UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	**:**	**Chapter 11**
T H AGRICULTURE & NUTRITION, L.L.C.,	**:**	**Case No. 08-14692 (REG)**
Debtor.	**:**	

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APPLICATION FOR ORDER APPROVING ANNUAL REPORT OF THE TRUSTEES OF THE T H AGRICULTURE & NUTRITION, L.L.C. ASBESTOS PERSONAL INJURY TRUST FOR THE PERIOD JANUARY 1, 2014 TO DECEMBER 31, 2014

The T H Agriculture & Nutrition, L.L.C. Asbestos Personal Injury Trust (the "Trust")[1] through its Trustees, the Honorable Alfred M. Wolin, Ret., David F. Levi, and Charles A. Koppelman (collectively, the "Trustees"), hereby moves this Court for an Order approving the Annual Report of the Trustees of the T H Agriculture & Nutrition, L.L.C. Asbestos Personal Injury Trust for the Period January 1, 2014 to December 31, 2014, accepting the certification of performance and compliance provided by the Trustees contained therein, and discharging the Trustees from any and all liability as to any matter disclosed in the Annual Report. In support thereof, the Trust represents as follows:

JURISDICTION

1. The Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334.

[1] Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the First Amended Prepackaged Plan of Reorganization of T H Agriculture & Nutrition, L.L.C. Under Chapter 11 of the Bankruptcy Code (the "Plan").

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2. The Plan has been confirmed in this case pursuant to 11 U.S.C. §§ 1129 and 524(g), and the Court has retained jurisdiction post-confirmation pursuant to Article 13.1 of the Plan.

BACKGROUND

3. On November 24, 2008, T H Agriculture & Nutrition, L.L.C. ("THAN" or the "Debtor") filed a petition for relief under Chapter 11 of the United States Bankruptcy Code. THAN's bankruptcy case is being administered under Case No. 08-14692.

4. On May 28, 2009, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") confirmed the Plan, and on October 26, 2009, the United States District Court for the Southern District of New York (the "District Court") affirmed the Bankruptcy Court's decision (the "Confirmation Order"). On November 30, 2009, the Plan went effective.

5. On November 30, 2009, the Trust was created pursuant to the Plan and in accordance with the Plan Documents.

REPORTING PROVISIONS IN TRUST AGREEMENT

6. Section 2.2(b) of the T H Agriculture & Nutrition, L.L.C. Asbestos Personal Injury Trust Agreement (the "Trust Agreement") provides that the Trustees shall file with the Bankruptcy Court an annual report containing financial statements of the Trust and a summary of the number and type of claims disposed of by the Trust during the period covered by the financial statements.

> 2.2(b)(i) The Asbestos PI Trustees shall cause to be prepared and filed with the Bankruptcy Court, as soon as available and in any event within one hundred twenty (120) days following the end of each fiscal year of the Asbestos PI Trust, an annual report (the "Annual Report") containing financial statements of the Asbestos PI Trust (including without limitation a balance sheet of

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ACL Doc 14467 · Page 2 of 35 **asbestosclaims.law/library/14467/2**

the Asbestos PI Trust as of the end of such fiscal year and a statement of operations for such fiscal year) audited by a firm of independent certified public accountants selected by the Asbestos PI 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 Asbestos PI Claims and as to the conformity of the financial statements with generally accepted accounting principles. The Asbestos PI Trustees shall provide a copy of the Annual Report to the Asbestos PI Trust Advisory Committee and the Future Claimants' Representative when such reports are filed with the Bankruptcy Court.

2.2(b)(ii) Simultaneously with the filing of the Annual Report, the Asbestos PI Trustees shall cause to be prepared and filed with the Bankruptcy Court a report containing a summary regarding the number and type of Asbestos PI Claims disposed of during the period covered by the financial statements. The Asbestos PI Trustees shall provide a copy of such report to the Asbestos PI Trust Advisory Committee and the Future Claimants' Representatives when such report is filed.

2.2(b)(iii) All materials required to be filed with the Bankruptcy Court by this Section 2.2(b) shall be available for inspection by the public in accordance with procedures established by the Bankruptcy Court and shall be submitted to the US Trustee.

7. Section 5.5 of the Trust Agreement provides that the Trustees shall include a description of the compensation and reimbursement of expenses paid to them by the Trust in their Annual Report.

5.5 Compensation and Expenses of Asbestos PI Trustees and Delaware Trustee.

(a) Each Asbestos PI Trustee shall receive compensation from the Asbestos PI Trust for his or her services as an Asbestos PI Trustee in the amount of $75,000.00 per annum, payable in a lump sum at the beginning of each year of service. Each Asbestos PI Trustee shall also receive compensation at the rate of $600.00 per hour for all time expended in meetings, in preparation for meetings, and on other business of the Asbestos PI Trust, with the time computed on a quarter-hour basis and $300.00 per hour for all time expended exclusively in transit to meetings or other business of the Asbestos PI Trust. Each Asbestos PI Trustee shall maintain hourly time records for such time. The per annum

T H Agriculture & Nutrition (THAN) Asbestos Trust Annual Reports, 2014 annual report Published by AsbestosClaims.Law
ACL Doc 14467 · Page 3 of 35 **asbestosclaims.law/library/14467/3**

compensation does not function as a retainer and the hourly items are not charged against the per annum compensation. The compensation payable to the Asbestos PI Trustees hereunder shall be reviewed every three (3) years and appropriately adjusted with the consent of the Asbestos PI Trust Advisory Committee and the Future Claimants' Representative. The Delaware Trustee shall be paid such compensation as is agreed pursuant to a separate fee agreement.

(b) The Asbestos PI Trust shall promptly reimburse each Asbestos PI Trustee and the Delaware Trustee for any reasonable out-of-pocket fees and expenses incurred by it, him or her in connection with the performance of its, his or her duties as an Asbestos PI Trustee or Delaware Trustee.

(c) The Asbestos PI Trust shall include a reasonably detailed description of the amounts paid under this Section 5.5 in the Annual Report.

