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March 1, 1993

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

Re: Notice of Plan(s) of Deferred Compensation

Gentlemen:

Pursuant to DOL Reg.Sec. 2520.104-23, the undersigned employer hereby files the following information with respect to its plans(s) of deferred compensation.

1. Name and Address of Employer:

Pathology Services, P.C., 1311 South Oak Street,  
North Platte, Nebraska, 68901

2. Federal Employer Identification No. (EIN):

47-0644046

3. The Employer maintains 4 plan(s) of deferred compensation primarily for the purpose of providing deferred compensation to a select group of management or highly-compensated employees.

4. 4 employee(s) is/are covered by such plan(s).

Very truly yours,

PATHOLOGY SERVICES, P.C., A Nebraska  
Professional Corporation,

Byron H. Barbable  
By:                      President



*Law Offices*  
**WEINBERG & WEINBERG, P.C.**

THE MARK  
9290 W. DODGE ROAD • SUITE 205  
OMAHA, NEBRASKA 68114-3322

DAVID D. WEINBERG (1915-1989)  
MAYNARD H. WEINBERG

(402) 397-0999  
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March 2, 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

Dear Sir or Madam:

Please find enclosed the alternative compliance letter, the minutes, and the claims procedure. If there are any changes or deletions, please notify us within the next 15 days. If we do not hear from you, we shall assume the filing is appropriate and proceed to implement the program.

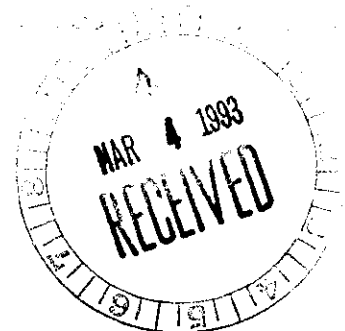
I remain,

Very truly yours,

  
M. H. WEINBERG

MHW:mlp

Enc.



SPECIAL JOINT MEETING  
OF STOCKHOLDERS AND DIRECTORS OF  
PATHOLOGY SERVICES, P.C.,  
A Nebraska Professional Corporation

A special joint meeting of the stockholders and directors of PATHOLOGY SERVICES, P.C., A Nebraska Professional Corporation, was held at the offices of the corporation at 1311 South Oak Street in North Platte, Nebraska at the hour of 5:00 p.m. on March 1, 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.

BYRON BARKSDALE, M.D. was chosen as Chairman and DELANE WYCOFF, M.D. was chosen as Secretary of the meeting.

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

"RESOLVED, that all employment agreements with the physicians and, in fact, all employment agreements in the corporation are herein ratified and approved and ordered complied with until changed at some subsequent period of time. The ratification includes any and all deferred compensation programs contained in those employment agreements as well as any and all deferred compensation programs in the corporation."

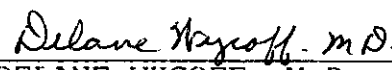
"RESOLVED FURTHER, that the attached 'Exhibit A', being hereby incorporated by reference herein, is hereby adopted as the claims procedure for all deferred compensation plans of the employer, whether in employment agreements or otherwise."

"RESOLVED FINALLY, that the corporate attorney, M. H. WEINBERG, is hereby instructed to file the alternative compliance letter, which is the third page of the 'Exhibit A' attached hereto which is to be signed by the corporate president, with the DEPARTMENT OF LABOR and, if necessary, the INTERNAL REVENUE SERVICE."

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

  
BYRON BARKSDALE, M.D.  
Chairman

ATTEST:

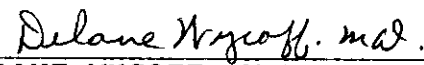
  
DELANE WYCOFF, M.D.  
Secretary

WAIVER

We, being the sole stockholders, officers, and directors of PATHOLOGY SERVICES, 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 1st day of March, 1993.

  
BYRON BARKSDALE, M.D.

  
LYLE BARKSDALE, M.D.

  
DELANE WYCOFF, M.D.

  
DOROTHY WYCOFF, 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 Pathology Services, P.C.  
whose address is 1311 South Oak Street, North Platte, Nebraska,  
and whose phone is (308) 532-4700 . 68901

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.