

U S PHYSICAL THERAPY INC /NV

Form 10-K

March 12, 2008

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**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

**Form 10-K**

(Mark One)

- ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE FISCAL YEAR ENDED DECEMBER 31, 2007**
- OR**
- TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d)  
OF THE SECURITIES EXCHANGE ACT OF 1934  
FOR THE TRANSITION PERIOD FROM      TO**

**COMMISSION FILE NUMBER 1-11151**

**U.S. PHYSICAL THERAPY, INC.**  
*(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)*

**NEVADA**  
*(STATE OR OTHER JURISDICTION OF  
INCORPORATION OR ORGANIZATION)*

**76-0364866**  
*(I.R.S. EMPLOYER  
IDENTIFICATION NO.)*

**1300 WEST SAM HOUSTON PARKWAY SOUTH,  
SUITE 300,  
HOUSTON, TEXAS**  
*(ADDRESS OF PRINCIPAL EXECUTIVE OFFICES)*

**77042**  
*(ZIP CODE)*

**REGISTRANT'S TELEPHONE NUMBER, INCLUDING AREA CODE:  
(713) 297-7000**

**SECURITIES REGISTERED PURSUANT TO SECTION 12(b) OF THE EXCHANGE ACT:  
Common Stock, \$.01 par value**

**SECURITIES REGISTERED PURSUANT TO SECTION 12(g) OF THE EXCHANGE ACT: NONE**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act. Yes  No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or 15(d) of the Act. Yes  No

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 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

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K.

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  Smaller reporting Company

(Do not check if a 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

The aggregate market value of the shares of the registrant's common stock held by non-affiliates of the registrant at June 30, 2007 was \$103,288,876 based on the closing sale price reported on the Nasdaq Global Select for the registrant's common stock on June 30, 2007, the last business day of the registrant's most recently completed second fiscal quarter. For purposes of this computation, all executive officers, directors and 5% beneficial owners of the registrant were deemed to be affiliates. Such determination should not be deemed an admission that such executive officers, directors and beneficial owners are, in fact, affiliates of the registrant.

As of March 10, 2008, the number of shares outstanding of the registrant's common stock, par value \$.01 per share, was: 11,857,330.

#### DOCUMENTS INCORPORATED BY REFERENCE

| DOCUMENT   | PART OF FORM<br>10-K |
|--|----------------------|
| Portions of Definitive Proxy Statement for the 2008 Annual Meeting of Shareholders | PART III             |

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**FORWARD LOOKING STATEMENTS**

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

revenue and earnings expectations;

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

availability and cost of qualified physical and occupational therapists;

personnel productivity;

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

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

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

maintaining adequate internal controls;

availability, terms, and use of capital;

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

weather and other seasonal factors.

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

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**PART I**

**ITEM 1. BUSINESS.**

**GENERAL**

Our company, U.S. Physical Therapy, Inc. (the Company), through our subsidiaries, operates outpatient physical and occupational therapy clinics that provide pre- and post-operative care and treatment for orthopedic-related disorders, sports-related injuries, preventative care, rehabilitation of injured workers and neurological-related injuries. The Company primarily operates through subsidiary clinic partnerships, in which the Company generally owns a 1% general partnership interest and a 64% limited partnership interest and the managing therapist(s) of the clinics owns the remaining limited partnership interest in the majority of the clinics (hereinafter referred to as Clinic Partnerships). To a lesser extent, the Company operates some clinics, through wholly-owned subsidiaries, under profit sharing arrangements with therapists (hereinafter referred to as Wholly-Owned Facilities). Unless the context otherwise requires, references in this Annual Report on Form 10-K to we, our or us includes the Company and all our subsidiaries.

At December 31, 2007, we operated 349 outpatient physical and occupational therapy clinics in 41 states, including those related to the STAR Acquisition described below. There were 244 clinics operated under Clinic Partnerships and 105 Wholly-Owned Facilities. Our strategy is to develop outpatient clinics on a national basis. The average age of the 349 clinics in operation at December 31, 2007 was 5.6 years. Of the 349 clinics, we developed 279 and acquired 70. Our highest concentration of clinics are in the following states Tennessee, Texas, Michigan, Oklahoma, Wisconsin, Virginia, Florida, Indiana, Maine and Arizona. In addition to our owned clinics, at December 31, 2007, we also managed 10 physical therapy practices for third parties, including physicians.

Effective September 1, 2007, the Company acquired a majority interest in STAR Physical Therapy, LP (STAR), a multi-partner outpatient rehabilitation practice with operations in the southeast United States (the STAR Acquisition). STAR owns and operates 51 outpatient physical and occupational therapy clinics and manages seven other facilities for third parties.

We continue to seek to attract physical and occupational therapists who have established relationships with physicians and other referral sources by offering therapists a competitive salary and a share of the profits or an ownership interest in the clinic operated by that therapist. In addition, we have developed satellite clinic facilities of existing clinics, with the result that many clinic groups operate more than one clinic location. In 2007, we opened 17 clinics of which seven were new Clinic Partnerships, seven were satellites of existing Clinic Partnerships and three were satellites of Wholly-Owned Facilities. In 2008, we intend to continue to focus on developing new clinics and on opening satellite clinics where deemed appropriate. In addition, we will evaluate acquisition opportunities.

Therapists at our clinics initially perform a comprehensive evaluation of each patient, which is then followed by a treatment plan specific to the injury as prescribed by the patient's physician. The treatment plan may include a number of procedures, including therapeutic exercise, manual therapy techniques, ultrasound, electrical stimulation, hot packs, iontophoresis, education on management of daily life skills and home exercise programs. A clinic's business primarily comes from referrals by local physicians. The principal sources of payment for the clinic's services are managed care programs, commercial health insurance, Medicare/Medicaid and workers' compensation insurance.

The Company was re-incorporated in April 1992 under the laws of the State of Nevada and has operating subsidiaries organized in various states in the form of limited partnerships and wholly-owned corporations. This description of our

business should be read in conjunction with our financial statements and the related notes contained elsewhere in this Annual Report on Form 10-K. Our principal executive offices are located at 1300 West Sam Houston Parkway South, Suite 300, Houston, Texas 77042. Our telephone number is (713) 297-7000. Our website is [www.usph.com](http://www.usph.com).

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**OUR CLINICS**

Most of our clinics are Clinic Partnerships in which we own the general partnership interest and a majority of the limited partnership interests. The managing therapists of the clinics own a portion of the limited partnership interests. Historically, the therapist partners have no interest in the net losses of Clinic Partnerships, except to the extent of their capital accounts. Since we also develop satellite clinic facilities of existing clinics, Clinic Partnerships may consist of more than one clinic location. As of December 31, 2007, through wholly-owned subsidiaries, we owned a 1% general partnership interest in all the Clinic Partnerships, except for one clinic in which we own a 6% general partnership interest. Our limited partnership interests range from 49% to 99% in the Clinic Partnerships, but with respect to the majority of our Clinic Partnerships, we own a limited partnership interest of 64%. For the great majority of the Clinic Partnerships, the managing therapist of each clinic owns the remaining limited partnership interests in the Clinic Partnerships.

In the majority of the Clinic Partnership agreements, the therapist partner begins with a 20% distribution interest in their Clinic Partnership earnings which increases by 3% at the end of each year thereafter up to a maximum distribution interest of 35%.

Typically each therapist partner or director enters into an employment agreement for a term ranging from one to three years with their Clinic Partnership. Each agreement typically provides for a covenant not to compete during the period of his or her employment and for one or two years thereafter. Under each employment agreement, the therapist partner receives a base salary and may receive a bonus based on the net revenues or profits generated by his or her Clinic Partnership. In the case of Clinic Partnerships, the therapist partner receives earnings distributions based upon their ownership interest. Upon termination of employment, the Company typically has the right, but is not obligated, to purchase the therapists' partnership interests in Clinic Partnerships.

Each Clinic Partnership maintains an independent local identity, while at the same time enjoying the benefits of national purchasing, negotiated third-party payor contracts, centralized support services and management practices. Under a management agreement, one of our subsidiaries provides a variety of support services to each clinic, including supervision of site selection, construction, clinic design and equipment selection, establishment of accounting systems and billing procedures and training of office support personnel, processing of accounts payable, operational direction, auditing of regulatory compliance, payroll, benefits administration, accounting services, quality assurance and marketing support.

Our typical clinic occupies approximately 1,500 to 3,000 square feet of leased space in an office building or shopping center. We attempt to lease ground level space for patient ease of access to our clinics. We also attempt to make the decor in our clinics less institutional and more aesthetically pleasing than traditional hospital clinics. Typical minimum staff at a clinic consists of a licensed physical or occupational therapist and an office manager as well as, if appropriate, a contracted social worker and medical advisor. As patient visits grow, staffing may also include additional physical or occupational therapists, therapy assistants, aides, exercise physiologists, athletic trainers and office personnel. Therapy services are performed under the supervision of a licensed therapist.

We provide services at our clinics on an outpatient basis. Patients are usually treated for approximately one hour per day, two to three times a week, typically for two to six weeks. We generally charge for treatment on a per procedure basis. Medicare patients are charged based on prescribed time increments and Medicare billing standards. In addition, our clinics will develop, when appropriate, individual maintenance and self-management exercise programs to be continued after treatment. We continually assess the potential for developing new services and expanding the methods of providing our existing services in the most efficient manner.





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We believe that the following factors, among others, influence the growth of outpatient physical and occupational therapy services:

*Economic Benefits of Therapy Services.* Purchasers and providers of healthcare services, such as insurance companies, health maintenance organizations, businesses and industries, continuously seek cost savings for traditional healthcare services. We believe that our therapy services provide a cost-effective way to prevent short-term disabilities from becoming chronic conditions and to speed recovery from surgery and musculoskeletal injuries.

*Earlier Hospital Discharge.* Changes in health insurance reimbursement, both public and private, have encouraged the earlier discharge of patients to reduce costs. We believe that early hospital discharge practices foster greater demand for outpatient physical and occupational therapy services.

*Aging Population.* In general, the elderly population has a greater incidence of disability compared to the population as a whole. As this segment of the population grows, we believe that demand for rehabilitation services will expand.

**MARKETING**

We focus our marketing efforts primarily on physicians, including orthopedic surgeons, neurosurgeons, physiatrists, occupational medicine physicians and general practitioners. In marketing to the physician community, we emphasize our commitment to quality patient care and regular communication with physicians regarding patient progress. We employ personnel to assist clinic directors in developing and implementing marketing plans for the physician community and to assist in establishing referral relationships with health maintenance organizations, preferred provider organizations, industry and case managers and insurance companies.

**SOURCES OF REVENUE**

Payor sources for clinic services are primarily managed care programs, commercial health insurance, Medicare/Medicaid and workers' compensation insurance. Commercial health insurance, Medicare and managed care programs generally provide coverage to patients utilizing our clinics after payment by the patients of normal deductibles and co-insurance payments. Workers' compensation laws generally require employers to provide, directly or indirectly through insurance, costs of medical rehabilitation for their employees from work-related injuries and disabilities and, in some jurisdictions, mandatory vocational rehabilitation, usually without any deductibles, co-payments or cost sharing. Treatments for patients who are parties to personal injury cases are generally paid from the proceeds of settlements with insurance companies or from favorable judgments. If an unfavorable judgment is received, collection efforts are generally not pursued against the patient and the patient's account is written-off against established reserves. Bad debt reserves relating to all receivable types are regularly reviewed and adjusted as appropriate.

The following table shows our payor mix for the years ended:

| Payor                       | December 31, 2007 |            | December 31, 2006 |            | December 31, 2005 |            |
|-----------------------------|-------------------|------------|-------------------|------------|-------------------|------------|
|                             | Visits            | Percentage | Visits            | Percentage | Visits            | Percentage |
| Managed Care Program        | 519,493           | 33.4%      | 447,021           | 32.4%      | 397,600           | 30.9%      |
| Commercial Health Insurance | 404,980           | 26.1%      | 388,474           | 28.2%      | 354,032           | 27.5%      |

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|                      |           |        |           |        |           |        |
|----------------------|-----------|--------|-----------|--------|-----------|--------|
| Medicare/Medicaid    | 343,155   | 22.1%  | 294,514   | 21.3%  | 299,806   | 23.3%  |
| Workers Compensation |           |        |           |        |           |        |
| Insurance            | 232,723   | 15.0%  | 199,663   | 14.5%  | 187,211   | 14.5%  |
| Other                | 53,213    | 3.4%   | 49,378    | 3.6%   | 48,159    | 3.8%   |
| Total                | 1,553,564 | 100.0% | 1,379,050 | 100.0% | 1,286,808 | 100.0% |

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Our business depends to a significant extent on our relationships with commercial health insurers, health maintenance organizations and preferred provider organizations and workers' compensation insurers. In some geographical areas, our clinics must be approved as providers by key health maintenance organizations and preferred provider plans to obtain payments. Failure to obtain or maintain these approvals would adversely affect financial results.

During the year ended December 31, 2007, approximately 22% of our visits were from patients with Medicare program coverage. To receive Medicare reimbursement, a facility (Medicare Certified Rehabilitation Agency) or the individual therapist (Physical/Occupational Therapist in Private Practice) must meet applicable participation conditions set by the Department of Health and Human Services (HHS) relating to the type of facility, equipment, record keeping, personnel and standards of medical care, and also must comply with all state and local laws. HHS, through Centers for Medicare & Medicaid Services (CMS) and designated agencies, periodically inspects or surveys clinics/providers for approval and/or compliance. We anticipate that newly developed clinics will generally become certified as Medicare providers. However, we cannot assure you that newly developed clinics will be successful in becoming certified as Medicare providers.

Since 1999, reimbursement for outpatient therapy services provided to Medicare beneficiaries has been made according to a fee schedule published by the HHS. Under the Balanced Budget Act of 1997, the total amount paid by Medicare in any one year for outpatient physical therapy or occupational therapy (including speech-language pathology) to any one patient was initially limited to \$1,500 (the Medicare Cap or Limit), except for services provided in hospitals. After a three-year moratorium, this Medicare Limit on therapy services was implemented for services rendered on or after September 1, 2003 subject to an adjusted total of \$1,590 (the Adjusted Medicare Limit). Effective December 8, 2003, a moratorium was again placed on the Adjusted Medicare Limit for the remainder of 2003 and for years 2004 and 2005. Under the Medicare Prescription Drug, Improvement and Modernization Act of 2003, the Adjusted Medicare Limit was reinstated effective as of January 1, 2006. Outpatient therapy services rendered to Medicare beneficiaries by the Company's therapists were subject to the cap, except to the extent these services were rendered pursuant to certain management and professional services agreements with inpatient facilities, in which case the caps did not apply. The Adjusted Medicare Limit for 2006 was \$1,740.

In 2006, Congress passed the Deficit Reduction Act (DRA), which allowed the CMS to grant exceptions to the Medicare Cap for services provided during the year, as long as those services met certain qualifications (as more fully defined in the February 15, 2006 Medicare Fact Sheet). The exception process allowed for automatic and manual exceptions to the Medicare Cap for medically necessary services. The exception process specified diagnosis that qualified for an automatic exception to the Medicare Cap if the condition or complexity had a direct and significant impact on the course of therapy being provided and the additional treatment was medically necessary. The exception process further provided that manual exceptions could be granted if the condition or complexity did not allow for an automatic exception, but was believed to require medically necessary services. The exceptions provision adopted as part of the DRA expired on December 31, 2006.

In December 2006, Congress passed and the President signed the Tax Relief and Health Care Act of 2006, which extended the Medicare Cap exceptions process for 2007. As a result, the Medicare Cap continued to apply in 2007, and the Adjusted Medicare Limit for 2007 was \$1,780. After Congress extended the exceptions for another year, CMS revised the exceptions procedures. These procedures eliminate the manual exceptions process and expand the use of automatic exceptions. Beginning January 1, 2007, all services that required exceptions to the Medicare Cap were processed as automatic exceptions. While the basic procedure for obtaining an automatic exception remained the same, CMS expanded requirements for documentation related to the medical necessity of services provided above the cap.

The Medicare Cap continues to apply in 2008, and the Adjusted Medicare Limit for 2008 is 1,810. On December 29, 2007, the Medicare, Medicaid and SCHIP Extension Act of 2007 was signed into law. This Act extended the

exceptions process for the Medicare Cap through June 30, 2008. Unless additional legislation is enacted prior to July 1, 2008, the exceptions process will expire at that time.

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

Medicare regulations require that a physician or non-physician practitioner certify the need for skilled therapy services for each patient and that these services be provided under an established plan of treatment, which is periodically revised.

Medicaid is not, nor is it expected to be, a material payor for us constituting less than 1% of historical revenue.

## **REGULATION AND HEALTHCARE REFORM**

Numerous federal, state and local regulations regulate healthcare services. Some states into which we may expand have laws requiring facilities employing health professionals and providing health-related services to be licensed and, in some cases, to obtain a certificate of need (that is, demonstrating to a state regulatory authority the need for, and financial feasibility of, new facilities or the commencement of new healthcare services). None of the states in which we currently operate require obtaining certificates of need for the conduct of our current business functions. Our therapists and/or clinics, however, are required to be licensed, as determined by the state in which they provide services. Failure to obtain or maintain any required certificates, approvals or licenses could have a material adverse effect on our business, financial condition and results of operations.

*Regulations Controlling Fraud and Abuse.* Various federal and state laws regulate financial relationships involving providers of healthcare services. These laws include Section 1128B(b) of the Social Security Act (42 U.S. C. § 1320a-7b[b]) (the Fraud and Abuse Law), under which civil and criminal penalties can be imposed upon persons who, among other things, offer, solicit, pay or receive remuneration in return for (i) the referral of patients for the rendering of any item or service for which payment may be made, in whole or in part, by a Federal health care program (including Medicare and Medicaid); or (ii) purchasing, leasing, ordering, or arranging for or recommending purchasing, leasing, ordering any good, facility, service, or item for which payment may be made, in whole or in part, by a Federal health care program (including Medicare and Medicaid). We believe that our business procedures and business arrangements are in compliance with these provisions. However, the provisions are broadly written and the full extent of their specific application to specific facts and arrangements of which the Company is a party is uncertain and difficult to predict. In addition, several states have enacted state laws similar to the Fraud and Abuse Law, which may be more restrictive than the Fraud and Abuse Law.

In 1991, the Office of the Inspector General (OIG) of the HHS issued regulations describing compensation financial arrangements that fall within a Safe Harbor and, therefore, are not viewed as illegal remuneration under the Fraud and Abuse Law. Failure to fall within a Safe Harbor does not mean that the Fraud and Abuse Law has been violated; however, the OIG has indicated that failure to fall within a Safe Harbor may subject an arrangement to increased scrutiny under a facts and circumstances test.

Our business of managing physician-owned physical therapy facilities is regulated by the Fraud and Abuse Law. However, the manner in which we contract with such facilities often falls outside the complete scope of available Safe Harbors. We believe our arrangements comply with the Fraud and Abuse Law, even though federal courts provide limited guidance as to the application of the Fraud and Abuse Law to these arrangements. If our management contracts are held to violate the Fraud and Abuse Law, it could have an adverse effect on our business, financial condition and results of operations.

In February 2000, the OIG issued a special fraud alert regarding the rental of space in physician offices by persons or entities to which the physicians refer patients. The OIG's stated concern in these arrangements is that rental payments

may be disguised kickbacks to the physician-landlords to induce referrals. We rent clinic space for a number of our clinics from referring physicians and have taken the steps that we believe are necessary to ensure that all leases comply to the extent possible and applicable with the space rental Safe Harbor to the Fraud and Abuse Law.

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In April 2003, the OIG issued a special advisory bulletin addressing certain complex contractual arrangements for the provision of items and services that were previously identified as suspect in a 1989 special fraud alert. This special advisory bulletin identified several characteristics commonly exhibited by suspect arrangements, the existence of one or more of which could indicate a prohibited arrangement to the OIG. Generally, the indicia of a suspect contractual joint venture as identified by the special advisory bulletin and Opinion 04-17 include the following:

*New Line of Business.* A provider in one line of business ( Owner ) expands into a new line of business that can be provided to the Owner s existing patients, with another party who currently provides the same or similar item or service as the new business ( Manager/Supplier ).

*Captive Referral Base.* The arrangement predominantly or exclusively serves the Owner s existing patient base (or patients under the control or influence of the Owner).

*Little or No Bona Fide Business Risk.* The Owner s primary contribution to the venture is referrals; it makes little or no financial or other investment in the business, delegating the entire operation to the Manager/Supplier, while retaining profits generated from its captive referral base.

*Status of the Manager/Supplier.* The Manager/Supplier is a would-be competitor of the Owner s new line of business and would normally compete for the captive referrals. It has the capacity to provide virtually identical services in its own right and bill insurers and patients for them in its own name.

*Scope of Services Provided by the Manager/Supplier.* The Manager/Supplier provides all, or many, of the new business key services.

*Remuneration.* The practical effect of the arrangement, viewed in its entirety, is to provide the Owner the opportunity to bill insurers and patients for business otherwise provided by the Manager/Supplier. The remuneration from the venture to the Owner (i.e., the profits of the venture) takes into account the value and volume of business the Owner generates.

*Exclusivity.* The arrangement bars the Owner from providing items or services to any patients other than those coming from Owner and/or bars the Manager/Supplier from providing services in its own right to the Owner s patients.

Due to the nature of our business operations, many of our management service arrangements exhibit one or more of these characteristics. However, the Company believes it has taken steps regarding the structure of such arrangements as necessary to sufficiently distinguish them from these suspect ventures, and to comply with the requirements of the Fraud and Abuse Law. However, if the OIG believes the Company has entered into a prohibited contractual joint venture, it could have an adverse effect on our business, financial condition and results of operations.

*Stark Law.* Provisions of the Omnibus Budget Reconciliation Act of 1993 (42 U.S.C. § 1395nn) (the Stark Law ) prohibit referrals by a physician of designated health services which are payable, in whole or in part, by Medicare or Medicaid, to an entity in which the physician or the physician s immediate family member has an investment interest or other financial relationship, subject to several exceptions. The Stark Law has application to the Company s management contracts with individual physicians and physician groups, as well as, any other financial relationship between us and referring physicians, including any financial transaction resulting from a clinic acquisition. The Stark Law also prohibits any party from billing for services rendered pursuant to a prohibited referral. Several states have enacted laws similar to the Stark Law. These state laws may cover all (not just Medicare and Medicaid) patients. Many federal healthcare reform proposals in the past few years have attempted to expand the Stark Law to cover all patients as well. As with the Fraud and Abuse Law, we consider the Stark Law in planning our clinics, marketing and



other activities, and believe that our operations are in compliance with the Stark Law. If we violate the Stark Law, our financial results and operations could be adversely affected. Penalties for violations include denial of payment for the services, significant civil monetary penalties, and exclusion from the Medicare and Medicaid programs.

