Regency Energy Partners LP
Form DEF 14A
November 14, 2011
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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

PROXY STATEMENT PURSUANT TO SECTION 14(a) OF

THE SECURITIES EXCHANGE ACT OF 1934

Filed by the Registrant þ

Filed by a Party other than the Registrant ¨

Check the appropriate box:

¨ Preliminary Proxy Statement
¨ Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))
þ Definitive Proxy Statement
¨ Definitive Additional Materials
¨ Soliciting Material Pursuant to §240.14a-12

REGENCY ENERGY PARTNERS LP

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

þ No fee required.
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(1) Title of each class of securities to which transaction applies:

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(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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Regency Energy Partners LP

2001 Bryan Street, Suite 3700

Dallas, Texas 75201

November 11, 2011

To our unitholders:

You are cordially invited to attend a special meeting of the unitholders of Regency Energy Partners LP (the Partnership) to be held at 2001 Bryan Street, 30th Floor, Dallas, Texas 75201 on Friday, December 16, 2011, at 9:00 a.m., Dallas, Texas time. The board of directors of Regency GP LLC (the Company), the general partner of Regency GP LP (the General Partner), our general partner, which we refer to as our board of directors, has called the special meeting. At this important meeting, you will be asked to consider and vote upon a proposal to approve the terms of the Regency Energy Partners LP 2011 Long-Term Incentive Plan (the 2011 Incentive Plan), which provides for awards of options to purchase our common units, awards of our restricted units, awards of our phantom units, awards of our common units, awards of distribution equivalent rights (or DERs), awards of common unit appreciation rights, and other unit-based awards to employees and consultants of the Partnership, the General Partner, the Company, a subsidiary or their affiliates, and the members of our board of directors (the 2011 Incentive Plan Proposal).

Our board of directors has unanimously approved the 2011 Incentive Plan Proposal and the reservation and issuance from time to time of common units by us under the 2011 Incentive Plan. Our board of directors believes that the 2011 Incentive Plan Proposal is in the best interests of our unitholders and the Partnership and unanimously recommends that the unitholders approve the 2011 Incentive Plan Proposal.

Our currently effective incentive plan, the Regency GP LLC Long-Term Incentive Plan (dated February 3, 2006, the 2006 Plan), permits us to issue a maximum of 2,865,584 of our common units. From the inception of the 2006 Plan through September 30, 2011, we made awards of options and restricted and phantom units totaling 3,195,689, net of forfeitures. If common units in excess of the maximum number of common units authorized under the 2006 Plan should vest prior to the expiration of the 2006 Plan by its own terms in 2016, they will be settled in cash. Since we have made awards for all of the common units under our 2006 Plan, we are seeking approval of a new plan to provide for additional common units for future grants to employees and consultants of the Partnership, the Company, the General Partner or their affiliates, and the members of our board of directors. A copy of the form of 2011 Incentive Plan is attached to this proxy statement as Exhibit A. The 2006 Plan will continue in effect and will not be affected by the 2011 Incentive Plan. Upon the adoption of the 2011 Incentive Plan, no new grants will be made under the 2006 Plan.

Your vote is very important. Whether or not you plan to attend the special meeting, we urge you to vote as soon as possible. You may sign, date and return the enclosed proxy card, or you may vote by using the telephone or internet voting procedures described on the proxy card. You will retain the right to revoke your proxy at any time before the vote, or to vote your units personally if you attend the special meeting. The form of proxy provides unitholders the opportunity to vote on the 2011 Incentive Plan Proposal.

The 2011 Incentive Plan Proposal will not be effective unless approved by the unitholders. A quorum of more than 50% of our outstanding units present in person or by proxy will permit us to conduct the proposed business at the special meeting. Our partnership agreement does not require that we present the 2011 Incentive Plan Proposal to our unitholders for approval. However, under the rules of the New York Stock Exchange, the 2011 Incentive Plan Proposal requires the approval of a majority of the votes cast by our unitholders, provided that the total votes cast on the proposal represents at least 50% of all units entitled to vote.

I urge you to review carefully the attached proxy statement, which contains a detailed description of the 2011 Incentive Plan Proposal to be voted upon at the special meeting.

Sincerely,

MICHAEL J. BRADLEY

President and Chief Executive Officer of

Regency GP LLC

on behalf of Regency Energy Partners LP

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Regency Energy Partners LP

2001 Bryan Street, Suite 3700

Dallas, Texas 75201

NOTICE OF SPECIAL MEETING OF UNITHOLDERS

To Be Held On Friday, December 16, 2011

To our unitholders:

A special meeting of the holders of our common and Series A Preferred units (together, the units) will be held at 2001 Bryan Street, 30th Floor, Dallas, Texas 75201 on Friday, December 16, 2011, at 9:00 a.m. Dallas, Texas time. At the meeting, our unitholders will act on a proposal (the 2011 Incentive Plan Proposal) to approve the terms of the Regency Energy Partners LP 2011 Long-Term Incentive Plan (the 2011 Incentive Plan), which provides for awards of options to purchase our common units, awards of our restricted units, awards of our phantom units, awards of our common units, awards of distribution equivalent rights (or DERs) awards of common unit appreciation rights, and other unit-based awards to employees and consultants of the Partnership, Regency GP LLC (the Company), Regency GP LP (the General Partner), a subsidiary or their affiliates, and the members of our board of directors. A copy of the form of 2011 Incentive Plan is attached to this proxy statement as Exhibit A.

The form of proxy provides unitholders the opportunity to vote on the 2011 Incentive Plan Proposal. However, the 2011 Incentive Plan Proposal will not be effective unless approved by the unitholders. A quorum of more than 50% of our outstanding units present in person or by proxy will permit us to conduct the proposed business at the special meeting. Our partnership agreement does not require that we submit the 2011 Incentive Plan Proposal to unitholders for a vote. However, under the rules of the New York Stock Exchange (the NYSE), the 2011 Incentive Plan Proposal requires the approval of a majority of the votes cast by our unitholders, provided that the total votes cast on the proposal represent at least 50% of all units entitled to vote. We may adjourn the special meeting to a later date, if necessary, to solicit additional proxies if there are not sufficient votes in favor of the 2011 Incentive Plan Proposal.

We have set the close of business on November 7, 2011 as the record date for determining which unitholders are entitled to receive notice of and to vote at the special meeting and any postponements or adjournments thereof. A list of unitholders entitled to vote is on file at our principal offices, 2001 Bryan Street, Suite 3700, Dallas, Texas 75201, and will be available for inspection by any unitholder during the meeting.

Your Vote is Very Important. If you cannot attend the special meeting, you may vote by mailing the proxy card in the enclosed postage-prepaid envelope or you may vote using the telephone or internet voting procedures described on the proxy card. Any unitholder attending the meeting may vote in person, even though he or she already has returned a proxy card.

BY ORDER OF THE BOARD OF DIRECTORS

OF REGENCY GP LLC,

the general partner of REGENCY GP LP,

the general partner of REGENCY ENERGY PARTNERS LP

PAUL M. JOLAS

Executive Vice President, Chief Legal Officer and Secretary of

Regency GP LLC

on behalf of Regency Energy Partners LP

Dallas, Texas

November 11, 2011

YOU SHOULD RELY ONLY ON THE INFORMATION CONTAINED OR INCORPORATED BY REFERENCE IN THIS PROXY STATEMENT. WE HAVE NOT AUTHORIZED ANYONE TO PROVIDE YOU WITH DIFFERENT INFORMATION. THIS PROXY STATEMENT IS DATED NOVEMBER 11, 2011. YOU SHOULD ASSUME THAT THE INFORMATION CONTAINED IN THIS PROXY STATEMENT IS ACCURATE AS OF THAT DATE ONLY. OUR BUSINESS, FINANCIAL CONDITION, RESULTS OF OPERATIONS AND PROSPECTS MAY HAVE CHANGED SINCE THAT DATE.

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IMPORTANT NOTICE REGARDING THE AVAILABILITY OF

PROXY MATERIALS FOR THE SPECIAL

MEETING TO BE HELD ON FRIDAY, DECEMBER 16, 2011

The Notice of Special Meeting of Unitholders and the Proxy Statement for

the Special Meeting of Unitholders are available at http://www.regencygasservices.com.

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REGENCY ENERGY PARTNERS LP

2001 Bryan Street

Dallas, Texas 75201

PROXY STATEMENT

SPECIAL MEETING OF UNITHOLDERS

December 16, 2011

This proxy statement contains information related to the special meeting of unitholders of Regency Energy Partners LP (the Partnership) and any postponements or adjournments thereof. This proxy statement and the accompanying form of proxy are first being mailed to our unitholders on or about November 11, 2011.

QUESTIONS AND ANSWERS

The following is qualified in its entirety by the more detailed information contained in or incorporated by reference in this proxy statement. Unitholders are urged to read carefully this proxy statement in its entirety. FOR ADDITIONAL COPIES OF THIS PROXY STATEMENT OR PROXY CARDS, OR IF YOU HAVE ANY QUESTIONS ABOUT THE SPECIAL MEETING, CONTACT INNISFREE M&A INCORPORATED AT 1-888-750-5834 OR 501 MADISON AVENUE, 20TH FLOOR, NEW YORK, NEW YORK 10022.

Q: Who is soliciting my proxy?

A: Regency GP LP, our general partner (the General Partner), is sending you this proxy statement in connection with its solicitation of proxies for use at our special meeting of unitholders. Certain directors, officers and employees of Regency GP LLC, the general partner of the General Partner, and Innisfree M&A Incorporated (a proxy solicitor) may also solicit proxies on our behalf by mail, phone, internet, fax or in person.

Q: How will my proxy be voted?

A: Unless you give other instructions on your proxy card, the persons named as proxy holders on the proxy card will vote all executed proxy cards in accordance with the recommendations of the board of directors of our general partner (which we refer to as our board of directors), which is to vote FOR the proposal. With respect to any other matter that properly comes before the special meeting, the proxy holders will vote as recommended by the board of directors, or, if no recommendation is given, in their own discretion.

Q: When and where is the special meeting?

A: The special meeting will be held on Friday, December 16, 2011, at 9:00 a.m., Dallas, Texas time at 2001 Bryan Street, 30th Floor, Dallas, Texas 75201.

The special meeting may be adjourned to another date and/or place for any proper purposes (including, without limitation, for the purpose of soliciting additional proxies). However, our partnership agreement also provides that, in the absence of a quorum, the special meeting may be adjourned from time to time by the affirmative vote of a majority of the outstanding units represented either in person or by proxy.

Q: What is the purpose of the special meeting?

A: At the special meeting, our unitholders will act upon a proposal to approve the terms of the Regency Energy Partners LP 2011 Long-Term Incentive Plan (the 2011 Incentive Plan), which provides for awards of options to purchase our common units, awards of our restricted units, awards of our phantom units, awards of our common units, awards of distribution equivalent rights (or DERs) awards of common unit appreciation rights, and other unit-based awards to employees and consultants of the Partnership, the Company, the General Partner, a subsidiary or their affiliates, and the members of our board of directors (the 2011 Incentive Plan Proposal). A copy of the form of 2011 Incentive Plan is attached to this proxy statement as Exhibit A.

Q: Who is entitled to vote at the special meeting?

A: All unitholders who owned our units at the close of business on the record date, November 7, 2011, are entitled to receive notice of the special meeting and to vote the units that they held on the record date at the special meeting, or

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any postponements or adjournments of the special meeting. Each unitholder may be asked to present valid picture identification, such as a driver s license or passport. Cameras, recording devices and other electronic devices will not be permitted at the special meeting.

Q: How do I vote?

A: Mail your completed, signed and dated proxy card, or vote by using the telephone or internet voting procedures described on the proxy card, as soon as possible so that your units may be represented at the special meeting. You may also attend the special meeting and vote your units in person. Holders whose common units are held in street name through brokers or other nominees who wish to vote at the special meeting will need to obtain a legal proxy from the institution that holds their common units. Even if you plan to attend the special meeting, your plans may change, so it is a good idea to complete, sign and return your proxy card in advance of the special meeting.

Q: If my units are held in street name by my broker, will my broker or other nominee vote my common units for me?

A: If you own your common units in street name through a broker or nominee, your broker or nominee will not be permitted to exercise voting discretion with respect to the proposal to be acted upon at the special meeting. Thus, if you do not give your broker or nominee specific instructions, your common units will not be voted on the proposal.

Q: What do I do if I want to change my vote?

A: To change your vote after you have submitted your proxy card, send in a later-dated, signed proxy card to us or attend the special meeting and vote in person. You may also revoke your proxy by sending in a notice of revocation to us at the address set forth in the notice. Please note that attendance at the special meeting will not by itself revoke a previously granted proxy. If you have instructed your broker or other nominee to vote your common units, you must follow the procedure your broker or nominee provides to change those instructions.

Q: What is the recommendation of the board of directors?

A: The board of directors recommends that you vote FOR the 2011 Incentive Plan Proposal. In addition, on October 28, 2011, our board of directors, including each of our directors who meet the independence requirements of the New York Stock Exchange (the NYSE), unanimously approved the reservation and issuance from time to time of common units by us under the 2011 Incentive Plan Proposal.

Q: What effect will the 2011 Incentive Plan Proposal have on the Regency GP LLC Long-Term Incentive Plan dated February 3, 2006 (the 2006 Plan)?

A: The 2006 Plan will continue in effect and will not be affected by the 2011 Incentive Plan. Upon the adoption of the 2011 Incentive Plan, no new grants will be made under the 2006 Plan. The 2006 Plan permits us to issue a maximum of 2,865,584 of our common units. From the inception of the 2006 Plan through September 30, 2011, we made awards of options and restricted and phantom units totaling 3,195,689, net of forfeitures. If common units in excess of the maximum number of common units authorized under the 2006 Plan should vest prior to the expiration of the 2006 Plan by its own terms in 2016, they will be settled in cash. Since we have made awards for all of the common units under our 2006 Plan, we are seeking approval of a new plan to provide for additional common units for future awards to employees and consultants of the Partnership, the General Partner, the Company, or their affiliates, and the members of our board of directors.

Q: What constitutes a quorum?

A: If more than 50% of our outstanding units on the record date are present in person or by proxy at the special meeting, such units will constitute a quorum and will permit us to conduct the proposed business at the special meeting. Your units will be counted as present at the special meeting if you:

- are present and vote in person at the meeting; or

- have submitted a properly executed proxy card.

Proxies received but marked as abstentions will be counted as units that are present and entitled to vote for purposes of determining the presence of a quorum. If an executed proxy is returned by a broker or other nominee holding common units in street name indicating that the broker does not have discretionary authority as to certain

common units to vote on the proposals (a broker non-vote), such common units will be considered present at the meeting for purposes of determining the presence of a quorum but will not be considered entitled to vote.

Q: What vote is required to approve the proposal?

A: Under the New York Stock Exchange Listed Company Manual (NYSE Manual), the 2011 Incentive Plan Proposal requires the approval of a majority of the votes cast by our unitholders, provided that the total votes cast on the proposal represent more than 50% of all units entitled to vote. Votes for and against and abstentions count as votes cast, while broker non-votes do not count as votes cast. Thus, the total sum of votes for, plus votes against, plus abstentions in respect of the proposal, which is referred to the NYSE Votes Cast, must be greater than 50% of the total of our outstanding units. Once the NYSE Votes Cast requirement is satisfied, the number of votes cast for the 2011 Incentive Plan Proposal must represent a majority of the NYSE Votes Cast in respect of such proposal in order to be approved. Thus, broker non-votes can make it difficult to satisfy the NYSE Votes Cast requirement, and abstentions have the effect of a vote against the 2011 Incentive Plan Proposal.

The form of proxy provides unitholders the opportunity to vote on the 2011 Incentive Plan Proposal. However, the 2011 Incentive Plan Proposal will not be effective unless approved by the unitholders.

A properly executed proxy submitted without voting instructions will be voted (except to the extent that the authority to vote has been withheld) FOR the 2011 Incentive Plan Proposal.

Q: What are the federal income tax consequences of the 2011 Incentive Plan Proposal to unitholders?

A: The following is a general summary of the federal income tax consequences of options, restricted units, phantom units, DERs, unit appreciation rights, unit awards and other unit-based awards granted under the 2011 Incentive Plan Proposal. This summary is not intended to be exhaustive. It is a general summary only and does not discuss the applicability of the income tax laws of any state or foreign country. Unitholders will not recognize any gain or loss for federal income tax purposes upon the effectiveness of the 2011 Incentive Plan Proposal.

Options granted under the 2011 Incentive Plan Proposal are non-statutory options under the Internal Revenue Code (the Code). There are no federal income tax consequences to participants or the Partnership upon the grant of an option under the 2011 Incentive Plan Proposal. Thereafter, upon the exercise of options, participants will generally recognize ordinary income in an amount equal to the excess of the fair market value of the common units at the time of exercise over the purchase price of the option.

The recipient of a restricted unit award will not recognize income at the time of the award, assuming the restrictions applicable to such award constitute a substantial risk of forfeiture for federal income tax purposes and the recipient does not make an election (an 83(b) election) to include the value of the common units in his current income under Section 83(b) of the Code. If the recipient of a restricted unit award makes an 83(b) election, the recipient will recognize ordinary income equal to the fair market value of the common units on the date the award is granted and thereafter will be treated as a partner in the Partnership. If the recipient of a restricted unit award does not make an 83(b) election, then, when the applicable forfeiture restrictions lapse, the recipient will recognize ordinary income in an amount equal to the fair market value of the common units on the date the forfeiture restrictions lapse.

The recipient of a phantom unit award will not recognize income at the time of the award. Thereafter, when the applicable forfeiture restrictions lapse and the phantom unit award becomes vested, the recipient will recognize compensation taxable as ordinary income in an amount equal to the cash and/or the fair market value of the common units on the date the forfeiture restrictions lapse.

The recipient of a unit appreciation right award will not recognize income at the time of the award. Thereafter, upon the exercise of the unit appreciation right, the recipient will recognize ordinary income in an amount equal to the excess of the fair market value of the underlying common units at the date of exercise over the purchase price for such unit appreciation right.

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The recipient of a unit award will recognize income at the time of the award in an amount equal to the fair market value of the common units on the date of the award.

The recipient of any other unit-based award will not recognize income at the time of the award, but, upon the lapse of applicable forfeiture restrictions, will recognize compensation taxable as ordinary income in an amount equal to the

excess of the fair market value of the underlying common units on the date the forfeiture restrictions lapse over the purchase price for such other unit-based award, if any.

If the participant holds a phantom unit award with DERs payable prior to the participant becoming a partner, or holds unit distribution rights related to unvested restricted units, the participant will recognize compensation taxable as ordinary income when distribution equivalents (or unit distributions) are paid to the participant.

The Partnership generally will be entitled to a corresponding federal income tax deduction for amounts recognized as ordinary income by participants upon the settlement of awards granted under the 2011 Incentive Plan.

Since our Partnership is not a taxable entity, all reimbursements made by us to the Company with respect to awards under the 2011 Incentive Plan are treated as deductions that are allocated among the partners of our Partnership in accordance with our partnership agreement.

The awards granted under the 2011 Incentive Plan are generally intended to be exempt from Section 409A of the Code. Failure to comply with Section 409A of the Code, if applicable, could subject a participant to an additional 20% tax and interest.

Q: Who can I contact for further information?

A: If you have questions about the proposal, please contact our Investor Relations Department at (214) 840-5477 or ir@regencygas.com.

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THE PARTNERSHIP

We are a growth-oriented publicly-traded Delaware limited partnership formed in 2005 engaged in the gathering, treating, processing, compression and transportation of natural gas and natural gas liquids. We focus on providing midstream services in some of the most prolific natural gas producing regions in the United States, including the Haynesville, Eagle Ford, Barnett, Fayetteville and Marcellus shales as well as the Permian Delaware basin. Our assets are primarily located in Louisiana, Texas, Arkansas, Pennsylvania, Mississippi, Alabama, California and the mid-continent region of the United States, which includes Kansas, Colorado and Oklahoma.

We are a limited partnership formed under the laws of the State of Delaware. Our common units are listed on the NYSE under the ticker symbol RGP. Our executive offices are located at 2001 Bryan Street, Suite 3700, Dallas, Texas, 75201. Our telephone number is (214) 750-1771. We maintain a website at www.regencygasservices.com that provides information about our business and operations.

As a limited partnership, we are managed by our general partner, Regency GP LP, which in turn is managed by its general partner, Regency GP LLC. Regency GP LLC is ultimately responsible for the business and operations of our general partner and conducts our business and operations, and the board of directors and officers of Regency GP LLC make decisions on our behalf.

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THE 2011 INCENTIVE PLAN PROPOSAL

Adoption of the 2011 Incentive Plan

On October 28, 2011, our board of directors, subject to the approval of our unitholders as required under the NYSE s rules, ratified and approved the 2011 Incentive Plan and authorized us to reserve and issue up to 3,000,000 common units under the 2011 Incentive Plan.

The 2006 Plan permits us to issue a maximum of 2,865,584 of our common units. From the inception of the 2006 Plan through September 30, 2011, we made awards of options and restricted and phantom units totaling 3,195,689, net of forfeitures. If common units in excess of the maximum number of common units authorized under the 2006 Plan should vest prior to the expiration of the 2006 Plan by its own terms in 2016, they will be settled in cash. Without the approval of the 2011 Incentive Plan, there would be no common units available for future awards to employees and consultants of the Partnership, the General Partner, the Company, a subsidiary or their affiliates, and the members of our board of directors. The 2006 Plan will continue in effect and will not be affected by the 2011 Incentive Plan. Upon the adoption of the 2011 Incentive Plan, no new awards will be made under the 2006 Plan.

Advantages of the 2011 Incentive Plan

The Company believes that the 2011 Incentive Plan is in the best interests of our Partnership and our unitholders and should be approved for the following reasons:

- the adoption of the 2011 Incentive Plan will provide a means to assist the Company in retaining the services of employees and consultants of the Partnership, the Company, the General Partner, a subsidiary or their affiliates, and the members of our board of directors by providing incentive awards for such individuals to exert maximum efforts for our success;

- the 2011 Incentive Plan is intended to provide a means whereby employees and consultants of the Partnership, the Company, the General Partner, a subsidiary or their affiliates, and the members of our board of directors may develop a sense of proprietorship and personal involvement in the development and financial success of our Partnership through awards of options to purchase common units, awards of restricted units, awards of phantom units, awards of units, awards of DERs, awards of unit appreciation rights and other unit-based awards; and

- the 2011 Incentive Plan is intended to enhance the ability of the Partnership, the General Partner, the Company and their affiliates to attract and retain the services of key individuals who are essential for the growth and profitability of the Partnership.

Disadvantages of the 2011 Incentive Plan

Our unitholders will be subject to dilution if additional common units are issued pursuant to the 2011 Incentive Plan.

Description of the 2011 Incentive Plan

The following is a brief description of the principal features of the 2011 Incentive Plan. A copy of the 2011 Incentive Plan is attached to this proxy statement as Exhibit A, and you should refer to the 2011 Incentive Plan for details regarding the awards that may be made thereunder.

Restricted Units. Restricted units are common units granted under the 2011 Incentive Plan that are subject to forfeiture provisions and restrictions on transferability during the restricted period established by the Compensation Committee of our board of directors (the Compensation Committee).

Phantom Units. Phantom units are notional common units that can be granted under the 2011 Incentive Plan, which, upon vesting, would entitle the holders to receive common units or an amount of cash equal to the fair market value of such common units, as determined by the Compensation Committee in its discretion. Participants who receive phantom units under the 2011 Incentive Plan will not have voting rights or rights to receive distributions made by us until the phantom units become vested. However, as described below, a contingent right to receive an amount of cash equal to any cash distributions made on the underlying common units could also be granted in tandem with phantom units.

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Common Unit Options. Common unit options are rights to purchase common units at a specified price. Common unit options may have such terms and conditions as our Compensation Committee determines in accordance with the terms of the 2011 Incentive Plan. The exercise price of an option may not be less than the fair market value of a common unit on the day of the award. Options will become vested and exercisable over a period determined by our Compensation Committee.

Distribution Equivalent Rights. DERs are contingent rights to receive an amount in cash, common units and/or phantom units equal to all or a portion of the distributions otherwise payable on common units during the period a phantom unit award is outstanding. DERs may be granted in tandem with a specific phantom unit award.

Unit Distribution Rights. Unit distribution rights (or UDRs) are distributions made by the Partnership with respect to a restricted unit.

Unit Appreciation Rights. Unit appreciation rights (or UARs) are contingent rights to receive the excess of the fair market value of a common unit on the vesting date over the grant price established for such unit appreciation right. Such excess may be paid in cash and/or in common units as determined by the Compensation Committee in its discretion.

Unit Awards. Unit awards are common units granted under the 2011 Incentive Plan that are not subject to forfeiture provisions.

Other Unit-Based Awards. Other unit-based awards are awards that can be granted under the 2011 Incentive Plan that are denominated or payable in, valued in or otherwise based on or related to our common units, in whole or in part and may include, without limitation, convertible or exchangeable securities. The Compensation Committee determines the terms and conditions of such other unit-based awards. Upon vesting, an other unit-based award may be paid in cash, common units (including restricted units) or any combination thereof as provided in the related award agreement.

Administration. The 2011 Incentive Plan will be administered by the Compensation Committee (or another committee of our board of directors), whose significant powers include, but are not limited to, (i) designating participants in the plan; (ii) determining the type of award and the number of common units to be covered by any award; (iii) determining the terms and conditions, including vesting conditions, of any award; (iv) determining, whether, to what extent and under what circumstances participants may settle, exercise, cancel or forfeit any award; (v) interpreting and administering the 2011 Incentive Plan and any instrument or agreement relating to an award made thereunder; and (vi) establishing, amending, suspending or waiving such rules and regulations and appointing such agents as it shall deem appropriate for the proper administration of the 2011 Incentive Plan. Subject to applicable law and any other limitations as the Compensation Committee may impose, the Compensation Committee, in its sole discretion, may delegate its powers and duties under the 2011 Incentive Plan to the chief executive officer of the Company. Notwithstanding the foregoing, the chief executive officer may not grant awards to, or take any action with respect to any award previously granted to, a person who is an officer subject to Rule 16b-3 of the Securities Exchange Act of 1934, as amended or any member of our Board of Directors. Subject to adjustment as provided in the 2011 Incentive Plan, the number of common units that may be delivered to participants is 3,000,000. To the extent an award is forfeited or otherwise terminates or is cancelled without delivery of common units, the common units subject to such award shall again become available for awards under the 2011 Incentive Plan to the extent of the forfeiture, cancellation or termination. In addition, common units withheld or netted to satisfy tax withholding obligations will not be considered to have been delivered to participants and will again become available for awards. The common units to be delivered pursuant to an award under the 2011 Incentive Plan shall consist of common units newly issued by the Partnership, common units acquired in the open market, from our affiliates or from any other person, or any combination of the foregoing, as determined by the Compensation Committee in its discretion.

Eligibility. Any member of our board of directors, employee or consultant of the Partnership, the General Partner, the Company, a subsidiary or any of their affiliates are eligible to be designated as a participant in the 2011 Incentive Plan by the Compensation Committee. Awards under the 2011 Incentive Plan may be granted alone or in addition to, in tandem with or in substitution for any other award under the 2011 Incentive Plan or awards under any other plan of the Partnership or any of its affiliates. Awards granted in addition to or in tandem with other option awards under the 2011 Incentive Plan or awards under any other plan of the Partnership or any of its affiliates may be granted either at the same time as or at a different time from the grant of such other awards.

Awards. The exercise price per common unit purchasable under an option or subject to a UAR awarded to participants is determined by the Compensation Committee (at its discretion) at the date of the award and may be no less than the fair market value of the common units subject to the option award or UAR as of the date of the award. The Compensation Committee determines the exercise terms and the restricted period with respect to an option or UAR award, which may include, without limitation, a provision for accelerated vesting upon death or disability of the participant, the achievement of specified performance goals or such other events as the Compensation Committee may provide and the method or methods by which any payment of the exercise price with respect to an option may be made or deemed to have been made, which may include cash, withholding or netting units from the award or cashless-broker transactions or other acceptable forms of payment. Awards may be granted to participants under the 2011 Incentive Plan for such consideration, including services, as the Compensation Committee shall determine. In addition, to the extent provided by the Compensation Committee, any restricted unit award or phantom unit award may include a contingent right to receive an amount in cash equal to any cash distributions made by us with respect to the underlying common units during the period the award is outstanding. Notwithstanding anything in the plan or any award agreement to the contrary, the Compensation Committee may refuse to deliver common units pursuant to the exercise or vesting of an award for any period during which, in the good faith determination of the Compensation Committee, the Partnership is not reasonably able to obtain common units to deliver pursuant to such award without violating applicable law or NYSE rules. No common units may be delivered pursuant to the 2011 Incentive Plan until we have received full payment of any amount required to be paid pursuant to the 2011 Incentive Plan or pursuant to the award agreement.

The specific individuals who will be granted awards under the 2011 Incentive Plan and the type and amount of any such awards will be based on the discretion of the Compensation Committee, subject to annual limits on the maximum awards that may be awarded to any individual as described above. Accordingly, future awards to be received by or allocated to particular individuals under the 2011 Incentive Plan are not presently determinable.

Amendments. The 2011 Incentive Plan may be amended or terminated at any time by our board of directors or the Compensation Committee without the consent of any participant or unitholder, including an amendment to increase the number of common units available for awards under the 2011 Incentive Plan; however, under NYSE rules, any material amendment, such as a change in the types of awards available under the plan or an increase in the number of units available under the 2011 Incentive Plan, would also require the approval of the unitholders.

Term. The 2011 Incentive Plan will be effective on the date the unitholders approve the 2011 Incentive Plan and will continue until the 10-year anniversary thereof or, if earlier, at the time that all available common units under the 2011 Incentive Plan have been paid to participants or the time of termination of the plan by our board of directors.

Tax Effects of Awards Under the 2011 Incentive Plan

No federal income tax is imposed on the optionee upon the grant of an option to purchase common units under the 2011 Incentive Plan. Generally, upon the exercise of such option, the optionee generally will be treated as receiving ordinary income in the year of exercise in an amount equal to the excess of the fair market value of the common units on the date of exercise over the option price paid for the common units. Upon the sale of the common units acquired by the exercise of an option, assuming the participant holds the common units as a capital asset, the participant generally will realize capital gain or loss, which may which may be short- or long-term capital gain or loss depending upon the length of time that the participant held the common units after exercising the option and before the sale of such common units. The participant s adjusted tax basis in the common units will be the purchase price plus the amount of ordinary income recognized by the participant at the time of exercise of the option, adjusted for intervening partnership gains, losses and distributions.

The recipient of a restricted unit award will not recognize income at the time of the award, assuming the restrictions applicable to such award constitute a substantial risk of forfeiture for federal income tax purposes and the recipient does not make an 83(b) election. If the recipient of a restricted unit award makes an 83(b) Election, the recipient will recognize ordinary income equal to the fair market value of the common units on the date of the award. If the recipient does not make an 83(b) Election with respect to the restricted unit award, then, when the applicable forfeiture restrictions lapse with respect to the award, the recipient will recognize ordinary income in an amount equal to the fair market value of the common units on the date the forfeiture restrictions lapse. Upon the sale of the common units acquired by the settlement of a restricted unit award, assuming the participant holds the common units as a capital asset, the participant generally will realize capital gain or loss, which may which may be short- or long-term capital gain or loss depending upon the length of time that the participant held the common units after the settlement of the restricted unit award and before the sale of such common units. The participant s adjusted tax basis in the common units will be the amount of ordinary income recognized by the participant at the time of settlement of the restricted unit award, adjusted for intervening partnership gains, losses and distributions.

The recipient of a phantom unit award will not recognize income at the time of the award, but, upon the lapse of the applicable forfeiture restrictions, will recognize ordinary income in an amount equal to the fair market value of the underlying common units on the date of payment of the vested phantom unit. In the event that a phantom unit award is settled in common units, then, upon the sale of such common units acquired by the settlement of a phantom unit award, assuming the participant holds the common units as a capital asset, the participant generally will realize capital gain or loss, which may which may be short- or long-term capital gain or loss depending upon the length of time that the participant held the common units after the settlement of the phantom unit award and before the sale of such common units. The participant s adjusted tax basis in the common units will be the amount of ordinary income recognized by the participant at the time of payment of the vested phantom unit award, adjusted for intervening partnership gains, losses and distributions. The recipient of a DER granted in tandem with a phantom unit award is not taxed on receipt of the DER, but any payment made with respect to the DER will constitute ordinary income to the participant at the time the DER is paid to the participant.

The recipient of a unit appreciation right award will not recognize income at the time of the award, but, upon the exercise of the common unit appreciation right, will recognize compensation taxable as ordinary income in an amount equal to the excess of the fair market value of the underlying common units at the date of exercise over the purchase price for such common unit appreciation right. In the event that a common unit appreciation right award is settled in common units, then, upon the sale of the common units acquired by the exercise of a common unit appreciation right award, assuming the participant holds the common units as a capital asset, the participant generally will realize capital gain or loss, which may which may be short- or long-term capital gain or loss depending upon the length of time that the participant held the common units after the settlement of the common unit appreciation right award and before the sale of such common units. The participant s adjusted tax basis in the common units will be the purchase price plus the amount of ordinary income recognized by the participant at the time of exercise of the common unit appreciation right, adjusted for intervening partnership gains, losses and distributions.

The recipient of a unit award will recognize ordinary income at the time of the award in an amount equal to the fair market value of the common units on the date of such award. Upon the sale of the common units acquired by the grant of the common unit award, assuming the participant holds the common units as a capital asset, the participant generally will have capital gain or loss, which may which may be short- or long-term capital gain or loss depending upon the length of time during which the participant held the common units after receiving the common unit award and prior to the sale of such common units. The participant s adjusted tax basis in the common units is the amount of ordinary income recognized by the participant at the date of grant, adjusted for intervening partnership gains, losses and distributions.

The recipient of any other unit-based award will not recognize income at the time of the award, but, upon the lapse of the applicable forfeiture restrictions, will recognize compensation taxable as ordinary income in an amount equal to the excess of the fair market value of the underlying common units on the date the forfeiture restrictions lapse over the purchase price for such other unit-based award, if any. In the event that an other unit-based award is settled in common units, then, upon the sale of the common units acquired by the settlement of an other unit-based award, assuming the participant holds the common units as a capital asset, the participant generally will realize capital gain or loss, which may which may be short- or long-term capital gain or loss depending upon the length of time during which the participant held the common units after the settlement of the other unit-based award and prior to the sale of such common units. The participant s adjusted tax basis in the common units will be the purchase price, if any, plus the amount of ordinary income recognized by the participant at the time of settlement of the other unit-based award, adjusted for intervening partnership gains, losses and distributions.

If the participant holds a phantom unit award with DERs payable prior to the participant becoming a partner, or holds unit distribution rights related to unvested restricted units, the participant will recognize compensation taxable as ordinary income when distribution equivalents (or unit distributions) are paid to the participant.

Since our Partnership is not a taxable entity, all direct payments made by us to participants and reimbursements made by us to the Company with respect to awards under the 2011 Incentive Plan are treated as deductions that are allocated among the partners of our Partnership in accordance with the partnership agreement.

Section 409A of the Internal Revenue Code. Certain awards under the Long-Term Incentive Plan may be considered non-qualified deferred compensation for purposes of Section 409A of the Code, which imposes certain additional requirements regarding the payment of deferred compensation. Generally, if at any time during a taxable year a non-qualified deferred compensation plan fails to meet the requirements of Section 409A of the Code, or is not operated in accordance with those requirements, all amounts deferred under the non-qualified deferred compensation plan for the taxable year and all preceding taxable years, by or for any participant with respect to whom the failure relates, are includible as ordinary income of the participant for the taxable year to the extent such amounts are not subject to a substantial risk of forfeiture and not previously included as ordinary income. If a deferred amount is required to be included as ordinary income under Section 409A of the Code, the amount also may be subject to interest and an additional income tax. The interest imposed is equal to the interest at the underpayment rate plus one percentage point, imposed on the underpayments that would have occurred had the compensation been includible as ordinary income for the taxable year when first deferred, or if later, when not subject to a substantial risk of forfeiture. The additional income tax is equal to 20% of the compensation required to be included in ordinary income.

New Plan Benefits

No common units have been issued through the date of this proxy statement under the 2011 Incentive Plan. The number of such common units to be issued under the 2011 Incentive Plan to the individuals or groups of individuals eligible to receive awards under the 2011 Incentive Plan, and the net values to be realized upon such issuances, are not determinable.

THE BOARD OF DIRECTORS RECOMMENDS THAT YOU VOTE FOR THIS PROPOSAL.

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INTEREST OF DIRECTORS AND EXECUTIVE OFFICERS IN THE

2011 INCENTIVE PLAN PROPOSAL

Employees and consultants of the Partnership, the Company, the General Partner, a subsidiary or any of their affiliates, and the members of our board of directors will be eligible to receive awards under the 2011 Incentive Plan if it is approved. Accordingly, the members of our board of directors and the executive officers of the Company have a substantial interest in the passage of the 2011 Incentive Plan.

SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED UNITHOLDER MATTERS

The following table sets forth, as of October 26, 2011, the beneficial ownership of our units by:

- each person who then beneficially owned five percent or more of our common units;
- each member of the Board of Directors of Regency GP LLC;
- each named executive officer of Regency GP LLC; and
- all directors and executive officers of Regency GP LLC, as a group.

The amounts and percentage of units beneficially owned are reported on the basis of regulations of the SEC governing the determination of beneficial ownership of securities. Under the rules of the SEC, a person is deemed to be a beneficial owner of a security if that person has or shares voting power, which includes the power to vote or to direct the voting of such security, or investment power, which includes the power to dispose of or to direct the disposition of such security. A person is also deemed to be a beneficial owner of any securities with respect to which that person has a right to acquire beneficial ownership within 60 days. Under these rules, more than one person may be deemed a beneficial owner of the same securities and a person may be deemed a beneficial owner of securities as to which he has no economic interest.

Name of Beneficial Owners	Business Address	Common Units	Percentage of Outstanding Common Units
Energy Transfer Equity, L.P., LE GP, LLC, Kelcy L. Warren (1)	3738 Oak Lawn Avenue, Dallas, Texas, 75219	26,266,791	16.7%
Regency LP Acquirer, L.P., General Electric Capital Corporation, General Electric Company (2)	800 Long Ridge Rd Stamford, CT 06927	13,168,735	8.4%
Kayne Anderson Capital Advisors, L.P. (3)	1800 Avenue of the Stars Second Floor Los Angeles, CA 90067	9,620,860	6.1%
Tortoise Capital Advisors, L.L.C. (4)	11550 Ash Street, Suite 300	8,637,562	5.5%

	Leawood, KS 66211		
Neuberger Berman Group LLC (5)	605 Third Avenue New York, NY 10158	8,507,898	5.4%
Michael J. Bradley	2001 Bryan Street, Suite 3700, Dallas, Texas 75201	25,000	*

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Thomas E. Long	2001 Bryan Street, Suite 3700, Dallas, Texas 75201	7,700	*
A. Troy Sturrock	2001 Bryan Street, Suite 3700, Dallas, Texas 75201	15,342	*
Jim Holotik	2001 Bryan Street, Suite 3700, Dallas, Texas 75201	5,450	*
Paul M. Jolas	2001 Bryan Street, Suite 3700, Dallas, Texas 75201	24,385	*
James W. Bryant	2001 Bryan Street, Suite 3700, Dallas, Texas 75201	-	*
Rodney L. Gray	2001 Bryan Street, Suite 3700, Dallas, Texas 75201	5,000	*
John D. Harkey, Jr.	2001 Bryan Street, Suite 3700, Dallas, Texas 75201	-	*
John W. McReynolds	2001 Bryan Street, Suite 3700, Dallas, Texas 75201	-	*
All directors and executive officers as a group (9 persons)	-	82,877	0.1%
Total number of units as of October 26, 2011		157,343,942	

(1) Based solely on the Schedule 13D/A filed with the SEC on December 13, 2010, ETE, LE GP, LLC (LE GP) and Kelcy L. Warren are the beneficial owners of 26,266,791 common units. ETE, LE GP and Mr. Warren have the sole power to vote and dispose of 26,266,791 common units. Ray C. Davis, through his ownership interest in LE GP, may be deemed to also beneficially own the common units that are beneficially owned by ETE, LE GP and Mr. Warren to the extent of his interest in LE GP.

(2) Based solely on the Schedule 13D/A filed with the SEC on June 30, 2011, GE, GECC and Regency LP Acquirer, L.P. (LP Holdings) are the beneficial owners of 13,168,735 common units. LP Holdings is the sole record owner of, and has the sole power to vote and dispose of, 13,168,735 common units. Neither GECC nor GE directly own any common units. GE and GECC may be deemed beneficial owners of, and

may each be deemed to possess sole voting and dispositive powers with respect to, 13,168,735 common units due to their indirect ownership interests in LP Holdings.

(3) Based solely on the Schedule 13G filed with the SEC on May 6, 2011.

(4) Based solely on the Schedule 13G filed with the SEC on February 11, 2011, Tortoise Capital Advisors, L.L.C. (TCA) acts as an investment adviser to certain closed-end investment companies registered or regulated under the Investment Company Act of 1940. TCA, by virtue of investment advisory agreements with these investment companies, has all investment and voting power over securities owned of record by these investment companies. However, despite their delegation of investment and voting power to TCA, these investment companies may be deemed to be the beneficial owners under Rule 13d-3 of the Exchange Act of the securities they own of record because they have the right to acquire

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investment and voting power through termination of their investment advisory agreement with TCA. Thus, TCA has reported that it shares voting power and dispositive power over the securities owned of record by these investment companies. TCA also acts as an investment advisor to certain managed accounts. Under contractual agreements with individual account holders, TCA, with respect to the securities held in the managed accounts, shares investment and voting power with certain account holders, and has no voting power but shares investment power with certain other account holders. TCA may be deemed the beneficial owner of the securities under Rule 13d-3 of the Exchange Act. Of the 8,637,562 common units reported as beneficially owned by TCA, TCA has reported that it has shared voting power with respect to 8,073,510 of these common units and shared dispositive power with respect to all of these common units. None of these securities are owned of record by TCA, and TCA disclaims any beneficial interest in such securities. The source of the foregoing information is such Schedule 13G.

(5) Based solely on the Schedule 13G/A filed with the SEC on February 14, 2011.

* Less than 1.0%.

Our board of directors, or the Compensation Committee, in its discretion, may terminate, suspend or discontinue the 2011 Incentive Plan at any time with respect to any award that has not yet been granted. Our board of directors, or the Compensation Committee, also has the right to alter or amend the 2011 Incentive Plan or any part of the plan from time to time, including increasing the number of common units that may be awarded subject to unitholder approval as required by the exchange upon which the common units are listed at that time. However, no change in any outstanding award may be made that would materially impair the rights of an affected participant without the consent of that participant.

