QUARTER 1 2011

Q1/2011

FRESENIUS MEDICAL CARE

Quarterly Report/1st Quarter 2011

FRESENIUS MEDICAL CARE

FIRST QUARTER 2011

OVERVIEW

SUMMARY FIRST QUARTER 2011
Table 1

Net revenue	$ 3,036 M	+5%
Operating income (EBIT)	$ 445 M	+5%
Net income attributable to Fresenius Medical Care AG & Co. KGaA	$ 221 M	+5%
Earnings per share	$ 0.73	+4%

REVENUE

Net revenue for the first quarter of 2011 increased by 5% to $3,036 M (+5% at constant currency) compared to the first quarter of 2010. Organic revenue growth worldwide was 3%. Dialysis services revenue grew by 5% to $2,285 M (+5% at constant currency) and dialysis product revenue increased by 6% to $751 M (+5% at constant currency).

North America revenue increased by 1% to $1,977 M including the impact of the new Medicare end-stage renal disease prospective payment system in the United States. Organic revenue growth was 1%. Dialysis services revenue grew by 1% to $1,782 M with a same market growth of 4%. Average revenue per treatment for U.S. clinics decreased to $348 in the first quarter of 2011 compared to $355 for the corresponding quarter in 2010 reflecting the targeted implementation of the new prospective payment system. Dialysis product revenue decreased by 2% to $195 M mainly due to lower pricing of renal drugs, partially offset by higher sales of dialysis products.

International revenue increased by 14% to $1,055 M. Based on constant currency, revenue grew by 13%. Organic revenue growth was 6%. Dialysis services revenue was $503 M, an increase of 23% (+21% at constant currency). Dialysis product revenue increased by 8% to $552 M and increased by 6% at constant currency, mainly driven by higher sales of peritoneal dialysis products, dialyzers, bloodlines, and products for acute care treatments.

EARNINGS

Operating income (EBIT) for the first quarter of 2011 increased by 5% to $445 M compared to $425 M in the first quarter of 2010. This resulted in an operating margin of 14.7% for the first quarter of 2011 compared to 14.8% for the corresponding quarter in 2010.

In North America, the operating margin increased from 15.7% to 15.8%. The margin development was mainly influenced by the favorable development of pharmaceutical costs and the negative effects of the implementation of the new Medicare end-stage renal disease prospective payment system in the United States.

In the International segment, the operating margin decreased from 16.4% to 16.2%.

Net interest expense for the first quarter of 2011 was $72 M compared to $67 M in the first quarter of 2010. This development was mainly attributable to a higher debt level.

Income tax expense was $124 M for the first quarter of 2011 compared to $128 M in the first quarter of 2010 and reflecting effective **tax rates** of 33.3% and 35.6%, respectively.

Net income attributable to FMC AG & CO. KGAA for the first quarter of 2011 was $221 M, an increase of 5% compared to the corresponding quarter of 2010.

Earnings per share (EPS) for the first quarter of 2011 rose by 4% to $0.73 per ordinary share, compared to $0.70 for the first quarter of 2010. The weighted average number of shares outstanding for the first quarter of 2011 was approximately 302.3 million shares, compared to 299.6 million shares for the first quarter of 2010. The increase in shares outstanding resulted from stock option exercises in the past 12 months.

CASH FLOW

In the first quarter of 2011, the company generated $175 M in **cash from operations**, representing approximately 6% of revenue. The cash flow generation was supported by increased earnings and negatively influenced by an unfavorable development of DSOs, primarily related to the introduction of the new Medicare end-stage renal disease prospective payment system in the United States and raised inventory levels.

A total of $113 M was spent for **capital expenditures**, net of disposals. **Free cash flow before acquisitions** was $62 M compared to $250 M in the first quarter of 2010. A total of $339 M in cash was spent for **acquisitions and investments**, net of divestitures. Approximately $300 M of the expenditures was a minority investment in Renal Advantage Partners LLC, the parent company of Renal Advantage, Inc. Additionally, we have entered into agreements to provide renal products, pharmaceutical supplies and other services to Renal Advantage and Liberty Dialysis Inc.

Free cash flow after acquisitions, investments and divestitures was –$277 M, compared to $168 M in the first quarter of 2010.

PATIENTS – CLINICS – TREATMENTS

As of March 31, 2011, Fresenius Medical Care treated 216,942 **patients** worldwide, which represents a 9% increase compared to the previous year's figure. North America provided dialysis treatments for 138,392 patients, an increase of 4%. Including 21 clinics managed by Fresenius Medical Care North America, the number of patients in North America was 139,887. The International segment served 78,550 patients, an increase of 20% over the prior year's figure.

As of March 31, 2011, the company operated a total of 2,769 **clinics** worldwide, which represents an 8% increase compared to the previous year's figure. The number of clinics is comprised of 1,823 clinics in North America (1,844 including managed clinics), and 946 clinics in the International segment, representing an increase of 3% and 19%, respectively.

During the first quarter of 2011 Fresenius Medical Care delivered approximately 8.17 million dialysis **treatments** worldwide. This represents an increase of 9%, compared to last year's figure. North America accounted for 5.24 million treatments, an increase of 4%. The International segment delivered 2.93 million treatments, an increase of 19%.

EMPLOYEES

As of March 31, 2011, Fresenius Medical Care had 74,844 employees (full-time equivalents) worldwide, compared to 73,452 employees at the end of 2010. This increase of more than 1,300 employees is due to overall growth in the company's business and acquisitions.

DEBT/EBITDA RATIO

The ratio of debt to Earnings before interest, taxes, depreciation and amortization (EBITDA) increased from 2.30 at the end of the first quarter of 2010 to 2.55 at the end of the first quarter of 2011. The debt/EBITDA ratio at the end of 2010 was 2.38.

RATING

Standard & Poor's Ratings Services continues to rate the company's corporate credit as 'BB' with a 'positive' outlook. Moody's continues to rate the company's corporate credit as 'Ba1' with a 'stable' outlook, and Fitch continues to rate the company's corporate credit as 'BB' with a 'positive' outlook. For further information on Fresenius Medical Care's credit ratings, maturity profiles and credit instruments, please visit our website at www.fmc-ag.com/Investor Relations/Credit Relations.

ISSUANCE OF SENIOR NOTES

In February 2011, Fresenius Medical Care issued $-denominated and €-denominated senior unsecured notes due 2021 in the respective principal amounts of $650 M and €300 M. The coupon for the $ senior notes is 5.75%, while the coupon for the € senior notes is 5.25%. The net proceeds amounted to approximately $1,035 M.

ACQUISITION OF DIALYSIS SERVICE BUSINESS FROM EUROMEDIC

On January 4, 2011, Fresenius Medical Care announced the signing of a purchase agreement to acquire International Dialysis Centers (IDC), Euromedic's dialysis service business for a purchase price of €485 M. Fresenius Medical Care is thus expanding its activities in the dialysis care market, especially in Eastern Europe, where IDC treats over 8,200 hemodialysis patients. The transaction remains subject to necessary regulatory approvals by the relevant anti-trust authorities and is expected to close in the second quarter of 2011. Upon completion, the acquired operations will add approximately $180 M in annual revenue and are expected to be accretive to earnings in the first year after closing of the transaction.

OUTLOOK FOR 2011 RAISED

Based on the strong financial results in the first quarter of 2011 and the elimination of the so-called "transition adjustment" imposed on dialysis facilities (as part of the new Medicare end-stage renal disease prospective payment system) in the United States, the company raises its outlook for the full year 2011.

Revenue is now expected to grow to above $13 BN. Previously, the company expected revenue between $12.8 BN and $13.0 BN.

Net income attributable to FMC AG & CO. KGAA is now expected between $1.070 BN and $1.090 BN. Previously, the company expected net income between $1.035 BN and $1.055 BN.

For 2011, the company still expects to spend around 5% of revenue on **capital expenditures** and approximately $1.2 BN on **acquisitions**. The **debt / EBITDA ratio** is expected to be below or equal to 2.8 by the end of 2011, likewise unchanged from the previous guidance.

INTERIM REPORT OF MANAGEMENT'S DISCUSSION AND ANALYSIS

FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion and analysis of the results of operations of Fresenius Medical Care AG & Co. KGaA (FMC AG & CO. KGAA or the Company) and its subsidiaries in conjunction with our unaudited consolidated financial statements and related notes contained elsewhere in this report and our disclosures and discussions in our Annual Report on Form 20-F for the year ended December 31, 2010, as amended. In this report, "FMC AG & CO. KGAA" or the "Company", "we", "us" or "our" refers to the Company or the Company and its subsidiaries on a consolidated basis, as the context requires.

Forward-looking Statements

This report contains forward-looking statements within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. When used in this report, the words "expects", "anticipates", "intends", "plans", "believes", "seeks", "estimates" and similar expressions are generally intended to identify forward looking statements. Although we believe that the expectations reflected in such forward-looking statements are reasonable, forward-looking statements are inherently subject to risks and uncertainties, many of which cannot be predicted with accuracy and some of which might not even be anticipated, and future events and actual results, financial and otherwise, could differ materially from those set forth in or contemplated by the forward-looking statements contained elsewhere in this report. We have based these forward-looking statements on current estimates and assumptions made to the best of our knowledge. By their nature, such forward-looking statements involve risks, uncertainties, assumptions and other factors which could cause actual results, including our financial condition and profitability, to differ materially and be more negative than the results expressly or implicitly described in or suggested by these statements. Moreover, forward-looking estimates or predictions derived from third parties' studies or information may prove to be inaccurate. Consequently, we cannot give any assurance regarding the future accuracy of the opinions set forth in this report or the actual occurrence of the developments described herein. In addition, even if our future results meet the expectations expressed here, those results may not be indicative of our performance in future periods.

These risks, uncertainties, assumptions, and other factors that could cause actual results to differ from our projected results include, among others, the following:

- changes in governmental and commercial insurer reimbursement for our complete products and services portfolio, including the new expanded Medicare reimbursement system for dialysis services;
- changes in utilization patterns for pharmaceuticals and in our costs of purchasing pharmaceuticals;
- the outcome of ongoing government investigations;
- the influence of private insurers and managed care organizations;
- the impact of recently enacted and possible future health care reforms;
- product liability risks;
- the outcome of ongoing potentially material litigation;
- risks relating to the integration of acquisitions and our dependence on additional acquisitions;
- the impact of currency fluctuations;
- introduction of generic or new pharmaceuticals that compete with our pharmaceutical products;
- changes in raw material and energy costs; and
- the financial stability and liquidity of our governmental and commercial payors.

Important factors that could contribute to such differences are noted in this report in the section entitled "Interim Report of Financial Condition and Results of Operations for the three months ended March 31, 2011 and 2010" and in Note 11 and in our Annual Report on Form 20-F for the year ended December 31, 2010 under "Risk Factors" and elsewhere in that report.

Our business is also subject to other risks and uncertainties that we describe from time to time in our public filings. Developments in any of these areas could cause our results to differ materially from the results that we or others have projected or may project.

Our reported financial condition and results of operations are sensitive to accounting methods, assumptions and estimates that are the basis of our financial statements. The actual accounting policies, the judgments made in the selection and application of these policies, and the sensitivities of reported results to changes in accounting policies, assumptions and estimates, are factors to be considered along with our financial statements and the discussion below under "Results of Operations". For a discussion of our critical accounting policies —— *see chapter 4.1* "Operating and Financial Review and Prospects – Critical Accounting Policies" in our Annual Report for the year ended December 31, 2010.

Overview

We are engaged primarily in providing dialysis services and manufacturing and distributing products and equipment for the treatment of end-stage renal disease (ESRD). In the U.S., we also perform clinical laboratory testing. We estimate that providing dialysis services and distributing dialysis products and equipment represents an over $69 BN worldwide market with expected annual worldwide market growth of around 4%. Patient growth results from factors such as the aging population and increased life expectancies; shortage of donor organs for kidney transplants, increasing incidence and better treatment of and survival of patients with diabetes and hypertension, which frequently precede the onset of ESRD; improvements in treatment quality, which prolong patient life; and improving standards of living in developing countries, which make life-saving dialysis treatment available. Key to continued growth in revenue is our ability to attract new patients in order to increase the number of treatments performed each year. For that reason, we believe the number of treatments performed each year is a strong indicator of continued revenue growth and success. In addition, the reimbursement and ancillary services utilization environment significantly influences our business. In the past we experienced and, after the implementation of the new case-mix adjusted bundled prospective payment system (ESRD PPS) in the U.S., also expect in the future generally stable reimbursements for dialysis services. This includes the balancing of unfavorable reimbursement changes in certain countries with favorable changes in other countries. The majority of treatments are paid for by governmental institutions such as Medicare in the United States. As a consequence of the pressure to decrease healthcare costs, reimbursement rate increases have historically been limited. Our ability to influence the pricing of our services is limited.

A majority of our U.S. dialysis services is paid for by the Medicare program. Medicare payments for dialysis services provided before January 1, 2011 were based on a composite rate, which included a drug add-on adjustment, case-mix adjustments, and a regional wage index adjustment. The drug add-on adjustment was established under the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (MMA) to account for differences in Medicare reimbursement for separately billable pharmaceuticals pre-MMA and the new average sales price reimbursement system established by the MMA.

Until January 1, 2011 certain other items and services that we furnish at our dialysis centers were included in the composite rate and were eligible for separate Medicare reimbursement. The most significant of these items are drugs or biologicals, such as erythropoietin-stimulating agents (ESAs), vitamin D analogs, and iron, which were reimbursed at 106% of the average sales price as reported to CMS by the manufacturer. Products and support services furnished to ESRD patients receiving dialysis treatment at home were also reimbursed separately under a reimbursement structure comparable to the in-center composite rate.