*HIPAA.* In an effort to further combat healthcare fraud and protect patient confidentially, Congress included several anti-fraud measures in the Health Insurance Portability and Accountability Act of 1996

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( HIPAA ). HIPAA created a source of funding for fraud control to coordinate federal, state and local healthcare law enforcement programs, conduct investigations, provide guidance to the healthcare industry concerning fraudulent healthcare practices, and establish a national data bank to receive and report final adverse actions. HIPAA also criminalized certain forms of health fraud against all public and private payors. Additionally, HIPAA mandates the adoption of standards regarding the exchange of healthcare information in an effort to ensure the privacy and electronic security of patient information and standards relating to the privacy of health information. We believe that our operations fully comply with applicable standards for privacy and security of protected healthcare information. Sanctions for failing to comply with HIPAA include criminal penalties and civil sanctions. We cannot predict what negative effect, if any, HIPAA will have on our business.

*Other Regulatory Factors.* Political, economic and regulatory influences are fundamentally changing the healthcare industry in the United States. Congress, state legislatures and the private sector continue to review and assess alternative healthcare delivery and payment systems. Potential alternative approaches could include mandated basic healthcare benefits, controls on healthcare spending through limitations on the growth of private health insurance premiums and Medicare and Medicaid spending, the creation of large insurance purchasing groups, and price controls. Legislative debate is expected to continue in the future and market forces are expected to demand only modest increases or reduced costs. For instance, managed care entities are demanding lower reimbursement rates from healthcare providers and, in some cases, are requiring or encouraging providers to accept capitated payments that may not allow providers to cover their full costs or realize traditional levels of profitability. We cannot reasonably predict what impact the adoption of any federal or state healthcare reform measures or future private sector reform may have on our business.

## **COMPETITION**

The healthcare industry including the physical and occupational therapy businesses are highly competitive and undergo continual changes in the manner in which services are delivered and providers are selected. Competitive factors affecting our business include quality of care, cost, treatment outcomes, convenience of location, and relationships with, and ability to meet the needs of, referral and payor sources. Our clinics compete, directly or indirectly, with the physical and occupational therapy departments of acute care hospitals, physician-owned therapy clinics, other private therapy clinics and chiropractors. We may face more intense competition as consolidation of the therapy industry continues.

We believe that our strategy of providing key therapists in a community with an opportunity to participate in ownership or clinic profitability provides us with a competitive advantage by helping to ensure the commitment of local management to the success of the clinic.

We also believe that our competitive position is enhanced by our strategy of locating our clinics, when possible, on the ground floor of office buildings and shopping centers with nearby parking, thereby making the clinics more easily accessible to patients. We offer convenient hours. We also attempt to make the decor in our clinics less institutional and more aesthetically pleasing than traditional hospital clinics. Finally, we believe that we can generally provide services at a lower cost than hospitals due to their higher overhead.

## **COMPLIANCE PROGRAM**

*Our Compliance Program.* The ongoing success of our Company depends upon our reputation for quality service and ethical business practices. Our Company operates in a highly regulated environment with many federal, state and local laws and regulations. We take a proactive interest in understanding and complying with the laws and regulations that apply to our business.

Our Board of Directors (the Board ) has adopted a Code of Business Conduct and Ethics to clarify the ethical standards under which the Board and management carry out their duties. In addition, the Board has created a Corporate Compliance Sub-Committee of the Board s Audit Committee ( Compliance Committee ) whose purpose is to assist the Board and its Audit Committee ( Audit Committee ) in discharging their oversight responsibilities with respect to compliance with federal and state laws and regulations relating to healthcare.

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We have issued an Ethics and Compliance Manual, created a compliance DVD/video and an on-line testing program. These tools were prepared to ensure that each clinic as well as every employee of our Company and our subsidiaries has a clear understanding of our mutual commitment to high standards of professionalism, honesty, fairness and compliance with the law in conducting business. These standards are administered by our Compliance Officer ( CO ), who reports to the Chairman of the Compliance Committee and has the responsibility for the day-to-day oversight, administration and development of our compliance program. The CO, internal and external counsel, management and the Compliance Committee review our policies and procedures for our compliance program from time to time in an effort to improve operations and to ensure compliance with requirements of standards, laws and regulations and to reflect the on-going compliance focus areas which have been identified by the Compliance Committee. We also have established systems for reporting potential violations, educating our employees, monitoring and auditing compliance and handling enforcement and discipline.

*Committees.* Our Compliance Committee, appointed by the Board, consists of three independent directors. The Compliance Committee has general oversight of our Company's compliance with the legal and regulatory requirements regarding healthcare operations. The Compliance Committee relies on the expertise and knowledge of management, especially the CO and other compliance and legal personnel. The CO is in on going contact with the Chairman of the Compliance Committee. The Compliance Committee meets at least four times a year or more frequently as necessary to carry out its responsibilities and reports regularly to the Board regarding its actions and recommendations.

In addition, management has appointed a team to address our Company's compliance with HIPAA. The HIPAA team consists of a security officer and employees from our legal, information systems, finance, operations, compliance, business services and human resources departments. The team prepares assessments and makes recommendations regarding operational changes and/or new systems, if needed, to comply with HIPAA.

Each clinic certified as a Medicare Rehabilitation Agency has a formally appointed governing body composed of a member of management of the Company and the director/administrator of the clinic. The governing body retains legal responsibility for the overall conduct of the clinic. The members confer regularly and discuss, among other issues, clinic compliance with applicable laws and regulations.

*Reporting Violations.* In order to facilitate our employees' ability to report in confidence, anonymously and without retaliation any perceived improper work-related activities and other violations of our compliance program, we have set up an independent national compliance hotline. The compliance hotline is available to receive confidential reports of wrongdoing Monday through Friday (excluding holidays), 24 hours a day. The compliance hotline is staffed by experienced third party professionals trained to utilize utmost care and discretion in handling sensitive issues and classified information. The information received is documented and forwarded timely to the CO, who, together with the Compliance Committee, has the power and resources to investigate and resolve matters of improper conduct.

*Educating Our Employees.* We utilize numerous methods to train our employees in compliance related issues. The directors/administrators of each clinic are responsible to conduct the initial training sessions on compliance with existing employees. Training is based on our Ethics and Compliance Manual and compliance DVD/video. The directors/administrators also provide periodic refresher training for existing employees and one-on-one comprehensive training with new hires. The corporate compliance group responds to questions from clinic personnel and will conduct frequent teleconference meetings on topics as deemed necessary.

When a clinic opens, the CO sends a package of compliance materials containing manuals and detailed instructions for meeting Medicare Rehabilitation Agency (if applicable) and other compliance requirements. During follow up telephone training with the director/administrator of the clinic, the CO explains various details regarding requirements and compliance standards. The CO and the compliance staff will remain in contact with the director/administrator

while the clinic is implementing compliance standards and to provide any assistance required. All new office managers receive training (including Medicare, regulatory and corporate compliance, insurance billing, charge entry and transaction posting and coding, daily, weekly and monthly accounting reports) from the training staff at the corporate office. The corporate compliance group

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will assist in continued compliance including guidance to the clinic in Medicare certifications, state survey requirements and responses to any items noted by regulatory agencies.

*Monitoring and Auditing Clinic Operational Compliance.* The Company has in place audit programs and other procedures to monitor and audit clinic operational compliance with applicable policies and procedures. We employ internal auditors who, as part of their job responsibilities, conduct periodic audits of each clinic. Each clinic is audited at least once every 18 months and additional focused audits are performed as deemed necessary. During these audits, particular attention is paid to compliance with Medicare and internal policies, Federal and state laws and regulations, third party payor requirements, and patient chart documentation, billing, reporting, record keeping, collections and contract procedures. The audits are conducted on site and include interviews with the employees involved in management, operations, billing and accounts receivable. Formal audit reports are prepared and reviewed with corporate management and the Compliance Committee. Each clinic director/administrator will receive a letter instructing them of any corrective measures required. Each clinic director/administrator then works with the compliance team and operations to ensure such corrective measures are achieved.

*Handling Enforcement and Discipline.* It is our policy that any employee who fails to comply with compliance program requirements or who negligently or deliberately fails to comply with known laws or regulations specifically addressed in our compliance program should be subject to disciplinary action up to and including discharge from employment. The Compliance Committee, Compliance staff, human resources staff and management investigate violations of our compliance program and impose disciplinary action as considered appropriate.

## **EMPLOYEES**

At December 31, 2007, we employed 1,957 people, of which 1,607 were full-time employees. At that date, as it relates to the Company, no employees were governed by collective bargaining agreements or were members of a union. We consider our relations with our employees to be good.

In the states in which our current clinics are located, persons performing designated physical and occupational therapy services are required to be licensed by the state. Based on standard employee screening systems in place, all persons currently employed by us who are required to be licensed are licensed. We are not aware of any federal licensing requirements applicable to our employees.

## **AVAILABLE INFORMATION**

Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to those reports filed or furnished pursuant to Section 13(a) or 15(d) of the Exchange Act are made available free of charge on our internet website at [www.usph.com](http://www.usph.com) as soon as reasonably practicable after we electronically file such material with, or furnish it to, the SEC.

## **ITEM 1A. RISK FACTORS**

Our business, operations and financial condition are subject to various risks. Some of these risks are described below, and readers of this Annual Report on Form 10-K should take such risks into account in evaluating our Company or making any decision to invest in us. This section does not describe all risks applicable to our Company, our industry or our business, and it is intended only as a summary of material factors affecting our business.

*We depend upon reimbursement by third-party payors.*

Substantially all of our revenues are derived from private and governmental third-party payors. In 2007, approximately 80% of our revenues were derived collectively from managed care plans, commercial health insurers, workers compensation payors, and other private pay revenue sources and approximately 20% of our revenues were derived from Medicare and Medicaid. Initiatives undertaken by industry and government to contain healthcare costs affect the profitability of our clinics. These payors attempt to control healthcare costs

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by contracting with healthcare providers to obtain services on a discounted basis. We believe that this trend will continue and may limit reimbursements for healthcare services. If insurers or managed care companies from whom we receive substantial payments were to reduce the amounts they pay for services, our profit margins may decline, or we may lose patients if we choose not to renew our contracts with these insurers at lower rates. In addition, in certain geographical areas, our clinics must be approved as providers by key health maintenance organizations and preferred provider plans. Failure to obtain or maintain these approvals would adversely affect our financial results.

Since 1999, reimbursement for outpatient therapy services provided to Medicare beneficiaries has been made according to a fee schedule published by HHS. Under the Balanced Budget Act of 1997, the total amount paid by Medicare in any one year for outpatient physical therapy or occupational therapy (including speech-language pathology) to any one patient was initially limited to \$1,500, (the Medicare Cap or Limit ), except for services provided in hospitals. After a three-year moratorium, this Medicare Limit on therapy services was implemented for services rendered on or after September 1, 2003 subject to an adjusted total of \$1,590 (the Adjusted Medicare Limit ). Effective December 8, 2003, a moratorium was again placed on the Adjusted Medicare Limit for the remainder of 2003 and for years 2004 and 2005. Under the Medicare Prescription Drug, Improvement and Modernization Act of 2003, the Adjusted Medicare Limit was reinstated effective as of January 1, 2006. Outpatient therapy services rendered to Medicare beneficiaries by the Company's therapists were subject to the cap, except to the extent these services were rendered pursuant to certain management and professional services agreements with inpatient facilities, in which case the caps did not apply. The Adjusted Medicare Limit for 2006 was \$1,740.

In 2006, Congress passed the DRA, which allowed the CMS to grant exceptions to the Medicare Cap for services provided during the year, as long as those services met certain qualifications (as more fully defined in the February 15, 2006 Medicare Fact Sheet). The exception process allowed for automatic and manual exceptions to the Medicare Cap for medically necessary services. The exception process specified diagnosis that qualified for an automatic exception to the Medicare Cap if the condition or complexity had a direct and significant impact on the course of therapy being provided and the additional treatment was medically necessary. The exception process further provided that manual exceptions could be granted if the condition or complexity did not allow for an automatic exception, but was believed to require medically necessary services. The exceptions provision adopted as part of the DRA expired on December 31, 2006.

In December 2006, Congress passed and the President signed the Tax Relief and Health Care Act of 2006, which extends the Medicare Cap exceptions process for 2007. The Medicare Cap continued to apply in 2007, and the Adjusted Medicare Limit for 2007 is \$1,780. After Congress extended the exceptions for another year, CMS revised the exceptions procedures. These procedures eliminate the manual exceptions process and expand the use of automatic exceptions. Beginning January 1, 2007, all services that required exceptions to the Medicare Cap were processed as automatic exceptions. While the basic procedure for obtaining an automatic exception remained the same, CMS expanded requirements for documentation related to the medical necessity of services provided above the cap.

The Medicare Cap continues to apply in 2008, and the Adjusted Medicare Limit for 2008 is \$1,810. On December 20, 2007, the Medicare, Medicaid and SCHIP Extension Act of 2007 was signed into law. This Act extended the exceptions process for the Medicare Cap through June 30, 2008. Unless additional legislation is enacted prior to July 1, 2008, the exceptions process will expire at that time.

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

For a further description of this and other laws and regulations involving governmental reimbursements, see Business Sources of Revenue and Regulation and Healthcare Reform in Item 1.





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***We depend upon the cultivation and maintenance of relationships with the physicians in our markets.***

Our success is dependent upon referrals from physicians in the communities our clinics serve and our ability to maintain good relations with these physicians and other referral sources. Physicians referring patients to our clinics are free to refer their patients to other therapy providers or to their own physician owned therapy practice. If we are unable to successfully cultivate and maintain strong relationships with physicians and other referral sources, our business may decrease and our net operating revenues may decline.

***We also depend upon our ability to recruit and retain experienced physical and occupational therapists.***

As mentioned above, our revenue generation is dependent upon referrals from physicians in the communities our clinics serve, and our ability to maintain good relations with these physicians. Our therapists are the front line for generating these referrals and we are dependent on their talents and skills to successfully cultivate and maintain strong relationships with these physicians. If we cannot recruit and retain our base of experienced and clinically skilled therapists, our business may decrease and our net operating revenues may decline. Periodically, we have clinics in isolated communities that are temporarily unable to operate due to the unavailability of a therapist who satisfies our standards.

***Our revenues may fluctuate due to weather.***

We have a significant number of clinics in states that normally experience snow and ice during the winter months. Also, a significant number of our clinics are located in states along the Gulf Coast and Atlantic Coast which are subject to periodic hurricanes and other severe storm systems. Periods of severe weather may cause physical damage to our facilities or prevent our staff or patients from traveling to our clinics, which may cause a decrease in our net operating revenues.

***Our revenues may decline during prolonged economic slowdown or recession.***

Our revenues are a reflection of the number of visits made by patients to our clinics. Some therapy and some surgical treatments that lead to patient need for therapy are elective or can be deferred. During periods of high unemployment or relative economic weakness, patient visits may decline.

***Our operations are subject to extensive regulation.***

The healthcare industry is subject to extensive federal, state and local laws and regulations relating to:

facility and professional licensure/permits, including certificates of need;

conduct of operations, including financial relationships among healthcare providers, Medicare fraud and abuse, and physician self-referral;

addition of facilities and services; and

payment for services.

In recent years, there have been heightened coordinated civil and criminal enforcement efforts by both federal and state government agencies relating to the healthcare industry. We believe we are in substantial compliance with all laws, but differing interpretations or enforcement of these laws and regulations could subject our current practices to allegations of impropriety or illegality or could require us to make changes in our methods of operations, facilities,

equipment, personnel, services and capital expenditure programs and increase our operating expenses. If we fail to comply with these extensive laws and government regulations, we could become ineligible to receive government program reimbursement, suffer civil or criminal penalties or be required to make significant changes to our operations. In addition, we could be forced to expend considerable resources responding to an investigation or other enforcement action under these laws or regulations. For a more complete description of certain of these laws and regulations, see Business Regulation and Healthcare Reform in Item 1.

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***Healthcare reform legislation may affect our business.***

In recent years, many legislative proposals have been introduced or proposed in Congress and in some state legislatures that would effect major changes in the healthcare system, either nationally or at the state level. At the federal level, Congress has continued to propose or consider healthcare budgets that substantially reduce payments under the Medicare programs. The ultimate content, timing or effect of any healthcare reform legislation and the impact of potential legislation on us is uncertain and difficult, if not impossible to predict. That impact may be material to our business, financial condition or results of operations.

***We operate in a highly competitive industry.***

We encounter competition from local, regional or national entities, some of which have superior resources or other competitive advantages. Intense competition may adversely affect our business, financial condition or results of operations. For a more complete description of this competitive environment, see Business Competition in Item 1. An adverse effect on our business, financial condition or results of operations may require us to write-down goodwill.

***We may incur closure costs and losses.***

The competitive and/or economic conditions in the local markets in which we operate may require us to close certain clinics. In the event a clinic is closed, we may incur closure costs and losses. The closure costs and losses include, but are not limited to, lease obligations, severance, and write-off of goodwill.

***Future acquisitions may use significant resources, may be unsuccessful and could expose us to unforeseen liabilities.***

As part of our growth strategy, we intend to continue pursuing acquisitions of outpatient physical and occupational therapy clinics. Acquisitions may involve significant cash expenditures, potential debt incurrence and operational losses, dilutive issuances of equity securities and expenses that could have an adverse effect on our financial condition and results of operations. Acquisitions involve numerous risks, including:

- the difficulty and expense of integrating acquired personnel into our business;
- the diversion of management's time from existing operations;
- the potential loss of key employees of acquired companies;
- the difficulty of assignment and/or procurement of managed care contractual arrangements; and
- the assumption of the liabilities and exposure to unforeseen liabilities of acquired companies, including liabilities for failure to comply with healthcare regulations.

We may not be successful in obtaining financing for acquisitions at a reasonable cost, or such financing may contain restrictive covenants that limit our operating flexibility. We also may be unable to acquire outpatient physical and occupational therapy clinics or successfully operate such clinics following the acquisition.

***Certain of our internal controls, particularly as they relate to billings and cash collections, are largely decentralized at our clinic locations***

Our clinic operations are largely decentralized and certain of our internal controls, particularly the processing of billings and cash collections, occur at the clinic level. Taken as a whole, we believe our internal controls for these functions at our clinics are adequate. Our controls for billing and cash collections largely depend on compliance with our written policies and procedures and separation of functions among clinic personnel. We also maintain corporate level controls, including an audit compliance program, that are intended to mitigate and detect any potential deficiencies in internal controls at the clinic level. The effectiveness of these controls to future periods are subject to the risk that controls may become inadequate because of changes in conditions or the level of compliance with our policies and procedures deteriorates.

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**ITEM 1B. *UNRESOLVED STAFF COMMENTS.***

Not Applicable.

**ITEM 2. *PROPERTIES.***

We lease all of the properties used for our clinics under non-cancelable operating leases with terms ranging from one to five years, with the exception of one clinic in Mineral Wells, Texas, which we own. We intend to lease the premises for any new clinics locations except in rare instances where leasing is not a cost-effective alternative. Our typical clinic occupies 1,500 to 3,000 square feet.

We also lease our executive offices located in Houston, Texas, under a non-cancelable operating lease expiring in June 2010. We currently occupy approximately 37,537 square feet of space (including allocations for common areas) at our executive offices.

**ITEM 3. *LEGAL PROCEEDINGS.***

We are involved in litigation and other proceedings arising in the ordinary course of business. While the ultimate outcome of lawsuits or other proceedings cannot be predicted with certainty, we do not believe the impact of existing lawsuits or other proceedings will have a material impact on our business, financial condition or results of operations.

**ITEM 4. *SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.***

No matters were submitted to a vote of our security holders during the fourth quarter of 2007.

Table of Contents**PART II****ITEM 5. MARKET FOR REGISTRANT'S COMMON EQUITY, RELATED STOCKHOLDER MATTERS AND ISSUER PURCHASES OF EQUITY SECURITIES.****PRICE QUOTATIONS**

Our common stock is traded on the Nasdaq Global Select Market ( Nasdaq ) under the symbol USPH. As of March 10, 2008, there were 58 holders of record of our outstanding common stock. The table below indicates the high and low sales prices of our common stock reported for the periods presented.

| Quarter | 2007     |          | 2006     |          |
|---------|----------|----------|----------|----------|
|         | High     | Low      | High     | Low      |
| First   | \$ 14.53 | \$ 11.89 | \$ 19.85 | \$ 16.60 |
| Second  | 15.77    | 13.01    | 17.27    | 13.42    |
| Third   | 15.27    | 11.89    | 16.26    | 11.71    |
| Fourth  | 15.27    | 12.82    | 12.76    | 10.99    |

Since inception, we have not declared or paid cash dividends or made distributions on our equity securities, and we do not presently anticipate that we will pay cash dividends or make distributions.

**EQUITY COMPENSATION PLAN INFORMATION**

The following table provides information about our common stock that may be issued upon the exercise of options and rights under all of our existing equity compensation plans as of December 31, 2007, including the 1992 Stock Option Plan, 1999 Employee Stock Option Plan and inducement option agreements.

| Plan Category   | Number of Securities to be Issued Upon Exercise of Outstanding Options and Rights | Weighted Average Exercise Price of Outstanding Options and Rights | Number of Securities   |
|---|---|---|--|
|   |   |   | Remaining Available for Future Issuance Under Equity Compensation Plans Excluding Securities Reflected in 1st Column |
| Equity Compensation Plans Approved by Stockholders(1)     | 812,900   | \$ 13.95  | 187,494  |
| Equity Compensation Plans Not Approved by Stockholders(2) | 134,000   | \$ 13.97  |  |
| Total   | 946,900   | \$ 13.95  | 187,494  |

- (1) The 1992 Stock Option Plan, as amended (the 1992 Plan ), expired in 2002, and no new option grants can be awarded subsequent to this date. The 2003 Stock Incentive Plan (the 2003 Plan ) permits us to grant stock-based compensation to employees, consultants and outside directors of the Company. The Amended and Restated 1999 Employee Stock Option Plan (the Amended 1999 Plan ) permits us to grant stock-based compensation to employees. The Amended 1999 Plan was approved by our stockholders at our annual meeting of stockholders held on May 31, 2006.
- (2) Inducement options were granted to certain individuals in connection with their offers of employment or initial affiliation with us. Each inducement option was made pursuant to an option grant agreement.

For further descriptions of the 1992 Plan, Amended 1999 Plan, 2003 Plan and the inducement options, see Equity Based Plans in Note 10 of the Notes to the Consolidated Financial Statements in Item 8.



