

EMERGENCY MEDICAL SERVICES CORPORATION

Audit Committee Charter

This Audit Committee Charter (this “**Charter**”) was adopted by the Board of Directors (the “**Board**”) of Emergency Medical Services Corporation (the “**Company**”) on December 14, 2005.

This Charter is intended as a component of the flexible governance framework within which the Board, assisted by its committees, directs the affairs of the Company. While it should be interpreted in the context of all applicable laws, regulations and listing requirements, as well as in the context of the Company’s Certificate of Incorporation and By-laws, it is not intended to establish by its own force any legally binding obligations.

I. PURPOSES

The Audit Committee of the Board (the “**Committee**”) shall assist the Board in fulfilling its responsibility to oversee management regarding: (i) the conduct and integrity of the Company’s accounting and financial reporting to any governmental or regulatory body, the public or other users of the Company’s financial information; (ii) the Company’s systems of internal accounting and financial and disclosure controls and procedures; (iii) the qualifications, engagement, compensation, independence and performance of the Company’s independent auditors, their conduct of the annual audit, and their engagement for any other services; (iv) the Company’s legal and regulatory compliance; (v) the Company’s codes of ethics as established by management and the Board; and (vi) the preparation of the audit committee report required by Securities and Exchange Commission (“**SEC**”) rules to be included in the Company’s annual proxy statement.

In discharging its role, the Committee is empowered to inquire into any matter it considers appropriate to carry out its responsibilities, with access to all books, records, facilities and personnel of the Company. The Committee has the power to retain outside counsel, independent auditors or other advisors to assist it in carrying out its activities. The Company shall provide appropriate funding, as determined by the Committee, to support the Committee’s activities, including funding for the payment of compensation of the Committee’s counsel, independent auditors, public accounting firm and other advisors, and ordinary administrative expenses of the Committee that are necessary or appropriate in carrying out its duties. The Committee shall have the sole authority to select, evaluate, retain, compensate, direct, oversee and terminate counsel, independent auditors, and other advisors hired to assist the Committee, who shall be accountable ultimately to the Committee and the Board.

II. MEMBERSHIP

The Committee shall consist of three or more members of the Board, each of whom, in the judgment of the Board, shall be (i) independent, if required, under any then applicable New York Stock Exchange (the “**NYSE**”) listing standards to which the Company is subject, after giving effect to any exemption for "controlled companies", (ii) a non-employee director for the purposes of Rule 16b-3 under the Securities Exchange Act of 1934, as amended, and (iii) an outside director for purposes of Section 162(m) of the Internal Revenue Code. Each member of the Committee must not have participated in the preparation of the financial statements of the

Company or any current subsidiary of the Company at any time during the past three years. All members of the Committee shall meet the financial literacy requirements of the NYSE and, at least one member shall be an “audit committee financial expert” as such term is defined under applicable SEC rules. No member of the Committee may serve on the audit committee of more than three public companies, including the Company, unless the Board has determined that such simultaneous service would not impair the ability of such member to effectively serve on the Committee. Such determination shall be disclosed in the Company’s annual proxy statement.

The Committee members shall be appointed annually by the Board and shall serve until such member’s successor is duly elected and qualified or until such member’s earlier resignation or removal. The members of the Committee may be removed, with or without cause, by a majority vote of the Board. The Chairman of the Committee shall be appointed from among the Committee members by the Board or as otherwise provided in the Company’s by-laws. The Chairman of the Committee shall serve at the pleasure of the Board to convene and chair meetings of the Committee, set agendas for meetings, and determine the Committee’s information needs. In the absence of the Chairman at a duly convened meeting, the Committee shall select a temporary substitute from among its members.

III. MEETINGS

The Committee shall meet on a regularly-scheduled basis at least four times per year or more frequently as circumstances dictate. The Committee shall meet at least quarterly with the independent auditor and the internal auditors in separate executive sessions without management (including the Company’s chief financial officer and chief accounting officer) to provide the opportunity for full and frank discussion without members of senior management present.

The Committee shall establish its own schedule and rules of procedure. Meetings of the Committee may be held telephonically. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

IV. RESPONSIBILITIES

The Committee’s role is one of oversight. The Company’s management is responsible for preparing the Company’s financial statements and the independent auditors are responsible for auditing those financial statements. The Committee recognizes that Company management and the independent auditors have more time, knowledge and detailed information about the Company than do Committee members. Consequently, in carrying out its oversight responsibilities, the Committee is not providing any expert or special assurance as to the Company’s financial statements or any professional certification as to the independent auditor’s work.

The following responsibilities are set forth as a guide for fulfilling the Committee’s purposes, with the understanding that the Committee’s activities may diverge as appropriate given the circumstances. The Committee is authorized to carry out these activities and other actions reasonably related to the Committee’s purposes or assigned by the Board from time to time.

