

Edgar Filing: SELECT MEDICAL CORP - Form SC 13D/A

SELECT MEDICAL CORP
Form SC 13D/A
December 21, 2004

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SECURITIES AND EXCHANGE COMMISSION
WASHINGTON, DC 20549

SCHEDULE 13D
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934
(Amendment No. 1) (1)

SELECT MEDICAL CORPORATION

(Name of Issuer)

Common Stock, \$.01 par value

(Title of Class of Securities)

816196 10 9

(CUSIP Number)

Welsh, Carson, Anderson & Stowe IX, L.P.
320 Park Avenue, Suite 2500
New York, NY 10022
Attn: Jonathan M. Rather
Tel: (212) 893-9500

Select Medical Corporation
4716 Old Gettysburg Road
Mechanicsburg, PA 17055
Attn: Michael E. Tarvin
Tel: (717) 972-1100

Ropes & G
45 Rockef
New York,
Attn: Oth
Tel: (212

(Name, Address and Telephone Number of Person
Authorized to Receive Notices and Communications)

December 20, 2004

(Date of Event Which Requires Filing of This Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d-1(e), 13d-1(f) or 13d-1(g), check the following box X (2)

Note. Schedules filed in paper format shall include a signed original and five copies of the schedule, including all exhibits. See Rule 13d-7 for other parties to whom copies are to be sent.

(Continued on following pages)

(1) The remainder of this cover page shall be filled out for a reporting person's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

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(2) The filing person who has previously filed a statement on Schedule 13G is Rocco A. Ortenzio.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however,, see the Notes).

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CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
EGL Holding Company

EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) |X|
(b) |_|

3. SEC USE ONLY

4. SOURCE OF FUNDS
OO/Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |_|

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

7. SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER

9. SOLE DISPOSITIVE POWER

10. SHARED DISPOSITIVE POWER
7,952,227* shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,952,227* shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.8%

14. TYPE OF REPORTING PERSON
CO

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* Reflects 7,952,227 shares of Common Stock of Select Medical Corporation to be contributed to EGL Holding Company pursuant to (a) the Agreement, dated October 17, 2004, among EGL Holding Company and the various rollover investors referred to therein, (b) the Agreement, dated December 20, 2004, among EGL Holding Company and the various rollover investors referred to therein and (c) an understanding among EGL Holding Company and certain individuals.

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CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
 Welsh, Carson, Anderson & Stowe IX, L.P.
 EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a)
 (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS
 OO/Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
 IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION
 Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER ----- 8. SHARED VOTING POWER ----- 9. SOLE DISPOSITIVE POWER ----- 10. SHARED DISPOSITIVE POWER	0 0 0 7,952,227* shares
--	--	--

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
 7,952,227* shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
 EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
 7.8%

14. TYPE OF REPORTING PERSON
 PN

* Reflects 7,952,227 shares of Common Stock of Select Medical Corporation to be contributed to EGL Holding Company pursuant to (a) the Agreement, dated October 17, 2004, among EGL Holding Company and the various rollover investors referred to therein, (b) the Agreement, dated December 20, 2004, among EGL Holding Company and the various rollover investors referred to therein and (c) an

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understanding among EGL Holding Company and certain individuals..

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CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
WCAS IX Associates, L.L.C.
EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) |X|
(b) |_ |

3. SEC USE ONLY

4. SOURCE OF FUNDS
OO/Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION
Delaware

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER ----- 8. SHARED VOTING POWER ----- 9. SOLE DISPOSITIVE POWER ----- 10. SHARED DISPOSITIVE POWER	0 ----- 0 ----- 0 ----- 7,952,227* shares
--	--	---

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
7,952,227* shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
7.8%

14. TYPE OF REPORTING PERSON
OO

* Reflects 7,952,227 shares of Common Stock of Select Medical Corporation to be contributed to EGL Holding Company pursuant to (a) the Agreement, dated October 17, 2004, among EGL Holding Company and the various rollover investors referred to therein, (b) the Agreement, dated December 20, 2004, among EGL Holding Company and the various rollover investors referred to therein and (c) an understanding among EGL Holding Company and certain individuals.