With the enactment of MIPPA in 2008, Congress mandated the development of an expanded ESRD bundled payment system for services furnished on or after January 1, 2011. On July 26, 2010, CMS issued a final rule implementing the ESRD PPS for ESRD dialysis facilities in accordance with MIPPA. Under the ESRD PPS, CMS reimburses dialysis facilities with a single payment for each dialysis treatment, inclusive of (i) all items and services included in the composite rate, (ii) oral vitamin D analogues, oral levocarnitine (an amino acid derivative) and all ESAs and other pharmaceuticals (other than vaccines) furnished to ESRD patients that were previously reimbursed separately under Part B of the Medicare program, (iii) most diagnostic laboratory tests and (iv) other items and services furnished to individuals for the treatment of ESRD. ESRD-related drugs with only an oral form will be reimbursed under the ESRD PPS starting in January 2014 with an adjusted payment amount to be determined by the Secretary of Health and Human Services to reflect the additional cost to dialysis facilities of providing these medications. The initial ESRD PPS base reimbursement rate is set at $229.63 per dialysis treatment (representing 98% of the estimated 2011 Medicare program costs of dialysis care as calculated under the current reimbursement system). The base ESRD PPS payment is subject to case mix adjustments that take into account individual patient characteristics (e.g., age, body surface area, body mass, time on dialysis) and certain co-morbidities. The base payment is also adjusted for (i) certain high cost patient outliers due to unusual variations in medically necessary care, (ii) disparately high costs incurred by low volume facilities relative to other facilities, (iii) provision of home dialysis training, (iv) wage-related costs in the geographic area in which the provider is located and (v) transition adjustments to ensure a budget-neutral transition to the new reimbursement system (the Transition Adjusters). For 2011, CMS initially implemented a negative 3.1% adjustment to the base payment to ensure a budget-neutral transition, based on CMS's assumption that only 43% of dialysis facilities would fully opt into the ESRD PPS in 2011. This adjustment was subsequently eliminated effective April 1, 2011 for the remainder of 2011. No other Transition Adjusters are scheduled for 2011. Transition Adjusters for 2012 and 2013 have not yet been published.

Beginning in 2012, the ESRD PPS payment amount will be subject to annual adjustment based on increases in the costs of a "market basket" of certain healthcare items and services less a productivity adjustment. The ESRD PPS's pay-for-performance standards, also known as the quality improvement program or QIP, focusing in the first year on anemia management and dialysis adequacy, will be fully implemented effective January 1, 2012. Dialysis facilities that fail to achieve the established quality standards will have payments reduced by up to 2%, based on performance in 2010 as an initial performance period.

The ESRD PPS will be phased in over four years with full implementation for all dialysis facilities on January 1, 2014. However, providers could elect in November 2010 to become fully subject to the new system starting in January 2011. Nearly all of our U.S. dialysis facilities have elected to be fully subject to the ESRD PPS effective January 1, 2011.

The ESRD PPS has resulted in lower reimbursement rates on average. Our plans to mitigate the impact of the ESRD PPS included three broad measures. First, we worked with other providers, CMS and the U.S. Congress toward favorably revising the calculation of the Transition Adjuster for 2011. Effective April 1, 2011 CMS eliminated the Transition Adjuster for the remainder of the year. Second, we are working with medical directors and treating physicians to make protocol changes used in treating patients and are negotiating pharmaceutical acquisition cost savings. Finally, we are seeking to achieve greater efficiencies and better patient outcomes by introducing new initiatives to improve patient care upon initiation of dialysis, increase the percentage of patients using home therapies and achieve additional cost reductions in our clinics.

The Patient Protection and Affordable Care Act was enacted in the United States on March 23, 2010 and subsequently amended by the Health Care and Educational Affordability Reconciliation Act (as amended, ACA). ACA will implement broad healthcare system reforms, including (i) provisions to facilitate access to affordable health insurance for all Americans, (ii) expansion of the Medicaid program, (iii) an industry fee on pharmaceutical companies starting in 2011 based on sales of brand name pharmaceuticals to government

healthcare programs, (iv) a 2.3% excise tax on manufacturers' medical device sales starting in 2013, (v) increases in Medicaid prescription drug rebates effective January 1, 2010, (vi) commercial insurance market reforms that protect consumers, such as bans on lifetime and annual limits, coverage of pre-existing conditions, limits on administrative costs, and limits on waiting periods, (vii) provisions encouraging integrated care, efficiency and coordination among providers and (viii) provisions for reduction of healthcare program waste and fraud. ACA's medical device excise tax, Medicaid drug rebate increases and annual pharmaceutical industry fees will adversely impact our product business earnings and cash flows. We expect modest favorable impact from ACA's integrated care and commercial insurance consumer protection provisions.

Effective February 15, 2011, the department of Veterans Affairs (VA) adopted payment rules which reduce its payment rates for non-contracted dialysis services to coincide with those of the Medicare program. As a result of the enactment of these new rules, we expect to experience variability in our aggregated VA reimbursement rates for contracted and non-contracted services. In addition, we may also experience reductions in the volume of VA patients treated in our facilities.

We have identified three operating segments, North America, International, and Asia-Pacific. For reporting purposes, we have aggregated the International and Asia-Pacific segments as "International". We aggregated these segments due to their similar economic characteristics. These characteristics include same services provided and same products sold, same type patient population, similar methods of distribution of products and services and similar economic environments. Our general partner's Management Board member responsible for the profitability and cash flow of each segment's various businesses supervises the management of each operating segment. The accounting policies of the operating segments are the same as those we apply in preparing our consolidated financial statements under accounting principles generally accepted in the United States (U.S. GAAP). Our management evaluates each segment using a measure that reflects all of the segment's controllable revenues and expenses.

With respect to the performance of our business operations, our management believes the most appropriate measure in this regard is operating income which measures our source of earnings. Financing is a corporate function which segments do not control. Therefore, we do not include interest expense relating to financing as a segment measurement. We also regard income taxes to be outside the segments' control. Similarly, we do not allocate "corporate costs", which relate primarily to certain headquarters overhead charges, including accounting and finance, professional services, etc. because we believe that these costs are also not within the control of the individual segments. As of January 1, 2011, production of products, production asset management, quality management and procurement is centrally managed in corporate by Global Manufacturing Operations. In addition, certain acquisitions and intangible assets are not allocated to a segment but are accounted for as "corporate". Accordingly, all of these items are excluded from our analysis of segment results and are discussed below in the discussion of our consolidated results of operations.

Results of Operations

The following tables summarize our financial performance and certain operating results by principal business segment for the periods indicated. Inter-segment sales primarily reflect sales of medical equipment and supplies from the International segment to the North America segment. We prepared the information using a management approach, consistent with the basis and manner in which our management internally disaggregates financial information to assist in making internal operating decisions and evaluating management performance.

SEGMENT DATA

Table 2

in $ M

	Three months ended March 31,	
	2011	*2010*
Total revenue		
North America	1,979	1,961
International	1,055	922
Corporate	4	–
TOTAL	**3,038**	**2,883**
Inter-segment revenue		
North America	2	1
International	–	–
TOTAL	**2**	**1**
Total net revenue		
North America	1,977	1,960
International	1,055	922
Corporate	4	–
TOTAL	**3,036**	**2,882**
Amortization and depreciation		
North America	68	64
International	41	37
Corporate	27	24
TOTAL	**136**	**125**
Operating income (EBIT)		
North America	312	308
International	171	151
Corporate	(38)	(34)
TOTAL	**445**	**425**
Interest income	10	6
Interest expense	(82)	(73)
Interest tax expense	(124)	(128)
Net income	249	230
Less: Net income attributable to noncontrolling interest	(28)	(19)
NET INCOME ATTRIBUTABLE TO FMC AG & CO. KGAA	**221**	**211**

Three months ended March 31, 2011 compared to three months ended March 31, 2010.

Consolidated Financials

KEY INDICATORS FOR CONSOLIDATED FINCANCIAL STATEMENTS

Table 3

	Three months ended March 31,		Change	
	2011	2010	as reported	at constant exchange rates
Number of treatments	8,174,842	7,508,564	9%	–
Same market treatment growth *in %*	4.3	4.2	–	–
Revenue *in $ M*	3,036	2,882	5%	5%
Gross profit *in % of revenue*	34.1	33.5	–	–
Selling, general and administrative costs *in % of revenue*	18.8	18.0	–	–
Net income attributable to FMC AG & Co. KGaA *in $ M*	221	211	5%	–

Treatments increased by 9% for the three months ended March 31, 2011 as compared to the same period in 2010. Growth from acquisitions contributed 5% and same market treatment growth contributed 4%.

At March 31, 2011, we owned, operated or managed (excluding those managed but not consolidated in the U.S.) 2,769 clinics compared to 2,567 clinics at March 31, 2010. During the first quarter of 2011, we acquired 9 clinics, opened 22 clinics and combined or closed 6 clinics. The number of patients treated in clinics that we own, operate or manage (excluding patients of clinics managed but not consolidated in the U.S.) increased by 9% to 216,942 at March 31, 2011 from 198,774 at March 31, 2010. Including 21 clinics managed but not consolidated in the U.S., the total number of patients was 218,437.

Net revenue increased by 5% (5% at constant exchange rates) for the three months ended March 31, 2011 over the comparable period in 2010 due to growth in both dialysis care and dialysis products revenues.

Dialysis care revenue grew by 5% (5% at constant exchange rates) to $2,285 M for the three months ended March 31, 2011 from $2,171 M in the same period of 2010, mainly due to growth in same market treatments (4%) and contributions from acquisitions (3%), partially offset by decreases in revenue per treatment (1%) and the effect of closed or sold clinics (1%).

Dialysis product revenue increased by 6% (5% at constant exchange rates) to $751 M from $711 M in the same period of 2010, driven by increased sales of peritoneal dialysis and hemodialysis products, especially of dialyzers, products for acute care treatments and bloodlines as well as solutions and concentrates.

The increase in gross profit margin reflects an increase in gross profit margin in North America due to the negative effect in the first quarter of 2010 of the revaluation of inventory and cost savings in pharmaceuticals mainly driven by lower EPO usage in the first quarter of 2011 as compared to the same period in 2010, partially offset by the effect of a lower revenue rate attributable to the new ESRD PPS.

Selling, general and administrative (SG&A) expenses increased to $572 M in the first quarter of 2011 from $518 M in the same period of 2010. SG&A expenses as a percentage of sales increased to 18.8% for the three months ended March 31, 2011 in comparison with 18.0% during the same period of 2010 as a result of an increase in North America and higher Corporate costs offset by a decrease in the International segment. The increase in North America was a result of a lower revenue rate due to the ESRD PPS, higher freight and distribution expenses as a result of increased fuel costs and increased donations to U.S. ESRD patient assistance

charities, partially offset by lower provisions for doubtful accounts. The decrease in the International segment was mainly due to the one-time revaluation in the first quarter of 2010 of the balance sheet of our operations in Venezuela as a result of the devaluation of the Venezuelan bolivar driven by hyperinflation, partially offset by lower foreign exchange gains. Bad debt expense for the first quarter of 2011 was $53 M as compared to $60 M for the same period of 2010, representing 1.7% and 2.1% of sales for the three months ended March 31, 2011 and 2010, respectively.

R&D expenses increased to $26 M in the three months ended March 31, 2011 as compared to $23 M in the same period in 2010.

Income from equity method investees increased to $8 M for the three months ended March 31, 2011 from $2 M for the same period of 2010 due to the income from the Vifor-Fresenius Medical Care Renal Pharma Ltd. (Vifor) renal pharmaceuticals joint venture.

Operating income increased to $445 M in the three months ended March 31, 2011 from $425 M for the same period in 2010. Operating income margin decreased slightly to 14.7% for the three months ended March 31, 2011 from 14.8% for the same period in 2010 as a result of the increased SG&A expenses as a percentage of revenue as noted above, partially offset by the increase in gross profit margin as noted above and the increase in income from equity method investees as a percentage of revenue.

Interest expense increased by 12% to $82 M for the three months ended March 31, 2011 from $73 M for the same period in 2010 mainly as a result of increased debt. Interest income increased to $10 M for the three months ended March 31, 2011 from $6 M for the same period in 2010 as a result of interest on subordinated notes issued to a third party in the first quarter of 2011 ——— *see Note 5*.

Income tax expense decreased to $124 M for the three months ended March 31, 2011 from $128 M for the same period in 2010. The effective tax rate decreased to 33.3% from 35.6% for the same period of 2010 as a result of an increase in non-taxable noncontrolling interest in North America and higher tax-free income from equity method investees. In addition, the first quarter of 2010 included the effect of non-deductible losses in Venezuela as a result of inflationary accounting.

Net income attributable to FMC AG&CO. KGAA for the first quarter of 2011 increased to $221 M from $211 M for the same period in 2010 as a result of the combined effects of the items discussed above.

We employed 74,844 people (full-time equivalents) as of March 31, 2011 compared to 69,329 as of March 31, 2010, an increase of 8.0% primarily due to overall growth in our business and acquisitions.

The following discussions pertain to our business segments and the measures we use to manage these segments.