The Committee may form, and delegate any of its responsibilities to, a subcommittee so long as such subcommittee is solely comprised of one or more members of the Committee and provided that such subcommittee presents its decisions to the full Committee at each of its scheduled meetings.

To fulfill its purposes, the Committee shall:

- A. Supervise the Independent Audit
1. appoint (subject to such approval by stockholders as may be mandated in the by-laws, or by applicable rules of the SEC and the NYSE), evaluate (taking into account opinions of management and an evaluation of the lead audit partner(s)), compensate, oversee the work of and, if appropriate, terminate, the independent auditors, who shall report directly to the Committee;
 2. review and approve the terms of the independent auditor's retention, engagement and scope of the annual audit, and pre-approve (subject to the *de minimis* exceptions permitted under applicable rules) any audit related and permitted non-audit services (including the fees and terms thereof) to be provided by the independent auditor (with pre-approvals disclosed as required in the Company's periodic public filings), provided that any such pre-approvals are presented to the full Committee at its next regularly scheduled meeting;
 3. on an annual basis: (a) receive and review a formal written statement from the independent auditor delineating all relationships between the independent auditor and the Company, consistent with Independence Standards Board Standard No. 1 (as modified or supplemented), actively engage in a dialogue with the independent auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of the independent auditor and take (or recommend that the Board take) appropriate action to oversee the independence of the independent auditor; (b) consider whether, in addition to assuring the regular rotation of the lead audit partner as required by law, in the interest of assuring a continuing independence of the independent auditor, the Company should regularly rotate its independent auditor; and (c) set clear hiring policies for employees or former employees of the independent auditors;
 4. review and discuss with management and the independent auditor: (a) any significant findings during the fiscal year, including the status of previous audit recommendations; (b) any accounting adjustments that were noted or proposed by the auditor but were "passed" (as immaterial or otherwise) or any other audit problems or difficulties encountered in the course of audit work; (c) any restrictions on the scope of activities or access to required information; (d) any changes required in the scope of the audit plan; (v) the audit budget and staffing; and (e) the coordination of audit efforts in order to monitor completeness of coverage, reduction of redundant efforts, and the effective use of audit resources;
 5. review and resolve any disagreements between management and the independent auditor concerning financial reporting, or relating to any audit

report or other audit, review or attest services provided by the independent auditor;

B. Oversee Internal Controls and Risk Management

1. review and discuss with management, and with the independent auditor to the extent related to financial reporting, the following: (a) the adequacy of the Company's internal and disclosure controls and procedures, including whether such controls and procedures are designed to provide reasonable assurance that transactions entered into by the Company are properly authorized, assets are safeguarded from unauthorized or improper use, including information technology security and control, and transactions by the Company are properly recorded and reported; (b) any significant deficiencies in the design or operation of the Company's internal controls which could adversely affect the Company's ability to record, process, summarize and report financial data and any material weaknesses in internal controls; (c) any fraud, whether or not material, that involves management or other employees who have a significant role in the Company's internal controls; and (d) related findings and recommendations of management together with the independent auditor's attestation report;
2. review and discuss with management and the independent auditor any significant risks or exposures and assess the steps management has taken to minimize such risks; and discuss with management and the independent auditor, and oversee the Company's underlying policies with respect to, the effectiveness of the Company's system for monitoring risk assessment and risk management;
3. establish and oversee procedures for the receipt, retention and treatment of complaints regarding accounting, internal accounting controls or auditing matters, and the confidential, anonymous submission by employees of concerns regarding questionable accounting or auditing matters;
4. review and recommend the appointment, reassignment, replacement, or dismissal of the Company's chief financial officer and chief accounting officer;
5. at least annually, review a report by the independent auditor describing: (a) the firm's internal quality-control procedures; and (b) any material issues raised by the most recent internal quality control review, or peer review, of the firm, or by any review, inquiry or investigation by governmental or professional authorities (including the Public Company Accounting Oversight Board), within the preceding five years, regarding one or more independent audits carried out by the firm, and any steps taken to deal with any such issues;

C. Oversee Financial Reporting

1. review and discuss with management and the independent auditor: (a) the Company's audited financial statements; (b) all critical accounting policies and practices used by the Company; (c) any significant changes in Company accounting policies; (d) any alternative accounting treatments within

Generally Accepted Accounting Principles (“**GAAP**”) that have been discussed with management, including the ramifications of the use of the alternative treatments and disclosure and the treatment preferred by the accounting firm; and (e) any accounting and financial reporting proposals that may have a significant impact on the Company’s financial reports;