FILING OF ANNUAL REPORT

8. Pursuant to Sections 2.2(b) and 5.5 of the Trust Agreement, the Trust hereby files, concurrently herewith, the Annual Report for the period January 1, 2014 through December 31, 2014. The Annual Report contains a certification that the Trustees have performed pursuant to and in compliance with the Plan Documents and Court orders pertaining to the operation of the Trust.

RELIEF REQUESTED

9. The Trust respectfully requests entry of an Order by this Court approving the Annual Report, accepting the certification of performance and compliance by the Trustees provided therein, and discharging the Trustees from any and all liability as to any matter disclosed in the Annual Report.

10. In 2014, the Trustees, in consultation with the Trust Advisory Committee ("TAC") and the Future Claims Representative ("FCR"), managed Trust accounts, consulted with investment advisors and other professionals, and carried out all other Trust business in

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compliance with the Plan, the Trust Agreement, the Trust Bylaws, the T H Agriculture & Nutrition, L.L.C. Asbestos Personal Injury Trust Distribution Procedures, and all other Plan Documents and Court orders pertaining to the operation of the Trust. Accordingly, the Trustees request that this Court enter an Order accepting the certificate of performance and compliance with the Plan Documents and discharging the Trustees from any and all liability as to any matter disclosed in the Annual Report.

NOTICE

11. Notice of this Application for Order Approving Annual Report of the Trustees of the T H Agriculture & Nutrition, L.L.C. Asbestos Personal Injury Trust for the Period January 1, 2013 to December 31, 2013, will be served on all those parties receiving such notice through the Court's CM/ECF system.

WHEREFORE, the Trust respectfully requests entry of an Order (i) approving the Trust's Annual Report for the period January 1, 2014 through December 31, 2014; (ii) accepting the certification of the Trustees that, during the period January 1, 2014, through December 31, 2014, they performed pursuant to and in compliance with the Plan, the Trust Agreement, the Trust Bylaws, the T H Agriculture & Nutrition, L.L.C. Asbestos Personal Injury Trust Distribution Procedures, and all other Plan Documents and Court orders as pertain to the operation of the Trust; (iii) discharging the Trustees from any and all liability as to any matter disclosed in the Annual Report; and (iv) granting the Trust such other and further relief as is just and proper.

T H Agriculture & Nutrition (THAN) Asbestos Trust Annual Reports, 2014 annual report
ACL Doc 14467 · Page 5 of 35
Published by AsbestosClaims.Law
asbestosclaims.law/library/14467/5

Dated: April 30, 2015

Respectfully submitted,

STUTZMAN, BROMBERG, ESSERMAN & PLIFKA,

A Professional Corporation

By: */s/ Peter C. D'Apice*
Sander L. Esserman (Admitted *pro hac vice*)
Texas Bar No. 06671500
Steven A. Felsenthal (Admitted *pro hac vice*)
Texas Bar No. 06889900
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ATTORNEYS FOR THE T H AGRICULTURE & NUTRITION, L.L.C. ASBESTOS PERSONAL INJURY TRUST

T H Agriculture & Nutrition (THAN) Asbestos Trust Annual Reports, 2014 annual report
ACL Doc 14467 · Page 6 of 35
Published by AsbestosClaims.Law
asbestosclaims.law/library/14467/6

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	**:**	**Chapter 11**
T H AGRICULTURE & NUTRITION, L.L.C.,	**:**	**Case No. 08-14692 (REG)**
Debtor.	**:**	

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ORDER APPROVING ANNUAL REPORT OF THE TRUSTEES OF THE T H AGRICULTURE & NUTRITION, L.L.C. ASBESTOS PERSONAL INJURY TRUST FOR THE PERIOD JANUARY 1, 2014 TO DECEMBER 31, 2014

UPON CONSIDERATION of the Application for Order Approving Annual Report of the Trustees of the T H Agriculture & Nutrition, L.L.C. Asbestos Personal Injury Trust for the Period January 1, 2014, through December 31, 2014 (the "Application") filed by the Trustees[1] of the Trust, and upon consideration of objections thereto, if any, and finding that due and proper notice of the Application has been given, the Court determines that the Application should be granted as provided herein. Specifically, the Court finds:

1. The Trust Agreement, which is an exhibit to the Plan, provides in Section 2.2(b) that the Trustees shall file with the Bankruptcy Court an annual report containing the financial statements of the Trust and a summary of the number and type of claims disposed of by the Trust during the period covered by the financial statements.

[1] Capitalized terms not otherwise defined herein shall have the meanings ascribed to them in the Application.

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2. Section 5.5 of the Trust Agreement provides that the Trustees shall include in the annual report a description of the compensation and reimbursement of expenses paid to them by the Trust.

3. During the period January 1, 2014 through December 31, 2014, the Trustees performed pursuant to and in compliance with the Plan, the Trust Agreement, the Trust Bylaws, the T H Agriculture & Nutrition, L.L.C. Asbestos Personal Injury Trust Distribution Procedures, and all other Plan Documents and Court orders as pertain to the Trust. Accordingly, it is hereby

ORDERED that the Application is granted; it is further

ORDERED that the Trust's Annual Report for the period January 1, 2014, through December 31, 2014 is approved and this Court hereby accepts the certification of the Trustees that during the period of January 1, 2014, through December 31, 2014, each has performed pursuant to and in compliance with the Plan, the Trust Agreement, the Trust Bylaws, the T H Agriculture & Nutrition, L.L.C. Asbestos Personal Injury Trust Distribution Procedures, and all other Plan Documents and Court orders as pertain to the operation of the Trust; it is further

ORDERED that the Trustees are hereby released and discharged from any and all liability as to all matters disclosed in the Application and Annual Report (including, without limitation, the financial statement of the Trust); and it is further

ORDERED, that this Court shall retain jurisdiction to hear and determine all matters arising from or related to this Order.

