IN THE UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF TEXAS
HOUSTON DIVISION

In re:	§	
	§	
UTEX INDUSTRIES, INC.,	§	Case No. 04-34427-H4-11
	§	
	§	
Debtor.	§	

NOTICE OF FILING AUDITED ANNUAL REPORT AND CLAIMS SUMMARY

The Utex Industries, Inc. Successor Trust (the "Trust") hereby files its Audited Annual Report for the fiscal year ending December 31, 2023, attached hereto as Exhibit A, and a summary of the claims paid during the year ending December 31, 2023 (the "Claims Summary"), attached hereto as Exhibit B.

Pursuant to the provisions of the Utex Industries Successor Trust Agreement, the Trust is providing copies of the Audited Annual Report and the Claims Summary to the Trust Advisory Committee, the Legal Representative and the reorganized debtor.

Dated: April 29, 2024
Dallas, Texas

Respectfully submitted by:

/s/ Briana L. Cioni
STUTZMAN, BROMBERG, ESSERMAN & PLIFKA,
A Professional Corporation
Sander L. Esserman
State Bar No. 06671500
Briana L. Cioni
State Bar No. 24044161
2323 Bryan Street
Suite 2200
Dallas, Texas 75201-2689
Telephone: (214) 969-4900
Telecopier: (214) 969-4999

Counsel for the Utex Industries, Inc. Successor Trust

CERTIFICATE OF SERVICE

I hereby certify that on the 29th day of April, 2024, I served a true and correct copy of the foregoing Notice of Filing Audited Annual Report and Claims Summary and Exhibits A and B thereto by electronic mail on the members of the Trust Advisory Committee (Russell W. Budd, Eric Bogdan and Patrick N. Haines) and the Legal Representative (Richard B. Schiro) and by United States Mail, postage prepaid, to the Reorganized Debtor, Utex Industries, Inc., Attn: Mr. Ray Snow, 10810 Old Katy Road, Houston, Texas 77043.

/s/ Briana L. Cioni

EXHIBIT A

Utex Industries, Inc. Successor Trust

Special-Purpose Financial Statements with Report of Independent Auditors

December 31, 2023 and 2022

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Utex Industries, Inc. Successor Trust

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Independent Auditor's Report

To the Trustee of
Utex Industries, Inc. Successor Trust

Opinion

We have audited the special-purpose financial statements of Utex Industries, Inc. Successor Trust (the "Trust"), which comprise the special-purpose statements of fund deficit as of December 31, 2023 and 2022, and the related special-purpose statements of changes in fund deficit and changes in cash and investments for the years then ended, and the related notes to the financial statements (collectively, the "Financial Statements").

In our opinion, the accompanying Financial Statements referred to above present fairly, in all material respects, the fund deficit of the Trust as of December 31, 2023 and 2022, and the changes in fund deficit and cash and investments for the years then ended, in accordance with the basis of accounting described in Note 2 to the Financial Statements.

Basis for Opinion

We conducted our audits in accordance with auditing standards generally accepted in the United States of America ("GAAS"). Our responsibilities under those standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are required to be independent of the Trust and to meet our other ethical responsibilities in accordance with the relevant ethical requirements relating to our audits. We believe that the audit evidence we have obtained is sufficient and appropriate to provide our audit opinion.

Basis of Accounting

We draw attention to Note 2 of the Financial Statements, which describes the basis of accounting. The Trust has elected to change its basis of accounting to a special-purpose basis of accounting which is a basis of accounting other than accounting principles generally accepted in the United States of America. The special-purpose basis of accounting has been adopted by the Trustee to communicate the amount of investments presently available to fund current and future claims and expenses of the Trust. As a result, the Financial Statements may not be suitable for another purpose. Our opinion is not modified with respect to this matter.

Responsibilities of Management for the Financial Statements

Management is responsible for the preparation and fair presentation of these Financial Statements in accordance with the special-purpose basis of accounting; this includes determining that the special-purpose basis of accounting is an acceptable basis for the preparation of the Financial Statements in these circumstances. Management is also responsible for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of the Financial Statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibilities for the Audit of the Financial Statements

Our objectives are to obtain reasonable assurance about whether the Financial Statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a

material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the Financial Statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the Financial Statements.
- Obtain an understanding of internal control relevant to the audit 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 Trust's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the Financial Statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Trust's ability to continue as a going concern for a reasonable period of time.

We are required to communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit, significant audit findings, and certain internal control-related matters that we identified during the audits.

