IN THE UNITED STATES BANKRUPTCY COURT
FOR THE DISTRICT OF DELAWARE

In re:	:	Chapter 11
SWAN TRANSPORTATION COMPANY,	:	Case No. 01-11690-JKF
Debtor.	:	

NOTICE OF FILING AUDITED ANNUAL REPORT AND CLAIMS SUMMARY

The Swan Asbestos and Silica Settlement Trust (the "Trust") hereby files its Audited Annual Report for the fiscal years ending December 31, 2010 and 2009, attached hereto as Exhibit A, and a summary of the number and type of claims disposed of during the period covered by the Audited Annual Report (the "Claims Summary"), attached hereto as Exhibit B.

Pursuant to the provisions of the Swan Asbestos and Silica Settlement Trust Agreement, the Trust is providing copies of the Audited Annual Report and the Claims Summary to the Trust Advisory Committee, the Legal Representative for Future Claimants and Reorganized Swan.

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Dated: April 12, 2011
Wilmington, Delaware

Respectfully submitted by:

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SWAN ASBESTOS AND SILICA SETTLEMENT TRUST

Consolidated Financial Statements
with
Report of Independent Auditors

Years Ended December 31, 2010 and 2009

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SWAN ASBESTOS AND SILICA SETTLEMENT TRUST

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REPORT OF INDEPENDENT AUDITORS

The Trustees of Swan Asbestos and Silica Settlement Trust

We have audited the accompanying consolidated statement of fund deficit of Swan Asbestos and Silica Settlement Trust (the Trust) as of December 31, 2010 and the related consolidated statements of changes in fund deficit and investments for the year then ended. These financial statements are the responsibility of the Trust's management. Our responsibility is to express an opinion on these financial statements based on our audit. The financial statements of the Trust as of December 31, 2009, were audited by other auditors whose report dated April 7, 2010, expressed an unqualified opinion on those statements.

We conducted our audit 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 of material misstatement. An audit includes consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

As discussed in Notes 1 and 4, the Trust is intended to be self-liquidating. The current year fund deficit includes the Trustee's estimate of the aggregate future liability to arise from Asbestos, Silica and Mixed Dust Claims filed with the Trust, resulting in a substantial deficit. Currently, the amount of insurance proceeds to be recovered and available to settle these claims is not known and, accordingly, these proceeds are not reflected in the fund deficit.

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In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the fund deficit of the Trust as of December 31, 2010, and the changes in fund deficit and investments for the year then ended in conformity with accounting principles generally accepted in the United States of America.

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

BKM Dowan Horan, LLP

April 5, 2011

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SWAN ASBESTOS AND SILICA SETTLEMENT TRUST

Consolidated Statements of Fund Deficit

	December 31,	
	2010	2009
ASSETS		
Investments at fair value	$ **24,947,775**	$ 17,504,632
Prepaid expenses and other assets	**93,242**	41,083
Total assets	**25,041,017**	17,545,715
LIABILITIES		
Accounts payable and accrued expenses	**63,481**	56,701
Accrued asbestos, silica, and mixed dust injury claims	**965,459,836**	779,584,200
Total liabilities	**965,523,317**	779,640,901
Fund deficit	$ **(940,482,300)**	$ (762,095,186)

See accompanying notes to consolidated financial statements.

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SWAN ASBESTOS AND SILICA SETTLEMENT TRUST

Consolidated Statements of Changes in Fund Deficit

	Years Ended December 31,	
	2010	2009
Fund deficit, beginning of year	$ (762,095,186)	$ (744,245,472)
Additions:		
Unrealized gain on investments	179,308	230,460
Investment income	263,722	203,034
Insurance proceeds received	12,500,000	8,590
Total additions	12,943,030	442,084
Deductions:		
Operating and legal expenses	1,336,108	691,798
Adjustment to accrued asbestos, silica and mixed dust injury claims	189,994,036	17,600,000
Total deductions	191,330,144	18,291,798
Fund deficit, end of year	$ (940,482,300)	$ (762,095,186)

See accompanying notes to consolidated financial statements.

