UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

(Mark one)

x **QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the quarterly period ended June 30, 2013

Or

o **TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from to

Commission file number:

001-32701

ENVISION HEALTHCARE CORPORATION

(Exact name of registrant as specified in its charter)

Delaware (State or other jurisdiction of incorporation or organization)	**20-3738384** (IRS Employer Identification Number)
6200 S. Syracuse Way, Suite 200 **Greenwood Village, CO** (Address of principal executive offices)	**80111** (Zip Code)

Registrant s telephone number, including area code: **303-495-1200**

Former name, former address and former fiscal year, if changed since last report:

EMERGENCY MEDICAL SERVICES CORPORATION

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes o No x

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No o

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act.

Large accelerated filer o	Accelerated filer o
Non-accelerated filer x (Do not check if a smaller reporting company)	Smaller reporting company o

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange act). Yes o No x

The registrant is a privately held corporation, and its common stock is not publicly traded. Shares of common stock outstanding at July 19, 2013 1,000. All of our outstanding stock was held at such date by Envision Healthcare Intermediate Corporation (formerly known as CDRT Acquisition Corporation), our sole stockholder.

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ENVISION HEALTHCARE CORPORATION

PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS (UNAUDITED)

ENVISION HEALTHCARE CORPORATION

CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME

(unaudited; in thousands)

	Quarter ended June 30, 2013	Quarter ended June 30, 2012	Six months ended June 30, 2013	Six months ended June 30, 2012
Revenue, net of contractual discounts	$ 1,689,805	$ 1,444,131	$ 3,295,053	$ 2,851,921
Provision for uncompensated care	(790,550)	(643,033)	(1,507,474)	(1,244,529)
Net revenue	899,255	801,098	1,787,579	1,607,392
Compensation and benefits	643,960	562,838	1,285,749	1,128,703
Operating expenses	102,288	96,807	202,671	204,388
Insurance expense	25,840	27,555	51,673	52,445
Selling, general and administrative expenses	23,789	20,136	45,787	39,129
Depreciation and amortization expense	34,622	30,762	69,377	61,252
Restructuring charges	3,032	2,744	3,669	8,723
Income from operations	65,724	60,256	128,653	112,752
Interest income from restricted assets	266	258	632	545
Interest expense	(38,538)	(41,514)	(78,828)	(84,966)
Realized gain on investments	105	63	118	361
Interest and other (expense) income	(249)	241	(12,970)	403
Loss on early debt extinguishment		(5,172)	(122)	(5,172)
Income before income taxes, equity in earnings of unconsolidated subsidiary, and noncontrolling interest	27,308	14,132	37,483	23,923
Income tax expense	(10,832)	(6,266)	(17,966)	(10,504)
Income before equity in earnings of unconsolidated subsidiary and noncontrolling interest	16,476	7,866	19,517	13,419
Equity in earnings of unconsolidated subsidiary	87	105	162	214
Net income attributable to noncontrolling interest		(130)		
Net income attributable to Envision Healthcare Corporation	16,563	7,841	19,679	13,633
Other comprehensive income (loss), net of tax:				
Unrealized holding (losses) gains during the period	(13)	161	(449)	203
Unrealized gains (losses) on derivative financial instruments	20	(1,254)	(278)	(1,265)
Comprehensive income	$ 16,570	$ 6,748	$ 18,952	$ 12,571

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

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ENVISION HEALTHCARE CORPORATION

CONSOLIDATED BALANCE SHEETS

(in thousands, except share and per share data)

	June 30, 2013 (Unaudited)	December 31, 2012
Assets		
Current assets:		
Cash and cash equivalents	$ 36,752	$ 57,551
Insurance collateral	32,930	24,481
Trade and other accounts receivable, net	679,145	625,413
Parts and supplies inventory	22,204	22,050
Prepaids and other current assets	32,801	23,514
Total current assets	803,832	753,009
Non-current assets:		
Property, plant and equipment, net	186,375	191,864
Intangible assets, net	539,387	564,218
Insurance collateral	13,193	20,760
Goodwill	2,412,644	2,413,632
Other long-term assets	78,837	85,857
Total assets	$ 4,034,268	$ 4,029,340
Liabilities and Equity		
Current liabilities:		
Accounts payable	$ 63,204	$ 53,792
Accrued liabilities	327,784	387,430
Current deferred tax liabilities	28,163	23,568
Current portion of long-term debt	12,279	12,282
Total current liabilities	431,430	477,072
Long-term debt	2,255,979	2,209,923
Long-term deferred tax liabilities	156,850	156,850
Insurance reserves and other long-term liabilities	209,558	209,593
Total liabilities	3,053,817	3,053,438
Equity:		
Common stock ($0.01 par value; 1,000 shares authorized, issued and outstanding as of June 30, 2013 and December 31, 2012)		
Treasury stock at cost	(1,347)	(381)
Additional paid-in capital	915,864	908,488
Retained earnings	60,344	61,478
Accumulated other comprehensive loss	(940)	(213)
Total Envision Healthcare Corporation equity	973,921	969,372
Noncontrolling interest	6,530	6,530
Total equity	980,451	975,902
Total liabilities and equity	$ 4,034,268	$ 4,029,340

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

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ENVISION HEALTHCARE CORPORATION

CONSOLIDATED STATEMENTS OF CASH FLOWS

(unaudited; in thousands)