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CUSIP No. 816196 10 9

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1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Patrick J. Welsh
EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) |X|
(b) |_ |

3. SEC USE ONLY

4. SOURCE OF FUNDS
PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7. SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 125,000 shares

8. SHARED VOTING POWER 0

9. SOLE DISPOSITIVE POWER
125,000 shares

10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
125,000 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 1.0%

14. TYPE OF REPORTING PERSON
IN

(Page 6 of 33 Pages)

CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Russell L. Carson
EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) |X|
(b) |_ |

3. SEC USE ONLY

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4. SOURCE OF FUNDS

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
722,960 shares

8. SHARED VOTING POWER
0

9. SOLE DISPOSITIVE POWER
722,960 shares

10. SHARED DISPOSITIVE POWER
0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

722,960 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less Than 1.0%

14. TYPE OF REPORTING PERSON

IN

(Page 7 of 33 Pages)

CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Bruce K. Anderson

EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

7. SOLE VOTING POWER
NUMBER OF SHARES
618,910 shares

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BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER 0

9. SOLE DISPOSITIVE POWER 618,910 shares

10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 618,910 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less Than 1.0%

14. TYPE OF REPORTING PERSON IN

(Page 8 of 33 Pages)

CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS EIN No.:

Thomas E. McInerney

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION United States

7. SOLE VOTING POWER 450,984 shares

8. SHARED VOTING POWER 0

9. SOLE DISPOSITIVE POWER 450,984 shares

10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 450,984 shares

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12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less Than 1.0%

14. TYPE OF REPORTING PERSON

IN

(Page 9 of 33 Pages)

CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Robert A. Minicucci

EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER	88,626 shares
	8. SHARED VOTING POWER	0
	9. SOLE DISPOSITIVE POWER	88,626 shares
	10. SHARED DISPOSITIVE POWER	0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

88,626 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less Than 1.0%

14. TYPE OF REPORTING PERSON

IN

(Page 10 of 33 Pages)

Edgar Filing: SELECT MEDICAL CORP - Form SC 13D/A

CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Anthony J. de Nicola
EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) |X|
(b) |_|

3. SEC USE ONLY

4. SOURCE OF FUNDS
PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |_|

6. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
7. SOLE VOTING POWER 19,483 shares

8. SHARED VOTING POWER 0

9. SOLE DISPOSITIVE POWER 19,483 shares

10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
19,483 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less Than 1.0%

14. TYPE OF REPORTING PERSON
IN

(Page 11 of 33 Pages)

CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Thoma Cressey Fund VI, L.P.
EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) |X|
(b) |_|

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3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH 0

8. SHARED VOTING POWER
2,098,596 shares

9. SOLE DISPOSITIVE POWER
0

10. SHARED DISPOSITIVE POWER
2,098,596 shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

2,098,596 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

2.1%

14. TYPE OF REPORTING PERSON

PN

(Page 12 of 33 Pages)

CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS

S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Thoma Cressey Friends Fund VI, L.P.

EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

WC

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

Delaware

7. SOLE VOTING POWER

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NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER 2,098,596 shares

9. SOLE DISPOSITIVE POWER 0

10. SHARED DISPOSITIVE POWER 2,098,596 shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,098,596 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.1%

14. TYPE OF REPORTING PERSON PN

(Page 13 of 33 Pages)

CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS TC Partners VI, L.P.
EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS 00/Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

7. SOLE VOTING POWER 0

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

8. SHARED VOTING POWER 2,098,596 shares

9. SOLE DISPOSITIVE POWER 0

10. SHARED DISPOSITIVE POWER 2,098,596 shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

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2,098,596 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.1%

14. TYPE OF REPORTING PERSON PN

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CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Thoma Cressey Equity Partners, Inc.
EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) | X |
(b) | _ |

3. SEC USE ONLY

4. SOURCE OF FUNDS OO/Not Applicable

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) | _ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION Delaware

7. SOLE VOTING POWER 0
NUMBER OF SHARES

8. SHARED VOTING POWER 2,098,596 shares
BENEFICIALLY OWNED BY EACH

9. SOLE DISPOSITIVE POWER 0
REPORTING PERSON WITH

10. SHARED DISPOSITIVE POWER 2,098,596 shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,098,596 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.1%

14. TYPE OF REPORTING PERSON CO

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CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
EIN No.: Bryan C. Cressey

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) |X|
(b) |_|

3. SEC USE ONLY

4. SOURCE OF FUNDS PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |_|

6. CITIZENSHIP OR PLACE OF ORGANIZATION United States

7. SOLE VOTING POWER 213,274 shares
8. SHARED VOTING POWER 2,098,596 shares
9. SOLE DISPOSITIVE POWER 213,274 shares
10. SHARED DISPOSITIVE POWER 2,098,596 shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 2,311,870 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 2.3%

14. TYPE OF REPORTING PERSON IN

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CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
EIN No.: Rocco A. Ortenzio

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) |X|

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(b) |_ |

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF
SHARES
BENEFICIALLY

7. SOLE VOTING POWER

12,151,025 shares

OWNED BY
EACH
REPORTING
PERSON
WITH

8. SHARED VOTING POWER

426,823 shares

9. DISPOSITIVE POWER

12,151,025 shares

10. SHARED DISPOSITIVE POWER

426,823 shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

12,577,848 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

11.5%

14. TYPE OF REPORTING PERSON

IN

(Page 17 of 33 Pages)

CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

Robert A. Ortenzio

EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a) |X|

(b) |_ |

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

|_ |

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

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NUMBER OF SHARES	7. SOLE VOTING POWER	4,100,003 shares

BENEFICIALLY OWNED BY EACH	8. SHARED VOTING POWER	459,284 shares

REPORTING PERSON WITH	9. SOLE DISPOSITIVE POWER	4,100,003 shares

	10. SHARED DISPOSITIVE POWER	459,284 shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,559,287 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) 4.4%

14. TYPE OF REPORTING PERSON IN

(Page 18 of 33 Pages)

CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS Patricia A. Rice
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP* (a) |
(b) |

3. SEC USE ONLY

4. SOURCE OF FUNDS PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS | |
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION United States

NUMBER OF SHARES	7. SOLE VOTING POWER	158,124 shares

BENEFICIALLY OWNED BY EACH	8. SHARED VOTING POWER	200,000 shares

REPORTING PERSON WITH	9. SOLE DISPOSITIVE POWER	158,124 shares

	10. SHARED DISPOSITIVE POWER	200,000 shares

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11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
358,124 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 1.0%

14. TYPE OF REPORTING PERSON
IN

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CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
Martin F. Jackson
EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
(a) |X|
(b) |_|

3. SEC USE ONLY

4. SOURCE OF FUNDS
PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) |_|

6. CITIZENSHIP OR PLACE OF ORGANIZATION
United States

7. SOLE VOTING POWER
NUMBER OF SHARES 390,986 shares

8. SHARED VOTING POWER
BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,000 shares

9. SOLE DISPOSITIVE POWER
PERSON WITH 390,986 shares

10. SHARED DISPOSITIVE POWER
4,000 shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
394,986 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 1.0%

14. TYPE OF REPORTING PERSON
IN

Edgar Filing: SELECT MEDICAL CORP - Form SC 13D/A

(Page 20 of 33 Pages)

CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
EIN No.:

S. Frank Fritsch

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)
(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER	146,808 shares
	8. SHARED VOTING POWER	0
	9. SOLE DISPOSITIVE POWER	146,808 shares
	10. SHARED DISPOSITIVE POWER	0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

146,808 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1.0%

14. TYPE OF REPORTING PERSON

IN

(Page 21 of 33 Pages)

CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS
EIN No.:

Michael E. Tarvin

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2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH	7. SOLE VOTING POWER	62,785 shares
	8. SHARED VOTING POWER	0
	9. SOLE DISPOSITIVE POWER	62,785 shares
	10. SHARED DISPOSITIVE POWER	0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

62,785 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

Less than 1.0%

14. TYPE OF REPORTING PERSON

IN

(Page 22 of 33 Pages)

CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS

James J. Talalai

EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*

(a)

(b)

3. SEC USE ONLY

4. SOURCE OF FUNDS

PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS
IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

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6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 7. SOLE VOTING POWER 75,844 shares

 8. SHARED VOTING POWER 0

 9. SOLE DISPOSITIVE POWER 75,844 shares

 10. SHARED DISPOSITIVE POWER 0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 75,844 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11) Less than 1.0%

14. TYPE OF REPORTING PERSON IN

(Page 23 of 33 Pages)

CUSIP No. 816196 10 9

1. NAME OF REPORTING PERSONS
 S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS Scott A. Romberger
 EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP*
 (a) (b)

3. SEC USE ONLY

4. SOURCE OF FUNDS PF

5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e)

6. CITIZENSHIP OR PLACE OF ORGANIZATION

United States

 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH
 7. SOLE VOTING POWER 130,228 shares

 8. SHARED VOTING POWER 0

 9. SOLE DISPOSITIVE POWER 130,228 shares

 10. SHARED DISPOSITIVE POWER

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0

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON
130,228 shares

12. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11)
EXCLUDES CERTAIN SHARES

13. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)
Less than 1.0%

14. TYPE OF REPORTING PERSON
IN

(Page 24 of 33 Pages)

AMENDMENT NO. 1 TO SCHEDULE 13D

Reference is hereby made to the statement on Schedule 13D originally filed with the Securities and Exchange Commission (the "Commission") on October 20, 2004 (as amended from time to time, the "Schedule 13D"). Items 1, 2, 3, 4, 5, 6 and 7 of the Schedule 13D are hereby amended and restated as follows:

Item 1. SECURITY AND ISSUER.

The class of equity securities to which the Schedule 13D relates is the Common Stock, par value \$.01 per share ("Common Stock"), of Select Medical Corporation, a Delaware corporation (the "Issuer"). The address of the principal executive offices of the Issuer is 4716 Old Gettysburg Road, Mechanicsburg, Pennsylvania 17055.

Item 2. IDENTITY AND BACKGROUND.

