**UNITED STATES BANKRUPTCY COURT**
**DISTRICT OF CONNECTICUT**
**BRIDGEPORT DIVISION**

| | | |
|---|---|---|
| In re: | ) | Chapter 11 |
| | ) | |
| | ) | Case No. 5-89-00293 (JAM) |
| RAYTECH CORPORATION, | ) | |
| | ) | |
| Debtor. | ) | |
| | ) | |

**APPLICATION FOR ORDER APPROVING ANNUAL REPORT AND FINANCIAL STATEMENTS AND ACCOUNT OF THE TRUSTEES OF THE RAYTECH CORPORATION ASBESTOS PERSONAL INJURY SETTLEMENT TRUST FOR THE FISCAL YEAR ENDED DECEMBER 31, 2019**

***TO THE HONORABLE JULIE A. MANNING***
***CHIEF UNITED STATES BANKRUPTCY JUDGE***

Richard A. Lippe, Archie R. Dykes, and Stephen C. Halpern, by and through undersigned counsel, as Trustees of the Raytech Corporation Asbestos Personal Injury Settlement Trust (the "**Trust**"), by this application (the "**Application**"), hereby move for an Order approving the Trust's Annual Report and Financial Statements and Account of the Trustees of the Raytech Corporation Asbestos Personal Injury Settlement Trust for the Fiscal Year ended December 31, 2019 ("**Annual Report and Account**"). The Annual Report and Account has been filed contemporaneously with this Application. In support of this Application, the Trustees state as follows:

1. On March 10, 1989, the Raytech Corporation ("**Raytech**") filed a voluntary petition for reorganization under Chapter 11 of Title 11 of the United States Code.

2. On August 31, 2000, with the consent of the official Committee of Unsecured Creditors (the "**Committee**") and the Legal Representative for Future Claimants (the "**Legal**

**Representative**"), this Court confirmed the Raytech Corporation's Second Amended Plan of Reorganization, as modified July 21, 2000 (the "**Plan**"). An order confirming the Plan was also entered by the District Court of Connecticut on September 21, 2000 in *In re Raytech Corporation*, Case No. 00-MC-433.

3. Capitalized terms used in this Application and not otherwise defined herein have the meanings set forth in the Plan and the First Amended Disclosure Statement with respect thereto, dated May 11, 2000 (the "**Disclosure Statement**").

4. On April 18, 2001, the Plan became effective (the "**Effective Date**") by signature of the Raytech Corporation Asbestos Personal Injury Settlement Trust Agreement (the "**Trust Agreement**"), and the transfer and assignment to the Trust of the Trust Assets in accordance with the Plan.

5. The Court has jurisdiction over this Application pursuant to Section 9.1 of the Plan.

6. Section 2.2(c)(i) of the Trust Agreement requires the Trustees to timely account to the Bankruptcy Court by causing an annual report containing audited financial statements to be prepared and filed with the Court within 120 days following the end of each fiscal year.

7. Trust accountings are a routine feature of trust administration under trust law. Trust accountings keep the beneficiaries of the trust reasonably informed about the trust and its administration, and afford beneficiaries the opportunity to object to the management of the trust property. They also discourage litigation by enabling trustees to obtain court review of trustees' actions detailed in the account.

8. The requirement of an annual accounting is a feature of other major trusts established in Chapter 11 proceedings involving manufacturers of asbestos products. Among



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those asbestos trusts that have annual accounting provisions in their trust agreements are the following: (a) both the Manville Personal Injury Settlement Trust and the Manville Property Damage Settlement Trust established in *In re Johns-Manville Corporation*, Case Nos. 82 B 11656 (BRL) – 82 B 11676 (BRL) (Bankr. S.D.N.Y.); (b) the Celotex Asbestos Settlement Trust established in *In re The Celotex Corporation, et al.,* Consolidated Case Nos. 90-10016-8B1 & 90-10018-8B1 (Bankr. M.D. Fla.); (c) the Keene Creditors Trust established in *In re Keene Corporation*, Civil Action No. 96 CV 3492 (MBM), Chapter 11 Case No. 93 B 46090 (SMB) (Bankr. S.D.N.Y.); (d) the Forty-Eight Insulations Qualified Settlement Trust established in *In re Forty-Eight Insulations, Inc.* (Bankr. N.D. Ill.); and (e) the Eagle-Picher Industries, Inc. Personal Injury Settlement Trust established in *In re Eagle-Picher Industries, Inc.*, No. 1-91-00100 (Bankr. S.D. Ohio.). Copies of the trust agreements of the aforementioned trusts can be provided to the Court upon request.

9. Together with this Application, the Trustees have filed the Annual Report and Account.

10. A copy of this Application, the Annual Report and Account, and the proposed order accompanying this Application, will be served on the members of the Trustees Advisory Committee and the Legal Representative. Reorganized Raytech will no longer be served since the dissolution of the corporation was completed in 2018. In addition, a notice of contested matter response date, together with the Application and proposed order will be served upon the service list presently utilized in the Raytech bankruptcy case as well as on all persons, or counsel for persons, known to be potential claimants against the Trust by first-class mail, postage pre-paid to the same service list used for the service of the Plan and the Plan approval materials, and as will be evidenced by appropriate certifications to be filed with this Court. Any responses to



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the Application must be received by May 19, 2020. **Should no responses be received by the Trust or this Court by the response deadline, the Trustees respectfully request that no hearing be held, and pursuant to the Trust Agreement and in order to facilitate the operation of the Trust, the Court enter the Order attached as Exhibit A judicially settling, approving, and allowing the Annual Report and Account, and discharging the Trustees.**

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

Dated: April 28, 2020
Cincinnati, Ohio

Respectfully submitted,

/s/ Brian P. Muething

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9957890.1



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**UNITED STATES BANKRUPTCY COURT**
**DISTRICT OF CONNECTICUT**
**BRIDGEPORT DIVISION**

| | | |
|---|---|---|
| In re: | ) | Chapter 11 |
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| | ) | Case No. 5-89-00293 (JAM) |
| RAYTECH CORPORATION, | ) | |
| | ) | |
| Debtor. | ) | |
| | ) | |

**ORDER APPROVING APPLICATION FOR APPROVAL OF THE ANNUAL REPORT AND FINANCIAL STATEMENTS AND ACCOUNT OF THE TRUSTEES OF THE RAYTECH CORPORATION ASBESTOS PERSONAL INJURY SETTLEMENT TRUST FOR THE FISCAL YEAR ENDED DECEMBER 31, 2019**

Upon consideration of the Application (the "**Application**"), dated April 28, 2020, for an Order Approving Annual Report and Financial Statements and Account of the Trustees of the Raytech Corporation Asbestos Personal Injury Settlement Trust (the "**Trust**") for the Fiscal Year Ended December 31, 2019 (the "**Annual Report**"), and the Court finding that the Trustees provided proper notice of the Application by (i) serving, pursuant to Section 2.2(c)(i) of the Trust Agreement, a copy of the Application, the Annual Report, and this Order on the members of the Trust Advisory Committee and the Legal Representative (ii) serving a notice of contested matter response date together with the Application and proposed order upon those parties listed on the 2003 list in the Raytech bankruptcy case, and (iii) serving a notice of contested matter response date together with the Application and proposed order upon all persons, or counsel for persons, known to be potential claimants against the Trust by first-class mail, postage pre-paid, to the same service list used for the service of the Plan and the Plan approval materials, with all such service evidenced by the filing of proper certifications with this Court. No responses being

received by this Court by May 19, 2020, and after due deliberation and sufficient cause appearing therefore, it is hereby

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

**ORDERED**, that the Annual Report is judicially settled, approved, and allowed as filed; and it is further

**ORDERED**, that the Trustees are hereby released and discharged from any and all further liability or responsibility as to all matters encompassed in the Annual Report or in this Order.

Dated:_____

_____
Julie A. Manning
Chief United States Bankruptcy Judge

9957999.1



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**UNITED STATES BANKRUPTCY COURT**
**DISTRICT OF CONNECTICUT**
**BRIDGEPORT DIVISION**

| | | |
|---|---|---|
| In re: | ) | Chapter 11 |
| | ) | |
| RAYTECH CORPORATION, | ) | Case No. 5-89-00293 (AST) |
| | ) | |
| Debtor. | ) | |

**NOTICE OF CONTESTED MATTER RESPONSE DATE**

Richard A. Lippe, Archie R. Dykes, and Stephen C. Halpern, as Trustees of the Raytech Corporation Asbestos Personal Injury Settlement Trust (the "Movant") has filed an Application for Order Approving Annual Report and Financial Statements and Account of the Trustees of the Raytech Corporation Asbestos Personal Injury Settlement Trust for the Fiscal Year Ended December 31, 2019, (the "Contested Matter") with the United States Bankruptcy Court for the District of Connecticut. Notice is hereby given that any response to the Contested Matter must be filed with the Court no later than May 19, 2020, in accordance with Federal Rules of Bankruptcy Procedure 2002(a) and 9014]*. In the absence of a timely filed response, the proposed order in the Contested Matter ***may*** enter without further notice and hearing, *see*, 11 U.S.C. § 102(1).