North America Segment

KEY INDICATORS FOR NORTH AMERICA SEGMENT
Table 4

	Three months ended March 31,		Change
	2011	2010	
Number of treatments	5,241,652	5,034,516	4%
Same market treatment growth *in %*	3.7	4.1	–
Revenue *in $ M*	1,977	1,960	1%
Depreciation and amortization *in $ M*	68	64	7%
Operating income *in $ M*	312	308	1%
Operating income margin *in %*	15.8	15.7	–

Revenue

Treatments increased by 4% for the three months ended March 31, 2011 as compared to the same period in 2010 mostly due to same market growth (4%) and contributions from acquisitions (1%), partially offset by the effect of closed or sold clinics (1%). At March 31, 2011, 138,392 patients (a 4% increase over the same period in the prior year) were being treated in the 1,823 clinics that we own or operate in the North America segment, compared to 133,105 patients treated in 1,775 clinics at March 31, 2010. Average North America revenue per treatment was $340 for the three months ended March 31, 2011 and $348 for the same period in 2010. In the U.S., the average revenue per treatment was $348 for the three months ended March 31, 2011 in comparison to $355 for the same period in 2010. The decrease was mainly attributable to the effect of the implementation of the ESRD PPS.

Net revenue for the North America segment for the first quarter of 2011 increased as a result of an increase in dialysis care revenue of 1% to $1,782 M from $1,760 M in the same period of 2010, partially offset by a decrease in dialysis product revenue of 2% to $195 M from $200 M in the first quarter of 2010.

The dialysis care revenue increase was driven by same market treatment growth (4%) and contributions from acquisitions (1%), partially offset by decreased revenue per treatment (3%) and the effect of closed or sold clinics (1%).

The dialysis product revenue decrease was driven by lower sales of renal pharmaceuticals, principally as a result of a lower average selling price for Venofer®, partially offset by increased sales of peritoneal dialysis products.

Operating Income

Operating income increased to $312 M for the three months ended March 31, 2011 from $308 M for the same period in 2010. Operating income margin increased slightly to 15.8% for the three months ended March 31, 2011 from 15.7% for the same period in 2010, primarily due to a decrease in cost per treatment to $282 for the three months ended March 31, 2011 from $289 in the same period of 2010, the negative effect in the first quarter of 2010 of the inventory revaluation, higher income from equity method investees due to income from the Vifor joint venture and lower bad debt expense. This was mostly offset by the ESRD PPS.

International Segment

KEY INDICATORS FOR INTERNATIONAL SEGMENT
Table 5

	Three months ended March 31,		Change	
	2011	2010	as reported	at constant exchange rates
Number of treatments	2,933,190	2,474,048	19%	–
Same market treatment growth *in %*	5.6	4.3	–	–
Revenue *in $ M*	1,055	922	14%	13%
Depreciation and amortization *in $ M*	41	37	10%	–
Operating income *in $ M*	171	151	13%	–
Operating income margin *in %*	16.2	16.4	–	–

Revenue

Treatments increased by 19% in the three months ended March 31, 2011 over the same period in 2010 mainly due to contributions from acquisitions (13%) and same market growth (6%). As of March 31, 2011, 78,550 patients (a 20% increase over the same period of the prior year) were being treated at 946 clinics that we own, operate or manage in the International segment compared to 65,669 patients treated at 792 clinics at March 31, 2010. Average revenue per treatment for the three months ended March 31, 2011 increased to $172 in comparison with $166 for the same period of 2010 due to increased reimbursement rates and changes in country mix ($4) as well as the strengthening of local currencies against the U.S. dollar ($2).

Net revenues for the International segment for the three months ended March 31, 2011 increased by 14% (13% increase at constant exchange rates) as compared to the same period in 2010 as a result of increases in both dialysis care and dialysis product revenues. Acquisitions during the period contributed 7%, organic growth during the period was 6% and the positive effect of exchange rate fluctuations contributed 1%.

Including the effects of acquisitions, European region revenue increased 9% (9% increase at constant exchange rates), Latin America region revenue increased 14% (12% increase at constant exchange rates), and Asia-Pacific region revenue increased 37% (30% increase at constant exchange rates).

Total dialysis care revenue for the International segment increased during the three months ended March 31, 2011 by 23% (21% increase at constant exchange rates) to $503 M from $411 M in the same period of 2010. This increase is a result of contributions from acquisitions (12%) and same market treatment growth (6%), as well as increases in revenue per treatment (3%) and the positive effect of exchange rate fluctuations (2%).

Total dialysis product revenue for the three months ended March 31, 2011 increased by 8% (6% increase at constant exchange rates) to $552 M from $511 M in the same period of 2010. The increase in product revenue was driven by increased sales of peritoneal dialysis and hemodialysis products, especially of dialyzers, bloodlines and products for acute care treatments as well as solutions and concentrates. Exchange rate fluctuations contributed 2%.

Operating Income

Operating income increased by 13% to $171 M for the three months ended March 31, 2011 from $151 M for the same period in 2010. Operating income margin decreased to 16.2% for the three months ended March 31, 2011 from 16.4% for the same period in 2010 due to unfavorable foreign exchange effects, partially offset by the negative impact in the first quarter of 2010 of the devaluation of the Venezuelan bolivar.

LIQUIDITY AND CAPITAL RESOURCES

Three months ended March 31, 2011 compared to three months ended March 31, 2010.

Liquidity

Our primary sources of liquidity have historically been cash from operations, cash from borrowings from third parties and related parties, as well as cash from issuance of equity and debt securities. We require this capital primarily to finance working capital needs, to fund acquisitions and joint ventures, to develop free-standing renal dialysis centers, to purchase equipment for existing or new renal dialysis centers and production sites, to repay debt and to pay dividends.

At March 31, 2011, we had cash and cash equivalents of $620 million. For information regarding utilization and availability under our Amended 2006 Senior Credit Agreement —— *see Note 7.*

Operations

In the first three months of 2011 and 2010, we generated cash flows from operations of $175 M and $349 M, respectively. Cash from operations is impacted by the profitability of our business, the development of our working capital, principally receivables, and cash outflows that occur due to a number of singular specific items (especially payments in relation to disallowed tax deductions and legal proceedings). The decrease in 2011 versus 2010 was mainly a result of unfavorable days sales outstanding (DSO) development in 2011 as compared to 2010 and a cash outflow from hedging related to intercompany financing as well as an increase in days of inventory on hand.

The profitability of our business depends significantly on reimbursement rates. Approximately 75% of our revenues are generated by providing dialysis treatment, a major portion of which is reimbursed by either public health care organizations or private insurers. For the period ended March 31, 2011, approximately 32% of our consolidated revenues were attributable to U.S. federal health care benefit programs, such as Medicare and Medicaid reimbursement. Legislative changes could affect Medicare reimbursement rates for a significant portion of the services we provide, as well as the scope of Medicare coverage. A decrease in reimbursement rates or the scope of coverage could have a material adverse effect on our business, financial condition and results of operations and thus on our capacity to generate cash flow. In the past we experienced and, after the implementation of the new ESRD PPS in the U.S., also expect in the future generally stable reimbursements for our dialysis services. This includes the balancing of unfavorable reimbursement changes in certain countries with favorable changes in other countries. See "Overview" above for a discussion of recent Medicare reimbursement rate changes including provisions for implementation of the ESRD PPS for dialysis services provided after January 1, 2011.

Our working capital was $2,246 M at March 31, 2011 which increased from $1,363 M at December 31, 2010, mainly as a result of decreased short-term borrowings under our accounts receivable facility as a result of pay downs from the proceeds of the long-term debt issued in the first quarter of 2011 and increases in accounts receivable, prepaid expenses and other current assets, inventories, and cash, partially offset by increases in taxes payable, accrued expenses and other liabilities, short-term borrowings due to related parties and accounts payable. Our ratio of current assets to current liabilities was 1.6 at March 31, 2011.

Our financing activities are focused on the transition of our debt portfolio to single tier and on lengthening the average maturity of our debt. Furthermore, we intend to maintain sufficient financial resources in the coming years. We obtained long-term financing during the current financial year through the issuance of $1,062 M in senior notes on February 3, 2011, see "Financing" below. We have sufficient financial resources, consisting of only partly drawn credit facilities and our accounts receivable facility. By obtaining additional financing such as the proceeds from the $1,062 M senior notes offering, we aim to preserve financial resources with a minimum of $300 to $500 M of committed and unutilized credit facilities. We expect to repay our Trust Preferred Securities, which are due June 15, 2011, from existing credit facilities.

Cash from operations depends on the collection of accounts receivable. Customers and governments generally have different payment cycles. A lengthening of their payment cycles could have a material adverse effect on our capacity to generate cash flow. In addition, we could face difficulties in enforcing and collecting accounts receivable under some countries' legal systems. Accounts receivable balances at March 31, 2011 and March 31, 2010, net of valuation allowances, represented DSO of approximately 80 and 76, respectively.

The development of DSO by operating segment is shown in the table below:

DEVELOPMENT OF DAYS SALES OUTSTANDING

Table 6

in days

	March 31, 2011	*December 31, 2010*
North America	60	54
International	116	116
TOTAL	**80**	**76**

DSO increased in the North America segment between December 31, 2010 and March 31, 2011 as a result of delays in the processing of bills related to adopting our billing system to the new ESRD PPS and due to delays in the coordination of insurance coverage between the U.S. federal and state governments. DSO for the International segment remained unchanged between December 31, 2010 and March 31, 2011.

There are a number of tax and other items we have identified that will or could impact our cash flows from operations in the immediate future as follows:

We filed claims for refunds contesting the Internal Revenue Service's (IRS) disallowance of civil settlement payment deductions taken by Fresenius Medical Care Holdings, Inc. (FMCH) in prior year tax returns. As a result of a settlement agreement with the IRS, we received a partial refund in September 2008 of $37 M, inclusive of interest and preserved our right to pursue claims in the United States courts for refunds of all other disallowed deductions. On December 22, 2008, we filed a complaint for complete refund in the United States District Court for the District of Massachusetts, styled as Fresenius Medical Care Holdings, Inc. v. United States. On June 24, 2010, the court denied FMCH's motion for summary judgment and the litigation is proceeding towards trial.

The IRS tax audits of FMCH for the years 2002 through 2006 have been completed. The IRS has disallowed all deductions taken during these audit periods related to intercompany mandatorily redeemable preferred shares. We have protested the disallowed deductions and will avail ourselves of all remedies. An adverse determination with respect to the disallowed deductions related to intercompany mandatorily redeemable preferred shares could have a material adverse effect on our results of operations and liquidity. In addition, the IRS proposed other adjustments which have been recognized in our financial statements.

For the tax year 1997, we recognized an impairment of one of our subsidiaries which the German tax authorities disallowed in 2003 at the conclusion of their audit for the years 1996 and 1997. We have filed a complaint with the appropriate German court to challenge the tax authorities' decision. In January 2011, we reached an agreement with the tax authorities, estimated to be slightly more favorable than the tax benefit recognized previously. The additional benefit is expected to be recognized in 2011.

We are subject to ongoing and future tax audits in the U.S., Germany and other jurisdictions. We have received notices of unfavorable adjustments and disallowances in connection with certain of the audits, including those described above. We are contesting, including appealing, certain of these unfavorable determinations. If our objections and any final audit appeals are unsuccessful, we could be required to make additional tax payments, including payments to state tax authorities reflecting the adjustments made in our federal tax returns in the U.S. With respect to other potential adjustments and disallowances of tax matters currently under review, where tentative agreement has been reached, we do not anticipate that an unfavorable ruling could have a material impact on our results of operations. We are not currently able to determine the timing of these potential additional tax payments.

W.R. Grace & Co. and certain of its subsidiaries filed for reorganization under Chapter 11 of the U.S. Bankruptcy Code (the Grace Chapter 11 Proceedings) on April 2, 2001. The settlement agreement with the asbestos creditors' committees on behalf of the W.R. Grace & Co. bankruptcy estate see Note 11 provides for payment by the Company of $115 M upon approval of the settlement agreement by the U.S. District Court, which has occurred, and confirmation of a W.R. Grace & Co. bankruptcy reorganization plan that includes the settlement. In January and February 2011, the U.S. Bankruptcy Court entered orders confirming the joint plan of reorganization. These confirmation orders are pending before the U.S. District Court. The $115 M obligation was included in the special charge we recorded in 2001 to address 1996 merger-related legal matters —— *see Note 11.* The payment obligation is not interest-bearing.

If the potential additional tax payments discussed above and the Grace Chapter 11 Proceedings settlement payment were to occur contemporaneously, there could be a material adverse impact on our operating cash flow in the relevant reporting period. Nonetheless, we anticipate that cash from operations and, if required, our senior credit agreement and other sources of liquidity will be sufficient to satisfy all such obligations if and when they come due.

Investing

We used net cash of $452 M and $181 M in investing activities in the three-month periods ended March 31, 2011 and 2010, respectively.

Capital expenditures for property, plant and equipment, net of disposals were $113 M in 2011 and $99 M in 2010. In the first three months of 2011, capital expenditures were $55 M in the North America segment, $31 M for the International segment and $27 M at Corporate. Capital expenditures in the first three months of 2010 were $62 M in the North America segment and $37 M for the International segment. The majority of our capital expenditures was used for maintaining existing clinics, equipping new clinics, maintenance and expansion of production facilities primarily in North America and Germany and capitalization of machines provided to our customers, primarily in the International segment. Capital expenditures were approximately 4% and 3% of total revenue in the first three months of 2011 and 2010, respectively.

