Emdeon Inc.
Form 10-Q
November 07, 2014

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d)

OF THE SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended September 30, 2014

Commission file number 1-34435

EMDEON INC.

(Exact Name of Registrant as Specified in its Charter)

Delaware	**20-5799664**
(State or Other Jurisdiction of	**(I.R.S. Employer**
Incorporation or Organization)	**Identification No.)**
3055 Lebanon Pike, Suite 1000	
Nashville, TN	**37214**
(Address of Principal Executive Offices)	**(Zip Code)**

(615) 932-3000

(Registrant s Telephone Number, Including Area Code)

Indicate by check mark whether the registrant: (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ¨ No x*

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes x No ¨

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large accelerated filer ¨ Accelerated filer ¨

Non-accelerated filer x (Do not check if a smaller reporting company) Smaller reporting company ¨

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act). Yes ¨ No x

Indicate the number of shares outstanding of each of the issuer s classes of common stock, as of the latest practicable date:

Class	Outstanding as of November 7, 2014
Common Stock, $0.01 par value	**100**

* The registrant is a voluntary filer of certain reports required to be filed by companies under Section 13 or 15(d) of the Securities and Exchange Act of 1934 and has filed all reports that would have been required to have been filed by the registrant during the preceding 12 months had it been subject to such filing requirements during the entirety of such period.

Emdeon Inc.

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PART I. FINANCIAL INFORMATION

ITEM 1. FINANCIAL STATEMENTS

Emdeon Inc.

Condensed Consolidated Balance Sheets

(unaudited and amounts in thousands, except share and per share amounts)

	September 30, 2014	December 31, 2013
ASSETS		
Current assets:		
Cash and cash equivalents	$ 23,927	$ 76,538
Accounts receivable, net of allowance for doubtful accounts of $4,310 and $3,856 at September 30, 2014 and December 31, 2013, respectively	231,950	214,247
Deferred income tax assets	16,974	6,317
Prepaid expenses and other current assets	33,085	27,019
Total current assets	305,936	324,121
Property and equipment, net	239,635	269,470
Goodwill	1,584,655	1,502,434
Intangible assets, net	1,530,775	1,632,688
Other assets, net	19,656	19,169
Total assets	$ 3,680,657	$ 3,747,882
LIABILITIES AND EQUITY		
Current liabilities:		
Accounts payable	$ 12,263	$ 8,367
Accrued expenses	143,807	131,149
Deferred revenues	10,233	10,881
Current portion of long-term debt	24,493	31,330
Total current liabilities	190,796	181,727
Long-term debt, excluding current portion	1,998,569	1,999,026
Deferred income tax liabilities	416,986	436,263
Tax receivable agreement obligations to related parties	159,716	150,496
Other long-term liabilities	13,576	11,824
Commitments and contingencies		
Equity:		
Common stock (par value, $.01), 100 shares authorized and outstanding at September 30, 2014 and December 31, 2013, respectively		
Additional paid-in capital	1,147,586	1,139,375
Accumulated other comprehensive income (loss)	(1,570)	(1,343)
Accumulated deficit	(245,002)	(169,486)
Total equity	901,014	968,546
Total liabilities and equity	$ 3,680,657	$ 3,747,882

See accompanying notes to unaudited condensed consolidated financial statements.

Emdeon Inc.

Condensed Consolidated Statements of Operations

(unaudited and amounts in thousands)

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Revenue	$ 341,608	$ 317,810	$ 996,973	$ 922,452
Costs and expenses:				
Cost of operations (exclusive of depreciation and amortization below)	202,305	191,695	597,843	563,146
Development and engineering	8,156	7,878	24,771	23,201
Sales, marketing, general and administrative	45,031	44,104	150,739	123,469
Depreciation and amortization	48,448	47,181	141,541	137,943
Accretion	4,452	7,112	9,220	18,712
Impairment of long-lived assets	3,114	25	82,689	1,887
Operating income (loss)	30,102	19,815	(9,830)	54,094
Interest expense, net	36,635	37,000	109,741	116,390
Loss on extinguishment of debt				23,160
Contingent consideration	1,976	1,879	3,646	1,879
Other		(2,925)	(3,968)	(2,925)
Income (loss) before income tax provision (benefit)	(8,509)	(16,139)	(119,249)	(84,410)
Income tax provision (benefit)	4,493	126	(43,733)	(26,422)
Net income (loss)	$ (13,002)	$ (16,265)	$ (75,516)	$ (57,988)

See accompanying notes to unaudited condensed consolidated financial statements.

Emdeon Inc.

Condensed Consolidated Statements of Comprehensive Income (Loss)

(unaudited and amounts in thousands)

	Three Months Ended September 30, 2014	Three Months Ended September 30, 2013	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Net income (loss)	$ (13,002)	$ (16,265)	$ (75,516)	$ (57,988)
Other comprehensive income (loss):				
Changes in fair value of interest rate swap, net of taxes	732	(1,064)	(127)	2,511
Foreign currency translation adjustment	(127)	35	(100)	(65)
Other comprehensive income (loss)	605	(1,029)	(227)	2,446
Total comprehensive income (loss)	$ (12,397)	$ (17,294)	$ (75,743)	$ (55,542)

See accompanying notes to unaudited condensed consolidated financial statements.

Emdeon Inc.

Condensed Consolidated Statements of Equity

(unaudited and amounts in thousands, except share amounts)

	Common Stock		Additional Paid-in	Retained Earnings	Accumulated Other Comprehensive Income	Total
	Shares	Amount	Capital	(Deficit)	(Loss)	Equity
Balance at January 1, 2013	100	$	$ 1,130,968	$ (95,028)	$ (3,789)	$ 1,032,151
Equity compensation expense			5,637			5,637
Repurchase of Parent common stock			(250)			(250)
Net income (loss)				(57,988)		(57,988)
Foreign currency translation adjustment					(65)	(65)
Change in fair value of interest rate swap, net of taxes					2,511	2,511
Balance at September 30, 2013	100	$	$ 1,136,355	$ (153,016)	$ (1,343)	$ 981,996
Balance at January 1, 2014	100	$	$ 1,139,375	$ (169,486)	$ (1,343)	$ 968,546
Equity compensation expense			5,914			5,914
Issuance of shares in connection with equity compensation plans, net of taxes			1,257			1,257
Repurchase of Parent common stock			(960)			(960)
Capital contribution from Parent			2,000			2,000
Net income (loss)				(75,516)		(75,516)
Foreign currency translation adjustment					(100)	(100)
Change in fair value of interest rate swap, net of taxes					(127)	(127)
Balance at September 30, 2014	100	$	$ 1,147,586	$ (245,002)	$ (1,570)	$ 901,014

See accompanying notes to unaudited condensed consolidated financial statements.

Emdeon Inc.

Condensed Consolidated Statements of Cash Flows

(unaudited and amounts in thousands)

	Nine Months Ended September 30, 2014	Nine Months Ended September 30, 2013
Operating activities		
Net income (loss)	$ (75,516)	$ (57,988)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation and amortization	141,541	137,943
Accretion	9,220	18,712
Equity compensation	5,914	5,637
Deferred income tax expense (benefit)	(44,886)	(27,884)
Amortization of debt discount and issuance costs	5,804	6,585
Contingent consideration	3,646	1,879
Gain on sale of cost method investment		(2,925)
Loss on extinguishment of debt		22,828
Impairment of long-lived assets	82,689	1,887
Other	(3,125)	(819)
Changes in operating assets and liabilities:		
Accounts receivable	(12,656)	(15,582)
Prepaid expenses and other	(4,490)	(1,804)
Accounts payable	644	685
Accrued expenses, deferred revenue and other liabilities	(375)	20,985
Tax receivable agreement obligations to related parties		(103)
Net cash provided by (used in) operating activities	108,410	110,036
Investing activities		
Purchases of property and equipment	(37,673)	(52,806)
Payments for acquisitions, net of cash acquired	(87,909)	(18,291)
Proceeds from sale of cost method investment	36	5,820
Other	(133)	
Net cash provided by (used in) investing activities	(125,679)	(65,277)
Financing activities		
Debt principal payments	(9,659)	(9,692)
Payment of debt assumed from acquisition	(23,262)	(218)
Proceeds from Revolving Facility	65,000	
Payments on Revolving Facility	(65,000)	
Payment of loan costs		(2,178)
Repayment of deferred financing arrangements	(4,717)	(2,103)
Repurchase of Parent common stock	(960)	(250)
Capital contribution from Parent	3,256	
Other		(518)
Net cash provided by (used in) financing activities	(35,342)	(14,959)
Net increase (decrease) in cash and cash equivalents	(52,611)	29,800
Cash and cash equivalents at beginning of period	76,538	31,763

Cash and cash equivalents at end of period	$	23,927	$	61,563

See accompanying notes to unaudited condensed consolidated financial statements.

Emdeon Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

1. Nature of Business and Organization

Nature of Business

Emdeon Inc. (the Company), through its subsidiaries, is a provider of revenue and payment cycle management and clinical information exchange solutions, connecting payers, providers, pharmacies and patients of the United States healthcare system. The Company s product and service offerings integrate and automate key business and administrative functions for healthcare payers, providers and pharmacies throughout the patient encounter, including pre-care patient eligibility and benefits verification and enrollment, clinical information exchange, claims management and adjudication, payment integrity, payment distribution, payment posting and denial management and patient billing and payment processing.

Organization

The Company was formed as a Delaware limited liability company in September 2006 and converted into a Delaware corporation in September 2008 in anticipation of the Company s August 2009 initial public offering (the IPO). On November 2, 2011, pursuant to an Agreement and Plan of Merger among the Company, Beagle Parent Corp. (Parent) and Beagle Acquisition Corp. (Merger Sub), Merger Sub merged with and into the Company with the Company surviving the merger (the Merger). Subsequent to the Merger, the Company became an indirect wholly-owned subsidiary of Parent, which is controlled by affiliates of The Blackstone Group L.P. (Blackstone).

2. Basis of Presentation

Principles of Consolidation

The accompanying unaudited condensed consolidated financial statements have been prepared in accordance with United States generally accepted accounting principles (GAAP) for interim financial information and with the instructions to Form 10-Q and Rule 10-01 of Regulation S-X of the Securities and Exchange Commission (SEC) Guidelines, Rules and Regulations (Regulation S-X) and, in the opinion of management, reflect all normal recurring adjustments necessary for a fair presentation of results for the unaudited interim periods presented. Certain information and footnote disclosures normally included in financial statements prepared in accordance with GAAP have been condensed or omitted. The results of operations for the interim period are not necessarily indicative of the results to be obtained for the full fiscal year. All material intercompany accounts and transactions have been eliminated in the unaudited condensed consolidated financial statements.

Reclassifications

Certain reclassifications have been made to the prior period financial statements to conform to the current period presentation. The Company changed the classification of rebate payments to its channel partners from cost of operations to a reduction of revenue to the extent that such rebate payments for any given channel partner were less than or equal to revenue otherwise earned from the respective channel partner. To conform to the current period presentation, rebate payments to channel partners resulted in a reduction of revenue of $6,096 and $18,641 for the three and nine months ended September 30, 2013, respectively.

Accounting Estimates

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The Company bases its estimates on historical experience, current business factors and various other assumptions that the Company believes are necessary to consider in order to form a basis for making judgments about the carrying values of assets and liabilities, the recorded amounts of revenue and expenses and disclosure of contingent assets and liabilities. The Company is subject to uncertainties such as the impact of future events, economic, environmental and political factors and changes in the Company s business environment; therefore, actual results could differ materially from these estimates. Accordingly, the accounting estimates used in the preparation of the Company s financial statements will change as new events occur, as more experience is acquired, as additional information is obtained and as the Company s operating environment changes. Changes in estimates are made when circumstances warrant. Such changes in estimates and refinements in estimation methodologies are reflected in the reported results of operations; and if material, the effects of changes in estimates are disclosed in the notes to the consolidated financial statements. Estimates and assumptions by management affect: the allowance for doubtful

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Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

accounts; the fair value assigned to assets acquired and liabilities assumed in business combinations; tax receivable agreement obligations; the fair value of interest rate swap obligations; contingent consideration; loss accruals; the carrying value of long-lived assets (including goodwill and intangible assets); the amortization period of long-lived assets (excluding goodwill); the carrying value, capitalization and amortization of software development costs; the provision and benefit for income taxes and related deferred tax accounts; certain accrued expenses; revenue recognition; contingencies; and the value attributed to equity awards.

During the three months ended September 30, 2014, the Company recognized a change in estimate related to its accounts receivable, the effect of which reduced revenue and increased pretax loss by $4,098.

Recent Accounting Pronouncements

In April 2014, the Financial Accounting Standards Board (FASB) issued Accounting Standards Update (ASU) No. 2014-08, which changes the requirements for reporting discontinued operations. Following adoption of this update, discontinued operations generally will be reported for the disposal by sale or otherwise of a component or a group of components that represents a strategic shift that has or will have a major effect on an entity s operations and financial results. This update is effective for fiscal years and interim periods beginning in those years after December 15, 2014, with early adoption permitted. The Company does not expect the adoption of this update to have a material effect on its consolidated financial statements.

In May 2014, the FASB issued ASU No. 2014-09, which replaces most prior general and industry specific revenue recognition guidance with a principles-based comprehensive revenue recognition framework. Under this revised framework, a company will recognize revenue to depict the transfer of promised goods and services to customers in an amount that reflects the consideration to which the company expects to be entitled in exchange for those goods and services. This update is effective for fiscal years and interim periods beginning in those years after December 15, 2016. Early adoption is not permitted. Upon adoption, a company may elect to either retrospectively restate each prior reporting period or reflect the cumulative effect of initially applying the update with an adjustment to retained earnings. The Company is currently assessing the potential effects this update may have on its consolidated financial statements.

In June 2014, the FASB issued ASU No. 2014-12, which clarifies, in the context of share-based payment awards, that a performance target that affects vesting and could be achieved after the requisite service period has been rendered should be treated as a performance condition. Prior to this update, because there was no explicit guidance, there was diversity in practice among companies. This update is effective for fiscal years and interim periods within those years beginning after December 15, 2015, with early adoption permitted. The Company does not expect the adoption of this update to have a material effect on its consolidated financial statements.

3. Concentration of Credit Risk

The Company s revenue is primarily generated in the United States. Changes in economic conditions, government regulations or demographic trends, among other matters, in the United States could adversely affect the Company s revenue and results of operations.

The Company maintains its cash and cash equivalent balances in either insured depository accounts or money market mutual funds. The money market mutual funds are limited to investments in low-risk securities such as United States or government agency obligations, or repurchase agreements secured by such securities.

4. Business Combinations

In July 2014, the Company acquired all of the equity interests of Capario, Inc. (Capario), a technology-enabled provider of revenue cycle management solutions.

In February 2014, the Company acquired all of the equity interests of Vieosoft, Inc. (Vieosoft), a development stage enterprise.

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In June 2013, the Company acquired all of the equity interests of Goold Health Systems (Goold), a technology-enabled provider of pharmacy benefit and related services primarily to state Medicaid agencies across the nation.

The following table summarizes certain information related to these acquisitions. The preliminary values of the consideration transferred, assets acquired and liabilities assumed in the Capario acquisition, including related tax effects, are subject to receipt of a final valuation and a final working capital settlement.

