

**CPES
EMPLOYEE STOCK OWNERSHIP PLAN**

SUMMARY PLAN DESCRIPTION

July 2008

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Introduction

This Summary Plan Description describes the CPES Employee Stock Ownership Plan (the "ESOP"), which makes possible your beneficial ownership of stock in Community Provider of Enrichment Services, Inc., an Arizona Corporation doing business as CPES ("CPES"). The Board of Directors of CPES originally adopted the ESOP effective as of July 1, 1994.

This Summary Plan Description is intended to familiarize you with the ESOP. It is important that you understand how the ESOP works for your benefit. The following questions and answers highlight the basic terms of the ESOP. If after reading them you still have questions, the ESOP documents (i.e., plan document, and trust agreement) are available for your review at the office of CPES and the Board of Trustees of the ESOP (the "Trustees") are available to answer your questions. You will receive an annual statement of your ESOP Accounts and, from time to time, you also may receive announcements and other ESOP communications.

Initial capitalized terms in this Summary Plan Description have the meaning attributed to them in Section 2. of the ESOP plan document, as amended, unless otherwise defined herein.

Overview

For each Plan Year (January 1st - December 31st), CPES may contribute shares of common stock of CPES ("CPES Stock") or cash to the CPES Employee Stock Ownership Trust (the "ESOT") (See "How Are The ESOT's Assets Held?" on page 9). Shares of CPES Stock are credited to the Accounts of participating Employees based on a formula related to annual pay (your annual pay (subject to certain limits imposed by the Internal Revenue Code of 1986, as amended (the "Code")) relative to CPES's total annual payroll for all participating Employees). All of the ESOT's investments will be held in the ESOT, which is a trust fund held exclusively for the benefit of participating Employees and their Beneficiaries. Over the years, ESOP Participants may gradually acquire more shares of CPES Stock as CPES makes contributions to the ESOT.

The ESOT may purchase CPES Stock only at prices not exceeding the stock's fair market value as determined in good faith by the Trustees based upon an independent appraisal of CPES Stock under rules set forth by the Internal Revenue Service ("IRS") and the United States Department of Labor. The ESOT may borrow money to do this. In that case, cash contributions that CPES makes to the ESOT may be used to repay the loan obligations incurred to purchase the CPES Stock. ESOP Participants and their Beneficiaries will not be personally required to repay such a loan. The ESOT has acquired 100% of the issued and outstanding CPES Stock in accordance with the terms of these rules.

Your ESOP benefit is provided at no cost to you. Any shares of CPES Stock that the ESOT has acquired or will acquire is bought and will be allocated to you without any deductions from your paycheck, and you will not be taxed on the value of the CPES Stock or other assets held for you under the ESOP until you receive a distribution. (See "When Will I Receive My Vested Benefit?" on page 7.)

What Is The Purpose Of The ESOP?

CPES has adopted the ESOP to enable you to share in the value and the growth of CPES and to accumulate a beneficial ownership interest in the stock of CPES. CPES Stock represents the ownership and control of CPES and its fair market value is established each year by the Trustees in good faith based upon an independent appraisal of CPES.

The benefits that you will receive from the ESOP will depend, to a great extent, on the profitability of CPES and on your length of employment with CPES. The value of these benefits will vary depending upon both the amount that CPES contributes each year to the ESOT and the extent to which the value of CPES Stock increases (or decreases) during your participation in the ESOP. Each year you remain with CPES your ESOP Accounts may be increased by your share of that year's contributions and your share of Forfeitures from the Accounts of Employees who leave before they are 100% vested. (For a description of "Forfeitures," see page 7.) Therefore, CPES hopes that your participation in the ESOP will give you a personal interest in CPES's success.

Why Is Stock Ownership Important?

The ESOP is designed to provide a beneficial ownership of CPES Stock for participating employees of CPES and its Affiliates — the people who are primarily responsible for the success of CPES. The ESOP is intended to provide you with a meaningful stake in CPES, future economic security, and ultimately, an additional source of retirement income. The ESOP gives you a unique opportunity to acquire a beneficial interest in CPES Stock at no direct cost to you.

The success of CPES depends on the teamwork and performance of all employees. At every level of job responsibility, the efforts and devotion of many individuals will continue to help CPES remain a successful place to work. Building employee beneficial stock ownership is an especially appropriate way to recognize your contribution to CPES's success.

