

FIDDLER JERRY  
Form SC 13G/A  
February 13, 2006

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

**Washington, D.C. 20549**

**SCHEDULE 13G**

**Under the Securities Exchange Act of 1934**

**(Amendment No. 9)\***

WIND RIVER SYSTEMS, INC.

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(Name of Issuer)

COMMON STOCK

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(Title of Class of Securities)

973149 10 7

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(CUSIP Number)

December 31, 2005

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(Date of Event Which Requires Filing of this Statement)

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Check the appropriate box to designate the rule pursuant to which this Schedule is filed:

Rule 13d-1(b)

Rule 13d-1(c)

Rule 13d-1(d)

\* 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 the disclosures provided in a prior cover page.

The information required in 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 the provisions of the Act (however, see the Notes).

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CUSIP No. 973149 10 7

1. Names of Reporting Persons.

I.R.S. Identification Nos. of above persons (entities only).

Jerry L. Fiddler

2. Check the Appropriate Box if a Member of a Group (See Instructions)

(a) ..

(b) ..

3. SEC Use Only

4. Citizenship or Place of Organization

United States

5. Sole Voting Power

Number of 4,634,134\*\*

Shares 6. Shared Voting Power

Beneficially

Owned by -0-

Each 7. Sole Dispositive Power

Reporting

Person 4,634,134\*\*

With 8. Shared Dispositive Power

-0-

9. Aggregate Amount Beneficially Owned by Each Reporting Person

4,634,134\*\*

10. Check if the Aggregate Amount in Row (9) Excludes Certain Shares (See Instructions)

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11. Percent of Class Represented by Amount in Row (9)

5.5%

12. Type of Reporting Person (See Instructions)

IN

\*\* Includes 2,723,805 shares held by The Fiddler and Alden Family Trust, of which Mr. Fiddler and his wife are trustees. Both trustees have full voting and dispositive power. One signature can invoke the trust. Also includes 300,000 shares held by the Jazem I Family Partners LP Fund 5; 555,000 shares held by the Jazem II Family Partners LP; 247,953 shares held by the Jazem III Family Partners LP; and 300,000 shares held by the Jazem IV Family Partners LP. Mr. Fiddler is a general partner of these four partnerships. Also includes 507,376 shares subject to stock options exercisable within 60 days after January 31, 2006.

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- Item 1. (a) NAME OF ISSUER  
Wind River Systems, Inc.
- (b) Address of Issuer's Principal Executive Offices  
500 Wind River Way  
  
Alameda, CA 94501
- Item 2. (a) NAME OF PERSON FILING  
Jerry L. Fiddler
- (b) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE, RESIDENCE  
500 Wind River Way  
  
Alameda, CA 94501
- (c) CITIZENSHIP  
United States
- (d) TITLE OF CLASS OF SECURITIES  
Common Stock
- (e) CUSIP NUMBER  
973149 10 7
- Item 3. NOT APPLICABLE.

Item 4. OWNERSHIP.

(a) AMOUNT BENEFICIALLY OWNED:

4,634,134\*\*

(b) PERCENT OF CLASS:

5.5% (Based on 84,948,280 shares outstanding as of November 30, 2005 as set forth in the Issuer's Quarterly Report on Form 10-Q for the quarter ended October 31, 2005.)

(c) NUMBER OF SHARES AS TO WHICH THE PERSON HAS:

(i) Sole power to vote or to direct the vote

4,634,134\*\*

(ii) Shared power to vote or to direct the vote

-0-

(iii) Sole power to dispose or to direct the disposition of

4,634,134\*\*

(iv) Shared power to dispose or to direct the disposition of

-0-

Item 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

Not applicable.

Item 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

Not applicable.

Item 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

Not applicable.

Item 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

Not applicable.

Item 9. NOTICE OF DISSOLUTION OF GROUP

Not applicable.

Item 10. CERTIFICATION

Not applicable.

\*\* Includes 2,723,805 shares held by The Fiddler and Alden Family Trust, of which Mr. Fiddler and his wife are trustees. Both trustees have full voting and dispositive power. One signature can invoke the trust. Also includes 300,000 shares held by the Jazem I Family Partners LP Fund 5; 555,000 shares held by the Jazem II Family Partners LP; 247,953 shares held by the Jazem III Family Partners LP; and 300,000 shares held by the Jazem IV Family Partners LP. Mr. Fiddler is a general partner of these four partnerships. Also includes 507,376 shares subject to stock options exercisable within 60 days after January 31, 2006.



SIGNATURE

After reasonable inquiry and to the best of my knowledge and belief, I certify that the information set forth in this statement is true, complete and correct.

February 13, 2006

Date

/s/ Jerry Fiddler

Signature

Jerry Fiddler

Name/Title

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D>

Distributions to minority investors in subsidiary limited partnerships  
(3,389) (2,659)

Proceeds from revolving line of credit  
12,300

Payment on revolving line of credit  
(4,500)

Payment of notes payable  
(329) (306)

Excess tax benefit from stock options exercised  
78 109

Proceeds from exercise of stock options  
93 373

Net cash provided by (used in) financing activities  
4,253 (2,483)

Net increase in cash and cash equivalents  
97 1,016

Cash and cash equivalents beginning of period  
7,976 10,952

Cash and cash equivalents end of period  
\$8,073 \$11,968



SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION

Cash paid during the period for :

Income taxes

\$3,464 \$2,685

Interest

\$204 \$50

Non-cash investing and financing transactions during the period:

Purchase of business seller financing portion

\$951 \$

See notes to consolidated financial statements.

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**U. S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES**  
**CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY**  
(IN THOUSANDS)  
(unaudited)

	Common Stock Shares	Common Stock Amount	Additional Paid-In Capital	Retained Earnings	Treasury Stock Shares	Treasury Stock Amount	Total Shareholders Equity
Balance December 31, 2007	14,053	\$ 141	\$ 41,452	\$ 59,442	(2,215)	\$ (31,628)	\$ 69,407
Proceeds from exercise of stock options	21		93				93
Tax benefit from exercise of stock options			78				78
Issuance of restricted stock	33						
Cancellation of restricted stock	(3)						
Amortization of restricted stock			295				295
Equity-based compensation expense			465				465
Net income				5,240			5,240
Balance June 30, 2008	14,104	\$ 141	\$ 42,383	\$ 64,682	(2,215)	\$ (31,628)	\$ 75,578

See notes to consolidated financial statements.

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**U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
JUNE 30, 2008**

(unaudited)

**1. BASIS OF PRESENTATION AND SIGNIFICANT ACCOUNTING POLICIES**

The consolidated financial statements include the accounts of U.S. Physical Therapy, Inc. and its subsidiaries. All significant intercompany transactions and balances have been eliminated. The Company primarily operates through subsidiary clinic partnerships, in which the Company generally owns a 1% general partnership interest and a 64% limited partnership interest. The managing therapist of each clinic owns the remaining limited partnership interest in the majority of the clinics (hereinafter referred to as Clinic Partnership ). To a lesser extent, the Company operates some clinics, through wholly-owned subsidiaries, under profit sharing arrangements with therapists (hereinafter referred to as Wholly-Owned Facilities ).

The Company continues to seek to attract physical and occupational therapists who have established relationships with physicians by offering therapists a competitive salary and a share of the profits of the clinic operated by that therapist. The Company has developed satellite clinic facilities of existing clinics, with the result that many clinic groups operate more than one clinic location. In addition, the Company has acquired a majority interest in several clinics through acquisitions.

During the quarter ended June 30, 2008, the Company formed a new venture, OsteoArthritis Centers of America ( OA Centers ). The business will specialize in the outpatient, non-surgical treatment of osteo arthritis, degenerative joint disease and other musculoskeletal conditions which affect the lives of millions of active Americans. These services will be delivered by specially trained physicians and physical therapists. The OA Centers will be de novo clinics formed by employing and/or partnering with local physicians and rehabilitation professionals in a similar partnership structure to the Company s existing outpatient physical and occupational therapy clinics. The first OA Center opened in June 2008.