**Table of Contents****FIVE YEAR PERFORMANCE GRAPH**

The following performance graph compares the cumulative total stockholder return of our common stock to The Nasdaq Stock Market United States Index and The Nasdaq Stock Market Healthcare Index for the period from December 31, 2002 through December 31, 2007. The graph assumes that \$100 was invested in our common stock and the common stock of the companies listed on The Nasdaq Stock Market United States Index and The Nasdaq Stock Market Healthcare Index on December 31, 2007 and that any dividends were reinvested.

**Comparison of Five Years Cumulative Total Return  
For the Year Ended December 31, 2007**

|   | 12/02 | 12/03 | 12/04 | 12/05 | 12/06 | 12/07 |
|---|-------|-------|-------|-------|-------|-------|
| U.S. Physical Therapy, Inc.                 | 100   | 141   | 138   | 166   | 110   | 129   |
| The Nasdaq Stock Market United States Index | 100   | 150   | 163   | 166   | 183   | 198   |
| The Nasdaq Stock Market Healthcare Index    | 100   | 153   | 193   | 265   | 265   | 346   |

**Table of Contents****ITEM 6. SELECTED FINANCIAL DATA.**

The following selected financial data should be read in conjunction with the description of our critical accounting policies set forth in Item 7. During 2006, the Company closed 31 unprofitable clinics and sold one. In accordance with current accounting literature, for all periods presented, the results of operations and closure costs for these closed clinics and the results of operations for the clinic sold in the fourth quarter are presented in the consolidated statements of net income, as Discontinued Operations, net of the tax benefit. The closure costs and operating results for clinics closed or sold in other years were deemed immaterial and therefore not reported as discontinued operations. See Note 4 of the Notes to Consolidated Financial Statements in Item 8.

|   | <b>2007</b> | <b>For the Years Ended December 31,</b>  |             |             | <b>2003</b> |
|---|-------------|--|-------------|-------------|-------------|
|   |             | <b>2006</b>                              | <b>2005</b> | <b>2004</b> |             |
|   |             | (\$ in thousands, except per share data) |             |             |             |
| Net revenues  | \$ 151,686  | \$ 135,194                               | \$ 126,256  | \$ 111,709  | \$ 99,175   |
| Operating income from continuing operations             | \$ 20,035   | \$ 18,596                                | \$ 20,527   | \$ 16,505   | \$ 16,228   |
| Income before income taxes from continuing operations   | \$ 14,280   | \$ 13,250                                | \$ 14,915   | \$ 10,497   | \$ 10,824   |
| Net income from continuing operations                   | \$ 8,815    | \$ 8,193                                 | \$ 9,178    | \$ 6,499    | \$ 6,734    |
| Net income  | \$ 8,738    | \$ 6,296                                 | \$ 8,791    | \$ 6,678    | \$ 7,331    |
| Net income from continuing operations per common share: |             |  |             |             |             |
| Basic   | \$ 0.76     | \$ 0.70                                  | \$ 0.77     | \$ 0.55     | \$ 0.61     |
| Diluted   | \$ 0.75     | \$ 0.70                                  | \$ 0.76     | \$ 0.53     | \$ 0.55     |
| Net income per common share:                            |             |  |             |             |             |
| Basic   | \$ 0.75     | \$ 0.54                                  | \$ 0.74     | \$ 0.56     | \$ 0.66     |
| Diluted   | \$ 0.75     | \$ 0.54                                  | \$ 0.73     | \$ 0.54     | \$ 0.61     |
| Total assets  | \$ 96,252   | \$ 71,457                                | \$ 66,519   | \$ 61,608   | \$ 54,539   |
| Long-term debt, less current portion                    | \$ 7,959    | \$ 797                                   | \$ 483      |             | \$ 83       |
| Working capital   | \$ 24,595   | \$ 26,811                                | \$ 29,737   | \$ 34,988   | \$ 28,728   |
| Current ratio   | 3.15        | 3.92                                     | 5.18        | 7.23        | 5.57        |
| Total long-term debt to total capitalization(1)         | 0.11        | 0.01                                     | 0.01        |             |             |

(1) In 2003, the majority of the Company's outstanding debt was classified as short-term resulting in the ratio of total long-term debt to total capitalization being less than 0.01 to 1. On December 31, 2004, there was no long-term debt.

**ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS.****EXECUTIVE SUMMARY**

*Our Business.* We operate outpatient physical and/or occupational therapy clinics that provide preventative and post-operative care for a variety of orthopedic-related disorders and sports-related injuries, treatment for neurologically-related injuries and rehabilitation of injured workers. At December 31, 2007, we operated

349 outpatient physical and occupational therapy clinics in 41 states, including those described in the STAR Acquisition below. The average age of our clinics at December 31, 2007, was 5.6 years. We have developed 279 of the clinics and acquired 70. In 2007, we added 69 clinics, including 17 developed and 52 acquired, and closed 12 (including one that was acquired in 2007).

Effective September 1, 2007, the Company acquired a majority interest in STAR, a multi partner outpatient rehabilitation practice with operations in the southeast United States. STAR owns and operates 51

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outpatient physical and occupational therapy clinics and manages seven other facilities for third parties. Therefore, the 2007 figures include four months of results for the STAR clinics acquired in September 2007.

In addition to our owned clinics, we also manage physical therapy facilities for third parties, primarily physicians, with ten third-party facilities (including those related to the STAR Acquisition) under management as of December 31, 2007.

## **CRITICAL ACCOUNTING POLICIES**

Critical accounting policies are those that have a significant impact on our results of operations and financial position involving significant estimates requiring our judgment. Our critical accounting policies are:

*Revenue Recognition.* Revenues are recognized in the period in which services are rendered. Net patient revenues (patient revenues less estimated contractual adjustments) are reported at the estimated net realizable amounts from insurance companies, third-party payors, patients and others for services rendered. The Company has agreements with third-party payors that provide for payments to the Company at contracted amounts different from its established rates. The allowance for estimated contractual adjustments is based on terms of payor contracts and historical collection and write-off experience.

*Contractual Allowances.* Contractual allowances result from the differences between the rates charged for services performed and expected reimbursements by both insurance companies and government sponsored healthcare programs for such services. Medicare regulations and the various third party payors and managed care contracts are often complex and may include multiple reimbursement mechanisms payable for the services provided in our clinics. We estimate contractual allowances based on our interpretation of the applicable regulations, payor contracts and historical calculations. Each month the Company estimates its contractual allowance for each clinic based on payor contracts and the historical collection experience of the clinic and applies an appropriate contractual allowance reserve percentage to the gross accounts receivable balances for each payor of the clinic. Based on our historical experience, calculating the contractual allowance reserve percentage at the payor level is sufficient to allow us to provide the necessary detail and accuracy with our collectibility estimates. However, the services authorized and provided and related reimbursement are subject to interpretation that could result in payments that differ from our estimates. Payor terms are periodically revised necessitating continual review and assessment of the estimates made by management. Our billing system does not capture the exact change in our contractual allowance reserve estimate from period to period. Therefore, in order to assess the accuracy of our revenues and hence our contractual allowance reserves, our management regularly compares its cash collections to corresponding net revenues measured both in the aggregate and on a clinic by clinic basis. In the aggregate, the historical difference between net revenues and corresponding cash collections has generally reflected a difference within approximately 1% of net revenues. Additionally, analysis of subsequent period s contractual write-offs on a payor basis reflects a difference within approximately 1% between the actual aggregate contractual reserve percentage as compared to the estimated contractual allowance reserve percentage associated with the same period end balance. As a result, we believe that a reasonable likely change in the contractual allowance reserve estimate would not likely be more than 1% at December 31, 2007. For purposes of demonstrating the sensitivity of this estimate on the Company s financial condition, a one percent increase or decrease in our aggregate contractual allowance reserve percentage would decrease or increase, respectively, net patient revenue by approximately \$540,000 for the year ended December 31, 2007. Management believes the changes in the estimate of the contractual allowance reserve for the periods ended December 31, 2007, 2006 and 2005 have not been material to the statement of operations.

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The following table sets forth information regarding our accounts receivable as of the dates indicated (in thousands):

|                                      | <b>December 31</b> |             |
|--------------------------------------|--------------------|-------------|
|                                      | <b>2007</b>        | <b>2006</b> |
| Gross accounts receivable            | \$ 54,282          | \$ 44,648   |
| Less contractual allowances          | 26,524             | 21,578      |
| Subtotal accounts receivable         | 27,758             | 23,070      |
| Less allowance for doubtful accounts | 2,184              | 1,567       |
| Net patient accounts receivable      | \$ 25,574          | \$ 21,503   |

The following table presents our accounts receivable aging by payor class as of the dates indicated (in thousands):

| <b>Payor</b>                  | <b>December 31, 2007</b> |                      |              | <b>December 31, 2006</b> |                      |              |
|-------------------------------|--------------------------|----------------------|--------------|--------------------------|----------------------|--------------|
|                               | <b>Current<br/>to</b>    | <b>120+<br/>Days</b> | <b>Total</b> | <b>Current<br/>to</b>    | <b>120+<br/>Days</b> | <b>Total</b> |
|                               | <b>120 Days</b>          |                      |              | <b>120 Days</b>          |                      |              |
| Managed Care/Commercial Plans | \$ 9,163                 | \$ 3,011             | \$ 12,174    | \$ 7,904                 | \$ 2,088             | \$ 9,992     |
| Medicare/Medicaid             | 4,406                    | 2,283                | 6,689        | 3,789                    | 1,563                | 5,352        |
| Workers Compensation*         | 4,180                    | 877                  | 5,057        | 3,709                    | 763                  | 4,472        |
| Self-pay                      | 591                      | 1,024                | 1,615        | 539                      | 784                  | 1,323        |
| Other**                       | 1,032                    | 1,191                | 2,223        | 740                      | 1,191                | 1,931        |
| Totals                        | \$ 19,372                | \$ 8,386             | \$ 27,758    | \$ 16,681                | \$ 6,389             | \$ 23,070    |

\* Workers compensation is paid by state administrators or their designated agents.

\*\* Other includes primarily litigation claims and, to a lesser extent, vehicular insurance claims.

Historically, approximately 6.0% of balances are reclassified into self-pay from other categories (primarily Managed Care, Medicare and other) after all expected payments are received from third party payors.

Reimbursement for Medicare beneficiaries is based upon a fee schedule published by HHS. For a more complete description of our third party revenue sources, see Business Sources of Revenue in Item 1.

*Allowance for Doubtful Accounts.* We determine allowances for doubtful accounts based on the specific agings and payor classifications at each clinic. We review the accounts receivable aging and rely on prior experience with particular payors to determine an appropriate reserve for doubtful accounts. Historically, clinics that have a large number of aged accounts generally have less favorable collection experience, and thus, require a higher allowance. Accounts that are ultimately determined to be uncollectible are written off against our bad debt allowance. The amount of our aggregate allowance for doubtful accounts is regularly reviewed for adequacy in light of current and

historical experience.

*Accounting for Income Taxes.* As part of the process of preparing the consolidated financial statements, we must estimate our federal and state income tax liability, as well as assess temporary differences resulting from differing treatment of items (such as bad debt expense and amortization of leasehold improvements) for tax and for accounting purposes. The differences result in deferred tax assets and liabilities, which are included in our consolidated balance sheets. We periodically assess the likelihood that deferred tax assets will be recovered from future taxable income, and if not, establish a valuation allowance.

In June 2006, the FASB issued FIN 48, Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109, Accounting for Income Taxes. FIN 48 prescribes a model for how a company is to recognize, measure, present and disclose in its financial statements uncertain positions that a company has taken or plans to take on a future tax return. Under FIN 48, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained upon

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examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. FIN 48 also provides guidance on derecognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company adopted the provisions of FIN 48 on January 1, 2007. As a result of the implementation of FIN 48, the Company did not have any unrecognized tax benefits for Federal, state and local tax jurisdictions

In May 2007 the FASB issued FASB Staff Position No. FIN 48-1, Definition of a Settlement in FASB Interpretation No. 48 ( FIN 48-1 ). FIN 48-1 provides guidance on how an enterprise should determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits. In determining whether a tax position has been effectively settled, entities must evaluate (i) whether taxing authorities have completed their examination procedures; (ii) whether the entity intends to appeal or litigate any aspect of a tax position included in a completed evaluation; and (iii) whether it is remote that a taxing authority would examine or re-examine any aspect of a taxing position. FIN 48-1 was applied upon the initial adoption of FIN 48. There was no effect on our financial condition or results of operations due to the implementation of FIN 48 and FIN 48-1.

*Carrying Value of Long-Lived Assets.* Our property and equipment, intangible assets and goodwill (collectively, our long-lived assets ) comprise a significant portion of our total assets. We account for our long-lived assets pursuant to Statement of Financial Accounting Standards ( SFAS ) No. 144 and No. 142. This accounting standard requires that we periodically, and upon the occurrence of certain events, assess the recoverability of our long-lived assets. If the carrying value of our property and equipment or intangible assets exceeds their undiscounted cash flows, we are required to write the carrying value down to estimated fair value. Also, if the carrying value of our goodwill exceeds the estimated fair value, we are required to allocate the estimated fair value to our assets and liabilities, as if we had just acquired it in a business combination. We then write-down the carrying value of our goodwill to the implied fair value. Any such write-down is included as an impairment loss in our consolidated statement of net income. Judgment is required to estimate the fair value of our long-lived assets. We may use quoted market prices, prices for similar assets, present value techniques and other valuation techniques to prepare these estimates. In addition, we may obtain independent appraisals in certain circumstances. We may need to make estimates of future cash flows and discount rates as well as other assumptions in order to apply these valuation techniques. Irrespective of our valuation analysis, future market conditions may deteriorate. Accordingly, any value ultimately derived from our long-lived assets may differ from our estimate of fair value. In 2007, no goodwill was written off due to impairment based upon our annual analysis. See Note 2 Significant Accounting Policies Goodwill of the Notes to Consolidated Financial Statements in Item 8. In 2006, goodwill of \$192,000 was written-off due to clinic closings and such amount is included in Discontinued Operations, net of the tax benefit in the accompanying Consolidated Statement of Net Income.

**SELECTED OPERATING AND FINANCIAL DATA**

During 2006, we closed 31 unprofitable clinics. In accordance with current accounting literature, the results of operations and closure costs for these 31 clinics and the results of operations for the clinic sold in 2006 are presented as discontinued operations for all periods presented, net of the tax benefit. The operating results of the 12 clinics closed in 2007 were not material to the operations of the Company and therefore the operating results of those clinics were not reclassified and reported as discontinued operations. See Note 4 of the Notes to Consolidated Financial Statements in Item 8.

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The following table and discussion relates to continuing operations unless otherwise noted. The defined terms with their respective description used in the following discussion are listed below:

|                      |   |
|----------------------|---|
| 2007                 | Year ended December 31, 2007  |
| 2006                 | Year ended December 31, 2006  |
| 2005                 | Year ended December 31, 2005  |
| New Clinics          | Clinics opened or acquired during the year ended December 31, 2007                        |
| Mature Clinics       | Clinics opened or acquired prior to January 1, 2007 but not closed or sold in 2006        |
| 2006 New Clinics     | Clinics opened or acquired during the year ended December 31, 2006                        |
| 2006 Mature Clinics  | Clinics opened or acquired prior to January 1, 2006 but not closed or sold in 2006        |
| 2005 New Clinics     | Clinics opened or acquired during the year ended December 31, 2005 but not closed in 2006 |
| 2005 Mature Clinics  | Clinics opened or acquired prior to January 1, 2005 but not closed or sold in 2006        |
| Discontinued Clinics | Clinics closed or sold in 2006  |

|   | <b>For the Years Ended December 31,</b> |             |             |
|---|---|-------------|-------------|
|   | <b>2007</b>                             | <b>2006</b> | <b>2005</b> |
| Number of clinics, at the end of period         | 349                                     | 292         | 254         |
| Working Days                                    | 255                                     | 254         | 255         |
| Average visits per day per clinic               | 19.6                                    | 20.0        | 20.6        |
| Total patient visits                            | 1,553,564                               | 1,379,050   | 1,286,808   |
| Net patient revenue per visit                   | \$ 96.19                                | \$ 96.72    | \$ 96.49    |
| Statement of operations per visit:              |   |             |             |
| Net revenues                                    | \$ 97.64                                | \$ 98.04    | \$ 98.11    |
| Salaries and related costs                      | 50.98                                   | 50.28       | 48.73       |
| Rent, clinic supplies, contract labor and other | 20.97                                   | 20.23       | 19.62       |
| Provision for doubtful accounts                 | 1.64                                    | 1.53        | 1.05        |
| Contribution from clinics                       | 24.05                                   | 26.00       | 28.71       |
| Corporate office costs                          | 11.15                                   | 12.51       | 12.76       |
| Operating income from continuing operations     | \$ 12.90                                | \$ 13.49    | \$ 15.95    |

**RESULTS OF OPERATIONS*****FISCAL YEAR 2007 COMPARED TO FISCAL 2006***

Net revenues rose 12% to \$151.7 million for 2007 from \$135.2 million for 2006 primarily due to a 13% increase in patient visits to 1.6 million partially offset by a decrease of \$0.53 in net patient revenues per visit to \$96.19. As previously noted, the 2007 figures include four months of the results of the STAR clinics acquired in September 2007. In addition, the 2007 figures include 255 days of operations as compared to 254 days for 2006.

Net income from continuing operations increased 8% to \$8.8 million for 2007 from \$8.2 million. Earnings from continuing operations per diluted share increased to \$0.75 from \$0.70. Total diluted shares for the years



ended December 31, 2007 and 2006 were 11.7 million.

Net income (inclusive of effects of discontinued operations) increased 39% to \$8.7 million for 2007 from \$6.3 million. Net income per diluted share increased to \$0.75 from \$0.54. These net income figures are net of closure costs, impairment charges and operating losses from discontinued operations of \$77,000, tax effected, in 2007 and \$1.9 million, tax effected, in 2006.

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*Net Patient Revenues*

Net patient revenues increased to \$149.4 million for 2007 from \$133.4 million for 2006, an increase of \$16.1 million, or 12%, primarily due to a 13% increase in patient visits to 1.6 million partially offset by a decrease of \$0.53 in patient revenues per visit to \$96.19.

Total patient visits increased 175,000, or 13%, to 1.6 million for 2007 from 1.4 million for 2006. The growth in visits for the period was attributable to approximately 119,000 visits in New Clinics together with a 56,000 or 4% increase in visits for Mature Clinics. For 2006 New Clinics, the number of visits increased by 104,000 for 2007 compared to 2006. For 2006 Mature Clinics, the number of visits decreased by 48,000 in 2007 compared to 2006.

Net patient revenues from New Clinics accounted for approximately 69% of the total increase, or approximately \$11.1 million, primarily related to the STAR clinics. The remaining increase of \$5.0 million in net patient revenues was from Mature Clinics.

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

*Management Contract Revenues and Other Revenues*

Revenues from management contracts and other revenues increased by approximately \$431,000 from 2006 to 2007 due to the inclusion of revenues from the STAR clinics derived primarily from managing seven clinics.

*Clinic Operating Costs*

Clinic operating costs were 75% of net revenues for 2007 and 74% of net revenues for 2006. Each component of clinic operating costs is discussed below:

*Clinic Operating Costs - Salaries and Related Costs*

Salaries and related costs increased to \$79.2 million for 2007 from \$69.3 million for 2006, an increase of \$9.9 million, or 14%. Approximately 79% of the increase, or \$7.8 million, was attributable to the New Clinics. The remaining increase of \$2.1 million was due to \$4.7 million in higher costs at various 2006 New Clinics offset by lower salaries in 2006 Mature Clinics due to reduction in staffing. Salaries and related costs as a percent of net revenues was 52% for 2007 and 51% for 2006.

*Clinic Operating Costs - Rent, Clinic Supplies and Other*

Rent, clinic supplies and other costs increased to \$32.6 million for 2007 from \$27.9 million for 2006, an increase of \$4.7 million, or 17%. Approximately 66% of the increase or \$3.1 million was attributable to the New Clinics, \$1.9 million was attributable to 2006 New Clinics offset by \$0.3 million related to 2006 Mature Clinics. Rent, clinic supplies and other costs as a percent of net revenues was 22% for 2007 and 21% for 2006.

*Clinic Operating Costs - Provision for Doubtful Accounts*

The provision for doubtful accounts increased to \$2.6 million for 2007 from \$2.1 million for 2006, an increase of \$0.4 million, or 21%. The provision for doubtful accounts as a percent of net patient revenues was 2% for 2007 and 2006. Our allowance for bad debts as a percent of total patient accounts receivable was 8% at December 31, 2007, as compared to 7% at December 31, 2006. The allowance for doubtful accounts at the end of each period is based on a detailed, clinic-by-clinic review of overdue accounts and is regularly reviewed in the aggregate in light of current and historical experience.

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The accounts receivable days outstanding was 55 days at December 31, 2007 and December 31, 2006. Receivables in the amount of \$2.0 million and \$2.2 million were written-off in 2007 and 2006, respectively.

*Corporate Office Costs*

Corporate office costs, consisting primarily of salaries, benefits and equity based compensation of corporate office personnel, rent, insurance costs, depreciation and amortization, travel, legal, compliance, professional, marketing and recruiting fees, remained at \$17.3 million for 2007 and 2006. Corporate office costs as a percent of net revenues was 11% for 2007 and 13% for 2006.

*Interest and investment income*

Interest and investment income decreased to \$273,000 for 2007 from \$382,000 for 2006 primarily due to the expenditure of investment and interest bearing cash required to fund the STAR Acquisition in September 2007.

*Interest expense*

Interest expense increased to \$301,000 for 2007 from \$50,000 for 2006 primarily due to borrowings on our revolving credit facility to fund the STAR Acquisition. See Liquidity and Capital Resources below for a discussion of the terms of the related Credit Agreement.

*Provision for Income Taxes*

The provision for income taxes increased to \$5.5 million for 2007 from \$5.1 million for 2006, an increase of approximately \$0.4 million, or 8%, as a result of higher pre-tax income. During 2007 and 2006, we recognized state and federal income taxes at an effective tax rate of 38%.

*Loss from Discontinued Operations*

In 2006, the Company closed 31 clinics, with 28 of those being closed in the third quarter of 2006, and sold one clinic in the fourth quarter of 2006. In accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, the Company has reported for all periods presented the operating losses and closure costs related to the clinics closed and sold in 2006 as Discontinued Operations. The Company reported a charge of \$77,000 and \$1.9 million, net of income taxes, for closure costs, impairment charges and operating losses in 2007 and 2006, respectively. The 2006 charge included \$1.1 million in operating losses, \$1.9 million in closure costs and impairment charges and a tax benefit of \$1.1 million.

***FISCAL YEAR 2006 COMPARED TO FISCAL 2005***

Net revenues rose 7% to \$135.2 million for 2006 from \$126.3 million for 2005 primarily due to a 7% increase in patient visits to 1.4 million and an increase of \$0.23 in net patient revenues per visit to \$96.72.

