

SUMMARY PLAN DESCRIPTION
FOR
UNIVERSITY OF CINCINNATI PHYSICIANS
457(b) PLAN

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INTRODUCTION

This booklet explains the Employer's 457(b) Plan to you and outlines your benefits and rights as a Plan Participant. Read this booklet carefully and keep it for future reference.

This booklet is only a summary of the Plan. The actual Plan document provides much more detail and its provisions will govern in the event this summary is inconsistent with the provisions of the Plan document.

SECTION I

KEY INFORMATION ABOUT THE PLAN

This booklet. This description booklet refers to the Plan as of the Plan Year beginning January 1, 2009. If any amendments are made to the Plan that change anything in this booklet, you will receive an additional explanation.

Who is sponsoring the Plan? University of Cincinnati Physicians, Inc. is sponsoring the Plan and is also the "Plan Administrator". The exact duties of the Plan Administrator are described later in this booklet. The Employers designated below have joined and adopted the Plan for the purpose of providing retirement benefits to their Employees.

What is the important information to know about identifying the Plan Sponsor and the Joining Employer?

Plan Sponsor (and Employer and Plan Administrator):	University of Cincinnati Physicians, Inc.
Address:	222 Piedmont Street, Suite 1200 Cincinnati, OH 45219
Phone No.:	(513) 475-7212
Plan Sponsor Identification Number:	31-1246809
Joining Employer:	Greater Cincinnati Ob/Gyn, Inc.
Address:	2830 Victory Parkway, Suite 140 Cincinnati, OH 45206
Phone No.:	(513) 245-3103
Employer Identification Number:	31-1167640
Joining Employer:	University Eye Physicians, Inc.
Address:	3223 Eden Avenue, Suite 350 Cincinnati, OH 45267-0527
Phone No.:	(513) 558-5151
Employer Identification Number:	31-0888243
Joining Employer:	Academic Pathology Associates, Inc.
Address:	231 Albert Sabin Way Cincinnati, OH 45267
Phone No.:	(513) 558-8989
Employer Identification Number:	31-1007021
Joining Employer:	University Emergency Physicians, Inc.
Address:	231 Albert Sabin Way, ML 0769 Cincinnati, OH 45267
Phone No.:	(513) 558-5281
Employer Identification Number:	31-1404427
Joining Employer:	University Dermatology Consultants, Inc.
Address:	234 Goodman Street, Pavilion A-3, ML 0523 Cincinnati, OH 45267
Phone No.:	(513) 245-3068
Employer Identification Number:	31-1173968

Joining Employer: Address:	University Rehabilitation, Inc. 2120 East Galbraith Road Building A, Room 141 Cincinnati, OH 45237
Phone No.:	(513) 558-7640
Employer Identification Number:	31-1170445
Joining Employer: Address:	University Family Physicians, Inc. P.O. Box 670582 Cincinnati, OH 45267-0582
Phone No.:	(513) 558-4021
Employer Identification Number:	31-1005843
Joining Employer: Address:	University Environmental Health Foundation 3223 Eden Avenue Cincinnati, OH 45267-0458
Phone No.:	(513) 558-1234
Employer Identification Number:	31-1175078
Joining Employer: Address:	Psychiatric Professional Services, Inc. P.O. Box 670559 Cincinnati, OH 45267-0559
Phone No.:	(513) 558-5971
Employer Identification Number:	31-1067501
Joining Employer: Address:	University Anesthesia Associates, Inc. 2368 Victory Parkway, Suite 501 Cincinnati, OH 45206
Phone No.:	(513) 872-7100
Employer Identification Number:	31-1175052
Joining Employer: Address:	University Ear, Nose & Throat Specialists, Inc. 231 Albert B. Sabin Way, ML 0528 Cincinnati, OH 45267-0528
Phone No.:	(513) 558-6161
Employer Identification Number:	31-1170846
Joining Employer: Address:	University Internal Medicine Associates, Inc. 231 Albert Sabin Way, Suite 6065 Cincinnati, OH 45231-0557
Phone No.:	(513) 558-4231
Employer Identification Number:	31-0896517
Joining Employer: Address:	University Neurology, Inc. 222 Piedmont Avenue, Suite 3200 Cincinnati, OH 45219
Phone No.:	(513) 475-8730
Employer Identification Number:	31-1000664