	Capario	Vieosoft	Goold
Total Consideration Fair Value at Acquisition Date:			
Cash paid at closing	$ 89,422	$ 800	$ 19,391
Contingent consideration		6,015	5,553
Other	(227)		(5)
	$ 89,195	$ 6,815	$ 24,939
Allocation of the Consideration Transferred:			
Cash	$ 2,292	$ 21	$ 1,101
Accounts receivable	5,046		3,435
Deferred income tax assets	275		
Prepaid expenses and other current assets	1,112		647
Property and equipment	9,580		7,695
Identifiable intangible assets:			
Tradename	900		
Noncompetition agreements	2,740	1,320	280
Customer relationships	38,510		5,160
Backlog and other		2,060	460
Goodwill	76,062	6,159	14,300
Accounts payable	(2,020)		(541)
Accrued expenses	(9,068)	(194)	(2,076)
Deferred revenues			(101)
Current maturities of long-term debt	(2,600)	(1,877)	(218)
Deferred income tax liabilities	(14,642)	(674)	(5,203)
Long-term debt	(18,785)		
Other long-term liabilities	(207)		
Total consideration transferred	$ 89,195	$ 6,815	$ 24,939
Acquisition costs in sales, marketing, general and administrative expense:			
For the three months ended September 30, 2014	$ 234	$	$
For the three months ended September 30, 2013	$	$	$ 18
For the nine months ended September 30, 2014	$ 862	$ 111	$
For the nine months ended September 30, 2013	$	$	$ 280

Emdeon Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

	Capario	Vieosoft	Goold
Other Information:			
Gross contractual accounts receivable	$ 5,112	$	$ 3,435
Amount not expected to be collected	$ 66	$	$
Goodwill expected to be deductible for tax purposes	$	$	$
Contingent Consideration Information:			
Contingent consideration range	N/A	$ 0 - $43,104	$ 0 - 15,000
Measurement period		February 12, 2014 to December 31, 2017	July 1, 2013 to September 30, 2014
Basis of measurement	N/A	Milestone achievement, revenue performance	Award of contracts with annual revenue exceeding targeted amount
Type of measurement	N/A	Level 3	Level 3
Key assumptions at the acquisition date:			
Probability of achieving milestone objectives	N/A	90%	N/A
Probability of achieving minimum gross profit margin	N/A	5% for 2015 - 90% for 2017	N/A
Probability of winning new contracts	N/A	N/A	10%-50%
Probability of retaining contracts that expire during the measurement period	N/A	N/A	90%
Range of baseline revenue retention for existing customers	N/A	N/A	75%-125%
Expected payment date(s)	N/A	2015-2017	12/15/2014
Discount rate(s)	N/A	5.2% to 53.2%	15.4%
Increase (decrease) to net loss:			
For the three months ended September 30, 2014	N/A	$ 647	$ 1,329
For the nine months ended September 30, 2014	N/A	$ 1,305	$ 2,341
For the three months ended September 30, 2013	N/A	N/A	$ 1,879
For the nine months ended September 30, 2013	N/A	N/A	$ 1,879

The Company generally recognizes goodwill attributable to the assembled workforce and expected synergies among the operations of acquired entities and the Company s existing operations. In the case of the Company s acquisitions of operating companies, synergies generally have resulted from the elimination of duplicative facilities and personnel costs and cross selling opportunities among the Company s existing customer base.

Goodwill is generally deductible for federal income tax purposes when a business combination is treated as an asset purchase. Goodwill is generally not deductible for federal income tax purposes when the business combination is treated as a stock purchase.

5. Goodwill and Intangible Assets

Goodwill activity during the nine months ended September 30, 2014 was as follows:

	Payer	Provider	Pharmacy	All Other	Total
Balance at December 31, 2013	$ 827,455	$ 401,845	$ 160,561	$ 112,573	$ 1,502,434
Acquisitions	18,792	34,211	6,159	23,059	82,221

Balance at September 30, 2014	$ 846,247	$ 436,056	$ 166,720	$ 135,632	$ 1,584,655

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Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

Intangible assets subject to amortization as of September 30, 2014 consisted of the following:

	Weighted Average Remaining Life	Gross Carrying Amount	Accumulated Amortization	Net
Customer relationships	16.2	$ 1,602,232	$ (232,575)	$ 1,369,657
Trade names	16.2	157,430	(23,235)	134,195
Non-compete agreements	2.2	17,140	(8,260)	8,880
Data sublicense agreement	3.0	31,000	(15,275)	15,725
Other	6.0	2,653	(335)	2,318
Total		$ 1,810,455	$ (279,680)	$ 1,530,775

Amortization expense was $75,286 and $78,140 for the nine months ended September 30, 2014 and 2013, respectively. Aggregate future amortization expense for intangible assets is estimated to be:

2014 (remainder)	$ 25,574
2015	101,888
2016	101,301
2017	97,399
2018	92,788
Thereafter	1,111,825
	$ 1,530,775

During the nine months ended September 30, 2014, the Company recognized an impairment charge related to the pending partial loss of a customer contract. See Note 8 to the unaudited condensed consolidated financial statements included in Item 1 of this Quarterly Report.

6. Long-Term Debt

In November 2011, the Company entered into a credit agreement which was comprised of a senior secured term loan facility (the Term Loan Facility), a revolving credit facility (the Revolving Facility ; together with the Term Loan Facility, the Senior Credit Facilities), 11% senior notes due 2019 (the 2019 Notes) and 11.25% senior notes due 2020 (the 2020 Notes ; together with the 2019 Notes, the Senior Notes).

Emdeon Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

Long-term debt as of September 30, 2014 and December 31, 2013, consisted of the following:

	September 30, 2014	December 31, 2013
Senior Credit Facilities		
$1,301 million Senior Secured Term Loan facility, due November 2, 2018, net of unamortized discount of $13,520 and $15,826 at September 30, 2014 and December 31, 2013, respectively (effective interest rate of 4.21%)	$ 1,255,092	$ 1,262,445
$125 million Senior Secured Revolving Credit facility, expiring on November 2, 2016 and bearing interest at a variable base rate plus a spread rate		
Senior Notes		
$375 million 11% Senior Notes due December 31, 2019, net of unamortized discount of $6,966 and $7,664 at September 30, 2014 and December 31, 2013, respectively (effective interest rate of 11.53%)	368,034	367,336
$375 million 11.25% Senior Notes due December 31, 2020, net of unamortized discount of $8,868 and $9,560 at September 30, 2014 and December 31, 2013, respectively (effective interest rate of 11.86%)	366,132	365,440
Obligation under data sublicense agreement	22,543	22,543
Other	11,261	12,592
Less current portion	(24,493)	(31,330)
Long-term debt	$ 1,998,569	$ 1,999,026

Senior Credit Facilities

The credit agreement governing the Senior Credit Facilities (the Senior Credit Agreement) provides that, subject to certain conditions, the Company may request additional tranches of term loans, increase commitments under the Revolving Facility or the Term Loan Facility or add one or more incremental revolving credit facility tranches (provided that the revolving credit commitments outstanding at any time have no more than three different maturity dates) in an aggregate amount not to exceed (a) $300,000 plus (b) an unlimited amount at any time, subject to compliance on a pro forma basis with a first lien net leverage ratio of no greater than 4.00:1.00. Availability of such additional tranches of term loans or revolving credit facilities and/or increased commitments is subject to, among other conditions, the absence of any default under the Senior Credit Agreement and the receipt of commitments by existing or additional financial institutions. Proceeds of the Revolving Facility, including up to $30,000 in the form of borrowings on same-day notice, referred to as swingline loans, and up to $50,000 in the form of letters of credits, are available to provide financing for working capital and general corporate purposes.

Borrowings under the Senior Credit Facilities bear interest at an annual rate equal to an applicable margin plus, at the Company s option, either (a) a base rate determined by reference to the highest of (i) the applicable prime rate, (ii) the federal funds rate plus 0.50% and (iii) a LIBOR rate determined by reference to the costs of funds for United States dollar deposits for an interest period of one month, adjusted for certain additional costs, plus 1.00%, which base rate, in the case of the Term Loan Facility only, shall be no less than 2.25%, or (b) a LIBOR rate determined by reference to the costs of funds for United States dollar deposits for the interest period relevant to such borrowing, adjusted for certain additional costs, which, in the case of the Term Loan Facility only, shall be no less than 1.25%.

In April 2012, the Company amended the Senior Credit Agreement to reprice the Senior Credit Facilities and borrow $80,000 of additional term loans. Following this amendment, the LIBOR-based interest rate on the Term Loan Facility was LIBOR plus 3.75%, compared to the previous interest rate of LIBOR plus 5.50%. The new LIBOR-based interest rate on the Revolving Facility was LIBOR plus 3.50% (with a potential step-down to LIBOR plus 3.25% based on the Company s first lien net leverage ratio), compared to the previous interest rate of LIBOR plus 5.25% (with a potential step-down to LIBOR plus 5.00% based on the Company s first lien net leverage ratio).

In April 2013, the Company again amended the Senior Credit Agreement to further reprice, and also to modify certain financial covenants under, the Senior Credit Facilities. Following this amendment, the interest rate on the Term Loan Facility is LIBOR plus 2.50%, compared to the

previous interest rate of LIBOR plus 3.75%. The new interest rate on the Revolving Facility is LIBOR plus

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Notes to Condensed Consolidated Financial Statements

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2.50%, compared to the previous interest rate of LIBOR plus 3.50% (or 3.25% based on a specified first lien net leverage ratio). The Term Loan Facility remains subject to a LIBOR floor of 1.25%, and there continues to be no LIBOR floor on the Revolving Facility. In connection with the April 2013 repricing, the Senior Credit Agreement also was amended to, among other things, eliminate the financial covenant related to the consolidated cash interest coverage ratio and modify the financial covenant related to the net leverage test by maintaining the required first lien net leverage ratio at 5.35 to 1.00 for the remaining term of the Senior Credit Facilities.

These amendments to the Senior Credit Agreement resulted in a loss on extinguishment of debt of $23,160 and other expenses related to fees paid to third parties of $1,151 for the nine months ended September 30, 2013, which have been reflected within sales, marketing, general and administrative expense in the accompanying consolidated statements of operations.

In addition to paying interest on outstanding principal under the Senior Credit Facilities, the Company is required to pay customary agency fees, letter of credit fees and a 0.50% commitment fee in respect of the unutilized commitments under the Revolving Facility.

The Senior Credit Agreement requires that the Company prepay outstanding loans under the Term Loan Facility, subject to certain exceptions, with (a) 100% of the net cash proceeds of any incurrence of debt other than debt permitted under the Senior Credit Agreement, (b) commencing with the fiscal year ended December 31, 2012, 50% (which percentage will be reduced to 25% and 0% based on the Company s first lien net leverage ratio) of the Company s annual excess cash flow and (c) 100% of the net cash proceeds of certain asset sales and casualty and condemnation events, subject to reinvestment rights and certain other exceptions.

The Company generally may voluntarily prepay outstanding loans under the Senior Credit Facilities at any time without premium or penalty other than breakage costs with respect to LIBOR loans.

The Company is required to make quarterly payments equal to 0.25% of the aggregate principal amount of the loans under the Term Loan Facility, with the balance due and payable on November 2, 2018. Any principal amount outstanding under the Revolving Facility is due and payable on November 2, 2016.

Certain of the Company s United States wholly-owned restricted subsidiaries, together with the Company, are co-borrowers and jointly and severally liable for all obligations under the Senior Credit Facilities. Such obligations of the co-borrowers are unconditionally guaranteed by Beagle Intermediate Holdings, Inc. (a direct wholly-owned subsidiary of Parent), the Company and each of its existing and future United States wholly-owned restricted subsidiaries (with certain exceptions including immaterial subsidiaries). These obligations are secured by a perfected security interest in substantially all of the assets of the co-borrowers and guarantors now owned or later acquired, including a pledge of all of the capital stock of the Company and its United States wholly-owned restricted subsidiaries and 65% of the capital stock of its foreign restricted subsidiaries, subject in each case to the exclusion of certain assets and additional exceptions.

The Senior Credit Agreement requires the Company to comply with a maximum first lien net leverage ratio financial maintenance covenant, to be tested on the last day of each fiscal quarter. A breach of the first lien net leverage ratio covenant is subject to certain equity cure rights. In addition, the Senior Credit Facilities contain a number of negative covenants that, among other things and subject to certain exceptions, restrict the Company s ability and the ability of its subsidiaries to:

- incur additional indebtedness or guarantees;
- incur liens;
- make investments, loans and acquisitions;

consolidate or merge;

sell assets, including capital stock of subsidiaries;

pay dividends on capital stock or redeem, repurchase or retire capital stock of the Company or any restricted subsidiary, subject to customary covenants, including compliance with leverage ratios and subject to limitation based on net income generated during the term of the Senior Credit Agreement;

alter the business of the Company;

amend, prepay, redeem or purchase subordinated debt;

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- engage in transactions with affiliates; and

- enter into agreements limiting dividends and distributions of certain subsidiaries.

The Senior Credit Agreement also contains certain customary representations and warranties, affirmative covenants and provisions relating to events of default (including upon change of control).

As of September 30, 2014, the Company believes it was in compliance with all of the applicable debt covenants under the Senior Credit Agreement.

Senior Notes

The 2019 Notes bear interest at an annual rate of 11.00% with interest payable semi-annually on June 30 and December 31 of each year. The 2019 Notes mature on December 31, 2019. The 2020 Notes bear interest at an annual rate of 11.25% with interest payable quarterly on March 31, June 30, September 30 and December 31 of each year. The 2020 Notes mature on December 31, 2020.

The Company may redeem the 2019 Notes, the 2020 Notes or both, in whole or in part, at any time on or after December 31, 2015 at the applicable redemption price, plus accrued and unpaid interest. In addition, at any time prior to December 31, 2014, the Company may, at its option and on one or more occasions, redeem up to 35% of the aggregate principal amount of the 2019 Notes or the 2020 Notes, at a redemption price equal to 100% of the aggregate principal amount, plus a premium equal to the stated interest rate on the 2019 Notes or the 2020 Notes, respectively, plus accrued and unpaid interest with the net cash proceeds of certain equity offerings; provided that at least 50% of the sum of the aggregate principal amount of the 2019 Notes or 2020 Notes, respectively, originally issued (including any additional notes) remain outstanding immediately after such redemption and the redemption occurs within 180 days of the equity offering. At any time prior to December 31, 2015, the Company may redeem the 2019 Notes, the 2020 Notes or both, in whole or in part, at its option and on one or more occasions, at a redemption price equal to 100% of the principal amount, plus an applicable premium and accrued and unpaid interest. If the Company experiences specific kinds of changes in control, it must offer to purchase the Senior Notes at a purchase price equal to 101% of the principal amount, plus accrued and unpaid interest.

The Senior Notes are senior unsecured obligations and rank equally in right of payment with all of the Company s existing and future indebtedness and senior in right of payment to all of its existing and future subordinated indebtedness. The Company s obligations under the Senior Notes are guaranteed on a senior basis by all of its existing and subsequently acquired or organized wholly-owned United States restricted subsidiaries that guarantee the Senior Credit Facilities or its other indebtedness or indebtedness of any affiliate guarantor. The Senior Notes and the related guarantees are effectively subordinated to the Company s existing and future secured obligations and that of its affiliate guarantors to the extent of the value of the collateral securing such obligations, and are structurally subordinated to all existing and future indebtedness and other liabilities of any of the Company s subsidiaries that do not guarantee the Senior Notes.

The indentures governing the Senior Notes (the Indentures) contain customary covenants that restrict the ability of the Company and its restricted subsidiaries to:

- pay dividends on their capital stock or redeem, repurchase or retire their capital stock, subject to customary covenants, including compliance with a fixed charge coverage ratio and subject to limitation based on net income generated during the term of the Indentures;

- incur additional indebtedness or issue certain capital stock;

- incur certain liens;
- make investments, loans, advances and acquisitions;
- consolidate, merge or transfer all or substantially all of their assets and the assets of their subsidiaries;
- prepay subordinated debt;
- engage in certain transactions with affiliates; and
- enter into agreements restricting the subsidiaries ability to pay dividends.

The Indentures also contain certain customary affirmative covenants and events of default.

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As of September 30, 2014, the Company believes it was in compliance with all of the applicable debt covenants under the Senior Notes.

Obligation Under Data Sublicense Agreement

In October 2009 and April 2010, the Company acquired certain additional rights to specified uses of its data from the former owner of the Company s business in order to broaden the Company s ability to pursue business intelligence and data analytics solutions for payers and providers. The Company previously licensed exclusive rights to this data to the former owner of the Company s business. In connection with these data rights acquisitions, the Company recorded amortizable intangible assets and corresponding obligations at inception based on the present value of the scheduled annual payments through 2018, which totaled $65,000 in the aggregate (approximately $30,000 remained payable at September 30, 2014). In connection with the Merger, the Company was required to adjust this obligation to its fair value.

