

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

MASTER INDEX OF THE MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
ACCOUNT OF TRUSTEES FOR THE PERIOD JANUARY 1, 2004 THROUGH  
DECEMBER 31, 2004 ("NINETEENTH ACCOUNTING")

First Section . . . . .	Account of Trustees
Exhibit A . . . . .	Audited Financial Statements
Exhibit B. . . . .	Claim Payments
Exhibit C. . . . .	Application for Order Approving Account of Trustees
Exhibit D. . . . .	Order Approving Account of Trustees
Exhibit E. . . . .	Affidavit of David T. Austern
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Exhibit G. . . . .	Notice of Filing
Exhibit H. . . . .	Service List

# Account of Trustees

## INDEX

### MANVILLE PERSONAL INJURY SETTLEMENT TRUST ACCOUNT OF TRUSTEES JANUARY 1, 2004 THROUGH DECEMBER 31, 2004

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#### Affidavit of Trustees

#### Exhibit A

Manville Personal Injury Settlement Trust  
Audited Financial Statements  
for the year ended December 31, 2004

#### Exhibit B

Schedule of Claims Paid from January 1, 2004 to  
December 31, 2004

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
ACCOUNT OF TRUSTEES  
FOR THE PERIOD JANUARY 1, 2004 THROUGH DECEMBER 31, 2004**

Pursuant to N.Y. EPTL § 7-2.7, Robert A. Falise, Louis Klein, Jr., Frank J. Macchiarola and Christian E. Markey, Jr., (the "Trustees") Trustees of the Manville Personal Injury Settlement Trust (the "Trust"), or John C. Sawhill, Donald M. Blinken, Daniel Fogel, Christian E. Markey, Jr., and Francis H. Hare, Jr., the former trustees of the Trust (the "Former Trustees"), have previously filed accounts of trustees (the "Trustee Accountings") for the periods January 9, 1987 (Trust Inception) through November 28, 1988; November 29, 1988 through December 31, 1989; January 1, 1990 through December 31, 1990; January 1, 1991 through July 5, 1991; July 6, 1991 through December 31, 1991; January 1, 1992 through December 31, 1992; January 1, 1993 through December 31, 1993; January 1, 1994 through December 31, 1994; January 1, 1995 through June 30, 1995; July 1, 1995 through December 31, 1995; January 1, 1996 through December 31, 1996; January 1, 1997 through December 31, 1997; January 1, 1998 through December 31, 1998; January 1, 1999 through December 31, 1999; January 1, 2000 through December 31, 2000; January 1, 2001 through December 31, 2001; January 1, 2002 through December 31, 2002 and January 1, 2003 through December 31, 2003 (collectively, the "Prior Accountings"). These Prior Accountings have been accepted and approved by the Court, thereby releasing and discharging the Trustees or the Former Trustees, as appropriate, from any further liability or responsibility respecting the matters embraced therein.

Capitalized terms used in this Account of Trustees not otherwise defined herein have the meanings set forth in the Glossary annexed to the Third Amended and Restated Supplemental Agreement dated as of February 26, 2001 between the Trust and Manville Corporation.

The account of trustees normally filed with the Surrogate's Court of the State of New York by express trusts has herein been modified in the same manner as for the Prior Accountings. A separate Statement of Cash Flows is included herein which reports cash inflows and outflows for the period January 1, 2004 through December 31, 2004. Exhibit B is included, which summarizes the amounts paid to claimants for the same period.

Both principal and income can be and are used to pay operating expenses of the Trust and Beneficiaries' claims without regard to source. Accordingly, the Trust has not separated principal from income herein or in Prior Accountings nor does the present account include separate statements for principal and income accounts. For example, suggested Schedule C entitled "Statement of Expenses Chargeable to Principal" has again been combined with suggested Schedule C-2, "Statement of Administration Expenses Chargeable to Income". Other like categories have also been combined. In addition, the following schedules are inapplicable and, accordingly, have been omitted:

Schedule B - Statement of Decreases Due to Sales, Liquidations, Collections, Distribution or Uncollectibility. During the period ended December 31, 2004, there were no decreases of assets due to sales, liquidations, collections, distributions or uncollectibility.

Schedule E - Statement of New Investments, Exchanges and Stock Distributions. The Trust's remaining principal has been invested pursuant to investment criteria provided in the Plan. The resulting net investment income is reported under Schedule A-2. Schedule E is omitted because of the volume of investment transactions.

Schedule H - Computation of Commissions. No commissions were paid or are to be paid by the Trust. Trustee remuneration and expenses are reported under Schedules C and C-2.

The following Account of Trustees is cross-referenced to the Manville Personal Injury Settlement Trust Audited Financial Statements for the year ended December 31, 2004 (Financial Statements) which is annexed hereto as Exhibit A. Exhibits A and B are hereby and expressly incorporated by reference into and made a part of the Account of Trustees for the period January 1, 2004 through December 31, 2004.