Dated: April 28, 2020

/s/ Brian P. Muething

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Attorneys for the Trustees of the
Raytech Asbestos Personal Injury Settlement Trust

*Pursuant to Federal Rule of Bankruptcy Procedure 9006(f), if service is made by mail, three days are added after the response date set in this notice.

**UNITED STATES BANKRUPTCY COURT**
**DISTRICT OF CONNECTICUT**
**BRIDGEPORT DIVISION**

| | | |
|---|---|---|
| In re | ) | Chapter 11 |
| | ) | |
| | ) | Case No. 5-89-00293 (AST) |
| RAYTECH CORPORATION, | ) | |
| | ) | |
| Debtor. | ) | |
| | ) | |

## CERTIFICATE OF SERVICE

In accordance with the applicable provisions of the Federal Rules of Bankruptcy Procedure, 2002 and 7004, the undersigned certifies that on April 28, 2020, the following documents were served on the U.S. Trustee and all appearing parties via the court's electronic filing system and by first class mail on the parties listed below.

1. **Documents Served:**

   Application for Order Approving Annual Report and Financial Statements and Account of the Trustees of the Raytech Corporation Asbestos Personal Injury Settlement Trust for the Fiscal Year Ended December 31, 2019

   Proposed Order

   Notice of Contested Matter Response Date

   Annual Report and Financial Statements and Account of the Trustees of the Raytech Corporation Asbestos Personal Injury Settlement Trust for the Fiscal Year Ended December 31, 2019

   Exhibit 1 – 2019 Claims Summary

   Exhibit 2 – 2019 Financial Statements

2. **Parties Served Via First Class Mail:**

   All parties listed on Schedule A attached hereto

   All parties listed on Schedule B attached hereto

   All parties listed on Schedule C attached hereto

Dated: April 28, 2020
Cincinnati, Ohio

/s/ Brian P. Muething
Brian P. Muething

4373000.11

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*In the past, if service was returned as undeliverable and no new or forwarding address could be determined, no further service was attempted.
**2015 service to Lane & Gossett, PC was returned as undeliverable and unable to forward. Upon further inquiry, it was determined that Lane & Gossett, PC was no longer in business and to forward future service to Mr. Darrell Gossett; Attorney at Law; P.O. Box 1873; Brunswick, GA 31521 (912) 261-1600 cdg-law@bellsouth.net.



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Published by AsbestosClaims.Law
**asbestosclaims.law/library/14090/29**

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**UNITED STATES BANKRUPTCY COURT**
**DISTRICT OF CONNECTICUT**
**BRIDGEPORT DIVISION**

| | | |
|---|---|---|
| In re: | ) | Chapter 11 |
| | ) | |
| | ) | Case No. 5-89-00293 (JAM) |
| RAYTECH CORPORATION, | ) | |
| | ) | |
| Debtor. | ) | |
| | ) | |

**ANNUAL REPORT AND FINANCIAL STATEMENTS AND ACCOUNT OF THE TRUSTEES OF THE RAYTECH CORPORATION ASBESTOS PERSONAL INJURY SETTLEMENT TRUST FOR THE FISCAL YEAR ENDED DECEMBER 31, 2019**

***TO THE HONORABLE JULIE A. MANNING***
***CHIEF UNITED STATES BANKRUPTCY JUDGE***

Richard A. Lippe, Archie R. Dykes, and Stephen C. Halpern, as Trustees of the Raytech Corporation Asbestos Personal Injury Settlement Trust (the "**Trust**"), submit this Annual Report and the attached Financial Statements and Account for the fiscal year ended December 31, 2019 (the "**Annual Report**").

The Annual Report and Financial Statements and Account are filed in compliance with Section 2.2 of the Raytech Corporation Second Amended and Restated Asbestos Personal Injury Trust Agreement (the "**Trust Agreement**"). All capitalized terms not otherwise defined herein shall have their respective meanings as set forth in Raytech Corporation's Second Amended Plan of Reorganization, as modified July 21, 2000 (the "**Plan**"), together with the First Amended Disclosure Statement with respect thereto, dated May 11, 2000 (the "**Disclosure Statement**").

Section 2.2(c) of the Trust Agreement states:

> The Trustees shall timely account to the Bankruptcy Court as follows:

> (i) The Trustees shall cause to be prepared and filed with the Bankruptcy Court, as soon as available, and in any event within one hundred and twenty (120) days following the end of the fiscal year, an annual report containing financial statements of the PI Trust (including, without limitation, a statement of operations for such fiscal year) audited by a firm of independent certified public accountants selected by the Trustees and accompanied by an opinion of such firm as to the fairness of the financial statements' presentation of the cash and investments available for the payment of claims and as to the conformity of the financial statements with generally accepted accounting principles. The Trustees shall provide a copy of such report to the TAC, the Legal Representative, and Reorganized Raytech when such reports are filed with the Bankruptcy Court.
>
> (ii) Simultaneously with delivery of each set of financial statements referred to in Article 2.2(c)(i) above, the Trustees shall cause to be prepared and filed with the Bankruptcy Court a report containing a summary regarding the number and type of claims disposed of during the period covered by the financial statements. . . .

The purpose of this Annual Report is to report on and provide the basis for the Court's discharge from liability of the Trustees with respect to the actions taken and obligations undertaken on behalf of the Trust by its Trustees during the period from January 1, 2019 through December 31, 2019 (the "**Reporting Period**").

## I. Meetings

In 2019, the Trustees held formal meetings on January 24, April 24, August 8, and October 28. The meetings were attended by the Legal Representative for future claimants (the "**Legal Representative**") and one or more representatives of the Trust Advisory Committee (the "**TAC**"). Also in attendance were Stanley J. Levy, advisor to the Trust, Joseph J. Raygada, the Trust's Executive Administrator, and Trust counsel. Other Trust advisors attended the meetings telephonically. These meetings customarily include an overview of the status of claims processing and other claims-related issues in addition to a review of the Trust's financial statements prepared by Mr. Raygada. The Trustees, often with the participation of the TAC and



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Legal Representative, frequently convened by conference call with Citi Private Bank ("**Citi**") in asset management meetings in order to closely monitor the performance of the Trust's investment portfolio and to review the asset allocation within the portfolio. Citi, which has served as investment manager for the Trust for many years, also attended the formal meetings of the Trust for in-person presentations on investment strategies. Together and individually, the Trustees devoted considerable time to Trust matters outside of formal meetings.

## II. Raytech Corporation

Raytech Corporation is wholly owned by the Trust. The Raytech businesses were sold and, after payments to creditors, the sale proceeds were distributed to the Trust. During the Reporting Period, Trustees Lippe and Dykes and Stanley J. Levy continued to serve as members of the Raytech Corporation Board of Directors.

As previously reported, the subsidiaries of Raytech Corporation entered into a series of merger agreements to simplify their capital structure. On March 15, 2010, Raytech Systems II, Inc. merged with and into Raytech Powertrain II, Inc., and Raytech Products Company II, Inc. merged with and into Raytech Composites. Then, on March 20, 2010, Raytech Powertrain II, Inc. merged with and into Raytech Corporation. Finally, Raytech Holding Company, LLC was dissolved on March 21, 2010. There are two remaining subsidiaries of Raytech Corporation: Raytech Composites, a Delaware corporation, and Raybestos Automotive Components Company, a Michigan corporation.

In 2015, the Trustees unanimously approved a motion to formally dissolve the Raytech Corporation. A Certificate of Dissolution was filed with the Delaware Secretary of State on October 22, 2015. Following the three-year wind-down period required by Delaware law, the dissolution was completed and the remaining assets of the Corporation were distributed to the



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Trust pursuant to a Plan of Distribution executed on November 1, 2018. The dissolution of Raytech Corporation will have no impact on the Trust going forward, nor on these proceedings.

## III. Asset Management

As noted above, Citi managed an investment portfolio for the Trust throughout the Reporting Period and regularly advised the Trustees on the portfolio's asset allocation and performance. The Trust realized an 8.22% return, net of fees, on its investment portfolio in 2019. During the Reporting Period, after consulting with Citi and after discussion with the TAC, the Trust made an investment in RIEF, an alternative hedge fund investment, in order to provide further diversification to the portfolio.

At the end of the Reporting Period, the asset allocation for the Trust's investment portfolio was 1.84% in cash and invested cash, 53.80% in fixed income, 16.50% in equities, 23.96% in protected variable annuities; and 3.90% in alternative investments. Throughout the Reporting Period, the Trustees continued to monitor the Trust's investment provisions and asset allocation, including with respect to its fixed income, principal protected variable annuity investments, and hedge fund investment.