	Quarter ended June 30, 2013	Quarter ended June 30, 2012	Six months ended June 30, 2013	Six months ended June 30, 2012
Cash Flows from Operating Activities				
Net income	$ 16,563	$ 7,841	$ 19,679	$ 13,633
Adjustments to reconcile net income to net cash provided by operating activities:				
Depreciation and amortization	38,514	34,899	76,886	69,623
Gain on disposal of property, plant and equipment	(49)	(68)	(10)	(64)
Equity-based compensation expense	1,062	1,062	2,124	2,124
Excess tax benefits from equity-based compensation	(3,160)		(3,168)	
Loss on early debt extinguishment		5,172	122	5,172
Equity in earnings of unconsolidated subsidiary	(87)	(105)	(162)	(214)
Dividends received			556	611
Noncontrolling interest in earnings		130		
Deferred income taxes	2,897	107	2,157	207
Payment of dissenting shareholder settlement	(13,717)		(13,717)	
Changes in operating assets/liabilities, net of acquisitions:				
Trade and other accounts receivable	(15,170)	(7,482)	(56,521)	(42,829)
Parts and supplies inventory	(104)	437	(154)	388
Prepaids and other current assets	(6,940)	(6,809)	(9,488)	(6,537)
Accounts payable and accrued liabilities	(13,900)	(19,844)	(1,606)	26,205
Insurance accruals	766	(2,260)	(3,452)	(5,188)
Net cash provided by operating activities	6,675	13,080	13,246	63,131
Cash Flows from Investing Activities				
Purchases of property, plant and equipment	(15,705)	(12,475)	(26,198)	(25,185)
Proceeds from sale of property, plant and equipment	131	1,378	328	1,451
Acquisition of businesses, net of cash received		(300)	(1,423)	(1,300)
Net change in insurance collateral	(8,053)	53,847	(402)	108,374
Other investing activities	650	509	(52)	(2,296)
Net cash (used in) provided by investing activities	(22,977)	42,959	(27,747)	81,044
Cash Flows from Financing Activities				
Envision Healthcare Corporation issuance of class A common stock	426		1,117	
Borrowings under senior secured term loan facility			150,000	
Repayments of senior secured term loan facility and other debt	(3,372)		(7,044)	
Net borrowings (payments) under ABL credit facility	27,500	(168,825)	(97,500)	(172,474)
Debt issue costs	(596)		(5,007)	(95)
Repayment of equity		(130)		(130)
Excess tax benefits from equity-based compensation	3,160		3,168	
Proceeds from noncontrolling interest		3,826		6,530
Dividend paid	(20,813)		(20,813)	
Payment of dissenting shareholder settlement	(38,336)		(38,336)	
Net change in bank overdrafts	5,234	3,927	8,117	12,169
Net cash used in financing activities	(26,797)	(161,202)	(6,298)	(154,000)
Change in cash and cash equivalents	(43,099)	(105,163)	(20,799)	(9,825)
Cash and cash equivalents, beginning of period	79,851	229,361	57,551	134,023

Cash and cash equivalents, end of period	$	36,752	$	124,198	$	36,752	$	124,198

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

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ENVISION HEALTHCARE CORPORATION

NOTES TO UNAUDITED CONSOLIDATED FINANCIAL STATEMENTS

(in thousands, except share and per share data)

1. General

Basis of Presentation of Financial Statements

The accompanying interim consolidated financial statements for Envision Healthcare Corporation (formerly known as Emergency Medical Services Corporation) (EVHC or the Company) have been prepared in accordance with U.S. generally accepted accounting principles (GAAP) for interim reporting, and accordingly, do not include all of the disclosures required for annual financial statements. In the opinion of management, the consolidated financial statements include all normal recurring adjustments necessary for a fair presentation of the periods presented. Operating results for interim periods are not necessarily indicative of the results that may be expected for the full year ending December 31, 2013. For further information, see the Company s consolidated financial statements, including the accounting policies and notes thereto, included in the Company s Annual Report on Form 10-K for the year ended December 31, 2012.

On May 25, 2011, EVHC was acquired through a merger transaction (Merger) by investment funds (the CD&R Affiliates) sponsored by, or affiliated with, Clayton, Dubilier & Rice, LLC (CD&R). As a result of the Merger, EVHC became a wholly-owned subsidiary of Envision Healthcare Intermediate Corporation (formerly known as CDRT Acquisition Corporation), which is a wholly-owned subsidiary of Envision Healthcare Holdings, Inc. (formerly known as CDRT Holding Corporation) (Holding), and the Company s stock ceased to be traded on the New York Stock Exchange. The Company applied purchase accounting to the opening balance sheet and results of operations on May 25, 2011.

In June 2013, Emergency Medical Services Corporation s name was changed to Envision Healthcare Corporation and CDRT Holding Corporation s name was changed to Envision Healthcare Holdings, Inc.

The Company s business is conducted primarily through two operating subsidiaries, EmCare Holdings Inc. (EmCare), its facility-based physician services segment, and American Medical Response, Inc. (AMR), its medical transportation services segment.

2. Summary of Significant Accounting Policies

Consolidation

The consolidated financial statements include all wholly-owned subsidiaries of EVHC, including EmCare and AMR and their respective subsidiaries, and affiliated physician groups. 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.

Insurance

Insurance collateral is comprised principally 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. Insurance collateral also includes a receivable from insurers of $1.3 million and $1.6 million as of June 30, 2013 and December 31, 2012, respectively, for liabilities in excess of our self-insured retention.

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 liability programs for both EmCare and AMR. In those instances where the Company has obtained third-party insurance coverage, the Company normally retains liability for the first $1 to $3 million of

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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 the balance sheet date.

