

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

-----X
In re : Chapter 11
 :
Rural/Metro Corporation, et al.,¹ : Case No. 13-11952 (KJC)
 :
Debtors. : (Jointly Administered)
 : **Re: Docket No. 167**
-----X

**NOTICE OF BAR DATES FOR FILING
PROOFS OF CLAIM TO ALL CREDITORS:**

On August 4, 2013 (the “**Petition Date**”), the above captioned debtors and debtors in possession (the “**Debtors**”) each filed a voluntary petition (the “**Chapter 11 Cases**”) for relief under chapter 11 of title 11 of the United States Bankruptcy Code (the “**Bankruptcy Code**”), in the United States Bankruptcy Court for the District of Delaware (the “**Court**”).

On August 26, 2013, the Court entered an order in the Chapter 11 Cases [Docket No. 167] (the “**Bar Date Order**”) ² establishing certain claims bar dates in the Chapter 11 Cases. By the Bar Date Order, the Court established **October 23, 2013 at 5:00 p.m. (prevailing Eastern Time)** as the general claims bar date (the “**General Bar Date**”). Except as described below, the Bar Date Order requires all persons or entities that have or assert any prepetition claims (each, a “**Claim**”) against the Debtors to file proofs of claim with Donlin, Recano & Company, Inc. (“**DRC**”), the claims, noticing, and balloting agent in the Chapter 11 Cases, so that their proofs of claim are actually received by DRC on or before 5:00 p.m. (prevailing Eastern Time) on the General Bar Date.

For your convenience, as applicable, enclosed with this Notice is a proof of claim form, which identifies on its face the amount, nature, and classification of your Claim(s), if any, listed in the Debtors’ schedules of assets and liabilities filed in the Chapter 11 Cases (the “**Schedules**”).³ If the Debtors believe that you hold a Claim against more than one Debtor, you will receive multiple proof of claim forms, each of which will reflect the nature and amount of your Claim listed in the Schedules.

THE FACT THAT YOU HAVE RECEIVED THIS NOTICE DOES NOT MEAN THAT YOU HAVE A CLAIM OR THAT THE DEBTORS BELIEVE YOU HAVE A CLAIM.

KEY DEFINITIONS

As used in this Notice, the term “Entity” has the meaning given to it in section 101(15) of the Bankruptcy Code, and includes, but is not limited to, all persons (including, without limitation, individuals, partnerships and corporations), estates, trusts, and governmental units.

As used in this Notice, the term “Governmental Unit” has the meaning given to it in section 101(27) of the Bankruptcy Code and includes, without limitation, the United States; states; commonwealths; districts; territories; municipalities; foreign states; or departments; agencies or instrumentalities of the United States.

As used in this Notice, the term “Claim” shall mean, as to or against the Debtors and in accordance with section 101(5) of the Bankruptcy Code: (a) any right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, legal, equitable, secured or unsecured; or (b) any right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured or unsecured.

WHO MUST FILE A PROOF OF CLAIM AND THE APPLICABLE BAR DATES

The Bar Dates

The Bar Date Order established the following bar dates for filing proofs of claim in the Chapter 11 Cases (collectively, the “**Bar Dates**”):

¹ A list of the Debtors in these chapter 11 cases and the last four digits of each Debtor’s taxpayer identification number is attached as Schedule 1 to the Declaration of Stephen Farber in Support of Chapter 11 Petition and First Day Pleadings [Docket No. 2] and at www.donlinrecano.com/rmc. The Debtors’ headquarters are located at 9221 E. Via de Ventura, Scottsdale, AZ 85258.

² Capitalized terms used but not otherwise defined herein shall have the meanings ascribed to such terms in the Bar Date Order.

³ In accordance with the procedures set forth herein and in the Bar Date Order, certain creditors will not receive a proof of claim form. Proof of claim forms are available free of charge at www.donlinrecano.com/rmc.