Other

From time to time, the Company enters into deferred financing arrangements with certain vendors. The obligations under such arrangements are recorded at the present value of the scheduled payments. Such future payments totaled $12,081 at September 30, 2014.

7. Interest Rate Swap

Risk Management Objective of Using Derivatives

The Company is exposed to certain risks arising from both its business operations and economic conditions. The Company principally manages its exposures to a wide variety of business and operational risks through management of its core business activities. The Company manages economic risks, including interest rate, liquidity and credit risk, primarily by managing the amount, sources and duration of its debt funding and the use of derivative financial instruments. Specifically, the Company enters into derivative financial instruments to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. The Company s derivative financial instruments are used to manage differences in the amount, timing and duration of the Company s known or expected cash receipts and its known or expected cash payments principally related to the Company s borrowings.

Cash Flow Hedges of Interest Rate Risk

The Company s objectives in using interest rate derivatives are to add stability to interest expense and to manage its exposure to interest rate movements. To accomplish this objective, the Company primarily uses interest rate swaps as part of its interest rate risk management strategy. During the three and nine months ended September 30, 2014, such derivatives were used to hedge the variable cash flows associated with existing variable-rate debt pursuant to the Term Loan Facility. As of September 30, 2014, the Company had three outstanding interest rate derivatives with a combined notional amount of $640,000 that were designated as cash flow hedges of interest rate risk.

The effective portion of changes in the fair value of derivatives designated and that qualify as cash flow hedges is recorded in accumulated other comprehensive income and is subsequently reclassified into earnings in the period that the hedged forecasted transaction affects earnings. The ineffective portion of the change in fair value of the derivatives is recognized directly in earnings. Amounts reported in accumulated other comprehensive income related to derivatives will be reclassified to interest expense as interest payments are made on the Company s variable-rate debt. During the next twelve months, the Company estimates that an additional $2,570 will be reclassified as an increase to interest expense.

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The following table summarizes the fair value of the Company s derivative instruments at September 30, 2014 and December 31, 2013:

		Fair Values of Derivative Instruments Asset (Liability) Derivatives	
	Balance Sheet Location	**September 30, 2014**	**December 31, 2013**
Derivatives designated as hedging instruments:			
Interest rate swaps	Other assets	$ 679	$ 899
Interest rate swaps	Accrued expenses	(2,570)	(2,575)
		$ (1,891)	$ (1,676)

Tabular Disclosure of the Effect of Derivative Instruments on the Statement of Operations

The effect of the derivative instruments on the accompanying unaudited condensed consolidated statements of operations for the three and nine months ended September 30, 2014 and 2013, respectively, is summarized in the following table:

	Three Months Ended September 30,		Nine Months Ended September 30,	
	2014	**2013**	**2014**	**2013**
Derivatives in Cash Flow Hedging Relationships				
Gain/ (loss) related to effective portion of derivative recognized in other comprehensive loss	$ 595	$ (2,305)	$ (2,150)	$ 2,096
Gain/ (loss) related to effective portion of derivative reclassified from accumulated other comprehensive loss to interest expense	$ (652)	$ (652)	$ (1,935)	$ (1,935)

Credit Risk-related Contingent Features

The Company has agreements with each of its derivative counterparties that contain a provision where if the Company defaults on any of its indebtedness, including default where repayment of the indebtedness has not been accelerated by the lender, then the Company also could be declared in default on its derivative obligations.

As of September 30, 2014, the termination value of derivatives in a net liability position, which includes accrued interest but excludes any adjustment for nonperformance risk, related to these agreements was $2,595. If the Company had breached any of these provisions at September 30, 2014, the Company could have been required to settle its obligations under the agreements at this termination value. The Company does not offset any derivative instruments and the derivative instruments are not subject to collateral posting requirements.

8. Fair Value Measurements

Assets and Liabilities Measured at Fair Value on a Recurring Basis

The Company s assets and liabilities that are measured at fair value on a recurring basis consist of the Company s derivative financial instruments and contingent consideration associated with business combinations. The table below summarizes these items as of September 30, 2014, aggregated by the level in the fair value hierarchy within which those measurements fall.

Description	Balance at September 30, 2014	Quoted in Markets Identical (Level 1)	Significant Other Observable Inputs (Level 2)	Significant Unobservable Inputs (Level 3)
Interest rate swaps	$ (1,891)	$	$ (1,891)	$
Contingent consideration obligations	(15,145)			(15,145)
Total	$ (17,036)	$	$ (1,891)	$ (15,145)

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The valuation of the Company s derivative financial instruments is determined using widely accepted valuation techniques, including discounted cash flow analysis on the expected cash flows of each derivative. This analysis reflects the contractual terms of the derivative, including the period to maturity, and uses observable market-based inputs, including interest rate curves. The fair value of the interest rate swaps are determined using the market standard methodology of netting the discounted future fixed cash payments (or receipts) and the discounted expected variable cash receipts (or payments) using the overnight index swap rate as the discount rate.

The Company incorporates credit valuation adjustments to appropriately reflect both its own nonperformance risk and the respective counterparty s nonperformance risk in the fair value measurements. In adjusting the fair value of its derivative contracts for the effect of nonperformance risk, the Company has considered the impact of netting and any applicable credit enhancements and measures the credit risk of its derivative financial instruments that are subject to master netting agreements on a net basis by counterparty portfolio.

Although the Company has determined that the majority of the inputs used to value its derivatives fall within Level 2 of the fair value hierarchy, the credit valuation adjustments associated with its derivatives utilize Level 3 inputs to evaluate the likelihood of default by itself and by its counterparties. As of September 30, 2014, the Company determined that the credit valuation adjustments are not significant to the overall valuation of its derivatives. As a result, the Company determined that its derivative valuations in their entirety are classified in Level 2 of the fair value hierarchy.

The valuation of the Company s contingent consideration obligations is estimated as the present value of total expected contingent consideration payments which are determined using a Monte Carlo simulation. This analysis reflects the contractual terms of the purchase agreements and utilizes assumptions with regard to future sales, probabilities of achieving such future sales, the likelihood and timing of expected payments and a discount rate. Significant increases with respect to assumptions as to future sales and probabilities of achieving such future sales would result in a higher fair value measurement, while an increase in the discount rate would result in a lower fair value measurement.

The table below presents a reconciliation of the fair value of the liabilities that use significant unobservable inputs (Level 3).

	Three Months Ended September 30,		**Nine Months Ended September 30,**	
	2014	**2013**	**2014**	**2013**
Balance at beginning of period	$ (13,169)	$ (5,887)	$ (5,484)	$ (296)
Adjustment of provisional amounts		223		
Issuance of contingent consideration			(6,015)	(5,495)
Settlement of contingent consideration		105		232
Total changes included in contingent consideration	(1,976)	(1,879)	(3,646)	(1,879)
Balance at end of period	$ (15,145)	$ (7,438)	$ (15,145)	$ (7,438)

Assets and Liabilities Measured at Fair Value on a Non-recurring Basis

During the nine months ended September 30, 2014, the Company s pharmacy services segment received notice that its existing contract with a customer would not be renewed in full upon its expiration. As a result, the Company abandoned a customer related project that was under development and assessed the recoverability of the net assets included in the relevant asset group. The Company recognized an impairment charge to write off the abandoned project and to adjust the carrying value of the asset group to its fair value. This latter impairment charge was generally allocated to the affected long-lived assets on a pro rata basis. Additionally, the Company abandoned certain pharmacy services and provider services segment development projects in connection with execution of certain strategic initiatives during the nine months ended September 30, 2014.

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The following table summarizes the affected financial statement captions, the allocation of the impairment charges among those captions and provides certain quantitative information associated with the required fair value measurements.

	Range of Inputs	Fair Value	Impairment
Long-lived assets to be held and used			
Relevant asset group	N/A	$ 13,066	$ 73,220
Balance sheet account:			
Customer relationships	N/A	N/A	$ 72,290
Property and equipment	N/A	N/A	$ 930
Unobservable inputs (discounted cash flow method):			
Probability of contract extension	80%	N/A	N/A
Probability of new contract execution	20%-90%	N/A	N/A
Expected annual revenue range	$ 3,080-$3,590	N/A	N/A
Risk free interest rate	1.6%	N/A	N/A
Long-lived assets to be disposed of			
Property and Equipment	N/A	$	$ 8,848

Assets and Liabilities Measured at Fair Value upon Initial Recognition

The carrying amount and the estimated fair value of financial instruments held by the Company as of September 30, 2014 were:

	Carrying Amount	Fair Value
Cash and cash equivalents	$ 23,927	$ 23,927
Accounts receivable	$ 231,950	$ 231,950
Senior Credit Facilities (Level 1)	$ 1,255,092	$ 1,255,926
Senior Notes (Level 2)	$ 734,166	$ 830,861

The carrying amounts of cash equivalents and accounts receivable approximate fair value because of their short-term maturities. The fair value of long-term debt is based upon market quotes and trades by investors in partial interests of these instruments.

9. Legal Proceedings

The Company finalized and paid $8,000 related to the settlement of a vendor fee dispute during the three months ended September 30, 2014, with $500 and $3,000 of this amount recognized within sales, general, marketing and administrative expense during the three and nine months ended September 30, 2014, respectively.

Additionally, in the normal course of business, the Company is involved in various claims and legal proceedings. While the ultimate resolution of these matters has yet to be determined, the Company does not believe that their outcomes will have a material adverse effect on the Company s consolidated financial position, results of operations or liquidity.

10. Income Taxes

In January 2014, the Company effected a change in the tax status of EBS Master LLC (EBS Master) from a partnership to a corporation. Prior to the tax status change, the Company recognized a deferred tax liability for the difference in the book and tax basis of its investment in EBS Master (i.e. outside basis). Following the tax status change, the Company s deferred tax balances reflect the differences in the book and tax bases of the individual assets and liabilities included in the corporation. In addition, as a result of the change in tax status, the Company was required to revise the apportionment of its income taxes among various state taxing jurisdictions.

Income taxes were also affected by the establishment of a valuation allowance related to state deferred tax assets for three of the Company s subsidiaries.

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After giving effect to this change in tax status and these other items, income taxes for the nine months ended September 30, 2014 amounted to an income tax benefit of $43,733 and an effective tax rate of 36.7%. The income tax benefit for the nine months ended September 30, 2013, which does not reflect the change in tax status, was $26,422 and resulted in an effective tax rate of 31.3%.

11. Tax Receivable Agreement Obligation to Related Parties

In connection with the IPO, the Company entered into tax receivable agreements which obligated the Company to make payments to certain current and former owners of the Company, including affiliates of Hellman and Friedman (H&F) and certain members of management, equal to 85% of the applicable cash savings that the Company realizes as a result of tax attributes arising from certain previous transactions. The Company will retain the benefit of the remaining 15% of these tax savings.

In November 2011, H&F and certain current and former members of management exchanged all of their remaining EBS Master Units (EBS Units) for cash and a combination of cash and shares of Parent, respectively, and the former majority owner of the Company assigned its rights under the tax receivable agreements to affiliates of Blackstone (Blackstone, together with H&F and certain current and former members of management are sometimes referred to collectively as the TRA Members). Additionally, effective December 31, 2011, the Company simplified its corporate structure. The tax attributes of the exchange of EBS Units and corporate restructuring are expected to provide the Company with additional cash savings, 85% of which are payable to the TRA Members. Collectively, the Company expects the tax attributes of the above referenced events to result in cumulative payments under the tax receivable agreements of approximately $352,521. $160,690 of this amount, which reflected the initial fair value of the tax receivable agreement obligations plus recognized accretion, was reflected as an obligation on the accompanying unaudited condensed consolidated balance sheet at September 30, 2014.

During the nine months ended September 30, 2014, the Company changed its estimate of the timing and amount of future cash flows attributable to the tax receivable agreements as a result of the effective tax rate change resulting from the change in tax status of EBS Master from a partnership to a corporation and the acquisitions of Vieosoft and Capario. These revised estimates resulted in a decrease to pretax net loss of $5,756 for the nine months ended September 30, 2014.

12. Segment Reporting

Effective January 1, 2014, the Company completed an internal reorganization of its reporting structure which resulted in a change in the composition of its operating segments. Additionally, the Company periodically makes other changes to the composition of its operating segments. Prior period segment information is restated to reflect the organizational structure and any other changes made.

Management views the Company s operating results in three reportable segments: (a) payer services, (b) provider services and (c) pharmacy services. Listed below are the results of operations for each of the reportable segments. In addition to these reportable segments, the Company reports financial information for two additional operating segments that is presented on an aggregate basis. This information is reflected in the manner utilized by management to make operating decisions, assess performance and allocate resources. Segment assets are not presented to management for purposes of operational decision making, and therefore are not included in the accompanying tables. The accounting policies of the operating segments are the same as those described in the summary of significant accounting policies in the notes to the Company s audited consolidated financial statements included in the Annual Report on Form 10-K for the year ended December 31, 2013 as filed with the SEC.

Payer Services Segment

The payer services segment provides payment cycle solutions that simplify the administration of healthcare related to insurance eligibility and benefit verification, claims management, payment integrity and payment distribution. Additionally, the payer services segment provides patient billing and payment and consulting services.

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Provider Services Segment

The provider services segment provides revenue cycle management solutions, government program eligibility and enrollment services and revenue optimization solutions primarily to hospitals, physician practices, laboratories and other healthcare providers that simplify providers revenue cycle and workflow, reduce related costs and improve cash flow.

Pharmacy Services Segment

The pharmacy services segment provides electronic prescribing services, other electronic solutions and benefit administration services to pharmacies, pharmacy benefit management companies, government agencies and other payers related to prescription benefit claim filing, adjudication and management.

All Other

All Other consists of two operating segments, one of which provides revenue cycle management solutions through channel partners and one of which provides revenue cycle solutions, either directly or through channel partners, to dental practices.

Corporate and Eliminations

Inter-segment revenue and expenses primarily represent claims management and patient billing and payment services provided between segments.

Corporate and eliminations includes management, administrative and other shared corporate services functions such as information technology, legal, finance, human resources, marketing and product management, as well as eliminations to remove inter-segment revenue and expenses. These administrative and other shared services costs are excluded from the adjusted EBITDA measure for each respective operating segment.

