

Edgar Filing: SELECT MEDICAL CORP - Form SC 13D

SELECT MEDICAL CORP  
Form SC 13D  
October 20, 2004

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549

SCHEDULE 13D  
(Rule 13d-101)

UNDER THE SECURITIES EXCHANGE ACT OF 1934 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 & Gray LLP 45 Rockefeller Plaza New York, NY 10111 Attn: Othon A. Prounis Tel: (212) 841-5700
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-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

October 17, 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  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)

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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.

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

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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).

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

EGL Holding Company

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

0

-----  
 8. SHARED VOTING POWER

0

-----  
 9. SOLE DISPOSITIVE POWER

0

-----  
 10. SHARED DISPOSITIVE  
 POWER 5,712,870\*  
 shares

-----  
 11.

AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON  
 5,712,870\* shares

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

-----  
 13.

PERCENT OF CLASS  
 REPRESENTED BY AMOUNT  
 IN ROW (11) 5.6%

-----  
 14. TYPE OF REPORTING PERSON

CO

-----  
 \* Reflects 5,712,870 shares of Common Stock of Select Medical Corporation to be

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contributed to EGL Holding Company pursuant to the Agreement, dated October 17, 2004, among EGL Holding Company and the various rollover investors referred to therein.

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-----  
 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

0

-----  
 8. SHARED VOTING POWER

0

-----  
 9. SOLE DISPOSITIVE POWER

0

-----  
 10. SHARED DISPOSITIVE  
 POWER 5,712,870\*  
 shares

-----  
 11.

AGGREGATE AMOUNT  
 BENEFICIALLY OWNED BY  
 EACH REPORTING PERSON  
 5,712,870\* shares

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

-----  
 13.

PERCENT OF CLASS  
 REPRESENTED BY AMOUNT  
 IN ROW (11) 5.6%

-----  
 14. TYPE OF REPORTING PERSON

PN

-----  
 \* Reflects 5,712,870 shares of Common Stock of Select Medical Corporation to be

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contributed to EGL Holding Company pursuant to the Agreement, dated October 17, 2004, among EGL Holding Company and the various rollover investors referred to therein.

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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)  (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

0

8. SHARED VOTING POWER

0

9. SOLE DISPOSITIVE POWER

0

10. SHARED DISPOSITIVE  
POWER 5,712,870\*  
shares

11.

AGGREGATE AMOUNT  
BENEFICIALLY OWNED BY  
EACH REPORTING PERSON  
5,712,870\* shares

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

13.

PERCENT OF CLASS  
REPRESENTED BY AMOUNT  
IN ROW (11) 5.6%

14. TYPE OF REPORTING PERSON

OO

\* Reflects 5,712,870 shares of Common Stock of Select Medical Corporation to be contributed to EGL Holding Company pursuant to the Agreement, dated October 17, 2004, among EGL Holding Company and the various rollover investors referred to

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therein.

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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)  (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

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

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

Russell L. Carson

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

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

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

Bruce K. Anderson

EIN No.:

2.

CHECK THE APPROPRIATE BOX IF A MEMBER OF A

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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	618,910 shares
	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

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

Thomas E. McInerney

EIN No.:

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

3. SEC USE ONLY

4. SOURCE OF FUNDS PF

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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  
NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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

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

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

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



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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
--	--

CUSIP No. 816196 10 9 (Page 10 of 27 Pages)

1. NAME OF REPORTING PERSONS S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSONS  EIN No.:	Anthony J. de Nicola  ----- 2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a) <input checked="" type="checkbox"/> (b) <input type="checkbox"/> ----- 3. SEC USE ONLY ----- 4. SOURCE OF FUNDS PF ----- 5. CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS <input type="checkbox"/> IS REQUIRED PURSUANT TO ITEM 2(d) or 2(e) ----- 6. CITIZENSHIP OR PLACE OF ORGANIZATION United States ----- 7. SOLE VOTING POWER ----- 19,483 shares ----- 8. SHARED VOTING POWER ----- 0 ----- 9. SOLE DISPOSITIVE POWER
--	---

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PERSON 19,483 shares  
 WITH -----  
 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

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

Thoma Cressey 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  
 NUMBER OF SHARES 0

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

9. SOLE DISPOSITIVE POWER  
 PERSON WITH 0

10. SHARED DISPOSITIVE  
 POWER 2,098,596  
 shares

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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

CUSIP No. 816196 10 9 (Page 12 of 27 Pages)

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  
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  
2,098,596 shares

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

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

14. TYPE OF REPORTING PERSON PN

CUSIP No. 816196 10 9 (Page 13 of 27 Pages)

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  
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 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

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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

EIN No.: Thoma Cressey Equity Partners, Inc.