Joining Employer: University Orthopaedic Consultants of Cincinnati, Inc.
Address: 231 Albert Sabin Way, Room 5502
Cincinnati, OH 45267-0212
Phone No.: (513) 558-4597
Employer Identification Number: 31-1339186

Joining Employer: University Radiology Associates of Cincinnati, Inc.
Address: 2600 Euclid Avenue
Cincinnati, OH 45219
Phone No.: (513) 618-2850
Employer Identification Number: 31-1259342

Joining Employer: University of Cincinnati Surgery, Inc.
Address: 231 Albert Sabin Way, ML 0558
Cincinnati, OH 45267-0558
Phone No.: (513) 245-3331
Employer Identification Number: 31-1008027

Joining Employer: The Medical Center Fund of Cincinnati
Address: 3830 Victory Parkway, Suite 160
Cincinnati, OH 45206
Phone No.: (513) 475-8150
Employer Identification Number: 31-0904251

How is this Plan identified to the Internal Revenue Service and the United States Labor Department? The Plan is identified to government agencies through the use of the above Employer Identification Number, plus the "Plan Number," which is 003.

Who serves as Custodian/Trustee for the Plan's assets? A Trust Agreement between the Plan Sponsor and the Trustee and a Custodial Account Agreement between the Plan Sponsor and the Custodian have been established to hold the Plan assets.

Name of Trustee: Fidelity Management Trust Company

Business Address: 82 Devonshire Street
Boston, MA 02109

Name of Custodian: JP Morgan Chase Bank, N.A.

Business Address: 2 Chase Manhattan Plaza
New York, NY 10004

What are important dates and definitions used in the Plan and this description booklet?

1. Original Effective Date of Plan. The original effective date of this Plan is January 1, 2002.
2. Plan Year. The Plan is administered on the Plan Year beginning January 1 and ending December 31.
3. Entry Date. The Entry Date for becoming a Participant in the Plan is your date of hire.
4. Normal Retirement Age. In general, your Normal Retirement Age is your 65th birthday.

SECTION II

PARTICIPATION AND SERVICE

When do I become a Participant in the Plan? You will become a Participant in the Plan on your date of hire.

How do I enroll in this Plan? To enroll in this Plan, you must complete an Enrollment Form which can be obtained from the Plan Administrator. The Plan offers investment options for which you will be provided additional information.

SECTION III

CONTRIBUTIONS AND YOUR SHARE

How much will the Employer contribute? The Employer will not make any contributions to the Plan.

May I make voluntary contributions to the Plan? Yes. You may make voluntary pre-tax contributions to the Plan by entering into a salary deferral agreement with the Employer. The law imposes a limitation on the annual amounts which you may elect to defer. This limitation applies to the total voluntary pre-tax contributions you make under this Plan as well as any other 457(b) arrangement in which you participate. For 2009, this limitation is \$16,500 and is subject to future cost of living adjustments. You may change or revoke your salary deferral agreement in accordance with rules established by the Plan Administrator. There are also special rules which apply in the last 3 years prior to your attaining Normal Retirement Age which may allow you to defer amounts in addition to the annual limitation described above. You should contact the Plan Administrator for more details.

What are the rules for making additional contributions once I attain age 50? If you have attained age 50 by the end of the year, you are eligible to make an additional voluntary pre-tax contribution for such year. This additional contribution is limited to \$5,500 for 2009 and is subject to future cost of living adjustments. You are generally not permitted to make this catch up contribution if you make additional contributions during the 3 year period before your Normal Retirement Age as described above.

How does the Plan account for my contributions? The Plan Administrator is responsible for maintaining separate bookkeeping accounts for each Participant for purposes of determining the value of each Participant's interest in the Plan.

