UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	)	In Proceedings For A
	)	Reorganization Under
JOHNS-MANVILLE CORPORATION,	)	Chapter 11
et al.,	)	
	)	Case Nos. 82 B 11656 (BRL)
Debtors.	)	Through 82 B 11676 (BRL)
	)	Inclusive

MASTER INDEX OF THE MANVILLE PERSONAL INJURY SETTLEMENT TRUST ACCOUNT OF TRUSTEES FOR THE PERIOD JANUARY 1, 2004 THROUGH DECEMBER 31, 2004 ("NINETEENTH ACCOUNTING")

First Section	Account of Trustees
Exhibit A	Audited Financial Statements
Exhibit B.	Claim Payments
Exhibit C.	Application for Order Approving Account of Trustees
Exhibit D.	Order Approving Account of Trustees
Exhibit E.	Affidavit of David T. Austern
Exhibit F.	Order Approving Notice of Filing
Exhibit G.	Notice of Filing
Exhibit H.	Service List

Account of Trustees

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MANVILLE PERSONAL INJURY SETTLEMENT TRUST
ACCOUNT OF TRUSTEES
JANUARY 1, 2004 THROUGH DECEMBER 31, 2004

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Affidavit of Trustees

Exhibit A
Manville Personal Injury Settlement Trust
Audited Financial Statements
for the year ended December 31, 2004

Exhibit B
Schedule of Claims Paid from January 1, 2004 to
December 31, 2004

MANVILLE PERSONAL INJURY SETTLEMENT TRUST
ACCOUNT OF TRUSTEES
FOR THE PERIOD JANUARY 1, 2004 THROUGH DECEMBER 31, 2004

Pursuant to N.Y. EPTL § 7-2.7, Robert A. Falise, Louis Klein, Jr., Frank J. Macchiarola and Christian E. Markey, Jr., (the "Trustees") Trustees of the Manville Personal Injury Settlement Trust (the "Trust"), or John C. Sawhill, Donald M. Blinken, Daniel Fogel, Christian E. Markey, Jr., and Francis H. Hare, Jr., the former trustees of the Trust (the "Former Trustees"), have previously filed accounts of trustees (the "Trustee Accountings") for the periods January 9, 1987 (Trust Inception) through November 28, 1988; November 29, 1988 through December 31, 1989; January 1, 1990 through December 31, 1990; January l, 1991 through July 5, 1991; July 6, 1991 through December 31, 1991; January 1, 1992 through December 31, 1992; January 1, 1993 through December 31, 1993; January 1, 1994 through December 31, 1994; January 1, 1995 through June 30, 1995; July 1, 1995 through December 31, 1995; January 1, 1996 through December 31, 1996; January 1, 1997 through December 31, 1997; January 1, 1998 through December 31, 1998; January 1, 1999 through December 31, 1999; January 1, 2000 through December 31, 2000: January 1, 2001 through December 31, 2001; January 1, 2002 through December 31, 2002 and January 1, 2003 through December 31, 2003 (collectively, the "Prior Accountings"). These Prior Accountings have been accepted and approved by the Court, thereby releasing and discharging the Trustees or the Former Trustees, as appropriate, from any further liability or responsibility respecting the matters embraced therein.

Capitalized terms used in this Account of Trustees not otherwise defined herein have the meanings set forth in the Glossary annexed to the Third Amended and Restated Supplemental Agreement dated as of February 26, 2001 between the Trust and Manville Corporation.

The account of trustees normally filed with the Surrogate's Court of the State of New York by express trusts has herein been modified in the same manner as for the Prior Accountings. A separate Statement of Cash Flows is included herein which reports cash inflows and outflows for the period January 1, 2004 through December 31, 2004. Exhibit B is included, which summarizes the amounts paid to claimants for the same period.

Both principal and income can be and are used to pay operating expenses of the Trust and Beneficiaries' claims without regard to source. Accordingly, the Trust has not separated principal from income herein or in Prior Accountings nor does the present account include separate statements for principal and income accounts. For example, suggested Schedule C entitled "Statement of Expenses Chargeable to Principal" has again been combined with suggested Schedule C-2, "Statement of Administration Expenses Chargeable to Income". Other like categories have also been combined. In addition, the following schedules are inapplicable and, accordingly, have been omitted:

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Schedule B - Statement of Decreases Due to Sales, Liquidations, Collections, Distribution or Uncollectibility. During the period ended December 31, 2004, there were no decreases of assets due to sales, liquidations, collections, distributions or uncollectibility.

Schedule E - Statement of New Investments, Exchanges and Stock Distributions. The Trust's remaining principal has been invested pursuant to investment criteria provided in the Plan. The resulting net investment income is reported under Schedule A-2. Schedule E is omitted because of the volume of investment transactions.

Schedule H - Computation of Commissions. No commissions were paid or are to be paid by the Trust. Trustee remuneration and expenses are reported under Schedules C and C-2.

The following Account of Trustees is cross-referenced to the Manville Personal Injury Settlement Trust Audited Financial Statements for the year ended December 31, 2004 (Financial Statements) which is annexed hereto as Exhibit A. Exhibits A and B are hereby and expressly incorporated by reference into and made a part of the Account of Trustees for the period January 1, 2004 through December 31, 2004.

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STATEMENT OF CASH FLOWS

For the Year Ended December 31, 2004

CASH INFLOWS:	
Investment receipts - Schedule A	46,328,730
Return of contribution claim – Schedule I	10,000,000
Other income receipts	434,608
Decrease in deposits and other assets	1,733,860
Total cash inflows	58,497,198
CASH OUTFLOWS:	
Claim payments made - Exhibit B	123,022,800
Contribution and indemnity claim payments	546,271
Total claim payments	123,569,071
Disbursements for operating expenses and income taxes	12,628,541
Net realized losses on available-for-sale securities	1,084,057
Total cash outflows	137,281,669
NET CASH OUTFLOWS	(78,784,471)
NON-CASH CHANGES:	
Net unrealized gains on available-for-sale securities	95,508,382
NET INCREASE IN CASH EQUIVALENTS AND INVESTMENTS AVAILABLE-FOR-SALE	16,723,911
CASH EQUIVALENTS AND INVESTMENTS AVAILABLE-FOR-SALE, BEGINNING OF PERIOD	1,645,853,852
CASH EQUIVALENTS AND INVESTMENTS AVAILABLE-FOR-SALE, END OF PERIOD	$ 1,662,577,763

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STATEMENT OF CHANGES IN NET CLAIMANTS' EQUITY

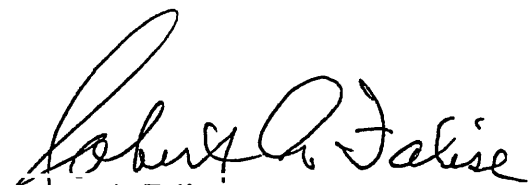
For the Year Ended December 31, 2004

Beginning Net Claimants' Equity January 1, 2004	$1.581.388.280
Investment income - Schedule A-1	45,881,212
Other Income	434,608
Return of contribution claim – Schedule I	10,000,000
Decrease in lease commitments payable	403,303
Decrease in outstanding claim offers	42,769,328
Net realized and unrealized net gains on available-for-sale securities, net of deferred income taxes	76.362.225
Total additions	175.850.676
Statement of incurred expenses - Schedules C & C-2	7,002,481
Provision for income taxes	5,724,620
Claims settled	117,877,144
Contribution and indemnity claims settled	546.271
Total deductions	131.150.516
Ending Net Claimants' Equity December 31, 2004	$1.626.088.440

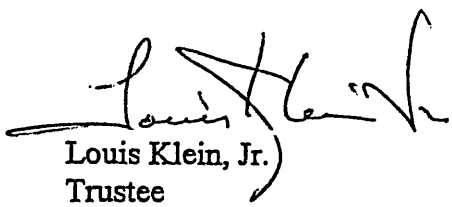
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ACCOUNT OF TRUSTEES

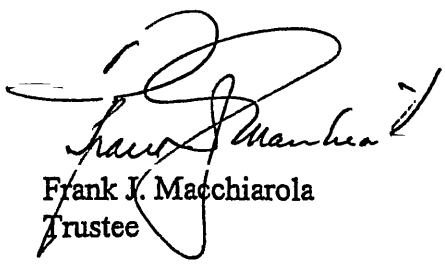
Signatures



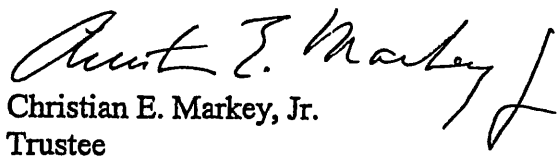
Robert A. Falise
Chairman, Managing Trustee



Louis Klein, Jr.
Trustee



Frank J. Macchiarola
Trustee



Christian E. Markey, Jr.
Trustee

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SCHEDULE A - Statement of Income Collected

All funds held in the Trust Estate (as defined in the Plan) were invested in accordance with Section 4.03 of the Trust Agreement.

Investment Income by Month
For the Year Ended December 31, 2004

	Interest/ Dividends	Mgmt. And Custody Fees	Total
31-Jan-04	$ 3,370,723	$ (224,191)	$ 3,146,532
29-Feb-04	3,889,453	(237,035)	3,652,418
31-Mar-04	3,859,144	(227,411)	3,631,733
30-Apr-04	3,630,468	(210,105)	3,420,363
31-May-04	3,999,835	(209,252)	3,790,583
30-Jun-04	3,748,375	(228,682)	3,519,693
31-Jul-04	3,293,036	(211,635)	3,081,401
31-Aug-04	3,801,164	(178,296)	3,622,868
30-Sep-04	6,003,087	(166,751)	5,836,336
31-Oct-04	3,336,857	(212,582)	3,124,275
30-Nov-04	5,767,879	(219,949)	5,547,930
31-Dec-04	3,726,188	(219,108)	3,507,080
Total	$ 48,426,209	$ (2,544,997)	45,881,212

Accrued Interest and Dividends	12/31/2003	6,062,666
Accrued Interest and Dividends	12/31/2004	(5,591,318)
Acc. Invest Expenses	12/31/2003	(746,018)
Acc. Invest Expenses	12/31/2004	722,188
Investment Receipts		$ 46,328,730

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SCHEDULES C AND C-2 - Statement of Incurred Expenses

	For the Year Ended 12/31/04
OPERATING EXPENSES:	
Salaries and employee benefits	$ 4,424,442
Office general and administrative	718,371
Travel and meetings	139,405
Board of Trustees	408,131
Professional fees	822,709
Computer and other electronic data processing costs	431,569
Purchase of fixed assets	57,854
TOTAL OPERATING EXPENSES	$7,002,481
Trustee Remuneration and Expenses	
Trustee Fees	$408,131
Travel and Meeting costs	58,875
Total Remuneration and Expenses	$467,006

SCHEDULE C-1 - Statement of Unpaid Expenses

As of December 31, 2004, the Trust had the following liabilities representing unpaid invoices (accounts payable) and accrued professional fees that represent unpaid or estimated unbilled services which have been provided to the Trust:

Accounts Payable and Other Liabilities	$2,666,221
Accrued Professional and Investment Expenses	837,599
Total Unpaid Expenses	$3,503,820

SCHEDULES D AND D-1 - Statement of Other Distributions

For the year ended December 31, 2004, the Trust made 46,719 claim payments for $123,022,800 and settled 42,612 claims for a total of $117,877,144. These claimants reside in all fifty states, the District of Columbia, Puerto Rico, the Virgin Islands, and several foreign countries. The number of claimants residing in each jurisdiction and the amount paid per jurisdiction is listed on Exhibit B of this accounting. Upon written request, the Trust will make available a list of the claimants by state/country but without the amount paid to each claimant. In addition to the above distributions, during the year ended December 31, 2004 the Trust paid $546,271 to claimants for contribution and indemnity claims.

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SCHEDULES F AND F-1 - Statement of Assets on Hand

The Statement of Net Claimants' Equity in the Financial Statements includes all Trust assets on an accrual basis of accounting as described in Footnote 2 of the Notes to Financial Statements. At December 31, 2004 the Trust has recorded all of its investment securities at market value.

	December 31, 2004	
Cash Equivalents and Non-JM Investments	Cost	Market
Restricted [1]		
Cash equivalents	$ 2,710,682	$ 2,710,682
U.S. government obligations	9,810,586	9,712,425
Equities – U.S.	34,893,738	53,618,965
Corporate and other debt	8,805,176	8,723,479
Total	$56,220,182	$74,765,551
Unrestricted		
Cash equivalents	$ 27,355,740	$ 27,355,740
U.S. government obligations	264,212,775	264,137,119
Corporate and other debt	249,551,033	249,026,535
Equities – U.S.	852,903,194	938,289,180
Equities – International	89,968,665	109,003,638
Total	$1,483,991,407	$1,587,812,212

[1] $43 million of the marketable securities secure the Trust's indemnity obligations to Former Trustees, Trustees, officers, employees and other representatives of the Trust. The investment earnings on these securities accrue to the benefit of the Trust. An additional $31.8 million has been segregated as a condition of a tax agreement between the Trust and JM as described in Footnote 7 of the Notes to Financial Statements.

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The Trust has the following other assets as of December 31, 2004: receivables, deposits and other assets and fixed assets described in the Notes to Financial Statements.

	December 31, 2004
Accrued Interest and Dividend Receivable	
Interest receivable	$4,198,817
Dividends receivable	1.392.501
Total	$5.591.318
Deposits and Other Assets	$673.439

Principally prepaid federal income taxes

Fixed Assets

As described in Note 2(e) of the Notes to Financial Statements, the costs of non-income producing assets which will be exhausted during the life of the Trust, and are not available for satisfying claims, are expensed as incurred. The cumulative balance of all fixed assets purchased, net of disposals, through December 31, 2004 is as follows:

Furniture and Equipment	$ 963,540
Computer Hardware and Software	2,009,445
e-Claims Software Development	2,361,065
Leasehold Improvements	74.890
Total Fixed Assets	$5.408.940

SCHEDULE I - Statement of Pertinent Facts

MacArthur Fund

The 1995 TDP established a separate fund of $10 million to be available to pay legal fees and expenses of outside counsel of the MacArthur Group in its claims or litigation against current and/or former insurance companies. The MacArthur Group alleged that they were entitled to further insurance coverage for asbestos related losses. If such insurance litigation was successful, then the Trust would be entitled to reimbursement for the amount of funds expended plus interest. Upon the conclusion of successful litigation in 2004, the Trust received $10 million plus interest of $2.4 million. The recovery of the $10 million was recorded as an addition to Net Claimant's Equity and the interest was recorded as interest income.