Along with beneficial ownership, however, comes the special responsibility that you owe to your fellow beneficial owners and CPES. Through your participation in the ESOP, your stake in CPES and its stake in you have significantly increased. Profitability should increase the value of CPES Stock; good work habits, efficiency and cost control will

help accomplish this goal. No one has a stronger interest in caring for and promoting the business of a company than the people who benefit from its growth. That's the whole idea behind the ESOP—as a co-owner, you can see the mutual benefit of doing your best as you perform your job responsibilities with CPES.

Of course, there are never any guarantees that the value of investments, including investments in CPES Stock, will increase. The ESOP does, however, provide you with an opportunity to influence the value of CPES Stock. By working efficiently and effectively, you may help increase the profitability of CPES, which in turn may increase the value of your ESOP Accounts.

Am I Eligible To Participate?

Generally, you will become a Participant in the ESOP on the January 1st of the Plan Year in which you complete two full years of Service (in which you are credited with at least 1,000 Hours of Service in each year) and reach age 19. For these purposes, the one-year period for measuring your year of Service is initially the period of 12-consecutive-months beginning on your date of employment with CPES (or one of its Affiliates). If you do not complete at least 1,000 Hours of Service during this initial 12-month period, the next one-year period for determining whether you have completed your year of Service will be each Plan Year beginning after your date of employment with CPES (or one of its Affiliates). For special rules regarding eligibility to participate in the ESOP for Plan Years beginning prior to January 1, 2007, please see the ESOP plan documents, as amended, in effect for such Plan Years.

Generally, an Hour of Service for purposes of the ESOP is an hour for which you are paid or have a right to be paid. This includes actual working periods, paid vacations, holidays, illness, maternity or paternity leave, incapacity (including disability), lay-off, jury duty, military duty and paid leaves of absence. However, you will not receive credit for more than 501 Hours of Service during any continuous period in which you are not actually working (except for leaves resulting from qualified military service).

You are not eligible to participate in the ESOP if the terms of your employment are covered by a collective bargaining agreement, unless the terms of the collective bargaining agreement specifically provide for your participation in the ESOP. If you become a Participant and your employment is later covered under a collective bargaining agreement, you will not be eligible to participate in the ESOP as of the date that your employment becomes covered under a collective bargaining agreement, unless the terms of the collective bargaining agreement provide for coverage under the ESOP. Moreover, nonresident aliens who receive no earned income from an Employer which constitutes income from sources within the United States are not eligible to participate in the ESOP.

How Long Will My ESOP Participation Continue?

Your participation in the ESOP will continue until your retirement, death, total and permanent disability or other termination of service. You will be eligible to retire for purposes of the ESOP after the later of (i) the date on which you reach age 65 and (ii) the fifth anniversary of the date on which you became a Participant under the ESOP. If you return to work on or before the end of an "Approved Absence," your participation is not affected by that absence. An "Approved Absence" is a leave of absence granted by CPES in accordance with its established leave policy. CPES will provide you with further information regarding an "Approved Absence" and will respond to any questions you may have.

If your employment with CPES (or one of its Affiliates) terminates and you are later reemployed and you previously satisfied the eligibility requirements to participate in the ESOP, your participation will begin again on your first day of reemployment.

Who Contributes To The ESOT?

CPES will make all contributions to the ESOT. You are neither required nor permitted to make contributions or roll over funds from an individual retirement account or annuity ("IRA") or another eligible retirement plan to the ESOT.

How Much Will CPES Contribute To The ESOT?

The Board of Directors of CPES determines the amount of contributions to the ESOT for each Plan Year based upon CPES's strategic business plan and the amount of CPES's obligations under any loan obligations entered into by the ESOT (an "Acquisition Loan").

Will I Share In Contributions And Forfeitures?

Once you become a Participant in the ESOP, you will share in any Employer Contributions made for a Plan Year if you are credited with at least 1,000 Hours of Service for that Plan Year and are employed by CPES (or one of its Affiliates) on the last day of the Plan Year (December 31st). Furthermore, you will share in any Employer Contributions made in the Plan Year of your Normal Retirement (i.e., termination of Service on or after the later of the date on which you reach age 65 or the fifth anniversary of the date you became a Participant), total and permanent Disability, or death, regardless of whether you are credited with at least 1,000 Hours of Service for that Plan Year or are employed by CPES (or one of its Affiliates) on the last day of the Plan Year.