Restriction on Use

This report is intended for the information and use of the Trustee, management of the Trust, and for filing with the United States Bankruptcy Court for the Southern District of Texas-Houston Division and is not intended to be and should not be used by anyone other than these specified parties. Upon filing with the United States Bankruptcy Court for the Southern District of Texas-Houston Division, the report is a matter of public record, which public filing does not expand the list of specified users.

CohnReznick LLP

Dallas, Texas
April 29, 2024

Utex Industries, Inc. Successor Trust

Special-Purpose Statements of Fund Deficit
December 31, 2023 and 2022

Assets

	2023	2022
Cash and investments, at fair value	$ 3,064,880	$ 2,954,580
Prepaid expenses and other assets	8,985	8,985
Total assets	$ 3,073,865	$ 2,963,565
Liabilities		
Accrued expenses	$ 313	$ -
Accrued asbestos injury claims	131,101,803	130,605,683
Total liabilities	131,102,116	130,605,683
Fund deficit	$ (128,028,251)	$ (127,642,118)

See Notes to Special-Purpose Financial Statements.

Utex Industries, Inc. Successor Trust

Special-Purpose Statements of Changes in Fund Deficit
Years Ended December 31, 2023 and 2022

	2023	2022
Additions		
Investment income, net:		
Interest and dividends	$ 130,470	$ 68,640
Realized loss on investments, net	-	(1,579)
Unrealized gain (loss) on investments, net	88,210	(96,517)
Total investment income (loss)	218,680	(29,456)
Adjustment to accrued asbestos injury claims	-	2,648,640
Total additions	218,680	2,619,184
Deductions		
Adjustment to accrued asbestos injury claims	496,360	-
Operating and legal expenses	108,453	99,800
Total deductions	604,813	99,800
Change in fund deficit	(386,133)	2,519,384
Fund deficit, beginning of the year	(127,642,118)	(130,161,502)
Fund deficit, end of the year	$ (128,028,251)	$ (127,642,118)

See Notes to Special-Purpose Financial Statements.

Utex Industries, Inc. Successor Trust

Special-Purpose Statements of Changes in Cash and Investments
Years Ended December 31, 2023 and 2022

	2023	2022
Investment inflows		
Net earnings (losses) from investments	$ 218,680	$ (29,456)
Investment outflows		
Operating and legal expenses	108,140	100,027
Asbestos claim payments	240	1,200
Total cash outflows	108,380	101,227
Net increase (decrease) in cash and investments	110,300	(130,683)
Cash and investments, beginning of year	2,954,580	3,085,263
Cash and investments, end of year	$ 3,064,880	$ 2,954,580

See Notes to Special-Purpose Financial Statements.

Utex Industries, Inc. Successor Trust

Notes to Special-Purpose Financial Statements
December 31, 2023 and 2022

Note 1 - Description of the trust

General

The Utex Industries, Inc. Successor Trust (the "Trust") was established pursuant to the Order Confirming the Plan of Reorganization of Utex Industries, Inc. ("Utex"), a Texas corporation, (the "Debtor") dated December 31, 2003 (the "Plan"). On March 26, 2004, Utex filed a bankruptcy petition seeking to reorganize under the provisions of Chapter 11 of the U.S. Bankruptcy Code as a pre-packaged bankruptcy case. The Debtor's Plan, supported by the Legal Representative and the Asbestos Claimants' Committee, was confirmed by order of the United States Bankruptcy Court for the Southern District of Texas - Houston Division (the "Bankruptcy Court") and affirmed by the United States District Court for the Southern District of Texas - Houston Division (the "District Court") on June 17, 2004 (the "Confirmation Order"). The Confirmation Order provides, among other things, for a means of dealing with the Debtor's liability to persons holding valid Asbestos Claims. As of the petition date, the Debtor was named as a defendant in personal injury and wrongful death actions seeking recovery for damages allegedly caused by the presence of, or exposure to, asbestos or asbestos-containing products. The confirmed Plan created the Trust, the assets of which will be used to resolve and satisfy Asbestos Claims asserted against the Debtor as and to the extent provided in the Confirmation Order, the Plan and the Claims Resolution Procedures (the "CRP"). It is the intent of the Debtor and the Trustee that the Trust constitute a qualified settlement fund through mechanisms that provide reasonable assurance that the Trust will value, and be in a financial position to pay, all Asbestos Claims that involve similar claims in substantially the same manner, in strict compliance with the terms of the Utex Industries, Inc. Successor Trust Agreement (the "Trust Agreement"), within the meaning of Treasury Regulation 1.468B-1 et seq, promulgated under Section 468B of the Internal Revenue Code (the "IRC") and in compliance with the requirements of a trust set forth in Section 524(g)(2)(B)(i) of the Bankruptcy Code. The Plan became effective August 6, 2004 (the "Effective Date").

