



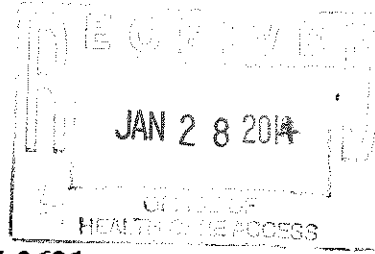
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Executive Offices

Tel: (203) 337-2600 Fax: (203) 337-2621

Facsimile Transmittal

Date: 1 / 28 / 14

To: Deputy Commissioner Davis Fax: 1-860-418-7053

From:

Daniela Kalapir

Executive Assistant

Administrative Assistant to Robert Stanton, M.D.

203-337-2600 x 1288

Re: CON Determination Form Pages: 6 to follow

Comments: _____

CONFIDENTIALITY NOTICE

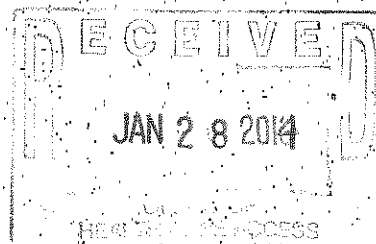
If you have received this communication in error please contact our office immediately at (203) 337-2600. This transmission may contain confidential and privileged information and is intended only for the use of the individual(s) or entity to which it is addressed. Any unauthorized review, use, disclosure, or distribution is strictly prohibited. If you are not the intended recipient please destroy this communication immediately. Thank you.

FAIRFIELD SURGERY CENTER, L. L. C.

Orthopaedic Ambulatory Surgery

Pain Management Services

January 28, 2014



VIA FACSIMILE & FEDERAL EXPRESS

Honorable Lisa Davis
Deputy Commissioner
Office of Health Care Access
Division of the Department of Public Health
410 Capitol Avenue
Hartford, CT 06134-0308

Re: Fairfield Surgery Center, LLC

Dear Deputy Commissioner Davis:

Enclosed please find a CON Determination Form submitted by Fairfield Surgery Center, LLC ("FSC") regarding the proposed sale of a 40% membership interest in FSC to NSH Connecticut, Inc., a wholly-owned subsidiary of National Surgical Hospitals, Inc. A hard copy of the enclosed is being transmitted to OHCA by overnight delivery.

Should you have any questions, please feel free to contact me at (203) 337-2600 or our attorney, Stephen Cowherd, at (203) 259-7900. Thank you for your prompt consideration of this request.

Respectfully submitted,

Steven P. Fiore, MBA, FACMPE
Chief Executive Officer

Enclosures

cc: Bryan S. Fisher, NSH (w/enc.)
Stephen M. Cowherd, Esq., Jeffers Cowherd P.C. (w/enc.)



**State of Connecticut
Office of Health Care Access
CON Determination Form
Form 2020**

All persons who are requesting a determination from OHCA as to whether a CON is required for their proposed project must complete this Form 2020. The completed form should be submitted to the Director of the Office of Health Care Access, 410 Capitol Avenue, MS#13HCA, P.O. Box 340308, Hartford, Connecticut 06134-0308.

SECTION I. PETITIONER INFORMATION

If this proposal has more than two Petitioners, please attach a separate sheet, supplying the same information for each Petitioner in the format presented in the following table.

	Petitioner	Petitioner
Full Legal Name	Fairfield Surgery Center, LLC	NSH Connecticut, Inc.
Doing Business As	Fairfield Surgery Center, LLC	
Name of Parent Corporation		National Surgical Hospitals, Inc.
Petitioner's Mailing Address, if Post Office (PO) Box, include a street mailing address for Certified Mail	75 Kings Highway Cutoff Fairfield, CT 06824	250 South Wacker Dr., Suite 500 Chicago, IL 60606
What is the Petitioner's Status: P for profit and NP for Nonprofit	P	P
Contact Person at Facility, including Title/Position: This individual at the facility will be the Petitioner's Designee to receive all correspondence in this matter.	Steve Fiore Chief Executive Officer	Bryan S. Fisher President

Contact Person's Mailing Address, if PO Box, include a street mailing address for Certified Mail	75 Kings Highway Cutoff Fairfield, CT 06824	250 South Wacker Dr., Suite 500 Chicago, IL 60606
Contact Person's Telephone Number	(203) 337-2600	(312) 627-8400
Contact Person's Fax Number	(203) 337-2621	(312) 474-1950
Contact Person's e-mail Address	sfiore@osgpc.com	bfisher@nshinc.com