(a) Name

This Schedule 13D is being filed on behalf of each of the following persons pursuant to Rule 13d-1(k) promulgated by the Commission pursuant to Section 13 of the Securities Exchange Act of 1934, as amended (the "Exchange Act"): EGL Holding Company, a Delaware corporation ("Holdings"), Welsh, Carson, Anderson & Stowe IX, L.P., a Delaware limited partnership ("WCAS IX"), WCAS IX Associates, L.L.C., a Delaware limited liability company ("WCAS IX Associates"), Patrick J. Welsh, Russell L. Carson, Bruce K. Anderson, Thomas E. McInerney, Robert A. Minicucci, Anthony J. de Nicola, Thoma Cressey Fund VI, L.P., a Delaware limited partnership ("TCEP VI"), Thoma Cressey Friends Fund VI, L.P., a Delaware limited partnership ("TCEP Friends"), TC Partners VI, L.P., a Delaware limited partnership ("TC GP"), Thoma Cressey Equity Partners, Inc., a Delaware corporation ("TCEP"), Bryan C. Cressey, Rocco A. Ortenzio, Robert A. Ortenzio, Patricia A. Rice, Martin F. Jackson, S. Frank Fritsch, James J. Talalai, Michael E. Tarvin and Scott A. Romberger.

WCAS IX is the sole stockholder of Holdings. Sean M. Traynor and Eric J. Lee are officers and the directors of Holdings. Russell L. Carson is also an officer of Holdings. WCAS IX Associates is the sole general partner of WCAS IX. Each of the following individuals are managing members of WCAS IX Associates: Patrick J. Welsh, Russell L. Carson, Bruce K. Anderson, Thomas E. McInerney, Robert A. Minicucci, Anthony J. de Nicola, Paul B. Queally, D. Scott Mackesy, Sanjay Swani, John D. Clark, James R. Matthews, Sean D. Traynor, John Almeida, and Jonathan M. Rather (collectively, the "WCAS Persons" and together with Eric

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J. Lee, the "WCAS Individuals"). The WCAS Individuals are each employees of an affiliate of WCAS IX Associates. Russell L. Carson is a director of the Issuer.

TCEP is the general partner of TC GP and TC GP is the general partner of each of TCEP VI and TCEP Friends. Bryan C. Cressey (collectively with TCEP VI, TCEP Friends, TC GP and TCEP, the "TCEP Investors") is a principal at TCEP and a director of the Issuer.

Each of Rocco A. Ortenzio, Robert A. Ortenzio Patricia A. Rice, Martin F. Jackson, S. Frank Fritsch, James J. Talalai, Michael E. Tarvin and Scott A. Romberger (collectively, the "SEM Persons") are directors and/or executive officers of the Issuer.

The reporting persons are making this single, joint filing because they may be deemed to constitute a "group" within the meaning of Section 13(d)(3) of the Exchange Act. Each of the aforementioned reporting persons has entered into an Amended and Restated Joint Filing Agreement, a copy of which is filed with this Schedule 13D as Exhibit A, pursuant to which such persons have agreed to file this Schedule 13D jointly in accordance with the provisions of Rule 13d-1(k)(1) under the Exchange Act.

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Information in this Schedule 13D with respect to each of the reporting persons is given solely by such reporting person, and no reporting person assumes responsibility for the accuracy or completeness of information provided by another reporting person.

(b) Principal Address

The principal address of each of Holdings, WCAS IX, WCAS IX Associates and each WCAS Individual is c/o Welsh, Carson, Anderson & Stowe, 320 Park Avenue, Suite 2500, New York, New York 10022.

The principal address of each TCEP Investor is 233 Wacker Drive, 92nd Floor, Chicago, Illinois 60606.

The principal address of each SEM Person is c/o Select Medical Corporation, 4716 Old Gettysburg Road, Mechanicsburg, Pennsylvania 17055.

(c) Principal Business

The principal business of Holdings will be the acquisition of the outstanding shares of the Issuer (as described in Item 4 below). The principal business of WCAS IX is that of an investment limited partnership. The principal business of WCAS IX Associates is that of general partner of WCAS IX. The principal business of each WCAS Individual is that of an employee of an affiliate of WCAS IX Associates and, other than Eric J. Lee, a managing member of WCAS IX Associates.

The principal business of TCEP VI and TCEP Friends is that of an investment limited partnership. The principal business of TC GP is that of general partner of TCEP VI and TCEP Friends. The principal business of TCEP is that of general partner of TC GP and other similar partnerships. The principal business of Bryan C. Cressey is that of a principal of TCEP.

The principal business of each SEM Person is that of a director and/or executive officer of the Issuer.

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(d and e) No Convictions or Proceedings.

During the last five years, none of the reporting persons or other individuals for which information has been provided in this Item 2, as applicable: (i) has been convicted in any criminal proceeding (excluding traffic violations or similar misdemeanors) or (ii) has been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction resulting in his being subject to a judgment, decree or final order enjoining future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violation with respect to such laws.