Net income from continuing operations decreased 11% to \$8.2 million for 2006 from \$9.2 million. Earnings from continuing operations per diluted share decreased to \$0.70 from \$0.76. Total diluted shares for the years ended December 31, 2006 and 2005 were 11.7 million and 12.1 million, respectively. The 2006 year includes equity compensation expense of \$0.6 million, tax effected, as compared to none in 2005. The Company adopted SFAS No. 123R as of January 1, 2006.

Net income (inclusive of effects of discontinued operations) decreased 28% to \$6.3 million from \$8.8 million. Net income per diluted share decreased to \$0.54 from \$0.73. In addition to the \$0.6 million of equity compensation expense, 2006 includes \$1.9 million, tax effected, of closure costs, impairment charges and operating losses related to the Discontinued Clinics as compared to \$0.4 million, tax effected, in 2005.

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*Net Patient Revenues*

Net patient revenues increased to \$133.4 million for 2006 from \$124.2 million for 2005, an increase of \$9.2 million, or 7%, primarily due to a 7% increase in patient visits to 1.4 million and an increase of \$0.23 in patient revenues per visit to \$96.72.

Total patient visits increased 92,000, or 7%, to 1.4 million for 2006 from 1.3 million for 2005. The growth in visits for the period was attributable to approximately 46,000 visits in 2006 New Clinics together with a 46,000 or 4% increase in visits for 2006 Mature Clinics. For 2005 New Clinics, the number of visits increased by 96,000 for 2006 compared to 2005. For 2005 Mature Clinics, the number of visits decreased by 50,000 in 2006 compared to 2005.

Net patient revenues from 2006 New Clinics accounted for approximately 47% of the total increase, or approximately \$4.3 million. The remaining increase of \$4.9 million in net patient revenues was from 2006 Mature Clinics.

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

*Management Contract Revenues*

Revenues from management contracts decreased to \$1.8 million for 2006 from \$2.0 million in 2005 due to a reduced number of contracts active during 2006 as compared to 2005. At December 31, 2006, the Company had four management contracts versus seven at December 31, 2005.

*Clinic Operating Costs*

Clinic operating costs were 74% of net revenues for 2006 and 71% of net revenues for 2005. Each component of clinic operating costs is discussed below:

*Clinic Operating Costs - Salaries and Related Costs*

Salaries and related costs increased to \$69.3 million for 2006 from \$62.7 million for 2005, an increase of \$6.6 million, or 11%. Approximately 43% of the increase, or \$2.9 million, was attributable to the 2006 New Clinics. The remaining increase, or \$3.7 million, was due to \$5.0 million in higher costs at various clinics opened or acquired in 2005 and 2004 partially offset by lower salaries in clinics opened prior to 2004 due to reductions in staffing. Salaries and related costs as a percent of net revenues was 51% for 2006 and 50% for 2005.

*Clinic Operating Costs - Rent, Clinic Supplies and Other*

Rent, clinic supplies and other costs increased to \$27.9 million for 2006 from \$25.2 million for 2005, an increase of \$2.7 million, or 11%. Approximately 73% of the increase, or \$2.0 million, was attributable to the 2006 New Clinics and \$0.7 million was attributable to various 2006 Mature Clinics due to normal increase in activity at our younger Mature Clinics. Rent, clinic supplies and other costs as a percent of net revenues was 21% for 2006 and 20% for 2005.

*Clinic Operating Costs - Provision for Doubtful Accounts*

The provision for doubtful accounts increased to \$2.1 million for 2006 from \$1.4 million for 2005, an increase of \$0.7 million, or 57%. The provision for doubtful accounts as a percent of net patient revenues was 2% for 2006 and 1% for 2005. Our allowance for bad debts as a percent of total patient accounts receivable was 7% at December 31, 2006, as compared to 8% at December 31, 2005. The allowance for doubtful accounts at the end of each period is based on a detailed, clinic-by-clinic review

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of overdue accounts and is regularly reviewed in the aggregate in light of current and historical experience.

The accounts receivable days outstanding decreased to 55 days at December 31, 2006 as compared to 56 days at December 31, 2005. Receivables in the amount of \$2.2 million and \$2.3 million were written-off in 2006 and 2005, respectively.

### *Corporate Office Costs*

Corporate office costs, consisting primarily of salaries, benefits and equity based compensation of corporate office personnel, rent, insurance costs, depreciation and amortization, travel, legal, compliance, professional, marketing and recruiting fees, increased to \$17.3 million for 2006 from \$16.4 million for 2005, an increase of \$0.8 million, or 5%. Effective January 1, 2006, the Company adopted SFAS No. 123R which requires companies to measure and recognize compensation expense for all stock-based payments at fair value. Prior periods were not required to be restated to reflect the impact of adopting the new standard. In 2006, corporate office costs included \$1.0 million of equity compensation expense. Excluding equity compensation expense, corporate office costs declined by \$0.2 million, or 1%, in 2006 as compared to 2005.

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

Minority interests in earnings of subsidiary limited partnerships decreased 5% to \$5.6 million for 2006 from \$5.9 million for 2005. As a percentage of operating income before corporate costs, minority interest decreased to 14% for 2006 from 16% for 2005. This decrease is partially due to the Company's purchases of additional minority interests during 2006 and 2005.

### *Provision for Income Taxes*

The provision for income taxes decreased to \$5.0 million for 2006 from \$5.7 million for 2005, a decrease of approximately \$0.7 million, or 12%, as a result of lower pre-tax income. During 2006 and 2005, we recognized state and federal income taxes at an effective tax rate of 38%.

### *Loss from Discontinued Operations*

In 2006, the Company closed 31 clinics, with 28 of those being closed in the third quarter of 2006, and sold one clinic in the fourth quarter of 2006. In accordance with SFAS No. 144, Accounting for the Impairment or Disposal of Long-Lived Assets, the Company has reported for all periods presented the operating losses and closure costs related to the clinics closed and sold in 2006 as Discontinued Operations. In 2006, the Company reported a charge of \$1.9 million, net of income taxes, for closure costs, impairment charges and operating losses. The charge included \$1.1 million in operating losses, \$1.9 million in closure costs and impairment charges and a tax benefit of \$1.1 million. For these clinics, the operating losses for 2005 were \$0.4 million, net of tax benefit.

## **LIQUIDITY AND CAPITAL RESOURCES**

We believe that our business is generating sufficient cash flow from operating activities to allow us to meet our short-term and long-term cash requirements, other than those with respect to future acquisitions. At December 31, 2007, we had \$8.0 million in cash and cash equivalents compared to \$11.5 million (including \$500,000 of marketable securities) at December 31, 2006, a decrease of 30%. Although the start-up costs associated with opening new clinics and our planned capital expenditures are significant, we believe that our cash and cash equivalents and availability on our revolving credit facility are sufficient to fund the working capital needs of our operating subsidiaries, clinic closure costs accrued, future clinic development and investments through at least December 2008. Significant



acquisitions would likely require financing under our existing revolving credit facility. Included in cash and cash equivalents at December 31, 2007 were \$1.1 million in a money market fund.

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The decrease in cash, cash equivalents and marketable securities of \$3.5 million from December 31, 2006 to December 31, 2007 was due primarily to cash used for the STAR Acquisition (\$18.9 million). Other major uses of cash included: purchase of fixed assets (\$4.0 million), purchase of intangibles limited partner interests (\$0.5), payment for earn-out related to a business acquisition (\$0.6 million), distributions to limited partners (\$5.7 million), payments on revolving credit agreement and notes payable (\$5.6 million). During 2007, \$19.0 million was provided by operations, \$12.0 million proceeds from the revolving credit facility and \$0.8 million from proceeds and tax benefit of exercise of stock options.

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

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

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

We have future obligations for debt repayments, employment agreements and future minimum rentals under operating leases. The obligations as of December 31, 2007 are summarized as follows (in thousands):

| <b>Contractual Obligation</b> | <b>Total</b> | <b>2008</b> | <b>2009</b> | <b>2010</b> | <b>2011</b> | <b>2012</b> | <b>Thereafter</b> |
|-------------------------------|--------------|-------------|-------------|-------------|-------------|-------------|-------------------|
| Notes Payable                 | \$ 8,771     | \$ 812      | \$ 626      | \$ 333      | \$ 7,000    | \$          | \$                |
| Employee Agreements           | \$ 26,100    | 18,026      | 5,732       | 1,902       | 277         | 140         | 23                |
| Operating Leases              | \$ 34,873    | 12,649      | 9,423       | 5,983       | 3,026       | 3080        | 712               |
|                               | \$ 69,744    | \$ 31,487   | \$ 15,781   | \$ 8,218    | \$ 10,303   | \$ 3,220    | \$ 735            |

In connection with the STAR Acquisition, we incurred notes payable in the aggregate totaling \$1,000,000 payable in equal annual installments totaling \$333,333 beginning September 6, 2008 plus any accrued and unpaid interest. Interest accrues at a fixed rate of 8.25% per annum. The remaining principal and any accrued and unpaid interest then outstanding is due and payable on September 6, 2010. In addition, we assumed leases with remaining terms ranging from 2 months to 6 years for the operating facilities.

In conjunction with the acquisition of an eight-clinic practice in Arizona in November 2006, we entered into a note payable with the sellers in the amount of \$877,500 payable in equal quarterly principal installments of \$73,125, beginning March 1, 2007, plus any accrued and unpaid interest. Interest accrues at a fixed rate of

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7.5% per annum. The remaining principal and any accrued and unpaid interest then outstanding is due and payable on the third anniversary of the note, November 17, 2009. The purchase agreement also provides for possible contingent consideration of up to \$1,500,000 based on the achievement of a certain designated level of operating results within a three-year period following the acquisition. In addition, we assumed leases with remaining terms ranging from one to five years for six of the eight operating facilities. With respect to the two remaining leased facilities, one is being leased on a month-to-month basis and the other was renewed for three years effective February 1, 2007. In December 2007, we paid \$557,000 additional consideration related to this acquisition upon achievement of the predefined operating results for the first year, and such amount was added to goodwill.

In conjunction with the acquisition of a two-clinic practice in Alaska in December 2005, we entered into a note payable with the sellers in the amount of \$309,710 payable in equal quarterly principal installments of \$25,809, beginning April 1, 2006, plus any accrued and unpaid interest. Interest accrues at a fixed rate of 5.75% per annum. The remaining principal and any accrued and unpaid interest then outstanding is due and payable on the third anniversary of the note, December 19, 2008. The purchase agreement provides for possible contingent consideration of up to \$325,000 based on the achievement of a certain designated level of operating results within a three-year period following the acquisition. In addition, we entered into a 5-year lease for one of the facilities and assumed a lease expiring September 30, 2009 on the other facility.

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

In conjunction with the above mentioned acquisitions, in the event that a minority partner's employment ceases at any time after three years from the acquisition date, the Company has agreed to repurchase that individual's minority partner interest at a predetermined multiple of earning before interest and taxes.

Since September 2001, the Board of Directors ( Board ) has authorized us to purchase, in the open market or in privately negotiated transactions, up to 2,250,000 shares of its common stock. As of December 31, 2007, there were approximately 50,000 shares remaining that could be purchased under these programs. Since there is no expiration date for these share repurchase programs, additional shares may be purchased from time to time in the open market or private transactions depending on price, availability and our cash position. Shares purchased are held as treasury shares and may be used for such valid corporate purposes or retired as the Board considers advisable. During the year ended December 31, 2006, the Company purchased 404,952 shares of its common stock on the open market for \$5.5 million. We did not purchase any shares of our common stock during 2007.

*Off Balance Sheet Arrangements*

With the exception of operating leases for its executive offices and clinic facilities discussed in Note 14 to our consolidated financial statements included in this report, we have no off-balance sheet debt or other off-balance sheet financing arrangements.

**RECENTLY PROMULGATED ACCOUNTING PRONOUNCEMENTS**

In September 2006, the FASB issued SFAS No. 157, Fair Value Measurements, ( SFAS 157 ) which addresses how companies should measure fair value when they are required to use a fair value measure for recognition or disclosure purposes under generally accepted accounting principles ( GAAP ). As a result of SFAS 157, there is now a common definition of fair value to be used throughout GAAP. The FASB believes that the new standard will make the measurement of fair value more consistent and comparable and improve

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disclosures about those measures. SFAS 157 is effective for fiscal years beginning after November 15, 2007. Management has evaluated the impact of the statement on the Company and does not believe the adoption of SFAS 157 will have a material impact on the Company's consolidated financial statements.

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115* ( SFAS 159 ). SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value and is effective for fiscal years beginning after November 15, 2007 or January 1, 2008 for the Company. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes that choice in the first 120 days of that fiscal year and also elects to adopt the provisions of SFAS No. 157. Management has evaluated the impact of this pronouncement on its consolidated financial statements and does not believe the adoption of SFAS 159 will have a material impact on our consolidated financial statements.

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

In December 2007 the FASB issued SFAS No. 160, *Noncontrolling Interests in Consolidated Financial Statements: an amendment of ARB No. 51* ( SFAS 160 ). SFAS 160 establishes new accounting and reporting standards for the noncontrolling interest (formerly referred to as minority interests ) in a subsidiary and for the deconsolidation of a subsidiary. Specifically, this statement requires the recognition of a noncontrolling interest as equity in the consolidated financial statements and separate from the parent's equity. The amount of net income attributable to a noncontrolling interest will be included in consolidated net income on the face of the income statement. SFAS 160 clarifies that changes in a parent's ownership interest in a subsidiary that do not result in deconsolidation are equity transactions if the parent retains its controlling financial interest. In addition, SFAS 160 requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated. Such gains or loss will be measured using the fair value of the noncontrolling equity investment on the deconsolidation date. SFAS 160 also includes expanded disclosure requirements regarding the interests of the parent and its noncontrolling interest. SFAS 160 is effective for fiscal years and interim periods within those fiscal years, beginning on or after December 15, 2008, with early adoption prohibited. The Company is in the process of determining the impact of the adoption of this standard on the Company's financial position, results of operations, and cash flows.

## **FACTORS AFFECTING FUTURE RESULTS**

### ***Clinic Development***

As of December 31, 2007, we had 349 clinics in operation, of which 17 were opened and 51 acquired in 2007. For those newly opened clinics, we incurred an operating loss in 2007. Generally we experience losses during the initial period of a new clinic's operation. Operating margins for newly opened clinics tend to be

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lower than more seasoned clinics because of start-up costs and lower patient visits and revenues. Generally, patient visits and revenues gradually increase in the first year of operation, as patients and referral sources become aware of the new clinic. Revenues tend to increase significantly during the two to three years following the first anniversary of a clinic opening. Based on historical performance of our new clinics, generally the clinics opened in 2007 would be expected to favorably impact our results of operations beginning in the mid to latter part of 2008.

**ITEM 7A. *QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK***

We do not maintain any derivative instruments, interest rate swap arrangements, hedging contracts, futures contracts or the like. Our only indebtedness as of December 31, 2007 was seller notes of \$1.8 million and outstanding balance on our Credit Agreement of \$7.0 million. The outstanding balance under the Credit Agreement is subject to fluctuating interest rates. A 1% change in the interest rate would yield an additional \$70,000 of interest expense. See Note 8 of the Notes to the Consolidated Financial Statements in Item 8.



**ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA.**

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

**INDEX TO CONSOLIDATED FINANCIAL STATEMENTS AND RELATED INFORMATION**

|   |    |
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| <u>Management's Report on Internal Control Over Financial Reporting</u>                                     | 32 |
| <u>Reports of Independent Registered Public Accounting Firm - Grant Thornton LLP</u>                        | 33 |
| Audited Financial Statements:   |    |
| <u>Consolidated Balance Sheets as of December 31, 2007 and 2006</u>   | 35 |
| <u>Consolidated Statements of Net Income for the years ended December 31, 2007, 2006 and 2005</u>           | 36 |
| <u>Consolidated Statements of Shareholders' Equity for the years ended December 31, 2007, 2006 and 2005</u> | 37 |
| <u>Consolidated Statements of Cash Flows for the years ended December 31, 2007, 2006 and 2005</u>           | 38 |
| Notes to Consolidated Financial Statements  | 39 |

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**MANAGEMENT'S REPORT ON INTERNAL CONTROL OVER FINANCIAL REPORTING**

Our management is responsible for establishing and maintaining effective internal control over financial reporting, as such term is defined in Rule 13a-15(f) under the Exchange Act. U.S. Physical Therapy, Inc. and subsidiaries (the Company's) internal control over financial reporting is designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles.

Our internal control over financial reporting includes those policies and procedures that:

Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the Company;

Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that our receipts and expenditures are being made in accordance with authorizations of the Company's management and directors; and

Provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use or disposition of the Company's assets that could have a material effect on the financial statements.

Management assessed the effectiveness of the Company's internal control over financial reporting as of December 31, 2007. In making this assessment, management used the criteria set forth by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) in *Internal Control-Integrated Framework*. Based on our assessment and those criteria, management believes that the Company maintained effective internal control over financial reporting as of December 31, 2007.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Our evaluation did not include the internal control over financial reporting relating to STAR Physical Therapy, LP ( STAR ) which we acquired on September 6, 2007 (See Note 3 to Notes to Consolidated Financial Statements). Total assets and net revenues of STAR represent approximately \$9.3 million and \$10.5 million, respectively, of the related consolidated financial statement amounts as of and for the year ended December 31, 2007.

The Company's independent registered public accounting firm that audited the 2007 financial statements included in this annual report has issued an attestation report on management's assessment of the Company's internal control over financial reporting, which appears on page 34.

March 10, 2008

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and  
Shareholders of U.S. Physical Therapy, Inc.

We have audited the accompanying consolidated balance sheets of U.S. Physical Therapy, Inc. (a Nevada corporation) and subsidiaries (the Company) as of December 31, 2007 and 2006, and the related consolidated statements of net income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2007. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk, and performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of U.S. Physical Therapy, Inc. and subsidiaries as of December 31, 2007 and 2006, and the results of their operations and their cash flows for each of the three years in the period ended December 31, 2007 in conformity with accounting principles generally accepted in the United States of America.

As discussed in Note 2 to the consolidated financial statements, effective January 1, 2006, the Company adopted the provisions of Statement of Financial Accounting Standards No. 123 (revised 2004), *Share-Based Payment*.

We also have audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), U.S. Physical Therapy, Inc. and subsidiaries' internal control over financial reporting as of December 31, 2007, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO) and our report dated March 10, 2008, expressed an unqualified opinion.

**/s/ GRANT THORNTON LLP**

Houston, Texas  
March 10, 2008

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and Shareholders

U.S. Physical Therapy, Inc.

We have audited U.S. Physical Therapy, Inc. (a Nevada Corporation) and subsidiaries' internal control over financial reporting as of December 31, 2007, based on criteria established in *Internal Control - Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). U.S. Physical Therapy, Inc. and subsidiaries' management is responsible for maintaining effective internal control over financial reporting and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on U.S. Physical Therapy, Inc.'s internal control over financial reporting based on our audit.

We conducted our audit in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether effective internal control over financial reporting was maintained in all material respects. Our audit included obtaining an understanding of internal control over financial reporting, evaluating management's assessment, testing and evaluating the design and operating effectiveness of internal control, and performing such other procedures as we considered necessary in the circumstances. We believe that our audit provides a reasonable basis for our opinion.

A company's internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

As described in Management's Report on Internal Control Over Financial Reporting, management excluded from its assessment of U.S. Physical Therapy, Inc. and subsidiaries' internal control over financial reporting as of December 31, 2007, the internal control over financial reporting related to STAR Physical Therapy, LP ( STAR ) which was acquired by the company during September 2007. Our audit of internal control over financial reporting of U.S. Physical Therapy, Inc. and subsidiaries also excluded STAR. Assets of approximately \$9.3 million and net revenues of \$10.5 million of STAR are included in the consolidated financial statements of U.S. Physical Therapy, Inc. and subsidiaries as of and for the year ended December 31, 2007.

In our opinion, U.S. Physical Therapy, Inc. and subsidiaries maintained, in all material respects, effective internal control over financial reporting as of December 31, 2007, based on criteria established in *Internal Control - Integrated Framework* issued by COSO.

We have also audited, in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheets of U.S. Physical Therapy, Inc. and subsidiaries as of December 31, 2007 and 2006, and the related consolidated statements of net income, shareholders' equity, and cash flows for each of the three years in the period ended December 31, 2007, and our report dated March 10, 2008 expressed an unqualified opinion.

**/s/ GRANT THORNTON LLP**

Houston, Texas  
March 10, 2008

**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****CONSOLIDATED BALANCE SHEETS**

|  | <b>December 31,</b>                      |             |
|--|--|-------------|
|  | <b>2007</b>                              | <b>2006</b> |
|  | <b>(In thousands, except share data)</b> |             |
| <b>ASSETS</b>  |  |             |
| Current assets:  |  |             |
| Cash and cash equivalents  | \$ 7,976                                 | \$ 10,952   |
| Marketable securities available for sale   |  | 500         |
| Patient accounts receivable, less allowance for doubtful accounts of \$2,184 and \$1,567, respectively | 25,574                                   | 21,503      |
| Accounts receivable other  | 1,150                                    | 775         |
| Other current assets   | 1,333                                    | 2,251       |
| Total current assets   | 36,033                                   | 35,981      |
| Fixed assets:  |  |             |
| Furniture and equipment  | 28,782                                   | 23,718      |
| Leasehold improvements   | 17,352                                   | 15,226      |
|  | 46,134                                   | 38,944      |
| Less accumulated depreciation and amortization   | 29,342                                   | 25,573      |
|  | 16,792                                   | 13,371      |
| Goodwill   | 37,650                                   | 20,997      |
| Other intangible assets, net   | 3,930                                    | 278         |
| Other assets   | 1,847                                    | 830         |
|  | \$ 96,252                                | \$ 71,457   |
| <b>LIABILITIES AND SHAREHOLDERS EQUITY</b>   |  |             |
| Current liabilities:   |  |             |
| Accounts payable trade   | \$ 1,555                                 | \$ 1,601    |
| Accrued expenses   | 9,071                                    | 7,007       |
| Current portion of notes payable   | 812                                      | 562         |
| Total current liabilities  | 11,438                                   | 9,170       |
| Notes payable  | 959                                      | 797         |
| Revolving line of credit   | 7,000                                    |             |
| Deferred rent  | 1,104                                    | 1,273       |
| Other long-term liabilities  | 696                                      | 829         |
| Total liabilities  | 21,197                                   | 12,069      |

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|   |           |           |
|---|-----------|-----------|
| Minority interests in subsidiary limited partnerships   | 5,648     | 3,871     |
| Commitments and contingencies   |           |           |
| Shareholders' equity:   |           |           |
| Preferred stock, \$.01 par value, 500,000 shares authorized, no shares issued and outstanding                       |           |           |
| Common stock, \$.01 par value, 20,000,000 shares authorized, 14,053,192 and 13,681,849, shares issued, respectively | 141       | 137       |
| Additional paid-in capital  | 41,452    | 36,304    |
| Retained earnings   | 59,442    | 50,704    |
| Treasury stock at cost, 2,214,737 shares  | (31,628)  | (31,628)  |
| Total shareholders' equity  | 69,407    | 55,517    |
|   | \$ 96,252 | \$ 71,457 |

See notes to consolidated financial statements.

