

(b) I am a member of the Executive Board of Local 732 and hold the office of Trustee and Business Representative of Local 732. I have resigned from all positions effective October 5, 1992;

(c) I currently hold no other elected or appointed offices of any kind, paid or unpaid, in the IBT or any of its affiliated entities including Local 732, or with any pension, health and welfare or other benefit plans or other such entities (collectively "IBT Entities");

(d) I currently receive no salary, allowances, or remuneration of any kind from any IBT Entities other than for the positions described in Paragraph 3(b);

(e) I shall be suspended, effective on the date this agreement is approved by the Independent Administrator (the "effective date"), as an officer and employee of Local 732 and the other positions described in Paragraph 3(b) (the "suspension"). The suspension shall be in effect for a period of three years from the effective date. I may continue to maintain my membership in the IBT during the suspension period;

(f) During the suspension period, I shall not attend or participate in any manner in any of the activities or affairs of Local 732, or any other IBT Entity, including but not limited to meetings, discussions, consultations, negotiations, votes, or any other business or activity of the union. I shall not enter or telephone or communicate with the

offices of Local 732 or any other IBT Entity. I shall not discuss with any member, officer, business agent, employee or representative of Local 732 or any other IBT Entity any union matter and shall refrain from any other involvement in the affairs of Local 732 or any other IBT Entity, provided, however, (i) I may provide factual information directly and solely to the attorneys for Local 732 as necessary for negotiations or grievances; and (ii) testify if required to do so in arbitrations or other proceedings;

(g) During the suspension period, I shall receive no salary, allowances, gratuities, accrual of pension benefits or any other remuneration or compensation of any kind from Local 732, or any other IBT Entity except that I may receive my fully vested pension benefits and other benefits lawfully accrued during my pre-suspension service;

(h) I represent that I shall not take or accept after the expiration of the suspension period, any compensation or remuneration in money or other things of value to replace the compensation or benefits lost pursuant to Paragraph 3(g) above.

4. I have entered into this agreement on the understanding the Investigations Officer agrees he will not pursue the charges.

5. I understand the Investigations Officer's agreement is limited to the charges annexed as Exhibit A and he expressly reserves the right to pursue charges against any other officer or entity of the IBT or Local 732 arising out of

the allegations contained in the charges or any other investigations.

6. I agree this agreement will be submitted to the Independent Administrator for his review and approval. If approved by the Independent Administrator, I agree he will submit it to the United States District Court for the Southern District of New York for review and approval and, if approved by the court, to be entered as an order.

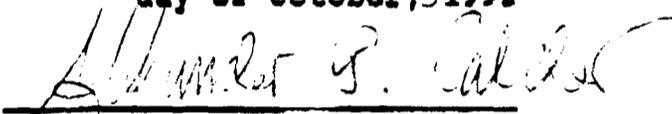
7. I understand the Investigations Officer makes no representation as to the determination of the Independent Administrator or the court with respect to this agreement.

8. I make this agreement after consultation with my attorney and I fully understand its terms.

9. I have authorized my attorney to transmit this agreement, signed by me, to the Investigations Officer. When it is signed by the Investigations Officer, he will submit it to the Independent Administrator for approval.


WILLIAM GENOESE, JR.

Sworn to before me this th 5th
day of October, 1992


Notary Public

ALEXANDER B. CALDER
NOTARY PUBLIC, STATE OF NEW YORK
NO. 41-5572350
QUALIFIED IN QUEENS COUNTY
COMMISSION EXPIRES MARCH 31, 1994

Agreed:

Charles M. Carberry
Charles M. Carberry
Investigations Officer

Dated: _____, 1992

Approved:

Frederick B. Lacey
Frederick B. Lacey
Independent Administrator

Dated: *10/21/92*, 1992

SO ORDERED:

David N. Edelstein
United States District Judge

Dated: _____, 1992

4441A

expenses submitted for reimbursement to Local 732 while you
were an officer and employee of the local.

Dated: New York, New York
October 2, 1992

Very truly yours,

Charles M. Carberry
Charles M. Carberry

cc.: Frederick B. Lacey, Esq.
Richard Gilbert, Esq.
Steven Bennett, Esq.
Roland Wilder, Esq.

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