IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

In re:	)	Jointly Administered at
	)	Case No. 03-35592 JKF
MID-VALLEY, INC., *et. al*.,	)	
	)	Chapter 11
Reorganized Debtors.	)	
	)	Document No. 2669
_____	)	

ORDER OF COURT PERMITTING THE FILING OF CERTAIN DOCUMENTS WITHOUT REOPENING THE REORGANIZATION CASES[1]

WHEREAS, this Court entered an Order of Final Decree on November 21, 2005 at Docket No. 2514 ordering that the Reorganized Debtors' Reorganization Cases be closed; and

WHEREAS, pursuant to the terms of the Confirmation Order, the Asbestos PI Trust Documents and the Silica PI Trust Documents, certain additional informational and other filings are anticipated to be made including, but not limited to (i) annual reports to be filed by the Asbestos and Silica PI Trusts; and (ii) amended Plan Exhibits filed by the Reorganized Debtors (collectively, the "Additional Filings"); and

WHEREAS, at the hearing held on November 6, 2006, this Court indicated that the Additional Filings should not necessitate the reopening of these Reorganization Cases or any related payment of filing fees; it is hereby

ORDERED, that the Clerk of this Court is directed to accept the Additional Filings and the Additional Filings shall not require the reopening of these Reorganized Cases or

[1] Capitalized terms used herein without definition shall have the meaning ascribed to such terms in the Uniform Glossary of Defined Terms for Plan Documents filed of record on November 5, 2004 (Dkt. No. 2086).

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the payment of any related filing fees; and it is further

ORDERED, each such Additional Filing shall include a copy of this Order, affixed to the front of the Additional Filing; and it is further

ORDERED, that counsel for the Reorganized Debtors shall immediately serve a copy of this Order on (i) each entity set forth in the Reorganized Debtors' current Official Service List; (ii) each entity set forth on the current Bankruptcy Rule 2002 Notice List; and (iii) any other parties-in-interest, and file a certificate of service with the Clerk of the Bankruptcy Court within ten (10) days hereof; and it is further

ORDERED, that the Clerk of the Bankruptcy Court is hereby directed to make a notation on the dockets that, the Reorganization Cases (Case Nos. 03-35592, 03-35593, 03-35595, 03-35596, 03-35597, 03-35599, 03-35600, and 03-35601) have been closed.

Dated: 11/16/2006 12:39:42, 2006

Judith K. Fitzgerald
United States Bankruptcy Judge

wmk

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IN THE UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF PENNSYLVANIA

In re:	§	Jointly Administered at
	§	Case No. 03-35592-JKF
MID-VALLEY, INC., et al.,	§	
	§	Chapter 11
Reorganized Debtors	§	
	§	

DII INDUSTRIES, LLC ASBESTOS PI TRUST'S 2014 ANNUAL REPORT AND NOTICE OF UNCLAIMED PROPERTY

2014 ANNUAL REPORT

Pursuant to the DII Industries, LLC Asbestos PI Trust Agreement ("Trust Agreement"), the Trustees of the DII Industries, LLC Asbestos PI Trust ("Trust") report the following 2014 activities:

I. Financial Statements

The Trust's Special-Purpose Financial Statements with Report of Independent Auditors for the Years Ended December 31, 2014 and 2013 are attached as Exhibit A.

II. Claims Summary

A summary of the claims the Trust disposed of in 2014 is attached as Exhibit B.

III. Trustees' Fees, Expenses, and Activities

The Trustees earned $834,263 in 2014 (a) conducting weekly meetings with the Trust's staff and quarterly meetings with the Trust Advisory Committee and Legal Representative; (b) monitoring the Trust's financial portfolio and conducting regular meetings with the Trust's financial advisors and investment managers; (c) supervising the Trust's activity in arbitrations, mediations, and litigation; (d) reviewing and revising the processes the Trust utilizes to evaluate claims; (e) monitoring the Trust's claims processing facility's performance; (f) evaluating the

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Trust's staffing needs and staff compensation; (g) supervising the Trust's claims audit program; (h) working toward the resolution of pending and future Foreign Claims in accordance with the Trust Agreement and Trust Distribution Procedures; (i) supervising the preparation of the Trust's financial statements; and (j) otherwise administering the Trust. Additionally, the Trust reimbursed $52,120 of the expenses the Trustees incurred.

In particular, the Trustees devoted significant attention to the (a) implementation of the revised methodology by which the Trust values claims submitted for Individual Review, (b) analysis of potential measures for the evaluation and resolution of pending and future Foreign Claims, and (c) further advancement of the Trust's claims audit program.

A. Valuation of Claims Submitted for Individual Review

In 2014, the Trust implemented a revised methodology for valuing claims under the Trust's Individual Review process pursuant to Section 5.3(b)(2) of the Trust Distribution Procedures.

B. Evaluation of Foreign Claims

During 2014, the Trustees and Trust staff analyzed the foreign laws to which the majority of pending Foreign Claims would be subject in those Claimants' Jurisdictions and evaluated the application of those laws to Foreign Claims under the Trust Distribution Procedures. Further to these analyses, the Trustees and Trust staff examined various ways to evaluate and resolve pending and future Foreign Claims in accordance with the requirements of section 524(g) of the United States Bankruptcy Code, the Trust Agreement and the Trust Distribution Procedures. As part of this evaluation, the Trustees examined various mechanisms by which the Trust might seek guidance from this Court on the resolution of Foreign Claims.

