IN THE UNITED STATES BANKRUPTCY COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	§	
	§	
J T THORPE COMPANY,	§	**Case No. 02-41487-H5-11**
	§	**(Chapter 11)**
Debtor.	§	

NOTICE OF FILING AUDITED ANNUAL REPORT AND CLAIMS SUMMARY

The J T Thorpe Company Successor Trust (the "Trust") hereby files its Audited Annual Report for the fiscal year ending December 31, 2010 attached hereto as Exhibit A, and a summary of the claims disposed of during the period covered by the Audited Annual Report (the "Claims Summary"), attached hereto as Exhibit B.

Pursuant to the provisions of the J T Thorpe Company Successor Trust Agreement, the Trust is providing copies of the Audited Annual Report and the Claims Summary to the Trust Advisory Committee, the Legal Representative and the reorganized debtor.

F:\HH\TH004-0002\Filing\4.29.11\Notice of Filing 4.29.11.doc

Published by AsbestosClaims.Law
asbestosclaims.law/library/13958/1

Dated: April 29, 2011
Dallas, Texas

Respectfully submitted by:

Jo E. Hartwick

STUTZMAN, BROMBERG, ESSERMAN & PLIFKA,
A Professional Corporation
Sander L. Esserman
State Bar No. 06671500
Jo E. Hartwick
State Bar No. 09175045
2323 Bryan Street
Suite 2200
Dallas, Texas 75201-2689
Telephone: (214) 969-4900
Telecopier: (214) 969-4999

Counsel for the J T Thorpe Company Successor Trust

F:\HH\TH004-0002\Filing\4.29.11\Notice of Filing 4.29.11.doc

J.T. Thorpe Company (Texas) Asbestos Trust Annual Reports, 2010 annual report
ACL Doc 13958 · Page 2 of 24
Published by AsbestosClaims.Law
asbestosclaims.law/library/13958/2

CERTIFICATE OF SERVICE

I hereby certify that 29th day of April, 2011, I served a true and correct copy of the foregoing Notice of Filing Audited Annual and Claims Summary and Exhibits A and B thereto by electronic mail on the members of the Trust Advisory Committee (Steven T. Baron, Russell Budd, Bryan O. Blevins, Jr.), the Legal Representative (Richard B. Schiro) and by United States mail, postage prepaid, to the Reorganized Debtor, J T Thorpe Company, Attn: Mr. Richard Nowland, 6833 Kirbyville Avenue, Houston, Texas 77033 .

Jo E. Hartwick

F:\HH\TH004-0002\Filing\4.29.11\Notice of Filing 4.29.11.doc

Published by AsbestosClaims.Law
asbestosclaims.law/library/13958/3

EXHIBIT A

Published by AsbestosClaims.Law
asbestosclaims.law/library/13958/4

J T Thorpe Company Successor Trust

Special-Purpose Financial Statements
Years Ended December 31, 2010 and 2009

The report accompanying these financial statements was issued by BDO USA, LLP, a Delaware limited liability partnership and the U.S. member of BDO International Limited, a UK company limited by guarantee.

J T Thorpe Company Successor Trust

Special-Purpose Financial Statements
Years Ended December 31, 2010 and 2009

Published by AsbestosClaims.Law
asbestosclaims.law/library/13958/6

J T Thorpe Company Successor Trust

Contents

Independent Auditors' Report	3
Special-Purpose Financial Statements	
Special-Purpose Statements of Assets, Liabilities and Net Claimants' Equity	4
Special-Purpose Statements of Changes in Net Claimants' Equity	5
Special-Purpose Statements of Cash Flows	6
Notes to Special-Purpose Financial Statements	7-17

