

**ARTICLE VII
PENSION AND SUPPLEMENTAL
ALLOWANCE BENEFITS**

Section 1--Pension and Supplemental Allowance Payments

426 (a)(1) Pensions and supplemental allowances shall
be paid monthly.

427 (2) Whenever the Company desires to retire an employee pursuant to any provision of the Plan, it shall give written notice thereof to the employee. Such notice shall state the Company's reason for such retirement and the date upon which it is proposed that the retirement is to become effective and shall be given not less than thirty (30) days in advance of such date. Similarly, if an employee desires to retire pursuant to any provision of the Plan, he shall make written application to the Company on forms prescribed for this purpose. Such application shall state the employee's reason for requesting retirement and the date upon which the proposed retirement is to become effective, and shall be made not less than thirty (30) days in advance of such date.

428 (3) The first monthly payment of an employee's pension, other than for total and permanent disability or for regular early retirement in which the employee has elected to defer receiving benefits under the provisions of Section 2(b)(1)(i), 2(b)(2)(i), 2(b)(3) or 2(b)(4) of Article II, shall be on the first day of the month following the month in which the employee actually retires and the pension shall be payable monthly thereafter. A regular early retirement pension deferred under either Section 2(b)(1)(i) or 2(b)(2)(i) of Article II shall first be payable on the first day of the month following the month in which the former employee attains age 65 and shall be payable monthly thereafter. A regular early retirement pension deferred under Section 2(b)(3) or (4) of Article II shall first be payable on the first day of any month commencing at or after the retirement, as elected by the employee at the time of retirement. A supplemental allowance for an employee shall first be payable as provided in Article VI.

429 (4) Total and permanent disability pensions under Section 5(d) of Article II shall be payable monthly during the continuance of such total and permanent disability and while the pensioner otherwise remains eligible for such benefits. Such payments shall begin the later of:

BENEFITS

ARTICLE VII

430 (i) the first day of the month following the
date the required proof of such disability is
received by the Company, or

431 (ii) the first day of the month following the
date the employee has been continuously and
totally disabled for a period of 6 months.

432 Successive periods of absence due to the same disability
as that upon which claim for total and permanent disability
pension is based and aggregating at least six months will
be considered the same as one continuous absence
provided that the aggregate will not include any period of
such absences which precedes the last day at work by
more than one year.

433 (5) Pension or supplemental allowance payments
shall not commence until the cessation of any weekly
sickness or accident benefits payable to the employee
under any plan to which the Company has contributed. If
such benefits during any month are payable for a period of
less than 4-1/3 weeks the monthly pension or
supplemental allowance benefit payable for that month
shall be reduced by the percentage which such period of
sickness and accident benefits is of 4-1/3 weeks. This Sub-
section (5) shall have no application with respect to
extended disability benefits payable under the Company's
group insurance program.

434 (6) Recognizing the administrative detail required
to establish amounts of pensions payable under the Plan,
pension or supplemental allowance payments or
adjustments which are delayed by any such matters will be
paid or adjusted retroactive to appropriate dates as
specified in the Plan.

435 **Effective as of January 1, 2004, the payment of
benefits with a benefit commencement date that occurs
on or before the date the written explanation required
by the applicable section of Article II regarding a
survivor benefit that would constitute a Qualified**

Joint and Survivor Annuity (“QJSA”) (as defined in Section 417 of the Code) is provided to the participant (a “retroactive annuity starting date” or “RASD”) shall be made in accordance with the following provisions and the requirements of Section 417 of the Code and regulations and applicable guidance related thereto issued under the Code.

436 (i) **Such a participant who affirmatively elects a RASD as provided below shall receive:**

437 (aa) **A make-up payment equal to the amount of benefits that the participant would have received if his benefit payments began on the RASD, with an appropriate adjustment for interest (using the applicable interest rate as defined in Appendix E as of the actual distribution date) from the RASD to the date of actual payment; plus**

438 (bb) **Future monthly payments in the form as elected by the participant equal to the benefit that would have been paid if the payment had actually commenced on the RASD.**

439 (ii) **A participant described in subparagraph (i) above may elect a RASD payable in accordance with the following requirements:**

440 (aa) **If the survivor benefit amount determined based on the RASD were to be less than the survivor benefit determined based on the date the distributions actually commence, then the participant’s spouse, determined as of the date distributions actually commence (unless otherwise provided under a Qualified Domestic Relations**

Order, as defined in Section 7 of this Article VII), must consent to the distribution in the manner as provided in the applicable section of Article II regarding a survivor benefit that would constitute a QJSA. The written explanation required by such section of Article II must generally be provided no less than 30 and no more than 90 days before the date of the first payment of benefits and the election to receive the distribution must be made after such explanation is provided and on or before the first date of payment; provided, however, a participant may elect (with applicable spousal consent) to waive any right that the written explanation be provided at least 30 days before the RASD if the distribution commences more than seven days after such explanation is provided.

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(bb) To the extent the distribution is subject to the valuation rules of Code Section 417(e)(3) if such distribution had commenced as of the RASD or commences more than 12 months after the RASD, such distribution (including any interest adjustments described in subparagraph (i)(aa) above) shall satisfy the requirements of Section 415 of the Code if the date the distribution commences is substituted for the RASD for all purposes, including for purposes of determining the applicable interest rate and the applicable mortality table to be used for purposes of Code Section 415 as set forth in Appendix E.

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Alternatively, if a participant described in subparagraph (i) above of this Section 1(a)(6) does not affirmatively elect a RASD, such participant will receive a calculation of his accrued benefit on a current basis; provided, however, that in the event such participant's actual distribution date is later than the participant's normal retirement age, such benefit shall be actuarially adjusted, using the applicable interest rate and the applicable mortality table for purposes of Code Section 417(e) as defined in Appendix E as of the actual distribution date, to reflect the delayed payment beyond such participant's normal retirement age to the extent necessary to provide the participant with a benefit whose present value is no less than the participant's benefit payable at normal retirement age in the form as elected by the participant (or required under the Plan).

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(7) If any monthly payment under the Plan would be less than \$10.00 or, on and after January 1, 1985, if the actuarial value of an employee's or surviving spouse's total non-forfeitable benefits under the Plan is not greater than \$3,500 through 2002, \$5,000 in 2003, and adjusted annually for inflation thereafter at the time of distribution, a lump-sum settlement may be made, the amount of which will be equivalent to the actuarial value of the monthly pension or supplemental allowance payments which would otherwise be payable. **For further clarity, for this purpose a nonvested employee who terminates employment shall be considered to have received a total distribution of benefits.** The actuarial value of such monthly pension or supplemental allowance payments shall be based on such tables and interest rates in effect at the time of retirement and consistent with those used in determining the amounts paid into the Pension Fund; provided, however, that effective on and after January 1, 1984, the actuarial value for purposes of this paragraph shall be determined based on the applicable interest rate(s) which would be used by the Pension Benefit Guaranty Corporation for purposes of determining the present value of lump sum benefits on plan termination and the

mortality rates for Healthy Lives used by the Pension Benefit Guaranty Corporation on plan termination; and further provided, however, that effective on and after January 1, 2000, the actuarial value for purposes of this paragraph shall be determined in accordance with the provisions of Appendix E as applicable for periods on and after January 1, 2000. Distributions pursuant to this Section 1(a)(7) made prior to January 1, 2000, shall be subject to the provisions of Appendix F.

444 Notwithstanding the foregoing, if benefit payments have commenced in the form of a joint and survivor benefit or a preretirement survivor benefit, no such lump sum shall be paid unless the employee and the spouse (or where the employee has died, the surviving spouse) consent in writing to such distribution.

445 (b) A pensioner who is reemployed by the Company shall continue to receive during such reemployment any monthly pension benefits to which the pensioner might otherwise be entitled. Upon the subsequent cessation of reemployment, the monthly pension benefits accrued, if any, by such pensioner during reemployment shall be actuarially reduced to reflect the monthly pension benefits received during such period of reemployment. For purposes of this Section 1(b), actuarial value, as of any determination date, shall be calculated on the basis of the UP-1984 Mortality Table and the applicable interest rates used by the Pension Benefit Guaranty Corporation as of the first day of the Plan Year in which the determination date occurs for purposes of determining the present value of lump sum benefits on plan termination. The foregoing is not applicable to the monthly pension benefits of a disability pensioner who recovers and returns to work, provision for whom is made in Article II, Section 5(e) and Article III, Section 3(d). No supplemental allowances shall be payable during any period of employment by the Company.

446 An employee who has received a cash refund distribution or an involuntary cash-out of Plan benefits may repay to the Plan such distribution plus interest (at a rate of 5% per annum up to January 1, 1988, thereafter at the rate of 120% of the Federal midterm rate (as described in Section 1274 of the Internal Revenue Code) as in effect on the first day of a Plan Year) at any time during the 5-year period following the employee's reemployment.

447 (c) In the event that it shall be found that any pensioner to whom a pension or supplemental allowance is payable is unable to care for his affairs because of illness or accident any payment due (unless prior claim therefore shall have been made by a duly qualified guardian or other legal representative), including benefits that would be suspended in accordance with Section 4 of this Article VII, may be paid to the spouse, parent, brother or sister or other person or party (including public or private institutions) deemed by the Company to have incurred expense for such pensioner otherwise entitled to payment. Any such payment shall be a payment for the account of the pensioner and shall be a complete discharge of any liability of the Plan therefore.

448 (d) An employee retired under Sections 1 or 2 of Article II with benefits commencing prior to January 1, 1962 may have elected at the time of actual retirement, and then only, and an employee retired under Section 5 of Article II with benefits commencing prior to January 1, 1962 may have elected or may elect at the age at which the employee's disability pension was or shall be redetermined in accordance with Section 5(d) of Article II, and then only, to receive benefits in a reduced amount payable during the life of the employee and thereafter during the life of the employee's surviving spouse. The amount of benefits so provided will be the actuarial equivalent, as determined by an actuary or a firm of actuaries chosen by the Company, of the benefits to which the employee alone would have been entitled from the Pension Fund at the time of his actual retirement, or at the age specified above in the case of retirement under Section 5 of Article II, and may be either of the following two benefits:

449 (1) A benefit from the Pension Fund providing
level monthly payments as long as either he or his spouse
shall live, or

450 (2) A benefit from the Pension Fund providing
level monthly payments as long as both he and his spouse
shall live, but reduced by one-third upon the death of
either.

451 Such election may be exercised only by notice in writing to
the Company, and such benefit shall be in lieu of the benefits
otherwise payable under this Plan.

Section 2--Retention of Deferred Pension if Separated

452 (a) Any employee who loses accumulated credited
service under the provisions of Article III, Section 3 by breaking
continuity of service on or after September 1, 1955, and who is
not eligible for or receiving any other type of retirement benefit
under the Plan, shall be eligible for a deferred pension if such
employee then has attained age 40 but not age 60 and provided
the credited service of such employee at separation is at least 10
years (5 years for an employee with an ERISA Hour of Service
on or after January 1, 1989.) The age 40 requirement herein
shall not apply to employees who lose accumulated credited
service on or after October 1, 1964. Any employee who breaks
continuity of service on or after January 1, 1976, and who is not
otherwise eligible for a deferred pension solely because the
employee has not accumulated 10 years of credited service (5
years for an employee with an ERISA Hour of Service on or
after January 1, 1989) under Article III, Section 1, 2, and 3, shall
be eligible for a deferred pension if the employee has
accumulated 10 years of ERISA Service Credits (5 years of
ERISA Service Credits for an employee with an ERISA Hour of
Service on or after January 1, 1989) under Article III, Section 5;
provided, however, the amount of such pension determined in
this Section 2 will be based solely on the years of credited
service rather than on the years of ERISA Service Credits.

453 (b) The monthly amount of such deferred pension
commencing at or after age 65 for an employee breaking
service:

454 (1) prior to February 1, 1959, shall be \$2.25
multiplied by the employee's credited service in effect at
the time of such loss of credited service less any such
service credited for any period prior to January 1 of the
year in which the employee attains or attained age 30;

455 (2) on or after February 1, 1959 and prior to
October 1, 1961, shall be \$2.50 multiplied by the
employee's credited service in effect at the time of such
loss of credited service less any such service credited for
any period prior to January 1 of the year in which the
employee attains or attained age 30;

456 (3) on or after October 1, 1961, shall be an amount
equal to the life income benefit determined in accordance
with Schedule F for each year of credited service, and
reduced as provided in Appendix C.

457 (c) A former employee who is eligible for a deferred
pension with benefits payable commencing on or after
January 1, 1962 may at the election of such former employee
receive either:

458 (1) a monthly pension commencing at or after age
65 determined in accordance with Sub-section (b) of this
Section 2, or

459 (2) a monthly pension commencing after age 60
and prior to age 65 determined in accordance with Sub-
section (b) of this Section 2, such pension being reduced
by 6/10 of 1 percent for each complete calendar month by
which such former employee is under age 65 at the date
the deferred pension commences, or

460 (3) for an employee breaking service on or after
January 1, 1976, a monthly pension commencing after age
55 and prior to age 60, when his combined years of age

BENEFITS

ARTICLE VII

(for this purpose the age shall be the age to the nearest 1/12 as of the commencement of benefits, with such age then converted to years and tenths) and years of credited service (as computed under Sections 1, 2, 3, and 4 of Article III) shall total 85 or more, determined in accordance with Sub-section (b)(3) of this Section 2 multiplied by a percentage as set forth in the following Table:

Age When Pension Commences	Percentage*
55	42.8%
56	46.8
57	51.2
58	55.5
59	59.6

*Prorated for intermediate ages computed on the basis of the number of complete calendar months by which the employee is under the age he will attain at his next birthday.

