

Salaries and Benefits of UTU International Officers on Effective Date of SMART Merger.

1. SMART salary¹ as an International Organizer or Representative². **\$108,233** based on the 2006 figures. With cost-of-living increase, including the one effective January 1, 2008 this base salary is now somewhere between **\$111,000 & \$114,000**.
2. SMART allowance³ as an International Organizer or Representative. **\$44,040** This allowance is over and above the expenses for which they are reimbursed while on official union business.
3. UTU Segregated Pension Fund (EIN # 34-1905538) in which they are already vested.
4. Railroad Retirement in which they are already vested.
5. SMWIA Officers Pension Plan⁴ in which they will become immediately vested by virtue of the Merger Agreement.
6. SMWIA COLA Fund.⁵
7. SMWIA 401k Fund in which SMART will match up to 3%.⁶

¹ See Appendix A, Column: "Salary"

² Refer to UTU/SMWIA Merger Agreement: V. Officers and General Executive Council
A Transportation Division will be created. All full-time UTU Vice Presidents elected at the 2007 Convention **will become International Representatives and Organizers of SMART** with functions of current UTU officers.

³ See Appendix A, Column: "Allowances Disbursed"

⁴ ARTICLE TWO SEC. 13(a). Except as otherwise provided in this Section 13, General Officers, International Representatives, Organizers and Administrative Staff shall be covered by the "**Sheet Metal Workers' International Association Staff Pension Plan**". The Trustees of the Sheet Metal Workers International Association Staff Pension Fund shall be appointed by the General President with the approval of the General Executive Council. The General Secretary-Treasurer is directed to transmit up to Two Dollars (\$2.00) for the purpose of assuring the continued operation of said Plan. The amounts transmitted shall be allocated to the "Sheet Metal Workers' International Association Staff Pension Fund" to meet the cost of the Plan as determined by the Plans' Enrolled Actuary.

⁵ From SMWIA Constitution: ARTICLE TWO SEC. 13(f). There shall be established and maintained by the International Association a fund to be known as the **Sheet Metal Workers' International Association Staff COLA Fund** for all General Officers, International Representatives, Organizers and Administrative Staff Assistants who are participants under the rules and regulations of the Sheet Metal Workers' International Association Staff Pension Plan as well as pensioners and beneficiaries receiving monthly benefits from said Pension Fund.

⁶ ARTICLE TWO SEC. 13(i). There shall be established and maintained by the International Association a **401(k)** Plan in which all General Officers, International Representatives and Organizers, and Administrative Staff in the United States may participate. There shall be established a comparable savings

Once the SMART merger is consummated, the SMART General President has the power to reduce or increase salaries and allowances of the UTU International Officers as he chooses.^{7 8}

or alternate compensation plan on behalf of all General Officers, International Representatives and Organizers, and Administrative Staff in Canada.

⁷ ARTICLE TWO SEC. 12. The compensation and expenses of the General Officers and the method of determining same shall be as established by the 1990 Convention action and shall continue thereafter **with the adjustments set forth under Article Eight (8), Section 7** until changed by action of a subsequent Convention.

⁸ ARTICLE EIGHT SEC. 7. Except as otherwise provided in this Section 7, the salary and expenses of the Chief International Representative, Director of Canadian Affairs, Director of Railroad and Shipyard Workers, Director of Organization, Director of Production Workers, Director of Education, Regional Directors, International Representatives and International Organizers and the method of determining same shall be that established by Convention action and shall continue thereafter until changed by action of a subsequent Convention. Notwithstanding the previous sentence, the **General President**, with the approval of the General Executive Council, **shall have the right to raise or lower the compensation and expenses of the above named individuals and the International Staff members depending upon their performance of their duties and responsibilities.**

APPENDIX A

The following table is a list of SMWIA International Organizers and Representatives and their compensation. The information is from the 2006 LM-2 (Labor-Management) Report filed with the United States Department of Labor.