Published by AsbestosClaims.Law
asbestosclaims.law/library/13958/7

BDO

Tel: 214-969-7007
Fax: 214-953-0722
www.bdo.com

700 North Pearl, Suite 2000
Dallas, TX 75201

Independent Auditors' Report

To the Board of Trustees
J T Thorpe Company Successor Trust
Dallas, Texas

We have audited the accompanying special-purpose statements of assets, liabilities and net claimants' equity of J T Thorpe Company Successor Trust ("Trust") (a Trust created under the laws of the State of Texas) as of December 31, 2010 and 2009, and the related special-purpose statements of changes in net claimants' equity and special-purpose statements of cash flows for the years then ended. These special-purpose financial statements are the responsibility of the Trust's management. Our responsibility is to express an opinion on these special-purpose 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 special-purpose financial statements are free of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing 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 over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the special purpose financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 2 to the special-purpose financial statements, these special-purpose financial statements were prepared on a special-purpose basis 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 basis of accounting has been used in order to communicate the amount of net assets presently available for current and future claimants of the Trust.

In our opinion, the special-purpose financial statements referred to above present fairly, in all material respects, the financial position of J T Thorpe Trust Successor Trust as of December 31, 2010 and 2009, and changes to the net claimants equity and its cash flows for the years then ended in conformity with the special-purpose basis of accounting described in Note 2.

This report is intended solely for the information and use of the management of the Trust, the Trustees, the beneficiaries of the Trust, and the United States Bankruptcy Court for the Southern District of Texas, Houston Division, and is not intended to be and should not be used by anyone other than these specified parties.

BDO USA, LLP

April 29, 2011
Dallas, Texas

BDO USA, LLP, a Delaware limited liability partnership, is the U.S. member of BDO International Limited, a UK company limited by guarantee, and forms part of the international BDO network of independent member firms.

BDO is the brand name for the BDO network and for each of the BDO Member Firms.

J T Thorpe Company Successor Trust

Special-Purpose Statements of Assets, Liabilities and Net Claimants' Equity

December 31,	2010	2009
Assets		
Cash and cash equivalents	$ 8,293,963	$ 7,634,937
Investments, at fair value	136,536,973	137,684,490
Accrued interest and dividends receivable	664,749	869,895
Total assets	145,495,685	146,189,322
Liabilities		
Accrued expenses and accounts payable	40,345	354,950
Net claimants' equity	$ 145,455,340	$ 145,834,372

See accompanying notes to special-purpose financial statements.

J T Thorpe Company Successor Trust

Special-Purpose Statements of Changes in Net Claimants' Equity

For the Years Ended December 31,	2010	2009
Additions		
Investment income	$ 5,750,637	$ 5,649,464
Net realized gain on investment securities	3,655,322	-
Net unrealized appreciation in fair value on investment securities	-	16,300,775
Interest income from notes receivable	-	152,334
Total additions	9,405,959	22,102,573
Deductions		
Operating expenses	1,486,301	2,033,947
Net unrealized depreciation in fair value on investment securities	1,342,111	-
Net realized loss on investment securities	-	4,558,388
Total deductions	2,828,412	6,592,335
Net increase in net claimants' equity	6,577,547	15,510,238
Net claimants' equity		
Beginning of the year	145,834,372	158,533,374
Contributions to net claimants' equity	-	390,318
Distributions from net claimants' equity	(6,956,579)	(28,599,558)
End of the year	$ 145,455,340	$ 145,834,372

See accompanying notes to special-purpose financial statements.

Published by AsbestosClaims.Law
asbestosclaims.law/library/13958/10

J T Thorpe Company Successor Trust

Special-Purpose Statements of Cash Flows

For the Years Ended December 31,	2010	2009
Cash inflows		
Investment income receipts	$ 5,955,783	$ 5,909,304
Net realized gains on sale of investments	3,655,322	-
Proceeds from insurance companies	-	500,000
Contributions to net claimants' equity	-	390,318
Proceeds from other assets	-	1,115,411
Proceeds from notes receivable	-	1,976,093
Total cash inflows	9,611,105	9,891,126
Cash outflows		
Distributions to claimants	6,956,579	28,599,558
Operating expenses paid	1,800,906	1,786,859
Net realized loss on sale of investment securities	-	4,558,388
Total cash outflows	8,757,485	34,944,805
Net cash inflows (outflows)	853,620	(25,053,679)
Non-cash changes		
Net unrealized appreciation (depreciation) on investment securities	(1,342,111)	16,300,775
Net decrease in cash equivalents and investment securities	(488,491)	(8,752,904)
Cash and cash equivalents and investment securities, beginning of year	145,319,427	154,072,331
Cash and cash equivalents and investment securities, end of year	$ 144,830,936	$ 145,319,427

See accompanying notes to special-purpose financial statements.