461 (4) The reductions in paragraphs (2) and (3), above, shall be made after, and in addition to, any reduction provided under Appendix C.

462 (d) The deferred pension shall be payable commencing the later of the first day of the month following the month (i) in which such employee attains the applicable age set forth in Section 2(c) of this Article VII, or (ii) during which the operation from which such employee last separated from the Company receives a written request from such former employee; provided that such written request shall be valid and effective only if it is filed with such operation not earlier than 60 days prior to the date such former employee first becomes eligible for such benefit, and, for such employee who broke his service prior to January 1, 1976, not later than his 70th birthday, otherwise no deferred vested pension benefit shall be payable at any time. Commencing January 1, 1965, if a former employee who is eligible for a deferred pension has not applied by the

90th day prior to the date he attains age 65, a notice will be sent to his last known address informing him of his right to apply for a deferred pension.

463 (e) If, prior to the commencement of deferred pension benefits, an employee is re-employed by the Company and acquires seniority after having qualified for a deferred pension in accordance with this Section 2, such employee shall, in lieu thereof, have reinstated the credited service in effect when such deferred pension was granted, provided such employee qualified for such reinstatement under Section 3(c) of Article III; otherwise, such employee shall have reinstated the credited service on which the deferred pension of such employee was based, except that such an employee who has seniority on or after October 1, 1967, and who shall make application for such credit, shall have reinstated all the credited service in effect when such deferred pension was granted; provided further that if an employee with 10 or more years of credited service (i) is re-employed by, and works for, the Company on and after February 1, 1971, and within 36 months of the date he incurred a break in continuity of service under Section 3 of Article III, and (ii) becomes disabled while employed by the Company prior to again acquiring seniority and such disability is continuous for a period of 6 months during which he makes proper application and submits medical evidence satisfactory to the Company that he is totally and permanently disabled as set forth in Section 5 of Article II, he will be deemed eligible for a disability pension under Section 5 of Article II as though he had been an employee with seniority throughout such disability period. The requirement of acquiring seniority shall have no application to an employee who is rehired on or after October 1, 1964 at the Company operation where he worked immediately prior to the break in credited service.

Section 3--Non-Alienation of Benefits

464 (a) The pension fund shall not in any manner be liable for or subject to the debts or liability of any employee, separated employee, retired employee, pensioner, or surviving spouse. Except as hereinafter provided, no right, benefit, pension, or supplemental allowance at any time under the Plan shall be

subject in any manner to alienation, sale, transfer, assignment, pledge or encumbrances of any kind. If any person shall attempt to, or shall, alienate, sell, transfer, assign, pledge or otherwise encumber accrued rights, benefits, pensions or supplemental allowances under the Plan or any part thereof, or if by reason of bankruptcy or other event happening at any time such benefits would otherwise be received or enjoyed by anyone else, the Company in its discretion may terminate the interest of such employee or pensioner, or surviving spouse, in any such benefit and instruct the trustee to hold or apply it to or for the benefit of such employee or pensioner, or surviving spouse, his or her spouse, children or other dependents, or any of them as the Company may instruct; provided, however, that any pensioner or surviving spouse shall have Federal and state Income Tax withheld pursuant to federal and state statutes or regulations unless, only with respect to Federal Income Tax, such person shall elect otherwise by submitting to the Company written authorization and direction acceptable to the Company. Notwithstanding the foregoing, payment of benefits shall be made in accordance with the provisions of a Qualified Domestic Relations Order within the meaning of Section 414(p) of the Internal Revenue Code and, effective as of January 1, 1997, the provisions of this Section 3(a) shall not apply to assignment or alienation of benefits pursuant to a judgment, decree, order or settlement agreement described in Section 401(a)(13)(C) of the Internal Revenue Code, or as otherwise permitted under applicable law.

465 (b) A Participant or beneficiary may direct that any portion of his Plan benefit be paid to a third party (which includes the Company and affiliates) in payment of amounts such as union dues; federal, state, or local tax withholding; a direct deposit to an account in a bank, savings and loan association, or credit union; and contributions under a life insurance, medical, or other employee benefit plan; provided that:

466 (1) Such payment direction will be revocable by the Participant or beneficiary at any time prior to the payment being made;

467 (2) The payment is for a category of payments for
which the Plan Administrator has authorized payment
direction; and

468 (3) Payments to third parties shall not exceed in
the aggregate 10% of any benefit payment, except that the
following payments shall not individually or in the
aggregate be subject to the 10% limitation:

469 (i) Payments (including but not limited to
contributions under a life insurance, medical, or
other employee benefit plan) directed to be made to
a third party who has filed a written
acknowledgment with the Plan Administrator
stating that the third party has no enforceable right
in, or to, any Plan benefit payment or portion
thereof (except to the extent of payments actually
received pursuant to the terms of the payment
direction);

470 (ii) Any arrangement for the withholding of
federal, state, or local tax;

471 (iii) Any arrangement for the recovery by the
Plan of overpayments of benefits previously
made to a Participant or beneficiary; and

472 (iv) Any arrangement for direct deposit to an
account in a bank, savings and loan
association, or credit union.

Section 4--Suspension of Benefits

473 All benefits payable under the Plan due to the inability to
effect the payment thereof shall remain payable to the recipient
thereof until such payments may be effected. Notwithstanding
any other provisions of the Plan, an employee entitled to receive
a pension or a supplemental allowance may, for personal
reasons and without disclosure thereof, request in writing that
payment of all or any part of such pension or supplemental
allowance otherwise payable to him hereunder be suspended for

any period. Upon receipt of such request, such suspension shall be authorized, in which event the employee shall retain the right to have the full pension or supplemental allowance otherwise payable to him hereunder reinstated upon written notice of his desire to revoke his prior request for a suspension under this Section. Any suspension requested hereunder by a retired employee of benefits payable to him under the Plan shall not affect benefits payable under any survivorship election he has made under the Plan.

Section 5--Deduction of Pension Over-payments

474 The amount of any payments of temporary benefits under the special early retirement provisions of Section 3(b)(2) or (3) of Article II or the disability retirement provisions of Section 5(d)(2) or (3), of Article II made after a pensioner shall have ceased to be entitled to receive such temporary benefits may be deducted from future monthly life income benefits payable to him under such provisions of the Plan.

Section 6--Limitation on Benefits

475 **(a) Limitations on Benefits Accrued Through December 31, 1982**

476 The pension benefits payable under this Plan to any employee, former employee or their surviving spouses on and after January 1, 1976 shall not exceed 100% of the employee's average compensation for the three consecutive calendar years during which the employee or former employee was both a Participant in the Plan and had the greatest aggregate compensation from the Company; provided, however, (a) for purposes of applying such limitation, the pension benefits shall be adjusted to an equivalent benefit in the form of a straight life annuity on the basis of reasonable actuarial assumptions, (b) the foregoing limitation shall not apply if the annual pension benefits payable with respect to such an employee or former employee under the Plan and under all other defined benefit plans of the Company do not exceed \$10,000 for the plan year, or for any prior plan year, and the employee or former employee never participated in a defined contribution plan maintained by

the Company and (c) in the case of an employee or former employee who has less than 10 years of credited service, that the 100% and \$10,000 limitations referred to above shall be such limitations multiplied by the employee's years of credited service and divided by 10.

477 **(b) Limitations on Benefit Accruals After**
478 **December 31, 1982, Through December 31, 1986**

478 (1) Basic Limitation. Subject to the adjustments hereinafter set forth, the maximum annual benefit payable in the form of a life annuity to an employee under this Plan and under any other qualified defined benefit plan maintained by the Company or by an affiliate shall not exceed the lesser of:

479 (i) \$90,000 or

480 (ii) 100 percent of the employee's average compensation for the three consecutive calendar years during which he participated in the Plan and had the greatest aggregate compensation.

481 (2) Adjustments to the Limitation. The limitation on the maximum pension required by Sub-section (a) shall be adjusted as follows:

482 (i) Cost-of-Living: The limitation shall be adjusted annually effective January 1, commencing January 1, 1988, for increases in the cost-of-living, in accordance with Regulations issued by the Secretary of the Treasury pursuant to the provisions of Section 415(d) of the Internal Revenue Code.

483 (ii) Payments At Ages Other Than Age 65: Notwithstanding the foregoing, (i) the maximum benefit payable to an employee commencing after his attainment of age 65 years shall be the actuarial equivalent of the maximum benefit payable at age 65 years, and (ii) if the benefit payable under the Plan to an employee commences prior to his

attainment of age 62 years, the dollar limitation specified above shall be adjusted in accordance with Treasury Regulations so that it equals the actuarial equivalent of such benefit commencing at age 62 years; provided that in no event shall the adjusted dollar limitation be less than \$75,000 if such benefit commences on or after age 55 years or less than the actuarial equivalent of \$75,000 commencing at age 55 years if such benefit commences prior to age 55 years.

484 (3) Limitation for Employees In a Combination of Qualified Plans. Notwithstanding the foregoing, if an employee in the Plan also is a participant in a defined contribution plan maintained by the Company or by an affiliate, the benefit payable to the employee under this Plan and the contributions made on his behalf under such defined contribution plan shall be determined in a manner consistent with Section 415 of the Internal Revenue Code, as follows:

485 (i) A fraction shall be determined which will equal the benefits accrued or payable to such employee under the Plan as of the end of the Plan Year divided by the "defined benefit limitation amount" in effect for that Year. The "defined benefit limitation amount" for any Plan shall be the lesser of (i) 1.25 multiplied by the dollar limitation in effect under Section 415(b)(1)(A) of the Internal Revenue Code for such Year, provided that in any Year in which the Plan would be a "top heavy" plan if 90 percent were substituted for 60 percent in Sub-section 8(b) below, 1.0 shall be substituted for 1.25, or (ii) 1.4 multiplied by 100 percent of the employee's average annual total compensation for the three consecutive Plan Years during which he actively participated in the Plan and during which his aggregate total compensation was the greatest; provided that such amount shall be appropriately

adjusted if necessary as provided in Section 415(b) of the Internal Revenue Code.

486 (ii) A fraction shall also be determined indicating the ratio of the employee's annual additions (as defined in Section 415(c)(2) of the Internal Revenue Code) under the defined contribution plans of the Company and its affiliates for each Plan Year to the aggregate of the "defined contribution limitation amount" in effect for each Year of the employee's employment by the Company and its affiliates. The "defined contribution limitation amount" for any Year shall be the lesser of (i) 1.25 multiplied by the dollar limitation in effect under Section 415(c)(1)(A) of the Internal Revenue Code for such Year, provided that in any Year in which the Plan would be a "top heavy" plan if 90 percent were substituted for 60 percent in Sub-section 8(b) below, 1.0 shall be substituted for 1.25, or (ii) 1.4 multiplied by 25 percent of the employee's total compensation for such year.

487 (iii) The benefits under this Plan shall be reduced (before reductions are made in contributions under the defined contribution plans of the Company and its affiliates) so that the sum of the fractions determined with respect to any employee in accordance with (i) and (ii) above will not exceed 1.0 (or such other applicable maximum amount permitted by law).

488 **(c) Limitations on Benefits Accrued After
December 31, 1986**

489 (1) Definitions. For purposes of this Section 6(c), the following definitions shall apply.

490 (i) "Adjustment Factor" shall mean the cost of living adjustment factor prescribed by the Secretary of the Treasury under Section 415(d) of

the Code for years beginning after December 31, 1987, applied to such items and in such manner as the Secretary shall prescribe.

491 (ii) “Affiliated Employer” shall mean the Employer and any corporation which is a member of a controlled group of corporations (as defined in Section 414(b) of the Code) which includes the Employer, any trade or business (whether or not incorporated) which is under common control (as defined in Section 414(c) of the Code) with the Employer, any organization (whether or not incorporated) which is a member of an affiliated service group (as defined in Section 414(m) of the Code) which includes the Employer, and any other entity required to be aggregated with the Employer pursuant to regulations under Section 414(o) of the Code.

492 (iii) “Current Accrued Benefit” shall mean a Participant’s accrued benefit under the Plan, determined as if the Participant had separated from service as of the close of the last Limitation Year beginning before January 1, 1987, when expressed as an annual benefit within the meaning of Section 415(b)(2) of the Code. In determining the amount of a Participant’s Current Accrued Benefit, the following shall be disregarded.

493 (aa) any change in the terms and conditions of the Plan after May 5, 1986, and

494 (bb) any cost of living adjustment occurring after May 5, 1986.

495 (iv) “Defined Benefit Dollar Limitation” shall mean the limitation set forth in Section 415(b)(1) of the Code.

496 (v) “Defined Contribution Dollar Limitation” shall mean: (A) for Plan Years

beginning before January 1, 1995, \$30,000 or, if greater, one-fourth of the Defined Benefit Dollar Limitation in effect for the Limitation Year; (B) for Plan Years beginning on and after January 1, 1995, the lesser of \$30,000 or 25 percent of the Participant's compensation, as set forth in Section 415(c) of the Internal Revenue Code; and (C) for Plan Years beginning on and after January 1, 2002, the lesser of \$40,000 or 100 percent of the Participant's compensation, as set forth in Section 415(c)(3) of the Code, provided that, effective January 1, 1998, "compensation" shall include any elective deferral (as defined in Section 402(g)(3) of the Code) or any amount which is contributed or deferred by the employer at the election of the Participant and which is not includible in the gross income of the Participant by reason of Sections 125, 132(f)(4) or 457 of the Code.