**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF NET INCOME**

|   | <b>Year Ended December 31,</b>               |                      |                      |
|---|--|----------------------|----------------------|
|   | <b>2007</b>                                  | <b>2006</b>          | <b>2005</b>          |
|   | <b>(In thousands, except per share data)</b> |                      |                      |
| Net patient revenues                                      | \$ 149,437                                   | \$ 133,376           | \$ 124,164           |
| Management contract revenues                              | 1,945  | 1,784                | 2,022                |
| Other revenues  | 304  | 34                   | 70                   |
| <br>Net revenues  | <br>151,686                                  | <br>135,194          | <br>126,256          |
| Clinic operating costs:                                   |  |                      |                      |
| Salaries and related costs                                | 79,191                                       | 69,340               | 62,708               |
| Rent, clinic supplies, contract labor and other           | 32,581                                       | 27,896               | 25,245               |
| Provision for doubtful accounts                           | 2,553  | 2,115                | 1,351                |
| <br>Corporate office costs                                | <br>114,325<br>17,326                        | <br>99,351<br>17,247 | <br>89,304<br>16,425 |
| <br>Operating income from continuing operations           | <br>20,035                                   | <br>18,596           | <br>20,527           |
| Interest and investment income                            | 273  | 382                  | 385                  |
| Interest expense  | (301)  | (50)                 | (24)                 |
| Loss in unconsolidated joint venture                      |  | (31)                 | (34)                 |
| Minority interests in subsidiary limited partnerships     | (5,727)                                      | (5,647)              | (5,939)              |
| <br>Income before income taxes from continuing operations | <br>14,280                                   | <br>13,250           | <br>14,915           |
| Provision for income taxes                                | 5,465  | 5,057                | 5,737                |
| <br>Net income from continuing operations                 | <br>8,815                                    | <br>8,193            | <br>9,178            |
| Discontinued operations:                                  |  |                      |                      |
| (Loss) income from discontinued operations                | (121)  | (2,985)              | (613)                |
| Tax benefit (expense) from discontinued operations        | 44   | 1,088                | 226                  |
|   | (77)   | (1,897)              | (387)                |
| <br>Net income  | <br>\$ 8,738                                 | <br>\$ 6,296         | <br>\$ 8,791         |
| <br>Earnings per share:                                   |  |                      |                      |
| Basic income from continuing operations                   | \$ 0.76                                      | \$ 0.70              | \$ 0.77              |
| Basic (loss) income from discontinued operations          | (0.01)                                       | (0.16)               | (0.03)               |
| <br>Total basic earnings per common share                 | <br>\$ 0.75                                  | <br>\$ 0.54          | <br>\$ 0.74          |
| <br>Diluted income from continuing operations             | <br>\$ 0.75                                  | <br>\$ 0.70          | <br>\$ 0.76          |
| Diluted (loss) income from discontinued operations        |  | (0.16)               | (0.03)               |



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|   |         |         |         |
|---|---------|---------|---------|
| Total diluted earnings per common share | \$ 0.75 | \$ 0.54 | \$ 0.73 |
| Shares used in computation:             |         |         |         |
| Basic earnings per common share         | 11,643  | 11,690  | 11,923  |
| Diluted earnings per common share       | 11,718  | 11,731  | 12,075  |

See notes to consolidated financial statements.

**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF SHAREHOLDERS EQUITY**

|   | <b>Common Stock<br/>Shares</b> | <b>Common Stock<br/>Amount</b> | <b>Additional<br/>Paid-In<br/>Capital</b> | <b>Retained<br/>Earnings<br/>(In thousands)</b> | <b>Treasury Stock<br/>Shares</b> | <b>Treasury Stock<br/>Amount</b> | <b>Total<br/>Shareholders<br/>Equity</b> |
|---|--------------------------------|--------------------------------|---|---|----------------------------------|----------------------------------|--|
| Balance December 31, 2004                               | 13,437                         | \$ 134                         | \$ 32,534                                 | \$ 35,617                                       | (1,321)                          | \$ (18,106)                      | \$ 50,179                                |
| Proceeds from exercise of stock options                 | 208                            | 2                              | 1,798                                     |   |                                  |                                  | 1,800                                    |
| Tax benefit from exercise of stock options              |                                |                                | 705                                       |   |                                  |                                  | 705                                      |
| Purchase of treasury stock                              |                                |                                |   |   | (489)                            | (8,000)                          | (8,000)                                  |
| Net income  |                                |                                |   | 8,791   |                                  |                                  | 8,791                                    |
| Balance December 31, 2005                               | 13,645                         | 136                            | 35,037                                    | 44,408  | (1,810)                          | (26,106)                         | 53,475                                   |
| Proceeds from exercise of stock options                 | 31                             | 1                              | 124                                       |   |                                  |                                  | 125                                      |
| Tax benefit from exercise of stock options              |                                |                                | 105                                       |   |                                  |                                  | 105                                      |
| Issuance of restricted stock                            | 6                              |                                |   |   |                                  |                                  |  |
| Amortization of restricted stock                        |                                |                                | 17  |   |                                  |                                  | 17                                       |
| Equity-based compensation expense                       |                                |                                | 1,021                                     |   |                                  |                                  | 1,021                                    |
| Purchase of treasury stock                              |                                |                                |   |   | (405)                            | (5,522)                          | (5,522)                                  |
| Net income  |                                |                                |   | 6,296   |                                  |                                  | 6,296                                    |
| Balance December 31, 2006                               | 13,682                         | 137                            | 36,304                                    | 50,704  | (2,215)                          | (31,628)                         | 55,517                                   |
| Issuance of common stock in connection with acquisition | 228                            | 2                              | 3,121                                     |   |                                  |                                  | 3,123                                    |
| Proceeds from exercise of stock options                 | 75                             | 2                              | 566                                       |   |                                  |                                  | 568                                      |
| Tax benefit from exercise of stock options              |                                |                                | 184                                       |   |                                  |                                  | 184                                      |
| Issuance of restricted stock                            | 71                             |                                |   |   |                                  |                                  |  |
| Cancellation of restricted stock                        | (3)                            |                                |   |   |                                  |                                  |  |
| Amortization of restricted stock                        |                                |                                | 297                                       |   |                                  |                                  | 297                                      |
| Equity-based compensation expense                       |                                |                                | 980                                       |   |                                  |                                  | 980                                      |
| Net income  |                                |                                |   | 8,738   |                                  |                                  | 8,738                                    |
| Balance December 31, 2007                               | 14,053                         | \$ 141                         | \$ 41,452                                 | \$ 59,442                                       | (2,215)                          | \$ (31,628)                      | \$ 69,407                                |

See notes to consolidated financial statements.

**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****CONSOLIDATED STATEMENTS OF CASH FLOWS**

|   | <b>Year Ended December 31,</b> |             |             |
|---|--------------------------------|-------------|-------------|
|   | <b>2007</b>                    | <b>2006</b> | <b>2005</b> |
|   | <b>(In thousands)</b>          |             |             |
| <b>OPERATING ACTIVITIES</b>   |                                |             |             |
| Net income  | \$ 8,738                       | \$ 6,296    | \$ 8,791    |
| Adjustments to reconcile net income to net cash provided by operating activities: |                                |             |             |
| Depreciation and amortization   | 4,986                          | 4,494       | 4,308       |
| Minority interests in earnings of subsidiary limited partnerships                 | 5,727                          | 5,559       | 5,939       |
| Provision for doubtful accounts   | 2,636                          | 2,197       | 1,446       |
| Equity-based awards compensation expense  | 1,277                          | 1,038       |             |
| Loss on sale or abandonment of assets   | 117                            | 512         | 201         |
| Excess tax benefit from exercise of stock options                                 | (184)                          | (105)       |             |
| Tax benefit from exercise of stock options  |                                |             | 705         |
| Write-off of goodwill   |                                | 192         | 145         |
| Recognition of deferred rent subsidies  | (456)                          | (403)       | (391)       |
| Deferred income tax   | 313                            | (373)       | 44          |
| Other   |                                |             | 45          |
| Changes in operating assets and liabilities:                                      |                                |             |             |
| Increase in patient accounts receivable   | (3,543)                        | (3,434)     | (3,224)     |
| Increase in accounts receivable other   | (87)                           | (73)        | (212)       |
| (Increase) decrease in other assets   | (160)                          | 168         | 137         |
| Increase (decrease) in accounts payable and accrued expenses                      | (655)                          | 1,623       | 1,036       |
| Increase in other liabilities   | 338                            | 781         | 210         |
| Net cash provided by operating activities   | 19,047                         | 18,472      | 19,180      |
| <b>INVESTING ACTIVITIES</b>   |                                |             |             |
| Purchase of fixed assets  | (4,034)                        | (4,655)     | (4,527)     |
| Purchase of business, net of cash acquired  | (19,504)                       | (5,206)     | (6,321)     |
| Acquisitions of minority interests, included in goodwill                          | (519)                          | (1,234)     | (1,513)     |
| Purchase of marketable securities available for sale                              | (2,040)                        | (700)       | (13,700)    |
| Proceeds on sale of marketable securities available for sale                      | 2,540                          | 2,850       | 12,250      |
| Proceeds on sale of fixed assets  | 21                             | 99          | 178         |
| Net cash used in investing activities   | (23,536)                       | (8,846)     | (13,633)    |
| <b>FINANCING ACTIVITIES</b>   |                                |             |             |
| Distributions to minority investors in subsidiary limited partnerships            | (5,651)                        | (5,489)     | (6,195)     |
| Repurchase of common stock  |                                | (5,522)     | (8,000)     |
| Proceeds from revolving line of credit  | 12,000                         |             |             |
| Payments on revolving line of credit  | (5,000)                        |             |             |
| Payment of notes payable  | (588)                          | (245)       | (153)       |
| Excess tax benefit from stock options exercised                                   | 184                            | 105         |             |
| Proceeds from exercise of stock options   | 568                            | 125         | 1,800       |

|  |          |           |           |
|--|----------|-----------|-----------|
| Net cash provided by (used in) financing activities  | 1,513    | (11,026)  | (12,548)  |
| Net increase (decrease) in cash and cash equivalents | (2,976)  | (1,400)   | (7,001)   |
| Cash and cash equivalents beginning of year          | 10,952   | 12,352    | 19,353    |
| Cash and cash equivalents end of year                | \$ 7,976 | \$ 10,952 | \$ 12,352 |

**SUPPLEMENTAL DISCLOSURES OF CASH FLOW INFORMATION**

Cash paid during the period for :

|  |          |          |          |
|--|----------|----------|----------|
| Income taxes   | \$ 5,481 | \$ 3,844 | \$ 4,863 |
| Interest   | \$ 263   | \$ 34    | \$ 15    |
| Non-cash investing and financing transactions during the period: |          |          |          |
| Purchase of business seller financing portion                    | \$ 1,000 | \$ 878   | \$ 810   |
| Purchase of business issuance of common stock                    | \$ 3,123 | \$       | \$       |

See notes to consolidated financial statements.

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

DECEMBER 31, 2007

**1. Organization, Nature of Operations and Basis of Presentation**

U.S. Physical Therapy, Inc. and its subsidiaries (the Company) operate outpatient physical and occupational therapy clinics that provide pre- and post-operative care and treatment for orthopedic-related disorders, sports-related injuries, preventative care, rehabilitation of injured workers and neurological-related injuries. As of December 31, 2007, the Company owned and operated 349 clinics in 41 states, including those related to the STAR Acquisition described below. The clinics' business primarily originates from physician referrals. The principal sources of payment for the clinics' services are managed care programs, commercial health insurance, Medicare/Medicaid, workers' compensation insurance and proceeds from personal injury cases. In addition to the Company's ownership of clinics, it also manages physical therapy facilities for third parties, including physicians, with 10 such third-party facilities under management as of December 31, 2007.

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

Effective September 1, 2007, the Company acquired a majority interest in STAR Physical Therapy, LP (STAR), a multi partner outpatient rehabilitation practice with operations in the southeast United States (the STAR Acquisition). STAR owns and operates 51 outpatient physical and occupational therapy clinics and manages seven other facilities for third parties. During 2007, the Company opened 17 new clinics, of which 7 were new Clinic Partnerships, 7 were satellites of existing Clinic Partnerships and 3 were satellites of Wholly-Owned Facilities. During 2007, the Company closed 12 clinics (one of which was part of STAR). Therefore, the Company ended 2007 with 349 owned clinics. There were 244 clinics operated under Clinic Partnerships and 105 Wholly-Owned Facilities as of December 31, 2007.

During 2006, the Company closed 31 unprofitable clinics of which 28 were closed in the third quarter of 2006. In addition, the Company sold one clinic in the fourth quarter. Accordingly, the results of operations and closure costs for these closed and sold clinics are presented in the consolidated statements of income, as Discontinued Operations, net of the tax benefit.

***Clinic Partnerships***

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

***Wholly-Owned Facilities***

For Wholly-Owned Facilities with profit sharing arrangements, an appropriate accrual is recorded for the amount of profit sharing due the clinic partners/directors. The amount is expensed as compensation and included in clinic

operating costs salaries and related costs. The respective liability is included in current liabilities accrued expenses on the balance sheet.

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

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**2. Significant Accounting Policies**

***Cash Equivalents***

The Company considers all highly liquid investments with an original maturity or remaining maturity at the time of purchase of three months or less to be cash equivalents. Based upon its investment policy, the Company invests its cash primarily in deposits with major financial institutions, in highly rated commercial paper, short-term United States treasury obligations, United States and municipal government agency securities and United States government sponsored enterprises. The Company held approximately \$1.1 million and \$4.2 million in highly liquid investments at December 31, 2007 and December 31, 2006, respectively.

The Company maintains its cash and cash equivalents at financial institutions. The combined account balances at several institutions typically exceed Federal Deposit Insurance Corporation ( FDIC ) insurance coverage and, as a result, there is a concentration of credit risk related to amounts on deposit in excess of FDIC insurance coverage. Management believes that this risk is not significant.

***Marketable Securities***

Management determines the appropriate classification of its investments at the time of purchase and reevaluates such determination at each balance sheet date. As of December 31, 2006, all marketable securities were classified as available for sale. Available-for-sale securities are carried at fair value, with unrealized holding gains and losses, net of tax, reported as a separate component of shareholders' equity. Since the fair value of the marketable securities available for sale equals the cost basis for such securities, there is no effect on comprehensive income for the periods reported.

***Long-Lived Assets***

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

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

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

***Goodwill***

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



The fair value of goodwill and other intangible assets with indefinite lives are tested for impairment annually and upon the occurrence of certain events, and are written down to fair value if considered impaired. The Company evaluates goodwill for impairment on an annual basis (in its third quarter) by comparing the fair value of each reporting unit to the carrying value of the reporting unit including related goodwill. A reporting unit refers to the acquired interest of a single clinic or group of clinics. Local management typically continues to manage the acquired clinic or group of clinics. For each clinic or group of clinics, the Company maintains discrete financial information and both corporate and local management regularly review the operating results. For each purchase of the equity interest, goodwill is assigned to the respective clinic or group of clinics, if deemed appropriate. The evaluation of goodwill in the third quarter of 2007 did not result

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

in any goodwill amounts that were deemed permanently impaired. During 2006, the Company wrote off \$192,000 in goodwill related to closed clinics. During 2005, the Company wrote off \$145,000 due to impairment and \$26,000 related to a closed clinic.

***Revenue Recognition***

Revenues are recognized in the period in which services are rendered. Net patient revenues (patient revenues less estimated contractual adjustments) are reported at the estimated net realizable amounts from insurance companies, third-party payors, patients and others for services rendered. The Company has agreements with third-party payors that provide for payments to the Company at amounts different from its established rates. The allowance for estimated contractual adjustments is based on terms of payor contracts and historical collection and write-off experience.

The Company determines allowances for doubtful accounts based on the specific agings and payor classifications at each clinic. The provision for doubtful accounts is included in clinic operating costs in the statement of net income. Net accounts receivable, which are stated at the historical carrying amount net of contractual allowances, write-offs and allowance for doubtful accounts, includes only those amounts the Company estimates to be collectible.

Since 1999, reimbursement for outpatient therapy services provided to Medicare beneficiaries has been made according to a fee schedule published by the Department of Health and Human Services ( HHS ). Under the Balanced Budget Act of 1997, the total amount paid by Medicare in any one year for outpatient physical therapy or occupational therapy (including speech-language pathology) to any one patient was initially limited to \$1,500, (the Medicare Cap or Limit ), except for services provided in hospitals. After a three-year moratorium, this Medicare Limit on therapy services was implemented for services rendered on or after September 1, 2003 subject to an adjusted total of \$1,590 (the Adjusted Medicare Limit ). Effective December 8, 2003, a moratorium was again placed on the Adjusted Medicare Limit for the remainder of 2003 and for years 2004 and 2005. Under the Medicare Prescription Drug, Improvement and Modernization Act of 2003, the Adjusted Medicare Limit was reinstated effective as of January 1, 2006. Outpatient therapy services rendered to Medicare beneficiaries by the Company s therapists were subject to the cap, except to the extent these services were rendered pursuant to certain management and professional services agreements with inpatient facilities, in which case the caps did not apply. The Adjusted Medicare Limit for 2006 was \$1,740.

In 2006, Congress passed the Deficit Reduction Act ( DRA ), which allowed the Centers for Medicare & Medicaid Services ( CMS ) to grant exceptions to the Medicare Cap for services provided during the year, as long as those services met certain qualifications (as more fully defined in the February 15, 2006 Medicare Fact Sheet). The exception process allowed for automatic and manual exceptions to the Medicare Cap for medically necessary services. The exception process specified diagnosis that qualified for an automatic exception to the Medicare Cap if the condition or complexity had a direct and significant impact on the course of therapy being provided and the additional treatment was medically necessary. The exception process further provided that manual exceptions could be granted if the condition or complexity did not allow for an automatic exception, but was believed to require medically necessary services. The exceptions provision adopted as part of the DRA was scheduled to expire on December 31, 2006.

In December 2006, Congress passed and the President signed the Tax Relief and Health Care Act of 2006, which extended the Medicare Cap exceptions process for 2007. The Medicare Cap continued to apply in 2007, and the Adjusted Medicare Limit for 2007 was \$1,780. After Congress extended the exceptions for another year, CMS revised

the exceptions procedures. These procedures eliminate the manual exceptions process and expand the use of automatic exceptions. Beginning January 1, 2007, all services that required exceptions to the Medicare Cap were processed as automatic exceptions. While the basic procedure for obtaining an automatic exception remained the same, CMS expanded requirements for documentation related to the medical necessity of services provided above the cap.

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The Medicare Cap continues to apply in 2008, and the Adjusted Medicare Limit for 2008 is \$1,810. On December 29, 2007, the Medicare, Medicaid and SCHIP Extension Act of 2007 was signed into law. The Act extended the exceptions process for the Medicare Cap through June 30, 2008. Unless additional legislation is enacted prior to July 1, 2008, the exceptions process will expire at that time.

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

Laws and regulations governing the Medicare program are complex and subject to interpretation. The Company believes that it is in compliance in all material respects with all applicable laws and regulations and is not aware of any pending or threatened investigations involving allegations of potential wrongdoing that would have a material effect on the Company's financial statements as of December 31, 2008. Compliance with such laws and regulations can be subject to future government review and interpretation, as well as significant regulatory action including fines, penalties, and exclusion from the Medicare program.

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

***Contractual Allowances***

Contractual allowances result from the differences between the rates charged for services performed and expected reimbursements by both insurance companies and government sponsored healthcare programs for such services. Medicare regulations and the various third party payors and managed care contracts are often complex and may include multiple reimbursement mechanisms payable for the services provided in Company clinics. The Company estimates contractual allowances based on its interpretation of the applicable regulations, payor contracts and historical calculations. Each month the Company estimates its contractual allowance for each clinic based on payor contracts and the historical collection experience of the clinic and applies an appropriate contractual allowance reserve percentage to the gross accounts receivable balances for each payor of the clinic. Based on the Company's historical experience, calculating the contractual allowance reserve percentage at the payor level is sufficient to allow the Company to provide the necessary detail and accuracy with its collectibility estimates. However, the services authorized and provided and related reimbursement are subject to interpretation that could result in payments that differ from the Company's estimates. Payor terms are periodically revised necessitating continual review and assessment of the estimates made by management. The Company's billing system does not capture the exact change in its contractual allowance reserve estimate from period to period in order to assess the accuracy of its revenues and hence its contractual allowance reserves. Management regularly compares its cash collections to corresponding net revenues measured both in the aggregate and on a clinic-by-clinic basis. In the aggregate, historically the difference between net revenues and corresponding cash collections has generally reflected a difference within approximately 1% of net revenues. Additionally, analysis of subsequent period's contractual write-offs on a payor basis reflects a difference within approximately 1% between the actual aggregate contractual reserve percentage as compared to the estimated contractual allowance reserve percentage associated with the same period end balance. As a result, the Company believes that a change in the contractual allowance reserve estimate would not likely be more than 1% at December 31, 2007.

***Income Taxes***

Income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases and operating loss and tax credit

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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

carryforwards. Deferred tax assets and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

In June 2006, the FASB issued FIN 48, Accounting for Uncertainty in Income Taxes an interpretation of FASB Statement No. 109, Accounting for Income Taxes. FIN 48 prescribes a model for how a company is to recognize, measure, present and disclose in its financial statements uncertain positions that a company has taken or plans to take on a future tax return. Under FIN 48, the Company may recognize the tax benefit from an uncertain tax position only if it is more likely than not that the tax position will be sustained upon examination by the taxing authorities, based on the technical merits of the position. The tax benefits recognized in the financial statements from such a position should be measured based on the largest benefit that has a greater than fifty percent likelihood of being realized upon ultimate settlement. FIN 48 also provides guidance on derecognition, classification, interest and penalties on income taxes, accounting in interim periods and requires increased disclosures. The Company adopted the provisions of FIN 48 on January 1, 2007. As a result of the implementation of FIN 48, the Company did not have any unrecognized tax benefits for Federal, state and local tax jurisdictions.