## IV. Trust Administration

Mr. Joe Raygada serves as Executive Administrator of the Trust; Mr. Andrew Oh serves as its Director of Claims.

Trustees Lippe and Halpern, with the consent of the TAC, approved the renewal of the five-year term of Trustee Dykes effective April 18, 2019.

As previously reported, over the past several years, the Trustees sought ways to reduce the operating costs of the Trust without compromising its overall operations. These efforts include alternative fee arrangements with certain trust professionals and the renegotiation of Citi's investment advisory fees. In addition, the Trustees renegotiated the agreement with the



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Trust's claims processing facility, Claims Processing Facility, Inc. ("**CPF**"), resulting in a five-year contract renewal effective January 1, 2017 that included a reduction of the claims processing fees charged to the Trust. As a result of the Trustees' efforts, the Trust will continue to benefit from significant savings in operating costs going forward.

## V. Status of Processing and Payment of Claims

The Trustees entered into a formal agreement on August 31, 2009 with CPF for the processing of claims. The Trust began accepting and processing claims on January 15, 2010.

During the Reporting Period, the Trust received 3,668 claim filings and paid 1,621 claims in the total aggregate amount of $1,346,498. Attached at Exhibit 1 is a summary of the Trust's personal injury claims filings and payments made since the Trust first began receiving personal injury claims.

## VI. The Pro-Rata Percentage

Throughout the Reporting Period, the Trustees continued to utilize the professional services of Mr. Oh and his firm, Ankura Consulting Group LLC ("**Ankura**"), for matters relating to the estimation of claims liabilities, future claims forecasting, and oversight of claims processing in accordance with the Trust Distribution Procedures ("**TDP**"). As previously reported, in accordance with the TDP requirement that the Trustees reconsider the determination of the Pro-rata Percentage no less frequently than once every three years, Ankura prepared a Pro-rata reconsideration report in 2017. Following review and feedback of this report from the Trustees, TAC, and Legal Representative, Ankura recommended the Pro-rata Percentage be increased from 0.84% to 0.92%. The Trustees, with the consent of the TAC and Legal Representative, approved this increase effective February 1, 2018. Throughout the Reporting Period, Mr. Oh continued to monitor and advise the Trustees as to trends affecting the Pro-rata



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Percentage, but no additional adjustments were recommended. The Trust will conduct its three-year reconsideration of the Pro-rata Percentage during 2020.

## VII. Trust Transactions

Pursuant to Section 2.1(c)(xx) of the Trust Agreement, the Trustees have the power to allow transactions between the Trust and Trustees or other affiliated entities under certain circumstances:

> [T]he Trustees shall have the power to . . .
>
> (xx) enter into any contract or otherwise engage in any transaction with any Trustee or any Entity affiliated with any Trustee, provided, however, (1) that such contract or such transaction is approved by the unanimous vote of the Trustees voting thereon, it being understood that to the extent permitted by law the usual rules prohibiting fiduciaries from dealing with themselves as individuals or from dealing with respect to any manner in which they have a personal interest shall not apply to the Trustees, and (2) that any contract or transaction entered into pursuant to this paragraph (xx) shall be disclosed in the report to the Bankruptcy Court described in Section 2.2(c)(i).

The Trust regularly discloses any amounts paid to Trustees or any related person or entity. The fees and expenses paid to the Trustees, TAC, and Legal Representative during the Reporting Period can be found at page 17 of the Raytech Corporation Asbestos Personal Injury Settlement PI Trust's Special-Purpose Financial Statements and Other Financial Information as of December 31, 2019 and 2018 (the "**Audited Financial Statements**"). Also, during the Reporting Period, the law firm of Meltzer, Lippe, Goldstein & Breitstone, LLP, of which Trustee Richard Lippe is affiliated, performed certain legal services on behalf of the Trust. The Trust paid the firm $260 in 2019 for legal services and expenses. In addition, the Trust paid the firm $5,040 for rent and $11,183 for secretarial services.



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## VIII. Financial

The Audited Financial Statements prepared by the firm of Raphael Goldberg Nikpour Cohen & Sullivan CPA's, PLLC are attached to this report as Exhibit 2. Section 2.2(c)(i) of the Trust Agreement, set forth above, requires the Trustees to file with their Annual Report financial statements audited by a firm of independent accountants selected by the Trustees.

## IX. Future of Trust

As previously reported, in response to a question posed by the Court during the June 19, 2018 hearing on the Trust's 2017 annual report, this Section regarding the future of the Trust was added to last year's report. Section 7.2 of the Trust Agreement provides that the Trust shall terminate ninety (90) days after the first to occur of certain specified events, including (i) if the continued administration of the Trust is uneconomic or inimical to the claimants' best interests or (ii) if the Trust receives no new claim filings for twelve (12) consecutive months.[1]

Based on the most recent actuarial analysis prepared by the Trust's forecasting expert in connection with the Pro-rata Percentage review, the Trust is projected to continue to receive new claim filings through 2049. However, the Trust will likely terminate well before such date when the Trustees, TAC, and Legal Representative determine that the Trust's net operating costs and available assets relative to the aggregate claims being paid do not warrant the continued operation of the Trust. The timing of this decision will be affected by a number of factors

[1] Sec. 7.2(a) of the Trust Agreement specifically states as follows: "The PI Trust shall automatically terminate on the date (the "Termination Date") ninety (90) days after the first to occur of the following events: (i) the Trustees decide to terminate the PI Trust because (A) they deem it unlikely that new asbestos claims will be filed against the PI Trust, (B) all PI Trust Claims duly filed with the PI Trust have been liquidated and paid to the extent provided in this PI Trust Agreement and the Procedures or disallowed by a final, non-appealable order, to the extent possible based upon the funds available through the Plans, and (C) twelve (12) consecutive months have elapsed during which no new asbestos claim has been filed with the PI Trust; or (ii) if the Trustees have procured and have in place irrevocable insurance policies and have established claims handling agreements and other necessary arrangements with suitable third parties adequate to discharge all expected remaining obligations and expenses of the PI Trust in a manner consistent with this PI Trust Agreement and the Procedures, the date on which the Bankruptcy Court enters an order approving such insurance and other arrangements and such order becomes a final order; (iii) if in the judgment of the Trustees concerned and by the TAC and the Legal Representative, the continued administration of the Trust is uneconomic or inimical to the best interests of the persons holding Asbestos Related Claims and Demands and the Trustees have obtained an order of the Court that the termination of the Trust will not expose or subject Reorganized Raytech or any successor in interest to any increased or undue risk of having any Asbestos Related Claims and Demands asserted against it or them or in any way jeopardize the validity or enforceability of the Permanent Channeling Injunction; or (iv) to the extent that any rule against perpetuities shall be deemed applicable to the PI Trust, twenty-one (21) years less ninety-one (91) days pass after the death of the last survivor of all of the descendants of Joseph P. Kennedy, Sr., of Massachusetts living on the date hereof."



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including the accuracy of the claims projections made from time-to-time by the Trust's forecasting expert, the ability of the Trust to reduce its operating costs and the returns being generated by the Trust on its assets.

It is currently anticipated that the Trust will continue to operate for the foreseeable future. The Trust fully respects its responsibility to advise the Court well in advance of the occurrence of any anticipated termination event.

Dated: April 28, 2020

Respectfully submitted,

/s/ Richard A. Lippe
Richard A. Lippe, Managing Trustee, on behalf of himself, Archie R. Dykes, Trustee, and Stephen C. Halpern, Trustee

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# Exhibit 1

CUMULATIVE CLAIMS RECEIVED

As of 12/31/19

| Disease | 2010 | 2011 | 2012 | 2013 | 2014 | 2015 | 2016 | 2017 | 2018 | 2019 |
|---|---|---|---|---|---|---|---|---|---|---|
| Mesothelioma | 11,312 | 22,903 | 24,370 | 25,514 | 26,562 | 27,753 | 28,861 | 29,930 | 31,156 | 32,405 |
| Lung Cancer | 16,098 | 50,543 | 53,418 | 55,181 | 57,660 | 59,078 | 60,066 | 61,606 | 63,355 | 65,019 |
| Other Cancer | 6,713 | 12,301 | 13,022 | 13,368 | 13,705 | 13,973 | 14,210 | 14,474 | 14,897 | 15,292 |
| Severe Asbestosis | 8,997 | 14,046 | 14,540 | 14,666 | 14,874 | 15,025 | 15,161 | 15,309 | 15,500 | 15,601 |
| Non-Asbestos Related | 6,665 | 11,413 | 12,081 | 12,537 | 12,934 | 13,304 | 13,780 | 14,049 | 14,811 | 15,090 |
| Cumulative | 49,785 | 111,206 | 117,431 | 121,266 | 125,735 | 129,133 | 132,078 | 135,368 | 139,719 | 143,407 |
| Annual | 49,785 | 61,421 | 6,225 | 3,835 | 4,469 | 3,398 | 2,945 | 3,290 | 4,351 | 3,688 |