J T Thorpe Company Successor Trust

Notes to Special-Purpose Financial Statements

1. Description of the Trust

General

J T Thorpe Company Successor Trust (the "Trust") was established on April 21, 2004 (the "Effective Date") pursuant to the J T Thorpe Company Plan of Reorganization (the "Plan").

Purpose

The primary purposes of the Trust are as follows:

- To direct the litigation, resolution, payment and satisfaction of all asbestos injury claims in accordance with the Plan, the claims resolution procedures established under the Trust and the J T Thorpe Company Asbestos Claims Resolution Procedures (the "CRP");
- To preserve, hold, manage and maximize the Trust's assets for use in paying and satisfying allowed asbestos injury claims and allowed unsecured claims;
- To prosecute, settle and manage the disposition of the in-place insurance coverage; and
- To prosecute, settle and manage asbestos insurance actions.

The Trustees, with the consent and approval of the Trustees' Advisory Committee (the "TAC") and the Legal Representative, are to establish claims resolution procedures that are to provide for the allowance and payment or disallowance of Class 7 Unsecured Asbestos Claims (as defined by the Plan). In furtherance of this purpose, the Trustees are responsible for supervising and administering the claims resolution procedures set forth in the CRP and in such a way that all holders of similar Asbestos Claims are treated in a substantially equivalent manner and to otherwise comply in all respects with the requirements of a trust set forth in section 524(g)(2)(B)(i) of the Bankruptcy Code. Also in furtherance of its purpose, the Trustees are to hold, manage and liquidate the Trust's assets.

Funding of the Trust

The Trust assumed the liabilities of J T Thorpe Company with respect to all asbestos injury claims and all unknown asbestos injury claims on the Effective Date. The Trust was initially funded by the following:

- Promissory notes for $2,300,000, funded by the Reorganized J T Thorpe Company and Thorpe Corporation (the "Obligors") on the Effective Date, and by the obligations of the Obligors to make future payments in respect to the Promissory Notes;
- Proceeds received pursuant to the terms of asbestos insurance action recoveries, asbestos in-place insurance coverage, asbestos insurance settlement agreements and asbestos insurance policies; and
- Assets transferred from the J T Thorpe Company Payment Trust, net of liabilities.

Published by AsbestosClaims.Law
asbestosclaims.law/library/13958/12

Trustees of the Trust

The Trustees are to act as fiduciaries to the Trust in accordance with the provisions of the Successor Trust Agreement and the Plan. There are three trustees at all times, other than during a vacancy in the position of Trustee and other circumstances as defined in Article 5.01 of the J T Thorpe Successor Trust Agreement.

Trustees' Advisory Committee and Legal Representative

The Trustees' Advisory Committee (the "TAC"), which consists of three voting members, represents all holders of asbestos injury claims, excluding unknown asbestos claimants. Neither the TAC nor its members serve in a fiduciary capacity or owe fiduciary duties to holders of asbestos injury claims. The Legal Representative serves in a fiduciary capacity, representing the interests of unknown asbestos injury claimants, for the purpose of protecting the rights of persons that might subsequently assert asbestos injury claims. The TAC, together with the Legal Representative, participates with the Trustees in the implementation of the CRP by providing consultation with respect to critical issues affecting the Trust. Additionally, the Plan and the CRP provide for instances in which consent of the TAC and the Legal Representative must be obtained by the Trustees before implementing certain actions.