Signed this _____ day of _____, 2015

_____

THE HONORABLE ROBERT E. GERBER
UNITED STATES BANKRUPTCY JUDGE

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UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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In re:	**:**	**Chapter 11**
T H AGRICULTURE & NUTRITION, L.L.C.,	**:**	**Case No. 08-14692 (REG)**
Debtor.	**:**	

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ANNUAL REPORT, FINANCIAL STATEMENTS AND RESULTS OF OPERATIONS OF THE T H AGRICULTURE & NUTRITION, L.L.C. ASBESTOS PERSONAL INJURY TRUST FOR FISCAL YEAR ENDED DECEMBER 31, 2014

T H Agriculture & Nutrition (THAN) Asbestos Trust Annual Reports, 2014 annual report
ACL Doc 14467 · Page 9 of 35
Published by AsbestosClaims.Law
asbestosclaims.law/library/14467/9

Hon. Alfred M. Wolin, Ret., David F. Levi, and Charles A. Koppelman (collectively, the "Trustees"), as Trustees of the T H Agriculture & Nutrition, L.L.C. Asbestos Personal Injury Trust (the "Trust"), respectfully file this Annual Report, Financial Statements and Results of Operations for Fiscal Year Ended December 31, 2014 (the "Report"), pursuant to the First Amended Prepackaged Plan of Reorganization of T H Agriculture & Nutrition, L.L.C., Under Chapter 11 of the Bankruptcy Code (the "Plan") and the T H Agriculture & Nutrition, L.L.C. Asbestos Personal Injury Trust Agreement (the "Trust Agreement").

I. General

On November 24, 2008, T H Agriculture & Nutrition, L.L.C. ("THAN" or the "Debtor") filed a petition for relief under Chapter 11 of the United States Bankruptcy Code. THAN's bankruptcy case is being administered under Case No. 08-14692. On May 28, 2009, the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court") confirmed the Plan, and on October 26, 2009, the United States District Court for the Southern District of New York (the "District Court") affirmed the Bankruptcy Court's decision (the "Confirmation Order").

To address the substantial asbestos-related liabilities of the Debtor, the Plan established the Trust in accordance with the Trust Agreement. On November 30, 2009, the Effective Date[1] of the Plan, the Trust was created and funded with $900 million in assets. *See* Plan, section 9.4(f). The Confirmation Order appointed Hon. Alfred M. Wolin, Ret., David F. Levi, and Charles A. Koppelman as Trustees of the Trust.

Under the Trust Agreement, the Trust Advisory Committee ("TAC") represents all holders of present Asbestos PI Claims, and the Future Claimants' Representative ("FCR")

[1] Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the Plan.

T H Agriculture & Nutrition (THAN) Asbestos Trust Annual Reports, 2014 annual report Published by AsbestosClaims.Law
ACL Doc 14467 · Page 10 of 35 **asbestosclaims.law/library/14467/10**

represents the holders of future Asbestos PI Claims. *See* Trust Agreement, sections 6.2 and 7.2. The TAC members are Steven Kazan, Alan R. Brayton, John D. Cooney, Peter A. Kraus, Matthew Bergman, Steven T. Baron, and Perry Weitz, with Robert Phillips serving as a TAC member until his resignation effective October 3, 2014; he appointed Perry J. Browder as his successor. The FCR is Samuel Issacharoff.

The Trust Agreement, at Section 2.2(g), requires that the Trust meet with the TAC and FCR no less often that quarterly. During 2014, the Trust held quarterly meetings with the TAC and FCR on February 25, 2014, May 20, 2014, September 16, 2014, and November 11, 2014.

The Trustees generally held weekly Trustees' meetings throughout 2014 by telephone, beginning on January 6, 2014.

Hon. Alfred M. Wolin, Ret., is the Managing Trustee of the Trust.

The Trust kept its principal office at 1105 North Market Street, Suite 1300, Wilmington, DE 19801, and its administrative office at c/o Saiber, LLC, Attention: Hon. Alfred M. Wolin, Ret., 18 Columbia Turnpike, Suite 200, Florham Park, NJ 07932.

In 2014, the Trust moved the accounting and tax work from Bederson & Company, LLP to CBIZ (accountants, budget advisor and tax advisors), which had been retained in 2013 as reported in last year's report. The Trust continued the retention of the following: Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation (general counsel); Verus Claims Services LLC (asbestos personal injury claims processing facility and claims administrator); Citi Private Bank and U.S. Trust/Bank of America Private Wealth Management (financial consultants, money managers, custodian bank and other banking functions); BDO LLP (independent auditor); ARPC (claims forecasting and consultant); and AON Risk Services

T H Agriculture & Nutrition (THAN) Asbestos Trust Annual Reports, 2014 annual report Published by AsbestosClaims.Law
ACL Doc 14467 · Page 11 of 35 **asbestosclaims.law/library/14467/11**

Central, Inc. (insurance broker). The Trust retained local counsel and other consultants, as needed.

The TAC continued its retention of Frank/Gecker LLP as its counsel and Legal Analysis Systems as its claims forecasting advisor. The FCR continued his retention of Brune & Richard LLP as his counsel and Hamilton, Rabinovitz & Associates, Inc., as his claims forecasting advisor and consultant.

In 2014, the Trust (i) invested and managed its assets; (ii) continued paying approved Qualified Asbestos PI Claims, as set forth in more detail in Article II below; (iii) accepted, processed, liquidated and paid Asbestos PI Claims; (iv) individually reviewed all Asbestos PI Claims proposed to be liquidated by Verus for $500,000 or more; (v) reviewed designated claims submitted to Individual Review for the Trustees' evaluation and direction; (vi) maintained the Trust's website, www.thanasbestostrust.com; (vii) worked with ARPC, the Trust's claims forecasting advisor, to obtain an updated forecast of current and future asbestos liabilities; (viii) prepared quarterly reports to Philips Electronics North America Corporation ("PENAC"); (ix) conducted an audit of certain claims submitted to the Trust; (x) conducted due diligence on-site visits and review of operations regarding Trust business at Verus, U.S Trust and Citi Private Bank; (xi) amended the Investment Guidelines for Implementation under the Investment Services Agreement with U.S. Trust/Bank of America Private Wealth Management to alter the asset allocation ranges and strategic targets for cash and equity; (xii) amended the Claims Processing Agreement with Verus, considering the impact of inflation and to clarify the functions performed by Verus; (xiii) transitioned the provision of accounting and tax advisory services from Bederson & Company, LLP, to CBIZ; (xiv) retained BDO USA, LLP as the Independent Financial Auditor of the Trust for the Year 2014; (xv) set the Maximum Annual