- (a) The General Bar Date: Pursuant to the Bar Date Order, the last date and time for all persons and entities, (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) that assert a Claim, **including, without limitation, any claims under section 503(b)(9) of the Bankruptcy Code** (each, a “**503(b)(9) Claim**”), secured claims, and priority claims, which arose on or prior to the Petition Date, to file proofs of such claim is **the General Bar Date** (as defined above).
- (b) The Government Bar Date: Pursuant to the Bar Date Order, the last date and time for filing proofs of claim by governmental units (as defined in section 101(27) of the Bankruptcy Code) against the Debtors is **January 31, 2014 at 5:00 p.m. (prevailing Eastern Time)** (the “**Government Bar Date**”).
- (c) The Amended Scheduled Bar Date: If the Debtors amend or supplement their Schedules subsequent to the service of this Notice, the Debtors will give notice of any such amendment or supplement to the holders of Claims affected thereby, and such holders shall be afforded **the later of (i) the General Bar Date or (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is 21 days from the date on which such notice is given, to file Proofs of Claim in respect of their Claims** (the “**Amended Schedules Bar Date**”).
- (d) The Rejection Bar Date: The last date and time for any person or entity (including, without limitation, individuals, partnerships, corporations, joint ventures, and trusts) whose Claim arises out of the Court-approved rejection of an executory contract or unexpired lease in accordance with section 365 of the Bankruptcy Code (a “**Rejection Damage Claim**”) to file a Proof of Claim is **the later of (i) the General Bar Date or (ii) 5:00 p.m. (prevailing Eastern Time) on the date that is 30 days following the entry of the order approving the rejection of the executory contract or unexpired lease pursuant to which the entity asserting the Rejection Damage Claim is a party** (the “**Rejection Bar Date**,” and together with the General Bar Date, the Government Bar Date and the Amended Schedules Bar Date, the “**Bar Dates**”).

Entities That Must File Proof of Claim by the Claims Bar Date

Subject to the terms described above for holders of a Rejection Damage Claim, without limitation, each of the following entities that fails to file a Proof of Claim by the applicable Bar Date with respect to a Claim shall be forever barred, estopped, and permanently enjoined from: (a) asserting such claim, whether directly or indirectly, against the Debtors, their successors and assigns or their property (or filing a proof of claim with respect thereto); (b) participating in any voting or distribution under any plan of reorganization that is filed in the Chapter 11 Cases on account of such claim; and (c) receiving any further notices regarding such claim:

- (a) any entity whose prepetition claim against the Debtors are not listed in the Schedules or whose prepetition claim is listed in the Schedules but is listed therein as disputed, contingent or unliquidated and that desires to participate in the Chapter 11 Cases or share in any distribution under any confirmed chapter 11 plan in the Chapter 11 Cases;
- (b) any entity that believes that its prepetition claim is improperly classified in the Schedules or is listed in an incorrect amount and that desires to have its claim allowed in a classification or amount other than that identified in the Schedules;
- (c) any entity that believes that its prepetition claim as listed in the Schedules is not an obligation of the specific Debtor against which the claim is listed and that desires to have its claim allowed against a debtor other than that identified in the Schedules; and
- (d) any entity that believes that it holds a claim pursuant to section 503(b)(9) of the Bankruptcy Code.

Entities Not Required to File Proofs of Claim by the Claims Bar Date

The Bar Date Order further provides that the following persons and entities need not file proofs of claim on or before the applicable Bar Date:

- (a) Any person or entity whose Claim is listed on the Schedules and (i) whose Claim is not described thereon as “disputed,” “contingent,” or “unliquidated,” (ii) who does not dispute the amount or classification of the Claim set forth in the Schedules; and (iii) who does not dispute that the claim is an obligation of the specific Debtor against which the claim is listed on the Schedules;
- (b) Any person or entity whose Claim has been paid in full by the Debtors;
- (c) Professionals retained by the Debtors or the Committee pursuant to orders of this Court which assert administrative claims for fees and expenses subject to this Court’s approval pursuant to sections 328, 330, 331 and 503(b) of the Bankruptcy Code or 28 U.S.C § 156(c);
- (d) Current officers and directors of the Debtors which assert claims for indemnification and/or contribution arising as a result of such officers’ or directors’ prepetition or postpetition services to the Debtors;
- (e) Any direct or indirect non-debtor subsidiary or affiliate of the Debtors;