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 quarterly 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 healthcare costs and property damage repairs. Claims, other than general liability claims, are discounted at a rate of 1.5%. General liability claims are not discounted.

The Company s most recent actuarial valuation was completed in June 2013. As a result of this and previous actuarial valuations, the Company recorded increases in its provisions for insurance liabilities of $0.8 million and decreases of $0.4 million during the three and six month periods ended June 30, 2013, respectively, compared to increases of $1.6 million and $1.2 million during the three and six month periods ended June 30, 2012, respectively, related to reserves for losses in prior years.

The long-term portion of insurance reserves was $190.2 million and $189.4 million as of June 30, 2013 and December 31, 2012, respectively.

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. The Company s billing systems do not provide contractual allowances or uncompensated care reserves on outstanding patient accounts. The allowance for uncompensated care is related principally to receivables recorded for self-pay patients and is not recorded on specific accounts due to the volume and variability of individual patient receivable collections. While the billing systems do not specifically record the allowance for doubtful accounts to individual accounts owed or specific payor classifications, the portion of the allowance for uncompensated care associated with fee for service charges as of December 31, 2012 was equal to approximately 97% and 93% of outstanding self-pay receivables for EmCare and AMR, respectively, consistent with the Company s collection history. Account balances are charged off against the uncompensated care allowance when it is probable the receivable will not be recovered and to the contractual allowance when payment is received. The Company s accounts receivable and allowances are as follows:

		June 30, 2013		**December 31, 2012**
Gross trade accounts receivable	$	3,379,964	$	3,085,758
Allowance for contractual discounts		1,754,079		1,619,488
Allowance for uncompensated care		949,087		841,754
Net trade accounts receivable		676,798		624,516
Other receivables, net		2,347		897
Net accounts receivable	$	679,145	$	625,413

Other receivables primarily represent EmCare hospital subsidies and fees, and AMR fees for stand-by and special events and subsidies from community organizations.

Accounts receivable allowances at EmCare are estimated based on cash collection and write-off experience at a facility level contract and facility specific payor mix. These allowances are reviewed and adjusted monthly through revenue provisions. In addition, a look-back analysis is done, typically after 15 months, to compare actual cash collected on a date of service basis to the revenue recorded for that period. Any adjustment necessary for an overage or deficit in these allowances based on actual collections is recorded through a revenue adjustment in the current period.

AMR contractual allowances are determined primarily by payor reimbursement schedules that are included and regularly updated in the billing systems, and by historical collection experience. The billing systems calculate the difference between payor specific gross billings and contractually agreed to, or governmentally driven, reimbursement rates. The allowance for uncompensated care at AMR is related principally to receivables recorded for self-pay patients. AMR s allowances on self-pay accounts receivable are estimated on claim level, historical write-off experience.

Business Combinations

Assets and liabilities of an acquired business are recorded at their fair values at the date of acquisition. The excess of the acquisition consideration over the estimated fair values is recorded as goodwill. All acquisition costs are expensed as incurred.

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While the Company uses its best estimates and assumptions as a part of the acquisition consideration allocation process to accurately value assets acquired and liabilities assumed at the acquisition date, the estimates are inherently uncertain and subject to refinement. As a result, during the measurement period the Company may record adjustments to the assets acquired and liabilities assumed, with the corresponding offset to goodwill. Upon the conclusion of the measurement period any subsequent adjustments are recorded as expense.

Revenue Recognition

Revenue is recognized at the time of service and is recorded net of provisions for contractual discounts and estimated uncompensated care. Fee-for-service revenue represents billings for services provided to patients, for which the Company receives payment from the patient or their third-party payor. Provisions for contractual discounts are related to differences between gross charges and specific payor, including governmental, reimbursement schedules. Provisions for estimated uncompensated care, or bad debt expense, are related principally to the number of self-pay patients treated in the period and are based primarily on historical collection experience to reduce revenues net of contractual discounts to the estimated amounts the Company expects to collect. Subsidy and fee revenue primarily represent hospital subsidies and fees at EmCare and fees for stand-by, special event and community subsidies at AMR.

The majority of the patients the Company treats are for the provision of emergency care in the pre-hospital and hospital settings. Due to federal government regulations governing the provision of such care, the Company is obligated to provide emergency care regardless of the patient s ability to pay or whether or not the patient has insurance or other third-party coverage for the costs of the services rendered. While the Company attempts to obtain all relevant billing information at the time the patient is within our care, there are numerous patient encounters where such information is not available. In such cases, the Company s billing operations will initially classify these patients as self-pay, with the applicable estimated allowance for uncompensated care, while they pursue collection of the account. Over the course of the first 30 to 60 days after these self-pay patients have been treated, the billing staff may identify the appropriate insurance or other third-party payor and re-assign the account from a self-pay payor classification to the appropriate payor. Depending on the final payor determination, the allowances for uncompensated care and contractual discounts will be adjusted accordingly. For accounts that remain classified as self-pay, the billing protocols and systems will generate bills and notifications generally for 90 to 120 days. If no collection or additional information is received from the patient, the account is written-off and sent to a collection agency. The Company s revenue recognition models, which are reviewed and updated on a monthly basis, consider these events in determining the collectability of accounts receivable.