During the three months ended June 30, 2008, the Company opened seven new clinics (inclusive of the first OA Center), acquired nine and closed three. Of the seven clinics opened, three were new Clinic Partnerships and four were satellites of existing partnerships. The Company ended June 2008 with 364 clinics.

The Company intends to continue to focus on developing new clinics and on opening satellite clinics where deemed appropriate. The Company will also continue to evaluate acquisition opportunities.

The accompanying unaudited consolidated financial statements were prepared in accordance with accounting principles generally accepted in the United States of America for interim financial information and in accordance with the instructions for Form 10-Q. However, the statements do not include all of the information and footnotes required by accounting principles generally accepted in the United States of America for complete financial statements. For further information regarding the Company s accounting policies, please read the audited financial statements included in the Company s Form 10-K for the year ended December 31, 2007.

The Company believes, and the Chief Executive Officer, Chief Financial Officer and Corporate Controller have certified, that the financial statements included in this report contain all necessary adjustments (consisting only of normal recurring adjustments) to present fairly, in all material respects, the Company s financial position, results of operations and cash flows for the interim periods presented.

Operating results for the six months ended June 30, 2008 are not necessarily indicative of the results the Company expects for the entire year. Please also review the Risk Factors section included in our Form 10-K for the year ended December 31, 2007.

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*Clinic Partnerships*

For Clinic Partnerships, the earnings and liabilities attributable to the minority limited partnership interest, typically owned by the managing therapist, are recorded within the balance sheets and income statements as minority interests in subsidiary limited partnerships.

*Wholly-Owned Facilities*

For Wholly-Owned Facilities with profit sharing arrangements, an appropriate accrual is recorded for the amount of profit sharing due the profit sharing therapists. The amount is expensed as compensation and included in clinic operating costs – salaries and related costs. The respective liability is included in current liabilities – accrued expenses on the balance sheet.

**Significant Accounting Policies**

**Cash Equivalents**

The Company considers all highly liquid investments with an original maturity or remaining maturity at the time of purchase of three months or less to be cash equivalents. The Company held approximately \$1.5 million and \$1.1 million in highly liquid investments (money market account) included in cash and cash equivalents at June 30, 2008 and December 31, 2007, respectively.

The Company maintains its cash and cash equivalents at financial institutions. The combined account balances at several institutions typically exceed Federal Deposit Insurance Corporation ( FDIC ) insurance coverage and, as a result, there is a concentration of credit risk related to amounts on deposit in excess of FDIC insurance coverage.

Management believes this risk is not significant.

**Marketable Securities**

Management determines the appropriate classification of its investments at the time of purchase and reevaluates such determination at each balance sheet date. Available-for-sale securities are carried at fair value, with unrealized holding gains and losses, net of tax, reported as a separate component of shareholders' equity. Since the fair value of the marketable securities – available for sale equals the cost basis for such securities, there is no effect on comprehensive income for the periods reported.

**Long-Lived Assets**

Fixed assets are stated at cost. Depreciation is computed on the straight-line method over the estimated useful lives of the related assets. Estimated useful lives for furniture and equipment range from three to eight years. Leasehold improvements are amortized over the shorter of the related lease term or estimated useful lives of the assets, which is generally three to five years.

**Impairment of Long-Lived Assets and Long-Lived Assets to Be Disposed Of**

The Company reviews property and equipment and intangible assets with finite lives for impairment upon the occurrence of certain events or circumstances which indicate that the related amounts may be impaired. Assets to be disposed of are reported at the lower of the carrying amount or fair value less costs to sell.

**Goodwill**

Goodwill represents the excess of costs over the fair value of the acquired business assets. Historically, goodwill has been derived from acquisitions and from the purchase of some or all of a particular local management's equity interest in an existing clinic.

The fair value of goodwill and other intangible assets with indefinite lives are tested for impairment annually and upon the occurrence of certain events, and are written down to fair value if considered impaired. The Company evaluates goodwill for impairment on an annual basis (in its third quarter) by comparing the fair value of each reporting unit to the carrying value of the reporting unit including related goodwill. A reporting unit refers to the acquired interest of a single clinic or group of clinics. Local management typically continues to manage the acquired clinic or group of clinics. For each clinic or group of clinics, the Company maintains discrete financial information and both corporate and local management regularly review the operating results. For each purchase of the equity interest, goodwill is assigned to the respective clinic or group of clinics, if deemed appropriate.

**Table of Contents****Revenue Recognition**

Revenues are recognized in the period in which services are rendered. Net patient revenues (patient revenues less estimated contractual adjustments) are reported at the estimated net realizable amounts from third-party payors, patients and others for services rendered. The Company has agreements with third-party payors that provide for payments to the Company at amounts different from its established rates. The allowance for estimated contractual adjustments is based on terms of payor contracts and historical collection and write-off experience. The Company determines allowances for doubtful accounts based on the specific agings and payor classifications at each clinic. The provision for doubtful accounts is included in clinic operating costs in the statement of net income. Net accounts receivable, which are stated at the historical carrying amount net of contractual allowances, write-offs and allowance for doubtful accounts, includes only those amounts the Company estimates to be collectible. Since 1999, reimbursement for outpatient therapy services provided to Medicare beneficiaries has been made according to a fee schedule published by the Department of Health and Human Services. Under the Balanced Budget Act of 1997, the total amount paid by Medicare in any one year for outpatient physical therapy or occupational therapy (including speech-language pathology) to any one patient is subjected to a stated dollar amount (the Medicare Cap or Limit), except for services provided in hospitals. Outpatient therapy services rendered to Medicare beneficiaries by the Company's therapists are subject to the Medicare Cap, except to the extent these services are rendered pursuant to certain management and professional services agreements with inpatient facilities. In 2006, Congress passed the Deficit Reduction Act (DRA), which allowed the Centers for Medicare & Medicaid Services (CMS) to grant exceptions to the Medicare Cap for services provided during the year, as long as those services met certain qualifications. The exception process initially allowed for automatic and manual exceptions to the Medicare Cap for medically necessary services. CMS subsequently revised the exceptions procedures and eliminated the manual exceptions process. Beginning January 1, 2008, all services that required exceptions to the Medicare Cap were processed as automatic exceptions. While the basic procedure for obtaining an automatic exception remained the same, CMS expanded requirements for documentation related to the medical necessity of services provided above the cap. The Medicare Limit for 2008 is \$1,810. Under the Medicare Improvements for Patients and Providers Act as passed July 16, 2008, the extension process remains through December 31, 2009.

Since the Medicare Cap was implemented, patients who have been impacted by the cap and those who do not qualify for an exception may choose to pay for services in excess of the cap themselves; however, it is assumed that the Medicare Cap will result in some lost revenues to the Company.

Laws and regulations governing the Medicare program are complex and subject to interpretation. The Company believes that it is in compliance in all material respects with all applicable laws and regulations and is not aware of any pending or threatened investigations involving allegations of potential wrongdoing that would have a material effect on the Company's financial statements as of June 30, 2008. Compliance with such laws and regulations can be subject to future government review and interpretation, as well as significant regulatory action including fines, penalties, and exclusion from the Medicare program.

Management contract revenues are derived from contractual arrangements whereby we manage a clinic for third party owners. The Company does not have any ownership interest in these clinics. Typically, revenues are determined based on the number of visits conducted at the clinic and recognized when services are performed.