No.	Name	Salary \$	Allowances Disbursed \$	Disburse- ments for Official Business \$	Other \$	Total \$	Schedule 15 Represen- tational Activities %	Schedule 16 Political & Lobbying %	Schedule 17 Contributions %	Schedule 18 Gen. Overhead %	Schedule 19 Administration %
1	J Ambuehl Intl Organizer	63,130	27,027	16,289	866	107,312		100			
2	T Arsenault Intl Organizer	108,223	44,040	35,838	738	188,839		98			2
3	H Ball Intl Rep	108,223	44,040	19,987	449	172,699		80			20
4	J Beaulieu Intl Rep	108,223	44,040	5,899	0	158,162		90			10
5	D Benites Intl Organizer	108,233	44,040	48,365	599	201,227		100			
6	T Blankman Intl Organizer	108,233	44,040	26,614	643	179,520		98			2
7	T Burton Intl Organizer	111,109	40,314	9,062	549	161,034		75			25
8	C Carlough Intl Rep	138,633	44,040	9,779	0	192,452		90			5
9	B Carr Intl Rep	104,769	37,883	11,744	0	154,396		60			40
10	L Compton Intl Organizer	108,233	44,040	12,337	397	164,997		95			5
11	G Colombo Intl Organizer	18,037	7,164	1,704	0	26,905		100			
12	R Dyrdaahl Intl Organizer	108,233	44,040	19,901	0	172,164		80			20
13	P Ezell Intl Organizer	108,233	44,040	17,122	0	169,385		100			
14	T Farmer Intl Rep	108,233	44,040	27,261	470	179,994		42			58

No.	Name	Salary \$	Allowances Disbursed \$	Disburse- ments for Official Business \$	Other \$	Total \$	Schedule 15 Represen- tational Activities %	Schedule 16 Political & Lobbying %	Schedule 17 Contributions %	Schedule 18 Gen. Overhead %	Schedule 19 Administration %
15	T Fisher Intl Organizer	108,233	44,040	21,255	0	173,518	94	0	0	0	6
16	C Fraley Intl Rep	108,223	44,040	22,918	429	175,610	80	10	0	0	10
17	D Freeman Intl Organizer	101,008	36,684	32,392	727	170,811	70	0	0	30	0
18	D Garland Intl Rep	145,450	44,040	26,545	2,112	218,147	70	10	0	0	20
19	M Gonzalez Intl Organizer	108,223	44,040	40,340	793	193,396	100	0	0	0	0
20	J Hart III Intl Organizer	108,223	44,040	6,470	0	158,733	100	0	0	0	0
21	D Hill Intl Rep	108,223	44,040	19,752	834	172,849	80	0	0	0	20
22	M Jeske Intl Organizer	108,223	44,040	18,122	289	170,674	95	0	0	0	5
23	D Macdonald Intl Rep	104,769	37,883	13,784	916	157,352	100	0	0	0	0
24	S Mahoney Intl Organizer	110,387	44,040	17,771	819	173,017	100	0	0	0	0
25	F Miszewski Intl Rep	108,223	44,040	20,822	0	173,085	68	0	0	0	32
26	K Moore Intl Organizer	108,223	44,040	16,937	0	169,200	100	0	0	0	0
27	C Mulcahy Intl Rep	24,242	7,356	65	0	31,663	100	0	0	0	0
28	G Nelson Intl Organizer	108,233	44,040	0	0	152,263	0	0	0	100	0
29	D Neubert Intl Organizer	108,233	44,040	21,035	0	173,298	79	0	0	0	21
30	L O'Neill Intl Rep	104,769	37,883	19,285	550	162,487	80	0	0	0	20
31	B Ottenson Intl Rep	104,769	37,883	23,824	578	167,054	80	0	0	0	20

No.	Name	Salary \$	Allowances Disbursed \$	Disburse- ments for Official Business \$	Other \$	Total \$	Schedule 15 Representa- tional Activities %	Schedule 16 Political & Lobbying %	Schedule 17 Contributions %	Schedule 18 Gen. Overhead %	Schedule 19 Administration %
32	D Pasquinucci Jr. Intl Rep	108,233	44,040	22,506	661	175,430	70	0	0	0	30
33	W Peworchik Intl Organizer	120,127	44,040	27,860	0	192,027	79	0	0	0	21
34	B Plueger Intl Rep	108,223	44,040	19,177	797	172,237	47	0	0	0	53
35	R Ramos Intl Organizer	108,233	44,040	14,874	572	167,709	100	0	0	0	0
36	J Regnier Intl Rep	104,769	37,883	11,554	947	155,153	62	4	0	10	24
37	J Sanchez Intl Organizer	108,233	44,040	39,858	644	192,765	100	0	0	0	0
38	R Santo Intl Organizer	27,056	10,890	3,362	0	41,308	100	0	0	0	0
39	L Tucker Intl Organizer	99,204	40,314	18,084	844	158,446	96	0	0	0	4
40	J White, Jr. Intl Organizer	108,233	44,040	25,195	0	177,458	100	0	0	0	0
42	R White Intl Rep	104,769	37,883	18,681	0	161,333	74	11	0	0	15
43	T Wilkens Intl Organizer	121,210	44,040	18,692	529	184,471	81	0	0	0	19
44	L Wilson Intl Organizer	108,223	44,040	16,560	0	168,823	98	0	0	0	2

Appendix B

The following table lists the International Officers of the SMWIA and their compensation from the International. The information is from the 2006 LM-2 (Labor-Management) Report filed with the United States Department of Labor.