In May 2007 the FASB issued FASB Staff Position No. FIN 48-1, Definition of a Settlement in FASB Interpretation No. 48 ( FIN 48-1 ). FIN 48-1 provides guidance on how an enterprise should determine whether a tax position is effectively settled for the purpose of recognizing previously unrecognized tax benefits. In determining whether a tax position has been effectively settled, entities must evaluate (i) whether taxing authorities have completed their examination procedures; (ii) whether the entity intends to appeal or litigate any aspect of a tax position included in a completed evaluation; and (iii) whether it is remote that a taxing authority would examine or re-examine any aspect of a taxing position. FIN 48-1 was applied upon the initial adoption of FIN 48. There was no effect on our financial condition or results of operations due to the implementation of FIN 48 and FIN 48-1.

Estimated interest and penalties related to potential underpayment on any unrecognized tax benefits are to be classified as a component of tax expense in the Consolidated Statement of Operations. As of the date of adoption of FIN 48, the Company did not have any accrued interest or penalties associated with any unrecognized tax benefits, nor was any interest expense recognized during 2007.

***Fair Values of Financial Instruments***

The carrying amounts reported in the balance sheet for cash and cash equivalents, accounts receivable, accounts payable and notes payable approximate their fair values due to the short-term maturity of these financial instruments. The carrying amount of the revolving line of credit approximates its fair value. The interest rate on the revolving line of credit is set at various short-term intervals based on current market conditions. The carrying amounts for marketable securities available for sale approximate the fair value on December 31, 2006.

***Segment Reporting***

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

the criteria for aggregating its operating segments into a single reporting segment.

**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)*****Use of Estimates***

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

***Self-Insurance Program***

The Company utilizes a self-insurance plan for its employee group health insurance coverage administered by a third party. Predetermined loss limits have been arranged with the insurance company to limit the Company's maximum liability and cash outlay. Accrued expenses include the estimated incurred but unreported costs to settle unpaid claims and estimated future claims. Management believes that the current accrued amounts are sufficient to pay claims arising from self insurance incurred during the year ended December 31, 2007.

***Stock Options***

Effective January 1, 2006, the Company adopted Statement No. 123R ( SFAS 123R ) which requires companies to measure and recognize compensation expense for all stock-based payments at fair value. SFAS 123R is being applied on the modified prospective basis. Prior to the adoption of SFAS 123R, the Company applied the intrinsic-value-based method of accounting prescribed by Accounting Principles Board (APB) Opinion No. 25, *Accounting for Stock Issued to Employees*, and related interpretations including FASB Interpretation No. 44, *Accounting for Certain Transactions Involving Stock Compensation, an interpretation of APB Opinion No. 25*, to account for its fixed-plan stock options and followed the disclosure requirements of SFAS No. 123, *Accounting for Stock-Based Compensation* (SFAS 123), as amended by SFAS No. 148, *Accounting for Stock-Based Compensation - Transition and Disclosure*. Under the intrinsic-value-based method, compensation expense was recognized only to the extent that the current market price of the underlying stock on the date of grant exceeded the exercise price. Historically, the Company has granted stock options with an exercise price equal to the current market price of the underlying stock, therefore, the Company had not recognized any compensation expense related to stock-based payments.

Under the modified prospective approach, SFAS 123R applies to new awards and to awards that were outstanding on January 1, 2006 that are subsequently modified, repurchased or cancelled. Under the modified prospective approach, compensation cost recognized for 2006 includes compensation for all stock-based payments granted prior to, but not yet vested on January 1, 2006, based on the grant-date fair value estimated in accordance with the provisions of SFAS 123, and compensation cost for the stock-based payment granted subsequent to January 1, 2006, based on the grant-date fair value estimated with the provisions of SFAS 123R. Prior periods are not required to be restated to reflect the impact of adopting the new standard.

The impact of adopting SFAS 123R resulted in lowering net income and net income per diluted share for the years ended December 31, 2007 and 2006 as follows (in thousands, except per share data):

|   | <b>2007</b> | <b>2006</b> |
|---|-------------|-------------|
| After tax effect of stock option compensation expense | \$ 605      | \$ 634      |



Effect on diluted earnings per share

\$ 0.05

\$ 0.05

**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table illustrates the effect on net income and net income per share had the Company accounted for stock-based compensation in accordance with SFAS 123 for the year ended December 31, 2005 (in thousands, except per share data):

|   | <b>2005</b> |
|---|-------------|
| Net income, as reported   | \$ 8,791    |
| Deduct:   |             |
| Credit to net income for effects of stock based compensation, net of tax                    |             |
| Total stock based compensation expense determined under the fair value method, net of taxes | (1,096)     |
| Pro forma net income  | \$ 7,695    |
| Earnings per share:   |             |
| Actual basic earnings per common share  | \$ 0.74     |
| Actual diluted earnings per common share  | \$ 0.73     |
| Pro forma basic earnings per common share   | \$ 0.65     |
| Pro forma diluted earnings per common share   | \$ 0.64     |

Prior to October 1, 2005, the Company utilized Black-Scholes, a standard option pricing model, to measure the fair value of stock options granted to employees. The Black-Scholes model does not provide for the interaction among economic and behavioral assumptions. While SFAS 123R permits entities to continue to use such a model, the standard also permits the use of a lattice model. In the fourth quarter of 2005, the Company determined that the Trinomial Lattice Model was the best available measure of the fair value of employee stock options. The Trinomial Lattice Model accounts for changing employee behavior as the stock price changes. The use of a lattice model captures the observed pattern of increasing rates of exercise as the stock price increases. Also, SFAS 123R requires that the benefits associated with the tax deductions attributable to the grant of stock options that are in excess of recognized compensation cost be reported as a financing cash flow, rather than as an operating cash flow as required under previous literature.

The following weighted-average assumptions were used in estimating the fair value per share of the options granted under the stock option plans and assuming no dividends for the years ended December 31, 2006 and 2005:

|                            | <b>2006</b> | <b>2005</b> |
|----------------------------|-------------|-------------|
| Risk-free interest rates   | 4.3%        | 4.2%        |
| Expected volatility        | 30.0%       | 49.6%       |
| Expected life (in years)   | n/a         | 5.5         |
| Suboptimal exercise factor | 3           | n/a         |
| Exit rate post-vesting     | 12.5%       | n/a         |

There were no stock options granted in 2007.

The Company calculates the expected volatility for stock-based awards using historical volatility adjusted for periods of excess volatility. The Company estimates the forfeiture rate for stock-based awards based on historical data. The Company used an estimated forfeiture rate of 0.4% and 4.0% in calculating the estimated compensation expense for 2007 and 2006, respectively.

**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table list the weighted average grant-date fair value of options granted during the years ended December 31, 2006 and 2005:

|      | <b>Number of<br/>Shares</b> | <b>Weighted<br/>Average<br/>Grant-Date<br/>Fair Value</b> |
|------|-----------------------------|---|
| 2005 | 228,850                     | 6.56  |
| 2006 | 2,000                       | 6.55  |

As of December 31, 2007, the future pre-tax expense of nonvested stock options is \$1.6 million, to be recognized through 2010.

***Recently Promulgated Accounting Pronouncements***

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

In February 2007, the FASB issued SFAS No. 159, *The Fair Value Option for Financial Assets and Financial Liabilities Including an Amendment of FASB Statement No. 115* ( SFAS 159 ). SFAS No. 159 permits entities to choose to measure many financial instruments and certain other items at fair value and is effective for fiscal years beginning after November 15, 2007 or January 1, 2008 for the Company. Early adoption is permitted as of the beginning of the previous fiscal year provided that the entity makes that choice in the first 120 days of that fiscal year and also elects to adopt the provisions of SFAS No. 157. Management has evaluated the impact of this pronouncement on its consolidated financial statements and does not believe the adoption of SFAS 159 will have a material impact on our consolidated financial statements.

In December 2007, the FASB issued SFAS No. 141(R), *Business Combinations* ( SFAS No. 141R ). SFAS No. 141R replaces SFAS No. 141, *Business Combinations*, and applies to all transactions and other events in which one entity obtains control over one or more other businesses. SFAS No. 141R requires an acquirer, upon initially obtaining control of another entity, to recognize the assets, liabilities and any non-controlling interest in the acquiree at fair value as of the acquisition date. Contingent consideration is required to be recognized and measured at fair value on the date of acquisition rather than at a later date when the amount of that consideration may be determinable beyond a reasonable doubt. This fair value approach replaces the cost-allocation process required under SFAS No. 141 whereby the cost of an acquisition was allocated to the individual assets acquired and liabilities assumed based on their estimated fair value. SFAS No. 141R requires acquirers to expense acquisition-related costs as incurred rather than

allocating such costs to the assets acquired and liabilities assumed, as was previously the case under SFAS No. 141. Under SFAS No. 141R, the requirements of SFAS No. 146, *Accounting for Costs Associated with Exit or Disposal Activities* would have to be met in order to accrue for a restructuring plan in purchase accounting. Pre-acquisition contingencies are to be recognized at fair value, unless it is a non-contractual contingency that is not likely to materialize, in which case, nothing should be recognized in purchase accounting and, instead, that contingency would be subject to the probable and estimable recognition criteria of SFAS No. 5, *Accounting for Contingencies*. SFAS No. 141R may have a significant impact on our accounting for business combinations closing on or after January 1, 2009.

**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

In December 2007 the FASB issued SFAS No. 160, Noncontrolling Interests in Consolidated Financial Statements: an amendment of ARB No. 51 ( SFAS 160 ). SFAS 160 establishes new accounting and reporting standards for the noncontrolling interest (formerly referred to as minority interests ) in a subsidiary and for the deconsolidation of a subsidiary. Specifically, this statement requires the recognition of a noncontrolling interest as equity in the consolidated financial statements and separate from the parent's equity. The amount of net income attributable to a noncontrolling interest will be included in consolidated net income on the face of the income statement. SFAS 160 clarifies that changes in a parent's ownership interest in a subsidiary that do not result in deconsolidation are equity transactions if the parent retains its controlling financial interest. In addition, SFAS 160 requires that a parent recognize a gain or loss in net income when a subsidiary is deconsolidated. Such gains or loss will be measured using the fair value of the noncontrolling equity investment on the deconsolidation date. SFAS 160 also includes expanded disclosure requirements regarding the interests of the parent and its noncontrolling interest. SFAS 160 is effective for fiscal years and interim periods within those fiscal years, beginning on or after December 15, 2008, with early adoption prohibited. The Company is in the process of determining the impact of the adoption of this standard on the Company's financial position, results of operations, and cash flows.

**3. Acquisitions*****Acquisition of Businesses***

The STAR Acquisition closed on September 6, 2007. Effective September 1, 2007, the Company acquired a 70% interest with the existing partners retaining a 30% interest. Pursuant to terms of the Reorganization and Securities Purchase Agreement ( Purchase Agreement ), the Company paid \$23.3 million (inclusive of certain capitalized acquisition costs) including \$19.2 million in cash, promissory notes aggregating \$1.0 million and 227,618 in restricted shares of the Company's common stock representing an aggregate of \$3.1 million based on the market price of \$13.72 per share. The amount of the consideration was derived through arm's length negotiations. Funding for the STAR Acquisition was derived from \$9.2 million of existing cash and \$10.0 million of the proceeds from the Company's credit agreement, dated as of August 27, 2007 among the Company, as the Borrower, Bank of America, N. A., as Administrative Agent, Swing Line Lender and L/C Issuer ( Credit Agreement ). The results of operations of STAR have been included in the Company's consolidated financial statements since September 1, 2007, the effective date of the STAR Acquisition.

The purchase price was allocated to the fair value of the identifiable assets acquired and liabilities assumed based on the estimates of the fair values at the acquisition date, with the amount exceeding the estimated fair values being recorded as goodwill. The Company has 12 months from the closing date of the STAR Acquisition to finalize its valuations. Thus, the final allocation of the purchase price may differ from the estimates used at December 31, 2007 based on additional information obtained. The completion by the Company of the identification and settlement of any unrecorded pre-acquisition contingencies, where the liability is probable and the amount can be reasonably estimated, may result in adjustments to goodwill.

**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

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

|   |               |
|---|---------------|
| Cash paid, net of cash acquired                           | \$ 18,948     |
| Seller notes  | 1,000         |
| Fair value of common stock issued                         | 3,123         |
| <br>Total consideration                                   | <br>\$ 23,071 |
| <br>Estimated fair value of net tangible assets acquired: |               |
| Total current assets                                      | \$ 2,540      |
| Total non-current assets                                  | 3,134         |
| Total liabilities   | (1,966)       |
| <br>Net tangible assets acquired                          | <br>\$ 3,708  |
| Referral relationships                                    | 691           |
| Non compete, 5 year                                       | 449           |
| Tradename   | 2,623         |
| Goodwill  | 15,600        |
|   | \$ 23,071     |

The total current assets primarily represents patient accounts receivable of \$2.2 million. Total non current assets primarily represents fixed assets of approximately \$3.1 million.

The value assigned to (i) referral relationships will be amortized to expense equally over the next 16 years, (ii) non compete agreements over five years and (iii) goodwill and tradename will be tested annually for impairment.

Unaudited pro forma net revenue and net income from continuing operations for 2007 and 2006 for the Company as if the STAR Acquisition occurred as of January 1, 2006 is as follows (in thousands, except per share data):

|   | <b>2007</b> | <b>2006</b> |
|---|-------------|-------------|
| Net revenue                               | \$ 172,418  | \$ 162,124  |
| Net income                                | 9,934       | 9,366       |
| Earnings per share:                       |             |             |
| Basic income from continuing operations   | \$ 0.84     | \$ 0.79     |
| Diluted income from continuing operations | \$ 0.84     | \$ 0.78     |
| Shares used in computation:               |             |             |
| Basic earnings per common share           | 11,795      | 11,918      |
| Diluted earnings per common share         | 11,870      | 11,959      |

In the above proforma net revenue, revenue from management contracts constitutes \$2.3 million and \$2.2 million for 2007 and 2006, respectively.

On November 17, 2006, the Company acquired a majority interest in an eight-clinic practice located in Arizona. The Company acquired a 65% interest with the existing partner retaining a 35% interest. The Company paid \$5,959,000, consisting of a three-year note payable in the amount of \$877,500 and cash of \$5,081,500. In addition, the Company incurred \$70,000 of capitalized acquisition costs. The purchase agreement also provides for possible contingent consideration of up to \$1,500,000 based on the achievement



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

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

of a certain designated level of operating results with a three-year period following the acquisition. Any contingent payments made will increase goodwill.

In 2006, the Arizona acquisition resulted in approximately \$5.5 million of goodwill which is deductible for tax purposes. Other assets related to this acquisition included accounts receivable valued at \$546,000, furniture and equipment valued at \$78,000, prepaid rental valued at \$16,000 and a non-competition agreement valued at \$160,693 which is being amortized over five years. The Company also assumed certain employee benefits and other liabilities of approximately \$113,000 and recorded minority interests in subsidiary limited partnerships of approximately \$184,000. In 2007, the Company paid an additional \$557,000 in contingent payments which had the effect of increasing goodwill.

On December 19, 2005, the Company acquired a majority interest in Excel Physical Therapy, an operator of two physical therapy clinics located near Anchorage, Alaska ( Excel ). The Company acquired a 65% interest with existing partners retaining a 35% interest. The Company paid approximately \$1,600,000, consisting of a three-year note payable in the amount of \$309,710 and cash of \$1,290,000. In addition, the Company incurred \$30,700 of capitalized acquisition costs. The purchase agreement also provides for possible contingent consideration of up to \$325,000 based on the achievement of a certain designated level of operating results within a three-year period following the acquisition. Any contingent payment made will increase goodwill.

On May 18, 2005, the Company acquired a majority interest in Hamilton Physical Therapy, an operator of three physical and occupational therapy clinics located in central New Jersey ( Hamilton ). The Company acquired a 75% interest with existing partners retaining a 25% interest. The Company paid \$5,425,000, consisting of a three-year note payable in the amount of \$500,000 and cash of \$4,925,000. In addition, the Company incurred \$75,000 of capitalized acquisition costs. The purchase agreement also provides for possible contingent consideration of up to \$650,000 based on the achievement of a certain designated level of operating results within a three-year period following the acquisition. In 2006, the Company paid additional consideration of \$90,000 which increased goodwill.

In 2005, the acquisitions of Hamilton and Excel resulted in approximately \$6.9 million of goodwill which is deductible for tax purposes. Other assets related to the acquisitions included accounts receivable valued at \$214,000, furniture and equipment valued at \$235,000 and non-competition agreements valued at \$171,000 which is being amortized over five years. The Company also assumed certain employee benefits of approximately \$287,000 and recorded minority interests in subsidiary limited partnerships of approximately \$73,000.

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

Unaudited proforma consolidated financial information for the Arizona, Excel and Hamilton Acquisitions have not been included as the results, individually and in aggregate, were not material to current operations.

***Acquisitions of Minority Interests***

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

partners.

During 2006, the Company purchased the 35% minority interest in three limited partnerships in separate transactions for an aggregate purchase price \$1.1 million. Under two of the purchase agreements, the Company may be required to pay contingent consideration of up to \$284,000, in aggregate, based on the achievement of

**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

a certain designated level of operating results within a three-year period following the acquisitions. Any contingent payments made will increase goodwill.

During 2005, the Company purchased a 15% interest from a limited partner who owned a 20.5% interest in a limited partnership for \$774,000. The limited partner retained a 5.5% interest. Also, during 2005, the Company purchased a 35% minority interest in a limited partnership for \$193,000, a 20% minority interest in another limited partnership for \$54,000 and the 35% minority interest in another limited partnership for \$463,000.

On June 1, 2002, the Company purchased a 35% minority interest in a limited partnership for \$220,000. Based on the clinic's performance, the Company paid additional consideration of \$31,000, \$41,000, \$32,360 and \$18,000 in August 2003, 2004, 2005 and 2006, respectively. In July 2002, the Company sold half of the purchased interest to another therapist for \$220,000, payable from future profits of the partnership. The Company discounted the note receivable by 50%. In early 2007, the Company purchased the interest previously sold to another therapist for forgiveness of the remaining balance of the note which was written off in 2006. The balance written off was \$19,000.

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

The Company's minority interest purchases were accounted for as purchases and accordingly, the results of operations of the acquired minority interest percentage are included in the accompanying financial statements from the dates of purchase.

**4. Closure Costs and Discontinued Operations**

After a thorough review of the Company's operations, management decided to close 28 unprofitable clinics in the third quarter of 2006. Previously, during the second quarter of 2006, three clinics were closed. The operating results of these 31 locations and one location sold in the fourth quarter 2006 were reported as discontinued operations for all periods presented as required by SFAS 144.

The following are the net revenues and pre-tax losses reported for these locations (in thousands):

|                         | <b>2007</b> | <b>2006</b> | <b>2005</b> |
|-------------------------|-------------|-------------|-------------|
| Net revenues            | \$          | \$ 2,986    | \$ 5,866    |
| Pre-tax (losses) income | \$ (121)    | \$ (2,985)  | \$ (613)    |

The pre-tax loss for the year ended December 31, 2006 included \$1.9 million in costs associated with the closure of these facilities. The breakdown of these charges by major type of cost, along with charges incurred in 2007 related to clinics closed, is as follows (in thousands):

| <b>Dec 31,<br/>2005</b> | <b>Dec 31,<br/>2006</b> | <b>Dec 31,<br/>2007</b> |
|-------------------------|-------------------------|-------------------------|
|-------------------------|-------------------------|-------------------------|

| <b>Type of Cost</b>                | <b>Balance</b> | <b>Additions</b> | <b>Activity</b> | <b>Balance</b> | <b>Additions</b> | <b>Activity</b> | <b>Balance</b> |
|------------------------------------|----------------|------------------|-----------------|----------------|------------------|-----------------|----------------|
| Lease obligations                  | \$ 278         | \$ 1,243         | \$ (692)        | \$ 829         | \$ 36            | \$ (790)        | \$ 75          |
| Unamortized leasehold improvements |                | 366              | (366)           |                |                  |                 |                |
| Goodwill                           |                | 192              | (192)           |                |                  |                 |                |
| Severance                          |                | 80               | (80)            |                |                  |                 |                |
|                                    | \$ 278         | \$ 1,881         | \$ (1,330)      | \$ 829         | \$ 36            | \$ (790)        | \$ 75          |

In addition to lease obligations, the closure cost in 2007 includes \$85,000 of additional bad debt provision for clinics closed in 2006. Management closed nine clinics in 2005 and 12 in 2007. The operating results of

**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

these locations were not material to the operations of the Company and therefore the operating results of these clinics were not reclassified and reported as discontinued operations.

Lease commitments represent the future payments remaining under lease agreements adjusted for estimated early settlements.

The cash flow impact of these closed clinics is deemed immaterial for the consolidated statements of cash flows.

**5. Goodwill**

The changes in the carrying amount of goodwill as of December 31, 2007 and 2006 consisted of the following (in thousands):

|                                   | <b>Year Ended<br/>December 31</b> |             |
|-----------------------------------|-----------------------------------|-------------|
|                                   | <b>2007</b>                       | <b>2006</b> |
| Beginning balance                 | \$ 20,997                         | \$ 14,339   |
| Goodwill acquired during the year | 16,676                            | 6,850       |
| Adjustment                        | (23)                              |             |
| Goodwill written-off              |                                   | (192)       |
| Ending balance                    | \$ 37,650                         | \$ 20,997   |

**6. Intangible Assets, net**

Intangible assets, net as of December 31, 2007 and 2006 consisted of the following (in thousands):

|                             | <b>December 31,</b> |             |
|-----------------------------|---------------------|-------------|
|                             | <b>2007</b>         | <b>2006</b> |
| Tradename                   | \$ 2,623            | \$          |
| Referral relationships, net | 677                 |             |
| Non compete agreements, net | 630                 | 278         |
|                             | \$ 3,930            | \$ 278      |

Tradename and referral relationships are related to the STAR Acquisition. The value assigned to Tradename is indefinite lived and will be tested annually for impairment. The value assigned to referral relationships is being amortized over 16 years, its estimated useful life. Non compete agreements are amortized over the respective term of

the agreements which is five years.

The following table details the amount of amortization expense recorded for intangible assets for the years ended December 31, 2007, 2006 and 2005 (in thousands):

|                        | <b>Year Ended<br/>December 31,</b> |             |             |
|------------------------|------------------------------------|-------------|-------------|
|                        | <b>2007</b>                        | <b>2006</b> | <b>2005</b> |
| Referral relationships | \$ 14                              | \$          | \$          |
| Non compete agreements | 97                                 | 38          | 15          |
|                        | \$ 111                             | \$ 38       | \$ 15       |

The remaining balance of referral relationships will be amortized at the rate of \$43,000 annually. The remaining balance of non compete agreements will be amortized at the rate of \$156,000 annually for 2008 and 2009, \$140,000 in 2010, \$118,000 in 2011 and \$60,000 in 2012.

