright](#) | [Map Legend](#)

Directions and maps are informational only. We make no warranties on the accuracy of their content, road conditions or route usability or expeditiousness. You assume all risk of use. MapQuest and its suppliers shall not be liable to you for any loss or delay resulting from your use of MapQuest. Your use of MapQuest means you agree to our [Terms of Use](#)



MAPQUEST.











Trip to 4312 W Elm St
Mchenry, IL 60050-4003
16.18 miles - about 26 minutes

Notes

TO FRESENIUS MEDICAL CARE MCHENRY



900 Technology Way, Libertyville, IL 60048-5364

- | | | |
|---|--|-----------|
|  | 1. Start out going north on Technology Way toward USG Dr. | go 0.2 mi |
|  | 2. Turn left onto W Winchester Rd. | go 0.4 mi |
|   | 3. Turn right onto US-45 N / N Lake St. | go 0.6 mi |
|  | 4. Turn left onto W Peterson Rd. | go 3.7 mi |
|   | 5. Turn right onto IL-60. | go 4.3 mi |
|   | 6. Turn left onto IL-120 / Belvidere Rd. Continue to follow IL-120. | go 7.0 mi |
|  | 7. 4312 W ELM ST. | go 0.0 mi |



4312 W Elm St, Mchenry, IL 60050-4003

Total Travel Estimate : 16.18 miles - about 26 minutes

All rights reserved. Use subject to [License/Copyright](#) | [Map Legend](#)

Directions and maps are informational only. We make no warranties on the accuracy of their content, road conditions or route usability or expeditiousness. You assume all risk of use. MapQuest and its suppliers shall not be liable to you for any loss or delay resulting from your use of MapQuest. Your use of MapQuest means you agree to our [Terms of Use](#)



MAPQUEST.












Trip to 28160 W Northwest Hwy
Lake Barrington, IL 60010-2324
16.30 miles - about 27 minutes

Notes *Over 30 minutes*

TO DAVITA BARRINGTON CREEK



900 Technology Way, Libertyville, IL 60048-5364

- | | | |
|---|---|-----------|
|  | 1. Start out going north on Technology Way toward USG Dr. | go 0.2 mi |
|  | 2. Turn left onto W Winchester Rd. | go 1.8 mi |
|  | 3. Turn left onto IL-83 / Ivanhoe Rd. | go 1.6 mi |
|  | 4. Stay straight to go onto Schank Ave. | go 0.1 mi |
|  | 5. Turn right onto IL-176. | go 5.4 mi |
|  | 6. Turn left onto Barrington Rd. | go 0.5 mi |
|  | 7. Stay straight to go onto IL-59. | go 1.7 mi |
|  | 8. Turn right onto Kelsey Rd. | go 1.6 mi |
|  | 9. Turn left onto N Kelsey Rd. | go 2.7 mi |
|  | 10. Turn left onto W Northwest Hwy / US-14 E. | go 0.6 mi |
|  | 11. Make a U-turn onto W Northwest Hwy / US-14 W. | go 0.1 mi |



MAPQUEST.

Trip to 301 W Depot St
Antioch, IL 60002-1525
17.22 miles - about 27 minutes

Notes *Over 30 minutes*
TO FRESENIUS MEDICAL CARE ANTIOCH

900 Technology Way, Libertyville, IL 60048-5364

- 1. Start out going **north** on **Technology Way** toward **USG Dr.** go 0.2 mi
- 2. Turn **left** onto **W Winchester Rd.** go 0.4 mi
- 3. Turn **right** onto **US-45 N / N Lake St.** Continue to follow **US-45 N.** go 11.9 mi
- 4. Turn **left** onto **IL-173.** go 4.0 mi
- 5. Turn **right** onto **IL-83 / Main St.** go 0.6 mi
- 6. Turn **right** onto **Orchard St.** go 0.2 mi
- 7. **Orchard St** becomes **W Depot St.** go 0.0 mi
- 8. **301 W DEPOT ST** is on the left. go 0.0 mi

301 W Depot St, Antioch, IL 60002-1525 Total Travel Estimate : 17.22 miles - about 27 minutes

All rights reserved. Use subject to [License/Copyright](#) | [Map Legend](#)

Directions and maps are informational only. We make no warranties on the accuracy of their content, road conditions or route usability or expeditiousness. You assume all risk of use. MapQuest and its suppliers shall not be liable to you for any loss or delay resulting from your use of MapQuest. Your use of MapQuest means you agree to our [Terms of Use](#)



MAPQUEST.