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SWAN ASBESTOS AND SILICA SETTLEMENT TRUST

Consolidated Statements of Changes in Investments

	Years Ended December 31,	
	2010	2009
Investment inflows		
Insurance proceeds received	$ **12,500,000**	$ 8,590
Net earnings from investments	**263,722**	433,499
Total investment inflows	**12,763,722**	442,089
Investment outflows		
Operating and legal expenses	**1,202,179**	633,027
Asbestos, silica, and mixed dust claims paid	**4,118,400**	5,851,240
Total investment outflows	**5,320,579**	6,484,267
Net change in investments	**7,443,143**	(6,042,178)
Investments, beginning of year	**17,504,632**	23,546,810
Investments, end of year	$ **24,947,775**	$ 17,504,632

See accompanying notes to consolidated financial statements.

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SWAN ASBESTOS AND SILICA SETTLEMENT TRUST

Notes to Consolidated Financial Statements

Note 1 – Description of the Trust

General

Swan Transportation Company ("Swan" or the "Debtor") was formed as a Delaware corporation under the name of Tyler Pipe Industries, Inc. From the date of its incorporation until 1973, the Debtor was a wholly owned subsidiary of Tyler Pipe Industries, Inc. ("Tyler Pipe"), which itself was a wholly owned subsidiary of Tyler Technologies, Inc. ("TC"). In 1973, TC consummated an internal corporate reorganization under which Tyler Pipe transferred certain of its assets to the Debtor. Tyler Pipe transferred the stock of the Debtor to TC, and then TC transferred the stock of Tyler Pipe to the Debtor. Following this reorganization, Tyler Pipe was a wholly owned subsidiary of the Debtor and the Debtor a wholly owned subsidiary of TC. In 1981, Tyler Sand was formed as a wholly owned subsidiary of Tyler Pipe. Tyler Sand sold sand to Tyler Pipe. In December 1992, TC consummated a second internal corporate reorganization, which resulted in the Debtor transferring the assets of Tyler Pipe to a new corporation, New TPI, Inc., and subsequently effecting a spinoff of the new entity by transferring shares of the new entity, which thereafter changed its name to Tyler Pipe Industries, Inc., to an unrelated third party and Tyler Sand was dissolved. Subsequent to the sale, TC agreed to repurchase the shares of the Debtor from the buyer and, therefore, Swan remained a wholly owned subsidiary of TC. Since December 1995, however, the Debtor has not conducted any operations or owned assets, other than various insurance policies issued to Swan and other related entities.

Swan filed its voluntary petition for relief under chapter 11 of Title 11 of the United States Bankruptcy Code on December 20, 2001, in the United States Bankruptcy Court for the District of Delaware (the "Bankruptcy Court") titled *In Re: Swan Transportation Company, Debtor, Case No. 01-11690(JKF)*. The Order Confirming the Plan of Reorganization of Swan Transportation Company (the "Plan") was entered by the Bankruptcy Court on May 30, 2003, and by the U.S. District Court for the District of Delaware (the "District Court") on July 21, 2003 (the "Confirmation Order"). A Motion to Correct Scrivener's Error in the Order Confirming the Plan of Reorganization for Swan Transportation Company and to make non-material modifications to the Plan to comply with an Internal Revenue Service request was filed on September 23, 2003. The order granting that motion was entered on November 17, 2003, by the Bankruptcy Court and on December 11, 2003, by the U.S. District Court. The Swan Asbestos and Silica Settlement Trust (the "Trust") was created on December 23, 2003, the Effective Date of the Plan.

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SWAN ASBESTOS AND SILICA SETTLEMENT TRUST

Notes to Consolidated Financial Statements

Note 1 – Description of the Trust – (Continued)

General - continued

The purpose of the Trust is to assume any and all liabilities of the Debtor, its successors in interest, and their Affiliates, with respect to persons holding bona fide Asbestos and Silica Claims (including Mixed Dust Claims and Claims arising from exposure to or related to the presence of other toxic substances), by fully, fairly and expeditiously compensating such claimants pursuant to the provisions of the Swan Asbestos and Silica Settlement Trust Agreement and the Swan Asbestos and Silica Settlement Trust Claims Resolution Procedures (the "CRP"), which establish the Claims Resolution Facility contemplated by the Plan.