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AFFIDAVIT OF TRUSTEES

STATE OF)
) ss.
COUNTY OF)

Christian E. Markey, Jr., being duly sworn says: That the foregoing Account of Trustees, insofar as it relates to the year ended December 31, 2004, contains according to the best of my knowledge and belief a true statement of all the receipts and disbursements of the Trustees on account of the Trust Estate and of all monies or other property belonging to the Trust Estate which have come into the hands of the Trustees or been received by any other person by order or authority of the Trustees for their use and that I do not know of any error or omission in the account to the prejudice of any creditor of, or person interested in, the Trust Estate.

Christian E. Markey, Jr.
Trustee

Sworn to before me this 17th
day of May, 2005

Notary Public

My Commission Expires: April 30, 2007

RONALD ALLEN
Notary Public, State of New York
No. 01AL6058096
Qualified in Kings County
Certificate Filed in New York County
Commission Expires April 30, 2007

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AFFIDAVIT OF TRUSTEES

STATE OF)
) ss.
COUNTY OF)

Louis Klein, Jr., being duly sworn says: That the foregoing Account of Trustees, insofar as it relates to the year ended December 31, 2004, contains according to the best of my knowledge and belief a true statement of all the receipts and disbursements of the Trustees on account of the Trust Estate and of all monies or other property belonging to the Trust Estate which have come into the hands of the Trustees or been received by any other person by order or authority of the Trustees for their use and that I do not know of any error or omission in the account to the prejudice of any creditor of, or person interested in, the Trust Estate.

Louis Klein, Jr.
Trustee

Sworn to before me this 17th
day of May . 2005

Notary Public

My Commission Expires: April 30, 2007

RONALD ALLEN
Notary Public, State of New York
No. 01AL6058096
Qualified in Kings County
Certificate Filed in New York County
Commission Expires April 30, 2007

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AFFIDAVIT OF TRUSTEES

STATE OF)
) ss.
COUNTY OF)

Frank J. Macchiarola, being duly sworn says: That the foregoing Account of Trustees, insofar as it relates to the year ended December 31, 2004, contains according to the best of my knowledge and belief a true statement of all the receipts and disbursements of the Trustees on account of the Trust Estate and of all monies or other property belonging to the Trust Estate which have come into the hands of the Trustees or been received by any other person by order or authority of the Trustees for their use and that I do not know of any error or omission in the account to the prejudice of any creditor of, or person interested in, the Trust Estate.

Frank J. Macchiarola
Trustee

Sworn to before me this 17th
day of May , 2005

Ronald J. Allen
Notary Public

My Commission Expires: April 30, 2007

RONALD ALLEN
Notary Public, State of New York
No. 01AL6058096
Qualified in Kings County
Certificate Filed in New York County
Commission Expires April 30, 2007

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AFFIDAVIT OF TRUSTEES

STATE OF)
) ss.
COUNTY OF)

Robert A. Falise, being duly sworn says: That the foregoing Account of Trustees, insofar as it relates to the year ended December 31, 2004, contains according to the best of my knowledge and belief a true statement of all the receipts and disbursements of the Trustees on account of the Trust Estate and of all monies or other property belonging to the Trust Estate which have come into the hands of the Trustees or been received by any other person by order or authority of the Trustees for their use and that I do not know of any error or omission in the account to the prejudice of any creditor of, or person interested in, the Trust Estate.

Robert A. Falise
Managing Trustee

Sworn to before me this 17th
day of May . 2005

Notary Public

My Commission Expires: April 30, 2007

RONALD ALLEN
Notary Public, State of New York
No. 01AL6058096
Qualified in Kings County
Certificate Filed in New York County
Commission Expires April 30, 2007

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2004 Audited Financial Statements (EXHIBIT A)

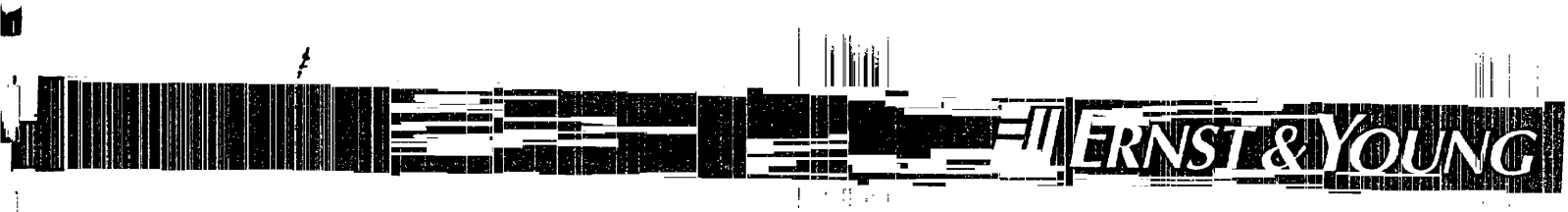
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ASSURANCE AND ADVISORY BUSINESS SERVICES

MANVILLE PERSONAL INJURY SETTLEMENT TRUST

Special-Purpose Consolidated Financial Statements

As of December 31, 2004 and 2003 with Report of Independent Auditors



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ERNST & YOUNG

Ernst & Young LLP
8484 Westpark Drive
McLean, VA 22102

Phone: (703) 747-1000
www.ey.com

Report of Independent Auditors

To the Trustees of
Manville Personal Injury Settlement Trust

We have audited the accompanying special-purpose consolidated statements of net claimants' equity of Manville Personal Injury Settlement Trust (the Trust, organized in the state of New York) as of December 31, 2004 and 2003, and the related statements of changes in net claimants' equity and cash flows for the years then ended. These special-purpose consolidated financial statements are the responsibility of the Trust's management. Our responsibility is to express an opinion on these special-purpose consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the special-purpose consolidated 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 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 also includes examining, on a test basis, evidence supporting the amounts and disclosures in the special-purpose consolidated financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 2, these special-purpose consolidated financial statements have been 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. The special-purpose basis of accounting has been used in order to communicate the amount of equity presently available to current and future claimants.

In our opinion, the accompanying special-purpose consolidated financial statements of Manville Personal Injury Settlement Trust as of and for the years ended December 31, 2004 and 2003, present fairly, in all material respects, the information set forth therein on the basis of accounting described in Note 2.

Our audits were made for the purpose of forming an opinion on the special-purpose consolidated financial statements taken as a whole. The supplementary schedules at Exhibits I, II, and III are presented for purposes of additional analysis and are not a required part of the special-purpose consolidated financial statements. This information has been subjected to the auditing procedures applied in our audits of the special-purpose

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consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the special-purpose consolidated financial statements taken as a whole.

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 New York and is not intended to be and should not be used by anyone other than these specified parties. This restriction is not intended to limit the distribution of this report which, upon filing with the United States Bankruptcy Court for the Southern District of New York, is a matter of public record.

Ernst & Young LLP

February 11, 2005

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MANVILLE PERSONAL INJURY SETTLEMENT TRUST
CONSOLIDATED STATEMENTS OF NET CLAIMANTS' EQUITY
AS OF DECEMBER 31, 2004 AND 2003

	2004	2003
ASSETS:		
Cash equivalents and investments (Note 2)		
Available-for-sale		
Restricted (Note 7)	$74,765,551	$71,355,014
Unrestricted	1,587,812,212	1,574,498,838
Total cash equivalents and investments	1,662,577,763	1,645,853,852
Accrued interest and dividends receivable	5,591,318	6,062,666
Deposits and other assets	673,439	2,407,299
Total assets	1,668,842,520	1,654,323,817
LIABILITIES:		
Accrued expenses	3,503,820	3,429,090
Deferred income taxes	18,062,100	
Unpaid claims (Notes 3, 5 and Exh. III)		
Outstanding Offers - Post Class Action	15,471,046	58,240,374
Settled, not paid - Post Class Action	1,197,997	6,343,653
Lease commitments payable (Note 4)	4,519,117	4,922,420
Total liabilities	42,754,080	72,935,537
NET CLAIMANTS' EQUITY (Note 5)	$1,626,088,440	$1,581,388,280

The accompanying notes are an integral part of these consolidated statements.

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MANVILLE PERSONAL INJURY SETTLEMENT TRUST
CONSOLIDATED STATEMENTS OF CHANGES IN NET CLAIMANTS' EQUITY
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

	2004	2003
NET CLAIMANTS' EQUITY, BEGINNING OF PERIOD	$1,581,388,280	$1,544,226,919
ADDITIONS TO NET CLAIMANTS' EQUITY:		
Investment income (Exhibit I)	46,315,820	44,521,936
Decrease in lease commitments payable (Note 4)	403,303	
Net decrease in outstanding claim offers	42,769,328	
Return of contribution claim (Note 10)	10,000,000	
Net realized and unrealized gains on available-for-sale securities, net of deferred income taxes (Note 8)	76,362,225	234,760,871
Total additions	175,850,676	279,282,807
DEDUCTIONS FROM NET CLAIMANTS' EQUITY:		
Operating expenses (Exhibit II)	7,002,481	8,867,995
Provision for income taxes	5,724,620	3,486,300
Claims settled	117,877,144	215,957,110
Contribution and indemnity claims settled	546,271	889,361
Increase in lease commitments payable (Note 4)		4,256,306
Net increase in outstanding claim offers		8,664,374
Total deductions	131,150,516	242,121,446
NET CLAIMANTS' EQUITY, END OF PERIOD	$1,626,088,440	$1,581,388,280

The accompanying notes are an integral part of these consolidated statements.

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MANVILLE PERSONAL INJURY SETTLEMENT TRUST
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

	2004	2003
CASH INFLOWS:		
Investment income receipts	$46,763,338	$44,508,760
Return of contribution claim (Note 10)	10,000,000	
Decrease in deposits and other assets	1,733,860	1,942,557
Total cash inflows	58,497,198	46,451,317
CASH OUTFLOWS:		
Claim payments made	123,022,800	230,654,205
Contribution and indemnity claim payments	546,271	889,360
Total cash claim payments	123,569,071	231,543,565
Net realized losses on available-for-sale securities	1,084,057	14,040,017
Disbursements for Trust operating expenses and income taxes paid	12,628,541	11,306,836
Total cash outflows	137,281,669	256,890,418
NET CASH (OUTFLOWS)	(78,784,471)	(210,439,101)
NON-CASH CHANGES:		
Net unrealized gains on available-for-sale securities	95,508,382	248,800,888
NET INCREASE IN CASH EQUIVALENTS AND INVESTMENTS AVAILABLE-FOR-SALE	16,723,911	38,361,787
CASH EQUIVALENTS AND INVESTMENTS AVAILABLE-FOR-SALE, BEGINNING OF PERIOD	1,645,853,852	1,607,492,065
CASH EQUIVALENTS AND INVESTMENTS AVAILABLE-FOR-SALE, END OF PERIOD	$1,662,577,763	$1,645,853,852

The accompanying notes are an integral part of these consolidated statements.

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MANVILLE PERSONAL INJURY SETTLEMENT TRUST
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AS OF DECEMBER 31, 2004 AND 2003

(1) DESCRIPTION OF THE TRUST

The Manville Personal Injury Settlement Trust (the Trust), organized pursuant to the laws of the state of New York with its office in Katonah, New York, was established pursuant to the Manville Corporation (Manville or JM) Second Amended and Restated Plan of Reorganization (the Plan). The Trust was formed to assume Manville's liabilities resulting from pending and potential litigation involving (i) individuals exposed to asbestos who have manifested asbestos-related diseases or conditions, (ii) individuals exposed to asbestos who have not yet manifested asbestos-related diseases or conditions and (iii) third-party asbestos-related claims against Manville for indemnification or contribution. Upon consummation of the Plan, the Trust assumed liability for existing and future asbestos health claims. The Trust's initial funding is described below under "Funding of the Trust." The Trust's funding is dedicated solely to the settlement of asbestos health claims and the related costs thereto, as defined in the Plan. The Trust was consummated on November 28, 1988.

In December 1998, the Trust formed a wholly-owned corporation, the Claims Resolution Management Corporation (CRMC), to provide the Trust with claim processing and settlement services. Prior to January 1, 1999, the Trust provided its own claim processing and settlement services. CRMC began operations on January 1, 1999 in Fairfax, Virginia and subsequently relocated to Falls Church, Virginia. The accounts of the Trust and CRMC have been consolidated for financial reporting purposes. All significant transactions between the Trust and CRMC have been eliminated in consolidation.

The Trust was initially funded with cash, Manville securities and insurance settlement proceeds. Since consummation, the Trust has converted the Manville securities to cash and currently holds no Manville securities.

(2) SIGNIFICANT ACCOUNTING POLICIES

(a) Basis of Presentation

The Trust's financial statements are prepared using special-purpose accounting methods that differ from accounting principles generally accepted in the United States. The special-purpose accounting methods were adopted in order to communicate to the beneficiaries of the Trust the amount of equity available for payment of current and future claims. These special-purpose accounting methods are as follows:

(1) The financial statements are prepared using the accrual basis of accounting.

(2) The funding received from JM and its liability insurers was recorded directly to net claimants' equity. These funds do not represent income of the Trust. Settlement offers for asbestos health claims are reported as deductions in net claimants' equity and do not represent expenses of the Trust.

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(3) Costs of non-income producing assets, which will be exhausted during the life of the Trust and are not available for satisfying claims, are expensed as they are incurred. These costs include acquisition costs of computer hardware, software, software development, office furniture and leasehold improvements.

(4) Future fixed liabilities and contractual obligations entered into by the Trust are recorded directly against net claimants' equity. Accordingly, the future minimum rental commitments outstanding at period end for non-cancelable operating leases, net of any sublease agreements, have been recorded as deductions to net claimants' equity.