T H Agriculture & Nutrition (THAN) Asbestos Trust Annual Reports, 2014 annual report Published by AsbestosClaims.Law
ACL Doc 14467 · Page 12 of 35 **asbestosclaims.law/library/14467/12**

Payment for 2015 at $60,000,000 plus the rollover of remaining 2014 Maximum Annual Payment; (xvi) purchased liability insurance policies from Ironshore Indemnity Inc., and XL Specialty Insurance Company; (xvii) amended the TDP, pursuant to Section 8.1 of the TDP and with the consent of the TAC and FCR, to permit a claimant submitting a secondary exposure claim, as described in Section 5.5 of the TDP, to elect whether the claim be processed under Expedited Review or Individual Review rather than requiring the claim be reviewed under the Individual Review process; (xviii) oversaw litigation affecting the Trust, and (xix) performed all functions required for Trust governance, including maintaining the Trust's books and records, and responding to subpoenas for information and other processes.

The process for reviewing and liquidating Asbestos PI Claims is governed by the "TDP," a Plan Document adopted pursuant to the Confirmation Order. *See* T H Agriculture & Nutrition, L.L.C. Asbestos Personal Injury Trust Distribution Procedures, Docket No. 425. The TDP recognizes that estimates of liabilities and the value of assets fluctuates over time and, accordingly, applies a "Payment Percentage" to the liquidated value of allowed Asbestos PI Claims. *See* TDP, § 2.3. The TDP directs the Trustees to periodically "reconsider the then-applicable Payment Percentage to assure that it is based on accurate, current information," and to adjust the Payment Percentage upward or downward if necessary with the consent of the TAC and the FCR. *Id.* at § 4.2. In making this determination, the Trustees are directed to "base their determination of the Payment Percentage on current estimates of the number, types, and values of present and future Asbestos PI Claims, the value of the assets then available to the Asbestos PI Trust for their payment, all anticipated administrative and legal expenses, and any other material matters that are reasonably likely to affect the sufficiency of funds to pay a comparable percentage of full value to all present and future holders of Asbestos PI Claims." *Id.* The

Trustees are further directed to "exercise common sense and flexibly evaluate all relevant factors." *Id.* The Payment Percentage in 2014 was 30%, which was applied to Asbestos PI Claims paid in 2014..

For claims that meet certain tolling provisions described in Section 5.1(a)(2) of the TDP, the TDP establishes a deadline for filing claims against the Trust of three years after the Initial Claims Filing Date. In addition, any claims that were first diagnosed after the Commencement Date, irrespective of the application of any relevant federal, state or foreign statute of limitations or repose, may be filed with the Trust within three years after the date of diagnosis or within three years after the Initial Claims Filing Date, whichever occurs later. The Initial Claims Filing Date occurred on October 3, 2011, making October 3, 2014, the deadline for filing certain claims against the Trust.

The Trust designated its counsel, Stutzman, Bromberg, Esserman & Plifka, as the custodian of Trust records.

II. Asbestos PI Claims

Pursuant to the Plan, the Trust is to pay Qualified Asbestos PI Claims, in the aggregate amount of $396,079,330 as soon as practicable. In prior years, the Trust paid $392,243,730 in Qualified Asbestos PI Claims. In 2014, pursuant to the Trust's review process for payment of remaining Qualified Asbestos PI Claims, the Trust paid 2 Qualified Asbestos PI Claims totaling $215,000.

The Trust, through its claims processing facility—Verus Claims Services, LLC—accepted unliquidated Asbestos PI Claims throughout 2014. Specifically, 213,981 Asbestos PI Claims have been submitted to the Trust to date, including 74,683 Asbestos PI Claims submitted in 2014, as follows:

Disease Level	Claims to date	Claims in 2014
Other Asbestos Disease (Level I)	8,863	2,625
Asbestosis/Pleural Disease (Level II)	94,010	35,759
Asbestosis/Pleural Disease (Level III)	50,726	12,590
Severe Asbestosis (Level IV)	4,276	452
Other Cancer (Level V)	6,491	2,280
Lung Cancer 2 (Level VI)	4,323	1,293
Lung Cancer 1 (Level VII)	24,486	11,804
Mesothelioma (Level VIII)	13,448	4,580
Unknown	7,358	3,300
Total:	**213,981**	**74,683**

Of the 74,683 Asbestos PI Claims submitted to the Trust in 2014, 767 have been withdrawn, 0 have been rejected, 22,555 have been deferred, and 124 have been approved for payment. In 2014, the Trust paid 1,570 Asbestos PI Claims, totaling $40,952,648 after application of the Payment Percentage.

Under Section 4.3 of the Trust Agreement, the Trust reports payments for Asbestos PI Trust Expenses. The Trust's operating expenses are listed in the Supplemental Information to the attached audited financial statements as addressed below.

III. Compensation and Expenses of Trustees, TAC, and FCR

Under Section 5.5(c) of the Trust Agreement, the Trust reports the amount of compensation and expenses paid to the Trustees. The Trustees have received, on an accrual basis, compensation and reimbursement for out-of-pocket costs and expenses from January 1, 2014, through the end of the fiscal year on December 31, 2014, as follows:

Trustees (3)	$1,000,279.57
Delaware Trustee	$250.00

Under Section 6.6 of the Trust Agreement, the Trust reports to the Bankruptcy Court the amount of compensation and expenses paid to the TAC. The TAC has received, on an accrual

basis, compensation and reimbursement for fees and expenses, including counsel, during the fiscal year ending December 31, 2014, as follows:

TAC	$88,856.60

Under Section 7.6 of the Trust Agreement, the Trust reports to the Bankruptcy Court the amount of compensation and expenses paid to the FCR. The FCR has received, on an accrual basis, compensation and reimbursement for fees and expenses, including counsel, during the fiscal year ending December 31, 2014, as follows:

FCR	$111,868.16

IV. Financial Statements

A copy of the Trust's audited financial statements for the year ending December 31, 2014, including a balance sheet as of December 31, 2014, and a statement of operations for 2014, is attached hereto as Exhibit A. Exhibit A also includes BDO LLP's opinion 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 special purpose accounting methods.