We invested approximately $339 M cash in the first quarter of 2011, primarily through loans provided to Renal Advantage Partners LLC, the parent company of Renal Advantage, Inc., a provider of dialysis services, —— *see Note 5* and investments in majority owned joint ventures ($332 M in the North America segment and $7 M in the International segment), as compared to $84 M cash in the same period of 2010 ($29 M in the North America segment, $51 M in the International segment and $4 M at Corporate). There were no divestitures in the first quarter of 2011. We received $2 M in conjunction with divestitures in the first quarter of 2010.

We anticipate capital expenditures of 5% of revenues and expect to make acquisitions of approximately $1,200 M in 2011, including the €485 M acquisition of International Dialysis Centers, the dialysis service business of Euromedic International, which we announced on January 4, 2011 —— *see "Outlook" below*.

Financing

Net cash provided by financing was $357 M in the first three months of 2011 compared to net cash used in financing of $202 M in the first three months of 2010, respectively.

In the first quarter of 2011, cash was provided by the issuance of $1,062 M in senior notes in February 2011 and short-term borrowings, partially offset by the repayment of the accounts receivable facility and repayment of long-term borrowings. For further information on the issuance of $1,062 M in bonds in 2011, see below. In the first quarter of 2010, cash was mainly used for the repayment of the accounts receivable facility and part of the borrowings under the revolving credit facility, partially offset by our issuance of 5.5% Senior Notes in January 2010.

On February 3, 2011, our wholly owned subsidiaries, Fresenius Medical Care US Finance, Inc. and FMC Finance VII S.A., issued $650 M and €300 M (approximately $412 M at the date of issuance) of 5.75% Senior Notes and 5.25% Senior Notes, respectively. The 5.75% Senior Notes had an issue price of 99.060% and a yield to maturity of 5.875%. The 5.25% Senior Notes were issued at par. Both the 5.75% Senior Notes and the 5.25% Senior Notes are due February 15, 2021. Net proceeds were or will be used to repay indebtedness outstanding under our accounts receivable facility and the revolving credit facility of the Amended 2006 Senior Credit Agreement, for acquisitions, including payments under our recent acquisition of International Dialysis Centers announced on January 4, 2011, and for general corporate purposes to support our renal dialysis products and services business. Both the 5.75% and the 5.25% Senior Notes are guaranteed on a senior basis jointly and severally by us, FMCH and Fresenius Medical Care Deutschland GmbH (D-GmbH).

Debt covenant disclosure – EBITDA

EBITDA (earnings before interest, tax, depreciation and amortization expenses) was approximately $581 M, 19.1% of revenues for the three-month period ended March 31, 2011, and $550 M, 19.1% of revenues for the same period of 2010. EBITDA is the basis for determining compliance with certain covenants contained in our Amended 2006 Senior Credit Agreement, Euro Notes, EIB agreements, and the indentures relating to our Senior Notes and our outstanding trust preferred securities. You should not consider EBITDA to be an alternative to net earnings determined in accordance with U.S. GAAP or to cash flow from operations, investing activities or financing activities. In addition, not all funds depicted by EBITDA are available for management's discretionary use. For example, a substantial portion of such funds are subject to contractual restrictions and functional requirements for debt service, to fund necessary capital expenditures and to meet other commitments from time to time as described in more detail elsewhere in this report. EBITDA, as calculated, may not be comparable to similarly titled measures reported by other companies. A reconciliation of EBITDA to cash flow provided by operating activities, which we believe to be the most directly comparable U.S. GAAP financial measure, is calculated as follows:

RECONCILIATION OF MEASURES FOR CONSOLIDATED TOTALS

Table 7

in $ M

	Three months ended March 31,	
	2011	2010
TOTAL EBITDA	**581**	**550**
Interest expense (net of interest income)	(72)	(67)
Income tax expense, net	(124)	(128)
Change in deferred taxes, net	32	13
Changes in operating assets and liabilities	(249)	(26)
Stock compensation expense	7	7
NET CASH PROVIDED BY OPERATING ACTIVITIES	**175**	**349**

BALANCE SHEET STRUCTURE

Total assets as of March 31, 2011 increased to $18.1 BN compared to $17.1 BN at December 31, 2010. Current assets as a percent of total assets increased to 32% at March 31, 2011 from 30% at December 31, 2010. The equity ratio, the ratio of our equity divided by total liabilities and shareholders' equity, decreased to 43% at March 31, 2011 from 44% at December 31, 2010.

OUTLOOK

We have increased our estimated net revenues for 2011 from $12,800 – $13,000 M to more than $13,000 M and have increased our estimated net income for 2011 from $1,035 – $1,055 M to $1,070 – $1,090 M. Otherwise, we confirm our outlook for the full year 2011 as depicted in the table below:

OUTLOOK

Table 8

in $ M, except Debt / EBITDA ratio

	2010
Net revenues	> 13,000
Net income attributable to FMC AG & Co. KGaA	1,070 – 1,090
Debt / EBITDA ratio	≤ 2.8
Capital expenditures *in % of revenue*	~ 5%
Acquisitions	~ 1,200

CONSOLIDATED FINANCIAL STATEMENTS

CONSOLIDATED STATEMENTS OF INCOME

CONSOLIDATED STATEMENTS OF INCOME

Table 9

in $ THOUS, except share data, unaudited

	Three months ended March 31,	
	2011	*2010*
Net revenue		
Dialysis care	2,285,316	2,170,784
Dialysis products	751,072	711,345
TOTAL	**3,036,388**	**2,882,129**
Costs of revenue		
Dialysis care	1,666,194	1,541,681
Dialysis products	335,095	376,156
TOTAL	**2,001,289**	**1,917,837**
Gross profit	1,035,099	964,292
Operating (income) expenses		
Selling, general and administrative	571,448	517,737
Research and development	26,149	23,089
Income from equity method investees	(7,582)	(1,713)
OPERATING INCOME	**445,084**	**425,179**
Other (income) expense		
Interest income	(10,421)	(5,839)
Interest expense	81,986	73,264
Income before income taxes	373,519	357,754
Income tax expense	124,404	127,528
Net income	249,115	230,226
Less: Net income attributable to noncontrolling interests	28,414	19,110
NET INCOME ATTRIBUTABLE TO FMC AG & CO. KGAA	**220,701**	**211,116**
BASIC INCOME PER ORDINARY SHARE	**0.73**	**0.70**
FULLY DILUTED INCOME PER ORDINARY SHARE	**0.73**	**0.70**

See accompanying notes to unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME

Table 10

in $ THOUS, unaudited

	Three months ended March 31,	
	2011	*2010*
NET INCOME	**249,115**	**230,226**
Gain (loss) related to cash flow hedges	3,984	(17,462)
Actuarial gains on defined benefit pension plans	1,783	1,190
Gain (loss) related to foreign currency translation	118,953	(124,937)
Income tax (expense) benefit related to components of other comprehensive income	(4,151)	4,881
OTHER COMPREHENSIVE INCOME (LOSS), NET OF TAX	**120,569**	**(136,328)**
TOTAL COMPREHENSIVE INCOME	**369,684**	**93,898**
Comprehensive income attributable to noncontrolling interests	28,682	17,995
COMPREHENSIVE INCOME ATTRIBUTABLE TO FMC AG & CO. KGAA	**341,002**	**75,903**

See accompanying notes to unaudited consolidated financial statements.

CONSOLIDATED BALANCE SHEETS

CONSOLIDATED BALANCE SHEETS

Table 11

in $ THOUS, except share data

	March 31, (unaudited) ***2011***	*December 31, (audited)* *2010*
Assets		
Current assets		
Cash and cash equivalents	619,655	522,870
Trade accounts receivable less allowance for doubtful accounts of $282,902 in 2011 and $277,139 in 2010	2,820,360	2,573,258
Accounts receivable from related parties	110,744	113,976
Inventories	912,357	809,097
Prepaid expenses and other current assets	912,320	783,231
Deferred taxes	339,825	350,162
TOTAL CURRENT ASSETS	**5,715,261**	**5,152,594**
Property, plant and equipment, net	2,576,574	2,527,292
Intangible assets	704,366	692,544
Goodwill	8,197,505	8,140,468
Deferred taxes	87,744	93,168
Investment in equity method investees	272,649	250,373
Other assets	559,538	238,222
TOTAL ASSETS	**18,113,637**	**17,094,661**

See accompanying notes to unaudited consolidated financial statements.

CONSOLIDATED BALANCE SHEETS

Table 12

in $ THOUS, except share data

Liabilities and shareholders' equity	March 31, (unaudited) 2011	December 31, (audited) 2010
Current liabilities		
Accounts payable	443,176	420,637
Accounts payable to related parties	123,008	121,887
Accrued expenses and other current liabilities	1,605,519	1,537,423
Short-term borrowings and other financial liabilities	131,763	670,671
Short-term borrowings from related parties	35,726	9,683
Current portion of long-term debt and capital lease obligations	265,493	263,982
Company-obligated mandatorily redeemable preferred securities of subsidiary Fresenius Medical Care Capital Trusts holding solely company-guaranteed debentures of subsidiaries, current portion	651,079	625,549
Income tax payable	187,086	117,542
Deferred taxes	26,565	22,349
TOTAL CURRENT LIABILITIES	**3,469,415**	**3,789,723**
Long-term debt and capital lease obligations, less current portion	5,313,376	4,309,676
Other liabilities	249,453	294,015
Pension liabilities	203,700	190,150
Income tax payable	166,186	200,581
Deferred taxes	545,421	506,896
TOTAL LIABILITIES	**9,947,551**	**9,291,041**
Noncontrolling interests subject to put provisions	290,513	279,709
Shareholders' equity		
Preference shares, no par value, €1.00 nominal value, 12,356,880 shares authorized, 3,957,919 issued and outstanding	4,441	4,440
Ordinary shares, no par value, €1.00 nominal value, 373,436,220 shares authorized, 298,324,156 issued and outstanding	369,064	369,002
Additional paid-in capital	3,343,873	3,339,781
Retained earnings	4,078,781	3,858,080
Accumulated other comprehensive (loss) income	(73,744)	(194,045)
TOTAL FMC AG & CO. KGAA SHAREHOLDERS' EQUITY	**7,722,415**	**7,377,258**
Noncontrolling interests not subject to put provisions	153,158	146,653
Total equity	7,875,573	7,523,911
TOTAL LIABILITIES AND EQUITY	**18,113,637**	**17,094,661**

See accompanying notes to unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

CONSOLIDATED STATEMENTS OF CASH FLOWS

Table 13

in $ THOUS, unaudited

	Three months ended March 31,	
	2011	*2010*
Operating activities		
Net income	249,115	230,226
Adjustments to reconcile net income to net cash provided by operating activities:		
Depreciation and amortization	135,984	124,458
Change in deferred taxes, net	32,427	12,824
(Gain) on sale of investments	(35)	(338)
(Gain) on sale of fixed assets	(572)	(108)
Compensation expense related to stock options	7,132	7,144
Cash outflow from hedging	(57,111)	–
Changes in assets and liabilities, net of amounts from businesses acquired:		
Trade accounts receivable, net	(182,407)	(59,073)
Inventories	(73,393)	(18,832)
Prepaid expenses, other current and non-current assets	13,251	(14,172)
Accounts receivable from related parties	(84)	(83,940)
Accounts payable to related parties	(4,546)	79,334
Accounts payable, accrued expenses and other current and non-current liabilities	32,913	34,007
Income tax payable	22,645	37,558
NET CASH PROVIDED BY OPERATING ACTIVITIES	**175,319**	**349,088**
Investing Activities		
Purchases of property, plant and equipment	(117,166)	(105,859)
Proceeds from sale of property, plant and equipment	4,006	6,818
Acquisitions and investments, net of cash acquired, and purchases of intangible assets	(338,792)	(83,621)
Proceeds from divestitures	–	2,043
NET CASH (USED IN) INVESTING ACTIVITIES	**(451,952)**	**(180,619)**

See accompanying notes to unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF CASH FLOWS

Table 14

in $ THOUS, unaudited

	Three months ended March 31,	
	2011	*2010*
Financing activities		
Proceeds from short-term borrowings and other financial liabilities	49,416	36,369
Repayments of short-term borrowings and other financial liabilities	(64,502)	(36,902)
Proceeds from short-term borrowings from related parties	24,487	–
Proceeds from long-term debt and capital lease obligations (net of debt issuance costs and other hedging costs of $70,247 in 2011 and $10,150 in 2010)	1,237,413	485,542
Repayments of long-term debt and capital lease obligations	(361,007)	(464,982)
(Decrease) of accounts receivable securitization program	(510,000)	(214,000)
Proceeds from exercise of stock options	1,821	17,023
Distributions to noncontrolling interests	(25,052)	(34,008)
Contributions from noncontrolling interests	3,939	8,378
NET CASH PROVIDED BY (USED IN) FINANCING ACTIVITIES	**356,515**	**(202,580)**
EFFECT OF EXCHANGE RATE CHANGES ON CASH AND CASH EQUIVALENTS	**16,903**	**(2,903)**
Cash and Cash Equivalents		
Net increase (decrease) in cash and cash equivalents	96,785	(37,014)
Cash and cash equivalents at beginning of period	522,870	301,225
CASH AND CASH EQUIVALENTS AT END OF PERIOD	**619,655**	**264,211**

See accompanying notes to unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

Table 15

in $ THOUS, except share and per share data, unaudited

	Preference shares		*Ordinary shares*		*Additional paid in capital*
	Number of shares	*No par value*	*Number of shares*	*No par value*	
BALANCE AT DECEMBER 31, 2009	**3,884,328**	**4,343**	**295,746,635**	**365,672**	**3,243,466**
Proceeds from exercise of options and related tax effects	72,840	97	2,532,366	3,330	98,819
Compensation expense related to stock options	–	–	–	–	27,981
Dividends paid	–	–	–	–	–
Purchase/sale of noncontrolling interests	–	–	–	–	(6,263)
Contributions from noncontrolling interests	–	–	–	–	–
Changes in fair value of noncontrolling interests subject to put provisions	–	–	–	–	(24,222)
Net income	–	–	–	–	–
Other comprehensive income (loss)	–	–	–	–	–
Comprehensive income	–	–	–	–	–
BALANCE AT DECEMBER 31, 2010	**3,957,168**	**4,440**	**298,279,001**	**369,002**	**3,339,781**
Proceeds from exercise of options and related tax effects	751	1	45,155	62	1,664
Compensation expense related to stock options	–	–	–	–	7,132
Dividends paid	–	–	–	–	–
Purchase/sale of noncontrolling interests	–	–	–	–	(327)
Contributions from noncontrolling interests	–	–	–	–	–
Changes in fair value of noncontrolling interests subject to put provisions	–	–	–	–	(4,377)
Net income	–	–	–	–	–
Other comprehensive income (loss)	–	–	–	–	–
Comprehensive income	–	–	–	–	–
BALANCE AT MARCH 31, 2011	**3,957,919**	**4,441**	**298,324,156**	**369,064**	**3,343,873**

See accompanying notes to unaudited consolidated financial statements.