(5) The liability for unpaid claims reflected in the statements of net claimants' equity represents settled but unpaid claims and outstanding settlement offers. Post-Class Action complaint claims' liability is recorded once a settlement offer is made to the claimant (Note 3) at the amount equal to the expected pro rata payment. No liability is recorded for future claim filings and filed claims on which no settlement offer has been made. Net claimants' equity represents funding available to pay present and future claims on which no fixed liability has been recorded.

(6) Available-for-sale securities are recorded at market. All interest and dividend income on available-for-sale securities, net of investment expenses are included in investment income on the statements of changes in net claimants' equity. Realized and unrealized gains and losses on available-for-sale securities are combined and recorded on the statements of changes in net claimants' equity.

Realized gains/losses on available-for-sale securities are recorded based on the security's original cost. At the time a security is sold, all previously recorded unrealized gains/losses are reversed and recorded net, as a component of other unrealized gains/losses in the accompanying statements of changes in net claimants' equity.

The preparation of financial statements in conformity with the special-purpose accounting methods described above requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions to net claimants' equity during the reporting period. Actual results could differ from those estimates. The most significant estimates with regard to these financial statements relate to unpaid claims, as discussed in Notes 3 and 5.

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(b) **Cash Equivalents and Investments**

At December 31, 2004 and 2003, the Trust has recorded all of its investment securities at market value, as follows:

	2004		2003	
	Cost	Market	Cost	Market
Restricted				
Cash equivalents	$2,710,682	$ 2,710,682	$4,816,526	$4,816,526
U.S. Govt. obligations	9,810,586	9,712,425	7,577,826	7,481,525
Corporate and other debt	8,805,176	8,723,479	8,423,471	8,541,621
Equities – U.S.	34.893.738	53.618.965	38.639.895	50.515.342
Total	$56.220.182	$74.765.551	$59.457.718	$71.355.014

	2004		2003	
	Cost	Market	Cost	Market
Unrestricted				
Cash equivalents	$27,355,740	$27,355,740	$48,958,178	$48,958,178
U.S. Govt. obligations	264,212,775	264,137,119	260,999,093	262,752,451
Corporate and other debt	249,551,033	249,026,535	286,183,997	291,486,181
Equities – U.S.	852,903,194	938,289,180	872,269,116	877,605,600
Equities – International	89.968.665	109.003.638	91.127.959	93.696.428
Total	$1.483.991.407	$1.587.812.212	$1.559.538.343	$1.574.498.838

The maturities of the Trust's available-for-sale securities at market value (excluding cash equivalents and equities) are as follows:

	Less Than 1 Year	After 1 Year Through 5 Years	After 5 Years Through 10 Years	After 10 Years
U.S. govt. obligations	$16,336,062	$ 112,598,958	$ 44,099,961	$ 100,814,563
Corporate and other debt	16.628.276	119.134.677	59.565.375	62.421.686
Total	$32.964.338	$ 231.733.635	$103.665.336	$ 163.236.249

The Trust invests in two types of derivative financial instruments. Equity index futures are used as strategic substitutions to cost effectively replicate the underlying index of its domestic equity investment fund. At December 31, 2004, the fair value of these instruments was approximately $11.7 million and was included in investments available-for-sale on the statement of net claimants' equity. Foreign currency forwards are utilized for both currency translation purposes and to economically hedge against the currency risk inherent in foreign equity issues and are generally for periods up to 90 days. At December 31, 2004, the Trust held $53.0 million in net foreign currency forward contracts. The unrealized loss on these outstanding currency forward contracts of approximately $1.3 million is offset by corresponding unrealized gain due to currency exchange on the underlying securities being hedged. These net amounts are recorded in the statement of net claimants' equity at December 31, 2004.

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(c) **Fixed Assets**

The cost of non-income producing assets that will be exhausted during the life of the Trust and are not available for satisfying claims are expensed as incurred. Since inception, the cost of fixed assets expensed, net of disposals, include:

Acquisition of furniture and equipment	$ 963,540
Acquisition of computer hardware and software	2,009,445
Computer software development (e-Claims)	2,361,065
Leasehold improvements	74.890
Total	$5.408.940

These items have not been recorded as assets, but rather as direct deductions to net claimants' equity in the accompanying consolidated financial statements. The cost of fixed assets, net of proceeds on disposals that were expensed during the years ended December 31, 2004 and 2003 was approximately $57,900 and $252,600, respectively.

Total depreciation expense related to asset acquisitions using accounting principles generally accepted in the United States would have been approximately $641,200 and $646,000 for the years ended December 31, 2004 and 2003, respectively.

(3) UNPAID CLAIMS

The Trust distinguishes between claims that were resolved prior to the filing of the class action complaint on November 19, 1990, and claims resolved after the filing of that complaint. Claims resolved prior to the complaint (Pre-Class Action Claims) were resolved under various payment plans, all of which called for 100% payment of the full liquidated amount without interest over some period of time. However, between July 1990 and February 1995, payments on all claims except qualified exigent health and hardship claims were stayed by the courts. By court order on July 22, 1993 (which became final on January 11, 1994), a plan submitted by the Trust was approved to immediately pay, subject to claimant approval, a discounted amount on settled, but unpaid Pre-Class Action Claims, in full satisfaction of these claims. The discount amount taken, based on the claimants who accepted the Trust's discounted offer, was approximately $135 million.

The unpaid liability for the Post-Class Action claims represents outstanding offers made in First-in, First-out (FIFO) order to claimants eligible for settlement after November 19, 1990. Under the TDP (Note 5), claimants receive an initial pro rata payment equal to a percentage of the liquidated value of their claim. The Trust remains liable for the unpaid portion of the liquidated amount only to the extent that assets are available after paying all claimants the established pro rata share of their claims. The Trust makes these offers electronically for law firms that file their claims electronically (e-filers), or in the form of a check made payable to the claimant and/or claimant's counsel for claimants that file their proof of claim on paper. E-filers may accept their offers electronically and the Trust records a settled, but unpaid claim at the time of acceptance. Paper filers may accept their offer by depositing the check. An unpaid claim liability is recorded once an offer is made. The unpaid claim liability remains on the Trust's books until accepted or expiration of the offer after 360 days. Expired offers may be reinstated if the claimant accepts the original offer within two years of offer expiration.

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(4) COMMITMENTS AND CONTINGENCIES

Operating Leases

In April 2003, the CRMC executed an early termination of its old lease in Fairfax Virginia and signed a new 10-year lease through September 2013 for its offices in Falls Church, Virginia. CRMC may terminate the new lease at the end of the seventh lease year (September 2010) upon proper notification and payment of certain unamortized leasing costs. The lease was executed with CRMC conditioned upon the Trust's guarantee of future lease payments.

Future minimum rental commitments under this operating lease, as of December 31, 2004, are as follows:

Calendar Year	Amount
2005	$468,605
2006	480,275
2007	492,301
2008	504,638
2009	517,198
2010	530,115
2011	543,388
2012	557,017
2013	425,580
	$4,519,117

This obligation has been recorded as a liability in the accompanying financial statements.

(5) NET CLAIMANTS' EQUITY

A class action complaint was filed on behalf of all Trust beneficiaries on November 19, 1990, seeking to restructure the methods by which the Trust administers and pays claims. On July 25, 1994, the parties signed a Stipulation of Settlement that included a revised Trust Distribution Process (the TDP). The TDP prescribes certain procedures for distributing the Trust's limited assets, including pro rata payments and initial determination of claim value based on scheduled diseases and values. The Court approved the settlement in an order dated January 19, 1995. Though six appeals were filed with the Court of Appeals, no stay was granted and the Trust implemented the TDP payment procedures effective February 21, 1995. On February 21, 1996, the Court of Appeals affirmed the decision.

Prior to the commencement of the class action in 1990, the Trust filed a motion for a determination that its assets constitute a "limited fund" for purposes of Federal Rules of Civil Procedure 23(b)(1)(B). The Courts adopted the findings of the Special Master that the Trust is a "limited fund". In part, the limited fund finding concludes that there is a substantial probability that estimated future assets of the Trust are and will be insufficient to pay in full all claims that have been and will be asserted against the Trust.

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The TDP contains certain procedures for the distribution of the Trust's limited assets. Under the TDP, the Trust forecasts its anticipated annual sources and uses of cash until the last projected future claim has been paid. A pro rata payment percentage is calculated such that the Trust will have no remaining assets or liabilities after the last future claimant receives his/her pro rata share.

Prior to the implementation of the TDP, the Trust conducted its own research and monitored studies prepared by the Courts' appointee regarding the valuation of Trust assets and liabilities. Based on this valuation, the TDP provided for an initial 10% payment of the liquidated value of then current and estimated future claims (pro rata payment percentage). As required by the TDP, the Trust has periodically reviewed the values of its projected assets and liabilities to determine whether a revised pro rata payment percentage should be applied. The most recent estimate began in 2000 and was concluded in September of 2001. Following its review and consultation with the Selected Counsel for the Beneficiaries (SCB), the Legal Representative of Future Claimants (Legal Representative) and Special Advisor to the Trust (Special Advisor) and based upon the increase in the number of claims being filed with the Trust, the Trust proposed to the SCB and Future Representative that the pro rata payment percentage be reduced from 10% to 5%, beginning generally with claims filed after October of 2000. The SCB and Legal Representative consented to the Trust's request that, pending a final resolution of this issue and without prejudice to their rights to dispute the issue in binding arbitration, the Trust may make offers and pay claims based upon a 5% pro rata payment percentage. In the event a new higher pro rata share is agreed to, the Trust is obligated to make, as cash is available, a subsequent additional pro rata payment to all Trust beneficiaries with liquidated claims whose previous cumulative pro rata share was less than the existing or the new higher pro rata share.

During the second and third quarters of 2002, the SCB and Legal Representative and the Trust met to discuss amending the TDP. As a result of these meetings, in late August 2002, the parties agreed to TDP amendments that are now contained in what is called the "2002 TDP". The 2002 TDP principally provides more stringent exposure requirements and medical criteria and changes the scheduled values for the scheduled diseases. Until October 10, 2003, claimants could file claims pursuant to the original TDP ("1995 TDP") provided that (i) the claim was filed prior to October 10, 2003 and (ii) the claimant's date of diagnosis was prior to September 1, 2002. Otherwise, claims must be filed pursuant to the 2002 TDP. Based on the claims filed through December 31, 2004, the Trust believes it has adequate information to re-estimate the pro rata percentage payment. The re-estimate is expected to be completed during in the first half of2005. Pending the re-estimate of the pro rata percentage, the Trust, SCB and Legal Representative agreed that the Trust will continue to pay 5% pro rata payment on the liquidated value of resolved 1995 TDP and 2002 TDP claims.

Thereafter, the Trust will continue to periodically update its estimate of the pro rata payment percentage based on updated assumptions regarding its future assets and liabilities and, if appropriate, propose additional changes in the pro rata payment percentage.

(6) EMPLOYEE BENEFIT PLANS

The Trust established a tax-deferred employee savings plan under Section 401(k) of the Internal Revenue Code, with an effective date of January 1, 1988. The plan allows employees to defer a percentage of their salaries within limits set by the Internal Revenue Code with the Trust matching contributions by employees of up to 6% of their salaries. The total employer contributions and expenses under the plan were approximately $202,600 and $202,600 for the years ended December 31, 2004 and 2003, respectively.

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(7) RESTRICTED CASH EQUIVALENTS AND INVESTMENTS

In order to avoid the high costs of director and officer liability insurance the Trust ceased purchasing such insurance in 1991 and with the approval of the United States Bankruptcy Court for the Southern District of New York, the Trust established a segregated security fund of $30 million and, with the additional approval of the United States District Court for the Southern and Eastern Districts of New York, an additional escrow fund of $3 million from the assets of the Trust, which are devoted exclusively to securing the obligations of the Trust to indemnify the former and current Trustees and officers, employees, agents and representatives of the Trust. Also, a $15 million escrow and security fund was established to secure the obligations of the Trust to exclusively indemnify the current Trustees, whose access to the other security funds is subordinated to the former Trustees. Upon the final order in the Class Action litigation (Note 3), the $15 million escrow and security fund was reduced by $5 million. Pursuant to Section 5.07 of the Plan, Trustees are entitled to a lien on the segregated security and escrow funds to secure the payment of any amounts payable to them through such indemnification. Accordingly, in total, $43 million has been transferred from the Trust's bank accounts to separate bank escrow accounts and pledge and security agreements have been executed perfecting those interests. The investment earnings on these escrow accounts accrue to the benefit of the Trust.

Additionally, as a condition of the tax agreement between JM and the Trust discussed in Note 8, the Trust was required to transfer $30 million in cash to an escrow account to secure the payment of its future income tax obligations post settlement of the transaction. The escrow account balance may be increased or decreased over time. As of December 31, 2004, securities with a market value of $31.8 million were held by an escrow agent in accordance with the agreement. These funds have been reported as restricted investments.

(8) INCOME TAXES

For Federal income tax purposes, JM had elected for the qualified assets of the Trust to be taxed as a Designated Settlement Fund (DSF). Income and expenses associated with the DSF are taxed in accordance with Section 468B of the Internal Revenue Code, which obligates JM to pay for any federal income tax liability imposed upon the DSF. In addition, pursuant to an agreement between JM and the Trust, JM is obligated to pay for any income tax liability of the Trust. In a separate agreement between the Trust and JM to facilitate the sale of JM to a third party, JM paid the Trust $90 million to settle the JM obligation to the Trust. In return, the Trust terminated JM's contractual liability for income taxes of the DSF and agreed to indemnify JM in respect for all future income taxes of the Trust and established an escrow fund to secure such indemnification. The statutory income tax rate for the DSF is 15%, as set forth in the TRA of 1986.

The Trust accounts for income taxes in accordance with the Statement of Financial Accounting Standards (SFAS) No. 109, "Accounting for Income Taxes." SFAS No. 109 requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the book and tax basis of assets and liabilities. As of December 31, 2004, the Trust has recorded a net deferred tax liability of $18.1 million, from net unrealized gains on available-for-sale securities. For the year ended December 31, 2003, no deferred income taxes were reported on unrealized gains at year end. As of December 31, 2004 and 2003, the Trust recorded net deferred tax assets of $348,600 and $297,500, representing temporary differences primarily due to expensing asset

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acquisitions for financial reporting purposes, accrued vacation and deferred compensation. The deferred tax assets are included in other assets in the accompanying consolidated statement of net claimants' equity.