SECTION IV

INVESTMENT OF PLAN ASSETS

Who has custody of the retirement plan assets? The retirement plan assets are held by the trustee or custodian for the benefit of Plan Participants.

Will I have control over the investment of my accounts? You are permitted to direct the investment of all your accounts in accordance with rules established by the Plan Administrator.

What is the value of my accounts? In general, all Participants' accounts are updated at least quarterly. Your accounts will be increased for your share of contributions to the Plan, your share of net investment income, and your share of the increased value of Plan assets. Your account will be decreased for distributions made during the Plan Year to you or your beneficiaries, your share of net investment loss, and your share of net depreciation of Plan assets for the period.

May I transfer funds from another program to this Plan? Subject to certain requirements, the Plan may accept rollover contributions from an eligible plan under Code section 457(b) which is maintained by a state, political subdivision of a state, or any agency or instrumentality of a state or political subdivision.

Can Plan benefits be transferred? Benefits may not be assigned, sold, or used to borrow money. The only exception to this rule is an assignment or transfer in accordance with a Qualified Domestic Relations Order. A Qualified Domestic Relations Order is an order by a domestic relations court concerning the division of your interest in the Plan pursuant to a divorce or other domestic relations matter (see more explanation in Section V).

May I borrow from the Plan? No, you may not borrow from the Plan.

SECTION V

PAYMENT OF YOUR BENEFITS

When will my benefits become distributable? You will be entitled to a distribution of your benefits only upon severance from employment for any reason including death.

How is my vested percentage determined? All accounts are 100% nonforfeitable.

Who receives my benefits if I die? When you join the Plan, you will be asked to designate a beneficiary or beneficiaries to receive benefits upon your death (the "Beneficiary"). If you wish to change your Beneficiary, you should request a new Beneficiary Designation form from the Plan Administrator in order to name a new Beneficiary and revoke all earlier designations. Be sure to keep your Beneficiary Designation up to date and remember that all beneficiary designations and changes must be properly signed. If you do not designate a Beneficiary (or if your Beneficiary is deceased at the time of your death), your accounts will be paid to your estate.

If you die after retirement but before receiving the full amount due under the method of payment you selected, your Beneficiary will be entitled to the unpaid balance (remaining payments) due under such option.

How will benefits be paid? You (or your Beneficiary if you die) may apply for the manner and time of receiving benefits which best suits your needs. The methods of distribution are as follows:

1. A lump sum distribution in cash or in kind of your entire account balance.
2. A fixed number of installment payments (either monthly or annually).
3. Any method of distribution available under an applicable annuity contract.

A written request for payment of benefits should be sent to the Plan Administrator. Upon receipt of the request, the Plan Administrator will provide the appropriate distribution forms.

When will benefits be paid? If you or your Beneficiary requests a distribution of your benefits, distribution will begin as soon as administratively possible after your request has been received.

If you elect to delay distribution of your accounts, the pension law and the terms of the Plan provide that you must receive the required minimum distribution beginning no later than your required beginning date. In general, the required beginning date is the April 1st of the calendar year following the calendar year in which a Participant terminates employment or attains age 70½, whichever is later. The minimum distribution for a calendar year equals the value of your accounts as of the last valuation date preceding the beginning of the calendar year of distribution divided by a factor set forth in tables prescribed by the IRS.

How will I be taxed on the payment of my benefits? In general, you are required to treat benefit payments as ordinary income for the year that you receive the payment. However, you may reduce, or defer entirely, the tax due on your distribution through use of the following method:

The rollover of all or a portion of the distribution to an Individual Retirement Account (IRA), another qualified employer plan or any other arrangement eligible to receive a rollover. There are two methods to effectuate a rollover of your distribution. The first method, a direct rollover, avoids the mandatory 20% federal income tax withholding mentioned under "Will federal income tax be withheld from my benefits?" The alternate method is to receive your distribution and complete the rollover within 60 days after you receive your distribution. However, if you choose to receive the distribution and complete the rollover yourself, the mandatory 20% federal income tax withholding will apply and you will have to "make up" that 20% from other sources to receive the maximum benefit of the rollover option. At death, a non-spouse beneficiary may only use the direct rollover method.