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The revenue and adjusted EBITDA for the operating segments are as follows:

	Three Months Ended September 30, 2014					
	Payer	Provider	Pharmacy	All Other	Corporate and Eliminations	Consolidated
Revenue from external customers:						
Claims management	$ 73,314	$	$	$	$	$ 73,314
Payment distribution services	73,703					73,703
Patient billing and payment services	68,360					68,360
Revenue cycle technology		32,343				32,343
Revenue cycle services		34,979				34,979
Physician services		12,041				12,041
Pharmacy			31,649			31,649
Channel Partner				13,152	(6,200)	6,952
Dental				8,267		8,267
Inter-segment revenue	2,490		90		(2,580)	
Net revenue	$ 217,867	$ 79,363	$ 31,739	$ 21,419	$ (8,780)	$ 341,608
Income (loss) before income taxes	51,103	26,565	9,846	11,742	(107,765)	$ (8,509)
Interest expense		(159)	(5)		36,799	36,635
Depreciation and amortization	16,843	12,178	3,254	41	16,132	48,448
EBITDA	67,946	38,584	13,095	11,783	(54,834)	76,574
Equity compensation	254	265	77	21	1,615	2,232
Acquisition accounting adjustments	18	7	152		12	189
Acquisition-related costs	461	12		8	906	1,387
Transaction-related costs and advisory fees					1,683	1,683
Strategic initiatives, duplicative and transition costs		7	96		303	406
Severance costs	321	801	13		767	1,902
Accretion					4,452	4,452
Impairment of long-lived assets			(90)		3,204	3,114
Contingent consideration			1,976			1,976
Other non-routine, net	523	106	37		(529)	137
EBITDA Adjustments	1,577	1,198	2,261	29	12,413	17,478
Adjusted EBITDA	$ 69,523	$ 39,782	$ 15,356	$ 11,812	$ (42,421)	$ 94,052

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	Three Months Ended September 30, 2013					
	Payer	**Provider**	**Pharmacy**	**All Other**	**Corporate and Eliminations**	**Consolidated**
Revenue from external customers:						
Claims management	$ 78,292	$	$	$	$	$ 78,292
Payment distribution services	63,942					63,942
Patient billing and payment services	62,911					62,911
Revenue cycle technology		29,678				29,678
Revenue cycle services		31,172				31,172
Physician services		9,237				9,237
Pharmacy			30,363			30,363
Channel Partner				10,230	(6,095)	4,135
Dental				8,080		8,080
Inter-segment revenue	1,625		77		(1,702)	
Net revenue	$ 206,770	$ 70,087	$ 30,440	$ 18,310	$ (7,797)	$ 317,810
Income (loss) before income taxes	51,815	20,052	9,725	8,509	(106,240)	$ (16,139)
Interest expense	(2)		(3)		37,005	37,000
Depreciation and amortization	16,333	11,579	4,309	43	14,917	47,181
EBITDA	68,146	31,631	14,031	8,552	(54,318)	68,042
Equity compensation	285	315	62	292	1,135	2,089
Acquisition accounting adjustments	65	76	94	4	12	251
Acquisition-related costs	884	29	41	2	563	1,519
Transaction-related costs and advisory fees					1,500	1,500
Strategic initiatives, duplicative and transition costs			223	16	2,188	2,427
Severance costs	84	105	18		3,302	3,509
Accretion					7,112	7,112
Impairment of long-lived assets		25				25
Contingent consideration			1,879			1,879
Other non-routine, net	101	136	2		(3,344)	(3,105)
EBITDA Adjustments	1,419	686	2,319	314	12,468	17,206
Adjusted EBITDA	$ 69,565	$ 32,317	$ 16,350	$ 8,866	$ (41,850)	$ 85,248

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	Nine Months Ended September 30, 2014					
	Payer	Provider	Pharmacy	All Other	Corporate and Eliminations	Consolidated
Revenue from external customers:						
Claims management	$ 215,614	$	$	$	$	$ 215,614
Payment distribution services	213,766					213,766
Patient billing and payment services	205,921					205,921
Revenue cycle technology		95,254				95,254
Revenue cycle services		101,491				101,491
Physician services		30,619				30,619
Pharmacy			92,808			92,808
Channel Partner				34,659	(17,618)	17,041
Dental				24,459		24,459
Inter-segment revenue	7,062		271		(7,333)	
Net revenue	$ 642,363	$ 227,364	$ 93,079	$ 59,118	$ (24,951)	$ 996,973
Income (loss) before income taxes	146,600	67,797	(40,942)	31,170	(323,874)	$ (119,249)
Interest expense	(9)	(159)	(6)		109,915	109,741
Depreciation and amortization	49,921	36,127	11,479	159	43,855	141,541
EBITDA	196,512	103,765	(29,469)	31,329	(170,104)	132,033
Equity compensation	769	759	198	66	4,122	5,914
Acquisition accounting adjustments	85	57	546	3	34	725
Acquisition-related costs	1,368	273	(72)	9	3,895	5,473
Transaction-related costs and advisory fees					4,799	4,799
Strategic initiatives, duplicative and transition costs	59	230	192		9,205	9,686
Severance costs	851	1,227	18	30	3,626	5,752
Accretion					9,220	9,220
Impairment of long-lived assets		448	73,751		8,490	82,689
Contingent consideration			3,646			3,646
Other non-routine, net	3,156	465	206	6	(1,085)	2,748
EBITDA Adjustments	6,288	3,459	78,485	114	42,306	130,652
Adjusted EBITDA	$ 202,800	$ 107,224	$ 49,016	$ 31,443	$ (127,798)	$ 262,685

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(unaudited and amounts in thousands, except share and per share amounts)

	Nine Months Ended September 30, 2013					
	Payer	**Provider**	**Pharmacy**	**All Other**	**Corporate and Eliminations**	**Consolidated**
Revenue from external customers:						
Claims management	$ 215,933	$	$	$	$	$ 215,933
Payment distribution services	194,174					194,174
Patient billing and payment services	189,396					189,396
Revenue cycle technology		87,777				87,777
Revenue cycle services		92,273				92,273
Physician services		27,030				27,030
Pharmacy			80,331			80,331
Channel Partner				29,689	(18,642)	11,047
Dental				24,491		24,491
Inter-segment revenue	4,399		256		(4,655)	
Net revenue	$ 603,902	$ 207,080	$ 80,587	$ 54,180	$ (23,297)	$ 922,452
Income (loss) before income taxes	144,726	54,987	30,740	25,039	(339,902)	$ (84,410)
Interest expense	1	33	(8)		116,364	116,390
Depreciation and amortization	48,355	35,607	11,573	88	42,320	137,943
EBITDA	193,082	90,627	42,305	25,127	(181,218)	169,923
Equity compensation	865	906	140	844	2,882	5,637
Acquisition accounting adjustments	236	402	53	15	35	741
Acquisition-related costs	1,821	91	47	4	494	2,457
Transaction-related costs and advisory fees					4,825	4,825
Strategic initiatives, duplicative and transition costs	130		781	85	3,359	4,355
Severance costs	434	319	252	263	3,870	5,138
Loss on extinguishment of debt and other related costs					24,311	24,311
Accretion					18,712	18,712
Impairment of long-lived assets					1,887	1,887
Contingent consideration			1,879			1,879
Other non-routine, net	218	544	7	6	(2,200)	(1,425)
EBITDA Adjustments	3,704	2,262	3,159	1,217	58,175	68,517
Adjusted EBITDA	$ 196,786	$ 92,889	$ 45,464	$ 26,344	$ (123,043)	$ 238,440

13. Accumulated Other Comprehensive Income (Loss)

The following is a summary of the accumulated other comprehensive income (loss) balances, net of taxes, as of and for the nine months ended September 30, 2014.

	Foreign Currency	Cash Flow Hedge	Accumulated Other

	Translation Adjustment		Comprehensive Income (Loss)
Balance at January 1, 2014	$ (264)	$ (1,079)	$ (1,343)
Change associated with foreign currency translation	(100)		(100)
Change associated with current period hedging		(2,062)	(2,062)
Reclassification into earnings		1,935	1,935
Balance at September 30, 2014	$ (364)	$ (1,206)	$ (1,570)

Emdeon Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

14. Supplemental Condensed Consolidating Financial Information

In lieu of providing separate annual and interim financial statements for each guarantor of the Senior Notes, Regulation S-X provides companies, if certain criteria are satisfied, with the option to instead provide condensed consolidating financial information for its issuers, guarantors and non-guarantors. In the case of the Company, the applicable criteria include the following: (i) the Senior Notes are fully and unconditionally guaranteed on a joint and several basis, (ii) each of the guarantors of the Senior Notes is a direct or indirect wholly-owned subsidiary of the Company and (iii) any non-guarantors are considered minor as that term is defined in Regulation S-X. Because each of these criteria has been satisfied by the Company, condensed consolidating balance sheets as of September 30, 2014 and December 31, 2013, condensed consolidating statements of operations and comprehensive income (loss) for the three and nine months ended September 30, 2014 and 2013, respectively, and condensed consolidating cash flows for the nine months ended September 30, 2014 and 2013, respectively, for the Company, segregating the issuer, the subsidiary guarantors and consolidating adjustments, are reflected below. Prior period amounts have been reclassified to conform to the current year presentation.

Emdeon Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

Condensed Consolidating Balance Sheet

	As of September 30, 2014			
	Emdeon Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS				
Current assets:				
Cash and cash equivalents	$ 740	$ 23,187	$	$ 23,927
Accounts receivable, net of allowance for doubtful accounts		231,950		231,950
Deferred income tax assets	100	16,874		16,974
Prepaid expenses and other current assets	3,972	29,113		33,085
Total current assets	4,812	301,124		305,936
Property and equipment, net	7	239,628		239,635
Due from affiliates		138,176	(138,176)	
Investment in consolidated subsidiaries	1,718,809		(1,718,809)	
Goodwill		1,584,655		1,584,655
Intangible assets, net	135,750	1,395,025		1,530,775
Other assets, net	138,648	16,030	(135,022)	19,656
Total assets	$ 1,998,026	$ 3,674,638	$ (1,992,007)	$ 3,680,657
LIABILITIES AND EQUITY				
Current liabilities:				
Accounts payable	$	$ 12,263	$	$ 12,263
Accrued expenses	16,589	127,218		143,807
Deferred revenues		10,233		10,233
Current portion of long-term debt	5,577	18,916		24,493
Total current liabilities	22,166	168,630		190,796
Due to affiliates	138,176		(138,176)	
Long-term debt, excluding current portion	776,954	1,221,615		1,998,569
Deferred income tax liabilities		552,008	(135,022)	416,986
Tax receivable agreement obligations to related parties	159,716			159,716
Other long-term liabilities		13,576		13,576
Commitments and contingencies				
Equity	901,014	1,718,809	(1,718,809)	901,014
Total liabilities and equity	$ 1,998,026	$ 3,674,638	$ (1,992,007)	$ 3,680,657

Emdeon Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

Condensed Consolidating Balance Sheet

	As of December 31, 2013			
	Emdeon Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
ASSETS				
Current assets:				
Cash and cash equivalents	$ 2,794	$ 73,744	$	$ 76,538
Accounts receivable, net of allowance for doubtful accounts		214,247		214,247
Deferred income tax assets		6,317		6,317
Prepaid expenses and other current assets	3,441	23,578		27,019
Total current assets	6,235	317,886		324,121
Property and equipment, net	10	269,460		269,470
Due from affiliates		69,142	(69,142)	
Investment in subsidiaries	1,764,213		(1,764,213)	
Goodwill		1,502,434		1,502,434
Intangible assets, net	142,500	1,490,188		1,632,688
Other assets, net	64,536	14,949	(60,316)	19,169
Total assets	$ 1,977,494	$ 3,664,059	$ (1,893,671)	$ 3,747,882
LIABILITIES AND EQUITY				
Current liabilities:				
Accounts payable	$	$ 8,367	$	$ 8,367
Accrued expenses	8,205	122,944		131,149
Deferred revenues		10,881		10,881
Current portion of long-term debt	5,775	25,555		31,330
Total current liabilities	13,980	167,747		181,727
Due to affiliates	69,142		(69,142)	
Long-term debt, excluding current portion	775,330	1,223,696		1,999,026
Deferred income tax liabilities		496,579	(60,316)	436,263
Tax receivable agreement obligations to related parties	150,496			150,496
Other long-term liabilities		11,824		11,824
Commitments and contingencies				
Total equity	968,546	1,764,213	(1,764,213)	968,546
Total liabilities and equity	$ 1,977,494	$ 3,664,059	$ (1,893,671)	$ 3,747,882

Emdeon Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

Condensed Consolidating Statement of Operations

	Three Months Ended September 30, 2014			
	Emdeon Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Revenue	$	$ 341,608	$	$ 341,608
Costs and expenses:				
Cost of operations (exclusive of depreciation and amortization below)		202,305		202,305
Development and engineering		8,156		8,156
Sales, marketing, general and administrative	1,290	43,741		45,031
Depreciation and amortization	2,251	46,197		48,448
Accretion	4,452			4,452
Impairment of long-lived assets		3,114		3,114
Operating income (loss)	(7,993)	38,095		30,102
Equity in earnings of consolidated subsidiaries	(10,110)		10,110	
Interest expense, net	23,418	13,217		36,635
Contingent consideration		1,976		1,976
Income (loss) before income tax provision (benefit)	(21,301)	22,902	(10,110)	(8,509)
Income tax provision (benefit)	(8,299)	12,792		4,493
Net income (loss)	$ (13,002)	$ 10,110	$ (10,110)	$ (13,002)

Emdeon Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

Condensed Consolidating Statement of Operations

	Three Months Ended September 30, 2013			
	Emdeon Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Revenue	$	$ 317,810	$	$ 317,810
Costs and expenses:				
Cost of operations (exclusive of depreciation and amortization below)		191,695		191,695
Development and engineering		7,878		7,878
Sales, marketing, general and administrative	1,997	42,107		44,104
Depreciation and amortization	2,251	44,930		47,181
Accretion	7,112			7,112
Impairment of long-lived assets		25		25
Operating income (loss)	(11,360)	31,175		19,815
Equity in earnings of consolidated subsidiaries	(3,766)		3,766	
Interest expense, net	23,579	13,421		37,000
Contingent consideration		1,879		1,879
Other	(2,925)			(2,925)
Income (loss) before income tax provision (benefit)	(28,248)	15,875	(3,766)	(16,139)
Income tax provision (benefit)	(11,983)	12,109		126
Net income (loss)	$ (16,265)	$ 3,766	$ (3,766)	$ (16,265)

Emdeon Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

Condensed Consolidating Statement of Operations

	Nine Months Ended September 30, 2014			
	Emdeon Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Revenue	$	$ 996,973	$	$ 996,973
Costs and expenses:				
Cost of operations (exclusive of depreciation and amortization below)		597,843		597,843
Development and engineering		24,771		24,771
Sales, marketing, general and administrative	13,775	136,964		150,739
Depreciation and amortization	6,753	134,788		141,541
Accretion	9,220			9,220
Impairment of long-lived assets		82,689		82,689
Operating income (loss)	(29,748)	19,918		(9,830)
Equity in earnings of consolidated subsidiaries	51,018		(51,018)	
Interest expense, net	70,224	39,517		109,741
Contingent consideration		3,646		3,646
Other	(111)	(3,857)		(3,968)
Income (loss) before income tax provision (benefit)	(150,879)	(19,388)	51,018	(119,249)
Income tax provision (benefit)	(75,363)	31,630		(43,733)
Net income (loss)	$ (75,516)	$ (51,018)	$ 51,018	$ (75,516)

Emdeon Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

Condensed Consolidating Statement of Operations

	Nine Months Ended September 30, 2013			
	Emdeon Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Revenue	$	$ 922,452	$	$ 922,452
Costs and expenses:				
Cost of operations (exclusive of depreciation and amortization below)		563,146		563,146
Development and engineering		23,201		23,201
Sales, marketing, general and administrative	7,023	116,446		123,469
Depreciation and amortization	6,753	131,190		137,943
Accretion	18,712			18,712
Impairment of long-lived assets		1,887		1,887
Operating income (loss)	(32,488)	86,582		54,094
Equity in earnings of consolidated subsidiaries	(6,216)		6,216	
Interest expense, net	70,621	45,769		116,390
Loss on extinguishment of debt	485	22,675		23,160
Contingent consideration		1,879		1,879
Other	(2,925)			(2,925)
Income (loss) before income tax provision (benefit)	(94,453)	16,259	(6,216)	(84,410)
Income tax provision (benefit)	(36,465)	10,043		(26,422)
Net income (loss)	$ (57,988)	$ 6,216	$ (6,216)	$ (57,988)

Emdeon Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

Condensed Consolidating Statement of Comprehensive Income (Loss)

	Three Months Ended September 30, 2014			
	Emdeon Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Net income (loss)	$ (13,002)	$ 10,110	$ (10,110)	$ (13,002)
Other comprehensive income (loss):				
Changes in fair value of interest rate swap, net of taxes	732			732
Foreign currency translation adjustment		(127)		(127)
Equity in other comprehensive earnings	(127)		127	
Other comprehensive income (loss)	605	(127)	127	605
Total comprehensive income (loss)	$ (12,397)	$ 9,983	$ (9,983)	$ (12,397)

Emdeon Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

Condensed Consolidating Statement of Comprehensive Income (Loss)