**Contractual Allowances**

Contractual allowances result from the differences between the rates charged for services performed and expected reimbursements by both insurance companies and government sponsored healthcare programs for such services. Medicare regulations and the various third party payors and managed care contracts are often complex and may include multiple reimbursement mechanisms payable for the services provided in Company clinics. The Company estimates contractual allowances based on its interpretation of the applicable regulations, payor contracts and historical calculations. Each month the Company estimates its contractual allowance for each clinic based on payor contracts and the historical collection experience of the clinic and applies an appropriate contractual allowance reserve percentage to the gross accounts receivable balances for each payor of the clinic. Based on the Company's historical experience, calculating the contractual allowance reserve percentage at the payor level is sufficient to allow us to provide the necessary detail and accuracy with its collectibility estimates. However, the services authorized and

provided and related reimbursement are subject to interpretation that could result in payments that differ from our estimates. Payor terms are periodically revised necessitating continual review and assessment of the estimates made by management. The Company's billing systems may not capture the exact change in our contractual allowance reserve estimate from period to period in order to assess the accuracy of our revenues and hence our contractual allowance reserves. Management regularly compares its cash

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collections to corresponding net revenues measured both in the aggregate and on a clinic-by-clinic basis. In the aggregate, historically the difference between net revenues and corresponding cash collections has generally reflected a difference within approximately 1% of net revenues. Additionally, analysis of subsequent period's contractual write-offs on a payor basis shows a less than 1% difference between the actual aggregate contractual reserve percentage as compared to the estimated contractual allowance reserve percentage associated with the same period end balance. As a result, the Company believes that a reasonable likely change in the contractual allowance reserve estimate would not likely be more than 1% at June 30, 2008.

**Income Taxes**

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Company did not have any accrued interest or penalties associated with any unrecognized tax benefits nor was any interest expense recognized during the twelve months ended December 31, 2007 and the six months ended June 30, 2008.

The Company accrued state and federal income taxes at an effective tax rate of 39.5% and 38.3% for the three months ended June 30, 2008 and 2007, respectively, and 39.5% and 38.5% for the six months ended June 30, 2008 and 2007.

**Segment Reporting**

Operating segments are components of an enterprise for which separate financial information is available that is evaluated regularly by chief operating decision makers in deciding how to allocate resources and in assessing performance. The Company identifies operating segments based on management responsibility and believes it meets the criteria for aggregating its operating segments into a single reporting segment.

**Use of Estimates**

In preparing the Company's consolidated financial statements, management makes certain estimates and assumptions that affect the amounts reported in the consolidated financial statements and related disclosures. Actual results may differ from these estimates.

**Self-Insurance Program**

The Company utilizes a self-insurance plan for its employee group health insurance coverage administered by a third party. Predetermined loss limits have been arranged with the insurance company to limit the Company's maximum liability and cash outlay. Accrued expenses include the estimated incurred but unreported costs to settle unpaid claims and estimated future claims. Management believes that the current accrued amounts are sufficient to pay claims arising from self insurance incurred through June 30, 2008.

**Stock Options**

Effective January 1, 2006, the Company adopted Statement No. 123R, Shared-Based Payment (SFAS 123R), which requires companies to measure and recognize compensation expense for all stock-based payments at fair value. SFAS 123R was applied on the modified prospective basis. Under the modified prospective basis, SFAS 123R applies to new awards and to awards that were outstanding on January 1, 2006 that are subsequently modified, repurchased or cancelled. Under the modified prospective basis, compensation cost recognized includes compensation for all stock-based payments granted prior to, but not yet vested on January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123, and compensation cost for the stock-based payments granted subsequent to January 1, 2006, based on the grant-date fair value with the provisions of SFAS 123R. No stock options were granted during the six months ended June 30, 2008.

**Table of Contents****Restricted Stock**

Restricted stock issued to employees is subject to continued employment and typically the transfer restrictions lapse in equal installments on the following five anniversaries of the date of grant. Compensation expense for grants of restricted stock is recognized based on the fair value per share on the date of grant amortized over the vesting period. For the quarters ended June 30, 2008 and 2007, compensation expense for restricted stock grants was \$190,000 and \$69,000, respectively. For the six months ended June 30, 2008 and 2007, compensation expense for restricted stock grants was \$295,000 and \$90,000, respectively. The Compensation Committee of the Board of Directors, which administers the Company's employee benefit programs, granted 5,000 shares of restricted stock to one employee in the three months ended March 31, 2008 and an aggregate of 27,500 shares to non-corporate employee members of the Board of Directors during the three months ended June 30, 2008. The restrictions on the 27,500 shares lapse in equal quarterly installments beginning June 30, 2008 and ending March 31, 2009.

**Recently Adopted Pronouncements**

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements, ( SFAS 157 ) which addresses how companies should measure fair value when they are required to use a fair value measure for recognition or disclosure purposes under generally accepted accounting principles ( GAAP ). As a result of SFAS 157, there is now a common definition of fair value to be used throughout GAAP. The FASB believes that the new standard will make the measurement of fair value more consistent and comparable and improve disclosures about those measures. SFAS 157 is effective for fiscal years beginning after November 15, 2007. The adoption of SFAS 157 did not have a material impact on the Company's consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115 ( SFAS 159 ). SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value and is effective for fiscal years beginning after November 15, 2007 or January 1, 2008 for the Company. The Company has not elected the fair value option for any financial assets or financial liabilities since the adoption of SFAS 159.

**Recently Promulgated Accounting Pronouncements**

In December 2007, the FASB issued SFAS No. 141(R), Business Combinations ( SFAS No. 141R ). SFAS No. 141R replaces SFAS No. 141, Business Combinations, and applies to all transactions and other events in which one entity obtains control over one or more other businesses. SFAS No. 141R requires an acquirer, upon initially obtaining control of another entity, to recognize the assets, liabilities and any non-controlling interest in the acquiree at fair value as of the acquisition date. Contingent consideration is required to be recognized and measured at fair value on the date of acquisition rather than at a later date when the amount of that consideration may be determinable beyond a reasonable doubt. This fair value approach replaces the cost-allocation process required under SFAS No. 141 whereby the cost of an acquisition was allocated to the individual assets acquired and liabilities assumed based on their estimated fair value. SFAS No. 141R requires acquirers to expense acquisition-related costs as incurred rather than allocating such costs to the assets acquired and liabilities assumed, as was previously the case under SFAS No. 141. Under SFAS No. 141R, the requirements of SFAS No. 146, Accounting for Costs Associated with Exit or Disposal Activities, would have to be met in order to accrue for a restructuring plan in purchase accounting. Pre-acquisition contingencies are to be recognized at fair value, unless it is a non-contractual contingency that is not likely to materialize, in which case, nothing should be recognized in purchase accounting and, instead, that contingency would be subject to the probable and estimable recognition criteria of SFAS No. 5, Accounting for Contingencies". SFAS No. 141R may have a significant impact on our accounting for business combinations closing on or after January 1, 2009.

In December 2007 the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements: an amendment of ARB No. 51 ( SFAS 160 ). SFAS 160 establishes new accounting and reporting standards for the noncontrolling interest (formerly referred to as minority interests) in a subsidiary and for the deconsolidation of a subsidiary. Specifically, this statement requires the recognition of a noncontrolling interest as equity in the consolidated financial statements and separate from the parent's equity. The amount of net income attributable to a noncontrolling interest will be included in consolidated net income on the face of the income statement. SFAS 160 clarifies that changes in a parent's ownership interest in a subsidiary that do not result in deconsolidation are equity



transactions if the parent retains its controlling financial interest. In addition, SFAS 160 requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated. Such gain or loss will be measured using the fair value of the noncontrolling equity investment on the deconsolidation date. SFAS 160 also includes expanded disclosure requirements regarding the interests of the parent and its noncontrolling interest. SFAS 160 is effective for fiscal years and interim periods within those fiscal years, beginning on or after December 15, 2008, with early adoption prohibited. The Company is in the process of determining the impact of the adoption of this standard on the Company's financial position, results of operations, and cash flows.