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(vi) "Employee" shall mean employees of the Employer and shall include leased employees within the meaning of Section 414(n)(2) of the Code. Notwithstanding the foregoing, if such leased employees constitute less than twenty percent of the Employer's nonhighly compensated work force within the meaning of Section 414(n)(1)(C)(ii) of the Code, the term "Employee" shall not include those leased employees covered by a plan described in Section 414(n)(5) of the Code unless otherwise provided by the terms of the Plan other than this Section 6(c).

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(vii) "Employee Contribution" shall mean contributions to the Plan made by a Participant during the Plan Year.

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(viii) "Employer" shall mean the entity that establishes or maintains the Plan, any other organization which has adopted the Plan with the

consent of such establishing employer, and any successor of such employer.

500 (ix) "Limitation Year" shall mean the limitation year specified in the Plan or, if none is specified, the calendar year.

501 (x) "Participant" shall mean any Employee of the Employer who has met the eligibility and participation requirements of the Plan.

502 (xi) "Social Security Retirement Age" shall mean the age used as the retirement age for the Participant under Section 216(l) of the Social Security Act, except that such section shall be applied without regard to the age increase factor, and as if the early retirement age under Section 216(l)(2) of such Act were 62.

503 (2) Adjustment to Defined Benefit Dollar Limitation for Early or Deferred Retirement.

504 (i) Adjustment for Early Retirement. If the retirement benefit of a Participant commences before the Participant's Social Security Retirement Age, but on or after age 62, the Defined Benefit Dollar Limitation shall be determined as follows

505 (A) If a Participant's Social Security Retirement Age is 65, the Defined Benefit Dollar Limitation for benefits commencing on or after age 62 is determined by reducing the Defined Benefit Dollar Limitation by 5/9 of one percent for each month by which benefits commence before the month in which the Participant attains age 65.

506 (B) If a Participant's Social Security Retirement Age is greater than 65, the Defined Benefit Dollar Limitation for

benefits commencing on or after age 62 is determined by reducing the Defined Benefit Dollar Limitation by 5/9 of one percent for each of the first 36 months and 5/12 of one percent for each of the additional months (up to 24 months) by which benefits commence before the month of the Participant's Social Security Retirement Age.

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(ii) Adjustment for Retirement Prior to Age 62. If the retirement benefit of a Participant commences prior to age 62, the Defined Benefit Dollar Limitation shall be the actuarial equivalent of a monthly benefit beginning at age 62, as determined above, reduced for each month by which benefits commence before the month in which the Participant attains age 62. The reduced age-adjusted dollar limit shall be the equivalent amount calculated using a 5% per annum interest rate and, for limitation years beginning before January 1, 2000, the UP-1984 Mortality Table, and for limitation years beginning on and after January 1, 2000, the "applicable mortality table" described in Section 807(d)(5)(A) of the Internal Revenue Code.

508

(iii) Adjustment for Deferred Retirement. If the retirement benefit of a Participant commences after the Participant's Social Security Retirement Age, the Defined Benefit Dollar Limitation shall be adjusted so that it is the actuarial equivalent of such dollar limitation beginning at the Social Security Retirement Age. The age-adjusted dollar limit shall be the equivalent amount computed using a 5% per annum interest rate and, for limitation years beginning before January 1, 2000, the UP-1984 Mortality Table, and for limitation years beginning on and after

January 1, 2000, the “applicable mortality table” described in Section 807(d)(5)(A) of the Internal Revenue Code.

509 (3) Adjustment of Limitation for Years of Service
or Participation.

510 (i) Defined Benefit Dollar
Limitation. If a Participant has completed
less than ten years of participation, the
Participant’s accrued benefit shall not exceed
the Defined Benefit Dollar Limitation as
adjusted by multiplying such amount by a
fraction, the numerator of which is the
Participant’s number of years (or part thereof)
of participation in the Plan, and the
denominator of which is ten.

511 (ii) Other Defined Benefit
Limitations. If a Participant has completed
less than ten years of service with the
Affiliated Employers, the limitations
described in Sections 415(b)(1)(B) and
415(b)(4) of the Code shall be adjusted by
multiplying such amounts by a fraction, the
numerator of which is the Participant’s
number of years of service (or part thereof),
and the denominator of which is ten.

512 (iii) Limitations on Reductions. In no
event shall Sections 6(c)(3)(i) and (ii) reduce
the limitations provided under Sections
415(b)(1) and (4) of the Code to an amount
less than one-tenth of the applicable
limitation (as determined without regard to
this Section 6(c)(3)).

513 (iv) Application to Changes in Benefit
Structure. To the extent provided by the
Secretary of the Treasury, this Section 6(c)(3)
shall be applied separately with respect to

each change in the benefit structure of the Plan.

514 (4) Preservation of Current Accrued Benefit Under Defined Benefit Plan.

515 (i) In General. This Section 6(c)(4) shall apply to defined benefit plans that were in existence on May 6, 1986, and that met the applicable requirements of Section 415 of the Code as in effect for all Limitation Years.

516 (ii) Protection of Current Accrued Benefit. If the Current Accrued Benefit of an individual who is a Participant as of the first day of the Limitation Year beginning on or after January 1, 1987, exceeds the benefit limitations under Section 415(b) of the Code (as modified by Sections 6(c)(2) and (3) above), then, for purposes of Section 415(b) and (e) of the Code, the Defined Benefit Dollar Limitation with respect to such individual shall be equal to such Current Accrued Benefit.

517 (5) Special Rules for Plans Subject to Overall Limitations Under Section 415(e) of the Internal Revenue Code for Plan Years beginning prior to January 1, 2000.

518 (i) Defined Contribution Plan Fraction. For purposes of computing the defined contribution plan fraction of Section 415(e)(1) of the Code, "Annual Addition" shall mean the amount allocated to a Participant's account during the Limitation Year as a result of:

519 (aa) Employer contributions,

520 (bb) Employee contributions,

BENEFITS

ARTICLE VII

- 521 (cc) Forfeitures, and
- 522 (dd) Amounts described in
Sections 415(l)(1) and 419A(d)(2) of
the Code.
- 523 (ii) Recomputation Not Required.
The Annual Addition for any Limitation Year
beginning before January 1, 1987, shall not
be recomputed to treat all Employee
Contributions as an Annual Addition.
- 524 (iii) Adjustment of Defined
Contribution Plan Fraction. If the Plan
satisfied the applicable requirements of
Section 415 of the Code as in effect for all
Limitation Years beginning before January 1,
1987, an amount shall be subtracted from the
numerator of the defined contribution plan
fraction (not exceeding such numerator) as
prescribed by the Secretary of the Treasury so
that the sum of the defined benefit plan
fraction and defined contribution plan
fraction computed under Section 415(e)(1) of
the Code (as revised by this Section 6(c))
does not exceed 1.0 for such Limitation Year.
- 525 (6) Effective Date of Section 6(c) Provisions. The
provisions of this Section 6(c) shall be effective for
Limitation Years beginning after December 31, 1986.
Notwithstanding any provision of the Plan to the contrary,
the combined plan limitations described in Section 415(e)
of the Internal Revenue Code and Section 6(b)(3) of the
Plan shall not apply for Plan Years beginning on and after
January 1, 2000.
- 526 **(d) Section 415 Limitations**

In addition to other limitations set forth in the Plan and notwithstanding any other provisions of the Plan, the accrued benefit, including the right to any optional benefit provided in

the Plan (and all other defined benefit plans required to be aggregated with this Plan under the provisions of Section 415 of the Internal Revenue Code), shall not increase to an amount in excess of the amount permitted under Section 415 of the Internal Revenue Code. Furthermore, no benefit payable under the Plan shall be increased as a result of any increase in the Section 415(b) limitation that by law is effective for any date after the retirement or other termination of employment of any Participant.

527

(e) Other Limitations

For benefits accruing in years beginning after December 31, 1988, the annual compensation of each employee taken into account under the plan shall not exceed \$200,000, adjusted for increases in the cost of living in accordance with regulations prescribed by the Secretary of the Treasury. Notwithstanding any other provision of the Plan, including the foregoing sentence: (i) for benefits accruing in years beginning after December 31, 1993, the annual compensation of each employee taken into account under the Plan shall not exceed \$150,000, adjusted for increases in the cost of living in accordance with regulations prescribed by the Secretary of the Treasury under Section 401(a)(17) of the Internal Revenue Code; and (ii) for benefits accruing in years beginning after December 31, 2001, the annual compensation of each employee taken into account under the Plan shall not exceed \$200,000, adjusted for increases in the cost of living in accordance with regulations prescribed by the Secretary of the Treasury under Section 401(a)(17) of the Internal Revenue Code.

528

Notwithstanding any other provision of the Plan, (i) for employees who retire or otherwise terminate employment in a year prior to 2002, the 401(a)(17) limitation that applies to each respective year for which compensation was paid shall be used to determine the limitation; and (ii) for employees who retire or otherwise terminate employment in 2002 or a year after 2002, the 401(a)(17) limitation in effect for such year of retirement or other termination of employment shall apply for

all determination periods prior to such year, as permitted by law.

Section 7--Qualified Domestic Relations Order

529 Notwithstanding any other provisions of the Plan, the amount of any monthly pension benefit otherwise payable under the Plan shall be reduced by the value of any past and future benefits paid or payable to any alternate payee(s) pursuant to a Qualified Domestic Relations Order within the meaning of Section 414(p) of the Internal Revenue Code.

530 In determining the amount to be paid to such alternate payee(s), if applicable, and the remaining benefit entitlement payable under the Plan, an interest rate of 7% per annum and the mortality rates for Healthy Lives used by the Pension Benefit Guaranty Corporation on plan termination in effect at the time benefits become payable to any alternate payee(s) (which for determination dates on or after November 1, 1993 is the 1983 Group Annuity Mortality Table) shall be used.

Section 8--Top Heavy Rules

531 (a) Key Employees for Plan Years Beginning Prior to January 1, 2002. An employee or former employee shall be a "key employee" for any Plan Year if during such Plan Year or during any of the four preceding Plan Years the employee is (i) an officer of the Company or an affiliate having an annual compensation greater than 50 percent of the amount in effect under Section 415(b)(1)(A) of the Internal Revenue Code for any such Plan Year, (ii) one of the ten employees having annual compensation from the Company or an affiliate of more than the limitation in effect under Section 415(c)(1)(A) of the Internal Revenue Code and owning (or considered as owning within the meaning of Section 318 of the Internal Revenue Code) the largest interests in the Company, (iii) a 5-percent owner of the Company, or (iv) a 1-percent owner of the Company having annual compensation from the Company or an affiliate of more than \$150,000. For purposes of this section, "compensation" shall mean compensation as defined in Section 415(c)(3) of the Code, provided that, effective January 1, 1998, "compensation"

shall include any elective deferral (as defined in Section 402(g)(3) of the Code) or any amount which is contributed or deferred by the employer at the election of the Participant and which is not includible in the gross income of the Participant by reason of Sections 125, 132(f)(4) or 457 of the Code.

532 (b) Key Employees for Plan Years Beginning On and After January 1, 2002. An employee or former employee shall be a "key employee" for any Plan Year if during such Plan Year the employee is (i) an officer of the Company having annual compensation greater than \$130,000 (as adjusted under Section 416(i)(1) of the Internal Revenue Code for Plan Years beginning after December 31, 2002); (ii) a 5-percent owner of the Company; or (iii) a 1-percent owner of the Company having annual compensation from the Company of more than \$150,000.

533 The determination of whether an employee meets the definition of a "key employee" shall be made by the application of Section 416(i) of the Internal Revenue Code. If the number of officers exceeds 50, only the 50 officers with the highest compensation shall be considered key employees and if the number of officers is less than 50, the number of officers considered key employees shall not exceed the greater of three such officers or ten percent of all employees. For the purposes of this Section 8, the rules of Section 414(b), (c) and (m) of the Internal Revenue Code shall not apply for determining ownership in the Company. The beneficiary of a key employee shall be considered a key employee.

534 (c) Top-Heavy Plan. The Plan will be considered a "top-heavy plan" for any Plan Year commencing after December 31, 1983 if as of the last day of the preceding Plan Year (the "determination date") the sum of (i) the present value (using the interest rate which would be used by the Pension Benefit Guaranty Corporation for purposes of determining the present value of benefits on plan termination and the mortality rates for Healthy Lives used by the Pension Benefit Guaranty Corporation on plan termination) of the aggregate cumulative accrued benefits for key employees under the Plan and all other defined benefit plans in an aggregation group of plans (as

described in Sub-section (d) below), and (ii) the aggregate of the accounts of all key employees under all defined contribution plans in an aggregation group of plans, exceeds 60 percent of such sum determined for all participants under all such plans, excluding participants who are former key employees. There shall be included in the determination of an employee's accrued benefits and accounts under such Plans any amounts distributed to him during the preceding five year period. Notwithstanding the foregoing, if any individual has not received any compensation from the Company or its affiliates (other than benefits under the plans) at any time during the five-year period ending on the determination date, any accrued benefits for such individual (and the accounts of such individual) shall not be included for purposes of this Section. For Plan Years beginning on and after January 1, 2002, the present value of accrued benefits and the amounts of account balances of an employee as of the determination date shall be increased by the distributions made with respect to the employee under the Plan and any plan aggregated with the Plan under Section 416(g)(2) of the Internal Revenue Code during the one-year period ending on the determination date. The preceding sentence shall also apply to distributions under a terminated plan which, had it not been terminated, would have been aggregated with the Plan under Section 416(g)(2)(A)(i) of the Internal Revenue Code. In the case of a distribution made for a reason other than for termination of employment, death or disability, this provision shall be applied using the five-year period. The accrued benefits and accounts of any individual who has not performed services for the Company during the one-year period ending on the determination date shall not be taken into account. Furthermore, for all Plan Years, a rollover contribution initiated by an employee and made to any plan in an aggregation group of plans shall not be taken into account for purposes of determining whether the Plan is a top-heavy plan. Effective as of the first day of the first Plan Year beginning after December 31, 1986, solely for the purpose of determining if the Plan, or any other plan included in a required aggregation group of which this Plan is a part, is top-heavy (within the meaning of Section 416(g) of the Code) the accrued benefit of an employee other than a key employee (within the meaning of Section 416(i)(1) of the Code) shall be determined under (A) the

method, if any, that uniformly applies for accrual purposes under all plans maintained by the Affiliated Employers, or (B) if there is no such method, as if such benefit accrued not more rapidly than the slowest accrual rate permitted under the fractional accrual rate of Section 411(b)(1)(C) of the Code. For purposes of the immediately preceding sentence,

535 (1) "Affiliated Employer" shall mean the Employer and any corporation which is a member of a controlled group of corporations (as defined in Section 414(b) of the Code) which includes the Employer, any trade or business (whether or not incorporated) which is under common control (as defined in Section 414(c) of the Code) with the Employer, any organization (whether or not incorporated) which is a member of an affiliated service group (as defined in Section 414(m) of the Code) which includes the Employer, and any other entity required to be aggregated with the Employer pursuant to regulations under Section 414(o) of the Code.