	Three Months Ended September 30, 2013			
	Emdeon Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Net income (loss)	$ (16,265)	$ 3,766	$ (3,766)	$ (16,265)
Other comprehensive income (loss):				
Changes in fair value of interest rate swap, net of taxes	(1,064)			(1,064)
Foreign currency translation adjustment		35		35
Equity in other comprehensive earnings	35		(35)	
Other comprehensive income (loss)	(1,029)	35	(35)	(1,029)
Total comprehensive income (loss)	$ (17,294)	$ 3,801	$ (3,801)	$ (17,294)

Emdeon Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

Condensed Consolidating Statement of Comprehensive Income (Loss)

	Nine Months Ended September 30, 2014			
	Emdeon Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Net income (loss)	$ (75,516)	$ (51,018)	$ 51,018	$ (75,516)
Other comprehensive income (loss):				
Changes in fair value of interest rate swap, net of taxes	(127)			(127)
Foreign currency translation adjustment		(100)		(100)
Equity in other comprehensive earnings	(100)		100	
Other comprehensive income (loss)	(227)	(100)	100	(227)
Total comprehensive income (loss)	$ (75,743)	$ (51,118)	$ 51,118	$ (75,743)

Emdeon Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

Condensed Consolidating Statement of Comprehensive Income (Loss)

	Nine Months Ended September 30, 2013			
	Emdeon Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Net income (loss)	$ (57,988)	$ 6,216	$ (6,216)	$ (57,988)
Other comprehensive income (loss):				
Changes in fair value of interest rate swap, net of taxes	2,511			2,511
Foreign currency translation adjustment		(65)		(65)
Equity in other comprehensive earnings	(65)		65	
Other comprehensive income (loss)	2,446	(65)	65	2,446
Total comprehensive income (loss)	$ (55,542)	$ 6,151	$ (6,151)	$ (55,542)

Emdeon Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

Condensed Consolidating Statement of Cash Flows

	Nine Months Ended September 30, 2014			
	Emdeon Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Operating activities				
Net income (loss)	$ (75,516)	$ (51,018)	$ 51,018	$ (75,516)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:				
Depreciation and amortization	6,753	134,788		141,541
Accretion	9,220			9,220
Equity compensation	255	5,659		5,914
Deferred income tax expense (benefit)	(74,817)	29,931		(44,886)
Amortization of debt discount and issuance costs	2,003	3,801		5,804
Contingent consideration		3,646		3,646
Impairment of long lived assets		82,689		82,689
Equity in earnings of consolidated subsidiaries	51,018		(51,018)	
Other	(1,094)	(2,031)		(3,125)
Changes in operating assets and liabilities:				
Accounts receivable		(12,656)		(12,656)
Prepaid expenses and other	(462)	(4,028)		(4,490)
Accounts payable		644		644
Accrued expenses, deferred revenue, and other liabilities	9,377	(9,752)		(375)
Due to/from affiliates	69,034	(69,034)		
Net cash provided (used in) by operating activities	(4,229)	112,639		108,410
Investing activities				
Purchases of property and equipment		(37,673)		(37,673)
Payments for acquisitions, net of cash acquired		(87,909)		(87,909)
Proceeds from sale of cost method investment	36			36
Other		(133)		(133)
Investment in subsidiary	50		(50)	
Net cash provided by (used in) investing activities	86	(125,715)	(50)	(125,679)
Financing activities				
Distributions from (to) Emdeon Inc. net		(50)	50	
Debt principal payments	(207)	(9,452)		(9,659)
Payment of debt assumed from acquisition		(23,262)		(23,262)
Proceeds from Revolving Facility		65,000		65,000
Payments on Revolving Facility		(65,000)		(65,000)
Repayment of deferred financing arrangements		(4,717)		(4,717)
Repurchase of Parent common stock	(960)			(960)
Capital contribution from Parent	3,256			3,256
Net cash provided by (used in) financing activities	2,089	(37,481)	50	(35,342)

Net decrease in cash and cash equivalents	(2,054)	(50,557)		(52,611)
Cash and cash equivalents at beginning of period	2,794	73,744		76,538
Cash and cash equivalents at end of period	$ 740	$ 23,187	$	$ 23,927

Emdeon Inc.

Notes to Condensed Consolidated Financial Statements

(unaudited and amounts in thousands, except share and per share amounts)

Condensed Consolidating Statement of Cash Flows

	Nine Months Ended September 30, 2013			
	Emdeon Inc.	Guarantor Subsidiaries	Consolidating Adjustments	Consolidated
Operating activities				
Net income (loss)	$ (57,988)	$ 6,216	$ (6,216)	$ (57,988)
Adjustments to reconcile net income (loss) to net cash provided by (used in) operating activities:				
Depreciation and amortization	6,753	131,190		137,943
Accretion expense	18,712			18,712
Equity compensation expense	178	5,459		5,637
Deferred income tax expense (benefit)	(33,425)	5,541		(27,884)
Amortization of debt discount and issuance costs	1,865	4,720		6,585
Contingent consideration		1,879		1,879
Loss on extinguishment of debt	478	22,350		22,828
Impairment of long lived assets		1,887		1,887
Gain on sale of cost method investment	(2,925)			(2,925)
Equity in earnings of consolidated subsidiaries	(6,216)		6,216	
Other	(819)			(819)
Changes in operating assets and liabilities:				
Accounts receivable		(15,582)		(15,582)
Prepaid expenses and other	(4,732)	2,928		(1,804)
Accounts payable		685		685
Accrued expenses, deferred revenue, and other liabilities	14,509	6,476		20,985
Tax receivable agreement obligations to related parties	(103)			(103)
Due to/from affiliates	1,923	(1,923)		
Net cash provided by (used in) operating activities	(61,790)	171,826		110,036
Investing activities				
Purchases of property and equipment		(52,806)		(52,806)
Payments for acquisitions, net of cash acquired		(18,291)		(18,291)
Proceeds from sale of cost method investment	5,820			5,820
Investment in subsidiaries, net	56,149		(56,149)	
Net cash provided by (used in) investing activities	61,969	(71,097)	(56,149)	(65,277)
Financing activities				
Distributions from (to) Emdeon Inc., net		(56,149)	56,149	
Debt principal payments	(211)	(9,481)		(9,692)
Payment of debt assumed from acquisition		(218)		(218)
Payment of loan costs		(2,178)		(2,178)
Repayment of deferred financing arrangements		(2,103)		(2,103)
Repurchase of Parent common stock		(250)		(250)
Other		(518)		(518)
Net cash provided by (used in) financing activities	(211)	(70,897)	56,149	(14,959)

Net increase (decrease) in cash and cash equivalents	(32)	29,832		29,800
Cash and cash equivalents at beginning of period	754	31,009		31,763
Cash and cash equivalents at end of period	$ 722	$ 60,841	$	$ 61,563

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

The following discussion and analysis should be read in conjunction with the unaudited condensed consolidated financial statements and the accompanying notes in Part I, Item 1 of this Quarterly Report on Form 10-Q (Quarterly Report), together with the risk factors contained in the section titled Risk Factors in our Annual Report on Form 10-K for the year ended December 31, 2013 (Form 10-K) on file with the Securities and Exchange Commission (SEC).

Unless stated otherwise or the context otherwise requires, references in this Quarterly Report to we , us , our , Emdeon and the Company refer Emdeon Inc. and its subsidiaries.

Forward-Looking Statements

This Quarterly Report includes certain forward-looking statements within the meaning of the federal securities laws regarding, among other things, our or our management s intentions, plans, beliefs, expectations or predictions of future events, which are considered forward-looking statements. You should not place undue reliance on those statements because they are subject to numerous uncertainties and factors relating to our operations and business environment, all of which are difficult to predict and many of which are beyond our control. Forward-looking statements include information concerning our possible or assumed future results of operations, including descriptions of our business strategy. These statements often include words such as may, will, should, believe, expect, anticipate, intend, plan, estimate or similar expr statements are based upon assumptions that we have made in light of our experience in the industry, as well as our perceptions of historical trends, current conditions, expected future developments and other factors that we believe are appropriate under the circumstances. As you read this Quarterly Report, you should understand that these statements are not guarantees of performance or results. They involve known and unknown risks, uncertainties and assumptions, including those described under the heading Risk Factors in our Form 10-K. Although we believe that these forward-looking statements are based upon reasonable assumptions, you should be aware that many factors, including those described under the heading Risk Factors in our Form 10-K, could affect our actual financial results or results of operations and could cause actual results to differ materially from those in the forward-looking statements.

Our forward-looking statements made herein speak only as of the date on which made. We expressly disclaim any intent, obligation or undertaking to update or revise any forward-looking statements made herein to reflect any change in our expectations with regard thereto or any change in events, conditions or circumstances on which any such statements are based. All subsequent written and oral forward-looking statements attributable to us or persons acting on our behalf are expressly qualified in their entirety by the cautionary statements contained in this Quarterly Report.

Overview

We are a leading provider of revenue and payment cycle management and clinical information exchange solutions connecting payers, providers, pharmacies and patients in the United States healthcare system. Our solutions integrate and automate key business and administrative functions of our payer, provider and pharmacy customers throughout the patient encounter, including pre-care patient eligibility and benefits verification and enrollment, clinical information exchange capabilities, claims management and adjudication, payment integrity, payment distribution, payment posting and denial management and patient billing and payment services. Our customers are able to improve efficiency, reduce costs, increase cash flow and more efficiently manage the complex revenue and payment cycle and clinical information exchange processes by using our comprehensive suite of solutions.

We deliver our solutions and operate our business in three reportable segments: (i) payer services, which provides solutions primarily to commercial insurance companies, third party administrators and governmental payers; (ii) provider services, which provides solutions primarily to hospitals, physician practices, laboratories and other healthcare providers; and (iii) pharmacy services, which provides solutions to pharmacies, pharmacy benefit management companies, government agencies and other payers. Through our payer services segment, we provide payment cycle solutions that simplify the administration of healthcare related to insurance eligibility and benefit verification, claims management, payment integrity and payment distribution. Additionally, we provide patient billing and payment and consulting services through our payer services segment. Through our provider services segment, we provide revenue cycle management solutions, government program eligibility and enrollment services and revenue optimization solutions that simplify providers revenue cycle and workflow, reduce related costs and improve cash flow. Through our pharmacy services segment, we provide electronic prescribing, other electronic solutions and benefit administration services related to prescription benefit claim filing, adjudication and management.

There are a number of company-specific initiatives and industry trends that may affect our business volumes, revenues, cost of operations and margins. As part of our strategy, we encourage our customers to migrate from paper-based claim, patient billing and payment, payment distribution and other transaction processing to electronic, automated processing in order to improve efficiency. Our business is aligned with our customers to support this transition, and as they migrate from paper-based processing to electronic processing, even though our revenues for an applicable customer generally will decline, our margins and profitability will typically increase. For example, because the cost of postage is included in our revenues for patient billing and payment services (which is then also deducted as a cost of operations), when our customers transition to electronic processing, our revenues and costs of operations are expected to decrease as we will no longer incur or be required to charge for postage. As another example, as our payer customers migrate to comprehensive management services agreements with us, our electronic transaction volume usually increases while the rebates we pay and the per transaction rates we charge under these agreements are typically reduced.

Part of our strategy also includes the development and introduction of new solutions. Our new and updated solutions are likely to require us to incur development and engineering expenditures, both operating and capital, and related sales and marketing costs at levels greater than recent years expenditures in order to successfully develop and achieve market acceptance of such solutions. We also may acquire, or enter into agreements with third parties to assist us in providing, new solutions. For example, we offer our electronic payment solutions through banks or vendors who contract with banks and other financial service firms. The costs of these initiatives or the failure to achieve broad penetration in target markets with respect to new or updated solutions may negatively affect our results of operations, margins and cash flow. Because newly introduced solutions generally will have lower margins initially as compared to our existing and more mature solutions, our margins and margin growth may be adversely affected on a percentage basis until these new solutions achieve scale and maturity.

In addition to our internal development efforts, we actively evaluate opportunities to improve and expand our solutions through strategic acquisitions. Our acquisition strategy focuses on identifying acquisitions that improve and streamline the business and administrative functions of healthcare. We believe our broad customer footprint allows us to deploy acquired solutions into our installed base, which, in turn, can help accelerate growth of our acquired businesses. We also believe our management team s ability to identify acquisition opportunities that are complementary and synergistic to our business, and to integrate them into our existing operations with minimal disruption, will continue to play an important role in the expansion of our business and growth. Our success in acquiring and integrating acquired businesses into our existing operations, the associated costs of such acquisitions, including integration costs, and the operating characteristics of the acquired businesses also may impact our results of operations and margins. Because the businesses we acquire sometimes have lower margins than our existing businesses, primarily as a result of their lack of scale and maturity, our margins on a percentage basis may be adversely affected in the periods subsequent to an acquisition from revenue mix changes and integration activities associated with these acquisitions.

We also expect to continue to be affected by general economic, regulatory and demographic factors affecting the healthcare industry. For several years, there has been pricing pressure in our industry, particularly as it relates to our claims management solutions, which has led and is expected to continue to lead to reduced prices for the same services. We have sought in the past and will continue to seek to mitigate pricing pressure by providing additional value-added solutions, increasing the volume of solutions we provide and managing our costs. In addition, significant changes in regulatory schemes, such as the updated Health Insurance Portability and Accountability Act of 1996, American Recovery and Reinvestment Act of 2009, the Patient Protection and Affordable Care Act (ACA) and other federal healthcare policy initiatives, impact our customers healthcare activities and can result in increased operating costs and capital expenditures for us. In particular, we believe the ACA will significantly affect the regulatory environment in which we and our customers operate by changing how healthcare services are covered, delivered and reimbursed through expanded coverage of previously uninsured individuals, increased efforts to link federal healthcare program payments to quality and efficiency and insurance market reforms. Also, changes in federal and state reimbursement patterns and rates can impact the revenues in certain of our business lines, particularly our government program eligibility and enrollment solutions. We are unable to predict how providers, payers, pharmacies and other healthcare market participants will respond to the various reform provisions of the ACA, and we cannot be sure that the markets for our solutions will continue to exist at current levels or that we will have adequate technical, financial and marketing resources to react to changes in those markets.

Demographic trends affecting the healthcare industry, such as population growth and aging or unemployment rates, also could affect the frequency and nature of our customers healthcare transactional activity. The impact of such changes could impact our revenues, cost of operations and infrastructure expenses and thereby affect our results of operations and the way we operate our business. For example, an increase in the United States population, if such increase is accompanied by an increase in the United States population that has health insurance benefits, or the aging of the United States population, which requires an overall increased need for healthcare services, may result in an increase in our business volumes which, in turn,

may increase our revenues and cost of operations. Alternatively, a general economic downturn, which reduces the number of discretionary health procedures by patients, or a persistent high unemployment rate, which lessens healthcare utilization, may decrease or offset other growth in our volumes, which, in turn, may adversely impact our revenues and cost of operations.

Recent Developments

In January 2014, we reorganized our reportable segments as payer services, provider services and pharmacy services. In addition to these reportable segments, we report financial information for two additional operating segments that is presented on an aggregate basis. This discussion and analysis related to prior periods has been restated to reflect our current organizational structure.

In January 2014, we effected a change in the tax status of EBS Master LLC (EBS Master) from a partnership to a corporation. Prior to the tax status change, we recognized a deferred tax liability for the difference in the book and tax basis of our investment in EBS Master (i.e. outside basis). Following the tax status change, our deferred tax balances reflect the differences in the book and tax bases of the individual assets and liabilities included in the corporation. In addition, as a result of the change in tax status, we were required to revise the apportionment of our income taxes among various state taxing jurisdictions.

In February 2014, we acquired all of the equity interests of Vieosoft, Inc. (Vieosoft), a development stage enterprise, for initial cash consideration, contingent cash consideration that varies based on the performance of the acquired business in each of the four years following the acquisition and the assumption of certain liabilities.

In July 2014, we acquired all of the equity interests of Capario, Inc. (Capario), a technology-enabled provider of revenue cycle management solutions, for cash consideration and the assumption of certain liabilities.

Our Revenues and Expenses

We generate virtually all of our revenue by using technology solutions to provide our customers services that automate and simplify business and administrative functions for payers, providers and pharmacies generally on either a per transaction, per document, per communication, per member per month, monthly flat-fee, contingent fee or hourly basis.