Claims

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 Claims by fully, fairly and expeditiously compensating such claimants pursuant to the provisions of the Trust Agreement and the CRP.

Termination

The Trust shall automatically terminate on the date (the "Termination Date") ninety (90) days after the first to occur of the following events:

- All Asbestos 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 Claim has been filed with the Trust, provided that if the Trustee, in his or her reasonable discretion, determines during such 90-day period that it is likely that new Asbestos Claims will subsequently be filed, then the Trust shall not terminate;

- If the Trustee has procured and has in place irrevocable insurance policies and has 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 this Trust Agreement and the CRP, the date on which the Bankruptcy Court enters an order approving such insurance and other arrangements;

- If in the judgment of the Trustee, with the consent of the TAC and the Legal Representative, which consent shall not be unreasonably withheld, that the continued administration of the Trust is uneconomic or adverse to the best interest of the Persons holding Asbestos Claims; or

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

On the Termination Date, to the extent that there are any Trust Assets remaining after payment, in full, of all Allowed Asbestos Claims and the payment, in full, of all Trust Expenses, such excess Trust Assets shall be transferred to a charity qualified under Section 501(c)(3) of the IRC, which charity is to be determined by the Trustee; provided, however, that such charitable purpose, if practical, shall be related to the treatment of or research regarding asbestos-related disorders.

Note 2 - Summary of significant accounting policies

Basis of presentation

The Trust's special-purpose financial statements (the "Financial Statements") are prepared using special-purpose accounting methods adopted by the Trustee, which differs from accounting principles generally accepted in the United States of America ("GAAP"). The special-purpose basis of accounting was applied in order to communicate to the beneficiaries of the Trust the amount of investments presently available to fund current and future claims and expenses of the Trust. Since the accompanying Financial Statements and transactions are not based upon GAAP, accounting treatment applied by other parties for these same transactions may differ as to timing and amount. The significant differences from GAAP and the special purpose basis of accounting are as follows:

- The Financial Statements are prepared using the accrual basis of accounting, except as otherwise described herein.

- Cash and cash equivalents are recorded at cost and included in investments.

- The Financial Statements include the Trustee's estimate (the methodology for which was accepted by the Bankruptcy Court) of the aggregate future liability that could arise from asbestos disease claims to be filed with Trust, resulting in a substantial deficit as further discussed in Note 6. Under GAAP the aggregate future liability would not be recorded due to the uncertainty in the amount and timing of the future cash flows necessary to settle the liability.

- These Financial Statements do not include a statement of cash flows. The Financial Statements include a consolidated statement of changes in cash and investments. This statement represents the various inflows and outflows of cash during the reporting periods in order to reconcile the changes in cash and investments, at fair value, from the beginning to the end of the respective year on the cash basis.

Investments

Investments are measured at fair value. Changes in fair value are recorded as increases or decreases to the fund 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.

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Fair value of investments
The Trust measures its investments at fair value, according to a hierarchy of valuation techniques. See Note 5. 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.

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.

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. The fund balance (deficit) represents current funding available to compensate all present and unknown claimants, net of the Trustee's estimates of the aggregate liability for Asbestos Claims.

Concentration of credit risk
Financial instruments, which potentially subject the Trust to concentrations of credit risk, consist primarily of cash equivalents and investments. The Trust maintains cash equivalents at financial institutions it considers to be of high credit quality. At times, the Trust may have cash deposits in banks that exceed federally insured limits. The Trust has not experienced any losses in such accounts and does not believe it is exposed to any significant risk of loss related to cash.

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The Trust's investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments, it is at least reasonably possible that changes in the value of investments will occur in the near term and such changes could materially affect the value of the Trust's portfolio.

Use of estimates
The preparation of the financial statements in conformity with special-purpose accounting methods require the Trustee 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 periods. Significant items subject to such estimates and assumptions include the carrying value of accrued asbestos injury claims and the fair value of investments. Actual results could differ from these estimates.

Income taxes
Deferred tax assets and liabilities are determined based upon differences between the financial reporting and tax bases of assets and liabilities and are measured using the enacted rates and laws that will be in effect when the differences are expected to reverse. A valuation allowance is established when it is more likely than not that the deferred tax assets may not be realized.

The amount of income taxes the Trust pays is subject to ongoing audits by federal authorities. The Trust's 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 Trust's assessment of such tax positions 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.

Subsequent events
The Trust has evaluated events and transactions subsequent to the date of the financial statements for matters requiring recognition or disclosure in the financial statements. The accompanying financial statements consider events through April 29, 2024, the date on which the financial statements were available to be issued.