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EXECUTIVE COMPENSATION

Overview of Our Executive Compensation Program

On May 26, 2010 (the Change of Control Date), a subsidiary of Energy Transfer Equity, L.P., a Delaware partnership (ETE), purchased our General Partner (the Change of Control). As a result of this transaction, control of the Partnership was transferred from General Electric Energy Financial Services (GE EFS) to ETE. The Change of Control led to changes in the composition of our Board of Directors and of our management team. Concurrently with the consummation of the transaction, five members of the Board of Directors of our General Partner (James F. Burgoyne, Daniel R. Castagnola, Paul J. Halas, Mark T. Mellana and Brian P. Ward), all of whom were designees of GE EFS, resigned as directors of our General Partner, and ETE appointed two other individuals (John W. McReynolds and John D. Harkey, Jr.) to our General Partner s Board. Certain other senior leaders, including our Chief Executive Officer, our Chief Financial Officer and certain other executive officers, resigned during the remaining portion of 2010.

This Compensation Discussion and Analysis describes the compensation policies and decisions of our Compensation Committee (the Compensation Committee) with respect to our executive officers, including the following individuals who are referred to as the Named Executive Officers, or NEOs :

- Michael J. Bradley, President and Chief Executive Officer;
- Byron R. Kelley, former Chairman of the Board, President and Chief Executive Officer;
- Thomas E. Long, Executive Vice President and Chief Financial Officer;
- A. Troy Sturrock, Vice President, Controller, Principal Accounting Officer and former interim Principal Financial Officer;
- Stephen L. Arata, former Executive Vice President and Chief Financial Officer;
- Paul M. Jolas, Executive Vice President, Chief Legal Officer and Secretary;
- Dennie W. Dixon, former Senior Vice President, Operations for Gathering and Processing and Transportation Segments (who resigned effective January 10, 2011);
- David G. Marrs, former President of Contract Compression Segment; and
- L. Patrick Giroir, former Executive Vice President and Chief Commercial Officer of Gathering and Processing and Transportation Segments.

As further described below, our philosophy regarding the overall objectives of our compensation programs remains unchanged following the Change of Control. Our compensation program is designed to recruit and retain individuals with the highest capacity to develop and grow our business, and to align their compensation with the short and long-term goals of our business. To accomplish these objectives, our compensation program consists of the following components: (a) base salary, designed to compensate employees for work performed during the fiscal year; (b) short-term incentive compensation, designed to reward employees for the Partnership s yearly performance and for individual performance goals achieved during the fiscal year; and (c) long-term incentive compensation in the form of equity awards, meant to align our NEOs interests with the Partnership s long-term performance.

While our compensation philosophy remains unchanged, we did modify our equity awards program in connection with the Change of Control. Specifically, we changed the timing of our annual grant of equity awards as well as the type of equity awards we grant to our executive officers in order to better align our equity award program with that of Energy Transfer Partners, L.P. (ETP), a master limited partnership whose ultimate owner is ETE. We do not anticipate changes to other components of our compensation program at this time. However, if the Compensation Committee makes any material changes to the compensation program, those changes will be disclosed on a Form 8-K.

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Role of the Compensation Committee and Management

The General Partner is responsible for the management of the Partnership. The Compensation Committee is appointed by the Board of Directors of the General Partner to discharge the Board s responsibilities relating to compensation of the Partnership s executive officers. The Compensation Committee is directly responsible for the General Partner s incentive compensation programs, which include programs that are designed specifically for our senior officers, including our Named Executive Officers.

The Compensation Committee is charged, among other things, with the responsibility of reviewing the executive officer compensation policies and practices to ensure (a) adherence to our compensation philosophy and (b) that the total compensation paid to our executive officers is fair, reasonable and competitive. The Compensation Committee meets at least twice yearly, with one of its meetings focused on a review of compensation programs for executive officers. Following this annual review, the Compensation Committee makes recommendations to the Board for its approval.

During the first quarter of each fiscal year, our Board, based on information and recommendations provided by senior management, approves corporate objectives for the Partnership, including a budget, for the year. These corporate objectives may differ from, and may exceed, the projections of anticipated performance of the Partnership that we provide to the investing public from time to time. The Board also at this time determines the aggregate amount of the payout under the annual incentive bonus pool for executive officers and employees for the preceding year.

Also during the first quarter of each year, the Compensation Committee meets to (a) assess the performance of the CEO and other senior officers with respect to the Partnership s results for the preceding year, (b) review and assess the personal performance objectives of the senior officers for the preceding year, if any, and (c) determine the portion of the approved bonus pool to be paid to the executive officers. Our CEO participates in the process of allocating the Partnership bonus pool among different business groups and makes recommendations to the Compensation Committee regarding the amount of bonuses and other compensation that should be paid to other members of senior management, including the other executive officers.

In addition, the Compensation Committee, at these meetings and after taking into account both the advice of outside consultants and recommendations of senior management, considers base salary levels, target bonus levels and awards to be made under the 2006 Incentive Plan for ensuing fiscal years for our executive officers. Effective as of the Change of Control Date, the Compensation Committee determined that it would consider whether to grant equity awards in December, rather than in the first quarter of the year, to better align our equity grant program with that of ETP.

Compensation Philosophy and Objectives

The principal objective of our compensation program is to attract and retain, as executive officers and employees, individuals of demonstrated competence, experience and leadership in our industry and in those professions and with those skills required by our business and operations who share our business aspirations, values, ethics and culture.

In establishing our compensation programs, we consider the following compensation objectives:

- to create unitholder value through generation of sustainable earnings and cash available for distribution;
- to reward participants for value creation commensurate with industry standards and the pay practices of our competitors;
- to provide a significant percentage of total compensation that is at-risk or variable;
- to encourage significant equity ownership to align the interests of executive officers and key employees with those of unitholders;

- to provide competitive, performance-based compensation programs that allow us to attract and retain superior talent; and
- to develop a strong linkage between business performance, safety, environmental stewardship, cooperation among business units and employee pay.

We also strive to achieve a fair balance between the compensation rewards that we perceive as necessary to remain competitive in the marketplace and fundamental fairness to our unitholders, taking into account the return on their investment.

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In measuring the contributions of our executive officers and our performance, the Compensation Committee considers the following financial and operating measures:

- Adjusted EBITDA, which is defined in Item 6. Selected Financial Data as further adjusted and described under Compensation Components and Analysis Annual Incentive Bonuses of our Annual Report on Form 10-K for the year ended December 31, 2010, as filed with the SEC on February 18, 2011 (the Annual Report);

- the amount of distributions paid with respect to all of our outstanding common units;

- our ability to control and manage general and administrative expenses and operations and maintenance expenses;

- the total reportable incident rate, which is a measure of the number of injury accidents involving employees over the calendar year; and

- the number of preventable vehicle accidents.

The Compensation Committee elected to utilize these measures for gauging the performance of the Partnership in 2010 as a means of incentivizing executives to meet our financial goals, to deliver growth in unitholder value and to ensure the safety of our employees, the environment, and the communities in which we operate.

Market Analysis

In 2010, to ensure that our compensation practices were competitive, the Compensation Committee retained BDO Seidman, LLP (BDO), to provide a total compensation analysis for our executive officers and certain key employees. The Compensation Committee selected a peer group that includes the 20 publicly-traded limited partnerships listed below, which are in the midstream market segment of the oil and gas industry. In selecting this peer group, we considered those of our competitors that are of a size similar to our own, measured by market capitalization. Our market capitalization falls in the median range of the peer group, which consists of the following companies:

Atlas Pipeline Partners, L.P.	Holly Energy Partners, L.P.
Boardwalk Pipeline Partners, LP	Magellan Midstream Partners, L.P.
Buckeye Partners, L.P.	MarkWest Energy Partners, L.P.
Copano Energy, L.L.C.	Martin Midstream Partners L.P.
Crosstex Energy, L.P.	Nustar Energy L.P.
DCP Midstream Partners, LP	Plains All American Pipeline, L.P.
Eagle Rock Energy Partners, L.P.	Quicksilver Gas Services LP
Energy Transfer Partners, L.P.	Sunoco Logistics Partners L.P.
Enterprise Products Partners L.P.	Targa Resources Partners LP
Hiland Partners, LP	Teppco Partners, L.P.

In addition to our peer group, the Compensation Committee relies on the expertise of BDO in order to obtain a more complete picture of the overall compensation environment. BDO provides us with market data and analysis regarding board and executive compensation, based on proprietary surveys of companies in our industry. Where possible, BDO provides us with information regarding the pay practices of similarly-sized master limited partnerships, but supplements the data with information from the broader market where necessary. The data is proprietary and is provided to us in summary fashion.

When considering the data, the Compensation Committee generally seeks to position the total compensation of our Named Executive Officers at the median range by reference to persons with similar duties at our peer group companies. The Compensation Committee also seeks to reward our executive officers when we achieve our stretch performance goals by providing compensation that is in the upper quartile of our peer group. However, actual compensation decisions for individual officers are the result of the Compensation Committee s subjective analysis of a number of factors, including the individual officer s performance, experience, skills or tenure with us, changes to the individual s position and trends in compensation practices within our peer group or industry. Each executive s current and prior compensation is considered in setting future compensation. The amount of each executive s current compensation is considered as a base against which the Compensation Committee makes determinations as to whether adjustments are necessary to retain the executive in light of competition and in order to provide continuing performance incentives. Thus, the Compensation Committee s determinations regarding compensation are the result of the exercise of judgment based on all reasonably available information and, to that extent, are discretionary. The Compensation Committee may use its discretion to adjust any of the components of compensation to achieve our goal of recruiting, promoting and retaining individuals with the skills necessary to execute our business strategy and develop and grow our business.

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Elements of Compensation Programs

Overall, the executive compensation programs are designed to be consistent with the philosophy and objectives set forth above. The principal elements of our executive compensation programs are summarized in the table below, followed by a more detailed discussion of each compensation element.

Element	Characteristics	Purpose
Base salary	Fixed annual cash compensation; executive officers are eligible for periodic increases in base salary based on individual performance; targeted to approximate the 50th percentile in pay level of our peer group.	Keep our annual compensation competitive with the defined market for skills and experience necessary to execute our business.
Annual incentive bonus	Performance-based annual cash incentive earned based on achievement of corporate objectives and individual objectives, if any, against target performance levels; awards are targeted to range between the 50th and the 75th percentile of our peer group.	Align performance to the corporate objectives that drive our business and reward executive officers for achievement of both corporate and individual performance objectives. Amounts earned for achievement of target performance levels are designed to provide competitive total cash compensation; potential for lesser or greater amounts are intended to motivate executives to achieve or exceed our financial and operational goals.
Equity based awards (phantom units)	Awards of phantom units are based on personal and corporate performance. Effective as of the Change of Control Date, forfeiture restrictions on phantom units will lapse according to the passage of time. In general, units with time-based restrictions vest as to 1/5 of the award on each of the first five anniversaries of the award date. DERs accompany equity grants. The recipient has a right to distributions based on the entire unit award, rather than just the portion that has vested. Equity awards granted in prior years (and those granted in May 2010) consisted of phantom units that were subject to different vesting provisions, both as to the phantom unit and as to any distributions related to an accompanying DER, as discussed more fully below.	Align the interest of executive officers with unitholders; motivate and reward executive officers to increase unitholder value over the long term. The vesting schedule facilitates retention of executive officers.
Retirement savings plan	Tax-deferred 401(k) plan in which all employees can choose to defer compensation for retirement up to IRS imposed limits ($16,500 for 2010). In 2010, we matched a participant s contributions to the 401(k) plan, up to six percent of eligible compensation, but not greater than $16,500. Effective January 1, 2011, we match participant s contributions up to five percent of eligible compensation, and matching contributions vest immediately.	Provide the opportunity and incentivize employees to save for their future retirement.
Health and welfare benefits		

Health and welfare benefits (medical, dental, vision, disability insurance and life insurance) are available for all regular full-time employees.	Provide benefits to meet the health and wellness needs of employees and their families.

Compensation Components and Analysis

Base Salary

Design. Base salaries are generally targeted at the market median of our peer group of companies, although each executive officer may have a base salary above or below the median of the market. Actual individual salary amounts are not objectively determined, but instead reflect the Compensation Committee s subjective analysis of a number of factors, including the individual officer s experience, skills or tenure with the Partnership, changes to the individual s position within the Partnership, or trends in compensation practices within our peer group or industry. In addition, the Compensation Committee also carefully considered the input and recommendations of the CEO when evaluating factors relative to the other executive officers, or, in the case of the CEO, the Compensation Committee considered the input and recommendations of the chairman of the Compensation Committee.

2010 Fiscal Year Results. The following table shows the base salaries of our Named Executive Officers and the percentage increases that the 2010 base salary represents over the prior year s base salary, where applicable.

Named Executive Officer	2010 Salary	Percentage Increase Over Prior Year
Michael J. Bradley	$ 575,000	N/A
Byron R. Kelley	$ 504,000	3%
Thomas E. Long	$ 300,000	N/A
A. Troy Sturrock	$ 182,500	7%
Stephen L. Arata	$ 283,300	N/A
Paul M. Jolas	$ 360,000	20%
Dennie W. Dixon	$ 215,300	N/A
David G. Marrs	$ 300,000	N/A
L. Patrick Giroir	$ 236,500	N/A

The Board approved a three percent salary increase for Mr. Kelley on October 19, 2010, which was effective as of July 5, 2010 and consistent with the increases generally made to base salaries of full-time employees who are not officers. Mr. Sturrock s base salary increase, which was effective on July 5, was a result of his promotion to a new position. Following the acquisition of our General Partner by Energy Transfer Equity, L.P., Mr. Jolas received a 20 percent increase in his base salary in recognition of his performance and his contributions in connection with the transaction. The Board did not consider increasing salaries for Messrs. Arata, Dixon, Marrs and Giroir because of their tendered or expected resignations.

While our stated goal is to approximate the base salaries of the 50th percentile of our peer group of companies, we believe that it is important, in some cases, to deviate from this goal in order to attract the best talent for critical positions within the Partnership. The base salaries of Messrs. Long, Sturrock, Arata, Dixon and Marrs approximate the 50th percentile of salaries of individuals in comparable positions at our peer group of companies. Mr. Giroir had been recently promoted to his current position, and as a result, his base salary fell below the 50th percentile of similarly situated officers, who in many cases have longer tenure in their roles. Base salary compensation for Messrs. Bradley and Kelley exceed the salaries of chief executive officers at the 75th percentile of our peer group of companies as a result of salary negotiations in a competitive environment. Mr. Jolas salary exceeds the salaries of officers holding a similar position at the 75th percentile of our peer group of companies, which reflects Mr. Jolas performance, contribution to our performance, and the decision to seek to retain Mr. Jolas following the acquisition of our General Partner.

Changes for Fiscal Year 2011. As of the date of our Annual Report, the Compensation Committee had not approved any changes to the base salaries for fiscal year 2011.

Guaranteed Minimum Bonus

In connection with the negotiation of employment terms with Messrs. Bradley and Long, we agreed to pay them guaranteed minimum bonuses for fiscal year 2011. We believe it was important to provide this one-time element of compensation in light of the highly competitive employment environment and in order to recruit these individuals to our company. The amounts of the guaranteed bonuses are substantially the same as the amounts that each of Messrs. Bradley and Long would otherwise be entitled to receive under our annual incentive bonus program if target performance is achie

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ved. However, these guaranteed amounts will be paid regardless of whether the company or the executive meet their respective 2011 performance goals. Mr. Bradley s minimum bonus will be $500,000. Mr. Long s minimum bonus will be $250,000. Bonuses for fiscal year 2011 are anticipated to be paid in February or March 2012.

Annual Incentive Bonuses

Design. Annual incentive bonuses are targeted to range between the 50th and 75th percentile of our peer group of companies. As reflected in the table below titled NEO Target Bonus Opportunity, if target goals are achieved, the Named Executive Officers are eligible to receive an annual bonus opportunity ranging from 40 percent to 100 percent of base salary. To arrive at a payout amount for a particular NEO, the Compensation Committee first determines the amount of funding of the Partnership s bonus pool, which is funded based on the achievement of certain Partnership performance goals, discussed below. In May 2010, the Compensation Committee budgeted a total target bonus pool of $12.3 million, which was based on the sum of each employee s target bonus opportunity, expressed as a percentage of each employee s wages. For 2010, whether the Partnership funded the total amount of the target bonus pool depended on Partnership performance related to the following corporate performance measures:

Adjusted EBITDA, which is defined in Item 6. Selected Financial Data as further adjusted and described under Compensation Components and Analysis Annual Incentive Bonuses of our Annual Report;

the amount of distributions paid with respect to all of our outstanding common units;

our ability to control and manage general and administrative expenses and operations and maintenance expenses;

the total reportable incident rate, which is a measure of the number of injury accidents involving employees over the calendar year; and

the number of preventable vehicle accidents.

Each of these performance metrics is weighted and is subject to a threshold, target and stretch performance goal. The table below shows the weighting assigned to each performance metric and describes the amount of the bonus pool that will accrue if the performance metric indicated is achieved. The annual incentive bonus pool is prorated if actual performance falls between the defined threshold and stretch corporate performance targets. For 2010, the corporate performance targets were:

				Percentage Accrual of Pool		
Performance Metric	**Threshold**	**Target**	**Stretch**	**Threshold**	**Target**	**Stretch**
Adjusted EBITDA (millions)	$ 244.1	$ 265	$ 277.6	25%	60%	100%
Per Common Unit Cash Distributions	$ 1.68	$ 1.78	$ 1.80	12.5%	25%	37.5%
Cash Management (G&A and O&M) (millions)	$ 190.1	$ 181.1	$ 166.6	7.5%	15%	26.5%
Total Reportable Incident Rate	2.96	2.08	1.64	2.5%	5%	7.5%
Preventable Vehicle Accidents	13	11	8	2.5%	5%	7.5%
Total Bonus Pool Accrual				50%	110%	179%

The Compensation Committee has the discretion to apply a zero to two times multiplier to the amount of the final bonus pool, such that the amount of the bonus pool may range from no bonus up to approximately 358 percent of the bonus pool accrual. This discretionary multiplier allows the Compensation Committee to either reward extraordinary corporate performance or reduce the bonus pool accrual in response to current business conditions or other factors.

Once the Compensation Committee decides the funding of the Partnership-wide bonus pool based on the Partnership s achievement of corporate performance goals, the bonus pool is allocated among different business groups according to each group s achievement of group-specific performance targets. In 2010, our NEOs were members of the Corporate group. The Compensation Committee set business group-specific performance targets, the achievement of which determines the actual amount of the bonus pool available for distribution to the individuals in that group.

For 2010, the Corporate group s bonus pool accrued on the same basis as the company-wide bonus pool, but the pool s size was tied to the wages of each employee in the Corporate group. The Compensation Committee budgeted a target bonus pool of $2,203,000 for the Corporate group, which represents the sum of the target bonus opportunity for each employee in the individual group, determined as a percentage of each employee s wages. The CEO has discretion to allocate between 10 and 20 percent of the Partnership s bonus pool among the different business groups, as a means of recognizing significant achievement during the year.

Once the Compensation Committee and the CEO have allocated the bonus pool among the individual business groups, the CEO makes bonus recommendations to the Compensation Committee for each NEO, excluding himself, based on each NEO s personal performance during the year. The Compensation Committee s evaluation of individual performance takes into account a range of factors that may vary for individual officers, and may include effective leadership, teamwork, customer focus, safety, environmental stewardship, the development of individuals responsible to the applicable officer, and the officer s role within the Partnership. Any amounts awarded are subject to the Compensation Committee s discretion.

The following table describes each Named Executive Officer s target bonus opportunity, calculated as a percentage of base salary, and the percentage of base salary that the actual award earned for fiscal year 2010 represented. Messrs. Bradley and Long, who joined our company in late 2010, were ineligible to participate in our 2010 annual incentive bonus program.

NEO Target Bonus Opportunity

Named Executive Officer	Target Performance	Annual Incentive Bonus Award as a % of Salary
Michael J. Bradley	N/A	N/A
Byron R. Kelley	100%	170%
Thomas E. Long	N/A	N/A
A. Troy Sturrock	40%	52%
Stephen L. Arata	75%	N/A
Paul M. Jolas	75%	87%
Dennie W. Dixon	75%	75%
David G. Marrs	90%	31%
L. Patrick Giroir	75%	N/A

Fiscal Year 2010 Results. In assessing the Partnership s performance with respect to its stated corporate performance goals, the Compensation Committee determined it was appropriate to consider the impact of the Change of Control as well the sale of our east Texas assets. Specifically, the Compensation Committee approved the modification of the definition of Adjusted EBITDA (solely for purposes of determining the Annual Incentive Bonus) to (i) present Adjusted EBITDA on a pre-bonus expense basis, (ii) exclude the impact of our acquisition of a 49.9 percent interest in Midcontinent Express Pipeline LLC, (iii) exclude the impact of our east Texas operations and (iv) exclude the amount of the fees paid to ETE pursuant to the services agreement. The adjustments in (i), (iii) and (iv) were also applied to the calculation of our 2010 results for the Cash Management performance metric. Accordingly, the following table shows the Partnership s 2010 performance results as determined by the Compensation Committee for purposes of determining the Annual Incentive Bonus:

Performance Metric	Financial Results
Adjusted EBITDA, as further adjusted	$ 278,942,000
Per Common Unit Cash Distributions	$ 1.78
Adjusted Cash Management (G&A and O&M)	$ 147,228,000
Total Reportable Incident Rate	1.22
Preventable Vehicle Accidents	5

In light of the adjustments above, the Compensation Committee also determined it was appropriate to modify the threshold, target and stretch performance goals for Adjusted EBITDA, as further adjusted and Adjusted Cash Management, both as described in the immediately preceding paragraph. In addition, the Compensation Committee determined that it was appropriate to exclude non-cash LTIP expense from the budgeted goals because it is no longer reported within Adjusted EBITDA. The modified performance goals are reflected in the following table:

Performance Metric	Threshold	Target	Stretch	Percentage Accrual of Pool Threshold	Target	Stretch
Adjusted EBITDA, as further adjusted (millions)	$ 256.4	$ 269.9	$ 291.4	25%	60%	100%
Adjusted Cash Management (G&A and O&M) (millions)	$ 159.9	$ 152.3	$ 140.1	7.5%	15%	26.5%

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With respect to Per Common Unit Cash Distributions, we achieved the target performance goal. With respect to Total Reportable Incident Rate and Preventable Vehicle Accidents, we achieved the stretch performance goal. We exceeded our target goals in each of the performance metrics listed in the table immediately preceding this paragraph. Collectively, these achievements resulted in the bonus pool accruing at 136%.

While the Compensation Committee has the discretion to make subjective adjustments based on a range of individual performance factors that may vary for each NEO, the Compensation Committee did not exercise this discretion in 2010. Instead, as further described below, the Compensation Committee awarded annual incentive bonuses based upon the 2010 corporate performance measures in the following amounts:

Named Executive Officer	2010 Annual Incentive Bonus Award ($)
Michael J. Bradley	N/A
Byron R. Kelley	856,800
Thomas E. Long	N/A
A. Troy Sturrock	95,514
Stephen L. Arata	
Paul M. Jolas	313,449
Dennie W. Dixon	161,475
David G. Marrs	95,000
L. Patrick Giroir	

Messrs. Bradley and Long, who commenced employment with us in late 2010, were ineligible to participate in our 2010 incentive bonus program.

Under the terms of Mr. Kelley s employment agreement, if company target goals are achieved, he is eligible to receive an annual bonus award equal to 100 percent of his base salary. In November 2010, in connection with Mr. Kelley s resignation, the Compensation Committee evaluated the Partnership s annualized performance and determined that stretch targets had been achieved. Based on the Partnership s achievement of its stretch performance objectives and in consideration of Mr. Kelley s execution of a consulting agreement with the Partnership, the Compensation Committee determined it was appropriate to apply a 1.7x multiplier to Mr. Kelley s bonus target.

The amounts awarded to Messrs. Jolas and Sturrock were based on the Partnership s performance as compared against the 2010 performance goals described above.

The amount awarded to Mr. Marrs was based on the terms of his separation agreement.

Under the terms of his severance agreement, Mr. Dixon received his target bonus amount of $161,475. In light of their respective resignations, Messrs. Arata and Giroir were not entitled to receive bonus awards.

Changes for Fiscal Year 2011. As of the date of our Annual Report, the Compensation Committee had not approved any changes to the annual incentive compensation program for fiscal year 2011.

Equity-Based Awards

Design. Our equity awards are granted under our 2006 Plan, which provides a source of equity to attract new members to our management team to incentivize key employees. We believe the 2006 Plan promotes a long-term focus on our results and aligns employee and unitholder interests.

Historically, equity awards granted under our 2006 Plan have been targeted at market median levels, consistent with our practice of keeping total compensation to our employees at market median levels. Since 2009, it has been our practice to grant equity awards in the form of phantom units, which are subject to certain vesting restrictions. The vesting restrictions on our phantom units have lapsed based either on the passage of time, with vesting dependent on continued employment as of each applicable vesting date, or on the achievement of certain market-based performance metrics related to Total Unitholder Return (TUR). In 2009 and in May 2010, 40 percent of phantom units granted were subject to time-based vesting restrictions and 60 percent were subject to performance-based vesting restrictions. Time-based restrictions typically lapse as to one-third of any unit award on each of the first three anniversaries of the date of grant. TUR is determined through a

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formula that measures the price per unit plus the cash distributions per unit at the end of a specified period, divided by the price per unit at the beginning of that specified period. The units subject to vesting restrictions related to TUR vest at the end of a three-year period based on our performance compared against a group of our peer companies. In addition, phantom units have traditionally been granted with tandem DERs, which entitle the grantee to a cash distribution with respect to a unit while such phantom unit is outstanding.

Historically, the Compensation Committee has granted phantom awards to our NEOs in the first or second quarter of the year as consideration for prior year performance. In 2010, considering the pending Change of Control, the Compensation Committee elected to grant phantom unit awards to the NEOs on May 7, 2010 to incentivize their continued performance. Accordingly, the vesting provisions of these phantom unit awards did not accelerate when the change of control transaction occurred shortly after the May 7 grant. The number of units awarded to each NEO on May 7 was at the market median level of awards made by our peer group of companies to officers in similar roles. In an effort to further our retention efforts, the tandem DERs associated with the May 2010 grants accumulate and will only pay out as the underlying phantom unit vests.

Following the Change of Control, we significantly modified our equity award program. Our primary objective was to align the features of our equity award program with those of ETP s equity award program. ETP grants equity awards that are subject only to time-based vesting requirements, which it believes is more generally prevalent with the companies in the energy industry with which it competes for talented employees. ETP also grants annual equity awards in December as consideration for current year performance. Accordingly, in December 2010, we granted phantom unit awards that vest over a five-year period at 20 percent per year, subject to continued employment through each specified vesting date. In determining the size of the December 2010 equity awards, the Compensation Committee approved grants equal in value to a designated percentage of the officer s salary. The designated percentage was determined by the Compensation Committee s review of the prior three-year average size of equity awards as a percentage of base salary for officers holding similar positions at ETP. Finally, consistent with ETP s practice, the tandem DERs associated with the December 2010 grants will be paid out on a current basis at the same time that any distributions are made to our unitholders generally.

2010 Fiscal Year Results. For 2010, the Compensation Committee made the following phantom unit awards to NEOs, each of which includes a tandem DER grant:

Named Executive Officer	Total Number of Units Awarded
Michael J. Bradley	100,000
Byron R. Kelley	73,000
Thomas E. Long	38,500
A. Troy Sturrock	13,500
Stephen L. Arata	14,000
Paul M. Jolas	40,500
Dennie W. Dixon	7,000
David G. Marrs	14,500
L. Patrick Giroir	13,500

Messrs. Bradley and Long received an initial grant of 50,000 units and 15,000 units, respectively, in connection with our employment of them and our desire to encourage equity ownership by our executive officers.

Each of Messrs. Bradley, Long, Sturrock and Jolas received December equity awards the size of which, as described above, was consistent on a percentage basis with equity awards granted by ETP to executive officers holding similar positions at ETP.

Mr. Kelley received 40,000 units in May 2010, which was at the market median of awards made to executive officers at our peer group of companies. He received an additional grant of 33,000 in consideration of his entering into a consulting arrangement with the Partnership. The grant of units to Messrs. Arata, Dixon, Marrs and Giroir in May 2010 were also at the market median of awards made to officers holding similar positions at our peer group of companies. Pursuant to the terms of his employment agreement, Mr. Marrs is entitled to a pro-rata portion of the 8,700 phantom units subject to performance-based vesting restrictions that were granted to him on May 7, 2010, based upon his continued employment with the Partnership for approximately 30 days after the date of grant. These 267 phantom units will vest on March 15, 2013 based upon the achievement of certain metrics related to TUR. The units granted to Messrs. Arata and Giroir were forfeited upon their resignations.

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Changes for Fiscal Year 2011. As of the date of our Annual Report, the Compensation Committee had not approved any changes to the LTIP program, other than the changes made in connection with the Change of Control, as discussed above.

Deferred Compensation

Among our peer group of companies, tax-deferred 401(k) plans are a common way that companies assist employees in preparing for retirement. We provide our eligible officers and employees with an opportunity to participate in our tax-deferred 401(k) savings plan. The pla to maintain or renew our operating authorities or require formal application and approval to continue providing services under certain government contracts. For example, in connection with our acquisition of AMR from Laidlaw, two of our subsidiaries were required to apply for state and local ambulance operating authority in New York. See Item 1A, "Risk Factors Risk Factors Related to Healthcare Regulation Changes in our ownership structure and operations require us to comply with numerous notification and reapplication requirements in order to maintain our licensure, certification or other authority to operate, and failure to do so, or an allegation that we have failed to do so, can result in payment delays, forfeiture of payment or civil and criminal penalties."

We and our affiliated physicians are subject to various federal, state and local licensing and certification laws and regulations and accreditation standards and other laws, relating to, among other things, the adequacy of medical care, equipment, personnel and operating policies and procedures. We are also subject to periodic inspection by governmental and other authorities to assure continued compliance with the various standards necessary for licensing and accreditations. Failure to comply with these laws and regulations could result in our services being found to be non reimbursable or prior payments being subject to recoupments, and can give rise to civil or criminal penalties. We have taken steps we believe were required to retain or obtain all requisite licensure and operating authorities. While we have made reasonable efforts to substantially comply with federal, state and local licensing and certification laws and regulations and standards as we interpret them, we cannot assure you that agencies that administer these programs will not find that we have failed to comply in some material respects.

Because we perform services at hospitals and other types of healthcare facilities, we and our affiliated physicians may be subject to laws which are applicable to those entities. For example, our operations are impacted by the Emergency Medical Treatment and Active Labor Act of 1986, which prohibits "patient dumping" by requiring hospitals and hospital emergency departments and others to assess and stabilize any patient presenting to the hospital's emergency department or urgent care center requesting care for an emergency medical condition, regardless of the patient's ability to pay. Many

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states in which we operate have similar state law provisions concerning patient dumping. Violations of the Emergency Medical Treatment and Active Labor Act of 1986 can result in civil penalties and exclusion of the offending physician from the Medicare and Medicaid programs.

In addition to the Emergency Medical Treatment and Active Labor Act of 1986 and its state law equivalents, significant aspects of our operations are affected by state and federal statutes and regulations governing workplace health and safety, dispensing of controlled substances and the disposal of medical waste. Changes in ethical guidelines and operating standards of professional and trade associations and private accreditation commissions such as the American Medical Association and the Joint Commission on Accreditation of Healthcare Organizations may also affect our operations. We believe our operations as currently conducted are in substantial compliance with these laws and guidelines.

EmCare's professional liability insurance program, under which insurance is provided for most of our affiliated medical professionals and professional and corporate entities, is reinsured through our wholly-owned subsidiary, EMCA Insurance Company, Ltd. The activities associated with the business of insurance, and the companies involved in such activities, are closely regulated. Failure to comply with applicable laws and regulations can result in civil and criminal fines and penalties and loss of licensure.

While we have made reasonable efforts to substantially comply with these laws and regulations, and utilize licensed insurance professionals where necessary or appropriate, we cannot assure you that we will not be found to have violated these laws and regulations in some material respects.

Antitrust Laws

Antitrust laws such as the Sherman Act and state counterparts prohibit anticompetitive conduct by separate competitors, such as price fixing or the division of markets. Our physician contracts include contracts with individual physicians and with physicians organized as separate legal professional entities (e.g., professional medical corporations). Antitrust laws may deem each such physician/entity to be separate, both from EmCare and from each other and, accordingly, each such physician/practice is subject to antitrust laws that prohibit anti-competitive conduct between or among separate legal entities or individuals. Although we believe we have structured our physician contracts to substantially comply with these laws, we cannot assure you that antitrust regulatory agencies or a court would not find us to be non-compliant.

Corporate Compliance Program and Corporate Integrity Obligations

We have developed a corporate compliance program in an effort to monitor compliance with federal and state laws and regulations applicable to healthcare entities, to ensure that we maintain high standards of conduct in the operation of our business and to implement policies and procedures so that employees act in compliance with all applicable laws, regulations and Company policies. Our program also attempts to monitor compliance with our Corporate Compliance Plan, which details our standards for: (1) business ethics, (2) compliance with applicable federal, state and local laws, and (3) business conduct. We have an Ethics and Compliance Department whose focus is to prevent, detect and mitigate regulatory risks. We attempt to accomplish this mission through:

- providing guidance, education and proper controls based on the regulatory risks associated with our business model and strategic plan,
- conducting internal audits and reviews to identify any improper practices that may be occurring,
- resolving regulatory matters, and
- enhancing the ethical culture and leadership of the organization.

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The OIG has issued a series of Compliance Program Guidance documents in which the OIG has set out the elements of an effective compliance program. We believe our compliance program has been structured appropriately in light of this guidance. The primary compliance program components recommended by the OIG, all of which we have attempted to implement, include:

- formal policies and written procedures,
- designation of a Compliance Officer,
- education and training programs,
- internal monitoring and reviews,
- responding appropriately to detected misconduct,
- open lines of communication, and
- discipline and accountability.

Our corporate compliance program is based on the overall goal of promoting a culture that encourages employees to conduct activities with integrity, dignity and care for those we serve, and in compliance with all applicable laws and policies. Notwithstanding the foregoing, we audit compliance with our compliance program on a sample basis. Although such an approach reflects a reasonable and accepted approach in the industry, we cannot assure you that our program will detect and rectify all compliance issues in all markets and for all time periods.

As do other healthcare companies which operate effective compliance programs, from time to time we identify practices that may have resulted in Medicare or Medicaid overpayments or other regulatory issues. For example, we have previously identified situations in which we may have inadvertently utilized incorrect billing codes for some of the services we have billed to government programs such as Medicare or Medicaid, or billed for services which may not meet medical necessity guidelines. In such cases, if appropriate, it is our practice to disclose the issue to the affected government programs and to refund any resulting overpayments. The government usually accepts such disclosures and repayments without taking further enforcement action, and we generally expect that to be the case with respect to our past and future disclosures and repayments. However, it is possible that such disclosures or repayments will result in allegations by the government that we have violated the False Claims Act or other laws, leading to investigations and possibly civil or criminal enforcement actions.

When the United States government settles a case involving allegations of billing misconduct with a healthcare provider, it typically requires the provider to enter into a CIA with the OIG for a set period of years. As a condition to settlement of government investigations, certain of our operations are subject to two separate CIAs with the OIG for the period July 2004 through September 2011. As part of these CIAs, AMR is required to establish and maintain a compliance program that includes the following elements: (1) a compliance officer and committee, (2) written standards including a code of conduct and policies and procedures, (3) general and specific training and education, (4) claims review by an independent review organization, (5) disclosure program for reporting of compliance issues or questions, (6) screening and removal processes for ineligible persons, (7) notification of government investigations or legal proceedings, (8) establishment of safeguards applicable to our contracting processes and (9) reporting of overpayments and other "reportable events."

If we fail or if we are accused of failing to comply with the terms of our existing CIAs, we may be subject to additional litigation or other government actions, including being excluded from participating in the Medicare program and other federal healthcare programs. If we enter into any settlements with the U.S. government in the future we may be required to enter into additional CIAs.

See Item 1A, "Risk Factors Risk Factors Related to Healthcare Regulation" for additional information related to regulatory matters.

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Additional Information

We file annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, registration statements, proxy statements, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities and Exchange Act of 1934, as amended ("Exchange Act"). The SEC maintains an internet website, *www.sec.gov*, that contains reports, proxy and information statements, and other information regarding issuers that file electronically with the SEC. Copies of materials that we file with the SEC can also be obtained at the SEC's Public Reference Room at 100 F Street, N.E., Washington, D.C. 20549. Information on the operation of the SEC's Public Reference Room can be obtained by calling the SEC at 1-800-SEC-0330.

Our website address is *www.emsc.net*. Under the "Investor Relations" heading on our website we make available, free of charge, our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K, registration statements, proxy statements, and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act of 1934 as soon as reasonably practicable after such forms are electronically filed with or furnished to the SEC.

Copies of our key corporate governance documents, code of ethics, and charters of our audit, compensation, compliance, and corporate governance and nominating committees are also available on our website *www.emsc.net* under the headings "Corporate Governance" and "Code of Business Conduct and Ethics."

The website addresses for our business segments are *www.amr.net* and *www.emcare.com*.

Information contained on these websites is not part of this Annual Report on Form 10-K and is not incorporated in this Report by reference.

ITEM 1A. RISK FACTORS

You should carefully consider the factors described below, in addition to the other information set forth in this Annual Report, when evaluating us and our business. Additional risks and uncertainties not presently known to us or that we currently believe to be immaterial may also materially and adversely affect our business operations. Any of the following risks could materially adversely affect our business, financial condition or results of operations.

Risk Factors Related to our Capital Structure

The interests of our controlling stockholders may conflict with interests of other stockholders.

Onex Partners LP and other entities affiliated with Onex Corporation, which we refer to together as the Onex entities, own all of our outstanding LP exchangeable units, which are exchangeable at any time, at the option of the holder, for our class B common stock. Our class A common stock has one vote per share, while our class B common stock has ten votes per share (reducing to one vote per share under certain limited circumstances), on all matters to be voted on by our stockholders. Prior to the exchange for class B common stock, the holders of the LP exchangeable units will be able to exercise the same voting rights with respect to EMSC as they would have after the exchange through a share of class B special voting stock. As a result, the Onex entities control 82% of our combined voting power. Accordingly, the Onex entities exercise a controlling influence over our business and affairs and have the power to determine all matters submitted to a vote of our stockholders, including the election of directors, the removal of directors, and approval of significant corporate transactions such as amendments to our certificate of incorporation, mergers and the sale of all or substantially all of our assets. The Onex entities could cause corporate actions to be taken even if the interests of these entities conflict with the interests of our other stockholders. This concentration of voting power could have the effect of deterring or preventing a change in control of EMSC that might otherwise be beneficial to our stockholders. Gerald W. Schwartz, the Chairman, President and Chief Executive

Officer of Onex Corporation, owns shares representing a majority of the voting rights of the shares of Onex Corporation.

Onex has the voting power to elect our entire board of directors and to remove any director or our entire board without cause.

Although our current board includes "independent directors", so long as the Onex entities control more than 50% of our combined voting power we are exempt from the NYSE rule that requires that a board be comprised of a majority of "independent directors". Onex may have a controlling influence over our board, as Onex has sufficient voting power to elect the entire board, and our certificate of incorporation permits stockholders to remove directors at any time with or without cause.

As a holding company, our only material asset is our equity interest in EMS LP and our only source of revenue is distributions from EMS LP. Because the Onex entities have the voting power to control our board of directors, they could influence us, as the general partner of EMS LP, to take action at the level of EMS LP that would benefit the Onex entities and conflict with the interest of our class A stockholders.

We are a holding company, and we have no material assets other than our direct ownership of a 68% equity interest in EMS LP. EMS LP is our only source of cash flow from operations. The Onex entities hold their equity interest in us through LP exchangeable units of EMS LP. As our controlling stockholder, Onex could limit distributions to us from EMS LP, and cause us to amend the EMS LP partnership agreement in a manner that would be beneficial to the Onex entities, as limited partners of EMS LP, and detrimental to our class A stockholders.

Any decrease in our distributions from EMS LP would have a negative effect on our cash flow. In order to minimize this conflict, the EMS LP partnership agreement requires that the partnership reimburse us for all of our expenses, including all employee costs and the expenses we incur as a public company, and provides further that no distributions may be made to the Onex entities, as the holders of LP exchangeable units, unless we pay an economically equivalent dividend to all holders of our common stock.

The EMS LP partnership agreement provides that amendments to that agreement may only be proposed and authorized by us, as the general partner. The Onex entities could seek to influence our board's action with respect to any amendment and we, as the general partner of EMS LP, owe a fiduciary duty to the limited partners of the partnership. Our board also owes a fiduciary duty to our common stockholders. Because of the inherent conflict of interest we face between our fiduciary duty to our stockholders, including our class A stockholders, and the Onex entities, as limited partners in EMS LP, the EMS LP partnership agreement provides that, if there is any conflict of interest of the limited partners and our common stockholders, our board may, in the exercise of its business judgment, cause us to act in the best interests of our stockholders.

We are party to a management agreement with an affiliate of Onex which permits us to increase substantially the fee we pay to that affiliate.

The management agreement between our subsidiaries, AMR and EmCare, and an Onex affiliate provides that the annual fee may be increased from $1.0 million to $2.0 million. Such an increase would be detrimental to the interest of our class A stockholders if the fee were disproportionate to the benefit we derive from the services the Onex affiliate performs. In order to minimize this potential conflict of interest, the agreement requires that any increase in the fee be approved by a majority of the members of the boards of AMR and EmCare who are not affiliated with Onex. As long as the Onex entities control more than 50% of our combined voting power, they may be able to exercise a controlling influence over the election of the boards of AMR and EmCare.

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Our certificate of incorporation and our by-laws contain provisions that could discourage another company from acquiring us and may prevent attempts by our stockholders to replace or remove our current management.

Provisions of our certificate of incorporation and our by-laws may discourage, delay or prevent a merger or acquisition that stockholders may consider favorable, including transactions in which stockholders might otherwise receive a premium for their shares. In addition, these provisions may frustrate or prevent any attempts by our stockholders to replace or remove our current management by making it more difficult for stockholders to replace or remove our current board of directors. These provisions include:

- providing for a classified board of directors with staggered terms,
- providing for the class B special voting stock which will be voted as directed by the Onex entities,
- providing for multi-vote shares of common stock which, upon exchange of LP exchangeable units, will be owned by the Onex entities,
- establishing advance notice requirements for nominations for election to the board of directors or for proposing matters that can be acted on by stockholders at stockholder meetings, and
- the authority of the board of directors to issue, without stockholder approval, up to 20 million shares of preferred stock with such terms as the board of directors may determine and an additional 54 million shares of common stock.