Cost of operations consists primarily of costs related to services we provide to customers and costs associated with the operation and maintenance of our networks. These costs primarily include postage and materials costs related to our patient billing and payment and payment distribution services, rebates paid to our channel partners (net of rebates to certain customers that offset revenue) and data communications costs, all of which generally vary with our revenues and/or volumes. Cost of operations also includes personnel costs associated with production, network operations, customer support and other personnel, facilities expenses and equipment maintenance, all of which vary less directly with our revenue and/or volumes due to the fixed or semi-fixed nature of these expenses.

The largest component of our cost of operations is postage, which is incurred in our patient billing and payment and payment distribution services businesses and which is also a component of our revenue in those businesses. Our postage costs increase as our patient billing and payment services volumes increase and also when the United States Postal Service (USPS) increases postage rates. Postage rate increases, while generally billed as pass-through costs to our customers, affect our cost of operations as a percentage of revenue. In prior years, we have offset the impact of postage rate increases on cost of operations as a percentage of revenue through cost reductions from efficiency measures, including data communication expense reductions and production efficiencies. Though we plan to implement additional efficiency measures, we may not be able to offset the impact of postage rate increases in the future and, as a result, cost of operations as a percentage of revenue may increase if postage rate increases continue. Although the USPS historically has increased postage rates annually in most recent years, including in January 2013 and 2014, the frequency and nature of such annual increases may not occur as regularly in the future.

Rebates are paid to channel partners for electronic and other volumes delivered through our network to certain payers and can be impacted by the number of comprehensive management services agreements we execute with payers, the associated rate structure with our payer customers, the success of our direct sales efforts to providers and the extent to which direct connections to payers are developed by our channel partners. While these rebates are generally a component of our cost of operations, in cases where the channel partners are also our customers, these rebates generally are recognized as an offset to revenue.

Our data communication expense consists of telecommunication and transaction processing charges.

Our material costs relate primarily to our patient statements and payment services volumes, and consist primarily of paper and printing costs.

Development and engineering expense consists primarily of personnel costs related to the development, management and maintenance of our current and future solutions. We may invest more in this area in the future as we develop new and enhance existing solutions.

Sales, marketing, general and administrative expense consists primarily of personnel costs associated with our sales, account management and marketing functions, as well as management, administrative and other shared corporate services related to the operations of our operating segments and overall business operations.

Our development and engineering expense, sales, marketing, general and administrative expense and corporate expense, while related to our current operations, also are affected and influenced by our future plans including the development of new solutions, business strategies and enhancement and maintenance of our infrastructure.

Our depreciation and amortization expense is related to depreciation of our property and equipment, including technology assets, and amortization of intangible assets acquired and recorded in conjunction with acquisition method accounting. As a result, the amount of depreciation and amortization expense is affected by the level of our recent investment in property and equipment and the level of our recent acquisition activity.

Our interest expense consists principally of cash interest associated with our long-term debt obligations and non-cash interest associated with the amortization of borrowing costs and discounts related to debt issuance. If market interest rates on the variable portion of our long-term debt increase in the future, our interest expense may increase.

Our income taxes consist of federal and state income taxes. These amounts include current income taxes payable, as well as income taxes for which the payment is deferred to future periods and dependent on the occurrence of future events. Our income taxes are affected by the recognition of valuation allowances, our tax status and other items. For additional information, see the discussion of income taxes in the section Significant Items Affecting Comparability-Income Taxes .

Significant Items Affecting Comparability

Certain significant items or events should be considered to better understand differences in our results of operations from period to period. We believe that the following items or events have had a significant impact on our results of operations for the periods discussed below or may have a significant impact on our results of operations in future periods:

Acquisitions and Divestitures

We actively evaluate opportunities to improve and expand our business through targeted acquisitions that are consistent with our strategy. On occasion, we also may dispose of certain components of our business that no longer fit within our overall strategy. Because of our acquisition activity, our results of operations may not be directly comparable among periods. The following summarizes our acquisition transactions since January 1, 2013 and affected segments:

Date	Business	Description	Affected Segment
June 2013	Goold Health Systems (Goold)	Technology-enabled provider of pharmacy benefit and related services primarily to State Medicaid agencies	Pharmacy Services
February 2014	Vieosoft	Development stage enterprise	Pharmacy Services
July 2014	Capario	Technology-enabled provider of revenue cycle management solutions	Payer Services and Provider Services

Efficiency Measures

We evaluate and implement efficiency measures and other cost savings initiatives on an ongoing basis to improve our financial and operating performance through reorganization, cost savings, productivity improvements, product development and other process improvements. For instance, we continue to evaluate measures to consolidate our data centers, operations and networks, to outsource certain information technology

and operations functions and to streamline product development. The implementation of these measures often involves upfront cash costs related to severance, professional fees, contractor costs and/or capital expenditures, with the cost savings or other improvements not realized until the measures are successfully completed. Additionally, we may recognize impairment charges as a result of such initiatives.

Income Taxes

Our blended statutory federal and state income tax rate ranges from 37% to 40%. Our effective income tax rate, however, can be affected by several factors, including the change in tax status of EBS Master from a partnership to a corporation in January 2014. The following table and subsequent commentary reconcile our federal statutory rate to our effective income tax rate, and the subsequent commentary describes the more significant of the reconciling factors:

	Nine Months Ended September 30,	
	2014	**2013**
Statutory United States federal tax rate	35.0%	35.0%
State income taxes (net of federal benefit)	2.4	(3.5)
Change in tax status	(.4)	
Other	(.3)	(0.2)
Effective income tax rate	36.7%	31.3%

State Income Taxes Our effective tax rate for state income taxes is generally impacted by changes in our apportionment. In addition, our effective tax rate for state income taxes for the nine months ended September 30, 2014 was affected by the change in tax status of EBS Master from a partnership to a corporation.

Change in Tax Status Prior to the change in tax status of EBS Master from a partnership to a corporation, we recognized a deferred tax liability for the difference in the book and tax basis of our investment in EBS Master (i.e. outside basis). The outside tax basis of the investment in EBS Master excluded consideration of goodwill within EBS Master that otherwise would have no tax basis. Following the tax status change, our deferred tax balances reflect only the difference in the book and tax bases of the individual assets and liabilities included in the corporation.

Amendments of the Senior Credit Agreement

Our interest expense primarily is affected by the amount of debt funding and the applicable variable interest rates, including a fixed spread, under our credit agreement (the Senior Credit Agreement) governing our senior secured term loan facility (the Term Loan Facility) and senior secured revolving credit facility (the Revolving Facility) (collectively, the Senior Credit Facilities). In April 2013, we amended the Senior Credit Agreement to reduce the LIBOR-based interest rate by 125 basis points, and also to modify certain financial covenants.

Impairment of Long-lived Assets

During the nine months ended September 30, 2014, our pharmacy services segment received notice that its existing contract with a customer would not be renewed in full upon its expiration. As a result, we abandoned a customer related project that was under development and assessed the recoverability of the net assets included in the relevant asset group. We recognized a $73.2 million impairment charge to write off the abandoned project and to adjust the carrying value of the asset group to its fair value.

Additionally, we abandoned certain pharmacy services and provider services segment development projects in connection with execution of certain strategic initiatives. We recognized impairment charges of $3.1 million and $9.5 million during the three and nine months ended September 30, 2014, respectively, related to these abandoned projects.

Critical Accounting Estimates

The preparation of financial statements in accordance with United States generally accepted accounting principles requires us to make estimates and assumptions that affect reported amounts and related disclosures. We consider an accounting estimate to be critical if:

- it requires assumptions to be made that were uncertain at the time the estimate was made; and
- changes in the estimate or different estimates that could have been made could have a material impact on our consolidated results of operations and financial condition.

We believe the current assumptions and other considerations used to estimate amounts reflected in our unaudited condensed consolidated financial statements are appropriate. However, if actual experience differs from the assumptions and other considerations used in estimating amounts reflected in our unaudited condensed consolidated financial statements, the resulting changes could have a material adverse effect on our unaudited condensed consolidated results of operations and financial condition.

We believe there have been no significant changes during the nine months ended September 30, 2014 to the items we disclosed as our critical accounting estimates in Management s Discussion and Analysis of Financial Condition and Results of Operations in our Form 10-K.

Results of Operations

The following table summarizes our consolidated results of operations for the three and nine months ended September 30, 2014 and 2013, respectively (amounts in thousands).

	Three Months Ended				Nine Months Ended			
	September 30, 2014		September 30, 2013		September 30, 2014		September 30, 2013	
	Amount	% of Revenue	Amount	% of Revenue	Amount	% of Revenue	Amount	% of Revenue
Revenues	$ 341,608	100.0 %	$ 317,810	100.0 %	$ 996,973	100.0 %	$ 922,452	100.0 %
Cost and expenses:								
Cost of operations (exclusive of depreciation and amortization below)	202,305	59.2	191,695	60.3	597,843	60.0	563,146	61.0
Development and engineering	8,156	2.4	7,878	2.5	24,771	2.5	23,201	2.5
Sales, marketing, general and administrative	45,031	13.2	44,104	13.9	150,739	15.1	123,469	13.4
Depreciation and amortization	48,448	14.2	47,181	14.8	141,541	14.2	137,943	15.0
Accretion	4,452	1.3	7,112	2.2	9,220	0.9	18,712	2.0
Impairment of long-lived assets	3,114	0.9	25	0.0	82,689	8.3	1,887	0.2
Operating income	30,102	8.8	19,815	6.2	(9,830)	(1.0)	54,094	5.9
Interest expense, net	36,635	10.7	37,000	11.6	109,741	11.0	116,390	12.6
Loss on extinguishment of debt							23,160	2.5
Contingent consideration	1,976	0.6	1,879	0.6	3,646	0.4	1,879	0.2
Other			(2,925)	(0.9)	(3,968)	(0.4)	(2,925)	(0.3)
Income (loss) before income tax provision (benefit)	(8,509)	(2.5)	(16,139)	(5.1)	(119,249)	(12.0)	(84,410)	(9.2)
Income tax provision (benefit)	4,493	1.3	126	0.0	(43,733)	(4.4)	(26,422)	(2.9)
Net income (loss)	$ (13,002)	(3.8)%	$ (16,265)	(5.1)%	$ (75,516)	(7.6)%	$ (57,988)	(6.3)%

Three Months Ended September 30, 2014 Compared to Three Months Ended September 30, 2013

Revenues

Our total revenues were $341.6 million for the three months ended September 30, 2014 as compared to $317.8 million for the three months ended September 30, 2013, an increase of $23.8 million, or 7.5%. Factors affecting our revenues are described in the various segment discussions below.

Cost of Operations

Our total cost of operations was $202.3 million for the three months ended September 30, 2014 as compared to $191.7 million for the three months ended September 30, 2013, an increase of $10.6 million, or 5.5%. As a percentage of revenue, our cost of operations was 59.2% for the three months ended September 30, 2014 as compared to 60.3% the three months ended September 30, 2013. The increase in our cost of operations is primarily due to volume growth, including approximately $2.4 million related to the impact of the USPS postage rate increase effective in January 2014, approximately $3.1 million related to the inclusion of the acquired Capario business and increased strategic growth initiative costs. The decrease in our cost of operations as a percentage of revenue is primarily due to changes in revenue mix and increased productivity.

Development and Engineering Expense

Our total development and engineering expense was $8.2 million for the three months ended September 30, 2014 as compared to $7.9 million for the three months ended September 30, 2013, an increase of $0.3 million, or 3.5%, reflecting generally consistent levels of activity.

Sales, Marketing, General and Administrative Expense

Our total sales, marketing, general and administrative expense was $45.0 million for the three months ended September 30, 2014 as compared to $44.1 million for the three months ended September 30, 2013, an increase of $0.9 million, or 2.1%. The increase in our sales, marketing, general and administrative expense was primarily due to overall business growth, partially offset by cost containment initiatives.

Depreciation and Amortization Expense

Our depreciation and amortization expense was $48.4 million for the three months ended September 30, 2014 as compared to $47.2 million for the three months ended September 30, 2013, an increase of $1.3 million, or 2.7%. This increase was primarily due to increased capital expenditures and acquisition activity, partially offset by the effects of the impairment charge related to the pending partial loss of a customer contract.

Accretion

Our accretion was $4.5 million for the three months ended September 30, 2014 as compared to $7.1 million for the three months ended September 30, 2013. The amount recognized as accretion can vary significantly from period to period due to changes in estimates related to the amount or timing of our tax receivable agreement obligation payments. Such changes can result from a variety of factors, including changes in tax rates and the expected timing of prior net operating loss utilization, which can be affected by business combinations, changes in corporate structure, leverage, operations or other factors.

Interest Expense

Our interest expense was $36.6 million for the three months ended September 30, 2014 as compared to $37.0 million for the three months ended September 30, 2013, a decrease of $0.4 million, or 1.0%. Interest expense for the three months ended September 30, 2014 and 2013 reflect generally consistent interest rates and levels of outstanding debt.

Income Taxes

Our income tax provision was $4.5 million for the three months ended September 30, 2014 as compared to an income tax benefit of $0.1 million for the three months ended September 30, 2013. Our effective tax rate was 52.8% for the three months ended September 30, 2014 as compared to 0.8% for the three months ended September 30, 2013. The effective tax rate for the three months ended September 30, 2014 was affected by the change in tax status, a decrease in state income tax rates and valuation allowances related to net operating losses in state tax jurisdictions for which we recognized no income tax benefit.

Segment Revenues and Adjusted EBITDA

We operate our business in three reportable segments: payer services, provider services and pharmacy services. In addition to these reportable segments, we report financial information for two additional operating segments on an aggregate basis, one of which provides revenue cycle management solutions through channel partners and the other of which provides revenue cycle solutions, either directly or through channel partners, to dental practices. We also maintain a corporate function which includes management, administrative and other shared corporate services such as information technology, legal, finance, human resources, marketing and product management.

The segment profit measure primarily utilized by management is adjusted EBITDA which is defined as EBITDA (defined as net income (loss) before net interest expense, income tax provision (benefit) and depreciation and amortization), plus certain other non-cash or non-operating items. The non-cash or other non-operating items affecting the segment profit measure generally include equity compensation; acquisition accounting adjustments; acquisition-related costs; strategic initiatives, duplicative and transition costs; impairment of long lived assets; and contingent consideration adjustments. Adjusted EBITDA for the respective segments excludes all costs and adjustments associated with the above-referenced corporate functions. Financial information, including details of our adjustments to EBITDA, for each of our segments is set forth in Note 12 to the unaudited condensed consolidated financial statements included in Item 1 of this Quarterly Report.

Payer Services

Our payer services segment revenue and adjusted EBITDA is summarized in the following table (in thousands):

	September 30, 2014	September 30, 2013	$ Change
Revenue:			
Claims management	$ 73,314	$ 78,292	$ (4,978)
Payment distribution services	73,703	63,942	9,761
Patient billing and payment services	68,360	62,911	5,449
Intersegment revenue	2,490	1,625	865
	$ 217,867	$ 206,770	$ 11,097
Adjusted EBITDA	$ 69,523	$ 69,565	$ (42)

Claims management revenue for the three months ended September 30, 2014 decreased by $5.0 million, or 6.4%, as compared to the prior year period. Claims management revenue for the three months ended September 30, 2014 includes a one-time reduction of revenue of $4.1 million related to inaccurate data supplied by one of our customers, partially offset by $2.4 million of revenue from the Capario acquisition.

Payment distribution services revenues for the three months ended September 30, 2014 increased by $9.8 million, or 15.3%, as compared to the prior year period. This increase was primarily driven by new sales and implementations and the impact of the USPS postage rate increase effective in January 2014, partially offset by customer attrition.

Patient billing and payment services revenue for the three months ended September 30, 2014 increased by $5.4 million, or 8.7%, as compared to the prior year period. This increase was primarily driven by the impact of the USPS postage rate increase effective in January 2014 and new sales and implementations, partially offset by customer attrition.