## STATEMENT OF CASH FLOWS

For the Year Ended December 31, 2004

### CASH INFLOWS:

Investment receipts - Schedule A	46,328,730
Return of contribution claim - Schedule I	10,000,000
Other income receipts	434,608
Decrease in deposits and other assets	1,733,860
Total cash inflows	58,497,198

### CASH OUTFLOWS:

Claim payments made - Exhibit B	123,022,800
Contribution and indemnity claim payments	546,271
Total claim payments	123,569,071
Disbursements for operating expenses and income taxes	12,628,541
Net realized losses on available-for-sale securities	1,084,057
Total cash outflows	137,281,669

**NET CASH OUTFLOWS** (78,784,471)

### NON-CASH CHANGES:

Net unrealized gains on available-for-sale securities	95,508,382
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**NET INCREASE IN CASH EQUIVALENTS AND INVESTMENTS AVAILABLE-FOR-SALE** 16,723,911

**CASH EQUIVALENTS AND INVESTMENTS AVAILABLE-FOR-SALE, BEGINNING OF PERIOD** 1,645,853,852

**CASH EQUIVALENTS AND INVESTMENTS AVAILABLE-FOR-SALE, END OF PERIOD** \$ 1,662,577,763

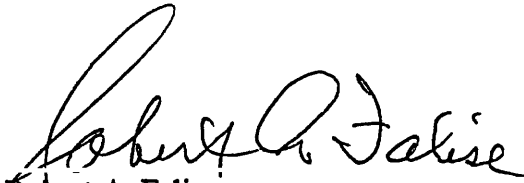
## STATEMENT OF CHANGES IN NET CLAIMANTS' EQUITY

For the Year Ended December 31, 2004

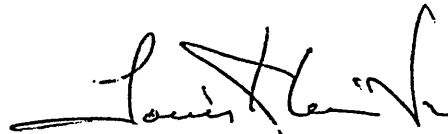
Beginning Net Claimants' Equity January 1, 2004	\$1,581,388,280
Investment income - Schedule A-1	45,881,212
Other Income	434,608
Return of contribution claim - Schedule I	10,000,000
Decrease in lease commitments payable	403,303
Decrease in outstanding claim offers	42,769,328
Net realized and unrealized net gains on available-for-sale securities, net of deferred income taxes	76,362,225
Total additions	175,850,676
Statement of incurred expenses - Schedules C & C-2	7,002,481
Provision for income taxes	5,724,620
Claims settled	117,877,144
Contribution and indemnity claims settled	546,271
Total deductions	131,150,516
Ending Net Claimants' Equity December 31, 2004	\$1,626,088,440

## ACCOUNT OF TRUSTEES

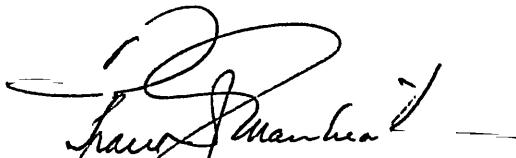
### Signatures



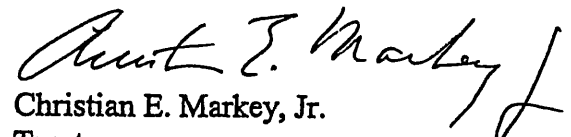
Robert A. Falise  
Chairman, Managing Trustee



Louis Klein, Jr.  
Trustee



Frank J. Macchiarola  
Trustee



Christian E. Markey, Jr.  
Trustee



## SCHEDULE A - Statement of Income Collected

All funds held in the Trust Estate (as defined in the Plan) were invested in accordance with Section 4.03 of the Trust Agreement.

### Investment Income by Month For the Year Ended December 31, 2004

	Interest/ Dividends	Mgmt. And Custody Fees	Total
31-Jan-04	\$ 3,370,723	\$ (224,191)	\$ 3,146,532
29-Feb-04	3,889,453	(237,035)	3,652,418
31-Mar-04	3,859,144	(227,411)	3,631,733
30-Apr-04	3,630,468	(210,105)	3,420,363
31-May-04	3,999,835	(209,252)	3,790,583
30-Jun-04	3,748,375	(228,682)	3,519,693
31-Jul-04	3,293,036	(211,635)	3,081,401
31-Aug-04	3,801,164	(178,296)	3,622,868
30-Sep-04	6,003,087	(166,751)	5,836,336
31-Oct-04	3,336,857	(212,582)	3,124,275
30-Nov-04	5,767,879	(219,949)	5,547,930
31-Dec-04	3,726,188	(219,108)	3,507,080
Total	\$ 48,426,209	\$ (2,544,997)	45,881,212
Accrued Interest and Dividends	12/31/2003		6,062,666
Accrued Interest and Dividends	12/31/2004		(5,591,318)
Acc. Invest Expenses	12/31/2003		(746,018)
Acc. Invest Expenses	12/31/2004		722,188
Investment Receipts			\$ 46,328,730

