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 |

# MASTER INDEX OF THE MANVILLE PERSONAL INJURY SETTLEMENT TRUST ACCOUNT OF TRUSTEES FOR THE PERIOD January 1, 2019 THROUGH DECEMBER 31, 2019


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# Account of Trustees

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**MANVILLE PERSONAL INJURY SETTLEMENT TRUST**
**ACCOUNT OF TRUSTEES**
**JANUARY 1, 2019 THROUGH DECEMBER 31, 2019**

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Audited Special-Purpose Consolidated
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December 31, 2019 and December 31, 2019

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From January 1, 2019 through December 31, 2019

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST**
**ACCOUNT OF TRUSTEES**
**FOR THE PERIOD JANUARY 1, 2019 THROUGH DECEMBER 31, 2019**

Pursuant to N.Y. EPTL § 7-2.7, Edward D. Robertson, Jr., Mark A. Peterson, and Kirk P. Watson (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., Louis Klein, Jr., Francis H. Hare, Jr., Frank J. Macchiarola, and Robert A. Falise, 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; January 1, 2003 through December 31, 2003; January 1, 2004 through December 31, 2004; January 1, 2005 through December 31, 2005; January 1, 2006 through December 31, 2006; January 1, 2007 through June 30, 2007; July 1, 2007 through December 31, 2007; January 31, 2008 through December 31, 2008; January 1, 2009 through December 31, 2009; January 1, 2010 through December 31, 2010; January 1, 2011 through December 31, 2011; January 1, 2012 through December 31, 2012; January 1, 2013 through December 31, 2013; January 1, 2014 through December 31, 2014; January 1, 2015 through December 31, 2015, January 1, 2016 through December 31, 2016, January 1, 2017 through December 31, 2017, and January 1, 2018 through December 31, 2018 (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 the 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, 2019 through December 31, 2019.

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, Schedule C entitled "Statement of Expenses Chargeable to Principal" has again been combined with 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:

Schedule B - Statement of Decreases Due to Sales, Liquidations, Collections, Distribution or Uncollectibility. During the year ended December 31, 2019 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 Trust Agreement. 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 Special-Purpose Consolidated Audited Financial Statements for the year ended December 31, 2019 (Financial Statements) which are annexed hereto as Exhibit A. Exhibit A is hereby and expressly incorporated by reference into and made a part of the Account of Trustees for the year January 1, 2019 through December 31, 2019.

# STATEMENT OF CASH FLOWS

For the Year Ended December 31, 2019

| | |
|---|---|
| **CASH INFLOWS:** | |
| Investment income receipts | $15,696,381 |
| Net realized gains on investment securities | 40,107,410 |
| Decrease in deposits and other assets | 617,707 |
| Total cash inflows | 56,421,498 |
| **CASH OUTFLOWS:** | |
| Claim payments - Exhibit B | 63,389,341 |
| Total claim payments | 63,389,341 |
| Disbursements for Trust operating expenses and income taxes paid | 10,682,092 |
| Total cash outflows | 74,071,433 |
| **NET CASH (OUTFLOWS)** | (17,649,935) |
| **NON-CASH CHANGES:** | |
| Net unrealized gains (losses) on investment securities | 62,348,805 |
| **NET INCREASE (DECREASE) IN CASH EQUIVALENTS AND INVESTMENTS** | 44,698,870 |
| **CASH EQUIVALENTS AND INVESTMENTS BEGINNING OF PERIOD** | 651,544,843 |
| **CASH EQUIVALENTS AND INVESTMENTS END OF PERIOD** | $696,243,713 |

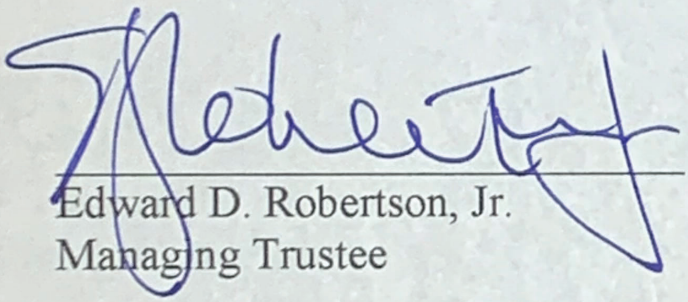
## STATEMENTS OF CHANGES IN NET CLAIMANTS' EQUITY

For the Year Ended December 31, 2019

| | |
|---|---|
| **BEGINNING NET CLAIMANTS' EQUITY, JANUARY 1, 2019** | $599,882,912 |
| Investment income - Schedule A | 108,691,064 |
| Decrease in lease commitments payable | 130,014 |
| Total additions | 108,821,078 |
| **DEDUCTIONS FROM NET CLAIMANTS' EQUITY:** | |
| Statement of incurred expenses - Schedules C & C-2 | 2,792,334 |
| Provision for income taxes | 7,939,582 |
| Increase in outstanding claim offers | 514,302 |
| Personal injury claims settled | 66,281,951 |
| Total deductions | 77,528,169 |
| **ENDING NET CLAIMANTS' EQUITY, DECEMBER 31, 2019** | $631,175,821 |

# ACCOUNT OF TRUSTEES

Signatures



Edward D. Robertson, Jr.
Managing Trustee

Kirk P. Watson
Trustee

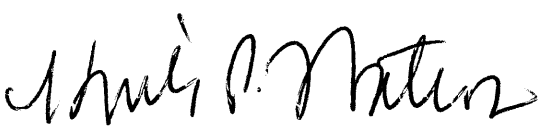
Mark A. Peterson
Trustee


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## ACCOUNT OF TRUSTEES

Signatures

Edward D. Robertson, Jr.
Managing Trustee



Kirk P. Watson
Trustee

Mark A. Peterson
Trustee




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## ACCOUNT OF TRUSTEES

Signatures

Edward D. Robertson, Jr.
Managing Trustee

Kirk P. Watson
Trustee

Mark A. Peterson
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

| | |
|---|---|
| Interest | $7,791,998 |
| Dividends | 8,712,481 |
| Total interest and dividends | 16,504,479 |
| Net realized gains (losses) | 40,107,410 |
| Net unrealized gains (losses), net of the change in deferred income taxes | 52,997,805 |
| Investment expenses | (918,630) |
| **TOTAL INVESTMENT INCOME** | $108,691,064 |

## SCHEDULES C AND C-2 - Statement of Incurred Expenses

### NET OPERATING EXPENSES

| | |
|---|---|
| Salaries and employee benefits | $4,607,793 |
| Office general and administrative | 603,108 |
| Travel and meetings | 37,311 |
| Board of Trustees | 380,721 |
| Professional fees | 583,132 |
| Purchase of fixed assets | 128,669 |
| Web hosting and other electronic data processing costs | 85,425 |
| Other income | (3,633,825) |
| **TOTAL NET OPERATING EXPENSES** | $2,792,334 |

**Trustee Remuneration and Expenses**

| | |
|---|---|
| Trustee fees | $380,721 |
| Travel and meeting costs | 2,635 |
| **Total Remuneration and Expenses** | $383,356 |

**Professional Fees**

Professional fees include audit and tax services, legal counsel for Trust constituents, claim forecast and other professional services.

**SCHEDULE C-1 - Statement of Unpaid Expenses**

As of December 31, 2019, the Trust had the following liabilities representing unpaid invoices, accounts payable, accrued professional fees and investment expenses and federal income taxes payable that represent unpaid or estimated unbilled services that have been provided to the Trust:

| | |
|---|---|
| Income taxes payable (prepaid) | $286,896 |
| Accounts payable and other liabilities | 967,298 |
| Accrued professional and investment expenses | 54,900 |
| **Total Unpaid Expenses** | $1,309,094 |

**SCHEDULES D AND D-1 - Statement of Other Distributions**

For the year ended December 31, 2019, the Trust made 19,237 personal injury claim payments for $63,389,341. These claimants reside in the United States and several foreign countries. The number of claimants residing in each jurisdiction and the amount paid per jurisdiction is listed in Exhibit B of this accounting.