If you are eligible to share in contributions, you also will share in any Forfeitures that arise as a result of other participants who have terminated their employment with CPES without being 100% vested. (For an explanation of "Forfeitures," see page 7.)

What Is My Share Of Contributions And Forfeitures?

If you are entitled to share in Employer Contributions and Forfeitures for a particular Plan Year, your share of the Employer Contributions and Forfeitures will be determined as of December 31st. Employer Contributions will be allocated among the Accounts of participants based on their Compensation in proportion to the total Compensation of all eligible ESOP Participants.

For this purpose, your Compensation is the total wages and other compensation paid to you by CPES during the Plan Year and reported on your Wage and Tax Statement (Form W-2), including any amounts contributed for you under a 401(k) plan or a "cafeteria plan" pursuant to Section 125 of the Code that CPES maintains, and the amount of any "qualified transportation benefits" as defined in Section 132(f)(4) of the Code that you receive from CPES. There is an annual limit on the amount of each Participant's Compensation that can be taken into account for purposes of allocating contributions and Forfeitures. That limit is \$230,000 for 2008 (as adjusted periodically by the IRS for cost of living increases).

The Code also imposes a maximum annual limit on the total amount of Employer Contributions and Forfeitures that may be allocated to your Accounts under the ESOP and pursuant to any other qualified defined contribution plan that CPES maintains. For 2008, this limit is equal to the lesser of \$46,000 or 100% of your Compensation. You will be notified if you are affected by this limit.

How Are the ESOT's Assets Invested?

The ESOT's assets are invested primarily in CPES Stock. The ESOT will likely use cash contributions to repay any of its outstanding debt under an Acquisition Loan until the debt is paid in full. The ESOT's assets also may be invested in other investments. The Trustees decide how the ESOT's assets will be invested and they have fiduciary responsibility under the Employee Retirement Income Security Act of 1974, as amended ("ERISA"), for doing so.

How Is My Interest Under The ESOP Recorded?

Your benefit under the ESOP is generally recorded in two Accounts that are maintained in your name. One Account is called the Stock Account. The other Account is called the Other Investments Account.

Your Stock Account is increased annually by the following (if any): (1) your share of CPES Stock released from the ESOT loan suspense account based upon loan payments that the ESOT makes under its Acquisition Loans each year; (2) your share of CPES Stock purchased by the ESOT with cash contributions; (3) your share of CPES Stock forfeited by Participants whose employment with CPES (or one of its Affiliates) terminates without being 100% vested; (4) any stock dividends on shares of CPES Stock allocated to your Stock Account; and (5) your share of CPES Stock contributed to the ESOT. Shares of CPES stock released from the ESOT loan suspense account as a result of dividends used to make loan payments under the ESOT's Acquisition Loans will be allocated to Participants based on their Compensation to the extent permitted by the Code.

Your Other Investments Account is increased annually by the following (if any): (1) your share of Employer Contributions in cash that are not used to acquire CPES Stock or repay Acquisition Loans; (2) your share of Other Investments Account balances forfeited by Participants whose employment with CPES (or one of its Affiliates) terminates without being 100% vested; (3) your share of any net income (if any) of the Trust; and (4) any cash dividends on CPES Stock in your Stock Account. Your Other Investments Account will be decreased annually by the following (if any): (1) your share of the cost of CPES Stock purchased by the ESOT; (2) your share of any net loss of the ESOT; and (3) your share of the payment of any principal and/or interest on Acquisition Loans incurred to purchase CPES Stock.

The Trustees will determine the current fair market value of CPES Stock and other investments held under the ESOP, as well as the gains and losses resulting from the investment of the assets of the ESOP, annually as of December 31st. They will establish the Fair Market Value of CPES Stock in good faith based upon an independent appraisal under rules set forth by the IRS and the U.S. Department of Labor. The fair market value of CPES Stock and other investments will normally change from year to year.

What Is Vesting?