Net revenue for the three and six month periods ended June 30, 2013 and 2012 consisted of the following:

	Three months ended June 30,		Six months ended June 30,	
	2013	**2012**	**2013**	**2012**
Fee-for-service revenue, net of contractuals:				
Medicare	$ 235,906	$ 189,490	$ 469,780	$ 382,200
Medicaid	51,849	47,217	103,063	93,327
Commercial insurance and managed care	568,527	515,529	1,128,718	1,017,628
Self-pay	689,035	563,251	1,318,292	1,091,796
Sub-total	1,545,317	1,315,487	3,019,853	2,584,951
Subsidies and fees	144,488	128,644	275,200	266,970
Revenue, net of contractuals	1,689,805	1,444,131	3,295,053	2,851,921
Provision for uncompensated care	(790,550)	(643,033)	(1,507,474)	(1,244,529)
Net revenue	$ 899,255	$ 801,098	$ 1,787,579	$ 1,607,392

Healthcare reimbursement 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 reimbursement 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. Revenue is recognized on an estimated basis in the period in which related services are rendered. As a result, there is a reasonable possibility that recorded estimates will change materially in the short-term. Such amounts, including adjustments between provisions for contractual discounts and uncompensated care, are adjusted in future periods, as adjustments become known. These adjustments were less than 0.5% of net revenue for each of the three and six month periods ended June 30, 2013 and 2012.

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The Company 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 care regardless of their ability to pay. Services to these patients are not considered to be charity care and provisions for uncompensated care for these services are estimated accordingly.

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.

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, which include investments held in connection with the Company s captive insurance program.

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. Balances in this category include fixed income mortgage backed securities, corporate bonds, and derivatives.

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. Balances in this category include the Company s estimate, using a combination of internal and external fair value analyses, of contingent consideration for acquisitions made in prior periods.

The following table summarizes the valuation of EVHC s financial instruments by the above fair value hierarchy levels as of June 30, 2013 and December 31, 2012:

	June 30, 2013				December 31, 2012			
Description	**Level 1**	**Level 2**	**Level 3**	**Total**	**Level 1**	**Level 2**	**Level 3**	**Total**
Assets:								
Securities	$ 21,757	$ 512	$	$ 22,269	$ 22,870	$ 788	$	$ 23,658
Fuel hedge	$	$ 273	$	$ 273	$	$ 631	$	$ 631
Liabilities:								
Contingent consideration	$	$	$ 9,401	$ 9,401	$	$	$ 4,401	$ 4,401
Interest rate swap	$	$ 3,611	$	$ 3,611	$	$ 4,586	$	$ 4,586

The contingent consideration balance classified as a level 3 liability has increased by $5.0 million since December 31, 2012 due to recent acquisitions.

Recent Accounting Pronouncements

In February 2013, the FASB issued Accounting Standards Update No. 2013-02, *Reporting of Amounts Reclassified Out of Accumulated Other Comprehensive Income* (ASU 2013-02) to improve the reporting of reclassifications out of accumulated other comprehensive income (AOCI).

ASU 2013-2 requires the following:

- present separately for each component of other comprehensive income, current period reclassifications out of AOCI and other amounts of current-period other comprehensive income; and

- separately provide information about the effects on net income of significant amounts reclassified out of each component of AOCI if those amounts all are required to be reclassified to net income in their entirety in the same reporting period.

The Company adopted this new guidance effective January 1, 2013 by adding disclosure in Note 7, *Changes in Accumulated Other Comprehensive Income by Component*.

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3. Acquisitions

During the six months ended June 30, 2013, the Company made purchase price allocation adjustments related to the acquisitions of Guardian Healthcare Group, Inc. (Guardian), the management services companies of NightRays, P.A (NightRays), and Saint Vincent Anesthesia Medical Group, Inc./Golden State Anesthesia Consultants, Inc. These adjustments included reclassifications from goodwill to intangible assets of $8.7 million and $4.3 million for Guardian and NightRays, respectively, a deferred tax liability adjustment of $3.3 million and other adjustments to opening balances for assets and liabilities.

4. Accrued Liabilities

Accrued liabilities were as follows at June 30, 2013 and December 31, 2012:

	June 30, 2013	December 31, 2012
Accrued wages and benefits	$ 139,436	$ 136,334
Accrued paid time-off	27,490	25,626
Current portion of self-insurance reserves	44,898	49,224
Accrued restructuring	7,024	12,318
Current portion of compliance and legal	7,453	3,711
Accrued billing and collection fees	4,209	4,945
Accrued incentive compensation	18,392	22,274
Accrued interest	10,794	7,889
Accrued income taxes	19,346	19,487
Shareholder settlement liabilities		41,826
Other	48,742	63,796
Total accrued liabilities	$ 327,784	$ 387,430

5. Long-Term Debt

Long-term debt and capital leases consisted of the following at June 30, 2013 and December 31, 2012:

	June 30, 2013	December 31, 2012
Senior subordinated unsecured notes due 2019	$ 950,000	$ 950,000
Senior subordinated unsecured notes purchased by EVHC subsidiary	(15,000)	(15,000)
Senior secured term loan due 2018 (4.00% at June 30, 2013)	1,304,517	1,160,609
ABL facility	27,500	125,000
Notes due at various dates from 2013 to 2022 with interest rates from 6% to 10%	836	1,149
Capital lease obligations due at various dates from 2013 to 2018	405	447
	2,268,258	2,222,205

Less current portion	(12,279)	(12,282)
Total long-term debt	$ 2,255,979	$ 2,209,923