Trip to 718 Glenview Ave
Highland Park, IL 60035-2432
17.99 miles - about 27 minutes

Notes

Over 30 minutes

TO HIGHLAND PARK HOSPITAL DIALYSIS



900 Technology Way, Libertyville, IL 60048-5364



1. Start out going north on Technology Way toward USG Dr. go 0.2 mi



2. Turn left onto W Winchester Rd. go 0.4 mi



3. Turn right onto US-45 N / N Lake St. go 0.6 mi



4. Turn right onto W Peterson Rd. go 2.3 mi



5. W Peterson Rd becomes Buckley Rd / IL-137 E. go 4.4 mi



6. Turn right onto N Skokie Hwy / US-41 S. go 9.0 mi



7. Turn left onto Park Ave W. go 1.0 mi



8. Turn left onto Midlothian Ave. go 0.2 mi



9. Turn left onto Glenview Ave. go 0.0 mi

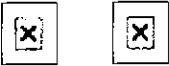


10. 718 GLENVIEW AVE is on the left. go 0.0 mi



718 Glenview Ave, Highland Park, IL 60035-2432

Total Travel Estimate : 17.99 miles - about 27 minutes



MAPQUEST.

Trip to 405 Lake Cook Rd
Deerfield, IL 60015-4993
19.65 miles - about 28 minutes

Notes

Over 30 minutes

TO FRESENIUS MEDICAL CARE DEERFIELD



900 Technology Way, Libertyville, IL 60048-5364



1. Start out going north on Technology Way toward USG Dr. go 0.2 mi



2. Turn left onto W Winchester Rd. go 0.4 mi



3. Turn right onto US-45 N / N Lake St. go 0.6 mi



4. Turn right onto W Peterson Rd. go 2.3 mi



5. W Peterson Rd becomes Buckley Rd / IL-137 E. go 2.9 mi



6. Merge onto I-94 E toward Indiana (Portions toll). go 11.0 mi



7. Take the Lake-Cook Road exit. go 0.4 mi



8. Turn slight left to take the ramp toward Deerfield. go 0.0 mi



9. Turn left onto Lake Cook Rd. go 1.8 mi



10. 405 LAKE COOK RD is on the right. go 0.0 mi



405 Lake Cook Rd, Deerfield, IL 60015-4993

Total Travel Estimate : 19.65 miles - about 28 minutes



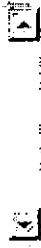
MAPQUEST.

Trip to 4180 Winnetka Ave
Rolling Meadows, IL 60008-1375
18.46 miles - about 31 minutes

Notes

Over 30 minutes

TO FRESENIUS MEDICAL CARE ROLLING MEADOWS



900 Technology Way, Libertyville, IL 60048-5364



1. Start out going north on Technology Way toward USG Dr.

go 0.1 mi



2. Turn left onto USG Dr.

go 0.4 mi



3. Turn left onto Lake St / US-45 S / N US-45. Continue to follow Lake St / US-45 S.

go 4.3 mi



4. Stay straight to go onto IL-83 S.

go 4.2 mi



5. Turn slight right onto IL-53.

go 3.1 mi



6. Turn left onto Lake Cook Rd.

go 0.4 mi



7. Take the IL-53 S ramp toward West Suburbs.

go 0.4 mi



8. Merge onto IL-53-EXT S.

go 1.2 mi



9. IL-53-EXT S becomes IL-53 S.

go 3.6 mi



10. Merge onto W Euclid Ave.

go 0.4 mi



11. Turn right onto Hicks Rd.

go 0.3 mi

JOSHUA R. TROB, M.D.
JAWAD MUNIR, M.D.
Nephrology Specialists, S.C.
1272 American Way
Libertyville, IL 60048