Payer services adjusted EBITDA for the three months ended September 30, 2014 was generally consistent with the prior year period. As a percentage of revenue, payer services adjusted EBITDA was 31.9% for the three months ended September 30, 2014 as compared to 33.6% for the three months ended September 30, 2013. The decrease in our payer services adjusted EBITDA as a percentage of revenue is primarily due to the impact of the one-time reduction of claims management revenue described above and the USPS postage rate increase effective in January 2014.

Provider Services

Our provider services segment revenue and adjusted EBITDA is summarized in the following table (in thousands):

	September 30, 2014	September 30, 2013	$ Change
Revenue:			
Revenue cycle technology	$ 32,343	$ 29,678	$ 2,665
Revenue cycle services	34,979	31,172	3,807
Physician services	12,041	9,237	2,804
	$ 79,363	$ 70,087	$ 9,276
Adjusted EBITDA	$ 39,782	$ 32,317	$ 7,465

Revenue cycle technology revenue for the three months ended September 30, 2014 increased by $2.7 million, or 9.0%, as compared to the prior year period primarily due to new sales and implementations, partially offset by customer attrition.

Revenue cycle services revenue for the three months ended September 30, 2014 increased by $3.8 million, or 12.2%, as compared to the prior year period primarily due to new sales and implementations and improved reimbursement patterns of federal and state payers related to our government eligibility and enrollment services, partially offset by customer attrition.

Physician services revenue for the three months ended September 30, 2014 increased by $2.8 million, or 30.4%, as compared to the prior year period primarily due to $2.6 million of revenue from the Capario acquisition and new sales and implementations, partially offset by customer attrition.

Provider services adjusted EBITDA for the three months ended September 30, 2014 increased by $7.5 million, or 23.1%, as compared to the prior year period. As a percentage of revenue, provider services adjusted EBITDA was 50.1% for the three months ended September 30, 2014 as compared to 46.1% for the three months ended September 30, 2013. The increase in provider services adjusted EBITDA and as a percentage of revenue was primarily due to the impact of revenue items described above and efficiency measures, partially offset by increased strategic growth initiative costs.

Pharmacy Services

Our pharmacy services segment revenue and adjusted EBITDA is summarized in the following table (in thousands):

	September 30, 2014	September 30, 2013	$ Change
Revenue:			
Pharmacy services	$ 31,649	$ 30,363	$ 1,286
Intersegment revenue	90	77	13
	$ 31,739	$ 30,440	$ 1,299
Adjusted EBITDA	$ 15,356	$ 16,350	$ (994)

Pharmacy services revenue for the three months ended September 30, 2014 increased by $1.3 million, or 4.2%, as compared to the prior year period primarily due to new sales and implementations.

Pharmacy services adjusted EBITDA for the three months ended September 30, 2014 decreased by $1.0 million, or 6.1%, as compared to the prior year period. As a percentage of revenue, pharmacy services adjusted EBITDA was 48.4% for the three months ended September 30, 2014 as compared to 53.7% for the prior year period. The decrease in pharmacy services adjusted EBITDA and as a percentage of revenue is

primarily due to increased strategic growth initiative and channel partner costs, changes in revenue mix and the impact of the Vieosoft acquisition.

Nine Months Ended September 30, 2014 Compared to Nine Months Ended September 30, 2013

Revenues

Our total revenues were $997.0 million for the nine months ended September 30, 2014 as compared to $922.5 million for the nine months ended September 30, 2013, an increase of $74.5 million, or 8.1%. Factors affecting our revenues are described in the various segment discussions below.

Cost of Operations

Our total cost of operations was $597.8 million for the nine months ended September 30, 2014 as compared to $563.1 million for the nine months ended September 30, 2013, an increase of $34.7 million, or 6.2%. As a percentage of revenue, our cost of operations was 60.0% for the nine months ended September 30, 2014 as compared to 61.0% for the nine months ended September 30, 2013. The increase in our cost of operations is primarily due to volume growth, including approximately $7.1 million related to the impact of the United States postage rate increase effective in January 2014, approximately $10.2 million related to the inclusion of the acquired Goold, Vieosoft and Capario businesses and increased labor and strategic growth initiative costs. The decrease in our cost of operations as a percentage of revenue is primarily due to changes in revenue mix and increased productivity.

Development and Engineering Expense

Our total development and engineering expense was $24.8 million for the nine months ended September 30, 2014 as compared to $23.2 million for the nine months ended September 30, 2013, an increase of $1.6 million, or 6.8%. The increase in our development and engineering expense is primarily due to strategic growth initiative and labor costs.

Sales, Marketing, General and Administrative Expense

Our total sales, marketing, general and administrative expense was $150.7 million for the nine months ended September 30, 2014 as compared to $123.5 million for the nine months ended September 30, 2013, an increase of $27.3 million, or 22.1%. The increase in our sales, marketing, general and administrative expense was primarily due to approximately $9.1 million related to increased strategic growth initiatives, labor-related and acquisition-related costs, approximately $1.9 million related to canceling product development projects, approximately $3.0 million related to the settlement of a vendor dispute and approximately $2.9 million related to the inclusion of the acquired Vieosoft and Capario businesses.

Depreciation and Amortization Expense

Our depreciation and amortization expense was $141.5 million for the nine months ended September 30, 2014 as compared to $137.9 million for the nine months ended September 30, 2013, an increase of $3.6 million, or 2.6%. This increase was primarily due to increased capital expenditures and acquisition activity, partially offset by the effects of the impairment charge related to the pending partial loss of a customer contract.

Accretion Expense

Our accretion expense was $9.2 million for the nine months ended September 30, 2014 as compared to $18.7 million for the nine months ended September 30, 2013. The amount recognized as accretion expense can vary significantly from period to period due to changes in estimates related to the amount or timing of our tax receivable agreement obligation payments. Such changes can result from a variety of factors, including changes in tax rates and the expected timing of prior net operating loss utilization, which can be affected by business combinations, changes in leverage, operations or other factors.

Interest Expense

Our interest expense was $109.7 million for the nine months ended September 30, 2014 as compared to $116.4 million for the nine months ended September 30, 2013, a decrease of $6.6 million, or 5.7%. Interest expense for the nine months ended September 30, 2014 includes the effect of lower interest rates on the Senior Credit Facilities as a result of the April 2013 repricing transaction.

Income Taxes

Our income tax benefit was $43.7 million for the nine months ended September 30, 2014 as compared to an income tax benefit of $26.4 million for the nine months ended September 30, 2013. Our effective tax rate was 36.7% for the nine months ended September 30, 2014 as compared to 31.3% for the nine months ended September 30, 2013. Differences between the federal statutory rate and the effective income tax rates for these periods principally relate to the change in tax status of EBS Master from a partnership to a corporation in January 2014, a decrease in state income tax rates, as well as valuation allowances related to net operating losses in state tax jurisdictions for which we recognized no income tax benefit.

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Segment Revenues and Adjusted EBITDA

Payer Services

Our payer services segment revenue and adjusted EBITDA is summarized in the following table (in thousands):

	September 30, 2014	September 30, 2013	$ Change
Revenue:			
Claims management	$ 215,614	$ 215,933	$ (319)
Payment distribution services	213,766	194,174	19,592
Patient billing and payment services	205,921	189,396	16,525
Intersegment revenue	7,062	4,399	2,663
	$ 642,363	$ 603,902	$ 38,461
Adjusted EBITDA	$ 202,800	$ 196,786	$ 6,014

Claims management revenue for the nine months ended September 30, 2014 decreased by $0.3 million, or 0.1%, as compared to the prior year period. Claims management revenue for the nine months ended September 30, 2014 includes a one-time reduction of revenue of $4.1 million related to inaccurate data supplied by one of our customers. Excluding this one-time reduction, claims management revenue increased by $3.8 million or 1.8% which was primarily due to revenue of $2.4 million from the Capario acquisition and new sales and implementations.

Payment distribution services revenues for the nine months ended September 30, 2014 increased by $19.6 million, or 10.1%, as compared to the prior year period. This increase was primarily driven by new sales and implementations and the impact of the USPS postage rate increase effective in January 2014, partially offset by customer attrition.

Patient billing and payment services revenue for the nine months ended September 30, 2014 increased by $16.5 million, or 8.7%, as compared to the prior year period. This increase was primarily driven by the impact of the USPS postage rate increase effective in January 2014 and new sales and implementations, partially offset by customer attrition.

Payer services adjusted EBITDA for the nine months ended September 30, 2014 increased by $6.0 million, or 3.1%, as compared to the prior year period. As a percentage of revenue, payer services adjusted EBITDA was 31.6% for the nine months ended September 30, 2014 as compared to 32.6% for the nine months ended September 30, 2013. The increase in payer services adjusted EBITDA was primarily due to the impact of the revenue items described above, partially offset by strategic growth initiative costs. The decrease in our payer services adjusted EBITDA as a percentage of revenue is primarily due to the impact of the one-time reduction of claims management revenue described above and the USPS postage rate increase effective in January 2014.

Provider Revenue Cycle Solutions

Our provider revenue cycle solutions segment revenue and adjusted EBITDA is summarized in the following table (in thousands):

	September 30, 2014	September 30, 2013	$ Change
Revenue:			
Revenue cycle technology	$ 95,254	$ 87,777	$ 7,477
Revenue cycle services	101,491	92,273	9,218
Physician services	30,619	27,030	3,589
	$ 227,364	$ 207,080	$ 20,284
Adjusted EBITDA	$ 107,224	$ 92,889	$ 14,335

Revenue cycle technology revenue for the nine months ended September 30, 2014 increased by $7.5 million, or 8.5%, as compared to the prior year period primarily due to new sales and implementations, partially offset by customer attrition.

Revenue cycle services revenue for the nine months ended September 30, 2014 increased by $9.2 million, or 10.0%, as compared to the prior year period primarily due to new sales and implementations and improved reimbursement patterns of federal and state payers related to our government eligibility and enrollment services, partially offset by customer attrition.

Physician services revenue for the nine months ended September 30, 2014 increased by $3.6 million, or 13.3%, as compared to the prior year period primarily due to $2.6 million of revenue from the Capario acquisition and new sales and implementations, partially offset by customer attrition.

Provider services adjusted EBITDA for the nine months ended September 30, 2014 increased by $14.3 million, or 15.4%, as compared to the prior year period. As a percentage of revenue, provider services adjusted EBITDA was 47.2% for the nine months ended September 30, 2014 as compared to 44.9% for the nine months ended September 30, 2013. The increase in provider services adjusted EBITDA and as a percentage of revenue was primarily due to the impact of the revenue items described above and efficiency measures, partially offset by increased strategic growth initiative costs.

Pharmacy Services

Our pharmacy services segment revenue and adjusted EBITDA is summarized in the following table (in thousands):

	September 30, 2014	September 30, 2013	$ Change
Revenue:			
Pharmacy services	$ 92,808	$ 80,331	$ 12,477
Intersegment revenue	271	256	15
	$ 93,079	$ 80,587	$ 12,492
Adjusted EBITDA	$ 49,016	$ 45,464	$ 3,552

Pharmacy services revenue for the nine months ended September 30, 2014 increased by $12.5 million, or 15.5%, as compared to the prior year period. Pharmacy services revenue for the nine months ended September 30, 2014 and 2013 included $17.6 million and $6.5 million, respectively, related to the Goold acquisition. Excluding this revenue, pharmacy services revenue for the nine months ended September 30, 2014 increased by $1.4 million, or 1.8%, as compared to the prior year period. This increase was primarily due to new sales and implementations, offset by customer attrition.

Pharmacy services adjusted EBITDA for the nine months ended September 30, 2014 increased by $3.6 million, or 7.8%, as compared to the prior year period. The increase in pharmacy services adjusted EBITDA is primarily due to the impact of the revenue items described above. As a percentage of revenue, pharmacy services adjusted EBITDA was 52.7% for the nine months ended September 30, 2014 as compared to 56.4% for the nine months ended September 30, 2013. The decrease in pharmacy services adjusted EBITDA as a percentage of revenue was primarily due to increased strategic growth initiative and channel partner costs, changes in revenue mix and the impact of the Goold and Vieosoft acquisitions.

Liquidity and Capital Resources

General

We are a holding company with no material business operations. Our principal assets are the equity interests we own in our subsidiaries. We conduct all of our business operations through our direct and indirect subsidiaries. Accordingly, our only material sources of cash are borrowings under our Senior Credit Facilities and dividends or other distributions or payments that are derived from earnings and cash flow generated by our subsidiaries.

We anticipate cash generated by operations, the funds available under our Senior Credit Facilities, including the Revolving Facility, and existing cash and equivalents will be sufficient to meet working capital requirements, service our debt and finance capital expenditures. There can be no assurance, however, that our business will generate sufficient cash flow from operations or that future borrowings will be available to us under our Senior Credit Facilities in amounts sufficient to enable us to repay our indebtedness, or to fund other liquidity needs.

We and our subsidiaries, affiliates or significant stockholders may from time to time seek to retire or purchase our outstanding debt (including our senior notes) through cash purchases and/or exchanges for equity securities, in open market purchases, privately negotiated transactions or otherwise. Such repurchases or exchanges, if any, will depend on prevailing market conditions, our liquidity requirements, contractual restrictions and other factors. The amounts involved may be material.

Cash Flows

Operating Activities

Cash provided by operating activities for the nine months ended September 30, 2014 was $108.4 million as compared to $110.0 million for nine months ended September 30, 2013, a decrease of $1.6 million, reflecting generally consistent levels of activity.

Cash provided by operating activities can be significantly impacted by our non-cash working capital assets and liabilities, which may vary based on the timing of cash receipts that fluctuate by day of week and/or month and also may be impacted by cash management decisions.

Investing Activities

Cash used in investing activities for the nine months ended September 30, 2014 was $125.7 million as compared to $65.3 million for the nine months ended September 30, 2013. Cash used in investing activities for each of the nine months ended September 30, 2014 and 2013 consisted of capital expenditures for property and equipment and cash consideration paid for acquisitions, including the July 2014 Capario acquisition.

Financing Activities

Cash used in financing activities for the nine months ended September 30, 2014 was $35.3 million as compared to $15.0 million for the nine months ended September 30, 2013. Cash used in financing activities for each of the nine months ended September 30, 2014 and 2013 primarily consisted of principal payments under our Senior Credit Facilities and deferred financing arrangements. Additionally, cash used in financing activities for the nine months ended September 30, 2014 included the payment of debt assumed in the Capario acquisition.

Long-term Debt

In November 2011, we entered into the Senior Credit Agreement which was comprised of the Term Loan Facility and the Revolving Facility, $375.0 million of 11% senior notes due 2019 (the 2019 Notes) and $375.0 million 11.25% senior notes due 2020 (the 2020 Notes ; together with the 2019 Notes, the Senior Notes).

Long-term debt as of September 30, 2014 and December 31, 2013, consisted of the following:

	September 30, 2014	December 31, 2013
Senior Credit Facilities		
$1,301 million Senior Secured Term Loan facility, due November 2, 2018, net of unamortized discount of $13,520 and $15,826 at September 30, 2014 and December 31, 2013, respectively (effective interest rate of 4.21%)	$ 1,255,092	$ 1,262,445
$125 million Senior Secured Revolving Credit facility, expiring on November 2, 2016 and bearing interest at a variable base rate plus a spread rate		
Senior Notes		
$375 million 11% Senior Notes due December 31, 2019, net of unamortized discount of $6,966 and $7,664 at September 30, 2014 and December 31, 2013, respectively (effective interest rate of 11.53%)	368,034	367,336
$375 million 11.25% Senior Notes due December 31, 2020, net of unamortized discount of $8,868 and $9,560 at September 30, 2014 and December 31, 2013, respectively (effective interest rate of 11.86%)	366,132	365,440
Obligation under data sublicense agreement	22,543	22,543
Other	11,261	12,592
Less current portion	(24,493)	(31,330)
Long-term debt	$ 1,998,569	$ 1,999,026

Senior Credit Facilities

The Senior Credit Agreement provides that, subject to certain conditions, we may request additional tranches of term loans, increase commitments under the Revolving Facility or the Term Loan Facility or add one or more incremental revolving facility tranches (provided that the revolving credit commitments outstanding at any time have no more than three different maturity dates) in an aggregate amount not to exceed (a) $300.0 million plus (b) an unlimited amount at any time, subject to compliance on a pro forma basis with a first lien net leverage ratio of no greater than 4.00:1.00. Availability of such additional tranches of term loans or revolving facilities and/or increased commitments is subject to, among other conditions, the absence of any default under the Senior Credit Agreement and the receipt of commitments by existing or additional financial institutions. Proceeds of the Revolving Facility, including up to $30.0 million in the form of borrowings on same-day notice, referred to as swingline loans, and up to $50.0 million in the form of letters of credit, are available to provide financing for working capital and general corporate purposes.