CONSOLIDATED STATEMENTS OF SHAREHOLDERS' EQUITY

Table 16

in $ THOUS, except share and per share data, unaudited	Retained earnings	Accumulated other comprehensive income (loss)	Total FMC AG & CO. KGAA shareholders' equity	Noncontrolling interests not subject to put provisions	Total equity
BALANCE AT DECEMBER 31, 2009	**3,111,530**	**(49,724)**	**6,675,287**	**123,103**	**6,798,390**
Proceeds from exercise of options and related tax effects	–	–	102,246	–	102,246
Compensation expense related to stock options	–	–	27,981	–	27,981
Dividends paid	(231,967)	–	(231,967)	(58,617)	(290,584)
Purchase/sale of noncontrolling interests	–	–	(6,263)	17,295	11,032
Contributions from noncontrolling interests	–	–	–	4,392	4,392
Changes in fair value of noncontrolling interests subject to put provisions	–	–	(24,222)	–	(24,222)
Net income	978,517	–	978,517	58,040	1,036,557
Other comprehensive income (loss)	–	(144,321)	(144,321)	2,440	(141,881)
Comprehensive income	–	–	834,196	60,480	894,676
BALANCE AT DECEMBER 31, 2010	**3,858,080**	**(194,045)**	**7,377,258**	**146,653**	**7,523,911**
Proceeds from exercise of options and related tax effects	–	–	1,727	–	1,727
Compensation expense related to stock options	–	–	7,132	–	7,132
Dividends paid	–	–	–	(10,709)	(10,709)
Purchase/sale of noncontrolling interests	–	–	(327)	(1,628)	(1,955)
Contributions from noncontrolling interests	–	–	–	603	603
Changes in fair value of noncontrolling interests subject to put provisions	–	–	(4,377)	–	(4,377)
Net income	220,701	–	220,701	18,394	239,095
Other comprehensive income (loss)	–	120,301	120,301	(155)	120,146
Comprehensive income	–	–	341,002	18,239	359,241
BALANCE AT MARCH 31, 2011	**4,078,781**	**(73,744)**	**7,722,415**	**153,158**	**7,875,573**

See accompanying notes to unaudited consolidated financial statements.

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Unaudited. In thousands, except share and per share data.

1. The Company and basis of presentation

The Company

Fresenius Medical Care AG & Co. KGaA (FMC AG & CO. KGAA or the Company), a German partnership limited by shares (Kommanditgesellschaft auf Aktien), is the world's largest kidney dialysis company, operating in both the field of dialysis services and the field of dialysis products for the treatment of end-stage renal disease (ESRD). The Company's dialysis business is vertically integrated, providing dialysis treatment at dialysis clinics it owns or operates and supplying these clinics with a broad range of products. In addition, the Company sells dialysis products to other dialysis service providers. In the United States, the Company also performs clinical laboratory testing and provides inpatient dialysis services and other services under contract to hospitals. In this report, "FMC AG & CO. KGAA", or the "Company", "we", "us" or "our" refers to the Company or the Company and its subsidiaries on a consolidated basis, as the context requires.

Basis of presentation

The accompanying consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

The consolidated financial statements at March 31, 2011 and for the three-month periods ended March 31, 2011 and 2010 contained in this report are unaudited and should be read in conjunction with the consolidated financial statements contained in the Company's 2010 Annual Report on Form 20-F. The preparation of consolidated financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates. Such financial statements reflect all adjustments that, in the opinion of management, are necessary for a fair presentation of the results of the periods presented. All such adjustments are of a normal recurring nature.

The accounting policies applied in the accompanying consolidated financial statements are the same as those applied in the consolidated financial statements as at and for the year ended December 31, 2010, contained in the Company's 2010 Annual Report on Form 20-F, unless indicated otherwise.

The results of operations for the three-month period ended March 31, 2011 are not necessarily indicative of the results of operations for the year ending December 31, 2011.

Certain items in the prior quarter's comparative consolidated financial statements have been reclassified to conform to the current period's presentation.

2. Acquisitions

On January 4, 2011, the Company announced the signing of a purchase agreement to acquire International Dialysis Centers (IDC), Euromedic International's (Euromedic) dialysis service business for €485,000 (approximately $650,000 as of January 4, 2011). IDC currently treats over 8,200 hemodialysis patients predominantly in Central and Eastern Europe and operates a total of 70 clinics in nine countries. Closing is subject to necessary regulatory approvals by the relevant anti-trust authorities and is expected to occur in the second quarter of 2011.

3. Related party transactions

a) Service and lease agreements

The Company's parent, Fresenius SE & Co. KGaA, is a German partnership limited by shares resulting from the change of legal form effective January 28, 2011, of Fresenius SE, a European Company (Societas Europaea), and which, prior to July 13, 2007, was called Fresenius AG, a German stock corporation. In these Consolidated Financial Statements, Fresenius SE refers to that company as a partnership limited by shares, effective on and after January 28, 2011, as well as both before and after the conversion of Fresenius AG from a stock corporation into a European Company. Fresenius SE owns 100% of the share capital of Fresenius Medical Care Management AG (Management AG), the Company's general partner and is the Company's largest shareholder owning approximately 35.7% of the Company's voting shares as of March 31, 2011.

The Company is party to service agreements with Fresenius SE and certain of its affiliates (collectively the Fresenius SE Companies) to receive services, including, but not limited to: administrative services, management information services, employee benefit administration, insurance, IT services, tax services and treasury management services. During the three-month periods ended March 31, 2011 and 2010, amounts charged by Fresenius SE to the Company under the terms of these agreements were $17,308 and $19,198, respectively. The Company also provides certain services to the Fresenius SE Companies, including research and development, central purchasing and warehousing. The Company charged $1,468 and $1,726 for services rendered to the Fresenius SE Companies during the first three months of 2011 and 2010 respectively.

Under operating lease agreements for real estate entered into with the Fresenius SE Companies, which are leases for the corporate headquarters in Bad Homburg, Germany and production sites in Schweinfurt and St. Wendel, Germany, the Company paid the Fresenius SE Companies $6,274 and $5,045 during three-month periods ended March 31, 2011 and 2010, respectively. The majority of the leases expire in 2016 and contain renewal options.

The Company's Articles of Association provide that the General Partner shall be reimbursed for any and all expenses in connection with management of the Company's business, including remuneration of the members of the General Partner's supervisory board and the General Partner's management board. The aggregate amount reimbursed to the General Partner was $3,861 and $2,328, respectively, for its management services during the three-month periods ended March 31, 2011 and 2010.

b) Products

For the first three months of 2011 and 2010, the Company sold products to the Fresenius SE Companies for $4,588 and $4,041 respectively. During the same periods, the Company made purchases from the Fresenius SE Companies in the amount of $12,454 and $10,227, respectively.

In addition to the purchases noted above, the Company currently purchases heparin supplied by APP Pharmaceuticals Inc. (APP Inc.), through an independent group purchasing organization (GPO). In September 2008, Fresenius Kabi AG, a wholly-owned subsidiary of Fresenius SE, acquired 100% of APP Inc. The Company has no direct supply agreement with APP Inc. and does not submit purchase orders directly to APP Inc. During the three-month periods ended March 31, 2011 and 2010, Fresenius Medical Care Holdings, Inc. (FMCH) acquired approximately $6,415 and $7,821, respectively, of heparin from APP Inc. through the GPO contract, which was negotiated by the GPO at arm's length on behalf of all members of the GPO.

c) Financing provided by and to Fresenius SE and the General Partner

On March 31, 2011, the Company borrowed €17,900 ($25,431 at March 31, 2011) from Fresenius SE at 2.027%. The amount was repaid on April 1, 2011.

In January 2011, the Company reached a court settlement with the German tax authorities on a disallowed impairment charge recognized in 1997. As the Company was party to a German trade tax group with Fresenius SE and certain of Fresenius SE's other affiliates for fiscal years 1997–2001, the Company and Fresenius SE had entered into an agreement on how to allocate potential tax effects of the disallowed impairment charge, including interest on prepayments, upon resolution between the Company and the German tax authorities. As a result, the Company recognized €2,560 ($3,637 as of March 31, 2011) as a tax expense for interest payable to Fresenius SE in 2011.

Throughout 2010, the Company, under its cash pooling agreement, made cash advances to Fresenius SE. The balance outstanding at December 31, 2010 of €24,600 ($32,871 as of December 31, 2010) was fully repaid on January 3, 2011 at an interest rate of 1.942%.

On August 19, 2009, the Company borrowed €1,500 ($2,131 as of March 31, 2011) from the General Partner at 1.335%. The loan repayment, originally due on August 19, 2010, was extended until August 19, 2011.

During 2009, the Company reclassified an account payable to Fresenius SE in the amount of €77,745 to short-term borrowings from related parties. The amount represents taxes payable by the Company arising from the period 1997–2001 during which German trade taxes were paid by Fresenius SE on behalf of the Company. Of this amount, €5,747 ($8,165 at March 31, 2011) was outstanding at March 31, 2011 at an interest rate of 6% and will be repaid in 2011.

4. Inventories

As of March 31, 2011 and December 31, 2010, inventories consisted of the following:

INVENTORIES
Table 17

in $ THOUS

	March 31, 2011	*December 31, 2010*
Raw materials and purchased components	157,442	158,163
Work in process	53,388	56,345
Finished goods	590,580	475,641
Health care supplies	110,947	118,948
INVENTORIES	**912,357**	**809,097**

The Company has a contingent liability of up to $65,041, subject to renegotiation of certain supply contracts.

5. Other Assets/Notes Receivable

During the first quarter of 2011, the Company loaned $294,000 to Renal Advantage Partners LLC, the parent company of Renal Advantage, Inc., a provider of dialysis services, which included a conversion right for a minority equity interest in Renal Advantage Partners LLC. The conversion right was exercised and became effective May 1, 2011. This amount is classified within "Other assets" in the balance sheet. Additionally, the Company has entered into agreements to provide renal products and pharmaceutical supplies as well as other services to Renal Advantage Partners LLC and Liberty Dialysis, Inc.

6. Short-term borrowings, other financial liabilities and short-term borrowings from related parties

As of March 31, 2011 and December 31, 2010, short-term borrowings, other financial liabilities and short-term borrowings from related parties consisted of the following:

SHORT-TERM BORROWINGS

Table 18

in $ THOUS

	March 31, 2011	*December 31, 2010*
Borrowings under lines of credit	121,628	131,791
Accounts receivable facility	–	510,000
Other financial liabilities	10,135	28,880
SHORT-TERM BORROWINGS AND OTHER FINANCIAL LIABILITIES	**131,763**	**670,671**
Short-term borrowings from related parties, see Note 3c	35,726	9,683
SHORT-TERM BORROWINGS, OTHER FINANCIAL LIABILITIES AND SHORT-TERM BORROWINGS FROM RELATED PARTIES	**167,489**	**680,354**

7. Long-term debt and capital lease obligations

As of March 31, 2011 and December 31, 2010, long-term debt and capital lease obligations consisted of the following:

LONG-TERM DEBT AND CAPITAL LEASE OBLIGATIONS

Table 19

in $ THOUS

	March 31, 2011	*December 31, 2010*
Amended 2006 Senior Credit Agreement	2,838,728	2,953,890
Senior Notes	1,915,935	824,446
Euro Notes	284,140	267,240
EIB Agreements	363,516	351,686
Capital lease obligations	16,202	15,439
Other	160,348	160,957
	5,578,869	**4,573,658**
Less current maturities	(265,493)	(263,982)
TOTAL	**5,313,376**	**4,309,676**

Amended 2006 Senior Credit Agreement

The following table shows the available and outstanding amounts under the Amended 2006 Senior Credit Agreement at March 31, 2011 and December 31, 2010:

AVAILABLE AND OUTSTANDING CREDITS

Table 20

in $ THOUS

	Maximum amount available		*Balance outstanding*	
	March 31, 2011	*December 31, 2010*	***March 31, 2011***	*December 31, 2010*
Revolving Credit	1,200,000	1,200,000	–	81,126
Term Loan A	1,305,000	1,335,000	1,305,000	1,335,000
Term Loan B	1,533,728	1,537,764	1,533,728	1,537,764
TOTAL	**4,038,728**	**4,072,764**	**2,838,728**	**2,953,890**

In addition, at March 31, 2011 and December 31, 2010, the Company had letters of credit outstanding in the amount of $99,142 and $121,518, respectively, which are not included above as part of the balance outstanding at those dates but which reduce available borrowings under the revolving credit facility.