(9) PROOF OF CLAIM FORMS FILED

Proof of claim forms filed as December 31, 2004 and 2003 with the Trust are as follows:

	2004	2003
Claims filed	749,288	692,566
Withdrawn (1)	(71,462)	(25,432)
Expired offers (2)	(15,705)	(5,052)
Active claims	662,121	662,082
Settled claims	(639,145)	(596,533)
Claims currently eligible for settlement	22,976	65,549

(1) Principally claims that have received a denial notification and the claim is in an expired status for more than two years. These claims must be refiled to receive a new offer.

(2) Claims that received a Trust offer or denial, but failed to respond within the specified response period, usually 360 days. As of December 31, 2004 and 2003, approximately 6,900 and 4,900 respectively, of the claims with expired offers are still eligible to accept their original offer with a payment value of $15.7 million and $13.7 million, respectively. All claims with expired offers may also be reactivated upon written request by the claimant and be eligible for a new offer at the end of the FIFO queue.

(10) MACARTHUR FUND PRINCIPLES

The 1995 TDP established a separate fund of $10 million to be available to pay legal fees and expenses of outside counsel of the MacArthur Group in its claims or litigation against current and/or former insurance companies. The MacArthur Group alleged that they were entitled to further insurance coverage for asbestos related losses. If such insurance litigation was successful, then the Trust would be entitled to reimbursement for the amount of funds expended plus interest. Upon the conclusion of successful litigation in 2004, the Trust received $10 million plus interest of $2.4 million. The recovery of the $10 million was recorded as an addition to Net Claimant's Equity and the interest was recorded as interest income.

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MANVILLE PERSONAL INJURY SETTLEMENT TRUST

The following exhibits are provided in accordance with Article 3.02 (d)(iii) of the Manville Personal Injury Settlement Trust Agreement.

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EXHIBIT I

MANVILLE PERSONAL INJURY SETTLEMENT TRUST
CONSOLIDATED INVESTMENT INCOME
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

	2004	2003
INVESTMENT INCOME		
Interest (Note 10)	$ 29,553,197	$ 30,525,821
Dividends	19,307,620	16,601,445
Total investment income	48,860,817	47,127,266
Investment expenses	(2,544,997)	(2,605,330)
TOTAL	$46,315,820	$44,521,936

The accompanying notes are an integral part of this exhibit.

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EXHIBIT II

MANVILLE PERSONAL INJURY SETTLEMENT TRUST
CONSOLIDATED OPERATING EXPENSES
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003

	2004	2003
OPERATING EXPENSES:		
Personnel costs	$4,424,442	$5,378,080
Office general and administrative	718,371	808,057
Travel and meetings	139,405	179,231
Board of Trustees	408,131	382,017
Professional fees	822,709	1,424,284
Net fixed asset purchases	57,854	252,569
Computer and other EDP costs	431,569	443,757
TOTAL OPERATING EXPENSES	$7,002,481	$8,867,995

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MANVILLE PERSONAL INJURY SETTLEMENT TRUST
SCHEDULE OF LIQUIDATED CLAIMS
SINCE CONSUMMATION (NOVEMBER 28, 1988)
THROUGH DECEMBER 31, 2004

	Number	Amount	Average Payment Amount
Trust Liquidated Claims			
Pre-Class Action Complaint November 19, 1990 and Before-			
Full Liquidated Claim Value	27,589	$1,187,852,399	
Present Value Discount (1)		(135,306,535)	
Net Settlements	27,589	1,052,545,864	
Payments	(27,589)	(1,052,545,864)	$38,151
Unpaid Balance	0	$0	
Post-Class Action Complaint After November 19, 1990-			
Offers Made at Full Liquidated Amount	616,428	$27,951,261,970	
Reduction In Claim Value (2)		(25,729,910,841)	
Net Offer Amount	616,428	2,221,351,129	
Offers Accepted	(611,556)	(2,205,880,083)	$3,607
Offers Accepted, Not Paid	515	1,197,997	
Unpaid Balance	5,387	16,669,043	
Total Trust Liquidated Claims	639,145	$3,258,425,947	$5,098
Manville Liquidated Claims Paid (3)	158	$24,946,620	
Co-Defendant Liquidated Claims (4)			
Settlement Claim Value		$88,477,805	
Investment Receipts (5)		2,624,732	
Payments, Net of Returned Settlement (6)		(91,102,537)	
Unpaid Balance		$0	

(1) The unpaid liability for Pre-Class Action Complaint claims has been reduced based upon a plan approved by the Courts in January, 1994 which requires the Trust to offer to pay a discounted amount in full satisfaction of the unpaid claim amount.

(2) Under the TDP, Post Class Action Complaint claims have been reported at a pro rata percentage of their liquidated value.

(3) Manville Liquidated Claims refers to Liquidated AH Claims (as defined in the Plan) which the Trust has paid pursuant to an order of the United States Bankruptcy Court for the Southern District of New York dated January 27, 1987.

(4) Number of personal injury claimants not identifiable.

(5) Investment receipts of separate investment escrow account established for the sub-class beneficiaries per the Stipulation of Settlement, net of income taxes.

(6) Per the terms of the MacArthur Fund Principles of the 1995 TDP, upon successful insurance litigation, the MacArthur Group returned $10 million plus the change in value (Note 10).

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MANVILLE PERSONAL INJURY SETTLEMENT TRUST
SCHEDULE OF LIQUIDATED CLAIMS
FOR THE YEAR ENDED DECEMBER 31, 2004

	Number	Amount	Avg. Payment Amount
Trust Liquidated Claims			
Post-Class Action Complaint After November 19, 1990- (1)			
Offers Outstanding as of December 31, 2003	24,007	$58,240,374	
Net Offers Made (2)	23,477	75,107,816	
Offers Accepted	(42,612)	(117,877,144)	$2,766
Offers Outstanding as of December 31, 2004	4,872	15,471,046	
Offers Accepted, Not Paid as of Dec. 31, 2004	515	1,197,997	
Payable as of December 31, 2004	5,387	$16,669,043	
Co-Defendant Liquidated Claims (3)			
Payable as of December 31, 2003		$0	
Settled		546,271	
Paid		(546,271)	
Payable as of December 31, 2004		$0	

(1) Under the TDP, Post Class Action Complaint claims have been reported at a pro rata percentage of their liquidated value.

(2) Represents payment offers made during the period net of rejected and expired offers.

(3) Settled and paid amounts exclude the $10 million received from the MacArthur Group (Note 10)

Claim Payments (EXHIBIT B)

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Exhibit B

MANVILLE PERSONAL INJURY SETTLEMENT TRUST
SCHEDULE OF CLAIMS PAID
FROM JANUARY 1 THROUGH DECEMBER 31, 2004

State/Country		# of Payments	Total Payments
USA	Alabama	2,053	$ 4,310,975
	Alaska	25	113,900
	Arizona	171	936,945
	Arkansas	911	1,539,913
	California	1,367	6,274,958
	Colorado	243	640,250
	Connecticut	121	811,300
	Delaware	84	241,233
	District of Columbia	14	33,550
	Florida	2,694	7,179,565
	Georgia	894	1,889,825
	Hawaii	165	338,450
	Idaho	53	286,754
	Illinois	578	2,847,020
	Indiana	793	1,660,501
	Iowa	74	385,250
	Kansas	149	444,625
	Kentucky	421	1,125,620
	Louisiana	1,199	2,485,840
	Maine	70	402,013
	Maryland	1,028	2,611,705
	Massachusettes	265	1,501,800
	Michigan	1,068	3,231,950
	Minnesota	263	978,100
	Mississippi	4,281	7,429,571
	Missouri	370	1,093,050
	Montana	123	201,400
	Nebraska	69	309,565
	Nevada	184	693,350
	New Hampshire	36	249,700
	New Jersey	1,387	3,894,008
	New Mexico	76	368,013
	New York	6,932	14,130,356
	North Carolina	448	1,666,609
	North Dakota	75	149,802
	Ohio	4,491	9,209,306
	Oklahoma	132	486,863
	Oregon	180	904,150
	Pennsylvania	2,744	6,383,987
	Puerto Rico	116	198,000
	Rhode Island	48	322,750
	South Carolina	486	1,224,284
	South Dakota	19	157,700
	Tennessee	575	1,466,925

Exhibit B

MANVILLE PERSONAL INJURY SETTLEMENT TRUST
SCHEDULE OF CLAIMS PAID
FROM JANUARY 1 THROUGH DECEMBER 31, 2004

State/Country	# of Payments	Total Payments
Texas	3,897	7,264,795
Utah	173	405,060
Vermont	8	28,750
Virgin Islands	19	66,750
Virginia	816	2,483,799
Washington	368	1,543,532
West Virginia	1,040	2,383,572
Wisconsin	141	1,076,050
Wyoming	26	180,700
Total	43,963	$ 108,244,439
Non-US	2,829	15,242,763
Less Settlements Reversed and Amounts Returned in 2004	(73)	(464,402)
Grand Total Claim Payments	46,719	$ 123,022,800

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Application For Order Approving Account of Trustees (EXHIBIT C)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	)	In Proceedings For A
	)	Reorganization Under
JOHNS-MANVILLE CORPORATION,	)	Chapter 11
et al.,	)	
	)	Case Nos. 82 B 11656 (BRL)
Debtors.	)	Through 82 B 11676 (BRL)
	)	Inclusive

APPLICATION FOR ORDER APPROVING ACCOUNT OF TRUSTEES AND FINANCIAL STATEMENTS OF MANVILLE PERSONAL INJURY SETTLEMENT TRUST FOR THE PERIOD JANUARY 1, 2004 THROUGH DECEMBER 31, 2004

TO: THE HONORABLE BURTON R. LIFLAND
UNITED STATES BANKRUPTCY JUDGE

Robert A. Falise, Louis Klein, Jr., Frank J. Macchiarola, and Christian E. Markey, Jr., Trustees of the Manville Personal Injury Settlement Trust (the "Trustees") and the Manville Personal Injury Settlement Trust (the "Trust"), by their counsel, respectfully represent:

1. On August 26, 1982, Johns-Manville Corporation and the other Debtors herein ("Manville") filed voluntary petitions for reorganization under Chapter 11 of the Bankruptcy Code.

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2. By order dated December 22, 1986 (the "Confirmation Order"), Manville's Second Amended and Restated Plan of Reorganization, as modified (the "Plan"), was confirmed.

3. Exhibit A to the Plan is a Glossary of defined terms used in the Plan, Exhibits and Annexes. Capitalized terms used in this Application and the within Account not otherwise defined herein have the meanings set forth in the Glossary.

4. The Confirmation Order became a Final Order on October 28, 1988. Pursuant to the Plan, November 28, 1988 was the Consummation Date.

5. John C. Sawhill, Donald M. Blinken, Francis H. Hare, Jr., Christian E. Markey, Jr., and Daniel Fogel, or Gladys Fogel as executrix for the Estate of Daniel Fogel, former trustees of the Trust (the "Former Trustees") have previously filed accounts for the periods January 9, 1987 (Inception) through November 28, 1988; November 29, 1988 through December 31, 1989; January 1, 1990 through December 31, 1990; and January 1, 1991 through July 5, 1991. The Former Trustees and the Trustees have previously filed an account for the period (partially as to the Trustees) July 6, 1991 through December 31, 1991. The Trustees have also filed an account for the period January 1, 1992 through December 31, 1992, as well for the periods of January 1, 1993 through

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December 31, 1993, January 1, 1994 through December 31, 1994, January 1, 1995 through June 30, 1995, July 1, 1995 through December 31, 1995, January 1, 1996 through December 31, 1996, January 1, 1997 through December 31, 1977, January 1, 1998 through December 31, 1998, January 1, 1999 through December 31, 1999, January 1, 2000 through December 31, 2000, January 1, 2001 through December 31, 2001, January 1, 2002 through December 31, 2002, and January 1, 2003 through December 31, 2003. All of these accounts have been approved by the Court.

6. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 1334(b) and 157(a) and the July 10, 1984 Referral Order of the Southern District of New York (Ward, Acting C.J.); 11 U.S.C. § 1142(b); the Plan, §§ 10.1.G. and L. and Order Confirming Debtors' Second Amended and Restated Plan, December 22, 1986, pp. 23-25; and the Manville Personal Injury Settlement Trust Agreement, § 6.14. See also Order Further Amplifying Order Authorizing the Interim Establishment of the Manville Personal Injury Settlement Trust Pending Consummation of the Debtors' Plan of Reorganization, (Bankr. S.D.N.Y., Lifland, C.B.J.), March 18, 1988.

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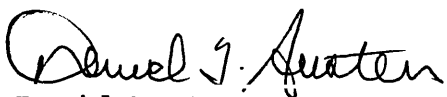
7. Pursuant to the foregoing, the Trustees are filing herewith their Account of Trustees and Financial Statements for the period January 1, 2004 through December 31, 2004.

WHEREFORE, the Trust and the Trustees respectfully request that, pursuant to the foregoing, the Court enter the annexed Order judicially settling, approving and allowing the Account and Financial Statements and discharging the Trustees and for such further and different relief as the Court may deem just and proper.