**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 the Summary of Significant Special-Purpose Accounting Policies in the Consolidated Financial Statements. At December 31, 2019 the Trust recorded all of its investment securities at fair value.

| | Cost | Fair Value |
|---|---|---|
| ***Restricted*** [(1)] | | |
| Cash equivalents | $187,518 | $187,518 |
| U.S. Govt. obligations | 10,510,695 | 10,581,335 |
| Corporate and other debt | 19,044,732 | 19,248,878 |
| Equities - U.S. | 3,469,946 | 11,382,269 |
| **Total** | $33,212,891 | $41,400,000 |

| | Cost | Fair Value |
|---|---|---|
| ***Unrestricted*** | | |
| Cash equivalents | $18,389,029 | $18,389,029 |
| U.S. Govt. obligations | 90,633,939 | 91,736,065 |
| Corporate and other debt | 145,233,637 | 147,801,744 |
| Equities - U.S. | 91,120,153 | 324,284,912 |
| Equities - International | 38,189,332 | 72,631,963 |
| **Total** | $383,566,090 | $654,843,713 |

The Trust invests in professionally managed portfolios that contain common shares of publicly traded companies, U.S. government obligations, U.S. and International equities, corporate and other debt, and money market funds. Such investments are exposed to various risks such as interest rate market and credit risks. Due to the level of risk associated with certain investment securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the Trust's account balance in the future.

(1) Pursuant to Sections 3.01(b) (xiii) and 5.07 of the Trust Agreement a $30 million segregated security fund was established of marketable securities to secure the Trust's indemnity obligations to current Trustees with the approval of the United States Bankruptcy Court of the Southern District of New York. The investment earnings of this fund accrue to the benefit of the Trust.

In addition, under a tax agreement between the Trust and Johns Manville Corporation (JM), the Trust was required to transfer cash to an escrow account to secure the payment of its future tax obligations. The escrow balance may be increased or decreased over time. As of December 31, 2019 securities with a market value of $68.9 million were held by an escrow agent, of which $11.4 million is reported as restricted in accordance with the tax agreement.

The Trust has the following other assets as of December 31, 2019: receivables, deposits and fixed assets described in the Notes to Financial Statements.

Accrued Interest and Dividends Receivable

| | |
|---|---|
| Interest receivable | $1,270,713 |
| Dividends receivable | 757,539 |
| | $2,028,252 |

| | |
|---|---|
| Deposits and Other Assets | $723,621 |

Fixed Assets

As described in Note 1 of the Notes to Consolidated 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, 2019 is as follows:

| | |
|---|---|
| Furniture and Equipment | $321,904 |
| Computer Hardware and Software | 494,386 |
| e-Claims Software Development | 2,361,100 |
| **Total Fixed Assets** | $3,177,390 |

## SCHEDULE I - Statement of Pertinent Facts

*Replacement of Legal Representative of Future Claimants*
Leslie Gordon Fagen, in a January 23, 2019 letter addressed to United States District Judge Jack B. Weinstein, resigned as the Legal Representative of Future Claimants of the Manville Trust ("Legal Representative"). Mr. Fagen was first appointed as Legal Representative in an Order dated November 23, 1990 signed by both Judge Weinstein and by Chief Judge Burton R. Lifland of the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"). Mr. Fagen was re-appointed in 1995 when those same two judges approved the class action settlement that created the original Manville Trust Distribution Process. Their opinion and order directed that the Bankruptcy Court would have the power to replace the Legal Representative or terminate his appointment. *In re Joint E. & S. Dist. Asbestos Litig. (Findley v. Falise),* 878 F. Supp. 473, 573 (E. & S.D.N.Y. 1995), *aff'd in relevant part, rev'd in part, vacated and remanded on other grounds,* 78 F.3d 764 (2d Cir. 1996).

At a hearing on April 18, 2019, Chief Judge Cecelia G. Morris of the Bankruptcy Court appointed Maria H. Keane to succeed Mr. Fagen as Legal Representative, followed by a written order to that effect entered on April 23, 2019. Ms. Keane is Counsel at Paul, Weiss, Rifkind, Wharton & Garrison LLP, the law firm at which Mr. Fagen practiced until his retirement. She has been highly involved in Manville Trust matters for more than ten years, attending nearly every quarterly Trustees meeting in that time. Ms. Keane's long experience with Manville Trust matters enabled her to assume her new responsibilities through a smooth transition. The Trust expresses its thanks to Mr. Fagen for his decades of thoughtful and independent counsel.

*Thorpe Insulation Company Asbestos Settlement Trust Adversary Action*
A declaratory judgment action the Trust filed in the Bankruptcy Court against the Thorpe Insulation Company Asbestos Settlement Trust ("Thorpe Insulation Trust") in October 2017 was resolved.

The Manville Trust determined that a significant portion of the claims the Thorpe Insulation Trust made are not valid Distributor Indemnity Claims as defined by Manville Trust Distribution Process ("TDP") Section I.7(a), as they do not constitute valid claims for indemnification under applicable law. The Thorpe Insulation Trust interpreted the TDP and the relevant California law differently, and asserted that the claims are valid. The action asked Chief Judge Cecelia G. Morris to resolve this difference in interpretation.

On March 28, 2019, Chief Judge Morris issued a ruling granting the Manville Trust's motion for partial judgment on the pleadings, and denying the Thorpe Insulation Trust's motion for summary judgment. The Thorpe Insulation Trust moved for leave to appeal, which motion was denied in a November 13, 2019 Memorandum Opinion entered by United States District Judge Laura Taylor Swain of the United States District Court for the Southern District of New York. Soon after, the parties agreed to a stipulated resolution of the case. On December 9, 2019, Chief Judge Morris entered a stipulated order of dismissal, pursuant to which the Thorpe Insulation Trust agreed to withdraw its claims, with no payment by the Manville Trust.

*Rapid-American Subpoena*
In August 2017, the Trust's Claims Resolution Management Corporation ("CRMC") claims processing subsidiary received a subpoena seeking extensive claim records for approximately 445,000 individuals. The records sought relate to claims made against all of CRMC's client trusts, including the Manville Trust. The subpoena was issued by insurers who are defendants in an insurance coverage case related to the bankruptcy proceedings of a former asbestos manufacturer, Rapid-American Corp. Similar subpoenas were issued to other claims processing facilities which, like CRMC, provide claims processing services for multiple asbestos bankruptcy trusts. CRMC passed along the cost of outside counsel on this matter to its client trusts, including the Manville Trust.

CRMC, through outside counsel, objected to the scope of the subpoena, and demanded strong confidentiality protections and other restrictions on the use of any information it produces. The sole insurer remaining in the case filed a motion in January 2019 to compel production by CRMC and the other facilities. The motion was never heard by the presiding court. On March 30, 2020, the parties to the case informed the presiding court that they had reached an agreement in principle to settle the case, and they asked the judge to hold all matters in abeyance while they finalize a settlement agreement. The case therefore appears to have been resolved, with no production by CRMC or any of the other asbestos claims processing facilities.

*Amendment of Trust Distribution Process*
In November 2019, the Trustees proposed and received the required concurrence from the Selected Counsel for the Beneficiaries ("SCB") and the Legal Representative to amend the TDP by adding a new sentence to the end of Section H.8, providing that excess Maximum Annual Payment funds remaining at the end of a year will roll over and be available to pay claims in the following year. The Maximum Annual Payment ("MAP") limits the amount of Trust claim payments in any one year based upon the Trust's projections of assets and liabilities at the current *pro rata* payment percentage. Once the claim payments in any one year reach the annual MAP amount, the Trust ceases claim payments and any unpaid claims are carried over to the next year and placed at the front of the FIFO payment queue.

*Reduction of Pro Rata Payment Percentage*
In late 2019, the Trustees began a review of the Trust's projected assets and liabilities as part its periodic reevaluation of the *pro rata* payment percentage required by TDP Section H. Upon completion of that review in March of 2020, in the midst of unusual volatility in its asset values, the Trustees proposed a decrease in the *pro rata* percentage from 5.1% to 4.3%. After the Trust received the required concurrence of the SCB and the Legal Representative, the decrease took effect on April 28, 2020. All claimants receiving offers after that date were paid a *pro rata* percentage of 4.3%. The Trust will continue to monitor the value of its assets and its claim payments against the *pro rata* model in place, to determine whether the asset values have stabilized and an increase in the percentage is appropriate.

