

EXHIBIT D

3 pages

LAW OFFICES OF
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PAUL, FRANK & COLLINS, INC.
BURLINGTON, VT

August 6, 2001

Mr. Floyd W. Seibert
Central Home Care Services, Inc.
2300 Tall Pines Drive
Suite 100
Largo FL 33771

Dear Floyd:

In accordance with your request I am enclosing documents amending your 401(k) plan to trigger immediate forfeitures of unvested amounts when a distribution is made.

1. Amendment.

The amendment restates Section 9.2 of the plan, specifically 9.2(b). Please sign the amendment and **provide a signed copy of it both to me and to Mr. Hardwick.** The original should be placed in your plan record book in the "Plan and Amendments" section.

2. Written Action.

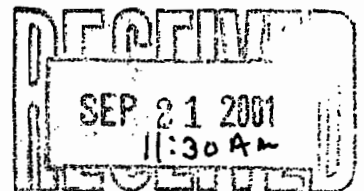
The written action approves the amendment. Please sign it and **provide a signed copy of it both to me and to Mr. Hardwick.** Place the original in your corporate minute book.

Very truly yours,



John H.W. Cole

cc: James D. Hardwick, Jr.



**Amendment to the
Central Home Care Services, Inc. and Affiliates
401(k) Plan**

The **Central Home Care Services, Inc. and Affiliates 401(k) Plan**, dated May 1, 1995, is hereby amended as follows:

I

Section 9.2 is amended and restated in its entirety to read as follows:

"9.2. Reemployment; Forfeitures.

In the case of an employee who terminates employment with Employer, the following special rules shall apply for purposes of disposition of the nonvested portion of his accrued benefit:

(a) **Non Cashouts.** If a participant terminates employment with Employer and does not receive a distribution of his Employer derived vested accrued benefits, then his accrued benefit shall be held in trust pending the occurrence of five (5) consecutive one year breaks in service. The nonvested portion of his Employer derived accrued benefit shall be forfeited as of the last day of the plan year in which such five year break in service occurs. The vested portion of his Employer derived accrued benefit shall thereafter be accounted for as a separate, 100% vested account. Such participant's vested accrued benefit as of such date of termination shall be determined on the basis of the vesting schedule in effect at the time of termination of employment, or if this plan was a top heavy plan at such time, the vesting schedule prescribed by Code Section 416(b), whichever results in the greater benefit.

(b) **Cashouts.** If such employee received, by reason of such termination, a distribution of his entire nonforfeitable benefit, either at his election or, at Employer's discretion when such amount was less than \$3,500 (\$5,000 for plan years beginning after August 5, 1997), then the nonvested portion of his Employer derived accrued benefit shall be deemed forfeited as of the date on which such distribution is made to him. If a terminated participant has no nonforfeitable benefit he shall be deemed to have received a distribution of his entire nonforfeitable benefit.

(c) Reinstatement of Nonvested Benefit.

(1) If an employee received a distribution described in paragraph (b) of this Section, which distribution was less than the present value of his accrued benefit; and

(2) Such employee resumes service with Employer which is covered under this plan; and

(3) Such employee repays to the plan the full amount of such distribution not later than the earlier of

(i) The end of the five year period beginning with the resumption of employment covered by this plan; or

(ii) The close of the first period of five consecutive one year breaks in service commencing after the distribution.

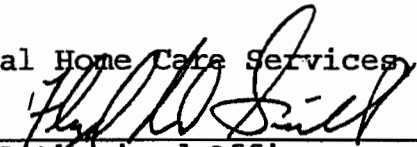
(4) Employer shall restore to his account such amounts as were forfeited pursuant to paragraph (b).

If an employee is deemed to receive a distribution pursuant to this section, and the employee resumes employment covered under this plan before the date the participant incurs 5 consecutive 1-year breaks in service, upon the reemployment of such employee, the employer-derived account balance of the employee will be restored to the amount on the date of such deemed distribution."

The foregoing amendments shall be effective January 1, 2001.

Dated this the 10th day of August, 2001.

Central Home Care Services, Inc.

By: 
Authorized Officer

Employer