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February 20, 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:
Hastings Internal Medicine Associates, P.C.
2115 North Kansas Avenue, Lincoln, Nebraska 68901
2. Federal Employer Identification No. (EIN):
47-0612195

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

4. 3 employee(s) is/are covered by such plan(s).

Very truly yours,

HASTINGS INTERNAL MEDICINE
ASSOCIATES, P.C.
A NEBRASKA PROFESSIONAL
CORPORATION

X
By: David R. Lusk
President

MAR 1993
RECEIVED

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
FAX (402) 397-5519

March 9, 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 Hastings Internal
Medicine Associates, P.C.

Dear Sir or Madam:

Please find enclosed our alternative compliance letter, our minutes, and our claims procedure. If there are no changes or deletions, please file same. If we do not hear from you within 15 days, we shall assume the filing is appropriate. Please contact us immediately if there are any changes.

I remain,

Very truly yours,


M. H. WEINBERG

MHW:mlp

Enc.

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SPECIAL JOINT MEETING
OF STOCKHOLDERS AND DIRECTORS OF
HASTINGS INTERNAL MEDICINE ASSOCIATES, P.C.,
A Nebraska Professional Corporation

A special joint meeting of the stockholders and directors of Hasting Internal Medicine Associates, P.C., A Nebraska Professional Corporation, was held at the offices of the corporation in Hastings, Nebraska at the hour of 5:00 p.m. on February 20, 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.

James Hervert, M.D. was chosen as Chairman and David Little, M.D. was chosen as Secretary of the meeting.

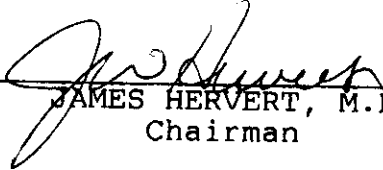
The following resolutions were proposed, seconded, and unanimously adopted:

"RESOLVED, that the current employment agreement are herein approved and ratified effective for the year beginning January 1, 1993 and for all future years for all corporate employees."

"RESOLVED FURTHER, that the attached Exhibit A which is hereby incorporated by reference, shall be the claims procedure for all deferred compensation programs of the corporation including, but not limited to those in the employment agreements of the physician-employees."

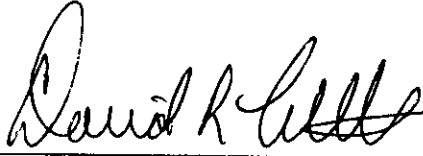
"RESOLVED FINALLY, that the corporate attorney M. H. Weinberg is instructed to file with the Department of Labor, the attached alternative compliance letter and if necessary to file same with the IRS. The President of the corporation is directed to sign same. An original and one copy of these minutes should be sent to the corporate attorney to allow compliance. One copy will be distributed to the corporate accountant and another will be kept in the corporate minute book."

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



JAMES HERVERT, M.D.
Chairman


ATTEST:



DAVID LITTLE, M.D.
Secretary

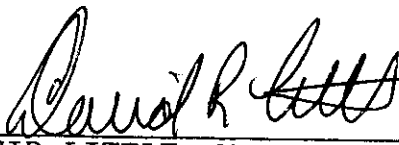
WAIVER

We, being the sole stockholders and directors of Hastings Internal Medicine Associates, 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 20th day of February, 1993.



JAMES HERVERT, M.D.

RICHARD FRENCH, M.D.



DAVID LITTLE, 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 Hastings Internal Medicine Associates, P.C.
whose address is 2115 North Kansas Avenue
and whose phone is Lincoln, Nebraska 68901
(402) 463-2454

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.