C. Claims Audit Program

Throughout 2014, the Trust further developed its audit of claims pursuant to Section 5.8 of the Trust Distribution Procedures and completed audits of randomly selected claims, individual claims in which particular issues had been identified, and targeted audits of claims filed by selected law firms.

IV. Trust Advisory Committee Fees, Expenses, and Activities

In 2014, the Trust paid the Trust Advisory Committee and its legal counsel and other professionals $68,336 in fees and reimbursed $2,070 of the expenses they incurred. During the year, the Committee advised the Trustees in their performance of the activities listed above.

V. Legal Representative Fees, Expenses, and Activities

In 2014, the Trust paid the Legal Representative and its legal counsel and other professionals $171,827 in fees and reimbursed $4,110 of the expenses they incurred. Like the Trust Advisory Committee, the Legal Representative advised the Trustees in their performance of the activities listed above.

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VI. Additional Information

For additional information regarding the Trust's financial statements or operations, please contact its Executive Director, Marcellene Malouf, at P.O. Box 821628, Dallas, Texas 75382 or at 214-271-0551 or go to www.diiasbestostrust.org.

NOTICE OF UNCLAIMED PROPERTY

Pursuant to section 9.6(a) of the Conformed Fourth Amended and Restated Joint Prepackaged Plan of Reorganization for the Debtors under Chapter 11 of the United States Bankruptcy Code, attached as Exhibit C is information regarding unclaimed or undeliverable funds that the Trust distributed.

/s/
Alan R. Kahn, Managing Trustee
DII Industries, LLC Asbestos PI Trust

/s/
Mark M. Gleason, Trustee
DII Industries, LLC Asbestos PI Trust

/s/
Honorable Robert M. Parker, Trustee
DII Industries, LLC Asbestos PI Trust

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Exhibit A

DII INDUSTRIES, LLC ASBESTOS PI TRUST

Special-Purpose Financial Statements
with
Report of Independent Auditors

Years Ended December 31, 2014 and 2013

DII INDUSTRIES, LLC ASBESTOS PI TRUST

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REPORT OF INDEPENDENT AUDITORS

To the Trustees of
DII Industries, LLC Asbestos PI Trust

We have audited the accompanying special-purpose financial statements of the DII Industries, LLC Asbestos PI Trust (the Trust), which comprise the statements of net claimants' equity as of December 31, 2014 and 2013, and the related special-purpose statements of changes in net claimants' equity and changes in investments for the years then ended, and the related notes to the special-purpose financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the special-purpose accounting methods adopted by the Trust and its Trustees, as described in Note 2. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amount and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Trust's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control. Accordingly, we express no such opinion.

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An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

In our opinion, the special-purpose financial statements referred to above present fairly, in all material respects, the financial position of the Trust as of December 31, 2014 and 2013, and the results of its operations and their changes in investments for the years then ended in conformity with the special-purpose method of accounting.

Emphasis of Matter

As described in Note 2 to the special-purpose financial statements, these financial statements were prepared on a special-purpose method of accounting and are not intended to be a presentation in conformity with accounting principles generally accepted in the United States of America. The special-purpose method of accounting has been used in order to communicate to the beneficiaries of the Trust the net assets available for the payment of claims and the related operating expenses of the Trust.

Restriction of Use

This report is intended for the information and use of the Trustees, management of the Trust, and for filing with the United States Bankruptcy Court for Western District of Pennsylvania – Pittsburgh Division, and should not be used by anyone other than those specified parties. This restriction is not intended to limit distribution of this report, which, upon filing with the United States Bankruptcy Court for the Western District of Pennsylvania – Pittsburgh Division, is a matter of public record.

BKM Sowan Horan, LLP

April 23, 2015
Addison, Texas

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DII INDUSTRIES, LLC ASBESTOS PI TRUST

Special-Purpose Statements of Net Claimants' Equity

	December 31,	
	2014	2013
ASSETS		
Investments, at fair value	**$ 2,145,911,906**	$ 2,175,314,394
Investment income receivable	**16,630,143**	16,651,392
Prepaid expenses and other assets	**466,448**	497,655
Property and equipment, net	**80,391**	84,248
Income taxes receivable	**-**	1,414,024
Total assets	**2,163,088,888**	2,193,961,713
LIABILITIES		
Accounts payable and accrued expenses	**916,217**	850,118
Income taxes payable	**5,131,540**	-
Settled but unpaid claims	**4,981,273**	958,243
Deferred tax liability	**108,501,566**	97,984,451
Total liabilities	**119,530,596**	99,792,812
Net claimants' equity (Note 2)	**$ 2,043,558,292**	$ 2,094,168,901

See accompanying notes to special-purpose financial statements

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DII INDUSTRIES, LLC ASBESTOS PI TRUST

Special-Purpose Statements of Changes in Net Claimants' Equity

	Years ended December 31,	
	2014	2013
Additions		
Interest and dividend income, net	**$ 46,975,179**	$ 44,068,411
Net realized gain on investments	**12,779,614**	4,944,666
Net unrealized gain on investments, net of investment fees and expenses	**33,185,985**	59,587,851
Total additions	**92,940,778**	108,600,928
Deductions		
Asbestos claims payment expense	**(109,625,901)**	(59,133,377)
Operating and legal expenses	**(8,462,807)**	(8,784,747)
Income tax expense	**(25,462,679)**	(37,864,405)
Total deductions	**(143,551,387)**	(105,782,529)
Change in net claimants' equity	**(50,610,609)**	2,818,399
Net claimants' equity, beginning of year	**2,094,168,901**	2,091,350,502
Net claimants' equity, end of year	**$ 2,043,558,292**	$ 2,094,168,901