Claims Resolution Procedures

The CRP was adopted in connection with the Plan, the Disclosure Statement and the J T Thorpe Company Successor Trust Agreement. The CRP is designed to provide a prompt determination and payment of unsecured asbestos claims and provide reasonable assurance that the Trust will value, and be in a financial position to pay, similar unsecured claims that may arise in the future in substantially the same manner. Pursuant to the Plan and the Successor Trust Agreement, the CRP will be administered by the Trustees in consultation with the TAC, which represents the interests of holders of present unsecured asbestos injury claims, and a Legal Representative, who represents the rights and interests of unknown asbestos injury claimants.

Payment Sum Percentage

The CRP provides that, to seek to insure substantially equal treatment of all Uncovered Asbestos Claims, the Trustees must determine, with the consent of the TAC and the Legal Representative, the percentage of the full liquidated value that will be paid to holders of Unsecured Asbestos Claims (the "Payment Sum Percentage"). Based on their experts' recommendation, the Trustees determined that the Initial Payment Sum Percentage should be set at 18.5%. The TAC and the Legal Representative consented to the setting of the Initial Payment Sum Percentage at 18.5%. By order dated November 18, 2005, the United States Bankruptcy Court for the Southern District of Texas granted the Motion for Approval of the Initial Payment Sum Percentage Applicable to Asbestos Claims Processed by the J T Thorpe Company Successor Trust filed by the Trustees and ordered the Initial Payment Sum Percentage set at 18.5%. In November 2007, the Trustees requested that Analysis, Research & Planning Corporation ("ARPC") provide an updated claims study. As a result of ARPC's updated claims study, in December 2007, the Trustees unanimously voted, with the unanimous consent of the Trust Advisory Committee and Legal Representative, to raise the Payment Sum Percentage to 38%. In September 2009, the Trustees requested that Legal Analysis Systems, Inc. ("LAS") provide an updated claims study. As a result of LAS's updated claims study, in December 2009, the Trustees unanimously voted, with the unanimous consent of the Trust Advisory Committee and Legal Representative, to raise the Payment Sum Percentage to 57%.

Published by AsbestosClaims.Law

asbestosclaims.law/library/13958/13

Trust Termination

The Trust automatically terminates on the date (the "Termination Date") ninety days after the first to occur of the following events:

- All asbestos injury claims duly filed with the Trust have been liquidated and settled or otherwise resolved, and twelve consecutive months have elapsed during which no new asbestos injury claim has been filed with the Trust;
- If the Trustees have procured and have in place irrevocable insurance policies and have established claims handling agreements and other necessary arrangements with suitable third parties adequate to discharge all expected remaining obligations and expenses of the Trust in a manner consistent with this Trust and the CRP, the date on which the Bankruptcy Court enters an order approving such insurance and other arrangements;
- If in the judgment of two-thirds of the Trustees, with the consent of the TAC and the Legal Representative, which consent shall not be unreasonably withheld, that the continued administration of the Trust is uneconomic or adverse to the best interests of the persons holding asbestos injury claims; or
- Twenty-one years less ninety-one days after the death of the last survivor of all the descendents of George Herbert Walker Bush living on the date hereof.

2. Significant Accounting Policies

Basis of presentation

The Trust's financial statements are prepared using special-purpose basis of accounting adopted by the Trustees, which differ from accounting principles generally accepted in the United States of America (GAAP). The special-purpose basis of accounting was adopted in order to communicate to the beneficiaries of the Trust the net claimants' equity and the related operating expenses of the Trust. Since the accompanying financial statements and transactions are not based upon GAAP, accounting treatment by other parties for these same transactions may differ as to timing and amount. The special-purpose accounting methods include the following:

a. The funding received from JT Thorpe Company was recorded as contributions directly to net claimants' equity. These funds do not represent additions to the changes in net claimants' equity for the period. Under GAAP these funds would be recorded as income to the Trust in the period that the funds were assigned to the Trust, could be reasonably estimated, and collectability was assured.