On February 7, 2013, EVHC entered into a First Amendment (the Term Loan Amendment) to the credit agreement dated as of May 25, 2011. Under the Term Loan Amendment, the Company incurred an additional $150.0 million in incremental borrowings under the seven-year senior secured term loan facility (the, Term Loan Facility), the proceeds of which were used to pay down the Company s five-year senior secured asset-based loan facility (the ABL Facility). In addition, the rate at which the loans under the Term Loan Credit Agreement bear interest was amended to equal (i) the higher of (x) the rate for deposits in U.S. dollars in the London interbank market (adjusted for maximum reserves) for the applicable interest period (LIBOR) and (y) 1.00%, plus, in each case, 3.00% (with a step-down to 2.75% in the event that the Company meets a consolidated first lien net leverage ratio of 2.50:1.00), or (ii) the alternate base rate, which will be the highest of (w) the corporate base rate established by the administrative agent from time to time, (x) 0.50% in excess of the overnight federal funds rate, (y) the one-month LIBOR (adjusted for maximum reserves) plus 1.00% and (z) 2.00%, plus, in each case, 2.00% (with a step-down to 1.75% in the event that the Company meets a consolidated first lien net leverage ratio of 2.50:1.00). The Company wrote off $0.1 million of unamortized debt issuance costs as a result of this modification.

On February 27, 2013, EVHC entered into a First Amendment (the ABL Amendment) to the credit agreement governing the ABL Facility, under which EVHC increased its commitments under the ABL Facility to $450.0 million. In addition, the rate at

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which the loans under the ABL Credit Agreement bear interest was amended to equal (i) LIBOR plus, (x) 2.00% in the event that average daily excess availability is less than or equal to 33% of availability, (y) 1.75% in the event that average daily excess availability is greater than 33% but less than or equal to 66% of availability and (z) 1.50% in the event that average daily excess availability is greater than 66% of availability, or (ii) the alternate base rate, which will be the highest of (x) the corporate base rate established by the administrative agent from time to time, (y) 0.50% in excess of the overnight federal funds rate and (z) the one-month LIBOR (adjusted for maximum reserves) plus 1.00% plus, in each case, (A) 1.00% in the event that average daily excess availability is less than or equal to 33% of availability, (B) 0.75% in the event that average daily excess availability is greater than 33% but less than or equal to 66% of availability and (C) 0.50% in the event that average daily excess availability is greater than 66% of availability.

The Company recorded $5.0 million of debt issuance expense related to these amendments.

During the second quarter of 2012, EVHC s captive insurance subsidiary purchased and currently holds $15.0 million of our 8.125% senior subordinated unsecured notes due 2019 (the Notes) through an open market transaction.

6. Derivative Instruments and Hedging Activities

The Company manages its exposure to changes in fuel prices and interest rates 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.

At June 30, 2013, the Company was party to a series of fuel hedge transactions with a major financial institution under one master agreement. Each of the transactions effectively fixes the cost of diesel fuel at prices ranging from $3.63 to $4.02 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 4.3 million gallons, which represents approximately 28.6% of the Company s total estimated usage during the periods hedged, and are spread over periods from July 2013 through December 2014. As of June 30, 2013, 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 $0.3 million, compared to an asset of $0.6 million as of December 31, 2012. Settlement of hedge agreements are included in operating expenses and resulted in net receipts from the counterparty of $0.1 million and $0.3 million for each of the three and six month periods ended June 30, 2013, and $0.4 million and $0.8 million for each of the three and six month periods ended June 30, 2012. Over the next 12 months, the Company expects to reclassify $0.2 million of deferred gain from AOCI as the related fuel hedge transactions mature.

In October 2011, the Company entered into interest rate swap agreements which mature on August 31, 2015. The swap agreements are with major financial institutions and effectively convert a total of $400 million in variable rate debt to fixed rate debt with an effective rate of 4.49%. The Company will continue to make interest payments based on the variable rate associated with the debt (based on LIBOR, but not less than 1.0%) and will periodically settle with its counterparties for the difference between the rate paid and the fixed rate. The Company recorded, as a component of other comprehensive income before applicable tax impacts, a liability associated with the fair value of the interest rate swap in the amount of $3.6 million as of June 30, 2013, compared to $4.6 million as of December 31, 2012. Settlement of interest rate swap agreements are included in interest expense and resulted in net payments to the counterparties of $0.5 million and $1.0 million for each of the three and six month periods ended June 30, 2013. There were no payments made or received under these hedge agreements as of June 30, 2012. Over the next 12 months, the Company expects to reclassify $2.0 million of deferred loss from AOCI to interest expense as the related interest rate swap transactions mature.

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7. Changes in Accumulated Other Comprehensive Income by Component

The following table summarizes the changes in the Company s AOCI by component for the six months ended June 30, 2013. All amounts are after tax.

	Fuel hedge	Interest rate swap	Unrealized holding gains on available-for-sale securities	Total
Balance as of December 31, 2012	$ 1,057	$ (2,861)	$ 1,591	$ (213)
Other comprehensive income before reclassifications	(749)	(7)	(375)	(1,131)
Amounts reclassified from accumulated other comprehensive income	(138)	616	(74)	404
Net current-period other comprehensive income	(887)	609	(449)	(727)
Balance as of June 30, 2013	$ 170	$ (2,252)	$ 1,142	$ (940)

The following table shows the line item on the Statement of Operations affected by reclassifications out of AOCI.