# AFFIRMATION OF TRUSTEES

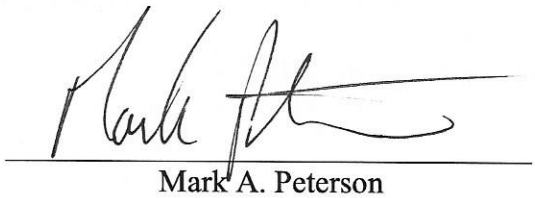
Edward D. Robertson, Jr., hereby affirms: That the foregoing Account of Trustees, insofar as it relates to the year ended December 31, 2019, contains, according to the best of my knowledge and belief, a true statement of all the receipts and disbursements of the Trustees on account of the Trust Estate 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.

Edward D. Robertson, Jr.
Managing Trustee


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## AFFIRMATION OF TRUSTEES

Mark A. Peterson, hereby affirms: That the foregoing Account of Trustees, insofar as it relates to the year ended December 31, 2019, 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.



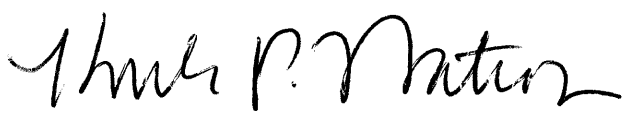
Mark A. Peterson
Trustee



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## AFFIRMATION OF TRUSTEES

Kirk P. Watson, hereby affirms: That the foregoing Account of Trustees, insofar as it relates to the year ended December 31, 2019, 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.



Kirk P. Watson
Trustee



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# Audited Financial Statements for the Year Ending DECEMBER 31, 2019 (EXHIBIT A)


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# Manville Personal Injury Settlement Trust

## Consolidated Special-Purpose Financial Statements with Supplementary Information

Years Ended December 31, 2019 and 2018


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# Manville Personal Injury Settlement Trust

Consolidated Special-Purpose Financial Statements
with Supplementary Information
Years Ended December 31, 2019 and 2018


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# Manville Personal Injury Settlement Trust

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8401 Greensboro Drive
Suite 800
McLean, VA 22102

**Independent Auditor's Report**

Trustees
Manville Personal Injury Settlement Trust
Peekskill, New York

We have audited the accompanying consolidated special-purpose financial statements of the Manville Personal Injury Settlement Trust and its subsidiary (the Trust) (a statutory Trust originally created under the laws of the State of New York, and converted to a Delaware common law trust in 2018), which comprise the consolidated special-purpose statements of net claimants' equity as of December 31, 2019 and 2018, and the related consolidated special-purpose statements of changes in net claimants' equity and the consolidated special-purpose statements of cash flows for the years then ended, and the related notes to the consolidated special-purpose financial statements.

***Management's Responsibility for the Consolidated Special-Purpose Financial Statements***

Management is responsible for the preparation and fair presentation of these consolidated special-purpose financial statements in accordance with the basis of accounting as described in Note 1 to the consolidated special-purpose financial statements. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated special-purpose financial statements that are free from material misstatement, whether due to fraud or error.

***Auditor's Responsibility***

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated special-purpose financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated special-purpose financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated special-purpose financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated special-purpose financial statements.

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

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***Opinion***

In our opinion, the consolidated special-purpose financial statements referred to above present fairly, in all material respects, the assets and liabilities of the Manville Personal Injury Settlement Trust and its subsidiary as of December 31, 2019 and 2018, and the consolidated results of their changes in claimants' equity and their cash flows for the years then ended, in accordance with the basis of accounting described in Note 1 to the consolidated special-purpose financial statements.

***Basis of Accounting***

We draw attention to Note 1 of the consolidated special-purpose financial statements which describes the basis of accounting. As described in Note 1, these consolidated special-purpose financial statements were prepared on a special-purpose basis of accounting which is the basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified with respect to this matter. The special-purpose basis of accounting has been used to communicate the amount of net assets presently available to fund current and future claims.

***Restriction of Use***

Our report is intended solely for the information and use of the management of the Trust and is not intended to be and should not be used by anyone other than the specified party. This restriction is not intended to limit the distribution of this report, upon filing with the United States Bankruptcy Court for the Southern District of New York, is a matter of public record.

BDO USA, LLP

McLean, Virginia
February 24, 2020



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# Consolidated Special-Purpose Financial Statements


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# MANVILLE PERSONAL INJURY SETTLEMENT TRUST

## CONSOLIDATED SPECIAL-PURPOSE STATEMENTS OF NET CLAIMANTS' EQUITY

| *December 31,* | 2019 | 2018 |
|---|---|---|
| **Assets** | | |
| Cash equivalents and investments (Note 2) | | |
| Restricted (Note 8) | $ 41,400,000 | $ 44,200,000 |
| Unrestricted | 654,843,713 | 607,344,843 |
| **Total cash equivalents and investments** | 696,243,713 | 651,544,843 |
| Accrued interest and dividend receivables | 2,028,252 | 2,129,438 |
| Deposits and other assets | 723,621 | 1,369,928 |
| **Total assets** | $ 698,995,586 | $ 655,044,209 |
| **Liabilities** | | |
| Accrued expenses | $ 1,309,094 | $ 1,278,524 |
| Deferred income taxes (Note 9) | 41,919,000 | 32,568,000 |
| Unpaid personal injury claims (Notes 4, 6 and Exh. III) | | |
| Outstanding offers | 3,869,529 | 3,355,227 |
| Settled, not paid | 16,987,523 | 14,096,463 |
| Pro rata adjustment payable | 127,265 | 125,715 |
| Lease commitment payable (Note 5) | 3,607,354 | 3,737,368 |
| **Total liabilities** | 67,819,765 | 55,161,297 |
| **Net claimants' equity (Note 6)** | $ 631,175,821 | $ 599,882,912 |

*See accompanying notes to the consolidated special-purpose financial statements.*

# MANVILLE PERSONAL INJURY SETTLEMENT TRUST

## CONSOLIDATED SPECIAL-PURPOSE STATEMENTS OF CHANGES IN NET CLAIMANTS' EQUITY

| *Years Ended December 31,* | 2019 | 2018 |
|---|---|---|
| **Net claimants' equity, beginning of the year** | $ 599,882,912 | $ 684,994,214 |
| **Additions to net claimants' equity** | | |
| Investment income (Exhibit I) | 108,691,064 | - |
| Decrease in outstanding claim offers | - | 409,201 |
| Decrease in lease commitments payable (Note 5) | 130,014 | - |
| **Total additions** | 108,821,078 | 409,201 |
| **Deductions from net claimants' equity** | | |
| Investment loss (Exhibit I) | - | 9,718,429 |
| Net operating expenses (Exhibit II) | 2,792,334 | 3,116,654 |
| Provision for income taxes | 7,939,582 | 6,692,279 |
| Increase in lease commitments payable (Note 5) | - | 2,423,385 |
| Increase in outstanding claim offers | 514,302 | - |
| Personal injury claims settled | 66,281,951 | 63,518,604 |
| Co-defendant claims settled | - | 51,152 |
| **Total deductions** | 77,528,169 | 85,520,503 |
| **Net claimants' equity, end of year** | $ 631,175,821 | $ 599,882,912 |

*See accompanying notes to the consolidated special-purpose financial statements.*