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

For the Year Ended 12/31/04

### **OPERATING EXPENSES:**

Salaries and employee benefits	\$ 4,424,442
Office general and administrative	718,371
Travel and meetings	139,405
Board of Trustees	408,131
Professional fees	822,709
Computer and other electronic data processing costs	431,569
Purchase of fixed assets	57,854

**TOTAL OPERATING EXPENSES** **\$7,002,481**

### **Trustee Remuneration and Expenses**

Trustee Fees	\$408,131
Travel and Meeting costs	58,875

**Total Remuneration and Expenses** **\$467,006**

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

As of December 31, 2004, the Trust had the following liabilities representing unpaid invoices (accounts payable) and accrued professional fees that represent unpaid or estimated unbilled services which have been provided to the Trust:

Accounts Payable and Other Liabilities	\$2,666,221
Accrued Professional and Investment Expenses	837,599

**Total Unpaid Expenses** **\$3,503,820**

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

For the year ended December 31, 2004, the Trust made 46,719 claim payments for \$123,022,800 and settled 42,612 claims for a total of \$117,877,144. These claimants reside in all fifty states, the District of Columbia, Puerto Rico, the Virgin Islands, and several foreign countries. The number of claimants residing in each jurisdiction and the amount paid per jurisdiction is listed on Exhibit B of this accounting. Upon written request, the Trust will make available a list of the claimants by state/country but without the amount paid to each claimant. In addition to the above distributions, during the year ended December 31, 2004 the Trust paid \$546,271 to claimants for contribution and indemnity claims.

## SCHEDULES F AND F-1 - Statement of Assets on Hand

The Statement of Net Claimants' Equity in the Financial Statements includes all Trust assets on an accrual basis of accounting as described in Footnote 2 of the Notes to Financial Statements. At December 31, 2004 the Trust has recorded all of its investment securities at market value.

December 31, 2004

Cash Equivalents and Non-JM Investments	Cost	Market
Restricted <sup>(1)</sup>		
Cash equivalents	\$ 2,710,682	\$ 2,710,682
U.S. government obligations	9,810,586	9,712,425
Equities – U.S.	34,893,738	53,618,965
Corporate and other debt	8,805,176	8,723,479
Total	\$56,220,182	\$74,765,551
Unrestricted		
Cash equivalents	\$ 27,355,740	\$ 27,355,740
U.S. government obligations	264,212,775	264,137,119
Corporate and other debt	249,551,033	249,026,535
Equities – U.S.	852,903,194	938,289,180
Equities – International	89,968,665	109,003,638
Total	\$1,483,991,407	\$1,587,812,212

- <sup>(1)</sup> \$43 million of the marketable securities secure the Trust's indemnity obligations to Former Trustees, Trustees, officers, employees and other representatives of the Trust. The investment earnings on these securities accrue to the benefit of the Trust. An additional \$31.8 million has been segregated as a condition of a tax agreement between the Trust and JM as described in Footnote 7 of the Notes to Financial Statements.

The Trust has the following other assets as of December 31, 2004: receivables, deposits and other assets and fixed assets described in the Notes to Financial Statements.

December 31, 2004

**Accrued Interest and Dividend Receivable**

Interest receivable	\$4,198,817
Dividends receivable	1,392,501
Total	\$5,591,318

Deposits and Other Assets \$673,439

Principally prepaid federal income taxes

**Fixed Assets**

As described in Note 2(e) of the Notes to Financial Statements, the costs of non-income producing assets which will be exhausted during the life of the Trust, and are not available for satisfying claims, are expensed as incurred. The cumulative balance of all fixed assets purchased, net of disposals, through December 31, 2004 is as follows:

Furniture and Equipment	\$ 963,540
Computer Hardware and Software	2,009,445
e-Claims Software Development	2,361,065
Leasehold Improvements	74,890
Total Fixed Assets	\$5,408,940

**SCHEDULE I - Statement of Pertinent Facts**

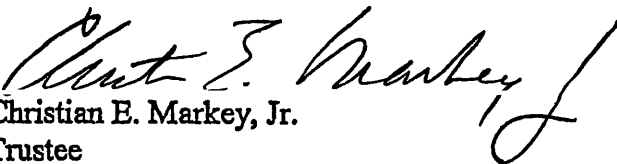
**MacArthur Fund**

The 1995 TDP established a separate fund of \$10 million to be available to pay legal fees and expenses of outside counsel of the MacArthur Group in its claims or litigation against current and/or former insurance companies. The MacArthur Group alleged that they were entitled to further insurance coverage for asbestos related losses. If such insurance litigation was successful, then the Trust would be entitled to reimbursement for the amount of funds expended plus interest. Upon the conclusion of successful litigation in 2004, the Trust received \$10 million plus interest of \$2.4 million. The recovery of the \$10 million was recorded as an addition to Net Claimant's Equity and the interest was recorded as interest income.