Note 3 - Claims resolution

The CRP was approved by the Bankruptcy Court and the District Court pursuant to the Confirmation Order. The CRP provides for processing, allowing or disallowing, liquidating, and paying all Asbestos Claims arising from exposure to asbestos or asbestos-containing products as required by the Plan and the Trust Agreement. The Trustee administers and allows or disallows Asbestos Claims in accordance with the CRP.

Note 4 - 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 arising from exposure to asbestos or asbestos-containing products as required by the Plan and the Trust Agreement, excluding unknown holders of such Claims.

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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 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 Legal Representative provide consultative services to the Trustee regarding specific issues affecting the Trust. Additionally, the Plan provides for instances in which consent of the TAC and the Legal Representative must be obtained by the Trustee before implementing a decision, subject to Bankruptcy Court approval in the event of a disagreement between the parties.

Note 5 - Investments and fair value measurements

The Trust had a cumulative unrealized holding loss on investments of $32,976 and $121,186 at December 31, 2023 and 2022, respectively. The estimated fair values of the Trust's investments are as follows at December 31:

	2023		2022	
	Cost	Fair Value	Cost	Fair Value
Cash equivalents	$ 48,085	$ 48,085	$ 25,995	$ 25,995
Mutual fund	3,048,210	3,016,795	3,049,771	2,928,585
	$ 3,096,295	$ 3,064,880	$ 3,075,766	$ 2,954,580

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 consist primarily of cash balances and amounts receivable/payable for unsettled securities transactions held/initiated at the clearing brokers of the Trust as well as money market funds. Cash equivalents are carried at cost, which approximates fair value, and are classified as Level 1.

Mutual fund

The Trust's investment in a mutual fund is publicly traded and is classified as Level 1 because quoted prices are available for this investment in an active market.

Note 6 - Accrued asbestos injury claims

The fund deficit reflects the ultimate amount of asbestos claims for bodily injury filed, and the aggregate accrued liability therefore, which was estimated at $131,101,803 and $130,605,683 as of December 31, 2023 and 2022, respectively.

The 2023 liability includes (i) $3,059,435 in pre-bankruptcy Participation Claims settlements to be partially funded by the Collateral Assets, as defined in the Plan, (ii) $6,526,058 in pre-bankruptcy Participation Claims settlements to be partially funded by the Non-Collateral Assets, as defined in the Plan, (iii) $112,977,490 for the unpaid liability of previously paid Claims, and $8,538,820 for the liability for Future Claims. The liability for Future Claims is the Trust's estimate of the aggregate value of the future liability based on projected claims.

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The 2022 liability includes (i) $3,059,435 in pre-bankruptcy Participation Claims settlements to be partially funded by the Collateral Assets, as defined in the Plan, (ii) $6,526,058 in pre-bankruptcy Participation Claims settlements to be partially funded by the Non-Collateral Assets, as defined in the Plan, (iii) $112,977,730 for the unpaid liability of previously paid Claims, and $8,042,460 for the liability for Future Claims. The liability for Future Claims is the Trust's estimate of the aggregate value of the future liability based on projected claims.

The accrued asbestos claim liability is shown net of cumulative payments since inception of $4,408,453 and $4,408,213 by the Trust through December 31, 2023 and 2022, respectively, from both collateral and non-collateral assets. The payment sum percentage for both 2023 and 2022 was 0.8%.

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 IRC, which is 37% for the years ending December 31, 2023 and 2022.

The Trust's federal income tax expense is calculated as follows:

	2023	2022
Modified taxable loss	$ 22,016	$ (32,740)
Tax rate	37%	37%
Tax benefit generated on modified taxable income	8,146	(12,114)
Deferred tax benefit	32,638	(35,711)
Change in valuation allowance	(40,784)	47,825
Net federal tax expense	$ -	$ -

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

	2023	2022
Net operating loss carryforward	$ 829,506	$ 838,236
Unrealized loss on investments	12,201	44,839
Valuation allowance	(841,707)	(883,075)
Net deferred tax asset (liability)	$ -	$ -

As of December 31, 2023, the Trust had net operating loss carryforwards of approximately $202,000 with no expiration date and approximately $2,084,000 which will begin to expire in 2024. The future ability of the Trust to benefit from this net operating loss carryforward is uncertain; therefore7, 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.

The Trust has not recognized any income tax liability or expense related to the review of uncertain tax positions.

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EXHIBIT B

UTEX INDUSTRIES, INC. SUCCESSOR TRUST SUMMARY OF CLAIMS DISPOSED OF DURING THE TIME PERIOD COVERED BY THE AUDITED ANNUAL REPORT FOR THE FISCAL YEAR ENDING DECEMBER 31, 2023

Number of Claims Filed in 2023	Number of Claims Paid in 2023
2	0