(f) Citizenship

Each WCAS Individual (other than D. Scott Mackesy), Bryan C. Cressey and each SEM Person is a citizen of the United States. D. Scott Mackesy is a citizen of Canada.

Item 3. SOURCE AND AMOUNT OF FUNDS OR OTHER CONSIDERATION.

Holdings, WCAS IX and WCAS IX Associates may be deemed to have acquired beneficial ownership of 7,952,227 shares of Common Stock pursuant to (a) the Agreement, dated October 17, 2004 (the "Initial Rollover Agreement"), between Holdings, the TCEP Investors and certain of the SEM Persons, (b) the Agreement, dated December 20, 2004 (the "Subsequent Rollover Agreement"), between Holdings and the remaining SEM Persons and (c) an understanding among Holdings and the WCAS Persons who are reporting persons. However, such reporting persons expressly disclaim beneficial ownership of the shares of Common Stock covered by the Initial Rollover Agreement, the Subsequent Rollover Agreement or such understanding.

Subject to the terms of the Initial Rollover Agreement and Subsequent Rollover Agreement, each TCEP

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Investor and each SEM Person has agreed to (i) contribute certain of their shares of Common Stock to Holdings prior to the consummation of the Merger (as defined in Item 4 below) and in return receive equity interests in Holdings, (ii) enter into certain agreements with Holdings, WCAS IX and other equity investors selected by Holdings with respect to such contribution and (iii) not to transfer any such shares of Common Stock prior to consummation of the Merger without the consent of Holdings. Any contributed shares will be cancelled in the Merger. In addition, pursuant to such agreements, each SEM Person will execute various restricted stock award and employment agreements as well as receive other cash incentives in connection with their continuing employment by the surviving corporation following consummation of the Merger.

The foregoing descriptions of the Initial Rollover Agreement and Subsequent Rollover Agreement are qualified in their entirety by reference to such agreements, copies of which are attached hereto as Exhibits B and I, respectively, and are incorporated herein by reference.

To the extent any WCAS Person who is a reporting person directly beneficially owns any shares of Common Stock (as set forth in Item 5 below), such shares were purchased by such reporting person using such reporting person's personal funds or received pursuant to distributions made to such reporting person by investment partnerships affiliated with WCAS IX. To the extent any TCEP Investor directly beneficially owns any shares of Common Stock (as set forth in Item 5 below), such shares were purchased by each such

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reporting person using such reporting person's personal funds. To the extent any SEM Person directly beneficially owns any shares of Common Stock (as set forth in Item 5 below), such shares were purchased, directly or indirectly, by such reporting person using such reporting person's personal funds or pursuant to the cashless exercise of options.

Item 4. PURPOSE OF TRANSACTION.

(a through j) On October 17, 2004, Holdings, EGL Acquisition Corp., a Delaware corporation ("Acquisition"), and the Issuer entered into an Agreement and Plan of Merger, a copy of which is attached hereto as Exhibit C (the "Merger Agreement"), pursuant to which Acquisition, a wholly owned subsidiary of Holdings, will be merged with and into the Issuer, with the Issuer continuing as the surviving corporation (the "Merger"). Following the consummation of the Merger, the Issuer will be a wholly owned subsidiary of Holdings. Under the terms of the Merger Agreement, each existing share of Common Stock, other than shares held by WCAS IX or its affiliates, treasury shares and dissenting shares, will be converted into the right to receive \$18.00 in cash (the "Merger Consideration"). In addition, all outstanding options for Common Stock will be converted into the right to receive the Merger Consideration less the exercise price of such options. The Merger remains subject to the satisfaction or waiver of the conditions set forth in the Merger Agreement, including obtaining approval of the existing shareholders of the Issuer.

Pursuant to the Merger Agreement, the board of directors of Acquisition at the effective time of the Merger will become the board of directors of the Issuer. In addition, the certificate of incorporation of the Issuer will be amended and restated at the effective time of the Merger to conform to an exhibit attached to the Merger Agreement (the bylaws of the Issuer will not change). If the Merger is consummated, the Common Stock will be delisted from the New York Stock Exchange and will be deregistered under Section 12(g) (4) of the Exchange Act.

The foregoing description of the Merger Agreement is qualified in its entirety by reference to such agreement, a copy of which is attached hereto as Exhibit C, and is incorporated herein by reference.

In addition to the transactions contemplated by the Initial Rollover Agreement and Subsequent Rollover Agreement, the Merger is expected to be financed by equity investments in Holdings to be made by certain of the reporting persons and related investors, certain loan arrangements to be entered into by Holdings and the Issuer with JP Morgan Chase Bank, Wachovia Bank, National Association and Merrill Lynch Capital Corporation (collectively, the "Lenders"), and a loan to be made to Holdings by WCAS Capital Partners IV, L.P., a Delaware limited partnership ("WCAS CP IV") and an affiliate of WCAS IX. The specific investments and loans are discussed below.