536 (2) "Employer" shall mean the entity that establishes or maintains the Plan, any other organization which has adopted the Plan with the consent of such establishing employer, and any successor of such employer.

537 (d) Aggregation Groups. All plans in a required aggregation group of plans shall be considered to be top-heavy plans if either the required or permissive aggregation group of plans is determined to be top-heavy under Sub-section (b) above. If the required or permissive aggregation group of plans is not a top-heavy group, no plans in the group shall be considered to be top-heavy plans. A "required aggregation group of plans" shall include each plan in which a key employee participates and any other plan which enables any plan in which a key employee participates to meet the coverage and nondiscrimination requirements of Sections 401(a)(4) or 410 of the Internal Revenue Code. A "permissive aggregation group of plans" shall include all plans in the required aggregation group plus any other plans which satisfy the requirements of Sections 401(a)(4) and 410 of the Internal Revenue Code when

considered together with the required aggregation group of plans.

538 (e) Special Vesting Schedule for Monthly Deferred Vested Benefits. Notwithstanding the provisions of Section 2 of this Article VII, an employee who is employed by the Company or an affiliate when the Plan is considered a top-heavy plan shall be eligible to receive a monthly deferred vested benefit equal to his vested percentage, determined in accordance with the following table based on his years of ERISA Service Credits, of the monthly deferred vested benefit he otherwise would be entitled to under Section 2 of this Article VII based upon his years of credited service if he had accumulated ten years of ERISA Service Credits:

If the Participant's Number of Years of ERISA Service Credits Equals:	His Vested Percentage Shall Be:
Less than 3	0%
3 or more	100%

If the Plan becomes a top-heavy plan and subsequently ceases to be a top-heavy plan, the benefits of employees who become vested under this special vesting schedule shall be determined as follows:

539 (1) An employee with less than three years of ERISA Service Credits on the date the Plan ceases to be a top-heavy plan shall retain his vested interest as determined under the special vesting schedule as of such date.

540 (2) A Participant with three or more years of ERISA Service Credits on the date the Plan ceases to be a top-heavy plan shall be entitled to continue under the special vesting schedule.

541 (f) Special Minimum Benefits. Notwithstanding the provisions of Article II, an employee's normal or early

retirement benefit (or, if applicable, his monthly deferred vested benefit commencing on his normal retirement date) shall not be less than an amount equal to 3.0 percent of his Final Average Salary multiplied by the aggregate of his number of full and fractional years of credited service (not in excess of ten such years) in all Plan Years for which the plan is considered a top-heavy plan. For all purposes of the Plan, for each Plan Year for which the Plan is considered a top-heavy plan, compensation in excess of \$200,000 or such other maximum amount as may be permitted from time to time by the Secretary of the Treasury or his delegate or by law shall be disregarded. For Plan Years beginning on or after January 1, 2002, any service with the Employers shall be disregarded to the extent that such service occurs during a Plan Year when the Plan benefits (within the meaning of Section 410(b) of the Internal Revenue Code) no key employee or former key employee.

542 (g) Special Distribution Rules. In the case of an employee who is a 5 percent owner as defined in Section 416(i) of the Internal Revenue Code, payment of his benefits must commence no later than April 1 of the calendar year following the calendar year in which he attains age 70-1/2 years regardless of whether or not such employee has actually retired from the employ of the Company, and no amount attributable to Company contributions made on behalf of an employee while he was a 5 percent owner shall be distributed to such employee before he attains age 59-1/2 years unless such distribution is a result of the employee's disability within the meaning of Section 72(m)(7) of the Internal Revenue Code. In the case of an employee who is not a 5 percent owner, payment of his benefits must commence no later than the sixtieth day after the end of the calendar year in which the employee attains age 65 or terminates employment, whichever occurs later. Effective for calendar years beginning with the 2003 calendar year, this section shall be subject to the provisions of Appendix G, Model Plan Amendment 2 To Comply With Rev. Proc. 2002-29, Minimum Distribution Requirements.

Section 9--Payment of Benefits After Age 70-1/2

Notwithstanding any other provision of the Plan:

543 (a) In the case of an employee who is otherwise eligible for monthly retirement benefits under the Plan and who has attained age 70-1/2 on or after January 1, 2003 (if such employee is not a 5-percent owner) and who has not retired or otherwise incurred a break in seniority, the monthly life income benefit payable under the Plan shall begin no earlier than the employee's termination of employment with the Company and no later than April 1 of the calendar year following the calendar year in which the employee terminates employment with the Company.

544 (b) In the case of an employee who is otherwise eligible for monthly retirement benefits under the Plan and who has attained age 70-1/2 on or after January 1, 1988 but (for an employee who is not a 5-percent owner) prior to January 1, 2003, and who has not retired or otherwise incurred a break in seniority, the monthly life income benefit payable under the Plan shall commence in accordance with subsection (1) or (2) below, whichever is applicable:

545 (1) With respect to an employee who either (i) is a 5-percent owner or (ii) attains or attained age 70-1/2 on or after January 1, 1988 but prior to January 1, 1996, or on or after January 1, 1999 but prior to January 1, **2001**, benefit payments shall begin no later than April 1 of the calendar year following the calendar year in which such employee attains age 70-1/2 (except that for an employee who attained age 70-1/2 during calendar year 1988, the required beginning date shall be April 1, 1990) in an amount determined under Article II, Section 1 as though the employee had retired with benefits commencing as of and retroactive to the January 1 of the year in which such beginning date occurs.

546 (2) With respect to an employee who attains age 70-1/2 on or after January 1, 1996 but prior to January 1, 1999, or on and after January 1, 2001 but prior to January 1, 2003, such payments shall begin no later than April 1 of the calendar year following the calendar year in which such employee attains age 70-1/2 (except as provided

below in this paragraph). Any such employee (other than a 5-percent owner) may elect by April 1 of the calendar year following the calendar year in which such employee attains age 70-1/2 (or by December 31, 1997 in the case of an employee who attains age 70-1/2 in 1996) to defer commencement of benefit payments under the Plan until the calendar year following the calendar year in which the employee retires. If no such election is made, the employee will begin receiving benefit payments by the April 1 of the calendar year following the calendar year in which such employee attains age 70-1/2 (or by December 31, 1997 in the case of an employee who attains age 70-1/2 in 1996) in an amount determined under Article II, Section 1 as though the employee had retired with benefits commencing as of and retroactive to the January 1 of the year in which such beginning date occurs.

547 (c) The monthly life income benefit payable under this Section 9 shall be reduced to include survivorship, as provided in Article II, Section 16 as though the employee had retired on the commencement date of payment hereunder, provided, however, that such automatic survivor election may be waived prior to the commencement date in accordance with the procedures set forth in Article II, Section 16(h).

548 (d) Any increase in the employee's monthly life income benefit by reason of increases in the applicable rates or additional credited service after such benefit has begun pursuant to this Section 9 ("Additional Benefit Accruals"), shall begin no later than April 1 of each succeeding calendar year during the continued employment of such employee, based on the applicable rates and additional credited service as of each respective prior January 1, provided, however, that such Additional Benefit Accruals shall be reduced by the actuarial value of the sum of all cash distributions received by any otherwise eligible employee prior to his actual retirement under this Plan.

549 (e) Distribution of benefits pursuant to this Section 9 shall be made in accordance with such further regulations prescribed by the Secretary of Treasury, pursuant to Section

401(a)(9) of the Internal Revenue Code (or other Section of the Internal Revenue Code governing required payments from a defined benefit pension plan before an employee's retirement). An employee's accrued benefit is actuarially increased to take into account the period after age 70-1/2 in which the employee does not receive any benefits under the Plan. The actuarial increase begins on the April 1 following the calendar year in which the employee attains age 70-1/2 (January 1, 1997 in the case of an employee who attained age 70-1/2 prior to 1996), and ends on the date on which benefits commence after termination of employment in an amount sufficient to satisfy Section 401(a)(9) of the Internal Revenue Code. In addition, actuarial increases apply even during the period that an employee is in suspendible service as determined in accordance with Section 203(a)(3)(B) of ERISA and Section 411(a)(3)(B) of the Code. Furthermore, if distributions commence before the Participant's death, the remaining interest will be distributed at least as rapidly as under the method being used at the date of the Participant's death.

550 (f) For purposes of this Section 9, the actuarial value, as of any determination date, shall be calculated on the basis of the UP-84 mortality table and the applicable interest rate(s) used by the Pension Benefit Guaranty Corporation (PBGC) as of the first day of the Plan Year in which the determination date occurs for purposes of determining the present value of lump sum benefits on plan termination.

551 (g) Effective for calendar years beginning with the 2003 calendar year, this section shall be subject to the provisions of Appendix G, Model Plan Amendment 2 To Comply With Rev. Proc. 2002-29, Minimum Distribution Requirements.

Section 10--Required Distributions

552 Effective as of January 1, 1989, in the event of an employee's death, any survivor benefits will be distributed within five years after the death of the employee or will commence not later than one year after the death of the employee over the life expectancy of the designated beneficiary,

provided that if the designated beneficiary is the surviving spouse of the employee, the commencement of such benefits may be deferred until the date on which the employee would have attained age 70-1/2. Effective for calendar years beginning with the 2003 calendar year, this section shall be subject to the provisions of Appendix G, Model Plan Amendment 2 To Comply With Rev. Proc. 2002-29, Minimum Distribution Requirements.

Section 11--Direct Rollover Option

553 Notwithstanding any provision of the Plan to the contrary that would otherwise limit an election under this Section 11, a distributee (as defined below) may elect, at the time and in the manner prescribed by the Company, to have any portion of an eligible rollover distribution (as defined below) paid directly to an eligible retirement plan (as defined below) specified by the distributee in a direct rollover (as defined below). For purposes hereof:

554 (a) An “eligible rollover distribution” means any distribution made on or after January 1, 1993, of all or any portion of the benefits payable to the distributee; provided that an eligible rollover distribution does not include (i) any distribution that is one of a series of substantially equal periodic payments (not less frequently than annually) made for the life (or life expectancy) of the distributee or the joint lives (or joint life expectancies) of the distributee and the distributee’s designated beneficiary, or for a specified period of ten years or more, (ii) any distribution to the extent such distribution is required under Section 401(a)(9) of the Internal Revenue Code, (iii) effective January 1, 2001, any hardship distribution described in Section 401(k)(2)(B)(i)(IV) of the Internal Revenue Code, (iv) the portion of any distribution that is not includible in gross income (determined without regard to the exclusion for net unrealized appreciation with respect to employer securities), and (v) any distribution of less than \$200. Effective January 1, 2002, a portion of a distribution shall not fail to be an eligible rollover distribution merely because the portion consists of after-tax employee contributions which are not includible in gross income.

However, such portion may be transferred only to an individual retirement account or annuity described in Section 408(a) or (b) of the Internal Revenue Code, or to a qualified defined contribution plan described in Section 401(a) or 403(a) of the Internal Revenue Code that agrees to separately account for amounts so transferred, including separately accounting for the portion of such distribution which is includible in gross income and the portion of such distribution which is not so includible.

555 (b) An “eligible retirement plan” means an individual retirement account described in Section 408(a) of the Code, an individual retirement annuity described in Section 408(b) of the Code, an annuity plan described in Section 403(a) of the Code, or a qualified trust described in Section 401(a) of the Code, that is established or maintained for the benefit of the distributee and that accepts the distributee’s eligible rollover distribution, or, effective January 1, 2002, an annuity contract described in Section 403(b) of the Internal Revenue Code or an eligible plan under Section 457(b) of the Internal Revenue Code which is maintained by a state, political subdivision of a state, or any agency or instrumentality of a state or political subdivision of a state and which agrees to separately account for amounts transferred into such plan from this Plan and that accepts the distributee’s eligible rollover distribution. However, in the case of an eligible rollover distribution to the surviving spouse of a participant, an eligible retirement plan is an individual retirement account or individual retirement annuity; provided that, effective January 1, 2002, the definition of eligible retirement plan shall also apply in the case of a distribution to a surviving spouse, or to a spouse or former spouse who is the alternate payee under a qualified domestic relations order (as defined in Section 414(p) of the Internal Revenue Code).