Your vested interest is the portion of your Accounts that is non-forfeitable. It is the balance in your Accounts that you are entitled to have distributed after your employment with CPES (or one of its Affiliates) has terminated. You will become fully vested in your ESOP Account balances if you (i) are employed by CPES (or one of its Affiliates) on or after reaching Normal Retirement Age (i.e., the later of age 65 or the fifth anniversary of the date on which you became a Participant), (ii) incur a total and permanent Disability while employed by CPES (or one of its Affiliates), or (iii) die while employed by an CPES (or one of its Affiliates). In addition, your interest in the portion of your Stock Account that is attributable to Cash Dividends reinvested in CPES Stock (as described in Section 12. of the ESOP) and held in a sub-account of your Stock Account referred to as your "Reinvested Dividend Account" shall be 100% vested and non-forfeitable at all times.

Effective as of January 1, 2007, each Employee who has satisfied the eligibility requirements for participation as of June 30, 2005, and who has completed at least one Hour of Service in the Plan Year beginning on January 1, 2007, shall become fully vested and nonforfeitable in his Accounts as of December 31, 2007, and each Participant who has satisfied the eligibility requirements for participation as of January 1, 2007, and thereafter, shall be immediately 100% vested in his Accounts.

For special rules regarding vesting under the ESOP for Plan Years beginning prior to January 1, 2007, please see the ESOP plan documents, as amended, and the corresponding Summary Plan Descriptions in effect for such Plan Years.

The Board of Directors of CPES may amend the vesting schedule set forth above on a prospective basis to comply with applicable law or to adapt to changed circumstances. If you have completed at least three (3) years of Service with CPES (or one of its Affiliates) as of the effective date of any amendment, you will be permitted to choose whether the existing vesting schedule or the vesting schedule that is provided in the amendment shall apply to your vested benefits under the ESOP.

For purposes of determining your vested interest under the ESOP, Credited Service is the number of Plan Years in which you are credited with at least 1,000 Hours of Service, including Service prior to July 1, 1994.

If your employment with CPES terminates and you are reemployed, special rules will be applied to determine your Credited Service.

What Are Forfeitures?

If you are not 100% vested at the time your employment with CPES (or one of its Affiliates) terminates, you will forfeit the non-vested portion of your Account balances as of the last day of the Plan Year in which you incur a five-consecutive-year break in service. A five-consecutive-year break in service is a period of five consecutive Plan Years in which you are credited with 500 or fewer Hours of Service. Any Forfeitures will be allocated to the Accounts of the remaining participants at the end of the Plan Year in which the Forfeiture occurs (in the same manner as Employer Contributions are allocated). In some circumstances, your Forfeitures may be restored to you if you are later reemployed by CPES or one of its Affiliates.

Will I Receive A Statement Of My Accounts?

Each year, CPES will give you a statement of the balances of your Accounts under the ESOP as of the end of the preceding Plan Year. CPES also will advise you each Plan Year of your share of CPES's contributions and Forfeitures from terminated Employees.

When Will I Receive My Vested Benefit?

After your employment with CPES (or one of its Affiliates) terminates, the value of your vested interest in your Accounts will be distributed to you at the time and in the manner determined in accordance with the ESOP's distribution policy (as established and revised from time to time by the Trustees in a nondiscriminatory manner). In determining the value of your Accounts, shares of CPES Stock are valued at their Fair Market Value as of the December 31st immediately preceding the date of the distribution. The Trustees will normally distribute your vested benefit under the ESOP in the form of shares of CPES Stock, cash or a combination of both, as the Trustees determine in a nondiscriminatory manner.

If the value of your vested benefit exceeds \$1,000, no distribution can be made to you before you reach Normal Retirement Age (i.e., the later of age 65 or the fifth anniversary of the date on which you became a Participant) without your written consent and/or that of your spouse (when applicable). The Trustees may decide to invest the Accounts of former Employees entirely in investments other than CPES Stock. If the value of your vested benefit is \$1,000 or less, then the Trustees will automatically distribute the balance of your Stock Account and Other Investments Account, less any applicable federal and state income tax withholding requirements, and CPES or the ESOT will repurchase such Wood Harbinger Stock from you (and you shall be required to sell to CPES or the ESOT) at the Fair Market Value (as of the most recent Plan Year end) for such CPES Stock as determined in good faith by the Trustees based upon an independent appraisal of CPES Stock.

