



CODE OF ETHICS AND BUSINESS CONDUCT

LG-01

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POLICY: This Code of Ethics and Business Conduct establishes the cornerstone of the Company's expectations for all employees and the Board of Directors regarding their conduct, and ensuring it conforms to the highest ethical and legal standards.

RESPONSIBLE OFFICER: Senior Vice President and General Counsel

PROCEDURE:

- I. Rural/Metro and its subsidiaries and affiliates (hereinafter collectively referred to as "Rural/Metro" or the "Company") are committed to conducting business lawfully and ethically. This Code of Ethics and Business Conduct (this "Code") reinforces our commitment to the highest ethical and legal standards and provides each employee, officer and member of the Board of Directors of the Company (hereinafter collectively referred to as "Covered Persons") with guidance and perspective in understanding business ethics at Rural/Metro. No code of conduct can hope to spell out the appropriate moral conduct and ethical behavior for every situation we may confront. In the final analysis, we must rely on our own good judgment. Each Covered Person has the personal responsibility to make sure that, in discharging our duties and responsibilities as Covered Persons of Rural/Metro; we abide by this Code and applicable laws.

This Code establishes the general guidelines with which all Covered Persons must comply to ensure that their conduct conforms to the highest ethical standards and is in accordance with all applicable laws, rules and regulations. These general guidelines are not meant to cover all situations. Any doubts whatsoever as to the propriety of a particular situation, whether or not the situation is described within this Code, should be submitted either to your immediate supervisor or to the Corporate Compliance Department or Legal Department. This Code is the core component of the Company's overall corporate compliance program (the "Corporate Compliance Program").

Every Covered Person is required to understand and comply fully with both the rules and approval procedures established by this Code. The standards of conduct that govern Rural/Metro's relationship with the government are applicable to each Covered Person whether or not the Covered Person is directly engaged in performing activities relevant to any federal, state or private contracts. Any request for interpretation of, or an exception to, this Code must be brought to the Legal Department. Any Covered Person violating any provision of this Code will be subject to disciplinary action, up to and



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including discharge from employment. To the extent that any additional policies are developed as part of the Corporate Compliance Program, those policies should be consistent with this Code. In case of any inconsistency, this Code shall govern.

II. COMPLIANCE WITH ALL LAWS AND REGULATIONS

All of Rural/Metro's Covered Persons must scrupulously comply with all federal, state and local laws and regulations. Covered Persons must immediately and directly report any actual or perceived violation of this Code, the Corporate Compliance Program or any other Rural/Metro policy through the appropriate channels provided under the heading "HOW TO FILE A REPORT" on page 13.

III. CONFIDENTIAL INFORMATION

All Covered Persons are responsible for ensuring that appropriate measures are taken to properly protect Rural/Metro's confidential (i.e., non-public) information. Covered Persons are expected to assist in the protection of all confidential information, including technical, financial, customer, personnel, marketing, patient records and other business information, which, if made available to Rural/Metro's competitors or the public, would be advantageous to such competitors and detrimental to Rural/Metro or subject the Covered Person and Rural/Metro to violations of the law. Protection of such information is critical to our ability to grow, operate, compete, and comply with all applicable laws.

This policy serves as Rural/Metro's general reference policy regarding confidential information and is to be used as such. However, Rural/Metro also provides published policies for HIPAA Privacy and Security Regulations, along with a Records Retention Policy.

Confidential and proprietary information may include without limitation, some or all of the following categories:

- A. Business and patient information, including treatment and medical records, sales and marketing research, materials, plans, strategies, accounting and financial information, product, customer, vendor, supplier, and distributor information, personnel records and the like.
- B. Technical information, including functional and technical specifications, designs, drawings, analysis, research, processes, computer programs, methods, ideas, "know how" and the like.
- C. Third party confidential information that Rural/Metro has a duty to maintain as confidential.
- D. Other valuable information designated by the owner as confidential expressly or by the circumstance in which it is provided.



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It is the duty of every Covered Person to protect the confidential information he or she has been entrusted with, regardless of its media form. For example, much of the information maintained in the Company computer systems is confidential, proprietary, and/or of a trade secret nature, and electronic transfer or copying of this information to a third party is generally prohibited. Confidential information should be stored in a secure manner and its access limited to the Covered Persons who have a need to know and work with the confidential information.