See accompanying notes to special-purpose financial statements

DII INDUSTRIES, LLC ASBESTOS PI TRUST

Special-Purpose Statements of Changes in Investments

	Years ended December 31,	
	2014	2013
Investment inflows		
Investment income, including		
net realized gains	**$ 59,776,042**	$ 48,756,560
Change in unrealized gains on investments	**33,185,985**	69,308,504
Total inflows	**92,962,027**	118,065,064
Investment outflows		
Asbestos claims payments	**(105,602,871)**	(59,881,885)
Operating and legal payments	**(8,361,644)**	(18,618,817)
Income taxes paid	**(8,400,000)**	(6,200,000)
Total outflows	**(122,364,515)**	(84,700,702)
Net increase (decrease) in investments	**(29,402,488)**	33,364,362
Investments, beginning of year	**2,175,314,394**	2,141,950,032
Investments, end of year	**$ 2,145,911,906**	$ 2,175,314,394

See accompanying notes to special-purpose financial statements

Note 1 – Description of the Trust

General

The DII Industries, LLC Asbestos PI Trust (the Trust) is a Pennsylvania common law trust, and is a Qualified Settlement Fund within the meaning of Treasury Department regulations issued pursuant to Section 468B of the Internal Revenue Code. The Trust was created on January 20, 2005, in connection with confirmation of the Chapter 11 Joint Plan of Reorganization (the Plan) for DII Industries, LLC and certain of its affiliated debtors and debtors-in-possession (the Debtors). The Debtors were direct or indirect subsidiaries of the Halliburton Company (Halliburton). The Plan was confirmed by order entered on July 21, 2004, by the United States Bankruptcy Court for the Western District of Pennsylvania (the Order). The Order was affirmed by the United States District Court for the Western District of Pennsylvania on December 1, 2004. The Plan became effective on January 20, 2005. The purpose of the Trust is to assume the asbestos liabilities of the Debtors, Halliburton, Harbison-Walker Refractories Company, and certain other businesses, and to use the Trust's assets and income to pay holders of those asbestos liabilities in such a way that all holders of similar asbestos claims, both current and future, are treated in a substantially equivalent manner.

Halliburton and its affiliates were granted the protection of a permanent channeling injunction entered by the Bankruptcy Court and the District Court in connection with the Order. The injunction enjoins the assertion of Asbestos Unsecured PI Trust Claims (Asbestos Claims) against those entities and channels such claims to the Trust for resolution.

The Trustees are fiduciaries to the beneficiaries of the Trust and are responsible for administering the Trust and the Trust's assets in accordance with the Plan.

The Trust is governed by a Trust Agreement (TA) and Trust Distribution Procedures (TDP) that establish the framework and criteria for allowance and payment of asbestos-related claims by the Trust.

The Trust's assets consist primarily of cash and cash equivalents and investments, which, with the earnings on such investments, are intended to be totally consumed by the allowance and payment of claims and operation of the Trust. The percentage of the amount of each allowed claim that will actually be paid will be determined by projections of total allowable Asbestos Claims and operational expenses of the Trust, on the one hand, and total assets and net earnings, on the other.

The Trust will terminate in accordance with TA article 7.2.

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Note 2 – Summary of Significant Accounting Policies

Basis of accounting

The Trust's financial statements are prepared using a special-purpose accounting method adopted by the Trust and its Trustees, which differs from accounting principles generally accepted in the United States of America (GAAP). The special-purpose accounting method does not record the Trust's ultimate claims liability but otherwise conforms with GAAP.

Cash and cash equivalents

The Trust considers all highly liquid debt instruments purchased with an original maturity of three (3) months or less to be cash equivalents.

Investments

Investments are stated at estimated fair value. Changes in fair value are recorded as additions and deductions to net claimants' equity. Realized gains and losses on investments in securities are calculated based on the specific identification method. The Trust records securities transactions on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest is recorded on an accrual basis. All investments are considered to be available for sale.

Fair value of investments

The Trust measures fair value of its investments using the fair value hierarchy as defined by generally accepted accounting principles in the United States (GAAP). When quoted prices in active markets for identical assets are available, these quoted market prices are used to determine the fair value. In other cases the Trust may hold investments for which there is no active market or the market is dislocated. When determining the fair value of such investments, the valuation is dependent on facts and circumstances requiring judgment by management. In exercising that judgment, management relies upon the valuation by its managers and advisors. It is acceptable to use inputs based on estimates or assumptions, or to make adjustments to observable inputs to determine fair value when markets are not active and relevant observable inputs are not available.

Claims and claims processing expense

Amounts due to claimants for allowed claims are recorded when approved and signed releases are received and verified. Claims processing expenses are recorded as incurred and are included in operating and legal expenses in the special-purpose statements of changes in net claimants' equity. Claims approved for payment with signed release forms received and verified before the end of the year are accrued for in the special-purpose statements of net claimants' equity. See Note 4.