# MANVILLE PERSONAL INJURY SETTLEMENT TRUST

## CONSOLIDATED SPECIAL-PURPOSE STATEMENTS OF CASH FLOWS

| *Years Ended December 31,* | 2019 | 2018 |
|---|---|---|
| **Cash inflows** | | |
| Investment income receipts | $ 15,696,381 | $ 15,470,306 |
| Net realized gains on investment securities | 40,107,410 | 32,250,174 |
| Decrease in deposits and other assets | 617,707 | - |
| **Total cash inflows** | 56,421,498 | 47,720,480 |
| **Cash outflows** | | |
| Personal injury claim payments | 63,389,341 | 65,336,861 |
| Co-defendant claim payments | - | 51,152 |
| **Total claim payments** | 63,389,341 | 65,388,013 |
| Disbursements for Trust operating expenses and income taxes | 10,682,092 | 10,085,517 |
| Increase in deposits and other assets | - | 326,635 |
| **Total cash outflows** | 74,071,433 | 75,800,165 |
| **Net cash outflows** | (17,649,935) | (28,079,685) |
| **Non-cash changes** | | |
| Net unrealized gain (loss) on investment securities | 62,348,805 | (67,612,246) |
| **Net increase (decrease) in cash equivalents and investments** | 44,698,870 | (95,691,931) |
| **Cash equivalents and investments, beginning of the year** | 651,544,843 | 747,236,774 |
| **Cash equivalents and investments, end of year** | $ 696,243,713 | $ 651,544,843 |

*See accompanying notes to the consolidated special-purpose financial statements.*

## 1. Organization and Summary of Significant Special-Purpose Accounting Policies

The Manville Personal Injury Settlement Trust (the Trust), a Delaware statutory trust as of April 19, 2018, formerly organized pursuant to the laws of the state of New York, with its office in Peekskill, 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 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 intercompany balances and transactions between the Trust and CRMC have been eliminated in consolidation.

Manville and CRMC (collectively referred to as "the Trust" henceforth) 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.

### *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 of America (US GAAP). 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. Since the accompanying consolidated special-purpose financial statements and transactions are not based upon US GAAP, accounting treatment by other parties for these same transactions may differ as to timing and amount. These special-purpose accounting methods are as follows:

1. The consolidated special-purpose 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 consolidated special-purpose 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 4 and 6) 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. Investment securities are recorded at fair value. All interest and dividend income on investment securities, net of investment expenses are included in investment income on the consolidated special-purpose statements of changes in net claimants' equity. Realized and unrealized gains and losses on investment securities are combined and recorded on the consolidated special-purpose statements of changes in net claimants' equity.

   Realized gains/losses on investment 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 consolidated statements of changes in net claimants' equity.

7. The Trust records deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the book and tax basis of assets and liabilities.

8. Revenue earned from claims processing services provided by CRMC to third parties is treated as a reduction of the Trust's net operating expenses (see Exhibit II). Revenue is recorded as services are provided to those third-party customers.

***Use of Estimates***

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 consolidated special-purpose 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 consolidated special-purpose financial statements relate to unpaid claims, as discussed in Notes 4 and 6.



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***Reclassifications***

Certain amounts presented in the 2018 consolidated special-purpose financial statements have been reclassified to conform to the 2019 presentation. These reclassifications have no effect on the previously recorded change in net claimants' equity.

**2. Cash Equivalents and Investments**

At December 31, 2019 and 2018, the Trust has recorded all of its investment securities at fair value, as follows:

| ***Restricted*** | 2019 | | 2018 | |
|---|---|---|---|---|
| *Description* | Cost | Fair Value | Cost | Fair Value |
| Cash equivalents | $ 187,518 | $ 187,518 | $ 42,183 | $ 42,183 |
| U.S. Govt. obligations | 10,510,695 | 10,581,335 | 10,752,180 | 10,738,620 |
| Corporate and other debt | 19,044,732 | 19,248,878 | 19,358,772 | 19,242,615 |
| Equities - U.S. | 3,469,946 | 11,382,269 | 5,260,969 | 14,176,582 |
| **Total** | $ 33,212,891 | $ 41,400,000 | $ 35,414,104 | $ 44,200,000 |

| ***Unrestricted*** | 2019 | | 2018 | |
|---|---|---|---|---|
| *Description* | Cost | Fair Value | Cost | Fair Value |
| Cash equivalents | $ 18,389,029 | $ 18,389,029 | $ 23,929,626 | $ 23,929,626 |
| U.S. Govt. obligations | 90,633,939 | 91,736,065 | 79,682,413 | 79,930,925 |
| Corporate and other debt | 145,233,637 | 147,801,744 | 151,023,901 | 149,599,501 |
| Equities - U.S. | 91,120,153 | 324,284,912 | 106,375,253 | 292,210,420 |
| Equities - International | 38,189,332 | 72,631,963 | 38,003,619 | 61,674,371 |
| **Total** | $ 383,566,090 | $ 654,843,713 | $ 399,014,812 | $ 607,344,843 |

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, 2019, the fair value of these instruments was approximately $2.88 million and was included in investments on the consolidated special-purpose statements of net claimants' equity. Foreign currency forwards are utilized for both currency translation purposes and to economically hedge against some of the currency risk inherent in foreign equity issues and are generally for periods up to 90 days. At December 31, 2019, the Trust held $36.4 million in net foreign currency forward contracts. The unrealized loss on these outstanding currency forward contracts of approximately $0.16 million is offset by an equal unrealized gain due to currency exchange on the underlying international securities. These net amounts are recorded in the consolidated special-purpose statements of net claimants' equity at December 31, 2019.


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The Trust invests in professionally managed portfolios that contain common shares of publicly traded companies, U.S. government obligations, U.S. and International equities, corporate and other debt, and money market funds. Such investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the Trust's account balance in the future and the amounts reported in the consolidated special-purpose statements of net claimants' equity and consolidated special-purpose statements of changes in net claimants' equity.

### 3. 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:

| | 2019 | 2018 |
|---|---|---|
| Acquisition of furniture and equipment | $ 321,904 | $ 247,684 |
| Acquisition of computer hardware and software | 494,386 | 442,439 |
| Computer software development (e-Claims) | 2,361,100 | 2,361,100 |
| | $ 3,177,390 | $ 3,051,223 |

These items have not been recorded as assets, but rather as direct deductions to net claimants' equity in the accompanying consolidated special-purpose financial statements.

### 4. 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 Trust Distribution Process (TDP) (Note 6), 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.

**5. Commitments**

CRMC signed a 7-year and 7-month office lease effective October 1, 2015 at a location in Falls Church, Virginia. In October 2018, CRMC signed a lease extension at its current location in Falls Church, Virginia. This lease will expire on September 30, 2028.

Future minimum rental commitments under this operating lease, as of December 31, 2019, are as follows:

| *Years ending December 31,* | |
|---|---|
| 2020 | $ 337,747 |
| 2021 | 381,023 |
| 2022 | 392,453 |
| 2023 | 404,212 |
| 2024 | 416,301 |
| Thereafter | 1,675,618 |
| | $ 3,607,354 |

This obligation has been recorded as a liability in the accompanying consolidated special-purpose statements of net claimants' equity.

**6. 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 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 and the Trust implemented the TDP payment procedures effective February 21, 1995.

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.

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.


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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. In June 2001, the pro rata percentage was reduced from 10% to 5%.

During the second and third quarters of 2002, the Selected Counsel for the Beneficiaries (SCB) and Legal Representative of Future Claimants (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 referred to as the "2002 TDP". The 2002 TDP principally changes the categorization criteria and scheduled values for the scheduled diseases.

In January 2008, the Trust completed a review of the Trust's projected assets and liabilities. Based upon this review, the Trustees approved an increase in the pro rata percentage from 5% to 7.5%. This proposed change received the required concurrence of the SCB and the Legal Representative in early March 2008. Under the TDP, any claimant who received less than the current pro rata percentage is entitled to receive a retroactive payment sufficient to increase their previous payment percentage to the current pro rata percentage. Accordingly, the Trust recorded a liability of $365.7 million for approximately 282,000 personal injury claimants eligible to receive a retroactive payment.

In January 2012, the Trustees amended the 2002 TDP to include a provision requiring the Trust to determine the Maximum Annual Payment (MAP) amount, which limits the amount of claim payments in any one year based upon its projections of assets and liabilities at the current pro rata percentage. Once the claim payments in any one year reach the annual MAP amount, the Trust ceases claim payments and any unpaid claims are carried over to the next year and placed at the front of the FIFO payment queue.