556 (c) A “distributee” includes an employee or former employee. In addition, the employee’s or former employee’s surviving spouse and the employee’s or former employee’s spouse or former spouse who is the alternate payee under a Qualified Domestic Relations Order, as defined in Section

414(p) of the Code, are distributees with regard to the interest of the spouse or former spouse.

557 (d) A “direct rollover” is a payment by the Plan to the eligible retirement plan specified by the distributee.

558 Each distributee shall be given at least 30 days after receiving notice of eligibility for an eligible rollover distribution to elect a distribution or a direct rollover and also shall receive all other applicable notices regarding the distribution and forms of distribution available to the distributee under the Plan and under Sections 401(a)(11) and 417 of the Internal Revenue Code. If a distributee, after receiving the notice hereunder, affirmatively elects a distribution or a direct rollover, such a distribution or direct rollover may be made less than 30 days after the notice of eligibility to elect a distribution or direct rollover is given hereunder.

Section 12—Automatic Rollover

559 **In the event of a mandatory distribution (determined in accordance with Section 401(a)(31)(B) of the Code) made to a participant on or after March 28, 2005, prior to the participant attaining normal retirement age, in an amount greater than \$1,000 in accordance with the provisions of Section 1(a)(7) of Article VII, if the participant does not elect to have such distribution paid directly to an eligible retirement plan specified by the participant in a direct rollover or to receive the distribution directly in accordance with this Article VII, including but not limited to Section 11, then the Plan Administrator will pay the distribution in a direct rollover to an individual retirement plan designated by the Plan Administrator.**

**ARTICLE VIII
MISCELLANEOUS PROVISIONS**

Section 1--No Enlargement of Employment Rights

560 The Company's rights to discipline or discharge employees shall not be affected by reason of any of the provisions of the Plan.

Section 2--Government Approval

561 This Plan as amended is designed to qualify as an exempt plan under the provisions of Sections 401, 404, and 501 (a) or other applicable provisions of the Internal Revenue Code, and to meet the requirements of ERISA. Any modification or amendment of the Plan may be made retroactively, if necessary or appropriate, to qualify or maintain the Plan as a plan and trust meeting the requirements of Sections 401, 404, and 501 (a) of the Internal Revenue Code, as now in effect or hereafter amended, or any other applicable provisions of the federal tax laws as now in effect or hereafter amended or adopted, and the regulations issued thereunder, or to meet the requirements of ERISA and the regulations issued thereunder.

Section 3--Stockholders' Approval

562 The Plan is agreed to in the management's belief that it does not require approval of stockholders of the Company. If, however, a court of competent jurisdiction should hold to the contrary, or if for other reasons, in the opinion of the management it becomes necessary to have stockholder approval of the Plan, it will be submitted to stockholders at the earliest practical date and the Company's course of action thereafter will be guided by stockholder action. If the Plan is submitted to the stockholders, the management will recommend its approval.

563 Should stockholder approval be sought, payments under the Plan will be continued pending stockholder action, unless such continued payments are forbidden by court decree.

ARTICLE IX ADMINISTRATION

564 The Company shall be the Plan Administrator and shall be responsible for the general administration of the Plan and for carrying out the provisions thereof.

565 The Company shall also be the named fiduciary with respect to the Plan and may delegate to and allocate among various officers, employees, committees and pension boards of the Company authority, as well as rights of delegation and allocation, to carry out such of its responsibilities as it deems proper to the extent permitted by ERISA.

ARTICLE X AMENDMENT AND TERMINATION

Section 1--Amendment

566 The Company reserves the right to amend, modify, suspend or terminate the Plan by action of its Board of Directors. Except as provided in Article V, Section 3, no such action shall operate to recapture for the Company any contributions previously made to the Pension Fund under the Plan, nor, except to the extent necessary to meet the requirements of the Internal Revenue Service or any other governmental authority, to affect adversely the pensions or supplemental allowances of employees already retired or the Pension Fund then securing such pensions or supplemental allowances.

Section 2--Disposition of Pension Fund

567 (a) In the event of the complete or partial discontinuance of the Plan, the interests of affected employees in their benefits accrued under the Plan, to the extent then funded, shall be fully vested and non-forfeitable, and the assets then remaining in the Pension Fund, after providing the expenses of the Plan, shall be allocated, to the extent that they shall be sufficient, for the purpose of paying benefits (based on credited service to the date

of discontinuance of the Plan) in the order of precedence set forth in Section 2(a)(1)-(4) below. Notwithstanding the foregoing, in the event of the termination of the Plan, after payment of all expenses of administration and liquidation allocable to Plan assets, Plan assets remaining shall be allocated and distributed to employees and other Participants to provide their benefits accrued to date of Plan termination, to the extent of the sufficiency of Plan assets, in accordance with the provisions of Section 4044 of the Employee Retirement Income Security Act of 1974, as amended:

568 (1) First, in the case of benefits payable as an annuity --

569 (i) In the case of the benefit of a Participant or beneficiary which was in pay status as of the beginning of the 3-year period ending on the termination date of the Plan, to each such benefit, based on the provisions of the Plan (as in effect during the 5-year period ending on such date) under which such benefit would be the least.

570 (ii) In the case of a Participant's or beneficiary's benefit (other than a benefit described in sub-section (a)(1)(i) which would have been in pay status as of the beginning of such 3-year period if the Participant had retired prior to the beginning of the 3-year period and if his benefits had commenced (in the normal form of annuity under the Plan) as of the beginning of such period, to each such benefit based on the provisions of the Plan (as in effect during the 5-year period ending on such date) under which such benefit would be the least.

571 For purposes of sub-section (a)(1)(i), the lowest benefit in pay status during a 3-year period shall be considered the benefit in pay status for such period.

ARTICLE X

AMENDMENT AND TERMINATION

572 (2) Second, to all other benefits (if any) of individuals under the Plan which are guaranteed under the plan termination insurance provisions of the Employee Retirement Income Security Act of 1974 determined without regard to Section 4022B(a) of said Act.

573 (3) Third, to all other nonforfeitable benefits under the Plan.

574 (4) Fourth, to all other benefits under the Plan.

575 (b)(1) The amount allocated under any of the preceding subsections of this Section 2 with respect to any benefit shall be properly adjusted for any allocation of assets with respect to that benefit under a prior subsection of this Section 2.

576 (2) If the assets available for allocation under subsections (a)(1) and (a)(2) are insufficient to satisfy in full the benefits of all individuals which are described in such subsections, the assets shall be allocated pro rata among such individuals on the basis of the present value (as of the termination date) of their respective benefits described in such subsections.

577 (3) If the assets available for allocation under subsection (a)(3) are not sufficient to satisfy in full the benefits of individuals described therein:

578 (i) Except as provided in subsection (b)(3)(ii), the assets shall be allocated to the benefits of individuals described in subsection (a)(3) on the basis of the benefits of individuals which would have been described in subsection (a)(3) under the Plan as in effect at the beginning of the 5-year period ending on the date of the Plan's termination.

579 (ii) If the assets available for allocation under subsection (b)(3)(i) are sufficient to satisfy in full the benefits described therein

(without regard to this subsection (b)(3)(ii)), then for purposes of subsection (b)(3)(i), benefits of individuals described therein shall be determined on the basis of the Plan as amended by the most recent Plan amendment effective during such 5-year period under which the assets available for allocation are sufficient to satisfy in full the benefits of individuals described in subsection (b)(3)(i), and any assets remaining to be allocated under such subsection shall be allocated under subsection (b)(3)(i) on the basis of the Plan as amended by the next succeeding Plan amendment effective during such period.

580 (c) If the Secretary of the Treasury determines that the allocation made pursuant to this Section 2 results in discrimination prohibited by Section 401(a)(4) of the Internal Revenue Code of 1986, as it may be subsequently amended, then, if required to prevent the disqualification of the plan (or any trust under the plan) under Section 401(a), 403(a), or 405(a) of such Code the assets allocated shall be reallocated to the extent necessary to avoid such discrimination.

581 (d) Anything in the Plan which might be construed to the contrary notwithstanding, however, it shall be impossible at any time prior to the satisfaction of all liabilities with respect to employees under the Plan for any part of the corpus or income of the Pension Fund to be used for, or diverted to, purposes other than for the exclusive benefit of the employees. If the allocations produce a pension of less than \$40 a year for any person, the trustee may pay in lieu of a pension a lump sum of equivalent actuarial value.

Section 3--Mergers, Consolidations or Transfer of Assets or Liabilities

582 In the case of any merger or consolidation of the Plan with, or transfer of assets or liabilities of the Plan to, any other Plan after September 2, 1974, each Participant in the Plan would, if the Plan then terminated, receive a benefit immediately after the

merger, consolidation, or transfer which is equal to or greater than the benefit he would have been entitled to receive immediately before the merger, consolidation, or transfer, if the Plan had then terminated.

ARTICLE XI DEFINITIONS

583 **1. Employee**

Any person regularly employed by the Company, except

584 (1) temporary employees,

585 (2) employees represented by a labor organization which has not signed an agreement making this Plan applicable to such employees,

586 (3) employees in any class, unit or division of the Company, to the extent and during the time excluded by the Company because of the existence of a separate pattern of employee benefits within a particular area, operation or industry,

587 (4) leased employees as defined under Section 414(n) of the Internal Revenue Code. Notwithstanding any other provisions of the Plan, effective for service performed after December 31, 1986,

588 (i) for purposes of the pension requirements of Section 414(n)(3) of the Code, the employees of the Company shall include leased employees as defined in this Section 1(4); and

589 (ii) a leased employee within the meaning of Section 414(n)(2) of the Code shall become a Participant in, or accrue benefits under, the Plan based on service as a leased employee only as provided in provisions of the Plan

other than Section 1(4)(i) and this Section 1(4)(ii).

590 Notwithstanding the foregoing, effective as of the first day of the first Plan Year beginning after December 31, 1986, if such leased employees constitute less than twenty percent of the Company's nonhighly compensated workforce within the meaning of Section 414(n)(1)(C)(ii) of the Code, the term "employee" shall not include those leased employees covered by a plan described in Section 414(n)(5) of the Code unless otherwise provided by the terms of the Plan. Effective as of the first Plan Year beginning after December 31, 1996, for purposes of this Plan, the term "leased employee" shall mean any person (other than an employee of the recipient) who pursuant to an agreement between the recipient and any other person has performed services for the recipient (or for the recipient and related persons determined in accordance with Section 414(n)(6) of the Code) on a substantially full-time basis for a period of at least 1 year, and such services are performed under primary direction or control by the recipient.

591 **2. Effective Date of Plan**

September 1, 1955.

592 **3. Trustee or Insurance Company**

The bank or banks, trust or insurance company or companies or any combination thereof designated by a trust agreement or contract as the medium for financing the Plan.

593 **4. Continuity of Service**

Continuity of service means the period following completion of any probationary period and dating back to the most recent date of hire by the Company and subsequent to which there has been no break in service as determined by the Company.

594 **5. Unreduced Federal Social Security Benefit**

An unreduced Federal Social Security benefit for age or disability means a benefit determined and payable under Title II of the Federal Social Security Act, as now in effect or as hereafter amended, without any reduction being made therefrom except that any such benefit payable for disability shall be deemed to be unreduced for the purpose of applying the provisions of the Plan.

595 **6. Calendar Year**

The term "calendar year" shall be interpreted as payroll year under Article III when appropriate Company records are maintained on such basis.

596 **7. Life Income Benefit**

"Life income benefit" means the portion of the pension benefits provided in Article II that continues to be payable, subject to the provisions of the Plan, to a pensioner during his lifetime.

597 **8. Temporary Benefit**

"Temporary benefit" means the portion of the pension benefits provided in Article II that is terminated upon the earlier of the pensioner's attainment of age 65 (age 62 for employees retired with benefits commencing on and after March 1, 1974) or becoming eligible for an unreduced Federal Social Security benefit.

598 **9. Optional Survivor Benefits**

"Optional survivor benefits" are those benefits provided pursuant to the provisions of Section 9 or Section 10 of Article II.

599 **10. Benefit Class Code**

"Benefit class code" means that classification for determining the life income benefit pursuant to the provisions of Section (1)(b)(3) of Article II.

600 **11. "ERISA"** means the Employee Retirement Income Security Act of 1974, as amended.

601 **12. "ERISA Service Credits"** means service credits as described in Section 5 of Article III.

602 **13. "Plan Year"** means a calendar year as defined in Section 6 of this Article XI.

603 **14. "Retirement Equity Act"** means the Retirement Equity Act of 1984, as amended.

604 **15. "Age 62 and one month"** means age 62 and one month except that for purposes of determining the month for which the Temporary Benefit provided in Article II, Sections 3 and 5 and the Supplemental Allowance provided in Article VI shall cease and the month for which the Regular Early Retirement Benefit provided in Article II, Section 2 shall be redetermined, it shall mean age 62 if both a Temporary Benefit or Supplemental Allowance under the Plan and reduced Old Age Benefit under the Federal Social Security Act could otherwise be payable.

605 **16. "Internal Revenue Code" or "Code"** shall mean the Internal Revenue Code of 1986, as amended, or any successor thereof at the time in effect.