**Table of Contents****2. EARNINGS PER SHARE**

The computations of basic and diluted earnings per share for the Company are as follows (in thousands, except per share data):

	Three Months Ended June 30,		Six Months Ended June 30,	
	2008	2007	2008	2007
Numerator:				
Net income from continuing operations	\$ 2,855	\$ 2,357	\$ 5,240	\$ 4,201
Net loss from discontinued operations		(54)		(69)
Net income	\$ 2,855	\$ 2,303	\$ 5,240	\$ 4,132
Denominator:				
Denominator for basic earnings per share - weighted-average shares	11,874	11,559	11,863	11,530
Effect of dilutive securities - Stock options	171	89	134	86
Denominator for diluted earnings per share - adjusted weighted-average shares and assumed conversions	12,045	11,648	11,997	11,616
Earnings per share:				
Basic income from continuing operations	\$ 0.24	\$ 0.20	\$ 0.44	\$ 0.36
Basic loss from discontinued operations				
Total basic earnings per share	\$ 0.24	\$ 0.20	\$ 0.44	\$ 0.36
Diluted income from continuing operations	\$ 0.24	\$ 0.20	\$ 0.44	\$ 0.36
Diluted loss from discontinued operations				
Total diluted earnings per share	\$ 0.24	\$ 0.20	\$ 0.44	\$ 0.36

Options to purchase 118,000 and 362,000 shares for the three months ended June 30, 2008 and 2007, respectively, and 149,000 and 450,000 shares for the six months ended June 30, 2008 and 2007, respectively, were excluded from the diluted earnings per share calculations for the respective periods because the options' exercise prices were greater than the average market price of the common shares during the periods.

**3. ACQUISITIONS****Acquisition of Businesses**

Effective June 11, 2008, the Company acquired a 65% interest in a multi-partner outpatient rehabilitation practice with nine clinics located in the Mid-Atlantic region with existing partners retaining 35% ( Mid-Atlantic Acquisition ). The purchase price was \$9,496,250, consisting of \$8,545,625 in cash and \$950,625 in seller notes, for the 65% interest. The amount of the consideration was derived through arm's length negotiations. Funding for the cash portion was derived from \$8,550,000 of proceeds from the Company's credit facility. If the practice achieves certain levels of operating results within the next three years an earnout of up to \$1,500,000 may be payable as additional purchase consideration.

Because of the proximity of the Mid-Atlantic Acquisition to quarter end, the purchase price was allocated to the fair value of the assets acquired and liabilities assumed based on the preliminary estimates of the fair values at the acquisition date, with the amount exceeding the estimated fair values being recorded as goodwill. The Company is in the process of completing its formal valuation analysis to identify and determine the fair value of tangible and intangible assets acquired and the liabilities assumed. The Company has 12 months from the closing date of the acquisition to finalize its valuations. Thus, the final allocation of the purchase price may differ from the preliminary estimates used at June 30, 2008 based on additional information obtained. Changes in the estimated valuation of the tangible and intangible assets acquired and the completion by the Company of the identification of any unrecorded pre-acquisition contingencies, where the liability is probable and the amount can be reasonably estimated, will result in adjustments to goodwill.

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The preliminary purchase price allocation is as follows (in thousands):

Cash paid, net of cash acquired	\$ 8,523
Seller notes	951
Acquisition expenses	21
<b>Total consideration</b>	<b>\$ 9,495</b>
Estimated fair value of net tangible assets acquired:	
Accounts receivable	\$ 589
Fixed assets	403
Total liabilities	(200)
<b>Net tangible assets acquired</b>	<b>\$ 792</b>
Goodwill	8,703
	<b>\$ 9,495</b>

Effective January 1, 2008, the Company acquired a physical therapy practice located in Oakland County, Michigan (Oakland County Michigan Acquisition). The purchase price was \$2,800,000 in cash funded with borrowings under the credit agreement. The Company incurred \$30,000 of acquisition costs. The acquisition yielded \$2.7 million of tax deductible goodwill. The Company acquired assets of \$29,000 and entered into non-competition agreements valued at \$106,000.

The results of operations of the Mid-Atlantic Acquisition and the Oakland County Michigan Acquisition are included in the results of the Company for the quarter and six months ended June 30, 2008 since the respective date of the acquisition. Unaudited proforma consolidated financial information for these two acquisitions has not been included as the results were not material to current operations.

The STAR Acquisition closed on September 6, 2007. The Company acquired a 70% interest with the existing partners retaining a 30% interest. The Company paid \$23.3 million (inclusive of certain capitalized acquisition costs) including \$19.2 million in cash, promissory notes aggregating \$1.0 million and 227,618 in restricted shares of the Company's common stock representing an aggregate of \$3.1 million based on the market price of \$13.72 per share. The amount of the consideration was derived through arm's length negotiations. Funding for the cash portion of the STAR Acquisition was derived from \$9.2 million of existing cash and \$10.0 million of the proceeds from the Company's credit agreement, dated as of August 27, 2007 among the Company, as the Borrower, Bank of America, N. A., as Administrative Agent, Swing Line Lender and L/C Issuer (Credit Agreement).

The Company is permitted to make, and has occasionally made, changes to preliminary purchase price allocations during the first year after completing an acquisition.

**Acquisitions of Minority Interests**

During the second quarter of 2008, the Company purchased a portion of the minority interest in a limited partnership for \$372,000 which had the effect of increasing goodwill. During the first quarter of 2008, the Company purchased the minority interest in a limited partnership for an aggregate purchase price of \$259,000. The purchase yielded \$235,000 of goodwill. The remaining \$24,000 represented payments of undistributed earnings to the minority limited partners. In addition, during the first quarter of 2008, the Company paid \$50,000 for a contingent payment due on the purchase of a minority interest in 2006. The \$50,000 was recognized as goodwill.

During 2007, the Company purchased the minority interest in several limited partnerships in separate transactions for an aggregate purchase price of \$731,000. The purchases yielded \$512,000 of goodwill related to two of the partnerships and the remaining \$219,000 represented payment of undistributed earnings to the minority limited partners.

For all minority interest purchases noted above, the Company paid or has agreed to pay to the minority limited partner any pro rata undistributed earnings earned through an agreed date prior to the purchase date.

The Company's minority interest purchases were accounted for as purchases and accordingly, the results of operations of the acquired minority interest are included in the accompanying financial statements from the dates of purchase. In addition, the Company is permitted to make, and has occasionally made, changes to preliminary purchase price allocations during the first year after completing the purchase.

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The changes in the carrying amount of goodwill consisted of the following (in thousands):

	Six Months Ended June 30, 2008
Beginning balance	\$ 37,650
Goodwill acquired during the period	12,056
Adjustment	82
Ending balance	\$ 49,788

**4. NOTES PAYABLE**

Notes payable as of June 30, 2008 and December 31, 2007 consist of the following (in thousands):

	2008	2007
Revolving credit agreement, average interest rate of 3.99%	\$ 14,800	\$ 7,000
Various promissory notes payable in annual installments of an aggregate of \$333 plus accrued interest through September 6, 2010, interest accrues at 8.25% per annum	925	1,000
Various promissory notes payable in annual installments of an aggregate of \$475 plus accrued interest through June 11, 2010, interest accrues at 5.00% per annum	951	
Promissory note payable in quarterly installments of \$73 plus accrued interest through November 17, 2009, interest accrues at 7.5% per annum	439	585
Promissory note payable in quarterly installments of \$42 plus accrued interest through May 18, 2008, interest accrues at 6% per annum		83
Promissory note payable in quarterly installments of \$26 plus accrued interest through December 19, 2008, interest accrues at 5.75% per annum	78	103
	17,193	8,771
Less current portion	(1,179)	(812)
	\$ 16,014	\$ 7,959

Effective August 27, 2007, the Company entered into the Credit Agreement with a commitment for a \$30,000,000 revolving credit facility. Effective June 4, 2008, the Credit Agreement was increased to \$50,000,000. The Credit Agreement has a four year term maturing on August 31, 2011, is unsecured and includes standard financial covenants. Proceeds from the Credit Agreement may be used to finance acquisitions, working capital, capital expenditures and for other corporate purposes. Interest expense on borrowings is based on a pricing grid tied to the Company's overall financial leverage with the applicable spread over LIBOR ranging from .5% to 1.5%. There are fees under the Credit Agreement including a closing fee of .25% and an unused commitment fee ranging from .1% to .35% depending on financial leverage and the amount of funds outstanding under the agreement.

