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JANE L. OSA & ASSOCIATES, INC.

Employee Benefits Consulting

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March 8, 1996

SPD, Pension and Welfare Benefits Administration
Room N-5644, U.S. Department of Labor
200 Constitution Avenue
Washington, D.C. 20210

RE: **Summary of Material Modifications**

Gentlemen:

The plans mentioned below have been amended in accordance with Revenue Procedure 89-13, Section 13.02.

We are enclosing a Summary of Material Modifications for each plan which outline the provisions of such amendment. We believe this Summary of Material Modifications meets your requirement.

Plan Name	Employer ID # / Plan #
Spornette International, Inc. Profit Sharing Plan And Trust	36-2473368 / 002
Andrews Employment, Inc. Profit Sharing Plan And Trust	36-3626029 / 001
Bailey's Floor Coverings, Inc. Profit Sharing Plan & Trust	36-3586243 / 001
International Freight Services, Inc. Profit Sharing Plan And Trust	36-3660593 / 001
Pederson Funeral Home Profit Sharing Plan	39-1295935 / 001
James H. Smulson, D.D.S., P.C. Profit Sharing Plan And Trust	36-3726613 / 001
Ben Millman & Associates, Inc. Savings & Investment Plan	36-3105441 / 001
U. S. Refrigeration Sales & Service Corporation Savings & Investment Plan & Trust	36-2372905 / 001

Please notify us should you require any additional information.

Sincerely,
JANE L. OSA & ASSOCIATES, INC.



Jane L. Osa, E.A., M.A.A.A., M.S.P.A.
President

JLO:mcs

Enclosures

Summary of Material Modifications

Spornette International, Inc. Profit Sharing Plan And Trust

To: Participants and Beneficiaries of the Spornette International, Inc.
Profit Sharing Plan And Trust

From: Spornette International, Inc.

This notice is to inform you of recent changes to our Plan. These changes are necessary to ensure a proper allocation of employer contributions during "Top Heavy" Plan Years. The changes are fully described in amended pages in the Plan's Adoption Agreement and Plan Document.

This is a summary of the changes. Please file this "Summary of Material Modifications" with your Summary Plan Description (SPD, the booklet that explains your Plan.) If you would like to see the full text of the changes, you may inspect the Plan Document or receive a copy of the changes, as explained in the "ERISA Rights" section of your SPD.

In the "Top Heavy Rules" section of your SPD, we explain that under certain circumstances, you may receive a minimum allocation. This minimum may be more than your share of the employer contribution under the regular allocation formula. The Top Heavy minimum contributions is the lesser of:

- (a) 3% of your Compensation for the Plan Year, or
- (b) the percentage of Compensation allocated to Key Employees.

The change in our plan tells us how to allocate the minimum contribution in a Top Heavy Plan Year where the employer contribution is less than 3% of Compensation plus 3% of Compensation in excess of the integration level. In that situation, you would receive an allocation based on the ratio of your Compensation to the Compensation of all Participants, up to 3% of your Compensation. If not all of the employer contributions have been allocated in this first step, the remainder will be allocated based on Compensation in excess of the integration level.

For example, if the employer contribution is 2% of the total of all Participants' Compensation, you would receive a share equal to 2% of your Compensation. If the employer contribution was 4%, you would first receive 3% of Compensation. Then, if your Compensation is over the integration level, you'd receive a share of the remaining 1%, based on Compensation in excess of the integration level.

This change in plan language does not affect allocations in non-Top Heavy Years.

If you have any questions on this Summary or the amendments to your Plan, contact your Plan Administrator:

Spornette International, Inc.
18240 Harwood Avenue
Homewood, Illinois 60430
(708) 799-8600 (Home:799-2269)

AMENDMENT EXPLANATION FOR EMPLOYERS

Your company's Profit sharing or 401(k) Plan is a Regional Prototype plan, sponsored by JANE L. OSA & ASSOCIATES, INC. Recently, the IRS has requested that we add plan language to clarify the allocation method for the Profit Sharing (also called "Employer Non-Elective" or "Employer Contribution") contribution for Top Heavy Plan Years.

In very specific circumstances, this language change means a change in the amount of Profit Sharing contribution allocated to Participants' accounts.

1. First, the plan must be Top Heavy for the Plan Year. This means that the total of the account balances for Key Employees are more than 60% of the total of all Participant's account balances.
2. Also, the amount of Profit Sharing contribution allocated to each Participant must be less than 3% of total Compensation plus 3% of Compensation in excess of the integration level.
3. If both of these are true, then the allocation formula changes so that each Participant will receive an allocation of 3% of Compensation. If not all of the Profit Sharing contribution has been allocated, the remainder will be allocated based on Compensation in excess of the integration level.
4. However, if the Profit Sharing contribution is less than 3% of Compensation, each Participant will receive an allocation of the same percentage of Compensation (no integration.)

If your plan is not Top Heavy and/or the Profit Sharing Contribution is at least 3% on total pay plus 3% on excess pay, this amendment will not affect the plan operation for that Plan Year.

This change is effective for Plan Years that begin on or after August 5, 1994, the date the National office of the IRS required this change. We apologize for any inconvenience this may cause. However, we must make this change in your Adoption Agreement and Basic Plan Document in order to preserve the protections of the prototype program for your plan. We have enclosed the amendment and an "Amendment Acknowledgment." *Please sign the Amendment Acknowledgment and retain it in your document files. Also sign the extra copy of this and return to our office in the envelope provided. In addition, please replace the appropriate pages in the Adoption Agreement and prototype basic plan document in your files.*

We have also enclosed a Summary of Material Modifications which explains these changes. *Please copy this Summary of Material Modifications and distribute a copy to all plan participants.*

Please contact our office at (847) 244-4918 if you have any questions.