In furtherance of this purpose, the trustees are responsible for supervising and administering the claims resolution process set forth in the CRP so that all holders of similar Asbestos or Silica Claims are treated in a substantially equivalent manner to other holders of Asbestos or Silica Claims. The Trustees shall also hold, manage, and liquidate the assets of the Trust.

The Trust is intended to be self-liquidating. During the bankruptcy, Swan and its professionals estimated the aggregate liability for claims to be approximately $421,000,000. As of December 31, 2010 and 2009, allowed Asbestos and Silica Claims that were filed prior to the Effective Date of the Plan totaled $470,000,000. As of December 31, 2010 and 2009, allowed Asbestos and Silica Claims that were filed after the Effective Date of the Plan totaled $284,100,000 and $246,600,000, respectively. The accrued asbestos, silica, and mixed dust injury claims as of December 31, 2010 and 2009, were $965,459,836 and $779,584,200, respectively, which represents the current forecast of ultimate accrued asbestos, silica, and mixed dust claim liability (see Note 4).

Termination

The Trust shall automatically terminate on the date 90 days after the first to occur of the following events:

- All Asbestos, Silica, and Mixed Dust Claims duly filed with the Trust have been liquidated and settled or otherwise resolved, and twelve (12) consecutive months have elapsed during which no new Asbestos, Silica, or Mixed Dust Claim has been filed with the Trust, provided, that if the Trustees, in their reasonable discretion, determine during a 90-day period that it is likely that new Asbestos, Silica, or Mixed Dust Claims will subsequently be filed, then the Trust shall not terminate;

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SWAN ASBESTOS AND SILICA SETTLEMENT TRUST

Notes to Consolidated Financial Statements

Note 1 – Description of the Trust – (Continued)

General - continued

- If the Trustees have procured and have in place irrevocable insurance policies or other appropriate arrangement and have established claims handling agreements and other necessary arrangements with suitable third parties adequate to discharge all expected remaining obligations and expenses of the Trust in a manner consistent with the Trust Agreement and the CRP, the date on which the Court enters an order approving such insurance and other arrangements;

- If in the judgment of two-thirds of the Trustees, with the consent of the TAC, which consent shall not be unreasonably withheld, that the continued administration of the Trust is uneconomic or adverse to the best interests of the Person holding Asbestos, Silica, and Mixed Dust Claims, or;

- Twenty-one (21) years less ninety-one (91) days pass after the death of the last survivor of all of the descendants of George Herbert Walker Bush living on December 23, 2003.

On the Termination Date, after payment of all of the Trust's liabilities have been provided for, all monies remaining in the Trust Estate shall be applied to such charitable purposes as the Trustees in their reasonable discretion shall determine, which charitable purposes, if practicable, shall be related to the treatment of, research regarding, or payment of claims related to, asbestos-caused or silica-caused disorders.

Note 2 - Summary of Significant Accounting Policies

Basis of presentation and consolidation

The consolidated financial statements of the Trust are prepared under the accrual method of accounting and in accordance with accounting principles generally accepted in the United States of America (GAAP).

The accompanying consolidated financial statements include the Trust and its wholly-owned subsidiary, Swan. All significant inter-company transactions and balances have been eliminated.

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SWAN ASBESTOS AND SILICA SETTLEMENT TRUST

Notes to Consolidated Financial Statements

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

Cash equivalents

The Trust considers all highly liquid debt instruments purchased with an original maturity of three months or less to be cash equivalents. Cash equivalents are carried at cost, which approximates fair value. At December 31, 2010 and 2009, the Trust's primary cash equivalent vehicle was short-term repurchase agreements.

