

**FIFTY-THIRD AMENDMENT TO
ASBESTOS WORKERS LOCAL 47 RETIREMENT TRUST PLAN**

THIS AGREEMENT executed this 25th day of October, 2004, and effective as of the dates indicated below, between the undersigned Union Trustees and the undersigned Employer Trustees, who are the duly appointed and acting Trustees pursuant to the Agreement and Declaration of Trust, dated July 1, 1956, establishing the ASBESTOS WORKERS LOCAL 47 RETIREMENT FUND as originally adopted and amended.

RECITALS

A. Effective July 1, 1956, the ASBESTOS WORKERS LOCAL 47 RETIREMENT TRUST PLAN (hereinafter referred to as the "Plan") was established to provide retirement benefits for those Employees described in the Plan.

B. The Plan has been subsequently amended from time to time to incorporate changes.

C. The FORTY-NINTH AND CUMULATIVE AMENDMENT was adopted January 24, 2002, made effective January 1, 1999, incorporating all prior amendments and restating the entire Plan. The Trustees, pursuant to the power to amend contained in the Plan, now wish to further amend the Plan.

COVENANTS

In consideration of the foregoing and in consideration of the mutual covenants set forth below, the Trustees agree that the ASBESTOS WORKERS LOCAL 47 RETIREMENT TRUST PLAN is hereby further amended by this FIFTY-THIRD AMENDMENT, as follows:

1. **ARTICLE V, RETIREMENT BENEFITS, Section 5.1, Accrued Benefits**, is hereby amended as follows:

5.1 Accrued Benefit. Subject to the provisions of this Article, the monthly Accrued Benefit under the Life Annuity Form as of any date of determination shall be an amount determined by multiplying Sixty-Nine and 50/100 Dollars (\$69.50) effective July 1, 2002 (or such lesser sum as may be applicable to the particular Participant) by the Participant's number of years of Credited Service and fractions thereof. The Accrued Benefit rate for Credited Service and fractions thereof which are based upon Hours of Service worked after July 1, 2004 shall be Seventy-One and 50/100 Dollars (\$71.50). The annual Accrued Benefit as of any date of determination shall be twelve (12) times the monthly Accrued Benefit as determined in accordance with this Article V.

(a) If the benefits are payable under the Joint and Survivor Annuity Form, the monthly benefit shall be reduced as provided in Section 6.2;

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2. **ARTICLE V, RETIREMENT BENEFITS, Section 5.2, Normal Retirement Benefit**, is hereby amended as follows:

5.2 Normal Retirement Benefit. The monthly Retirement Benefit of a Participant eligible for a Normal Retirement Benefit under the Life Annuity Form who has applied therefore shall be determined by multiplying his years of Credited Service or fractions of years of Credited Service at the time of his retirement by either (i) \$30.00 or by (ii) the monthly Accrued Benefit rate in effect on the date the retiree earned his last Hour of Credited Service in the last calendar year before his retirement in which the retiree earned at least 400 Hours of Service, whichever will result in the greater monthly Retirement Benefit. Effective January 1, 1995, the Hours of

Service required under this section shall be reduced to 200. The monthly Retirement Benefit of a Participant eligible for Vested Deferred Retirement Benefits shall be calculated in accordance with Section 5.6.

3. ARTICLE VI, FORM OF PAYMENT OF BENEFITS, Section 6.7, is hereby amended in its entirety as follows:

6.7 Minimum Distribution Requirements

(a) General Rules

(1) *Effective Date.* The provisions of this Amendment will apply for purposes of determining required minimum distributions for calendar years beginning with the 2003 calendar year.

(2) *Precedence.* The requirements of this Amendment will take precedence over any inconsistent provisions of the Plan.

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

(4) *TEFRA Section 242(b)(2) Elections.* Notwithstanding the other provisions of this Section, other than this Section (a)(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.

(b) Time and Manner of Distribution

(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.

(2) *Death of Participant Before Distributions Begin.* If the Participant dies before distributions begin, the Participant's entire interest will be distributed, or begin to be distributed, no later than as follows:

(i) If the Participant's surviving spouse is the Participant's sole designated beneficiary, then, except as provided in this Section, 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.

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

(iii) 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.

(iv) 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 6.7(b)(2), other than Section (b)(2)(i), will apply as if the surviving spouse were the Participant.

For purposes of this Section 6.7(b)(2) and Section 6.7(e), distributions are considered to begin on the Participant's required beginning date (or, if Section 6.7(b)(2)(iv) applies, the date distributions are required to begin to the surviving spouse under Section 6.7(b)(2)(i)). 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 6.7(b)(2)(i)), the date distributions are considered to begin is the date distributions actually commence.

(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 6.7(c), (d) and (e). 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.

(c) Determination of Amount to be Distributed Each Year

(1) *General Annuity Requirements.* If the Participant's interest is paid in the form of annuity distributions under the Plan, payments under the annuity will satisfy the following requirements:

(i) The annuity distributions will be paid in periodic payments made at intervals not longer than one year.