We are a "controlled company" within the meaning of the New York Stock Exchange rules and, as a result, qualify for, and intend to rely on, exemptions from certain corporate governance requirements.

Because the Onex entities own more than 50% of our combined voting power, we are deemed a "controlled company" under the rules of the New York Stock Exchange, or the NYSE. As a result, we qualify for, and rely upon, the "controlled company" exception to the board of directors and committee composition requirements under the rules of the NYSE. Pursuant to this exception, we are exempt from rules that would otherwise require that our board of directors be comprised of a majority of "independent directors," and that our compensation committee and corporate governance and nominating committee be comprised solely of "independent directors" (as defined under the rules of the NYSE), so long as the Onex entities continue to own more than 50% of our combined voting power.

We do not intend to pay cash dividends.

We do not intend to pay cash dividends on our class A common stock. We currently intend to retain all available funds and any future earnings for use in the operation and expansion of our business and do not anticipate paying any cash dividends in the foreseeable future. In addition, the terms of our current, as well as any future, financing agreements may preclude us from paying any dividends. As a result, capital appreciation, if any, of our class A common stock will be your sole source of potential gain for the foreseeable future.

Our substantial indebtedness could adversely affect our financial condition and our ability to operate our business.

We have a substantial amount of debt. At December 31, 2009, we had total debt of $454 million, including $200 million of borrowings under the term loan portion of our senior secured credit facility, $250 million of our senior subordinated notes and $3 million of capital lease obligations. We had no borrowings outstanding under our revolving credit facility and we had $44 million of letters of credit

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outstanding. In addition, subject to restrictions in the indenture governing our notes and the credit agreement governing our senior secured credit facility, we may incur additional debt.

Our substantial debt could have important consequences to you, including the following:

- it may be difficult for us to satisfy our obligations, including debt service requirements under our outstanding debt,
- our ability to obtain additional financing for working capital, capital expenditures, debt service requirements or other general corporate purposes may be impaired,
- we must use a significant portion of our cash flow for payments on our debt, which will reduce the funds available to us for other purposes,
- we are more vulnerable to economic downturns and adverse industry conditions and our flexibility to plan for, or react to, changes in our business or industry is more limited,
- our ability to capitalize on business opportunities and to react to competitive pressures, as compared to our competitors, may be compromised due to our high level of debt, and
- our ability to borrow additional funds or to refinance debt may be limited.

Furthermore, all of our debt under our senior secured credit facility bears interest at variable rates. If these rates were to increase significantly, our ability to borrow additional funds may be reduced and the risks related to our substantial debt would intensify.

Servicing our debt will require a significant amount of cash. Our ability to generate sufficient cash depends on numerous factors beyond our control, and we may be unable to generate sufficient cash flow to service our debt obligations.

Our business may not generate sufficient cash flow from operating activities. The cash we require to meet contractual obligations in 2010, including our debt service, will total approximately $96 million. Our ability to make payments on and to refinance our debt and to fund planned capital expenditures will depend on our ability to generate cash in the future. To some extent, this is subject to general economic, financial, competitive, legislative, regulatory and other factors that are beyond our control. Lower net revenues, or higher provision for uncollectible, generally will reduce our cash flow.

If we are unable to generate sufficient cash flow to service our debt and meet our other commitments, we may need to refinance all or a portion of our debt, sell material assets or operations or raise additional debt or equity capital. We cannot assure you that we could effect any of these actions on a timely basis, on commercially reasonable terms or at all, or that these actions would be sufficient to meet our capital requirements. In addition, the terms of our existing or future debt agreements may restrict us from effecting any of these alternatives.

Restrictive covenants in our senior secured credit facility and the indenture governing our senior subordinated notes may restrict our ability to pursue our business strategies.

Our senior secured credit facility and the indenture governing our senior subordinated notes limit our ability, among other things, to:

- incur additional debt or issue certain preferred stock, pay dividends or make distributions to our stockholders,

repurchase or redeem our capital,

make investments,

incur liens,

- make capital expenditures,
- enter into transactions with our stockholders and affiliates,
- sell certain assets,
- acquire the assets of, or merge or consolidate with, other companies, and
- incur restrictions on the ability of our subsidiaries to make distributions or transfer assets to us.

Our ability to comply with these covenants may be affected by events beyond our control, and any material deviations from our forecasts could require us to seek waivers or amendments of covenants, alternative sources of financing or reductions in expenditures. We cannot assure you that such waivers, amendments or alternative financings could be obtained, or, if obtained, would be on terms acceptable to us.

In addition, the credit agreement governing our senior secured credit facility requires us to meet certain financial ratios and restricts our ability to make capital expenditures or prepay certain other debt. We may not be able to maintain these ratios, and the restrictions could limit our ability to plan for or react to market conditions or meet extraordinary capital needs or otherwise restrict corporate activities.

If a breach of any covenant or restriction contained in our financing agreements results in an event of default, those lenders could discontinue lending, accelerate the related debt (which would accelerate other debt) and declare all borrowings outstanding thereunder to be due and payable. In addition, the lenders could terminate any commitments they had made to supply us with additional funds. In the event of an acceleration of our debt, we may not have or be able to obtain sufficient funds to make any accelerated debt payments.

Our obligations under our senior secured credit facility are secured by substantially all of our assets.

Our obligations under our senior secured credit facility are secured by liens on substantially all of our assets, and the guarantees of our subsidiaries under our senior secured credit facility are secured by liens on substantially all of those subsidiaries' assets. If we become insolvent or are liquidated, or if payment under our senior secured credit facility or of other secured obligations is accelerated, the lenders under our senior secured credit facility or the obligees with respect to the other secured obligations will be entitled to exercise the remedies available to a secured lender under applicable law and the applicable agreements and instruments, including the right to foreclose on all of our assets.

Volatility and disruption of financial markets could affect access to credit.

The current economic market environment has caused contraction in the availability of credit in the marketplace. This could potentially reduce our sources of liquidity. While there have not been changes to date regarding our ability to access credit under our revolving credit facility or additional borrowings under our senior secured facility, future volatility could have a negative impact on our financial position and performance which could put us in default of the credit conditions and impact our ability to access credit. Additionally, future volatility and financial market disruptions could impact the creditor's ability to honor the terms of our credit agreements.

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Risk Factors Related to Our Business

We could be subject to lawsuits for which we are not fully reserved.

In recent years, physicians, hospitals and other participants in the healthcare industry have become subject to an increasing number of lawsuits alleging medical malpractice and related legal theories such as negligent hiring, supervision and credentialing. Similarly, ambulance transport services may result in lawsuits concerning vehicle collisions and personal injuries, patient care incidents or mistreatment and employee job-related injuries. Some of these lawsuits may involve large claim amounts and substantial defense costs.

EmCare procures professional liability insurance coverage for most of its affiliated medical professionals and professional and corporate entities. Beginning January 1, 2002, this insurance coverage has been provided by affiliates of CNA Insurance Company, which then reinsures the entire program, primarily through EmCare's wholly-owned subsidiary, EMCA Insurance Company, Ltd., or EMCA. Workers compensation coverage for EmCare's employees and applicable affiliated medical professionals is provided under a similar structure for the period through August 31, 2007. From September 1, 2004 to the closing date of our acquisition of AMR and EmCare, AMR obtained insurance coverage for losses with respect to workers compensation, auto and general liability claims through Laidlaw's captive insurance program. In 2007, AMR transferred the Laidlaw insurance coverage to an insurance subsidiary of AIG and currently has a self-insurance program fronted by an unrelated third party for all of its insurance programs subsequent to September 1, 2001. AMR retains the risk of loss under this coverage. Under these insurance programs, we establish reserves, using actuarial estimates, for all losses covered under the policies. Moreover, in the normal course of our business, we are involved in lawsuits, claims, audits and investigations, including those arising out of our billing and marketing practices, employment disputes, contractual claims and other business disputes for which we may have no insurance coverage, and which are not subject to actuarial estimates. The outcome of these matters could have a material effect on our results of operations in the period when we identify the matter, and the ultimate outcome could have a material adverse effect on our financial position, results of operations, or cash flows.

Our liability to pay for EmCare's insurance program losses is collateralized by funds held through EMCA and, to the extent these losses exceed the collateral and assets of EMCA or the limits of our insurance policies, will have to be funded by us. Should our AMR losses with respect to such claims exceed the collateral held by AMR's insurance providers in connection with our self-insurance program or the limits of our insurance policies, we will have to fund such amounts. See Item 1, "Business American Medical Response Insurance" and "Business EmCare Insurance."

We are subject to a variety of federal, state and local laws and regulatory regimes, including a variety of labor laws and regulations. Failure to comply with laws and regulations could subject us to, among other things, penalties and legal expenses which could have a materially adverse effect on our business.

We are subject to various federal, state, and local laws and regulations including, but not limited to ERISA, and regulations promulgated by the Internal Revenue Service, the United States Department of Labor and the Occupational Safety and Health Administration. We are also subject to a variety of federal and state employment and labor laws and regulations, including the Americans with Disabilities Act, the Federal Fair Labor Standards Act, the Worker Adjustment and Restructuring Notification Act, or WARN Act, and other regulations related to working conditions, wage-hour pay, overtime pay, family leave, employee benefits, antidiscrimination, termination of employment, safety standards and other workplace regulations.

Failure to properly adhere to these and other applicable laws and regulations could result in investigations, the imposition of penalties or adverse legal judgments by public or private plaintiffs, and our business, financial condition and results of operations could be materially adversely affected.

Similarly, our business, financial condition and results of operations could be materially adversely affected by the cost of complying with newly-implemented laws and regulations.

In addition, from time to time we have received, and expect to continue to receive, correspondence from former employees terminated by us who threaten to bring claims against us alleging that we have violated one or more labor and employment regulations. In certain instances former employees have brought claims against us and we expect that we will encounter similar actions against us in the future. An adverse outcome in any such litigation could require us to pay contractual damages, compensatory damages, punitive damages, attorneys' fees and costs.

The reserves we establish with respect to our losses covered under our insurance programs are subject to inherent uncertainties.

In connection with our insurance programs, we establish reserves for losses and related expenses, which represent estimates involving actuarial and statistical projections, at a given point in time, of our expectations of the ultimate resolution and administration costs of losses we have incurred in respect of our liability risks. Insurance reserves inherently are subject to uncertainty. Our reserves are based on historical claims, demographic factors, industry trends, severity and exposure factors and other actuarial assumptions calculated by an independent actuary firm. The independent actuary firm performs studies of projected ultimate losses on an annual basis and provides quarterly updates to those projections. We use these actuarial estimates to determine appropriate reserves. Our reserves could be significantly affected if current and future occurrences differ from historical claim trends and expectations. While we monitor claims closely when we estimate reserves, the complexity of the claims and the wide range of potential outcomes may hamper timely adjustments to the assumptions we use in these estimates. Actual losses and related expenses may deviate, individually and in the aggregate, from the reserve estimates reflected in our financial statements. If we determine that our estimated reserves are inadequate, we will be required to increase reserves at the time of the determination, which would result in a reduction in our net income in the period in which the deficiency is determined. See Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations Critical Accounting Policies Claims Liability and Professional Liability Reserves" and note 15 of the notes to our financial statements included in Item 8.

Insurance coverage for some of our losses may be inadequate and may be subject to the credit risk of commercial insurance companies.

Some of our insurance coverage, for periods prior to the initiation of our self-insurance programs as well as portions of our current insurance coverage, is through various third party insurers. To the extent we hold policies to cover certain groups of claims or rely on insurance coverage obtained by third parties to cover such claims, but either we or such third parties did not obtain sufficient insurance limits, did not buy an extended reporting period policy, where applicable, or the issuing insurance company is unable or unwilling to pay such claims, we may be responsible for those losses. Furthermore, for our losses that are insured or reinsured through commercial insurance companies, we are subject to the "credit risk" of those insurance companies. While we believe our commercial insurance company providers currently are creditworthy, there can be no assurance that such insurance companies will remain so in the future.

Volatility in current market conditions could negatively impact insurance collateral balances and result in additional funding requirements.

Our insurance collateral is comprised principally of government and investment grade securities and cash deposits with third parties. The recent volatility experienced in the market has not had a material impact to our financial position or performance. Future volatility could, however, negatively impact the insurance collateral balances and result in additional funding requirements.

We are subject to decreases in our revenue and profit margin under our fee-for-service contracts, where we bear the risk of changes in volume, payor mix and third party reimbursement rates.

In our fee-for-service arrangements, which generated approximately 82% of our net revenue for the year ended December 31, 2009, we, or our affiliated physicians, collect the fees for transports and physician services. Under these arrangements, we assume financial risks related to changes in the mix of insured and uninsured patients and patients covered by government-sponsored healthcare programs, third party reimbursement rates and transports and patient volume. In some cases our revenue decreases if our volume or reimbursement decreases, but our expenses may not decrease proportionately. See " Risk Factors Related to Healthcare Regulation Changes in the rates or methods of third party reimbursements may adversely affect our revenue and operations." In addition, fee-for-service contracts have less favorable cash flow characteristics in the start-up phase than traditional flat-rate contracts due to longer collection periods.

We collect a smaller portion of our fees for services rendered to uninsured patients than for services rendered to insured patients. Our credit risk related to services provided to uninsured individuals is exacerbated because the law requires communities to provide 911 emergency response services and hospital emergency departments to treat all patients presenting to the emergency department seeking care for an emergency medical condition regardless of their ability to pay. We also believe uninsured patients are more likely to seek care at hospital emergency departments because they frequently do not have a primary care physician with whom to consult.

We may not be able to successfully recruit and retain physicians and other healthcare professionals with the qualifications and attributes desired by us and our customers.

Our ability to recruit and retain affiliated physicians and other healthcare professionals significantly affects our performance under our contracts. In the recent past, our customer hospitals have increasingly demanded a greater degree of specialized skills, training and experience in the healthcare professionals providing services under their contracts with us. This decreases the number of healthcare professionals who may be permitted to staff our contracts. Moreover, because of the scope of the geographic and demographic diversity of the hospitals and other facilities with which we contract, we must recruit healthcare professionals, and particularly physicians, to staff a broad spectrum of contracts. We have had difficulty in the past recruiting physicians to staff contracts in some regions of the country and at some less economically advantaged hospitals. Moreover, we compete with other entities to recruit and retain qualified physicians and other healthcare professionals to deliver clinical services. Our future success in retaining and winning new hospital contracts depends on our ability to recruit and retain healthcare professionals to maintain and expand our operations.

Our non-compete agreements and other restrictive covenants involving physicians may not be enforceable.

We have contracts with physicians and professional corporations in many states. Some of these contracts, as well as our contracts with hospitals, include provisions preventing these physicians and professional corporations from competing with us both during and after the term of our relationship with them. The law governing non-compete agreements and other forms of restrictive covenants varies from state to state. Some states are reluctant to strictly enforce non-compete agreements and restrictive covenants applicable to physicians. There can be no assurance that our non-compete agreements related to affiliated physicians and professional corporations will not be successfully challenged as unenforceable in certain states. In such event, we would be unable to prevent former affiliated physicians and professional corporations from competing with us, potentially resulting in the loss of some of our hospital contracts.

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We are required to make significant capital expenditures for our ambulance services business in order to remain competitive.

Our capital expenditure requirements primarily relate to maintaining and upgrading our vehicle fleet and medical equipment to serve our customers and remain competitive. The aging of our vehicle fleet requires us to make regular capital expenditures to maintain our current level of service. Our capital expenditures totaled $45 million, $32 million, and $38 million in the years ended December 31, 2009, 2008, and 2007, respectively. In addition, changing competitive conditions or the emergence of any significant advances in medical technology could require us to invest significant capital in additional equipment or capacity in order to remain competitive. If we are unable to fund any such investment or otherwise fail to invest in new vehicles or medical equipment, our business, financial condition or results of operations could be materially and adversely affected.

We depend on our senior management and may not be able to retain those employees or recruit additional qualified personnel.

We depend on our senior management. The loss of services of any of the members of our senior management could adversely affect our business until a suitable replacement can be found. There may be a limited number of persons with the requisite skills to serve in these positions, and we cannot assure you that we would be able to identify or employ such qualified personnel on acceptable terms.

Our revenue would be adversely affected if we lose existing contracts.

A significant portion of our growth historically has resulted from increases in the number of emergency and non-emergency transports, and the number of patient encounters and fees for services we provide under existing contracts, and the addition of new contracts. Substantially all of our net revenue in the year ended December 31, 2009 was generated under contracts, including exclusive contracts that accounted for approximately 90% of our 2009 net revenue. Our contracts with hospitals generally have terms of three years and the term of our contracts with communities to provide 911 services generally ranges from three to five years. Most of our contracts are terminable by either of the parties upon notice of as little as 30 days. Any of our contracts may not be renewed or, if renewed, may contain terms that are not as favorable to us as our current contracts. We cannot assure you that we will be successful in retaining our existing contracts or that any loss of contracts would not have a material adverse effect on our business, financial condition and results of operations. Furthermore, certain of our contracts will expire during each fiscal period, and we may be required to seek renewal of these contracts through a formal bidding process that often requires written responses to a Request for Proposal, or RFP. We cannot assure you that we will be successful in retaining such contracts or that we will retain them on terms that are as favorable as present terms.

We may not accurately assess the costs we will incur under new contracts.

Our new contracts increasingly involve a competitive bidding process. When we obtain new contracts, we must accurately assess the costs we will incur in providing services in order to realize adequate profit margins and otherwise meet our financial and strategic objectives. Increasing pressures from healthcare payors to restrict or reduce reimbursement rates at a time when the costs of providing medical services continue to increase make assessing the costs associated with the pricing of new contracts, as well as maintenance of existing contracts, more difficult. In addition, integrating new contracts, particularly those in new geographic locations, could prove more costly, and could require more management time, than we anticipate. Our failure to accurately predict costs or to negotiate an adequate profit margin could have a material adverse effect on our business, financial condition and results of operations.

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The high level of competition in our segments of the market for emergency medical services could adversely affect our contract and revenue base.

AMR. The market for providing ambulance transport services to municipalities, other healthcare providers and third party payors is highly competitive. In providing ambulance transport services, we compete with governmental entities, including cities and fire districts, hospitals, local and volunteer private providers, and with several large national and regional providers, such as Rural/Metro Corporation, Southwest Ambulance and Acadian Ambulance. In many communities, our most important competitors are the local fire departments, which in many cases have acted traditionally as the first response providers during emergencies, and have been able to expand their scope of services to include emergency ambulance transport and do not wish to give up their franchises to a private competitor.

EmCare. The market for providing outsourced physician staffing and related management services to hospitals and clinics is highly competitive. Such competition could adversely affect our ability to obtain new contracts, retain existing contracts and increase or maintain profit margins. We compete with both national and regional enterprises such as Team Health, Hospital Physician Partners, Schumacher Group, California Emergency Physicians and National Emergency Services Healthcare Group, some of which may have greater financial and other resources available to them, greater access to physicians and/or greater access to potential customers. We also compete against local physician groups and self-operated facility-based physician services departments for satisfying staffing and scheduling needs.

Our business depends on numerous complex information systems, and any failure to successfully maintain these systems or implement new systems could materially harm our operations.

We depend on complex, integrated information systems and standardized procedures for operational and financial information and our billing operations. We may not have the necessary resources to enhance existing information systems or implement new systems where necessary to handle our volume and changing needs. Furthermore, we may experience unanticipated delays, complications and expenses in implementing, integrating and operating our systems, including the integration of our AMR and EmCare systems. Any interruptions in operations during periods of implementation would adversely affect our ability to properly allocate resources and process billing information in a timely manner, which could result in customer dissatisfaction and delayed cash flow. We also use the development and implementation of sophisticated and specialized technology to differentiate our services from our competitors and improve our profitability. The failure to successfully implement and maintain operational, financial and billing information systems could have an adverse effect on our ability to obtain new business, retain existing business and maintain or increase our profit margins.

If we fail to implement our business strategy, our financial performance and our growth could be materially and adversely affected.

Our future financial performance and success are dependent in large part upon our ability to implement our business strategy successfully. Our business strategy envisions several initiatives, including increasing revenue from existing customers, growing our customer base, expanding our existing service lines, pursuing select acquisitions, implementing cost rationalization initiatives, focusing on risk mitigation and utilizing technology to differentiate our services and improve profitability. We may not be able to implement our business strategy successfully or achieve the anticipated benefits of our business plan. If we are unable to do so, our long-term growth and profitability may be adversely affected. Even if we are able to implement some or all of the initiatives of our business plan successfully, our operating results may not improve to the extent we anticipate, or at all.

Implementation of our business strategy could also be affected by a number of factors beyond our control, such as increased competition, legal developments, government regulation, general economic conditions or increased operating costs or expenses. In addition, to the extent we have misjudged the nature and extent of industry trends or our competition, we may have difficulty in achieving our strategic objectives. Any failure to implement our business strategy successfully may adversely affect our business, financial condition and results of operations and thus our ability to service our debt. In addition, we may decide to alter or discontinue certain aspects of our business strategy at any time.

A successful challenge by tax authorities to our treatment of certain physicians as independent contractors and to our tax elections could require us to pay past taxes and penalties.

As of December 31, 2009, we contracted with approximately 3,330 physicians as independent contractors to fulfill our contractual obligations to customers. Because we treat them as independent contractors rather than as employees, we do not (i) withhold federal or state income or other employment related taxes from the compensation that we pay to them, (ii) make federal or state unemployment tax or Federal Insurance Contributions Act payments (except as described below), (iii) provide workers compensation insurance with respect to such affiliated physicians (except in states that require us to do so even for independent contractors), or (iv) allow them to participate in benefits and retirement programs available to employed physicians. Our contracts with our independent contractor physicians obligate these physicians to pay these taxes and other costs. Whether these physicians are properly classified as independent contractors depends upon the facts and circumstances of our relationship with them. It is possible that the nature of our relationship with these physicians would support a challenge to our classification of them. If such a challenge by federal or state taxing authorities were successful, and the physicians at issue were instead treated as employees, we could be adversely affected and liable for past taxes and penalties to the extent that the physicians did not fulfill their contractual obligations to pay those taxes. Under current federal tax law, however, even if our treatment were successfully challenged, if our current treatment were found to be consistent with a long-standing practice of a significant segment of our industry and we meet certain other requirements, it is possible, but not certain, that our treatment of the physicians would qualify under a "safe harbor" and, consequently, we would be protected from the imposition of past taxes and penalties. In the recent past, however, there have been proposals to eliminate the safe harbor and similar proposals could be made in the future.

We have made certain elections for income tax purposes and recorded related tax deductions that while we feel are probable of being upheld, may be challenged by the taxing authorities.

We may make acquisitions which could divert the attention of management and which may not be integrated successfully into our existing business.

We may pursue acquisitions to increase our market penetration, enter new geographic markets and expand the scope of services we provide. We cannot assure you that we will identify suitable acquisition candidates, that acquisitions will be completed on acceptable terms, that our due diligence process will uncover all potential liabilities or issues affecting our integration process, or that we will be able to integrate successfully the operations of any acquired business into our existing business. Furthermore, acquisitions into new geographic markets and services may require us to comply with new and unfamiliar legal and regulatory requirements, which could impose substantial obligations on us and our management, cause us to expend additional time and resources, and increase our exposure to penalties or fines for non-compliance with such requirements. The acquisitions could be of significant size and involve operations in multiple jurisdictions. The acquisition and integration of another business would divert management attention from other business activities. This diversion, together with other difficulties we may incur in integrating an acquired business, could have a material adverse effect on our business, financial condition and results of operations. In addition, we may borrow money or issue capital stock to finance acquisitions. Such borrowings might not be available on terms as favorable to us as our current borrowing terms and may increase our leverage, and the issuance of capital stock could dilute the interests of our stockholders.

If Laidlaw is unwilling or unable to satisfy any indemnification claims made by us pursuant to the purchase agreements relating to the acquisition of AMR and EmCare, we will be forced to satisfy such claims ourselves.

Laidlaw has agreed to indemnify us for certain claims or legal actions brought against us arising out of the operations of AMR and EmCare prior to the closing date of the acquisition. If we make a claim against Laidlaw, and Laidlaw is unwilling or unable to satisfy such claim, we would be required to satisfy the claim ourselves and, as a result, our financial condition may be adversely affected.

Many of our employees are represented by labor unions and any work stoppage could adversely affect our business.

Approximately 45% of AMR's employees are represented by 39 collective bargaining agreements. A total of 22 collective bargaining agreements, representing approximately 2,300 employees, are subject to renegotiation in 2010. Although we believe our relations with our employees are good, we cannot assure you that we will be able to negotiate a satisfactory renewal of these collective bargaining agreements or that our employee relations will remain stable.

Our consolidated revenue and earnings could vary significantly from period to period due to our national contract with the Federal Emergency Management Agency.

Our revenue and earnings under our national contract with FEMA are likely to vary significantly from period to period. In the first three years of the FEMA contract, our annual revenues from services rendered under this contract have varied by approximately $104 million. In its present form, the contract generates revenue for us only in the event of a national emergency and then only if FEMA exercises its broad discretion to order a deployment. Our FEMA revenue therefore depends largely on circumstances outside of our control. We therefore cannot predict the revenue and earnings, if any, we may generate in any given period from our FEMA contract. This may lead to increased volatility in our actual revenue and earnings period to period.

We may be required to enter into large scale deployment of resources in response to a national emergency under our contract with FEMA, which may divert management attention and resources.

We do not believe that a FEMA deployment adversely affects our ability to service our local 911 contracts. However, any significant FEMA deployment requires significant management attention and could reduce our ability to pursue other local transport opportunities, such as inter-facility transports, and to pursue new business opportunities, which could have an adverse effect on our business and results of operations.

Risk Factors Related to Healthcare Regulation

We conduct business in a heavily regulated industry and if we fail to comply with these laws and government regulations, we could incur penalties or be required to make significant changes to our operations.

The healthcare industry is heavily regulated and closely scrutinized by federal, state and local governments. Comprehensive statutes and regulations govern the manner in which we provide and bill for services, our contractual relationships with our physicians, vendors and customers, our marketing activities and other aspects of our operations. Failure to comply with these laws can result in civil and criminal penalties such as fines, damages and exclusion from the Medicare and Medicaid programs. The risk of our being found in violation of these laws and regulations is increased by the fact that many of them have not been fully interpreted by the regulatory authorities or the courts, and their provisions

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are sometimes open to a variety of interpretations. Any action against us for violation of these laws or regulations, even if we successfully defend against it, could cause us to incur significant legal expenses and divert our management's attention from the operation of our business.

Our practitioners and our customers are also subject to ethical guidelines and operating standards of professional and trade associations and private accreditation agencies. Compliance with these guidelines and standards is often required by our contracts with our customers or to maintain our reputation.

The laws, regulations and standards governing the provision of healthcare services may change significantly in the future. We cannot assure you that any new or changed healthcare laws, regulations or standards will not materially adversely affect our business. We cannot assure you that a review of our business by judicial, law enforcement, regulatory or accreditation authorities will not result in a determination that could adversely affect our operations.

We are subject to comprehensive and complex laws and rules that govern the manner in which we bill and are paid for our services by third party payors, and the failure to comply with these rules, or allegations that we have failed to do so, can result in civil or criminal sanctions, including exclusion from federal and state healthcare programs.

Like most healthcare providers, the majority of our services are paid for by private and governmental third party payors, such as Medicare and Medicaid. These third party payors typically have differing and complex billing and documentation requirements that we must meet in order to receive payment for our services. Reimbursement to us is typically conditioned on our providing the correct procedure and diagnostic codes and properly documenting the services themselves, including the level of service provided, the medical necessity for the services, the site of service and the identity of the practitioner who provided the service.

We must also comply with numerous other laws applicable to our documentation and the claims we submit for payment, including but not limited to (1) "coordination of benefits" rules that dictate which payor we must bill first when a patient has potential coverage from multiple payors; (2) requirements that we obtain the signature of the patient or patient representative, or, in certain cases, the documentation, prior to submitting a claim; (3) requirements that we make repayment to any payor which pays us more than the amount to which we are entitled; (4) requirements that we bill a hospital or nursing home, rather than Medicare, for certain ambulance transports provided to Medicare patients of such facilities; (5) "reassignment" rules governing our ability to bill and collect professional fees on behalf of our physicians;(6) requirements that our electronic claims for payment be submitted using certain standardized transaction codes and formats; and (7) laws requiring us to handle all health and financial information of our patients in a manner that complies with specified security and privacy standards. See Item 1, "Business Regulatory Matters Medicare, Medicaid and Other Government Reimbursement Programs."

Governmental and private third party payors and other enforcement agencies carefully audit and monitor our compliance with these and other applicable rules, and in some cases in the past have found that we were not in compliance. We have received in the past, and expect to receive in the future, repayment demands from third party payors based on allegations that our services were not medically necessary, were billed at an improper level, or otherwise violated applicable billing requirements. See Item 3, "Legal Proceedings." Our failure to comply with the billing and other rules applicable to us could result in non-payment for services rendered or refunds of amounts previously paid for such services. In addition, non-compliance with these rules may cause us to incur civil and criminal penalties, including fines, imprisonment and exclusion from government healthcare programs such as Medicare and Medicaid, under a number of state and federal laws. These laws include the federal False Claims Act, the Civil Monetary Penalties Law, the Health Insurance Portability and

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Accountability Act of 1996, the federal Anti-Kickback Statute, the Balanced Budget Act of 1997, the federal Deficit Reduction Act of 2005, ARRA, and other provisions of federal, state and local law. The federal False Claims Act was recently amended in a manner which makes it easier for the government to demonstrate that a violation has occurred.

In addition, from time to time we self-identify practices that may have resulted in Medicare or Medicaid overpayments or other regulatory issues. For example, we have previously identified situations in which we may have inadvertently utilized incorrect billing codes for some of the services we have billed to government programs such as Medicare or Medicaid. In such cases, if appropriate, it is our practice to disclose the issue to the affected government programs and to refund any resulting overpayments. Although the government usually accepts such disclosures and repayments without taking further enforcement action, it is possible that such disclosures or repayments will result in allegations by the government that we have violated the False Claims Act or other laws, leading to investigations and possibly civil or criminal enforcement actions. See Item 1, "Business Regulatory Matters Corporate Compliance Program and Corporate Integrity Obligations."

If our operations are found to be in violation of these or any of the other laws which govern our activities, any resulting penalties, damages, fines or other sanctions could adversely affect our ability to operate our business and our financial results. See Item 1, "Business Regulatory Matters Federal False Claims Act" and "Business Other Healthcare Fraud and Abuse Laws."

Under recently enacted amendments to federal privacy law, we are subject to more stringent penalties in the event we improperly use or disclose protected health information regarding our patients.

The Administrative Simplification Provisions of the Health Insurance Portability and Accountability Act of 1996, or HIPAA, required the Department of Health and Human Services, or HHS, to adopt standards to protect the privacy and security of certain health-related information. The HIPAA privacy regulations contain detailed requirements concerning the use and disclosure of individually identifiable health information by "covered entities," which include AMR and EmCare.

In addition to the privacy requirements, HIPAA covered entities must implement certain administrative, physical, and technical security standards to protect the integrity, confidentiality and availability of certain electronic health information received, maintained, or transmitted. HIPAA also implemented the use of standard transaction code sets and standard identifiers that covered entities must use when submitting or receiving certain electronic healthcare transactions, including activities associated with the billing and collection of healthcare claims.

The Health Information Technology for Economic and Clinical Health Act (HITECH Act), which was enacted as part of the ARRA, significantly expands the scope of the privacy and security requirements under HIPAA and increases penalties for violations. Prior to the HITECH Act, the focus of HIPAA enforcement was on resolution of alleged non-compliance through voluntary corrective action without fines or penalties in most cases. That focus changed under the HITECH Act, which now imposes mandatory penalties for violations of HIPAA that are due to "willful neglect." For violations due to willful neglect, penalties start at $10,000 and are not to exceed $250,000. For violations due to willful neglect that are not corrected, penalties start at $50,000 and are not to exceed $1.5 million. For violations based on reasonable cause, penalties start at $1,000 per violation and are not to exceed $100,000. For violations determined to be made without knowledge, penalties start at $100 per violation and are not to exceed $25,000. The HITECH Act specifically allows the Office for Civil Rights (OCR) to continue to use corrective action without a penalty, but only in situations where the violation was made without knowledge. The HITECH Act also authorizes state attorneys general to file suit on behalf of their residents. Courts will be able to award damages, costs, and attorneys' fees related to violations of HIPAA in such cases.

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The HITECH Act and implementing regulations enacted by HHS further requires that patients be notified of any unauthorized acquisition, access, use, or disclosure of their unsecured protected health information ("Unsecured PHI") that compromises the privacy or security of such information, with some exceptions related to unintentional or inadvertent use or disclosure by employees or authorized individuals within the "same facility." The HITECH Act and implementing regulations specify that such notifications must be made "without unreasonable delay and in no case later than 60 calendar days after discovery of the breach." If a breach affects 500 patients or more, it must be reported immediately to HHS, which will post the name of the breaching entity on its public web site. Breaches affecting 500 patients or more in the same state or jurisdiction must be reported to the local media. If a breach involves fewer than 500 people, the covered entity must record it in a log and notify HHS at least annually. The security breach notification requirements apply not only to unauthorized disclosures of Unsecured PHI to outside third parties, but also to unauthorized internal access to such PHI. This means that unauthorized employee "snooping" into medical records could trigger the notification requirements. These security breach notification requirements became effective on September 23, 2009, but HHS has indicated it will not exercise its enforcement discretion and will not impose sanctions for failure to provide notifications for breaches occurring prior to February 22, 2010.

Many states in which we operate also have laws that protect the privacy and security of confidential, personal information. These laws may be similar to or even more protective than the federal provisions. Not only may some of these state laws impose fines and penalties upon violators, but some may afford private rights of action to individuals who believe their personal information has been misused. California's patient privacy laws, for example, provide for penalties of up to $250,000 and permit injured parties to sue for damages.

Changes in the healthcare industry and in healthcare spending may adversely affect our revenue.

Almost all of our revenue is either from the healthcare industry or could be affected by changes in healthcare spending. The healthcare industry is subject to changing political, regulatory and other influences. National healthcare reform is currently a major focus at the federal level, and congressional leaders may pass reform legislation during 2010. Among other things, healthcare reform may increase governmental involvement in healthcare, lower reimbursement rates or otherwise change the environment in which healthcare industry constituents operate. Healthcare industry constituents may respond by reducing their expenditures or postponing expenditure decisions, including expenditures for our services.

If we are unable to timely enroll our providers in the Medicare program, our collections and revenue will be harmed.

In the 2009 Medicare Physician Fee Schedule, or MPFS, CMS substantially reduced the time within which providers can retrospectively bill Medicare for services provided by such providers from 27 months prior to the effective date of the enrollment to 30 days prior to the effective date of the enrollment. In addition, the new enrollment rules set forth in the 2009 MPFS also provide that the effective date of the enrollment will be the later of the date on which the enrollment was filed and approved by the Medicare contractor, or the date on which the provider began providing services. If we are unable to properly enroll physicians and midlevel providers within the 30 days after the provider begins providing services, we will be precluded from billing Medicare for any services which were provided to a Medicare beneficiary more than 30 days prior to the effective date of the enrollment. Such failure to timely enroll providers could have a material adverse effect on our business, financial condition or results of operations.

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Changes in the rates or methods of third party reimbursements may adversely affect our revenue and operations.

We derive a majority of our revenue from direct billings to patients and third party payors such as Medicare, Medicaid and private health insurance companies. As a result, any changes in the rates or methods of reimbursement for the services we provide could have a significant adverse impact on our revenue and financial results. Healthcare reform legislation currently pending in Congress could result in substantial cuts in Medicare and Medicaid coverage and/or funding, as well as reductions in coverage and/or amounts paid by private payors, which could have an adverse impact on our revenues from those sources.

Government funding for healthcare programs is subject to statutory and regulatory changes, administrative rulings, interpretations of policy and determinations by intermediaries and governmental funding restrictions, all of which could materially impact program coverage and reimbursements for both ambulance and physician services. In recent years, Congress has consistently attempted to curb spending on Medicare, Medicaid and other programs funded in whole or part by the federal government. State and local governments have also attempted to curb spending on those programs for which they are wholly or partly responsible. This has resulted in cost containment measures such as the imposition of new fee schedules that have lowered reimbursement for some of our services and restricted the rate of increase for others, and new utilization controls that limit coverage of our services. For example, we estimate that the impact of a national fee schedule promulgated in 2002, as modified by subsequent legislation, resulted in a decrease in AMR's net revenue of approximately $7 million in 2007, an increase in AMR's net revenue of approximately $14 million in 2008, and an increase in AMR's net revenue of approximately $24 million in 2009. Based upon the current Medicare transport mix and barring further legislative action, we expect a potential decrease in AMR's net revenue of approximately $30 million in 2010. Legislation is currently pending in Congress that would mitigate approximately 30% of this decrease. As another example, the 2010 Medicare Physician Fee Schedule Rule recently released by CMS will result in a 21.2% decrease in fee schedule amounts paid by Medicare for physician services unless Congress enacts legislation blocking the reduction, as it has done in previous years. Legislation is currently pending in Congress that would again replace this reduction with a small increase and would also modify the methodology CMS currently uses to calculate annual fee updates for physicians. See Item 1, "Business Regulatory Matters Medicare, Medicaid and Other Government Reimbursement Programs."

In addition, state and local government regulations or administrative policies regulate ambulance rate structures in some jurisdictions in which we conduct transport services. We may be unable to receive ambulance service rate increases on a timely basis where rates are regulated, or to establish or maintain satisfactory rate structures where rates are not regulated.

We believe that regulatory trends in cost containment will continue. We cannot assure you that we will be able to offset reduced operating margins through cost reductions, increased volume, the introduction of additional procedures or otherwise. In addition, we cannot assure you that federal, state and local governments will not impose reductions in the fee schedules or rate regulations applicable to our services in the future. Any such reductions could have a material adverse effect on our business, financial condition and results of operations.

If current or future laws or regulations force us to restructure our arrangements with physicians, professional corporations and hospitals, we may incur additional costs, lose contracts and suffer a reduction in net revenue under existing contracts, and we may need to refinance our debt or obtain debt holder consent.

A number of laws bear on our contractual relationships with our physicians. There is a risk that state authorities in some jurisdictions may find that these contractual relationships violate laws prohibiting the corporate practice of medicine and fee-splitting prohibitions. These laws prohibit the practice of medicine by general business corporations and are intended to prevent unlicensed persons or entities from interfering with or inappropriately influencing the physician's professional judgment. They may also prevent the sharing of professional services income with non-professional or business interests. From time to time, including recently, we have been involved in litigation in which private litigants have raised these issues. See Item 1, "Business Regulatory Matters Fee-Splitting; Corporate Practice of Medicine."

Our physician contracts include contracts with individual physicians and with physicians organized as separate legal professional entities (*e.g.,* professional medical corporations). Antitrust laws may deem each such physician/entity to be separate, both from EmCare and from each other and, accordingly, each such physician/practice is subject to a wide range of laws that prohibit anti-competitive conduct between or among separate legal entities or individuals. A review or action by regulatory authorities or the courts could force us to terminate or modify our contractual relationships with physicians and affiliated medical groups or revise them in a manner that could be materially adverse to our business. See Item 1, "Business Regulatory Matters Antitrust Laws."

Various licensing and certification laws, regulations and standards apply to us, our affiliated physicians and our relationships with our affiliated physicians. Failure to comply with these laws and regulations could result in our services being found to be non-reimbursable or prior payments being subject to recoupment, and can give rise to civil or criminal penalties. We are pursuing steps we believe we must take to retain or obtain all requisite licensure and operating authorities. While we have made reasonable efforts to substantially comply with federal, state and local licensing and certification laws and regulations and standards as we interpret them, we cannot assure you that agencies that administer these programs will not find that we have failed to comply in some material respects.

EmCare's professional liability insurance program, under which insurance is provided for most of our affiliated medical professionals and professional and corporate entities, is reinsured through our wholly-owned subsidiary, EMCA Insurance Company, Ltd. The activities associated with the business of insurance, and the companies involved in such activities, are closely regulated. Failure to comply with the laws and regulations can result in civil and criminal fines and penalties and loss of licensure. While we have made reasonable efforts to substantially comply with these laws and regulations, and utilize licensed insurance professionals where necessary or appropriate, we cannot assure you that we will not be found to have violated these laws and regulations in some material respects.

Adverse judicial or administrative interpretations could result in a finding that we are not in compliance with one or more of these laws and rules that affect our relationships with our physicians.

These laws and rules, and their interpretations, may also change in the future. Any adverse interpretations or changes could force us to restructure our relationships with physicians, professional corporations or our hospital customers, or to restructure our operations. This could cause our operating costs to increase significantly. A restructuring could also result in a loss of contracts or a reduction in revenue under existing contracts. Moreover, if we are required to modify our structure and organization to comply with these laws and rules, our financing agreements may prohibit such modifications and require us to obtain the consent of the holders of such debt or require the refinancing of such debt.

Our contracts with healthcare facilities and marketing practices are subject to the federal Anti-Kickback Statute, and we entered into a settlement in 2006 for alleged violations of that statute.

We are subject to the federal Anti-Kickback Statute, which prohibits the knowing and willful offer, payment, solicitation or receipt of any form of "remuneration" in return for, or to induce, the referral of business or ordering of services paid for by Medicare or other federal programs. "Remuneration" potentially includes discounts and in-kind goods or services, as well as cash. Certain federal courts have held that the Anti-Kickback Statute can be violated if "one purpose" of a payment is to induce referrals. Violations of the Anti-Kickback Statute can result in imprisonment, civil or criminal fines or exclusion from Medicare and other governmental programs.

In 1999, the Office of Inspector General of the Department of Health and Human Services, or the OIG, issued an Advisory Opinion indicating that discounts provided to health facilities on the transports for which they are financially responsible potentially violate the Anti-Kickback Statute when the ambulance company also receives referrals of Medicare and other government-funded transports from the facility. The OIG has clarified that not all discounts violate the Anti-Kickback Statute, but that the statute may be violated if part of the purpose of the discount is to induce the referral of the transports paid for by Medicare or other federal programs, and the discount does not meet certain "safe harbor" conditions. In the Advisory Opinion and subsequent pronouncements, the OIG has provided guidance to ambulance companies to help them avoid unlawful discounts. See Item 1, "Business Regulatory Matters Federal Anti-Kickback Statute."

Like other ambulance companies, we have provided discounts to our healthcare facility customers (nursing home and hospital) in certain circumstances. We have attempted to comply with applicable law when such discounts are provided. However, the government alleged that certain of our hospital and nursing home contracts in effect in Texas in periods prior to 2002 contained discounts in violation of the federal Anti-Kickback Statute, and in 2006 we entered into a settlement with the government regarding these allegations. The settlement included a CIA.