**AFFIDAVIT OF TRUSTEES**

STATE OF                    )  
                                  ) ss.  
COUNTY OF                )

Christian E. Markey, Jr., being duly sworn says: That the foregoing Account of Trustees, insofar as it relates to the year ended December 31, 2004, contains according to the best of my knowledge and belief a true statement of all the receipts and disbursements of the Trustees on account of the Trust Estate and of all monies or other property belonging to the Trust Estate which have come into the hands of the Trustees or been received by any other person by order or authority of the Trustees for their use and that I do not know of any error or omission in the account to the prejudice of any creditor of, or person interested in, the Trust Estate.

  
Christian E. Markey, Jr.  
Trustee

Sworn to before me this 17<sup>th</sup>  
day of May 2005

  
Notary Public

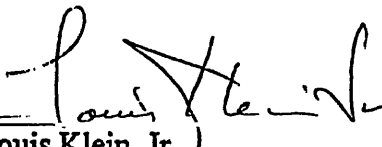
My Commission Expires: April 30, 2007

RONALD ALLEN  
Notary Public, State of New York  
No. 01AL6058096  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires April 30, 2007

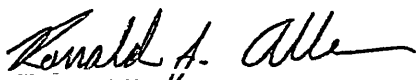
## AFFIDAVIT OF TRUSTEES

STATE OF                    )  
                                  ) ss.  
COUNTY OF                )

Louis Klein, Jr., being duly sworn says: That the foregoing Account of Trustees, insofar as it relates to the year ended December 31, 2004, contains according to the best of my knowledge and belief a true statement of all the receipts and disbursements of the Trustees on account of the Trust Estate and of all monies or other property belonging to the Trust Estate which have come into the hands of the Trustees or been received by any other person by order or authority of the Trustees for their use and that I do not know of any error or omission in the account to the prejudice of any creditor of, or person interested in, the Trust Estate.

  
\_\_\_\_\_  
Louis Klein, Jr.)  
Trustee

Sworn to before me this 17<sup>th</sup>  
day of MAY, 2005

  
Notary Public

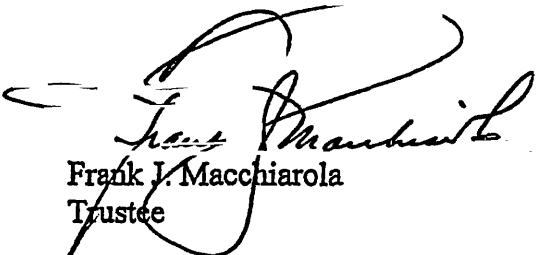
My Commission Expires: April 30, 2007

RONALD ALLEN  
Notary Public, State of New York  
No. 01AL6058096  
Qualified in Kings County  
Certificate Filed in New York County  
Commission Expires April 30, 2007

## AFFIDAVIT OF TRUSTEES

STATE OF                    )  
                                  ) ss.  
COUNTY OF                )

Frank J. Macchiarola, being duly sworn says: That the foregoing Account of Trustees, insofar as it relates to the year ended December 31, 2004, contains according to the best of my knowledge and belief a true statement of all the receipts and disbursements of the Trustees on account of the Trust Estate and of all monies or other property belonging to the Trust Estate which have come into the hands of the Trustees or been received by any other person by order or authority of the Trustees for their use and that I do not know of any error or omission in the account to the prejudice of any creditor of, or person interested in, the Trust Estate.

  
Frank J. Macchiarola  
Trustee

Sworn to before me this *17<sup>th</sup>*  
day of *MAY*, 2005

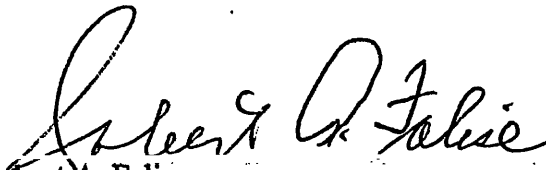
  
Notary Public

My Commission Expires: *April 30, 2007*

## AFFIDAVIT OF TRUSTEES

STATE OF                    )  
                                  ) ss.  
COUNTY OF                )

Robert A. Falise, being duly sworn says: That the foregoing Account of Trustees, insofar as it relates to the year ended December 31, 2004, contains according to the best of my knowledge and belief a true statement of all the receipts and disbursements of the Trustees on account of the Trust Estate and of all monies or other property belonging to the Trust Estate which have come into the hands of the Trustees or been received by any other person by order or authority of the Trustees for their use and that I do not know of any error or omission in the account to the prejudice of any creditor of, or person interested in, the Trust Estate.