In connection with the Mid-Atlantic Acquisition in June 2008, the Company incurred notes payable in the aggregate totaling \$950,625 payable in equal annual installments of \$475,312 beginning June 11, 2009 plus any accrued and unpaid interest. Interest accrues at a fixed rate of 5.00% per annum. The final principal payment and any accrued and unpaid interest then outstanding is due and payable on June 11, 2010.

In connection with the STAR Acquisition in September 2007, the Company incurred notes payable in the aggregate totaling \$1,000,000 payable in equal annual installments of \$333,333 beginning September 6, 2008 plus any accrued and unpaid interest. Interest accrues at a fixed rate of 8.25% per annum. The final principal payment and any accrued and unpaid interest then outstanding is due and payable on September 6, 2010.

In connection with the acquisition of an eight-clinic practice in Arizona in December 2006, the Company incurred a note payable in the amount of \$877,500, payable in equal quarterly principal installments of \$73,125 beginning March 1, 2007 plus any accrued and unpaid interest. Interest accrues at a fixed rate of 7.5% per annum. The final principal payment and any accrued and unpaid interest then outstanding is due and payable on November 17, 2009.

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In connection with the acquisition of two physical therapy clinics located in Alaska on December 19, 2005, the Company incurred a note payable in the amount of \$309,710, payable in equal quarterly principal installments of \$25,809 beginning April 1, 2006 plus any accrued and unpaid interest. Interest accrues at a fixed rate of 5.75% per annum. The final principal payment and any accrued and unpaid interest then outstanding is due and payable on December 19, 2008.

In connection with the acquisition of three physical and occupational therapy clinics located in New Jersey on May 18, 2005, the Company incurred a note payable in the amount of \$500,000, payable in equal quarterly principal installments of \$41,667 beginning September 1, 2005 plus any accrued and unpaid interest. Interest accrues at a fixed rate of 6% per annum. The final principal payment and any accrued and unpaid interest then outstanding was paid on May 18, 2008.

Aggregate annual payments of principal pursuant to the above notes payable required subsequent to June 30, 2008 are as follows (in thousands):

During the twelve months ended June 30, 2009	\$ 1,179
During the twelve months ended June 30, 2010	956
During the twelve months ended June 30, 2011	258
During the twelve months ended June 30, 2012	14,800
	\$ 17,193

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.**

### **EXECUTIVE SUMMARY**

#### **Our Business**

We operate outpatient physical and/or occupational therapy clinics that provide preventive and post-operative care for a variety of orthopedic-related disorders and sports-related injuries, treatment for neurologically-related injuries and rehabilitation of injured workers.

During the quarter ended June 30, 2008, the Company formed a new venture, OsteoArthritis Centers of America ( OA Centers ). The business will specialize in the outpatient, non-surgical treatment of osteo arthritis, degenerative joint disease and other musculoskeletal conditions which affect the lives of millions of active Americans. These services will be delivered by specially trained physicians and physical therapists. The OA Centers will be de novo clinics formed by employing and/or partnering with local physicians and rehabilitation professionals in a similar partnership structure to the Company's existing outpatient physical and occupational therapy clinics. The first OA Center opened in June.

At June 30, 2008, we operated 364 clinics. Our operations are in 41 states. During the first six months of 2008, we added 11 new clinics (inclusive of the OA Center) that we developed, acquired ten clinics and closed six. The average age of our clinics at June 30, 2008 was 5.8 years.

Effective June 11, 2008, the Company acquired a 65% interest in a multi-partner outpatient rehabilitation practice with nine clinics located in the Mid-Atlantic region with the existing partners retaining 35%. Effective September 1, 2007, the Company acquired a majority interest in STAR, a multi partner outpatient rehabilitation practice with operations in the southeast United States. STAR currently owns and operates 52 outpatient physical and occupational therapy clinics and manages eight other facilities for third parties. The results of operations of the acquired clinics have been included in our consolidated financial statements since the effective date of their acquisition.

In addition to our owned clinics, we also manage physical therapy facilities for third parties, primarily physicians, with 11 third-party facilities under management as of June 30, 2008.



**Table of Contents****Selected Operating and Financial Data**

The following table presents selected operating and financial data that we believe are key indicators of our operating performance.

	For the Three Months		For the Six Months	
	Ended June 30,		Ended June 30,	
	2008	2007	2008	2007
Number of clinics, at the end of period	364	298	364	298
Working Days	64	64	128	128
Average visits per day per clinic	20.8	19.4	20.6	19.3
Total patient visits	470,829	367,770	925,311	726,802
Net patient revenue per visit	\$ 98.14	\$ 95.63	\$ 97.70	\$ 95.55
Statement of operations per visit:				
Net revenues	\$ 100.65	\$ 96.42	\$ 100.12	\$ 96.42
Salaries and related costs	52.72	49.14	52.87	49.51
Rent, clinic supplies, contract labor and other	20.90	20.75	21.02	20.72
Provision for doubtful accounts	1.56	1.10	1.60	1.43
Contribution from clinics	25.47	25.43	24.63	24.76
Corporate office costs	11.54	11.25	11.34	11.68
Operating income from continuing operations	\$ 13.93	\$ 14.18	\$ 13.29	\$ 13.08

**RESULTS OF OPERATIONS****Three Months Ended June 30, 2008 Compared to the Three Months Ended June 30, 2007**

Net revenues increased to \$47.4 million for the three months ended June 30, 2008 ( 2008 Second Quarter ) from \$35.5 million for the three months ended June 30, 2007 ( 2007 Second Quarter ) due to a 28.0% increase in patient visits from 368,000 to 471,000 and a \$2.51 increase from \$95.63 to \$98.14 in net patient revenue per visit. The 2008 figures include the results for the STAR clinics, Oakland County Michigan clinic and Mid-Atlantic clinics acquired in September 2007, January 2008 and June 2008, respectively.

Net income for the 2008 Second Quarter was \$2.9 million versus \$2.3 million for the same period last year. Net income was \$0.24 per diluted share for the 2008 Second Quarter as compared to \$0.20 per diluted share for the 2007 Second Quarter. Total diluted shares were 12.0 million for the 2008 Second Quarter and 11.6 million for the 2007 Second Quarter. Net income for the 2008 Second Quarter includes a pre-tax gain of \$193,000, or post-tax gain of \$117,000, from the formation of a joint venture in which a 49% interest in two of our Texas partnerships was sold. Net income for the 2008 Second Quarter includes a pre-tax operating loss and corporate costs totaling \$181,000 related to the OA Centers.

**Net Patient Revenues**

Net patient revenues increased to \$46.2 million for the 2008 Second Quarter from \$35.2 million for the 2007 Second Quarter, an increase of \$11.0 million, or 31.4%, due to a 28.0% increase in patient visits to 471,000 and an increase of \$2.51 in net patient revenues per visit to \$98.14 from \$95.63.

Total patient visits increased 103,000, or 28.0%, to 471,000 for the 2008 Second Quarter from 368,000 for the 2007 Second Quarter. The growth in visits was attributable to an increase of approximately 98,000 visits in clinics opened or acquired between July 1, 2007 and June 30, 2008 ( New Clinics ) and by an increase of 5,000 for clinics opened or acquired prior to July 1, 2007 ( Mature Clinics ).

The \$11.0 million net patient revenues increase for the 2008 Second Quarter included approximately \$8.9 million from New Clinics and an increase of \$2.1 million from Mature Clinics.

Net patient revenues are based on established billing rates less allowances and discounts for patients covered by contractual programs and workers compensation. Net patient revenues are after contractual and other adjustments relating to patient discounts from certain payors. Payments received under these programs are based on predetermined rates and are generally less than the established billing rates of the clinics.

**Table of Contents****Management Contract and Other Revenues**

Management contract and other revenues increased by approximately \$896,000 from \$288,000 to \$1,184,000 due to inclusion of revenues from the STAR management contracts and clinics.

**Clinic Operating Costs**

Clinic operating costs as a percentage of net revenues were 74.7% for the 2008 Second Quarter and 73.6% for the 2007 Second Quarter.