Respectfully submitted,

Manville Personal Injury
Settlement Trust

Dated: May 23, 2005
Fall Church, Virginia

By 
David T. Austern
General Counsel
3110 Fairview Park Dr.
Suite 200
P.O. Box 12003
Falls Church, Virginia 22042
DTA: 7301

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Order Approving Account of Trustees (EXHIBIT D)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	)	In Proceedings For A
	)	Reorganization Under
JOHNS-MANVILLE CORPORATION, et al.,	)	Chapter 11
	)	Case Nos. 82 B 11656 (BRL)
Debtors.	)	Through 82 B 11676 (BRL)
	)	Inclusive

ORDER APPROVING ACCOUNT OF TRUSTEES AND FINANCIAL STATEMENTS OF MANVILLE PERSONAL INJURY SETTLEMENT TRUST FOR THE PERIOD JANUARY 1, 2004 THROUGH DECEMBER 31, 2004

Upon the Application dated May 23, 2005 of Robert A. Falise, Louis Klein, Jr., Frank J. Macchiarola and Christian E. Markey, Jr., Trustees of the Manville Personal Injury Settlement Trust, (the "Trustees") and the Manville Personal Injury Settlement Trust (the "Trust"), by their counsel, for Order Approving Account of Trustees and Financial Statements of the Manville Personal Injury Settlement Trust for the Period January 1, 2004 through December 31, 2004 (the "Application"), and the Account of Trustees and Financial Statements of the Trust for the Period January 1, 2004 through December 31, 2004 (the "Account"),

IT APPEARING THAT, proper notice of the Application and Account and hearing thereon was given as set forth in the Order of this Court dated June 6, 2005, as evidenced by the certificate of service and affidavit of publication filed herein,

AND IT FURTHER APPEARING THAT, a hearing on the Application and Account was held by this Court on the 30th day of June, 2005,

AND after due deliberation and sufficient cause appearing therefor, it is

NOW, on motion of counsel for the Trust and Trustees, it is hereby

ORDERED, that the Application is, in all respects, hereby granted; and it is further

ORDERED, that the Account be and the same hereby is judicially settled, approved and allowed as filed; and it is further

ORDERED, that the Trustees be and each of them is hereby released and discharged from any and all liability or responsibility as to all matters embraced in the Account, Application or in this Order.

Date: New York, New York
, 2005

Burton R. Lifland
United States Bankruptcy Court

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Affidavit of David T. Austern (EXHIBIT E)



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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	)	In Proceedings For A
	)	Reorganization Under
JOHNS-MANVILLE CORPORATION, et al.,	)	Chapter 11
	)	Case Nos. 82 B 11656 (BRL)
Debtors.	)	Through 82 B 11676 (BRL)
	)	Inclusive

AFFIDAVIT OF DAVID T. AUSTERN IN SUPPORT OF PROPOSED ORDER APPROVING NOTICE OF FILING AND SERVICE LIST FOR ACCOUNT OF THE TRUSTEES AND FINANCIAL STATEMENTS OF THE MANVILLE PERSONAL INJURY SETTLEMENT TRUST FOR THE PERIOD JANUARY 1, 2004 THROUGH DECEMBER 31, 2004 AND APPLICATION FOR APPROVAL THEREFOR

Fairfax, Virginia)
: ss
)

DAVID T. AUSTERN, being duly sworn, deposes and says:

1. I am a member of the Bars of the states of New York, Indiana and the District of Columbia as well as various federal courts including the United States Supreme Court. I am General Counsel of the Manville Personal Injury Settlement Trust (the "Trust"). I submit this affidavit in support of the proposed Order Approving Notice of Filing and Service List for the Account of the Trustees and Financial Statements of the Manville Personal Injury Settlement Trust for the Period January 1, 2004 through December 31, 2004 and Application for Approval therefor.

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2. Robert A. Falise, Louis Klein, Jr., Frank J. Macchiarola and Christian E. Markey, Jr., Trustees of the Trust (the "Trustees"), have caused to be prepared the annexed Account of Trustees and Financial Statements of the Manville Personal Injury Settlement Trust for the period January 1, 2004 through December 31, 2004 (the "Account"). The Account is being filed with the Court together with the Application for Approval of Account (the "Application"), and proposed Order Approving Account of Trustees and Financial Statements of the Manville Personal Injury Settlement Trust (the "Proposed Order"). These documents, together with all exhibits, total over 75 pages.

3. As stated in Schedule G to the Account, the beneficiaries of the Trust are the holders of Allowed AH Claims and Other Asbestos Obligations (including Co-Defendants included within such categories) as defined in the Manville Plan of Reorganization. As of December 31, 2004, approximately 757,000 claims had been filed with the Trust, and approximately 647,000 claims had been settled and paid in full or are partially paid. Of the remaining approximately 110,000 claims which were received but unsettled as of December 31, 2004, 82,000 have been withdrawn, 16,600 have expired offers, and approximately 10,400 are unsettled. Approximately 1,500 claims were filed pro se by claimants or their personal representatives and the remaining personal injury claimants were represented by approximately 550

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law firms.

4. The Trustees wish to adopt a reasonable method of giving notice of the Account to all known Trust beneficiaries as well as to Selected Counsel for the Beneficiaries, the Legal Representative and other interested parties. However, the expense of individual service by mail on the 10,400 present, unsettled claimants would be exorbitant.

5. Accordingly, the Trustees seek to provide notice directly to pro se claimants and to the attorneys for those claimants represented by counsel. The Trustees therefore seek this Court's approval to mail the attached form of Notice of Filing to all attorneys representing claimants with pending claims, to all pro se claimants or their personal representatives, as described in Paragraph 3, and to all attorneys representing codefendant and distributor claimants. The Trustees also propose that the Notice of Filing be published in U.S.A. Today.

6. The Trustees further propose that complete copies of the Application, the Account and Proposed Order be mailed only to the attorneys for Selected Counsel for the Beneficiaries, the Legal Representative, Johns Manville Corporation and its attorneys, the United States Trustee and to those individuals appointed by the United States District Courts for the Eastern and Southern Districts of New York in connection with a class action filed

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against the Trustees on November 19, 1990 on behalf of all Trust beneficiaries.

7. Complete copies of these documents will be on file with the Trust and will be sent to any person requesting them from the office of the General Counsel.

8. To the best of my knowledge and belief, based upon my review of the records of the Trust, the attached Service List includes the names of all pro se claimants or their personal representatives having claims presently pending with the Trust, the names of all law firms for personal injury claimants, and codefendants and distributors having such pending claims or who have indicated that they may assert claims against the Trust.

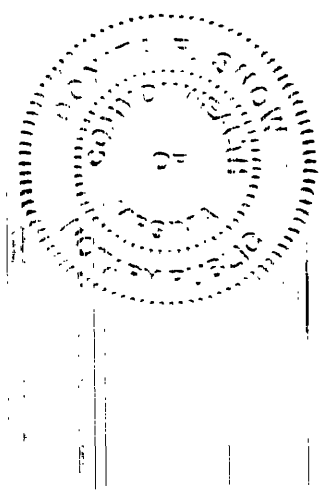
9. No previous application for this relief has been made.

David T. Austern
General Counsel

Sworn to before me this
23rd day of May, 2005.

Notary Public

My commission expires on: 7-31-06



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Order Approving Notice of Filing (EXHIBIT F)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	)	In Proceedings For A Reorganization Under
JOHNS-MANVILLE CORPORATION, et al.,	)	Chapter 11
Debtors.	)	Case Nos. 82 B 11656 (BRL) Through 82 B 11676 (BRL) Inclusive

ORDER APPROVING NOTICE OF FILING AND SERVICE LIST FOR ACCOUNT OF TRUSTEES AND FINANCIAL STATEMENTS OF THE MANVILLE PERSONAL INJURY SETTLEMENT TRUST FOR THE PERIOD JANUARY 1, 2004 THROUGH DECEMBER 31, 2004 AND APPLICATION FOR APPROVAL THEREFOR

Upon the annexed affidavit of David T. Austern, and sufficient cause appearing therefor,

NOW, on motion of counsel to the Manville Personal Injury Settlement Trust (the "Trust") and Robert A. Falise, Louis Klein, Jr., Frank J. Macchiarola and Christian E. Markey, Jr., Trustees of the Trust, (the "Trustees"), it is hereby

ORDERED, that a copy of this Order, the supporting Affidavit of David T. Austern, the attached Notice of Filing (the "Notice of Filing") of the Application for Order Approving Account of Trustees and Financial Statements of Manville Personal Injury Settlement Trust for the Period January 1, 2004 through December 31, 2004 (the "Application"), the attached Account of Trustees and Financial Statements of

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the Manville Personal Injury Settlement Trust for the period January 1, 2004 through December 31, 2004 (the "Account") and the attached proposed Order approving the Account and discharging the Trustees from any liability as to all matters embraced in the Account (the "Proposed Order") shall be served by first class mail, postage prepaid, on or before June 8, 2005 upon the following:

Caplin & Drysdale, Chartered
Attorneys for Selected Counsel
for the Beneficiaries
399 Park Avenue, 27th Fl.
New York, New York 10022
Attn: Elihu Inselbuch, Esq.

Johns Manville Corporation
P.O. Box 5108
717 17th Street, 12th Floor
Denver, Colorado 80202
Attn: Dion Persson, Esq.

Davis, Polk & Wardwell
Attorneys for Johns Manville Corporation
450 Lexington Avenue
New York, New York 10017
Attn: L. Gordon Harriss, Esq.

Goodwin Procter, LLP
901 New York Avenue, N.W.
Washington, D.C. 20001
Attn: John Aldock, Esq.

Debevoise & Plimpton
919 Third Avenue
New York, New York 10022
Attn: Roger Podesta, Esq.

Paul, Weiss, Rifkind, Wharton
& Garrison
1285 Avenue of the Americas

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New York, New York 10019-6064
Attn: Leslie Gordon Fagen, Esq.

Office of the United States Trustee
Deirdre A. Martini, Esq.
33 Whitehall St., 21st Fl.
New York, New York 10004

John H. Faricy, Jr., Esq.
Faricy & Roen, P.A.
Metropolitan Centre, Ste. 2320
333 So. Seventh Street
Minneapolis, Minnesota 55402

Lani A. Adler, Esq.
Wolf, Block, Schorr & Solis-Cohen, LLP
250 Park Ave., 10th Fl.
New York, New York 10177

Mark A. Peterson, Esq.
Legal Analysis Systems
970 Calle Arroyo
Thousand Oaks, California 91360

Perry Weitz, Esq.
Weitz & Luxenberg, P.C.
180 Maiden Lane
New York, New York 10038

Francis J. Lawall, Esq.
Pepper Hamilton, LLP
3000 Two Logan Square
Eighteenth & Arch Streets
Philadelphia, Pennsylvania 19103

Gardner Duvall, Esq.
Whiteford, Taylor & Preston, LLP
Seven Saint Paul St.
Baltimore, Maryland 21202

and it is further

ORDERED, that a copy of the Notice of Filing shall be served by first class mail, postage prepaid, on or before

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June 8, 2005 upon the persons listed on the Service List annexed hereto, namely, those persons and entities who have claims pending with the Trust, consisting of pro se claimants or their personal representatives and attorneys for personal injury claimants, codefendants and distributors, and it is further

ORDERED, that a copy of the Notice of Filing shall be published once in USA Today on or before June 20, 2005; and it is further

ORDERED, that service and publication as set forth in the three preceding ordered paragraphs shall be deemed good and sufficient notice of this Order, the Application, the Hearing (as hereinafter defined) and all proceedings to be held therein to all persons and entities deemed by the Court to be entitled to notice thereof; and it is further

ORDERED, that pursuant to the Notice of Filing all persons interested in complete copies of the Application, the Account, and Proposed Order may inspect such copies in the Clerk of the Court's Office in Room 614 of the United States Bankruptcy Court, Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408 or may request copies in writing from the following address:

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Claims Resolution Management Corporation
P.O. Box 12003
Falls Church, Virginia 22042
Attn: Marylou Sales

and it is further

ORDERED, that objections, if any, to the Application, Account, and proposed Order shall be made in writing, shall state with particularity the grounds therefor, and shall be filed with the Court, and served upon and received by the Trust, as follows:

David T. Austern
General Counsel
Manville Personal Injury Settlement Trust
3110 Fairview Park Dr., Ste. 200
P.O. Box 12003
Falls Church, Virginia 22042

on or before the 23rd day of June, 2005; and it is further

ORDERED, that a hearing (the "Hearing") shall be held on the Application, Account, and Proposed Order and objections thereto, if any, before the undersigned in Room 623 of the United States Bankruptcy Court, Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, on the 30th day of June, 2005, at 10 O'clock in the morning of said day.

Dated: New York, New York
June 6, 2005

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/s/Burton R. Lifland
Burton R. Lifland
United States Bankruptcy
Court

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Notice of Filing
(EXHIBIT G)

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

In re	)	In Proceedings For A Reorganization Under
JOHNS-MANVILLE CORPORATION, et al.,	)	Chapter 11
Debtors.	)	Case Nos. 82 B 11656 (BRL) Through 82 B 11676 (BRL) Inclusive

NOTICE OF FILING

TO: All persons and entities interested in the Manville Personal Injury Settlement Trust, including all holders and potential holders of claims for death, personal injuries or personal damages caused or allegedly caused, directly or indirectly, by exposure to asbestos and arising or allegedly arising, directly or indirectly, from acts or omissions prior to October 28, 1988 of one or more of Manville Corporation and certain affiliated corporations.

PLEASE TAKE NOTICE that the Manville Personal Injury Settlement Trust (the "Trust") and Robert A. Falise, Louis Klein, Jr., Frank J. Macchiarola, and Christian E. Markey, Jr., Trustees of the Trust (the "Trustees") have filed with this Court an Application for Order Approving the Account of Trustees and Financial Statements of the Manville Personal Injury Settlement Trust ("Application") for the Period January 1, 2004 through December 31, 2004. Copies of the Application, Account of the Trustees and Financial Statements of the Manville Personal Injury Settlement Trust for such period ("Account"), and a proposed order approving the Account and discharging the Trustees from all liability as to all matters embraced in the Account of Trustees and Financial Statements ("Proposed Order") are available on the Trust's website (www.mantrust.org) or may be requested from the General Counsel for the Trust (Attn: Marylou Sales) at the Falls Church, Virginia address indicated below.

Persons wishing to receive the names, listed by state, of the over 46,000 Trust Beneficiaries paid during the period covered by the accounting (which does not include the amounts paid to such Beneficiaries), should request this information from the Trust at the address listed below.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Account, the Application and the proposed Order shall be made in writing, shall state with particularity the grounds therefor, and shall be filed with the Court, Burton R. Lifland, United States Bankruptcy Judge, and served upon and received by the undersigned counsel for the Trust and the Trustees on or before the 23rd day of June, 2005. A hearing on the Application, Account, and Proposed Order and objections thereto, if any, shall be held before the Court in Room 623 of the United States Bankruptcy Court, Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, on the 30th day of June, 2005 at 10 o' clock in the morning of said day.