**APPENDIX A
UAW**

606 A Benefit Class Code for the sole purpose of the determination of life income benefit rates under Article II of the Non-Contributory Retirement Plan Agreement is established as follows:

607 (1) For employees retired with benefits commencing prior to October 1, 1974, the benefit class codes shall be:

Benefit Class Code	Job Classification
A	Daywork 1-7, Piecework 1-4, and Salaried 1-5
B	Daywork 8-9, Piecework 5-7, and Salaried 6
C	Daywork 10-17, Piecework 8-25, Salaried 7-15, and Rate Ranges RA-RM

608 (2) For employees retired with benefits commencing on or after October 1, 1974, the benefit class codes shall be:

Benefit Class Code	Job Classification
A	Daywork 1-7, Piecework 1-4, and Salaried 1-5
B	Daywork 8-9, Piecework 5-7, and Salaried 6
C	Daywork 10-13 Piecework 8-16, and Salaried 7-9
D	Daywork 14-17, Piecework 17-25, Salaried 10-15, and Rate Ranges RA-RM (for employees actively employed on or after September 30, 1974)

APPENDIX B

**APPENDIX B
UAW**

609 For the sole purpose of Article III, Section 4 of the Plan, all the job classifications specifically listed herein, which are authorized for use at the following plants for the respective bargaining units at Louisville Plant, Louisville, Kentucky, Indianapolis Plant, Indianapolis, Indiana, and Memphis Plant, Memphis, Tennessee, may be designated Foundry Jobs. Such designation as a Foundry Job will apply only to these classifications at the above-specified plant locations under the conditions specifically set forth herein. No other job classification shall be designated Foundry Jobs.

610 **Louisville Plant, Louisville, Kentucky**

The following job classifications are designated Foundry Jobs for employees so classified who are assigned to Louisville Foundry, UAW Local 817 only.

Daywork

B-20 B	Blacksmith
C-187	Casting Blow-Off Man
C-114	Chipper - Hand, Electric Pneumatic
C-222 A, B	Core Assembler
C-226	Crane, Electric Tram Operator
C-228	Yard Crane Operator (Crane #1 only and only prior to 3/31/79)
C-376	Core Knock-Out
C-44	Core Maker - Jobbing
C-156	Core Oven Tender
C-99	Core Patcher
C-217	Core Supply Man No. 7 Unit
C-227	Crane Operator - Charging Bucket
C-155	Cupola Line and Repairman's Helper
C-65	Cupola Liner and Repairman
C-62	Cupola Tender
D-62	Driver Foundry Scoop

APPENDIX B

D-133	Driver - Industrial Truck - Gas, Electric, (Molten Metal - Foundry)
D-98*	Driver - Industrial Finger Lift
D-103	Driver - Powered Floor Cleaner
F-86	Furnace Operator - Electric Induction Holding
F-95	Furnace Operator - Electric Induction Melting
H-170	Helper - Furnace Electric Induction Melting
I-316	Inspector - Foundry Casting
I-54 A, C	Inspector - Production Work
I-57	Iron Spotter
L-152 B*	Laborer - Foundry
L-152 C**	Laborer - Foundry
L-165	Ladle Repairman
M-81	Mill Operator - Tumbling
M-260	Molding Machine Tryout Man
O-20	Oiler - Foundry
P-9 B	Painter - All Around Maintenance
P-154	Painter - Dip
P-381	Piecework Replacement
P-174	Pourer - Molten Metal
S-105	Sand Mixer - Core Sand
S-152	Sand Muller and Riddle Machine Operator
S-187	Sand or Shot Blast Machine Control Operator
S-186	Sand or Shot Blast Hose Operator
S-276	Set-Up Man - Flask and Pattern
S-278	Salvage Man - Gray Iron Castings (only after 11/6/78 or only those on millroom manpower roll prior to 10/7/64)
S-475	Set-Up Man - Core Blower
S-255	Shifter - Weight and Jacket
T-121	Tool Crib Attendant - Mill Room
W-71 A, B	Welder - Production Parts
W-54	Wire Straightener and Cutting Machine

* Not designated as a Foundry Job for those employees so classified who work in foundry stores and outside on cleanup crew.

** Not designated as a Foundry Job for those employees so classified who work in the pattern shop.

APPENDIX B

Piecework

CX-30	Chipper - Pneumatic
CX-191	Core Assembler
CX-69	Core Cleaner and Stacker
CX-42 A,B	Core Maker - Bench
CX-363 A,B	Core Maker - Blower
GX-138	Grinder Operator - Pedestal
GX-139	Grinder Operator - Portable
MX-186	Molder - Squeezer
MX-114	Molding Unit Operator - Squeeze Unit
MX-121	Molding Unit Operator's Helper
PX-237	Painter - Cores
PX-88 A	Pourer - Molten Metal

611 Indianapolis Plant, Indianapolis, Indiana

The following job classifications are designated Foundry Jobs for employees so classified who are assigned to the Indianapolis Foundry, UAW Local 226 only.

Daywork

A-138	Attendant - Auto Core Making Machine
C-22 B	Checker - Core
C-228	Crane Operator-Electric Traveling Bridge
C-365	Checker - Molds
C-114	Chipper - Hand, Electric and Pneumatic
C-373	Coordinator and Cleaner - Castings
C-222 A	Core Assembler
C-222 B	Core Assembler
C-44	Core Maker-Jobbing
C-156	Core Oven Tender
C-99	Core Patcher
C-225	Crane Operator- Electric Traveling Monorail Type (Molten Metal)
C-226	Crane Operator- Electric Traveling Monorail (Foundry)
D-98*	Driver - Industrial Finger Lift and Crane
D-100	Driver - Low Level Elevating - Industrial Truck, Shop Mule Tractor
D-103	Driver - Powered Floor Cleaner

APPENDIX B

E-5 B	Electrician-Plant (includes Apprentice)
E-84	Electrician-Plant Electronics
F-86	Furnace Operator - Electric Induction Holding
F-95	Furnace Operator - Electric Induction Melting
H-167	Hose Operator - Abrasive - Core Box Equipment
H-175	Handling Equipment Operator
I-54 A,B,C	Inspector - Production Work
I-334	Iron - Specification Controlman
I-57	Iron Spotter
L-152 B**	Laborer - Foundry
L-152 C	Laborer - Foundry
L-153	Laborer - Foundry (Iron Pourers, etc.)
L-165	Ladle Repairman
M-33	Millwright (includes Apprentice)
M-85 B	Molder (All Around) Bench or Floor Machine Jobbing Work
M-244	Molding Unit Operator Automatic
O-20	Oiler - Foundry
P-9 B	Painter - All Around - Maintenance
P-154	Painter - Dip
P-48 B	Plumber and Steamfitter
P-375	Preheater Operator - Electric Induction Melting Furnace
R-7 A,B,C	Repairman - Foundry Equipment
S-278	Salvage Man - Grey Iron Castings
S-152	Sand Conditioning Operator - Molding Units
S-105	Sand Mixer - Core Sand
S-186	Sand or Shot Blast Hose Operator
S-187	Sand or Shot Blast Machine Control Operator
S-22	Scaleman
T-239	Tester-Core Sand***
T-40 B	Tool Crib Attendant - Departmental
I-326	Utility Inspector - Foundry (Mill Room)
W-50	Welder, Arc, Gas (Dept. 66)
W-54	Wire Straightening and Cutting Machine Operator
W-71 B	Welder - Production Parts

APPENDIX B

* Not designated as a Foundry Job for those employees so classified who work outside and for those employees so classified who move castings to outside storage areas.

** Not designated as a Foundry Job for those employees so classified who work in Department 95.

***Designated as a Foundry Job only for those employees so classified who work in Department 72 and only for periods of employment on or after January 1, 1993.

Piecework

C-30 B	Chipper - Pneumatic
C-68 C	Core Assembler
C-272	Core Blowing Machine Operator
C-42 D	Core Maker - All Around
C-46 A,B	Core Setter - Mold
C-374	Core Venting - Fixture Operator
D-159	Dipper and Sprayer Cores
G-30 B	Grinder - Rough (Snag) (Base, Pedestal or Portable)
P-88	Iron Pourer
L-90 C	Laborer - Foundry
M-174	Mold and/or Core Shell Making Machine Operator - Contour
M-58	Molder - Sandslinger
M-47 B	Molder - Squeezer
M-43	Molder's Helper
P-392	Pourer-Molten Metal-Automatic System

The following job classifications are designated Foundry Jobs for employees so classified who are assigned to the Indianapolis Foundry/Indianapolis Casting Corporation, UAW Local 2274 only.

Foundry Metallurgical Observer/Physical Tester
Production Expediter
Quality Control Investigator

612 **Memphis Plant, Memphis, Tennessee**

The following job classifications are designated Foundry Jobs for employees so classified who are assigned to the Memphis Foundry, Departments 80, 81, 82, 83, 84, 85, 86, 87, 88 and 89 only.

Daywork

C-22	Checker - Core C-118
C-118	Checker - Loading and Shipping
C-44	Core Maker - Jobbing
C-156	Core Oven Tender
C-224	Crane Operator - Electric Traveling Bridge - Charging
C-225	Crane Operator - Electric Traveling Monorail Type
D-98*	Driver - Industrial Finger Lift
D-133	Driver - Industrial Truck Gas, Electric (Foundry)
D-103	Driver - Powered Floor Cleaner
E-5	Electrician - Plant
F-95	Furnace Operator - Electric Induction Melting
F-84	Furnace Operator - Modular Iron Castings
H-93	Hauler - Pattern and Board
H-170	Helper - Electric Induction Melting Furnace
H-96	Hoist Man (Baskets and Intermediate Units)
I-54C	Inspector
I-56 B	Instrument Man - Maintenance and Building (in Department 85 from 11/1/77 only)
I-181	Innoculator Bonnet Maker
L-152 B**	Laborer - Foundry
L-152C	Laborer - Foundry
L-165	Ladle Repairman
M-33	Millwright
M-85	Molder - Bench or Floor Machine Jobbing Works
O-20	Oiler
P-351	Packer - Annealing - Modular Iron Castings
P-9	Painter - All Around Maintenance
P-48	Plumber and Steamfitter

APPENDIX B

P-174	Pourer - Molten Metal
S-56 A,B	Sheetmetal Worker (during period from 2/12/48 through 11/19/68 only or in Department 85 from 11/1/77 only)
S-105	Sand Mixer
S-152	Sand Muller and Riddle Machine Operator
S-255	Shifter - Weight and Jacket
S-274	Salvage - Production
S-275	Straightening Press Operator
S-437	Scrap Checker
S-438	Salvage Man - Nodular Iron
T-40 A,B	Tool Crib Attendant - Departmental
W-50	Welder - (Arc and Gas)
W-45	Wheelabrator - Monorail Type
W-54	Wire Straightening and Cutting Machine Operator

* Not designated as a Foundry Job for those employees so classified who are assigned to haul out scrap to the scrap storage area and for those employees so classified who are assigned to the shipping area to load semi-trailer trucks.

** Not designated as a Foundry Job for those employees so classified who are assigned to the shipping area to palletize castings.

Piecework

B-9	Bench Hand Forming and Fitting Malleable Iron and Steel Castings
C-29	Chipper - Hand
C-30	Chipper - Pneumatic
C-68	Core Assembler
C-212	Core Cleaner
CME-42	Core Maker
CME-46	Core Setter - Mold
G-111	Grinder - Rough Snag
G-183	Grinder - Nodular Iron Casting
L-90	Laborer - Foundry
M-80	Magnaflux Operator
MME-91	Molder - Sandslinger
MME-47	Molder - Squeezer

APPENDIX B

MME-60	Molder - Unit Operator - Slinger
P-12	Painter - Dip
P-88	Pourer - Molten Metal
SME-127	Straightening Press Operator Production

613 No other job classification shall be designated Foundry Jobs, except that any job classification in effect at a plant identified above in this Appendix B that was discontinued or was not populated at such plant prior to October 1, 1976 shall be designated a Foundry Job if the work that was performed by employees on such discontinued job classification or unpopulated job classification shall conform substantially to work performed at the same plant by employees on a job classification designated above as a Foundry Job for such plant.

614 Provided further that a job classification in effect at a closed foundry operation of the Company (McCormick Foundry, Canton Foundry, Tractor Foundry, Farmall Foundry and Milwaukee Foundry) shall be designated as a Foundry Job if the work that was performed by employees in such discontinued job classification shall conform substantially to work performed by employees on job classifications designated as Foundry Jobs in this Appendix B.

APPENDIX C
REDUCTION FOR RETIREMENT EQUITY
ACT PRERETIREMENT SURVIVOR OPTION

615 Where, prior to the commencement of retirement or deferred vested benefits on and after January 1, 1985, the employee or former employee has not rejected for each year the pre-retirement survivor option provided under Section 17 of Article II, the monthly amount of retirement benefit provided in Article II, Section 1, 2, 3, 4 or 5 or deferred vested benefit provided in Article VII, Section 2, before any reduction for early retirement or early receipt of a deferred vested benefit, shall first be reduced by an amount equal to such unreduced monthly life income benefit multiplied by a percentage to be determined as follows:

APPENDIX D

Age of Employee or Former Employee	Reduction of Unreduced Life Income Benefit for Each Year in Which Preretirement Survivor Option Is in Effect
Under 44	.1%
44 - 54	.3%
55 & Over	.8%

616 Notwithstanding the foregoing, the reduction provided in this Appendix C shall not apply in the case of an employee who works at least one hour for the Company on or after January 1, 1987 and has seniority on or after October 1, 1987.

