



August 4, 2013

To Our Valued Vendors,

I am writing to provide an important update regarding our plans to strengthen the financial foundation of Rural/Metro, in support of our commitment to delivering the highest-quality ambulance and private fire protection services in the country.

Today we announced that we have reached an agreement-in-principle with the majority of our senior lenders and bondholders on the terms of a prearranged, comprehensive financial restructuring plan. Among other things, the plan will reduce our outstanding debt by approximately 50 percent and provide us with a significant infusion of new equity capital, which will give us the financial flexibility we need to continue investing in our business, meeting the needs of our stakeholders and further improving service.

This agreement is good news for Rural/Metro and for the clients and communities we serve. We have a solution that keeps our operations moving forward while cutting our debt in half. We believe this agreement with our lenders underscores their confidence in the value of our business, and will help ensure that we have a strong financial footing to resume growth and investment while honoring our agreements and continuing to provide outstanding service and patient care.

To implement the plan, we have elected to file voluntary petitions under Chapter 11 of the United States Bankruptcy Code. We intend to use the process to significantly reduce our debt, renegotiate unprofitable contracts and free up capital for investments to strengthen our business and further improve patient care. With the support of our lenders and bondholders, we plan to move through the Court-supervised process quickly, and currently expect to complete our restructuring in the fourth quarter of 2013.

I want to emphasize that, from an operational perspective, **we expect it to be business as usual throughout the restructuring process. We have received a commitment for \$75 million in financing from certain of our secured lenders, which, pending Court approval, will provide us with additional liquidity to meet the needs of our business – including enabling us to continue paying you, our vendors, for all goods and services provided on or after the filing date of Sunday, August 04, 2013.** We have also filed a number of customary motions, which we expect to be granted by the Court, to ensure that we are able to continue serving our customers without interruption.

All these steps are designed to ensure that we can continue our partnership with your organization as we have in the past. By the same token, we ask that you continue to provide us with goods and services under normal commercial terms. Your cooperation will help ensure that we continue to operate normally and that our companies can continue working together for many years to come.

Attached please find some frequently asked questions concerning the financial restructuring process. Should you have additional inquiries, please feel free to reach out to Bob Fisher, Vice President-Supply Chain, at 480-606-3629 or via email at Bob.Fisher@rmetro.com. While we are still in the early stages of this process and don't have all the answers at this point, we will do our best to address any questions you may have.

Thank you for your support. We will continue to keep you updated on our progress.

Sincerely,

Scott A. Bartos
President and Chief Executive Officer

Corporate Headquarters
Scottsdale, Arizona