IV. DEALING HONESTLY WITH CUSTOMERS, OTHER SUPPLIERS AND CONSULTANTS

- A. **Quality of Service** – Rural/Metro is committed to providing quality customer service and patient care that meets all contractual obligations and Rural/Metro’s quality standards.
- B. **Contract Negotiation** – Rural/Metro has an affirmative duty to disclose current, accurate and complete cost and pricing data where such data is required under appropriate federal or state law or regulation. Covered Persons involved in the pricing of contract proposals or the negotiation of a contract must ensure the accuracy, completeness and currency of all data generated and given to supervisors and other Covered Persons and all representations made to customers, both government and commercial. The submission to a federal government customer of a representation, quotation, statement or certification that is false, incomplete or misleading can result in civil and/or criminal liability for Rural/Metro, the involved Covered Person and any supervisors who condone such a practice.
- C. **Competitive Analysis** – In conducting market analyses, Rural/Metro’s Covered Persons should not accept or use information known to be proprietary to one of our competitors. Supervisors must ensure that a competitor’s proprietary information is not improperly obtained or used in any improper fashion.
- D. **Antitrust Issues** – The free enterprise system rests on the proposition that free and open competition is the best way to ensure an adequate supply of goods and services at reasonable prices. The antitrust laws of the U.S. are intended to protect and promote vigorous and fair competition. All Covered Persons must adhere strictly to both the spirit and the letter of the antitrust laws of the U.S. and with all such laws governing competition in any country in which Rural/Metro does business. Violation of antitrust laws can result in severe civil and criminal penalties, including imprisonment for individuals, and Rural/Metro can be subjected to substantial fines and damage awards.

The following summary of antitrust law principles is intended to assist in the understanding of the basic antitrust regulations, and to recognize the types of business situations where these laws may be applicable. This summary is not intended to be a complete statement of all aspects and interpretations of the antitrust laws and cannot be regarded as a substitute for professional legal advice.



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Any question as to whether a proposed course of action would involve a violation of the antitrust laws must be cleared in advance by the Legal Department.

Agreements with Competitors. Contacts with competitors are sensitive and risky, since courts can infer an agreement or collusion from such contacts when they are followed by common action or behavior. In all contact with competitors, Covered Persons must avoid discussing prices, terms and conditions of sale, costs, inventories, competition, marketing plans or studies, production plans and capabilities, and any other proprietary or confidential information.

Covered Persons must always consult with the Legal Department when planning to contact a competitor. Likewise, if any competitor initiates a discussion involving the subjects above, a Covered Person should immediately excuse himself/herself from the conversation and immediately report the matter to the Legal Department.

Covered Persons should avoid all contacts with competitors if they have authority over the pricing, terms or conditions of sale of Rural/Metro products or services.

In order to minimize the risk of violation of the antitrust laws or the appearance of violation in connection with dealing with competitors:

1. Do not enter into any understanding or agreement, whether expressed or implied, formal or informal, written or oral, with a competitor limiting or restricting any of the following aspects of the competitive strategy of either party or of the business offering of either party to any third party or parties:
 - Prices
 - Costs
 - Profits
 - Offerings
 - Service or products
 - Terms or conditions of sale
 - Deliveries
 - Production facilities or capacity sales volume
 - Market
 - Sales territories
 - Customer or supplier classifications, or selections, or
 - Distribution methods or channels
2. Do not discuss with a competitor prices, terms or conditions of sale, or any subject that might affect prices, directly or indirectly.
3. Do not provide or accept from a competitor past, present or future price lists or other published terms or conditions of sale (Note: It is generally legal to obtain information on competitive price schedules, from sources other than competitors. On such information, the date received and the source from



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which the information was obtained should be recorded, and the recipient should initial it. This will later provide an explanation that the information was obtained legally).

4. Do not enter into discussions with competitors from which it might be inferred there was an understanding that one company would not compete with the other in a territorial market, for certain customers or customer classes, or in the sale of particular products.
5. Do not discuss refusing to sell to a customer or to buy from a supplier with anyone outside Rural/Metro.