Note 2 – Summary of Significant Accounting Policies – (Continued)

Property and equipment

Property and equipment is stated at cost less accumulated depreciation and amortization. The Trust uses both straight-line and accelerated methods of depreciation over the estimated useful lives of the assets. Depreciation expense was approximately $25,000 and $17,000 for each of the years ended December 31, 2014 and 2013, respectively, and is included in operations and legal expenses in the accompanying statements of changes in net claimants' equity.

Net claimants' equity

The Trust, under the adopted special-purpose accounting convention, does not record the liability for future claims expected to be filed over the life of the Trust. The net claimants' equity is available for (i) the payments of allowed asbestos-related claims and (ii) operational expenses of the Trust.

Concentration of credit risk

Financial instruments, which potentially subject the Trust to concentrations of credit risk, consist primarily of cash, cash equivalents, and investments. The Trust maintains cash and cash equivalents at financial institutions it considers to be of high credit quality. At times, the Trust may have cash deposits in banks that exceed federally insured limits. The Trust has not experienced any losses in such accounts and based on consultations with its advisors, does not believe it is exposed to any significant credit risk.

The Trust's investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the value of investments will occur in the near term and such change could materially affect the value of the Trust's investment portfolio.

The Trust has a formal investment policy that provides for diversification and establishes standards to invest the Trust's assets.

Use of estimates

The preparation of the special-purpose financial statements requires the Trustees and management of the Trust to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the financial statement date, and the reported amounts of additions to and deductions from net claimants' equity during the reporting periods. Significant items subject to such estimates and assumptions include the carrying value of investments and the estimation of current and deferred income taxes. Actual results could differ from these estimates.

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Note 2 – Summary of Significant Accounting Policies – (Continued)

Income taxes

The Trust reports its income to the Internal Revenue Service (IRS) as a Qualified Settlement Fund which is taxed at the highest rate applicable to trusts under Section 1(e) of the Internal Revenue Code (the Code), which is 39.6% for the years ending December 31, 2014 and 2013. The Trust is subject to federal income taxes based on modified gross income, as defined by the Code.

Deferred tax assets and liabilities are recorded based on temporary differences between the carrying amounts of assets and liabilities for financial reporting and income tax purposes using the tax rates currently in effect. A valuation allowance is established when it is more likely than not that the deferred tax assets may not be realized. The amount of income taxes the Trust pays is subject to ongoing audits by federal authorities. The Trust's estimate of the potential outcome of any uncertain tax issues is subject to the Trustees' assessment of relevant risks, facts, and circumstances existing at that time. The Trust uses a more likely than not threshold for financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. To the extent that the Trust's assessment of such tax positions changes, the change in estimate is recorded in the period in which the determination is made. The Trust reports tax-related interest and penalties as a component of income tax expense and operating and legal expenses, respectively. The Trust has recognized no liabilities for unrecognized tax benefits.

Reclassifications

Certain investment fees and expenses which were previously shown in operating and legal expenses in 2013 have been reclassified to net unrealized gain on investments, net of investment fees and expenses to conform with current year presentation.

Subsequent events

The Trust has evaluated events and transactions subsequent to the date of the financial statements for matters requiring recognition or disclosure in the special-purpose financial statements. The accompanying special-purpose financial statements consider events through April 23, 2015, the date on which the special-purpose financial statements were available to be issued. See Note 8.

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Note 3 – Funding of the Trust

Funding of the Trust was set forth in the Plan. On January 20, 2005, the effective date of the Trust, the Trust received $950,000 in cash proceeds, a note receivable from Halliburton in the amount of $30,742,628 due December 31, 2005, and 59,500,000 shares of Halliburton stock from the Debtors, which had a market value of $2,504,652,500. The value of funding, as of the effective date, totaled $2,536,345,128.

All shares of the Halliburton stock were sold on March 23, 2005, generating proceeds to the Trust of $2,481,983,000, net of fees and other charges of $46,767,000. The note receivable was paid in full at a discounted amount of $30,685,035 by December 31, 2005. The net cash realized from the funding of the Trust totaled $2,513,618,035.

The Plan also provides for additional funding through the Asbestos PI Trust Additional Funding Agreement. Under the Asbestos PI Trust Additional Funding Agreement, the Debtors are obligated to pay the Trust any insurance recoveries in excess of $2,300,000,000. This obligation ceases once the Debtors have paid an aggregate of $700,000,000 to the Trust. No proceeds were received or due during the years ended December 31, 2014 and 2013, in connection with the Asbestos PI Trust Additional Funding Agreement. No estimate of any future collection under this obligation has been recorded as it is uncertain to occur.

Note 4 – Claims Processing

The Trust reviews and determines Asbestos Claims in accordance with the TDP. The TDP provides for processing, and either disallowing or allowing, liquidating, and paying all Asbestos Claims as required by the Plan and the TA. For the years ended December 31, 2014 and 2013, approximately $109,600,000 and $59,000,000, respectively, were expensed as asbestos claims payments. On December 31, 2014 and 2013, the Trust had approximately $5,000,000 and $960,000, respectively, in allowed claims which were qualified for payment but were unpaid at year-end.