Pursuant to an Equity Commitment Letter, dated as of October 17, 2004 (the "WCAS Equity Commitment

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Letter"), by and between Holdings and WCAS IX, a copy of which is attached hereto as Exhibit D, WCAS IX and certain related investors, including the WCAS Persons, will provide up to \$567.2 million in cash to Holdings in return for equity interests in Holdings. The cash proceeds of such investment will be contributed by Holdings to Acquisition to finance a portion of the consideration for the Merger. Also, Holdings has an understanding with the WCAS Persons who are reporting persons that such WCAS Persons will contribute certain of their shares of Common Stock to Holdings prior to the consummation of the Merger and in return receive equity interests in Holdings. Any contributed shares will be

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cancelled in the Merger. In addition, pursuant to the WCAS Equity Commitment Letter, a designee of WCAS IX, as agent for various entities, will receive a financing fee equal to \$24.6 million and WCAS IX and its affiliates will be reimbursed for all of their out-of-pocket fees and expenses.

Pursuant to an Equity Commitment Letter, dated as of October 17, 2004 (the "TCEP Equity Commitment Letter"), by and between Holdings and Thoma Cressey Fund VII, L.P., a Delaware limited partnership ("TCEP VII"), a copy of which is attached hereto as Exhibit E, TCEP VII and certain related investors, each of which are affiliates of one or more of the TCEP Investors, will provide up to \$50.0 million in cash to Holdings in return for equity interests in Holdings. The cash proceeds of such investment will be contributed by Holdings to Acquisition to finance a portion of the consideration for the Merger. In addition, WCAS IX and TCEP VII have an understanding that TCEP VII, or its designee will be entitled to receive a portion of the financing fee payable pursuant to the WCAS Equity Commitment Letter and TCEP VII and its affiliates will be reimbursed for all of their out-of-pocket fees and expenses.

Pursuant to a Senior Secured Credit Facilities and Senior Subordinated Bridge Facility Commitment Letter, dated October 17, 2004, as amended and restated as of December 20, 2004 (the "Debt Commitment Letter"), by and among Holdings and the Lenders, a copy of which is attached hereto as Exhibit F, the Lenders have agreed to provide (i) a \$580.0 million senior secured term loan facility and (ii) a \$300.0 million revolving credit facility (collectively, the "Bank Facility"). The Debt Commitment Letter contemplates that the Issuer and/or Holdings will issue an aggregate \$660.0 million unsecured senior subordinated notes (the "Notes") pursuant to a Rule 144A offering. In the event that the Notes are not issued at the time the Merger is consummated, the Lenders have agreed to provide a bridge loan facility in the amount of up to \$660.0 million under a senior unsecured credit facility (the "Bridge Facility"). The Bank Facility and the Bridge Facility are expected to contain customary terms and conditions, including, without limitation, with respect to fees, indemnification and events of default. A portion of the proceeds of these loan arrangements will be used to finance a portion of the consideration for the Merger.

Pursuant to a Commitment Letter, dated as of October 17, 2004 (the "CP IV Commitment Letter"), by and between Holdings and WCAS CP IV, a copy of which is attached hereto as Exhibit G, WCAS CP IV will provide up to \$150.0 million in cash to Holdings in return for a senior subordinated note. The cash proceeds of such loan will be contributed by Holdings to Acquisition to finance a portion of the consideration for the Merger. Pursuant to the CP IV Commitment Letter, WCAS CP IV and its affiliates will be reimbursed for all of their out-of-pocket fees and expenses.

In addition, in connection with the Merger, WCAS IX, Holdings and the Issuer entered into a Contingency Letter Agreement, dated October 17, 2004 (the "Contingency Letter"), a copy of which is attached hereto as Exhibit H, pursuant to which WCAS IX agreed that, in the event the Issuer terminates the Merger Agreement and such termination arises from a knowing and willful breach of the Merger Agreement by Acquisition and/or Holdings, it will make an equity contribution to Holdings of up to \$10.0 million to satisfy any liabilities of Holdings or Acquisition resulting from such knowing or willful.

The foregoing descriptions of the WCAS Equity Commitment Letter, the TCEP Equity Commitment Letter, the Debt Commitment Letter, the CP IV Commitment Letter and the Contingency Letter are qualified in their entirety by reference to such agreements, copies of which are attached as Exhibits D, E, F, G and H, respectively, and are incorporated herein by reference.

Item 5. INTEREST IN SECURITIES OF THE ISSUER.

The following information is based on a total of 101,951,443 shares of

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Common Stock outstanding as of December 1, 2004.