Agreements with Customers. A number of antitrust issues can arise in relationships between a company and its customers, especially if those customers are in the business of reselling any products or services sold or provided to the customer by the Company. In order to minimize the risk of violation of the antitrust laws or the appearance of violation in connection with dealing with customers:

1. Deal fairly and openly with all of Rural/Metro's customers and suppliers.
2. Do not use coercive practices in any relationship with Rural/Metro's customers. Never threaten termination for any reason other than good faith enforcement of Rural/Metro's contractual rights.
3. Do not pressure suppliers to purchase Rural/Metro's services and products because Rural/Metro purchases their products and services.

Trade Associations. Trade associations provide a vehicle for industry members to meet and work together to improve the industry. However, trade associations have no exemption from the antitrust laws. A formal agenda should be made and minutes kept for all trade association meetings. If at a trade association meeting a matter is brought up that should not be discussed with a competitor, it can be used by the government in proving an unlawful agreement or understanding. If competitively sensitive subjects come up during trade association meetings, ask that your departure be noted in the minutes, and leave.

Mergers, Acquisitions and Joint Ventures. The antitrust laws also regulate business combinations, such as mergers, acquisitions and joint ventures. Before serious discussions or negotiations begin on any acquisition, regardless of structure, it is important that the Legal Department be consulted so that where required, Rural/Metro can make the required filings with governmental agencies.

- E. Anti-kickback and False Claims Issues – Federal and state laws prohibit Rural/Metro and its Covered Persons from offering or accepting any form of remuneration, including a kickback, bribe or rebate, to an entity or person to induce that customer or potential customer (including physicians, hospitals or other provider/suppliers) to purchase services from or to refer a patient to Rural/Metro.



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In addition, there are laws that prohibit the filing of false and fraudulent claims to both governmental and private third-party payors.

Examples of the types of actions that could violate the federal Anti-kickback Statute (the “**Anti-kickback Statute**”) and similar state anti-kickback laws include the following:

1. Offering or paying anything of value to induce someone to refer a patient to Rural/Metro;
2. Offering or paying anything of value to induce someone to purchase services from Rural/Metro;
3. Soliciting or receiving anything of value for the referral of Rural/Metro patients; or
4. Offering free goods or services to induce the person or entity to purchase or order any items or services from Rural/Metro.

Questions involving the Anti-kickback Statute and its relation to any existing or proposed financial relationship (including a contract, joint venture arrangement or marketing program) should be directed to Rural/Metro’s Corporate Compliance Officer or Legal Department.

Examples of the types of actions that could violate the federal False Claims Act and other federal false billing laws include:

1. Filing a claim for services that were not rendered at all or were not rendered as described on the claims form;
 2. Filing a claim for services that were rendered, but were medically unnecessary;
 3. Submitting a claim containing information you know to be false;
 4. Assisting a customer in submitting a false or fraudulent claim; or
 5. Misusing Social Security or Medicare symbols, emblems or names in marketing.
- F. Providing Business Courtesies to Customers or Sources of Customers – Rural/Metro’s success results from providing the highest quality patient care, ethical standards and integrity with outstanding customer support services. Rural/Metro does not seek to gain an improper advantage by offering business courtesies such as entertainment, meals, transportation or lodging to potential referral sources or purchasers of any items or services furnished by Rural/Metro. In light of the Anti-kickback Statute and other federal and state laws, Covered Persons should never offer any type of business courtesy to a referral source or



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purchaser for the purpose of obtaining favorable treatment or advantage or to induce such person or entity to purchase or order any items or service from Rural/Metro.

To avoid even the appearance of impropriety, Covered Persons must not provide any referral source or purchaser with any gifts, meals, or promotional items that have a value greater than \$50 without the express approval of Rural/Metro's Corporate Compliance Officer or Legal Department. Any Covered Person may provide or pay travel or lodging expenses of a customer or potential referral service only with the advance approval of the corporate officer responsible for the Covered Person's unit or group, or a designee, and the additional approval of the Corporate Compliance Officer or Legal Department.

- G. Government Health Care Program Agreements – On a regular basis, Rural/Metro is a party to numerous agreements with governmental health care programs such as the Medicare or Medicaid programs. It is essential that all Covered Persons are knowledgeable of, and comply with, all of the applicable laws, rules and regulations of all such governmental agencies. Billing personnel also must comply with Rural/Metro's Corporate Policy on Reimbursement and Billing Policies and Procedures. Any Covered Persons who may have a concern or a question concerning compliance with any governmental contract or subcontract should contact their supervisor or the Corporate Compliance Officer.