Name	Salary \$	Allowances Disbursed \$	Disbursements for Official Business \$	Other \$	Total \$	Schedule 15 Representational Activities %	Schedule 16 Political & Lobbying %	Schedule 17 Contributions %	Schedule 18 Gen. Overhead %	Schedule 19 Administration %
M Sullivan Gen. President	263,092	103,115	13,340	14,008	393,555	30	5	5	0	60
J Nigro Gen Sec/Tres	215,329	79,885	23,639	13,758	332,611	35	0	0	0	65
T Kelly Gen Sec/Tres	45,332	16,909	2,688	0	64,929	0	0	0	0	100
J Brittle Asst to Gen Pres	154,543	44,040	5,807	0	204,390	10	0	0	0	90
R Brown Dir Canadian Affairs	137,753	37,883	23,897	2,836	202,369	50	10	0	0	40
M Lafave Dir Production Work	145,450	44,040	10,791	0	200,281	73	0	0	0	27
R McClees Dir of Jurisdiction	146,966	44,040	6,241	489	197,736	90	0	0	0	10
C Henson Asst Dir Jurisdiction	136,360	44,040	4,245	1,176	185,821	93	7	0	0	0
V Panvini, Director Government Affairs	145,450	44,040	10,915	0	200,405	0	100	0	0	0
A Picarazzi Dir of Education	109,088	32,958	2,389	331	144,766	91	0	0	0	9

Name	Salary \$	Allowances Disbursed \$	Disbursements for Official Business \$	Other \$	Total \$	Schedule 15 Represent- ational Activities %	Schedule 16 Political & Lobbying %	Schedule 17 Contrib- utions %	Schedule 18 Gen. Overhead %	Schedule 19 Admin- istration %
M Small Dir of Organization	145,450	44,040	8,860	1,132	199,482	100	0	0	0	0
R Loyd 1 st General VP	46,989	3,315	12,358	1,318	63,980	30	0	0	0	70
S Karczynski 2 nd General VP	22,619	1,190	6,070	949	30,828	40	0	0	0	60
J Potesta 2 nd General VP	51,239	4,420	3,186	3,593	62,438	30	0	0	0	70
J Churuvia 3 rd Gen. VP	46,739	2,890	647	2,960	53,236	30	0	0	0	70
J Harrington 4 th Gen. VP	23,869	3,895	6,255	2,050	36,069	40	0	0	0	60
G Slater 4 th Gen VP	45,239	2,380	8,158	2,897	58,674	30	0	0	0	70
G Stevens 5 th Gen VP	43,489	1,785	4,799	1,469	51,542	40	0	0	0	60
B Word 6 th Gen VP	48,489	3,485	1,126	0	53,100	40	0	0	0	60
R Ringwood 7 th Gen VP	48,239	3,400	9,809	3,562	65,010	40	0	0	0	60
G Kot 8 th Gen VP	45,094	0	5,277	4,670	55,041	40	0	0	0	60
T Hintze 9 th Gen VP	43,239	1,700	40	1,198	46,177	40	0	0	0	60
P Collins, Jr. 10 th Gen VP	17,597	1,020	0	0	18,617	40	0	0	0	60
R Hohenberger 11 th Gen VP	20,847	2,125	5,880	0	28,852	40	0	0	0	60

Appendix C

The following table lists the International Officers of the SMWIA and their compensation from additional SMWIA affiliates. The information is from the 2006 LM-2 (Labor-Management) Report filed with the United States Department of Labor.