*TABLE NOTES:*

- *Disease designations can change over time as claims are evaluated.*

CUMULATIVE REVIEW / PROCESSING STATUS
As of 12/31/19

| Disease | Intake Deficient | Backlog | Withdrawn | Disputed | Pending Approval | Approved | Paid | Total |
|---|---|---|---|---|---|---|---|---|
| Mesothelioma | 224 | 7 | 14,301 | 50 | 11 | 98 | 17,714 | 32,405 |
| Lung Cancer | 597 | 11 | 44,631 | 190 | 294 | 135 | 19,161 | 65,019 |
| Other Cancer | 48 | 8 | 8,524 | 80 | 108 | 83 | 6,441 | 15,292 |
| Severe Asbestosis | 43 | 1 | 13,903 | 6 | 3 | 4 | 1,641 | 15,601 |
| Non-Asbestos Related | 24 | - | 14,927 | 139 | - | - | - | 15,090 |
| Total | 936 | 27 | 96,286 | 465 | 416 | 320 | 44,957 | 143,407 |

*TABLE NOTES:*

- *Intake Deficient Claims: Claims that are missing information from the claim form necessary to process the claim. The claimants have been notified of the deficiencies.*
- *Backlog Claims: Deferred claims and claims that have no Intake Deficiencies but have not yet been reviewed.*
- *Withdrawn Claims: Claims withdrawn by the claimant.*
- *Disputed Claims: Claims that have been disallowed by the Trust due to insufficient proof of alleged injury and/or exposure to Keene asbestos-containing products, for which determination the claimant currently disputes. These claims may be allowed if additional documentation is provided in support of the claim.*
- *Pending Approval: Claims reviewed and awaiting final approval.*
- *Approved: Claims approved for payment but not yet paid.*
- *Claims Paid: Claims that have had a check issued.*

CUMULATIVE CLAIMS PAID / DOLLARS PAID
As of 12/31/19

| | 2010 | | 2011 | | 2012 | | 2013 | |
|---|---|---|---|---|---|---|---|---|
| Disease | Claims Paid | Dollars Paid | Claims Paid | Dollars Paid | Claims Paid | Dollars Paid | Claims Paid | Dollars Paid |
| Mesothelioma | 787 | $1,967,500 | 1,094 | $2,735,000 | 6,449 | $6,814,950 | 3,639 | $3,826,750 |
| Lung Cancer | 533 | $439,192 | 672 | $553,728 | 7,291 | $2,533,680 | 4,854 | $1,679,962 |
| Other Cancer | 219 | $94,170 | 220 | $94,600 | 2,679 | $487,638 | 1,696 | $306,976 |
| Severe Asbestosis | 23 | $18,952 | 52 | $42,848 | 675 | $234,028 | 358 | $123,868 |
| Non-Asbestos Related | 0 | - | 0 | - | 0 | - | 0 | - |
| Cumulative | 1,562 | $2,519,814 | 3,600 | $5,945,990 | 20,694 | $16,016,286 | 31,241 | $21,953,842 |
| Annual | 1,562 | $2,519,814 | 2,038 | $3,426,176 | 17,094 | $10,070,296 | 10,547 | $5,937,556 |

| | 2014 | | 2015 | | 2016 | | 2017 | |
|---|---|---|---|---|---|---|---|---|
| Disease | Claims Paid | Dollars Paid | Claims Paid | Dollars Paid | Claims Paid | Dollars Paid | Claims Paid | Dollars Paid |
| Mesothelioma | 1,639 | $1,720,950 | 1,035 | $1,168,443 | 764 | $868,322 | 710 | $807,270 |
| Lung Cancer | 2,442 | $844,932 | 989 | $367,803 | 608 | $227,308 | 525 | $196,875 |
| Other Cancer | 687 | $124,347 | 260 | $50,555 | 174 | $34,089 | 135 | $26,460 |
| Severe Asbestosis | 197 | $68,162 | 107 | $39,922 | 52 | $19,500 | 66 | $24,750 |
| Non-Asbestos Related | 0 | - | 0 | - | 0 | - | 0 | - |
| Cumulative | 36,206 | $24,712,233 | 38,597 | $26,338,956 | 40,195 | $27,488,175 | 41,631 | $28,543,530 |
| Annual | 4,965 | $2,758,391 | 2,391 | $1,626,723 | 1,598 | $1,149,219 | 1,436 | $1,055,355 |

| | 2018 | | 2019 | |
|---|---|---|---|---|
| Disease | Claims Paid | Dollars Paid | Claims Paid | Dollars Paid |
| Mesothelioma | 682 | $883,780 | 761 | $1,012,130 |
| Lung Cancer | 509 | $216,380 | 618 | $269,963 |
| Other Cancer | 132 | $29,436 | 199 | $45,571 |
| Severe Asbestosis | 60 | $25,363 | 43 | $18,834 |
| Non-Asbestos Related | 0 | - | 0 | - |
| Cumulative | 43,014 | $29,698,489 | 44,635 | $31,044,987 |
| Annual | 1,383 | $1,154,959 | 1,621 | $1,346,498 |

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# Exhibit 2

# Raytech Corporation Asbestos Personal Injury Settlement Trust

## Special-Purpose Financial Statements And Other Financial Information

December 31, 2019 and 2018


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Raytech Corporation Asbestos Personal Injury Settlement Trust
Special-Purpose Financial Statements
And Other Financial Information

December 31, 2019 and 2018

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RGNC&S RAPHAEL GOLDBERG NIKPOUR COHEN SULLIVAN
CERTIFIED PUBLIC ACCOUNTANTS PLLC

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Mark Raphael, CPA
Floria Samii-Nikpour, CPA
Allan B. Cohen, CPA
Michael R. Sullivan, CPA

Anita C. Jacobsen, CPA

Founding Partner:
Melvin Goldberg, CPA

Independent Auditors' Report

The Trustees
Raytech Corporation Asbestos Personal Injury Settlement Trust

We have audited the accompanying special-purpose financial statements of Raytech Corporation Asbestos Personal Injury Settlement Trust, which comprise the special-purpose statements of net claimants' equity as of December 31, 2019 and 2018, and the related special-purpose statements of changes in net claimants' equity and comprehensive income (loss) for the years then ended, and the related notes to the financial statements.

**Trustees' Responsibility for the Financial Statements**

The Trustees are responsible for the preparation and fair presentation of the financial statements in accordance with the requirements of Section 2.2 of the Trust Agreement dated April 18, 2001, as discussed in Note 2. The Trustees are also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

**Auditors' Responsibility**

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

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the 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 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 special-purpose financial statements referred to above present fairly, in all material respects, the net claimants' equity of Raytech Corporation Asbestos Personal Injury Settlement Trust as of December 31, 2019 and 2018, and its changes in net claimants' equity and comprehensive income (loss) for the years then ended, on the basis of accounting described in Note 2.

**Basis of Accounting**

We draw attention to Note 2 of the special-purpose financial statements, which describes the basis of accounting. The special-purpose financial statements are prepared for the purpose of complying with Section 2.2 of the Trust Agreement dated April 18, 2001, as discussed in Note 2, which is a basis of accounting other than accounting principles generally accepted in the United States of America, to comply with the financial reporting provisions of the agreement referred to above. Our opinion is not modified with respect to this matter.

**Restriction on Use**

This report is intended solely for the information and use of the Trustees of Raytech Corporation Asbestos Personal Injury Settlement Trust, beneficiaries of the Trust, and the United States Bankruptcy Court for the District of Connecticut and is not intended to be and should not be used by anyone other than these specified parties.

Raphael Goldberg Nickpour Cohen & Sullivan CPA's PLLC

Woodbury, New York
March 30, 2020

RAYTECH CORPORATION ASBESTOS PERSONAL INJURY SETTLEMENT TRUST
SPECIAL-PURPOSE STATEMENTS OF NET CLAIMANTS' EQUITY
DECEMBER 31, 2019 AND 2018

| | 2019 | 2018 |
|---|---|---|
| **Assets** | | |
| Cash and cash equivalents | $ 3,965 | $ 203,014 |
| Invested cash | 495,465 | 537,532 |
| Investments - securities | 26,667,466 | 25,612,954 |
| Cash and investments | 27,166,896 | 26,353,500 |
| Prepaid insurance | 17,416 | 17,896 |
| Total Assets | $ 27,184,312 | $ 26,371,396 |
| **Liabilities and Net Claimants' Equity** | | |
| Liabilities | | |
| Due to Citibank - unsettled trades | $ 0 | $ 1,576 |
| Net Claimant's Equity | | |
| Claimants' Equity | 24,613,403 | 24,538,423 |
| Accumulated Other Comprehensive Income | 2,570,909 | 1,831,397 |
| Total Net Claimants Equity | 27,184,312 | 26,369,820 |
| Total Liabilities and Net Claimants' Equity | $ 27,184,312 | $ 26,371,396 |