**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****7. Accrued Expenses**

Accrued expenses as of December 31, 2007 and 2006 consisted of the following (in thousands):

|  | <b>Year Ended<br/>December 31</b> |             |
|--|-----------------------------------|-------------|
|  | <b>2007</b>                       | <b>2006</b> |
| Credit balances due to patients and payors | \$ 1,166                          | \$ 1,088    |
| Group health insurance claims              | 1,141                             | 1,063       |
| Salaries and related costs                 | 4,900                             | 2,244       |
| Other                                      | 1,864                             | 2,612       |
| Total                                      | \$ 9,071                          | \$ 7,007    |

**8. Notes Payable**

Notes payable as of December 31, 2007 and 2006 consist of the following (\$ in thousands):

|   | <b>2007</b> | <b>2006</b> |
|---|-------------|-------------|
| Revolving credit agreement, average interest rate of 6.18%  | \$ 7,000    | \$          |
| Various promissory notes payable in annual installments of an aggregate of \$333 plus accrued interest through September 6, 2010, interest accrues at 8.25% per annum | 1,000       |             |
| Promissory note payable in quarterly installments of \$73 plus accrued interest through November 17, 2009, interest accrues at 7.5% per annum                         | 585         | 877         |
| Promissory note payable in quarterly installments of \$42 plus accrued interest through May 18, 2008, interest accrues at 6% per annum                                | 83          | 250         |
| Promissory note payable in quarterly installments of \$26 plus accrued interest through December 19, 2008, interest accrues at 5.75% per annum                        | 103         | 232         |
|   | 8,771       | 1,359       |
| Less current portion  | (812)       | (562)       |
|   | \$ 7,959    | \$ 797      |

Effective August 27, 2007, the Company entered into the Credit Agreement with a commitment for a \$30,000,000 revolving credit facility. The commitment can be increased to \$50,000,000 subject to certain terms and conditions. The Credit Agreement has a four year term, is unsecured and includes standard financial covenants. Proceeds from the Credit Agreement may be used to finance acquisitions, working capital, capital expenditures and for other corporate

purposes. Interest expense on borrowings is based on a pricing grid tied to the Company's overall financial leverage with the applicable spread over LIBOR ranging from .5% to 1.5%. There are fees under the Credit Agreement including a closing fee of .25% and an unused commitment fee ranging from .1% to .35% depending on financial leverage and the amount of funds outstanding under the agreement. As of December 31, 2007, \$23,000,000 was available under the Credit Agreement.

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

In connections with the Arizona acquisition, the Company incurred a note payable in the amount of \$877,500, payable in equal quarterly principal installments of \$73,125 beginning March 1, 2007 plus any



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accrued and unpaid interest. Interest accrues at a fixed rate of 7.5% per annum. The remaining principal and any accrued and unpaid interest then outstanding is due and payable on November 17, 2009.

In connection with the Hamilton acquisition, the Company incurred a note payable in the amount of \$500,000, payable in equal quarterly principal installments of \$41,667 beginning September 1, 2005 plus any accrued and unpaid interest. Interest accrues at a fixed rate of 6% per annum. The remaining principal and any accrued and unpaid interest then outstanding is due and payable on May 18, 2008.

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

Aggregate annual payments of principal pursuant to the above notes payable required subsequent to December 31, 2007 are as follows:

|   |          |
|---|----------|
| During the year ended December 31, 2008 | \$ 812   |
| During the year ended December 31, 2009 | 626      |
| During the year ended December 31, 2010 | 333      |
| During the year ended December 31, 2011 | 7,000    |
|   | \$ 8,771 |

**9. Income Taxes**

Significant components of deferred tax assets included in the consolidated balance sheets at December 31, 2007 and 2006 were as follows (in thousands):

|                                    | 2007     | 2006     |
|------------------------------------|----------|----------|
| Deferred tax assets:               |          |          |
| Compensation                       | \$ 749   | \$ 545   |
| Allowance for doubtful accounts    | 641      | 491      |
| Lease obligations - closed clinics | 29       | 314      |
| Depreciation and amortization      |          | 29       |
| Deferred rent and other            | 129      | 90       |
| Deferred tax assets                | \$ 1,548 | \$ 1,469 |
| Deferred tax liabilities:          |          |          |
| Depreciation and amortization      | \$ (392) | \$       |

|                         |          |          |
|-------------------------|----------|----------|
| Net deferred tax assets | \$ 1,156 | \$ 1,469 |
| Amount included in:     |          |          |
| Other current assets    | \$ 783   | \$ 1,364 |
| Other assets            | \$ 373   | \$ 105   |

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The differences between the federal tax rate and the Company's effective tax rate for results of continuing operations for the years ended December 31, 2007, 2006 and 2005 were as follows (in thousands):

|  | <b>2007</b> |        | <b>2006</b> |       | <b>2005</b> |       |
|--|-------------|--------|-------------|-------|-------------|-------|
| U. S. tax at statutory rate                | \$ 4,893    | 34.3%  | \$ 4,547    | 34.3% | \$ 5,154    | 34.6% |
| State income taxes, net of federal benefit | 577         | 4.0%   | 500         | 3.8%  | 549         | 3.8%  |
| Nondeductible expenses                     | 43          | 0.3%   | 44          | 0.1%  | 34          | 0.1%  |
| Tax exempt interest income                 | (48)        | (0.3)% | (34)        | 0.0%  |             | 0.0%  |
|  | \$ 5,465    | 38.3%  | \$ 5,057    | 38.2% | \$ 5,737    | 38.5% |

Significant components of the provision for income taxes for continuing operations for the years ended December 31, 2007, 2006 and 2005 were as follows (in thousands):

|  | <b>2007</b> | <b>2006</b> | <b>2005</b> |
|--|-------------|-------------|-------------|
| Current:   |             |             |             |
| Federal  | \$ 4,298    | \$ 4,231    | \$ 4,774    |
| State  | 826         | 885         | 919         |
| Total current  | 5,124       | 5,116       | 5,693       |
| Deferred:  |             |             |             |
| Federal  | 261         | (26)        | 54          |
| State  | 80          | (33)        | (10)        |
| Total deferred                                       | 341         | (59)        | 44          |
| Total income tax provision for continuing operations | \$ 5,465    | \$ 5,057    | \$ 5,737    |

The Company is required to establish a valuation allowance for deferred tax assets if, based on the weight of available evidence, it is more likely than not that some portion or all of the deferred tax assets will not be realized. The ultimate realization of deferred tax assets is dependent upon the generation of future taxable income during the periods in which those temporary differences become deductible. Management considers the projected future taxable income and tax planning strategies in making this assessment. Based upon the level of historical taxable income and projections for future taxable income in the periods which the deferred tax assets are deductible, management believes that a valuation allowance is not required, as it is more likely than not that the results of future operations will generate sufficient taxable income to realize the deferred tax assets.

The Company adopted FIN 48 on January 1, 2007, however the adoption did not result in an adjustment to retained earnings. The Company does not believe that it has any significant uncertain tax positions at December 31, 2007, nor is this expected to change within the next twelve months due to the settlement and expiration of statutes of limitations.

## **10. Equity Based Plans**

The Company has the following equity based plans:

The 1992 Stock Option Plan, as amended (the 1992 Plan ), permitted the Company to grant to key employees and outside directors of the Company incentive and non-qualified options to purchase up to 3,495,000 shares of common stock (subject to proportionate adjustments in the event of stock dividends, splits, and similar corporate transactions). The 1992 Plan expired in 2002 and no new option grants can be awarded subsequent to this date.

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Incentive stock options (those intended to satisfy the requirements of the Internal Revenue Code) granted under the 1992 Plan were granted at an exercise price not less than the fair market value of the shares of common stock on the date of grant. The exercise prices of options granted under the 1992 Plan were determined by the Stock Option Committee. The period within which each option is exercisable was determined by the Stock Option Committee (however, in no event may the exercise period of an incentive stock option extend beyond 10 years from the date of grant).

The Amended and Restated 1999 Employee Stock Option Plan (the Amended 1999 Plan ) permits the Company to grant to certain non-officer employees of the Company up to 300,000 non-qualified options to purchase shares of common stock and restricted stock (subject to proportionate adjustments in the event of stock dividends, splits, and similar corporate transactions). The exercise prices of options granted under the Amended 1999 Option Plan are determined by the Stock Option Committee. The period within which each option will be exercisable is determined by the Stock Option Committee. The Amended 1999 Plan was approved by the shareholders of the Company at the 2006 Shareholders Meeting on May 31, 2006.

During 2003, the Board of Directors of the Company (the Board ) granted inducement options covering 145,000 options, respectively, to five individuals in connection with their offers of employment. As of December 31, 2006, 134,000 of the 145,000 options are outstanding. Inducement options may be exercised for a 10 year term from the date of the grant.

The 2003 Stock Option Plan (the 2003 Plan ) permits the Company to grant to key employees and outside directors of the Company incentive and non-qualified options and shares of restricted stock covering up to 900,000 shares of common stock (subject to proportionate adjustments in the event of stock dividends, splits, and similar corporate transactions). The 2003 Plan was approved by the shareholders of the Company at the 2004 Shareholders Meeting on May 25, 2004.

A cumulative summary of equity plans as of December 31, 2007 follows:

| <b>Equity Plans</b> | <b>Authorized</b> | <b>Restricted<br/>Stock<br/>Issued</b> | <b>Outstanding<br/>Stock<br/>Options</b> | <b>Stock<br/>Options<br/>Exercised</b> | <b>Stock<br/>Options<br/>Exercisable</b> | <b>Shares<br/>Available<br/>for Grant</b> |
|---------------------|-------------------|--|--|--|--|---|
| 1992 Plan           | 3,495,000         |  | 44,629                                   | 2,751,383                              | 44,629                                   |   |
| 1999 Plan           | 300,000           | 53,500                                 | 90,771                                   | 63,935                                 | 51,811                                   | 91,794                                    |
| 2003 Plan           | 900,000           | 21,000                                 | 677,500                                  | 105,800                                | 530,500                                  | 95,700                                    |
| Inducements         | 166,000           |  | 134,000                                  | 32,000                                 | 111,000                                  |   |
|                     | 4,861,000         | 74,500                                 | 946,900                                  | 2,953,118                              | 737,940                                  | 187,494                                   |



**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

A summary of the status of the Company's stock options granted under the plans as of December 31, 2007, 2006 and 2005 and the changes during the years then ended is presented below:

|                                  | <b>Number of<br/>Shares</b> | <b>Weighted<br/>Average<br/>Exercise<br/>Price</b> | <b>Weighted<br/>Average<br/>Remaining<br/>Contractual<br/>Term</b> | <b>Aggregate<br/>Intrinsic<br/>Value<br/>(000 s)</b> |
|----------------------------------|-----------------------------|--|--|--|
| Outstanding at December 31, 2004 | 1,191,527                   | \$ 12.11   |  |  |
| Granted                          | 228,850                     | 16.67  |  |  |
| Exercised                        | (208,612)                   | 8.63   |  |  |
| Cancelled                        | (36,485)                    | 18.00  |  |  |
| Forfeited                        | (33,196)                    | 15.03  |  |  |
| Outstanding at December 31, 2005 | 1,142,084                   | 13.39  |  |  |
| Granted                          | 2,000                       | 19.29  |  |  |
| Exercised                        | (30,682)                    | 4.05   |  |  |
| Cancelled                        | (10,357)                    | 16.87  |  |  |
| Forfeited                        | (45,858)                    | 14.59  |  |  |
| Outstanding at December 31, 2006 | 1,057,187                   | 13.58  |  |  |
| Granted                          |                             |  |  |  |
| Exercised                        | (75,225)                    | 7.53   |  |  |
| Cancelled                        | (32,042)                    | 16.40  |  |  |
| Forfeited                        | (3,020)                     | 18.06  |  |  |
| Outstanding at December 31, 2007 | 946,900                     | 13.95  | 6.4 Years  | \$ 978   |
| Exercisable at December 31, 2007 | 737,940                     | 13.88  | 6.3 Years  | \$ 855   |

A summary of the status of the nonvested shares issuable pursuant to stock options as of December 31, 2007 and the changes during the year then ended is as follows:

|                              | <b>Number of<br/>Shares</b> | <b>Weighted<br/>Average<br/>Grant-Date<br/>Fair Value</b> | <b>Weighted<br/>Average<br/>Remaining<br/>Contractual<br/>Term</b> | <b>Aggregate<br/>Intrinsic<br/>Value<br/>(000 s)</b> |
|------------------------------|-----------------------------|---|--|--|
| Nonvested at January 1, 2007 | 323,877                     | 8.58  | 7.8 Years  |  |

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|                                |          |      |           |     |
|--------------------------------|----------|------|-----------|-----|
| Granted                        |          |      |           |     |
| Vested                         | (82,875) | 9.37 |           |     |
| Forfeited                      | (32,042) | 6.92 |           |     |
| Nonvested at December 31, 2007 | 208,960  | 8.52 | 6.8 Years | 240 |



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A summary of the intrinsic value of stock options exercised during the years ended December 31, 2007, 2006 and 2005 is as follows:

|      | <b>Number of<br/>Shares</b> | <b>Aggregate<br/>Intrinsic<br/>Value<br/>(000 s)</b> |
|------|-----------------------------|--|
| 2005 | 208,612                     | 1,917  |
| 2006 | 30,682                      | 274  |
| 2007 | 75,225                      | 491  |

The following tables summarize information about the Company's stock options outstanding as of December 31, 2007, 2006 and 2005, respectively:

|             | <b>Outstanding<br/>Options as of<br/>December 31,<br/>2007</b> | <b>Exercise<br/>Price</b> | <b>Weighted<br/>Average<br/>Remaining<br/>Contractual<br/>Life</b> | <b>Exercisable</b> | <b>Exercise<br/>Price</b> |
|-------------|--|---------------------------|--|--------------------|---------------------------|
| 1992 Plan   | 44,629   | \$ 3.15-\$16.34           | 2.2 Years  | 44,629             | \$ 3.15-\$16.34           |
| 1999 Plan   | 90,771   | \$ 2.81-\$19.29           | 6.8 Years  | 51,811             | \$ 2.81-\$18.42           |
| 2003 Plan   | 677,500  | \$ 12.51-\$18.80          | 6.8 Years  | 530,500            | \$ 12.51-\$18.80          |
| Inducements | 134,000  | \$ 12.75-\$14.32          | 5.8 Years  | 111,000            | \$ 12.75-\$14.32          |
|             | 946,900  | \$ 2.81-\$19.29           | 6.4 Years  | 737,940            | \$ 2.81-\$18.80           |

|             | <b>Outstanding<br/>Options as of<br/>December 31,<br/>2006</b> | <b>Exercise<br/>Price</b> | <b>Weighted<br/>Average<br/>Remaining<br/>Contractual<br/>Life</b> | <b>Exercisable</b> | <b>Exercise<br/>Price</b> |
|-------------|--|---------------------------|--|--------------------|---------------------------|
| 1992 Plan   | 86,629   | \$ 3.04-\$16.34           | 2.5 Years  | 86,629             | \$ 3.04-\$16.34           |
| 1999 Plan   | 103,558  | \$ 2.81-\$19.29           | 7.5 Years  | 41,681             | \$ 2.81-\$19.29           |
| 2003 Plan   | 733,000  | \$ 12.51-\$18.80          | 7.6 Years  | 517,000            | \$ 12.51-\$18.80          |
| Inducements | 134,000  | \$ 12.75-\$14.32          | 6.8 Years  | 88,000             | \$ 12.75-\$14.32          |
|             | 1,057,187  | \$ 2.81-\$19.29           | 7.0 Years  | 733,310            | \$ 2.81-\$19.29           |

|             | <b>Outstanding<br/>Options as of<br/>December 31,<br/>2005</b> | <b>Exercise<br/>Price</b> | <b>Weighted<br/>Average<br/>Remaining<br/>Contractual<br/>Life</b> | <b>Exercisable</b> | <b>Exercise<br/>Price</b> |
|-------------|--|---------------------------|--|--------------------|---------------------------|
| 1992 Plan   | 116,131  | \$ 3.04-\$16.34           | 3.2 Years  | 116,131            | \$ 3.04-\$16.34           |
| 1999 Plan   | 127,853  | \$ 2.81-\$18.98           | 8.6 Years  | 28,443             | \$ 2.81-\$18.98           |
| 2003 Plan   | 764,100  | \$ 12.51-\$18.80          | 8.7 Years  | 412,800            | \$ 12.51-\$18.80          |
| Inducements | 134,000  | \$ 12.75-\$14.32          | 7.8 Years  | 65,000             | \$ 12.75-\$14.32          |
|             | 1,142,084  | \$ 2.81-\$18.98           | 8.0 Years  | 622,374            | \$ 2.81-\$18.98           |

**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

The following table summarizes information about the Company's stock options outstanding and those options that are exercisable as of December 31, 2007:

| <b>Range of Exercise Prices</b> | <b>Outstanding Options</b> | <b>Exercisable Options</b> |
|---------------------------------|----------------------------|----------------------------|
| \$2.81-\$3.61                   | 18,750                     | 18,750                     |
| \$3.62-\$5.41                   | 12,380                     | 12,380                     |
| \$10.82-\$12.63                 | 160,410                    | 156,230                    |
| \$12.64-\$14.43                 | 550,200                    | 372,300                    |
| \$14.44-\$16.24                 | 65,010                     | 56,280                     |
| \$16.25-\$18.04                 | 41,350                     | 41,350                     |
| \$18.05-\$19.29                 | 98,800                     | 80,650                     |
|                                 | 946,900                    | 737,940                    |

In the first quarter of 2007, the Company granted 51,000 shares of restricted stock to employees pursuant to its 1999 Stock Incentive Plan, and during the second quarter of 2007, the Company granted 20,000 shares of restricted stock to non-employee directors pursuant to its 2003 Stock Incentive Plan. The restricted stock issued to employees is subject to continued employment and the restrictions will lapse in equal installments on the following five anniversaries of the date of grant. Compensation expense for grants of restricted stock will be recognized based on the fair value of \$14.43 per share on the date of grant. The restrictions on 20,000 shares of restricted stock issued to non-employee directors will lapse in equal monthly installments for the twelve months following the date of grant. The total compensation expense of \$1.0 million for the 71,000 total shares will be recognized in 2007 through early 2012. Compensation expense for restricted stock grants, including shares of restricted stock granted in 2006, was \$297,000 and \$16,000, respectively, for 2007 and 2006.

**11. Preferred Stock**

The Board is empowered, without approval of the shareholders, to cause shares of preferred stock to be issued in one or more series and to establish the number of shares to be included in each such series and the rights, powers, preferences and limitations of each series. There are no provisions in the Company's Articles of Incorporation specifying the vote required by the holders of preferred stock to take action. All such provisions would be set out in the designation of any series of preferred stock established by the Board. The bylaws of the Company specify that, when a quorum is present at any meeting, the vote of the holders of at least a majority of the outstanding shares entitled to vote who are present, in person or by proxy, shall decide any question brought before the meeting, unless a different vote is required by law or the Company's Articles of Incorporation. Because the Board has the power to establish the preferences and rights of each series, it may afford the holders of any series of preferred stock, preferences, powers, and rights, voting or otherwise, senior to the right of holders of common stock. The issuance of the preferred stock could have the effect of delaying or preventing a change in control of the Company.

**12. Common Stock**

In September 2001, the Board authorized the Company to purchase, in the open market or in privately negotiated transactions, up to 1,000,000 shares of its common stock. On February 26, 2003, on December 8, 2004 and on August 23, 2005, the Board authorized share repurchase programs of up to 250,000, 500,000 and 500,000 additional shares, respectively, of the Company's outstanding common stock. As of December 31, 2007, there were 49,963 shares remaining that can be purchased under these programs. Since there is no expiration date for these share repurchase programs, additional shares may be purchased from time to time in the open market or private transactions depending on price, availability and the Company's cash position.

**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

Shares purchased are held as treasury shares and may be used for such valid corporate purposes or retired as the Board considers advisable. During the years ended December 31, 2006 and 2005, the Company purchased 404,952 and 489,282 shares, respectively, of its common stock on the open market for \$5.5 million and \$8.0 million respectively. In 2007, the Company did not purchase any shares of its common stock.

**13. Defined Contribution Plan**

The Company has a 401(k) profit sharing plan covering all employees with three months of service. The Company may make discretionary contributions of up to 50% of employee contributions. The Company did not make any discretionary contributions and recognized no contribution expense for the years ended December 31, 2007, 2006 and 2005.

**14. Commitments and Contingencies*****Operating Leases***

The Company has entered into operating leases for its executive offices and clinic facilities. In connection with these agreements, the Company incurred rent expense of \$13.1 million, \$12.0 million and \$10.8 million for the years ended December 31, 2007, 2006 and 2005, respectively. Several of the leases provide for an annual increase in the rental payment based upon the Consumer Price Index. The majority of the leases provide for renewal periods ranging from one to five years. The agreements to extend the leases specify that rental rates would be adjusted to market rates as of each renewal date.

The future minimum lease commitments for each of the next five years and thereafter and in the aggregate as of December 31, 2007 are as follows (in thousands):

|            |           |
|------------|-----------|
| 2008       | \$ 12,649 |
| 2009       | 9,423     |
| 2010       | 5,983     |
| 2011       | 3,026     |
| 2012       | 3,080     |
| Thereafter | 712       |
|            | \$ 34,873 |

**Employment Agreements**

At December 31, 2007, the Company had outstanding employment agreements with three of its executive officers. On May 24, 2007, two of the employment agreements were amended to change the expiration date from November 1, 2009 to December 31, 2009. The other agreement was effective May 24, 2007 with a termination date of December 31, 2009. All agreements contained a provision for annual adjustment of salaries. For 2008, the annual salaries for the three executive officers was approved at \$375,000, \$360,000 and \$215,000.

In addition, the Company has outstanding employment agreements with most of the managing physical therapist partners of the Company's physical therapy clinics and with certain other clinic employees which obligate subsidiaries of the Company to pay compensation of \$17.1 million in 2008, \$4.8 million in 2009 and \$2.3 in the aggregate from 2010 through 2013. In addition, most of the employment agreements with the managing physical therapists provide for monthly bonus payments calculated as a percentage of each clinic's net revenues (not in excess of operating profits) or operating profits.