The TDP requires the Trust to dedicate 60% of the Maximum Available Payment (MAP), as defined in the TDP, to the payment of claims involving severe asbestosis and malignancies (Category A claims) and to dedicate 40% of the MAP to claims involving non-malignant asbestosis and pleural disease (Category B claims). This is measured annually. During the years ended December 31, 2014 and 2013, the Trust did not exhaust the MAP for either Category A and Category B claims.

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Note 5 – Estimated Asbestos Claims

At inception, the Trust's economic liability experts estimated that 1,851,886 claims would ultimately be filed over the life of the Trust. This projected an ultimate claims liability of approximately $3,700,000,000 before the application of the payment percentage. The Trust's experts updated their forecast during 2014 and estimated that 262,000 claims would be paid over the remaining life of the Trust. This estimate projects an updated remaining claims liability of $2,900,000,000 before the application of the payment percentage. The updated 2014 claim liability includes projections for both future foreign and domestic claims.

Note 6 – Trust Advisory Committee and Legal Representative

The TA sets forth the role and responsibility of the Trust Advisory Committee (TAC) and Legal Representative (LR). The members of the TAC serve in a fiduciary capacity representing all holders of present Asbestos Claims (Current Claimants). The Trustees are required to consult with or obtain the consent of the TAC on certain matters identified in the TA and the TDP. The TAC is comprised of eight attorneys who are engaged by Current Claimants.

The LR serves in a fiduciary capacity, representing the interests of the individuals who may file an Asbestos Claim in the future, but who at this time are unknown to the Trust (Future Asbestos Claimants). His role, in part, is to protect rights of the Future Asbestos Claimants. The Trustees are required to consult with or obtain the consent of the LR on certain matters identified in the TA and the TDP.

Note 7 – Taxation

The Trust's federal income tax expense is calculated as follows:

	Years ended December 31,	
	2014	2013
Net taxable income	$ **30,653,662**	$ 13,736,893
Tax rate	**39.6%**	39.6%
Current federal income tax expense	**12,138,850**	5,439,810
Adjustment to prior year estimate and refunds	**2,806,714**	1,021,678
Deferred federal income tax expense	**10,517,115**	22,652,202
Effect of rate change in January 2013	**-**	8,750,715
Income tax expense	$ **25,462,679**	$ 37,864,405

Note 7 – Taxation – (Continued)

The Trust's net deferred income tax liability is comprised of unrealized gains on investments of approximately $108,500,000 and $97,980,000 at December 31, 2014 and 2013, respectively.

The Trust tax returns for the years beginning 2011 remain open for examination by governmental authorities.

Note 8 – Investments and Fair Value Measurements

The TA provides general guidelines for the investments of the Trust. More specific policies and guidelines are set forth in the Investment Guidelines which were developed by the Trust's financial advisor and adopted by the Trustees.

The Trust's financial advisor routinely reviews the Trust's asset allocation model and portfolio managers.

The estimated cost basis and fair values of the Trust's investments are as follows:

	December 31, 2014		December 31, 2013	
	Cost	**Fair Value**	Cost	Fair Value
Cash and cash equivalents	**$ 95,228,488**	**95,228,488**	$ 180,172,228	$ 180,172,228
Equity securities	**197,278,191**	**336,545,182**	189,643,538	315,441,061
Foreign equity funds	**76,110,008**	**131,990,560**	68,958,907	138,553,602
Debt securities	**1,335,532,335**	**1,394,714,239**	1,308,343,811	1,334,445,701
Hedge funds	**98,344,264**	**187,433,437**	126,377,931	206,701,802
	$ 1,802,493,286	**2,145,911,906**	$ 1,873,496,415	$ 2,175,314,394

The Trust had a cumulative net unrealized gain on investments of $343,418,620 and $301,817,979 at December 31, 2014 and 2013, respectively. The Trust's net realized gain on sale of investments was $12,779,614 and $4,944,666 for the years ended December 31, 2014 and 2013, respectively. The amortization of bond discount expense included in interest and dividend income was $23,637,782 and $24,199,675 for the years ended December 31, 2014 and

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Note 8 – Investments and Fair Value Measurements – (Continued)

2013, respectively. Investment fees and expenses included in net unrealized gain on investments was $8,414,656 and $9,720,653 for the years ended December 31, 2014 and 2013, respectively.

The following is a description of the valuation methodologies used for financial assets measured at fair value, including the general classification of such assets pursuant to the valuation hierarchy. There were no changes in valuation techniques during the years ended December 31, 2014 and 2013.

Cash and cash equivalents
Cash equivalents are carried at cost, which approximates fair value. Cash and cash equivalents include cash balances and money market funds which are classified as Level 1.

Equity securities
All of the Trust's investments in equity securities are those which are publicly traded and are SEC filers. These securities are classified as Level I, as quoted prices are available for these securities in an active market.

Debt securities
The Trust's investments in debt securities do not have quoted market prices. These fair values are estimated by using pricing models, quoted prices of securities with similar characteristics, or discounted cash flow and are classified with Level 2 of the valuation hierarchy. These level 2 securities would include U.S. agency securities, mortgage-backed agency securities, obligations of states and political subdivisions and certain corporate, asset-backed, and other securities.

Foreign equity funds
The Trust invests in foreign equity funds which do not have quoted market prices. The fair values are estimated by using pricing models and quoted prices of the publicly traded international securities included in the funds. The funds are classified within Level 2 of the valuation hierarchy.