**Clinic Operating Costs Salaries and Related Costs**

Salaries and related costs increased to \$24.8 million for the 2008 Second Quarter from \$18.1 million for the 2007 Second Quarter, an increase of \$6.7 million, or 37.3%. Of the \$6.7 million increase, costs of \$6.1 million were incurred at the New Clinics and \$0.6 million at the Mature Clinics. Salaries and related costs as a percentage of net revenues were at 52.4% for the 2008 Second Quarter and 51.0% for the 2007 Second Quarter.

**Clinic Operating Costs Rent, Clinic Supplies, Contract Labor and Other**

Rent, clinic supplies, contract labor and other increased to \$9.8 million for the 2008 Second Quarter from \$7.6 million for the 2007 Second Quarter, an increase of \$2.2 million, or 29.0%. The \$2.2 million increase was incurred at the New Clinics. Rent, clinic supplies, contract labor and other remained the same during the periods for the Mature Clinics. Rent, clinic supplies, contract labor and other as a percentage of net revenues was 20.8% for the 2008 Second Quarter and 21.5% for the 2007 Second Quarter.

**Clinic Operating Costs Provision for Doubtful Accounts**

The provision for doubtful accounts was \$0.7 million for the 2008 Second Quarter and \$0.4 million for the 2007 Second Quarter. The provision for doubtful accounts as a percentage of net patient revenues was 1.6% for the 2008 Second Quarter and 1.2% for the 2007 Second Quarter. Our allowance for bad debts as a percent of total patient accounts receivable (exclusive of the effect of the patient account receivable related to the Mid-Atlantic Acquisition) was 7.3% at June 30, 2008, as compared to 7.9% at December 31, 2007. Our days sales outstanding (exclusive of the effects of the Mid-Atlantic Acquisition) was 57 days at June 30, 2008 and 55 days at December 31, 2007.

**Corporate Office Costs**

Corporate office costs, consisting primarily of salaries and benefits of corporate office personnel, rent, insurance costs, depreciation and amortization, travel, legal, professional, and recruiting fees, were \$5.4 million, or 11.5% of net revenues, for the 2008 Second Quarter and \$4.1 million, or 11.7% of net revenues for the 2007 Second Quarter. Corporate office costs for the 2008 Second Quarter includes acquisition related costs of \$107,000 related to legal and professional fees for two acquisition opportunities which are not anticipated to be closed.

**Interest, investment and other income**

Interest and investment income decreased to \$17,000 for the 2008 Second Quarter from \$99,000 for the 2007 Second Quarter primarily attributable to funds being used to fund acquisitions. Other income for the 2008 Second Quarter includes a pre-tax gain of \$193,000 from the formation of a joint venture in which a 49% interest in two of our Texas partnerships was sold.

**Interest expense**

Interest expense increased to \$114,000 for the 2008 Second Quarter from \$26,000 for the 2007 Second Quarter primarily due to the borrowings in conjunction with the acquisitions on our revolving credit facility. At June 30, 2008, there was \$14.8 million outstanding on the revolving credit facility. See Liquidity and Capital Resources section below for a discussion of the terms of the Credit Agreement.

**Minority Interests in Earnings of Subsidiary Limited Partnerships**

Minority interests in earnings of subsidiary limited partnerships was \$2.0 million for the 2008 Second Quarter and \$1.5 million for the 2007 Second Quarter. Minority interest as a percentage of operating income before corporate office costs increased to 16.5% for the 2008 Second Quarter as compared to 15.7% for the 2007 Second Quarter.

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**Provision for Income Taxes**

The provision for income taxes increased to \$1.9 million for the 2008 Second Quarter from \$1.5 million for the 2007 Second Quarter. During the 2008 Second Quarter, the Company accrued state and federal income taxes at an effective tax rate of 39.5% versus 38.3% for the 2007 Second Quarter.

**Six Months Ended June 30, 2008 Compared to the Six Months Ended June 30, 2007**

Net revenues increased to \$92.6 million for the six months ended June 30, 2008 ( 2008 Six Months ) from \$70.1 million for the six months ended June 30, 2007 ( 2007 Six Months ) due to a 27.3% increase in patient visits from 727,000 to 925,000 and a \$2.15 increase from \$95.55 to \$97.70 in net patient revenue per visit. The 2008 figures include the results for the STAR clinics, Oakland County Michigan clinic and Mid-Atlantic clinics acquired in September 2007, January 2008 and June 2008, respectively.

Net income for the 2008 Six Months was \$5.2 million versus \$4.1 million for the same period last year. Net income was \$0.44 per diluted share for the 2008 Six Months as compared to \$0.36 per diluted share for the 2007 Six Months. Total diluted shares were 12.0 million for the 2008 Six Months and 11.6 million for the 2007 Six Months. Net income for the 2008 Six Months includes a pre-tax gain of \$193,000, or post-tax gain of \$117,000, from the formation of a joint venture in which a 49% interest in two of our Texas partnerships was sold. Net income for the 2008 Six Months includes a pre-tax operating loss and corporate costs totaling \$207,000 related to the OA Centers.

**Net Patient Revenues**

Net patient revenues increased to \$90.4 million for the 2008 Six Months from \$69.4 million for the 2007 Six Months, an increase of \$21.0 million, or 30.2%, due to a 27.3% increase in patient visits to 925,000 and an increase of \$2.15 in net patient revenues per visit to \$97.70 from \$95.55.

Total patient visits increased 198,000, or 27.3%, to 925,000 for the 2008 Six Months from 727,000 for the 2007 Six Months. The growth in visits was attributable to an increase of approximately 186,000 visits in New Clinics and by an increase of 12,000 for Mature Clinics.

The \$21.0 million net patient revenues increase for the 2008 Six Months included approximately \$17.1 million from New Clinics and an increase of \$3.9 million from Mature Clinics. Of the \$3.9 million increase, \$1.8 million related to clinics opened or acquired in 2006 and in the 2007 Six Months.

Net patient revenues are based on established billing rates less allowances and discounts for patients covered by contractual programs and workers' compensation. Net patient revenues are after contractual and other adjustments relating to patient discounts from certain payors. Payments received under these programs are based on predetermined rates and are generally less than the established billing rates of the clinics.

**Management Contract and Other Revenues**

Management contract and other revenues increased by approximately \$1.6 million from \$632,000 to \$2,238,000 due to inclusion of revenues from the STAR management contracts and clinics.

**Clinic Operating Costs**

Clinic operating costs as a percentage of net revenues were 75.4% for the 2008 Six Months and 74.3% for the 2007 Six Months.

**Clinic Operating Costs - Salaries and Related Costs**

Salaries and related costs increased to \$48.9 million for the 2008 Six Months from \$36.0 million for the 2007 Six Months, an increase of \$12.9 million, or 35.9%. Of the \$12.9 million increase, costs of \$11.8 million were incurred at the New Clinics and \$1.1 million at the Mature Clinics. Salaries and related costs as a percentage of net revenues were at 52.8% for the 2008 Six Months and 51.4% for the 2007 Six Months.

**Table of Contents****Clinic Operating Costs Rent, Clinic Supplies, Contract Labor and Other**

Rent, clinic supplies, contract labor and other increased to \$19.4 million for the 2008 Six Months from \$15.1 million for the 2007 Six Months, an increase of \$4.3 million, or 29.1%. Of the \$4.3 million increase, \$4.2 million was incurred at the New Clinics. Rent, clinic supplies, contract labor and other remained relatively the same during the periods for the Mature Clinics. Rent, clinic supplies, contract labor and other as a percentage of net revenues was 21.0% for the 2008 Six Months and 21.5% for the 2007 Six Months.