The Asbestos Trust provided copies to the TAC and FCR on April 30, 2015.

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V. Certification

The Trustees certify that they have performed pursuant to and in compliance with the Plan, the Trust Agreement, the Trust Distribution Procedures, the Confirmation Order, and such other Plan documents and Bankruptcy Court orders pertaining to the operation of the Trust during the fiscal year ended December 31, 2014.

TRUSTEES:

/s/ Alfred M. Wolin
HON. ALFRED M. WOLIN, RET.

/s/ David F. Levi
DAVID F. LEVI

/s/ Charles A. Koppelman
CHARLES A. KOPPELMAN

T H Agriculture & Nutrition (THAN) Asbestos Trust Annual Reports, 2014 annual report
ACL Doc 14467 · Page 17 of 35
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Respectfully submitted this 30th day of April 2015,

**STUTZMAN, BROMBERG,
ESSERMAN & PLIFKA,**

A PROFESSIONAL CORPORATION

By: */s/ Peter C. D'Apice*
Sander L. Esserman (Admitted *pro hac vice*)
Texas Bar No. 06671500
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ATTORNEYS FOR THE T H AGRICULTURE & NUTRITION, L.L.C. ASBESTOS PERSONAL INJURY TRUST

CERTIFICATE OF SERVICE

The undersigned certifies that on this 30th day of April 2015 the foregoing ANNUAL REPORT, FINANCIAL STATEMENTS AND RESULTS OF OPERATIONS OF THE T H AGRICULTURE & NUTRITION, L.L.C. ASBESTOS PERSONAL INJURY TRUST FOR FISCAL YEAR ENDED DECEMBER 31, 2014 was served via ECF on all those parties receiving such notice through the Court's CM/ECF system.

/s/ Peter C. D'Apice
Peter C. D'Apice

T H Agriculture & Nutrition, LLC
Asbestos Personal Injury Trust

Audited Special-Purpose
Financial Statements
Years Ended December 31, 2014 and 2013

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

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T H Agriculture & Nutrition, LLC
Asbestos Personal Injury Trust

Audited Special-Purpose Financial Statements
Years Ended December 31, 2014 and 2013

T H Agriculture & Nutrition, LLC
Asbestos Personal Injury Trust

Contents

Independent Auditor's Report	1-2
Special-Purpose Financial Statements	
Special-Purpose Statements of Assets, Liabilities and Net Claimants' Equity	3
Special-Purpose Statements of Changes in Net Claimants' Equity	4
Special-Purpose Statements of Cash Flows	5
Notes to the Special-Purpose Financial Statements	6-13

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Suite 700
McLean, VA 22102

Independent Auditor's Report

Trustees
T H Agriculture & Nutrition, LLC Asbestos Personal Injury Trust
Dallas, Texas

Report on the Special-Purpose Financial Statements

We have audited the accompanying special-purpose financial statements of T H Agriculture & Nutrition, LLC Asbestos Personal Injury Trust (the Trust) which comprise the special-purpose statements of assets, liabilities and net claimants' equity as of December 31, 2014 and 2013, and the related special-purpose statements of changes in net claimants' equity and special-purpose statements of cash flows for the years then ended and the related notes to the special-purpose financial statements.

Management's Responsibility for the Special-Purpose Financial Statements

Management is responsible for the preparation and fair presentation of the special-purpose financial statements in accordance with the basis of accounting described in Note 2 to the special-purpose financial statements. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of special-purpose financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

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Opinion

In our opinion, the special-purpose financial statements referred to above present fairly, in all material respects, the net claimants' equity of T H Agriculture & Nutrition, LLC Asbestos Personal Injury Trust as of December 31, 2014 and 2013, and the changes in net claimants' equity and cash flows for the years then ended in accordance with the special-purpose basis of accounting described in Note 2 to the special-purpose financial statements.

Basis of Accounting

We draw attention to Note 2 of the special-purpose financial statements, which describes the basis of accounting. As described in Note 2, these special-purpose financial statements were prepared on a special-purpose basis of accounting which is a basis of accounting other than accounting principles generally accepted in the United States of America. Our opinion is not modified on this matter. The special-purpose basis of accounting has been used in order to communicate the amount of net equity presently available to fund current and future claimants.

Restriction of Use

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

BDO USA, LLP

McLean, Virginia
April 21, 2015

T H Agriculture & Nutrition (THAN) Asbestos Trust Annual Reports, 2014 annual report
ACL Doc 14467 · Page 23 of 35
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Special-Purpose Financial Statements

T H Agriculture & Nutrition, LLC Asbestos Personal Injury Trust

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

December 31,	2014	2013
Assets		
Cash and cash equivalents		
Citibank	$ 21,500,616	$ 14,742,295
U.S. Trust	6,744,880	4,037,807
TD Bank	17,259	17,259
Total cash and cash equivalents	28,262,755	18,797,361
Investments		
Citibank		
Investments	197,572,956	213,950,167
Income receivable	1,936,348	2,125,513
U.S. Trust		
Investments	204,425,248	224,209,747
Income receivable	1,593,169	1,783,754
Total investments	405,527,721	442,069,181
Receivables		
Notes receivable	1,000,000	1,000,000
Interest receivable	129,172	123,429
Total receivables	1,129,172	1,123,429
Other assets		
Prepaid federal income taxes	1,295,000	-
Prepaid assets	100,793	128,384
Total other assets	1,395,793	128,384
Total assets	436,315,441	462,118,355
Liabilities		
Settled claims payable	3,910,550	12,672,981
Accounts payable	358,292	172,028
Federal income taxes payable	-	248,000
Total liabilities	4,268,842	13,093,009
Net claimants' equity	$ 432,046,599	$ 449,025,346

See accompanying notes to the special-purpose financial statements.