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



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RAYTECH CORPORATION ASBESTOS PERSONAL INJURY SETTLEMENT TRUST
SPECIAL-PURPOSE STATEMENTS OF
CHANGES IN NET CLAIMANTS' EQUITY AND COMPREHENSIVE INCOME (LOSS)
YEARS ENDED DECEMBER 31, 2019 AND 2018

| | 2019 | 2018 |
|---|---|---|
| Additions: | | |
| Investment income | $ 538,800 | $ 513,086 |
| Realized gain on sale of investments | 1,733,603 | 346,169 |
| Realized loss on sale of investments | (33,895) | (171,482) |
| Amortization of premium on bonds | (111,818) | (138,834) |
| Total Additions | 2,126,690 | 548,939 |
| Deductions: | | |
| General and administrative expenses | 439,772 | 397,757 |
| Claims processing and related expenses | 120,732 | 129,711 |
| Investment advisory and manager fees | 89,951 | 104,637 |
| Legal expenses | 41,160 | 85,878 |
| Auditing and accounting fees and expenses | 39,750 | 41,000 |
| Total Deductions | 731,365 | 758,983 |
| Net increase (decrease) | 1,395,325 | (210,044) |
| Cash receipt - class action suit partial settlements | 25,782 | 16,259 |
| Cash receipt - increase in valuation due to final distribution from Raytech Corp. | 0 | 20,911 |
| Claims payments | (1,346,127) | (1,147,451) |
| Net increase (decrease) in net claimants' equity | 74,980 | (1,320,325) |
| Other Comprehensive Income (Loss): | | |
| Unrealized gain (loss) on investments | 739,512 | (1,299,541) |
| Comprehensive Income (Loss) | 814,492 | (2,619,866) |
| Net claimants' equity at beginning of year | 26,369,820 | 28,989,686 |
| Net claimants' equity at end of year | $ 27,184,312 | $ 26,369,820 |

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



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RAYTECH CORPORATION ASBESTOS PERSONAL INJURY SETTLEMENT TRUST
NOTES TO SPECIAL-PURPOSE FINANCIAL STATEMENTS
DECEMBER 31, 2019 and 2018

## Note 1. Description of the Trust

Raytech Corporation, as debtor and debtor in possession (the "Debtor") proposed a Plan of Reorganization which was confirmed on August 31, 2000 (the "Plan") pursuant to the United States Bankruptcy Code, which resulted in the creation of the Raytech Corporation Asbestos Personal Injury Settlement Trust on April 18, 2001 (the "Trust"). The Trust, which is irrevocable, assumed the liabilities of the debtor relating to personal injury and wrongful death attributable to asbestos-containing products. Subject to the requirements of the Trust Agreement, the purpose of the Trust is to use the Trust's assets and income to pay holders of valid asbestos-related claims in accordance with the Trust Agreement and the Raytech Corporation Asbestos Related Personal Injury Claims Resolution and Distribution Procedures (the "Procedures") in such a way that holders of such claims are treated fairly, equitably and reasonably in light of the extremely limited assets available. The Trust received substantially all of the Debtor's existing assets with the exception of 17.65% of the common stock and outstanding options of the reorganized Debtor, of which 7.65% was distributed to the Government Claimants and 10% continued to be held by the existing holders of the Debtor (Note 6). The reorganized Debtor, Raytech Corporation, is referred to hereinafter as Raytech.

Pursuant to the Plan, the Debtor transferred the following assets to the Trust on April 18, 2001:

| | |
|---|---|
| Cash | $ 1,966,509 |
| 34,758,032 shares of Raytech Common stock, $1 par value, representing 82.35% of company's equity and outstanding options | 130,000,000 |
| Tax Refund Assignment (Note 9) | |
| | $ 131,966,509 |

## Note 2. Summary of Significant Accounting Policies

This summary of significant accounting policies of the Trust is presented to assist in understanding the Trust's financial statements. The financial statements and notes are representations of the Trustees, who are responsible for the integrity and objectivity of the financial statements. These accounting policies conform to the cash basis of accounting and have been consistently applied in the preparation of the financial statements.

### Basis of Accounting

The accompanying financial statements have been prepared on a cash basis of accounting. Trust funding and income and the related assets are recognized when received rather than when due or earned. Expenses are recognized when paid rather than when obligations are incurred, other than premiums paid for indemnification insurance for the Trustees (see Note 11).

### Cash and Cash Equivalents

All liquid investments with maturities of three months or less at the date of purchase are considered to be cash and cash equivalents.



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**Note 2. Summary of Significant Accounting Policies (continued)**

### Comprehensive Income (Loss)

The Trust accounts for comprehensive income (loss) in accordance with FASB ASC 220, which establishes standards for reporting and display of comprehensive income (loss) and its components in a full set of financial statements. All items recognized under this statement of accounting standards as components of comprehensive income (loss) are required to be disclosed in the financial statements. Comprehensive income (loss) is the total of the net increase (decrease) in net claimants' equity and other comprehensive income (loss) which, for the Trust, is comprised entirely of unrealized gains and losses on investment securities available for sale.

### Accounting for Certain Investments in Debt and Equity Securities (ASC 320)

Under ASC 320 (Investments-Debt and Equity Securities), investments of the Trust are classified as available-for-sale. Available-for-sale securities are carried at fair value, with unrealized gains and losses reported as a separate component of the accompanying statements of changes in claimants' equity. The amortized cost of debt securities in this category is adjusted for amortization of premiums and accretion of discounts to maturity.

The cost of securities sold is based on the specific identification method. Interest and dividends on securities classified as available-for-sale are included in investment income.

### Tax Status

The Trust is subject to federal income tax under Internal Revenue Section 468B and files a U.S. Income Tax Return for Settlement Funds, Form 1120-SF. The Trust is exempt from any state tax.

### Fair Value Measurements

Financial Accounting Standards Board (FASB) Accounting Standards Codification (ASC) 820, Fair Value Measurements and Disclosures (formerly FASB Statement 157, Fair Value Measurements) establishes a framework for measuring fair value and expands disclosures about fair value measurements. ASC 820 establishes a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value into three broad levels explained below:

**Level 1** – Fair value measurements based on quoted prices in active markets for identical assets or liabilities that the Trust has access to and are not adjusted. Since measurements are based solely on quoted prices that are readily and regularly available in an active market, valuation of Level 1 instruments does not entail a significant degree of judgment by the Trust.

**Level 2** – Fair value measurements based on inputs that are observable, both directly and indirectly, for instruments in markets that are not active (including those that are "thinly traded") or have restrictions on their resale. Level 2 inputs include quoted prices for similar assets and liabilities that are in active markets, "as if" conversions for constrained instruments, discounts for trading volume constraints and others such as interest rates and yield curves that are obtainable at common intervals.



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**Note 2. Summary of Significant Accounting Policies (continued)**

## Fair Value Measurements (continued)

> **Level 3** – Fair value measurements based on valuation techniques that use significant inputs that are unobservable. Unobservable Level 3 inputs include commonly used pricing models, the Trust's internally developed data and assumptions for valuation methodology and other information used by the Trust to assist in exercising judgment for instruments that fall into this level.

The availability of observable inputs can vary from instrument to instrument and is affected by a wide variety of factors. This includes the type of instrument, whether the instrument is new and not yet established in the marketplace, and other characteristics particular to the transaction. To the extent that valuation is based on models or inputs that are less observable or unobservable in the market, the determination of fair value requires more judgment. Accordingly, the degree of judgment exercised by the Trust in determining fair value is greatest for instruments categorized in Level 3. In certain cases, the inputs used to measure fair value may fall into different levels of the fair value hierarchy. In such cases, the instrument is reported in the lowest level that has a significant input. Even when inputs are not observable, the Trust's own assumptions and methodologies are established to reflect those that market participants would use in pricing the asset or liability at the measurement date. In addition, during periods of market dislocation, the observability of inputs may be reduced for many instruments. This condition could cause an instrument to be reclassified to a lower level within the fair value hierarchy.

Valuation techniques – Equity securities: The Trust values equity securities owned that are readily tradable and are listed on a national securities exchange or reported on the NASDAQ national market at their last sales price as of the last business day of the period.

Valuation techniques – Bonds: The Trust values bonds owned that are readily tradable and listed on the Over the Counter Market at their last sales price as of the last business day of the period.

Valuation techniques – Annuities: The Trust receives monthly statements from the insurance companies reflecting the fair market value of the annuities. The annuities are invested in various funds through the insurance companies' investment portfolio which abides by the Trust's investment policy guidelines.

Valuation techniques – Alternative investments: The Trust values alternative investments (hedge funds) based on the estimated net asset value as of the last business day of the period.

The Trust's net assets recorded at fair value are categorized below based upon a fair value hierarchy in accordance with ASC 820 at December 31, 2019.