- (f) Any person or entity holding a claim payable to the Court or the United States Trustee Program pursuant to 28 U.S.C. § 1930;
- (g) Any person or entity that holds an interest in the Debtors, which interest is based exclusively upon the ownership of common or preferred stock, membership interests, partnership interests, or warrants or rights to purchase, sell or subscribe to such a security or interest; provided, however, that interest holders that wish to assert Claims (as opposed to ownership interests) against the Debtors that arise out of or relate to the ownership or purchase of an interest, including Claims arising out of or relating to the sale, issuance, or distribution of the interest, must file Proofs of Claim on or before the applicable Bar Date, unless another exception identified herein applies;
- (h) Any holder of a Claim allowable under sections 503(b) and 507(a)(2) of the Bankruptcy Code as an administrative expense (**other than** a holder of a 503(b)(9) Claim);
- (i) Any person or entity that holds a Claim that has been allowed by an order of this Court entered on or before the applicable Bar Date;
- (j) Any holder of a Claim for which a separate deadline for filing a Proof of Claim is fixed by an order of this Court;
- (k) Any holder of a Claim who has already properly filed a Proof of Claim with DRC or the Clerk of the United States Bankruptcy Court for the District of Delaware on account of such Claim against the Debtors, utilizing a Claim form which substantially conforms to the Proof of Claim Form or Official Form 10; and
- (l) Credit Suisse AG, as administrative agent for the lenders under that certain Credit Agreement, dated as of June 30, 2011, by and among Rural/Metro Corporation, as borrower, WP Rocket Holdings, Inc. as guarantor, the lenders party thereto, Credit Suisse Securities (USA) LLC, as joint lead arranger and joint bookrunner, CitiGroup Global Markets Inc., as joint lead arranger, joint bookrunner and syndication agent, and Jefferies Finance LLC, as joint bookrunner and documentation agent (the “**Credit Agreement**”), but only to the extent that such Claims arise under the Credit Agreement;
- (m) The lenders party to the Credit Agreement, but only to the extent that such Claims arise under the Credit Agreement;
- (n) Any person or entity (other than the trustees under the Notes Indentures, as defined below) whose claim is limited exclusively to a claim for repayment by the applicable Debtor(s) of principal, interest, and other applicable fees and charges on or under the 10.125% unsecured senior notes due 2019 (the “**Notes**,” with claims relating to the principal, interest, and other applicable fees and charges arising under the Notes and their respective indentures, the “**Notes Indentures**,” being referred herein as the “**Notes Claims**”); provided that the trustees under the respective Notes Indentures shall submit a single proof of claim form for the Notes Claims arising under their respective Notes and Notes Indentures; provided, further, that holders of Notes and the trustees under the Notes Indentures that wish to assert claims other than the Notes Claims shall be required to file proofs of claim on account of such claims on or before the General Bar Date unless another exception applies; and
- (o) Any person or entity holding a Claim pursuant to that certain Super Priority Debtor in Possession Credit Agreement dated August 4, 2013 (the “**DIP Agreement**”).

CONSEQUENCES OF FAILURE TO FILE PROOF OF CLAIM

Any person, entity, or governmental unit not excepted from filing a Proof of Claim pursuant to the Bar Date Order, that fails to do so by the applicable Bar Date and in the form and manner provided for in the Bar Date Order shall be forever barred, estopped, and enjoined from asserting such Claim against the Debtors (or filing a Proof of Claim with respect thereto) in these Chapter 11 Cases, and the Debtors and their property shall be forever discharged from any and all indebtedness or liability with respect to such Claim. Moreover, the holder of such Claim shall not be permitted to vote to accept or reject any plan filed in the Chapter 11 Cases, participate in any distribution in the Chapter 11 Cases on account of such Claim, or receive further notices regarding such Claim.

If it is unclear from the Schedules whether your Claim is disputed, contingent, and/or unliquidated or is otherwise properly listed and classified, you must file a Proof of Claim on or before the applicable Bar Date. Any person, entity or governmental unit that relies on the information in the Schedules bears full and absolute responsibility for determining that its Claim is accurately listed therein.

