

PCL ADMINISTRATORS, INC.

PENSION CONSULTANTS, ACTUARIES AND ADMINISTRATORS

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June 4, 1997

SMM, Pension and Welfare Benefit Program
Room N-5644
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

To Whom It May Concern :

On behalf of the plan administrator of the plan maintained by the following plan sponsor, we hereby file a *Summary of Material Modifications* for:

COMPANY: Morgantown Orthopedic Associates, Inc.

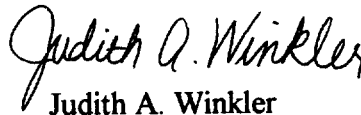
EMPLOYER ID #: 55-0545473

PLAN NAME: Morgantown Orthopedic Associates, Inc.
Profit Sharing Plan

PLAN NUMBER: 002

If you have any questions or need any additional information please call.

Sincerely,


Judith A. Winkler
Q.P.A.

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Enclosure

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**SUMMARY OF MATERIAL MODIFICATIONS
TO**

**SUMMARY PLAN DESCRIPTION
FOR**

**MORGANTOWN ORTHOPEDIC ASSOCIATES, INC.
PROFIT SHARING PLAN**

EFFECTIVE OCTOBER 1, 1995

This document is designed to inform you of changes pertinent to the above mentioned retirement plan in which you are a participant. It supersedes anything to the contrary contained in the Summary Plan Description previously distributed to you.

I. SECTION IV - CONTRIBUTIONS TO YOUR PLAN

2. Your Share of Employer Contributions

The Appendix A - Allocation of Contribution Schedule referenced in this section has been replaced with the attached Appendix A - Allocation of Contribution Schedule.

APPENDIX A
Allocation of Contribution Schedule

(a) For each Plan Year, the Employer shall contribute to the Plan on behalf of each of the following groups of Participants such amount as shall be determined in accordance with subparagraph (b) of this Appendix A.

- (1) **Group A shall consist of:** Physicians who Manage Practice
- (2) **Group B shall consist of:** Physicians Not in Group A
- (3) **Group C shall consist of:** All Other Employees

(b) The Administrator shall allocate the contribution made on behalf of each group of Participants to the Participants within such group in the following manner:

(1) Participants in **Group A** shall receive no contribution allocation.

(2) Participants in **Groups B** and **C** shall receive an amount equal to **4.0%** of each Participant's Compensation within such groups. If the Employer does not contribute such amount for all Participants in such groups, each Participant will be allocated a share of the contribution in the same proportion that his Compensation bears to the total Compensation of all Participants in **Groups B** and **C**.

(3) The balance of the Employer's contribution over the amount allocated under subparagraphs (1) and (2) hereof, if any, shall be allocated to Participants in **Group B** in an amount equal to **8.7%** of each Participant's Compensation within such group. If the Employer does not contribute such amount for all Participants in such group, each Participant will be allocated a share of the contribution in the same proportion that his Compensation bears to the total Compensation of all Participants in **Group B** for that year.

(4) The balance of the Employer's contribution over the amount allocated under subparagraphs (1), (2) and (3) hereof, if any, shall be allocated to Participants in **Group C** in an amount equal to **6.0%** of each Participant's Compensation within such group. If the Employer does not contribute such amount for all Participants in such group, each Participant will be allocated a share of the contribution in the same proportion that his Compensation bears to the total Compensation of all Participants in **Group C** for that year.

(5) The balance of the Employer's contribution over the amount allocated above, if any, shall be allocated to Participants in **Group B** in the same proportion that each such Participant's Compensation bears to the total Compensation of all Participants within such group, up to each Participant's limitation under Code Section 415(c)(1) for such Plan Year.