Insurance proceeds and insurance settlements receivable

All, or a portion of, future proceeds to be paid to the Trust through the execution of a settlement agreement with the insurer will be recognized as an accrued receivable if and when all of the following conditions are met:

- The Trust has obtained an executed copy of the settlement agreement.
- Future payments due to the Trust are in settlement of policies that have been exhausted by claims incurred by the Trust, and the terms of the settlement can reasonably be assumed to be satisfied.
- The future claims paying ability of the insurer is deemed to be collectible, and the insurer holds a Standard & Poor's rating of AA- or better.

Unless the unpaid amounts due under an insurance settlement qualify as accrued receivables, future payments will be recognized on a cash (as received) basis in the corresponding accounting period. There were no amounts that qualified as accrued receivables as of December 31, 2010 and 2009, respectively.

Fund balance (deficit)

The initial funding, all other assets received, and all payments made by the Trust are recorded directly to the fund balance (deficit). Estimates of certain liabilities are also recorded directly to the fund balance (deficit) when they become estimable and probable. Portions of the fund balance (deficit) are used to fund the legal and operational expenses of the Trust.

Subsequent events

The Trust has evaluated subsequent events through April 5, 2011, and determined that there were no significant events that were either required to be recorded as of December 31, 2010, or disclosed in the financial statements.

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SWAN ASBESTOS AND SILICA SETTLEMENT TRUST

Notes to Consolidated Financial Statements

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

Claims and claim expense

Claims and claims expenses are recorded when they become estimable and probable.

Use of estimates

The preparation of the consolidated financial statements in conformity with GAAP requires the Trustees to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosures of contingent assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions to the fund deficit during the reporting period. Significant items subject to such estimates and assumptions include the carrying value of accrued asbestos, silica, and mixed dust injury claims and the realization of deferred tax assets. Actual results could differ from these estimates.

Investments

Investments in mutual funds are measured at fair value. Changes in fair value are recorded as reductions or increases to the fund balance (deficit). The Trust records securities transactions on a trade-date basis. Dividend income is recorded on the ex-dividend date. Interest is recorded on an accrual basis. All investments are considered to be available for sale.

Fair value of investments

The Trust measures its investments at fair value, according to a hierarchy of valuation techniques. The following are the levels of the hierarchy and a brief description of the type of valuation information ("inputs") that qualifies an investment for each level:

- Level 1 - Unadjusted quoted prices for identical assets or liabilities in active markets.

- Level 2 - Inputs other than Level 1 that are based on observable market data. These include: quoted prices for similar assets in active markets, quoted prices for identical assets in inactive markets, inputs that are observable that are not prices (such as interest rates, credit risks, etc.) and inputs that are derived from or corroborated by observable markets.

- Level 3 - Developed from unobservable data, reflecting the investment manager's assumptions.

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

Fair value of investments - continued

When quoted prices in active markets for identical assets are available, these quoted market prices are used to determine the fair value of financial assets and classify these assets as Level 1. In other cases where a quoted market price for identical assets in an active market is either not available or not observable, fair value is estimated using valuation methodologies based on available and observable market information or a matrix pricing model. These financial assets would then be classified as Level 2. If quoted market prices are not available, fair value is determined using broker quotes or an internal analysis of each investment's financial performance and cash flow projections. In these instances, financial assets will be classified based upon the lowest level of input that is significant to the valuation. Thus, financial assets may be classified in Level 3 even though there may be some significant inputs that may be readily available.

From time to time the Trust may hold investments where there is no active market or the market is dislocated. When determining the fair value of such investments the valuation depends on facts and circumstances requiring significant management judgment. It is acceptable to use inputs based on management estimates or assumptions, or for management to make adjustments to observable inputs to determine fair value when markets are not active and relevant observable inputs are not available.

Income taxes

Deferred tax assets and liabilities are recorded based on temporary differences between the carrying amounts of assets and liabilities for financial reporting and income tax purposes using the tax rates currently in effect. A valuation allowance is established when it is not more likely than not that the deferred tax assets may be realized.