**APPENDIX D
BENEFITS DERIVED FROM EMPLOYEE
CONTRIBUTIONS**

617 Notwithstanding any other provision of the Plan, commencing January 1, 1988, the interest rates for purposes of determining an employee's accumulated contributions to the Plan shall be at the rate of (i) 120% of the Federal mid-term rate (as described in Section 1274 of the Internal Revenue Code) as in effect on the first day of a Plan Year, for the period up to the date of determination, and (ii) the interest rates which would be used by the Pension Benefit Guaranty Corporation for purposes of determining the present value of a lump sum distribution on plan termination, as in effect on the first day of the Plan Year in which occurs the date of determination, for the period from the date of determination to the employee's Normal Retirement Date. As of any date the accrued benefit derived from an employee's contributions will be an amount equal to the employee's accumulated contributions as determined above expressed as an annual benefit commencing at the Participant's normal retirement age using the interest rate described in (ii) next above and mortality assumptions in accordance with the UP-1984 Mortality Table and determined pursuant to the

provisions of Section 411(c)(2) of the Internal Revenue Code and Section 1.411(c)-1(c) of the regulations thereunder.

- 618 Notwithstanding any other provision of the Plan, beginning January 1, 2000, the interest rates for purposes of determining an employee's accumulated contributions to the Plan shall be at the rate of (i) 120% of the Federal mid-term rate (as described in Section 1274 of the Internal Revenue Code) as in effect on the first day of the Plan Year, for the period up to the date of determination, and (ii) the interest rates which would be used under the Plan under Section 417(e)(3) of the Internal Revenue Code, and as described in Appendix E, as in effect for the Plan Year in which occurs the date of determination, for the period from the date of determination to the employee's Normal Retirement Date. As of any date the accrued benefit derived from an employee's contributions will be an amount equal to the employee's accumulated contributions as determined above expressed as an annual benefit commencing at the Participant's normal retirement age using the interest rate described in (ii) next above and mortality assumptions in accordance with the "applicable mortality table" as defined in the third paragraph of Appendix E and determined pursuant to the provisions of Section 411(c)(2) of the Internal Revenue Code and Section 1.411(c)-1(c) of the regulations thereunder.

APPENDIX E ACTUARIAL EQUIVALENT

- 619 The following shall apply only with respect to any determination of actuarial equivalent benefits under the Plan where the Plan does not establish specific actuarial assumptions for purposes of such determination, or as otherwise required by law for the purposes of determining actuarially equivalent lump sum benefits. A benefit shall be actuarially equivalent to any other benefit if the actuarial reserve required to provide such benefit is equal to the actuarial reserve required to provide such other benefit, computed on the basis of the actuarial rates, tables and procedures adopted for this purpose.

APPENDIX E

620 For the purpose of determining actuarially equivalent benefits, for Plan Years beginning prior to January 1, 2000, the interest rate assumption shall be the applicable interest rates which would be used by the Pension Benefit Guaranty Corporation for purposes of determining the present value of lump sum benefits on Plan termination and mortality shall be based on the UP-1984 Mortality Table; provided however that with respect to actuarial determinations or adjustments with respect to determinations under Section 415 of the Internal Revenue Code, the interest rate shall be 5% per annum. For the purpose of determining the actuarially equivalent lump sum benefits payable to a Participant for Plan Years beginning on and after January 1, 2000, the “applicable interest rate” and the “applicable mortality table” shall be used. The term “applicable interest rate” used herein means the annual rate of interest on 30-year Treasury Securities for the November of the Plan Year immediately preceding the Plan Year in which the distribution occurs. The “applicable mortality table” is the table prescribed by the Secretary of the Treasury based on the prevailing commissioners’ standard table (as described in Section 807(d)(5)(A) of the Internal Revenue Code) used to determine reserves for group annuity contracts issued on the date as of which the present value is being determined (without regard to Section 807(d)(5) of the Internal Revenue Code). For distributions with annuity starting dates prior to December 31, 2002, the applicable mortality table so prescribed is that set forth in Revenue Ruling 95-6 based on a fixed blended rate of 50% of the male mortality rates and 50% of the female mortality rates from the 1983 Group Annuity Mortality Table. Notwithstanding the foregoing provision of this paragraph, with respect to actuarial determinations or adjustments with respect to determinations under Section 415 of the Internal Revenue Code, the interest rate shall be 5% per annum.

621 Notwithstanding any provision of the Plan to the contrary, for Plan Years beginning January 1, 2000 and ending on December 31, 2002, the lump sum actuarially equivalent value of the benefits payable to a Participant under the Plan shall be determined by applying either (A) the actuarial assumptions set forth in the Plan for Plan Years beginning prior to January 1, 2000 or (B) the actuarial assumptions set forth above for Plan

APPENDIX E

Years beginning on and after January 1, 2000, depending on which such assumptions yield the higher amount of benefits to such Participant.

622 Model Plan Amendment 1 To Comply With Rev. Rul. 2001-62.

1. Effective date. The following paragraph shall apply to distributions with annuity starting dates on or after December 31, 2002.

2. Notwithstanding any other Plan provisions to the contrary, the applicable mortality table used for purposes of adjusting any benefit or limitation under Section 415(b)(2)(B), (C), or (D) of the Code as set forth in Article VII, Section 6 of the Plan and the applicable mortality table used for purposes of satisfying the requirements of Section 417(e) of the Code as set forth in Article VII, Section 1(a)(7) of the Plan is the table prescribed in Rev. Rul. 2001-62 (which is based on a fixed blend of 50% of the unloaded male mortality rates and 50% of the unloaded female mortality rates underlying the mortality rates in the 1994 Group Annuity Reserving Table, projected to 2002).

623 Except as may be required by law, no adjustment to a determination of an actuarial equivalent value or amount shall be made solely because such tables, rates and procedures are changed subsequent to such determination.

APPENDIX F DETERMINATION OF PRESENT VALUE

624 Except for the actuarial assumptions used to determine actuarial equivalent lump sum benefits under Appendix E next above (as amended for Plan Years beginning on and after January 1, 2000), Sections (i)-(vi) below shall apply to all distributions from the Plan and from annuity contracts purchased to provide Plan benefits other than distributions described in Section 1.417-1T(e)(3) of the Income Tax Regulations issued under the Retirement Equity Act.

APPENDIX F

Notwithstanding the foregoing, Sections (i)-(vi) below shall apply to distributions in Plan Years beginning after December 31, 1984, other than distributions under annuity contracts distributed to or owned by a Participant prior to September 17, 1985, unless additional contributions are made under the Plan by the Company with respect to such contracts. Further notwithstanding the foregoing, Sections (i)-(vi) below shall not apply to any distributions in Plan Years beginning after December 31, 1984, and before January 1, 1987, if such distributions were made in accordance with the requirements of the Income Tax Regulations issued under the Retirement Equity Act of 1984.

- 625 (i) For purposes of determining whether the present value of (A) a Participant's vested accrued benefit; (B) a qualified joint and survivor annuity within the meaning of Section 417(b) of the Internal Revenue Code; or (C) a qualified preretirement survivor annuity within the meaning of Section 417(c)(1) of the Internal Revenue Code exceeds \$3,500, the present value of such benefits or annuities shall be calculated by using an interest rate no greater than the "applicable interest rate" (as defined below in Section (vi)).
- 626 (ii) In no event shall the present value of any such benefit or annuity determined under Section 1(a)(7) of Article VII of the Plan be less than the greater of:
- (A) the present value of such benefits or annuities determined under the Plan's provisions for determining the present value of accrued benefits or annuities other than Sections (i)-(vii) of this Appendix F; or
 - (B) the present value of such benefits or annuities determined using the applicable interest rate.
- 627 (iii) For purposes of determining the amount of a Participant's vested accrued benefit, the interest rate used shall not exceed:

(A) the applicable interest rate if the present value of the benefit (using such rate or rates) is not in excess of \$25,000; or

(B) 120 percent of the applicable interest rate if the present value of the benefit exceeds \$25,000 (as determined under clause (iii)(A)). In no event shall the present value determined under this clause (iii)(B) be less than \$25,000.

628 (iv) In no event shall the amount of the benefit or annuity determined under Section (iii) above and this Section (iv) be less than the greater of:

(A) the amount of such benefit determined under the Plan's provisions for determining the amount of benefits other than Sections (i)-(vii) of this Appendix F; or

(B) the amount of such benefit determined using the applicable interest rate if the value determined in Section (iii) above is less than \$25,000 or 120 percent of the applicable interest rate if the value determined in Section (iii) above is not less than \$25,000.

629 (v) In no event shall the amount of any benefit or annuity determined under Sections (i)-(vi) exceed the maximum benefit permitted under Section 415 of the Code.

630 (vi) For purposes of Section (i)-(v) above, "applicable interest rate" shall mean the interest rate or rates which would be used as of the date distribution commences by the Pension Benefit Guaranty Corporation for purposes of determining the present value of that Participant's lump sum benefits under the Plan if the Plan had terminated on the date distribution commences with insufficient assets to provide benefits guaranteed by the Pension Benefit Guaranty Corporation on that date.

APPENDIX F

631

(vii) If the provisions of the Plan, other than this Section (vii), provide that the present value and amount of benefits under Section (i)-(iv) above are determined with reference to the immediate annuity rates used by the Pension Benefit Guaranty Corporation, the rate used for such purposes shall instead be the applicable interest rate as defined in Section (vi) above or 120 percent of that rate if the present value of the benefit exceeds \$25,000 (determined using the applicable interest rate) and provided that the use of 120 percent of such rate shall not reduce the present value or amount of benefits below \$25,000. This Section (vii) shall apply to distributions in Plan Years beginning after December 31, 1986, and shall also apply to any distributions in Plan Years beginning after December 31, 1984, and before January 1, 1987, other than:

(A) Distributions under annuity contracts distributed to or owned by a Participant prior to September 17, 1985, unless additional contributions are made under the Plan by the Company with respect to such contracts, or

(B) Distributions made in accordance with the requirements of the Income Tax Regulations issued under the Retirement Equity Act of 1984.

APPENDIX G
MODEL PLAN AMENDMENT 2
TO COMPLY WITH REV. PROC. 2002-29
MINIMUM DISTRIBUTION REQUIREMENTS

Section 1. General Rules

632 1.1 Effective Date. The provisions of this Appendix G will apply for purposes of determining required minimum distributions for calendar years beginning with the 2003 calendar year.

633 1.2 [Not Applicable]

634 1.3. Precedence. The requirements of this Appendix G will take precedence over any inconsistent provisions of the Plan.

635 1.4. Requirements of Treasury Regulations Incorporated. All distributions required under this Appendix G will be determined and made in accordance with the Treasury regulations under Section 401(a)(9) of the Internal Revenue Code.

636 1.5. TEFRA Section 242(b)(2) Elections. Notwithstanding the other provisions of this Appendix G, other than Section 1.4, distributions may be made under a designation made before January 1, 1984, in accordance with Section 242(b)(2) of the Tax Equity and Fiscal Responsibility Act (TEFRA) and the provisions of the Plan that relate to Section 242(b)(2) of TEFRA.

Section 2. Time and Manner of Distribution.

637 2.1. Required Beginning Date. The Participant's entire interest will be distributed, or begin to be distributed, to the Participant no later than the Participant's required beginning date.

638 2.2. Death of Participant Before Distributions Begin. If the Participant dies before distributions begin, the Participant's

APPENDIX G

entire interest will be distributed, or begin to be distributed, no later than as follows:

639 (a) If the Participant's surviving spouse is the Participant's sole designated beneficiary, then distributions to the surviving spouse will begin by December 31 of the calendar year immediately following the calendar year in which the Participant died, or by December 31 of the calendar year in which the Participant would have attained age 70-1/2, if later.

640 (b) If the Participant's surviving spouse is not the Participant's sole designated beneficiary, then distributions to the designated beneficiary will begin by December 31 of the calendar year immediately following the calendar year in which the Participant died.

641 (c) If there is no designated beneficiary as of September 30 of the year following the year of the Participant's death, the Participant's entire interest will be distributed by December 31 of the calendar year containing the fifth anniversary of the Participant's death.

642 (d) If the Participant's surviving spouse is the Participant's sole designated beneficiary and the surviving spouse dies after the Participant but before distributions to the surviving spouse begin, this section 2.2, other than section 2.2(a), will apply as if the surviving spouse were the Participant.

643 For purposes of this section 2.2 and section 5, distributions are considered to begin on the Participant's required beginning date (or, if section 2.2(d) applies, the date distributions are required to begin to the surviving spouse under section 2.2(a)). If annuity payments irrevocably commence to the Participant before the Participant's required beginning date (or to the Participant's surviving spouse before the date distributions are required to begin to the surviving spouse under section 2.2(a)), the date distributions are considered to begin is the date distributions actually commence.

644 2.3. Form of Distribution. Unless the Participant's interest is distributed in the form of an annuity purchased from an

insurance company or in a single sum on or before the required beginning date, as of the first distribution calendar year distributions will be made in accordance with sections 3, 4 and 5 of this Appendix G. If the Participant's interest is distributed in the form of an annuity purchased from an insurance company, distributions thereunder will be made in accordance with the requirements of Section 401(a)(9) of the Code and the Treasury regulations. Any part of the Participant's interest which is in the form of an individual account described in Section 414(k) of the Code will be distributed in a manner satisfying the requirements of Section 401(a)(9) of the Code and the Treasury regulations that apply to individual accounts.

Section 3. Determination of Amount to be Distributed Each Year.