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## Note 2. Summary of Significant Accounting Policies (continued)

### Fair Value Measurements (continued)

| Securities Owned | Level 1 | Level 2 | Level 3 | TOTAL |
|---|---|---|---|---|
| US Government Bonds | $ - | $ 3,994,648 | $ - | $ 3,994,648 |
| Municipal Bonds | - | 5,376,950 | - | 5,376,950 |
| Taxable Bonds | - | 5,244,523 | - | 5,244,523 |
| Equities | 4,482,984 | - | - | 4,482,984 |
| Alternative Investment | | - | 1,060,367 | 1,060,367 |
| Annuities | | 6,507,994 | - | 6,507,994 |
| TOTAL: | $ 4,482,984 | $21,124,115 | $ 1,060,367 | $26,667,466 |
| % of Total | 16.8% | 79.2% | 4.0% | 100% |

### Use of Estimates

The preparation of the special-purpose financial statements in conformity with the basis of accounting described above requires the Trust to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the special-purpose financial statements and the reported amounts of revenues and expenses during the reporting period. These estimates are based on the Trustees' best knowledge of current events, historical experience, actions that the Trust may undertake in the future and on various other assumptions that are believed to be reasonable under the circumstances. As a result, actual results could differ from these estimates.

### Uncertain Tax Positions

The Trust has adopted FASB ASC 740-10-25, *Accounting for Uncertainty in Income Taxes.* The Trust is required to recognize, measure, classify, and disclose in the financial statements uncertain tax positions taken or expected to be taken in the Trust's tax returns. Since tax matters are subject to some degree of uncertainty, there can be no assurance that the Trust's tax returns will not be challenged by the taxing authorities and that the Trust will not be subject to additional tax, penalties, and interest as a result of such challenge. Generally, the Trust's 2016 through 2018 federal returns remain open for tax examination.

## Note 3. Concentration of Credit Risk

The Trust maintains its cash in bank deposit accounts which at times may exceed federally insured limits. The Trust has not experienced any losses in such accounts. The federal government, through the Federal Deposit Insurance Corporation (FDIC), insures accounts to a maximum of $250,000. The cash in investment accounts is insured by the Securities Investor Protection Corporation (SIPC) up to $250,000. The Trustees believe the Trust is not exposed to any significant credit risk on cash and cash equivalents. At December 31, 2019 and 2018, the Trust had uninsured cash of $245,465 and $287,532, respectively.



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## Note 4. Investments

The Trustees have established the investment criteria with the advice of the Trustees' Advisory Committee (TAC) representatives and the Future Representative to allow investment allocation per the investment advisor's recommendation. During 2012 and 2010, the Trust invested in variable annuities with three different insurance companies. In 2014, the Trust invested in an additional variable annuity. During 2017, one of the annuities was surrendered resulting in a realized gain of $1,121,665. The proceeds were then used to purchase two annuities. Also, during 2017, one of the annuities was exchanged and replaced with a new annuity, with the same insurance company, in order to lock in the profits under the guaranteed surrender value. During 2019, one of the annuities was surrendered resulting in a realized gain of $76,572. These annuities have specific features which included A+ or better A.M. Best ratings; a hold harmless against principal loss; the right to lock-up any net underlying annual gain based upon dates specified in each of the annuity contracts and no limitation on any increase in the underlying investments. They are also subject to certain withdrawal restrictions and early termination penalties as defined in their respective annuity contracts.

Investments in securities at December 31, 2019, which except for Annuities, were held in custody by Citibank, were as follows:

| | Carrying Value | Market Value |
|---|---|---|
| US Government Bonds | $ 3,966,713 | $ 3,994,648 |
| Municipal Bonds | 5,331,906 | 5,376,950 |
| Taxable Bonds | 5,196,016 | 5,244,523 |
| Equities | 3,851,922 | 4,482,984 |
| Alternative Investment | 980,000 | 1,060,367 |
| Annuities | 4,770,000 | 6,507,994 |
| | $ 24,096,557 | $ 26,667,466 |

At December 31, 2019 and 2018, the market values of all the annuities were greater than any applicable guaranteed base and were used to calculate the change in unrealized gain (loss) at December 31, 2019 and 2018.

Invested cash at December 31, 2019 and 2018 represents money market balances in various Citibank investment accounts.

On April 10, 2013, as agreed to by the Trustees and TAC, Section 3.2 (b) of the Trust Agreement was amended and restated in regards to the credit rating guidelines to be used in the investments of any long-term debt securities. The amendment sets the ratings restrictions to the lowest "investment grade" level of ratings established by the applicable credit ratings agencies: Baa3 or higher by Moody's Investment Service Inc. and BBB- or higher by Standard and Poor's Corporation.

On February 14, 2016, the Trust adopted a new investment policy which covers all prior investment guidelines including the April 10, 2013 amendment and the alternative investments.



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**Note 4. Investments (continued)**

On April 26, 2017, as agreed to by the Trustees and TAC, Section 3.2 (d) of the Trust Agreement was amended and restated in regards to the Trust acquiring or holding preferred stock. The amendment would allow the Trust to acquire or hold either directly or through a fund any preferred stock as long as such preferred stock is issued by a bank or similar institution based in the United States or unless (1) such preferred stock is preferred stock of an asbestos claim processing facility or (2) such preferred stock has been conveyed to the Trust in full or partial consideration for settlement of a lawsuit in which the Trust is a plaintiff. The preferred stock acquired needs to meet the credit rating guidelines per the Creditors Trust Agreement.

On August 8, 2019, as agreed to by the Trustees and TAC, Section 3.2 (j) of the Creditor Trust Agreement was added whereby the Trust may prudently acquire or hold a diversified group of long/short and multi-strategy funds ("Hedge Funds") in order to provide an additional source of investment return that is differentiated from, or less correlated with, the Trust's investments in cash, fixed income and long-only equities. The investments made by any Hedge Fund need not comply with the investment guidelines set forth in Sections 3.2 above and shall not be deemed acquired or held by the Trust for purposes of this Section 3.2. The Trust shall not hold an interest in a particular Hedge Fund to the extent that the aggregate market value of the Trust's interest in such Hedge Fund, subject to the fund's redemption notice and liquidity terms, would exceed 7% of the aggregate market value of the Trust Assets. The Trust shall not hold an interest in Hedge Funds to the extent that the aggregate market value of the Trust's interest in all Hedge Funds, subject to redemption notice and liquidity terms, would exceed 10% of the aggregate market value of the Trust Assets.

The investments for the year 2019 have met all the investment criteria.

**Note 5. Accumulated Other Comprehensive Income**

The following schedule presents the changes in accumulated other comprehensive income for the years ended December 31, 2019 and 2018:

| | 2019 | 2018 |
|---|---|---|
| Beginning Balance at January 1, | $ 1,831,397 | $ 3,130,938 |
| Unrealized gain (loss) on investments | 739,512 | (1,299,541) |
| Ending Balance at December 31, | $ 2,570,909 | $ 1,831,397 |

**Note 6. Valuation of Raytech Corporation Shares**

Pursuant to the Plan, the Debtor transferred to the Trust 34,758,032 common shares of the Reorganized Raytech. At the time of the transfer, a valuation of Raytech was performed by an independent appraiser retained by the Raytech Corporation. The appraisal value of Raytech at the time of transfer was $130,000,000. The Raytech Corporation was listed on the NYSE and traded under the symbol "RAY". During 2002, the Trust sold 173,600 shares for $1,506,337. At December 31, 2006, the Trust owned 34,584,432 shares with a fair market value of $43,576,384.



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**Note 6. Valuation of Raytech Corporation Shares (continued)**

On January 4, 2006, the Trust completed a transaction involving the acquisition of certain assets from the Environmental claimants including 3,228,888 shares of Raytech common stock for $9,457,776 (see Note 9). Upon completion of the acquisition, the Trust owned approximately 90.6% of the issued and outstanding shares of stock of Raytech. Immediately following the completion of the acquisition, the Trust transferred all of the shares of Raytech common stock owned by the Trust to Raytech Acquisition Corp., the Trust wholly owned subsidiary ("Merger Subsidiary"), causing the Merger Subsidiary to own approximately 90.6% of Raytech's issued and outstanding shares of stock.

Under Section 253 of the Delaware General Corporation Law, on January 4, 2006, Merger Subsidiary filed a Certificate of Ownership and Merger with the Secretary of State of the State of Delaware, which caused Raytech to be merged with and into Merger Subsidiary with Merger Subsidiary being the surviving corporation in the Merger. The Merger became effective immediately upon this filing with the Secretary of State of the State of Delaware. Upon the effectiveness of the Merger, each outstanding share of Raytech stock owned by stockholders other than Merger Subsidiary was canceled and converted into the right to receive the sum of $1.32 per share, in cash without interest. On January 5, 2006, the Trust transferred to the American Stock Transfer and Trust Company a sum of $5,179,662 representing the purchase price of the remaining 3,923,986 shares.