The amount of income taxes the Trust pays is subject to ongoing audits by federal authorities. The Trustees' estimate of the potential outcome of any uncertain tax issues is subject to management's assessment of relevant risks, facts, and circumstances existing at that time. The Trust uses a more likely than not threshold for financial statement recognition and measurement of tax positions taken or expected to be taken in a tax return. To the extent that the Trustees' assessment of such tax position changes, the change in estimate is recorded in the period in which the determination is made. The Trust reports tax-related interest and penalties as a component of income tax expense and operating expenses, respectively. The Trust has recognized no increase in liabilities for unrecognized tax benefits.

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SWAN ASBESTOS AND SILICA SETTLEMENT TRUST

Notes to Consolidated Financial Statements

Note 3 - Claims Resolution

The Claims Resolution Procedures (CRP) were approved by the Bankruptcy Court and the U.S. District Court pursuant to the Confirmation Order.

The CRP provides for processing, allowing or disallowing, liquidating, and paying all Asbestos Claims, Silica Claims, Mixed Dust Claims and Claims arising from exposure to or related to the presence of other toxic substance as required by the Plan and the Trust Agreement. The Trustees administer and allow or disallow Asbestos, Silica, Mixed Dust and other toxic substance exposure Claims in accordance with the CRP.

Note 4 - Accrued Asbestos, Silica, and Mixed Dust Injury Claims

The fund deficit as of December 31, 2010 and 2009, reflects the accrued amount of Asbestos, Silica, Mixed Dust and other toxic substance exposure Claims filed or to be filed in the future, and the aggregate liability therefore, which were estimated by the Trustees and their experts at $965,459,836 and $779,584,200 as of December 31, 2010 and 2009, respectively.

As of December 31, 2010, this accrued claim liability included (i) $407,980,200 in allowed bankruptcy claims that remained unpaid as of December 31, 2010, (ii) $242,515,520 in allowed post-bankruptcy claims that remained unpaid as of December 31, 2010, (iii) $5,000,000 in allowable unpaid post-bankruptcy claims as of December 31, 2010, (iv) $600,000 in claims deficient, but forecast to be cured, and (v) $309,364,116 in forecast allowed future claims. In 2010 and 2009, the Trustees relied upon the work and reports of its engaged professionals to forecast the Trust's liability for future claims. The ultimate claim liability reflects payments of $111,406,305 to holders of allowed Asbestos and Silica Claims by the Trust as of December 31, 2010, including $12,872,105 in Judgment Claims payments.

Note 5 - Investments and Fair Value Measurements

The Trust had cumulative net unrealized holding gain on investments of $409,769 and $230,460 at December 31, 2010 and 2009, respectively.

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SWAN ASBESTOS AND SILICA SETTLEMENT TRUST

Notes to Consolidated Financial Statements

Note 5 - Investments and Fair Value Measurements – (Continued)

The estimated fair values of the Trust's investments are as follows at December 31:

	2010		2009	
	Cost	**Fair Value**	Cost	Fair Value
Cash equivalents	$ **3,538,006**	$ **3,538,006**	$ 7,274,172	$ 7,274,172
Mutual funds	**21,000,000**	**21,409,769**	10,000,000	10,230,460
	$ **24,538,006**	$ **24,947,775**	$ 17,274,172	$ 17,504,632

The following is a description of the valuation methodologies used for financial assets measured at fair value, including the general classification of such assets pursuant to the valuation hierarchy.

Cash equivalents

Cash equivalents are recorded at fair value on a recurring basis and include cash balances and money market funds classified as Level 1.

Mutual funds

The Trust's investments in mutual funds are publicly traded, and are classified as Level 1 because quoted prices are available for these investments in an active market.