Name	SMWIA Affiliate Source #1	Total from Source #1 \$	SMWIA Affiliate Source #2	Total from Source #2 \$	Total from SMWIA International \$	Grand Total SMWIA Compensation \$
M Sullivan Gen. President	n/a	0	n/a	0	393,555	393,555
J Nigro Gen Sec/Tres	n/a	0	n/a	0	332,611	332,611
T Kelly Gen Sec/Tres	n/a	0	n/a	0	64,929	64,929
J Brittle Asst to Gen Pres	n/a	0	n/a	0	204,390	204,390
R Brown Dir Canadian Affairs	n/a	0	n/a	0	202,369	202,369
M Lafave Dir Production Work	n/a	0	n/a	0	200,281	200,281
R McClees Dir of Jurisdiction	n/a	0	n/a	0	197,736	197,736
C Henson Asst Dir Jurisdiction	n/a	0	n/a	0	185,821	185,821
V Panvini Director Government Affairs	n/a	0	n/a	0	200,405	200,405
A Picarazzi Dir of Education	n/a	0	n/a	0	144,766	144,766
M Small Dir of Organization	n/a	0	n/a	0	199,482	199,482
R Loyd 1 st General VP	Southwest District Council	400	Local 21	95,476	63,980	159,856
S Karczynski 2 nd General VP	IL State Council	225	Local 73	111,571	30,828	142,624
J Potesta 2 nd General VP	MI/IN State Council	339	Local 20	113,364	62,438	176,141

Name	SMWIA Affiliate Source #1	Total from Source #1 \$	SMWIA Affiliate Source #2	Total from Source #2 \$	Total from SMWIA International \$	Grand Total SMWIA Compensation \$
J Churuvia 3 rd Gen. VP	IL State Council	3,895	n/a	0	53,236	57,131
J Harrington 4 th Gen. VP	n/a	0	Local 28	115,187	36,069	151,256
G Slater 4 th Gen VP	IL State Council	2,101	Local 265	134,068	58,674	194,843
G Stevens 5 th Gen VP	MI/IN State Council	339	Local 110	83,838	51,542	135,719
B Word 6 th Gen VP	Western States Council	0	Local 104	152,029	53,100	205,129
R Ringwood 7 th Gen VP	Western States Council	0	Local 105	116,851	65,010	181,861
G Kot 8 th Gen VP	NorthWest District Council	0	SMWIA ⁹ International	56,306	55,041	111,347
T Hintze 9 th Gen VP	Production Workers Council	900	Local 565	64,991	46,177	112,068
P Collins, Jr. 10 th Gen VP	Leadership Council	0	Local 137	147,374	18,617	165,991
R Hohenberger 11 th Gen VP	MI/IN State Council	332	Local 33	108,653	28,852	137,837

⁹ Kot drew two separate compensations from SMWIA International. One salary was for his duties in the office of 8th General Vice President, the other was shown on LM-2 as General Vice-President/Employee.

APPENDIX D

The following table lists the International Officers of the UTU and their compensation. The information is from the 2006 LM-2 (Labor-Management) Report filed with the United States Department of Labor.

No	Name	Salary \$	Allowances Disbursed \$	Disbursements for Official Business \$	Other \$	Total \$	Schedule 15 Repre- sentational Activities %	Schedule 16 Political & Lobbying %	Schedule 17 Contributions %	Schedule 18 General Overhead %	Schedule 19 Administration %
1	Paul C Thompson ¹⁰ President	258,093	0	14,672	0	272,765	10	0	0	0	90
2	Richard Marceau ¹¹ Assistant President	175,100	0	9,068	0	185,168	70	0	0	0	30
3	James R Cumby ¹² Asst. to Pres. YM	137,094	0	30,598	0	167,692	65	0	0	0	35
4	Daniel Johnson III ¹³ Gen. Sec-Tres	159,952	0	39,887	0	199,839	0	0	0	0	100
5	James Brunkenhoefer ¹⁴ National Leg. Director	159,952	0	16,399	0	176,351	0	100	0	0	0
6	James Stem, Jr. ¹⁵ Alt National Leg Dir	137,094	0	40,511	0	177,605	0	100	0	0	0
7	Donald Anderson Alt Can Leg Dir	1,891	0	1,476	0	3,367	50	50	0	0	0
8	Timothy Secord ¹⁶ Canada Leg Dir	137,592	0	56,064	0	193,656	50	50	0	0	0
9	John Armstrong ¹⁷ VP - Canada	137,592	0	42,465	0	180,057	100	0	0	0	0

¹⁰ Retired, M. Futney elected to position at 2007 Convention.

¹¹ Retired, A. Martin elected to position at 2007 Convention

¹² Elected VP at 2007 Convention

¹³ Retired, replaced in office by K. Thompson

¹⁴ Re-elected at 2007 Convention

¹⁵ Re-elected at 2007 Convention

¹⁶ Did not seek re-election at 2006 Convention. The two former offices of VP-Canada and the office of Legislative Director-Canada were combined into one office at the 2006 Convention. G. King was elected and subsequently replaced by the Alternate Garth Bates.