  
Robert A. Falise  
Managing Trustee

Sworn to before me this 17<sup>th</sup>  
day of May 2005

  
Notary Public

My Commission Expires: April 30, 2007

RONALD ALLEN  
Notary Public, State of New York  
No. 01AL6058096  
Qualified In Kings County  
Certificate Filed In New York County  
Commission Expires April 30, 2007



**2004 Audited Financial  
Statements  
(EXHIBIT A)**

MANVILLE PERSONAL INJURY SETTLEMENT TRUST

Special-Purpose Consolidated Financial Statements

As of December 31, 2004 and 2003 with Report of Independent Auditors



## Report of Independent Auditors

To the Trustees of  
Manville Personal Injury Settlement Trust

We have audited the accompanying special-purpose consolidated statements of net claimants' equity of Manville Personal Injury Settlement Trust (the Trust, organized in the state of New York) as of December 31, 2004 and 2003, and the related statements of changes in net claimants' equity and cash flows for the years then ended. These special-purpose consolidated financial statements are the responsibility of the Trust's management. Our responsibility is to express an opinion on these special-purpose consolidated financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the special-purpose consolidated 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 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 also includes examining, on a test basis, evidence supporting the amounts and disclosures in the special-purpose consolidated financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 2, these special-purpose consolidated financial statements have been prepared on a special-purpose basis of accounting and are not intended to be a presentation in conformity with accounting principles generally accepted in the United States. The special-purpose basis of accounting has been used in order to communicate the amount of equity presently available to current and future claimants.

In our opinion, the accompanying special-purpose consolidated financial statements of Manville Personal Injury Settlement Trust as of and for the years ended December 31, 2004 and 2003, present fairly, in all material respects, the information set forth therein on the basis of accounting described in Note 2.

Our audits were made for the purpose of forming an opinion on the special-purpose consolidated financial statements taken as a whole. The supplementary schedules at Exhibits I, II, and III are presented for purposes of additional analysis and are not a required part of the special-purpose consolidated financial statements. This information has been subjected to the auditing procedures applied in our audits of the special-purpose

consolidated financial statements and, in our opinion, is fairly stated in all material respects in relation to the special-purpose consolidated financial statements taken as a whole.

This report is intended solely for the information and use of the management 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.

*Ernst + Young LLP*

February 11, 2005

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST**  
**CONSOLIDATED STATEMENTS OF NET CLAIMANTS' EQUITY**  
**AS OF DECEMBER 31, 2004 AND 2003**

	2004	2003
<b>ASSETS:</b>		
Cash equivalents and investments (Note 2)		
Available-for-sale		
Restricted (Note 7)	\$74,765,551	\$71,355,014
Unrestricted	1,587,812,212	1,574,498,838
Total cash equivalents and investments	1,662,577,763	1,645,853,852
Accrued interest and dividends receivable	5,591,318	6,062,666
Deposits and other assets	673,439	2,407,299
Total assets	1,668,842,520	1,654,323,817
<b>LIABILITIES:</b>		
Accrued expenses	3,503,820	3,429,090
Deferred income taxes	18,062,100	
Unpaid claims (Notes 3, 5 and Exh. III)		
Outstanding Offers - Post Class Action	15,471,046	58,240,374
Settled, not paid - Post Class Action	1,197,997	6,343,653
Lease commitments payable (Note 4)	4,519,117	4,922,420
Total liabilities	42,754,080	72,935,537
<b>NET CLAIMANTS' EQUITY (Note 5)</b>	<b>\$1,626,088,440</b>	<b>\$1,581,388,280</b>

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

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST**  
**CONSOLIDATED STATEMENTS OF CHANGES IN NET CLAIMANTS' EQUITY**  
**FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003**

	2004	2003
<b>NET CLAIMANTS' EQUITY, BEGINNING OF PERIOD</b>	\$1,581,388,280	\$1,544,226,919
<b>ADDITIONS TO NET CLAIMANTS' EQUITY:</b>		
Investment income (Exhibit I)	46,315,820	44,521,936
Decrease in lease commitments payable (Note 4)	403,303	
Net decrease in outstanding claim offers	42,769,328	
Return of contribution claim (Note 10)	10,000,000	
Net realized and unrealized gains on available-for- sale securities, net of deferred income taxes (Note 8)	76,362,225	234,760,871
Total additions	175,850,676	279,282,807
<b>DEDUCTIONS FROM NET CLAIMANTS' EQUITY:</b>		
Operating expenses (Exhibit II)	7,002,481	8,867,995
Provision for income taxes	5,724,620	3,486,300
Claims settled	117,877,144	215,957,110
Contribution and indemnity claims settled	546,271	889,361
Increase in lease commitments payable (Note 4)		4,256,306
Net increase in outstanding claim offers		8,664,374
Total deductions	131,150,516	242,121,446
<b>NET CLAIMANTS' EQUITY, END OF PERIOD</b>	\$1,626,088,440	\$1,581,388,280