Senior Notes issued February 2011

On February 3, 2011, Fresenius Medical Care US Finance, Inc. (US Finance), a wholly-owned subsidiary of the Company, issued $650,000 aggregate principal amount of senior unsecured notes with a coupon of 5.75% (the 5.75% Senior Notes) at an issue price of 99.060% and FMC Finance VII S.A. (Finance VII), a wholly-owned subsidiary of the Company, issued €300,000 aggregate principal amount ($412,350 at date of issuance) of senior unsecured notes with a coupon 5.25% (the 5.25% Senior Notes) at par. The 5.75% Senior Notes had a yield to maturity of 5.875%. Both the 5.75% Senior Notes and the 5.25% Senior Notes are due February 15, 2021. US Finance and Finance VII may redeem the 5.75% Senior Notes and 5.25% Senior Notes, respectively, at any time at 100% of principal plus accrued interest and a premium calculated pursuant to the terms of the applicable indenture. The holders of the 5.75% Senior Notes and the 5.25% Senior Notes have a right to request that the respective issuers of the notes repurchase the applicable issue of notes at 101% of principal plus accrued interest upon the occurrence of a change of control of the Company followed by a decline in the rating of the respective notes. The Company used or will use the net proceeds of approximately $1,035,000 to repay indebtedness outstanding under its accounts receivable facility and the revolving credit facility of the Amended 2006 Senior Credit Agreement, for acquisitions, including payments under our recent acquisition of International Dialysis Centers announced on January 4, 2011 —— *see Note 2*, and for general corporate purposes to support our renal dialysis products and services business. The 5.75% Senior Notes and the 5.25% Senior Notes are guaranteed on a senior basis jointly and severally by the Company, Fresenius Medical Care Holdings, Inc. (FMCH) and Fresenius Medical Care Deutschland GmbH (D-GmbH).

8. Earnings per share

The following table contains reconciliations of the numerators and denominators of the basic and diluted earnings per share computations for the three-month periods ended March 31, 2011 and 2010:

RECONCILIATION OF BASIC AND DILUTED EARNINGS PER SHARE

Table 21

in $ THOUS, except per share data

	Three months ended March 31,	
	2011	*2010*
Numerators		
Net income attributable to FMC AG & Co. KGaA	220,701	211,116
Less dividend preference on Preference shares	27	26
INCOME AVAILABLE TO ALL CLASSES OF SHARES	**220,674**	**211,090**
Denominators		
Weighted average number of:		
Ordinary shares outstanding	298,292,972	295,746,635
Preference shares outstanding	3,957,435	3,889,994
Total weighted average shares outstanding	302,250,407	299,636,629
Potentially dilutive Ordinary shares	1,950,556	1,403,186
Potentially dilutive Preference shares	20,394	46,825
Total weighted average Ordinary shares outstanding assuming dilution	300,243,528	297,149,821
Total weighted average Preference shares outstanding assuming dilution	3,977,829	3,936,819
Basic income per Ordinary share	0.73	0.70
Plus preference per Preference shares	0.01	0.01
Basic income per Preference share	0.74	0.71
Fully diluted income per Ordinary share	0.73	0.70
Plus preference per Preference shares	0.00	0.01
Fully diluted income per Preference share	0.73	0.71

9. Employee benefit plans

The Company currently has two principal pension plans, one for German employees, the other covering employees in the United States, the latter of which was curtailed in 2002. Plan benefits are generally based on years of service and final salary. As there is no legal requirement in Germany to fund defined benefit plans, the Company's pension obligations in Germany are unfunded. Each year FMCH, a wholly-owned subsidiary of the Company and its principal North American subsidiary, contributes to the plan covering United States employees at least the minimum required by the Employee Retirement Income Security Act of 1974, as amended.

The following table provides the calculations of net periodic benefit cost for the three-month periods ended March 31, 2011 and 2010.

EMPLOYEE BENEFIT PLANS
Table 22

in $ THOUS

	Three months ended March 31, 2011	2010
Service cost	2,622	2,050
Interest cost	6,036	5,667
Expected return on plan assets	(4,275)	(4,366)
Amortization of unrealized losses	1,800	1,190
NET PERIODIC BENEFIT COSTS	**6,183**	**4,541**

10. Noncontrolling interests subject to put provisions

The Company has potential obligations to purchase the noncontrolling interests held by third parties in certain of its consolidated subsidiaries. These obligations are in the form of put provisions and are exercisable at the third-party owners' discretion within specified periods as outlined in each specific put provision. If these put provisions were exercised, the Company would be required to purchase all or part of third-party owners' noncontrolling interests at the appraised fair value. The methodology the Company uses to estimate the fair values of the noncontrolling interest subject to put provisions assumes the greater of net book value or a multiple of earnings, based on historical earnings, development stage of the underlying business and other factors. The estimated fair values of the noncontrolling interests subject to these put provisions can also fluctuate and the implicit multiple of earnings at which these noncontrolling interest obligations may ultimately be settled could vary significantly from our current estimates depending upon market conditions.

As of March 31, 2011 and December 31, 2010 the Company's potential obligations under these put options are $290,513 and $279,709, respectively, of which, at March 31, 2011, $96,497 were exercisable.

Following is a roll forward of noncontrolling interests subject to put provisions for the three months ended March 31, 2011 and the year ended December 31, 2010:

NONCONTROLLING INTERESTS SUBJECT TO PUT PROVISIONS
Table 23

in $ THOUS

	March 31, 2011	December 31, 2010
Beginning balance	279,709	231,303
Dividends paid	(8,412)	(38,964)
Purchase/sale of noncontrolling interests	2,789	28,969
Contributions from noncontrolling interests	1,607	5,289
Changes in fair value of noncontrolling interests	4,377	24,222
Net income	10,020	28,839
Other comprehensive income (loss)	423	51
ENDING BALANCE	**290,513**	**279,709**

11. Legal proceedings

The Company is routinely involved in numerous claims, lawsuits, regulatory and tax audits, investigations and other legal matters arising, for the most part, in the ordinary course of its business of providing healthcare services and products. The outcome of litigation and other legal matters is always difficult to accurately predict and outcomes that are not consistent with the Company's view of the merits can occur. The Company believes that it has valid defenses to the legal matters pending against it and is defending itself vigorously. Nevertheless, it is possible that the resolution of one or more of the legal matters currently pending or threatened could have a material adverse effect on its business, results of operations and financial condition.

Commercial litigation

The Company was originally formed as a result of a series of transactions it completed pursuant to the Agreement and Plan of Reorganization dated as of February 4, 1996, by and between W.R. Grace & Co. and Fresenius SE (the Merger). At the time of the Merger, a W.R. Grace & Co. subsidiary known as W.R. Grace & Co.-Conn. had, and continues to have, significant liabilities arising out of product-liability related litigation (including asbestos-related actions), pre-Merger tax claims and other claims unrelated to National Medical Care, Inc. (NMC), which was W.R. Grace & Co.'s dialysis business prior to the Merger. In connection with the Merger, W.R. Grace & Co.-Conn. agreed to indemnify the Company, FMCH, and NMC against all liabilities of W.R. Grace & Co., whether relating to events occurring before or after the Merger, other than liabilities arising from or relating to NMC's operations. W.R. Grace & Co. and certain of its subsidiaries filed for reorganization under Chapter 11 of the U.S. Bankruptcy Code (the Grace Chapter 11 Proceedings) on April 2, 2001.

Prior to and after the commencement of the Grace Chapter 11 Proceedings, class action complaints were filed against W.R. Grace & Co. and FMCH by plaintiffs claiming to be creditors of W.R. Grace & Co.-Conn., and by the asbestos creditors' committees on behalf of the W.R. Grace & Co. bankruptcy estate in the Grace Chapter 11 Proceedings, alleging among other things that the Merger was a fraudulent conveyance, violated the uniform fraudulent transfer act and constituted a conspiracy. All such cases have been stayed and transferred to or are pending before the U.S. District Court as part of the Grace Chapter 11 Proceedings.

In 2003, the Company reached agreement with the asbestos creditors' committees on behalf of the W.R. Grace & Co. bankruptcy estate and W.R. Grace & Co. in the matters pending in the Grace Chapter 11 Proceedings for the settlement of all fraudulent conveyance and tax claims against it and other claims related to the Company that arise out of the bankruptcy of W.R. Grace & Co. Under the terms of the settlement agreement as amended (the Settlement Agreement), fraudulent conveyance and other claims raised on behalf of asbestos claimants will be dismissed with prejudice and the Company will receive protection against existing and potential future W.R. Grace & Co. related claims, including fraudulent conveyance and asbestos claims, and indemnification against income tax claims related to the non-NMC members of the W.R. Grace & Co. consolidated tax group upon confirmation of a W.R. Grace & Co. bankruptcy reorganization plan that contains such provisions. Under the Settlement Agreement, the Company will pay a total of $115,000 without interest to the W.R. Grace & Co. bankruptcy estate, or as otherwise directed by the Court, upon plan confirmation. No admission of liability has been or will be made. The Settlement Agreement has been approved by the U.S. District Court. In January and February 2011, the U.S. Bankruptcy Court entered orders confirming the joint plan of reorganization. These confirmation orders are pending before the U.S. District Court. Subsequent to the Merger, W.R. Grace & Co. was involved in a multi-step transaction involving Sealed Air Corporation (Sealed Air, formerly known as Grace Holding, Inc.). The Company is engaged in litigation with Sealed Air to confirm its entitlement to indemnification from Sealed Air for all losses and expenses incurred by the Company relating to pre-Merger tax liabilities and Merger-related claims. Under the Settlement Agreement, upon final confirmation of a plan of reorganization that satisfies the conditions of the Company's payment obligation, this litigation will be dismissed with prejudice.

On April 4, 2003, FMCH filed a suit in the U.S. District Court for the Northern District of California, styled Fresenius USA, Inc., et al., v. Baxter International Inc., et al., Case No. C 03-1431, seeking a declaratory judgment that FMCH does not infringe patents held by Baxter International Inc. and its subsidiaries and affiliates (Baxter), that the patents are invalid, and that Baxter is without right or authority to threaten or maintain suit against FMCH for alleged infringement of Baxter's patents. In general, the asserted patents concern the use of touch screen interfaces for hemodialysis machines. Baxter filed counterclaims against FMCH seeking more than $140,000 in monetary damages and injunctive relief, and alleging that FMCH willfully infringed on Baxter's patents. On July 17, 2006, the court entered judgment on a jury verdict in favor of FMCH finding that all the asserted claims of the Baxter patents are invalid as obvious and/or anticipated in light of prior art.

On February 13, 2007, the court granted Baxter's motion to set aside the jury's verdict in favor of FMCH and reinstated the patents and entered judgment of infringement. Following a trial on damages, the court entered judgment on November 6, 2007 in favor of Baxter on a jury award of $14,300. On April 4, 2008, the court denied Baxter's motion for a new trial, established a royalty payable to Baxter of 10% of the sales price for continuing sales of FMCH's 2008K hemodialysis machines and 7% of the sales price of related disposables, parts and service beginning November 7, 2007, and enjoined sales of the touchscreen-equipped 2008K machine effective January 1, 2009. The Company appealed the court's rulings to the United States Court of Appeals for the Federal Circuit (Federal Circuit). In October 2008, the Company completed design modifications to the 2008K machine that eliminate any incremental hemodialysis machine royalty payment exposure under the original District Court order. On September 10, 2009, the Federal Circuit reversed the district court's decision and determined that the asserted claims in two of the three patents at issue are invalid. As to the third patent, the Federal Circuit affirmed the district court's decision; however, the Court also vacated the injunction and award of damages. These issues were remanded to the District Court for reconsideration in light of the invalidity ruling on most of the claims. As a result, FMCH is no longer required to fund the court-approved escrow account set up to hold the royalty payments ordered by the district court, although funds already contributed will remain in escrow until the case is finally concluded. On March 18, 2010, the U.S. Patent and Trademark Office (USPTO) and the Board of Patent Appeals and Interferences ruled in reexamination that the remaining Baxter patent is invalid. On October 5, 2010, Baxter appealed the Board's ruling to the Federal Circuit.

On April 28, 2008, Baxter filed suit in the U.S. District Court for the Northern District of Illinois, Eastern Division (Chicago), styled Baxter International, Inc. and Baxter Healthcare Corporation v. Fresenius Medical Care Holdings, Inc. and Fresenius USA, Inc., Case No. CV 2389, asserting that FMCH's hemodialysis machines infringe four patents issued in 2007 and 2008, all of which are based on one of the patents at issue in the April 2003 Baxter case described above. The new patents expired in April 2011 and relate to trend charts shown on touch screen interfaces and the entry of ultrafiltration profiles (ultrafiltration is the removing of liquid from a patient's body using osmotic pressure). This case is currently stayed pursuant to court order. The Company believes that its hemodialysis machines do not infringe any valid claims of the Baxter patents at issue. All the asserted patents now stand rejected in an ongoing reexamination at the USPTO.