Manville Personal Injury Settlement Trust

Dated: Falls Church, Virginia
June 6, 2005

By: /s/ David T. Austern
David T. Austern, General Counsel
3110 Fairview Park Dr., Ste. 200
P.O. Box 12003
Falls Church, Virginia 22042
(703) 204-9300

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SERVICE LIST
(EXHIBIT H)

- **Class Action**
- **Law Firms**
- **Pro Se Claimants**
- **Co-Defendants**
- **Distributors**

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• Class Action •

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Professor Lester Brickman
Benjamin Cardozo School of Law
Brookdale Center
55 Fifth Avenue
New York, NY 10003

Matthew P. Bergman, Esq.
Bergman, Senn, Pageler & Frockt
17526 Vashon Highway, SW
Vashon, WA 98070

Michael E. Angelina
Towers Perrin
Centre Square East
1500 Market St.
Philadelphia, PA 19102

Paul M. Matheny, Esq.
Bruce McElhone, Esq.
LAW OFFICES OF PETER ANGELOS
One Charles Center
100 N. Charles St.
Baltimore, MD 21201-3812

Charles Carpenter, Esq.
PEPPER HAMILTON, LLP
Hamilton Square
600 Fourteenth St., N.W.
Washington, DC 20005

Stephen J. Carroll
RAND Institute
1776 Main St.
P.O. Box 2138
Santa Monica, CA 90437-2138

Mark Peterson, Esq.
Legal Analysis Systems
970 Calle Arroyo
Thousand Oaks, CA 91360

Francine R. Rabinovitz
Hamilton, Rabinovitz & Alschuler, Inc.
36656 Highway 1, Coast Route
Monterey, CA 93940

Elihu Inselbuch, Esq.
CAPLIN & DRYSDALE
399 Park Avenue, 27th Fl.
New York, NY 10022

Francis Lawall, Esq.
PEPPER HAMILTON LLP
3000 Two Logan Square
18th & Arch Streets
Philadelphia, PA 19103

Raji Bhagavatula
Milliman USA
One Penn Plaza, 38th Fl.
New York, NY 10119

Frederick Baron, Esq.
BARON & BUDD
3102 Oak Lawn Avenue
Dallas, TX 75219

Deirdre A. Martini, Esq.
UNITED STATES TRUSTEE
33 Whitehall St., 21st Fl.
Suite 210C
New York, NY 10004

Robert Steinberg, Esq.
ROSE, KLEIN & MARIAS
801 So. Grand Avenue, 18th Fl.
Los Angeles, CA 90017

Barbara J. Stutz, Esq.
BUNDA STUTZ & DEWITT
One SeaGate
Suite 650
Toledo, OH 43604

Leslie G. Fagen, Esq.
PAUL, WEISS, RIFKIND, WHARTON
1285 Avenue of the Americas
New York, NY 10019

Perry Weitz, Esq.
WEITZ & LUXENBERG, P.A.
180 Maiden Lane
New York, NY 10038

Steve Kazan, Esq.
KAZAN, McCLAIN, EDISES
171 Twelfth St., 3rd Fl.
Oakland, CA 94607

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• Law Firms •

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LINDA KOLLA
Anapol, Schwartz, Weiss & Cohan, P.C.
1710 Spruce Street

Philadelphia, PA

Jeffrey Gaughan
Baggett, McCall, Burgess, Watson & Gaughan
3006 Country Club Road

Lake Charles, LA

Sandra Asher
Bergman, Senn, Pageler & Frockt
P.O. Box 2010
17530 Vashon Highway SW
Vashon, WA

Allyson Brannin
Brayton & Purcell
222 Rush Landing Road
P.O. Box 2109
Novato, CA

Tracey Crocker
Brookman, Rosenberg, Brown & Sandler
One Penn Square West, 17th Floor
30 South 15th Street, The Graham Bldg.
Philadelphia, PA

Bruce Ahnfeldt
Bruce L. Ahnfeldt Law Offices
Box 6078

Napa, CA

Laura Elliott
Campbell, Cherry, Harrison, Davis & Dove
P. O. Drawer 21387

Waco, TX

Sarah Karniski
Cascino, Vaughn Law Offices, LTD
220 South Ashland Avenue

Chicago, IL

Cheryl White
Cheryl L. White & Associates
1136 Ballena Blvd., Suite D

Alameda, CA

Jack Clapper
Clapper & Patti
2330 Marinship Way
Suite 140
Sausalito, CA

Martin Mengarelli
Andrews & Mengarelli
2862 Madison Avenue

Granite City, IL

Nicole Kennedy
Baron & Budd
3102 Oak Lawn Avenue
Suite 1100
Dallas, TX

Sherry Lynn
Bevan & Associates, L.P.A., Inc.
10360 Northfield Road

Northfield, OH

Wendy Raley
Brent Coon & Associates
3550 Fannin Street

Beaumont, TX

Rosemary Tait
Browell Smith & Co.
Pearl Assurance Hse, 7 New Bridge St. W.

New Castle,
GREAT BRITAIN

Maria Rojo
BRUEGGER & McCULLOUGH PC
9400 N. Central Expressway
Suite 1305
Dallas, TX

David Carlile
Carlile Law Firm, LLP
400 S. Alamo

Marshall, TX

Andrew Duckworth
Casey, Gerry, Reed, Schenk
110 Laurel Street

San Diego, CA

Shari Prejean
Chris Parks, P.C.
One Plaza Square

Port Arthur, TX

Patricia Akin
Clark Depew Tracey LTD LLP
440 Louisiana, Suite 1600

Houston, TX

CHRISTINE VONDERSMITH
Ashcraft & Gerel
10 E. Baltimore Street
Suite 1212
Baltimore, MD

Amy Danziger Rabin
Belluck & Fox, LLP
295 Madison Avenue, 37th Floor

New York, NY

LISA BOECHLER
Boechler, P.C.
1120 28th Avenue North
Suite A
Fargo, ND

Brent Varner
Brent W. Varner
202 East Street, Suite 300

Baraboo, WI

Jennifer Nelson
Brown, Terrell, Hogan, Ellis, McClamma & Yegelwel PA
233 E. Bay Street
Suite 804
Jacksonville, FL

Linnae Roach
Camp Fiorante Matthews & BC Work. Comp. Brd.
4th Floor Randall Bldg.
555 West Georgia Street
Vancouver BC,

DENISE M. CONWAY
Caroselli, Beachler, McTiernan & Conboy
312 Boulevard of the Allies
8th Floor
Pittsburgh, PA

Damon Chargois
Chargois & Ernster, LLP
16903 Red Oak Drive, Suite 220

Houston, TX

BEN FEICK
Christopher E. Grell Law Offices
360 22nd Street, Suite 320
The Broadlake Plaza
Oakland, CA

DAVONNE EVANS
Clifford W. Cuniff Law Offices
238 G. Westwood Road
Suite 36
Annapolis, MD

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Edward Coady
Coady & Associates
205 Portland Street

Boston, MA

Carl Tuerk jr.
Cooper & Tuerk, LLP
201 Charles Street
Suite 2300
Baltimore, MD

Ronald Tays
Cunningham & Lyons
1749 North Prospect Ave.

Milwaukee, WI

Rebecca Shull
David M. Lipman, P. A.
5901 S.W. 74th Street
Suite 304
South Miami, FL

Delbert Talley
Delbert G. Talley
82337 June St., Folsom, LA 70437
PO Box 2608 (Mailing)
Covington, LA

Donn Christensen
Donn Christensen
301 East Foothill Boulevard, Suite 201

Arcadia, CA

Pamela Wetmore
Early, Ludwick, Sweeney & Strauss
265 Church St., 11th Flr.
P. O. Box 1866
New Haven, CT

TRACY VOLLRATH
Embry and Neusner
118 Poquonnock Road

Groton, CT

Heather Gray
Ferraro and Associates, P. A.
4000 Ponce DeLeon Blvd., Suite 700

Miami, FL

Ranae Gamils
Foster & Sear
524 E. Lamar Boulevard, Suite 200
Attention: Denise Clement
Arlington, TX

Norman Cook
Cook, Troth & Burkard, Ltd.
112 North Water Street

Paulding, OH

Mark Dawson
Corries Solicitors
Alexander House
Hospital Fields Road, Fulford
York,
GREAT BRITAIN

D. Venable
D. William Venable, P.A.
Tampa Bay Marina Center
205 South Hoover Boulevard, #202
Tampa, FL

LOUISE OAKS
David Nutt & Associates, P.C.
605 Crescent Boulevard

Ridgeland, MS

Mark Gustafson
DiRenzo & Bomier LLC
231 E. Wisconsin

Neenah, WI

Dr. Kirsten Reich
Dr. Kirsten Reich
Klingerstrasse 24

Frankfurt,
GERMANY

Sandra Bell
Edward O. Moody, P.A.
P. O. Box 8709

Little Rock, AR

KATHY TUCKER
Environmental Litigation Group, P.C.
3529 7th Avenue South

Birmingham, AL

Donna Havens
Fitzgerald & Associates
1484 Green Breyer Place

Charlottesville, VA

Frank Weniger
Frank Weniger
Shamhauser Allee 59

Berlin,
GER

Michael Mulvihill
Cooney and Conway
120 North LaSalle Street
30th Floor
Chicago, IL

Bradley Pyles
Crandall Pyles Haviland &Turner
408 Main St.
P. O. Box 596
Logan, WV

Toni Nicolson
David C. Thompson
321 Kittson Ave.
P.O. Box 5235
Grand Forks, ND

Vivian Lambert
David O. McCormick, P.A.
707 Watts Avenue

Pascagoula, MS

LAURIE H. CANHAM
Donaldson & Black, P.A.
208 West Wendover Avenue

Greensboro, NC

Pamela Malone
Early & Strauss, L.L.C.
c/o Early Ludwick Sweeny & Strauss
P. O. Box 1866
New Haven, CT

Edward Reeves
Edward V. Reeves Esquire
The Atrium Suite 17-E
4 Terry Drive
Newtown, PA

Cathy Duvio
F. Gerald Maples PA
902 Julia St.
Suite 241
New Orleans, LA

Robert Brobyn
Forceno & Arangio
111 S. Independence Mall East
Suite 1000
Philadelphia, PA

Linda House
G. Patterson Keahey
One Independence Plaza
Suite 612
Birmingham, AL

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Sandra Gavin
Gavin & Gavin PA
1930 East Marlton Pike
Building Q
Cherry Hill, NJ

NORWAN AZIZI
Girardi & Keese
1126 Wilshire Boulevard

Los Angeles, CA

Cathy Ritchey
Goldenberg Miller Heller & Antognoli, PC
2227 S. State Route 157
P. O. Box 959
Edwardsville, IL

Marie Slezak
Hamburg, Rubin, Mullin & Maxwell
375 Morris Road
P.O. Box 1479
Lansdale, PA

DEANNA MORRIS
Harvit & Schwartz
2018 Kanawha Blvd., East

Charleston, WV

Guy Smith
Hissey, Kientz & Herron, P.L.L.C
16800 Imperial Valley Drive
Suite 130
Houston, TX

CHARLENE STREB
Jacobs & Crumplar, P. C.
2 East 7th Street

Wilmington, DE

Nichole Hester
James Hession, Attorney at Law
202 N. Saginaw Street
P.O. Box 266
St. Charles, MI

Johnette McGregor
John Arthur Eaves
101 North State Street

Jackson, MS

John Dillon
John F. Dillon, P.L.C.
81174 Jim Loyd Road
P. O. Box 369
Folsom, LA

Karl Friedrichs
GENE LOCKS LAW OFFICES
457 Haddonfield Road, Suite 500

Cherry Hill, NJ

Greg Linsz
Glasser & Glasser, P.L.C.
580 East Main St., Suite 600
Crown Center Building
Norfolk, VA

John Enoch
Goodman, Meagher & Enoch
111 N. Charles Street, 7th Flr.

Baltimore, MD

James Harrison
Harrison & Herron, LLP
2180 Monroe Avenue
Rochester
New York, NY

Sheilah Taylor
Heard, Robins, Cloud, Lubel & Greenwood
500 Dallas, Suite 3100

Houston, TX

Allen Hossley
Hossley Embrey, LLP
6440 N. Central Expressway
#617
Dallas, TX

Laura Carroll
James D. Burns, P. S.
2200 Fourth Avenue

Seattle, WA

James Hartzog
James R. Hartzog
1502 Midway Road.LL Rd.

Clinton, MS

Barb Meyers
John C. Cabaniss
205 E. Wisconsin Avenue
Suite #300
Milwaukee, WI

Gloria Davis
Jon A. Swartzfager
525 Commerce Street, Suite C
P. O. Box 131
Laurel, MS

ASHLEY DAVIS
Gillenwater, Nichol & Ames
6401 Baum Dr.

Knoxville, TN

Zoe Benrexi
Goldberg, Persky, Jennings & White PC
1030 Fifth Avenue, 3rd Floor
Attn: Mark Meyer
Pittsburgh, PA

T. Mark Sledge
Grenfell Sledge & Stevens PLLC
Post Office Box 16570

Jackson, MS

Missy Burge
Hartley, O'Brien, Parsons, Thompson & Hill
2001 Main St., Suite 600

Wheeling, WV

Hillary Brown
Hissey Kientz, LLP
One American Center
600 Congress, Suite 1700
Austin, TX

GARY ORR
Howard, Brenner & Garrigan-Nass P.C.
1608 Walnut Street
Suite 1700
Philadelphia, PA

Candance Washington
James F. Humphreys Law Offices
United Center, Suite 800
500 Virginia St. East
Charleston, WV

Debbie Page
Jeffrey A. Varas
119 Caldwell Drive

Hazlehurst, MS

Pascale Moulin
John C. Dearie Law office
3265 Johnson Avenue

Riverdale, NY

Kerry Liston
Jonathan David, P.C.
10655 Six Pines Drive, Suite 260

The Woodlands, TX

Jana Norton
Jones & Granger
10000 Memorial Dr., Ste. 888
P. O. Box 4340
Houston, TX

John Yu
Kazan, McClain, Edises & Simon
171 12th Street
3rd Floor
Oakland, CA

Kenneth Joel
Kenneth E. Joel, Esq.
130 Main Street
P. O. Box 53
Keyport, NJ

Matthew Swyers
Koonz, McKenney, Johnson, DePaolis, Lightfoot
WillowWood Plaza I
10300 Eaton Place, Suite 200
Fairfax, VA

Sherman Ames
Law Offices of Sherman Ames III, PC
508 Union Ave., Suite 603

Knoxville, TN

David Nitti
Levinson, Axelrod, Wheaton & Grayzel
2 Lincoln Hwy.