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

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003**

	2004	2003
<b>CASH INFLOWS:</b>		
Investment income receipts	\$46,763,338	\$44,508,760
Return of contribution claim (Note 10)	10,000,000	
Decrease in deposits and other assets	1,733,860	1,942,557
Total cash inflows	58,497,198	46,451,317
<b>CASH OUTFLOWS:</b>		
Claim payments made	123,022,800	230,654,205
Contribution and indemnity claim payments	546,271	889,360
Total cash claim payments	123,569,071	231,543,565
Net realized losses on available-for-sale securities	1,084,057	14,040,017
Disbursements for Trust operating expenses and income taxes paid	12,628,541	11,306,836
Total cash outflows	137,281,669	256,890,418
<b>NET CASH (OUTFLOWS)</b>	<b>(78,784,471)</b>	<b>(210,439,101)</b>
<b>NON-CASH CHANGES:</b>		
Net unrealized gains on available-for-sale securities	95,508,382	248,800,888
<b>NET INCREASE IN CASH EQUIVALENTS AND INVESTMENTS AVAILABLE-FOR-SALE</b>	<b>16,723,911</b>	<b>38,361,787</b>
<b>CASH EQUIVALENTS AND INVESTMENTS AVAILABLE-FOR-SALE, BEGINNING OF PERIOD</b>	<b>1,645,853,852</b>	<b>1,607,492,065</b>
<b>CASH EQUIVALENTS AND INVESTMENTS AVAILABLE-FOR-SALE, END OF PERIOD</b>	<b>\$1,662,577,763</b>	<b>\$1,645,853,852</b>

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

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
AS OF DECEMBER 31, 2004 AND 2003**

**(1) DESCRIPTION OF THE TRUST**

The Manville Personal Injury Settlement Trust (the Trust), organized pursuant to the laws of the state of New York with its office in Katonah, New York, was established pursuant to the Manville Corporation (Manville or JM) Second Amended and Restated Plan of Reorganization (the Plan). The Trust was formed to assume Manville's liabilities resulting from pending and potential litigation involving (i) individuals exposed to asbestos who have manifested asbestos-related diseases or conditions, (ii) individuals exposed to asbestos who have not yet manifested asbestos-related diseases or conditions and (iii) third-party asbestos-related claims against Manville for indemnification or contribution. Upon consummation of the Plan, the Trust assumed liability for existing and future asbestos health claims. The Trust's initial funding is described below under "Funding of the Trust." The Trust's funding is dedicated solely to the settlement of asbestos health claims and the related costs thereto, as defined in the Plan. The Trust was consummated on November 28, 1988.

In December 1998, the Trust formed a wholly-owned corporation, the Claims Resolution Management Corporation (CRMC), to provide the Trust with claim processing and settlement services. Prior to January 1, 1999, the Trust provided its own claim processing and settlement services. CRMC began operations on January 1, 1999 in Fairfax, Virginia and subsequently relocated to Falls Church, Virginia. The accounts of the Trust and CRMC have been consolidated for financial reporting purposes. All significant transactions between the Trust and CRMC have been eliminated in consolidation.

The Trust was initially funded with cash, Manville securities and insurance settlement proceeds. Since consummation, the Trust has converted the Manville securities to cash and currently holds no Manville securities.

**(2) SIGNIFICANT ACCOUNTING POLICIES**

**(a) Basis of Presentation**

The Trust's financial statements are prepared using special-purpose accounting methods that differ from accounting principles generally accepted in the United States. The special-purpose accounting methods were adopted in order to communicate to the beneficiaries of the Trust the amount of equity available for payment of current and future claims. These special-purpose accounting methods are as follows:

- (1) The financial statements are prepared using the accrual basis of accounting.
- (2) The funding received from JM and its liability insurers was recorded directly to net claimants' equity. These funds do not represent income of the Trust. Settlement offers for asbestos health claims are reported as deductions in net claimants' equity and do not represent expenses of the Trust.



- (3) Costs of non-income producing assets, which will be exhausted during the life of the Trust and are not available for satisfying claims, are expensed as they are incurred. These costs include acquisition costs of computer hardware, software, software development, office furniture and leasehold improvements.
- (4) Future fixed liabilities and contractual obligations entered into by the Trust are recorded directly against net claimants' equity. Accordingly, the future minimum rental commitments outstanding at period end for non-cancelable operating leases, net of any sublease agreements, have been recorded as deductions to net claimants' equity.
- (5) The liability for unpaid claims reflected in the statements of net claimants' equity represents settled but unpaid claims and outstanding settlement offers. Post-Class Action complaint claims' liability is recorded once a settlement offer is made to the claimant (Note 3) at the amount equal to the expected pro rata payment. No liability is recorded for future claim filings and filed claims on which no settlement offer has been made. Net claimants' equity represents funding available to pay present and future claims on which no fixed liability has been recorded.
- (6) Available-for-sale securities are recorded at market. All interest and dividend income on available-for-sale securities, net of investment expenses are included in investment income on the statements of changes in net claimants' equity. Realized and unrealized gains and losses on available-for-sale securities are combined and recorded on the statements of changes in net claimants' equity.

Realized gains/losses on available-for-sale securities are recorded based on the security's original cost. At the time a security is sold, all previously recorded unrealized gains/losses are reversed and recorded net, as a component of other unrealized gains/losses in the accompanying statements of changes in net claimants' equity.

