

Roate, George

From: Lori Wright [Lori.Wright@fmc-na.com]
Sent: Thursday, March 29, 2012 2:55 PM
To: Roate, George
Subject: ~~#11-030~~
Attachments: #12-030 Bill of Sale.pdf

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MAR 29 2012

HEALTH FACILITIES &
SERVICES REVIEW BOARD

George,

Attached is transaction document you requested to deem this project complete. I will send the original overnight tomorrow to arrive on Monday. Please let me know if you require anything else.

Lori Wright
Senior CON Specialist

Phone: 708-498-9121
Fax: 708-498-9334

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

BILL OF SALE; ASSIGNMENT AND ASSUMPTION AGREEMENT

This **BILL OF SALE; ASSIGNMENT AND ASSUMPTION AGREEMENT**, dated as of _____, 2012, is made between Fresenius Medical Care of Illinois, LLC, a Delaware limited liability company (the "**Member**"), and Fresenius Medical Care Elgin, LLC, a Delaware limited liability company (the "**Company**").

For good and valuable consideration of ten dollars (\$10.00) the receipt and sufficiency of which are hereby acknowledged, (a) the Member hereby intends to sell, assign, transfer and convey to the Company and its successors and assigns all of the Member's right, title and interest in and to the Pre-Development Assets and Facility Assets, which Pre-Development Assets and Facility Assets include without limitation those assets listed on **Exhibit A** attached hereto, and (b) the Company hereby assumes all of the obligations of the Member arising under or relating to the Pre-Development Assets and the Facility Assets, as of the closing date, yet to be determined. The sale/assignment of assets will not take place until after approval of the change of ownership of the dialysis facility currently known as Fresenius Medical Care Elgin, LLC is approved by the Illinois Health Facilities and Services Review Board.

This Bill of Sale; Assignment and Assumption Agreement is executed and delivered pursuant to, and is subject to the terms of, the Operating Agreement, and nothing contained herein is intended to alter, modify, expand or diminish the terms set forth in the Operating Agreement, including the representations and warranties relating to the Pre-Development Assets and Facility Assets.

[signature page follows]

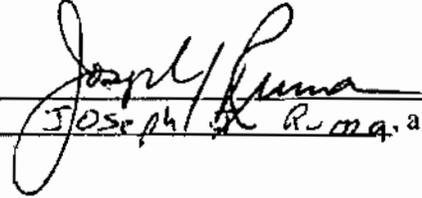
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MAR 29 2012

HEALTH FACILITIES &
SERVICES REVIEW BOARD

THE COMPANY:

FRESENIUS MEDICAL CARE ELGIN, LLC

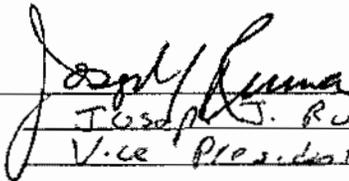
By: 

Joseph Ruma, a Manager

IN WITNESS WHEREOF, the Member and the Company have executed this Bill of Sale; Assignment and Assumption Agreement as of the date hereof.

THE MEMBER:

FRESENIUS MEDICAL CARE OF ILLINOIS, LLC

By: 
Name: Joseph J. Burns
Title: Vice President

[signatures continued next page]

EXHIBIT A
PRE-DEVELOPMENT ASSETS

All of the assets, tangible and intangible, that are owned by Member relating to the dialysis facility of Member operated in Elgin, Illinois that are transferable or assignable, but specifically excluding (i) all working capital assets (including cash, accounts receivable, prepaids, inventory and rebates earned prior to the date hereof), (ii) all assets not used exclusively in such dialysis facility, and (iii) equipment leases for all equipment other than **[dialysis, copier and computer]** equipment.