On December 22, 2006, the Trust contributed its 100% ownership of Raytech to the Raytech Holding Company, LLC (a Delaware Limited Liability Company) for a 100% ownership in this LLC. The Trust is the managing member known as a Class A Member and has the sole right to make all decisions regarding Raytech. The Trust established the LLC to give senior management and certain key employees the ability to obtain a Class B Membership interest. The operating agreement details the rights and requirements of the Class B Membership interest. On April 21, 2010, the LLC was dissolved and the Trust is the sole owner of the common shares of the Raytech Corporation. On October 22, 2015, the Trust filed a Certificate of Dissolution with the Secretary of State of the State of Delaware to dissolve the Raytech Corporation which was finalized in November, 2018.

In December 2018, the Trust received its final distribution from Raytech Corporation of $1,445,949, which included an increase in valuation of $20,911.

**Note 7. Net Claimants Equity**

On July 21, 2006, an agreement was entered into by the Trust and the Raymark Trustee in connection with the Plan of Reorganization filed on February 3, 2006 in the consolidated bankruptcy cases of Raymark Industries, Inc., Raymark Corporation and Universal Friction Composites, Inc. The Raymark Plan was confirmed by The Bankruptcy Court by an order entered on May 22, 2006 and the order was affirmed by the District Court for the District of Connecticut on May 23, 2006. The Trust agreed to serve as the Estate Representative under the Raymark Plan, The Trust in consideration of its receipt of their share of the estate, agrees to receive the distributions to be made under the Raymark Plan on account of Personal Injury Trust Claims and to make distributions to Personal Injury Trust Claims in accordance with the Personal Injury Trust Agreement and Distributions Procedures (see Note 8). In 2007 and 2006, The Trust received the following distributions from the Raymark Plan:

(a) Cash receipt of $27,911,446 - received in 2006
(b) Assignment of the Allomatic Products Company unsecured promissory note in the amount of $7,418,169 - received in 2006



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**Note 7. Net Claimants Equity (continued)**

(c) One-hundred percent ownership of the capital stock and voting shares of Raymark Industries, Inc., Raymark Corporation and Universal Friction Composites, Inc. At December 31, 2006 and 2007 these investments have no carrying value in the accompanying special-purpose financial statements,

(d) A reserve that was established under the Raymark Plan of Reorganization to pay the claims of the professional fees and their expenses and the trustee compensation. Any money remaining in this reserve after all payments have been made will be remitted to the Trust. In 2008, the Trust received two distributions from this reserve totaling $815,553.

At December 31, 2019 and 2018, the Net Claimants' Equity is allocated as follows:

| | 2019 | 2018 |
|---|---|---|
| Personal Injury Fund | $ 27,184,312 | $ 26,369,820 |

**Note 8. Asbestos Personal Injury Trust Distribution Procedures**

On August 31, 2009, the Trust engaged Claims Processing Facility, Inc. ("CPF") for an initial term of three years to process personal injury related claims filed against the Trust. The Trust began processing these claims on January 15, 2010. Effective January 1, 2015, the contract was renegotiated and renewed for two years until December 31, 2016. The agreement also called for a reconciliation to see if the Trust owed anything above the minimum payments made. Effective January 1, 2017, the contract was renewed for four years until December 31, 2020 and requires monthly installments of $8,000. All other terms and conditions are the same as stipulated in the previous agreement. In 2019 and 2018, the Trust paid $104,586 and $96,703, respectively, to process claims. During 2019 and 2018, $1,346,127 and $1,147,451 in claims were paid, respectively.

The ultimate number of asbestos personal injury claims to be filed and the aggregate value for all such claims is not determinable at this time. Thus, no liability has been recorded in the accompanying special-purpose financial statements. Although the aggregate value of present and future claims is not determinable, the Trustees in accordance with the Trust Agreement periodically retain experts for the purpose of calculating a payment percentage. In 2019 and 2018, the Trust paid $16,226 and $33,008, respectively, for these consulting services. The initial payment percentage was estimated to be 2% and was changed to 0.84% in November 2011. In 2014, the Trust consultants reviewed the payment percentage and kept it at the existing percentage. The Trust is required to review the payment percentage every three years which was in the spring of 2017. Effective February 1, 2018, with the approval of the Trustees, TAC and Legal Representative, the payment percentage has been increased to 0.92%. The payment percentage will be reviewed again sometime in 2020.

Effective November 29, 2011, the Trust amended the Trust Distribution Procedures which affected the withdrawal or rejection of claims in regard to extending the period of time to remedy deficiencies.



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**Note 8. Asbestos Personal Injury Trust Distribution Procedures (continued)**

In January 2013, the Trustees, TAC and Future Representative consented to the establishment of alternative dispute resolution procedures for the purpose of any disputes the Claimants might have regarding their filed claim. The Trust will administer these proceedings through a private adjudication coordinator approved by the Trustees.

Effective June 12, 2013, the Trustees with the consent of the TAC and Legal representative agreed to amend Section 3.4 of the Trust Agreement regarding unclaimed distributions. Based upon the definition described in the amended Section 3.4, the holder of an Unclaimed Distribution shall be deemed to have waived his or her rights to such payments or distributions under the Plan pursuant to Section 1143 of the Bankruptcy Code, shall have no further Asbestos Related Personal Injury Claims in respect of such distribution and shall not participate in any further distributions under the Plan, the Trust Agreement or the TDP with respect to such Asbestos Related Personal Injury Claims.

In January 2015, pursuant to Section 5.2(b) of the TDP, the Trustees approved the adjustment of the liquidated values for asbestos-related disease categories as set forth on Schedule B to the TDP to reflect increases in the Consumer Price Index every three years beginning in 2015.

**Note 9. Contingent Rights and Claims**

In accordance with the Plan, the Trust was subject to a Tax Benefit Assignment and Assumption Agreement with Raytech. This agreement gives the Trust the benefit of federal and state income tax refunds to be received by Raytech on account of Raytech's net operating loss carrybacks and/or carryforwards and the deductible payments made by Raytech to the Trust. On June 14, 2008, the Trust and the Raytech Corporation executed an Amended and Restated Tax Benefits Assignment and Assumption Agreement. The agreement allowed Raytech to continue to use the Raytech's net operating losses (NOL's) until $50,000,000 of these NOL's are fully utilized.

If there are any NOL's available after the $50,000,000 the resulting benefit will be assigned to the Trust. Raytech is required to remit to the Trust within three business days following the receipt of any Tax Benefit. Raytech will continue to use their NOL's created from their operating losses and not from deductible payments made to the Trust. Any tax benefits received from their NOL's will be retained by Raytech and no payments to the Trust in respect of these Tax Benefits will be required. The agreement also states that the Trust will bear certain costs related to the obtaining and preserving the Tax Benefits. These costs will be used to offset any monies due to the Trust by Raytech from the receipt of any Tax Benefits.

In 2006, the Trust received federal tax refunds in the amount of $116,897, as a result of net operating loss carrybacks.

Due to the dissolution of Raytech, the Tax Benefit Assignment and Assumption Agreement was discontinued.

**Note 10. Trust Termination**

The Trust shall terminate on the date (the "Termination Date") that is 90 days after the first occurrence of any of the following:



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**Note 10. Trust Termination (continued)**

i. The Trustees in their sole discretion decide to terminate the Trust because (a) they deem it unlikely that new asbestos-related claims or demands will be filed against the Trust and (b) all asbestos-related claims duly filed with the Trust have been liquidated and satisfied and twelve consecutive months have elapsed during which no new asbestos-related claim has been filed with the Trust;

ii. The date on which the Bankruptcy Court order becomes final which has approved the irrevocable insurance policies the Trustees have procured and have in place and the arrangement the Trustees have made to establish claims handling agreements and other necessary arrangements with suitable third parties adequate to discharge all expected remaining obligations and expenses of the Trust in a manner consistent with the trust agreement and procedures;

iii. If in the judgment of the Trustees, the continued administration of the Trust is uneconomic or inimical and the Trustees have obtained an order of the court that the termination of the trust will not expose or subject Raytech or any successor in interest to any increased or undue risk, or

iv. 21 years less 91 days after the death of the last survivor of all the descendants of Joseph P. Kennedy, Sr. of Massachusetts living on April 18, 2001.

**Note 11. Liability Insurance for Trustees**

The Trust has received and fully paid for an indemnification policy for the benefit of the Trustees, TAC members and the Future Representative for the period April 18, 2019 through April 18, 2020 and April 18, 2018 through April 18, 2019 at a cost of $61,057 and $61,357, respectively, and is being amortized using the straight-line method over the life of the policy.

**Note 12. Related Party Transaction**

One of the Trustees is counsel in a law firm, which received from the Trust rental income of $5,040 in 2019 and 2018; $11,183 in 2019 and $17,100 in 2018 for secretarial services and $260 and $250 in 2019 and 2018 for legal fees.