SECTION II. GENERAL PROPOSAL INFORMATION

- a. Proposal/Project Title: Transaction Involving National Surgical Hospitals Inc.
- b. Estimated Total Project Cost: No capital costs are associated with the project.
- c. Location of proposal, identifying Street Address, Town and Zip Code:
75 Kings Highway Cutoff, Fairfield, CT 06824
- d. List each town this project is intended to serve:
Bridgeport, Easton, Fairfield, Monroe, Milford, Shelton, Stratford, Trumbull, Norwalk, Newtown, Wilton, Westport, Weston
- e. Estimated starting date for the project: Upon OHCA Approval

SECTION IV. PROPOSAL DESCRIPTION

Please provide a description of the proposed project, highlighting each of its important aspects, on at least one, but not more than two separate 8.5" X 11" sheets of paper. At a minimum each of the following elements need to be addressed, if applicable:

1. If applicable, identify the types of services currently provided and provide a copy of each Department of Public Health license held by the Petitioner.
2. Identify the types of services that are being proposed and what DPH licensure categories will be sought, if applicable.
3. Identify the current population served and the target population to be served.

PROPOSAL DESCRIPTION

Fairfield Surgery Center, LLC (the "Center") is a licensed outpatient surgical facility located at 75 Kings Highway Cutoff, Fairfield, Connecticut 06824. The Center provides surgical procedures and is currently owned by its seven physician members, Henry Backe, Jr., M.D., David Bindelglass, M.D., Dante Brittis, M.D., Robert Dawe, M.D., Patrick Kwok, M.D., Rolf Langeland, M.D. and Robert Stanton, M.D. (collectively, the "Members"). Please see the attached DPH license.

The Members desire to sell a forty percent (40%) interest in the Center to a wholly-owned subsidiary of National Surgical Hospitals Inc. ("NSH"). NSH is experienced in owning, operating and partnering with physicians in ambulatory surgery centers. Upon the admission of the NSH member, the current physician Members will continue to own and control a majority sixty percent (60%) membership interest in the Center.

The Center will continue to provide high-quality outpatient surgery services to patients who reside primarily in the towns indicated in Section II, (d) above. The Center's scope of services will not change as a result of NSH acquiring its minority interest and procedures at the Center will continue to be performed by shareholders or employees of Orthopaedic Specialty Group, P.C., whose physicians will remain responsible for all clinical decision-making.

The Center will be the entity that maintains responsibility for all billing for Center services and will continue to bill in its own name. No change in licensure or payor mix is anticipated as a result of this proposal. The Center will notify the Department of Public Health of the transaction and admission of NSH as a member in accordance with Connecticut General Statute Section 19a-493(b)(2).

With this Determination Request, the Center and its Members request OHCA to make a determination that, in accordance with Conn. Gen. Stat. § 19a-493b(c), a CON is not required for the admission of NSH as a member of the Center as set forth herein. More specifically, the Center is seeking an OHCA determination that the Center's admission of NSH as a member satisfies the statutory conditions of Conn. Gen. Stat. § 19a-493b(c). As required under Conn. Gen. Stat. § 19a-493b(c), the Center prior to this transfer is owned and controlled exclusively by persons licensed pursuant to Section 20-13 of the Connecticut General Statutes, as the Members of the Center are all physicians licensed to practice medicine in the State of Connecticut. Furthermore, after the admission of NSH, persons licensed pursuant to Section 20-13 will continue to own and control sixty percent (60%) of the membership interests in the Center, which meets the threshold established by Section 19a-493b(c).

For the foregoing reasons, the Center hereby requests that OHCA make a determination that the Center is not required to submit to the CON Application process prior to selling a 40% minority interest to NSH as set forth herein.

SECTION V. AFFIDAVIT

(Each Petitioner must submit a completed Affidavit.)

Petitioner: Fairfield Surgery Center, LLC

Project Title: Transaction Involving National Surgical Hospitals Inc.

I, Steve Fiore, CEO
(Name) (Position – CEO or CFO)

of Fairfield Surgery Center, LLC being duly sworn, depose and state that the
(Organization Name)

information provided in this CON Determination form is true and accurate to the best of my
knowledge.

Steve Fiore 1.28.14
Signature Date

Subscribed and sworn to before me on 1.28.14

Nancy A. Heck
Notary Public/Commissioner of Superior Court

My commission expires: 2.28.15

Petitioner: NSH Connecticut, Inc.

Project Title: Transaction Involving National Surgical Hospitals Inc.

I, Bryan S. Fisher, President
(Name) (Position – CEO or CFO)

of NSH Connecticut, Inc. being duly sworn, depose and state that the
(Organization Name)

information provided in this CON Determination form is true and accurate to the best of my
knowledge.