In August 2014, the Trust completed a review of the Trust's projected assets and liabilities. Based upon this review, the Trustees approved a decrease in the pro rata percentage from 7.5% to 6.25%. This change received the required concurrence of the SCB and Legal Representative.

In November 2016, the Trust completed a review of the Trust's projected assets and liabilities. Based upon this review, the Trustees approved a decrease in the pro rata percentage from 6.25% to 5.1%. This change received the required concurrence of the SCB and Legal Representative. All claimants receiving offers after November 4, 2016, were paid a pro rata percentage of 5.1%.

In late 2019, the Trustees began a review of the Trust's projected assets and liabilities, which remains ongoing.

**7. 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. On April 7, 2016, the plan was amended and restated as the CRMC Salary Savings and Retirement Plan. The plan allows employees to defer a percentage of their salaries within limits set by the Internal Revenue Code with CRMC matching contributions by employees of up to 6% of their salaries. The total employer contributions and



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expenses under the plan were approximately $194,900 and $181,100 for the years ended December 31, 2019 and 2018, respectively.

**8. Restricted Cash Equivalents and Investments**

In order to avoid the high costs of director and officer liability insurance (approximately $2.5 million in 1990), 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. Pursuant to this authority, the Trust currently maintains $30 million in a separate escrow account for the purpose of securing the obligation of the Trust to indemnify former and current Trustees. 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 9, 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, 2019, securities with a market value of $68.9 million were held by an escrow agent, of which $11.4 million is reported as restricted in accordance with the agreement.

**9. 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 subsequent 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 this DSF is 15%. As a Delaware domiciled trust, the Trust is not subject to state income taxes. CRMC files separate federal and state corporate income tax returns.

As of December 31, 2019 and 2018, the Trust has recorded a net deferred tax liability from net unrealized gains on investment securities of approximately $41.9 million and $32.6 million, respectively. As of December 31, 2019 and 2018, the Trust had net income taxes payable of $0.2 million and net prepaid income taxes of $0.9 million, respectively. These amounts are included within both deposits and other assets and accrued expenses as of December 31, 2019 and 2018 on the consolidated special-purpose statements of net claimants' equity.



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## 10. Proof of Claim Forms Filed

Proof of claim forms filed as December 31, 2019 and 2018 with the Trust are as follows:

| | 2019 | 2018 |
|---|---|---|
| Claims filed | 1,063,834 | 1,043,223 |
| Withdrawn (1) | (106,631) | (104,923) |
| Expired offers (2) | (2,365) | (2,899) |
| Active claims | 954,838 | 935,401 |
| Settled claims | (941,626) | (921,960) |
| Claims currently eligible for settlement | 13,212 | 13,441 |

(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, 2019 and 2018, approximately 348 and 458 respectively, of the claims with expired offers are still eligible to accept their original offer with a payment value of $0.7 million and $0.9 million, respectively. All claims with expired offers may be reactivated upon written request by the claimant and will be eligible for a new offer at the end of the FIFO queue.

## 11. Subsequent Events

The Trust has evaluated its December 31, 2019 consolidated special-purpose financial statements for subsequent events through February 24, 2020, the date the consolidated special-purpose financial statements were available to be issued. The Trust is not aware of any subsequent events which would require recognition or disclosure in the consolidated special-purpose financial statements.


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# Supplementary Information

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McLean, VA 22102

## Independent Auditor's Report on Supplementary Information

Trustees
Manville Personal Injury Settlement Trust
Peekskill, New York

Our audit of the consolidated special-purpose financial statements included in the preceding section of this report was conducted for the purpose of forming an opinion on those special-purpose statements as a whole. The supplementary information presented in the following section of this report is presented for purposes of additional analysis and is not a required part of those consolidated special-purpose financial statements. The following exhibits are provided in accordance with Article 3.02 (d)(iii) of the Manville Personal Injury Settlement Trust Agreement. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the consolidated special-purpose financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated special-purpose financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated special-purpose financial statements or to the consolidated special-purpose financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the consolidated special-purpose financial statements as a whole.

BDO USA, LLP

McLean, Virginia
February 24, 2020

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# MANVILLE PERSONAL INJURY SETTLEMENT TRUST

## SUPPLEMENTARY SCHEDULES OF CONSOLIDATED SPECIAL-PURPOSE INVESTMENT INCOME

| *Years Ended December 31,* | 2019 | 2018 |
|---|---|---|
| **Investment income** | | |
| Interest | $ 7,791,998 | $ 6,967,057 |
| Dividends | 8,712,481 | 9,549,249 |
| **Total interest and dividends** | 16,504,479 | 16,516,306 |
| Net realized gains | 40,107,410 | 32,250,174 |
| Net unrealized gain (loss), net of the change in deferred income taxes (Note 9) | 52,997,805 | (57,470,746) |
| Investment expenses | (918,630) | (1,014,163) |
| **Total investment income (loss)** | $ 108,691,064 | $ (9,718,429) |

*See independent auditor's report on supplementary information.*

# MANVILLE PERSONAL INJURY SETTLEMENT TRUST

## SUPPLEMENTARY SCHEDULES OF CONSOLIDATED SPECIAL-PURPOSE NET OPERATING EXPENSES

| *Years Ended December 31,* | 2019 | 2018 |
|---|---|---|
| **Net operating expenses** | | |
| Personnel costs | $ 4,607,793 | $ 4,705,835 |
| Office, general and administrative | 603,108 | 970,028 |
| Travel and meetings | 37,311 | 30,113 |
| Board of Trustees | 380,721 | 387,775 |
| Professional fees | 583,132 | 1,096,398 |
| Net fixed asset purchases | 128,669 | 70,288 |
| Web hosting and other EDP costs | 85,425 | 111,556 |
| Claims processing services revenue and other income | (3,633,825) | (4,255,339) |
| **Total net operating expenses** | $ 2,792,334 | $ 3,116,654 |

*See independent auditor's report on supplementary information.*

# MANVILLE PERSONAL INJURY SETTLEMENT TRUST

## SUPPLEMENTARY SCHEDULE OF LIQUIDATED CLAIMS

### SINCE CONSUMMATION (NOVEMBER 28, 1988) THROUGH DECEMBER 31, 2019

| | Number | Amount | Average |
|---|---|---|---|
| **Trust Liquidated Claims** | | | |
| **Pre-Class Action Complaint November 19, 1990 and Before-** | | | |
| Full Liquidated Claim Value | 27,590 | $ 1,187,852,399 | |
| Present Value Discount (1) | - | (135,306,535) | |
| Net Settlements | 27,590 | 1,052,545,864 | |
| Payments | (27,590) | (1,052,545,864) | $ 38,150 |
| Unpaid Balance | - | $ - | |
| **Post-Class Action Complaint After November 19, 1990-** | | | |
| Offers Made at Full Liquidated Amount | 915,216 | $ 48,422,022,062 | |
| Reduction in Claim Value (2) | - | (44,495,447,042) | |
| Net Offer Amount | 915,216 | 3,926,575,020 | |
| Offers Accepted | (914,036) | (3,922,705,491) | $ 4,292 |
| Outstanding Offers | 1,180 | 3,869,529 | |
| Offers Accepted, Not Paid | 6,140 | 16,987,523 | |
| Unpaid Balance | 7,320 | $ 20,857,052 | |
| **Total Trust Liquidated Claims** | 941,626 | $ 4,975,251,355 | $ 5,284 |
| **Manville Liquidated Claims Paid (3)** | 158 | $ 24,946,620 | |
| **Co-Defendant Liquidated Claims (4)** | | | |
| Settlement Claim Value | | $ 95,329,160 | |
| Investment Receipts (5) | | 2,624,732 | |
| Payments | | (97,953,892) | |
| **Payable** | | $ - | |

(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.