Edison, NJ

NICHOLAS CHURCHILL
Lipsitz & Ponterio, LLC
135 Delaware Avenue
Suite # 506
Buffalo, NY

JOENE ALT
Lynch, Martin, Kane, Kuper, Keefe & Bartels, LLC
Attn: Joene Alt
830 Broad St.
Shrewsbury, NJ

Tammi Halliburton
Martin W. Dies, P.C.
1009 West Green Avenue

Orange, TX

Jamie Sobh
Mazur & Kittel, PLLC
30665 Northwestern Highway, Suite 175

Farmington Hills, MI

Wendy Kriebel
Jones, Martin, Parris & Tessener Law Offices
410 Glenwood Avenue
Suite 200
Raleigh, NC

William Uzl
Kelley & Ferraro LLP
1901 Bond Court Building
1300 East Ninth St.
Cleveland, OH

Sarah Hayden
Kevin E. McDermott
36815 Detroit Road

Avon, OH

Anne Chappelle
Landye, Bennett, Blumstein LLP
Attn: Jeffrey S. Mutnick
3500 Wells Fargo Ctr., 1300 SW 5th Ave.
Portland, OR

Marsha Carver
LeBlanc and Waddell
Essen Centre
5353 Essen Lane, Suite 420
Baton Rouge, LA

Theodore Willhite
Levinson, Friedman
1800 Pacific Building
720 Third Avenue, Suite 1800
Seattle, WA

DEBBIE LUDESCHER
Lipsitz Green Fahringer Roll Salisbury & Cambria
42 Delaware Avenue
Suite # 300
Buffalo, NY

Scott Nelson
Maples & Lomax, P. A.
P. O. Drawer 1368
2502 Market Street
Pascagoula, MS

Richard Serpe
Martzell & Bickford
338 Lafayette St.

New Orleans, LA

Lance Bradley
MCPHERSON, MONK, HUGHES, BRADLEY, WIMBERLEY
3120 Central Mall Dr.

Port Arthur, TX

Joseph Blanks
Joseph C. Blanks, P.C.
P. O. Drawer 999

Doucette, TX

Michael Kelley
Kelley & Lehan, P.C.
7134 Pacific Street

Omaha, NE

Stephanie Coppolino
Kline & Specter
1525 Locust St., 19th Floor

Philadelphia, PA

Sarah Drake
Laudig, George, Rutherford & Sipes
600 Inland Building
156 East Market Street
Indianapolis, IN

Jeff Kaiser
Levin Simes & Kaiser LLP
1 Bush Street, 14th Floor

San Francisco, CA

PATRICK CLEVELAND
Levy, Phillips & Konigsberg
800 Third Avenue
13th Floor
New York, NY

JOYCELYN DANITA
Locks Law Firm
1500 Walnut Street 20th Fl
ATTN: MARC WEINGARTEN
Philadelphia, PA

William Martens
Martens, Ice, Geary, Klass, Legghio, Israel & Gorchow, P.C.
306 South Washington, Suite 600

Royal Oak, MI

Andrew Dimsey
Maurice Blackburn & Cashman
P. O. Box 523J

Melbourne,
AUSTRALIA

Stacy Stevens
McTeague, Higbee, Case, Cohen, Whitney & Toker, PA
Four Union Park
P.O. Box 5000
Topsham, ME

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Clemens Doering
Melissa R. Ferrari
1700 N.E. 105 St. No. 119

Miami Shores, FL

Emily Douglas
Michie, Hamlett, Lowry, Rasmussen & Tweel PC
500 Court Square, Suite 300

Charlottesville, VA

BENEE WALLACE
Motley Rice, LLC
28 Bridgeside Boulevard
P.O. Box 1792 (Zip 29465)
Mt. Pleasant, SC

Clarence Hearn
Nix, Patterson & Roach LLP
205 Linda Drive
P O. Box 679
Daingerfield, TX

Matthew Kiely
PARKER, DUMLER AND KIELY, LLP
36 SOUTH CHARLES STREET
SUITE 2200
BALTIMORE, MD

Mark Pincus
Paul, Hanley & Harley LLP
5716 Corsa Avenue
Suite 203
Westlake Village, CA

CATHERINE BROUSE
Peter G. Angelos Law Offices
5905 Harford Rd, Union Park Ctr
ATTN: PAUL M. MATHENY
Baltimore, MD

Jean Goodwin
Porter & Malouf
P.O. Box 12768

Jackson, MS

ANGIE BRYAN
Provost & Umphrey
Attention: Colin D. Moore
P. O. Box 4905, 490 Park Street
Beaumont, TX

ANDRE WASHINGTON
Reyes & O'Shea
1101 Brickell Avenue
Suite 1601
Miami, FL

Rohan Atherton
Merton Shinnick
P. O. Box 5264

Burnley, VI,
AUSTRALIA

Kendal Cantrell
Moffett Law Firm PLLC
401 North Main St.

Amory, MS

Joseph Race
Murray Law Firm
909 Poydras Street
Suite # 2550
New Orleans, LA

Matthew Shafner
O'Brien Shafner Stuart Kelly & Morris PC
P. O. Drawer 929

Groton, CT

ELIZABETH (LIZ) HODGES
Patten, Wornom, Hatten,and Diamonstein, L.C.
12350 Jefferson Ave., Suite 360

Newport News, VA

SANDY A VITALE-COI
Paul, Reich & Myers
1608 Walnut Street
Suite 500
Philadelphia, PA

Barbara Carson
Peter T. Nicholl
36 South Charles Street
17th Floor
Baltimore, MD

Gloria Bouvia
Preston Bunnell & Stone, LLP
1100 SW Sixth Avenue
Suite 1405
Portland, OR

R. Bryan Nace
R. Bryan Nace Law Offices
3250 W. Market Street, Suite 203

Fairlawn, OH

Rita Torrey
Richard A. Dodd, LC
312 South Houston Avenue

Cameron, TX

Barbara Defrane-Smith
Michael B. Serling
280 N. Woodward Ave.
Ste. 406
Birmingham, MI

ROBERT FISHER
Morris, Sakalarios & Blackwell
1817 Hardy Street

Hattiesburg, MS

Charlotte Anderson
N. Calhoun Anderson, Jr., P.C.
340 Eisenhower Dr., Bldg. 300, Suite B
Post Office Box 13823
Savannah, GA

Kim Burns
Odom & Elliott, PA
1 East Mountain
P. O. Drawer 1868
Fayetteville, AR

Tracy Berryhill
Paul A. Weykamp Law Offices
110 St. Paul Street, Suite 300

Baltimore, MD

Stephen Roberson
Peirce, Raimond, Osterhout, Wade, Carlson & Coulter, P.C.
2500 Gulf Tower
707 Grant St., Rm 2500
Pittsburgh, PA

James Fabian
Pfeifer & Fabian, P.A.
326 St. Paul Place
Suite 100
Baltimore, MD

Ronald Tays
Previant, Goldberg, Uelmen, Gratz
1555 North River Center Drive
Suite 202
Milwaukee, WI

LINDA FANCEY
Reaud, Morgan & Quinn, Inc.
801 Laurel Street (Zip 77701)
P. O. Box 26005
Beaumont, TX

RICHARD FOUNTAIN
Richard M. Fountain, P.A.
1771 A Lelia Drive

Jackson, MS

Carolyn Watkins
Richardson Patrick Westbrook Brickman
1730 Jackson St.
P. O. Box 1368
Barnwell, SC

James Tavens
Robert G. Taylor, II (James Tavens)
Attention: Reba Dolezal
3400 One Allen Center
Houston, TX

Roger Worthington
Roger G. Worthington
3219 McKinney Ave
Suite 1500
Dallas, TX

Melissa Heard
Roven, Kaplan & Wells, LLP
2190 North Loop West
Suite 410
Houston, TX

ERIC I JACOB
Sales, Tillman, Wallbaum, Catlett & Satterley
1900 Waterfront Plaza
325 West Main Street, Suite 1900
Louisville, KY

Scott Knox
Scott E. Knox
13 East Court Street

Cincinnati, OH

Vito Raspanti
Shivers, Spielberg, Gosnay & Greatrex. LLC
1415 Route 70 East #210
Cherry Hill Plaza
Cherry Hill, NJ

Christa Sibley
Silber Pearlman, LLP
2711 N. Haskell, 5th Flr. LB 32
Attention: Mike Hanners
Dallas, TX

Jill Bailey
Stephen L. Shackelford
2001 Airport Road
Suite 301
Jackson, MS

Regina Peloquin
The Law Firm of Alwyn H. Luckey, P.A.
2016 Bienville Boulevard, Suite 102
P. O. Box 724
Ocean Springs, MS

Deanna Gabbard
Robert A. Pritchard
934 Jackson Avenue

Pascagoula, MS

Robert O'Shea
Robert J. O'Shea, Jr.
1818 Market St., Suite 3520

Philadelphia, PA

Howard Lehman
Rose, Klein & Marias
801 South Grand Avenue
18th Floor
Los Angeles, CA

BELINDA GIBSON
Roxie Huffman Viator
2728 Western Avenue

Orange, TX

Jan Bruner
Savinis D'Amico & Kane LLC
3626 Gulf Tower
707 Grant Street
Pittsburgh, PA

Benjamin Shein
Shein Law Center, Ltd.
121 South Broad Street
Twenty First Floor
Philadelphia, PA

Michael Yssaga
Shrader & Williamson
16903 Red Oak Drive, Suite 220

Houston, TX

Marcus Raichle
Simmons Cooper LLC
707 Berkshire Boulevard
P. O. Box 521
East Alton, IL

Charles Gibson
The Gibson Law Firm
447 Northpark Drive
Post Office Box 6005
Ridgeland, MS

Niki Rhodes
The Law Office of Ryan A. Foster
440 Louisiana, Suite 1720

Houston, TX

John Redmon
Robert E. Sweeney Co., L.P.A.
The Illuminating Bldg.
55 Public Square, Suite 1500
Cleveland, OH

Jerri Jacobs
Roger B. Lane Attorney at Law PC
1601 Reynolds Street

Brunswick, GA

Perry Roussel
Roussel & Roussel
1710 Cannes Dr. Belle Terre Blvd.

LaPlace, LA

ROHAN ATHERTON
Ryan, Carlisle, Thomas
Level 30, Nauru House
80 Collins St., Melbourne, Victoria
Australia 3000, VI

Scott Taylor
Scott C. Taylor, P.A.
5912 Olde Oak View

Ocean Springs, MS

Patty Bruyere
Shermoen & Jaksa
345 6th Ave.
P.O. Box 1072
Int'l Falls, MN

Shari Anderson
Sieben, Polk, LaVerdiere & Dusich P.A.
999 Westview Drive

Hastings, MN

Jennifer Anthony
Stanley, Mandel & Iola, L.L.P.
1323 EAST 71ST STREET,
SUITE 315
TULSA, OK

Patrick Haines
The Lanier Law Firm PC
6810 FM 1960 West

Houston, TX

Elaine Tiu
The Maritime Asbestosis Legal Clinic
1570 Penobscot Building

Detroit, MI

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Christine Horton
The Parron Firm
404 E. First St.

Arlington, TX

Melissa Greer
Thornton & Naumes, LLP
100 Summer Street 30th FL

Boston, MA

Edith Pagani
Tortoreti Tomes & Callahan
150 Tices Lane

East Brunswick, NJ

Cathleen Carr
Turner Freeman Solicitors
P. O. Box 13142 George Street Post Shop

Brisbane, Queensland,
AUSTRALIA

Bruce Wesley
Visse & Yanez, L.L.P.
1375 Sutter Street
Suite 120
San Francisco, CA

Kelly Clowers
Waters & Kraus
3219 McKinney Avenue
Suite 3000
Dallas, TX

LORI SHULLER
William C. Field
608 Virginia Street East

Charleston, WV

Phyllis Johnessee
Wise & Julian, P.C.
3555 College Avenue
P.O. Box 1108
Alton, IL

Linda Evans
Zodrow et al. PC
1050 17th St., Suite 1940

Denver, CO

Katelyn McNeil
The Shepard Law Firm, A Professional Corp.
10 High Street, Suite 1100

Boston, MA

Thomas Kopil
Timby, Haft. Kopil & Sacco
The Barclay Building
330 South State Street, P. O. Box 99
Newtown, PA

J Liddle
Treanors Solicitors, Ltd.
25 John St.

Sunderland, England,
GREAT BRITAIN

Tzahi From
Tzahi From Law Firm
28B, Hasaclave St.
Ramat Puleg
Natanya,
ISRAEL

Archer Kesler
Wallace & Graham
525 North Main Street

Salisbury, NC

Mery Torres
Weitz & Luxenberg, P. C.
180 Maiden Lane

New York, NY

Becki Auttonberry
Williams Bailey Law Firm, LLP
8441 Gulf Freeway
Suite 600
Houston, TX

SHARON TROJANOWSKI
Wysoker, Glassner, Weingartner, et al
340 George Street

New Brunswick, NJ

Tracy Casto
The Sutter Law Firm, PLLC
1598 Kanawha Boulevard, East
P. O. Box 11720
Charleston, WV

Tom Burcham
Tom R. Burcham, III
28 East Columbia

Farmington, MO

Cathy Wasson
Trine & Metcalf
1435 Arapahoe Avenue

Boulder, CO

Allan Levine
Veniot Loughery Levine
600 Main Street

Hampton NB,
CANADA

Aaron Bernstein
Warshafsky, Rotter
839 N. Jefferson Street

Milwaukee, WI

Ken Kraatz
Wells, Purcell & Kraatz PC
1619 Pennsylvania Avenue

Fort Worth, TX

BRAD OLDAKER
Wilson & Bailey
122 Court Avenue

Weston, WV

MICHELLE DENNIS
Zamler, Mellen & Shiffman, P.C.
Attention: Deborah Dettore
23077 Greenfield Rd. #557
Southfield, MI

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FRANK VERARDI
72 GUNNING CRESCENT
TOTTENHAM
ONTARIO, L0G1W0
CANADA

Linda Rodgers
42 Chantock Close

Liverpool, L26 XQ
GREAT BRITAIN

EDGAR WALKER
2819 Little Rock Rd

Rose Bud, AK 72137

GEORGIA SCHEE
P.O.BOX 8, 418 N. BIRCH

WHELEN SPRINGS, AR 71772

SEYMOUR EICHENHORN
2051 LEISURE WPRLD BLVD.