There can be no assurance that other investigations or legal action related to our contracting practices will not be pursued against AMR in other jurisdictions or for different time frames. See Item 1, "Business American Medical Response Legal Matters." If we are found to have violated the Anti-Kickback Statute, we may be subject to civil or criminal penalties, including exclusion from the Medicare or Medicaid programs, or may be required to enter into settlement agreements with the government to avoid such sanctions. Typically, such settlement agreements require substantial payments to the government in exchange for the government to release its claims, and may also require us to enter into a CIA. See Item 1, "Business Regulatory Matters Corporate Compliance Program and Corporate Integrity Obligations."

In addition to AMR's contracts with healthcare facilities, other marketing practices or transactions entered into by AMR and EmCare may implicate the Anti-Kickback Statute. Although we have attempted to structure our past and current marketing initiatives and business relationships to comply with the Anti-Kickback Statute, we cannot assure you that the OIG or other authorities will not find that our marketing practices and relationships violate the statute.

Changes in our ownership structure and operations require us to comply with numerous notification and reapplication requirements in order to maintain our licensure, certification or other authority to operate, and failure to do so, or an allegation that we have failed to do so, can result in payment delays, forfeiture of payment or civil and criminal penalties.

We and our affiliated physicians are subject to various federal, state and local licensing and certification laws with which we must comply in order to maintain authorization to provide, or receive payment for, our services. For example, Medicare and Medicaid require that we complete and periodically update enrollment forms in order to obtain and maintain certification to participate in programs. Compliance with these requirements is complicated by the fact that they differ from jurisdiction to jurisdiction, and in some cases are not uniformly applied or interpreted even within the same jurisdiction. Failure to comply with these requirements can lead not only to delays in payment and refund requests, but in extreme cases can give rise to civil or criminal penalties.

In certain jurisdictions, changes in our ownership structure require pre- or post-notification to governmental licensing and certification agencies, or agencies with which we have contracts. Relevant laws in some jurisdictions may also require re-application or re-enrollment and approval to maintain or renew our licensure, certification, contracts or other operating authority. The change in corporate structure and ownership in connection with our initial public offering required us to give notice, re-enroll or make other applications for authority to continue operating in various jurisdictions or to continue receiving payment from their Medicaid or other payment programs.

While we have made reasonable efforts to substantially comply with these requirements, we cannot assure you that the agencies that administer these programs or have awarded us contracts will not find that we have failed to comply in some material respects. A finding of non-compliance and any resulting payment delays, refund demands or other sanctions could have a material adverse effect on our business, financial condition or results of operations.

If we fail to comply with the terms of our settlement agreements with the government, we could be subject to additional litigation or other governmental actions which could be harmful to our business.

In the last seven years, we have entered into four settlement agreements with the United States government. In February 2003, one of our subsidiaries, AMR of South Dakota, entered into a settlement agreement to resolve allegations that it incorrectly billed for transports performed by other providers when an AMR paramedic accompanied the patient during transport, and that it billed for certain non-emergency transports using emergency codes. In July 2004, another subsidiary, AMR West, entered into a settlement agreement in connection with billing matters related to emergency transports and specialized services. In August 2004, AMR entered into a settlement agreement on behalf of a subsidiary, Regional Emergency Services LP, or RES, to resolve allegations of violations of the False Claims Act by RES and a hospital system based on the absence of certificates of medical necessity and other non-compliant billing practices. In September 2006, AMR entered into a settlement agreement to resolve allegations that AMR subsidiaries provided discounts to healthcare facilities in Texas in periods prior to 2002 in violation of the Federal Anti-Kickback Statute. See Item 3, "Legal Proceedings."

As part of the settlement AMR West entered into with the government, we entered into a Corporate Integrity Agreement, or CIA, which expired in 2009. In connection with the September 2006 settlement for AMR, we also entered into a CIA which requires us to maintain a compliance program which includes the training of employees and safeguards involving our contracting process nationwide (including tracking of contractual arrangements in Texas). See Item 1, "Business Regulatory Matters Corporate Compliance Program and Corporate Integrity Obligations."

We cannot assure you that the CIAs or the compliance program we have initiated have prevented, or will prevent, any repetition of the conduct or allegations that were the subject of these settlement agreements, or that the government will not raise similar allegations in other jurisdictions or for other periods of time. If such allegations are raised, or if we fail to comply with the terms of the CIAs, we may be subject to fines and other contractual and regulatory remedies specified in the CIAs or by applicable laws, including exclusion from the Medicare program and other federal and state healthcare programs. Such actions could have a material adverse effect on the conduct of our business, our financial condition or our results of operations.

If we are unable to effectively adapt to changes in the healthcare industry, our business may be harmed.

Political, economic and regulatory influences are subjecting the healthcare industry in the United States to fundamental change. We anticipate that Congress and state legislatures may continue to review and assess alternative healthcare delivery and payment systems and may in the future propose and adopt legislation effecting fundamental changes in the healthcare delivery system.

We cannot assure you as to the ultimate content, timing or effect of changes, nor is it possible at this time to estimate the impact of potential legislation. Further, it is possible that future legislation enacted by Congress or state legislatures could adversely affect our business or could change the operating environment of our customers. It is possible that changes to the Medicare or other government reimbursement programs may serve as precedent to similar changes in other payors' reimbursement policies in a manner adverse to us. Similarly, changes in private payor reimbursement programs could lead to adverse changes in Medicare and other government payor programs which could have a material adverse effect on our business, financial condition or results of operations.

Changes in the rates or methods of third party reimbursements may adversely affect our revenue and operations.

We derive a majority of our revenue from direct billings to patients and third party payors such as Medicare, Medicaid and private health insurance companies. As a result, any changes in the rates or methods of reimbursement for the services we provide could have a significant adverse impact on our revenue and financial results. Healthcare reform legislation currently pending in Congress could result in substantial cuts in Medicare and Medicaid coverage and/or funding, as well as reductions in coverage and/or amounts paid by private payors, which could have an adverse impact on our revenues from those sources.

Even if healthcare reform legislation currently pending in Congress is not enacted, government funding for healthcare programs is subject to statutory and regulatory changes, administrative rulings, interpretations of policy and determinations by intermediaries and governmental funding restrictions, all of which could materially impact program coverage and reimbursements for both ambulance and physician services. In recent years, Congress has consistently attempted to curb spending on Medicare, Medicaid and other programs funded in whole or part by the federal government. State and local governments have also attempted to curb spending on those programs for which they are wholly or partly responsible. This has resulted in cost containment measures such as the imposition of new fee schedules that have lowered reimbursement for some of our services and restricted the rate of increase for others, and new utilization controls that limit coverage of our services. For example, we estimate that the impact of a national fee schedule promulgated in 2002, as modified by subsequent legislation, resulted in a decrease in AMR's net revenue of approximately $7 million in 2007, an increase in AMR's net revenue of approximately $14 million in 2008, and an increase in AMR's net revenue of approximately $24 million in 2009. Based upon the current Medicare transport mix and barring further legislative action, we expect a potential decrease in AMR's net revenue of approximately $30 million in 2010.

In addition, state and local government regulations or administrative policies regulate ambulance rate structures in some jurisdictions in which we conduct transport services. We may be unable to receive ambulance service rate increases on a timely basis where rates are regulated, or to establish or maintain satisfactory rate structures where rates are not regulated.

We believe that regulatory trends in cost containment will continue. We cannot assure you that we will be able to offset reduced operating margins through cost reductions, increased volume, the introduction of additional procedures or otherwise. In addition, we cannot assure you that federal, state and local governments will not impose reductions in the fee schedules or rate regulations applicable to our services in the future. Any such reductions could have a material adverse effect on our business, financial condition or results of operations.

ITEM 1B. UNRESOLVED STAFF COMMENTS

Not applicable.

ITEM 2. PROPERTIES

We lease approximately 67,000 square feet in an office building at 6200 S. Syracuse Way, Greenwood Village, Colorado for the AMR and EMSC corporate headquarters and which also serves as one of AMR's billing offices. Our leases for our business segments are described below.

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AMR

Facilities. In addition to the corporate headquarters, we also lease approximately 580 administrative facilities and other facilities used principally for ambulance basing, garaging and maintenance in those areas in which we provide ambulance services. We own 15 facilities used principally for administrative services and stationing for our ambulances. We believe our present facilities are sufficient to meet our current and projected needs, and that suitable space is readily available should our need for space increase. Our leases expire at various dates through 2025.

Vehicle Fleet. We operate approximately 4,100 vehicles. Of these, 79% are ambulances, 10% are wheelchair vans and 11% are support vehicles. As of December 31, 2009, we owned approximately 90% of our vehicles and leased the balance. We replace ambulances based upon age and usage, but generally every eight to ten years. The average age of our existing ambulance fleet is approximately 5 years. We primarily use in-house maintenance services to maintain our fleet. In those operations where our fleet is small and quality external maintenance services that agree to maintain our fleet in accordance with AMR standards are available, we utilize these maintenance services. We continue to explore ways to decrease our overall capital expenditures for vehicles, including major refurbishing and overhaul of our vehicles to extend their useful life.

EmCare

Facilities. We lease approximately 49,000 square feet in an office building at 1717 Main Street, Dallas, Texas, for certain of EmCare's key support functions and regional operations. We also lease 25 facilities to house administrative, billing and other support functions for other regional operations. We believe our present facilities are sufficient to meet our current and projected needs, and that suitable space is readily available should our need for space increase. Our leases expire at various dates through 2019.

We lease approximately 117,000 square feet in a business park located at 1000 River Road, Conshohocken, Pennsylvania, for certain key billing and support functions. We believe our present facilities are sufficient to meet our current and projected needs, and that suitable space is readily available should our need for space increase. Our primary lease expires in 2019 with the right to renew for two additional terms of five years each.

ITEM 3. LEGAL PROCEEDINGS

We are subject to litigation arising in the ordinary course of our business, including litigation principally relating to professional liability, auto accident and workers compensation claims. There can be no assurance that our insurance coverage will be adequate to cover all liabilities occurring out of such claims. In the opinion of management, we are not engaged in any legal proceedings that we expect will have a material adverse effect on our business, financial condition, cash flows or results of our operations other than as set forth below.

From time to time, in the ordinary course of business and like others in the industry, we receive requests for information from government agencies in connection with their regulatory or investigational authority. Such requests can include subpoenas or demand letters for documents to assist the government in audits or investigations. We review such requests and notices and take appropriate action. We have been subject to certain requests for information and investigations in the past and could be subject to such requests for information and investigations in the future.

We are subject to the Medicare and Medicaid fraud and abuse laws, which prohibit, among other things, any false claims, or any bribe, kickback, rebate or other remuneration, in cash or in kind, in return for the referral of Medicare and Medicaid patients. Violation of these prohibitions may result in civil and criminal penalties and exclusion from participation in the Medicare and Medicaid programs.

We have implemented policies and procedures that management believes will assure that we are in substantial compliance with these laws, but we cannot assure you that the government or a court will not find that some of our business practices violate these laws.

During the first quarter of fiscal 2004 we were advised by the United States Department of Justice, or DOJ, that it was investigating certain business practices at AMR including whether discounts in violation of the federal Anti-Kickback Statute were provided by AMR in exchange for referrals involving Medicare eligible patients. Specifically, the government alleged that certain of our hospital and nursing home contracts in effect in Texas in periods prior to 2002 contained discounts in violation of the federal Anti-Kickback Statute. We negotiated a settlement with the government pursuant to which we paid $9 million and obtained a release from the U.S. Government of all claims related to such conduct alleged to have occurred in Texas in periods prior to 2002. In connection with the settlement, we entered into a Corporate Integrity Agreement, or CIA, which is effective for a period of five years beginning September 12, 2006. Pursuant to the CIA, we are required to maintain a compliance program which includes, among other elements, the appointment of a compliance officer and committee; training of employees nationwide; safeguards for our contracting processes nationwide, including tracking of contractual arrangements in Texas; review by an independent review organization and reporting of certain reportable events. Under the provisions of our purchase agreement for the acquisition of AMR, we and Laidlaw shared responsibility for the settlement amount and certain of the costs associated with the CIA. There can be no assurance that other investigations or legal action related to our contracting practices will not be pursued against AMR in other jurisdictions or for different time frames.

On December 13, 2005, a lawsuit purporting to be a class action was commenced against AMR in Spokane, Washington, in Washington State Court, Spokane County. The complaint alleges that AMR billed patients and third party payors for transports it conducted between 1998 and 2005 at a higher level than contractually permitted. The court has certified a class in this case, but the size and membership of the class has not yet been determined. At this time, AMR does not believe that any incorrect billings are material in amount.

In December 2006, AMR received a subpoena from the DOJ. The subpoena requested copies of documents for the period from January 2000 through the present. The subpoena required us to produce a broad range of documents relating to the operations of certain AMR affiliates in New York. We produced documents responsive to the subpoena. The government has identified claims for reimbursement that the government believes lack support for the level billed, and invited us to respond to the identified areas of concern. We are reviewing the information provided by the government and intend to provide a response. We do not believe the identified claims will result in a material adverse effect on the financial condition of EMSC.

Three different lawsuits purporting to be class actions have been filed against AMR and certain subsidiaries in California alleging violations of California wage and hour laws. On April 16, 2008, Lori Bartoni commenced a suit in the Superior Court for the State of California, County of Alameda, which has since been removed to the United States District Court, Northern District of California; on July 8, 2008, Vaughn Banta filed suit in the Superior Court of the State of California, County of Los Angeles; and on January 22, 2009, Laura Karapetian filed suit in the Superior Court of the State of California, County of Los Angeles. At the present time, courts have not certified classes in any of these cases. Plaintiffs allege principally that the AMR entities failed to pay daily overtime charges pursuant to California law, and failed to provide required meal breaks or pay premium compensation for missed meal breaks. Plaintiffs are seeking to certify the classes and are seeking lost wages, punitive damages, attorneys' fees and other sanctions permitted under California law for violations of wage hour laws. We are unable at this time to estimate the amount of potential damages, if any.

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We are involved in other litigation arising in the ordinary course of business. Management believes the outcome of these legal proceedings will not have a material adverse effect on our financial condition, results of operations or liquidity.

ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS

There were no matters submitted to a vote of security holders during the fourth quarter of the year ended December 31, 2009.

PART II.

ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES

Shares of our class A common stock have been trading on the New York Stock Exchange ("NYSE"), under the symbol "EMS", since our initial public offering of such stock on December 16, 2005. There is no established market for our class B common stock or our LP exchangeable units. The following table details the high and low sales prices of our class A common stock during the years ended December 31, 2009 and 2008.

	HIGH	LOW
Year ended December 31, 2009:		
Fourth Quarter	$ 55.50	$ 41.50
Third Quarter	49.54	36.31
Second Quarter	37.38	28.90
First Quarter	39.11	26.64
Year ended December 31, 2008:		
Fourth Quarter	$ 38.63	$ 26.29
Third Quarter	34.83	20.75
Second Quarter	26.45	20.56
First Quarter	33.03	21.17

On February 16, 2010, the last sale price of our class A common stock as reported by the NYSE was $53.82 and there were approximately 74 holders of record of our class A common stock, 3 holders of record of our class B common stock and 5 holders of record of our LP exchangeable units.

We refer you to our Registration Statement filed on Form S-1 under the Securities Act of 1933 with the Securities and Exchange Commission on December 15, 2005 under the caption "Description of Capital Stock" for a further description of our capital stock.

Dividend Policy

We currently intend to retain any future earnings to support our operations and to fund the development and growth of our business. In addition, the payment of dividends by us to holders of our common stock is limited by our senior secured credit facility. See Item 7, "Management Discussion and Analysis of Financial Condition and Results of Operations" and Item 8, "Financial Statements and Supplementary Data." Our future dividend policy will depend on the requirements of financing agreements to which we may be a party. We did not pay dividends in 2009, 2008 or 2007 and do not intend to pay cash dividends on our common stock in the foreseeable future. Any future determination to pay dividends will be at the discretion of our board of directors and will depend upon, among other factors, our results of operations, financial condition, capital requirements and contractual restrictions.

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Recent Sales of Unregistered Securities

We did not have any sales of unregistered securities during the year ended December 31, 2009.

Issuer Purchases of Equity Securities

We did not repurchase any shares of our common stock during the year ended December 31, 2009.

Summary of Equity Compensation Plans

We adopted our equity option plan approved by security holders in 2005 in connection with the acquisition of AMR and EmCare. In 2007 we adopted our Long-Term Incentive Plan, which was approved by our shareholders in 2007, and we ceased to issue options under the previous equity option plan. The compensation committee of our board of directors, or the board itself if there is no committee, administers the equity option plans.

These plans provide for the issuance of up to 4,857,907 shares of our class A common stock at December 31, 2009, including 2,010,510 shares that may be issued upon the exercise of outstanding stock options at a weighted average price of $12.92, and 228,292 shares that may vest pursuant to outstanding restricted stock grants. At December 31, 2009, 308,567 shares remain available under the Long-Term Incentive Plan for future grants.

Management Investment and Equity Purchase Plan

In connection with our acquisition of AMR and EmCare, our named executive officers, other members of management and certain employees and affiliated physicians, physician assistants and nurse practitioners purchased shares of class A common stock pursuant to our equity purchase plan. Certain of these shares held by these investors, including our named executive officers, are governed by equityholder agreements. These agreements contain restrictions on transfer of the equity. See "Description of Capital Stock Equityholder Agreements" in our Registration Statement under the Securities Act of 1933 filed on Form S-1 with the Securities and Exchange Commission on December 15, 2005 for a description of the transfer restrictions and "piggyback" registration rights.

Non-Employee Director Compensation Program

Under the terms of our Non-Employee Director Compensation Program, in addition to an annual cash retainer of $50,000, each continuing non-employee director (other than Robert M. Le Blanc, our Lead Director), effective immediately following each annual meeting of stockholders, will receive a grant of a number of restricted stock units, or RSUs, having a fair market value of $100,000, based on the closing price of our class A common stock on the business day immediately preceding the grant date. The RSUs will vest on the date of the following annual meeting of stockholders, immediately prior to the vote for directors, and will be paid in shares of our class A common stock (one share for each RSU). The number of RSUs granted to a non-employee director joining the board other than at an annual meeting of stockholders will be pro-rated based on the amount of time remaining until the next annual meeting of stockholders. This equity component of the non-employee director compensation program became effective as of June 1, 2006, and was approved by the stockholders at the 2007 annual meeting of stockholders. The number of RSUs issued and outstanding at December 31, 2009 was 76,864 and due to the nature of the plan, the number of shares remaining for future issuance is indeterminable.

Generally, a non-employee director will forfeit his annual compensation (both the cash and the equity components) if he does not attend at least 75% of the meetings held in that year by the board of directors and the board committees on which he serves. The board of directors may waive this requirement if it determines that extenuating circumstances precluded such attendance. There will be no compensation paid to directors for attendance at individual meetings, for service on committees of the board of directors or for serving as Chair of any such committee.

Employee Stock Purchase Plan and Stock Purchase Plan

Under our Employee Stock Purchase Plan, or ESPP, 500,000 shares of class A common stock are authorized for purchase during specific offering periods. The Compensation Committee of our Board of Directors administers the ESPP, and has sole discretion in determining when offerings will be made and the terms of each, and to designate which subsidiary corporations of EMSC will be eligible to participate. It also has the authority to construe the ESPP and any purchase rights granted thereunder, and establish, amend and revoke rules and regulations for the administration of the ESPP.

Under the Long-Term Incentive Plan, we may also offer and sell up to 500,000 shares of our class A common stock to employees of professional associations or professional corporations, for which we or our subsidiaries provide management services pursuant to a physician services agreement, as well as to independent contractors that provide clinical services for such professional associations or professional corporations, for us or for any of our subsidiaries. The purchase price associated with the class A common stock sold to such individuals will be determined from time to time pursuant to the Long-Term Incentive Plan by our Compensation Committee. We refer to this framework pursuant to the Long-Term Incentive Plan as the Stock Purchase Plan, or SPP.

We offered our class A common stock to eligible employees and independent contractors associated with EMSC and our subsidiaries pursuant to the ESPP and SPP during 2009 and 2008. The purchases of stock under these plans occurred in October 2009 and September 2008 at a 5% discount to the closing price of our class A common stock on predetermined dates established pursuant to the ESPP and SPP, and as such no compensation charge was recorded for these plans during 2009 or 2008. Employee contributions to these plans were used to purchase shares of class A common stock totaling 8,644 and 20,627 during 2009 and 2008, respectively.

Performance Graph

The performance graph comparing cumulative total return among EMSC and certain indexes will be filed in EMSC's annual report for the year ended December 31, 2009, which will be filed with the Securities and Exchange Commission within 120 days after December 31, 2009; the performance graph is incorporated herein by reference.

Offer to Provide Form 10-K

Stockholders may request a complimentary copy of our Annual Report on Form 10-K by mail addressed to our Investor Relations Department at the following address: Emergency Medical Services Corporation, 6200 South Syracuse Way, Suite 200, Greenwood Village, CO 80111.

ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth our selected financial data derived from our consolidated financial statements for each of the periods indicated. The selected financial data presented below should be read in conjunction with Item 7, "Management's Discussion and Analysis of Financial Condition and Results of Operations" and our audited consolidated financial statements and notes thereto appearing in Item 8 of this Report.

Effective as of January 31, 2005, we acquired AMR and EmCare from Laidlaw and, as such, the 2005 period reflects the period as of and for the eleven months ended December 31, 2005.

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Financial data as of and for the eleven months ended December 31, 2005 and the years ended December 31, 2006, 2007, 2008 and 2009 are derived from our audited consolidated financial statements.

	As of and for the Year ended December 31,				Eleven months ended
	2009	2008	2007	2006	2005
	(dollars in thousands, except per share amounts)				
Statement of Operations Data:					
Net revenue	$ 2,569,685	$ 2,409,864	$ 2,106,993	$ 1,934,205	$ 1,655,485
Compensation and benefits	1,796,779	1,637,425	1,455,970	1,333,648	1,146,055
Operating expenses	334,328	383,359	317,518	294,806	233,087
Insurance expense	97,610	82,221	66,308	74,258	86,814
Selling, general and administrative expenses	63,481	69,658	61,893	57,403	54,262
Depreciation and amortization expense	64,351	68,980	70,483	66,005	54,143
Restructuring charges			2,242	6,369	1,781
Income from operations	213,136	168,221	132,579	101,716	79,343
Interest income from restricted assets	4,516	6,407	7,143	5,987	4,014
Interest expense	(40,996)	(42,087)	(46,948)	(45,605)	(47,813)
Realized gain (loss) on investments	2,105	2,722	245	(467)	(164)
Interest and other income	1,816	2,055	2,055	2,346	1,040
Loss on early debt extinguishment		(241)		(377)	(2,040)
Income before income taxes and equity in earnings of unconsolidated subsidiary	180,577	137,077	95,074	63,600	34,380
Income tax expense	(65,685)	(52,530)	(36,104)	(24,961)	(14,372)
Income before equity in earnings of unconsolidated subsidiary	114,892	84,547	58,970	38,639	20,008
Equity in earnings of unconsolidated subsidiary	347	300	848	432	59
Net income	$ 115,239	$ 84,847	$ 59,818	$ 39,071	$ 20,067
Net income per share:					
Basic	$ 2.71	$ 2.04	$ 1.44	$ 0.94	$ 0.56
Diluted	$ 2.64	$ 1.97	$ 1.39	$ 0.92	$ 0.55

Weighted average number of common shares outstanding:					
Basic	42,552,716	41,652,783	41,551,207	41,502,632	33,621,542
Diluted	43,623,800	43,130,782	43,146,881	42,528,885	34,282,176
Other Financial Data:					
Cash flows provided by (used in):					
Operating activities	$ 272,553	$ 211,457	$ 97,818	$ 165,742	$ 109,963
Investing activities	(116,629)	(74,945)	(100,226)	(113,127)	(909,629)
Financing activities	30,791	(19,253)	(8,014)	(31,327)	803,083
Cash and cash equivalents	332,888	146,173	28,914	39,336	18,048
Total assets	1,654,707	1,541,219	1,479,563	1,318,217	1,267,028
Long-term debt and capital lease obligations, including current maturities	453,930	458,505	482,883	479,775	502,184
Shareholders' Equity	686,087	539,039	449,496	386,040	344,984

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Quarterly Results

The following table summarizes our unaudited results for each quarter in the years ended December 31, 2009 and 2008 (in thousands, except per share amounts).

	2009			
	For the quarter ended			
	March 31,	June 30,	September 30,	December 31,
Net revenue	$ 613,022	$ 637,291	$ 665,056	$ 654,316
Income from operations	47,508	55,697	55,472	54,459
Net income	24,071	29,019	28,878	33,271
Basic net income per common share	0.57	0.69	0.67	0.77
Diluted net income per common share	0.56	0.67	0.66	0.75

	2008			
	For the quarter ended			
	March 31,	June 30,	September 30,	December 31,
Net revenue	$ 565,786	$ 571,079	$ 679,328	$ 593,671
Income from operations	34,940	36,340	54,875	42,066
Net income	17,019	18,335	28,617	20,876
Basic net income per common share	0.41	0.44	0.69	0.50
Diluted net income per common share	0.40	0.43	0.66	0.48

ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following discussion of our financial condition and results of operations should be read in conjunction with the audited consolidated financial statements and the notes to the audited consolidated financial statements included in Item 8 of this Report and the "Selected Financial Data" included in Item 6 of this Report. The following discussion contains forward-looking statements and involves numerous risks and uncertainties, including, but not limited to, those described in the "Risk Factors" section in Item 1A of this Report. Our results may differ materially from those anticipated in any forward-looking statements.

Our financial statements referred to in this Item 7 are included in Item 8 of this Annual Report.

Company Overview

We are a leading provider of emergency medical services and facility-based outsourced physician services in the United States. We operate our business and market our services under the AMR and EmCare brands. AMR is a leading provider of ground and fixed-wing air ambulance services in the United States based on net revenue and number of transports. EmCare is a leading provider of outsourced physician services to healthcare facilities in the United States, based on number of contracts with hospitals and affiliated physician groups. Through EmCare, we provide outsourced facility-based physician services for emergency departments and hospitalist/inpatient, anesthesiology, radiology and teleradiology programs. Approximately 90% of our net revenue for the year ended December 31, 2009 was generated under exclusive contracts. During 2009, we provided emergency medical and outsourced physician services in approximately 13 million patient encounters in more than 2,200 communities nationwide.

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American Medical Response

Over its more than 50 years of operating history, AMR has developed the largest network of ambulance services in the United States based on net revenue and number of transports. AMR has a 9% share of the total ambulance services market and a 25% share of the private provider ambulance market. During 2009, AMR treated and transported approximately 3.2 million patients in 38 states by utilizing its fleet of more than 4,100 vehicles. As of December 31, 2009, AMR had approximately 3,600 contracts with communities, government agencies, healthcare providers and insurers to provide ambulance transport services. For the year ended December 31, 2009, approximately 58% of AMR's net revenue was generated from emergency 911 ambulance transport services. Non-emergency ambulance transport services, including critical care transfer, wheelchair transports and other interfacility transports, or IFTs, accounted for 29% of AMR's net revenue for the same period. The balance of net revenue for 2009 was generated from fixed-wing air ambulance services, Medicare and Medicaid managed transportation services, and the provision of training, dispatch and other services to communities and public safety agencies.

EmCare

Over its more than 30 years of operating history, EmCare has become the largest provider of outsourced emergency department services to healthcare facilities in the United States based on number of contracts with hospitals and affiliated physician groups. EmCare has an 8% share of the total emergency department services market and a 12% share of the outsourced emergency department services market. During 2009, EmCare had approximately 9.8 million patient encounters in 39 states.

EmCare provides facility-based physician services and related management services to healthcare facilities. EmCare recruits and hires or subcontracts with physicians and other healthcare professionals, who then provide professional services within the healthcare facilities with which we contract. We also provide billing and collection, risk management and other administrative services to our healthcare professionals and to independent physicians. EmCare has 527 contracts with hospitals and independent physician groups to provide emergency department, hospitalist/inpatient, anesthesiology, radiology and teleradiology staffing and other administrative services.

Key Factors and Measures We Use to Evaluate Our Business

The key factors and measures we use to evaluate our business focus on the number of patients we treat and transport and the costs we incur to provide the necessary care and transportation for each of our patients.

We evaluate our revenue net of provisions for contractual payor discounts and provisions for uncompensated care. Medicaid, Medicare and certain other payors receive discounts from our standard charges, which we refer to as contractual discounts. In addition, individuals we treat and transport may be personally responsible for a deductible or co-pay under their third party payor coverage, and most of our contracts require us to treat and transport patients who have no insurance or other third party payor coverage. Due to the uncertainty regarding collectability of charges associated with services we provide to these patients, which we refer to as uncompensated care, our net revenue recognition is based on expected cash collections. Our net revenue represents gross billings after provisions for contractual discounts and estimated uncompensated care. Provisions for contractual discounts and uncompensated care have increased historically primarily as a result of increases in gross billing rates without corresponding increases in payor reimbursement. The table below summarizes our approximate payor mix as a percentage of both net revenue and total transports and patient encounters for the years ended December 31, 2009, 2008 and 2007.

	Percentage of Net Revenue			Percentage of Total Volume		
	Year ended December 31,			Year ended December 31,		
	2009	2008	2007	2009	2008	2007
Medicare	23.3%	23.1%	24.8%	24.0%	25.7%	26.2%
Medicaid	4.8	4.4	4.6	11.5	10.7	10.9
Commercial insurance and managed care	50.2	47.4	48.5	43.1	42.0	40.6
Self-pay	3.9	4.3	4.6	21.4	21.6	22.3
Fees and subsidies	17.8	20.8	17.5			
Total	100.0%	100.0%	100.0%	100.0%	100.0%	100.0%

In addition to continually monitoring our payor mix, we also analyze the following measures in each of our business segments:

AMR

Approximately 88% of AMR's net revenue for the year ended December 31, 2009 was transport revenue derived from the treatment and transportation of patients, including fixed-wing air ambulance services, based on billings to third party payors, healthcare facilities and patients. The balance of AMR's net revenue is derived from direct billings to communities and government agencies for the provision of training, dispatch center and other services. AMR's measures for transport net revenue include:

Transports. We utilize transport data, including the number and types of transports, to evaluate net revenue and as the basis by which we measure certain costs of the business. We segregate transports into two main categories ambulance transports (including emergency, as well as non-emergency, critical care and other interfacility transports) and wheelchair transports due to the significant differences in reimbursement and the associated costs of providing ambulance and wheelchair transports. As a result of these differences, in certain analyses we weight our transport numbers according to category in an effort to better measure net revenue and costs.

Net revenue per transport. Net revenue per transport reflects the expected net revenue for each transport based on gross billings less provisions for contractual discounts and estimated uncompensated care. In order to better understand the trends across service lines and in our transport rates, we analyze our net revenue per transport based on weighted transports to reflect the differences in our transportation mix.

The change from period to period in the number of transports is influenced by changes in transports in existing markets from both new and existing facilities we serve for non-emergency transports, and the effects of general community conditions for emergency transports. The general community conditions may include (1) the timing, location and severity of influenza, allergens and other annually recurring viruses, (2) severe weather that affects a region's health status and/or infrastructure and (3) community-specific demographic changes.

The costs we incur in our AMR business segment consist primarily of compensation and benefits for ambulance crews and support personnel, direct and indirect operating costs to provide transportation services, and costs related to accident and insurance claims. AMR's key cost measures include:

Unit hours and cost per unit hour. Our measurement of a unit hour is based on a fully staffed ambulance or wheelchair van for one operating hour. We use unit hours and cost per unit hour to measure compensation-related costs and the efficiency of our deployed resources. We monitor unit hours and cost per unit hour on a combined basis, as well as on a segregated basis between ambulance and wheelchair transports.

Operating costs per transport. Operating costs per transport is comprised of certain direct operating costs, including vehicle operating costs, medical supplies and other transport-related costs, but excluding compensation-related costs. Monitoring operating costs per transport allows us to better evaluate cost trends and operating practices of our regional and local management teams.

Accident and insurance claims. We monitor the number and magnitude of all accident and insurance claims in order to measure the effectiveness of our risk management programs. Depending on the type of claim (workers compensation, auto, general or professional liability), we monitor our performance by utilizing various bases of measurement, such as net revenue, miles driven, number of vehicles operated, compensation dollars, and number of transports.

We have focused our risk mitigation efforts on employee training for proper patient handling techniques, development of clinical and medical equipment protocols, driving safety, implementation of technology to reduce auto incidents and other risk mitigation processes which we believe has resulted in a reduction in the frequency, severity and development of claims.

AMR's business requires various investments in long-term assets and depreciation expense relates primarily to charges for usage of these assets, including vehicles, computer hardware and software, equipment and other technologies. Amortization expense relates primarily to intangibles recorded for customer relationships.

EmCare

Of EmCare's net revenue for the year ended December 31, 2009, approximately 85% was derived from our hospital contracts for emergency department staffing and approximately 15% was derived from hospitalist, anesthesiology, radiology, teleradiology and other hospital management services. Of this revenue, approximately 80% was generated from billings to third party payors and patients for patient encounters and approximately 20% was generated from billings to hospitals and affiliated physician groups for professional services. EmCare's key net revenue measures are:

Patient encounters. We utilize patient encounters to evaluate net revenue and as the basis by which we measure certain costs of the business. We segregate patient encounters into four main categories emergency department visits, radiology reads, and anesthesiology and hospitalist encounters due to the significant differences in reimbursement and the associated costs of providing the various services. As a result of these differences, in certain analyses we weight our patient encounter numbers according to category in an effort to better measure net revenue and costs.

Number of contracts. This reflects the number of contractual relationships we have for outsourced emergency department staffing, hospitalist, radiology, teleradiology, and anesthesiology services and other hospital management services. We analyze the change in our number of contracts from period to period based on "net new contracts," which is the difference between total new contracts and contracts that have terminated.

Revenue per patient encounter. This reflects the expected net revenue for each patient encounter based on gross billings less all estimated provisions for contractual discounts and uncompensated care. Net revenue per patient encounter also includes net revenue from billings to third party payors and hospitals.

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The change from period to period in the number of patient encounters under our "same store" contracts is influenced by general community conditions as well as hospital-specific elements, many of which are beyond our direct control. The general community conditions include: (1) the timing, location and severity of influenza, allergens and other annually recurring viruses and (2) severe weather that affects a region's health status and/or infrastructure. Hospital-specific elements include the timing and extent of facility renovations, hospital staffing issues and regulations that affect patient flow through the hospital.

The costs incurred in our EmCare business segment consist primarily of compensation and benefits for physicians and other professional providers, professional liability costs, and contract and other support costs. EmCare's key cost measures include:

Provider compensation per patient encounter. Provider compensation per patient encounter includes all compensation and benefit costs for all professional providers, including physicians, physician assistants and nurse practitioners, during each patient encounter. Providers include all full-time, part-time and independently contracted providers. Analyzing provider compensation per patient encounter enables us to monitor our most significant cost in performing services under our contracts.

Professional liability costs. These costs include provisions for estimated losses for actual claims, and claims likely to be incurred in the period, within our self-insurance limits based on our past loss experience, as well as actual direct costs, including investigation and defense costs, claims payments, reinsurance costs and other costs related to provider professional liability.

EmCare's business is not as capital intensive as AMR's and EmCare's depreciation expense relates primarily to charges for usage of computer hardware and software, and other technologies. Amortization expense relates primarily to intangibles recorded for customer relationships.

Non-GAAP Measures

Adjusted Earnings Before Interest, Taxes, Depreciation and Amortization ("Adjusted EBITDA")

Adjusted EBITDA is defined as net income before equity in earnings of unconsolidated subsidiary, income tax expense, loss on early debt extinguishment, interest and other income, realized gain on investments, interest expense, and depreciation and amortization. Adjusted EBITDA is commonly used by management and investors as a performance measure and liquidity indicator. Adjusted EBITDA is not considered a measure of financial performance under U.S. generally accepted accounting principles, or GAAP, and the items excluded from Adjusted EBITDA are significant components in understanding and assessing our financial performance. Adjusted EBITDA should not be considered in isolation or as an alternative to such GAAP measures as net income, cash flows provided by or used in operating, investing or financing activities or other financial statement data presented in our financial statements as an indicator of financial performance or liquidity. Since Adjusted EBITDA is not a measure determined in accordance with GAAP and is susceptible to varying calculations, Adjusted EBITDA, as presented, may not be comparable to other similarly titled measures of other companies.

The following tables set forth a reconciliation of Adjusted EBITDA to net income for our company, and reconciliations of Adjusted EBITDA to income from operations for our two operating

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segments and a reconciliation of Adjusted EBITDA to cash flows from operating activities, using data derived from our financial statements for the periods indicated (amounts in thousands):

	Year ended December 31,		
	2009	2008	2007
Consolidated/Combined			
Adjusted EBITDA	$ 282,003	$ 243,608	$ 210,205
Depreciation and amortization expense	(64,351)	(68,980)	(70,483)
Interest income from restricted assets	(4,516)	(6,407)	(7,143)
Income from operations	213,136	168,221	132,579
Interest income from restricted assets	4,516	6,407	7,143
Interest expense	(40,996)	(42,087)	(46,948)
Realized gain on investments	2,105	2,722	245
Interest and other income	1,816	2,055	2,055
Loss on debt extinguishment		(241)	
Equity in earnings of unconsolidated subsidiary	347	300	848
Income tax expense	(65,685)	(52,530)	(36,104)
Net income	$ 115,239	$ 84,847	$ 59,818
AMR			
Adjusted EBITDA	$ 124,709	$ 129,933	$ 92,725
Depreciation and amortization expense	(49,190)	(55,082)	(56,560)
Interest income from restricted assets	(1,980)	(2,590)	(2,881)
Income from operations	$ 73,539	$ 72,261	$ 33,284
EmCare			
Adjusted EBITDA	$ 157,294	$ 113,675	$ 117,480
Depreciation and amortization expense	(15,161)	(13,898)	(13,923)
Interest income from restricted assets	(2,536)	(3,817)	(4,262)
Income from operations	$ 139,597	$ 95,960	$ 99,295

	Year ended December 31,		
	2009	2008	2007
Adjusted EBITDA	$ 282,003	$ 243,608	$ 210,205
Interest paid	(39,165)	(39,983)	(44,874)
Change in accounts receivable	18,742	27,618	(74,991)
Change in other operating assets/liabilities	42,675	(15,353)	5,868
Equity based compensation	3,979	2,476	1,727
Excess tax benefits from stock-based compensation	(17,448)		
Other	(18,233)	(6,909)	(117)
Cash flows provided by operating activities	$ 272,553	$ 211,457	$ 97,818

Factors Affecting Operating Results

Federal Emergency Management Agency Contract

In 2007, FEMA awarded AMR with a national contract to provide ambulance, para-transit, and rotary and fixed-wing air ambulance transportation services to supplement federal and military responses to disasters, acts of terrorism and other public health emergencies. The contract covered the 21 states along the Gulf and Atlantic coasts and was expanded by FEMA to the full 48 contiguous

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states on October 1, 2009. FEMA has the option to renew the contract for different zones in the contract at various points during 2010 and 2011. In August 2008, AMR was deployed under this contract to provide patient evacuations and disaster relief efforts in three Gulf Coast states for hurricanes Gustav and Ike and recorded approximately $107 million in net revenue during the year ended December 31, 2008. For the year ended December 31, 2007, net revenue for the FEMA contract was approximately $11 million associated with AMR's deployment for hurricane Dean. There were no material FEMA deployments during the year ended December 31, 2009.

Rate Changes by Government Sponsored Programs

In February 2002, CMS issued the Final Rule that revised Medicare policy on the coverage of ambulance transport services, effective April 1, 2002. The Final Rule was the result of a mandate under the BBA to establish a national fee schedule for payment of ambulance transport services that would control increases in expenditures under Part B of the Medicare program, establish definitions for ambulance transport services that link payments to the type of services furnished, consider appropriate regional and operational differences and consider adjustments to account for inflation, among other provisions. The Final Rule provided for a five-year phase-in of a national fee schedule, beginning April 1, 2002. We estimate that the impact of a national fee schedule promulgated in 2002, as modified by subsequent legislation, resulted in a decrease in AMR's net revenue of approximately $7 million in 2007, an increase in AMR's net revenue of approximately $14 million in 2008, and an increase in AMR's net revenue of approximately $24 million in 2009. Based upon the current Medicare transport mix and barring further legislative action, we expect a potential decrease in AMR's net revenue totaling approximately $30 million for 2010. Although we have been able to substantially mitigate the phased-in reductions of the BBA through additional fee and subsidy increases, we may not be able to continue to do so.

Medicare pays for all EmCare physicians' services based upon a national fee schedule. The rate formula may result in significant yearly fluctuations which may be unrelated to changes in the actual cost of providing physician services.

Changes in Net New Contracts

Our operating results are affected directly by the number of net new contracts we have in a period, reflecting the effects of both new contracts and contract expirations. We regularly bid for new contracts, frequently in a formal competitive bidding process that often requires written responses to a Request for Proposal, or RFP, and, in any fiscal period, certain of our contracts will expire. We may elect not to seek extension or renewal of a contract if we determine that we cannot do so on favorable terms. With respect to expiring contracts we would like to renew, we may be required to seek renewal through an RFP, and we may not be successful in retaining any such contracts, or retaining them on terms that are as favorable as present terms.

Inflation and Fuel Costs

Certain of our expenses, such as wages and benefits, insurance, fuel and equipment repair and maintenance costs, are subject to normal inflationary pressures. Excluding the impact of the 2008 hurricane deployment, fuel expense represented 9.1%, 14.1% and 12.2% of AMR's operating expenses for the years ended December 31, 2009, 2008 and 2007, respectively. Although we have generally been able to offset inflationary cost increases through increased operating efficiencies and successful negotiation of fees and subsidies, we can provide no assurance that we will be able to offset any future inflationary cost increases through similar efficiencies and fee changes.

Critical Accounting Policies

The preparation of financial statements requires management to make estimates and assumptions relating to the reporting of results of operations, financial condition and related disclosure of contingent assets and liabilities at the date of the financial statements. Actual results may differ from those estimates under different assumptions or conditions. The following are our most critical accounting policies, which are those that require management's most difficult, subjective and complex judgments, requiring the need to make estimates about the effect of matters that are inherently uncertain and may change in subsequent periods.

The following discussion is not intended to represent a comprehensive list of our accounting policies. For a detailed discussion of the application of these and other accounting policies, see note 2 to our audited consolidated financial statements included in Item 8 of this Report.