# MANVILLE PERSONAL INJURY SETTLEMENT TRUST

## SUPPLEMENTARY SCHEDULE OF LIQUIDATED CLAIMS

### FOR THE YEAR ENDED DECEMBER 31, 2019

| | Number | Amount | Average |
|---|---|---|---|
| **Trust Liquidated Claims** | | | |
| **Post-Class Action Complaint After November 19, 1990 (1)** | | | |
| Offers Outstanding as of December 31, 2018 | 644 | $ 3,355,227 | |
| Net Offers Made (2) | 20,202 | 66,796,253 | |
| Offers Accepted | (19,666) | (66,281,951) | $ 3,370 |
| Offers Outstanding as of December 31, 2019 | 1,180 | 3,869,529 | |
| Offers Accepted, Not Paid as of Dec. 31, 2019 | 6,140 | 16,987,523 | |
| Payable as of December 31, 2019 | 7,320 | $ 20,857,052 | |
| **Co-Defendant Liquidated Claims** | | | |
| Payable as of December 31, 2018 | | $ - | |
| Settled 2018 | | - | |
| Paid 2018 | | - | |
| Payable as of December 31, 2019 | | $ - | |

(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.



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# Claim Payments
# (EXHIBIT B)


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**EXHIBIT B**

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST**
**PAYMENTS BY CLAIMANT RESIDENCY STATE/COUNTRY**
**CLAIMS PAID JANUARY 1 THROUGH DECEMBER 31, 2019**

| | State/Country | # of Payments | Payment |
|---|---|---|---|
| **USA** | | | |
| | Alabama | 816 | $1,080,815 |
| | Alaska | 6 | $73,185 |
| | Arizona | 103 | $533,361 |
| | Arkansas | 203 | $443,745 |
| | Armed Forces Americas (except Canada) | 2 | $19,890 |
| | California | 422 | $4,022,641 |
| | Canada | 306 | $3,987,591 |
| | Colorado | 48 | $542,552 |
| | Connecticut | 57 | $599,777 |
| | Delaware | 120 | $1,391,603 |
| | District of Columbia | 9 | $77,750 |
| | Florida | 215 | $1,641,672 |
| | Georgia | 379 | $964,074 |
| | Hawaii | 7 | $60,894 |
| | Idaho | 20 | $183,194 |
| | Illinois | 560 | $5,997,082 |
| | Indiana | 462 | $1,062,738 |
| | Iowa | 27 | $259,182 |
| | Kansas | 48 | $251,558 |
| | Kentucky | 164 | $403,953 |
| | Louisiana | 113 | $904,681 |
| | Maine | 15 | $186,928 |
| | Marshall Islands | 1 | $612 |
| | Maryland | 559 | $1,133,250 |
| | Massachusetts | 574 | $2,172,827 |
| | Michigan | 370 | $1,374,564 |
| | Minnesota | 70 | $783,196 |
| | Mississippi | 258 | $479,846 |
| | Missouri | 156 | $1,217,567 |
| | Montana | 7 | $59,130 |
| | Nebraska | 10 | $115,292 |
| | Nevada | 38 | $183,431 |
| | New Hampshire | 13 | $253,980 |
| | New Jersey | 86 | $994,414 |
| | New Mexico | 29 | $81,486 |
| | New York | 475 | $4,920,529 |
| | North Carolina | 281 | $934,133 |
| | North Dakota | 6 | $64,133 |
| | Northern Mariana Islands | 1 | $612 |
| | Ohio | 1,657 | $3,146,578 |
| | Oklahoma | 45 | $281,024 |
| | Oregon | 39 | $492,121 |
| | Pennsylvania | 323 | $2,569,084 |
| | Puerto Rico | 2 | $35,700 |
| | Rhode Island | 26 | $265,226 |
| | South Carolina | 210 | $868,655 |
| | South Dakota | 4 | $28,152 |
| | Tennessee | 344 | $828,235 |
| | Texas | 6,516 | $7,719,994 |

**EXHIBIT B**

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST**
**PAYMENTS BY CLAIMANT RESIDENCY STATE/COUNTRY**
**CLAIMS PAID JANUARY 1 THROUGH DECEMBER 31, 2019**

| State/Country | # of Payments | Payment |
|---|---|---|
| U.S. Minor Outlying Islands | 2 | $2,652 |
| Utah | 26 | $197,498 |
| Vermont | 3 | $53,550 |
| Virginia | 389 | $1,945,427 |
| Washington | 2,354 | $3,411,247 |
| West Virginia | 111 | $602,898 |
| Wisconsin | 79 | $682,577 |
| Wyoming | 4 | $55,845 |
| Subtotal | 19,170 | $62,644,326 |
| Non US Residency | 46 | $803,850 |
| Total | **19,216** | **$63,448,176** |
| Less Settlements Reversed and Amounts Returned in 2017 | **21** | **($58,836)** |
| Grand Total Claim Payments | **19,237** | **$63,389,341** |

# 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, et al., | ) | Chapter 11 |
| | ) | Case Nos. 82 B 11656 (CGM) |
| Debtors. | ) | Through 82 B 11676 (CGM) |
| | ) | Inclusive |

**APPLICATION FOR ORDER APPROVING ACCOUNT OF TRUSTEES AND FINANCIAL STATEMENTS OF MANVILLE PERSONAL INJURY SETTLEMENT TRUST FOR THE PERIOD JANUARY 1, 2019 THROUGH DECEMBER 31, 2019**

TO: THE HONORABLE Cecelia G. Morris
UNITED STATES BANKRUPTCY JUDGE

Edward D. Robertson, Jr., Mark A. Peterson, and Kirk P. Watson, Trustees of the Manville Personal Injury Settlement Trust 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.

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 Account it describes not otherwise defined herein have the meanings set forth in the Glossary.



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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, the original Trustees of the Trust, 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. Christian E. Markey, Louis Klein, Jr., Robert A. Falise and Frank J. Macchiarola (the Former Trustees) previously filed an account for the period (partially as to the Former Trustees) July 6, 1991 through December 31, 1991. The Former Trustees also filed an account for the period January 1, 1992 through December 31, 1992, as well for the periods of 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, January 1, 2003 through December 31, 2003, January 1,2004 through December 31, 2004, January 1, 2005 through December 31, 2005, January 1, 2006 through December 31, 2006, January 1, 2007 through June 30, 2007. Robert A. Falise, Frank J. Macchiarola and Mark A. Peterson filed an account for the periods July 1, 2007 through December 31, 2007, January 1, 2008 through December 31, 2008, January 1, 2009 through December 31, 2009, January 1, 2010 through December 31, 2010 and January 1, 2011 through December 31, 2011. Robert A. Falise and Mark A. Peterson, on behalf of themselves as well as the Estate of the late Trustee Frank J.



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Macchiarola filed an account for the period January 1, 2012 through December 31, 2012. Robert A. Falise, Mark A. Peterson and Edward D. Robertson, Jr. filed an account for the period January 1, 2013 through December 31, 2013. Robert A. Falise, Mark A. Peterson, Edward D. Robertson, Jr., and Kirk P. Watson filed an account for the period January 1, 2014 through December 31, 2014. Edward D. Robertson, Jr., Mark A. Peterson, and Kirk P. Watson, for themselves and the Estate of the late Trustee Robert A. Falise, filed an account for the period January 1, 2015 through December 31, 2015. And Edward D. Robertson, Jr., Mark A. Peterson, and Kirk P. Watson filed accounts for the periods January 1, 2016 through December 31, 2016, January 1, 2017 through December 31, 2017, and January 1, 2018 through December 31, 2018. All of these accounts have been approved by the Court.

7. 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.

8. Pursuant to the foregoing, the Trustees on August 19, 2020 have filed their Account of Trustees and Financial Statements for the period January 1, 2019 through December 31, 2019, [ECF No. 4381],



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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: August 19, 2020
Fall Church, Virginia

By _____

Jared S. Garelick
General Counsel
3120 Fairview Park Dr.
Suite 200
Falls Church, Virginia 22042



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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 Chapter 11 |
| JOHNS-MANVILLE CORPORATION, et al., | ) | Case Nos. 82 B 11656 (CGM) Through 82 B 11676 (CGM) Inclusive |
| Debtors. | ) | |

**ORDER APPROVING ACCOUNT OF TRUSTEES AND FINANCIAL STATEMENTS OF MANVILLE PERSONAL INJURY SETTLEMENT TRUST FOR THE PERIOD JANUARY 1, 2019 THROUGH DECEMBER 31, 2019**

Upon the Application dated August 19, 2020 [ECF no. 4382] of Edward D. Robertson, Jr., Mark A. Peterson, and Kirk P. Watson, 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, 2019 through December 31, 2019 (the "Application"), and the Account of Trustees and Financial Statements of the Trust for the Year Ending December 31, 2019 (the "Account")[ECF No. 4381].