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T H Agriculture & Nutrition, LLC Asbestos Personal Injury Trust

Special-Purpose Statements of Changes in Net Claimants' Equity

Years Ended December 31,	2014	2013
Additions		
Interest and dividend income, net	$ 10,946,777	$ 11,550,706
Investment advisory fees	(1,387,307)	(1,413,909)
Realized gain on sale of investment securities	9,541,034	8,432,953
Gain from investment in hedge funds, net	774,102	3,288,679
Unrealized gain on investments	3,008,666	184,964
Other income	500	-
Total additions	22,883,772	22,043,393
Deductions		
Claims settled	32,405,216	67,155,412
General and administrative expenses		
Trustees	1,000,279	974,745
Claims processing fees	766,767	556,576
Claims consulting and forecasting fees	85,015	217,434
Future claims representative fees and expenses	111,868	43,614
Insurance	137,806	152,216
Accounting	285,781	183,839
Others	2,550	3,000
Professional services		
Trust legal fees	8,557	6,605
Trust general counsel	1,154,007	874,991
Future claims representative attorney fees	-	48,395
TAC attorney fees and expenses	84,940	39,795
TAC expenses	3,917	6,131
Trust litigation counsel fees and expenses	58,816	-
Federal income tax	3,757,000	4,165,889
Total deductions	39,862,519	74,428,642
Decrease in net claimants' equity	(16,978,747)	(52,385,249)
Net claimants' equity at the beginning of the year	449,025,346	501,410,595
Net claimants' equity at the end of the year	$ 432,046,599	$ 449,025,346

See accompanying notes to the special-purpose financial statements.

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T H Agriculture & Nutrition, LLC Asbestos Personal Injury Trust

Special-Purpose Statements of Cash Flows

Years Ended December 31,	2014	2013
Cash flows from operating activities:		
Decrease in net claimants' equity	$ (16,978,747)	$ (52,385,249)
Adjustments to reconcile net decrease in net claimants' equity to cash used in operating activities:		
Realized gain on sale of investment securities	(9,541,034)	(8,432,953)
Gain from hedge fund investments, net	(774,102)	(3,288,679)
Unrealized gain on investments, net	(3,008,666)	(184,964)
Amortization of bond premium	3,913,569	4,329,693
Changes in operating assets and liabilities:		
Prepaid federal income taxes	(1,295,000)	915,000
Prepaid assets	27,591	(128,384)
Settled claims payable	(8,762,431)	7,117,533
Accounts payable	186,264	31,713
Federal income taxes payable	(248,000)	248,000
Total adjustments	(19,501,809)	606,959
Net cash used in operating activities	(36,480,556)	(51,778,290)
Cash flows from investing activities:		
Change in accrued interest and dividends receivable	379,750	324,681
Proceeds from sales of investments	126,857,036	184,343,778
Purchases of investments	(81,285,093)	(144,293,074)
(Increase) decrease in interest receivable	(5,743)	17,883
Net cash provided by investing activities	45,945,950	40,393,268
Net increase (decrease) in cash and cash equivalents	9,465,394	(11,385,022)
Cash and cash equivalents at the beginning of the year	18,797,361	30,182,383
Cash and cash equivalents at the end of the year	$ 28,262,755	$ 18,797,361

See accompanying notes to the special-purpose financial statements.

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T H Agriculture & Nutrition, LLC Asbestos Personal Injury Trust

Notes to the Special-Purpose Financial Statements

1. Description of the Trust

The T H Agriculture & Nutrition, LLC Asbestos Personal Injury Trust (the Trust), organized pursuant to the laws of the State of Delaware, was established on November 30, 2009 and is a "qualified settlement fund" pursuant to the meaning of Section 1.468B-1 et seq. to the Treasury Regulations promulgated under Section 468B of the Internal Revenue Code. The Trust was formed to assume all Asbestos PI Trust Claims (whether now existing or arising at any time hereafter) and to use the Asbestos PI Trust assets to pay holders of claims in accordance with the Asbestos PI Trust Agreement. The Trust's funding is dedicated solely to the settlement of asbestos personal injury claims and the related costs thereto, as defined in the T H Agriculture & Nutrition, LLC Asbestos Personal Injury Trust Agreement (Trust Agreement). The Trust's principal office is in Wilmington, Delaware and its administrative office is located in Florham Park, New Jersey. Defined terms have the meaning that is defined in the Trust Agreement.

2. Significant Accounting Policies

Basis of Presentation

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

a. Investment securities are recorded at fair market value. All interest and dividend income, net of investment expenses, are included in investment income in the accompanying special-purpose statements of changes in net claimants' equity. Net realized and unrealized gains and (losses) on investment securities are recorded as a net addition or (deduction) in the special-purpose statements of changes in net claimants' equity.

b. Future fixed liabilities under contractual obligations and other agreements entered into by the Trust are recorded as deductions in the same period that such contractual obligations or agreements are signed. Under GAAP, liabilities and contractual obligations are recorded over the period that is benefited by the underlying contract or agreement.

c. The full amounts of claims are generally treated as deductions from net claimants' equity in the period in which the settled claims are approved for payment. A settled claim is a claim that has been accepted by the claimant, with an executed release submitted to the Trust, and approved by the Trustees. Under GAAP, a liability would be recorded for an estimate of the amount to be paid for claims that have been incurred but not yet reported, and for those claims that have been submitted but not yet approved for payment by the Trust.

d. Income tax expense is estimated and recorded as incurred in the period in which certain income and expense items affect current federal income taxes payable. Income tax refunds are recorded when cash is received by the Trust. Under GAAP, the provision for income taxes is recorded based upon income reported for financial statement purposes, and federal and state income taxes both currently payable and changes in deferred taxes due to differences

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between financial reporting and tax bases of assets and liabilities, such as unrealized gains and losses on investment securities.

