

**EXHIBIT D**

**Amended Certificate**

**AMENDED AND RESTATED  
CERTIFICATE OF INCORPORATION  
OF  
WP ROCKET HOLDINGS INC.**

[ ● ]

WP Rocket Holdings Inc. (the "Corporation"), a corporation organized and existing under the General Corporation Law of the State of Delaware, as the same exists or may hereafter be amended ("DGCL"), hereby certifies as follows:

FIRST: The original Certificate of Incorporation of the Corporation was filed with the Delaware Secretary of State on June 27, 2011.

SECOND: This Amended and Restated Certificate of Incorporation (this "Certificate of Incorporation"), which amends and restates the Certificate of Incorporation of the Corporation, is authorized by and is being filed in connection with that certain First Amended Joint Chapter 11 Plan of Reorganization for Rural/Metro Corporation and its affiliated Debtors, dated October 31, 2013 (the "Plan of Reorganization"), confirmed by the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") over the jointly-administered cases pending under chapter 11 of title 11 of the United States Code, as amended from time to time (the "Bankruptcy Code"). This Certificate of Incorporation was duly adopted in accordance with Section 303 of the DGCL, pursuant to the authority granted to the Corporation under Section 303 of the DGCL to put into effect and carry out the Plan of Reorganization with approval of the Bankruptcy Court under the Bankruptcy Code.

THIRD: The text of the Corporation's Certificate of Incorporation is hereby amended and restated in its entirety as follows:

1. The name of the corporation is: WP ROCKET HOLDINGS, INC.
2. Its registered office in the State of Delaware is to be located at 2711 Centerville Road, Suite 400, Wilmington, DE 19808, in the County of New Castle and its registered agent at such address is Corporation Service Company.
3. The purpose of the Corporation is to engage in any lawful act or activity for which a corporation may be organized under the DGCL.
4. The total number of shares of all classes of stock that the Corporation shall have authority to issue is One Billion Seven Hundred Million (1,700,000,000), consisting of One Billion Two Hundred Million (1,200,000,000) shares of Common Stock with a par value of \$0.01 per share, and Five Hundred Million (500,000,000) shares of Preferred Stock with a par value of \$0.01 per share.

At all times, each holder of Common Stock of the corporation shall be entitled to one vote for each share of Common Stock held by such stockholder standing in the name of such stockholder on the books of the Corporation.

The designations, powers, preferences and relative, participating, optional or other rights, including voting rights, and the qualifications, limitations or restrictions of the Preferred Stock, or any series thereof, and the number of shares constituting any such series, shall be established by resolution of the Board of Directors of the Corporation pursuant to Section 151 of the DGCL.

Notwithstanding anything to the contrary in this Certificate of Incorporation, to the extent prohibited by Section 1123(a)(6) of the Bankruptcy Code, the Corporation shall not issue nonvoting equity securities; provided, however the foregoing restriction will (a) have no further force and effect beyond that required under Section 1123 of the Bankruptcy Code, (b) only have such force and effect for so long as Section 1123 of the Bankruptcy Code is in effect and applicable to the Corporation, and (c) in all events may be amended or eliminated in accordance with applicable law as from time to time may be in effect.

5. In furtherance and not in limitation of the powers conferred by statute, the Board of Directors is expressly authorized to make, alter or repeal the bylaws of the Corporation.

6. Election of directors need not be by written ballot unless the bylaws of the Corporation shall so provide.

7. To the fullest extent permitted by the DGCL, as the same exists or may hereafter be amended, a director of the Corporation shall not be personally liable to the Corporation or its stockholders for monetary damages for breach of fiduciary duty as a director. If the DGCL or any other law of the State of Delaware is amended hereafter to authorize corporate action further eliminating or limiting the personal liability of directors, then the liability of a director of the Corporation shall be eliminated or limited to the fullest extent permitted by the DGCL or other such law of the State of Delaware so amended. Any amendment, repeal or modification of the foregoing provisions of this Article 7 by the stockholders of the Corporation shall not adversely affect any right or protection of a director of the Corporation existing at the time of, or increase the liability of, any director of the Corporation with respect to any acts or omissions occurring prior to, such amendment, repeal or modification.

8. (a) To the fullest extent permitted by the DGCL, as the same exists or may hereafter be amended, the Corporation shall indemnify its directors and officers and such right to indemnification shall continue as to a person who has ceased to be director or officer of the Corporation and shall inure to the benefit of his or her heirs, executors and administrators; provided, however, that, except for proceedings to enforce rights to indemnification, the Corporation shall not be obligated to indemnify any director or officer (or his or her heirs, executors or administrators) in connection with a proceeding (or part thereof) initiated by such person unless such proceeding (or part thereof) was authorized by the Board of Directors of the Corporation. The right to indemnification conferred in this paragraph shall be a contract right and shall include the right to be paid by the Corporation the expenses incurred in defending or otherwise participating in any proceeding in advance of its final disposition.

(b) The Corporation shall have the express authority to enter into such agreements as the Board of Directors deems appropriate for the indemnification of directors and officers of the Corporation. Such agreements may contain provisions relating to, among other

things, the advancement of expenses, a person's right to bring suit against the Corporation to enforce his or her right to indemnification, the establishment of a trust to assure the availability of funds to satisfy the Corporation's indemnification obligations to such person and other matters as the Board of Directors deems appropriate or advisable.

(c) The rights to indemnification and to the advancement of expenses conferred in this Article 8 shall not be exclusive of any other right which any person may have or hereafter acquire under this Certificate of Incorporation, the bylaws of the Corporation, any statute, agreement, vote of stockholders or disinterested directors or otherwise.