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(a through b) As of the date of filing, no reporting person may be deemed to beneficially own any shares of Common Stock except as may be due to being part of a "group" within the meaning of Section 13(d) of the Exchange Act or as may be set forth below. Each reporting person has sole voting power with respect to and sole power to dispose of the shares set forth below that are directly beneficially owned by such reporting person. Each reporting person expressly disclaims beneficial ownership of any shares which are held by related investors, except to the extent of such reporting person's pecuniary interest in such related investor.

Holdings, WCAS IX, WCAS IX Associates and the WCAS Individuals

Holdings, WCAS IX and WCAS IX Associates may be deemed to have acquired beneficial ownership of 7,952,227 shares of Common Stock pursuant to (a) the Initial Rollover Agreement, (b) the Subsequent Rollover Agreement and (c) an understanding among Holdings and the WCAS Persons who are reporting persons. However, such reporting persons expressly disclaim beneficial ownership of the shares of Common Stock covered by the Initial Rollover Agreement, the Subsequent Rollover Agreement or such understanding. Holdings, Acquisition, WCAS IX, WCAS IX Associates and the WCAS Individuals do not directly own any shares of Common Stock other than as set forth below.

- (i) Patrick J. Welsh directly owns 125,000 shares of Common Stock, or less than 1.0% of the Common Stock outstanding.
- (ii) Russell L. Carson directly owns 722,960 shares of Common Stock, or less than 1.0% of the Common Stock outstanding.
- (iii) Bruce K. Anderson directly owns 618,910 shares of Common Stock, or less than 1.0% of the Common Stock outstanding.
- (iv) Thomas E. McInerney directly owns 450,984 shares of Common Stock, or less than 1.0% of the Common Stock outstanding.
- (v) Robert A. Minicucci directly owns 88,626 shares of Common Stock, or less than 1.0% of the Common Stock outstanding.
- (vi) Anthony J. de Nicola directly owns 19,483 shares of Common Stock (including 12,239 shares held by a foundation he controls), or less than 1.0% of the Common Stock outstanding.

TCEP Investors

As general partner of TCEP VI and TCEP Friends, TC GP may be deemed to beneficially own the shares of the Common Stock beneficially owned by such entities, and as general partner of TC GP, TCEP may also be deemed to beneficially own such shares. In addition, Bryan C. Cressey is a principal of TCEP and may be deemed to beneficially own the shares of Common Stock beneficially owned by TCEP VI, TCEP Friends

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and TCEP. The TCEP Investors do not directly own any shares of Common Stock other than as set forth below.

- (i) TCEP VI directly owns 2,077,818 shares of Common Stock, or approximately 2.1% of the Common Stock outstanding.
- (ii) TCEP Friends directly owns 20,778 shares of Common Stock, or less than 1.0% of the Common Stock outstanding.
- (iii) Bryan C. Cressey directly owns 213,274 shares of Common Stock, or less than 1.0% of the Common Stock outstanding.

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SEM Persons

-
- (i) Rocco A. Ortenzio directly owns 12,151,025 shares of Common Stock (including 7,778,000 shares issuable upon exercise of presently-exercisable stock options or options exercisable within the next 60 days), and indirectly beneficially owns, through relationships he has with various other investors, an additional 426,823 shares of Common Stock of which he shares voting power and the power to dispose with such other investors, for an aggregate 12,577,848 shares of Common Stock, or approximately 11.5% of the Common Stock outstanding.
 - (ii) Robert A. Ortenzio directly owns 4,100,003 shares of Common Stock (including 2,400,003 shares issuable upon exercise of presently-exercisable stock options or options exercisable within the next 60 days), and indirectly beneficially owns, through relationships he has with various other investors, an additional 459,284 shares of Common Stock of which he shares voting power and the power to dispose with such other investors, for an aggregate 4,559,287 shares of Common Stock, or approximately 4.4% of the Common Stock outstanding.
 - (iii) Patricia A. Rice directly owns 158,124 shares of Common Stock (including 157,124 shares issuable upon exercise of presently-exercisable stock options or options exercisable within the next 60 days), and indirectly beneficially owns an additional 200,000 shares of Common Stock through a living trust, for an aggregate 358,124 shares of Common Stock, or less than 1.0% of the Common Stock outstanding.
 - (iv) Martin F. Jackson directly owns 390,986 shares of Common Stock (including 293,986 shares issuable upon exercise of presently-exercisable stock options or options exercisable within the next 60 days), and indirectly beneficially owns an additional 4,000 shares of Common Stock held by his children, for an aggregate 394,986 shares of Common Stock, or less than 1.0% of the Common Stock outstanding.