Hedge funds
The Trust invests in hedge funds which pursue multiple strategies to diversify risk and reduce volatility. The hedge funds are valued based on the net asset values as provided by general partners, a third party administrator, or investment managers, which are subject to independent financial statement audits. The Trust's independent financial advisors monitor, regularly meet with, and review each fund manager. Additionally, the Trustees regularly review manager performance reports and meet directly with the fund managers annually. Hedge funds are classified in Level 3 of the valuation hierarchy due to the factors noted above. As of December 31, 2014 and 2013, there were no unfunded commitments to the hedge funds.

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Note 8 – Investments and Fair Value Measurements – (Continued)

Hedge funds – continued

The hedge funds are subject to various restrictions or lock-up provisions which could prevent the Trust from realizing the current fair value estimate. There are no remaining lock-up periods which prohibit redemption; however, the Trust's investments may be subject to certain fees and expenses upon liquidation before various dates. The Trust's liquidity by exit date without fees at December 31, 2014, is summarized as follows:

Liquidity within		
0 – 6 months	$	65,683,803
7 – 12 months		86,571,825
13 – 18 months		18,090,188
19 – 24 months		-
25 – 36 months		16,553,439
Designated illiquid		534,182
	$	187,433,437

Financial assets with changes in fair value that are measured on a recurring basis were as follows:

	December 31, 2014			
	Level 1	**Level 2**	**Level 3**	**Total**
Cash and cash equivalents	$ **95,228,488**	$ **-**	$ **-**	$ **95,228,488**
Equity securities	**336,545,182**	**-**	**-**	**336,545,182**
Foreign equity funds	**-**	**131,990,560**	**-**	**131,990,560**
Debt securities	**-**	**1,394,714,239**	**-**	**1,394,714,239**
Hedge funds	**-**	**-**	**187,433,437**	**187,433,437**
	$ **431,773,670**	$ **1,526,704,799**	$ **187,433,437**	$ **2,145,911,906**

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Note 8 – Investments and Fair Value Measurements – (Continued)

	December 31, 2013			
	Level 1	Level 2	Level 3	Total
Cash and cash equivalents	$ 180,172,228	$ -	$ -	$ 180,172,228
Equity securities	315,441,061	-	-	315,441,061
Foreign equity funds	-	138,553,602	-	138,553,602
Debt securities	-	1,334,445,701	-	1,334,445,701
Hedge funds	-	-	206,701,802	206,701,802
	$ 267,888,489	$ 1,600,724,103	$ 206,701,802	$ 2,175,314,394

The changes in the balances of Level 3 financial assets were as follows for the years ended December 31:

	2014	2013
Balance as of January 1	**$ 206,701,801**	$ 173,276,064
Change in net realized and unrealized gains or losses	**3,179,601**	35,990,783
Purchases, sales, and settlements (net)	**(22,447,965)**	(2,565,046)
Balance as of December 31	**$ 187,433,437**	$ 206,701,801

Subsequent to December 31, 2014, the Trust fully liquidated its position in one foreign equity fund, which had a fair value of approximately $60,113,000 at December 31, 2014. The Trust, in exchange for the customary hold back of 10% of the investment, paid all residual costs and liabilities necessary. At December 31, 2014, the Trust had accrued costs of approximately $96,000 related to the liquidation, which are included in accounts payable and accrued expenses in the accompanying special-purpose statements of net claimants' equity.

Note 9 – Commitments and Contingencies

Leases

The Trust has a non-cancelable lease for office space that expires at the end of July 2017. Rent expense for the years ended December 31, 2014 and 2013, was approximately $135,000 and $110,000, respectively.

Future minimum lease payments for the remaining non-cancelable terms of the lease are as follows:

Years Ending December 31:		Amount
2015	$	113,310
2016		116,422
2017		68,972
	$	298,704

Retirement plan

The Trust maintains a safe-harbor 401(k) benefit plan (the Plan), which covers all employees after one year of service who work at least 1,000 hours per year. Each year the Trust makes a matching contribution to the Plan up to 4% of the employees' annual compensation. The Trust also contributes 3% of every eligible employee's salary, whether or not they have elected to participate. The Trust's matching and safe harbor contributions were approximately $92,000 and $85,000 for the years ended December 31, 2014 and 2013, respectively.

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Exhibit B

CLAIMS DISPOSED OF IN 2014

	HAL Claims	HAL Payments	HW Claims	HW Payments
Claims Paid in 2014	**5,290**	**$42,454,754.69**	**2,891**	**$63,135,556.20**
Level I. Other Asbestos Disease	16	$1,600.00	8	$2,400.00
Level II. Asbestosis/Pleural Disease	2,043	$800,038.80	1,056	$1,429,841.20
Level III. Asbestosis/Pleural Disease	972	$830,476.80	536	$1,373,875.20
Level IV. Severe Asbestosis	81	$282,225.61	55	$595,132.31
Level V. Other Cancer	94	$282,402.98	77	$657,164.86
Level VI. Lung Cancer 2	368	$646,393.39	174	$1,715,472.64
Level VII. Lung Cancer 1	382	$1,865,069.66	276	$6,740,247.54
Level VIII. Mesothelioma	1,334	$37,746,574.45	709	$50,621,422.45
Claims Withdrawn in 2014	**5,758**		**5,136**	
Claims Disallowed in 2014	**842**		**635**	

