

EMARS

PENSION CONSULTING SERVICES, INC.

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February 28, 1997

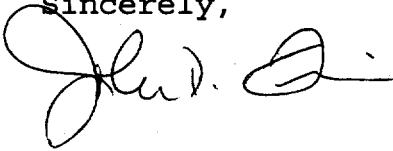
SPD
Pension and Welfare Benefit Administration
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20216

Re: Sharp, McQueen, McKinley, Dreiling & Morain, P.A.
EIN: 48-0833230
Plan Number: 002

Dear Sir or Madam:

Enclosed is the Summary of Material Modifications and Supplement to the Summary Plan Description with respect to the Sharp, McQueen, McKinley, Dreiling & Morain, P.A. Profit Sharing 401(k) Plan maintained by the above captioned employer. This plan has been recently amended.

Sincerely,



John D. Finn
Staff Attorney

JDF/jrd:14016.1am

Enclosure

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SUMMARY OF MATERIAL MODIFICATIONS AND
SUPPLEMENT TO THE SUMMARY PLAN DESCRIPTION OF
SHARP, MCQUEEN, MCKINLEY, DREILING & MORAIN, P.A.
PROFIT SHARING 401(k) PLAN

Sharp, McQueen, McKinley, Dreiling & Morain, P.A. Profit Sharing 401(k) Plan has been amended effective January 1, 1997. The provisions of the Amendment that are of interest to Plan members are outlined in this Summary. We encourage you to read the Summary carefully and keep it with your Summary Plan Description so you will have it for future reference.

1. The plan will count predecessor service with Kramer, Nordling, Nordling and Tate for the plan purposes of vesting and participation.

All other provisions of the Retirement Plan are outlined in your Summary Plan Description.

9. **Hours of Service.** The Plan credits Hours of Service under the following method: the actual method.
10. **Eligibility conditions.** To become a Participant in the Plan, you must satisfy the following eligibility conditions:
- Age: N/A Service: One Year.
- 10a. **Plan Entry Date.** The Plan's entry dates are: January 1 and July 1.
- 10b. **Time of Participation.** An Employee becomes a Participant in the Plan on the Plan Entry Date following the date the Employee completes the eligibility conditions described in item 10.
- 10c. **Year of Service.** To earn a year of service an Employee must complete at least 1,000 hours of service in an eligibility service period. An Employee's first eligibility service period is the 12-month period beginning on his date of employment. The Plan measures additional periods on the basis of the plan year.
- 10d. **Excluded Employees.** The Plan excludes Employees who are in the following employment classification(s): collective bargaining employees.
- 10e. **Special eligibility rules.** The following special rules apply to an Employee's right to participate in this Plan: The plan will count service with Arthur B. McKinley, Sole Proprietorship and Kramer, Nordling, Nordling and Tate for the plan purposes of vesting and participation.
11. **Break in service.** The "one year break in service" rule described in Section (7) of Part III:
- () applies to the Plan. (X) does not apply to the Plan.
12. **100% Vesting in Elective Deferrals.** The Plan includes a "401(k) arrangement" under which you have an election to defer compensation. The amount you elect to have contributed to the plan is an "elective deferral." See Part II. The Plan maintains a "Deferred Contributions Account" for your elective deferrals under this 401(k) arrangement. You are 100% vested at all times in the Deferral Contributions Account.

12a. Vesting in Employer Contributions (See Section (9) of Part III). The Employer has elected the following vesting schedule:

<u>YEARS OF SERVICE</u>	<u>NONFORFEITABLE PERCENTAGE</u>
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

12b. Vesting in Matching Contributions. Part II describes the Employer matching contributions. The Employer matching contributions allocated to your account are subject to the following vesting schedule:

<u>YEARS OF SERVICE</u>	<u>NONFORFEITABLE PERCENTAGE</u>
Less than 2	0%
2	20%
3	40%
4	60%
5	80%
6 or more	100%

12c. Top heavy exception. (See Section (8) of Part III). If the Plan becomes top heavy:

(X) the same vesting schedule applies to each respective account.

() a different vesting schedule applies to _____

_____. In the event that schedule becomes effective, the Advisory Committee will notify all participants in writing of the new schedule.

12d. 100% Vesting in Qualified Nonelective Contributions. You are 100% vested at all times in your Qualified Nonelective Contributions Account. See Part II.

13. Normal retirement age. Normal retirement age under the Plan is: 59½.

13a. Vesting service. The Plan's vesting service period is the plan year.