IT APPEARING THAT, proper notice of the Application and Account was given as set forth in the Order of this Court dated August 21, 2020 [ECF No. 4384] as evidenced by the Affidavit of Compliance filed on October 7, 2020 [ECF No. 4388], which notice, in compliance with the August 21, 2020 Order, directed that objections, if any, to the Application, Account, and Proposed Order shall be made in writing, and shall be filed with the Court and served upon and received by the Trust on or before October 5, 2020,



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AND IT FURTHER APPEARING THAT, a single objection to the Application was filed, by Harry L. Anderson, a Manville Trust claimant dissatisfied with the Trust's initial evaluation of his claim [ECF No. 4385],

AND IT FURTHER APPEARING THAT, a telephonic hearing on the Application and Account was held by this Court on the 15th day of October, 2020, at which both Mr. Anderson and Manville Trust counsel appeared and were given the opportunity to express their positions,

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.

**Dated: October 19, 2020**
**Poughkeepsie, New York**

**/s/ Cecelia G. Morris**

**Hon. Cecelia G. Morris**
**Chief U.S. Bankruptcy Judge**




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# Affidavit of Jared S. Garelick (EXHIBIT E)


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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

**AFFIDAVIT OF JARED S. GARELICK 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, 2019 THROUGH DECEMBER 31, 2019 AND APPLICATION FOR APPROVAL THEREFOR**

Fairfax, Virginia )
: ss
)

JARED S. GARELICK, being duly sworn, deposes and says:

1. I am General Counsel of the Manville Personal Injury Settlement Trust (the "Trust"). I am a member of the Bar of the District of Columbia and, as a corporate counsel, of the Commonwealth of Virginia, as well as various federal courts including the United States Supreme Court. 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, 2019 through December 31, 2019 and for the Application for Approval.



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2. Edward D. Robertson, Jr., Mark A. Peterson, and Kirk P. Watson, Trustees of the Trust, (the "Trustees"), have caused to be prepared the Account of Trustees and Financial Statements of the Manville Personal Injury Settlement Trust for the period January 1, 2019 through December 31, 2019 (the "Account"). The Account has being filed with the Court [ECF No. 4381] as has the Application for Approval of Account (the "Application")[ECF No. 4382] together with the proposed Order Approving Account of Trustees and Financial Statements of the Manville Personal Injury Settlement Trust (the "Proposed Order")[ECF No 4382 Exh. 1]. These documents, together with all exhibits, total over 40 pages.

3. The beneficiaries of the Trust are the holders of Allowed AH Claims and Other Asbestos Obligations (including Co-Defendants and Distributors included within such categories) as defined in the Manville Plan of Reorganization. As of May 31, 2020, approximately 1,071,308 claims had been filed with the Trust, and approximately 945,044 claims had been settled and paid in full or are partially paid. Of the remaining approximately 126,264 claims which were received but unsettled as of May 31, 2020, approximately 106,945 have been withdrawn, 1,367 have expired offers, and approximately 17,952 are pending. Excluding the withdrawn population, approximately 35 of the pending claims were filed *pro se* by claimants or their personal representatives and the remaining personal injury claimants were represented by approximately 274 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 the Selected Counsel for the Beneficiaries, the Legal Representative of Future Claimants and other interested parties. However, the expense of individual service by mail on the 19,319 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



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approval to mail or email the attached form of Notice of Filing to all attorneys representing claimants with pending claims, and to mail the same 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 propose that for attorneys representing claimants with pending claims with whom the Trust's claims processing facility generally communicates electronically, that the Notice of Filing be sent by email, with the notice to all others sent by US mail.

6. The Trustees further propose that complete copies of the Application, the Account and Proposed Order be mailed or emailed 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 other individuals appointed by the United States District Courts for the Eastern and Southern Districts of New York in connection with a class action filed 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, will be published on the Trust's web site, www.mantrust.org, 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 representing pending claimants includes the names of all law firms for personal injury claimants having claims presently pending with the Trust, and codefendants and distributors having such pending claims or who have indicated that they may assert claims against the Trust, and excludes the approximately 35 *pro se* claimants whose names have been omitted to protect their privacy but whom the Trust proposes to serve.

9. The Trustees further propose, in the interest of Trust and judicial economy, that the Court approve the same method of notice for future filings of Accounts of the Trustees. Upon



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filing of any future Account of the Trustees, the Trust shall serve, by mail or email, a Notice of Filing containing information comparable to that in the Notice filed as an exhibit to this Affidavit upon all persons and entities who have claims them pending with the Trust, consisting of *pro se* claimants or their personal representatives and attorneys for personal injury claimants, codefendants and distributors with pending claims; and the Trust shall serve complete copies of the Account and any accompanying Application and Proposed Order to the individuals listed in paragraph 6 above. The Trust shall also make complete copies of all such documents on its website, and shall make them available upon request in writing, and the Trust shall serve a Certificate of Service with the Court prior to any hearing regarding an Account of Trustees certifying that these actions have been performed.

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

Jared S. Garelick
General Counsel

State of Virginia
County of Fairfax, to wit:

The foregoing instrument was subscribed and sworn before me this 19th day of August, 2020, by Jared S. Garelick in his capacity as General Counsel for the Manville Personal Injury Settlement Trust.

TSEGIE TESFAYE NOTARY PUBLIC MY COMMISSION NUMBER 7763771 COMMONWEALTH OF VIRGINIA

Tsegie Tesfaye
Notary Public

Expires 10-31-2022

# 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 Chapter 11 |
| JOHNS-MANVILLE CORPORATION, et al., | ) | Case Nos. 82 B 11656 (CGM) Through 82 B 11676 (CGM) Inclusive |
| Debtors. | ) | |

**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, 2019 THROUGH DECEMBER 31, 2019 AND APPLICATION FOR APPROVAL THEREFOR**

Upon the annexed affidavit of Jared S. Garelick, and sufficient cause appearing therefor,

NOW, on motion of counsel to the Manville Personal Injury Settlement Trust (the "Trust") and Edward D. Robertson, Jr., Mark A. Peterson, and Kirk P. Watson, Trustees of the Trust (the "Trustees"), it is hereby

ORDERED, that a copy of this Order, the supporting Affidavit of Jared S. Garelick, 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, 2019 through December 31, 2019 (the "Application") [ECF No. 4382], the Account of Trustees and Financial Statements of the Manville Personal Injury Settlement Trust for the year ending December 31, 2018(the "Account")[ECF No. 4381] and the proposed Order approving the Account and discharging the Trustees from any liability as to all matters embraced in the Account (the “Proposed Order”) [ECF No. 4382 Exh 1] shall be served by email or by first class mail, postage prepaid, on or before September 15, 2020 upon the following:



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Caplin & Drysdale, Chartered
Attorneys for Selected Counsel
for the Beneficiaries
1 Thomas Circle, NW
Washington, DC
Attn: Ann C. McMillan, Esq.

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

Davis, Polk & Wardwell
Attorneys for Johns Manville Corporation
450 Lexington Avenue
New York, New York 10017
Attn: L. Gordon Harriss, 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
New York, New York 10019-6064
Attn: Maria Keane, Esq.