Exhibit C

UNCLAIMED PROPERTY

Claimant Name	Final Four Digits of Claimant's Social Security Number	Distribution Amount	Date Distribution Was Returned to the Trust
Edward Harrison	[redacted]	$1,384.54	10/03/07
Darrell Hindman	[redacted]	$30.56	10/03/07
Billy Watkins	[redacted]	$30.56	10/03/07
Gary Zimmer	[redacted]	$30.56	10/03/07
Donald Hill	[redacted]	$30.56	10/03/07
James Dolan	[redacted]	$30.56	10/03/07
Richard Crow	[redacted]	$30.56	10/03/07
Charles Watters	[redacted]	$30.56	10/03/07
Albert Cruciano	[redacted]	$532.54	10/03/07
Oscar Howard	[redacted]	$532.54	10/03/07
Willie Dee Wilkins	[redacted]	$30.57	10/03/07
Aurthur Davis	[redacted]	$30.00	10/03/07
Wayne Cuthrell	[redacted]	$30.57	10/03/07
Virginia Burchfield	[redacted]	$215.18	10/03/07
John Lewter	[redacted]	$30.57	10/03/07
Ben Reeves	[redacted]	$30.57	10/03/07
Alphonso Newby	[redacted]	$30.57	10/03/07
Lehman Boyd	[redacted]	$1,384.55	10/03/07
William Huggins	[redacted]	$3,123.64	10/03/07
Henry Whitaker	[redacted]	$1,384.55	10/03/07
Rufus Outlaw	[redacted]	$30.57	10/03/07
William McKenney	[redacted]	$30.56	10/03/07
James Murphy	[redacted]	$1,800.00	12/17/07
Melvin Nash	[redacted]	$62.66	02/29/08
Joseph Witte	[redacted]	$62.66	02/29/08
Roy Wilson	[redacted]	$30.56	02/29/08
Joseph Manijak	[redacted]	$1,384.54	02/29/08
Austin Chatman		$243.31	02/29/08
Edward Piaskowski	[redacted]	$2,775.66	02/29/08
Peter Neforos	[redacted]	$62.66	11/13/08
Eddie Smith	[redacted]	$62.66	11/13/08
Ary Moats	[redacted]	$62.66	11/13/08
Michael Ioannu	[redacted]	$62.66	11/13/08
George Douglas	[redacted]	$1,384.55	11/13/08
William Green	[redacted]	$1,384.55	11/13/08
Wade Johnson	[redacted]	$30.57	11/13/08
Allen Kane	[redacted]	$30.57	11/13/08

UNCLAIMED PROPERTY

Claimant Name	Final Four Digits of Claimant's Social Security Number	Distribution Amount	Date Distribution Was Returned to the Trust
Thomas Nealis	[redacted]	$65.16	02/05/09
Stephen Makos	[redacted]	$900.00	06/30/09
Anthony Marcinkevich	[redacted]	$30.57	07/28/09
Joseph Roberts	[redacted]	$30.57	07/28/09
Thomas Simpson	[redacted]	$30.57	07/28/09
Fred Pless	[redacted]	$1,384.55	07/28/09
Eleanor Barrett	[redacted]	$142.65	07/28/09
Jerry Whitney	[redacted]	$244.54	07/28/09
Verna Rickman	[redacted]	$1,207.10	07/28/09
Charles Engle	[redacted]	$62.66	07/28/09
John Marsh	[redacted]	$221.13	09/15/09
Charles Ray	[redacted]	$1,429.69	10/16/09
Claudious Johns	[redacted]	$31.79	12/14/09
Charles Lovett	[redacted]	$31.79	01/13/10
Charles Harvey	[redacted]	$1,439.69	01/13/10
Sid Sharpe	[redacted]	$148.33	01/14/10
Lloyd Griffee	[redacted]	$31.79	01/19/10
Ronald Cheslock	[redacted]	$1,439.69	01/25/10
Charles Coles	[redacted]	$772.50	01/29/10
Joseph Novak	[redacted]	$772.50	01/29/10
John Gorman	[redacted]	$31.79	01/29/10
Charles Best	[redacted]	$31.79	02/04/10
Herman Rose	[redacted]	$1,439.69	02/25/10
Thomas Struhar	[redacted]	$31.79	02/25/10
Donald Watson-Bey	[redacted]	$31.79	02/25/10
Donald Willis	[redacted]	$31.79	02/25/10
Emmett Wyman	[redacted]	$1,439.69	03/31/10
Gladys Russell	[redacted]	$1,439.69	03/31/10
Henry Lassen	[redacted]	$31.79	04/02/10
Howard Huff	[redacted]	$31.79	04/02/10
Othello Armstrong	[redacted]	$30.57	04/19/10
James Smerowski	[redacted]	$62.66	04/19/10
George Wilson	[redacted]	$62.66	04/19/10
Lawrence Miller	[redacted]	$62.66	04/19/10
Marvin Mezick	[redacted]	$31.79	05/17/10
Ira Pearce	[redacted]	$4,140.00	07/02/10
Ray Beamon	[redacted]	$31.79	08/12/10