645 3.1. General Annuity Requirements. If the Participant's interest
is paid in the form of annuity distributions under the Plan,
646 payments under the annuity will satisfy the following
requirements:

646 (a) the annuity distributions will be paid in periodic
payments made at intervals not longer than one year;

647 (b) the distribution period will be over a life (or lives) or
over a period certain not longer than the period described in
section 4 or 5;

648 (c) once payments have begun over a period certain, the
period certain will not be changed even if the period certain is
shorter than the maximum permitted;

649 (d) payments will either be nonincreasing or increase
only as follows:

650 (1) by an annual percentage increase that does not
exceed the annual percentage increase in a cost-of-living
index that is based on prices of all items and issued by the
Bureau of Labor Statistics;

APPENDIX G

651 (2) to the extent of the reduction in the amount of the
Participant's payments to provide for a survivor benefit
upon death, but only if the beneficiary whose life was
being used to determine the distribution period described
in section 4 dies or is no longer the Participant's
beneficiary pursuant to a Qualified Domestic Relations
Order within the meaning of Section 414(p) of the Code;

652 (3) to provide cash refunds of employee contributions
upon the Participant's death; or

653 (4) to pay increased benefits that result from a plan
amendment.

654 3.2. Amount Required to be Distributed by Required Beginning
Date. The amount that must be distributed on or before the
Participant's required beginning date (or, if the Participant dies
before distributions begin, the date distributions are required to
begin under section 2.2(a) or (b)) is the payment that is required
for one payment interval. The second payment need not be made
until the end of the next payment interval even if that payment
interval ends in the next calendar year. Payment intervals are the
periods for which payments are received, e.g., bi-monthly,
monthly, semi-annually, or annually. All of the Participant's
benefit accruals as of the last day of the first distribution
calendar year will be included in the calculation of the amount
of the annuity payments for payment intervals ending on or after
the Participant's required beginning date.

655 3.3. Additional Accruals After First Distribution Calendar Year.
Any additional benefits accruing to the Participant in a calendar
year after the first distribution calendar year will be distributed
beginning with the first payment interval ending in the calendar
year immediately following the calendar year in which such
amount accrues.

Section 4. Requirements For Annuity Distributions That Commence During Participant's Lifetime.

656 4.1. Joint Life Annuities Where the Beneficiary Is Not the
Participant's Spouse. If the Participant's interest is being

distributed in the form of a joint and survivor annuity for the joint lives of the Participant and a nonspouse beneficiary, annuity payments to be made on or after the Participant's required beginning date to the designated beneficiary after the Participant's death must not at any time exceed the applicable percentage of the annuity payment for such period that would have been payable to the Participant using the table set forth in Q&A-2 of Section 1.401(a)(9)-6T of the Treasury regulations. If the form of distribution combines a joint and survivor annuity for the joint lives of the Participant and a nonspouse beneficiary and a period certain annuity, the requirement in the preceding sentence will apply to annuity payments to be made to the designated beneficiary after the expiration of the period certain.

- 657 4.2. Period Certain Annuities. Unless the Participant's spouse is the sole designated beneficiary and the form of distribution is a period certain and no life annuity, the period certain for an annuity distribution commencing during the Participant's lifetime may not exceed the applicable distribution period for the Participant under the Uniform Lifetime Table set forth in Section 1.401(a)(9)-9 of the Treasury regulations for the calendar year that contains the annuity starting date. If the annuity starting date precedes the year in which the Participant reaches age 70, the applicable distribution period for the Participant is the distribution period for age 70 under the Uniform Lifetime Table set forth in Section 1.401(a)(9)-9 of the Treasury regulations plus the excess of 70 over the age of the Participant as of the Participant's birthday in the year that contains the annuity starting date. If the Participant's spouse is the Participant's sole designated beneficiary and the form of distribution is a period certain and no life annuity, the period certain may not exceed the longer of the Participant's applicable distribution period, as determined under this section 4.2, or the joint life and last survivor expectancy of the Participant and the Participant's spouse as determined under the Joint and Last Survivor Table set forth in Section 1.401(a)(9)-9 of the Treasury regulations, using the Participant's and spouse's attained ages as of the Participant's and spouse's birthdays in the calendar year that contains the annuity starting date.

APPENDIX G

Section 5. Requirements For Minimum Distributions Where Participant Dies Before Date Distributions Begin.

658 5.1. Participant Survived by Designated Beneficiary. If the Participant dies before the date distribution of his or her interest begins and there is a designated beneficiary, the Participant's entire interest will be distributed, beginning no later than the time described in section 2.2(a) or (b), over the life of the designated beneficiary or over a period certain not exceeding:

659 (a) unless the annuity starting date is before the first distribution calendar year, the life expectancy of the designated beneficiary determined using the beneficiary's age as of the beneficiary's birthday in the calendar year immediately following the calendar year of the Participant's death; or

660 (b) if the annuity starting date is before the first distribution calendar year, the life expectancy of the designated beneficiary determined using the beneficiary's age as of the beneficiary's birthday in the calendar year that contains the annuity starting date.

661 5.2. No Designated Beneficiary. If the Participant dies before the date distributions begin and there is no designated beneficiary as of September 30 of the year following the year of the Participant's death, distribution of the Participant's entire interest will be completed by December 31 of the calendar year containing the fifth anniversary of the Participant's death.

662 5.3. Death of Surviving Spouse Before Distributions to Surviving Spouse Begin. If the Participant dies before the date distribution of his or her interest begins, the Participant's surviving spouse is the Participant's sole designated beneficiary, and the surviving spouse dies before distributions to the surviving spouse begin, this section 5 will apply as if the surviving spouse were the Participant, except that the time by which distributions must begin will be determined without regard to section 2.2(a).

Section 6. Definitions.

- 663 6.1. Designated beneficiary. The individual who is designated as the beneficiary under the Plan and is the designated beneficiary under Section 401(a)(9) of the Internal Revenue Code and Section 1.401(a)(9)-1, Q&A-4, of the Treasury regulations.
- 664 6.2. Distribution calendar year. A calendar year for which a minimum distribution is required. For distributions beginning before the Participant's death, the first distribution calendar year is the calendar year immediately preceding the calendar year which contains the Participant's required beginning date. For distributions beginning after the Participant's death, the first distribution calendar year is the calendar year in which distributions are required to begin pursuant to section 2.2.
- 665 6.3 Life expectancy. Life expectancy as computed by use of the Single Life Table in Section 1.401(a)(9)-9 of the Treasury regulations.
- 666 6.4. Required beginning date. The date specified in Article VII, Sections 8(g), 9, or 10 of the Plan.

ADDENDUM

ADDENDUM

667 1. Effective on and after April 1, 1964, the provisions of the Pension Plan first announced by the Company on September 1, 1908, as amended and in operation since that date (hereinafter referred to as the "Old Plan"), were incorporated as an addendum to the Non-Contributory Plan and became a part thereof, subject to the following conditions:

668 a. An employee who retires on or after April 1, 1964, with service credits under both Old Plan provisions and Non-Contributory Plan provisions for the period prior to January 1, 1937, will receive only the higher of the respective monthly benefits as computed under such provisions to apply to such period.

669 b. The provisions of Article IV, Section 2 of the Non-Contributory Plan shall have no application to retirement benefits of an employee who retires on or after April 1, 1964.

670 2. Effective April 1, 1964, the pension funds held under the Pension Trust Agreement of March 25, 1929 for the payment of pensions under the Old Plan were merged into and become a part of the Pension Fund provided in accordance with Article V of the Non-Contributory Plan under the Pension Trust Agreement of August 7, 1950. The merged Pension Fund shall be applied in payment of pension or retirement benefits payable under either the Old Plan or the Non-Contributory Plan as to retirements prior to April 1, 1964, and under this addendum as to retirements on or subsequent to such date. The provisions of the Non-Contributory Plan which apply to financing of benefits shall thereafter apply to the merged Pension Fund. The merged Pension Trust Fund shall be held only under the provisions of the Pension Trust Agreement of August 7, 1950. However, since funds to provide all Old Plan benefits under the provisions of the Old Plan have been placed in trust prior to this merger, any disposition of the merged Pension Fund under the provisions of the Pension Trust Agreement of August 7, 1950 shall provide a first claim in respect to all benefits to persons

ADDENDUM

retired or to be retired under the Old Plan before allocating the remaining assets as set forth in the provisions of the Company's Non-Contributory Plan.

- 671 3. Nothing contained herein shall affect the amounts or terms of pension or retirement benefits payable under either the Old Plan or the Non-Contributory Plan as to retirements prior to April 1, 1964, nor make any change in benefits which would otherwise have been payable upon retirements of employees covered by this addendum on or subsequent to such date.

**MERGER SUPPLEMENT
TO
INTERNATIONAL TRUCK AND ENGINE
CORPORATION
NON-CONTRIBUTORY RETIREMENT PLAN**

672 Effective April 1, 1966, the following Supplement is made a part of the International Truck and Engine Corporation Non-Contributory Retirement Plan (hereinafter called the "Plan"), formerly named the International Harvester Company Non-Contributory Retirement Plan, to set forth the special provisions of the Plan which pertain to employees who become covered by the Plan upon or following the merger of The Frank G. Hough Co., Metropolitan Stamping Company, and The Metropolitan Body Company into International Truck and Engine Corporation (at that time named International Harvester Company) effective March 31, 1966.

673 Such an employee who becomes covered under the Plan shall receive credited service under the provisions of Section 2(c) of Article III of the Plan equal to the period of his continuous service with The Frank G. Hough Co., the period of his credited service previously recognized under the Retirement Plan of The Metropolitan Body Company or the period of his credited service previously recognized under the Non-Contributory Pension Plan of Metropolitan Stamping Company, as the case may be.

674 In order to avoid duplication of benefits, any monthly amount of benefit which is attributable to credited service prior to April 1, 1966 payable under the Plan to or in respect to a person who was a participant in the Employees' Retirement Savings and Profit Sharing Plan of The Frank G. Hough Co. shall be reduced by an amount which is actuarially equivalent in value to the amount standing to his credit in the said Profit Sharing Plan, exclusive of the portion attributable to his own mandatory and voluntary contributions.

UAW-S

**STANDARDS FOR APPLICATION OF
SPECIAL EARLY RETIREMENT PROVISION
NON-CONTRIBUTORY RETIREMENT PLAN**

675 Article II, Section 3 of the Non-Contributory Retirement Plan provides that an employee may be retired early at the option of the Company (for retirements prior to October 1, 1987) or under mutually satisfactory conditions providing he is otherwise eligible. The following standards will be used by the Company as a guide in the application of this provision.

STANDARDS

676 **A. An employee who is inefficient by reason of permanent disability and who has been on the active employment rolls on or after February 1, 1959.**

677 The retirement must be in the best interests of the Company. It is intended to benefit employees unable to work efficiently through no fault of their own. This contemplates that the efficiency of operation will be improved by reason of the retirement which may be the case in any of the following situations:

678 The employee is no longer physically or mentally capable of performing his work in an efficient and satisfactory manner.

679 The employee, though still capable of performing his work satisfactorily, is prevented by chronic physical illness or physical disability (less than total) from working regularly to the extent that efficiency of operation is interfered with.

680 The employee's condition, based on medical evidence satisfactory to the Company, is such that, although able to perform the duties of his job satisfactorily, he would thereby be jeopardizing his health or that of fellow employees, and it is expected

STANDARDS FOR APPLICATION

that this condition will be continuous until his normal retirement age.

681 The employee is prevented from performing work for the Company by illness or injury which, based on medical evidence satisfactory to the Company, is expected to be continuous until his normal retirement age, and the probability of his being reinstated prior to his normal retirement age is remote because of physical condition.

682 The determination of Company interest is not necessarily to be made only in reference to the particular job held by the employee; consideration should be given to the possibility of placing the employee on other work in line with his physical capacity and service.

683 It is in the Company's interest to see that this provision of the Plan is not abused or misused.

684 A discharge for cause shall not constitute retirement at the option of the Company or under mutually satisfactory conditions. It is not in the Company's best interests to reward misconduct, including deliberate poor job performance or absenteeism with higher retirement benefits.

685 **B. An employee who is laid off.**

686 Consideration for special early retirement may be given to an employee who is laid off on or after February 1, 1959, as a result of a plant closing or discontinuance of operations; however, the fact that an employee faces layoff as a direct result of a plant closing or discontinuance of operation may or may not be grounds for granting a special early retirement benefit.

687 Consideration for special early retirement may also be given to an employee whose layoff appears to be permanent and who appears to have no further opportunity for employment with the Company.

STANDARDS FOR APPLICATION

688 **C. An employee who is laid off on or after April 21,**
689 **1980 at or after age 40 as the direct result of a plant closing.**

689 Special early retirement will be made available by the Company to any employee who is laid off on or after April 21, 1980 at or after age 40 as the direct result of a plant closing and has not been offered suitable work by the Company in the same labor market area, provided:

690 The employee has attained age 55 but not age 62 and has ten or more years of credited service upon the date of retirement.

691 In the case of an employee who otherwise meets such age and service requirements during the twelve month period following the last day of work, retirement benefits must commence no later than the first day of the month following the date which is six months after the employee's last day of work or, if later, upon the first of the month following the date such age and service requirements are met.

692 Such employee did not voluntarily terminate employment at the plant before closing while his services continued to be required.

693 Such employee remains on layoff from the plant without a break in continuity of service or seniority prior to age 55.

694 Such employee was not subsequently employed at another Company operation (unless he was permanently laid off at such other operation within a period of six months from the date of transfer to such other operation and remained on layoff therefrom without a break in continuity of service or seniority prior to age 55).

STANDARDS FOR APPLICATION

695 An employee discharged for cause shall not be eligible for special early retirement benefits under this Section C.

**Non-Contributory
Retirement Plan --
Schedules A,B,C,D,E,F**