RESERVATION OF RIGHTS

The Debtors reserve the right to dispute, or to assert offsets or defenses to, any Claim reflected in the Schedules or to object to any Claim or Proof of Claim filed in the Chapter 11 Cases, as to amount, liability, characterization, or otherwise, and to subsequently designate any claim as disputed, contingent, or unliquidated on the Schedules or otherwise. Nothing contained in this Notice shall preclude the Debtors from objecting to any Claim, whether scheduled or filed or unfiled, on any grounds.

PROCEDURES FOR FILING PROOFS OF CLAIM

Except as otherwise provided herein, Proofs of Claim must be filed so as to be **actually received** no later than 5:00 p.m. (prevailing Eastern Time) on the applicable Bar Date, at the following address:

If by United States Postal Service:

Donlin, Recano & Company, Inc.
Re: Rural/Metro Corporation, *et al.*
P.O. Box 2047
Murray Hill Station
New York, NY 10156

If by overnight courier or hand delivery:

Donlin, Recano & Company, Inc.
Re: Rural/Metro Corporation, *et al.*
419 Park Avenue South, Suite 1206
New York, NY 10016

A Proof of Claim will be deemed timely only if the original Proof of Claim is mailed or delivered by hand, courier or overnight service so as to be **actually received** by DRC on or before the applicable Bar Date. Proofs of Claim may not be sent by facsimile, telecopy, electronic mail or other form of electronic transmission. A claimant who wishes to receive acknowledgement of receipt of its Proof of Claim may submit a copy of the Proof of Claim and a self-addressed, stamped envelope to DRC along with the original Proof of Claim.

If you file a Proof of Claim, your Proof of Claim must: (a) be written in the English language; (b) be denominated in lawful currency of the United States as of the Petition Date; (c) conform substantially to the enclosed proof of claim form (as applicable) or Official Bankruptcy Form No. 10 (“**Official Form 10**”);⁴ (d) set forth with specificity the legal and factual basis for the alleged Claim; (e) include supporting documentation (or, if such documentation is voluminous, a summary of such documentation) or an explanation as to why such documentation is not available; and (f) be signed by the claimant or, if the claimant is not an individual, by an authorized agent of the claimant.

ADDITIONAL INFORMATION

You may be listed as the holder of a Claim against the Debtors in the Schedules. If you hold or assert a Claim that is not listed in the Schedules, or if you disagree with the amount, characterization or priority of your claim as listed in the Schedules, or your Claim is listed in the Schedules as “contingent,” “unliquidated,” or “disputed,” or you dispute that the Claim is an obligation of the specific debtor entity against which the Claim is listed in the Schedules, you will be forever barred from asserting such Claim if you do not file a Proof of Claim. Copies of the Schedules, the Bar Date Order, and proof of claim forms are available for inspection during regular business hours at the Office of the Clerk of the United States Bankruptcy Court for the District of Delaware, 3rd Floor, 824 N. Market Street, Wilmington, Delaware 19801. In addition, copies of the Schedules and the Bar Date Order may be viewed on the internet for a fee at the Court’s website (<http://www.deb.uscourts.gov/>) by following directions for accessing the Court’s electronic filing system on such website, or free of charge on DRC’s website for the Chapter 11 Cases (www.donlinrecano.com/rmc).

Questions concerning the contents of this Notice and requests for additional Proof of Claim forms should be directed to DRC at (212) 771-1128. **Please note that DRC’s staff is not permitted to give legal advice. You should consult with your own attorney for assistance regarding any other inquiries, such as questions concerning the completion or filing of a Proof of Claim.**

YOUNG CONAWAY STARGATT &
TAYLOR, LLP
Edmon L. Morton (No. 3856)
Maris J. Kandestin (No. 5294)
Rodney Square
1000 North King Street
Wilmington, DE 19801
(302) 571-6600
302) 571-1253 (Fax)

WILLKIE FARR & GALLAGHER LLP
Matthew A. Feldman
Rachel C. Strickland
Daniel I. Forman
787 Seventh Avenue
New York, New York 10019
(212) 728-8000
(212) 728-8111 (Fax)

Co-Counsel to the Debtors and Debtors in Possession

⁴

Official Form 10 can be found at www.uscourts.gov/bkforms/index.html, the Official Website for the United States Bankruptcy Courts.