Covered Persons also may not provide or pay for any meal, refreshment, and entertainment, travel or lodging expenses for government employees or representatives without the prior approval of the Corporate Compliance Officer or Legal Department. State, local and foreign governmental bodies may also have restrictions on the provision of business courtesies, including meals and refreshments. Rural/Metro's Covered Persons doing business with such governmental bodies are expected to know and respect all such restrictions.

- H. Foreign Corrupt Practices Act – Covered Persons who do business in foreign countries often become aware of customs involving the exchange of gifts or the paying of certain fees. It is Rural/Metro's policy to comply with applicable laws on these matters, particularly the Foreign Corrupt Practices Act. This law restricts payments to officials of foreign government, political parties, and candidates for office. Generally, "illegal payment" are any bribes, commissions, rebates, kickbacks, consulting or other service fees, special discounts, certain entertainment, and other transfers of money or any other form of value where it is known, or reasonably suspected, that the payment or transfer is to reward a foreign official for obtaining or retaining business for Rural/Metro. Payments made to foreign officials are equally illegal when made through an intermediary or consultant, rather than directly.

Whenever an independent commission agent, sales consultant, or a similar representative is retained with respect to any business outside the US, a written commission agreement specifically approved by the Legal Department must be



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signed by an authorized member of Rural/Metro's senior management and by the representative. Negotiating and approving these arrangements must be performed with care, and there must be full disclosure to the Legal Department of all facts and circumstances.

Ultimately, each Covered Person must exercise good business judgment in deciding which situations are unacceptable. Bottom line: If there is ever any doubt as to the acceptability of any gift or entertainment activity, consult with your supervisor, the Corporate Compliance Officer, or the Legal Department.

V. FINANCIAL INTEGRITY

- A. Financial Recording – Rural/Metro requires honest and accurate recording and reporting of financial information in order to make responsible business decisions. All financial books, records and accounts must accurately reflect transactions and events and conform to generally accepted accounting principles and to Rural/Metro's system of internal controls.

Examples of unethical financial or accounting practices include, but are not limited to:

1. Making false entries that intentionally hide or disguise the true nature of any transaction.
2. Improperly accelerating or deferring the recording of expenses or revenues to achieve financial results or goals.
3. Maintaining any undisclosed or unrecorded funds or "off the books" assets.
4. Establishing or maintaining improper, misleading, incomplete or fraudulent account documentation or financial reporting.
5. Signing any document believed to be inaccurate or untruthful.

VI. AVOIDING ABUSES OF TRUST

Rural/Metro expects its Covered Persons not to engage in any activity that might interfere, detract or conflict, or appear to interfere, detract or conflict, with Rural/Metro's best interest or the interests of Rural/Metro's customers or suppliers.

- A. Conflicts of Interest – All Covered Persons have a responsibility to avoid situations and relationships that involve actual or potential conflicts of interest. Generally, a conflict of interest arises whenever a Covered Person's personal interests diverge from his or her responsibilities to Rural/Metro or from Rural/Metro's best interests. Put another way, a conflict of interest is created whenever an activity, association or relationship of yours might impair your independent exercise of judgment in the



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Company's best interest. Examples of situations that could be perceived as conflicts of interest and should be avoided include, but are not limited to:

1. Conducting Company business with a firm that is owned partially owned, or controlled by a Covered Person or a Covered Person's relatives or friends.
 2. Placing yourself in a position where you are in competition with Rural/Metro or take for yourself or others an opportunity that belongs to Rural/Metro.
 3. Working as an employee or a consultant for a competitor, regulatory governmental entity, customer, or supplier of Rural/Metro, or doing any work for a third party that may adversely affect your performance or judgment on the job or diminish your ability to devote the necessary time and attention to your duties.
 4. Using Company property, materials, supplies, funds or other resources for personal purposes, or appropriating or diverting to others any business opportunity or idea in which Rural/Metro might have interest.
 5. Accepting, directly or indirectly, payments, services, or loans from a supplier, contractor, subcontractor, customer or organization doing business, expecting to do business, or competing with Rural/Metro. To avoid even the appearance of impropriety, the only exceptions to this rule are infrequent promotional gifts for nominal value (\$50 or less), or infrequent entertainment personally hosted by a vendor representative (such as a restaurant meal) in conjunction with business discussions. Gifts of cash are absolutely prohibited. Covered Persons must refuse or return any improper gratuity.
- B. Personal Conflicts of Interest – Direct reporting or co-working relationships involving relatives or significant others in any capacity, whether by contract or through an outside service agency, may create conflicts of interest potentially harmful to both the Company and the Covered Persons involved and are generally discouraged.