(d) The Corporation may maintain insurance, at its expense, to protect itself and any director, officer, employee or agent of the Corporation or another corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss, whether or not the Corporation would have the power to indemnify such person against such expense, liability or loss under the DGCL.

(e) Any amendment, repeal or modification of the foregoing provisions of this Article 8 shall not adversely affect any right or protection of a director or officer of the Corporation, or other person indemnified by the Corporation, with respect to any acts or omissions of such director, officer or other person existing at the time of such amendment, repeal or modification.

9. Section 203 of the DGCL shall not apply to the Corporation.

10. To the fullest extent permitted by Section 122(17) of the DGCL, the Corporation, on behalf of itself and its subsidiaries, renounces any interest or expectancy of the Corporation and its subsidiaries in, or in being offered an opportunity to participate in, business opportunities that are from time to time presented to any of its stockholders or any of their respective officers, directors, agents, stockholders, members, partners, affiliates and subsidiaries (other than the Corporation and its subsidiaries), even if the opportunity is one that the Corporation or its subsidiaries might reasonably be deemed to have pursued or had the ability or desire if granted the opportunity to do so and no such person shall be liable to the Corporation or any of its subsidiaries for breach of any fiduciary or other duty, as a director or officer or otherwise, by reason of the fact that such person pursues or acquired such business opportunity, directs such business opportunity to another person or fails to present such business opportunity, or information regarding such business opportunity, to the Corporation or its subsidiaries unless, in the case of any such person who is a director or officer of the Corporation, such business opportunity is expressly offered to such director or officer in writing solely in his or her capacity as a director or officer of the Corporation. Any person purchasing or otherwise acquiring any direct or indirect interest in any shares of stock of the Corporation shall be deemed to have notice of and consent to the provisions of this Article.

11. (a) Any attempted Transfer (as defined below) of Common Stock that is not in compliance with this Article 11 shall be void and shall not be recognized or registered by the Corporation, and the proposed Transferee (as defined below) shall not be treated as the owner of such Common Stock. Notwithstanding the foregoing, to the extent any such Transfer is effected or purported to have been effected and is not in compliance with this Article 11, the Corporation shall have the option to redeem, out of lawfully available funds therefor, any or all of the Common Stock Transferred (or purported to be Transferred) on such terms and subject to

such conditions determined by the Board of Directors in its sole discretion. Any holder of Common Stock, however acquired, shall be deemed to have notice of and to have consented to the provisions of this Article 11.

(b) No holder of Common Stock shall Transfer any Common Stock to any person or entity, nor shall the Corporation issue, sell or otherwise Transfer any Common Stock to any person or entity, if, at the time of such Transfer, the Corporation has more than 1,950 holders of record or 450 holders of record who are not accredited investors (as such concept is understood for purposes of Section 12(g) of the Securities Exchange Act of 1934, as amended, or any relevant rules promulgated thereunder (the “Exchange Act”), or if the Corporation reasonably determines that such Transfer would, if effected, result in the Corporation having more than 1,950 holders of record or 450 holders of record who are not accredited investors, unless the Corporation is already required to file periodic reports under Sections 13 or 15(d) of the Exchange Act and any relevant rules promulgated thereunder. The limitations set forth in the immediately preceding sentence shall not prohibit: (i) a Transfer by a holder of Common Stock to another person or entity that, immediately prior to the Transfer, is a holder of record of Common Stock, (ii) a Transfer by a holder of Common Stock to the Corporation, (iii) a Transfer by the Corporation to a person or entity that, immediately prior to the Transfer, is a holder of record of Common Stock, (iv) a Transfer of all Common Stock owned by the proposed transferor to a single person or entity who is treated as a single record holder under the Exchange Act, or (v) a Transfer so long as after giving effect to such Transfer the Corporation has no more than 1,950 holders of record or 450 holders of record who are not accredited investors (as such concept is understood for purposes of Section 12(g) of the Exchange Act).

(c) Section (a) and Section (b) of this Article 11 shall be void and no longer given effect and the restrictions on Transfer therein shall no longer be in effect on and after the earlier of: (i) the listing of the Common Stock on the New York Stock Exchange, NASDAQ or NYSE MKT or (ii) the consummation of a sale of capital stock of the Corporation in an underwritten public offering registered under the Securities Act of 1933, as amended.

(d) For so long as the restrictions on Transfer in this Article 11 are in effect, all certificates for shares of Common Stock shall conspicuously bear a legend (in addition to any other legends required to be placed thereon) providing notice of the restrictions on Transfer in this Article 11, as determined by the Corporation to be appropriate.

(e) For purposes of this Article 11, “Transfer” means any transfer, donation, bequest, sale, assignment or other disposal or attempted disposal (including, without limitation, by way of merger, operation of law, pursuant to any domestic relations or other court order, whether with or without consideration and whether voluntarily or involuntarily or by operation of law). “Transferred” means the accomplishment of a Transfer, and “Transferee” means the recipient of a Transfer.

12. Subject to such limitations as may be from time to time imposed by other provisions of this Certificate of Incorporation, by the bylaws of the Corporation, by the DGCL or other applicable law, or by any contract or agreement to which the Corporation is or may become a party, the Corporation reserves the right to amend or repeal any provision contained in this

Certificate of Incorporation, in the manner now or hereafter prescribed by statute, and all rights conferred upon stockholders herein are granted subject to this express reservation.

IN WITNESS WHEREOF, this Amended and Restated Certificate of Incorporation has been executed by a duly authorized officer of the Corporation on the [ ● ] day of [ ● ], 2013.

WP ROCKET HOLDINGS INC.

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[Name]

[Title]