Claims Liability and Professional Liability Reserves

We are self-insured up to certain limits for costs associated with workers compensation claims, automobile, professional liability claims and general business liabilities. Reserves are established for estimates of the loss that we will ultimately incur on claims that have been reported but not paid and claims that have been incurred but not reported. These reserves are based upon independent actuarial valuations, which are updated quarterly. Reserves other than general liability reserves are discounted at a rate commensurate with the interest rate on monetary assets that essentially are risk free and have a maturity comparable to the underlying liabilities. The actuarial valuations consider a number of factors, including historical claim payment patterns and changes in case reserves, the assumed rate of increase in healthcare costs and property damage repairs. Historical experience and recent trends in the historical experience are the most significant factors in the determination of these reserves. We believe the use of actuarial methods to account for these reserves provides a consistent and effective way to measure these subjective accruals. However, given the magnitude of the claims involved and the length of time until the ultimate cost is known, the use of any estimation technique in this area is inherently sensitive. Accordingly, our recorded reserves could differ from our ultimate costs related to these claims due to changes in our accident reporting, claims payment and settlement practices or claims reserve practices, as well as differences between assumed and future cost increases. Due to the complexity and uncertainty associated with these factors, we do not believe it is practical or meaningful to quantify the sensitivity of any particular assumption in isolation. During 2009 we recorded an increase in our provisions for insurance liabilities of $4.5 million related to reserves for losses in prior years, and recorded reductions of $4.1 million and $21.5 million in 2008 and 2007, respectively, related to reserves for prior year losses. Accrued unpaid claims and expenses that are expected to be paid within the next twelve months are classified as current liabilities. All other accrued unpaid claims and expenses are classified as non-current liabilities.

Trade and Other Accounts Receivable

Our internal billing operations have primary responsibility for billing and collecting our accounts receivable. We utilize various processes and procedures in our collection efforts depending on the payor classification; these efforts include monthly statements, written collection notices and telephonic follow-up procedures for certain accounts. AMR and EmCare write off amounts not collected through our internal collection efforts to our uncompensated care allowance, and send these receivables to third party collection agencies for further follow-up collection efforts. We record any subsequent collections through third party collection efforts as a recovery.

As we discuss further in our "Revenue Recognition" policy below, we determine our allowances for contractual discounts and uncompensated care based on sophisticated information systems and financial models, including payor reimbursement schedules, historical write-off experience and other economic data. We record our patient-related accounts receivable net of estimated allowances for contractual discounts and uncompensated care in the period in which we perform services. We record gross fee-for-service revenue and related receivables based upon established fee schedule prices. We reduce our recorded revenue and receivables for estimated discounts to patients covered by contractual insurance arrangements, and reduce these further by our estimate of uncollectible accounts. Due to the complexity and uncertainty associated with these factors, we do not believe it is practical or meaningful to quantify the sensitivity of any particular assumption in isolation.

Our provision and allowance for uncompensated care is based primarily on the historical collection and write-off activity of our approximately 13 million annual patient encounters. We extract this data from our billing systems regularly and use it to compare our accounts receivable balances to estimated ultimate collections. Our allowance for uncompensated care is related principally to receivables we record for self-pay patients and is not recorded on specific accounts due to the volume of individual patient receivables and the thousands of commercial and managed care contracts.

We also have other receivables related to facility and community subsidies and contractual receivables for providing staffing to communities for special events. We review these other receivables periodically to determine our expected collections and whether any allowances may be necessary. We write the balance off after we have exhausted all collection efforts.

Revenue Recognition

A significant portion of our revenue is derived from Medicare, Medicaid and private insurance payors that receive discounts from our standard charges, which are referred to as contractual provisions. Additionally, we are also subject to collection risk for services provided to uninsured patients or for the deductible or co-pay portion of services for insured patients, which are referred to as uncompensated care. We record our healthcare services revenue net of estimated provisions for contractual allowances and uncompensated care.

Healthcare reimbursement is complex and may involve lengthy delays. Third party payors are continuing their efforts to control expenditures for healthcare and may disallow, in whole or in part, claims for reimbursement based on determinations that certain amounts are not reimbursable under plan coverage, were for services provided that were not determined medically necessary, or insufficient supporting information was provided. In addition, multiple payors with different requirements can be involved with each claim.

Management utilizes sophisticated information systems and financial models to estimate the provisions for contractual allowances and uncompensated care. The estimate for contractual allowances is determined on a payor-specific basis and is predominantly based on prior collection experience, adjusted as needed for known changes in reimbursement rates and recent changes in payor mix and patient acuity factors. The estimate for uncompensated care is based principally on historical collection rates, write-off percentages and accounts receivable agings. These estimates are analyzed continually and updated by management by monitoring reimbursement rate trends from governmental and private insurance payors, recent trends in collections from self-pay patients, the ultimate cash collection patterns from all payors, accounts receivable aging trends, operating statistics and ratios, and the overall trends in accounts receivable write-offs. Due to the complexity and uncertainty associated with these factors, we do not believe it is practical or meaningful to quantify the sensitivity of any particular assumption in isolation.

Management also regularly analyzes the ultimate collectability of accounts receivable after certain stages of the collection cycle using a look-back analysis to determine the amount of receivables subsequently collected. The analysis resulted in revenue adjustments which were less than 1% of net revenue for the years ended December 31, 2009 and 2008, and 1.6% of net revenue for the year ended December 31, 2007.

The evaluation of these factors, as well as the interpretation of governmental regulations and private insurance contract provisions, involves complex, subjective judgments. As a result of the inherent complexity of these calculations, our actual revenues and net income, and our accounts receivable, could vary significantly from the amounts reported.

Income Taxes

Deferred income taxes reflect the impact of temporary differences between the reported amounts of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws and regulations. The deferred tax assets and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. A valuation allowance is provided for deferred tax assets when management concludes it is more likely than not that some portion of the deferred tax assets will not be recognized. The respective tax authorities, in the normal course, audit previous tax filings. It is not possible at this time to predict the final outcome of these audits or establish a reasonable estimate of possible additional taxes owing, if any.

Goodwill and Other Intangible Assets

Goodwill is not amortized and is required to be tested annually for impairment, or more frequently if changes in circumstances, such as an adverse change to our business environment, cause us to believe that goodwill may be impaired. Goodwill is allocated at the reporting unit level. If the fair value of the reporting unit falls below the book value of the reporting unit at an impairment assessment date, an impairment charge would be recorded.

Should our business environment or other factors change, our goodwill may become impaired and may result in material charges to our income statement.

Definite life intangible assets are subject to impairment reviews when evidence or triggering events suggest that an impairment may have occurred. Should such triggering events occur that cause us to review our definite life intangibles, management evaluates the carrying value in relation to the projection of future cash flows of the underlying assets. If deemed necessary, we would take a charge to earnings for the difference between the carrying value and the estimated fair value. Should factors affecting the value of our definite life intangibles change significantly, such as declining contract retention rates or reduced contractual cash flows, we may need to record an impairment charge in amounts that are significant to our financial statements.

Results of Operations

Basis of Presentation

The following tables present, for the periods indicated, consolidated results of operations and amounts expressed as a percentage of net revenue. This information has been derived from our audited statements of operations for the years ended December 31, 2009, 2008 and 2007.

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Consolidated Results of Operations and as a Percentage of Net Revenue
(dollars in thousands)

	Year ended December 31,		
	2009	2008	2007
Net revenue	$ 2,569,685	$ 2,409,864	$ 2,106,993
Compensation and benefits	1,796,779	1,637,425	1,455,970
Operating expenses	334,328	383,359	317,518
Insurance expense	97,610	82,221	66,308
Selling, general and administrative expenses	63,481	69,658	61,893
Depreciation and amortization expenses	64,351	68,980	70,483
Restructuring charges			2,242
Income from operations	213,136	168,221	132,579
Interest income from restricted assets	4,516	6,407	7,143
Interest expense	(40,996)	(42,087)	(46,948)
Realized gain on investments	2,105	2,722	245
Interest and other income	1,816	2,055	2,055
Loss on early debt extinguishment		(241)	
Equity in earnings of unconsolidated subsidiary	347	300	848
Income tax expense	(65,685)	(52,530)	(36,104)
Net income	$ 115,239	$ 84,847	$ 59,818

	Year ended December 31,		
	2009	2008	2007
Net revenue	100.0%	100.0%	100.0%
Compensation and benefits	69.9	67.9	69.1
Operating expenses	13.0	15.9	15.1
Insurance expenses	3.8	3.4	3.1
Selling, general and administrative expenses	2.5	2.9	2.9
Depreciation and amortization expenses	2.5	2.9	3.3
Restructuring charges			0.1
Income from operations	8.3%	7.0%	6.3%

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AMR

(dollars in thousands)

	Year ended December 31,					
	2009	% of net revenue	2008	% of net revenue	2007	% of net revenue
Net revenue	$ 1,343,857	100.0%	$ 1,401,801	100.0%	$ 1,219,212	100.0%
Compensation and benefits	840,473	62.5	841,648	60.0	772,677	63.4
Operating expenses	294,456	21.9	347,004	24.8	275,603	22.6
Insurance expense	47,991	3.6	39,895	2.8	36,513	3.0
Selling, general and administrative expenses	38,208	2.8	45,911	3.3	42,333	3.5
Depreciation and amortization expense	49,190	3.7	55,082	3.9	56,560	4.6
Restructuring charges					2,242	0.2
Income from operations	$ 73,539	5.5%	$ 72,261	5.2%	$ 33,284	2.7%

EmCare

(dollars in thousands)

	Year ended December 31,					
	2009	% of net revenue	2008	% of net revenue	2007	% of net revenue
Net revenue	$ 1,225,828	100.0%	$ 1,008,063	100.0%	$ 887,781	100.0%
Compensation and benefits	956,306	78.0	795,777	78.9	683,293	77.0
Operating expenses	39,872	3.3	36,355	3.6	41,915	4.7
Insurance expense	49,619	4.0	42,326	4.2	29,795	3.4
Selling, general and administrative expenses	25,273	2.1	23,747	2.4	19,560	2.2
Depreciation and amortization expense	15,161	1.2	13,898	1.4	13,923	1.6
Income from operations	$ 139,597	11.4%	$ 95,960	9.5%	$ 99,295	11.2%

Year ended December 31, 2009 compared to year ended December 31, 2008

Consolidated

Our results for the year ended December 31, 2009 reflect an increase in net revenue of $159.8 million and an increase in net income of $30.4 million compared to the year ended December 31, 2008. We recorded approximately $107 million of revenue related to our FEMA deployment during the year ended December 31, 2008. Excluding the impact of FEMA deployment revenue and related income from operations, we experienced growth in income from operations, partially offset by increased income tax expense. Basic and diluted earnings per share were $2.71 and $2.64, respectively, for the year ended December 31, 2009. Basic and diluted earnings per share were $2.04 and $1.97, respectively, for the same period in 2008.

Net revenue

For the year ended December 31, 2009, we generated net revenue of $2,569.7 million compared to net revenue of $2,409.9 million for the year ended December 31, 2008, representing an increase of

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6.6%, or 11.6% excluding the impact of the 2008 FEMA deployment. The increase is attributable to increases in rates and volumes on existing contracts combined with increased volume from net new contracts and acquisitions, partially offset by a decrease in FEMA revenues recorded in the year ended December 31, 2009 compared to the same period in 2008.

Adjusted EBITDA

Adjusted EBITDA was $282.0 million, or 11.0% of net revenue, for the year ended December 31, 2009 compared to $243.6 million, or 10.1% of net revenue, for the same period in 2008. The 2008 period includes the positive impact to Adjusted EBITDA related to our hurricane deployment under the FEMA contract.

Interest expense

Interest expense for the year ended December 31, 2009 was $41.0 million compared to $42.1 million for the same period in 2008. The decrease is due to an unscheduled principal payment of $20 million made in December 2008.

Income tax expense

Income tax expense increased by $13.2 million for the year ended December 31, 2009, compared to the same period in 2008, which resulted primarily from increased operating income and was partially offset by the reversal of reserves associated with previous tax positions. Our effective tax rate for the year ended December 31, 2009 was 36.4% compared with 38.2% for the same period in 2008. The decrease to the effective tax rate is due primarily to the reversal of reserves associated with previous tax positions, partially offset by additional valuation allowances recognized during 2009.

AMR

Net revenue

Net revenue for the year ended December 31, 2009 was $1,343.9 million, a decrease of $57.9 million, or 4.1%, from $1,401.8 million for the same period in 2008. The change in net revenue was due primarily to $107.3 million of FEMA hurricane deployment revenue recorded in 2008. Excluding the impact of the 2008 FEMA deployment, net revenue per weighted transport increased 6.5%, or $82.0 million, and was offset by a decrease of 2.5%, or $32.7 million, in weighted transport volume. Of the increase in net revenue per weighted transport, 4.9% is attributable primarily to various rate increases, including a Medicare fee increase effective January 1, 2009, and the remainder is due primarily to growth in our managed transportation business. Weighted transports decreased 75,300 from the same period last year. The change was due to a decrease in weighted transports of 55,400 from the exit of markets, a decrease in weighted transport volume in existing markets of 36,700, or 1.3%, offset by 16,800 weighted transports from entry into new markets.

Compensation and benefits

Compensation and benefit costs for the year ended December 31, 2009 were $840.5 million, or 62.5% of net revenue, compared to $841.6 million, or 60.0% of net revenue, for the year ended December 31, 2008. The decrease of $1.2 million was due primarily to compensation costs incurred during 2008 as a result of the FEMA deployment. Excluding the impact of the 2008 FEMA deployment, ambulance crew wages per ambulance unit hour increased by approximately 4.1%, or $18.6 million, attributable primarily to wage rate increases. Ambulance unit hours decreased period over period by 2.7%, or $12.4 million, due primarily to the reduction in volume in existing markets and increased efficiency in our deployments. Benefit costs increased by $8.6 million excluding the impact of the 2008 FEMA deployment for the year ended December 31, 2009 compared to the same period in 2008. The change is primarily attributable to increased health insurance costs. Excluding the impact of the 2008 FEMA deployment, compensation and benefits decreased as a percentage of net revenue due to the growth in our managed transportation business; our managed transportation costs are reflected primarily in operating expenses.

Operating expenses

Operating expenses for the year ended December 31, 2009 were $294.5 million, or 21.9% of net revenue, compared to $347.0 million, or 24.8% of net revenue, for the year ended December 31, 2008. The change is due primarily to a decrease of $46.9 million related to our FEMA deployment in 2008 and decreased fuel costs of $15.2 million in the year ended December 31, 2009, including approximately $12.8 million related to lower fuel rates. These decreases were partially offset by an increase of $14.7 million in operating expenses associated with growth in our managed transportation business.

Insurance expense

Insurance expense for the year ended December 31, 2009 was $48.0 million, or 3.6% of net revenue, compared to $39.9 million, or 2.8% of net revenue, for the year ended December 31, 2008. We recorded an increase of prior year insurance provisions of $1.1 million during the year ended December 31, 2009 compared to a reduction of $4.4 million for the same period in 2008.

Selling, general and administrative

Selling, general and administrative expense for the year ended December 31, 2009 was $38.2 million, or 2.8% of net revenue, compared to $45.9 million, or 3.3% of net revenue, for the year ended December 31, 2008. The change is due primarily to travel and other administrative costs recorded during 2008 associated with the FEMA deployment.

Depreciation and amortization

Depreciation and amortization expense for the year ended December 31, 2009 was $49.2 million, or 3.7% of net revenue, compared to $55.1 million, or 3.9% of net revenue, for the same period in 2008. The decrease is due primarily to AMR's ability to utilize fewer ambulances to service its existing contracts and the timing of replacing fully depreciated assets.

EmCare

Net revenue

Net revenue for the year ended December 31, 2009 was $1,225.8 million, an increase of $217.8 million, or 21.6%, from $1,008.1 million for the year ended December 31, 2008. The increase was due primarily to an increase in patient encounters from net new hospital contracts and net revenue increases in existing contracts. Following December 31, 2007, we added 132 net new contracts which accounted for a net revenue increase of $146.7 million in 2009. Of the 132 net new contracts added since December 31, 2007, 79 were added in 2008 resulting in an incremental increase in 2009 net revenue of $72.3 million. Of the 79 net new contracts added in 2008, 45 were from our acquisition of Clinical Partners in August 2008 with related management fee revenue totaling $8.3 million during the year ended December 31, 2009. For the year ended December 31, 2009, EmCare added 106 new contracts and terminated 53 contracts resulting in an increase in net revenue of $74.5 million. Of the 106 new contracts added in 2009, 23 were from our acquisition of Pinnacle, which was effective December 19, 2009, with related net revenue of $2.6 million recorded in 2009. Net revenue under our "same store" contracts (contracts in existence for the entirety of both years) increased $62.7 million, or 8.1%, for the year ended December 31, 2009. The change is due to a 1.9% increase in revenue per weighted patient encounter and an increase in same store weighted patient encounters of 6.2% over the prior period.

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Compensation and benefits

Compensation and benefits costs for the year ended December 31, 2009 were $956.3 million, or 78.0% of net revenue, compared to $795.8 million, or 78.9% of net revenue, for the same period in 2008. Provider compensation costs increased $104.1 million from net new contract additions. "Same store" provider compensation and benefits costs were $34.8 million over the prior period due primarily to a 6.2% increase in same store weighted patient encounters. Non-provider compensation and total benefits costs increased by $21.6 million due primarily to our recent acquisitions, organic growth, and additional incentive related accruals.

Operating expenses

Operating expenses for the year ended December 31, 2009 were $39.9 million, or 3.3% of net revenue, compared to $36.4 million, or 3.6% of net revenue, for the same period in 2008. Operating expenses increased $3.5 million due primarily to higher collection agency and billing fees incurred in connection with the expansion of our anesthesiology and radiology businesses.

Insurance expense

Professional liability insurance expense for the year ended December 31, 2009 was $49.6 million, or 4.0% of net revenue, compared to $42.3 million, or 4.2% of net revenue, for the same period in 2008. An increase of prior year insurance provisions of $3.4 million was recorded during the year ended December 31, 2009 compared to an increase of $0.3 million during the same period in 2008.

Selling, general and administrative

Selling, general and administrative expense for the year ended December 31, 2009 was $25.3 million, or 2.1% of net revenue, compared to $23.7 million, or 2.4% of net revenue, for the same period in 2008. The increase is due primarily to growth from net new contracts and acquisitions.

Depreciation and amortization

Depreciation and amortization expense for the year ended December 31, 2009 was $15.2 million, or 1.2% of net revenue, compared to $13.9 million, or 1.4% of net revenue, for the same period in 2008. The increase is due primarily to amortization of intangible assets associated with our recent acquisitions.

Year ended December 31, 2008 compared to year ended December 31, 2007

Consolidated

Our results for the year ended December 31, 2008 reflect an increase in net revenue of $302.9 million and an increase in net income of $25.0 million compared to the year ended December 31, 2007. The increase in net income is attributable primarily to an increase of $35.6 million in operating income and a decrease in interest expense of $4.9 million, offset by an increase in income tax expense. Basic and diluted earnings per share were $2.04 and $1.97, respectively, for the year ended December 31, 2008. Basic and diluted earnings per share were $1.44 and $1.39, respectively, for the same period in 2007.

Net revenue

For the year ended December 31, 2008, we generated net revenue of $2,409.9 million compared to net revenue of $2,107.0 million for the year ended December 31, 2007, representing an increase of 14.4%. The increase is attributable to increases in rates and volumes on existing contracts, increased volume from net new contracts and acquisitions, and increased FEMA deployment revenue at AMR.

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Adjusted EBITDA

Adjusted EBITDA was $243.6 million, or 10.1% of net revenue, for the year ended December 31, 2008 compared to $210.2 million, or 10.0% of net revenue, for the same period in 2007. The increase is attributable primarily to the net impact of revenue growth during the period.

Interest expense

Interest expense for the year ended December 31, 2008 was $42.1 million compared to $46.9 million for the same period in 2007. The decrease is attributable primarily to the lower rate under our interest rate swap agreement, which became effective in the fourth quarter of 2007. The swap agreement converts $200.0 million of variable rate debt to fixed rate debt with an effective rate of 6.3%.

Income tax expense

Income tax expense increased by $16.4 million for the year ended December 31, 2008, compared to the same period in 2007, which resulted primarily from increased operating income. Our effective tax rate for the year ended December 31, 2008 was 38.2% compared with 38.0% for the same period in 2007.

AMR

Net revenue

Net revenue for the year ended December 31, 2008 was $1,401.8 million, an increase of $182.6 million, or 15%, from $1,219.2 million for the same period in 2007. The increase in net revenue was due primarily to $97.2 million of additional FEMA deployment revenue, rate increases and higher weighted transport volume. Excluding the impact of the FEMA deployments, net revenue per weighted transport increased 5.7%, or $70.5 million and 1.2%, or $14.9 million as a result of higher weighted transport volume. The increase in net revenue per transport is attributable primarily to rate increases in several markets. Weighted transports increased approximately 36,400 in 2008 from the same period last year. The change was due to an increase in weighted transports of 98,700 from acquisitions and an increase in transport volume in existing markets of 0.6%, offset by a decrease in weighted transports of 79,500 from the restructuring and exit of certain of our operations.

Compensation and benefits

Compensation and benefit costs for the year ended December 31, 2008 were $841.6 million, or 60.0% of net revenue, compared to $772.7 million, or 63.4% of net revenue, for the year ended December 31, 2007. The increase was due primarily to compensation costs incurred as a result of increased hurricane deployments under our national FEMA contract, expenses from our acquisitions, annual salary increases and additional ambulance unit hour deployment. Excluding the impact of FEMA deployments, ambulance crew wages per ambulance unit hour increased by approximately 4.4%, or $19.6 million, principally from wage rate increases. Ambulance unit hours increased period over period by 1.9%, or $8.2 million. The increase is due to our acquisitions and increased transport volume in existing markets partially offset by the restructuring of certain of our operations and exit of other markets in 2007. Non-crew wages increased $14.9 million excluding the impact of FEMA deployments due primarily to additional compensation expenses from acquisitions of $5.3 million and annual salary increases of 4.5%. Benefit costs increased by $11.3 million excluding FEMA deployment benefit costs for the year ended December 31, 2008 compared to the same period in 2007. The change is attributable to increased health insurance costs and additional benefit costs related to our acquisitions.

Operating expenses

Operating expenses for the year ended December 31, 2008 were $347.0 million, or 24.8% of net revenue, compared to $275.6 million, or 22.6% of net revenue, for the year ended December 31, 2007. The change is due primarily to the combined impact of increased external provider expenses from our national FEMA deployment and our managed transportation business of $54.2 million. Additionally, increased fuel costs of $8.0 million and increased operating expenses of $5.0 million from our acquisitions also contributed to the change.

Insurance expense

Insurance expense for the year ended December 31, 2008 was $39.9 million, or 2.8% of net revenue, compared to $36.5 million, or 3.0% of net revenue, for the year ended December 31, 2007. We recorded a reduction of prior year insurance provisions of $4.4 million during the year ended December 31, 2008 compared to $11.3 million for the same period in 2007.

Selling, general and administrative

Selling, general and administrative expense for the year ended December 31, 2008 was $45.9 million, or 3.3% of net revenue, compared to $42.3 million, or 3.5% of net revenue, for the year ended December 31, 2007. The increase is due primarily to travel and other administrative expenses for our national FEMA deployment.

Restructuring charges

Restructuring charges of $2.2 million were recorded during the year ended December 31, 2007, related to the closure of one of our billing offices and restructuring our operations in Los Angeles and Orange Counties in California. There were no restructuring charges during the year ended December 31, 2008.

Depreciation and amortization

Depreciation and amortization expense for the year ended December 31, 2008 was $55.1 million, or 3.9% of net revenue, compared to $56.6 million, or 4.6% of net revenue, for the same period in 2007.

EmCare

Net revenue

Net revenue for the year ended December 31, 2008 was $1,008.1 million, an increase of $120.3 million, or 13.5%, from $887.8 million for the year ended December 31, 2007. Following December 31, 2006, we added 96 net new contracts which accounted for a net revenue increase of $88.8 million in 2008. Of the 96 net new contracts added since December 31, 2006, 17 were added in 2007 resulting in an increase in 2008 net revenue of $23.9 million. For the year ended December 31, 2008, EmCare added 132 new contracts and terminated 53 contracts resulting in an increase in net revenue of $64.9 million. Net revenue under our "same store" contracts (contracts in existence for the entirety of both years) increased $31.5 million, or 4.4%, for the year ended December 31, 2008 due to a 0.9% increase, 4.5% increase excluding retroactive revenue adjustments discussed below, in revenue per encounter and an increase in same store patient encounters of 3.5%. Retroactive adjustments, which increased revenue for the year ended December 31, 2008 and 2007, were 0.9% and 3.7% of EmCare's net revenue, respectively.

Compensation and benefits

Compensation and benefits costs for the year ended December 31, 2008 were $795.8 million, or 78.9% of net revenue, compared to $683.3 million, or 77.0% of net revenue, for the same period in 2007. Provider compensation costs increased $67.4 million from net new contract additions. "Same store" provider compensation and benefits costs were $34.6 million over the prior period due to a 4.1% increase in provider compensation per patient encounter. The increase is due primarily to higher net revenue per patient encounter and additional staffing due to growth in patient volumes.

Operating expenses

Operating expenses for the year ended December 31, 2008 were $36.4 million, or 3.6% of net revenue, compared to $41.9 million, or 4.7% of net revenue, for the same period in 2007. The decrease is due primarily to lower collection agency and billing fees.

Insurance expense

Professional liability insurance expense for the year ended December 31, 2008 was $42.3 million, or 4.2% of net revenue, compared to $29.8 million, or 3.4% of net revenue, for the same period in 2007. An increase of prior year insurance provisions of $0.3 million was recorded during the year ended December 31, 2008 compared to a reduction of $10.2 million recorded for the year ended December 31, 2007.

Selling, general and administrative

Selling, general and administrative expense for the year ended December 31, 2008 was $23.7 million, or 2.4% of net revenue, compared to $19.6 million, or 2.2% of net revenue, for the same period in 2007. The increase is due primarily to an increase in regional travel expense associated with the increase in contracts during the period.

Depreciation and amortization

Depreciation and amortization expense for the year ended December 31, 2008 was $13.9 million, or 1.4% of net revenue, compared to $13.9 million, or 1.6% of net revenue, for the same period in 2007.

Liquidity and Capital Resources

Our primary source of liquidity is cash flow provided by our operating activities. We can also use our revolving senior secured credit facility, described below, to supplement cash flows provided by our operating activities if we decide to do so for strategic or operating reasons. Our liquidity needs are primarily to service long-term debt and to fund working capital requirements, capital expenditures related to the acquisition of vehicles and medical equipment, technology-related assets and insurance-related deposits. See the discussion in Item 1A, "Risk Factors" for circumstances that could affect our sources of liquidity.

We have available to us, upon compliance with customary conditions, $100.0 million under the revolving credit facility, less any letters of credit outstanding. Outstanding letters of credit at December 31, 2009 were $43.6 million. Further, we have a conditional right under our senior secured credit facility to request new or existing lenders to provide up to an additional $100.0 million of term debt (in $20.0 million increments).

As of the date of this report, we are evaluating options to refinance all or part of our senior subordinated unsecured notes and our senior secured credit facility. Should we enter into a refinancing

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agreement, and depending on the terms of any agreement, interest and early debt extinguishment expenses would be impacted and new debt issuance costs would be incurred.

Cash Flow

The table below summarizes cash flow information derived from our statements of cash flows for the periods indicated (amounts in thousands):

	Year ended December 31,		
	2009	2008	2007
Net cash provided by (used in)			
Operating activities	$ 272,553	$ 211,457	$ 97,818
Investing activities	(116,629)	(74,945)	(100,226)
Financing activities	$ 30,791	$ (19,253)	$ (8,014)

Operating Activities

Net cash provided by operating activities was $272.6 million for the year ended December 31, 2009 compared to $211.5 million for the same period last year. Operating cash flows were affected primarily by changes in net income combined with changes in operating assets and liabilities. Operating cash flow associated with the change in prepaids and other current assets increased by $27.8 million for the year ended December 31, 2009 compared to the same period in 2008. The change is primarily attributable to the timing of payments for income taxes and insurance premiums. Accounts payable and accrued liabilities increased operating cash flow by $18.0 million during 2009 compared to a decrease of $1.4 million in 2008. The change is attributable primarily to the timing of payroll related payments. Operating cash flow associated with the change in insurance accruals increased by $10.8 million during 2009 compared to 2008. The increase relates primarily to the timing of claim payments. These changes were partially offset by a decrease in operating cash flow related to the change in accounts receivable. We continue to focus on implementing process improvements to further reduce our days sales outstanding, or DSO. Decreases in accounts receivable increased operating cash flows by $18.7 million for the year ended December 31, 2009 compared to $27.6 million for the same period in 2008. The reduction to accounts receivable during 2008 is also due to collection of the increased receivables outstanding as of December 31, 2007.

Net cash provided by operating activities was $211.5 million for the year ended December 31, 2008 compared to $97.8 million for the same period in 2007. Operating cash flows were affected primarily by changes in net income, accounts receivable and accounts payable and accrued liabilities. Decreases in accounts receivable increased operating cash flows by $27.6 million for the year ended December 31, 2008 compared to increases in accounts receivable of $75.0 million which decreased operating cash flows for the same period in 2007. The 2007 period was negatively impacted by increases in accounts receivable at both of our segments as described below. The reduction to accounts receivable during 2008 is due in large part to collection of the increased receivables outstanding as of December 31, 2007. The change in accounts payable and accrued liabilities is attributable primarily to the timing of payroll related liability payments.

We regularly analyze DSO, which is calculated by dividing our net revenue for the quarter by the number of days in the quarter. The result is divided into net accounts receivable at the end of the period. DSO provides us with a gauge to measure receivables, revenue and collection activities. The reductions since September 30, 2008 shown below are due to additional collections on accounts receivable as a result of continued billing and collection process enhancements at both AMR and EmCare. The following table outlines our DSO by segment and in total excluding the impact of AMR's

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2008 deployments under its contract with FEMA and EmCare's acquisition of Pinnacle in December 2009:

	Q4 2009	Q3 2009	Q2 2009	Q1 2009	Q4 2008	Q3 2008
AMR	68	70	73	74	79	83
EmCare	60	58	61	65	68	72
EMSC	64	64	67	70	74	78

Investing Activities

Net cash used in investing activities was $116.6 million for the year ended December 31, 2009 compared to $74.9 million for the same period in 2008. The change relates primarily to increases in acquisition activity and net capital expenditures. Acquisitions of businesses totaled $75.6 million during the year ended December 31, 2009 compared to $55.8 million during the same period in 2008. Net capital expenditures for the year ended December 31, 2009 were $12.9 million higher than the same period in 2008.

Net cash used in investing activities was $74.9 million for the year ended December 31, 2008 compared to $100.2 million for the same period in 2007. The decrease related primarily to reduced acquisition and net capital expenditures. Acquisitions of businesses totaled $55.8 million during the year ended December 31, 2008 compared to $75.6 million during the same period in 2007. Net capital expenditures for the year ended December 31, 2008 were $6.3 million less than the same period in 2007.

Financing Activities

For the year ended December 31, 2009, net cash provided by financing activities was $30.8 million compared to net cash used in financing activities of $19.3 million for the same period in 2008. The variance relates primarily to unscheduled payments of approximately $20.0 million on our senior secured credit facility in 2008 combined with increased cash flows from the exercise of stock options and the cash flow benefit related to tax deductions for stock-based compensation during the year ended December 31, 2009. At December 31, 2009 and 2008, there were no amounts outstanding under our revolving credit facility.

For the year ended December 31, 2008, net cash used in financing activities was $19.3 million compared to $8.0 million for the same period in 2007. The variance related primarily to unscheduled payments of approximately $20.0 million on our senior secured credit facility in 2008. Included in net cash used in financing activities for the year ended December 31, 2008 and 2007, are borrowings and repayments under our revolving credit facility. At December 31, 2008 and 2007, there were no amounts outstanding under our revolving credit facility.

Debt Facilities

We have a $450.0 million senior secured credit facility bearing interest at variable rates at specified margins above either the agent bank's alternate base rate or its LIBOR rate. The senior secured credit facility consists of a $100.0 million, six-year revolving credit facility due in 2011 and a $350.0 million, seven-year term loan due in 2012. We also have 10% senior subordinated notes with a principal balance of $250.0 million due 2015. We prepaid $20.0 million of the term loan in 2008.

Our $350.0 million term loan carries interest at the alternate base rate, plus a margin of 1.00%, or the LIBOR rate, plus a margin of 2.00%. The term loan is subject to quarterly amortization of principal (in quarterly installments), with 1% of the aggregate principal payable in each of the first six years, with the remaining balance due in the final year. Our $100.0 million revolving credit facility initially bears interest at the alternate base rate, plus a margin of 1.00%, or the LIBOR rate, plus a margin of 2.00%. We had no outstanding borrowings under the revolving credit facility at December 31, 2009 and 2008. Under the terms of our senior secured credit facility, our letters of credit outstanding reduce our available borrowings under the revolving credit facility. At December 31, 2009, our outstanding letters of credit totaled $43.6 million, including $26.7 million to support our self-insurance program and $16.9 million, primarily related to secure our performance under certain 911 emergency response contracts, and our availability under the revolving credit facility was $56.4 million.

All amounts borrowed under our senior secured credit facility are collateralized by, among other things:

- substantially all present and future shares of the capital stock of AMR HoldCo, Inc., and EmCare HoldCo, Inc., our wholly-owned subsidiaries which are the co-borrowers, and each of their present and future domestic subsidiaries and 65% of the capital stock of controlled foreign corporations;

- substantially all present and future intercompany debt of the co-borrowers and each guarantor; and

- substantially all of the present and future property and assets, real and personal, of the co-borrowers and each guarantor.

The agreements governing our senior secured credit facility contain customary affirmative and negative covenants, including, among other things, restrictions on indebtedness, liens, mergers and consolidations, sales of assets, loans, acquisitions, joint ventures, restricted payments, transactions with affiliates, dividends and other payment restrictions affecting subsidiaries, a change in control of the company and other matters customarily restricted in such agreements. The agreement governing our senior secured credit facility also contains financial covenants, including a maximum total leverage ratio (3.75 to 1.00 as of December 31, 2009), maximum senior leverage ratio (2.00 to 1.00 as of December 31, 2009), a minimum fixed charge coverage ratio (1.20 to 1.00 as of December 31, 2009) and a maximum annual capital expenditure amount ($70 million as of December 31, 2009). The financial covenant ratios are based on adjusted EBITDA, which is the amount of our income (loss) from operations before depreciation and amortization expenses and other specifically identified exclusions. These ratios are to be calculated each quarter based on the financial data for the four fiscal quarters then ending. Each financial covenant ratio and capital expenditure amount adjusts over time as set forth in our senior secured credit facility. Our failure to meet any of these financial covenants could be an event of default under our senior secured credit facility.

On March 7, 2007, we entered into Waiver and Amendment No. 2, or the Second Amendment, to our senior secured credit facility. The Second Amendment increased the threshold consideration requiring us to provide financial information to the lenders prior to an acquisition, eliminated the annual and aggregate maximum amounts we are permitted to spend on acquisitions, and extended our deadlines to provide lenders with financial forecasts of EMS LP and its subsidiaries for the immediately following fiscal year. In addition, the Second Amendment waived any potential technical non-compliance with the senior secured credit facility arising from a name change related to AMR HoldCo, Inc.

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The calculated ratios and amounts for the year ended December 31, 2009 were as follows (dollars in thousands):

Total Leverage Ratio:		1.58
Consolidated Indebtedness/	$	453,930
Adjusted LTM EBITDA[(1)]	$	286,982
Senior Leverage Ratio:		0.71
Senior Indebtedness/	$	203,930
Adjusted LTM EBITDA[(1)]	$	286,982
Fixed Charge Coverage Ratio:		6.51
Fixed Charge Numerator[(2)]	$	242,374
Fixed Charge Denominator[(3)]	$	37,203
Capital Expenditures:	$	44,608

(1) "Adjusted LTM EBITDA" is calculated as set forth in our senior secured credit facility: our consolidated Adjusted EBITDA for the four fiscal quarters ended December 31, 2009, adding back all management fees, and other specifically identified exclusions.

(2) The numerator for the fixed charge ratio is calculated as set forth in our senior secured credit facility: Adjusted EBITDA, less capital expenditures, for the four fiscal quarters ended December 31, 2009.

(3) The denominator for the fixed charge ratio is calculated as set forth in our senior secured credit facility: the sum of our consolidated interest expense, cash income taxes and principal amount of all scheduled amortization payments on all Indebtedness (as defined), including pro forma annual principal payments on our senior secured credit facility, for the four fiscal quarters ended December 31, 2009.

The indenture governing our senior subordinated notes contains a number of covenants that, among other things, restrict our ability and the ability of our subsidiaries, subject to certain exceptions, to sell assets, incur additional debt or issue preferred stock, repay other debt, pay dividends and distributions or repurchase our capital stock, create liens on assets, make investments, loans or advances, make certain acquisitions, engage in mergers or consolidations and engage in certain transactions with affiliates. We do not expect to be in violation of our debt covenants in 2010.

Off-Balance Sheet Arrangements

We do not have any relationships with unconsolidated entities or financial partnerships, such as entities often referred to as structured finance or special purpose entities, established for the purpose of facilitating off-balance sheet arrangements or other contractually narrow or limited purposes. Accordingly, we are not materially exposed to any financing, liquidity, market or credit risk that could arise if we had engaged in such relationships.

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Tabular Disclosure of Contractual Obligations and other Commitments

The following table reflects a summary of obligations and commitments outstanding as of December 31, 2009, including our borrowings under our senior secured credit facility and our senior subordinated notes.

	Less than 1 Year	1-3 Years	3-5 Years	More than 5 Years	Total
			(in thousands)		
Contractual obligations (Payments Due by Period):					
Senior secured credit facility[1]	$ 2,097	$ 197,668	$	$	$ 199,765
Senior subordinated notes[1]				250,000	250,000
Capital lease obligations	2,232	419	226	334	3,211
Other long-term debt	418	269	82	479	1,248
Interest on debt[2]	29,513	30,708	72,292	2,778	135,291
Operating lease obligations	34,959	57,730	33,222	49,664	175,575
Other contractual obligations[3]	26,727	19,454	9,389	4,336	59,906
Subtotal	95,946	306,248	115,211	307,591	824,996
Other commitments (Amount of Commitment Expiration Per Period):					
Guarantees of surety bonds				33,504	33,504
Letters of credit[4]		43,637			43,637
Subtotal		43,637		33,504	77,141
Total obligations and commitments	$ 95,946	$ 349,885	$ 115,211	$ 341,095	$ 902,137

(1) Excludes interest on our senior secured credit facility and senior subordinated notes.

(2) Interest on our floating rate debt was calculated for all years using the effective rate as of December 31, 2009 of 2.24%. See the discussion in Item 7A, "Quantitative and Qualitative Disclosures of Market Risk", for situations that could result in changes to interest costs on our variable interest rate debt.

(3)

Includes Onex management fees, dispatch fees and responder fees, and other purchase obligations of goods and services.

(4)
Letters of credit are collateralized by our revolving credit facility and are, thus, considered to be due in 2011.

We have capital leases relating to approximately 410 ambulances and certain leasehold improvements. The terms of the leases expire at various dates through March 2018.

ITEM 7A. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

As of December 31, 2009, we had $451.0 million of outstanding debt, excluding capital leases, of which $199.8 million was variable rate debt under our senior secured credit facility and the balance was fixed rate debt, including the $250 million aggregate principal amount of our senior subordinated notes. An increase or decrease in interest rates of 0.125% will impact our interest costs by $0.3 million.

We manage our exposure to changes in market interest rates and fuel prices and, as appropriate, use highly effective derivative instruments to manage well-defined risk exposures. At December 31, 2009, we were party to a series of fuel hedge transactions with a major financial institution under one master agreement. Each of the nine transactions effectively fixes the cost of diesel fuel at prices ranging from $2.91 to $3.15 per gallon. We purchase the diesel fuel at the market rate and periodically settle with our counterparty for the difference between the national average price for the period published by the Department of Energy and the agreed upon fixed price. The transactions fix the price for a total of 2.7 million gallons and are spread over periods from January 2010 through December 2010.

ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

See index to financial information on page F-1.

ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None.

ITEM 9A. CONTROLS AND PROCEDURES

Evaluation of Disclosure Controls and Procedures

As required by Rule 13a-15(b) of the Securities Exchange Act of 1934, as amended, management carried out an evaluation under the supervision and with the participation of the Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures that were in effect as of the end of the period covered by this report. Our Chief Executive Officer and Chief Financial Officer each concluded that our disclosure controls and procedures are effective at a reasonable assurance level as of December 31, 2009, the end of the period covered by this report.

Changes in Internal Control over Financial Reporting

There have been no changes in our internal controls over financial reporting during our most recent fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal controls over financial reporting.

Management's Report on Internal Control over Financial Reporting

Our management is responsible for establishing and maintaining adequate internal controls over financial reporting, as such term is defined in Exchange Act Rule 13a-15(f). The Company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with U.S. generally accepted accounting principles.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Under the supervision and with the participation of our management, including our Chief Executive Officer and Chief Financial Officer, the Company conducted an assessment of the effectiveness of its internal control over financial reporting as of December 31, 2009. The assessment was based on criteria established in the framework *Internal Control Integrated Framework*, issued by the Committee of Sponsoring Organizations of the Treadway Commission. Based on this assessment, management concluded that our internal control over financial reporting was effective as of December 31, 2009.

The effectiveness of our internal control over financial reporting as of December 31, 2009, has been audited by Ernst & Young LLP, an independent registered public accounting firm. Their report appears with the Consolidated Financial Statements included in Part II, Item 8 of this Form 10-K.

ITEM 9B. OTHER INFORMATION

On February 18, 2010, Amendment No. 3 to the Investor Equityholders' Agreement, or the Investor Equityholders' Agreement, dated February 10, 2005, among EMS LP, Onex Partners, LP and the employee equityholders signatory thereto, became effective. The Investor Equityholders' Agreement previously restricted certain employees from selling their holdings of class A common stock of EMSC, or options exercisable therefor, predating EMSC's initial public offering in December 2005 in an amount exceeding the greater of the percentage of their original investment sold by the Onex-affiliated investors in our Company or 50% of such individuals' original holdings. Amendment No. 3 provides that the employee equityholders signatory to the agreement will be obligated to maintain aggregate holdings of stock and options received prior to EMSC's initial public offering in an amount equal to, or greater than, the aggregate percentage ownership of the Onex entities in EMSC.

PART III.

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS OF THE REGISTRANT

Incorporated by reference to the Company's Proxy Statement for its Annual Stockholders Meeting to be filed with the Securities and Exchange Commission within 120 days after December 31, 2009.