These situations, and others like them, where loyalties to Rural/Metro could be compromised, must be avoided. Covered Persons who believe they are involved in a potential conflict of interest have a responsibility to discuss it with their supervisor or the Legal Department.

- C. Media and Investor Inquiries – This prohibition applies specifically, but is not exclusive to, inquiries about the Company, which may be made by the media, or non-Company attorneys. It is important that all such communications on behalf of the company be made only through an appropriately designated individual under carefully controlled circumstances. If a Covered Person receives any inquiry related to the Company, whether from the media, a non-Company attorney or



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otherwise, he or she should decline comments and refer the inquiry to either the Communications Department or the Legal Department.

- D. Political Contributions – It is illegal for a corporation or any Covered Person to use corporate funds to make a contribution or expenditure either directly or indirectly to a candidate seeking political office at the federal level. Penalties under federal law provide for fines up to \$25,000 or 300% of the amount of the contribution and/or imprisonment up to one year.

It is illegal in many states for a corporation or any Covered Persons to use corporate funds either directly or indirectly to support political candidates in state or local elections. In these states, severe penalties are imposed on corporations or corporate employees that violate this prohibition.

- E. Government Proprietary and Source Selection Information – Rural/Metro does not solicit nor will it receive any sensitive proprietary internal government information, including budgetary, program or source selection information, before it is available through normal processes.

VII. DISCRIMINATION/HARASSMENT

Rural/Metro strives to maintain a healthy, safe and productive work environment which is free from discrimination or harassment based on race, color, religion, national origin, age, sex or disability, or other factors that are unrelated to Rural/Metro's legitimate business interests. Rural/Metro will not tolerate sexual advances, actions or comments or racial or religious slurs, jokes or any other comments or conduct in the workplace that create, encourage or permit an offensive, intimidating or inappropriate work environment. Please refer to the Company's Employee Handbook for further details.

VIII. REPORT TO BOARD OF DIRECTORS

At least annually, the Corporate Compliance Officer, or a person performing a similar function for the Company, shall report to Rural/Metro's Board of Directors, or one of its designated committees, regarding the Company's compliance matters.

IX. REPORTING VIOLATIONS AND DISCIPLINE

Your conduct can reinforce an ethical atmosphere and positively influence the conduct of fellow employees. You must proactively promote ethical behavior as a responsible employee or officer among those people in your work environment. If you are powerless to stop suspected misconduct or discover it after it has occurred, you must report it to the appropriate level of management at your location. Misconduct cannot be excused because it was directed or requested by another. In this regard, you are expected to alert management whenever an illegal, dishonest or unethical act is discovered or suspected.



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Strict adherence to this Code is vital. Supervisors are responsible for ensuring that Covered Persons are aware of and adhere to the provisions of this Code. For clarification or guidance on any point in this Code, please consult the Legal Department.

Covered Persons who are aware of or suspect a violation of this Code or other irregularities are expected to report these alleged violations as quickly as possible but in all events within five (5) working days through the appropriate channels provided under the heading "HOW TO FILE A REPORT" on page 13. Covered Persons will not be disciplined or otherwise retaliated against as a result of reporting such conduct, also as discussed more fully under "Retaliation". No adverse action or retribution of any kind will be taken by Rural/Metro against a Covered Person because he or she reports a suspected violation of this Code or other irregularity by any person. All reports must contain sufficient information for the Corporate Compliance Officer to investigate the concerns raised. Rural/Metro will attempt to treat such reports confidentially. (See General Compliance Policy LG-03 for Reporting/Investigation Noncompliance.)

Upon receipt of credible reports of suspected violations or irregularities, the Compliance Department shall immediately begin a detailed investigation and take corrective action where appropriate. Violations of this Code may result in discipline ranging from warnings and reprimand to discharge or, where appropriate the filing of a civil or criminal complaint. Disciplinary decisions will be made by operational management in accordance with Rural/Metro's Corrective Action Plan, and are subject to review by the Corporate Compliance Officer, Legal Department and Human Resources. Covered Persons will be informed of the charges against them and will be given the opportunity to state their position before disciplinary actions are imposed.