Use of Estimates

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

Cash Equivalents and Investment Securities

The Trust considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

Investment securities are stated at fair market value with changes in unrealized gains and losses recorded in the current period. Investment income is recognized when earned. Any unearned interest and dividend income is recorded as accrued interest and dividends receivable. Realized gains and losses on sales are determined using the specific identification method.

Accrued Claims, Accrued Expenses and Accounts Payable

Accrued claims consist of certain claims that are settled but unpaid at December 31, 2014 and 2013. A settled claim is a claim that has been accepted by the claimant, with an executed release submitted to the Trust, and approved by the Trustees. An unpaid claim is a claim that has been approved for payment by the Trustees, but cannot be paid due to annual cap limitations or has been authorized by the Trustees and not paid. Unpaid claims that are a result of annual cap limitations are recorded when settled.

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

Operating Expenses

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

Income Taxes

The Trust is classified as a Qualified Settlement Fund under the Internal Revenue Code. As a result, the Trust is subject to federal income taxes based on modified gross income. In the opinion of Trust's management, the Trust is not subject to state income taxes, and therefore, special-purpose financial statements do not include any provision or liability for state income taxes.

The Trust files income tax returns in the United States of America (U.S.) federal jurisdiction. Since the Trust was formed during 2009, no U.S. federal income tax returns are closed under statute of limitations.

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T H Agriculture & Nutrition, LLC Asbestos Personal Injury Trust

Notes to the Special-Purpose Financial Statements

The Trust records income tax expense (or benefit) associated with amounts payable (or receivable) under current federal income taxes, and does not record a provision for (or benefit from) deferred taxes. Accordingly, there is no provision for deferred taxes associated with changes in cumulative unrealized gains and losses on investments (see Note 3). The income taxes associated with gains on investments will be recorded in the Trust's special-purpose financial statements when the net gains are realized (i.e. the securities are sold) and the income taxes become currently payable.

Risk and Uncertainties

The Trust's assets that are exposed to credit risk consist primarily of cash and cash equivalents and investment securities. Cash and cash equivalents are maintained at financial institutions and, at times, balances may exceed federally insured limits. The Trust has never experienced any losses related to these balances. Amounts on deposit in excess of federally insured limits at December 31, 2014 approximate $27.7 million.

The Trust invests in a professionally managed investment portfolio that contains common shares of publicly traded companies, corporate and government obligations, public real estate investment trusts, commodities, and hedge funds. Such investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments securities, it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the Trust's account balances and the amounts reported in the special-purpose statements of assets, liabilities and net claimants' equity.

3. Cash, Cash Equivalents and Investment Securities

Cash, cash equivalents and investment securities consist of the following at December 31, 2014:

	Cost	Fair Market Value	Unrealized Gains
Cash and cash equivalents	$ 28,262,755	$ 28,262,755	$ -
Equities	69,955,552	89,800,829	19,845,277
Bonds	280,687,296	292,260,449	11,573,153
Public real estate investment trusts	1,980,505	2,602,988	622,483
Hedge funds	14,485,212	17,333,938	2,848,726
Total cash, cash equivalents and investments	$ 395,371,320	$ 430,260,959	$ 34,889,639

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T H Agriculture & Nutrition, LLC Asbestos Personal Injury Trust

Notes to the Special-Purpose Financial Statements

Cash, cash equivalents and investment securities consist of the following at December 31, 2013:

	Cost	Fair Market Value	Unrealized Gains (Losses)
Cash and cash equivalents	$ 18,797,361	$ 18,797,361	$ -
Equities	79,176,089	105,754,767	26,578,678
Bonds	303,116,934	304,900,020	1,783,086
Public real estate investment trusts	2,155,800	2,259,755	103,955
Hedge funds	18,201,229	21,712,332	3,511,103
Commodities	3,628,889	3,533,040	(95,849)
Total cash, cash equivalents and investments	$ 425,076,302	$ 456,957,275	$ 31,880,973

The maturities of the Trust's investment in bonds are as follows as of December 31, 2014:

	Less than 1 Year	After 1 Year Through 5 Years	After 5 Years Through 10 Years	After 10 Years	Total
Bonds	$ 7,077,486	$ 115,701,943	$ 72,049,904	$ 97,431,116	$ 292,260,449

The maturities of the Trust's investment in bonds are as follows as of December 31, 2013:

	Less than 1 Year	After 1 Year Through 5 Years	After 5 Years Through 10 Years	After 10 Years	Total
Bonds	$ 13,980,033	$ 138,999,814	$ 81,299,379	$ 70,620,794	$ 304,900,020

4. Fair Value Measurements

The Trust's investments are recorded at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability between market participants in an orderly transaction on the measurement date. The market in which the reporting entity would sell the asset or transfer the liability with the greatest volume and level of activity for the asset or liability is known as the principal market. When no principal market exists, the most advantageous market is used. This is the market in which the reporting entity would sell the asset or transfer the liability with the price that maximizes the amount that would be received or minimizes the amount that would be paid. Fair value is based on assumptions market participants would make in pricing the asset or liability. Generally, fair value is based on observable quoted market prices or derived from observable market data when such market prices or data are available. When such prices or inputs are not available, the Trust would use valuation models.

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T H Agriculture & Nutrition, LLC Asbestos Personal Injury Trust

Notes to the Special-Purpose Financial Statements

The Trust's assets recorded at fair value on a recurring basis are categorized based on the priority of the inputs used to measure fair value. The inputs used in measuring fair value are categorized into three levels, as follows:

- **Level 1** - Inputs that are based upon quoted prices for identical instruments traded in active markets.
- **Level 2** - Inputs that are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar investments in markets that are not active, or models based on valuation techniques for which all significant assumptions are observable in the market or can be corroborated by observable market data for substantially the full term of the investment.
- **Level 3** - Inputs that are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models, and similar techniques.