ITEM 11. EXECUTIVE COMPENSATION

Incorporated by reference to the Company's Proxy Statement for its Annual Stockholders Meeting to be filed with the Securities and Exchange Commission within 120 days after December 31, 2009.

ITEM 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS

Incorporated by reference to the Company's Proxy Statement for its Annual Stockholders Meeting to be filed with the Securities and Exchange Commission within 120 days after December 31, 2009.

ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

Incorporated by reference to the Company's Proxy Statement for its Annual Stockholders Meeting to be filed with the Securities and Exchange Commission within 120 days after December 31, 2009.

ITEM 14. PRINCIPAL ACCOUNTING FEES AND SERVICES

Incorporated by reference to the Company's Proxy Statement for its Annual Stockholders Meeting to be filed with the Securities and Exchange Commission within 120 days after December 31, 2009.

PART IV.

ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES

Financial Statement Schedules

The Consolidated and Combined Financial Statements and Notes thereto filed as part of Form 10-K can be found in Item 8, "Financial Statements and Supplementary Data", of this Annual Report.

Exhibits

The list of exhibits required by Item 601 of Regulation S-K and filed as part of this Annual Report on Form 10-K is as follows:

Exhibit No.	Description
2.1	Stock Purchase Agreement, dated as of December 6, 2004, by and among Laidlaw International, Inc., Laidlaw Medical Holdings, Inc. and Emergency Medical Services Corporation (incorporated by reference to Exhibit 2.1 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
2.2	Amendment to Stock Purchase Agreement, dated February 10, 2005, by and among Laidlaw International, Inc., Laidlaw Medical Holdings, Inc. and Emergency Medical Services Corporation (incorporated by reference to Exhibit 2.2 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
2.3	Stock Purchase Agreement, dated as of December 6, 2004, by and among Laidlaw International, Inc., Laidlaw Medical Holdings, Inc. and Emergency Medical Services Corporation (incorporated by reference to Exhibit 2.3 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
2.4	Amendment to Stock Purchase Agreement, dated as of February 10, 2005, by and among Laidlaw International, Inc., Laidlaw Medical Holdings, Inc. and Emergency Medical Services Corporation (incorporated by reference to Exhibit 2.4 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
2.5	Letter, dated March 25, 2005, to EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.) from Laidlaw Medical Holdings, Inc. (incorporated by reference to Exhibit 2.5 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
3.1	Amended and Restated Certificate of Incorporation of Emergency Medical Services Corporation (incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K for the eleven months ended December 31, 2005).
3.2	Amended and Restated By-Laws of Emergency Medical Services Corporation (incorporated by reference to Exhibit 3.2 of the Company's Annual Report on Form 10-K for the eleven months ended December 31, 2005).
3.3	Certificate of Formation of Emergency Medical Services L.P. (incorporated by reference to Exhibit 3.3 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
3.4	Second Amended and Restated Agreement of Limited Partnership of Emergency Medical Services L.P., by and among Emergency Medical Services Corporation and the persons listed on Schedule A thereto (incorporated by reference to Exhibit 3.4 of the Company's Annual Report on Form 10-K for the year ended December 31, 2007).

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Exhibit No.	Description
4.1	Form of Class A Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Company's Amendment No. 5 to Registration Statement on Form S-1 filed December 6, 2005).
4.2	Form of Class B Common Stock Certificate (incorporated by reference to Exhibit 4.2 of the Company's Amendment No. 5 to Registration Statement on Form S-1 filed December 6, 2005).
4.3	Investor Equityholders Agreement, dated February 10, 2005, by and among Emergency Medical Services L.P., Onex Partners LP and the equityholders listed on the signature pages thereto (incorporated by reference to Exhibit 4.3 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
4.3.1	Amendment No. 2 to Investor Equityholders Agreement, dated March 12, 2009, by and among Emergency Medical Services L.P., Onex Partners LP and the equityholders listed on the signature pages thereto (incorporated by reference to Exhibit 4.3.2 of the Company's Quarterly Report on Form 10-Q filed August 4, 2009).
4.3.2	Amendment No. 3 to Investor Equityholders Agreement, dated February 18, 2010, by and among Emergency Medical Services L.P., Onex Partners LP and the equityholders listed on the signature pages thereto.*
4.4	Equityholders Agreement, dated as of February 10, 2005, by and among Emergency Medical Services L.P., Onex Partners LP and the equityholders listed on the signature pages thereto (incorporated by reference to Exhibit 4.4 of the Company's Amendment No. 1 to Registration Statement on Form S-1 filed September 14, 2005).
4.4.1	Amendment No. 2 to the Equityholders Agreement, dated as of February 26, 2008, by and among Emergency Medical Services L.P., Onex Partners L.P. and the equityholders listed on the signature page thereto (incorporated by reference to Exhibit 4.4.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2007).
4.5	Registration Agreement, dated February 10, 2005, by and among Emergency Medical Services L.P. and the persons listed on Schedule A thereto and amendment thereto (incorporated by reference to Exhibit 4.5 of the Company's Amendment No. 1 to Registration Statement on Form S-1 filed September 14, 2005).
4.6	Indenture, dated February 10, 2005, by and among EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Inc., the guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.6 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
4.7	Supplemental Indenture, dated April 15, 2005, by and among AMR Brockton L.L.C., EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Inc., the guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.7 of the Company's Registration Statement on Form S-1filed August 2, 2005).
4.8	Supplemental Indenture No. 2, effective as of September 30, 2005, by and among Global Medical Response, Inc., EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Inc., the guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.8 of the Company's Amendment No. 3 to Registration Statement on Form S-1 filed November 14, 2005).

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Exhibit No.	Description
4.9	Supplemental Indenture No. 3, effective as of February 23, 2006, by and among Emergency Medical Services Corporation, EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Inc., the guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.8 of the Company's Amendment No. 3 to Registration Statement on Form S-1 filed November 14, 2005).
4.10	Supplemental Indenture No. 4, effective as of August 7, 2006, among the Issuers named therein, the Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.10 of the Company's Annual Report on Form 10-K for the year ended December 31, 2006).
4.11	Supplemental Indenture No. 5, effective as of August 7, 2006, among Air Ambulance Specialists, Inc., a Colorado corporation and successor by merger to Eagle Acquisition Subsidiary, Inc., the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.11 of the Company's Annual Report on Form 10-K for the year ended December 31, 2006).
4.12	Supplemental Indenture No. 6, effective as of November 28, 2006, among Electrolyte Acquisition Subsidiary, Inc., the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.12 of the Company's Annual Report on Form 10-K for the year ended December 31, 2006).
4.13	Supplemental Indenture No. 7, effective as of July 10, 2007, among Nevada Red Rock Holdings, Inc., Nevada Red Rock Ambulance, Inc., the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.13 of the Company's Quarterly Report on Form 10-Q filed November 5, 2008).
4.14	Supplemental Indenture No. 8, effective as of August 10, 2007, among Medicwest Holdings, Inc., Medicwest Ambulance, Inc., the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.14 of the Company's Quarterly Report on Form 10-Q filed November 5, 2008).
4.15	Supplemental Indenture No. 9, effective as of August 17, 2007, among Mission Care Services, LLC, Mission Care of Illinois, LLC, Mission Care of Missouri, LLC, Access2Care, LLC and Abbott Ambulance, Inc., the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.15 of the Company's Quarterly Report on Form 10-Q filed November 5, 2008).
4.16	Supplemental Indenture No. 10, effective as of October 19, 2007, among Arizona Oasis Acquisition, Inc., the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.16 of the Company's Quarterly Report on Form 10-Q filed November 5, 2008).
4.17	Supplemental Indenture No. 11, effective as of March 14, 2008, among Radiology Staffing Solutions, Inc. and RadStaffing Management Solutions Inc., the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.17 of the Company's Quarterly Report on Form 10-Q filed November 5, 2008).

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Exhibit No.	Description
4.18	Supplemental Indenture No. 12, effective as of March 28, 2008, among River Medical Incorporated, the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.18 of the Company's Quarterly Report on Form 10-Q filed November 5, 2008).
4.19	Supplemental Indenture No. 14, effective as of November 13, 2008, among Templeton Readings, LLC, the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.21 of the Company's Quarterly Report on Form 10-Q filed August 4, 2009).
4.20	Supplemental Indenture No. 15, effective as of May 21, 2009, among EMS Offshore Medical Services, LLC, the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.22 of the Company's Quarterly Report on Form 10-Q filed August 4, 2009).
4.21	Supplemental Indenture No. 16, effective as of September 11, 2009, among EverRad, LLC, the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.23 of the Company's Quarterly Report on Form 10-Q filed November 4, 2009).
4.22	Registration Rights Agreement, dated as of February 10, 2005, by and among EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Inc., the guarantors named therein, Banc of America Securities LLC and J.P. Morgan Securities Inc.(incorporated by reference to Exhibit 4.9 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
4.23	Voting and Exchange Trust Agreement, dated as of December 20, 2005, among Emergency Medical Services Corporation, Emergency Medical Services L.P. and Onex Corporation(incorporated by reference to Exhibit 4.11 of the Company's Annual Report on Form 10-K for the eleven months ended December 31, 2005).
4.24	Form of Indemnification Agreement (incorporated by reference to Exhibit 4.11 of the Company's Amendment No. 4 to Registration Statement on Form S-1 filed December 5, 2005).
4.25	Form of 10% Senior Subordinated Note due 2015 (included in Exhibit 4.6).
4.26	Notification of Guarantee, dated as of February 10, 2005, executed by the guarantors identified therein (incorporated by reference to Exhibit 4.12 of the Company's Registration Statement on Form S-4 filed October 11, 2005).
9.1	Voting and Exchange Trust Agreement, dated as of December 20, 2005, among Emergency Medical Services Corporation, Emergency Medical Services L.P. and Onex Corporation (included in Exhibit 4.11 and incorporated by reference to Exhibit 9.1 of the Company's Annual Report on Form 10-K for the eleven months ended December 31, 2005).
10.1	Employment Agreement, dated December 6, 2004, between William A. Sanger and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.1 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.1.1	Amendment to Employment Agreement, dated January 1, 2009, between William A. Sanger and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.1.1 of the Company's Annual Report on Form 10-K for the twelve months ended December 31, 2008).

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Exhibit No.	Description
10.1.2	Amendment to Employment Agreement, dated March 12, 2009, between William A. Sanger and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.1.2 of the Company's Quarterly Report on Form 10-Q filed on May 6, 2009).
10.2	Employment Agreement, dated as of February 10, 2005, between Don S. Harvey and Emergency Medical Services L.P., and assigned to Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.2 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.2.1	Amendment to Employment Agreement, dated January 1, 2009, between Don S. Harvey and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.2.1 of the Company's Annual Report on Form 10-K for the twelve months ended December 31, 2008).
10.3	Employment Agreement, dated as of February 10, 2005, between Randel G. Owen and Emergency Medical Services L.P., and assignment to Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.3 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.3.1	Amendment to Employment Agreement, dated January 1, 2009, between Randel G. Owen and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.3.1 of the Company's Annual Report on Form 10-K for the twelve months ended December 31, 2008).
10.3.2	Amendment to Employment Agreement, dated March 12, 2009, between Randel G. Owen and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.3.1 of the Company's Quarterly Report on Form 10-Q filed on May 6, 2009).
10.4	Employment Agreement, dated as of February 10, 2005, between Todd Zimmerman and Emergency Medical Services L.P., and assignment to Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.4 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.4.1	Amendment to Employment Agreement, dated January 1, 2009, between Todd Zimmerman and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.4.1 of the Company's Annual Report on Form 10-K for the twelve months ended December 31, 2008).
10.4.2	Amendment to Employment Agreement, dated March 12, 2009, between Todd Zimmerman and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.4.1 of the Company's Quarterly Report on Form 10-Q filed on May 6, 2009).
10.5	Employment Agreement, dated as of April 19, 2005, by and between Emergency Medical Services L.P. and Dighton Packard, M.D., and assignment to Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.5 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.5.1	Amendment to Employment Agreement, dated January 1, 2009, between Dighton Packard and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.5.1 of the Company's Annual Report on Form 10-K for the twelve months ended December 31, 2008).
10.6	Emergency Medical Services L.P. Equity Option Plan (incorporated by reference to Exhibit 10.6 of the Company's Registration Statement on Form S-1 filed August 2,2005).**

Exhibit No.	Description
10.7	Emergency Medical Services L.P. Equity Purchase Plan (incorporated by reference to Exhibit 10.7 of the Company's Registration Statement on Form S-1 filed August 2,2005).**
10.8	Management Agreement, dated February 10, 2005, by and among Onex Partners Manager LP, EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), Inc. and EmCare HoldCo, Inc. (incorporated by reference to Exhibit 10.8 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.9	Purchase Agreement, dated January 27, 2005, among EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Inc., the Registrant, the guarantors party thereto, Banc of America LLC Securities and J.P. Morgan Securities Inc. (incorporated by reference to Exhibit 10.9 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.10	Credit Agreement, dated as of February 10, 2005, among EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Inc., Emergency Medical Services L.P., the guarantors party thereto, Bank of America, N.A. and the other lenders party thereto(incorporated by reference to Exhibit 10.10 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.11.1	Amendment No. 1, dated March 29, 2005, among EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Emergency Medical Services L.P., the guarantors and the lenders party thereto, to the Credit Agreement dated as of February 10, 2005, among EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Inc., Emergency Medical Services L.P., the guarantors party thereto, Bank of America, N.A. and the other lenders party thereto (incorporated by reference to Exhibit 10.11 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.11.2	Waiver and Amendment No. 2, dated March 7, 2007, among AMR HoldCo, Inc., EmCare HoldCo, Inc., Emergency Medical Services L.P., and the guarantors and lenders party thereto, to the Credit Agreement, dated as of February 10, 2005 (incorporated by reference to Exhibit 10.11.2 of the Company's Annual Report on Form 10-K for the year ended December 31, 2006).
10.12	Security Agreement, dated as of February 10, 2005, made by EMSC Management, Inc.(formerly known as AMR HoldCo, Inc.), EmCare HoldCo., Inc., the guarantors party thereto, in favor of Bank of America, N.A. (incorporated by reference to Exhibit 10.12 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.13	Assignment, dated as of December 20, 2005, by and among Emergency Medical Services Corporation, EMSC Management, Inc. and ClaimCo L.P. (incorporated by reference to Exhibit 10.13 of the Company's Annual Report on Form 10-K for the eleven months ended December 31, 2005).
10.14.1	Form of Employee Equity Option Agreement (incorporated by reference to Exhibit 10.14.1of the Company's Annual Report on Form 10-K for the eleven months ended December 31, 2005).
10.14.2	Form of Director Equity Option Agreement (incorporated by reference to Exhibit 10.14.2 of the Company's Annual Report on Form 10-K for the eleven months ended December 31, 2005).
10.14.3	Form of 2007 LTIP Revised Option Agreement (incorporated by reference to Exhibit 10.14.3 of the Company's Annual Report on Form 10-K for the twelve months ended December 31, 2008).

Exhibit No.	Description
10.15	EMSC Non-Employee Director Compensation Program (incorporated by reference to Exhibit 10.1 of the Company's Quarterly Report on Form 10-Q/A for the quarter ended June 30, 2006).**
10.16	2007 Employee Stock Purchase Plan (incorporated by reference to Annex C to the Company's Proxy Statement for the Annual Stockholders Meeting filed April 16, 2007).
10.17	Amended and Restated 2007 Long-Term Incentive Plan (incorporated by reference to Annex A to the Company's Proxy Statement for the Annual Stockholders Meeting filed April 29, 2008).
10.18	Stock Purchase Plan (incorporated by reference to the Stock Purchase Plan Explanatory Guide and Prospectus included in the Company's Registration Statement on Form S-3 filed January 30, 2008).
10.19	Employment Agreement, dated as of May 4, 2009, between Mark A. Bruning and American Medical Response, Inc. (incorporated by reference to Exhibit 10.19 of the Company's Quarterly Report on Form 10-Q filed on August 4, 2009).
14.1	Code of Ethics (incorporated by reference to Exhibit 14.1 of the Company's Annual Report on Form 10-K for the eleven months ended December 31, 2005).
21.1	Subsidiaries of Emergency Medical Services L.P. and Emergency Medical Services Corporation.*
23.1	Consent of Independent Registered Public Accounting Firm.*
31.1	Certification of the Chief Executive Officer of Emergency Medical Services Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Certification of the Chief Executive Officer of Emergency Medical Services Corporation, as general partner of Emergency Medical Services L.P. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.3	Certification of the Chief Financial Officer of Emergency Medical Services Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.4	Certification of the Chief Financial Officer of Emergency Medical Services Corporation, as general partner of Emergency Medical Services L.P. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32.1	Certification of the Chief Executive Officer and the Chief Financial Officer of Emergency Medical Services Corporation pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Certification of the Chief Executive Officer and the Chief Financial Officer of Emergency Medical Services Corporation, as general partner of Emergency Medical Services L.P. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

* Filed with this Report

** Identifies each management compensation plan or arrangement

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SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrants have duly caused this report to be signed on their behalf by the undersigned, thereunto duly authorized, on the 19th day of February, 2010.

EMERGENCY MEDICAL SERVICES CORPORATION
(registrant)

By: /s/ William A. Sanger

William A. Sanger
Chairman and Chief Executive Officer

EMERGENCY MEDICAL SERVICES L.P.
(registrant)

By: Emergency Medical Services Corporation,
its General Partner

By: /s/ William A. Sanger

William A. Sanger
Chairman and Chief Executive Officer

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrants and in the capacities and on the dates indicated.

Signature	Title	Date
/s/ William A. Sanger **William A. Sanger**	Chairman, Chief Executive Officer and Director (Principal Executive Officer)	February 19, 2010
/s/ Randel G. Owen **Randel G. Owen**	Chief Financial Officer (Principal Financial Officer)	February 19, 2010
/s/ R. Jason Standifird **R. Jason Standifird**	Chief Accounting Officer (Principal Accounting Officer)	February 19, 2010
/s/ Robert M. Le Blanc **Robert M. Le Blanc**	Director	February 19, 2010
/s/ Steven B. Epstein **Steven B. Epstein**	Director	February 19, 2010

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Signature	Title	Date
/s/ Paul B. Iannini, M.D. **Paul B. Iannini, M.D.**	Director	February 19, 2010
/s/ James T. Kelly **James T. Kelly**	Director	February 19, 2010
/s/ Michael L. Smith **Michael L. Smith**	Director	February 19, 2010
/s/ Kevin E. Benson **Kevin E. Benson**	Director	February 19, 2010

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Exhibit Index

Exhibits

The list of exhibits required by Item 601 of Regulation S-K and filed as part of this Annual Report on Form 10-K is as follows:

Exhibit No.	Description
2.1	Stock Purchase Agreement, dated as of December 6, 2004, by and among Laidlaw International, Inc., Laidlaw Medical Holdings, Inc. and Emergency Medical Services Corporation (incorporated by reference to Exhibit 2.1 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
2.2	Amendment to Stock Purchase Agreement, dated February 10, 2005, by and among Laidlaw International, Inc., Laidlaw Medical Holdings, Inc. and Emergency Medical Services Corporation (incorporated by reference to Exhibit 2.2 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
2.3	Stock Purchase Agreement, dated as of December 6, 2004, by and among Laidlaw International, Inc., Laidlaw Medical Holdings, Inc. and Emergency Medical Services Corporation (incorporated by reference to Exhibit 2.3 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
2.4	Amendment to Stock Purchase Agreement, dated as of February 10, 2005, by and among Laidlaw International, Inc., Laidlaw Medical Holdings, Inc. and Emergency Medical Services Corporation (incorporated by reference to Exhibit 2.4 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
2.5	Letter, dated March 25, 2005, to EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.) from Laidlaw Medical Holdings, Inc. (incorporated by reference to Exhibit 2.5 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
3.1	Amended and Restated Certificate of Incorporation of Emergency Medical Services Corporation (incorporated by reference to Exhibit 3.1 of the Company's Annual Report on Form 10-K for the eleven months ended December 31, 2005).
3.2	Amended and Restated By-Laws of Emergency Medical Services Corporation (incorporated by reference to Exhibit 3.2 of the Company's Annual Report on Form 10-K for the eleven months ended December 31, 2005).
3.3	Certificate of Formation of Emergency Medical Services L.P. (incorporated by reference to Exhibit 3.3 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
3.4	Second Amended and Restated Agreement of Limited Partnership of Emergency Medical Services L.P., by and among Emergency Medical Services Corporation and the persons listed on Schedule A thereto (incorporated by reference to Exhibit 3.4 of the Company's Annual Report on Form 10-K for the year ended December 31, 2007).
4.1	Form of Class A Common Stock Certificate (incorporated by reference to Exhibit 4.1 of the Company's Amendment No. 5 to Registration Statement on Form S-1 filed December 6, 2005).
4.2	Form of Class B Common Stock Certificate (incorporated by reference to Exhibit 4.2 of the Company's Amendment No. 5 to Registration Statement on Form S-1 filed December 6, 2005).

Exhibit No.	Description
4.3	Investor Equityholders Agreement, dated February 10, 2005, by and among Emergency Medical Services L.P., Onex Partners LP and the equityholders listed on the signature pages thereto (incorporated by reference to Exhibit 4.3 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
4.3.1	Amendment No. 2 to Investor Equityholders Agreement, dated March 12, 2009, by and among Emergency Medical Services L.P., Onex Partners LP and the equityholders listed on the signature pages thereto (incorporated by reference to Exhibit 4.3.2 of the Company's Quarterly Report on Form 10-Q filed August 4, 2009).
4.3.2	Amendment No. 3 to Investor Equityholders Agreement, dated February 18, 2010, by and among Emergency Medical Services L.P., Onex Partners LP and the equityholders listed on the signature pages thereto.*
4.4	Equityholders Agreement, dated as of February 10, 2005, by and among Emergency Medical Services L.P., Onex Partners LP and the equityholders listed on the signature pages thereto (incorporated by reference to Exhibit 4.4 of the Company's Amendment No. 1 to Registration Statement on Form S-1 filed September 14, 2005).
4.4.1	Amendment No. 2 to the Equityholders Agreement, dated as of February 26, 2008, by and among Emergency Medical Services L.P., Onex Partners L.P. and the equityholders listed on the signature page thereto (incorporated by reference to Exhibit 4.4.1 to the Company's Annual Report on Form 10-K for the year ended December 31, 2007).
4.5	Registration Agreement, dated February 10, 2005, by and among Emergency Medical Services L.P. and the persons listed on Schedule A thereto and amendment thereto (incorporated by reference to Exhibit 4.5 of the Company's Amendment No. 1 to Registration Statement on Form S-1 filed September 14, 2005).
4.6	Indenture, dated February 10, 2005, by and among EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Inc., the guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.6 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
4.7	Supplemental Indenture, dated April 15, 2005, by and among AMR Brockton L.L.C., EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Inc., the guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.7 of the Company's Registration Statement on Form S-1filed August 2, 2005).
4.8	Supplemental Indenture No. 2, effective as of September 30, 2005, by and among Global Medical Response, Inc., EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Inc., the guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.8 of the Company's Amendment No. 3 to Registration Statement on Form S-1 filed November 14, 2005).
4.9	Supplemental Indenture No. 3, effective as of February 23, 2006, by and among Emergency Medical Services Corporation, EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Inc., the guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.8 of the Company's Amendment No. 3 to Registration Statement on Form S-1 filed November 14, 2005).

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Exhibit No.	Description
4.10	Supplemental Indenture No. 4, effective as of August 7, 2006, among the Issuers named therein, the Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.10 of the Company's Annual Report on Form 10-K for the year ended December 31, 2006).
4.11	Supplemental Indenture No. 5, effective as of August 7, 2006, among Air Ambulance Specialists, Inc., a Colorado corporation and successor by merger to Eagle Acquisition Subsidiary, Inc., the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.11 of the Company's Annual Report on Form 10-K for the year ended December 31, 2006).
4.12	Supplemental Indenture No. 6, effective as of November 28, 2006, among Electrolyte Acquisition Subsidiary, Inc., the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.12 of the Company's Annual Report on Form 10-K for the year ended December 31, 2006).
4.13	Supplemental Indenture No. 7, effective as of July 10, 2007, among Nevada Red Rock Holdings, Inc., Nevada Red Rock Ambulance, Inc., the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.13 of the Company's Quarterly Report on Form 10-Q filed November 5, 2008).
4.14	Supplemental Indenture No. 8, effective as of August 10, 2007, among Medicwest Holdings, Inc., Medicwest Ambulance, Inc., the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.14 of the Company's Quarterly Report on Form 10-Q filed November 5, 2008).
4.15	Supplemental Indenture No. 9, effective as of August 17, 2007, among Mission Care Services, LLC, Mission Care of Illinois, LLC, Mission Care of Missouri, LLC, Access2Care, LLC and Abbott Ambulance, Inc., the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.15 of the Company's Quarterly Report on Form 10-Q filed November 5, 2008).
4.16	Supplemental Indenture No. 10, effective as of October 19, 2007, among Arizona Oasis Acquisition, Inc., the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.16 of the Company's Quarterly Report on Form 10-Q filed November 5, 2008).
4.17	Supplemental Indenture No. 11, effective as of March 14, 2008, among Radiology Staffing Solutions, Inc. and RadStaffing Management Solutions Inc., the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.17 of the Company's Quarterly Report on Form 10-Q filed November 5, 2008).
4.18	Supplemental Indenture No. 12, effective as of March 28, 2008, among River Medical Incorporated, the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.18 of the Company's Quarterly Report on Form 10-Q filed November 5, 2008).

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Exhibit No.	Description
4.19	Supplemental Indenture No. 14, effective as of November 13, 2008, among Templeton Readings, LLC, the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.21 of the Company's Quarterly Report on Form 10-Q filed August 4, 2009).
4.20	Supplemental Indenture No. 15, effective as of May 21, 2009, among EMS Offshore Medical Services, LLC, the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.22 of the Company's Quarterly Report on Form 10-Q filed August 4, 2009).
4.21	Supplemental Indenture No. 16, effective as of September 11, 2009, among EverRad, LLC, the Issuers named therein, the other Guarantors named therein and U.S. Bank Trust National Association, as trustee (incorporated by reference to Exhibit 4.23 of the Company's Quarterly Report on Form 10-Q filed November 4, 2009).
4.22	Registration Rights Agreement, dated as of February 10, 2005, by and among EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Inc., the guarantors named therein, Banc of America Securities LLC and J.P. Morgan Securities Inc.(incorporated by reference to Exhibit 4.9 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
4.23	Voting and Exchange Trust Agreement, dated as of December 20, 2005, among Emergency Medical Services Corporation, Emergency Medical Services L.P. and Onex Corporation(incorporated by reference to Exhibit 4.11 of the Company's Annual Report on Form 10-K for the eleven months ended December 31, 2005).
4.24	Form of Indemnification Agreement (incorporated by reference to Exhibit 4.11 of the Company's Amendment No. 4 to Registration Statement on Form S-1 filed December 5, 2005).
4.25	Form of 10% Senior Subordinated Note due 2015 (included in Exhibit 4.6).
4.26	Notification of Guarantee, dated as of February 10, 2005, executed by the guarantors identified therein (incorporated by reference to Exhibit 4.12 of the Company's Registration Statement on Form S-4 filed October 11, 2005).
9.1	Voting and Exchange Trust Agreement, dated as of December 20, 2005, among Emergency Medical Services Corporation, Emergency Medical Services L.P. and Onex Corporation (included in Exhibit 4.11 and incorporated by reference to Exhibit 9.1 of the Company's Annual Report on Form 10-K for the eleven months ended December 31, 2005).
10.1	Employment Agreement, dated December 6, 2004, between William A. Sanger and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.1 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.1.1	Amendment to Employment Agreement, dated January 1, 2009, between William A. Sanger and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.1.1 of the Company's Annual Report on Form 10-K for the twelve months ended December 31, 2008).
10.1.2	Amendment to Employment Agreement, dated March 12, 2009, between William A. Sanger and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.1.2 of the Company's Quarterly Report on Form 10-Q filed on May 6, 2009).

Exhibit No.	Description
10.2	Employment Agreement, dated as of February 10, 2005, between Don S. Harvey and Emergency Medical Services L.P., and assigned to Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.2 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.2.1	Amendment to Employment Agreement, dated January 1, 2009, between Don S. Harvey and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.2.1 of the Company's Annual Report on Form 10-K for the twelve months ended December 31, 2008).
10.3	Employment Agreement, dated as of February 10, 2005, between Randel G. Owen and Emergency Medical Services L.P., and assignment to Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.3 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.3.1	Amendment to Employment Agreement, dated January 1, 2009, between Randel G. Owen and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.3.1 of the Company's Annual Report on Form 10-K for the twelve months ended December 31, 2008).
10.3.2	Amendment to Employment Agreement, dated March 12, 2009, between Randel G. Owen and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.3.1 of the Company's Quarterly Report on Form 10-Q filed on May 6, 2009).
10.4	Employment Agreement, dated as of February 10, 2005, between Todd Zimmerman and Emergency Medical Services L.P., and assignment to Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.4 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.4.1	Amendment to Employment Agreement, dated January 1, 2009, between Todd Zimmerman and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.4.1 of the Company's Annual Report on Form 10-K for the twelve months ended December 31, 2008).
10.4.2	Amendment to Employment Agreement, dated March 12, 2009, between Todd Zimmerman and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.4.1 of the Company's Quarterly Report on Form 10-Q filed on May 6, 2009).
10.5	Employment Agreement, dated as of April 19, 2005, by and between Emergency Medical Services L.P. and Dighton Packard, M.D., and assignment to Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.5 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.5.1	Amendment to Employment Agreement, dated January 1, 2009, between Dighton Packard and Emergency Medical Services Corporation (incorporated by reference to Exhibit 10.5.1 of the Company's Annual Report on Form 10-K for the twelve months ended December 31, 2008).
10.6	Emergency Medical Services L.P. Equity Option Plan (incorporated by reference to Exhibit 10.6 of the Company's Registration Statement on Form S-1 filed August 2,2005).**
10.7	Emergency Medical Services L.P. Equity Purchase Plan (incorporated by reference to Exhibit 10.7 of the Company's Registration Statement on Form S-1 filed August 2,2005).**

Exhibit No.	Description
10.8	Management Agreement, dated February 10, 2005, by and among Onex Partners Manager LP, EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), Inc. and EmCare HoldCo, Inc. (incorporated by reference to Exhibit 10.8 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.9	Purchase Agreement, dated January 27, 2005, among EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Inc., the Registrant, the guarantors party thereto, Banc of America LLC Securities and J.P. Morgan Securities Inc. (incorporated by reference to Exhibit 10.9 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.10	Credit Agreement, dated as of February 10, 2005, among EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Inc., Emergency Medical Services L.P., the guarantors party thereto, Bank of America, N.A. and the other lenders party thereto(incorporated by reference to Exhibit 10.10 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.11.1	Amendment No. 1, dated March 29, 2005, among EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Emergency Medical Services L.P., the guarantors and the lenders party thereto, to the Credit Agreement dated as of February 10, 2005, among EMSC Management, Inc. (formerly known as AMR HoldCo, Inc.), EmCare HoldCo, Inc., Emergency Medical Services L.P., the guarantors party thereto, Bank of America, N.A. and the other lenders party thereto (incorporated by reference to Exhibit 10.11 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.11.2	Waiver and Amendment No. 2, dated March 7, 2007, among AMR HoldCo, Inc., EmCare HoldCo, Inc., Emergency Medical Services L.P., and the guarantors and lenders party thereto, to the Credit Agreement, dated as of February 10, 2005 (incorporated by reference to Exhibit 10.11.2 of the Company's Annual Report on Form 10-K for the year ended December 31, 2006).
10.12	Security Agreement, dated as of February 10, 2005, made by EMSC Management, Inc.(formerly known as AMR HoldCo, Inc.), EmCare HoldCo., Inc., the guarantors party thereto, in favor of Bank of America, N.A. (incorporated by reference to Exhibit 10.12 of the Company's Registration Statement on Form S-1 filed August 2, 2005).
10.13	Assignment, dated as of December 20, 2005, by and among Emergency Medical Services Corporation, EMSC Management, Inc. and ClaimCo L.P. (incorporated by reference to Exhibit 10.13 of the Company's Annual Report on Form 10-K for the eleven months ended December 31, 2005).
10.14.1	Form of Employee Equity Option Agreement (incorporated by reference to Exhibit 10.14.1of the Company's Annual Report on Form 10-K for the eleven months ended December 31, 2005).
10.14.2	Form of Director Equity Option Agreement (incorporated by reference to Exhibit 10.14.2 of the Company's Annual Report on Form 10-K for the eleven months ended December 31, 2005).
10.14.3	Form of 2007 LTIP Revised Option Agreement (incorporated by reference to Exhibit 10.14.3 of the Company's Annual Report on Form 10-K for the twelve months ended December 31, 2008).

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10.17	Amended and Restated 2007 Long-Term Incentive Plan (incorporated by reference to Annex A to the Company's Proxy Statement for the Annual Stockholders Meeting filed April 29, 2008).
10.18	Stock Purchase Plan (incorporated by reference to the Stock Purchase Plan Explanatory Guide and Prospectus included in the Company's Registration Statement on Form S-3 filed January 30, 2008).
10.19	Employment Agreement, dated as of May 4, 2009, between Mark A. Bruning and American Medical Response, Inc. (incorporated by reference to Exhibit 10.19 of the Company's Quarterly Report on Form 10-Q filed on August 4, 2009).
14.1	Code of Ethics (incorporated by reference to Exhibit 14.1 of the Company's Annual Report on Form 10-K for the eleven months ended December 31, 2005).
21.1	Subsidiaries of Emergency Medical Services L.P. and Emergency Medical Services Corporation.*
23.1	Consent of Independent Registered Public Accounting Firm.*
31.1	Certification of the Chief Executive Officer of Emergency Medical Services Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.2	Certification of the Chief Executive Officer of Emergency Medical Services Corporation, as general partner of Emergency Medical Services L.P. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.3	Certification of the Chief Financial Officer of Emergency Medical Services Corporation pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
31.4	Certification of the Chief Financial Officer of Emergency Medical Services Corporation, as general partner of Emergency Medical Services L.P. pursuant to Section 302 of the Sarbanes-Oxley Act of 2002.*
32.1	Certification of the Chief Executive Officer and the Chief Financial Officer of Emergency Medical Services Corporation pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*
32.2	Certification of the Chief Executive Officer and the Chief Financial Officer of Emergency Medical Services Corporation, as general partner of Emergency Medical Services L.P. pursuant to 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.*

*
Filed with this Report

**
Identifies each management compensation plan or arrangement

Index to Financial Statements

Emergency Medical Services Corporation

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Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Emergency Medical Services Corporation

We have audited the accompanying consolidated balance sheets of Emergency Medical Services Corporation as of December 31, 2009 and 2008, and the related consolidated statements of operations and comprehensive income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2009. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Emergency Medical Services Corporation at December 31, 2009 and 2008, and the consolidated results of its operations and its cash flows for each of the three years in the period ended December 31, 2009, in conformity with U.S. generally accepted accounting principles.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), Emergency Medical Services Corporation's internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission and our report dated February 19, 2010 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Denver, Colorado
February 19, 2010

Report of Independent Registered Public Accounting Firm

The Board of Directors and Stockholders of Emergency Medical Services Corporation

We have audited Emergency Medical Services Corporation's internal control over financial reporting as of December 31, 2009, based on criteria established in Internal Control Integrated Framework issued by the Committee of Sponsoring Organizations of the Treadway Commission (the COSO criteria). Emergency Medical Services Corporation's management is responsible for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on the Company's internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the company's assets that could have a material effect on the financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

In our opinion, Emergency Medical Services Corporation maintained, in all material respects, effective internal control over financial reporting as of December 31, 2009, based on the COSO criteria.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of Emergency Medical Services Corporation as of December 31, 2009 and 2008, and the related consolidated statements of operations and comprehensive income, changes in equity, and cash flows for each of the three years in the period ended December 31, 2009, and our report dated February 19, 2010 expressed an unqualified opinion thereon.

/s/ ERNST & YOUNG LLP

Denver, Colorado
February 19, 2010

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Emergency Medical Services Corporation

Consolidated Balance Sheets

(in thousands, except share and per share amounts)

	December 31, 2009	December 31, 2008
Assets		
Current assets:		
Cash and cash equivalents	$ 332,888	$ 146,173
Insurance collateral	24,986	55,052
Trade and other accounts receivable, net	459,088	472,501
Parts and supplies inventory	22,270	21,160
Prepaids and other current assets	19,662	28,378
Current deferred tax assets	6,323	91,910
Total current assets	865,217	815,174
Non-current assets:		
Property, plant and equipment, net	125,855	124,869
Intangible assets, net	102,654	76,141
Non-current deferred tax assets	13,468	36,351
Insurance collateral	143,886	119,644
Goodwill	381,951	346,013
Other long-term assets	21,676	23,027
Total assets	$ 1,654,707	$ 1,541,219
Liabilities and Equity		
Current liabilities:		
Accounts payable	$ 70,759	$ 57,318
Accrued liabilities	273,704	257,918
Current portion of long-term debt	4,676	4,905
Total current liabilities	349,139	320,141
Long-term debt	449,254	453,600
Insurance reserves and other long-term liabilities	170,227	228,439
Total liabilities	968,620	1,002,180
Equity:		
Preferred stock ($0.01 par value; 20,000,000 shares authorized, 0 issued and outstanding)		
Class A common stock ($0.01 par value; 100,000,000 shares authorized, 29,541,411 and 9,606,766 issued and outstanding in 2009 and 2008, respectively)	295	96
Class B common stock ($0.01 par value; 40,000,000 shares authorized, 65,052 and 142,545 issued and	1	1

outstanding in 2009 and 2008, respectively)		
Class B special voting stock ($0.01 par value; 1 share authorized, issued and outstanding in 2009 and 2008)		
LP exchangeable units (13,724,676 and 32,107,500 units issued and outstanding in 2009 and 2008, respectively)	90,776	212,361
Additional paid-in capital	275,316	124,370
Retained earnings	319,042	203,803
Accumulated other comprehensive income (loss)	657	(1,592)
Total equity	686,087	539,039
Total liabilities and equity	$ 1,654,707	$ 1,541,219

The accompanying notes are an integral part of these financial statements.

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Emergency Medical Services Corporation

Consolidated Statements of Operations and Comprehensive Income

(in thousands, except share and per share amounts)

	Year ended December 31,		
	2009	**2008**	**2007**
Net revenue	$ 2,569,685	$ 2,409,864	$ 2,106,993
Compensation and benefits	1,796,779	1,637,425	1,455,970
Operating expenses	334,328	383,359	317,518
Insurance expense	97,610	82,221	66,308
Selling, general and administrative expenses	63,481	69,658	61,893
Depreciation and amortization expense	64,351	68,980	70,483
Restructuring charges			2,242
Income from operations	213,136	168,221	132,579
Interest income from restricted assets	4,516	6,407	7,143
Interest expense	(40,996)	(42,087)	(46,948)
Realized gain on investments	2,105	2,722	245
Interest and other income	1,816	2,055	2,055
Loss on early debt extinguishment		(241)	
Income before income taxes and equity in earnings of unconsolidated subsidiary	180,577	137,077	95,074
Income tax expense	(65,685)	(52,530)	(36,104)
Income before equity in earnings of unconsolidated subsidiary	114,892	84,547	58,970
Equity in earnings of unconsolidated subsidiary	347	300	848
Net income	115,239	84,847	59,818
Other comprehensive income (loss), net of tax:			
Unrealized holding (losses) gains during the period	(1,413)	(274)	2,262
Unrealized gains (losses) on derivative financial instruments	3,662	(2,324)	(1,232)
Comprehensive income	$ 117,488	$ 82,249	$ 60,848
Basic net income per common share	$ 2.71	$ 2.04	$ 1.44
Diluted net income per common share	$ 2.64	$ 1.97	$ 1.39
Average common shares outstanding, basic	42,552,716	41,652,783	41,551,207
Average common shares outstanding, diluted	43,623,800	43,130,782	43,146,881

The accompanying notes are an integral part of these financial statements.

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Emergency Medical Services Corporation

Consolidated Statements of Changes in Equity

	Shares/Units			
	Class A Common Stock	**Class B Common Stock**	**Class B Special Voting Stock**	**LP Exchangeable Units**
Balances December 31, 2006	9,262,853	142,545	1	32,107,500
Exercise of options	57,494			
Balances December 31, 2007	9,320,347	142,545	1	32,107,500
Exercise of options	265,792			
Issuance of stock under stock purchase plans	20,627			
Balances December 31, 2008	9,606,766	142,545	1	32,107,500
Exercise of options	1,459,851			
Restricted stock awarded	5,833			
Issuance of stock under stock purchase plans	8,644			
Secondary offering exchanges	18,400,000	(17,176)		(18,382,824)
Exchange of Class B common stock	60,317	(60,317)		
Balances December 31, 2009	29,541,411	65,052	1	13,724,676

The accompanying notes are an integral part of these financial statements.

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Emergency Medical Services Corporation

Consolidated Statements of Changes in Equity (Continued)

(in thousands)

	Class A Common Stock	Class B Common Stock	LP Exchangeable Units	Additional Paid-in Capital	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total Equity
Balances December 31, 2006	$ 93	$ 1	$ 212,361	$ 114,471	$ 59,138	$ (24)	$ 386,040
Exercise of options				383			383
Equity-based compensation				2,225			2,225
Net income					59,818		59,818
Unrealized holding gains						2,262	2,262
Net change in fair value of interest rate swap agreement						(1,232)	(1,232)
Balances December 31, 2007	93	1	212,361	117,079	118,956	1,006	449,496
Exercise of options	3			1,776			1,779
Equity-based compensation				4,871			4,871
Issuance of stock under stock purchase plans				644			644
Net income					84,847		84,847
Unrealized holding losses						(274)	(274)
Net change in fair value of interest rate swap agreement						(2,324)	(2,324)
Balances December 31, 2008	96	1	212,361	124,370	203,803	(1,592)	539,039
Exercise of options	15			10,500			10,515
Equity-based compensation				18,640			18,640
Issuance of stock under stock purchase plans				405			405
Secondary offering exchanges	184		(121,585)	121,401			
Net income					115,239		115,239
Unrealized holding losses						(1,413)	(1,413)
Net change in fair value of interest rate swap agreement						3,556	3,556
Fair value of fuel hedge						106	106
Balances December 31, 2009	$ 295	$ 1	$ 90,776	$ 275,316	$ 319,042	$ 657	$ 686,087

The accompanying notes are an integral part of these financial statements.