b. Insurance recoveries are recorded when the related policies are settled and collectability is assured from the insurance carriers. These recoveries come from various insurance settlements, which were obtained by Trust and related entities and assigned to the Trust or were negotiated by the Trust. Future recoveries under such settlements, which were assigned to the Trust pursuant to the Plan, will be received by the Trust and will reduce the related insurance recovery receivable.

c. Investment securities are recorded at fair value. All interest and dividend income, net of investment expenses, are included in investment income in the accompanying special-purpose statements of changes in net claimants' equity. The net appreciation or

Published by AsbestosClaims.Law
asbestosclaims.law/library/13958/14

depreciation in fair value of investments in the accompanying special-purpose statement of changes in net claimants' equity consists of realized gains or losses on sales of investments and the changes in unrealized gains or losses on investments held. Under GAAP, for investment securities classified as available for sale securities, any unrealized gains and losses are recorded as other comprehensive income or loss, with the accumulated balance disclosed separately on the special-purpose statements of assets, liabilities and net assets available for the payment of claims.

d. Non-interest bearing notes have not been discounted to present value. Under GAAP, these notes would be included in the financial statements at present value, with interest earned and recorded over the term of the note.

e. Future fixed liabilities under contractual obligations and other agreements entered into by the Trust are recorded as deductions in the same period that such contractual obligations or agreements are signed. Under GAAP, liabilities which include estimate of the aggregate liability from asbestos injury claims and contractual obligations are recorded as incurred when they become estimable and probable.

f. The full amounts of claims are treated as distributions from net claimants' equity in the period in which the confirmed claims are settled. A settled claim is a claim that has been allowed by the Trust and accepted by the claimant and paid by the Trust. Claim payments are recorded as distributions to claimants and are deducted directly from net claimants' equity. Under GAAP, a liability would be recorded for an estimate of the amount to be paid for claims that have been incurred but not yet reported, and for those claims that have been submitted but not yet approved for payment by the Trust.

g. Payments for services to be received over an extended period in the future are expensed as paid because these amounts are no longer available for the payment of claims. Under GAAP, an asset would be recorded and amortized over the period in which the related benefits are received.

h. Payments for property and equipment are expensed as incurred. Under GAAP, payments for property and equipment are capitalized and depreciated over the estimated useful lives of the assets. To date, the Trust has incurred no expense related to purchases of property and equipment.

i. Income tax expense is estimated and recorded as incurred in the period in which certain income and expense items affect current federal income taxes payable. Income tax refunds are recorded when cash is received by the Trust. Under GAAP, the provision for income taxes is recorded based upon income reported for financial statement purposes, and federal and state income taxes both currently payable and changes in deferred taxes due to differences between financial reporting and tax bases of assets and liabilities, such as unrealized gains and losses on investment securities.

Published by AsbestosClaims.Law

asbestosclaims.law/library/13958/15

J T Thorpe Company Successor Trust

Notes to Special-Purpose Financial Statements

Use of estimates

The preparation of the special-purpose financial statements in conformity with the special-purpose basis of accounting described above requires the Trust to make estimates and assumptions that affect the reported amounts of certain assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, as well as the reported amounts of additions and deductions to net claimants' equity during the reporting period. Actual results could differ from those estimates and such differences could have a material effect on net claimants' equity.

Cash and cash equivalents

The Trust considers all highly liquid investments with original maturities of three months or less to be cash equivalents. At December 31, 2010 and 2009, certain cash balances held at financial institutions are in excess of Federal Deposit Insurance Corporation insurance limits. The Trust believes that its cash and cash equivalents are with high quality financial institutions.

Investment securities

Investment securities are stated at fair value. Fair value are based on quoted market prices for identical or similar instruments traded in active markets as of the date of the special-purpose financial statements with changes in unrealized appreciation and depreciation recorded in the current period. Investment income is recognized when earned. Realized gains and losses on sales are determined using the specific identification method.