The preparation of financial statements in conformity with the special-purpose accounting methods described above requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of additions and deductions to net claimants' equity during the reporting period. Actual results could differ from those estimates. The most significant estimates with regard to these financial statements relate to unpaid claims, as discussed in Notes 3 and 5.

(b) Cash Equivalents and Investments

At December 31, 2004 and 2003, the Trust has recorded all of its investment securities at market value, as follows:

	2004		2003	
	Cost	Market	Cost	Market
Restricted				
Cash equivalents	\$2,710,682	\$ 2,710,682	\$4,816,526	\$4,816,526
U.S. Govt. obligations	9,810,586	9,712,425	7,577,826	7,481,525
Corporate and other debt	8,805,176	8,723,479	8,423,471	8,541,621
Equities – U.S.	34,893,738	53,618,965	38,639,895	50,515,342
Total	\$56,220,182	\$74,765,551	\$59,457,718	\$71,355,014
	2004		2003	
	Cost	Market	Cost	Market
Unrestricted				
Cash equivalents	\$27,355,740	\$27,355,740	\$48,958,178	\$48,958,178
U.S. Govt. obligations	264,212,775	264,137,119	260,999,093	262,752,451
Corporate and other debt	249,551,033	249,026,535	286,183,997	291,486,181
Equities – U.S.	852,903,194	938,289,180	872,269,116	877,605,600
Equities – International	89,968,665	109,003,638	91,127,959	93,696,428
Total	\$1,483,991,407	\$1,587,812,212	\$1,559,538,343	\$1,574,498,838

The maturities of the Trust's available-for-sale securities at market value (excluding cash equivalents and equities) are as follows:

	Less Than 1 Year	After 1 Year Through 5 Years	After 5 Years Through 10 Years	After 10 Years
U.S. govt. obligations	\$16,336,062	\$ 112,598,958	\$ 44,099,961	\$ 100,814,563
Corporate and other debt	16,628,276	119,134,677	59,565,375	62,421,686
Total	\$32,964,338	\$ 231,733,635	\$103,665,336	\$ 163,236,249

The Trust invests in two types of derivative financial instruments. Equity index futures are used as strategic substitutions to cost effectively replicate the underlying index of its domestic equity investment fund. At December 31, 2004, the fair value of these instruments was approximately \$11.7 million and was included in investments available-for-sale on the statement of net claimants' equity. Foreign currency forwards are utilized for both currency translation purposes and to economically hedge against the currency risk inherent in foreign equity issues and are generally for periods up to 90 days. At December 31, 2004, the Trust held \$53.0 million in net foreign currency forward contracts. The unrealized loss on these outstanding currency forward contracts of approximately \$1.3 million is offset by corresponding unrealized gain due to currency exchange on the underlying securities being hedged. These net amounts are recorded in the statement of net claimants' equity at December 31, 2004.

(c) **Fixed Assets**

The cost of non-income producing assets that will be exhausted during the life of the Trust and are not available for satisfying claims are expensed as incurred. Since inception, the cost of fixed assets expensed, net of disposals, include:

Acquisition of furniture and equipment	\$ 963,540
Acquisition of computer hardware and software	2,009,445
Computer software development (e-Claims)	2,361,065
Leasehold improvements	74,890
Total	\$5,408,940

These items have not been recorded as assets, but rather as direct deductions to net claimants' equity in the accompanying consolidated financial statements. The cost of fixed assets, net of proceeds on disposals that were expensed during the years ended December 31, 2004 and 2003 was approximately \$57,900 and \$252,600, respectively.

Total depreciation expense related to asset acquisitions using accounting principles generally accepted in the United States would have been approximately \$641,200 and \$646,000 for the years ended December 31, 2004 and 2003, respectively.

**(3) UNPAID CLAIMS**

The Trust distinguishes between claims that were resolved prior to the filing of the class action complaint on November 19, 1990, and claims resolved after the filing of that complaint. Claims resolved prior to the complaint (Pre-Class Action Claims) were resolved under various payment plans, all of which called for 100% payment of the full liquidated amount without interest over some period of time. However, between July 1990 and February 1995, payments on all claims except qualified exigent health and hardship claims were stayed by the courts. By court order on July 22, 1993 (which became final on January 11, 1994), a plan submitted by the Trust was approved to immediately pay, subject to claimant approval, a discounted amount on settled, but unpaid Pre-Class Action Claims, in full satisfaction of these claims. The discount amount taken, based on the claimants who accepted the Trust's discounted offer, was approximately \$135 million.