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 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

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

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Bryan C. Cressey

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 213,274 shares

NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH

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

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

Rocco A. Ortenzio

EIN No.:

2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP (a)  (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 12,373,140 shares

8. SHARED VOTING POWER  
BENEFICIALLY OWNED BY EACH 235,444 shares

9. SOLE DISPOSITIVE POWER  
REPORTING PERSON 12,373,140 shares

10. SHARED DISPOSITIVE POWER 235,444 shares

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 12,608,584 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

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

Robert A. Ortenzio  
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

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States

-----  
 NUMBER OF SHARES BENEFICIALLY OWNED BY EACH REPORTING PERSON WITH  
 7. SOLE VOTING POWER 4,200,002 shares  
 -----  
 8. SHARED VOTING POWER 359,284 shares  
 -----  
 9. SOLE DISPOSITIVE POWER 4,200,002 shares  
 -----  
 10. SHARED DISPOSITIVE POWER 359,284 shares  
 -----

11. AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 4,559,286 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

CUSIP No. 816196 10 9 (Page 18 of 27 Pages)

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

EIN No.: Martin F. Jackson

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 356,424 shares  
 -----  
 8. SHARED VOTING POWER 4,000 shares  
 -----  
 9. SOLE DISPOSITIVE POWER



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PERSON		356,424 shares
WITH	-----	-----
	10.	SHARED DISPOSITIVE POWER 4,000 shares
-----		-----
11.		AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON 360,424 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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SCHEDULE 13D

Item 1. Security and Issuer.

The class of equity securities to which this statement of Schedule 13D (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 Securities and Exchange Commission (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 and Martin F. Jackson.

WCAS IX is the sole stockholder of Holdings. Sean M. Traynor and Eric J. Lee are the officers and directors 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 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.

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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 and Martin F. Jackson (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 a 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.

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.

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(b) Principal Address

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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

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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.

(d and e) No Convictions or Proceedings.

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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

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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 5,712,870 shares of Common Stock pursuant to the Agreement, dated October 17, 2004 (the "Rollover Agreement"), between Holdings, the TCEP Investors and the SEM Persons. However, such reporting persons expressly disclaim beneficial ownership of the shares of Common Stock covered by the Rollover Agreement.

Subject to the terms of the Rollover Agreement, each TCEP Investor and each SEM Investor 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

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the consent of Holdings. Any contributed shares will be cancelled in the Merger. In addition, pursuant to such agreement, 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 description of the Rollover Agreement is qualified in its entirety by reference to such agreement, a copy of which is attached hereto as Exhibit B, and is 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 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

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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, at the effective time of the Merger, 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 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 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, WCAS IX 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 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.

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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

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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 (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 \$480.0 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 breach.

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.

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### Item 5. Interest in Securities of the Issuer.

The following information is based on a total of 101,867,236 shares of Common Stock outstanding as of October 15, 2004.

(a through b) As of the date of filing, no reporting person may be deemed to beneficially own any other 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

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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 5,712,870 shares of Common Stock pursuant to the Rollover Agreement. However, such reporting persons expressly disclaim beneficial ownership of the shares of Common Stock covered by the Rollover Agreement. 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.

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### 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 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.

### SEM Persons -----

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- (i) Rocco A. Ortenzio directly owns 12,373,140 shares of Common Stock (including 7,780,000 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 235,444 shares of Common Stock of which he shares voting power and the power to dispose with such other investors, for an aggregate 12,608,584 shares of Common Stock, or approximately 11.5% of the Common Stock outstanding.
- (ii) Robert A. Ortenzio directly owns 4,200,002 shares of Common Stock (including 2,400,002 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 359,284 shares of Common Stock of which he shares voting power and the power to dispose with such other investors, for an aggregate 4,559,286 shares of Common Stock, or approximately 4.4% of the Common Stock outstanding.

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- (iii) Martin F. Jackson directly owns 356,424 shares of Common Stock (including 259,424 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 360,424 shares of Common Stock, 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.

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. Joint Filing Agreement dated October 18, 2004
- B. Rollover Agreement
- C. Merger Agreement
- D. WCAS Equity Commitment Letter

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- E. TCEP Equity Commitment Letter
- F. Debt Commitment Letter
- G. CP IV Commitment Letter
- H. Contingency Letter

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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: October 20, 2004

EGL HOLDING COMPANY

By:/s/ Sean M. Traynor

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Chief Executive Officer

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

By:/s/ Jonathan M. Rather

-----  
Attorney-in-Fact/Patrick J. Welsh

By:/s/ Jonathan M. Rather

-----  
Attorney-in-Fact/Russell L. Carson

By:/s/ Jonathan M. Rather

-----  
Attorney-in-Fact/Bruce K. Anderson

By:/s/ Jonathan M. Rather

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Attorney-in-Fact/Thomas E. McInerney

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By:/s/ Jonathan M. Rather

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Attorney-in-Fact/Robert A. Minicucci

By:/s/ Jonathan M. Rather

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Attorney-in-Fact/Anthony J. deNicola

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, 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

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Vice President

By:/s/ Bryan C. Cressey

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Bryan C. Cressey

/s/Rocco A. Ortenzio

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Rocco A. Ortenzio

/s/Rocco A. Ortenzio

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Robert A. Ortenzio

/s/Martin F. Jackson

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Martin F. Jackson