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- (v) S. Frank Fritsch directly owns 146,808 shares of Common Stock (including 59,262 shares issuable upon exercise of presently-exercisable stock options or options exercisable within the next 60 days), or less than 1.0% of the Common Stock outstanding.
- (vi) Michael E. Tarvin directly owns 62,785 shares of Common Stock (including 59,261 shares issuable upon exercise of presently-exercisable stock options or options exercisable within the next 60 days), or less than 1.0% of the Common Stock outstanding.
- (vii) James J. Talalai directly owns 75,844 shares of Common Stock (including 61,520 shares issuable upon exercise of presently-exercisable stock options or options exercisable within the next 60 days), or less than 1.0% of the Common Stock outstanding.
- (viii) Scott A. Romberger directly owns 130,228 shares of Common Stock (including 30,426 shares issuable upon exercise of presently-exercisable stock options or options exercisable within the next 60 days), or less than 1.0% of the Common Stock outstanding.

(c) Except as described in Item 3 above, none of the reporting persons has effected any transactions in the Common Stock in the 60 days prior to the date of this statement.

(d) Except as described in this Schedule 13D, no person has the power to direct the receipt of dividends on or the proceeds of sales of, the shares of Common Stock owned by the reporting persons.

(e) Not applicable.

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Item 6. CONTRACTS, ARRANGEMENTS, UNDERSTANDINGS OR RELATIONSHIPS WITH RESPECT TO SECURITIES OF THE ISSUER.

Except as described in this Schedule 13D or the Exhibits hereto, or with respect to the SEM Persons, in their filings pursuant to Section 16 filed prior to the date hereof, none of the reporting persons or other individuals for which information has been provided in Item 2 presently have any contracts, arrangements, understandings or relationships with respect to the securities of the Issuer.

Item 7. MATERIAL TO BE FILED AS EXHIBITS.

- A. Amended and Restated Joint Filing Agreement dated December 20, 2004.
- B. Initial Rollover Agreement (previously filed with the original Schedule 13D on October 20, 2004).
- C. Merger Agreement (previously filed with the original Schedule 13D on October 20, 2004).
- D. WCAS Equity Commitment Letter (previously filed with the original Schedule 13D on October 20, 2004).
- E. TCEP Equity Commitment Letter (previously filed with the

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original Schedule 13D on October 20, 2004).

- F. Debt Commitment Letter.
- G. CP IV Commitment Letter (previously filed with the original Schedule 13D on October 20, 2004).
- H. Contingency Letter (previously filed with the original Schedule 13D on October 20, 2004).
- I. Subsequent Rollover Agreement.

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SIGNATURES

After reasonable inquiry and to the best of my knowledge and belief, the undersigned certifies that the information set forth in this Statement is true, complete and correct.

Dated: December 21, 2004

EGL HOLDING COMPANY

By: /s/ Sean M. Traynor

President

WELSH, CARSON, ANDERSON & STOWE IX, L.P.

By: WCAS IX Associates, LLC, General Partner

By: /s/ Jonathan M. Rather

Managing Member

WCAS IX ASSOCIATES, LLC

By: /s/ Jonathan M. Rather

Managing Member

/s/ Jonathan M. Rather

Attorney-in-Fact/Patrick J. Welsh

/s/ Jonathan M. Rather

Attorney-in-Fact/Russell L. Carson

/s/ Jonathan M. Rather

Attorney-in-Fact/Bruce K. Anderson

/s/ Jonathan M. Rather

Attorney-in-Fact/Thomas E. McInerney

/s/ Jonathan M. Rather

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Attorney-in-Fact/Robert A. Minicucci

/s/ Jonathan M. Rather

Attorney-in-Fact/Anthony J. deNicola

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THOMA CRESSEY FUND VI, L.P.

By: TC Partners VI, L.P., General Partner

By: Thoma Cressey Equity Partners, Inc.,
General Partner

By: /s/ Bryan C. Cressey

Vice President

THOMA CRESSEY FRIENDS FUND VI, L.P.

By: TC Partners VI, L.P., General Partner

By: Thoma Cressey Equity Partners, Inc.,
General Partner

By: /s/ Bryan C. Cressey

Vice President

TC PARTNERS VI, L.P.

By: Thoma Cressey Equity Partners, Inc.,
General Partner

By: /s/ Bryan C. Cressey

Vice President

THOMA CRESSEY EQUITY PARTNERS, INC.

By: /s/ Bryan C. Cressey

Vice President

/s/ Bryan C. Cressey

Bryan C. Cressey

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/s/ Rocco A. Ortenzio

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Rocco A. Ortenzio

/s/ Robert A. Ortenzio

Robert A. Ortenzio

/s/ Patricia A. Rice

Patricia A. Rice

/s/ Martin F. Jackson

Martin F. Jackson

/s/ S. Frank Fritsch

S. Frank Fritsch

/s/ Michael E. Tarvin

Michael E. Tarvin

/s/ James J. Talalai

James J. Talalai

/s/ Scott A. Romberger

Scott A. Romberger