A decline in the fair value of any investment security below cost that is deemed to be other-than-temporary results in an impairment to reduce the carrying amount to fair value. The impairment is charged to deductions and a new cost basis is for the investment is established. To determine whether an impairment is other-than-temporary, the Trust considers whether it has the ability and intent to hold the investment until a market price recovery and considers whether evidence indicating the cost of the investment is recoverable outweighs evidence to the contrary. Evidence considered in this assessment includes the reasons for the impairment, the severity and duration of the impairment, changes in value subsequent to year-end, forecasted performance of the investee, and the general market condition in the geographic area or industry the investee operates in. The Trust also holds investment in certain private placement investment limited partnership and hedge funds. The fair value of the private placement investment limited partnership and hedge funds are based upon the Trust share in the estimated fair values of the net asset of these investments.

Statement of Cash Flows

Statement of cash flows includes cash, cash equivalents and investment securities.

Accrued expenses and accounts payable

Accrued expenses and accounts payable consist of outstanding invoices associated with managing the Trust.

Published by AsbestosClaims.Law
asbestosclaims.law/library/13958/16

Operating expenses

Operating expenses of the Trust are recorded as deductions on the statement of changes in net claimants' equity in the period in which the invoices are received and approved.

Reclassification and Presentation

Certain information provided in prior year have been reclassified to conform to the current year presentation.

3. Investment Securities

The Trust has recorded all its investment securities at fair value, as follows:

December 31, 2010,	Amortized Cost	Net Unrealized Gains/ (Losses)	Estimated Fair Value
US treasury/government/agency securities	$ 6,201,732	$ 92,166	$ 6,293,898
Equity securities	32,500,240	(42,975)	32,457,265
Corporate bonds	10,570,962	(345,461)	10,225,501
Other fixed income securities	43,600,184	624,109	44,224,293
Fixed income and mutual funds	41,642,111	(3,553,806)	38,088,305
Hedge funds	4,867,300	380,411	5,247,711
Total	$ 139,382,529	$ (2,845,556)	$ 136,536,973

December 31, 2009,	Amortized Cost	Net Unrealized Gains/ (Losses)	Estimated Fair Value
US treasury/government/agency securities	$ 2,592,299	$ 26,073	$ 2,618,372
Equity securities	30,433,929	2,697,744	33,131,673
Corporate bonds	11,040,562	(270,477)	10,770,085
Foreign equity securities	14,398,436	(4,276,455)	10,121,981
Other fixed income securities	55,010,016	2,365,129	57,375,145
Fixed income and mutual funds	19,470,004	(3,255,914)	16,214,090
Hedge funds	5,000,000	(177,061)	4,822,939
Other funds	2,610,242	19,963	2,630,205
Total	$ 140,555,488	$ (2,870,998)	$ 137,684,490

Published by AsbestosClaims.Law

asbestosclaims.law/library/13958/17

The contractual maturities of debt securities at December 31, 2010, were as follows:

Maturities	Amortized Cost	Fair Value
Due within one year	$ 16,486,272	$ 16,555,276
Due within two years	17,806,087	17,982,193
Due within three years	16,952,544	16,614,294
Due within four years	15,094,953	14,819,955
Due after four years	35,675,133	32,860,277
Total	$ 102,014,989	$ 98,831,995

The contractual maturities of debt securities at December 31, 2009, were as follows:

Maturities	Amortized Cost	Fair Value
Due within one year	$ 5,036,162	$ 4,640,859
Due within two years	6,298,955	6,355,127
Due within three years	10,126,057	10,470,560
Due within four years	10,226,642	10,703,792
Due after four years	39,565,303	41,223,469
Total	$ 71,253,119	$ 73,393,807

4. Fair Value Measurements

In September 2006, the Financial Accounting Standard Board (FASB) Accounting Standard Codification (ASC) Topic 820, which defines fair value, establishes a framework for measuring fair value, and expands disclosures about fair value measurements. FASB ASC Topic 820 applies to other accounting pronouncements that require or permit fair value measurements; however, it does not require any new fair value measurements.
FASB ASC Topic 820 defines fair value as the exit price, which is the price that would be received to sell an asset or paid to transfer a liability in a transaction between market participants at the measurement date. FASB ASC Topic 820 establishes a valuation hierarchy for disclosure of the inputs to valuation used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows.

- Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities.
- Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument.
- Level 3 inputs are measured based on prices or valuation models that require inputs that are both significant to the fair value measurement and less observable from objective sources.

Published by AsbestosClaims.Law
asbestosclaims.law/library/13958/18

J T Thorpe Company Successor Trust

Notes to Special-Purpose Financial Statements

A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement. The following table provides the assets and liabilities carried at fair value measured on a recurring basis as of December 31, 2010 and 2009:

December 31, 2010,	Level 1	Level 2	Level 3	Total
Assets:				
Investments	**$133,259,745**	**$ 3,018,743**	**$ 258,485**	**$136,536,973**

December 31, 2009,	Level 1	Level 2	Level 3	Total
Assets:				
Investments	$ 101,846,822	$ 30,598,444	$ 5,239,224	$ 137,684,490

The Trust's invested assets in US equity securities, corporate bonds, mutual funds, foreign equity and US treasury, government and agency securities and the fair values of those investments are based on quoted market prices from financial exchanges (Level 1). Quoted prices in active markets for identical assets are readily available for the short term assets held by the Trust.

The Trust's investment in certain other fixed income securities and hedge funds and the fair values for these investments are based on quoted prices for similar assets or liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument (Level 2).

The Trust's investments in certain hedge funds, a corporate bond and in a diversified real estate fund and the fair value of these investments are based on unobservable inputs developed using the reporting entities' estimates and assumptions, which reflect those that market participants, would use (Level 3).

The following table sets forth a reconciliation of changes in the fair value of financial assets and liabilities classified as Level 3 in the fair value hierarchy:

Years Ended December 31	2010	2009
Balance as of beginning of the year	**$ 5,239,224**	$ 4,127,817
Total gains or losses (realized or unrealized)	**(24,123)**	111,407
Purchases, issuances and settlements	**-**	1,000,000
Transfers in and out of Level 3	**(4,956,616)**	-
Balance as of the end of the year	**$ 258,485**	$ 5,239,224

Published by AsbestosClaims.Law
asbestosclaims.law/library/13958/19

5. Notes Receivable

The Trust was funded in part by Promissory Notes in the amount of $2,300,000 as of the Effective Date. The terms of the Promissory Notes are as follows:

- Tranche A Note - The note is in the amount of $1,250,000. Obligors will pay interest only for two years, payable quarterly as it accrues, and then the remaining amount due will be paid in twelve equal quarterly payments of principal and interest of $50,405 commencing on the last day of the first calendar quarter following the second anniversary of the Effective Date, followed by twenty equal quarterly payments of principal and interest of $54,188 commencing on the last day of the first quarter following the fifth anniversary of the Effective Date. The interest rate is 6.5% per annum until the fifth anniversary of the Effective Date and thereafter at 9.5% per annum until the note is paid in full. The note was paid in full during 2009.

- Tranche B Note - The note is in the amount of $1,050,000. Obligors will pay interest only for five years and then amount due will be paid in twenty equal quarterly payments of principal and interest of $66,562 commencing on the last day of the first quarter following the fifth anniversary of the Effective Date. The interest rate is 6.5% per annum until the fifth anniversary of the Effective Date and thereafter at 9.5% per annum until the note is paid in full. The note was paid in full during 2009.

The common stock of Reorganized J T Thorpe Company is pledged to the Trust to secure the Promissory Notes pursuant a pledge agreement, dated the Effective Date. In the event of default, as defined, the common stock and all its rights shall vest in the Trust. The Promissory Notes were paid in full during 2009 and the pledge was released.