The following section describes the valuation methodologies the Trust uses to measure its financial assets at fair value.

Equities and Commodities: Valued at the closing price reported on the active market on which the individual securities are traded.

Bonds: Valued using the documented trade price if trading in an active market. Otherwise, valued using a metrics system provided by the pricing vendors.

Public real estate investment trusts and hedge funds: Valued using the Trust's proportionate share of each fund's net assets, as reported as of the date of the special-purpose financial statements.

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T H Agriculture & Nutrition, LLC Asbestos Personal Injury Trust

Notes to the Special-Purpose Financial Statements

Investments measured at fair value on a recurring basis are summarized below:

	As of December 31, 2014			
	Assets Measured At Fair	Fair Value Hierarchy Level		
Description	Value	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 28,262,755	$ 28,262,755	$ -	$ -
Equities	89,800,829	89,800,829	-	-
Bonds:				
Government	5,943,159	-	5,943,159	-
Corporate	17,855,707	-	17,855,707	-
International	1,089,900	-	1,089,900	-
Municipal	267,371,683	-	267,371,683	-
Total bonds	292,260,449	-	292,260,449	-
Public real estate investment trusts	2,602,988	2,602,988	-	-
Hedge funds	17,333,938	-	-	17,333,938
Total assets at fair value	$ 430,260,959	$ 120,666,572	$ 292,260,449	$ 17,333,938

	As of December 31, 2013			
	Assets Measured At Fair	Fair Value Hierarchy Level		
Description	Value	Level 1	Level 2	Level 3
Cash and cash equivalents	$ 18,797,361	$ 18,797,361	$ -	$ -
Equities	105,754,767	105,754,767	-	-
Bonds:				
Government	9,779,011	-	9,779,011	-
Corporate	18,163,461	-	18,163,461	-
International	1,875,486	-	1,875,486	-
Municipal	275,082,062	-	275,082,062	-
Total bonds	304,900,020	-	304,900,020	-
Public real estate investment trusts	2,259,755	2,259,755	-	-
Hedge funds	21,712,332	-	-	21,712,332
Commodities	3,533,040	3,533,040	-	-
Total assets at fair value	$ 456,957,275	$ 130,344,923	$ 304,900,200	$ 21,712,332

T H Agriculture & Nutrition, LLC Asbestos Personal Injury Trust

Notes to the Special-Purpose Financial Statements

Level 3 gains and losses

The following table sets forth a summary of changes in the fair value of the Trust's hedge funds (Level 3) assets for the years ended December 31, 2014 and 2013:

	Fair Value Measurements Using Significant Unobservable Inputs (Level 3)	
	2014	2013
Balances, at the beginning of the year	$ 21,712,332	$ 19,318,252
Gain	774,102	3,288,679
Purchases	5,524,090	3,925,012
Sales	(10,676,586)	(4,819,611)
Balances, at the end of the year	$ 17,333,938	$ 21,712,332

Hedge funds generally employ long, short and multi-trading strategies in various markets. These funds have semi-annual and quarterly redemption periods with notice periods of between 45 to 99 days.

5. Notes Receivable

Under a secured promissory note dated November 30, 2009, T H Agriculture & Nutrition, LLC is indebted to the Trust in the amount of $1,000,000 with interest at 5% per annum maturing on November 30, 2019. Principal is payable in quarterly installments of $10,000 commencing on November 30, 2013, provided cash is available, with any remaining balance due at maturity. At December 31, 2014 and 2013, the interest receivable on this note was $129,172 and $123,429, respectively. To date, no payments have been made under this note other than interest payments.

6. Income Taxes

During the year ended December 31, 2014, the Trust paid income taxes and recorded income tax expense of $3,750,000 and $3,757,000, respectively. During the year ended December 31, 2013, the Trust paid income taxes and recorded income tax expense of $3,110,000 and $4,165,889, respectively. Additionally, as of December 31, 2014 and 2013, the Trust has recorded prepaid federal income taxes of $1,295,000 and an income tax payable of $248,000, respectively.

As disclosed in Note 2 to the special-purpose financial statements, the Trust does not record a provision for (or benefit from) deferred income taxes. Accordingly, there is no provision for deferred taxes associated with cumulative unrealized gains and losses on investments.

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T H Agriculture & Nutrition, LLC Asbestos Personal Injury Trust

Notes to the Special-Purpose Financial Statements

7. Claims Settled

For the years ended December 31, 2014 and 2013, the Trust settled 1,572 and 4,783 claims totaling $32,405,216 and $67,155,412, respectively. For the years ended December 31, 2014 and 2013, the Trust received 74,711 and 13,737 new claim filings, respectively.

8. Contingent Liabilities

The Plan Documents (as defined in the Confirmed Plan) subject the Trust to certain reimbursement and indemnification obligations that may result in future claims against the Trust.

The probability of such claims cannot be reasonably determined. Accordingly, no associated liability has been recorded in the accompanying special-purpose financial statements. Such claims, if any, are not expected to be material.

9. Liability for Asbestos Claims

Personal injury claims that were settled, but unpaid as of December 31, 2014 and 2013 have been accrued and included in claims payable. These amounts have been included in deductions from net claimants' equity in the accompanying special-purpose statements of changes in net claimants' equity for the payment of claims for the years ended December 31, 2014 and 2013.

The Trust considers settled claims as claims that were approved through the Claim Review Process for which the claimant has returned a signed release to the Trust.

The ultimate number of Asbestos PI Trust Claims to be filed and the liability for all such claims are not determinable at this time. The net claimants' equity at December 31, 2014 and 2013 represents funding available for all Asbestos PI Trust Claims for which no fixed liability has yet been established.

10. Subsequent Events

The Trust has evaluated its December 31, 2014 special-purpose financial statements for subsequent events through April 21, 2015 the date the special-purpose financial statements were available to be issued. The Trust is not aware of any subsequent events which would require recognition or disclosure in the special-purpose financial statements.

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