(ii) The distribution period will be over a life (or lives) or over a period certain not longer than the period described in Sections 6.7(d) or (e).

(iii) 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.

(iv) Payments will either be nonincreasing or increase only as follows:

(a) 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;

(b) 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 being used to determine the distribution period described in Section 6.7(d) dies or is no longer the Participant's beneficiary pursuant to a qualified domestic relations order within the meaning of Section 414(p);

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

(d) to pay increased benefits that result from a Plan amendment.

(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 6.7(b)(2)(i) or (ii)) 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.

(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.

(d) Annuity Distributions that Commence During Participant's Lifetime

(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.

(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 6.7(d)(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.

(e) Minimum Distributions Where Participant Dies Before Date Distribution Begins

(1) *Participant Survived by Designated Beneficiary.* Except as provided in this Amendment, 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 6.7(b)(2)(i) or (ii), over the life of the designated beneficiary or over a period certain not exceeding:

(i) 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

(ii) 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.

(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.

(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 6.7(e) 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 6.7(b)(2)(i).

(f) Definitions

(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.

(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 6.7(b)(2).

(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.

(4) *Required Beginning Date.* The date specified in the Plan when distribution under Section 401(a)(9) of the Internal Revenue Code are required to begin.

(g) Elections

Participants or Beneficiaries may elect on an individual basis whether the 5-year rule or the life expectancy rule in Section 6.7(b)(2) and (d)(2) applies to distributions after the death of a Participant who has a designated Beneficiary. The election must be made no later than the earlier of September 30 of the calendar year in which distribution would be required to begin under Section 6.7(b)(2), or by September 30 of the calendar year which contains the fifth anniversary of the Participant's (or, if applicable, surviving spouse's) death. If neither the Participant nor beneficiary makes an election under this paragraph, distributions will be made in accordance with Section 6.7(b)(2) and (d)(2).

4. ARTICLE VII, COMMENCEMENT AND DURATION OF BENEFITS, Section 7.2, Permanent and Total Disability Retirement Benefits, subsection (b), is hereby amended as follows:

(b) Permanent and Total Disability Retirement Benefits shall be terminated if the Participant ceases to be Totally and Permanently Disabled as defined herein; or

(1) If the Participant engages in occupation or employment (except for rehabilitation as determined by the Trustees) for remuneration or profit, which employment would be inconsistent with the find of Total and Permanent Disability; or

(2) If the Trustees determine on the basis of medical examination that the Participant has sufficiently recovered to return to any regular work; or

(3) If the Participant refuses to undergo a medical examination ordered by the Trustees; provided, however, that the Participant may not be required to undergo medical examination more often than each six (6) months; or

(4) Upon attaining age 57, at which time he shall receive the Early Retirement After Age Fifty-Seven Benefit to which he may be entitled based on his Credited Service at the date of his disability, including any increases in the accrued benefit rate provided to Pensioners under Section 5.1(c) after his date of disability; or

(5) Upon his death at which time Permanent and Total Disability Retirement Benefits shall cease.

Notwithstanding that the disabled Participant had not received eighty-four (84) monthly benefit payments at the time of his death, no further benefit payments shall be paid under Section 5.9(a) through (e) inclusive, but if the Participant is otherwise eligible, the lump sum Death Benefits


under Section 5.8(a)(2) and Section 5.9(f) shall be paid, and if the Participant's Surviving Spouse is otherwise eligible, the Pre-Retirement Surviving Spouse's Annuity Benefit under Section 6.4 shall be paid.


Except as specifically amended by the FIFTIETH THROUGH FIFTY-THIRD AMENDMENTS, the FORTY-NINTH AND CUMULATIVE AMENDMENT to the ASBESTOS WORKERS LOCAL 47 RETIREMENT TRUST PLAN shall continue in full force and effect.

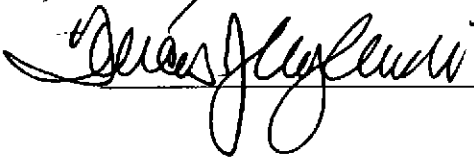
IN WITNESS WHEREOF, the Trustees have executed this Fifty-Third Amendment on the date first above-written.

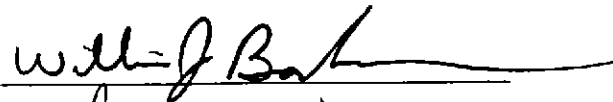
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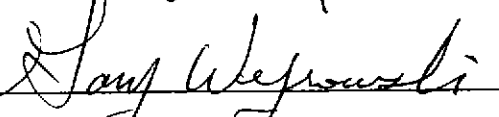
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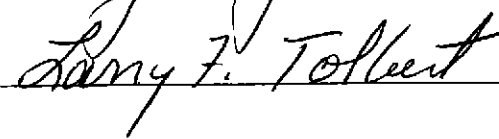












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