

RESTATED AGREEMENT AND DECLARATION OF TRUST

of the

**ELECTRICAL WORKERS LOCAL NO. 292
DEFINED CONTRIBUTION AND 401(k) PLAN
(Amended and Restated as of October 20, 2003)**

THIS AGREEMENT, effective as of October 20, 2003, by and among the **LOCAL UNION NO. 292, INTERNATIONAL BROTHERHOOD OF ELECTRICAL WORKERS, AFL-CIO** (hereinafter the "Union"), and **MINNEAPOLIS CHAPTER, NATIONAL ELECTRICAL CONTRACTORS ASSOCIATION, INC.** (hereinafter the "Association"), and Bruce Young, Jeffrey Ohman, and Tim Dulas (hereinafter the "Association Trustees"), and James Marold, Larry MacDonald and Lonnie Johnson (hereinafter the "Union Trustees"), all of which Association Trustees and Union Trustees and their successors from time to time being collectively hereafter referred to as the "Trustees";

NOW, THEREFORE, the Union and the Association have entered into this Restated Agreement and Declaration of Trust of the Electrical Workers Local No. 292 Defined Contribution and 401(k) Plan, and; in addition, the Trustees have duly executed this Restated Agreement and Declaration of Trust, indicating their acceptance of the respective duties imposed upon them as Trustees thereunder, and in consideration of the premises and mutual covenants and agreements contained, it is hereby agreed as follows:

WITNESSETH THAT:

Effective June 1, 1980, the Union and the Association agreed that a qualified, defined contribution money purchase pension plan be established for the benefit of eligible electrician employees of electrical contractors represented for collective bargaining purposes by the Association. Pursuant to this Agreement, the Union and the Association appointed Trustees, caused the Trustees to approve a plan of benefits and take all other actions necessary to create a defined contribution money purchase pension plan that qualified under Section 401(a) of the Internal Revenue Code, to create a trust fund exempt from federal income tax under Section

501(a) of the Internal Revenue Code, and generally to comply with all requirements applicable to so-called jointly trustee plans subject to Section 302(c) of the Labor Management Relations Act of 1947.

The Trust Agreement under which the Plan was originally established was an Agreement dated June 1, 1980, entitled "Trust Agreement, Electrical Workers Local No. 292 Annuity Plan." The trust agreement was amended on January 1, 1993, in order to implement a Section 401(k) cash or deferred arrangement, and the name was changed to "Trust Agreement, Electrical Workers Local No. 292 Annuity and 401(k) Plan." The Trust Agreement was amended and restated in 1997, and the name was changed to "Restated Agreement and Declaration of Trust of the Electrical Workers Local No. 292 Annuity and 401(k) Plan". That Restated Trust Agreement has been amended since.

The Plan Document (as distinguished from the Trust Agreement) under which the Plan was originally established was entitled "Electrical Workers Local No. 292 Annuity Plan." On March 1, 1997, that Plan Document (having been previously amended and on several occasions) was amended and restated in an instrument entitled "Electrical Workers Local No. 292 Annuity and 401(k) Plan." On April 30, 2002, that Plan Document was again amended and restated in an instrument of the same name. On October 20, 2003, that Plan Document was again amended and restated, in an instrument entitled "Electrical Workers Local No. 292 Defined Contribution and 401(k) Plan."

Pursuant to their reserved power of amendment, but not in exhaustion thereof, the Trustees, Union and the Association amended and restated the Trust Agreement as of October 20, 2003 in this instrument entitled "Amended and Restated Agreement and Declaration of Trust of the Electrical Workers Local No. 292 Defined Contribution and 401(k) Plan."

The adoption of this Restatement is intended to accommodate the continuing operation of the retirement plan established effective June 1, 1980, as amended from time to time.

NOW THEREFORE, in consideration of the premises and the mutual covenants herein contained, the parties agree that the Trust Agreement be amended and restated to read in full as follows:

ARTICLE I

DEFINITIONS

Section 1.1. Restated Agreement and Declaration of Trust or Trust Agreement. As used herein, these terms will mean this instrument, including all Amendments and modifications as may from time to time be made.

Section 1.2. Employer. The term "Employer" means:

- (a) An employer who is a member of or is represented in collective bargaining by the Association and who is bound by a collective bargaining agreement or other written agreement with the Union which agreement provides for the making of contributions to the Trust Fund with respect to employees represented by the Union.
- (b) An employer who is accepted for participation by the Trustees and who is bound by a collective bargaining agreement with the Union which agreement provides for the making of contributions to the Trust Fund with respect to employees represented by the Union.
- (c) The Union and the Trust Fund which entities, for the sole purpose of making the required contributions to the Trust Fund, will be considered as the Employer of their respective Employees on whose behalf they agree to contribute to the Trust Fund. The Union and the Trust Fund, however, will have no right to participate in the selection of any of the Employer Trustees to this Fund or to exercise any of the rights granted to contributing employers under this Agreement.
- (d) Employers as described in this Section will, by the making of one or more contributions to the Trust Fund pursuant to a collective bargaining or other written agreements, be deemed to have accepted and be bound by this Trust Agreement.

Section 1.3. Local Union or Union. The term "Union" means Local Union No. 292, International Brotherhood of Electrical Workers, AFL-CIO.

Section 1.4. Association. The term "Association" means the Minneapolis Chapter, National Electrical Contractors Association, Inc.

Section 1.5. Employee. The term "Employee" as used herein will mean:

- (a) Any employee represented by the Union and employed by an Employer as defined herein, and with respect to whose employment an Employer is required to make contributions into the Trust Fund.
- (b) An officer or employee of the Union and for whom the Union agrees in writing to contribute to the Trust Fund at the rate fixed for contributions by other Employers subject to the collective bargaining agreement with the Union and the Association.
- (c) Employees of the Trust Fund on whose behalf the Trust Fund agrees in writing to contribute on the same terms as for other Employees as set forth in the collective bargaining agreement between the Union and the Association.
- (d) Also any other employees of an Employer who is contributing to the Trust Fund as the Trustees may agree to include, on whose behalf contributions are made pursuant to written agreement, and whose inclusion will not impair, in the sole judgment of the Trustees, the tax exempt status of the Fund.

Section 1.6. Trustees. The term "Trustees" as used herein will mean the Trustees designated in this Trust Agreement, together with their successors designated and appointed in accordance with the terms of this Trust Agreement. The Trustees, collectively, will be the "named fiduciaries" of this Fund as that term is used in ERISA.

Section 1.7. Profit Sharing Contributions. The term "Profit Sharing Contributions" means payments required to be made to the Trust by an Employer under the provisions, as applicable, of any Collective Bargaining Agreement, Participation Agreement or other approved written agreement, and this Restated Agreement and Declaration of Trust.

Section 1.8. Collective Bargaining Agreement. Any written contract, governing terms and conditions of employment and which requires the Employer to make contributions to the Trust Fund, to which an Employer and the Union are parties and any and all extensions, renewals, or modifications thereof, whether by further agreement or operation of law, and any successor agreements thereto.

For the purpose of collection of delinquent employer contributions, "Collective Bargaining Agreement" will also mean a participation agreement or other written agreement requiring an Employer to make contributions to this Trust Fund.