Generally, if your employment with CPES (or one of its Affiliates) terminates due to Normal Retirement (i.e., termination of Service on or after the later of the date on which you reach age 65 or the fifth anniversary of the date on which you became a Participant), total and permanent Disability, or death, distribution will occur no later than the last day (December 31st) of the Plan Year following the Plan Year in which your employment with CPES (or one of its Affiliates) terminates. If your employment with CPES (or one of its Affiliates) terminates for another reason, distribution will occur no later than the last day (December 31st) of the sixth Plan Year following the Plan Year in which your employment with CPES (or one of its Affiliates) terminates (unless you elect to delay your distribution or you are reemployed by CPES or one of its Affiliates).

Distribution of that portion of your Accounts which includes shares of CPES Stock acquired by the ESOT with the proceeds of an Acquisition Loan may be deferred until the Plan Year following the Plan Year in which the ESOT has fully repaid the Acquisition Loan.

The Trustees may choose one of the following methods of distribution:

- (1) Distribution in a lump sum;

- (2) Distribution in substantially equal, annual installments over a period generally not exceeding five years; or
- (3) Any combination of the foregoing.

Notwithstanding anything to the contrary herein, distributions shall commence no later than 60 days after the December 31st of the calendar year coinciding with or next following the latest of the following: (1) your 65th birthday, (2) the tenth anniversary of the date on you became a Participant, or (3) your termination of Service.

Notwithstanding the above, required minimum distributions must commence by the April 1st of the calendar year following the calendar year (i) in which you reach age 70 and 1/2 if you are a "5% owner" of CPES or (ii) in which you reach age 70 and 1/2 or terminate Service, whichever is later, if you are not a "5% owner" of CPES.

In certain circumstances, you may elect to transfer your benefit directly to an IRA or another employer's qualified retirement plan which accepts such transfers, at the time a distribution is payable.

Is There A Market For CPES Stock?

If CPES Stock is distributed to you, you will be required to sell such stock to CPES or the ESOT at the Fair Market Value determined as of the end of the Plan Year preceding the distribution by the Trustees in good faith based upon an independent appraisal of such stock. The terms of payment to you from any sale of CPES Stock to CPES or the ESOT will be determined in accordance with the ESOP's distribution policy.

What is Diversification?

While you are employed by CPES or one of its Affiliates, once you have reached age 55 and have completed at least ten "Years of Participation" in the ESOP, you will be eligible to diversify a portion of the CPES Stock held in your Stock Account. For this purpose, a "Year of Participation" means a Plan Year in which you are entitled to receive an allocation of Employer Contributions and Forfeitures. If you are eligible and elect to diversify, the Trustees may permit you to either: (1) direct the investment of the portion of your Stock Account you elected to diversify among at least three investment funds other than CPES Stock that the Trustees will make available to you under the ESOP; or (2) receive a distribution (either in cash or shares of CPES Stock, as determined by the Trustees) of the portion of your Stock Account you elected to diversify. If your distribution occurs in the form of shares of CPES Stock, CPES will repurchase such stock for its Fair Market Value determined as of the end of the Plan Year preceding the distribution by the Trustees in good faith based upon an

independent appraisal of such stock. Once you become eligible to make this election, the Trustees will notify you and will provide you with further details regarding this election.

How Are the ESOT's Assets Held?

The ESOT is trust that has been established to hold CPES Stock and other ESOP assets. The ESOT is a separate legal entity, with the Trustees having the responsibility to hold the ESOT's assets for the benefit of Participants and their Beneficiaries in accordance with the terms of a written Trust Agreement between CPES and the Trustees. The Trustees determine how the ESOT's assets are invested.

Who Supervises The ESOP?

The Trustees administer the ESOP for the exclusive benefit of Participants and their Beneficiaries. The Trustees are individuals appointed by CPES's Board of Directors. The Trustees make all rules, regulations, computations and other necessary decisions concerning the administration of the ESOP in a manner consistent with the federal laws that govern such actions. The Trustees also keep all necessary records and accounts. The Trustees have the sole and exclusive discretion to interpret the terms of the ESOP and their decisions will be conclusive and binding.

Who Will Vote CPES Stock?

The Trustees usually decide how shares of CPES Stock held by the ESOT will be voted. In certain corporate matters presented to CPES's shareholders for a vote (such as a liquidation or merger of CPES or a sale of substantially all of CPES's assets), the Trustees will pass-through to you the right to decide how shares of CPES Stock allocated to your Stock Account will be voted.