	Amount reclassified from AOCI		
Details about AOCI components	Quarter ended June 30, 2013	Six months ended June 30, 2013	Affected line item on the Statement of Operations
Gains and losses on cash flow hedges			
Fuel hedge	$ 26	$ 221	Operating expenses
Interest rate swap	(496)	(987)	Interest expense
	(470)	(766)	Total before tax
	177	288	Tax benefit
	$ (293)	$ (478)	Net of tax
Unrealized holding gains on available-for-sale securities	$ 105	$ 118	Realized gain on investments
	105	118	Total before tax
	(39)	(44)	Tax expense
	$ 66	$ 74	Net of tax

8. Restructuring Charges

The Company recorded a restructuring charge of $3.0 million and $3.7 million during the three and six months ended June 30, 2013, respectively, and $2.7 million and $8.7 million during the three and six months ended June 30, 2012, respectively, related to continuing efforts to re-align AMR s operations and the reorganization of EmCare s geographic regions. Payments currently under this plan are expected to be complete by September 2013. The accrued restructuring liability as of June 30, 2013 of $7.0 million includes accruals on restructuring plans from prior years in addition to the 2012 plan outlined below.

	2012 Plan				
	Lease & Other Contract Termination Costs		Severance		Total
Balance as of December 31, 2012		6,295	4,058		10,353
Incurred		1,885	1,789		3,674
Paid		(5,714)	(2,547)		(8,261)
Balance as of June 30, 2013	$	2,466	3,300	$	5,766

9. Commitments and Contingencies

Lease Commitments

The Company leases various facilities and equipment under operating lease agreements.

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The Company also leases 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.

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, kickback 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 agencies in audits or investigations. The Company is cooperating with the government agencies conducting these investigations and is providing requested information to the government agencies. Other than the proceedings 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 was effective for a period of five years beginning September 12, 2006, and which was released in February 2012.

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 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 reviewed the information provided by the government and provided its response. On May 20, 2011, AMR entered into a settlement agreement with the DOJ and a CIA with the Office of Inspector General of the Department of Health and Human Services (OIG) in connection with this matter. Under the terms of the settlement, AMR paid $2.7 million to the federal government. In connection with the settlement, the Company entered into a CIA with a five-year period beginning May 20, 2011. Pursuant to this CIA, the Company is 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 its billing operations as they relate to services provided in New York, including specific training for operations and billing personnel providing services in New York, review by an independent review organization and reporting of certain reportable events. The Company entered into the settlement in order to avoid the uncertainties of litigation, and has not admitted any wrongdoing. In May 2013, a subsidiary of the Company entered into an agreement to divest substantially all the assets underlying AMR s services in New York, although the obligations of the Company s compliance program will remain in effect following the expected divestiture. In May 2013, a subsidiary of the Company entered into an agreement to divest substantially all the assets underlying AMR s services in New York, although the obligations of the Company s compliance program will remain in effect following the expected divestiture. The divesture was completed on July 1, 2013.

In July 2011, AMR received a request from the Civil Division of the U.S. Attorney s Office for the Central District of California (USAO) asking AMR to preserve certain documents concerning AMR s provision of ambulance services within the City of Riverside, California. The USAO indicated that it, together with the OIG, was investigating whether AMR violated the federal False Claims Act and/or the federal Anti-Kickback Statute in connection with AMR s provision of ambulance transport services within the City of Riverside. The California Attorney General s Office conducted a parallel state investigation for possible violations of the California False Claims Act. In December 2012, AMR was notified that both investigations were concluded and that the agencies had closed the matter. There were no findings made against AMR, and the closure of the matter did not require any payments from AMR.

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Other Legal Matters

Four 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; on July 8, 2008, Vaughn Banta filed suit in the Superior Court of the State of California, County of Los Angeles; on January 22, 2009, Laura Karapetian filed suit in the Superior Court of the State of California, County of Los Angeles; and on March 11, 2010, Melanie Aguilar filed suit in Superior Court of the State of California, County of Los Angeles. The Banta, Aguilar and Karapetian cases have been coordinated in the Superior Court for 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 overtime charges pursuant to California law, and failed to provide required meal breaks, rest breaks or pay premium compensation for missed 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.

Merion Capital, L.P. (Merion), a former stockholder of EVHC, filed an action in the Delaware Court of Chancery seeking to exercise its right to appraisal of its holdings in EVHC prior to the Merger. During the six months ended June 30, 2013, the Company expensed $8.4 million of legal settlement costs and $1.9 million of interest. On April 15, 2013, the Company paid $52.1 million in a settlement of Merion s appraisal action, in which Merion agreed to release its claims against the Company. $13.7 million of this payment is included in cash flows from operations and $38.3 million is included in cash flows from financing activities on the statements of cash flows for the three and six months ended June 30, 2013.

On August 7, 2012, EmCare received a subpoena from the OIG. The subpoena requests copies of documents for the period from January 1, 2007 through the present and appears to primarily be focused on EmCare s contracts for services at hospitals that are affiliated with Health Management Associates, Inc. (HMA). The Company intends to cooperate with the government during its investigation and, as such, is in the process of gathering responsive documents, formulating a written response to the subpoena and is seeking to engage in a meaningful dialogue with the relevant government representatives. At this time, the Company is unable to determine the potential impact, if any, that will result from this investigation.

On February 5, 2013, AMR s Air Ambulance Specialists, Inc. subsidiary received a subpoena from the Federal Aviation Administration relating to its operations as an indirect air carrier and its relationships with Part 135 direct air carriers. The Company intends to cooperate with the government during its investigation and, as such, is in the process of gathering responsive documents, formulating a written response to the subpoena and is seeking to engage in a meaningful dialogue with the relevant government representatives. At this time, the Company is unable to determine the potential impact, if any, that will result from this investigation.