¹⁷ Retired, Canadian positions combined

No	Name	Salary \$	Allowances Disbursed \$	Disbursements for Official Business \$	Other \$	Total \$	Schedule 15 Repre- sentational Activities %	Schedule 16 Political & Lobbying %	Schedule 17 Contributions %	Schedule 18 General Overhead %	Schedule 19 Administration %
10	Roy Arnold ¹⁸ Vice President (Bus)	137,592	0	15,129	0	152,223	90	0	0	0	10
11	John Babler ¹⁹ Vice President	137,094	0	30,601	0	167,695	40	0	0	0	60
12	Roy Boling ²⁰ Vice President	137,094	0	38,290	0	175,384	90	0	0	0	10
13	Richard Deiser ²¹ Alt VP Bus East	18,481	0	9,255	0	27,736	100	0	0	0	0
14	Patrick Drennan ²² Vice President	137,094	0	6,868	0	143,962	50	0	0	0	50
15	Malcom Futhey, Jr. ²³ Vice President	137,094	0	53,231	0	190,325	90	0	0	0	10
16	David Hakey ²⁴ Vice President	137,094	0	36,039	0	173,133	10	0	0	0	90
17	Constantino Iannone ²⁵ Vice President	137,094	0	25,786	0	162,880	80	0	0	0	20
18	Arthur Martin ²⁶ Vice President	137,094	0	32,412	0	169,506	60	10	0	0	30
19	Robert Sharpe ²⁷ VP Canada	137,592	0	28,978	0	166,570	100	0	0	0	0
20	Kim Thompson ²⁸ Vice President	137,094	0	19,521	0	156,615	80	0	0	0	20

¹⁸ Defeated at Convention by V Baffoni

¹⁹ Re-elected at 2007 Convention

²⁰ Re-elected at 2007 Convention

²¹ Re-elected at 2007 Convention

²² Defeated at 2007 Convention by R Kerley

²³ Elected to President at 2007 Convention, VP position eliminated

²⁴ Defeated for President by M Futhey and for VP by D Wier at 2007 Convention

²⁵ Re-elected at 2007 Convention

²⁶ Elected Asst President at 2007 Convention, VP position eliminated

²⁷ Retired

²⁸ Current General Secretary-Treasurer

No	Name	Salary \$	Allowances Disbursed \$	Disbursements for Official Business \$	Other \$	Total \$	Schedule 15 Repre- sentational Activities %	Schedule 16 Political & Lobbying %	Schedule 17 Contributions %	Schedule 18 General Overhead %	Schedule 19 Administration %
21	Steven Thompson ²⁹ Vice President	137,094	0	4,992	0	142,086	100	0	0	0	0
22	Carl Vahldick ³⁰ Vice President	137,094	0	25,834	0	162,928	100	0	0	0	0
23	Bruce Wigent ³¹ Vice President	137,094	0	28,969	0	166,063	80	0	0	0	20
24	Jerry Batton ³² Alt Vice President Sth	139,322	0	6,591	0	145,913	0	80	0	0	20
25	Robert Gonzalez Alt Vice President	4,537	0	1,034	0	5,571	100	0	0	0	0
26	Doyle Turner Alt Vice Pres Yardmasters	38,629	0	15,866	0	54,495	70	20	0	0	10
27	John Hancock ³³ 2 nd Alt VP South	403	0	1,324	0	1,727	0	0	0	0	100
28	Robert Kerley ³⁴ Alt VP West	0	0	2,241	0	2,241	0	0	0	0	100
29	David Wier ³⁵ Alt VP East	1,891	0	1,133	0	3,024	0	0	0	0	100
30	J.D. Fitzgerald ³⁶ General Chairman	93,018	0	18,033	0	111,051	100	0	0	0	0
31	Victor Baffoni ³⁷ Vice Gen Chair (Bus)										

²⁹ Did not seek Re-election in 2007, John Previsich elected to position

³⁰ Retired, position eliminated

³¹ Defeated for re-election by J. Fitzgerald

³² Did not seek re-election at 2007 Convention

³³ Did not seek re-election at 2007 Convention

³⁴ Elected Vice President at 2007 Convention, defeating VP P Drennan, Paul Tibbit elected to Alternate position

³⁵ Elected Vice President at 2007 Convention defeating VP D Hakey, Delbert Strunk elected to Alternate position

³⁶ Elected Vice President at 2007 Convention defeating VP B Wigent, RW Dare elected to Alternate position

³⁷ Elected Vice President at 2007 Convention defeating VP R Arnold