MESA, AZ 85206

Raymond Payne
7570 E. SPEEDWAY #112

Tucson, AZ 85710

Ronald VOss
7723 Texhoma Ave

Northridge, CA 91325

Kevin Franklin
3746 Buell Street

Oakland, CA 94619-2802

Mary Molina
13865 Pine View Dr.

Pine Grove, CA 95665

VERNELL BLAKE
3224 X Street

Sacramento, CA 95817

BERNARD OLSZYK
331 DUNAWAY LANE

PENSACOLA, FL 32526

Bobby King
35905 Fuller Rd

Gurnee, IL 60031

LINDA CAVANAUGH
13146 WAVERLY ST.

WADSWORTH, IL 60083

Latimer Correa
1600 Dodge Ave

Waukegan, IL 60085

LYNN MITCHELL
11717 S. HARDING

GARDEN HOMES, IL 60803

JULIO RIOS
22 PRINCE AVE #1

LOWELL, MA 01852

Bessie Foster
1741 Bassett

Detroit, MI 48217

Charles Lowe
655 Flynt Rd

Laurel, MS 39443

Marvin Thomas
26 Nolet Avenue

Salem, NH 03079

Thelma Cline
1017 S Country Club Rd

Anadarko, OK 73005

Robert Stewart
821 Tulsa Circle

Oklahoma City, OK 73107

Fordia Glanville
R: 3 Box 160

Wilburton, OK 74578

Herman Jack
4108 N Aydelatte St.

Shawnee, OR 74804

FRANK AUL
3596 N. BALSINGER ROAD

VANDERGRIFT, PA 15690

JOSE GARCIA
CRISAMETEMO ST #10 GOLDEN
HILLS
ROYAL PALM
BUYAMON, PR 00956

ROBERT HOOVER
5730 HWY. 250 NORTH

HUGHES SPRINGS, TX 75656

RODERICK HAMPTON
2109 PEMBERTON ST.
P.O. BOX 534
MARSHALL, TX 75670

William Bolton
12112 CR 2260

Arp, TX 75750

Eugene Dobrinska
11335 9th Ave

Pleasant Prairie, WI 53158

James Cariolano
219 E Linn Street

Spooner, WI 54801

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• Codefendants •

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James Hipolit, Esq.
ACandS, Inc.
120 North Lime Street
Lancaster, PA 17603

David Luvara, Esq.
POST & SCHELL
1800 JFK Boulevard
Philadelphia, PA 19103

AMERICAN PRESIDENT LINES, LTD.
1111 Broadway
Oakland, CA 94607

Charles E. Erway, III
PORZIO, BROMBERG & NEWMAN
100 Southgate Parkway
Morristown, NJ 07962-1997

Lawrence J. Keating
ARMSTRONG WORLD INDUSTRIES
P.O. Box 3001
Lancaster, PA 17604

Lawrence E. Moncreif
Park Building – Suite 1335
355 Fifth Avenue
Pittsburgh, PA 15222-2407

Tom Lucchesi
BAKER & HOSTETLER
3200 National City Center
Cleveland, OH 49114

Dan Cheeley
BAKER & MACKENZIE
130 E. Randolph Dr., Suite 2600
Chicago, IL 60601

Suzanne M. Halbardier
BARRY, MCTIERNAN & MOORE
25 Broadway, 7th Floor
New York, NY 10007

D. Michael Grodhaus
BAUGHMAN & ASSOC. CO., LPA
55 Public Square, Suite 2215
Cleveland, OH 49113

Janice Grubin, Esq.
GOLENBOCK, EISEMAN, ASSOR
437 Madison Avenue
35th Fl.
New York, NY 10022

D. Bobbit Noel, Jr.
VINSON & ELKINS
(For Highlands Insurance)
3300 First City Tower, 1001 Fannin
Houston, TX 77002-6760

Richard J. Hilfer
Bartells Asbestos Settlement Trust
5516 17th Avenue NW
Seattle, WA 98107

William A. Brasher
One Metropolitan Square, Suite 2300
211 North Broadway
St. Louis, MO 63102

Lawrence R. Cetrulo, Esq.
PEABODY & ARNOLD
50 Rowes Wharf
Boston, MA 02110

Lanny Larcinese
PACOR
P.O. Box 59389
Philadelphia, PA 19102

Philip McWeeny, Esq.
OWENS-ILLINOIS INC.
One SeaGate
Toledo, OH 43666

BURLINGHAM, UNDERWOOD
Attn: James o'Brian, Esq.
1 Battery Park Plaza
New York, NY 10004

BURNS & LEVINSON
125 Summer Street
Boston, MA 02110-1624

Lisa Pupo Lenihan, Esq.
BURNS, WHITE & HICKTON
120 5th Avenue, # 2400
Pittsburgh, PA 15222-3001

Richard Soloman, Esq.
P.O. Box 604578
Bay Terrace Station
Bayside, NY 11360

William R. Galeota, Esq.
SHEA & GARDNER
1800 Massachusetts Ave., N.W.
Washington, D.C. 20036

Larry R. Barron, Esq.
MONTGOMERY, MCCRACKEN, WALKER
123 S. Broad St.
Philadelphia, PA 19109

Richard D. Brooks, Esq.
ARTER & HADDEN
One Columbus Building, 21st Floor
10 West Broad Street
Columbus, OH 43215

Fred Block, Esq. (Law Dept.)
NORFOLK SOUTHERN CORP.
8 North Jefferson Street
Roanoke, VA 24042-0041

Francis Murphy, Esq.
824 Market Street
P.O. Box 8989
Wilmington, DE 19899

WESTINGHOUSE CBS
Atn: Legal Department
11 Stanwix Street
Pittsburgh, PA 15222

Peter A. Fine, Esq.
CHOATE, HALL & STEWART
Exchange Place, 53 State Street
Boston, MA 02109

Christopher J. McElroy
UNITED STATES GYPSUM CO.
125 South Franklin Street
Chicago, IL 60606-4678

Mark G. Lionetti, Esq.
One Commerce Square, 22nd Floor
2005 Market Street
Philadelphia, PA 19103

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Frank Hartman
CLEVELAND-CLIFFS IRON COMPANY
1100 Superior Avenue
Cleveland, OH 44114

Gita Rothschild, Esq.
MCCARTER & ENGLISH
4 Gateway Center
100 Mulberry Street
Newark, NJ 07102-4096

Elayna Levine, Esq.
SMITH, MAZURE, DIRECTOR & WILKINS
111 John Street
New York, NY 10038

WAGNER, BAGOT & GLEASON
650 Poydras Street, Suite 2660
New Orleans, LA 70130-6102

R. Cornelius Danaher, Esq.
DANAHER, TEDFORD, LAGNESE
21 Oak Street # 700
Hartford, CT 06106-8002

Roger Podesta, Esq.
DEBEVOISE & PLIMPTON
919 Third Avenue
New York, NY 10022

Catherine L. Philistine
F.B. WRIGHT COMPANY
98 Vanadium Road
Bridgeville, PA 15017

David G. Klaber
KIRKPATRICK & LOCKHART
1500 Oliver Building
Pittsburgh, PA 15222

James McGlynn, Esq.
(For: FISHER LUMBER CO.)
116 S. Charles Street
Belleville, IL 62220-2212

Stan Levy, Esq.
LEVY, PHILLIPS, & KONIGSBERG
800 Third Ave., 13th Fl.
New York, NY 10022

Robert Lapowsky, Esq.
STEVENS & LEE
1 Glen Hardie Corp. Ctr., P.O. Box 236
Wayne, PA 19087-0236

Kevin Colquhuon, Esq.
COLQUHUON & COLQUHUON
165 South Street
Morristown, NJ 07906

Jim Hoppe
JOHNS MANVILLE CORPORATION
P.O. Box 5108
Denver, CO 80217

William R. Haushalter
ROSENBERG, KIRSHNER, P.A.
1500 Grant Building
Pittsburgh, PA 15219-2203

James E. Culhane, Esq.
DAVIS & KUELTHAU, S.C.
111 E. Kilbourn, Suite 1400
Milwaukee, WI 53202-3101

Paul A. Scrudato
SCHIFF HARDIN LLP
623 Fifth Ave., 28th Fl.
New York, NY 10022

Robert V. D'Angelo, Jr., Esq.
UNIROYAL HOLDING, INC.
70 Great Hill Road
Naugatuck, CT 06770

John Faricy, Jr., Esq.
FARICY & ROEN, P.A.
Metropolitan Centre, Suite 2320
333 So. Seventh Street
Minneapolis, MN 55402

Bruce McDonald, Esq.
WILEY, REIN & FIELDING
1776 K Street, N.W., 10th Floor
Washington, D.C. 20006

Mitchell B. Axler
SQUIRE, SANDERS & DEMPSEY
4900 Key Tower
127 Public Square
Cleveland, OH 44114

Eugene D. Buckley, Esq.
West 1100 First National Bank Bldg.
332 Minnesota Street
Saint Paul, MN 55101-1379

William J. O'Brien, Esq.
CONRAD, O'BRIEN, GELLMAN & ROHN
16th Floor, 1515 Market Street
Philadelphia, PA 19102-1916

William J. Coyne, Esq.
Terrence P. Gravens, Esq.
1240 Standard Building
Cleveland, OH 44113

Susan Grondine
LIBERTY MUTUAL
175 Berkeley Street
Boston, MA 02117

Martin Murphy, Esq.
1700 Midland Building
101 Prospect Avenue, West
Cleveland, OH 44115-1027

Daniel J. Schoenborn, Esq.
DIXON, DE MARIE & SCHOENBORN
930 Convention Tower, 43 Court St.
Buffalo, NY 14202

Rose Lentz
DRESSER INDUSTRIES
4100 Clinton Dr. #8
Houston, TX 77020

Bruce Stanton, Esq.
LAC D'AMIANTE DU QUEBEC, LTEE.
180 Maiden Lane, 25th Floor
New York, NY 10038

Julie Evans
WILSON, ELSER, MOSKOWITZ
150 East 42nd Street
New York, NY 10170-5612

Betty Murphy, Esq.
FORD MOTOR COMPANY
Three Parklane Blvd., Suite 1500 West
Dearborn, MI 48126-2568

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Ann M. Burke, Esq.
FOSTER WHEELER CORP.
8 Peachtree Hill Road
Livingston, NJ 07039

Allan Goodloe, Esq.
THOMPSON & MITCHELL
One Mercantile Center, Suite 3300
St. Louis, MO 63101

Robert L. Poyourow, Esq.
GAF CORPORATION
1361 Alps Road
Wayne, NJ 07470-3687

John Jordan, Esq.
GACA, MATIS & HAMILTON, P.C.
300 Four PPG Place
Pittsburgh, PA 15222

J. Joel Mercer, Jr.
GEORGIA-PACIFIC CORP.
133 Peachtree Street, N.E.
Atlanta, GA 30348

James J. Restivo, Jr., Esq.
REED, SMITH, SHAW & McCLAY
435 6th Avenue
Pittsburgh, PA 15219

Thomas W. Kirby
WILEY, REIN & FIELDING
1776 K Street, N.W., Suite 900
Washington, D.C. 20006

Robert Sayer
GOODWIN & GOODWIN
1500 One Valley Square
Charleston, WV 25301

IOWA ASBESTOS COMPANY
112 S.W. 2nd Street
Des Moines, IA 50309

Jay W. Hughes, Jr.
W.R. GRACE & CO.
5400 Broken Sound Blvd., NW
Suite 300
Boca Raton, FL 33487

George M. Simmerman, Jr., Esq.
INGALLS SHIPBUIDING, INC.
1000 West River Road
P.O. Box 149
Pascagoula, MS 39568-0149

William F. Jordan
INGALLS SHIPBUIDING, INC.
1000 West River Road
P.O. Box 149
Pascagoula, MS 39568-0149

James J. Hayes, Jr., Esq.
GURNA, LUCOW, MILLER, SEWARD
1000 Woodbridge Street
Detroit, MI 48207-3192

Thomas V. Hagerty
HAGERTY & BRADY
Suite 1010, Chemical Bank Building
Buffalo, NY 14202-3875

Mr. Gerald Reed
HIGHLANDS INSURANCE CO.
10370 Richmond Avenue
Houston, TX 77042-4123

Sheila L. Birnbaum
SKADDEN, ARPS, SLATE
4 Times Square
New York, NY 10036

Richard J. Hildebrandt
THORPE INSULATION CO.
757 West 9th Street
San Pedro, CA 90731

Dan Lubell, Esq.
HUGHES, HUBBARD & REED
One Battery Park Plaza
New York, NY 10004

Jeffrey J. Casto, Esq.
ROETZEL & ANDRESS
75 East Market Street
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Charles H. Carpenter, Esq.
Pepper Hamilton, LLP
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Asbestos Covering & Roofing Co.
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Asbestos Insulation & Roofing Co.
312 S. Harrison Street
Fort Wayne, IN 46802

Steve Leermakers, Esq.
Tom Davis, Esq.
Ashland Chemical Company
P.O. Box 2219
Columbus, OH 43216

Julie Evans, Esq.
Wilson, Elser, Moskowitz, Edelman
For: Asbestos Corp. of America
150 E. 42nd Street
New York, NY 10017

Simon, Peragine, Smith & Redfern
Attn: Susan B. Kohn, Esq.
Energy Centre - 30th Fl.
1100 Poydras Street
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Greenville, TX 75401

Stabin, Division of Rob-Roy
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Belding, MI 48809

James Wong
Fruehauf Trailer Corp.
Ste. 160
1111 Bayside Dr.
Corona del Mar, CA 92625-1755

G.W. Berkheimer Co., Inc.
3460 Taft Street
Gary, IN 46408

Foster-Kilby Supply Company
837 Auburn Road
Pontiac, MI 48058

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Fort Smith, AR 72901

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