6. Net Claimants' Equity

The contributions to claimants' equity for the years ended December 31, 2010 and 2009 are comprised of insurance settlement rights. Pursuant to the Plan, the Trust was assigned certain settled and unsettled insurance rights. All unsettled insurance rights have now been settled. Additionally, the Trust has negotiated certain insurance settlements directly. Any future rights or proceeds for which there is no receivable recorded will be recorded directly as an increase to net claimants' equity.

During the years ended December 31, 2010 and 2009, the Trust recorded $0 and $390,000, respectively, in insurance settlement rights directly as a contribution to net claimants equity. The amount recorded included amounts that were paid, as well as amounts that were settled and scheduled to be paid in future years. Amounts settled and scheduled to be paid in future years are recorded as insurance receivable.

Published by AsbestosClaims.Law

asbestosclaims.law/library/13958/20

J T Thorpe Company Successor Trust

Notes to Special-Purpose Financial Statements

7. Distributions from Net Claimants' Equity

For the years ended December 31, 2010 and 2009, the Trust settled 719 and 892 claims totaling $6,956,579 and $6,227,280, respectively.

The following is a reconciliation of distributions from claimant's equity paid for the year ended December 31:

Year Ended December 31,	2010	2009
Distribution from net claimants' equity	$ 6,956,579	$ 6,227,280
Distributions from net claimants' equity from increased Payment Sum Percentage (See Note 1)	-	22,372,278
Total cash paid for distributions to Claimants	$ 6,956,579	$ 28,599,558

8. Taxation

The Trust reports its income to the Internal Revenue Service as a designated settlement fund, and as such, is subject to Federal income taxation.

The Trust's federal tax benefit is calculated as follows:

Years Ended December 31,	2010	2009
Net current taxable (loss) income	$ (4,169,583)	$ 761,790
Tax rate	35%	35%
Federal (benefit) current income tax expense	(1,459,354)	266,627
Federal deferred income tax benefit - NOL and valuation allowance	1,459,354	(266,627)
Income tax expense	$ -	$ -

As of December 31, 2010 and 2009, the Trust had federal tax loss carry-forwards of approximately $11,000,000 and $7,000,000, respectively. The future ability of the Trust to benefit from this federal tax loss carry-forwards is uncertain; therefore, the deferred tax asset related to the loss carryover has been fully reserved and has not been reflected on the statement of assets, liabilities and net claimants' equity. The federal tax loss carry-forwards will expire from 2019 through 2025.

9. Related Party Transactions

A managing shareholder of Lain Faulkner & Co., P.C. is also the Managing Trustee of the Trust. Lain Faulkner & Co., P.C. provided accounting services to the Trust in the amount of $204,829 and $239,278 in 2010 and 2009, respectively. Lain Faulkner & Co., P.C. also provided administrative services to the Trust through the Managing Trustee in the amount of $55,255 and $65,632 in 2010 and 2009, respectively.

Published by AsbestosClaims.Law
asbestosclaims.law/library/13958/21

10. Commitments and Contingencies

Uninsured Liabilities

The Trust maintains general liability insurance with limits and deductibles that management believes prudent in light of the exposure of the Trust to loss and the cost of the insurance.

Other

The Trust is subject to a potential claim and litigation. In the opinion of management, the outcome of such matters will not have a material adverse effect on the special-purpose financial statements of the Trust.

11. Subsequent Events

We have evaluated all subsequent events through April 29, 2011, the date the special-purpose financial statements is ready for issuance.

Published by AsbestosClaims.Law
asbestosclaims.law/library/13958/22

EXHIBIT B

Published by AsbestosClaims.Law
asbestosclaims.law/library/13958/23

SUMMARY OF CLAIMS DISPOSED OF
DURING THE FISCAL YEAR ENDING DECEMBER 31, 2010

Type of Claim	Number of Claims
Claims Submitted to the Trust:	1,372
New Claims Paid by the Trust:	719
Payments on Claims Paid Prior to 2010 due to Adjustment of Payment Sum Percentage:	NONE

Published by AsbestosClaims.Law
asbestosclaims.law/library/13958/24