**Clinic Operating Costs Provision for Doubtful Accounts**

The provision for doubtful accounts was \$1.5 million for the 2008 Six Months and \$1.0 million for the 2007 Six Months. The provision for doubtful accounts as a percentage of net patient revenues was 1.6% for the 2008 Six Months and 1.5% for the 2007 Six Months. Our allowance for bad debts as a percent of total patient accounts receivable (exclusive of the effect of the patient account receivable related to the Mid-Atlantic Acquisition) was 7.3% at June 30, 2008, as compared to 7.9% at December 31, 2007. Our days sales outstanding (exclusive of the effects of the Mid-Atlantic Acquisition) was 57 days at June 30, 2008 and 55 days at December 31, 2007.

**Corporate Office Costs**

Corporate office costs, consisting primarily of salaries and benefits of corporate office personnel, rent, insurance costs, depreciation and amortization, travel, legal, professional, and recruiting fees, were \$10.5 million, or 11.3% of net revenues, for the 2008 Six Months and \$8.5 million, or 12.1% of net revenues for the 2007 Six Months. Corporate office costs for the 2008 Six Months includes acquisition related costs of \$107,000 related to legal and professional fees for two acquisition opportunities which are not anticipated to be closed.

**Interest, investment and other income**

Interest and investment income decreased to \$42,000 for the 2008 Six Months from \$165,000 for the 2007 Six Months primarily attributable to funds being used to fund acquisitions. Other income for the 2008 Six Months includes a pre-tax gain of \$193,000 from the formation of a joint venture in which a 49% interest in two of our Texas partnerships was sold.

**Interest expense**

Interest expense increased to \$263,000 for the 2008 Six Months from \$51,000 for the 2007 Six Months primarily due to the borrowings in conjunction with the acquisitions on our revolving credit facility. At June 30, 2008, there was \$14.8 million outstanding on the revolving credit facility. See Liquidity and Capital Resources section below for a discussion of the terms of the Credit Agreement.

**Minority Interests in Earnings of Subsidiary Limited Partnerships**

Minority interests in earnings of subsidiary limited partnerships was \$3.6 million for the 2008 Six Months and \$2.8 million for the 2007 Six Months. Minority interest as a percentage of operating income before corporate office costs increased to 16.0% for the 2008 Six Months as compared to 15.5% for the 2007 Six Months.

**Provision for Income Taxes**

The provision for income taxes increased to \$3.4 million for the 2008 Six Months from \$2.6 million for the 2007 Six Months. During the 2008 Six Months, the Company accrued state and federal income taxes at an effective tax rate of 39.5% versus 38.5% for the 2007 Six Months.

**LIQUIDITY AND CAPITAL RESOURCES**

We believe that our business is generating sufficient cash flow from operating activities to allow us to meet our short-term and long-term cash requirements, other than with respect to future acquisitions. At June 30, 2008, we had \$8.1 million in cash and cash equivalents compared to \$8.0 million in cash and cash equivalents at December 31, 2007. Although the start-up costs associated with opening new clinics, and our planned capital expenditures are significant, we believe that our cash and cash equivalents and availability under our revolving credit agreement are sufficient to fund the working capital needs of our operating subsidiaries, payment of clinic closure costs accrued, future clinic development and investments through at least June 2009. Significant acquisitions would require financing. Included in cash and cash equivalents at June 30, 2008 were \$1.5 million in a money market fund.

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Cash, cash equivalents and marketable securities increased slightly from December 31, 2007 to June 30, 2008. Cash of \$10.0 was provided by operations, and \$7.8 was obtained from net proceeds on the revolving credit facility. The major uses of cash included: purchase of businesses (\$11.4 million), purchase of fixed assets (\$2.1 million), purchase of intangibles limited partner interests (\$0.7 million), distributions to limited partners (\$3.4 million) and payment on notes payable (\$0.3 million).

Effective August 27, 2007, we entered into the Credit Agreement with a commitment for a \$30.0 million revolving credit facility. Effective June 4, 2008, the Credit Agreement was increased to \$50.0 million. The Credit Agreement has a four year term maturing August 31, 2011, is unsecured and includes standard financial covenants. Proceeds from the Credit Agreement may be used to finance acquisitions, working capital, capital expenditures and for other corporate purposes. Interest expense on borrowings is based on a pricing grid tied to our overall financial leverage with the applicable spread over LIBOR ranging from .5% to 1.5%. There are fees under the Credit Agreement including a closing fee of .25% and an unused commitment fee ranging from .1% to .35% depending on financial leverage and the amount of funds outstanding under the agreement. On June 30, 2008, the outstanding balance on the revolving credit facility was \$14.8 million leaving \$35.2 million in availability.

Historically, we have generated sufficient cash from operations to fund our development activities and cover operational needs. We plan to continue developing new clinics and to make additional acquisitions in select markets. We have from time to time purchased the minority interests of limited partners in our clinic partnerships. We may purchase additional minority interests in the future. Generally, any acquisition or purchase of minority interests is expected to be accomplished using a combination of cash and financing. Any large acquisition would likely require financing.

We make reasonable and appropriate efforts to collect accounts receivable, including applicable deductible and co-payment amounts, in a consistent manner for all payor types. Claims are submitted to payors daily, weekly or monthly in accordance with our policy or payor's requirements. When possible, we submit our claims electronically. The collection process is time consuming and typically involves the submission of claims to multiple payors whose payment of claims may be dependent upon the payment of another payor. Claims under litigation and vehicular incidents can take a year or longer to collect. Medicare and other payor claims relating to new clinics awaiting Medicare Rehab Agency status approval initially may not be submitted for six months or more. When all reasonable internal collection efforts have been exhausted, accounts are written off prior to sending them to outside collection firms. With managed care, commercial health plans and self-pay payor type receivables, the write-off generally occurs after the account receivable has been outstanding for 120 days.

In connection with the Mid-Atlantic Acquisition, we incurred notes payable in the aggregate totaling \$950,625 payable in equal annual installments totaling \$475,312 beginning June 11, 2009 plus any accrued and unpaid interest. Interest accrues at a fixed rate of 5.00% per annum. The final principal payment and any accrued and unpaid interest then outstanding is due and payable on June 11, 2010. In addition, we assumed leases with remaining terms ranging from one month to five years for the operating facilities.

In connection with the STAR Acquisition, we incurred notes payable in the aggregate totaling \$1,000,000 payable in equal annual installments totaling \$333,333 beginning September 6, 2008 plus any accrued and unpaid interest. Interest accrues at a fixed rate of 8.25% per annum. The final principal payment and any accrued and unpaid interest then outstanding is due and payable on September 6, 2010. In addition, we assumed leases with remaining terms ranging from two months to six years for the operating facilities.

In conjunction with the acquisition of an eight-clinic practice in Arizona in November 2006, we entered into a note payable with the sellers in the amount of \$877,500 payable in equal quarterly principal installments of \$73,125, beginning March 1, 2007, plus any accrued and unpaid interest. Interest accrues at a fixed rate of 7.5% per annum. The final principal payment and any accrued and unpaid interest then outstanding is due and payable on the third anniversary of the note, November 17, 2009. The purchase agreement also provides for possible contingent consideration of up to \$1,500,000 based on the achievement of a certain designated level of operating results within a three-year period following the acquisition. In addition, we assumed leases with remaining terms ranging from one to five years for six of the eight operating facilities. With respect to the two remaining leased facilities, one is being leased on a month-to-month basis and the other was renewed for three years effective February 1, 2007.

In conjunction with the acquisition of the two-clinic practice in Alaska in December 2005, we entered into a note payable with the sellers in the amount of \$309,710 payable in equal quarterly principal installments of \$25,809, beginning April 1, 2006, plus any accrued and unpaid interest. Interest accrues at a fixed rate of 5.75% per annum. The final principal payment and any accrued and unpaid interest then outstanding is due and payable on the third anniversary of the note, December 19, 2008. The purchase agreement also provides for possible contingent consideration of up to \$325,000 based on the achievement of a certain designated level of operating results within a three-year period following the acquisition.

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In addition, we entered into a five-year lease for one of the facilities and assumed a lease expiring September 30, 2009 on the other facility.

