

February 8, 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:
Family Physicians Group, P.C.
770 North Cotner Boulevard, Lincoln, Nebraska 68505

2. Federal Employer Identification No. (EIN):
47-0546324

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) are covered by such plan(s).

Very truly yours,

FAMILY PHYSICIANS GROUP, P.C.
A NEBRASKA PROFESSIONAL
CORPORATION

x *R. M. Mow*
By: President



WEINBERG & WEINBERG, P.C.

ATTORNEYS AT LAW

8901 INDIAN HILLS DRIVE-SUITE 1

OMAHA, NEBRASKA 68114

DAVID D. WEINBERG (1915-1989)

MAYNARD H. WEINBERG

(402) 397-0999

FAX (402) 397-5519

February 23, 1993

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

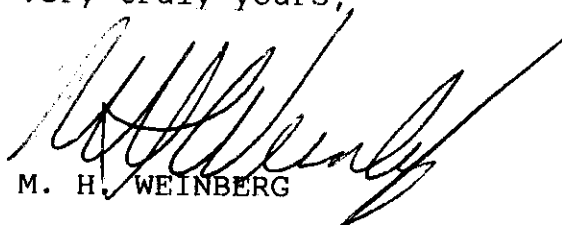
In re: Notice of Plans of
Deferred Compensation
for Family Physicians
Group, P.C.

Dear Sirs:

Please find enclosed our alternative compliance letter, the minutes and our claims procedure. If there is any changes or deletions, please notify us within 15 days following the date of this letter. If there are no changes or deletions within that period of time we shall immediately implement.

I remain,

Very truly yours,


M. H. WEINBERG

MHW:as

Enc.



MINUTES OF THE SPECIAL JOINT MEETING
OF THE STOCKHOLDERS AND DIRECTORS OF
FAMILY PHYSICIANS GROUP, P.C.
A NEBRASKA PROFESSIONAL CORPORATION

A special joint meeting of the stockholders and directors of Family Physicians Group, P.C., A Nebraska Professional Corporation, was held at the offices of the corporation at the North Cotner Boulevard in Lincoln, Nebraska, 68505, at the hour of 5:00 p.m. on February 8, 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 of the above meeting and hereby ratify all actions taken herein.

Douglas R. Pope, M.D. was chosen as Chairman and Secretary of the meeting.


The following resolutions were proposed, seconded and unanimously adopted:

"RESOLVED, that the current employment agreements with all the physicians are herein approved and ratified for this year and for all future years including that part which has a deferred compensation program."

"RESOLVED, that the attached claims procedure marked Exhibit A and incorporated by reference herein shall become the claims procedure for the deferred compensation programs and that all physicians shall have knowledge and a copy of same forthwith as participants in said plan."

"RESOLVED FINALLY, that the President of the corporation is hereby authorized to sign the alternative compliance letter attached to Exhibit A and direct the corporate attorney M. H. Weinberg to file same with the Department of Labor and to follow up on any other further filings with the Internal Revenue Service."

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

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DOUGLAS R. POPE, M.D.
Chairman/Secretary

WAIVER

I (we), being the sole stockholders and directors of Family Physicians Group, 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 8th day of February, 1993.

Douglas A Pope

Sturman

Nancy Taylor

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 Family Physicians Group, P.C.
whose address is 770 North Cotner Boulevard
and whose phone is Lincoln, Nebraska 68505.

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.