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Emergency Medical Services Corporation

Consolidated Statements of Cash Flows

(in thousands)

	Year ended December 31,		
	2009	**2008**	**2007**
Cash Flows from Operating Activities			
Net income	$ 115,239	$ 84,847	$ 59,818
Adjustments to reconcile net income to net cash provided by operating activities:			
Depreciation and amortization	66,182	71,084	72,556
Loss (gain) on disposal of property, plant and equipment	111	(175)	(2)
Equity-based compensation expense	3,979	2,476	1,727
Excess tax benefits from stock-based compensation	(17,448)		
Loss on early debt extinguishment		241	
Equity in earnings of unconsolidated subsidiary	(347)	(300)	(848)
Dividends received	971		416
Deferred income taxes	42,449	41,019	33,274
Changes in operating assets/liabilities, net of acquisitions:			
Trade and other accounts receivable	18,742	27,618	(74,991)
Parts and supplies inventory	(1,110)	(1,050)	(1,285)
Prepaids and other current assets	19,425	(8,378)	4,975
Accounts payable and accrued liabilities	17,998	(1,447)	5,184
Insurance accruals	6,362	(4,478)	(3,006)
Net cash provided by operating activities	272,553	211,457	97,818
Cash Flows from Investing Activities			
Purchases of property, plant and equipment	(44,728)	(32,088)	(38,335)
Proceeds from sale of property, plant and equipment	120	408	359
Acquisitions of businesses, net of cash received	(75,612)	(55,825)	(75,648)
Net change in insurance collateral	4,411	9,444	10,872
Other investing activities	(820)	3,116	2,526
Net cash used in investing activities	(116,629)	(74,945)	(100,226)
Cash Flows from Financing Activities			
EMSC issuance of class A common stock	10,515	2,423	383
Repayments of capital lease obligations and other debt	(5,109)	(39,230)	(76,033)
Excess tax benefits from stock-based compensation	17,448		
Net change in bank overdrafts	7,937	3,554	(2,664)
Borrowings under revolving credit facility		14,000	70,300
Net cash provided by (used in) financing activities	30,791	(19,253)	(8,014)
Change in cash and cash equivalents	186,715	117,259	(10,422)
Cash and cash equivalents, beginning of period	146,173	28,914	39,336
Cash and cash equivalents, end of period	$ 332,888	$ 146,173	$ 28,914
Cash paid for interest	$ 39,355	$ 40,427	$ 46,278

Cash paid (refunds received) for taxes	$ (7,057)	$ 11,511	$ 2,132
Non-cash activities			
Capital lease obligations incurred	$	$ 682	$ 8,038

The accompanying notes are an integral part of these financial statements.

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements

(dollars in thousands, except for share and per share amounts)

1. General

Basis of Presentation of Financial Statements

These financial statements have been prepared in accordance with accounting principles generally accepted in the United States ("GAAP") to reflect the consolidated financial position, results of operations and cash flows of Emergency Medical Services Corporation ("EMSC" or the "Company"). The consolidated financial statements of EMSC include those of its direct subsidiary, Emergency Medical Services, L.P. ("EMS LP"), a Delaware limited partnership (see note 2 "Summary of Significant Accounting Policies Equity Structure").

The Company operates in two segments, AMR in the healthcare transportation service business and EmCare in the outsourced facility-based physician service business. AMR operates in 38 states, providing a full range of medical transportation services from basic patient transit to the most advanced emergency care and pre-hospital assistance. In addition, AMR operates emergency (911) call and response services for large and small communities all across the United States, offers contracted medical staffing, and provides telephone triage, transportation dispatch and demand management services. EmCare provides outsourced physician services to hospitals primarily for emergency departments and urgent care centers, as well as for hospitalist/inpatient, radiology, teleradiology and anesthesiology services with 527 contracts in 39 states. EmCare recruits physicians, gathers their credentials, arranges contracts for their services, assists in monitoring their performance and arranges their scheduling. In addition, EmCare assists clients in such operational areas as staff coordination, quality assurance, departmental accreditation, billing, record-keeping, third-party payment programs, and other administrative services.

2. Summary of Significant Accounting Policies

Consolidation

The consolidated financial statements include EMSC, its subsidiary EMS LP, and EMS LP's subsidiaries, AMR and EmCare. All significant intercompany transactions and balances have been eliminated in consolidation.

Use of Estimates

The preparation of financial statements requires management to make estimates and assumptions relating to the reporting of results of operations, financial condition and related disclosure of contingent assets and liabilities at the date of the financial statements including, but not limited to, estimates and assumptions for accounts receivable and insurance related reserves. Actual results may differ from those estimates under different assumptions or conditions.

Cash and Cash Equivalents

Cash and cash equivalents are composed of highly liquid investments with a maturity of three months or less at acquisition, and are recorded at market value.

At December 31, 2009 and 2008, bank overdrafts of $32.6 million and $24.7 million, respectively, were included in accounts payable in the accompanying balance sheets.

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

2. Summary of Significant Accounting Policies (Continued)

Insurance Collateral

Insurance collateral is principally comprised of government and investment grade securities and cash deposits with third parties and supports the Company's insurance program and reserves. Certain of these investments, if sold or otherwise liquidated, would have to be replaced by other suitable financial assurances and are, therefore, considered restricted.

Trade and Other Accounts Receivable, net

The Company estimates its allowances based on payor reimbursement schedules, historical collections and write-off experience and other economic data. Patient-related accounts receivable are recorded net of estimated allowances for contractual discounts and uncompensated care in the period in which services are performed. Account balances are charged off against the uncompensated care allowance, which relates principally to receivables recorded for self-pay patients, when it is probable the receivable will not be recovered. Write-offs to the contractual allowance occur when payment is received. As a result of the estimates used in recording the allowances, the nature of healthcare collections, which may involve lengthy delays, and the current uncertainty in the economy, there is a reasonable possibility that recorded estimates will change materially in the short-term.

The following table presents accounts receivable, net and accounts receivable allowances by segment:

	December 31,	
	2009	2008
Accounts receivable, net		
EMS	$ 112	$ 273
AMR	245,060	275,592
EmCare	213,916	196,636
Total	$ 459,088	$ 472,501
Accounts receivable allowances		
AMR		
Allowance for contractual discounts	$ 179,913	$ 198,704
Allowance for uncompensated care	150,007	148,865
Total	$ 329,920	$ 347,569
EmCare		
Allowance for contractual discounts	$ 821,372	$ 686,697
Allowance for uncompensated care	422,008	365,610
Total	$ 1,243,380	$ 1,052,307

The changes in the allowances for contractual discounts and uncompensated care are primarily a result of changes in the Company's gross fee-for-service rate schedules and gross accounts receivable balances. These gross fee schedules, including any changes to existing fee schedules, generally are negotiated with various contracting entities, including municipalities and facilities. Fee schedule

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

2. Summary of Significant Accounting Policies (Continued)

increases are billed for all revenue sources and to all payors under that specific contract; however, reimbursement in the case of certain state and federal payors, including Medicare and Medicaid, will not change as a result of the change in gross fee schedules. In certain cases, this results in a higher level of contractual and uncompensated care provisions and allowances, requiring a higher percentage of contractual discount and uncompensated care provisions compared to gross charges.

Parts and Supplies Inventory

Parts and supplies inventory is valued at cost, determined on a first-in, first-out basis. Durable medical supplies, including stretchers, oximeters and other miscellaneous items, are capitalized as inventory and expensed as used.

Property, Plant and Equipment, net

Property, plant and equipment were reflected at their estimated fair value as of February 1, 2005 in connection with the acquisition of EMS LP led by Onex Partners LP and Onex Corporation ("Onex"). Additions to property, plant and equipment subsequent to this date are recorded at cost. Maintenance and repairs that do not extend the useful life of the property are charged to expense as incurred. Gains and losses from dispositions of property, plant and equipment are recorded in the period incurred. Depreciation of property, plant and equipment is provided substantially on a straight-line basis over their estimated useful lives, which are as follows:

Buildings	35 to 40 years
Leasehold improvements	Shorter of expected life or life of lease
Vehicles	5 to 7 years
Computer hardware and software	3 to 5 years
Other	3 to 10 years

Goodwill

The Company compares the fair value of its reporting units to the carrying amounts on an annual basis to determine if there is potential goodwill impairment. If the fair value of the reporting units is less than the carrying value, an impairment loss is recorded to the extent that the fair value of the goodwill within the reporting unit is less than its carrying value.

The Company uses an independent valuation group to assist in the determination of the fair value of its reporting units. The independent valuation group uses a present value technique, corroborated by market multiples when available and as appropriate, for each of the reporting units. EMSC's annual goodwill impairment assessment is performed during the third quarter each year. No impairment indicators were noted in completing the Company's annual impairment assessments in 2009, 2008, or 2007 and no indicators were noted which would indicate that subsequent interim impairment tests were necessary.

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

2. Summary of Significant Accounting Policies (Continued)

Impairment of Long-lived Assets other than Goodwill and Other Definite Lived Intangibles

Long-lived assets other than goodwill and other definite lived intangibles are assessed for impairment whenever events or changes in circumstances indicate that the carrying value may not be recoverable. Important factors which could trigger impairment review include significant underperformance relative to historical or projected future operating results, significant changes in the use of the acquired assets or the strategy for the overall business, and significant negative industry or economic trends. If indicators of impairment are present, management evaluates the carrying value of long-lived assets other than goodwill and other definite lived intangibles in relation to the projection of future undiscounted cash flows of the underlying business. Projected cash flows are based on historical results adjusted to reflect management's best estimate of future market and operating conditions, which may differ from actual cash flows. There were no indicators of impairment in 2009, 2008 or 2007.

Contract Value

The Company's contracts and customer relationships, recorded initially at their estimated fair value, represent the amortized value of such assets held by the Company. Consistent with management's expectation of estimated future cash flow, these assets are amortized on a straight-line basis over the average length of the contracts and expected contract renewal period, and range from 3 to 10 years depending on the type of contract and customer relationship.

Other Indefinite Lived Intangibles

Other indefinite lived intangibles, including radio frequency licenses and trade names, are considered to be indefinite lived intangible assets and as such are not amortized, but are reviewed for impairment on an annual basis. No impairment charges were recorded in 2009, 2008, or 2007.

Claims Liability and Professional Liability Reserves

EMSC is self-insured up to certain limits for costs associated with workers compensation claims, automobile, professional liability claims and general business liabilities. Reserves are established for estimates of the loss that will ultimately be incurred on claims that have been reported but not paid and claims that have been incurred but not reported. These reserves are established based on consultation with independent actuaries. The actuarial valuations consider a number of factors, including historical claim payment patterns and changes in case reserves, the assumed rate of increase in healthcare costs and property damage repairs. Historical experience and recent trends in the historical experience are the most significant factors in the determination of these reserves. Management believes the use of actuarial methods to account for these reserves provides a consistent and effective way to measure these subjective accruals. However, given the magnitude of the claims involved and the length of time until the ultimate cost is known, the use of any estimation technique in this area is inherently sensitive. Accordingly, recorded reserves could differ from ultimate costs related to these claims due to changes in accident reporting, claims payment and settlement practices or claims reserve practices, as well as differences between assumed and future cost increases. Accrued unpaid claims and expenses that are expected to be paid within the next twelve months are classified as current liabilities. All other accrued unpaid claims and expenses are classified as non-current liabilities.

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

2. Summary of Significant Accounting Policies (Continued)

Equity Structure

The Company is the general partner of EMS LP and holds 68.3% of the equity interests in EMS LP as of December 31, 2009. LP exchangeable units, held by persons affiliated with the Company's principal equity holder, represent the balance of the EMS LP equity. The LP exchangeable units are exchangeable at any time, at the option of the holder, for shares of the Company's class B common stock on a one-for-one basis. The holders of the LP exchangeable units have the right to vote, through the trustee holder of the Company's class B special voting stock, at all stockholder meetings at which holders of the Company's class B common stock or class B special voting stock are entitled to vote.

In the EMS LP partnership agreement, the Company has agreed to maintain the economic equivalency of the LP exchangeable units and the class B common stock, and the holders of the LP exchangeable units have no general voting rights. The LP exchangeable units, when considered with the class B special voting stock, have the same rights, privileges and characteristics of the Company's class B common stock. The LP exchangeable units are intended to be economically equivalent to the class B common stock of the Company in that the LP exchangeable units carry the right to vote (by virtue of the class B special voting stock) with the holders of class B common stock as if one class, and entitle holders to receive distributions only if the equivalent dividends are declared on the Company's class B common stock. Accordingly, the Company accounts for the LP exchangeable units as if the LP exchangeable units were shares of its common stock, including reporting the LP exchangeable units in the equity section of the Company's balance sheet and including the number of outstanding LP exchangeable units in both its basic and diluted earnings per share calculations.

Derivatives and Hedging Activities

All derivative instruments are recorded on the balance sheet at fair value. The Company uses derivative instruments to manage risks associated with interest rate and fuel price volatility. All hedging instruments that qualify for hedge accounting are designated and effective as hedges, in accordance with GAAP. If the underlying hedged transaction ceases to exist, all changes in fair value of the related derivatives that have not been settled are recognized in current earnings. Instruments that do not qualify for hedge accounting and the ineffective portion of hedges are marked to market with changes recognized in current earnings. The Company does not hold or issue derivative financial instruments for trading purposes and is not a party to leveraged derivatives (see note 9 "Derivative Instruments and Hedging Activities").

EmCare Contractual Arrangements

EmCare structures its contractual arrangements for emergency department management services in various ways. In most states, a wholly-owned subsidiary of EmCare ("EmCare Subsidiary") contracts with hospitals to provide emergency department management services. The EmCare Subsidiary enters into an agreement ("PA Management Agreement") with a professional association or professional corporation ("PA"), whereby the EmCare Subsidiary provides the PA with management services and the PA agrees to provide physician services for the hospital contract. The PA employs physicians directly or subcontracts with another entity for the physician services. In certain states, the PA contracts directly with the hospital, but provides physician services and obtains management services in the same manner

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

2. Summary of Significant Accounting Policies (Continued)

as described above. In all arrangements, decisions regarding patient care are made exclusively by the physicians. In consideration for these services, the EmCare Subsidiary receives a monthly fee that may be adjusted from time to time to reflect industry practice, business conditions, and actual expenses for administrative costs and uncollectible accounts. In most states, these fees approximate the excess of the PA's revenues over its expenses.

Each PA is wholly-owned by a physician who enters into a Stock Transfer and Option Agreement with EmCare. This agreement gives EmCare the right to replace the physician owner with another physician in accordance with the terms of the agreement.

EmCare has determined that these management contracts met the requirements for consolidation in accordance with GAAP. The Company also concluded that these management contracts resulted in a variable interest in the PAs and that the Company is the primary beneficiary. Accordingly, the consolidated financial statements of EmCare and these financial statements include the accounts of EmCare and its subsidiaries and the PAs. The financial statements of the PAs are consolidated with EmCare and its subsidiaries because EmCare has ultimate control over the assets and business operations of the PAs as described above. Notwithstanding the lack of technical majority ownership, consolidation of the PAs is necessary to present fairly the financial position and results of operations of EmCare because of the existence of a control relationship by means other than record ownership of the PAs' voting stock. Control of a PA by EmCare is perpetual and other than temporary because EmCare may replace the physician owner of the PA at any time and thereby continue EmCare's relationship with the PA.

Financial Instruments and Concentration of Credit Risk

The Company's cash and cash equivalents, accounts receivable, accounts payable, accrued liabilities, insurance collateral, other than current portion of self-insurance estimates, long-term debt and long-term liabilities, other than self-insurance estimates, constitute financial instruments. Based on management's estimates, the carrying value of these financial instruments approximates their fair value as of December 31, 2009 and 2008. Concentration of credit risks in accounts receivable is limited, due to the large number of customers comprising EMSC's customer base throughout the United States. A significant component of the Company's revenue is derived from Medicare and Medicaid. Given that these are government programs, the credit risk for these customers is considered low. The Company performs ongoing credit evaluations of its other customers, but does not require collateral to support customer accounts receivable. The Company establishes an allowance for uncompensated care based on the credit risk applicable to particular customers, historical trends and other relevant information. For the year ended December 31, 2009, the Company derived approximately 28% of its net revenue from Medicare and Medicaid, 68% from insurance providers and contracted payors, and 4% directly from patients.

The Company estimates the fair value of its fixed rate, senior subordinated notes based on quoted market prices. The estimated fair value of the senior subordinated notes at December 31, 2009 was approximately $262 million with a carrying value of $250 million.

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

2. Summary of Significant Accounting Policies (Continued)

Revenue Recognition

Revenue is recognized at the time of service and is recorded net of provisions for contractual discounts and estimated uncompensated care. Provisions for contractual discounts and estimated uncompensated care by segment, as a percentage of gross revenue and as a percentage of gross revenue less provision for contractual discounts are as follows:

	Year ended December 31,		
	2009	2008	2007
AMR			
Gross revenue	100.0%	100.0%	100.0%
Provision for contractual discounts	43.8%	40.1%	39.4%
Revenue net of contractual discounts	56.2%	59.9%	60.6%
Provision for uncompensated care as a percentage of gross revenue	15.3%	15.2%	15.2%
Provision for uncompensated care as a percentage of gross revenue less contractual discounts	27.3%	25.4%	25.0%
EmCare			
Gross revenue	100.0%	100.0%	100.0%
Provision for contractual discounts	51.4%	48.9%	49.3%
Revenue net of contractual discounts	48.6%	51.1%	50.7%
Provision for uncompensated care as a percentage of gross revenue	24.6%	24.1%	20.8%
Provision for uncompensated care as a percentage of gross revenue less contractual discounts	50.6%	47.1%	41.1%
Total			
Gross revenue	100.0%	100.0%	100.0%
Provision for contractual discounts	48.4%	44.9%	44.6%
Revenue net of contractual discounts	51.6%	55.1%	55.4%
Provision for uncompensated care as a percentage of gross revenue	21.0%	20.0%	18.2%
Provision for uncompensated care as a percentage of gross revenue less contractual discounts	40.7%	36.3%	32.8%

Healthcare billing and collection is complex and may involve lengthy delays. Third-party payors are continuing their efforts to control expenditures for healthcare, including proposals to revise reimbursement policies. The Company has from time to time experienced delays in payment from third-party payors. In addition, third-party payors may disallow, in whole or in part, claims for payment based on determinations that certain amounts are not reimbursable under plan coverage, determinations of medical necessity, or the need for additional information. Laws and regulations governing the Medicare and Medicaid programs are very complex and subject to interpretation. As a result, there is a reasonable possibility that recorded estimates will change materially in the short-term. Retroactive adjustments may change the amounts realized from third-party payors and are considered

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

2. Summary of Significant Accounting Policies (Continued)

in the recognition of revenue on an estimated basis in the period the related services are rendered. Such amounts, including adjustments between contractual discount and uncompensated care provisions, are adjusted in future periods, as adjustments become known.

Subsidies and fees in connection with community contracts at AMR are recognized ratably over the service period the payment covers.

The Company also provides services to patients who have no insurance or other third-party payor coverage. In certain circumstances, federal law requires providers to render services to any patient who requires emergency care regardless of their ability to pay.

Income Taxes

Deferred income taxes reflect the impact of temporary differences between the reported amounts of assets and liabilities for financial reporting purposes and such amounts as measured by tax laws and regulations. The deferred tax assets and liabilities represent the future tax return consequences of those differences, which will either be taxable or deductible when the assets and liabilities are recovered or settled. A valuation allowance is provided for deferred tax assets when management concludes it is more likely than not that some portion of the deferred tax assets will not be recognized. The respective tax authorities, in the normal course, audit previous tax filings. It is not possible at this time to predict the final outcome of these audits or establish a reasonable estimate of possible additional taxes owing, if any.

Net Income Per Common Share

The consolidated financial statements include "basic" and "diluted" per share information. Basic per share information is calculated by dividing net income available to stockholders by the weighted average number of shares outstanding. Diluted per share information is calculated by also considering the impact of potential common stock on both net income and the weighted average number of shares outstanding. The weighted average number of shares used in the basic earnings per share computation was 42.6 million, 41.7 million, and 41.6 million for the years ended December 31, 2009, 2008, and 2007, respectively. The only difference in the computation of basic and diluted earnings per share is the inclusion of 1.1 million, 1.5 million, and 1.6 million potential dilutive common shares for the years ended December 31, 2009, 2008, and 2007, respectively.

Stock Options

The Company's stock options are valued using the Black-Scholes valuation model on the date of grant. Equity based compensation has been issued under the plans described in note 11.

Fair Value Measurement

The Company classifies its financial instruments that are reported at fair value based on a hierarchal framework which ranks the level of market price observability used in measuring financial instruments at fair value. Market price observability is impacted by a number of factors, including the type of instrument and the characteristics specific to the instrument. Instruments with readily available active quoted prices or for which fair value can be measured from actively quoted prices generally will have a higher degree of market price observability and a lesser degree of judgment used in measuring fair value.

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

2. Summary of Significant Accounting Policies (Continued)

Financial instruments measured and reported at fair value are classified and disclosed in one of the following categories:

Level 1 Quoted prices are available in active markets for identical assets or liabilities as of the reporting date. The Company does not adjust the quoted price for these assets or liabilities.

Level 2 Pricing inputs are other than quoted prices in active markets, which are either directly or indirectly observable as of the reporting date, and fair value is determined through the use of models or other valuation methodologies.

Level 3 Pricing inputs are unobservable as of the reporting date and reflect the Company's own assumptions about the fair value of the asset or liability.

The following table summarizes the valuation of EMSC's financial instruments by the above fair value hierarchy levels as of December 31, 2009:

Description	Total	Level 1	Level 2	Level 3
Assets:				
Securities	$ 88,433	$ 71,904	$ 16,529	$
Derivatives	$ 174	$	$ 174	$

Recent Accounting Pronouncements

Beginning January 1, 2009, the Company adopted expanded and amended disclosure requirements issued by the Financial Accounting Standards Board ("FASB") for derivative instruments and hedging activities which are intended to provide users of financial statements with an enhanced understanding of: (i) how and why the Company uses derivative instruments, (ii) how derivative instruments and related hedged items are accounted for and (iii) how derivative instruments and related hedged items affect the Company's financial position, financial performance and cash flows. Adoption of these requirements did not have a material effect on the Company's consolidated financial statements and related disclosures.

Beginning January 1, 2009, the Company adopted guidance on the fair value disclosure requirements for nonfinancial assets and liabilities which had previously been delayed for one year. Adoption of these requirements did not have a material effect on the Company's consolidated financial statements and related disclosures.

In May 2009, the FASB defined further disclosure requirements for events which occur after the balance sheet date but before financial statements are issued. The new requirements were effective for the Company beginning on June 30, 2009. In accordance with these requirements, the Company's management has evaluated events subsequent to December 31, 2009 through February 19, 2010 which is the issuance date of this report. There has been no material event noted in this period which would impact the results reflected in this report, the Company's results going forward, or require additional disclosure.

In June 2009, the FASB modified the analysis required to identify a controlling financial interest in variable interest entities. The new requirements are effective for the Company beginning on January 1,

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

2. Summary of Significant Accounting Policies (Continued)

2010. Management does not expect the adoption of these new requirements to have a material effect on the Company's consolidated financial statements and related disclosures.

In June 2009, the FASB clarified circumstances under which a transferor of financial assets is deemed to have surrendered control and, thus, required to remove the asset together with any related liabilities from its balance sheet. The guidance is effective for the Company beginning on January 1, 2010. Management does not expect the adoption of this guidance to have a material effect on the Company's consolidated financial statements and related disclosures.

3. Acquisitions

Effective January 1, 2009, the Company adopted changes in FASB requirements for recording costs associated with business combinations. The Company expensed $257 upon adoption of the new requirements and expensed a total of $1,419 during the year ended December 31, 2009. These costs are included in operating expenses on the accompanying statement of operations and previously would have been recorded as a component of goodwill.

During the year ended December 31, 2009, the Company acquired four businesses for a total cost of $75.6 million, which was paid in cash. In April 2009, the Company acquired the assets of an entity which provides on-site emergency medical staffing, on-call physician support services, and emergency medical and safety training for companies with remote working sites such as offshore oil rigs. In August 2009, the Company acquired EverRad, LLC which provides teleradiology services to eight facilities located in Florida, North Carolina, Oklahoma, and Pennsylvania. In December 2009, the Company acquired Pinnacle Consultants Mid-Atlantic and the management services company of Pinnacle Anesthesia Consultants, P.A. (collectively referred to as "Pinnacle"), which provide anesthesiology and management services to more than 75 hospitals and surgery centers. The Pinnacle acquisition positions the Company for continued growth of anesthesia management services. The Company is in the process of completing the purchase price allocation for these acquisitions and has preliminarily recorded $44.3 million of goodwill and $34.2 million of other gross intangible assets as of December 31, 2009. As additional information becomes known, which refines estimated fair values of assets acquired and liabilities assumed, the purchase price allocation may be adjusted and reflected as an adjustment to goodwill. Allocation adjustments generally occur within one year of the acquisition date.

During the year ended December 31, 2008, the Company acquired four entities for a total cost of $55.8 million, which was paid primarily in cash. In March 2008, the Company acquired River Medical, Inc. based in Lake Havasu, Arizona, which provides exclusive emergency ambulance transportation services to Lake Havasu City, and La Paz and Mohave Counties in western Arizona. The Company believes that this acquisition positions the Company for future expansion in the Arizona market. In April 2008, the Company acquired Aldan Emergency Physicians, P.A. which provides emergency department staffing and management services at facilities located in Brooksville, Florida and Hudson, Florida. In August 2008, the Company acquired the management services entity of Clinical Partners, P.A., a provider of anesthesiology services, as well as an associated billing company based in Longview, Texas. In October 2008, the Company acquired Templeton Readings, LLC, which is based in Baltimore, Maryland and provides final reads and telaradiology services to contracts in 31 states. The purchase price allocation for these acquisitions is substantially complete and the Company has recorded $36.0 million of goodwill and $23.3 million of other gross intangible assets as of December 31, 2009.

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Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

3. Acquisitions (Continued)

During the year ended December 31, 2007, the Company acquired three entities for a total cost of $75.6 million, which was paid primarily in cash. In July 2007, the Company acquired MedicWest Ambulance based in North Las Vegas, Nevada and Abbott Ambulance, Inc. based in St. Louis, Missouri, together with certain of their respective affiliates. In September 2007, the Company acquired certain ground ambulance assets from subsidiaries of Lifeguard Transportation Service, Inc. in Dallas, Texas and Atlanta, Georgia. These acquisitions expanded AMR's presence in existing markets and allowed the Company to enter a new market in the St. Louis area. The Company has completed the purchase price allocation for these acquisitions and has recorded $37.7 million of goodwill and $25.7 million of other gross intangible assets as of December 31, 2009.

4. Property, Plant and Equipment, net

Property, plant and equipment, net consisted of the following at December 31:

	2009	2008
Land	$ 2,586	$ 2,586
Building and leasehold improvements	28,854	25,606
Vehicles	157,296	137,946
Computer hardware and software	90,804	78,200
Communication and medical equipment and other	81,756	69,150
	361,296	313,488
Less: accumulated depreciation and amortization	(235,441)	(188,619)
Property, plant and equipment, net	$ 125,855	$ 124,869

Vehicles include certain assets held under capital leases with a net book value of $2.0 million and $4.3 million at December 31, 2009 and 2008, respectively. Accumulated depreciation and amortization at December 31, 2009 and 2008 includes $5.9 million and $3.6 million, respectively, relating to such vehicles. Depreciation expense, which includes amortization of assets under capital leases, was $46.0 million, $51.5 million and $55.4 million for the years ended December 31, 2009, 2008, and 2007, respectively.

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Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

5. Intangible Assets, net

Intangible assets, net consisted of the following at December 31:

	2009		2008	
	Gross Carrying Amount	Accumulated Amortization	Gross Carrying Amount	Accumulated Amortization
Amortized intangible assets				
Contract value	$ 171,151	$ (73,401)	$ 129,708	$ (56,233)
Covenant not to compete	3,318	(2,015)	2,188	(823)
Total	$ 174,469	$ (75,416)	$ 131,896	$ (57,056)
Unamortized intangible assets				
Trade names	3,000		700	
Radio frequencies	601		601	
Total	$ 178,070	$ (75,416)	$ 133,197	$ (57,056)

Amortization expense of intangible assets was $18.4 million, $17.5 million, and $15.1 million for the years ended December 31, 2009, 2008, and 2007, respectively. Estimated annual amortization over each of the next five years is expected to be:

2010	$ 21,789
2011	20,983
2012	15,685
2013	9,702
2014	9,218

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Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

6. Income Taxes

Deferred income taxes reflect the net tax effects of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for income tax purposes. Significant components of the Company's deferred taxes were as follows at December 31:

	2009	2008
Current deferred tax assets (liabilities):		
Accounts receivable	$ 39,712	$ 53,607
Accrual to cash	(59,648)	
Accrued liabilities	18,749	19,396
Credit carryforwards	3,610	1,307
Interest carryforwards		15,685
Net operating loss carryforwards	3,900	1,915
Net current deferred tax assets	6,323	91,910
Long-term deferred tax assets (liabilities):		
Intangible assets	(35,729)	(27,291)
Insurance and other long-term liabilities	37,299	34,470
Excess of tax over book depreciation	(9,709)	(3,441)
Net operating loss carryforwards	28,602	34,426
Valuation allowance	(6,995)	(1,813)
Net long-term deferred tax assets	13,468	36,351
Net deferred tax assets	$ 19,791	$ 128,261

The Company has net deferred tax assets resulting from net operating loss ("NOL") and other deductible temporary differences that will reduce taxable income in future periods. A valuation allowance is established when it is "more likely than not" that all, or a portion, of net deferred tax assets will not be realized. A review of all available positive and negative evidence needs to be considered, including expected reversals of significant deductible temporary differences, a company's recent financial performance, the market environment in which a company operates, tax planning strategies and the length of NOL carryforward periods. Furthermore, the weight given to the potential effect of negative and positive evidence should be commensurate with the extent to which it can be objectively verified. Based on the evaluation of such evidence, the Company established a $7.0 million valuation allowance as of December 31, 2009 related to some of its state deferred tax assets, a change of $5.2 million from December 31, 2008. The $5.2 million of additional 2009 state NOL valuation allowances relates to additional state NOL deferred tax assets of $8.3 million that were added during 2009.

The Company has federal NOL carryforwards of $56.5 million which expire in the years 2017 to 2023. These NOLs do not include $6.3 million of NOLs arising from the deduction of stock-based compensation, and will not be recognized for financial reporting purposes until such time as these tax benefits can be realized as a reduction of income taxes payable.

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Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

6. Income Taxes (Continued)

All NOL carryforwards are subject to AMR's annual IRC Section 382 limitation of $1.3 million. However, AMR has a net unrealized built-in gain ("NUBIG") and future recognition of some of these built-in gains will enable AMR to utilize its NOLs in excess of the annual limitation.

Certain entities adopted the cash method of accounting during 2009 for tax reporting purposes, which resulted in a deferred tax liability of $59.6 million.

The Company operates in multiple taxing jurisdictions and in the normal course of business is examined by federal and state tax authorities. In preparation for such examinations, the Company establishes reserves for uncertain tax positions, periodically assesses the amount of such reserves and adjusts the reserve balances as necessary. EMSC does not expect the final resolution of tax examinations to have a material impact on the Company's financial results. In nearly all jurisdictions, the tax years prior to 2005 are no longer subject to examination.

A reconciliation of the beginning and ending amount of unrecognized tax benefits is as follows:

	2009	2008
Balance at January 1	$ 83,479	$ 92,571
Additions based on tax positions related to the current year		
Additions for tax positions of prior years	7,518	9,597
Reductions for tax positions of prior years	(66,220)	(18,689)
Reductions for tax positions due to lapse of statute of limitations	(257)	
Settlements	(5,113)	
Balance at December 31	$ 19,407	$ 83,479

It is reasonably possible that a reduction of up to $14.6 million of unrecognized tax benefits may occur as a result of possible audit settlements and/or tax filings made by the Company within the next twelve months.

In 2009, certain subsidiaries of the Company completed audits of income tax returns for 2004 to 2006. As a result, we reduced our unrecognized tax benefits by $5.1 million.

In accordance with the Company's accounting policy, EMSC recognized accrued interest and penalties related to unrecognized tax benefits consistent with the recognition of these items in prior reporting periods. The Company recognized $1.3 million, $2.7 million, and $10.1 million for the payment of interest and penalties for the years ended December 31, 2009, 2008 and 2007, respectively. The Company reversed approximately $4.1 million and $16.9 million of the interest previously recognized for the years ended December 31, 2009 and 2008, respectively. The interest reversals were due primarily to the Company's accounting method change for income tax return purposes, which was filed and accepted by government tax authorities.

At December 31, 2009, the unrecognized tax benefits recorded by the Company included approximately $0.5 million of penalties and interest that may reduce future tax expense.

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Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

6. Income Taxes (Continued)

The components of income tax expense were as follows:

	Year ended December 31,		
	2009	2008	2007
Current tax expense			
State	$ 7,650	$ 30	$ 625
Federal	10,245	1,921	27
Total	17,895	1,951	652
Deferred tax expense			
State	(1,992)	6,472	3,830
Federal	49,782	44,107	31,622
Total	47,790	50,579	35,452
Total tax expense			
State	5,658	6,502	4,455
Federal	60,027	46,028	31,649
Total	$ 65,685	$ 52,530	$ 36,104

The increase to the Company's 2009 current tax expense is due primarily to the Company's increase in income before taxes as compared to available interest carryforwards and NOLs. A reconciliation of the provision for income taxes at the federal statutory rate compared to the Company's effective tax rate is as follows:

	Year ended December 31,		
	2009	2008	2007
Income tax expense at the statutory rate	$ 63,324	$ 47,977	$ 33,571
Increase in income taxes resulting from:			
State taxes, net of federal	6,013	4,572	2,787
Audit settlements and tax filings	(7,504)		
Other	3,852	(19)	(254)
Provision for income taxes	$ 65,685	$ 52,530	$ 36,104

The December 31, 2009 effective rate was impacted by nonrecurring items.

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

7. Accrued Liabilities

Accrued liabilities were as follows at December 31:

	2009	2008
Accrued wages and benefits	$ 92,721	$ 95,029
Accrued paid time-off	24,290	25,505
Current portion of self-insurance reserve	62,832	61,099
Accrued restructuring	181	200
Current portion of compliance and legal	2,814	2,616
Accrued billing and collection fees	4,093	4,127
Accrued profit sharing	34,000	22,954
Accrued interest	9,773	9,964
Other	43,000	36,424
Total accrued liabilities	$ 273,704	$ 257,918

8. Debt

On February 10, 2005, the Company issued $250.0 million of senior subordinated unsecured notes and entered into a $450.0 million Senior Secured Credit Facility ("Credit Facility") agreement.

The senior subordinated notes have a fixed interest rate of 10%, payable semi-annually and mature in February 2015. The senior subordinated notes are general unsecured obligations of the issuers, AMR HoldCo, Inc. and EmCare HoldCo, Inc., and are guaranteed by EMSC, EMS LP and each of EMSC's domestic subsidiaries. AMR and its subsidiaries are wholly-owned subsidiaries of AMR HoldCo, Inc. and EmCare and its subsidiaries are wholly-owned subsidiaries of EmCare HoldCo, Inc.

The Credit Facility consists of a $350.0 million senior secured term loan and a $100.0 million Senior Secured Revolving Credit Facility commitment, ("Revolving Facility"), each collateralized by a pledge of 100% of the capital stock of the Company and its direct and indirect domestic subsidiaries, 65% of the capital stock of any direct foreign subsidiaries and an interest in substantially all tangible and intangible assets of EMS LP and its subsidiaries. The term loan matures in February 2012. The Revolving Facility was established to fund the Company's working capital and letter of credit needs and requires principal and interest to be paid at maturity in February 2011. The Revolving Facility is also subject to an annual commitment fee of 0.5% on unutilized commitments. Under the terms of the agreement, the Company may select between various interest rate arrangements based on LIBOR or the Prime Rate plus additional basis points ranging from 1% to 2%, determined by reference to a leverage ratio. At December 31, 2009, letters of credit outstanding were $43.6 million and the maximum available under the Revolving Facility was $56.4 million. There were no borrowings under the Revolving Facility at December 31, 2009 and 2008.

The Credit Facility agreement contains various customary operating and financial covenants. The more restrictive of these covenants limit the Company and its subsidiaries' ability to create liens on assets; make certain investments, loans, guarantees or advances; incur additional indebtedness or issue capital stock; engage in mergers, acquisitions or consolidations; dispose of assets; pay dividends, repurchase equity interest or make other restricted payments; change the business conducted by the Company; engage in transactions with affiliates; and repay certain indebtedness, including the senior

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

8. Debt (Continued)

unsecured notes, or amend or otherwise modify agreements governing the subordinated indebtedness. The financial maintenance covenants establish a maximum leverage ratio, a maximum senior leverage ratio, a minimum fixed charge coverage ratio and an annual capital expenditure limit. The Company is in compliance with its debt covenants as of December 31, 2009.

The Company made an unscheduled payment on the Credit Facility in December 2008 of $20.0 million and wrote off $0.2 million of unamortized debt issuance costs.

Long-term debt and capital lease obligations consisted of the following at December 31:

	2009	2008
Senior subordinated notes due 2015	$ 250,000	$ 250,000
Senior secured term loan due 2012 (2.24% at December 31, 2009)	199,765	201,862
Notes due at various dates from 2010 to 2022 with interest rates from 6% to 10%	1,249	1,632
Capital lease obligations due at various dates from 2010 to 2018	2,916	5,011
	453,930	458,505
Less current portion	(4,676)	(4,905)
Total long-term debt	$ 449,254	$ 453,600

The aggregate amount of minimum payments required on long-term debt and capital lease obligations (see note 13 "Commitments and Contingencies") in each of the years indicated is as follows:

Year ending December 31,	
2010	$ 4,676
2011	148,773
2012	49,477
2013	123
2014	119
Thereafter	250,762
	$ 453,930

9. Derivative Instruments and Hedging Activities

The Company manages its exposure to changes in market interest rates and fuel prices and from time to time uses highly effective derivative instruments to manage well-defined risk exposures. The Company monitors its positions and the credit ratings of its counterparties and does not anticipate non-performance by the counterparties. The Company does not use derivative instruments for speculative purposes.

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

9. Derivative Instruments and Hedging Activities (Continued)

The Company was party to one interest rate swap agreement from December 2007 to December 2009. The swap agreement was with major financial institutions and amounted to $200 million of notional principal amount. This swap agreement effectively converted $200 million of variable rate debt to fixed rate debt with an effective rate of 6.3% initially and was amended to 6.1% in March 2009. The Company made interest payments based on the variable rate associated with the debt (based on LIBOR which had an average rate of less than 1% at the expiration date) and periodically settled with its counterparties for the difference between the rate paid and the fixed rate. The Company recorded, as a component of other comprehensive income, a decrease to the liability associated with the fair value of the fixed interest rate swap agreement in the amount of $5.8 million for the year ended December 31, 2009 and an increase of $3.8 million for the year ended December 31, 2008, in each case before applicable tax impacts. The net additional interest payments made or received under this swap agreement are recognized in interest expense.

At December 31, 2009, the Company was party to a series of fuel hedge transactions with a major financial institution under one master agreement. Each of the nine transactions effectively fixes the cost of diesel fuel at prices ranging from $2.91 to $3.15 per gallon. The Company purchases the diesel fuel at the market rate and periodically settles with its counterparty for the difference between the national average price for the period published by the Department of Energy and the agreed upon fixed price. The transactions fix the price for a total of 2.7 million gallons, which represents approximately 26% of the Company's total estimated annual usage, and are spread over periods from January 2010 through December 2010. The Company recorded, as a component of other comprehensive income before applicable tax impacts, an asset associated with the fair value of the fuel hedge in the amount of $0.2 million as of December 31, 2009. The net additional payments made or received under this hedge agreement will be recognized in operating expenses.

10. Retirement Plans and Employee Benefits

The Company maintains three 401(k) plans (the "EMSC Plans") for its employees and employees of certain subsidiaries who meet the eligibility requirements set forth in the EMSC Plans. Employees may contribute a maximum of 40% of their compensation up to a maximum of $16,500. Generally, 50% of the contribution is matched by the Company up to a maximum of 3% to 6% of the employee's salary per year, depending on the plan. EMSC's contributions to the EMSC Plans were $12.0 million, $11.8 million and $11.3 million for the years ended December 31, 2009, 2008 and 2007, respectively. Contributions are included in compensation and benefits on the accompanying statements of operations.

EmCare established the EmCare Holdings Inc. 401(k) Savings Plan (the "EmCare Plan") in 1994 to provide retirement benefits to its physician employees. Employees may elect to participate in the EmCare Plan at the beginning of each calendar quarter and may contribute 1% to 25% of their annual compensation on a tax-deferred basis subject to limits established by the Internal Revenue Service. EmCare contributes 50% of the first 6% of base compensation that a participant contributes to the EmCare Plan during any calendar year. EmCare contributed $1.1 million during the year ended December 31, 2009 and $0.8 million during each of the years ended December 31, 2008 and 2007.

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(dollars in thousands, except for share and per share amounts)

11. Equity Based Compensation

Equity Option Plan

Under the Company's Equity Option Plan approved in February 2005, key employees were granted options to purchase partnership units of EMS LP. The options permit employees to purchase class A common shares at an exercise price of between $6.67 and $16.00 per share and vested ratably over a period of four years and have a maximum term of ten years. In addition, certain performance measures had to be met for 50% of the options to become exercisable; these performance measures were satisfied during 2009. Options with similar provisions were granted to all directors in 2005 other than the Lead Director. The Company recorded a compensation charge of $0.1 million, $0.9 million and $1.1 million for the years ended December 31, 2009, 2008 and 2007, respectively, associated with the grant of these options. No grants of options were made after 2005 and there will be no future grants under this plan.

The Black-Scholes option pricing model was used to estimate fair values as of the date of grant using 0% volatility (because the options were granted by EMS LP as a private company), risk free rates ranging from 3.53% to 3.88%, 0% dividend yield and terms of 4 and 5 years. The weighted average fair value of these options was $1.40.

The following table summarizes the status of options under the Equity Option Plan, as well as options granted to certain directors (with similar terms) as of December 31, 2009:

	Class A Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value
Outstanding at beginning of year	2,935,986	$ 6.79	
Granted at fair value			
Exercised	(1,433,102)	6.79	
Expired or forfeited	(2,500)	6.67	
Outstanding at end of year	1,500,384	$ 6.79	$ 71,063
Exercisable at end of year	1,500,384	$ 6.79	$ 71,063

Intrinsic value is the amount by which the stock price exceeds the exercise price of the options. The total intrinsic value of options exercised during the years ended December 31, 2009, 2008 and 2007 was $46.8 million, $6.7 million and $1.3 million, respectively.

