

**AMENDMENT NUMBER FIVE
TO THE
INDEPENDENT SHOPS PENSION PLAN
Amended and Restated effective October 1, 1989**

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

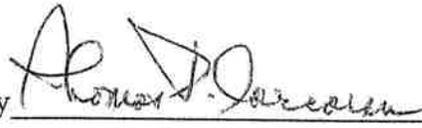
Section 4.03 (e) is amended and restated as follows:

- (e) For Participants employed with Oremet as of April 1, 1997 who have completed at least one Hour of Service as of April 1, 1997, the normal monthly pension amount will be calculated as follows beginning effective April 1, 1997: the normal monthly pension amount will be the sum of:
- (i) the normal monthly pension amount earned to April 1, 1997 calculated under subparagraphs (c) and (d); and
 - (ii) an amount equal to three and one-quarter percent (3.25%) of Employer contributions required to be made to the Plan on behalf of the Participant for Hours of Service credited after April 1, 1997.

Former Section 4.03(e) shall now be numbered Section 4.03(f).

IN WITNESS WHEREOF, the duly authorized representative of the Board of Trustees has caused this Amendment to be executed effective as of the date set forth herein.

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

By 
Thomas P. Corcoran, Plan Manager