UNCLAIMED PROPERTY

Claimant Name	Final Four Digits of Claimant's Social Security Number	Distribution Amount	Date Distribution Was Returned to the Trust
Percy Brown	[redacted]	$1,439.69	08/12/10
Gene Draughn	[redacted]	$31.79	08/12/10
Eugene Mezick	[redacted]	$31.79	08/12/10
Burdell White	[redacted]	$772.50	08/16/10
Roland Johnson	[redacted]	$31.79	08/19/10
Dennis Hall	[redacted]	$31.79	08/19/10
Richard Kroll	[redacted]	$31.79	08/30/10
Carroll Conway	[redacted]	$31.79	09/27/10
George Goddard	[redacted]	$772.50	10/04/10
George Broadmax	[redacted]	$31.79	10/22/10
James Long	[redacted]	$31.79	11/12/10
Charles Harris	[redacted]	$31.79	11/12/10
Shirley Reese	[redacted]	$31.79	11/12/10
Louis Lett	[redacted]	$31.79	11/12/10
John Erickson	[redacted]	$508.60	12/01/10
Ray Beamon	[redacted]	$1,407.90	12/06/10
Stanley Adams	[redacted]	$1,440.00	12/27/10
Guyton Weaver	[redacted]	$65.16	12/27/10
Oscar Hetrick	[redacted]	$62.66	12/28/10
John Narum	[redacted]	$30.57	12/28/10
Thomas McMonagle	[redacted]	$2,838.32	12/28/10
John Kirn	[redacted]	$2,838.32	12/28/10
John Flynn	[redacted]	$62.66	12/28/10
Richard Clark	[redacted]	$62.66	12/28/10
Bernard Magness	[redacted]	$62.66	12/28/10
James Hollins	[redacted]	$31.79	02/03/11
Samuel Bauckman	[redacted]	$772.50	03/07/11
Arthur Carroll	[redacted]	$772.50	03/07/11
Lester Cramer	[redacted]	$772.50	03/07/11
Bart Ecret	[redacted]	$772.50	03/07/11
Edward Fair	[redacted]	$1,440.00	03/07/11
William Falvey	[redacted]	$772.50	03/07/11
Joseph Finelli	[redacted]	$1,440.00	03/07/11
Robert Gilliard	[redacted]	$1,440.00	03/07/11
Michael Greenawald	[redacted]	$1,440.00	03/07/11
Grayson Hayes	[redacted]	$595.00	03/07/11
Donald Hunsberger	[redacted]	$772.50	03/07/11

UNCLAIMED PROPERTY

Claimant Name	Final Four Digits of Claimant's Social Security Number	Distribution Amount	Date Distribution Was Returned to the Trust
William Hutchings	[redacted]	$2,572.50	03/07/11
Robert Kibler	[redacted]	$4,800.00	03/07/11
Elizabeth Macario	[redacted]	$1,440.00	03/07/11
Stephen Makos	[redacted]	$360.00	03/07/11
Lawrence Mugni	[redacted]	$1,440.00	03/07/11
Roy Vail	[redacted]	$1,440.00	03/07/11
Kenneth Via	[redacted]	$8,054.50	03/07/11
Earl Smith	[redacted]	$1,440.00	03/07/11
Eddie Crittenden	[redacted]	$772.50	04/18/11
Harry Moore	[redacted]	$772.50	07/14/11
Lendon Daugherty	[redacted]	$2,963.65	08/24/11
Richard Clark	[redacted]		
Robert Jones	[redacted]		
Burton Arnold	[redacted]		
James Tilley	[redacted]	$902.20	01/20/12
Donald Boatwright	[redacted]	$19.92	01/20/12
Walter Coleman	[redacted]	$19.92	01/20/12
Ledford Stepp	[redacted]	$902.20	01/20/12
Henry Hogue	[redacted]	$902.20	01/20/12
Arthur Ramsey	[redacted]	$902.20	01/20/12
John Gibbs	[redacted]	$19.92	01/20/12
Samuel Morcom	[redacted]	$19.92	01/20/12
Stanley Birch	[redacted]	$772.50	02/14/12
John Wagner	[redacted]	$1,440.00	02/14/12
Edward Jaworski	[redacted]	$1,440.00	02/28/12
Samuel Adamo	[redacted]	$1,440.00	05/07/12
Roy Smith	[redacted]	$1,440.00	07/09/12
Eddie Crittenden	[redacted]	$595.00	07/25/12
Frank Burns	[redacted]	$772.50	08/28/12
Ted Sherrill	[redacted]	$19.92	10/10/12
Herbert Stephenson	[redacted]	$158.93	10/10/12
Hazel Jones	[redacted]	$150.00	09/19/13
Cleophus Veasey	[redacted]	$2,572.50	05/02/14

CERTIFICATE OF SERVICE

The DII Industries, LLC Asbestos PI Trust's 2014 Annual Report and Notice of Unclaimed Property was served on the parties identified on the attached service list on April 29, 2015.

/s/
Gregg McHugh, General Counsel
DII Industries, LLC Asbestos PI Trust

IN THE UNITED STATES BANKRUPTCY COURT
WESTERN DISTRICT OF PENNSYLVANIA

In re:	)	Jointly Administered at
	)	Case No. 03-35592 JKF
MID-VALLEY, INC., *et al.*,	)	
	)	Chapter 11
Debtors.	)	
	)	

OFFICIAL SERVICE LIST EFFECTIVE 01/06/05

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2002 SERVICE LIST (10/2/06)
MID-VALLEY PARTIES REQUESTING NOTICE PURSUANT TO BANKRUPTCY RULE 2002
(service via electronic mail except where indicated)

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