Telephone (847) 549-7222

Fax (847) 549-7260

October 5, 2011

Ms. Courtney Avery
Administrator
Illinois Health Facilities & Services Review Board
525 W. Jefferson St., 2nd Floor
Springfield, IL 62761

Dear Ms. Avery:

I am a nephrologist practicing in northeast Lake County. I have also served as Medical Director of the Fresenius Medical Care Lake Bluff dialysis center for the past six years. Due to the significant growth of ESRD I have seen at Fresenius Lake Bluff and the increase in new referrals for patients experiencing chronic kidney disease in Lake County (due to an aging population and the increasing incidence of kidney disease, particularly in minority populations), I am in full support of the proposed 12 station Fresenius Medical Care Prairie Meadows facility.

This growth has led me to take on a partner in my practice to accommodate the increase. In reviewing patient trends in my practice I have found that I now have more than double the pre-ESRD patients who live in the Libertyville and Grayslake area than I had at the end of 2009. In 2009 I had a total of 95 pre-ESRD patients in stages 3, 4 & 5 of kidney failure and I now have a total of 215. The majority of these patients will be requiring dialysis services in the next 1-3 years. The Prairie Meadows facility will be needed to provide access for this growing patient population.

The main Fresenius facilities that I admit my patients to, Lake Bluff, Round Lake and Gurnee are operating at high utilizations and I find it difficult at times to find a spot for my patients at a time of day when they have available transportation.

I was treating 54 hemodialysis patients at the end of 2008, 54 patients at the end of 2009 and 55 patients at the end of 2010, as reported to The Renal Network at these

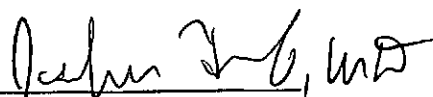
facilities – Fresenius Antioch, Round Lake, Gurnee, Lake Bluff and DaVita Lake Villa and Lake County (I began my own practice in 2010 therefore 2010 data does not include several patients I saw in my previous practice). As of the most recent quarter, I was treating 62 hemodialysis patients at these facilities. Over the past twelve months I have referred 33 new patients for hemodialysis treatment. I have 211 pre-ESRD patients in my practice who live in the Libertyville and Grayslake area. By laboratory and clinical criteria, I expect these patients to have a high likelihood of requiring dialysis within the first two years the Prairie Meadows facility is operating. Of those I expect approximately 119 to be referred to the Fresenius Prairie Meadows facility within 24 months of the completion of the facility. These numbers do not reflect those patients I treat on home dialysis.

I expect that approximately 20% of my pre-ESRD patients to no longer require dialysis services by the time the facility is operating. I also expect approximately 12% of my current dialysis patients to no longer require dialysis due to death, transplant or transferring out of the area.

I respectfully ask the Board to approve Fresenius Medical Care Prairie Meadows to alleviate high utilization at area clinics and to keep access to dialysis treatment available to the quickly growing ESRD population in this area. Thank you for your consideration.

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

Sincerely,


Joshua Trob, M.D.

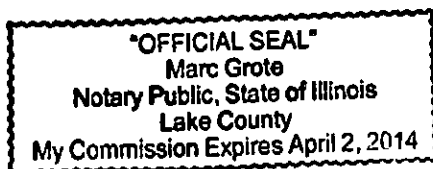
Notarization:

Subscribed and sworn to before me
this 5th day of OCT, 2011



Signature of Notary

Seal



**PRE - ESRD PATIENTS DR. TROB EXPECTS TO REFER TO FRESENIUS MEDICAL
CARE PRAIRIE MEADOWS IN THE 1ST 2 YEARS (24 MONTHS)
AFTER PROJECT COMPLETION**

Town	Zip Code	Stage 4 Year One	Stage 3 * Year two
Grayslake	60030	16	41
Gurnee	60031	10	24
Libertyville	60048	10	30
Mundelein	60060	11	40
Round Lake	60073	9	20
	Total	56	155

*Approximately 40% of these patients
will start dialysis in year three

Accounting for patient attrition and those patients in stage 3 of kidney failure that will begin dialysis in year two; I expect approximately 119 of my patients to be ready to begin dialysis at the Prairie Meadows facility in the first two years of operation. Patients in stage 4 are in a more serious and imminent stage of kidney failure than those in stage 3. It is difficult to determine with certainty when a patient in stage 3 will begin dialysis because each patient's progression is affected by many underlying conditions.