On October 17, 2006, Baxter and DEKA Products Limited Partnership (DEKA) filed suit in the U.S. District Court for the Eastern District of Texas which was subsequently transferred to the Northern District of California, styled Baxter Healthcare Corporation and DEKA Products Limited Partnership v. Fresenius Medical Care Holdings, Inc. d/b/a Fresenius Medical Care North America and Fresenius USA, Inc., Case No. CV 438 TJW. The complaint alleged that FMCH's Liberty™ cycler infringes nine patents owned by or licensed to Baxter. During and after discovery, seven of the asserted patents were dropped from the suit. On July 28, 2010, at the conclusion of the trial, the jury returned a verdict in favor of FMCH finding that the Liberty™ cycler does not infringe any of the asserted claims of the Baxter patents. The District Court denied Baxter's request to overturn the jury verdict and Baxter has appealed the verdict and resulting judgment to the United States Court of Appeals for the Federal Circuit.

Other litigation and potential exposures

Renal Care Group, Inc. (RCG), which the Company acquired in 2006, is named as a nominal defendant in a complaint originally filed September 13, 2006 in the Chancery Court for the State of Tennessee Twentieth Judicial District at Nashville styled Indiana State District Council of Laborers and Hod Carriers Pension Fund v. Gary Brukardt et al. Following the trial court's dismissal of the complaint, plaintiff's appeal in part, and reversal in part by the appellate court, the cause of action purports to be a class action on behalf of former shareholders of RCG and seeks monetary damages only against the individual former directors of RCG. The individual defendants, however, may have claims for indemnification and reimbursement of expenses against the Company. The Company expects to continue as a defendant in the litigation, which is proceeding toward trial in the Chancery Court, and believes that defendants will prevail.

On July 17, 2007, resulting from an investigation begun in 2005, the United States Attorney filed a civil complaint in the United States District Court for the Eastern District of Missouri (St. Louis) against Renal Care Group, Inc., its subsidiary RCG Supply Company, and FMCH in its capacity as RCG's current corporate parent. The complaint seeks monetary damages and penalties with respect to issues arising out of the operation of RCG's Method II supply company through 2005, prior to FMCH's acquisition of RCG in 2006. The complaint is styled United States of America ex rel. Julie Williams et al. vs. Renal Care Group, Renal Care Group Supply Company and FMCH. On August 11, 2009, the Missouri District Court granted RCG's motion to transfer venue to the United States District Court for the Middle District of Tennessee (Nashville). On March 22, 2010, the Tennessee District Court entered judgment against defendants for approximately $23,000 in damages and interest under the unjust enrichment count of the complaint but denied all relief under the six False Claims Act counts of the complaint. The Company appealed the Tennessee District Court's decision to the United States Court of Appeals for the Sixth Circuit and secured a stay of enforcement of the judgment pending appeal. The United States Attorney filed a cross appeal, but also asked the Tennessee District Court for an indicative or supplemental ruling. On June 23, 2010, the Tennessee District Court issued an indicative ruling to the effect that, if the case were remanded to the District Court, it would expect to enter a judgment under the False Claims Act against the Company for approximately $104,000. On September 23, 2010, the Court of Appeals remanded the case to the Tennessee District Court to permit revision or supplementation of the original judgment, after which the Company may pursue its appeals to the Court of Appeals. The Company believes that RCG's operation of its Method II supply company was in compliance with applicable law, that no relief is due to the United States, and that its position in the litigation will ultimately be sustained.

On November 27, 2007, the United States District Court for the Western District of Texas (El Paso) unsealed and permitted service of two complaints previously filed under seal by a qui tam relator, a former FMCH local clinic employee. The first complaint alleged that a nephrologist unlawfully employed in his practice an assistant to perform patient care tasks that the assistant was not licensed to perform and that Medicare billings by the nephrologist and FMCH therefore violated the False Claims Act. The second complaint alleged that FMCH unlawfully retaliated against the relator by discharging her from employment constructively. The United States Attorney for the Western District of Texas declined to intervene and to prosecute on behalf of the United States. On March 30, 2010, the District Court issued final judgment in favor of defendants on all counts based on a jury verdict rendered on February 25, 2010 and on rulings of law made by the Court during the trial. The plaintiff has appealed from the District Court judgment.

On February 15, 2011, a qui tam relator's complaint under the False Claims Act against FMCH was unsealed by order of the United States District Court for the District of Massachusetts and served by the relator. The United States has not intervened in the case United States ex rel. John Doe v. Fresenius Medical Care Holdings, Inc., 2009 Civ. 10179 (D. Mass.). The relator's complaint, which was first filed under seal in February 2009, alleges that the Company seeks and receives reimbursement from government payers for serum ferritin and hepatitis B laboratory tests that are medically unnecessary. On March 6, 2011, the United States Attorney for the District of Massachusetts issued a Civil Investigative Demand seeking the production of

documents related to the same laboratory tests that are the subject of the relator's complaint. FMCH will cooperate fully in responding to the additional Civil Investigative Demand, and will vigorously contest the relator's complaint.

The Company filed claims for refunds contesting the Internal Revenue Service's (IRS) disallowance of FMCH's civil settlement payment deductions taken by FMCH in prior year tax returns. As a result of a settlement agreement with the IRS, the Company received a partial refund in September 2008 of $37,000, inclusive of interest and preserved our right to pursue claims in the United States Courts for refunds of all other disallowed deductions. On December 22, 2008, the Company filed a complaint for complete refund in the United States District Court for the District of Massachusetts, styled as Fresenius Medical Care Holdings, Inc. v United States. On June 24, 2010, the court denied FMCH's motion for summary judgment and the litigation is proceeding towards trial.

For the tax year 1997, the Company recognized an impairment of one of its subsidiaries which the German tax authorities disallowed in 2003 at the conclusion of their audit for the years 1996 and 1997. The Company has filed a complaint with the appropriate German court to challenge the tax authorities' decision. In January 2011, the Company reached an agreement with the tax authorities, estimated to be slightly more favorable than the tax benefit recognized previously. The additional benefit is expected to be recognized in 2011.

The IRS tax audits of FMCH for the years 2002 through 2006 have been completed. The IRS has disallowed all deductions taken during these audit periods related to intercompany mandatorily redeemable preferred shares. The Company has protested the disallowed deductions and will avail itself of all remedies. An adverse determination with respect to the disallowed deductions related to intercompany mandatorily redeemable preferred shares could have a material adverse effect on our results of operations and liquidity. In addition, the IRS proposed other adjustments which have been recognized in the financial statements.

From time to time, the Company is a party to or may be threatened with other litigation or arbitration, claims or assessments arising in the ordinary course of its business. Management regularly analyzes current information including, as applicable, the Company's defenses and insurance coverage and, as necessary, provides accruals for probable liabilities for the eventual disposition of these matters.

The Company, like other health care providers, conducts its operations under intense government regulation and scrutiny. It must comply with regulations which relate to or govern the safety and efficacy of medical products and supplies, the operation of manufacturing facilities, laboratories and dialysis clinics, and environmental and occupational health and safety. The Company must also comply with the Anti-Kickback Statute, the False Claims Act, the Stark Law, and other federal and state fraud and abuse laws. Applicable laws or regulations may be amended, or enforcement agencies or courts may make interpretations that differ from the Company's interpretations or the manner in which it conducts its business. Enforcement has become a high priority for the federal government and some states.

In addition, the provisions of the False Claims Act authorizing payment of a portion of any recovery to the party bringing the suit encourage private plaintiffs to commence "whistle blower" actions. In May 2009, the scope of the False Claims Act was expanded and additional protections for whistle blowers and procedural provisions to aid whistle blowers' ability to proceed in a False Claims Act case were added. By virtue of this regulatory environment, the Company's business activities and practices are subject to extensive review by regulatory authorities and private parties, and continuing audits, investigative demands, subpoenas, other inquiries, claims and litigation relating to the Company's compliance with applicable laws and regulations. The Company may not always be aware that an inquiry or action has begun, particularly in the case of "whistle blower" actions, which are initially filed under court seal.

The Company operates many facilities throughout the United States. In such a decentralized system, it is often difficult to maintain the desired level of oversight and control over the thousands of individuals employed by many affiliated companies. The Company relies upon its management structure, regulatory and legal resources, and the effective operation of its compliance program to direct, manage and monitor the activities of these employees. On occasion, the Company may identify instances where employees, deliberately or inadvertently, have submitted inadequate or false billings. The actions of such persons may subject the Company and its subsidiaries to liability under the Anti-Kickback Statute, the Stark Law and the False Claims Act, among other laws.

Physicians, hospitals and other participants in the health care industry are also subject to a large number of lawsuits alleging professional negligence, malpractice, product liability, worker's compensation or related claims, many of which involve large claims and significant defense costs. The Company has been and is currently subject to these suits due to the nature of its business and expects that those types of lawsuits may continue. Although the Company maintains insurance at a level which it believes to be prudent, it cannot assure that the coverage limits will be adequate or that insurance will cover all asserted claims. A successful claim against the Company or any of its subsidiaries in excess of insurance coverage could have a material adverse effect upon it and the results of its operations. Any claims, regardless of their merit or eventual outcome, could have a material adverse effect on the Company's reputation and business.

The Company has also had claims asserted against it and has had lawsuits filed against it relating to alleged patent infringements or businesses that it has acquired or divested. These claims and suits relate both to operation of the businesses and to the acquisition and divestiture transactions. The Company has, when appropriate, asserted its own claims, and claims for indemnification. A successful claim against the Company or any of its subsidiaries could have a material adverse effect upon its business, financial condition, and the results of its operations. Any claims, regardless of their merit or eventual outcome, could have a material adverse effect on the Company's reputation and business.

Accrued special charge for legal matters

At December 31, 2001, the Company recorded a pre-tax special charge of $258,159 to reflect anticipated expenses associated with the defense and resolution of pre-Merger tax claims, Merger-related claims, and commercial insurer claims. The costs associated with the Settlement Agreement and settlements with insurers have been charged against this accrual. With the exception of the proposed $115,000 payment under the Settlement Agreement in the Grace Chapter 11 Proceedings, all other matters included in the special charge have been resolved. While the Company believes that its remaining accrual reasonably estimates its currently anticipated costs related to the continued defense and resolution of this matter, no assurances can be given that its actual costs incurred will not exceed the amount of this accrual.

12. Financial instruments

As a global supplier of dialysis services and products in more than 120 countries throughout the world, the Company is faced with a concentration of credit risks due to the nature of the reimbursement systems which are often provided by the governments of the countries in which the Company operates. Changes in reimbursement rates or the scope of coverage could have a material adverse effect on the Company's business, financial condition and results of operations and thus on its capacity to generate cash flow. In the past the Company experienced and, after the implementation of the new bundled reimbursement system in the U.S., also expects in the future generally stable reimbursements for dialysis services. This includes the balancing of unfavorable reimbursement changes in certain countries with favorable changes in other countries. Due to the fact that a large portion of the Company's reimbursement is provided by public health care organizations and private insurers, the Company expects that most of its accounts receivables will be collectable, albeit somewhat more slowly in the International segment in the immediate future, particularly in countries which continue to be severely affected by the global financial crisis.

Non-derivative financial instruments

The following table presents the carrying amounts and fair values of the Company's non-derivative financial instruments at March 31, 2011, and December 31, 2010.

NON-DERIVATIVES

Table 24

in $ THOUS

	March 31, 2011		December 31, 2010	
	Carrying amount	*Fair value*	*Carrying amount*	*Fair value*
Assets				
Cash and cash equivalents	619,655	619,655	522,870	522,870
Accounts Receivable	2,931,104	2,931,104	2,687,234	2,687,234
Long-term Notes Receivable	294,085	301,679	–	–
Liabilities				
Accounts payable	566,184	566,184	542,524	542,524
Short-term borrowings	131,763	131,763	670,671	670,671
Short-term borrowings from related parties	35,726	35,726	9,683	9,683
Long term debt, excluding Amended 2006 Senior Credit Agreement, Euro Notes and Senior Notes	540,066	540,066	528,082	528,082
Amended 2006 Senior Credit Agreement	2,838,728	2,833,917	2,953,890	2,937,504
Senior Notes	1,915,935	1,934,959	824,446	880,366
Euro Notes	284,140	290,199	267,240	276,756
Trust preferred Securities	651,079	657,722	625,549	643,828
Noncontrolling interests subject to put provisions	290,513	290,513	279,709	279,709

The carrying amounts in the table are included in the consolidated balance sheet under the indicated captions or in the case of long-term debt, as noted in the captions shown in Note 7.

The significant methods and assumptions used in estimating the fair values of non-derivative financial instruments are as follows:

Cash and cash equivalents are stated at nominal value which equals the fair value.

Short-term financial instruments such as accounts receivable, accounts payable and short-term borrowings are valued at their carrying amounts, which are reasonable estimates of the fair value due to the relatively short period to maturity of these instruments.

The valuation of the long-term notes receivable is determined using significant unobservable inputs (Level 3). It is valued using an index of similar instruments with comparable credit ratings, terms, tenor, interest rates and issuer industry. The Company tracked the prices of the constructed index from the note issuance date to the reporting date to determine fair value.

The fair values of the major long-term financial liabilities are calculated on the basis of market information. Instruments for which market quotes are available are measured using these quotes. The fair values of the other long-term financial liabilities are calculated at the present value of the respective future cash flows. To determine these present values, the prevailing interest rates and credit spreads for the Company as of the balance sheet date are used.

The valuation of the noncontrolling interests subject to put provisions is determined using significant unobservable inputs (Level 3). —— *See Note 10* for a discussion of the Company's methodology for estimating the fair value of these noncontrolling interests subject to put obligations.

