

Exhibit D

CERTIFICATE OF COMPLIANCE

CITY OF AUSTIN/HANGER ORTHOPEDIC GROUP CHAPTER 380 ECONOMIC DEVELOPMENT AGREEMENT DATED 2/9/2010 (THE AGREEMENT)

COMPANY: HANGER ORTHOPEDIC GROUP

REPORTING YEAR: January 1 through December 31, 2010 YEAR # 1 (up to Year 10)

1.0 Employment

1.1 Total number of New Full-Time Jobs plus Existing Jobs at facility for reporting year 2010. The Agreement requires 133 New Full-Time Jobs and 19 Existing Jobs by December 31, 2010 for Years 1-5 and allows funding in Years 6-10 if the Company has 250 New Full-Time Jobs and 19 Existing Jobs (Section 2.02).

a. Number of New Full-time Jobs by December 31, 2010 : 137

b. Number of Existing Jobs retained by December 31, 2010 : 21

1.2 At December 31st, did the number of New Full-time Jobs and number of Existing Jobs fall below the numbers required under Sections 2.02 and 2.03 of the Agreement?

Yes No

If the company answered yes to question 1.2, did the company re-establish or replace the required numbers of New Full-time Jobs and Existing Jobs within 90 days after the date of the termination or elimination that caused the number of New Full-time Jobs and/or Existing Jobs to fall below the required amounts?

Yes No

1.3 Was the average annual gross compensation, excluding health insurance and retirement benefits, of the New Full-time Jobs delineated in 1.1 at least \$97,343?

Yes No

2.0 Recruitment

2.1 Is the Company in compliance with the recruiting requirements in the Agreement (Section 2.04)?

Yes No

3.0 Supplier Diversity

3.1 Is the Company in compliance with its Supplier Diversity Plan?

Yes No

4.0 Additional Covenants

4.1 Is the Company in compliance with the other provisions of the Agreement?

Yes No

5.0 Investment (to be included until the amounts delineated below have been reached)

5.1 The Agreement states that after the Effective Date of the Agreement and before December 31, 2014, at least \$3,020,360 shall be invested in the making of leasehold improvements to the Headquarters.

a. Since the Effective Date of this Agreement, \$ 1,849,075.00 has been invested in leasehold improvements to the Headquarters.

5.2 The Agreement states that after the Effective Date of the Agreement and before December 31, 2014, at least \$1,691,401 shall be invested in "Machinery and Equipment" that is to be installed and used at the Headquarters. "Machinery and Equipment" means machinery and equipment purchased, installed and used at the Headquarters for the purpose of supporting the company's operations (Section 2.01).

a. Since the Effective Date of this Agreement, \$ 1,058,419.00 has been invested in "Machinery and Equipment" installed at the Headquarters.

5.3 The Agreement states that after the Effective Date of the Agreement and before December 31, 2014, at least \$2,938,682 shall be invested in furniture, fixtures, and equipment to be used at the Headquarters (Section 2.01).

a. Since the Effective Date of this Agreement, \$ 2,011,093.00 has been invested in furniture, fixtures, and equipment used at the Headquarters.

6.0 Incentive Payment Request

6.1 The Agreement requires an economic development incentive payment up to \$500,000 to be distributed over a 10-year period in annual payments of \$50,000.

6.2 Total Request for this year: \$ 50,000.00

I, the authorized representative for Hanger Orthopedic Group, Inc., hereby certify that the above information is correct and accurate pursuant to the terms of the Agreement. I further certify that Hanger Orthopedic Group, Inc. complied fully with the Chapter 380 Economic Development Agreement during the reporting year, including Section 2.05 regarding Compliance with City Regulations and Sections 2.07 regarding Texas Government Code Chapter 2264.

Signature: 

Printed Name: Thomas Hartman

Title (Chief Financial Officer or equivalent): Vice President and General Counsel

Date: March 31, 2011