

EMERGENCY MEDICAL SERVICES CORPORATION

Compliance Committee Charter

This Compliance 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 Bylaws, it is not intended to establish by its own force any legally binding obligations.

I. PURPOSE

The purposes and responsibilities of the Compliance Committee (the “Committee”) of the Board of Directors (the “Board”) of Emergency Medical Services Corporation and its subsidiaries (collectively, the “Company”) shall be to (i) provide compliance oversight to the Company, (ii) oversee the Company’s compliance program and monitor its performance, (iii) assess the adequacy of internal and external compliance auditing and controls, (iv) assess the effectiveness of management policies, procedures and practices relating to compliance, and (v) advise the Board as to the status of the Company’s compliance program and ongoing developments relating to compliance matters.

For purposes of this Charter, “compliance” shall be defined as the Company’s adherence to all laws, regulations and policies applicable to, and the principal purpose of which is to regulate or establish requirements or standards for, the conduct of the day-to-day operations of the Company’s businesses (such as those dealing with Medicare, Medicaid, patient confidentiality and other health care and antitrust matters). Responsibility for Board level compliance matters relating to laws, regulations and policies of a more general nature (such as those dealing with corporate, securities, tax, pension and financial reporting matters) or not otherwise principally applicable to the day-to-day operations of the Company’s business shall be within the functions of the Company’s Audit Committee or such other committee(s) of the Board to which they may be assigned.

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 (as from time to time in effect), and (iii) an outside director for purposes of Section 162(m) of the Internal Revenue Code of 1986, as amended (as from time to time in effect). 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 may meet quarterly with the Company's chief compliance officer in separate sessions without management to provide the opportunity for full and frank discussion. The Chairman of the Board or any member of the Committee may call meetings of the Committee. All Committee meetings may be held telephonically.

The Committee shall fix its own rules of procedure, which shall be consistent with the Bylaws of the Company and this Charter. The Chairperson of the Committee or a majority of the members of the Committee may also call a special meeting of the Committee. A majority of the members of the Committee shall constitute a quorum sufficient for the taking of any action by the Committee.

Following each of its meetings, the Committee shall deliver a report on the meeting to the Board, including a description of all actions taken by the Committee at the meeting. Written minutes of all Committee meetings shall be kept and the minutes shall be maintained with the books and records of the Company.

IV. RESPONSIBILITIES

The Committee shall have the following goals and responsibilities with respect to the Company's compliance efforts:

- i. Ensure proper communication of significant compliance issues to the Board and to other Board committees;
- ii. Review significant compliance risk areas and the steps management has taken to monitor, control and report such compliance risk exposures;
- iii. Monitor the effectiveness of the Company's Ethics and Compliance Department, compliance staff, and compliance program;
- iv. Review and approve compliance related policies and procedures;
- v. Report compliance issues that may have significant financial implications to the Company's Audit Committee and otherwise assist the Audit Committee in the discharge of such committee's obligations related to such compliance issues; and
- vi. Meet regularly in executive session with the Company's Chief Compliance Officer.

The Committee may consider other matters and engage in other activities in furtherance of fulfilling the purposes and responsibilities described in Section I hereof as the Committee or the Board may deem appropriate.

Information and materials that are important to the Committee's understanding of the agenda items and other topics to be considered at the Committee meeting should, to the extent practicable, be distributed sufficiently in advance of the meeting to permit prior review by the directors. In the event of a pressing need for the Committee to meet on short notice or if such materials would otherwise contain highly confidential or sensitive information, it is recognized that written materials may not be available in advance of the meeting.

The Committee may form subcommittees for any purpose within its authority that the Committee deems appropriate and may delegate to such subcommittees such power and authority of the Committee as the Committee deems appropriate; provided, however, that no subcommittee shall consist of fewer than two members; and provided further that the Committee shall not delegate to a subcommittee any power or authority required by any law, regulation or listing standard to be exercised by the Committee as a whole.

The Committee may request that any directors, officers or employees of the Company, or other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information as the Committee requests.

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.

VI. INVESTIGATIONS AND STUDIES; OUTSIDE ADVISERS; SUPPORT

The Committee may conduct or authorize investigations into or studies of matters within the Committee's scope of responsibilities, and may retain, after advising the Chairman of the Board and advising the Company's General Counsel for purposes of determining any potential conflicts of interest, at the Company's expense, such independent counsel or other advisers as it deems necessary.

At the request of the Committee, the Company shall provide the Committee with an appropriate level of staff and support to allow the Committee to function appropriately.

VII. RELIANCE; GENERAL LEGAL STANDARD

In fulfilling their responsibilities hereunder, it is recognized that members of the Committee are not full-time employees of the Company, and each member of the Committee shall be entitled to rely on (i) the integrity of those persons and organizations within and outside the Company from which it receives information, (ii) the accuracy of the information provided to the Committee absent actual knowledge to the contrary (which shall be promptly reported to the Board) and (iii) statements made by management or third parties.

While the members of the Committee have the duties and responsibilities set forth in this Charter, nothing contained in this Charter is intended to create, or should be construed as creating, any responsibility or liability of members of the Committee, except to the extent otherwise provided under the applicable laws of Delaware that shall continue to set the legal standard for the conduct of the members of the Committee.