May I Assign Or Transfer My Benefit?

Except for distributions pursuant to "qualified domestic relations orders," relating to the provision of child support, alimony payments or marital property rights, your interests under the ESOP normally cannot be sold, assigned or transferred prior to distribution. Furthermore, prior to distribution, your interest is generally not subject to any debts or claims against you, except for federal tax levies or collections by the Internal Revenue Service on judgments resulting from unpaid tax assessments.

May I Designate A Beneficiary?

Your beneficiary to receive your ESOP Accounts in case of your death will be your spouse (if you are married) or your estate. You may designate a different beneficiary by obtaining and filing a beneficiary designation form with the Trustees. If you are married and your primary beneficiary is someone other than your spouse, your spouse must consent to the designation, and the consent must be witnessed by a notary public or ESOP representative. You may change your beneficiary at any time by filing a new beneficiary designation form with the Trustees.

Amendment Or Termination Of The ESOP

The Board of Directors of CPES reserves the right to amend or terminate the ESOP at any time in the future. No amendment may retroactively reduce your vested rights under the ESOP.

If CPES terminates the ESOP, all employees affected by the termination will become 100% vested in their Account balances unless the ESOP is replaced by a plan that will provide you with a comparable level of benefits as the ESOP. If the ESOP is terminated (and the ESOP is not replaced with a comparable plan), your vested benefits will be distributed as soon as practicable following the ESOP's termination.

How Do I Claim My Vested Benefit?

Distribution of your vested benefit under the ESOP will be made without any need for you to file a claim for benefits. If you do not receive a distribution to which you believe you are entitled, however, you may file a claim with the Trustees for any unpaid vested benefits. The Trustees will decide all questions and claims regarding benefits under the ESOP.

If you wish to file a claim for vested benefits with the Trustees, you should do so in writing, addressed to the Trustees or CPES. If your claim for vested benefits is wholly or partially denied, the Trustees will notify you in writing of such denial of vested benefits within 90 days after the Trustees initially receive your benefit claim.

Any notice of a denial of vested benefits will advise you of:

- (a) the specific reason or reasons for the denial;
- (b) the specific provisions of the ESOP on which the denial was based;

- (c) any additional material or information necessary for you to perfect your claim and an explanation of why such material or information is necessary; and
- (d) the steps which you must take to have your claim for benefits reviewed.

If the Trustees deny your claim for vested benefits, you will have the opportunity to file a written request for a full and fair review of your claim by the Trustees to review all documents relating to your claim and to submit a written statement regarding issues relating to your claim. You must file this written request for review of your claim within 60 days after you receive written notification from the Trustees of the denial of your claim.

The Trustees will make their decision within 60 days after receiving your request for review. If there are special circumstances (such as the need to hold a hearing) which require an extension of time for completing the review, the Trustees will render a decision not later than 120 days after receipt of a request for review. The Trustees will give their decision to you in writing. The written notice will set forth the specific reasons and ESOP provisions on which the Trustees based their decision.

Statement of Rights under ERISA

Receive Information About Your ESOP and Benefits

As a participant in the ESOP you are entitled to certain rights and protections under ERISA. ERISA provides that all ESOP participants are entitled to:

- Examine, without charge, at the plan administrator's office and at other specified locations, such as worksites and union halls, all documents governing the ESOP, including insurance contracts and collective bargaining agreements, a copy of the ESOP's procedures concerning qualified domestic relations orders, and a copy of the latest annual report (Form 5500 Series) filed by the ESOP with the U.S. Department of Labor and available at the Public Disclosure Room of the Employee Benefits Security Administration.
- Obtain, upon written request to the plan administrator, copies of documents governing the operation of the ESOP, including insurance contracts and collective bargaining agreements, and copies of the latest annual report (Form 5500 Series) and updated summary plan description. The administrator may make a reasonable charge for the copies. You may obtain a copy (without charge) of the ESOP's procedures concerning qualified domestic relations orders.

