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December 9, 1996

Department of Labor
Pension and Welfare Benefits
Administration
200 Constitution Avenue, N.W.
Room North 5677
Washington, D.C. 20001

RE: Ophthalmic Surgical Associates, Inc.
Deferred Compensation Plan

Dear Sir/Madam:

In order to comply with the requirements of the alternative reporting and disclosure method under ERISA, Title 1, Part 1, as provided for unfunded or insured pension plan for a select group of management or highly compensated employees in D.O.L. Section Regulation 2520.104-23, and the following information is provided by the undersign's Plan Administrator:

1. The name of the employer is Ophthalmic Surgical Associates, Inc.

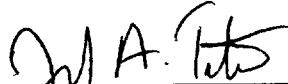
2. The mailing address of the employer is Ophthalmic Surgical Associates, Inc., CCMC Professional Building No. 1, Suite 104, One Medical Center Boulevard, Upland, Pennsylvania 19015.

3. The employer's Federal Identification Number is:
23-1857739.

4. The number of participants in the Plan is 2.

5. The above-named employer maintains this Plan primarily for the purpose of providing deferred compensation in the form of salary continuation benefits to a select group of management or highly compensated employees.

The employer will send a copy of all Plan documents and Agreements to the Secretary, upon request.



JOSEPH A. TOTINO, M.D.
Plan Administrator

**Eckell
Sparks
Levy
Auerbach
Monte
Emper**

A PROFESSIONAL CORPORATION

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610-565-3700
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196

DIRECT EXTENSION: 251

January 16, 1997

#3955-1
VIA CERTIFIED MAIL

Department of Labor
Pension and Welfare Benefits
Administration
200 Constitution Avenue, N.W.
Room North 5677
Washington, D.C. 20001

RE: Ophthalmic Surgical Associates, Inc.
Deferred Compensation Plan

Dear Sir/Madam:

Enclosed is a Reporting and Disclosure Statement pursuant to D.O.L. Section Regulation 252.104-23 which is being filed with respect to the above-referenced Plan. Should you have any questions, or need further information, please contact me at your convenience.

Very truly yours,

ECKELL, SPARKS, LEVY, AUERBACH,
MONTE & EMPER
A Professional Corporation

By: 
MICHAEL R. STEIN, ESQUIRE

MURRAY S. ECKELL
W. DONALD SPARKS
ARTHUR LEVY
DAVID E. AUERBACH
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MARGARET T. EIGHAN²

NICHOLAS D. VADINO, JR.
1961-1977

97 FEB - 6 AM 7:05
DOL-PWBA
PENSION DISCLOSURE STATEMENT

MRS/lsp
Enclosure
cc: Joseph A. Totino, M.D.

mrs\corresp\totino.dol