On February 14, 2013, EmCare received a subpoena from the OIG requesting documents in connection with EmCare s arrangements with Community Health Services, Inc. (CHS) requesting information related to EmCare s relationship with CHS. The Company intends to cooperate with the government during its investigation. At this time, the Company is unable to determine the potential impact, if any, that will result from this investigation.

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.

10. Equity Based Compensation

Holding established a stock compensation plan after the Merger whereby certain members of management, officers and directors were awarded stock options in Holding. These options have a $34.31 strike price, which was reduced from the original strike price of $64.00 in connection with a dividend paid by Holding in October 2012. They vest ratably through December 2015 and have a maximum term of 10 years. A compensation charge of $1.1 million and $2.1 million was recorded for shares vested during the three and six months ended June 30, 2013, respectively, and $1.1 million and $2.1 million was recorded for the three and six months ended June 30, 2012, respectively.

Our external directors have elected to receive part of their director fees in the form of restricted stock units (RSUs). As of June 30, 2013, the Company had granted 3,945 RSUs based on a market price of $64.00 per share, 789 RSUs based on a market price of $80.00 per share, 2,694 RSUs based on a market price of $50.31 per share and 991 RSUs based on a market price of $73.00 per share as annual director fees. The RSUs are fully vested when granted.

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11. Related Party Transactions

The Company and Holding are party to a consulting agreement with CD&R (the Consulting Agreement), pursuant to which CD&R provides Holding and its subsidiaries, including the Company, with financial, investment banking, management, advisory and other services in exchange for an annual fee of $5.0 million. For each of the three and six months ended June 30, 2013 and 2012, the Company expensed $1.3 million and $2.5 million, respectively, in respect of this fee.

On April 1, 2013, EVHC declared and paid a dividend to Envision Healthcare Intermediate Corporation which in turn paid a dividend to Holding in the amount of $20.8 million. These funds were used by Holding to pay interest due on Holding s $450 million 9.250%/10.000% Senior PIK Toggle Notes due 2017 (the Holding PIK Notes).

12. Variable Interest Entities

GAAP requires the assets, liabilities, noncontrolling interests and activities of Variable Interest Entities (VIEs) to be consolidated if an entity s interest in the VIE has specific characteristics including: voting rights not proportional to ownership and the right to receive a majority of expected income or absorb a majority of expected losses. In addition, the entity exposed to the majority of the risks and rewards associated with the VIE is deemed its primary beneficiary and must consolidate the entity.

EmCare entered into an agreement in 2011 with an indirect wholly-owned subsidiary of HCA Holdings Inc. to form an entity which would provide physician services to various healthcare facilities (HCA-EmCare JV). HCA-EmCare JV began providing services to healthcare facilities during the first quarter of 2012 and meets the definition of a VIE. The Company determined that, although EmCare only holds 50% voting control, EmCare is the primary beneficiary and must consolidate this VIE because:

- EmCare provides management services to HCA-EmCare JV including recruiting, credentialing, scheduling, billing, payroll, accounting and other various administrative services and therefore substantially all of HCA-EmCare JV s activities involve EmCare; and

- as payment for management services, EmCare is entitled to receive a base management fee from HCA-EmCare JV as well as a bonus management fee.

The following is a summary of the HCA-EmCare JV assets and liabilities as of June 30, 2013 and December 31, 2012, which are included in the consolidated financial statements.

	June 30,	December 31,

	2013	2012
Current assets	$ 45,758,913	$ 33,141,502
Current liabilities	27,461,482	20,081,084

13. Segment Information

The Company is organized around two separately managed business units: outsourced facility-based physician services and medical transportation services, which have been identified as operating segments. The facility-based physician services reportable segment provides physician services to hospitals primarily for emergency departments (ED) and urgent care centers, as well as for hospitalist/inpatient, radiology, tele-radiology, anesthesiology and surgery services. The medical 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 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 attributable to EVHC before equity in earnings of unconsolidated subsidiary, income tax expense, interest and other income (expense), loss on early debt extinguishment, realized gain (loss) on investments, interest expense, equity-based compensation, related party management fees, restructuring charges, depreciation and amortization expense, and net income attributable to noncontrolling interest (Adjusted EBITDA) is the measure of profit and loss that the CODM uses to assess performance, measure liquidity and make decisions. The Company modified the definition of Adjusted EBITDA following the Merger. The accounting policies for reported segments are the same as for the Company as a whole.

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The following tables present the Company s operating segment results for the three and six months ended June 30, 2013 and 2012:

	Quarter ended June 30, 2013	Quarter ended June 30, 2012	Six months ended June 30, 2013	Six months ended June 30, 2012
Facility-Based Physician Services				
Net revenue	$ 569,117	$ 468,852	$ 1,124,053	$ 917,856
Segment Adjusted EBITDA	70,575	63,767	136,735	120,481
Medical Transportation Services				
Net revenue	330,138	332,246	663,526	689,536
Segment Adjusted EBITDA	35,381	32,565	70,220	67,415
Total				
Total net revenue	899,255	801,098	1,787,579	1,607,392
Total Adjusted EBITDA	105,956	96,332	206,955	187,896
Reconciliation of Adjusted EBITDA to Net Income				
Adjusted EBITDA	$ 105,956	$ 96,332	$ 206,955	$ 187,896
Depreciation and amortization expense	(34,622)	(30,762)	(69,377)	(61,252)
Restructuring charges	(3,032)	(2,744)	(3,669)	(8,723)
Equity-based compensation expense	(1,062)	(1,062)	(2,124)	(2,124)
Related party management fees	(1,250)	(1,250)	(2,500)	(2,500)
Interest expense	(38,538)	(41,514)	(78,828)	(84,966)
Realized gain on investments	105	63	118	361
Interest and other (expense) income	(249)	241	(12,970)	403
Loss on early debt extinguishment		(5,172)	(122)	(5,172)
Income tax expense	(10,832)	(6,266)	(17,966)	(10,504)
Equity in earnings of unconsolidated subsidiary	87	105	162	214
Net income attributable to noncontrolling interest		(130)		
Net income attributable to EVHC	$ 16,563	$ 7,841	$ 19,679	$ 13,633