- A. Consequences of Noncompliance – Any person who ignores or violates this Code or any of the Company's ethical standards or other policies, including failures to report potential violations by others, will be subject to disciplinary action, up to and including termination of employment.
- B. Retaliation – Any person who takes any action in retaliation against any Covered Person who has in good faith raised any question or concern about compliance with this Code will be subject to serious sanctions, which may include dismissal for cause. If you suspect that you or someone you know has been retaliated against for reporting possible misconduct, you should contact your supervisor, manager, Human Resources representative, the Corporate Compliance Department, the Legal Department or the **Rural/Metro Hotline at 1-877-631-5722** immediately.



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C. Waivers – Any Covered Person who believes that an exception to any of these guidelines is appropriate should contact his or her immediate supervisor. The supervisor must bring such request to the attention of the Legal Department promptly. Any waiver must be granted in writing. All waivers for the principal executive officer, principal financial officer, principal accounting officer or controller, persons performing similar functions, or any other executive officers, and all waivers for directors, must be granted by the Board of Directors. In general, the granting of waivers is discouraged.

X. HOW TO FILE A REPORT

Covered Persons have many options for seeking compliance advice or reporting misconduct. Covered Persons can contact their supervisor, manager, Human Resources Department, the Corporate Compliance Department, the Legal Department, or Internal Audit Department. Additionally, violations may be reported through the Company's confidential and anonymous **Hotline 1-877-631-5722** ("Rural/Metro Employee Hotline"). The hotline is screened through a third-party hotline service in order to insure confidentiality and anonymity. If you are reporting misconduct regarding senior management, please contact Rural/Metro's Legal Department or Rural/Metro Employee Hotline.

In addition to this policy, the phone number, email address, and web address for the hotline can be found on the Company's intranet site or on employee communications located in the workplace.

XI. LIMITATION ON EFFECT OF CODE OF ETHICS AND BUSINESS CONDUCT

Nothing contained in this Code or the Compliance Program is to be construed or interpreted to create a contract of employment, either express or implied, nor is anything contained in this Code intended to alter a person's status of employment with Rural/Metro or collective bargaining agreements.

XII. RESERVATION OF RIGHTS

Rural/Metro reserves the right to amend this Code and the Compliance Program, in whole or in part, at any time and solely at its discretion.

REFERENCE DOCUMENTS: Statement of Understanding of and Compliance with Rural/Metro's Code of Ethics and Business Conduct and Compliance Program.

Approved by: _____

President and Chief Executive Officer

Date: 9/13/11



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Exhibit A

GENERAL COMPLIANCE POLICY & PROCEDURE

STATEMENT OF UNDERSTANDING OF AND COMPLIANCE WITH RURAL/METRO'S CODE OF ETHICS AND BUSINESS CONDUCT AND COMPLIANCE PROGRAM

I certify that I have received, read and understand the Rural/Metro Code of Ethics and Business Conduct and the Corporate Compliance Program. I acknowledge my commitment and responsibility to follow the standards, policies and procedures discussed in the Rural/Metro Code of Ethics and Business Conduct and the Corporate Compliance Program when I am involved in activities on Rural/Metro's behalf.

I also acknowledge my personal responsibility to seek guidance when I have questions or need further clarification, and to report any alleged or suspected violation of any laws, regulations, the Rural/Metro Code of Ethics and Business Conduct or the Corporate Compliance Program to my supervisor or the Corporate Compliance Officer.

I understand that any violation of any laws, regulations, the Rural/Metro Code of Ethics and Business Conduct, the Corporate Compliance Program or any other corporate compliance policy or procedure including, but not limited to, my failure to report any alleged or suspected violations of such policies is grounds for disciplinary action, up to and including discharge from my employment with Rural/Metro.

I also certify that I have not been convicted of, or charged with, a criminal offense related to healthcare nor have I been listed by a federal agency as debarred, excluded or otherwise ineligible for participation in federally funded health care programs.

Signature

Date

Print/Type Name

Position

**Please return this form to the Corporate Compliance Department
with a copy to Human Resources. Fax: 480-606-3260.**