

**AMENDMENT NUMBER TWO
TO THE
STEELWORKERS DISTRICT 38
INDEPENDENT SHOP PENSION PLAN
amended and restated effective October 1, 1989**

Pursuant to the provisions of Section 11.01 of the Steelworkers District 38 Independent Shops Plan (the "Plan"), the Plan is hereby amended as follows:

Article VII is hereby amended by the addition of Section 7.12 as follows, effective January 1, 1993.

"7.12 Direct Rollovers.

(a) (1) Notwithstanding any provision of the Plan to the contrary that would otherwise limit a Distributee's election under this Section 7.12, a Distributee may elect, at the time and in the manner prescribed by the Plan Administrator, to have any portion of an Eligible Rollover Distribution paid directly to an Eligible Retirement Plan specified by the Distributee in a Direct Rollover.

(b) For purposes of this Section 7.12 the following definitions shall apply:

(1) An 'Eligible Rollover Distribution' is any distribution of all or any portion of the balance to the credit of the Distributee, except that an Eligible Rollover Distribution shall not include (A) any distribution that is one of a series of substantially equal 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; (B) any distribution to the extent such distribution is required under Code section 401(a)(9); and (C) 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).

(2) An 'Eligible Retirement Plan' is an individual retirement account described in Code section 408(a), an individual retirement annuity described in Code section 408(b), an annuity plan described in Code section 403(a), or a qualified trust described in Code section 401(a), that accepts the Distributee's Eligible Rollover Distribution. However, in the case of an Eligible Rollover Distribution to the Participant's surviving spouse, an 'Eligible Retirement Plan' is an individual retirement account or individual retirement annuity.

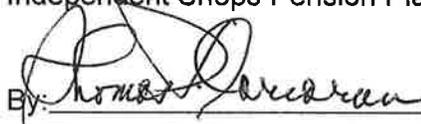
(3) A 'Distributee' includes a Participant or former Participant. In addition, the Participant's or former Participant's surviving spouse and the Participant's or former Participant's spouse or former spouse who is the alternate payee under a qualified domestic relations order, as defined in Code section 414(p), is a Distributee with regard to the interest of the spouse or former spouse.

(4) A 'Direct Rollover' is a payment by the Plan to the Eligible Retirement Plan specified by the Distributee.

(c) The Plan Administrator may require that a Distributee requesting a Direct Rollover provide adequate information in a timely manner that the account, annuity or plan to which the Direct Rollover is to be made is an Eligible Retirement Plan. It shall remain the responsibility of the Participant to provide such information and in the event the Participant fails to provide such information, neither the Plan Administrator nor the Trustee shall have any liability.

IN WITNESS WHEREOF, the duly authorized representative(s) of the Board of Trustees has caused this Amendment to be executed as of this 12th day of November, 1994.

On Behalf of the Board of
Trustees of Steelworkers District 38
Independent Shops Pension Plan

By: 
Thomas P. Corcoran, Plan Manager