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

	Quarter ended June 30, 2013	Quarter ended June 30, 2012	Six months ended June 30, 2013	Six months ended June 30, 2012
Adjusted EBITDA	$ 105,956	$ 96,332	$ 206,955	$ 187,896
Related party management fees	(1,250)	(1,250)	(2,500)	(2,500)
Restructuring charges	(3,032)	(2,744)	(3,669)	(8,723)
Interest expense (less deferred loan fee amortization)	(34,705)	(37,380)	(71,341)	(76,595)
Payment of dissenting shareholder settlement	(13,717)		(13,717)	
Change in accounts receivable	(15,170)	(7,482)	(56,521)	(42,829)
Change in other operating assets/liabilities	(20,178)	(28,476)	(14,700)	14,868
Excess tax benefits from equity-based compensation	(3,160)		(3,168)	
Interest and other income (expense)	(249)	241	(12,970)	403
Income tax expense, net of change in deferred taxes	(7,935)	(6,159)	(15,809)	(10,297)

Other		115		(2)		686		908
Cash flows provided by operating activities	$	6,675	$	13,080	$	13,246	$	63,131

14. Guarantors of Debt

EVHC is the issuer of the senior unsecured notes and the borrower under the Credit Facilities. The senior unsecured notes and the Credit Facilities are guaranteed by each of EVHC s domestic subsidiaries, except for any subsidiaries subject to regulation as an insurance company, including EVHC s captive insurance subsidiary. All of the operating income and cash flow of EVHC is generated by AMR, EmCare and their subsidiaries. As a result, funds necessary to meet the debt service obligations under the senior unsecured notes and the Credit Facilities 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 EVHC and all of its subsidiaries are reflected in the Eliminations/Adjustments column. Separate complete financial statements of EVHC and subsidiary guarantors would not provide additional material information that would be useful in assessing the financial composition of EVHC or the subsidiary guarantors.

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EVHC s payment obligations under the senior unsecured notes are jointly and severally guaranteed on a senior unsecured basis by the guarantors. Each of the guarantors is wholly owned, directly or indirectly, by EVHC, and all guarantees are full and unconditional. A guarantor will be released from its obligations under its guarantee under certain customary circumstances, including (i) the sale or disposition of the guarantor, (ii) the release of the guarantor from all of its obligations under all guarantees related to any indebtedness of EVHC, (iii) the merger or consolidation of the guarantor as specified in the indenture governing the senior unsecured notes, (iv) the guarantor becomes an unrestricted subsidiary, (v) the defeasance of EVHC s obligations under the indenture governing the senior unsecured notes or (vi) the payment in full of the principal amount of the senior unsecured notes.

The condensed consolidating financial statements for EVHC, the guarantors and the non-guarantors are as follows:

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Consolidating Statements of Operations

	For the three months ended June 30, 2013				
	EVHC	Subsidiary Guarantors	Subsidiary Non-Guarantor	Eliminations/ Adjustments	Total
Net revenue	$	$ 898,754	$ 19,210	$ (18,709)	$ 899,255
Compensation and benefits		643,779	181		643,960
Operating expenses		102,282	6		102,288
Insurance expense		23,873	20,676	(18,709)	25,840
Selling, general and administrative expenses		23,768	21		23,789
Depreciation and amortization expense		34,617	5		34,622
Restructuring charges		3,032			3,032
Income from operations		67,403	(1,679)		65,724
Interest (loss) income from restricted assets		(1,512)	1,778		266
Interest expense		(38,538)			(38,538)
Realized (loss) gain on investments		(76)	181		105
Interest and other expense		(206)	(43)		(249)
Income before taxes and equity in earnings of unconsolidated subsidiary		27,071	237		27,308
Income tax expense		(10,824)	(8)		(10,832)
Income before equity in earnings of unconsolidated subsidiary		16,247	229		16,476
Equity in earnings of unconsolidated subsidiary	16,563		87	(16,563)	87
Net income (loss) attributable to EVHC	$ 16,563	$ 16,247	$ 316	$ (16,563)	$ 16,563

	For the three months ended June 30, 2012				
	EVHC	Subsidiary Guarantors	Subsidiary Non-Guarantor	Eliminations/ Adjustments	Total
Net revenue	$	$ 800,639	$ 18,650	$ (18,191)	$ 801,098
Compensation and benefits		562,685	153		562,838
Operating expenses		96,803	4		96,807
Insurance expense		24,716	21,030	(18,191)	27,555
Selling, general and administrative expenses		20,150	(14)		20,136
Depreciation and amortization expense		30,762			30,762
Restructuring charges		2,744			2,744
Income from operations		62,779	(2,523)		60,256
Interest income from restricted assets		(1,335)	1,593		258
Interest expense		(41,514)			(41,514)
Realized (loss) gain on investments		(1,171)	1,234		63
Interest and other income		174			