Office of the United States Trustee
Attn: Victor Abriano
U.S. Federal Office Building
201 Varick Street, Suite 1006
New York, New York 10004



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

and it is further

ORDERED, that a copy of the Notice of Filing shall be served by email or by first class mail, postage prepaid, on or before September 15, 2020 upon the persons listed on the Service List, 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 service and publication as set forth in the two 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 find a copy on the Trust's website, www.mantrust.org, where it shall be made available by the Trust, or may request copies in writing from the following address:

Claims Resolution Management Corporation
3120 Fairview Park Drive, Suite 200
Falls Church, Virginia 22042
Attn: Jared S. Garelick

and it is further



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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:

Jared S. Garelick
General Counsel
Manville Personal Injury
Settlement Trust
3120 Fairview Park Drive, Suite 200
Falls Church, Virginia 22042

on or before October 5, 2020; and it is further

ORDERED, that upon the filing of any future Account of the Trustees, the Trust shall serve, by mail or email, a similar Notice of Filing upon all persons and entities who have claims then pending with the Trust, consisting of *pro se* claimants or their personal representatives and attorneys for personal injury claimants, codefendants and distributors with pending claims; and the Trust shall serve complete copies of the Account and any accompanying Application and Proposed Order to the individuals listed above or their successors. The Trust shall also make complete copies of all such documents on its website, and shall make them available upon request in writing, and the Trust shall serve a Certificate of Service with the Court prior to any hearing regarding an Account of Trustees certifying that these actions have been performed; and it is further



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ORDERED, that a hearing (the "Hearing") shall be held on the Application, Account, and Proposed Order and objections thereto, if any, before the undersigned telephonically on October 15, 2020, at 3 O'clock in the afternoon of said day.

**Dated: August 21, 2020**
**Poughkeepsie, New York**

**/s/ Cecelia G. Morris**

**Hon. Cecelia G. Morris**
**Chief U.S. Bankruptcy Judge**


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# Notice of Filing
# (EXHIBIT G)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

| | | |
|---|---|---|
| In re | ) | In Proceedings For A Reorganization Under Chapter 11 |
| | ) | |
| JOHNS-MANVILLE CORPORATION, et al., | ) | |
| | ) | |
| | ) | Case Nos. 82 B 11656 (CGM) |
| Debtors. | ) | Through 82 B 11676 (CGM) 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 Edward D. Robertson, Jr., Mark A. Peterson, and Kirk P. Watson, 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, 2019 through December 31, 2019. 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 at the address indicated below.

A list, by state, of the number and total value of payments the Trust made to Beneficiaries during the period covered by the Account is included as Exhibit B to the Account.

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, Cecelia G. Morris, Chief United States Bankruptcy Judge, and served upon and received by the undersigned counsel for the Trust and the Trustees on or before October 5, 2020. A hearing on the Application, Account, and Proposed Order and objections thereto, if any, shall be held telephonically on the 15th day of October 2020 at 3 o' clock in the afternoon of said day pursuant to the Court's procedures for telephonic appearances.

MANVILLE PERSONAL INJURY SETTLEMENT TRUST

Dated: Falls Church, Virginia
August 19, 2020

By: /s/ Jared S. Garelick
Jared S. Garelick, General Counsel
3120 Fairview Park Dr., Ste. 200
Falls Church, Virginia 22042
(703) 204-9300

# EXHIBIT H

# SERVICE LIST

**LAW FIRMS WITH PENDING CLAIMS**

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Mayer Mablin Company, Inc.
40-19 36th Avenue
Long Island, NY 11101

Major Insulation company
DISSOLVED

Standard Supply & Distribution Co.
601 N. Beach St.
Fort Worth, TX 76111-5942

Luce, Schwab & Kase, Inc.
9 Gloria Lane
Fairfield, NJ 07006

General Metals & Supply Company
2727 W. Weldon Avenue
Phoenix, AZ 85017

Lois Ronner
Longley Supply Company
2018 Oleander Drive
P.O. Drawer 3809
Wilmington, NC 28401

Langendorf Supply Company
4653 Crossroads Industrial Dr.
Bridgeton, MO 63044-2461

Stabin, Division of Rob-Roy
500 Maple Avenue
Belding, MI 48809

Wheeler Brothers
P.O. Box 737
Somerset, PA 15501

Wallace & Gale Insulation
300 W. 24th Street
Baltimore, MD 21211

J.R. Deans Company
c/o Campbell Law Firm
P.O. Box 684
Mount Pleasant, SC 29465-0684

Baker Brothers, Inc.
CLOSED

Pameco Corp.
Thermal Supply
807 W. Price
Brownsville, TX 78520

Thorpe Insulation Co. Asbestos Trust
300 E. Second Street
Suite 1205
Reno, NV 89501

American Metals Supply
5651 International Parkway
Springfield, IL 62711-4050

Honeywell, Inc.
Attn: Legal Department
Honeywell Plaza, Box 524
Minneapolis, MN 55440-0524

Arrowhead Products Division
4411 Katella Avenue
Los Alamitos, CA 90720

Bartells Asbestos Settlement Trust
Richard J. Hilfer, Trustee
203 E. Sims Way #325
Port Townsend, WA 98368

Gentry Supply & Distributing Co.
2900 Live Oak Drive
Mesquite, TX 75149

Asbestos Insulation & Roofing Co.
DISAPPEARED

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
New Orleans, IL 70163-3000

Capitol Supplies, Inc.
2020 N. Illinois
Indianapolis, IN 46202

Champaign A & K Insulation Co.
2703 W. Springfield
Champaign, IL 61820

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

# DISTRIBUTORS

Central Distributing Company
P.O. Box 1229
San Antonio TX 78294

Caudle-Hyatt, Inc.
P.O. Box 127
Hopewell, VA 23869

Cedar Rapids Sheet Metal
406 Ninth Avenue S.E.
Cedar Rapids, IA 52406

Goodwin Insulation Distributors
CLOSED

Yandle-Witherspoon Supply Co., Inc.
1001 N. Brevard Street
Charlotte, NC 28201

The Bodwell Company, Inc.
265 Pomfret St.
Carlisle, PA 17013-2543

DI Distributors, Inc.
Attn: Jeffrey M. Weiner, Esq.
1332 King St.
Wilmington, DE 19801

Controlled Engineering & Supply Co.
299 Roosevelt Road
Glen Ellyn, IL 60137

Danzer, Inc.
102 MacCorkle Avenue, Southwest
South Charleston, WV 25315

Danzinger Manufacturing Company
CLOSED

Lukens Chemical Co.
Attn: General Counsel
15 Old Flanders Road
Westborough, MA 01581

Decker-Reichert Steel Company
1625 Ash Street
Erie, PA 16512

F.B. Wright Co.
Attn: Catherine L. Philistine
5 Industrial Park Drive
Oakdale, PA 15071

Foster-Kilby Supply Company
DISSOLVED 2018

Erb Company
1400 Seneca Street
Buffalo, NY 14210

Thermal Supply
3907 Prescott
Alexandria, LA 71301

Bigham Insulation
2816 S.W. Third Avenue
Fort Lauderdale, FL 33315

E. Best Plumbing & Heating Supply Company
628 Jersey Street
Quincy, IL 62301

Dumphy Smith Company
30 Progress Street
Union, NJ 07803

FAB Steel Supply, Inc.
1304 Claudina Street
Anaheim, CA 92805

Flex-Fab Company
P.O. Box 7
Hastings, MI 49058

Iowa Illinois Thermal Insulation, Inc.
P.O. Box 2810
Davenport, IA 52809-2810

Thermal Supply
3500 E. Parkway
Groves, TX 77619

L & L Insulation & Supply, Inc.
P.O. Box 489
Ankeny, IA 50021-0489

Insulation Material Corporation
700 Metuchen Road
South Plainfield, NJ 07080

Industrial Insulation Sales
2101 Kenmore Avenue
Buffalo, NY 14207

Inland Supply Company
Columbia Pipe & Supply Co.
6250 Church Road
Hanover Park, IL 60153

# DISTRIBUTORS

Hitco
1600 E. 135th St.
Gardena, CA 90249

Howell Insulation Co.
2457 E. I-20 Service Rd.
Odessa, TX 79766

Huntington Plumbing Supply
310 Broadway
Huntington Station, NY 11746

Madsen & Howell
Jeffrey S. Kluger, Esq.
McGivney & Kluger, P.C.
23 Vreeland Road, Suite 220
Florham Park, NJ 07932

Greenville Supply company
2120 Washington St.
Greenville, TX 75401

Walker Jamar Co.
Richard J. Leighton
Johnson, Killen & Seiler, PA
800 Wells Fargo Center
230 West Superior Street
Duluth, MN 55802




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