**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****15. Earnings Per Share**

The computations of basic and diluted earnings per share for the years ended December 31, 2007, 2006 and 2005 are as follows (in thousands, except per share data)

|   | <b>2007</b> | <b>2006</b> | <b>2005</b> |
|---|-------------|-------------|-------------|
| Numerator:  |             |             |             |
| Net income from continuing operations   | \$ 8,815    | \$ 8,193    | \$ 9,178    |
| Net loss from discontinued operations   | (77)        | (1,897)     | (387)       |
| Net income  | \$ 8,738    | \$ 6,296    | \$ 8,791    |
| Denominator:  |             |             |             |
| Denominator for basic earnings per share weighted-average shares                                    | 11,643      | 11,690      | 11,923      |
| Effect of dilutive securities Stock options   | 75          | 41          | 152         |
| Denominator for diluted earnings per share adjusted weighted-average shares and assumed conversions | 11,718      | 11,731      | 12,075      |
| Earnings per share:   |             |             |             |
| Basic income from continuing operations   | \$ 0.76     | \$ 0.70     | \$ 0.77     |
| Basic loss from discontinued operations   | (0.01)      | (0.16)      | (0.03)      |
| Total basic earnings per share  | \$ 0.75     | \$ 0.54     | \$ 0.74     |
| Diluted income from continuing operations   | \$ 0.75     | \$ 0.70     | \$ 0.76     |
| Diluted loss from discontinued operations   |             | (0.16)      | (0.03)      |
| Total diluted earnings per share  | \$ 0.75     | \$ 0.54     | \$ 0.73     |

Options to purchase 424,160, 234,272 and 67,471 shares for the years ended December 31, 2007, 2006 and 2005, respectively, were excluded from the diluted earnings per share calculation for the respective periods because the options exercise prices exceeded the average market price of the common shares during the periods.

**Table of Contents****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****16. Selected Quarterly Financial Data (Unaudited)**

|   | <b>2007</b>                                  |           |           |           |
|---|--|-----------|-----------|-----------|
|   | <b>Q1</b>                                    | <b>Q2</b> | <b>Q3</b> | <b>Q4</b> |
|   | <b>(In thousands, except per share data)</b> |           |           |           |
| Net patient revenues, continuing operations   | \$ 34,276                                    | \$ 35,171 | \$ 36,906 | \$ 43,084 |
| Income before taxes, continuing operations    | \$ 3,013                                     | \$ 3,822  | \$ 3,429  | \$ 4,016  |
| Net income from continuing operations         | \$ 1,844                                     | \$ 2,357  | \$ 2,132  | \$ 2,482  |
| Discontinued operations, net of tax effect    | \$ (15)                                      | \$ (54)   | \$ (12)   | \$ 4      |
| Net income                                    | \$ 1,829                                     | \$ 2,303  | \$ 2,120  | \$ 2,486  |
| Earnings per common share:                    |  |           |           |           |
| Basic net income from continuing operations   | \$ 0.16                                      | \$ 0.20   | \$ 0.18   | \$ 0.21   |
| Basic net income                              | \$ 0.16                                      | \$ 0.20   | \$ 0.18   | \$ 0.21   |
| Diluted net income from continuing operations | \$ 0.16                                      | \$ 0.20   | \$ 0.18   | \$ 0.21   |
| Diluted net income                            | \$ 0.16                                      | \$ 0.20   | \$ 0.18   | \$ 0.21   |
| Shares used in computation:                   |  |           |           |           |
| Basic   | 11,501                                       | 11,559    | 11,673    | 11,833    |
| Diluted                                       | 11,589                                       | 11,648    | 11,738    | 11,915    |

|   | <b>2006</b>                                  |           |            |           |
|---|--|-----------|------------|-----------|
|   | <b>Q1</b>                                    | <b>Q2</b> | <b>Q3</b>  | <b>Q4</b> |
|   | <b>(In thousands, except per share data)</b> |           |            |           |
| Net patient revenues, continuing operations   | \$ 32,908                                    | \$ 34,050 | \$ 32,806  | \$ 33,612 |
| Income before taxes, continuing operations    | \$ 2,748                                     | \$ 4,108  | \$ 3,033   | \$ 3,361  |
| Net income from continuing operations         | \$ 1,706                                     | \$ 2,527  | \$ 1,874   | \$ 2,086  |
| Discontinued operations, net of tax effect    | \$ (222)                                     | \$ (371)  | \$ (1,322) | \$ 18     |
| Net income                                    | \$ 1,484                                     | \$ 2,156  | \$ 552     | \$ 2,104  |
| Earnings per common share:                    |  |           |            |           |
| Basic net income from continuing operations   | \$ 0.14                                      | \$ 0.21   | \$ 0.16    | \$ 0.18   |
| Basic net income                              | \$ 0.13                                      | \$ 0.18   | \$ 0.05    | \$ 0.18   |
| Diluted net income from continuing operations | \$ 0.14                                      | \$ 0.21   | \$ 0.16    | \$ 0.18   |
| Diluted net income                            | \$ 0.12                                      | \$ 0.18   | \$ 0.05    | \$ 0.18   |
| Shares used in computation:                   |  |           |            |           |
| Basic   | 11,824                                       | 11,754    | 11,675     | 11,511    |
| Diluted                                       | 12,036                                       | 11,894    | 11,801     | 11,551    |



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**ITEM 9. *CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE.***

Not applicable.

**ITEM 9A. *CONTROLS AND PROCEDURES.***

**Evaluation of Disclosure Controls and Procedures**

Our management, including our Chief Executive Officer and Chief Financial Officer, has conducted an evaluation of the effectiveness of our disclosure controls and procedures (as defined in Rule 13a-15(e) promulgated under the Exchange Act) as of the end of the fiscal period covered by this report. Based upon that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures are effective in ensuring that the information required to be disclosed in the reports we file or submit under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the rules and forms of the SEC and that such information is accumulated and communicated to our management, including our Chief Executive Officer and Chief Financial Officer, as appropriate to allow timely decisions regarding disclosure.

**Changes in Internal Control Over Financial Reporting**

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

Management's Report on Internal Control Over Financial Reporting is included at page 32.

**ITEM 9B. *OTHER INFORMATION***

Not applicable.

**PART III**

**ITEM 10. *DIRECTORS, EXECUTIVE OFFICERS AND CORPORATE GOVERNANCE.***

The information required in response to this Item 10 is incorporated herein by reference to our definitive proxy statement relating to our 2008 Annual Meeting of Stockholders to be filed with the SEC pursuant to Regulation 14A, not later than 120 days after the end of our fiscal year covered by this report.

**ITEM 11. *EXECUTIVE COMPENSATION.***

The information required in response to this Item 11 is incorporated herein by reference to our definitive proxy statement relating to our 2008 Annual Meeting of Stockholders to be filed with the SEC pursuant to Regulation 14A, not later than 120 days after the end of our fiscal year covered by this report.

**ITEM 12. *SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT AND RELATED STOCKHOLDER MATTERS.***

The information required in response to this Item 12 is incorporated herein by reference to our definitive proxy statement relating to our 2008 Annual Meeting of Stockholders to be filed with the SEC pursuant to Regulation 14A, not later than 120 days after the end of our fiscal year covered by this report.



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**ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS, AND DIRECTOR INDEPENDENCE.**

The information required in response to this Item 13 is incorporated herein by reference to our definitive proxy statement relating to our 2008 Annual Meeting of Stockholders to be filed with the SEC pursuant to Regulation 14A, not later than 120 days after the end of our fiscal year covered by this report.

**ITEM 14. PRINCIPAL ACCOUNTANT FEES AND SERVICES.**

The information required in response to this Item 14 is incorporated herein by reference to our definitive proxy statement relating to our 2008 Annual Meeting of Stockholders to be filed with the SEC pursuant to Regulation 14A, not later than 120 days after the end of our fiscal year covered by this report.

**PART IV**

**ITEM 15. EXHIBITS AND FINANCIAL STATEMENT SCHEDULES.**

(a) Documents filed as a part of this report:

1. *Financial Statements.* Reference is made to the Index to Financial Statements and Related Information under Item 8 in Part II hereof, where these documents are listed.

2. *Financial Statement Schedules.* See page 67 for Schedule II Valuation and Qualifying Accounts. All other schedules are omitted because of the absence of conditions under which they are required or because the required information is shown in the financial statements or notes thereto.

3. *Exhibits.* The exhibits listed in List of Exhibits on the next page are filed or incorporated by reference as part of this report.

**Table of Contents****LIST OF EXHIBITS**

| <b>Number</b> | <b>Description</b>  |
|---------------|---|
| 3.1           | Articles of Incorporation of the Company [filed as an exhibit to the Company's Form 10-Q for the quarterly period ended June 30, 2001 and incorporated herein by reference].  |
| 3.2           | Amendment to the Articles of Incorporation of the Company [filed as an exhibit to the Company's Form 10-Q for the quarterly period ended June 30, 2001 and incorporated herein by reference].   |
| 3.3           | Bylaws of the Company, as amended [filed as an exhibit to the Company's Form 10-KSB for the year ended December 31, 1993 and incorporated herein by reference Commission File Number 1-11151].  |
| 10.1+         | 1992 Stock Option Plan, as amended [filed as an exhibit to the Company's Form 10-Q for the quarterly period ended June 30, 2001 and incorporated herein by reference].  |
| 10.2+         | Executive Option Plan [filed as an exhibit to the Company's Registration Statement on Form S-8 (Reg. No. 33-63444) and incorporated herein by reference].   |
| 10.3+         | 1999 Employee Stock Option Plan [filed as an exhibit to the Company's Form 10-K for the year ended December 31, 1999 and incorporated herein by reference Commission File Number 1-11151].  |
| 10.4+         | 2003 Stock Incentive Plan [filed April 20, 2004 with Definitive Proxy Statement for the 2004 Annual Meeting of Stockholders and incorporated herein by reference].  |
| 10.5+         | Non-Statutory Stock Option Agreement dated February 26, 2002 between the Company and Mary Dimick [filed as an exhibit to the Company's Registration Statement on Form S-8 dated February 10, 2003 - Reg. No. 333-103057 and incorporated herein by reference].    |
| 10.6+         | Non-Statutory Stock Option Agreement dated May 20, 2003 between the Company and Jerald Pullins [filed as an exhibit to the Company's Registration Statement on Form S-8 filed March 15, 2004 Reg. No. 333-113592 and incorporated herein by reference].           |
| 10.7+         | Non-Statutory Stock Option Agreement dated November 18, 2003 between the Company and Christopher Reading [filed as an exhibit to the Company's Registration Statement on Form S-8 filed March 15, 2004 Reg. No. 333-113592 and incorporated herein by reference]. |
| 10.8+         | Non-Statutory Stock Option Agreement dated November 18, 2003 between the Company and Lawrance McAfee [filed as an exhibit to the Company's Registration Statement on Form S-8 filed March 15, 2004 Reg. No. 333-113592 and incorporated herein by reference].     |
| 10.9+         | Non-Statutory Stock Option Agreement dated November 18, 2003 between the Company and Janna King [filed as an exhibit to the Company's Registration Statement on Form S-8 filed March 15, 2004 Reg. No. 333-113592 and incorporated herein by reference].          |
| 10.10+        | Non-Statutory Stock Option Agreement dated November 18, 2003 between the Company and Glenn McDowell [filed as an exhibit to the Company's Registration Statement on Form S-8 filed March 15, 2004 Reg. No. 333-113592 and incorporated herein by reference].      |
| 10.11+        | Consulting agreement between the Company and J. Livingston Kosberg [filed as an exhibit to the Company's Form 10-Q for the quarterly period ended June 30, 2001 and incorporated herein by reference].  |
| 10.12         | Partnership Interest Purchase Agreement between the Company and John Cascardo [filed as an exhibit to the Company's Form 10-Q for the quarterly period ended September 30, 2001 and incorporated herein by reference].  |
| 10.13+        | First Amendment to the Consulting Agreement between the Company and J. Livingston Kosberg [filed as an exhibit to the Company's Form 10-K for the year ended December 31, 2002 and incorporated herein by reference.]   |
| 10.14+        | Amended and Restated Employment Agreement dated May 24, 2007, between U.S. Physical Therapy, Inc. and Christopher J. Reading [incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the SEC on May 25, 2007].          |

- 10.15+ Amended and Restated Employment Agreement dated May 24, 2007, between U.S. Physical Therapy, Inc. and Lawrence W. McAfee [incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed with the SEC on May 25, 2007].
- 10.16+ Form of Restricted Stock Agreement [incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K/A filed with the SEC on May 30, 2007].

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| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 10.17+        | Employment Agreement dated May 24, 2007, between U. S. Physical Therapy, Inc. and Glenn D. McDowell [incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on May 25, 2007].  |
| 10.18+        | USPH Executive Long-Term Incentive Plan [incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on June 20, 2007].   |
| 10.19         | Reorganization and Securities Purchase Agreement dated as of September 6, 2007 between U. S. Physical Therapy, Ltd., STAR Physical Therapy, LP ( STAR LP ), the limited partners of STAR LP, and Regg Swanson as Seller Representative and in his individual capacity [incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on September 7, 2007]. |
| 10.20         | Credit Agreement, dated as of August 27, 2007 among U. S. Physical Therapy, Inc., as the Borrower, Bank of America, N. A., as Administrative Agent, Swing Line Lender and L/C Issuer, and The Other Lenders Party Hereto [incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K/A filed with the SEC on September 5, 2007].  |
| 21.1*         | Subsidiaries of the Registrant   |
| 23.1*         | Consent of Independent Registered Public Accounting Firm Grant Thornton LLP  |
| 31.1*         | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended   |
| 31.2*         | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended   |
| 31.3*         | Certification of Controller pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended  |
| 32.1*         | Certification of Periodic Report of the Chief Executive Officer, Chief Financial Officer and Controller pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |

\* Filed herewith

+ Management contract or compensatory plan or arrangement.

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**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

Board of Directors and  
Shareholders of U.S. Physical Therapy, Inc.

We have audited in accordance with the standards of the Public Company Accounting Oversight Board (United States) the consolidated financial statements of U.S. Physical Therapy, Inc. and subsidiaries referred to in our report dated March 10, 2008, which is included in the annual report to security holders and Part II of this form. Our report on the consolidated financial statements includes an explanatory paragraph, which discusses the adoption of Statement of Financial Accounting Standards no. 123 (revised 2004), Share Based Payments. Our audits of the basic financial statements included the financial statement schedule listed in the index appearing under Item 15(a)2, which is the responsibility of the management of U.S. Physical Therapy, Inc. In our opinion, this financial statement schedule, when considered in relation to the basic financial statements taken as a whole, presents fairly, in all material respects, the information set forth therein.

/s/ GRANT THORNTON LLP

Houston, Texas  
March 10, 2008

**Table of Contents****FINANCIAL STATEMENT SCHEDULE\*****SCHEDULE II VALUATION AND QUALIFYING ACCOUNTS****U.S. PHYSICAL THERAPY, INC. AND SUBSIDIARIES**

| COL. A<br>Description                                 | COL. B<br>Balance<br>at<br>Beginning<br>of<br>Period | COL. C<br>Additions<br>Charged<br>to<br>Costs<br>and<br>Expenses | COL. D<br>Deduction<br>Charged<br>to<br>Other<br>Accounts<br>Deductions<br>(Amounts in Thousands) | COL. E<br>Balance at<br>End of<br>Period |
|---|--|--|---|--|
| YEAR ENDED DECEMBER 31, 2007:                         |  |  |   |  |
| Reserves and allowances deducted from asset accounts: |  |  |   |  |
| Allowance for doubtful accounts                       | \$ 1,567   | \$ 2,636   | \$ 2,019(1)   | \$ 2,184                                 |
| YEAR ENDED DECEMBER 31, 2006:                         |  |  |   |  |
| Reserves and allowances deducted from asset accounts: |  |  |   |  |
| Allowance for doubtful accounts                       | \$ 1,621   | \$ 2,197   | \$ 2,251(1)   | \$ 1,567                                 |
| YEAR ENDED DECEMBER 31, 2005:                         |  |  |   |  |
| Reserves and allowances deducted from asset accounts: |  |  |   |  |
| Allowance for doubtful accounts                       | \$ 2,447   | \$ 1,446   | \$ 2,272(1)   | \$ 1,621                                 |

(1) Uncollectible accounts written off, net of recoveries.

\* All other schedules are omitted because of the absence of conditions under which they are required or because the required information is shown in the financial statements or notes thereto.



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**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) 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.

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

(Registrant)

Lawrance W. McAfee  
Chief Financial Officer

By: /s/ Lawrance W. McAfee

Jon C. Bates  
Vice President/Controller

By: /s/ Jon C. Bates

Date: March 11, 2008

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities indicated as of the date indicated above.

By:  
/s/ Christopher J. Reading

President, Chief Executive Officer and Director  
(principal executive officer)

Christopher J. Reading

By:  
/s/ Lawrance W. McAfee

Executive Vice President, Chief Financial Officer and  
Director (principal financial and accounting officer)

Lawrance W. McAfee

By:  
/s/ Daniel C. Arnold

Chairman of the Board

Daniel C. Arnold

By:  
/s/ Mark J. Brookner

Vice Chairman of the Board

Mark J. Brookner

By:  
/s/ Bruce D. Broussard

Director

Bruce D. Broussard

By: Director  
/s/ Bernard A. Harris, Jr.

Bernard A. Harris, Jr.

By: Director  
/s/ Marlin W. Johnston

Marlin W. Johnston

By: Director  
/s/ Livingston Kosberg

Livingston Kosberg

By: Director  
/s/ Jerald Pullins

Jerald Pullins

By: Director

Regg Swanson

By: Director  
/s/ Clayton Trier

Clayton Trier

**Table of Contents****EXHIBIT INDEX**

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| 3.3           | Bylaws of the Company, as amended [filed as an exhibit to the Company's Form 10-KSB for the year ended December 31, 1993 and incorporated herein by reference Commission File Number 1-11151].  |
| 10.1+         | 1992 Stock Option Plan, as amended [filed as an exhibit to the Company's Form 10-Q for the quarterly period ended June 30, 2001 and incorporated herein by reference].  |
| 10.2+         | Executive Option Plan [filed as an exhibit to the Company's Registration Statement on Form S-8 (Reg. No. 33-63444) and incorporated herein by reference].   |
| 10.3+         | 1999 Employee Stock Option Plan [filed as an exhibit to the Company's Form 10-K for the year ended December 31, 1999 and incorporated herein by reference Commission File Number 1-11151].  |
| 10.4+         | 2003 Stock Incentive Plan [filed April 20, 2004 with Definitive Proxy Statement for the 2004 Annual Meeting of Stockholders and incorporated herein by reference].  |
| 10.5+         | Non-Statutory Stock Option Agreement dated February 26, 2002 between the Company and Mary Dimick [filed as an exhibit to the Company's Registration Statement on Form S-8 dated February 10, 2003 - Reg. No. 333-103057 and incorporated herein by reference].    |
| 10.6+         | Non-Statutory Stock Option Agreement dated May 20, 2003 between the Company and Jerald Pullins [filed as an exhibit to the Company's Registration Statement on Form S-8 filed March 15, 2004 Reg. No. 333-113592 and incorporated herein by reference].           |
| 10.7+         | Non-Statutory Stock Option Agreement dated November 18, 2003 between the Company and Christopher Reading [filed as an exhibit to the Company's Registration Statement on Form S-8 filed March 15, 2004 Reg. No. 333-113592 and incorporated herein by reference]. |
| 10.8+         | Non-Statutory Stock Option Agreement dated November 18, 2003 between the Company and Lawrance McAfee [filed as an exhibit to the Company's Registration Statement on Form S-8 filed March 15, 2004 Reg. No. 333-113592 and incorporated herein by reference].     |
| 10.9+         | Non-Statutory Stock Option Agreement dated November 18, 2003 between the Company and Janna King [filed as an exhibit to the Company's Registration Statement on Form S-8 filed March 15, 2004 Reg. No. 333-113592 and incorporated herein by reference].          |
| 10.10+        | Non-Statutory Stock Option Agreement dated November 18, 2003 between the Company and Glenn McDowell [filed as an exhibit to the Company's Registration Statement on Form S-8 filed March 15, 2004 Reg. No. 333-113592 and incorporated herein by reference].      |
| 10.11+        | Consulting agreement between the Company and J. Livingston Kosberg [filed as an exhibit to the Company's Form 10-Q for the quarterly period ended June 30, 2001 and incorporated herein by reference].  |
| 10.12         | Partnership Interest Purchase Agreement between the Company and John Cascardo [filed as an exhibit to the Company's Form 10-Q for the quarterly period ended September 30, 2001 and incorporated herein by reference].  |
| 10.13+        | First Amendment to the Consulting Agreement between the Company and J. Livingston --Kosberg [filed as an exhibit to the Company's Form 10-K for the year ended December 31, 2002 and incorporated herein by reference.]   |
| 10.14+        | Amended and Restated Employment Agreement dated May 24, 2007, between U.S. Physical Therapy, Inc. and Christopher J. Reading [incorporated by reference to Exhibit 10.3 to the Company's Current Report on Form 8-K filed with the SEC on May 25, 2007].          |

- 10.15+ Amended and Restated Employment Agreement dated May 24, 2007, between U.S. Physical Therapy, Inc. and Lawrence W. McAfee [incorporated by reference to Exhibit 10.4 to the Company's Current Report on Form 8-K filed with the SEC on May 25, 2007].
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| <b>Number</b> | <b>Description</b>   |
|---------------|--|
| 10.17+        | Employment Agreement dated May 24, 2007, between U. S. Physical Therapy, Inc. and Glenn D. McDowell [incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K filed with the SEC on May 25, 2007].  |
| 10.18+        | USPH Executive Long-Term Incentive Plan [incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on June 20, 2007].   |
| 10.19         | Reorganization and Securities Purchase Agreement dated as of September 6, 2007 between U. S. Physical Therapy, Ltd., STAR Physical Therapy, LP ( STAR LP ), the limited partners of STAR LP, and Regg Swanson as Seller Representative and in his individual capacity [incorporated by reference to Exhibit 10.1 to the Company's Current Report on Form 8-K filed with the SEC on September 7, 2007]. |
| 10.20         | Credit Agreement, dated as of August 27, 2007 among U. S. Physical Therapy, Inc., as the Borrower, Bank of America, N. A., as Administrative Agent, Swing Line Lender and L/C Issuer, and The Other Lenders Party Hereto [incorporated by reference to Exhibit 10.2 to the Company's Current Report on Form 8-K/A filed with the SEC on September 5, 2007].  |
| 21.1*         | Subsidiaries of the Registrant   |
| 23.1*         | Consent of Independent Registered Public Accounting Firm - Grant Thornton LLP  |
| 31.1*         | Certification of Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended   |
| 31.2*         | Certification of Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended   |
| 31.3*         | Certification of Controller pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934, as amended  |
| 32.1*         | Certification of Periodic Report of the Chief Executive Officer, Chief Financial Officer and Controller pursuant to Rule 13a-14(b) of the Securities Exchange Act of 1934, as amended, and 18 U.S.C. Section 1350, as adopted pursuant to Section 906 of the Sarbanes-Oxley Act of 2002  |

\* Filed herewith

+ Management contract or compensatory plan or arrangement.