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May 22, 1993

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

In re: Notice of Plans of
Deferred Compensation

Dear Sirs:

Please find enclosed the alternative compliance requirement letter on the plans of deferred compensation along with the claims procedure and a set of minutes. I would appreciate it if you would file same forthwith. I am sorry for the delay, but we changed offices and the mailing was somewhat difficult in getting to us.

I remain,

Very truly yours,



M. H. WEINBERG

MHW:as

Enc.

JUN 1 1993

February 3, 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:
Anderson-Martin-Lacey Dentists, P.C.
3445 "O" Street, Lincoln, Nebraska 68510

2. Federal Employer Identification No. (EIN):
47-0629587

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,

ANDERSON-MARTIN-LACEY
DENTISTS, P.C.
A NEBRASKA PROFESSIONAL
CORPORATION

X

By: President

MINUTES OF THE SPECIAL JOINT MEETING
OF THE STOCKHOLDERS AND DIRECTORS OF
ANDERSON-MARTIN-LACEY DENTISTS, P.C.
A NEBRASKA PROFESSIONAL CORPORATION

A special joint meeting of the stockholders and directors of Anderson-Martin-Lacey Dentists, P.C., a Nebraska Professional Corporation, was held at the offices of the corporation at 3445 "O" Street in Lincoln, Nebraska, 68510, 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.

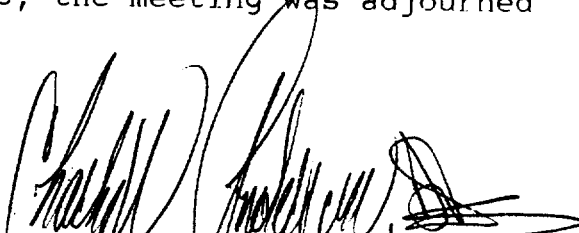
Charles W. Anderson, D.D.S., was chosen as Chairman and Secretary of the meeting.

The following resolutions were proposed, seconded and unanimously adopted:

"RESOLVED, that the corporation shall adopt the claims procedure and the alternative compliance letter as the corporation's filing for their deferred compensation agreements contained in their employment contracts. Said documents are attached as Exhibit A and specifically incorporated by reference herein."

"RESOLVED FURTHER AND FINALLY, that M. H. Weinberg is authorized to submit same for and on behalf of the corporation in order to comply with the alternative filing requirements for deferred compensation agreements contained in an employment contract. The filing will be with the Department of Labor. Once the filing is complete no other compliance will be needed. The compliance is required because the contracts have been renewed as of December 31, 1992 and we need to give notice of the new contract's deferred compensation clauses."

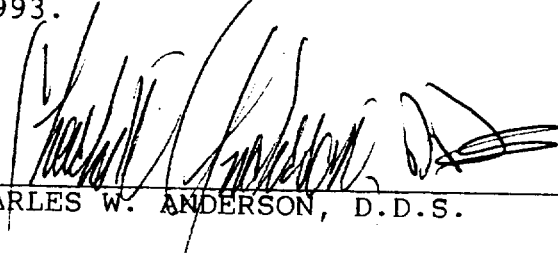
There being no further business, the meeting was adjourned forthwith.



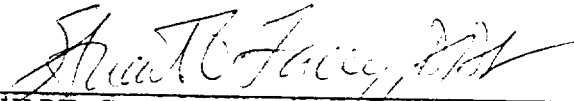
CHARLES W. ANDERSON, D.D.S.
Chairman/Secretary

WAIVER

We, being the sole stockholders and directors of Anderson-Martin-Lacey Dentists, 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 21st day of May, 1993.



CHARLES W. ANDERSON, D.D.S.



STUART G. LACEY, D.D.S.



MAX M. MARTIN, D.D.S.

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 Anderson-Martin-Lacey Dentists, P.C.
whose address is 3445 "O" Street
and whose phone is Lincoln, Nebraska 68510.

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.

PRIME MANAGEMENT



GROUP
INC

1051 SOUTH ROGERS CIRCLE, BOCA RATON, FLORIDA 33487
BOCA (407) 997-4045 BROWARD (305) 463-2600
WPB (407) 734-5675 FAX (407) 997-5684

June 8, 1993

Office of Pension and Welfare Programs
Labor Management - Services Administration
U. S. Department of Labor
Frances Perkins Building Room N-5644
200 Constitution Ave. N. W.
Washington, D. C. 20210

RE: EIN #650004160

Sirs:

This statement is with respect to Non-qualified Deferred Compensation Plans maintained by Employers under the requirements of 29 CFR Section 2520.104-23(a).

We are updating the number of Non-qualified Salary Continuation Plans for Key Managers who are members of a "select group of management" or who are "highly compensated".

The number of participants currently in the plan is: 17.

Sincerely,

PRIME MANAGEMENT GROUP, INC.

Phyllis Stapleton
Plan Administrator/Controller

ps/km

pension.ein

JUN 11 1993
RECEIVED