Currently, there is no indication that a decrease in the value of the Company's financing receivables is probable. Therefore, the allowances on credit losses of financing receivables are immaterial.

Derivative financial instruments

The Company is exposed to market risk from changes in interest rates and foreign exchange rates. In order to manage the risk of interest rate and currency exchange rate fluctuations, the Company enters into various hedging transactions by means of derivative instruments with highly rated financial institutions as authorized by the Company's General Partner. On a quarterly basis the Company performs an assessment of its counterparty credit risk. The Company currently considers this risk to be low. The Company's policy, which has been consistently followed, is that financial derivatives be used only for the purpose of hedging foreign currency and interest rate exposure.

In certain instances, the Company enters into derivative contracts that do not qualify for hedge accounting but are utilized for economic purposes (economic hedges). The Company does not use financial instruments for trading purposes.

The Company established guidelines for risk assessment procedures and controls for the use of financial instruments. They include a clear segregation of duties with regard to execution on one side and administration, accounting and controlling on the other.

Foreign exchange risk management

The Company conducts business on a global basis in various currencies, though its operations are mainly in Germany and the United States. For financial reporting purposes, the Company has chosen the U.S. dollar as its reporting currency. Therefore, changes in the rate of exchange between the U.S. dollar and the local currencies in which the financial statements of the Company's international operations are maintained affect its results of operations and financial position as reported in its consolidated financial statements.

The Company's exposure to market risk for changes in foreign exchange rates relates to transactions such as sales and purchases. The Company has significant amounts of sales of products invoiced in euro from its European manufacturing facilities to its other international operations and, to a lesser extent, sales of products invoiced in other non-functional currencies. This exposes the subsidiaries to fluctuations in the rate of exchange between the euro and the currency in which their local operations are conducted. For the purpose of hedging existing and foreseeable foreign exchange transaction exposures the Company enters into foreign exchange forward contracts and, on a small scale, foreign exchange options. As of March 31, 2011 the Company had no foreign exchange options.

Changes in the fair value of the effective portion of foreign exchange forward contracts designated and qualifying as cash flow hedges of forecasted product purchases and sales are reported in accumulated other comprehensive income (loss) (AOCI). Additionally, in connection with intercompany loans in foreign currency, the Company uses foreign exchange swaps thus assuring that no foreign exchange risks arise from those loans, which, if they qualify for cash flow hedge accounting, are also reported in AOCI. These amounts recorded in AOCI are subsequently reclassified into earnings as a component of cost of revenues for those contracts that hedge product purchases or SG&A for those contracts that hedge loans, in the same period in which the hedged transaction affects earnings. The notional amounts of foreign exchange contracts in place that are designated and qualify as cash flow hedges totaled $1,099,057 and $1,026,937 at March 31, 2011 and December 31, 2010, respectively.

The Company also enters into derivative contracts for forecasted product purchases and sales and for intercompany loans in foreign currency that do not qualify for hedge accounting but are utilized for economic hedges as defined above. In these cases, the change in value of the economic hedge is recorded in the income statement and usually offsets the change in value recorded in the income statement for the underlying asset or liability. The notional amounts of economic hedges that do not qualify for hedge accounting totaled $1,277,559 and $1,607,312 at March 31, 2011 and December 31, 2010, respectively.

Interest rate risk management

The Company enters into derivatives, particularly interest rate swaps and to a certain extent, interest rate options, to protect against the risk of rising interest rates. These interest rate derivatives are designated as cash flow hedges. The majority of the interest rate swap agreements effectively convert the major part of payments based on variable interest rates applicable to the Company's Amended 2006 Senior Credit Agreement denominated in U.S. dollars into payments at a fixed interest rate. The remaining interest rate swaps have been entered into an anticipation of future debt issuances. The swap agreements, all of which expire at various dates in 2012, bear an average interest rate of 4.45%. Interest payable and receivable under the swap agreements is accrued and recorded as an adjustment to interest expense.

As of March 31, 2011 and 2010, the notional amounts of interest rate swaps in place were $1,525,000 and $3,175,000, respectively.

Derivative financial instruments valuation

The following table shows the Company's derivatives at March 31, 2011 and December 31, 2010.

DERIVATIVES
Table 25

in $ THOUS

	March 31, 2011		December 31, 2010	
	Assets[2]	Liabilities[2]	Assets[2]	Liabilities[2]
Derivatives in cash flow hedging relationships[1]				
Current				
Foreign exchange contracts	59,662	(5,939)	3,703	(51,816)
Interest rate contracts	–	(46,486)	–	(51,604)
Non-current				
Foreign exchange contracts	773	(514)	810	(486)
Interest rate contracts	–	(13,561)	–	(73,221)
TOTAL	**60,435**	**(66,500)**	**4,513**	**(177,127)**
Derivatives not designated as hedging instruments[1]				
Current				
Foreign exchange contracts	23,430	(13,136)	3,517	(20,751)
Non-current				
Foreign exchange contracts	6,497	(6,009)	509	(213)
TOTAL	**29,927**	**(19,145)**	**4,026**	**(20,964)**

[1] *As of March 31, 2011, the valuation of the Company's derivatives was determined using Significant Other Observable Inputs (Level 2) in accordance with the fair value hierarchy levels established in U.S. GAAP.*
[2] *Derivative instruments are marked to market each reporting period resulting in carrying amounts being equal to fair values at the reporting date.*

The carrying amounts for the current portion of derivatives indicated as assets in the table above are included in Prepaid expenses and other current assets in the Consolidated Balance Sheets while the current portion of those indicated as liabilities are included in Accrued expenses and other current liabilities. The non-current portions indicated as assets or liabilities are included in the Consolidated Balance Sheets in Other assets or Other liabilities, respectively.

The significant methods and assumptions used in estimating the fair values of derivative financial instruments are as follows:

The fair value of interest rate swaps is calculated by discounting the future cash flows on the basis of the market interest rates applicable for the remaining term of the contract as of the balance sheet date. To determine the fair value of foreign exchange forward contracts, the contracted forward rate is compared to the current forward rate for the remaining term of the contract as of the balance sheet date. The result is then discounted on the basis of the market interest rates prevailing at the balance sheet date for the applicable currency.

The Company includes its own credit risk for financial instruments deemed liabilities and counterparty-credit risks for financial instruments deemed assets when measuring the fair value of derivative financial instruments.

THE EFFECT OF DERIVATIVES ON THE CONSOLIDATED FINANCIAL STATEMENTS

Table 26

in $ THOUS

	Amount of gain or (loss) recognized in OCI on derivatives (effective portion) for the three months ended March 31,		*Location of (gain) or loss reclassified from AOCI in income (effective portion)*	*Amount of (gain) or loss reclassified from AOCI in income (effective portion) for the three months ended March 31,*	
	2011	*2010*			
Derivatives in cash flow hedging relationships					
Interest rate contracts	11,755	(4,846)	Interest income/expense	–	–
Foreign exchange contracts	(10,308)	(14,096)	Costs of revenue	2,537	1,480
TOTAL	**1,447**	**(18,942)**		**2,537**	**1,480**

THE EFFECT OF DERIVATIVES ON THE CONSOLIDATED FINANCIAL STATEMENTS

Table 27

in $ THOUS

	Location of (gain) or loss recognized in income on derivative	*Amount of (gain) or loss recognized in income on derivatives for the three months ended March 31,*	
		2011	*2010*
Derivatives not designated as hedging instruments			
Foreign exchange contracts	Selling, general and administrative expense	(21,164)	39,706
	Interest income/expense	3,734	803
TOTAL		**(17,430)**	**40,509**

For foreign exchange derivatives, the Company expects to recognize $640 of losses deferred in accumulated other comprehensive income at March 31, 2011, in earnings during the next twelve months.

The Company expects to incur additional interest expense of $50,547 over the next twelve months which is currently deferred in accumulated other comprehensive income. This amount reflects the current fair value at March 31, 2011, of expected additional interest payments resulting from interest rate swaps entered into to reduce the volatility of interest payments for certain parts of the Amended 2006 Credit Agreement and for future debt issuances.

As of March 31, 2011, the Company had foreign exchange derivatives with maturities of up to 56 months and interest rate swaps with maturities of up to 17 months

13. Business segment information

The Company has identified three business segments, North America, International, and Asia Pacific, which were determined based upon how the Company manages its businesses. All segments are primarily engaged in providing dialysis care services and the distribution of products and equipment for the treatment of ESRD. In the U.S., the Company is also engaged in performing clinical laboratory testing and providing inpatient dialysis services and other services under contract to hospitals. As of January 1, 2011, production of products, production asset management, quality management and procurement is centrally managed in Corporate by Global Manufacturing Operations. This is a change from prior periods, when these services were managed within the regions. The business segment information has been adjusted accordingly with the exception of segment assets in the prior period. The Company has aggregated the International and Asia Pacific operating segments as "International". The segments are aggregated due to their similar economic characteristics. These characteristics include the same services provided and products sold, the same type patient population, similar methods of distribution of products and services and similar economic environments.

Management evaluates each segment using a measure that reflects all of the segment's controllable revenues and expenses. Management believes that the most appropriate measure in this regard is operating income which measures the Company's source of earnings. Financing is a corporate function, which the Company's segments do not control. Therefore, the Company does not include interest expense relating to financing as a segment measure. Similarly, the Company does not allocate "corporate costs", which relate primarily to certain headquarters overhead charges, including accounting and finance, professional services, etc., because the Company believes that these costs are also not within the control of the individual segments. In addition, certain acquisitions and intangible assets are not allocated to a segment but are accounted for as "corporate". The Company also regards income taxes to be outside the segment's control.

Information pertaining to the Company's business segments for the three-month periods ended March 31, 2011 and 2010 is set forth below.

BUSINESS SEGMENT INFORMATION

Table 28

in $ THOUS

	North America	*International*	*Segment Total*	*Corporate*	*Total*
Three months ended March 31, 2011					
Net revenue external customers	1,977,288	1,055,233	3,032,521	3,867	3,036,388
Inter-segment revenue	1,694	–	1,694	(1,694)	–
REVENUE	**1,978,982**	**1,055,233**	**3,034,215**	**2,173**	**3,036,388**
Depreciation and amortization	(68,227)	(40,349)	(108,576)	(27,408)	(135,984)
OPERATING INCOME	**312,107**	**171,011**	**483,118**	**(38,034)**	**445,084**
Income (loss) from equity method investees	7,518	64	7,582	–	7,582
Segment assets[1]	11,355,947	4,531,146	15,887,093	2,226,544	18,113,637
thereof investments in equity method investees	265,365	7,284	272,649	–	272,649
Capital expenditures, acquisitions and investments[2]	387,870	40,776	428,646	27,312	455,958
Three months ended March 31, 2010					
Net revenue external customers	1,959,689	922,223	2,881,912	217	2,882,129
Inter-segment revenue	565	–	565	(565)	–
REVENUE	**1,960,254**	**922,223**	**2,882,477**	**(348)**	**2,882,129**
Depreciation and amortization	(63,711)	(36,559)	(100,270)	(24,188)	(124,458)
OPERATING INCOME	**307,906**	**150,930**	**458,836**	**(33,657)**	**425,179**
Income (loss) from equity method investees	1,690	23	1,713	–	1,713
Segment assets	11,230,330	4,265,453	15,495,783	377,344	15,873,127
thereof investments in equity method investees	16,599	3,758	20,357	–	20,357
Capital expenditures, acquisitions and investments[3]	73,567	85,250	158,817	30,663	189,480

[1] *If production was still managed within the segments, as it was in 2010, segment assets would have been $12,325,133 in North America, $5,121,118 in International and $667,386 in Corporate in 2011.*
[2] *North America and International acquisitions exclude $6,000 and $848, respectively, of non-cash acquisitions for 2011.*
[3] *International acquisitions exclude $10,413 of non-cash acquisitions for 2010.*

14. Supplementary cash flow information

The following additional information is provided with respect to the consolidated statements of cash flows:

SUPPLEMENTARY CASH FLOW INFORMATION

Table 29

in $ THOUS

	Three months ended March 31,	
	2011	*2010*
Cash paid for interest	70,884	71,836
Cash paid for income taxes[1]	70,368	68,385
Cash inflow for income taxes from stock option exercises	157	1,106
Supplemental disclosures of cash flow information		
Details for acquisitions:		
Assets acquired	(50,501)	(109,644)
Liabilities assumed	5,373	10,062
Noncontrolling interest	–	5,539
Notes assumed in connection with acquisition	848	10,413
CASH PAID	**(44,280)**	**(83,630)**
Less cash acquired	250	1,169
NET CASH PAID FOR ACQUISITIONS	**(44,030)**	**(82,461)**

[1] *Net of tax refund*

EVENTS OCCURRING AFTER THE BALANCE SHEET DATE

No significant activities have taken place since the balance sheet date March 31, 2011 that have a material impact on the key figures and business earnings presented.

CORPORATE GOVERNANCE

The personally liable shareholder, represented by the Managing Board of Fresenius Medical Care Management AG, and the Supervisory Board of FMC AG & CO. KGAA have issued a compliance declaration pursuant to 161 of the German Stock Corporation Act (AktG). The Company has frequently made this declaration available to the public by pushing it on its website: www.fmc-ag.com.

CALENDAR 2011

AUGUST 2, 2011
Report on First Half 2011

NOVEMBER 2, 2011
Report on Nine Months 2011

Please notice that these dates might be subject to change.

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This interim report is also available in German.

Annual reports, interim reports and further information on the Company is also available on our website. Please visit us at www.fmc-ag.com

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