- Receive a summary of the ESOP's annual financial report. The plan administrator is required by law to furnish each participant with a copy of this summary annual report.
- Obtain a statement telling you whether you have a right to receive a retirement plan distribution at normal retirement age (age 65) and if so, what your benefits would be at normal retirement age if you stop working under the ESOP now. If you do not have a right to a pension, the statement will tell you how many more years you have to work to get a right to a pension. This statement must be requested in writing and is not required to be given more than once every twelve (12) months. The ESOP must provide the statement free of charge.

Prudent Actions by ESOP Fiduciaries

In addition to creating rights for ESOP participants, ERISA imposes duties upon the people who are responsible for the operation of the employee benefit plan. The people who operate your ESOP, called "fiduciaries" of the ESOP, have a duty to do so prudently and in the interest of you and other ESOP participants and beneficiaries. No one, including your employer, your union, or any other person, may fire you or otherwise discriminate against you in any way to prevent you from obtaining a pension benefit or exercising your rights under ERISA.

Enforce Your Rights

If your claim for a pension benefit is denied or ignored, in whole or in part, you have a right to know why this was done, to obtain copies of documents relating to the decision without charge, and to appeal any denial, all within certain time schedules. Under ERISA, there are steps you can take to enforce the above rights. For instance, if you request a copy of ESOP documents or the latest annual report for the ESOP and do not receive them within 30 days, you may file a lawsuit in a Federal court. In such a case, the court may require the plan administrator to provide the materials and pay you up to \$110 a day until you receive the materials, unless the materials were not sent because of reasons beyond the control of the administrator. If you have a claim for benefits that is denied or ignored, in whole or in part, you may file a lawsuit in a state or Federal court. In addition, if you disagree with the ESOP's decision or lack thereof concerning the qualified status of a domestic relations order, you may file a lawsuit in Federal court. If it should happen that ESOP fiduciaries misuse the ESOP's money, or if you are discriminated against for asserting your rights, you may seek assistance from the U.S. Department of Labor, or you may file a lawsuit in a Federal court. The court will decide who should pay court costs and legal fees. If you are successful, the court may order the person you have sued to pay these costs and fees. If you lose, the court may order you to pay these costs and fees, for example, if it finds your claim is frivolous.

Assistance with Your Questions

If you have any questions about the ESOP, you should contact the plan administrator (CPES). If you have any questions about this statement or about your rights under ERISA, or if you need assistance in obtaining documents from the plan administrator, you should contact the nearest office of the Employee Benefits Security Administration, U.S. Department of Labor, listed in your telephone directory or the Division of Technical Assistance and Inquiries, Employee Benefits Security Administration, U.S. Department of Labor, 200 Constitution Avenue, N.W., Washington, D.C. 20210. You also may obtain certain publications about your rights and responsibilities under ERISA by calling the publications hotline of the Employee Benefits Security Administration.

We are required by ERISA to give you the above information.

Additional Information

This Summary Plan Description is intended to be an accurate description of the terms of the ESOP. Please remember, however, that this description does not take the place of the ESOP plan document and Trust Agreement. In the event of any conflict between this Summary Plan Description and the ESOP plan document and Trust Agreement, the provisions of the ESOP plan document and Trust Agreement will govern and determine the manner in which the ESOP shall be administered. If you have any questions, please contact the Trustees or CPES.

The benefits provided by the ESOP are not insured by the Pension Benefit Guaranty Corporation under Title IV of ERISA because the ESOP is not the type of retirement plan covered by the pension insurance provisions of ERISA.

Name of plan: CPES Employee Stock Ownership Plan

Type of plan: Employee Stock Ownership Plan

Plan sponsor: Community Provider of Enrichment Services, Inc.
4825 N. Sabino Canyon Road
Tucson, AZ 85750
(520) 884-7954

Employer Identification
Number of Plan sponsor: 86-0393979

Plan number: 001

Plan administrator: Community Provider of Enrichment Services, Inc.
4825 N. Sabino Canyon Road
Tucson, AZ 85750
(520) 884-7954
Attention: Jon Stetzel

Board of Trustees: Linda Mariano
Krista Baker
Robert J. Bennetti
Sally Davis
c/o Community Provider of Enrichment Services, Inc.
4825 N. Sabino Canyon Road
Tucson, AZ 85750
(520) 884-7954

Agent for Service of
Legal Process: Board of Trustees of the
CPES Employee Stock Ownership Trust

In addition, service of legal process may be made upon
CPES as Plan Administrator.