**Note 13. Trustees and Trustees' Advisory Committee**

The Trust Agreement indicates the Trustees shall be compensated for the services they render to the Trust. In addition, the Trust Agreement requires the Trustees to consult both with the Trustees' Advisory Committee (TAC) and with the Future Representative on certain matters described in the Trust agreement before the Trustees can implement actions on behalf of the Trust. The TAC members and the Future Representative are compensated for providing these consultative services. As such, the Trust has incurred the following expenses for the years ended December 31, 2019 and 2018:

| | 2019 | 2018 |
|---|---|---|
| Trustees, TAC Members and Future Representative fees | $ 282,550 | $ 246,533 |
| Trustees, TAC Members and Future Representatvie expenses | 10,472 | 12,482 |
| | $ 293,022 | $ 259,015 |



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**Note 13. Trustees and Trustees' Advisory Committee (continued)**

Each Trustee and TAC member is currently serving a staggered 5 year term. Upon expiration of each of their terms, each Trustee and TAC member may be reappointed for an additional 5 year term with the consent of other Trustees or TAC members, respectively. In January 2019, the term of one of the Trustees was renewed for another 5 years.

**Note 14. Subsequent Events**

The Trustees have evaluated subsequent events through March 30, 2020, the date on which the financial statements were available to be issued.

In December 2019, a novel strain of coronavirus was reported in China. The World Health Organization has declared the outbreak to constitute a "Public Health Emergency of International Concern." The COVID-19 outbreak is disrupting supply chains and affecting production and sales across a range of industries. The extent of the impact of COVID-19 on the Trust's financial performance will depend on certain developments, including the duration and spread of the outbreak. At this point, the extent to which COVID-19 may impact the Trust's financial condition is uncertain.

There were no subsequent events that occurred that would require recognition or additional disclosure in the financial statements as of December 31, 2019, except as noted above.



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**Other Financial Information**

RGNC&S RAPHAEL GOLDBERG NIKPOUR COHEN SULLIVAN
CERTIFIED PUBLIC ACCOUNTANTS PLLC

Mark C. Goldberg, CPA
Mark Raphael, CPA
Floria Samii-Nikpour, CPA
Allan B. Cohen, CPA
Michael R. Sullivan, CPA

Anita C. Jacobsen, CPA

Founding Partner:
Melvin Goldberg, CPA

## Independent Auditors' Report
## On Other Financial Information

The Trustees
Raytech Corporation Asbestos Personal Injury Settlement Trust

We have audited the special-purpose financial statements of Raytech Corporation Asbestos Personal Injury Settlement Trust as of and for the years ended December 31, 2019 and 2018, and our report thereon dated March 30, 2020, which expressed an unmodified opinion on those financial statements, appears on pages 1 and 2. Our audit was conducted for the purpose of forming an opinion on the financial statements as a whole. The schedules of general and administrative, claims processing and legal expenses and investment income summary are presented for purposes of additional analysis and are not a required part of the financial statements. Such information is the responsibility of the Trustees and was derived from and relates directly to the underlying accounting and other records used to prepare the financial statements. The information has been subjected to the auditing procedures applied in the audit of the financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the financial statements or to the 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 financial statements as a whole.

Raphael Goldberg Nikpour Cohen & Sullivan CPA's PLLC

Woodbury, New York
March 30, 2020


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RAYTECH CORPORATION ASBESTOS PERSONAL INJURY SETTLEMENT TRUST
SCHEDULES OF GENERAL AND ADMINISTRATIVE, CLAIMS PROCESSING AND LEGAL EXPENSES
YEARS ENDED DECEMBER 31, 2019 AND 2018

| | 2019 | | 2018 | |
|---|---|---|---|---|
| **General and Administrative Expenses** | | | | |
| Trustees Fees | | | | |
| Richard A. Lippe | $ 111,522 | | $ 78,405 | |
| Archie R. Dykes | 51,896 | | 40,509 | |
| Stephen C. Halpern | 49,591 | | 51,828 | |
| Total | | $ 213,009 | | $ 170,742 |
| Trustee Expenses | | | | |
| Richard A. Lippe | 1,794 | | 1,586 | |
| Archie R. Dykes | 2,900 | | 4,287 | |
| Stephen C. Halpern | 0 | | 6,609 | |
| Total | | 4,694 | | 12,482 |
| Trust Advisory Committee Fees | | | | |
| Robert Steinberg | 4,314 | | 19,601 | |
| Gene Locks | 16,731 | | 15,681 | |
| Robert Komitor | 9,650 | | 7,840 | |
| Total | | 30,695 | | 43,122 |
| Trust Advisory Committee Expenses | | | | |
| Gene Locks | | 2,791 | | 0 |
| Fees and Expenses paid to Representative of Future Claimants | | | | |
| Robert F. Carter | | 41,833 | | 32,669 |
| Fees Paid for Consulting Services | | | | |
| Stanley Levy | | 22,115 | | 5,445 |

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

RAYTECH CORPORATION ASBESTOS PERSONAL INJURY SETTLEMENT TRUST
SCHEDULES OF GENERAL AND ADMINISTRATIVE, CLAIMS PROCESSING AND LEGAL EXPENSES
YEARS ENDED DECEMBER 31, 2019 AND 2018

| | 2019 | | 2018 | |
|---|---|---|---|---|
| **General and Administrative Expenses (continued)** | | | | |
| Other | | | | |
| Directors and Officers liability coverage | | 62,405 | | 63,927 |
| Administrative expenses | | | | |
| Fees paid to Executive Director | $ 28,332 | | $ 28,332 | |
| Expenses paid to Executive Director | 604 | | 2,550 | |
| Reimbursement of Secretarial Services | 11,183 | | 17,100 | |
| Storage fees | 13,601 | | 14,299 | |
| Rent | 5,040 | | 5,040 | |
| Office supplies and other expenses | 3,470 | | 2,049 | |
| Total | | 62,230 | | 69,370 |
| Total General And Administrative Expenses | | $ 439,772 | | $ 397,757 |
| **Claims Processing and Related Expenses** | | | | |
| Claims processing - Claims Processing Facility | $ 104,586 | | $ 96,703 | |
| Claims consulting - Analysis Research Planning Corporation | 16,146 | | 33,008 | |
| Total Claims Processing and Related Expenses | | $ 120,732 | | $ 129,711 |
| **Legal Expenses** | | | | |
| Keating, Muething & Klekamp, LLP | $ 38,576 | | $ 83,000 | |
| Levy Koenigsberg, LLP | 2,324 | | 2,628 | |
| Meltzer, Lippe, Goldstein & Breitstone LLP | 260 | | 250 | |
| Total Legal Expenses | | $ 41,160 | | $ 85,878 |

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RAYTECH CORPORATION ASBESTOS PERSONAL INJURY SETTLEMENT TRUST
INVESTMENT INCOME SUMMARY
INCEPTION TO DECEMBER 31, 2019

| | Interest and Dividends | Realized Gain | Realized Loss | Income (Loss) from Alt. Investment | Total |
|---|---|---|---|---|---|
| 4/18-12/31/01 | $ 36,287 | $ 30,682 | $ (5,529) | $ 0 | $ 61,440 |
| 2002 | 930,634 | 1,254,811 | (165,663) | 0 | 2,019,782 |
| 2003 | 1,505,853 | 553,414 | (39,195) | 0 | 2,020,072 |
| 2004 | 1,681,749 | 175,535 | (392,369) | 0 | 1,464,915 |
| 2005 | 1,243,546 | 0 | 0 | 0 | 1,243,546 |
| 2006 | 1,615,426 | 659,212 | (472,840) | 0 | 1,801,798 |
| 2007 | 1,142,279 | 4,677,061 | (586,859) | 151,983 | 5,384,464 |
| 2008 | 2,426,747 | 736,241 | (19,963,026) | 15,343 | (16,784,695) |
| 2009 | 2,501,588 | 28,773 | (445,749) | (298,069) | 1,786,543 |
| 2010 | 1,116,868 | 551,066 | (263,626) | (259,176) | 1,145,132 |
| 2011 | 1,444,511 | 321,904 | (1,016,966) | 5,903 | 755,352 |
| 2012 | 1,486,956 | 75,178 | (479,732) | (2,363) | 1,080,039 |
| 2013 | 1,013,111 | 2,606,164 | (296,860) | (4,067) | 3,318,348 |
| 2014 | 736,079 | 1,175,065 | (486,593) | 3,642 | 1,428,193 |
| 2015 | 719,825 | 305,069 | (144,123) | 923 | 881,694 |
| 2016 | 793,170 | 305,558 | (433,381) | (13,056) | 652,291 |
| 2017 | 635,608 | 1,502,724 | (3,694) | 0 | 2,134,638 |
| 2018 | 513,086 | 346,169 | (171,482) | 0 | 687,773 |
| 2019 | 538,800 | 1,733,603 | (33,895) | 0 | 2,238,508 |
| Totals | $ 22,082,123 | $ 17,038,229 | $ (25,401,582) | $ (398,937) | $ 13,319,833 |

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