2. inquire as to the independent auditor’s view of the accounting treatment related to significant new transactions or other significant matters or events not in the ordinary course of business;
3. review and discuss with the independent auditor the matters required to be discussed with the independent auditor by: (a) Statement of Auditing Standards (“**SAS**”) No. 61, including the auditor’s responsibility under generally accepted auditing standards, the significant accounting policies used by the Company, accounting estimates used by the Company and the process used by management in formulating them, any consultation with other accountants and any major issues discussed with management prior to its retention; (b) SAS No. 90, including whether Company accounting principles as applied are conservative, moderate, or aggressive from the perspective of income, asset, and liability recognition, and whether those principles reflect common or minority practices; and (c) SAS No. 100, including the review of the interim financial information of the Company and any material modifications that need to be made to the interim financial information for it to conform with GAAP;
4. review and discuss with management and the independent auditor: (a) any material financial or non-financial arrangements that do not appear on the financial statements of the Company; and (b) any earnings press releases of the Company, as well as financial information and earnings guidance (including non-GAAP financial measures) provided to analysts and ratings agencies;
5. review and discuss with the independent auditor: (a) any communications between the audit team and the audit firm’s national office respecting auditing or accounting issues presented by the engagement which are required to be disclosed to the audit committee; and (b) any “management” or “internal control” letter issued, or proposed to be issued, by the independent auditors to the Company or any other material written communications between the independent auditors and management, such as any management letter or schedule of “unadjusted differences”;
6. review and discuss with the independent auditor: (a) its procedures and standards relating to compliance with the requirements under the U.S. federal securities laws; and (b) its procedures and standards used in the audit designed to provide reasonable assurance of detecting illegal acts, and its related reporting obligations;
7. review the Company’s financial statements, including: (a) prior to public release, review and discuss with management and the independent auditor the Company’s annual and quarterly financial statements to be filed with the SEC (including the Company’s disclosures under “Management’s Discussion

and Analysis of Financial Condition and Results of Operations” and any certifications by the Company’s senior executive and financial officers regarding the financial statements or the Company’s internal accounting and financial controls and procedures and disclosure controls or procedures filed with the SEC); (b) with respect to the independent auditor’s annual audit report and certification, before release of the annual audited financial statements, meet with the independent auditor without any management member present to discuss the adequacy of the Company’s system of internal accounting and financial controls, the appropriateness of the accounting principles used and judgments made in the preparation of the Company’s audited financial statements, and the quality of the Company’s financial reports; (c) meet separately, periodically, with management, internal auditors (or other personnel responsible for the internal audit function) and the independent auditor, and review the regular internal reports to management (or summaries thereof) prepared by the internal auditors, as well as management’s response; (d) recommend to the Board whether to include the audited annual financial statements in the Company’s Annual Report on Form 10-K to be filed with the SEC; (e) prior to submission to any governmental authority of any financial statements of the Company that differ from the financial statements filed by the Company with the SEC, review such financial statements and any report, certification or opinion thereon provided by the independent auditor; and (f) review other relevant reports or financial information submitted by the Company to any governmental body or the public, including management certifications as required by applicable law and relevant reports rendered by the independent auditors (or summaries thereof);

D. Oversee Legal and Ethical Compliance

1. review periodically with the General Counsel: (a) legal and regulatory matters that may have a material impact on the Company’s financial statements; and (b) the scope and effectiveness of compliance policies and programs;
2. review at least annually with management, including the General Counsel, compliance with, the adequacy of and any requests for waivers under, the Company’s code(s) of business conduct and ethics (including codes that apply to all employees as well as those applicable to directors, senior officers and financial officers and the Company’s policies and procedures concerning trading in Company securities and use in trading or proprietary or confidential information); any waiver to any executive officer or director granted by the Committee shall be reported by the Committee to the Board;
3. review and address conflicts of interest of directors and executive officers;
4. review, discuss with management and the independent auditor, and approve any transactions or courses of dealing with related parties that are required to be disclosed pursuant to SEC Regulation S-K, Item 404;

E. Reports

1. oversee the preparation and approve all reports required by the Committee, including the report for inclusion in the Company's annual proxy statement, stating whether the Committee: (a) has reviewed and discussed the audited financial statements with management; (b) has discussed with the independent auditors the matters required to be discussed by SAS Nos. 61 and 90; (c) has received the written disclosure and letter from the independent auditors (describing their relationships with the Company) and has discussed with them their independence; and (d) based on the review and discussions referred to above, the members of the Committee recommended to the Board that the audited financials be included in the Company's Annual Report on Form 10-K for filing with the SEC; and
2. report regularly to the Board on Committee findings and recommendations (including on any issues that arise with respect to the quality or integrity of the Company's financial statements, the Company's compliance with legal or regulatory requirements, the performance and independence of the independent auditors or the performance of the internal audit function) and any other matters the Committee deems appropriate or the Board requests, and maintain minutes or other records of Committee meetings and activities.

V. Annual Performance Evaluation

At least annually, the Committee shall perform a review and evaluation of the performance of the Committee and its members, including a review of the Committee's compliance with this Charter, and present to the Board a report of such annual performance evaluation. The Committee shall periodically reassess the adequacy of this Charter and recommend to the Board any proposed changes and improvements to this Charter that the Committee deems appropriate.