Note 6 - Trust Advisor and Legal Representative

Pursuant to the Plan and the Trust Agreement, two advisory positions were established, the Trust Advisory Committee (the "TAC") and the Legal Representative. The TAC represents all holders of Asbestos Claims, Silica Claims, Mixed Dust Claims, and Claims arising from exposure to or related to the presence of other toxic substance, excluding unknown holders of such Claims. Neither the TAC nor its members serve in a fiduciary capacity to the Trust. The Legal Representative serves in a fiduciary capacity representing the interests of the unknown asbestos, silica, mixed dust and other toxic exposure claimants, for the purpose of protecting the rights of individuals who may subsequently assert demands. As required by the Plan and the Trust Agreement, the TAC and the Legal Representative provide consultative services to the Trustees regarding specific issues affecting the Trust. Additionally, the Plan provides for

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SWAN ASBESTOS AND SILICA SETTLEMENT TRUST

Notes to Consolidated Financial Statements

Note 6 - Trust Advisor and Legal Representative – (Continued)

instances in which the consent of the TAC and the Legal Representative must be obtained by the Trustees before implementing a decision, subject to Bankruptcy Court approval in the event of a disagreement among the parties.

Note 7 – Taxation

The Trust reports its income to the Internal Revenue Service as a designated settlement fund which is taxed at the highest rate applicable to trusts under Section 1(e) of the Internal Revenue Code, which is currently 35%.

The Trust's federal income taxes are calculated as follows:

	Years Ended December 31,	
	2010	2009
Net taxable loss	$ **(1,072,386)**	$ (488,765)
Tax rate	**35%**	35%
Federal income tax benefit	**(375,335)**	(171,068)
Deferred tax expense	**143,419**	-
Change in valuation allowance	**231,916**	171,068
Net tax expense	$ **-**	$ -

The tax effects of temporary differences that give rise to deferred tax assets and liabilities were as follows:

	December 31,	
	2010	2009
Net operating loss carryforwards	$ **1,293,612**	$ 918,277
Unrealized gains on investments	**(143,419)**	-
Valuation allowance	**(1,150,193)**	(918,277)
Net deferred taxes	$ **-**	$ -

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Note 7 – Taxation – (Continued)

The Trust has a net operating loss carryforward of approximately 3,700,000 as of December 31, 2010, which expires beginning 2023. The future ability of the Trust to benefit from this net operating loss carryforward is uncertain; therefore, management has determined that a valuation allowance for the entire deferred tax asset is necessary since it is more likely than not that the tax benefits will not be realized.

Note 8 - Insurance Settlements Receivable

As of the Effective Date of the Trust, settlement agreements with various insurers under certain insurance policies that cover the asbestos, silica, and mixed dust liabilities of Swan were triggered. All payments from these settling insurers have now been received.

Note 9 - Litigation and Commitments

Swan and the Trust are plaintiffs in a coverage action styled Tyler Technologies, Inc. (fka Tyler Corporation), et al v. Aetna Casualty & Surety Company (nka Travelers Casualty & Surety Company), et al. The case had been stayed in the 61st Judicial District Court in Harris County, Texas during the chapter 11 case and has now been closed. Most of the defendant insurers and some of the Tyler Technology parties were dismissed during 2004 based on settlements and the provisions of the Plan. All other solvent insurers have settled with the Trust since the Trust's Effective Date. All other remaining insurers claim to be insolvent and are under state supervision. Due to the financial condition of these insurers, the Trust's consolidated financial statements of fund deficit make no provision for collection from the remaining carriers since the timing and amount is uncertain.

As a result of negotiations spread over several years, on October 29, 2010, the supervising court of Centaur Insurance Company In Receivership approved the settlement between Centaur and Swan and the Trust. On December 6, 2010, Swan received $12,500,000 in payment of the settlement.

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Exhibit B

SWAN ASBESTOS AND SILICA SETTLEMENT TRUST SUMMARY OF CLAIMS DISPOSED OF DURING THE TIME PERIOD COVERED BY THE AUDITED ANNUAL REPORT FOR THE FISCAL YEAR ENDING DECEMBER 31, 2010

Type of Claim	Number
Pleural Disease	4
Asbestosis	65
Mixed Dust Pneumoconiosis	20
Severely Impaired Asbestosis	20
Severely Impaired Mixed Dust Pneumoconiosis	8
Severely Impaired Silicosis	1
Lung Cancer	7
Exceptional Lung Cancer	1
No Disease Allowable	15

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