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March 11, 1993

Office of Employee Benefits
Security
Labor Management Service
Administration
U. S. Department of Labor
Washington, D.C. 20216

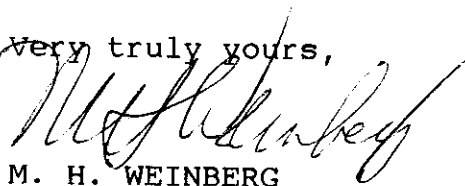
In re: Notice of plans of
deferred compensation
for Butler County
Clinic, P.C.

Dear Sir or Madam:

Please find enclosed our alternative compliance letter along with the minutes and the claims procedure required. If there are any changes or deletions, please notify us within 15 days or we shall implement the procedures.

I remain,

Very truly yours,



M. H. WEINBERG

MHW:mlp

Enc.

MAR 17 1993

RECEIVED

SPECIAL JOINT MEETING
OF STOCKHOLDERS AND DIRECTORS OF
BUTLER COUNTY CLINIC, P.C.,
A Nebraska Professional Corporation

A special joint meeting of the stockholders and directors of BUTLER COUNTY CLINIC, P.C., A Nebraska Professional Corporation, was held at the offices of the corporation at 336 South 9th Street in David City, Nebraska at 5:00 p.m. on March 4, 1993 pursuant to a call by all the stockholders and directors who, by signing these minutes, hereby waive notice of the time, place, and contents hereof and hereby ratify all actions taken herein.

VICTOR J. THOENDEL, M.D. acted as Chairman and GERALD W. LUCKEY, M.D. acted as Secretary of the meeting.

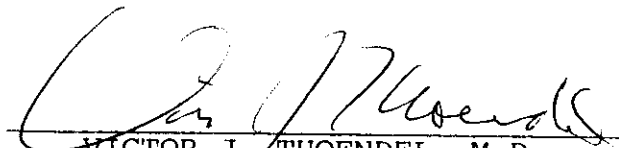
The following resolutions were proposed, seconded, and unanimously adopted:

"RESOLVED, that any and all employment agreements and/or deferred compensation agreements, whether part of the employment agreements or separate from employment agreements, are herein approved and ratified and made operative."

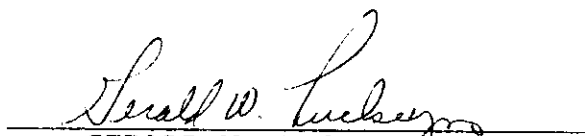
"RESOLVED FURTHER, that attached 'Exhibit A', being incorporated by reference herein, shall become the claims procedure for all deferred compensation programs of the corporation, whether in employment agreements or not."

"RESOLVED FINALLY, that the corporate attorney, M. H. WEINBERG, is herein authorized to submit to the DEPARTMENT OF LABOR the alternative compliance letter which is page 3 of 'Exhibit A' following the signature by the President."

There being no further business, the meeting was adjourned forthwith.



VICTOR J. THOENDEL, M.D.
Chairman


ATTEST:


GERALD W. LUCKEY, M.D.
Secretary

WAIVER

We, being the sole stockholders and directors of BUTLER COUNTY CLINIC, P.C., A Nebraska Professional Corporation, hereby waive notice of the time, place, and contents of the above meeting and hereby ratify all actions taken therein as of this 4th day of March, 1993.


VICTOR J. THOENDEL, M.D.


GERALD W. LUCKEY, M.D.


MARK V. CARLSON, M.D.

DETERMINATION OF BENEFITS UNDER DETERMINED COMPENSATION
AGREEMENT IN YOUR EMPLOYMENT CONTRACT

DETERMINATION OF BENEFITS

a. Claim

A person who believes that he is being denied a benefit to which he is entitled under the Plan (hereinafter referred to as a "Claimant") may file a written request for such benefit with the Corporation, setting forth his claim. The request must be addressed to the President of the Corporation at its then principal place of business.

The named Fiduciary is Butler County Clinic, P.C.
whose address is 336 South 9th Street, David City, Nebraska, 68632
and whose phone is (402) 367-3193.

b. Claim Decision.

Upon receipt of a claim, the Corporation shall advise the Claimant that a reply will be forthcoming within ninety (90) days and shall, in fact, deliver such reply within such period. The Corporation may, however, extend the reply period for an additional ninety (90) days for reasonable cause.

If the claim is denied in whole or in part, the Corporation shall adopt a written opinion, using language calculate to be understood by the Claimant, setting forth:

- (a) The specific reason or reasons for such denial;
- (b) The specific reference to pertinent provisions of this Agreement on which such denial is based;
- (c) A description of any additional material or information necessary for the Claimant to perfect his claim and an explanation why such material or such information is necessary;
- (d) Appropriate information as to the steps to be taken if the Claimant wishes to submit the claim for review; and
- (e) The time limits for requesting a review under subsection c. and for review under subsection d. hereof.

c. Request for Review.

Within sixty (60) days after the receipt by the Claimant of the written opinion described above, the Claimant may request in writing that the Secretary of the Corporation review the determination of the Corporation. Such request must be addressed to the Secretary of the Corporation, at its then

principal place of business. The Claimant or his duly authorized representative may, but need not, review the pertinent documents and submit issues and comments in writing for consideration by the Corporation. If the Claimant does not request a review of the Corporation determination by the Secretary of the Corporation within such sixty (60) day period, he shall be barred and estopped from challenging the Corporation's determination.

d. Review of Decision.

Within sixty (60) days after the Secretary's receipt of a request for review, he will review the Corporation's determination. After considering all the materials presented by the Claimant, the Secretary will render a written opinion, written in a manner calculated to be understood by the Claimant, setting forth the specific reasons of the decision and containing specific references to the pertinent provisions of this Agreement on which the decision is based. If special circumstances require that the sixty (60) day time period be extended, the Secretary will so notify the Claimant and will render the decision as soon as possible, but no later than one hundred twenty (120) days after receipt of the request for review.