The range of exercise prices of the outstanding exercisable options are as follows at December 31, 2009:

Weighted Average Exercise Price	Number of Exercisable Shares	Number of Outstanding Shares	Weighted Average Remaining Life in Years
$ 6.67	1,481,634	1,481,634	5.11
$ 16.00	18,750	18,750	5.95

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

11. Equity Based Compensation (Continued)

Long-Term Incentive Plan

The Company's original Long-Term Incentive Plan was approved by stockholders in May 2007 and an Amended and Restated Long-Term Incentive Plan (the "Plan") was approved by stockholders in May 2008. The Plan provides for the grant of long-term incentives, including various equity-based incentives, to those persons with responsibility for the success and growth of the Company and its subsidiaries.

The Company granted options to key employees under the Plan during 2007, 2008 and 2009. The options permit employees to purchase a total of 510,126 shares of class A common stock at a weighted average exercise price of $30.97 per share, vest and become exercisable ratably over a period of four years from the date of grant and have a maximum term of ten years. In addition, certain performance measures must be met for 50% of certain of these options to become exercisable, although these performance measures are not expected to be used for future grants.

The Black-Scholes option pricing model was used to estimate fair values as of the date of grant using 43% to 46% volatility based on EMSC's historical stock price, risk free rates ranging from 4.07% to 5.16%, 0% dividend yield and a term of 5 years. The weighted average fair value of options granted during 2009 was $10.76.

During 2007, members of the Board of Directors of the Company granted, in the aggregate, 30,000 shares of restricted class A common stock pursuant to the Plan, which shares vest ratably over a period of three to four years. In addition, certain performance measures must be met for 50% of the shares to become exercisable. During 2009, an additional 210,375 shares of restricted class A common stock were granted pursuant to the Plan, which shares vest ratably over a period of three years without any performance measure requirement.

In connection with the grants of options and restricted class A common stock, the Company expensed $3.4 million, $1.2 million and $0.2 million for the years ended December 31, 2009, 2008 and 2007, respectively.

The following table summarizes the status of restricted stock and options under the Plan as of December 31, 2009:

		Options Summary		
	Restricted Stock	Class A Shares	Weighted Average Exercise Price	Aggregate Intrinsic Value
Outstanding at beginning of year	30,000	340,250	$ 31.65	
Granted	210,375	210,375	29.88	
Exercised	(5,833)	(26,749)	31.53	
Expired or forfeited	(6,250)	(13,750)	29.90	
Outstanding at end of year	228,292	510,126	$ 30.97	$ 11,823
Exercisable at end of year	3,334	56,439	$ 31.76	$ 1,264

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

11. Equity Based Compensation (Continued)

Non-Employee Director Compensation Plan

The Non-Employee Director Compensation Plan, approved in May 2007, is available to non-employee directors of the Company, other than the Chair of the Compliance Committee. Under this plan, eligible directors are granted Restricted Stock Units ("RSUs") following each annual stockholder meeting with each RSU representing one share of the Company's class A common stock. Eligible directors receive a grant of RSUs having a fair market value of $0.1 million on the date of grant based on the closing price of the Company's class A common stock on the business day immediately preceding the grant date. The Non-Employee Director Compensation Plan allows directors to defer income from the grant of RSUs, which vest immediately prior to the election of directors at the next annual stockholder meeting. In connection with this plan, the Company granted 3,018 RSUs per director in 2009. The Company granted 4,145 RSUs per director following the 2008 annual stockholder meeting and granted an additional 2,374 RSUs to a director upon his election to the board of directors in October 2008. The Company granted 2,705 RSUs per director in 2007. As of December 31, 2009, there were a total of 76,864 RSUs outstanding. The Company expensed $0.5 million during the year ended December 31, 2009 and $0.4 million during each of the years ended December 31, 2008 and 2007.

Stock Purchase Plan/Employee Stock Purchase Plan

The Company offered its class A common stock to eligible employees and independent contractors associated with the Company and its subsidiaries pursuant to a Stock Purchase Plan and the Company's Employee Stock Purchase Plan (together, the "SPPs") during 2009 and 2008. The purchases of stock under the SPPs occurred in October 2009 and September 2008 at a 5% discount to the closing price of the Company's class A common stock on predetermined dates established pursuant to the ESPP and SPP, and as such no compensation charge was recorded for these plans during 2009 or 2008. Employee contributions to the SPPs were $405 during the year ended December 31, 2009 and $644 for the same period in 2008. The contributions were used to purchase shares of class A common stock totaling 8,644 and 20,627 during 2009 and 2008, respectively.

12. Equity

Preferred Stock

The Company's board of directors may, without further action by stockholders, from time to time direct the issuance of up to 20 million shares of preferred stock in series and may, at the time of issuance, determine the rights, preferences and limitations of each series.

Class A and Class B Common Stock and Class B Special Voting Stock

General

The Company's class A common stock and class B common stock is identical in all respects, except with respect to voting and except that each share of class B common stock is convertible into one share of class A common stock at the option of the holder. The class B common stock will be converted automatically into class A common stock upon a transfer thereof to any person other than certain

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

12. Equity (Continued)

currently affiliated persons and their affiliates. The class A and class B common stock are referred to as "common stock".

Subject to preferences that may apply to shares of preferred stock outstanding at the time, holders of the Company's outstanding common stock are entitled to any dividend declared by the board of directors out of funds legally available for this purpose. Upon the Company's liquidation, dissolution or winding up, the holders of the class A and class B common stock are entitled to receive pro rata the Company's assets available for distribution, after payment of all liabilities and subject to the rights of any outstanding preferred stock and of the holders of the LP exchangeable units to receive distributions of assets equivalent to, on a per share/per unit basis, the distributions to the holders of the class A and class B common stock.

The Company's one share of class B special voting stock is not entitled to any rights or privileges except for the voting rights described below, and except that it is entitled to a distribution equal to its $0.01 par value upon the Company's liquidation, dissolution or winding up.

On August 12, 2009 and November 25, 2009, the Company closed public secondary equity offerings in which a total of 18.4 million shares of class A common stock were sold primarily by certain affiliates of Onex, the Company's principal equity holder. In order to effect the secondary offerings, holders of LP exchangeable units exchanged 18.4 million units into class B common stock. Upon transfer, the class B common stock converted automatically into the 18.4 million shares of class A common stock sold in the offerings. The net proceeds from the offerings were paid entirely to the selling stockholders.

Voting Rights

Generally, on all matters on which the holders of common stock are entitled to vote, the holders of the class A common stock, the class B common stock and the class B special voting stock vote together as a single class. On all matters with respect to which the holders of the Company's common stock are entitled to vote, each outstanding share of class A common stock is entitled to one vote, each outstanding share of class B common stock is entitled to ten votes and the one share of class B special voting stock is entitled to a number of votes equal to the number of votes that could be cast if all of the then outstanding LP exchangeable units were exchanged for class B common stock. If the Minimum Hold Condition is no longer satisfied, the number of votes per share of class B common stock will be reduced automatically to one vote per share. The Minimum Hold Condition is satisfied so long as the aggregate of the numbers of outstanding shares of class B common stock and LP exchangeable units is at least 10% of the total number of shares of common stock and LP exchangeable units outstanding.

In addition, holders of class A common stock, on the one hand, and the class B common stock and class B special voting stock, on the other, are entitled to vote as a separate class on approval of (i) any alteration, repeal or amendment of the Company's certificate of incorporation which would adversely affect the powers, preferences or rights of the holders of class A common stock or the class B common stock and class B special voting stock, as the case may be, and (ii) any merger or consolidation of the Company with any other entity if, as a result, (x) shares of class A common stock would be converted into or exchanged for, or receive, any consideration that differs from that applicable to the shares of class B common stock as a result of such merger or consolidation, other than a difference limited to preserving the relative voting power of the holders of the class A common stock, the class B common

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

12. Equity (Continued)

stock and the class B special voting stock or (y) in the case of the class B common stock and class B special voting stock only, the class B special voting stock would not remain outstanding.

In respect of any matter as to which the holders of the class A common stock are entitled to a class vote, holders have one vote per share, and the affirmative vote of the holders of a majority of the shares of class A common stock outstanding is required for approval. In respect of any matter as to which the holders of the class B common stock and class B special voting stock are entitled to a class vote, holders of class B common stock have one vote per share and the holder of the class B special voting stock will have one vote for each LP exchangeable unit outstanding, and the affirmative vote of the holders of a majority of the votes entitled to be cast is required for approval.

LP Exchangeable Units

The LP exchangeable units are issued by EMS LP. Each LP exchangeable unit is exchangeable at any time into one share of class B common stock at the option of the holder and is substantially equivalent economically to a share of class B common stock. The holders of the LP exchangeable units have the right to receive distributions, on a per unit basis, in amounts (or property in the case of non-cash dividends), which are the same as, or economically equivalent to, and which are payable at the same time as, dividends declared on the class B common stock (or dividends that would be required to be declared if class B common stock were outstanding). These holders also have the right to vote, through the trustee holder of the class B special voting stock, at all stockholder meetings at which holders of the class B common stock or class B special voting stock are entitled to vote, and the right to participate on a pro rata basis with the class B common stock in the distribution of assets of the Company, upon specified events relating to the voluntary or involuntary liquidation, dissolution, winding up or other distribution of the assets, through the mandatory exchange of LP exchangeable units for shares of class B common stock. The LP exchangeable units have been included as common stock equivalents in the basic and diluted earnings per share calculations.

13. Commitments and Contingencies

Lease Commitments

The Company leases various facilities and equipment under operating lease agreements. Rental expense incurred under these leases was $40.5 million, $40.5 million and $38.6 million for the years ended December 31, 2009, 2008 and 2007, respectively.

The Company also leases certain vehicles and records certain leasehold improvements under capital leases. Assets under capital leases are capitalized using inherent interest rates at the inception of each lease. Capital leases are collateralized by the underlying assets.

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Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

13. Commitments and Contingencies (Continued)

Future commitments under non-cancelable capital and operating leases for vehicle, premises, equipment and other recurring commitments are as follows:

	Capital Leases	Operating Leases & Other
Year ending December 31,		
2010	$ 2,232	$ 61,686
2011	218	44,721
2012	201	32,463
2013	120	24,587
2014	106	18,024
Thereafter	334	54,000
	3,211	$ 235,481
Less imputed interest	(295)	
Total capital lease obligations	2,916	
Less current portion	(2,161)	
Long-term capital lease obligations	$ 755	

Forward Purchase Commitment

Beginning in March 2009, AMR entered into a series of forward purchase contracts which fix the price for a portion of its total monthly diesel fuel usage from April 1, 2009 through June 30, 2010. For the six months ending June 30, 2010, the Company is under contract to purchase 50,000 gallons of diesel fuel per month at prices ranging from $2.93 to $2.99 per gallon. These forward purchase contracts represent approximately 5% of the Company's total monthly diesel fuel usage. Based on the terms of the contracts, the Company has concluded they do not qualify as derivatives. The impact related to these contracts during the year ended December 31, 2009 was additional operating expense of $0.1 million.

Services

The Company is subject to the Medicare and Medicaid fraud and abuse laws which prohibit, among other things, any false claims, or any bribe, kick-back or rebate in return for the referral of Medicare and Medicaid patients. Violation of these prohibitions may result in civil and criminal penalties and exclusion from participation in the Medicare and Medicaid programs. Management has implemented policies and procedures that management believes will assure that the Company is in substantial compliance with these laws and regulations but there can be no assurance the Company will not be found to have violated certain of these laws and regulations. From time to time, the Company receives requests for information from government agencies pursuant to their regulatory or investigational authority. Such requests can include subpoenas or demand letters for documents to assist the government in audits or investigations. The Company is cooperating with the government agencies conducting these investigations and is providing requested information to the government

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

13. Commitments and Contingencies (Continued)

agencies. Other than the investigations described below, management believes that the outcome of any of these investigations would not have a material adverse effect on the Company.

Like other ambulance companies, AMR has provided discounts to its healthcare facility customers (nursing homes and hospitals) in certain circumstances. The Company has attempted to comply with applicable law where such discounts are provided. During the first quarter of fiscal 2004, the Company was advised by the U.S. Department of Justice ("DOJ") that it was investigating certain business practices at AMR. The specific practices at issue were (1) whether ambulance transports involving Medicare eligible patients complied with the "medical necessity" requirement imposed by Medicare regulations, (2) whether patient signatures, when required, were properly obtained from Medicare eligible patients, and (3) whether discounts in violation of the federal Anti-Kickback Statute were provided by AMR in exchange for referrals involving Medicare eligible patients. In connection with the third issue, the government alleged that certain of AMR's hospital and nursing home contracts in effect in Texas in periods prior to 2002 contained discounts in violation of the federal Anti-Kickback Statute. The Company negotiated a settlement with the government pursuant to which the Company paid $9 million and obtained a release of all claims related to such conduct alleged to have occurred in Texas in periods prior to 2002. In connection with the settlement, AMR entered into a Corporate Integrity Agreement ("CIA") which is effective for a period of five years beginning September 12, 2006. Pursuant to the CIA, AMR is required to maintain a compliance program which includes, among other elements, the appointment of a compliance officer and committee; training of employees nationwide; contractual safeguards nationwide, including tracking of contractual arrangements in Texas; review by an independent review organization and reporting of certain reportable events.

On April 17, 2006, the Office of Inspector General for the United States Department of Health and Human Services, or OIG, finalized its draft report requesting that the Company's Massachusetts subsidiary reimburse the Medicare program for approximately $1.8 million in alleged overpayments from Medicare for services performed between July 1, 2002 and December 31, 2002. The OIG claimed that these payments were made for services that did not meet Medicare medical necessity and reimbursement requirements. On December 10, 2006, AMR paid the $1.8 million in alleged overpayments. However, the Company disagreed with the OIG's finding, filed an administrative appeal and on May 15, 2008, received $1.2 million back from Medicare as a result of the successful appeal. The outcome of this appeal did not have an impact on the results of operations of the Company.

Letters of Credit

At December 31, 2009 and 2008, the Company had $43.6 million and $43.2 million, respectively, in outstanding letters of credit.

Other Legal Matters

On December 13, 2005, a lawsuit purporting to be a class action was commenced against AMR in Spokane, Washington in Washington State Court, Spokane County. The complaint alleges that AMR billed patients and third party payors for transports it conducted between 1998 and 2005 at higher rates than contractually permitted. The Court has certified a class in this case, but the size and membership of the class has not yet been determined. At this time, AMR does not believe that any incorrect billings are material in amount.

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(dollars in thousands, except for share and per share amounts)

13. Commitments and Contingencies (Continued)

In December 2006, AMR received a subpoena from the DOJ. The subpoena requested copies of documents for the period from January 2000 through the present. The subpoena required AMR to produce a broad range of documents relating to the operations of certain AMR affiliates in New York. The Company produced documents responsive to the subpoena. The government has identified claims for reimbursement that the government believes lack support for the level billed, and invited the Company to respond to the identified areas of concern. The Company is reviewing the information provided by the government and intends to provide a response. The Company does not believe the identified claims will result in a material adverse effect on the financial condition of EMSC.

Three different lawsuits purporting to be class actions have been filed against AMR and certain subsidiaries in California alleging violations of California wage and hour laws. On April 16, 2008, Lori Bartoni commenced a suit in the Superior Court for the State of California, County of Alameda, which has since been removed to the United States District Court, Northern District of California; on July 8, 2008, Vaughn Banta filed suit in the Superior Court of the State of California, County of Los Angeles; and on January 22, 2009, Laura Karapetian filed suit in the Superior Court of the State of California, County of Los Angeles. At the present time, courts have not certified classes in any of these cases. Plaintiffs allege principally that the AMR entities failed to pay daily overtime charges pursuant to California law, and failed to provide required meal breaks or pay premium compensation for missed meal breaks. Plaintiffs are seeking to certify the classes and are seeking lost wages, punitive damages, attorneys' fees and other sanctions permitted under California law for violations of wage hour laws. The Company is unable at this time to estimate the amount of potential damages, if any.

The Company is involved in other litigation arising in the ordinary course of business. Management believes the outcome of these legal proceedings will not have a material adverse impact on its financial condition, results of operations or liquidity.

14. Transactions with Onex

The Company is party to a management agreement with a wholly-owned subsidiary of Onex Corporation, its principal equityholder. In exchange for an annual management fee of $1.0 million, the Onex subsidiary provides the Company with corporate finance and strategic planning consulting services. This fee, which has been included as a component of selling, general and administrative expenses in the accompanying statement of operations, amounted to $1.0 million for each of the years ended December 31, 2009, 2008 and 2007.

15. Insurance

Insurance reserves are established for automobile, workers compensation, general liability and professional liability claims utilizing policies with both fully-insured and self-insured components. This includes the use of an off-shore captive insurance program through a wholly-owned subsidiary for certain professional liability (medical malpractice) programs for EmCare. In those instances where the Company has obtained third-party insurance coverage, the Company normally retains liability for the first $1 to $2 million of the loss. Insurance reserves cover known claims and incidents within the level of Company retention that may result in the assertion of additional claims, as well as claims from unknown incidents that may be asserted arising from activities through December 31, 2009.

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

15. Insurance (Continued)

The Company establishes reserves for claims based upon an assessment of actual claims and claims incurred but not reported. The reserves are established based on consultation with third-party independent actuaries using actuarial principles and assumptions that consider a number of factors, including historical claim payment patterns (including legal costs) and changes in case reserves and the assumed rate of inflation in health care costs and property damage repairs. Claims, other than general liability claims, are discounted at a rate commensurate with the interest rate on monetary assets that essentially are risk free and have a maturity comparable to the underlying liabilities, currently 4%. General liability claims are not discounted.

The Company's most recent actuarial valuation was completed in December 2009. As a result of this and previous actuarial valuations, the Company recorded an increase in its provisions for insurance liabilities of approximately $4.5 million in 2009 and reductions of $4.1 million and $21.5 million in 2008 and 2007, respectively, related to reserves for losses in prior years.

Provisions for insurance expense included in the statements of operations include annual provisions determined in consultation with third-party actuaries and premiums paid to third-party insurers.

The table below summarizes the non-health and welfare insurance reserves included in the accompanying balance sheets:

	Accrued Liabilities	Insurance Reserves and Other Long-term Liabilities	Total Liabilities
December 31, 2009			
Automobile	$ 7,993	$ 9,413	$ 17,406
Workers compensation	15,096	27,942	43,038
General/ Professional liability	39,743	106,261	146,004
	$ 62,832	$ 143,616	$ 206,448
December 31, 2008			
Automobile	$ 7,602	$ 9,570	$ 17,172
Workers compensation	14,036	27,490	41,526
General/ Professional liability	39,461	101,928	141,389
	$ 61,099	$ 138,988	$ 200,087

Certain insurance programs also require the Company to maintain deposits with third-party insurers or with trustees to cover future claims costs. These deposits are included as insurance collateral in the accompanying balance sheets. Investments supporting insurance programs are comprised principally of government securities and investment grade securities. These investments are designated as available-for-sale and reported at fair value. Investment income earned on these

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Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

15. Insurance (Continued)

investments is reported as interest income from restricted assets in the statements of operations. The following table summarizes these deposits and restricted investments:

	2009	2008
Restricted cash and cash equivalents	$ 12,381	$ 24,863
Restricted marketable securities	1,813	10,633
Other short-term insurance collateral	10,792	19,556
Insurance collateral short-term	$ 24,986	$ 55,052
Restricted long-term investments	$ 87,720	$ 79,722
Other long-term insurance collateral	56,166	39,922
Insurance collateral long-term	$ 143,886	$ 119,644

16. Net Income Per Common Share

The calculation of basic net income per common share and diluted net income per common share is presented below:

	Year ended December 31,		
	2009	2008	2007
Basic earnings per common share computation			
Numerator:			
Net income	$ 115,239	$ 84,847	$ 59,818
Net income available to stockholders	115,239	84,847	59,818
Denominator:			
Basic average shares outstanding			
Common stock and LP exchangeable units	42,552,716	41,652,783	41,551,207
Basic earnings per common share	$ 2.71	$ 2.04	$ 1.44
Diluted earnings per share computation			
Numerator:			
Net income	$ 115,239	$ 84,847	$ 59,818
Net income available to stockholders	115,239	84,847	59,818
Denominator:			
Basic average shares outstanding	42,552,716	41,652,783	41,551,207
Incremental shares from assumed exercise of stock options and RSUs	1,071,084	1,477,999	1,595,674
Diluted average common shares outstanding	43,623,800	43,130,782	43,146,881

Diluted earnings per common share	$ 2.64	$ 1.97	$ 1.39

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

16. Net Income Per Common Share (Continued)

There were 65,500 and 35,500 potential common shares excluded from the calculation of diluted earnings per share for the years ended December 31, 2008 and 2007, respectively, because they were antidilutive.

17. Segment Information

The Company is organized around two separately managed business units: healthcare transportation services and facility-based physician services, which have been identified as operating segments. The healthcare transportation services reportable segment focuses on providing a full range of medical transportation services from basic patient transit to the most advanced emergency care and pre-hospital assistance. The facility-based physician services reportable segment provides outsourced physician services to hospitals primarily for emergency departments and urgent care centers, as well as for hospitalist/inpatient, radiology, teleradiology and anesthesiology services. The Chief Executive Officer has been identified as the chief operating decision maker ("CODM") as he assesses the performance of the business units and decides how to allocate resources to the business units.

Net income before equity in earnings of unconsolidated subsidiary, income tax expense, loss on early debt extinguishment, interest and other income, realized gain on investments, interest expense, and depreciation and amortization ("Adjusted EBITDA") is the measure of profit and loss that the CODM uses to assess performance, measure liquidity and make decisions. Pre-tax income from continuing operations represents net revenue less direct operating expenses incurred within the

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Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

17. Segment Information (Continued)

operating segments. The accounting policies for reported segments are the same as for the Company as a whole (see note 2 "Summary of Significant Accounting Policies").

	Year ended December 31,		
	2009	2008	2007
Healthcare Transportation Services			
Net revenue	$ 1,343,857	$ 1,401,801	$ 1,219,212
Income from operations	73,539	72,261	33,284
Adjusted EBITDA	124,709	129,933	92,725
Goodwill	172,867	175,563	150,765
Intangible assets, net	39,937	44,805	51,379
Total identifiable assets	730,956	789,180	870,845
Capital expenditures	$ 32,314	$ 22,586	$ 32,847
Facility-Based Physician Services			
Net revenue	$ 1,225,828	$ 1,008,063	$ 887,781
Income from operations	139,597	95,960	99,295
Adjusted EBITDA	157,294	113,675	117,480
Goodwill	209,084	170,450	162,359
Intangible assets, net	62,717	31,336	30,338
Total identifiable assets	583,806	576,211	558,272
Capital expenditures	$ 3,680	$ 4,707	$ 751
Segment Totals			
Net revenue	$ 2,569,685	$ 2,409,864	$ 2,106,993
Income from operations	213,136	168,221	132,579
Adjusted EBITDA	282,003	243,608	210,205
Goodwill	381,951	346,013	313,124
Intangible assets, net	102,654	76,141	81,717
Total identifiable assets	1,314,762	1,365,391	1,429,117
Capital expenditures	$ 35,994	$ 27,293	$ 33,598

A reconciliation of Adjusted EBITDA to net income is as follows:

	Year ended December 31,		
	2009	2008	2007
Adjusted EBITDA	$ 282,003	$ 243,608	$ 210,205
Depreciation and amortization expense	(64,351)	(68,980)	(70,483)
Interest expense	(40,996)	(42,087)	(46,948)
Realized gain on investments	2,105	2,722	245
Interest and other income	1,816	2,055	2,055
Loss on early debt extinguishment		(241)	
Income tax expense	(65,685)	(52,530)	(36,104)
Equity in earnings of unconsolidated subsidiary	347	300	848
Net income	$ 115,239	$ 84,847	$ 59,818

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Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

17. Segment Information (Continued)

A reconciliation of Adjusted EBITDA to cash flows provided by operating activities is as follows:

	Year ended December 31,		
	2009	**2008**	**2007**
Adjusted EBITDA	$ 282,003	$ 243,608	$ 210,205
Interest paid	(39,165)	(39,983)	(44,874)
Change in accounts receivable	18,742	27,618	(74,991)
Change in other operating assets/liabilities	42,675	(15,353)	5,868
Equity based compensation	3,979	2,476	1,727
Excess tax benefits from stock-based compensation	(17,448)		
Other	(18,233)	(6,909)	(117)
Cash flows provided by operating activities	$ 272,553	$ 211,457	$ 97,818

A reconciliation of segment assets to total assets and segment capital expenditures to total capital expenditures is as follows as of December 31:

	2009	**2008**
Segment total identifiable assets	$ 1,314,762	$ 1,365,391
Corporate cash	315,590	141,778
Other corporate assets	24,355	34,050
Total identifiable assets	$ 1,654,707	$ 1,541,219

Other corporate assets principally consist of property, plant and equipment, and other assets.

	2009	**2008**	**2007**
Segment total capital expenditures	$ 35,994	$ 27,293	$ 33,598
Corporate capital expenditures	8,734	4,795	4,737
Total capital expenditures	$ 44,728	$ 32,088	$ 38,335

18. Quarterly Financial Information (unaudited)

Selected unaudited quarterly financial data for the years ended December 31, 2009 and 2008 is as follows (in millions, except per share amounts):

2009	**1st Qtr.**	**2nd Qtr.**	**3rd Qtr.**	**4th Qtr.**
Net revenue	$ 613.0	$ 637.3	$ 665.1	$ 654.3
Income from operations	47.5	55.7	55.5	54.4
Net income	24.1	29.0	28.9	33.2
Basic earnings per share	0.57	0.69	0.67	0.77
Diluted earnings per share	0.56	0.67	0.66	0.75

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Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

18. Quarterly Financial Information (unaudited) (Continued)

2008	1st Qtr.	2nd Qtr.	3rd Qtr.	4th Qtr.
Net revenue	$ 565.8	$ 571.1	$ 679.3	$ 593.7
Income from operations	34.9	36.3	54.9	42.1
Net income	17.0	18.3	28.6	20.9
Basic earnings per share	0.41	0.44	0.69	0.50
Diluted earnings per share	0.40	0.43	0.66	0.48

19. Valuation and Qualifying Accounts

	Allowance for Contractual Discounts	Allowance for Uncompensated Care	Total Accounts Receivable Allowances
Balance at December 31, 2006	$ 699,400	$ 369,532	$ 1,068,932
Additions	2,524,339	1,027,732	3,552,071
Reductions	(2,391,001)	(965,344)	(3,356,345)
Balance at December 31, 2007	832,738	431,920	1,264,658
Additions	3,081,633	1,375,566	4,457,199
Reductions	(3,028,970)	(1,293,011)	(4,321,981)
Balance at December 31, 2008	885,401	514,475	1,399,876
Additions	4,071,279	1,762,517	5,833,796
Reductions	(3,955,395)	(1,704,977)	(5,660,372)
Balance at December 31, 2009	$ 1,001,285	$ 572,015	$ 1,573,300

Additions to the Company's valuation and qualifying accounts are primarily related to income statement provisions and balances added from acquisitions. Reductions to these accounts are primarily related to write-off activity.

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(dollars in thousands, except for share and per share amounts)

20. Guarantors of Debt

EMS LP financed the acquisition of AMR and EmCare in part by issuing $250.0 million principal amount of senior subordinated notes and borrowing $370.2 million under the Credit Facility. Its wholly-owned subsidiaries, AMR HoldCo, Inc. and EmCare HoldCo, Inc., are the issuers of the senior subordinated notes and the borrowers under the Credit Facility. As part of the transaction, AMR and its subsidiaries became wholly-owned subsidiaries of AMR HoldCo, Inc. and EmCare and its subsidiaries became wholly-owned subsidiaries of EmCare HoldCo, Inc. The senior subordinated notes and the Credit Facility include a full, unconditional and joint and several guarantee by all of EMSC, EMS LP and EMSC's domestic subsidiaries. All of the operating income and cash flow of EMSC, EMS LP, AMR HoldCo, Inc. and EmCare HoldCo, Inc. is generated by AMR, EmCare and their subsidiaries. As a result, funds necessary to meet the debt service obligations under the senior secured notes and Credit Facility are provided by the distributions or advances from the subsidiary companies, AMR and EmCare. Investments in subsidiary operating companies are accounted for on the equity method. Accordingly, entries necessary to consolidate EMSC, EMS LP, AMR HoldCo, Inc., EmCare HoldCo, Inc. and all of their subsidiaries are reflected in the Eliminations/Adjustments column. Separate complete financial statements of the issuers, EMS LP and subsidiary guarantors would not provide additional material information that would be useful in assessing the financial composition of the issuers, EMS LP or the subsidiary guarantors. The condensed consolidating financial statements for EMSC, EMS LP, the issuers, the guarantors and the non-guarantor are as follows:

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Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

20. Guarantors of Debt (Continued)

Consolidating Balance Sheet
As of December 31, 2009

	EMSC	EMS LP	Issuer AMR HoldCo, Inc.	Issuer EmCare HoldCo, Inc.	Subsidiary Guarantors	Subsidiary Non-Guarantor	Eliminations/ Adjustments	Total
Assets								
Current assets:								
Cash and cash equivalents	$	$	$	$	$ 317,538	$ 15,350	$	$ 332,888
Insurance collateral					10,792	19,450	(5,256)	24,986
Trade and other accounts receivable, net					458,558	530		459,088
Parts and supplies inventory					22,270			22,270
Other current assets					19,650	12		19,662
Current deferred tax assets					2,489	3,834		6,323
Current assets					831,297	39,176	(5,256)	865,217
Non-current assets:								
Property, plant, and equipment, net					125,855			125,855
Intercompany receivable			268,220	185,153			(453,373)	
Intangible assets, net					102,654			102,654
Non-current deferred tax assets					19,588	(6,120)		13,468
Insurance collateral					56,166	85,165	2,555	143,886
Goodwill					381,493	458		381,951
Other long-term assets			4,281	1,898	15,497			21,676
Investment and advances in subsidiaries	686,087	686,087	394,715	291,358	34,343		(2,092,590)	

Assets	$ 686,087	$ 686,087	$ 667,216	$ 478,409	$ 1,566,893	$ 118,679	$ (2,548,664)	$ 1,654,707
Liabilities and Equity								
Current liabilities:								
Accounts payable	$	$	$	$	$ 70,696	$ 63	$	$ 70,759
Accrued liabilities			5,117	4,656	231,855	32,077	(1)	273,704
Current portion of long-term debt			1,447	650	2,579			4,676
Current liabilities			6,564	5,306	305,130	32,140	(1)	349,139
Long-term debt			264,891	182,777	1,586			449,254
Insurance reserves and other long-term liabilities					129,555	43,372	(2,700)	170,227
Intercompany payable					444,549	8,824	(453,373)	
Liabilities			271,455	188,083	880,820	84,336	(456,074)	968,620
Equity:								
Class A common stock	295					30	(30)	295
Class B common stock	1							1
Partnership equity	90,776	366,388	307,447	58,941	366,388		(1,099,164)	90,776
Additional paid-in capital	275,316					4,316	(4,316)	275,316
Retained earnings	319,042	319,042	88,261	230,781	319,028	28,080	(985,192)	319,042
Comprehensive income	657	657	53	604	657	1,917	(3,888)	657
Equity	686,087	686,087	395,761	290,326	686,073	34,343	(2,092,590)	686,087
Liabilities and Equity	$ 686,087	$ 686,087	$ 667,216	$ 478,409	$ 1,566,893	$ 118,679	$ (2,548,664)	$ 1,654,707

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Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

20. Guarantors of Debt (Continued)

Consolidating Balance Sheet
As of December 31, 2008

	EMSC	EMS LP	Issuer AMR HoldCo, Inc.	Issuer EmCare HoldCo, Inc.	Subsidiary Guarantors	Subsidiary Non-Guarantor	Eliminations/ Adjustments	Total
Assets								
Current assets:								
Cash and cash equivalents	$	$	$	$	$ 140,452	$ 5,721	$	$ 146,173
Insurance collateral					18,618	40,751	(4,317)	55,052
Trade and other accounts receivable, net					471,546	955		472,501
Parts and supplies inventory					21,160			21,160
Other current assets					28,339	39		28,378
Current deferred tax assets					88,076	3,834		91,910
Current assets					768,191	51,300	(4,317)	815,174
Non-current assets:								
Property, plant, and equipment, net					124,869			124,869
Intercompany receivable	11,067	113,400	268,581	185,250			(578,298)	
Intangible assets, net					76,141			76,141
Non-current deferred tax assets					40,666	(4,315)		36,351
Insurance collateral					39,923	81,062	(1,341)	119,644
Goodwill					345,555	458		346,013
Other long-term assets			5,496	2,513	15,018			23,027
Investment and advances in subsidiaries	527,972	414,572	241,438	173,120	33,216		(1,390,318)	

Assets	$ 539,039	$ 527,972	$ 515,515	$ 360,883	$ 1,443,579	$ 128,505	$ (1,974,274)	$ 1,541,219
Liabilities and Equity								
Current liabilities:								
Accounts payable	$	$	$	$	$ 57,260	$ 58	$	$ 57,318
Accrued liabilities			5,247	4,717	216,692	31,263	(1)	257,918
Current portion of long-term debt			1,590	715	2,600			4,905
Current liabilities			6,837	5,432	276,552	31,321	(1)	320,141
Long-term debt			266,194	183,363	4,043			453,600
Insurance and other long-term liabilities					175,623	58,473	(5,657)	228,439
Intercompany payable					572,803	5,495	(578,298)	
Liabilities			273,031	188,795	1,029,021	95,289	(583,956)	1,002,180
Equity:								
Class A common stock	96					30	(30)	96
Class B common stock	1							1
Partnership equity	212,361	325,761	189,394	22,967	212,361		(750,483)	212,361
Additional paid-in capital	124,370					4,316	(4,316)	124,370
Retained earnings	203,803	203,803	55,406	148,397	203,789	24,337	(635,732)	203,803
Comprehensive income (loss)	(1,592)	(1,592)	(2,316)	724	(1,592)	4,533	243	(1,592)
Equity	539,039	527,972	242,484	172,088	414,558	33,216	(1,390,318)	539,039
Liabilities and Equity	$ 539,039	$ 527,972	$ 515,515	$ 360,883	$ 1,443,579	$ 128,505	$ (1,974,274)	$ 1,541,219

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Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

20. Guarantors of Debt (Continued)

Consolidating Statement of Operations
For the year ended December 31, 2009

	EMSC	EMS LP	Issuer AMR HoldCo, Inc.	Issuer EmCare HoldCo, Inc.	Subsidiary Guarantors	Subsidiary Non-Guarantors	Eliminations/ Adjustments	Total
Net revenue	$	$	$	$	$ 2,569,685	$ 28,480	$ (28,480)	$ 2,569,685
Compensation and benefits					1,796,779			1,796,779
Operating expenses					334,328			334,328
Insurance expense					92,969	33,121	(28,480)	97,610
Selling, general and administrative expenses					63,481			63,481
Depreciation and amortization expense					64,351			64,351
Income (loss) from operations					217,777	(4,641)		213,136
Interest income from restricted assets					1,980	2,536		4,516
Interest expense					(40,996)			(40,996)
Realized gain on investments						2,105		2,105
Interest and other income					1,816			1,816
Income before income taxes					180,577			180,577
Income tax expense					(65,685)			(65,685)
Income before equity in earnings of unconsolidated subsidiaries					114,892			114,892
Equity in earnings of unconsolidated subsidiaries	115,239	115,239	32,856	82,383	347		(345,717)	347
Net income	$ 115,239	$ 115,239	$ 32,856	$ 82,383	$ 115,239	$	$ (345,717)	$ 115,239

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Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

20. Guarantors of Debt (Continued)

Consolidating Statement of Operations
For the year ended December 31, 2008

	EMSC	EMS LP	Issuer AMR HoldCo, Inc	Issuer EmCare HoldCo, Inc.	Subsidiary Guarantors	Subsidiary Non-Guarantor	Eliminations/ Adjustments	Total
Net revenue	$	$	$	$	$ 2,409,864	$ 37,322	$ (37,322)	$ 2,409,864
Compensation and benefits					1,637,425			1,637,425
Operating expenses					383,359			383,359
Insurance expense					75,682	43,861	(37,322)	82,221
Selling, general and administrative expenses					69,658			69,658
Depreciation and amortization expense					68,980			68,980
Restructuring charge								
Income (loss) from operations					174,760	(6,539)		168,221
Interest income from restricted assets					2,590	3,817		6,407
Interest expense					(42,087)			(42,087)
Realized gain on investments						2,722		2,722
Interest and other income					2,055			2,055
Loss on early debt extinguishment					(241)			(241)
Income before income taxes					137,077			137,077
Income tax expense					(52,530)			(52,530)
Income before equity in earnings of unconsolidated subsidiaries					84,547			84,547
Equity in earnings of unconsolidated subsidiaries	84,847	84,847	31,623	53,224	300		(254,541)	300
Net income	$ 84,847	$ 84,847	$ 31,623	$ 53,224	$ 84,847	$	$ (254,541)	$ 84,847

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Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

20. Guarantors of Debt (Continued)

Consolidating Statement of Operations
For the year ended December 31, 2007

	EMSC	EMS LP	Issuer AMR HoldCo, Inc.	Issuer EmCare HoldCo, Inc.	Subsidiary Guarantors	Subsidiary Non-Guarantors	Eliminations/ Adjustments	Total
Net revenue	$	$	$	$	$ 2,106,993	$ 36,778	$ (36,778)	$ 2,106,993
Compensation and benefits					1,455,970			1,455,970
Operating expenses					317,518			317,518
Insurance expense					61,801	41,285	(36,778)	66,308
Selling, general and administrative expenses					61,893			61,893
Depreciation and amortization expense					70,483			70,483
Restructuring charge					2,242			2,242
Income (loss) from operations					137,086	(4,507)		132,579
Interest income from restricted assets					2,881	4,262		7,143
Interest expense					(46,948)			(46,948)
Realized gain on investments						245		245
Interest and other income					2,055			2,055
Income before income taxes					95,074			95,074
Income tax expense					(36,104)			(36,104)
Income before equity in earnings of unconsolidated subsidiaries					58,970			58,970
Equity in earnings of unconsolidated subsidiaries	59,818	59,818	6,209	53,609	848		(179,454)	848
Net income	$ 59,818	$ 59,818	$ 6,209	$ 53,609	$ 59,818	$	$ (179,454)	$ 59,818

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

20. Guarantors of Debt (Continued)

Condensed Consolidating Statement of Cash Flows
For the year ended December 31, 2009

	EMSC	EMS LP	Issuer AMR HoldCo Inc.	Issuer EmCare HoldCo Inc.	Subsidiary Guarantors	Subsidiary Non-guarantors	Total
Cash Flows from Operating Activities							
Net cash provided by (used in) operating activities	$	$	$	$	$ 278,710	$ (6,157)	$ 272,553
Cash Flows from Investing Activities							
Purchase of property, plant and equipment					(44,728)		(44,728)
Proceeds from sale of property, plant and equipment					120		120
Acquisition of businesses, net of cash received					(75,612)		(75,612)
Net change in insurance collateral					(11,375)	15,786	4,411
Net change in deposits and other assets					(820)		(820)
Net cash (used in) provided by investing activities					(132,415)	15,786	(116,629)
Cash Flows from Financing Activities							
EMSC issuance of class A common stock	10,515						10,515
Excess tax benefits from stock-based compensation					17,448		17,448
Repayments of capital lease obligations and other debt					(5,109)		(5,109)
Increase in bank overdrafts					7,937		7,937
Net intercompany borrowings (payments)	(10,515)				10,515		
Net cash provided by financing activities					30,791		30,791
Change in cash and cash equivalents					177,086	9,629	186,715
Cash and cash equivalents, beginning of period					140,452	5,721	146,173
Cash and cash equivalents, end of period	$	$	$	$	$ 317,538	$ 15,350	$ 332,888

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Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

20. Guarantors of Debt (Continued)

Condensed Consolidating Statement of Cash Flows
For the year ended December 31, 2008

	EMSC	EMS LP	Issuer AMR HoldCo Inc.	Issuer EmCare HoldCo Inc.	Subsidiary Guarantors	Subsidiary Non-guarantors	Total
Cash Flows from Operating Activities							
Net cash provided by operating activities	$	$	$	$	$ 203,400	$ 8,057	$ 211,457
Cash Flows from Investing Activities							
Purchase of property, plant and equipment					(32,088)		(32,088)
Proceeds from sale of property, plant and equipment					408		408
Acquisition of businesses, net of cash received					(55,825)		(55,825)
Net change in insurance collateral					15,707	(6,263)	9,444
Net change in deposits and other assets					3,116		3,116
Net cash used in investing activities					(68,682)	(6,263)	(74,945)
Cash Flows from Financing Activities							
EMSC issuance of class A common stock	2,423						2,423
Repayments of capital lease obligations and other debt					(39,230)		(39,230)
Increase in bank overdrafts					3,554		3,554
Borrowings under revolving credit facility					14,000		14,000
Net intercompany borrowings (payments)	(2,423)				2,423		
Net cash used in financing activities					(19,253)		(19,253)
Change in cash and cash equivalents					115,465	1,794	117,259
Cash and cash equivalents, beginning of period					24,987	3,927	28,914
Cash and cash equivalents, end of period	$	$	$	$	$ 140,452	$ 5,721	$ 146,173

Emergency Medical Services Corporation

Notes to Consolidated Financial Statements (Continued)

(dollars in thousands, except for share and per share amounts)

20. Guarantors of Debt (Continued)

Condensed Consolidating Statement of Cash Flows
For the year ended December 31, 2007

	EMSC	EMS LP	Issuer AMR HoldCo Inc.	Issuer EmCare HoldCo Inc.	Subsidiary Guarantors	Subsidiary Non-guarantors	Total
Cash Flows from Operating Activities							
Net cash provided by operating activities	$	$	$	$	$ 91,563	$ 6,255	$ 97,818
Cash Flows from Investing Activities							
Purchase of property, plant and equipment					(38,335)		(38,335)
Proceeds from sale of property, plant and equipment					359		359
Acquisition of businesses, net of cash received					(75,648)		(75,648)
Net change in insurance collateral					13,207	(2,335)	10,872
Net change in deposits and other assets					2,526		2,526
Net cash used in investing activities					(97,891)	(2,335)	(100,226)
Cash Flows from Financing Activities							
EMSC issuance of class A common stock	383						383
Repayments of capital lease obligations and other debt					(76,033)		(76,033)
Borrowings under revolving credit facility					70,300		70,300
Decrease in bank overdrafts					(2,664)		(2,664)
Net intercompany borrowings (payments)	(383)				383		
Net cash used in financing activities					(8,014)		(8,014)
Change in cash and cash equivalents					(14,342)	3,920	(10,422)
Cash and cash equivalents, beginning of period					39,329	7	39,336
Cash and cash equivalents, end of period	$	$	$	$	$ 24,987	$ 3,927	$ 28,914