In conjunction with the acquisition of the three-clinic practice in New Jersey in May 2005, we entered into a note payable with the sellers in the amount of \$500,000 payable in equal quarterly principal installments of \$41,667, beginning September 1, 2005, plus any accrued and unpaid interest. Interest accrues at a fixed rate of 6% per annum. The final principal payment and any accrued and unpaid interest then outstanding was paid on the third anniversary of the note, May 18, 2008. The purchase agreement also provides for possible contingent consideration of up to \$650,000 based on the achievement of a certain designated level of operating results within a three-year period following the acquisition. In addition, we entered into a five-year lease for each of the three facilities. In July 2006, we paid \$90,000 additional consideration related to this acquisition upon achievement of the predefined operating results for the first year, and such amount was added to goodwill.

Since September 2001, the Board of Directors ( Board ) has authorized us to purchase, in the open market or in privately negotiated transactions, up to 2,250,000 shares of its common stock. As of June 30, 2008, there were approximately 50,000 shares remaining that could be purchased under these programs. Since there is no expiration date for these share repurchase programs, additional shares may be purchased from time to time in the open market or private transactions depending on price, availability and our cash position. Shares purchased are held as treasury shares and may be used for such valid corporate purposes or retired as the Board considers advisable. We did not purchase any shares of our common stock during the first six months of 2008.

**FACTORS AFFECTING FUTURE RESULTS**

*Clinic Development*

As of June 30, 2008, we had 364 clinics in operation, seven of which were opened in the 2008 Second Quarter and nine of which were acquired in the 2008 Second Quarter. During 2008, we expect to incur initial operating losses from new clinics opened in late 2007 and during 2008. Generally, we experience losses during the initial period of a new clinic's operation. Operating margins for newly opened clinics tend to be lower than for more seasoned clinics because of start-up costs and lower patient visits and revenues. Generally, patient visits and revenues gradually increase in the first year of operation, as patients and referral sources become aware of the new clinic. Revenues typically continue to increase during the two to three years following the first anniversary of a clinic opening. Based on the historical performance of our new clinics, generally the clinics opened in the second half of 2007 would begin to favorably impact our results of operations beginning in late 2008.

**FORWARD LOOKING STATEMENTS**

We make statements in this report that are considered to be forward-looking statements within the meaning under Section 21E of the Securities Exchange Act of 1934. These statements contain forward-looking information relating to the financial condition, results of operations, plans, objectives, future performance and business of our Company. These statements (often using words such as believes, expects, intends, plans, appear, should and similar words) involve risks and uncertainties that could cause actual results to differ materially from those we project. Included among such statements are those relating to opening new clinics, availability of personnel and the reimbursement environment. The forward-looking statements are based on our current views and assumptions and actual results could differ materially from those anticipated in such forward-looking statements as a result of certain risks, uncertainties, and factors, which include, but are not limited to:

revenue and earnings expectations;

general economic, business, and regulatory conditions including federal and state regulations;

availability and cost of qualified physical and occupational therapists;

personnel productivity;

changes in Medicare guidelines and reimbursement or failure of our clinics to maintain their Medicare certification status;



competitive and/or economic conditions in our markets which may require us to close certain clinics and thereby incur closure costs and losses including the possible write-down or write-off of goodwill;

changes in reimbursement rates or payment methods from third party payors including governmental agencies and deductibles and co-pays owed by patients;

maintaining adequate internal controls;

availability, terms, and use of capital;

acquisitions and the successful integration of the operations of the acquired businesses; and

weather and other seasonal factors.

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Many factors are beyond our control.

Given these uncertainties, you should not place undue reliance on our forward-looking statements. Please see our other periodic reports filed with the Securities and Exchange Commission (the SEC) for more information on these factors. Our forward-looking statements represent our estimates and assumptions only as of the date of this report. Except as required by law, we are under no obligation to update any forward-looking statement, regardless of the reason the statement is no longer accurate.

**ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

We do not maintain any derivative instruments, interest rate swap arrangements, hedging contracts, futures contracts or the like. The Company's primary market risk exposure is the changes in interest rates obtainable on our revolving credit agreement. The interest on our revolving credit agreement is based on a variable rate. Based on the balance of the revolving credit facility at June 30, 2008, any change in the interest rate of 1% would yield a decrease or increase in annual interest expense of \$148,000.

**ITEM 4. CONTROLS AND PROCEDURES.****(a) Evaluation of Disclosure Controls and Procedures**

As of the end of the period covered by this report, the Company's Management completed an evaluation, under the supervision and with the participation of our principal executive officer and principal financial officer, of the effectiveness of our disclosure controls and procedures. Based on this evaluation, our principal executive officer and principal financial officer concluded (i) that our disclosure controls and procedures are designed to ensure that information required to be disclosed in the reports that we file or submit under the Securities Exchange Act of 1934 is recorded, processed, summarized and reported within the time periods specified in the SEC's rules and forms and that such information is accumulated and communicated to our management, including our principal executive officer and principal financial officer, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure (ii) that our disclosure controls and procedures are effective.

**(b) Changes in Internal Control**

There have been no changes in our internal control over financial reporting during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

**PART II OTHER INFORMATION****ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.**

The Company's annual meeting of shareholders was held on May 20, 2008. At the meeting, 11 directors were elected by a vote of holders of the Company's Common Shares, par value of \$.01 per share, as outlined in the Company's proxy statement. With respect to the election of directors, (a) proxies were solicited pursuant to Regulation 14A under the Securities Exchange Act of 1934, (b) there was no solicitation in opposition to management's nominees as listed in the proxy statement, and (c) all of such nominees were elected.

The election of such directors and the results of those votes were as follows:

	Votes For	Votes Withheld
Daniel C. Arnold	10,427,769	174,190
Christopher J. Reading	10,356,131	245,828
Lawrance W. McAfee	10,186,160	415,799
Mark J. Brookner	10,461,184	140,775
Bruce D. Broussard	10,462,376	139,583
Bernard A. Harris, Jr	10,494,871	107,088
Marlin W. Johnston	10,460,264	141,695
J. Livingston Kosberg	10,291,010	310,949
Jerald L. Pullins	10,494,871	107,088
Regg E. Swanson	10,461,184	140,775
Clayton K. Trier	10,461,926	140,033

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Also the Amended and Restated 1999 Employee Stock Option Plan ( 1999 Plan ) was approved. The amendment (i) increased the number of shares of common stock authorized for issuance under the 1999 Plan from 300,000 to 600,000, (ii) included directors as well as employees as eligible to participate in the 1999 Plan and (iii) provided for such other changes required or desirable by recent changes under applicable law and accounting rules. The approval was obtained with the following:

Votes For	Votes	Votes
8,159,865	Against	Abstaining
	1,017,551	5,823

Also, the appointment of Grant Thornton LLP as our independent registered public accounting firm for 2008 was ratified at the meeting with the following votes:

Votes For	Votes	Votes
10,593,204	Against	Abstaining
	4,845	3,910

**ITEM 6. EXHIBITS.**

**EXHIBIT**

NO.	DESCRIPTION
10.1*	First Amendment to Credit Agreement dated as of June 4, 2008 by and among U. S. Physical Therapy, Inc., a Nevada Corporation, the Lenders party hereto, and Bank of America, N. A., as Administrative Agent.
31.1*	Rule 13a-14(a)/15d-14(a) Certification of Chief Executive Officer
31.2*	Rule 13a-14(a)/15d-14(a) Certification of Chief Financial Officer
31.3*	Rule 13a-14(a)/15d-14(a) Certification of Corporate Controller
32*	Certification Pursuant to 18 U.S.C 1350, as Adopted Pursuant to Section 906 of the Sarbanes-Oxley Act of 2002

\* Filed herewith

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**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on our behalf by the undersigned thereunto duly authorized.

**U.S. PHYSICAL THERAPY, INC.**

Date: August 11, 2008

By: /s/ LAWRENCE W. MCAFEE  
Lawrance W. McAfee  
Chief Financial Officer  
(duly authorized officer and principal  
financial  
and accounting officer)

By: /s/ JON C. BATES  
Jon C. Bates  
Vice President/Corporate Controller

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