Borrowings under the Senior Credit Facilities bear interest at an annual rate equal to an applicable margin plus, at our option, either (a) a base rate determined by reference to the highest of (i) the applicable prime rate, (ii) the federal funds rate plus 0.50% and (iii) a LIBOR rate determined by reference to the costs of funds for United States dollar deposits for an interest period of one month, adjusted for certain additional costs, plus 1.00%, which base rate, in the case of the Term Loan Facility only, shall be no less than 2.25% or (b) a LIBOR rate determined by reference to the costs of funds for United States dollar deposits for the interest period relevant to such borrowing, adjusted for certain additional costs, which, in the case of the Term Loan Facility only, shall be no less than 1.25%.

In April 2012, we amended the Senior Credit Agreement to reprice the Senior Credit Facilities and borrow $80.0 million of additional term loans for general corporate purposes, including acquisitions. Following this amendment, the LIBOR-based interest rate on the Term Loan Facility was LIBOR plus 3.75%, compared to the previous interest rate of LIBOR plus 5.50%. The new LIBOR-based interest rate on the Revolving Facility was LIBOR plus 3.50% (with a potential step-down to LIBOR plus 3.25% based on our first lien net leverage ratio), compared to the previous interest rate of LIBOR plus 5.25% (with a potential step-down to LIBOR plus 5.00% based on our first lien net leverage ratio).

In April 2013, we again amended the Senior Credit Agreement to further reprice, and also to modify certain financial covenants under, the Senior Credit Facilities. Following this amendment, the interest rate on the Term Loan Facility is LIBOR plus 2.50%, compared to the previous interest rate of LIBOR plus 3.75%. The new interest rate on the Revolving Facility is LIBOR plus 2.50%, compared to the previous interest rate of LIBOR plus 3.50% (or 3.25% based on a specified first lien net leverage ratio). The Term Loan Facility remains subject to a LIBOR floor of 1.25%, and there continues to be no LIBOR floor on the Revolving Facility. In connection with the April 2013 repricing, the Senior Credit Agreement also was amended to, among other things, eliminate the financial covenant in the Senior Credit Facilities related to the consolidated cash interest coverage ratio and modify the financial covenant related to the net leverage test by maintaining the required first lien net leverage ratio at 5.35 to 1.00 for the remaining term of the Senior Credit Facilities.

These amendments to the Senior Credit Agreement resulted in a loss on extinguishment of debt of $23.2 million and other expenses related to fees paid to third parties of $1.2 million for the nine months ended September 30, 2013, which have been reflected within sales, marketing, general and administrative expense in the accompanying consolidated statements of operations.

In addition to paying interest on outstanding principal under the Senior Credit Facilities, we are required to pay customary agency fees, letter of credit fees and a 0.50% commitment fee in respect of the unutilized commitments under the Revolving Facility.

The Senior Credit Agreement requires that we prepay outstanding loans under the Term Loan Facility, subject to certain exceptions, with (a) 100% of the net cash proceeds of any incurrence of debt other than debt permitted under the Senior Credit Agreement, (b) commencing with the fiscal year ended December 31, 2012, 50% (which percentage will be reduced to 25% and 0% based on our first lien net leverage ratio) of our annual excess cash flow and (c) 100% of the net cash proceeds of certain asset sales and casualty and condemnation events, subject to reinvestment rights and certain other exceptions.

We generally may voluntarily prepay outstanding loans under the Senior Credit Facilities at any time without premium or penalty other than breakage costs with respect to LIBOR loans.

We are required to make quarterly payments equal to 0.25% of the aggregate principal amount of the loans under the Term Loan Facility, with the balance due and payable on November 2, 2018. Any principal amount outstanding under the Revolving Facility is due and payable on November 2, 2016.

Certain of our United States wholly-owned restricted subsidiaries, together with the Company, are co-borrowers and jointly and severally liable for all obligations under the Senior Credit Facilities. Such obligations of the co-borrowers are unconditionally guaranteed by Beagle Intermediate Holdings, Inc., a direct wholly-owned subsidiary of Beagle Parent Corp., the Company and each of our existing and future United States wholly-owned restricted subsidiaries (with certain exceptions including immaterial subsidiaries). These obligations are secured by a perfected security interest in substantially all of the assets of the co-borrowers and guarantors now owned or later acquired, including a pledge of all of the capital stock of the Company and our United States wholly-owned restricted subsidiaries and 65% of the capital stock of our foreign restricted subsidiaries, subject in each case to the exclusion of certain assets and additional exceptions.

The Senior Credit Agreement requires us to comply with a maximum first lien net leverage ratio financial maintenance covenant, to be tested on the last day of each fiscal quarter. A breach of the first lien net leverage ratio covenant is subject to certain equity cure rights. In addition, the Senior Credit Facilities contain a number of negative covenants that, among other things and subject to certain exceptions, restrict our ability and the ability of our subsidiaries to:

- incur additional indebtedness or guarantees;
- incur liens;
- make investments, loans and acquisitions;
- consolidate or merge;
- sell assets, including capital stock of subsidiaries;
- pay dividends on capital stock or redeem, repurchase or retire capital stock of the Company or any restricted subsidiary, subject to customary covenants, including compliance with leverage ratios and subject to limitation based on net income generated during the term of the Senior Credit Agreement;
- alter the business of the Company;
- amend, prepay, redeem or purchase subordinated debt;
- engage in transactions with affiliates; and
- enter into agreements limiting dividends and distributions of certain subsidiaries.

The Senior Credit Agreement also contains certain customary representations and warranties, affirmative covenants and provisions relating to events of default (including upon change of control).

As of September 30, 2014, we believe we were in compliance with all of the applicable debt covenants under the Senior Credit Agreement.

Senior Notes

The 2019 Notes bear interest at an annual rate of 11% with interest payable semi-annually on June 30 and December 31 of each year. The 2019 Notes mature on December 31, 2019. The 2020 Notes bear interest at an annual rate of 11.25% with interest payable quarterly on March 31, June 30, September 30 and December 31 of each year. The 2020 Notes mature on December 31, 2020.

We may redeem the 2019 Notes, the 2020 Notes or both, in whole or in part, at any time on or after December 31, 2015 at the applicable redemption price, plus accrued and unpaid interest. In addition, at any time prior to December 31, 2014, we may, at our option and on one or more occasions, redeem up to 35% of the aggregate principal amount of the 2019 Notes or the 2020 Notes, at a redemption price equal to 100% of the aggregate principal amount, plus a premium equal to the stated interest rate on the 2019 Notes or the 2020 Notes, respectively, plus accrued and unpaid interest with the net cash proceeds of certain equity offerings; provided that at least 50% of the sum of the aggregate principal amount of the 2019 Notes or 2020 Notes, respectively, originally issued (including any additional notes) remain outstanding immediately after such redemption and the redemption occurs within 180 days of the equity offering. At any time prior to December 31, 2015, we may redeem the 2019 Notes, the 2020 Notes or both, in whole or in part, at our option and on one or more occasions, at a redemption price equal to 100% of the principal amount, plus an applicable premium and accrued and unpaid interest. If we experience specific kinds of changes in control, we must offer to purchase the Senior Notes at a purchase price equal to 101% of the principal amount, plus accrued and unpaid interest.

The Senior Notes are senior unsecured obligations and rank equally in right of payment with all of our existing and future indebtedness and senior in right of payment to all of our existing and future subordinated indebtedness. Our obligations under the Senior Notes are guaranteed on a senior basis by all of our existing and subsequently acquired or organized wholly-owned United States restricted subsidiaries that guarantee our Senior Credit Facilities or our other

indebtedness or indebtedness of any affiliate guarantor. The Senior Notes and the related guarantees are effectively subordinated to our existing and future secured obligations and that of our affiliate guarantors to the extent of the value of the collateral securing such obligations, and are structurally subordinated to all existing and future indebtedness and other liabilities of any of our subsidiaries that do not guarantee the Senior Notes.

The indentures governing the Senior Notes (the Indentures) contain covenants that, among other things, limit our ability and the ability of certain of our subsidiaries to:

- pay dividends on our capital stock or redeem, repurchase or retire our capital stock, subject to customary covenants, including compliance with a fixed charge coverage ratio and subject to limitation based on net income generated during the term of the Indentures;
- incur additional indebtedness or issue certain capital stock;
- incur certain liens;
- make investments, loans, advances and acquisitions;
- consolidate, merge or transfer all or substantially all of our assets and the assets of our subsidiaries;
- prepay subordinated debt;
- engage in certain transactions with our affiliates; and
- enter into agreements restricting our restricted subsidiaries ability to pay dividends.

The Indentures also contain certain affirmative covenants and events of default.

As of September 30, 2014, we believe we were in compliance with all of the applicable debt covenants under the Senior Notes.

Off-Balance Sheet Arrangements

As of the filing of this Quarterly Report, we had no off-balance sheet arrangements or obligations, other than those related to surety bonds of an insignificant amount.

ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK

We have interest rate risk primarily related to borrowings under the Senior Credit Agreement. Borrowings under the Senior Credit Facilities bear interest at an annual rate equal to an applicable margin plus, at our option, either (a) a base rate determined by reference to the highest of (i) the applicable prime rate, (ii) the federal funds rate plus 0.50% and (iii) a LIBOR rate determined by reference to the costs of funds for United States dollar deposits for an interest period of one month, adjusted for certain additional costs, plus 1.00%, which base rate, in the case of the Term Loan Facility only, shall be no less than 2.25% or (b) a LIBOR rate determined by reference to the costs of funds for United States dollar deposits for the interest period relevant to such borrowing, adjusted for certain additional costs, which, in the case of the Term Loan Facility only, shall be no less than 1.25%.

As of September 30, 2014, we had outstanding borrowings of $1,269 million (before unamortized debt discount) under the Senior Credit Agreement. As of September 30, 2014, the LIBOR-based interest rate on the Term Loan Facility and Revolving Facility were each LIBOR plus 2.50%. The Term Loan Facility is subject to a LIBOR floor of 1.25% and there is no LIBOR floor on the Revolving Facility.

We manage economic risks, including interest rate, liquidity and credit risk, primarily by managing the amount, sources and duration of our debt funding and the use of derivative financial instruments. Specifically, we enter into interest rate swap agreements to manage exposures that arise from business activities that result in the receipt or payment of future known and uncertain cash amounts, the value of which are determined by interest rates. Our interest rate swap agreements are used to manage differences in the amount, timing and duration of our known or expected cash receipts and our known or expected cash payments principally related to our borrowings.

In January 2012, we executed three interest rate swap agreements with an aggregate notional amount of $640 million to reduce the variability of interest payments associated with the Term Loan Facility. For the quarter ended September 30, 2014, our interest rate swap agreements were designated as a cash flow hedge so that changes in the fair market value of the interest rate swap agreements were included within other comprehensive income.

A change in interest rates on variable rate debt may impact our pretax earnings and cash flows. However, due to a floor on the floating rate index of 1.25% under the Term Loan Facility, as of September 30, 2014, our interest rates must increase by more than 100 basis points before our interest expense or cash flows are affected. Based on our outstanding debt as of September 30, 2014, and assuming that our mix of debt instruments, interest rate swaps and other variables remain the same, the annualized effect of a one percentage point change in variable interest rates would have minimal impact on our earnings and cash flows.

In the future, in order to manage our interest rate risk, we may refinance our existing debt, enter into additional interest rate swap agreements, modify our existing interest rate swap agreements or make changes that may impact our ability to treat our interest rate swaps as a cash flow hedge. However, we do not intend or expect to enter into derivative or interest rate swap transactions for speculative purposes.

ITEM 4. CONTROLS AND PROCEDURES

Conclusion Regarding the Effectiveness of Disclosure Controls and Procedures

Under the supervision and with the participation of our Chief Executive Officer (CEO) and Chief Financial Officer (CFO), management has evaluated the effectiveness of the design and operation of our disclosure controls and procedures (as defined in Rule 13a-15(e) and Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended (the Exchange Act)) as of September 30, 2014. Based upon that evaluation, our CEO and CFO concluded that, as of September 30, 2014, our disclosure controls and procedures were effective to ensure that the information that we are required to disclose in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported within the time periods specified in SEC rules and forms and such information is accumulated and communicated to our management, including our CEO and CFO, as appropriate, to allow timely decisions regarding required disclosure.

Changes in Internal Control Over Financial Reporting

There have been no changes to our internal control over financial reporting that occurred during the three months ended September 30, 2014, that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

PART II. OTHER INFORMATION

ITEM 1. LEGAL PROCEEDINGS

In the normal course of business, the Company is subject to claims, lawsuits and legal proceedings. While it is not possible to ascertain the ultimate outcome of such matters, in management s opinion, the liabilities, if any, in excess of amounts provided or covered by insurance, are not expected to have a material adverse effect on our consolidated financial position, results of operations or liquidity.

ITEM 1A. RISK FACTORS

The discussion of the Company s business and operations should be read together with the risk factors contained under the heading Risk Factors in our Form 10-K, which describes various risks and uncertainties to which we are or may be subject. These risks and uncertainties have the potential to affect our business, financial condition and results of operations, cash flows and prospects in a material adverse manner. As of the date hereof, there have been no material changes to the risk factors set forth in our Form 10-K.

ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS

None.

ITEM 3. DEFAULTS UPON SENIOR SECURITIES

None.

ITEM 4. MINE SAFETY DISCLOSURES

None.

ITEM 5. OTHER INFORMATION

None.

ITEM 6. EXHIBITS

The exhibits listed on the accompanying Exhibit Index are filed, furnished or incorporated by reference (as stated therein) as part of this Quarterly Report.

SIGNATURES

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

	EMDEON INC.
Date: November 7, 2014	By: /s/ Neil E. de Crescenzo Neil E. de Crescenzo, Chief Executive Officer and Director (Principal Executive Officer)
Date: November 7, 2014	By: /s/ Randy P. Giles Randy P. Giles, Chief Financial Officer (Principal Financial and Accounting Officer)

Exhibit Index

Exhibit No.	
4.1	2019 Notes Supplemental Indenture, dated as of September 16, 2014, between Capario, Inc. and Wilmington Trust, National Association, as trustee (filed herewith).
4.2	2020 Notes Supplemental Indenture, dated as of September 16, 2014, between Capario, Inc. and Wilmington Trust, National Association, as trustee (filed herewith).
10.1	Separation Agreement and General Release, dated September 19, 2014, among T. Ulrich Brechbuhl and Emdeon Business Services LLC (filed herewith).
31.1	Certification of Chief Executive Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended (filed herewith).
31.2	Certification of Chief Financial Officer pursuant to Rule 13a-14(a) and Rule 15d-14(a) under the Securities Exchange Act of 1934, as amended (filed herewith).
32.1	Certification of Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
32.2	Certification of Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002 (furnished herewith).
101.INS	XBRL Instance Document
101.SCH	XBRL Taxonomy Extension Scheme Document
101.CAL	XBRL Taxonomy Calculation Linkbase Document
101.DEF	XBRL Taxonomy Definition Linkbase Document
101.LAB	XBRL Taxonomy Label Linkbase Document
101.PRE	XBRL Taxonomy Presentation Linkbase Document