You should note that not all distributions from the Plan are eligible for rollover treatment.

WHENEVER YOU RECEIVE A DISTRIBUTION, THE PLAN ADMINISTRATOR WILL DELIVER TO YOU A MORE DETAILED EXPLANATION OF THESE OPTIONS. HOWEVER, THE RULES WHICH DETERMINE WHETHER YOU QUALIFY FOR FAVORABLE TAX TREATMENT ARE VERY COMPLEX. YOU SHOULD CONSULT WITH QUALIFIED TAX COUNSEL BEFORE MAKING A CHOICE.

Will federal income tax be withheld from my benefits? The distributions you receive from the Plan are generally subject to federal income tax withholding in an amount equal to 20% of the distribution unless you elect to have your distribution transferred directly to an Individual Retirement Account, another qualified employer plan or any other arrangement eligible to receive a rollover. Withholding will only apply to the portion of your distribution which is included in your income subject to federal income tax. If you do not respond by the date your distribution is scheduled to occur, federal income tax will be withheld.

If you have any questions regarding withholding or estimated tax payments, please refer to IRS Publication 505. Publication 505 explains the estimated tax requirements and penalties in detail. Publication 505 is available, free of charge, from the Internal Revenue Service.

Distributions under Qualified Domestic Relations Order ("QDRO"). The Plan specifically permits distribution to an Alternate Payee under a QDRO at any time, under any method permitted under the Plan. The term "Alternate Payee" means any spouse, former spouse, child, or other dependent of a Participant who is recognized by a domestic relations order as having a right to receive all, or a portion of, the benefits payable under the Plan to such Participant.

Upon receiving a domestic relations order, the Plan Administrator will notify the Participant and any Alternate Payee named in the order, in writing, of the receipt of the order and the Plan's procedures for determining the qualified status of the order. Within a reasonable period of time after receiving the domestic relations order, the Plan Administrator must determine the qualified status of the order and must notify the Participant and each Alternate Payee, in writing, of its determination. The Plan Administrator must provide notice under this section by mailing to the individual's address specified in the domestic relations order, or in a manner consistent with Department of Labor regulations.

If any portion of the Participant's nonforfeitable Account is payable during the period the Plan Administrator is making its determination of the qualified status of the domestic relations order, the Plan Administrator must make a separate accounting of the amounts payable. If the Plan Administrator determines the order is a QDRO within 18 months of the date amounts are first payable following receipt of the order, the Plan Administrator will direct the Custodian to distribute the amounts payable in accordance with the order. If the Plan Administrator does not make its determination that the order is a QDRO within the 18-month determination period, the Plan Administrator will direct the Custodian to distribute the payable amounts in the manner the Plan would distribute if the order did not exist and will apply the order prospectively if the Plan Administrator later determines the order is a QDRO.

SECTION VI

PLAN ADMINISTRATION

How do I claim benefits? The Employer will advise you about procedures to follow in claiming benefits.

Who administers the Plan? As stated earlier, the Employer is the Plan Administrator and is responsible for the following administrative functions:

1. Keeping accurate Employee records.
2. Informing Participants of any amendments or changes made in the Plan.
3. Insuring that the Plan conforms with the applicable laws and regulations.
4. Making available reports and documents for review by Participants and beneficiaries, as required by law.
5. Establishing rules for the administration of the Plan and transaction of its business.
6. Interpreting the Plan and resolving questions that arise concerning the Plan.

Am I charged fees for Plan Administration? The Plan Administrator, in its sole and absolute discretion, may charge to your Account administration fees including, without limitation, distribution fees, special valuation fees, fees for processing a QDRO, and investment fees which are not paid for by the Employer. In addition, the Plan Administrator may, in its sole and absolute discretion, charge certain Plan administration fees only to the accounts of Participants who are no longer active Participants.