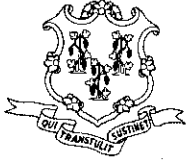
Bryan S. Fisher 1/27/2014
Signature Date

Subscribed and sworn to before me on January 27, 2014

Sandra A. McNicholas
Notary Public/Commissioner of Superior Court

My commission expires: October 11, 2015





STATE OF CONNECTICUT
DEPARTMENT OF PUBLIC HEALTH
Office of Health Care Access

January 30, 2014

VIA FACSIMILE ONLY

Mr. Steve Fiore
Chief Executive Officer
Fairfield Surgery Center, LLC
75 Kings Highway Cutoff
Fairfield, CT 06824

Mr. Bryan S. Fisher
President
NSH Connecticut, Inc.
250 South Wacker Dr., Suite 500
Chicago, IL 60606

RE: Certificate of Need Determination Report Number 14-31893-DTR
Sale of a 40% Interest in Fairfield Surgery Center, LLC to NSH Connecticut, Inc.

Dear Sirs:

On January 28, 2014, the Office of Health Care Access ("OHCA") received your Certificate of Need ("CON") Determination Form on behalf of Fairfield Surgery Center, LLC ("Fairfield Surgery Center") and NSH Connecticut, Inc. ("NSH") with respect to the sale of a 40% interest in Fairfield Surgery Center.

Fairfield Surgery Center is a licensed outpatient surgical facility that provides surgical procedures and is currently owned and controlled by seven physician members: Henry Backe, Jr., M.D., David Bindelglass, M.D., Dante Brittis, M.D., Robert Dawe, M.D., Patrick Kwok, M.D., Rolf Langeland, M.D. and Robert Stanton, M.D. (collectively referred to herein as the "Members"). The Members are all persons licensed pursuant to Connecticut General Statutes § 20-13.

The Members are proposing the sale of a 40% interest in Fairfield Surgery Center to NSH. NSH is experienced in owning, operating and partnering with physicians in ambulatory surgery centers. After the sale, the Members will continue to own and control a majority 60% membership interest in Fairfield Surgery Center. Additionally, the physicians will remain responsible for all clinical decision-making.

Connecticut General Statutes § 19a-638(a)(2) requires a CON for the "transfer of ownership of a health care facility". However, Connecticut General Statutes § 19a-493b(c) provides an exception for outpatient surgical facilities whose Connecticut licensed physician members will maintain a controlling 60% ownershipship after a transfer of interest in a facility. Since the Members will maintain a 60% interest in Fairfield Surgery Center, OHCA hereby determines that a CON *is not required* for the proposed sale.

Sincerely,

Kimberly R. Martone
Director of Operations

C: Rose McLellan, License and Applications Supervisor, DPH, DHSR.

An Equal Opportunity Provider

(If you require aid/accommodation to participate fully and fairly, contact us either by phone, fax or email)

410 Capitol Ave., MS#13HCA, P.O.Box 340308, Hartford, CT 06134-0308
Telephone: (860) 418-7001 Fax: (860) 418-7053 Email: OHCA@ct.gov

* * * COMMUNICATION RESULT REPORT (JAN. 30. 2014 2:51PM) * * *

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STATE OF CONNECTICUT
DEPARTMENT OF PUBLIC HEALTH
OFFICE OF HEALTH CARE ACCESS

FAX SHEET

TO: STEVE FIORE

FAX: 203 337-2621

AGENCY: FAIRFIELD SURGERY CENTER

FROM: OHCA

DATE: 1/30/14 Time: _____

NUMBER OF PAGES: 2
(including transmittal sheet)

Comments:

Please see attached Determination for DN: 14-31893

PLEASE PHONE Barbara K. Olejarsz IF THERE ARE ANY TRANSMISSION PROBLEMS.

Phone: (860) 418-7001

Fax: (860) 418-7053

410 Capitol Ave., MS#13HCA
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* * * COMMUNICATION RESULT REPORT (JAN. 30. 2014 2:52PM) * * *

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E-2) BUSY
 E-4) NO FACSIMILE CONNECTION



**STATE OF CONNECTICUT
 DEPARTMENT OF PUBLIC HEALTH
 OFFICE OF HEALTH CARE ACCESS**

FAX SHEET

TO: BRYAN S. FISHER

FAX: 312 474-1950

AGENCY: NSH CONNECTICUT, INC.

FROM: OHCA

DATE: 1/30/14 **Time:** _____

NUMBER OF PAGES: 2
(including transmittal sheet)

Comments:

Please see attached Determination for DN: 14-31893

PLEASE PHONE Barbara K. Olejarz IF THERE ARE ANY TRANSMISSION PROBLEMS.

Phone: (860) 418-7001

Fax: (860) 418-7053

**410 Capitol Ave., MS#13HCA
 P.O.Box 340308
 Hartford, CT 06134**