NEW REFERRALS OF DR. TROB FOR THE PAST TWELVE MONTHS
SEPTEMBER 1, 2010 THROUGH AUGUST 31, 2011

New Patients 8/2010- 8/2011

Zip Code	Fresenius Medical Care				DaVita		Total
	Lake Bluff	Gurnee	Round Lake	Antioch	Lake County	Lake Villa	
60020					1		1
60030					1		1
60030			2				2
60031	3						3
60041						1	1
60045	1						1
60046			2				2
60048	2						2
60053	1						1
60060	2						2
60061	2						2
60062	1						1
60073			5				5
60083	2						2
60084					1		1
60085	4						4
60089		1					1
60099	1						1
Total	19	1	9	0	3	1	33

PATIENTS OF DR. TROB AT YEAR END 2008

Zip Code	Fresenius Medical Care				DaVita		Total
	Lake Bluff	Gurnee	Round Lake	Antioch	Lake County	Lake Villa	
60002				2			2
60030					1		1
60030	1						1
60030			1				1
60031	3						3
60031		2					2
60031					1		1
60040	1						1
60044	1						1
60045	1						1
60048					3		3
60048	1						1
60048					1		1
60060					3		3
60061					1		1
60061	2						2
60064	6						6
60067					1		1
60073			6				6
60073						1	1
60074					1		1
60083							0
60085		1					1
60085	5						5
60087	3						3
60089					1		1
60099	2						2
60099					1		1
60099				1			1
Total	26	3	7	3	14	1	54

164

PATIENTS OF DR. TROB AT YEAR END 2009

December 2009 Dialysis Patients by zip

Zip Code	Fresenius Medical Care				DaVita	Total
	Lake Bluff	Gurnee	Round Lake	Antioch	Lake County	
60002				1		1
60015	1					1
60022	1					1
60030	1					1
60030			2			2
60030					1	1
60031	2					2
60031		2				2
60044	1					1
60045	1					1
60048	2					2
60048					4	4
60049	1					1
60060			1			1
60060					3	3
60061	1					1
60061					2	2
60064	6					6
60073			6			6
60073					2	2
60085	5					5
60087	3					3
60088	1					1
60099	1					1
60099					1	1
60099				1		1
60624	1					1
Total	28	2	9	2	13	54

165

PATIENTS OF DR. TROB AT YEAR END 2010

Zip Code	Fresenius Medical Care				Davita Lake County	Total
	Lake Bluff	Gurnee	Round Lake	Antioch		
60002				2		2
60020					1	1
60024					1	1
60030			2			2
60030					1	1
60030			1			1
60031	1					1
60031		1				1
60044	1					1
60045	1					1
60045						0
60046			2			2
60048	3					3
60048					1	1
60049	1					1
60060			1			1
60060					2	2
60061	1					1
60061					1	1
60064	6					6
60064					1	1
60069					1	1
60073			1			1
60073					1	1
60073			7			7
60083	2					2
60084					1	1
60085	5					5
60087	3					3
60099			1			1
60179			1			1
60201	1					1
Total	25	1	16	2	11	55

PATIENTS OF DR. TROB AT END OF 2nd QUARTER 2011

Zip Code	Fresenius Medical Care				DaVita		Total
	Lake Bluff	Gurnee	Round Lake	Antioch	Lake County	Lake Villa	
60002				2			2
60024					1		1
60030			3				3
60030					2		2
60031	2						2
60031		1					1
60041						1	1
60044	1						1
60045	1						1
60046			3				3
60048	2						2
60048					1		1
60049	1						1
60053	1						1
60060	2						2
60060			1				1
60060					1		1
60061	2						2
60061					1		1
60062	1						1
60064	5						5
60064					1		1
60069					1		1
60073			10				10
60073					1		1
60083	2						2
60084					2		2
60085	5						5
60087	3						3
60099	1						1
60099			1				1
Total	29	1	18	2	11	1	62

167