The unpaid liability for the Post-Class Action claims represents outstanding offers made in First-in, First-out (FIFO) order to claimants eligible for settlement after November 19, 1990. Under the TDP (Note 5), claimants receive an initial pro rata payment equal to a percentage of the liquidated value of their claim. The Trust remains liable for the unpaid portion of the liquidated amount only to the extent that assets are available after paying all claimants the established pro rata share of their claims. The Trust makes these offers electronically for law firms that file their claims electronically (e-filers), or in the form of a check made payable to the claimant and/or claimant's counsel for claimants that file their proof of claim on paper. E-filers may accept their offers electronically and the Trust records a settled, but unpaid claim at the time of acceptance. Paper filers may accept their offer by depositing the check. An unpaid claim liability is recorded once an offer is made. The unpaid claim liability remains on the Trust's books until accepted or expiration of the offer after 360 days. Expired offers may be reinstated if the claimant accepts the original offer within two years of offer expiration.

#### (4) COMMITMENTS AND CONTINGENCIES

##### Operating Leases

In April 2003, the CRMC executed an early termination of its old lease in Fairfax Virginia and signed a new 10-year lease through September 2013 for its offices in Falls Church, Virginia. CRMC may terminate the new lease at the end of the seventh lease year (September 2010) upon proper notification and payment of certain unamortized leasing costs. The lease was executed with CRMC conditioned upon the Trust's guarantee of future lease payments.

Future minimum rental commitments under this operating lease, as of December 31, 2004, are as follows:

Calendar Year	Amount
2005	\$468,605
2006	480,275
2007	492,301
2008	504,638
2009	517,198
2010	530,115
2011	543,388
2012	557,017
2013	425,580
	\$4,519,117

This obligation has been recorded as a liability in the accompanying financial statements.

#### (5) NET CLAIMANTS' EQUITY

A class action complaint was filed on behalf of all Trust beneficiaries on November 19, 1990, seeking to restructure the methods by which the Trust administers and pays claims. On July 25, 1994, the parties signed a Stipulation of Settlement that included a revised Trust Distribution Process (the TDP). The TDP prescribes certain procedures for distributing the Trust's limited assets, including pro rata payments and initial determination of claim value based on scheduled diseases and values. The Court approved the settlement in an order dated January 19, 1995. Though six appeals were filed with the Court of Appeals, no stay was granted and the Trust implemented the TDP payment procedures effective February 21, 1995. On February 21, 1996, the Court of Appeals affirmed the decision.

Prior to the commencement of the class action in 1990, the Trust filed a motion for a determination that its assets constitute a "limited fund" for purposes of Federal Rules of Civil Procedure 23(b)(1)(B). The Courts adopted the findings of the Special Master that the Trust is a "limited fund". In part, the limited fund finding concludes that there is a substantial probability that estimated future assets of the Trust are and will be insufficient to pay in full all claims that have been and will be asserted against the Trust.

The TDP contains certain procedures for the distribution of the Trust's limited assets. Under the TDP, the Trust forecasts its anticipated annual sources and uses of cash until the last projected future claim has been paid. A pro rata payment percentage is calculated such that the Trust will have no remaining assets or liabilities after the last future claimant receives his/her pro rata share.

Prior to the implementation of the TDP, the Trust conducted its own research and monitored studies prepared by the Courts' appointee regarding the valuation of Trust assets and liabilities. Based on this valuation, the TDP provided for an initial 10% payment of the liquidated value of then current and estimated future claims (pro rata payment percentage). As required by the TDP, the Trust has periodically reviewed the values of its projected assets and liabilities to determine whether a revised pro rata payment percentage should be applied. The most recent estimate began in 2000 and was concluded in September of 2001. Following its review and consultation with the Selected Counsel for the Beneficiaries (SCB), the Legal Representative of Future Claimants (Legal Representative) and Special Advisor to the Trust (Special Advisor) and based upon the increase in the number of claims being filed with the Trust, the Trust proposed to the SCB and Future Representative that the pro rata payment percentage be reduced from 10% to 5%, beginning generally with claims filed after October of 2000. The SCB and Legal Representative consented to the Trust's request that, pending a final resolution of this issue and without prejudice to their rights to dispute the issue in binding arbitration, the Trust may make offers and pay claims based upon a 5% pro rata payment percentage. In the event a new higher pro rata share is agreed to, the Trust is obligated to make, as cash is available, a subsequent additional pro rata payment to all Trust beneficiaries with liquidated claims whose previous cumulative pro rata share was less than the existing or the new higher pro rata share.

During the second and third quarters of 2002, the SCB and Legal Representative and the Trust met to discuss amending the TDP. As a result of these meetings, in late August 2002, the parties agreed to TDP amendments that are now contained in what is called the "2002 TDP". The 2002 TDP principally provides more stringent exposure requirements and medical criteria and changes the scheduled values for the scheduled diseases. Until October 10, 2003, claimants could file claims pursuant to the original TDP ("1995 TDP") provided that (i) the claim was filed prior to October 10, 2003 and (ii) the claimant's date of diagnosis was prior to September 1, 2002. Otherwise, claims must be filed pursuant to the 2002 TDP. Based on the claims filed through December 31, 2004, the Trust believes it has adequate information to re-estimate the pro rata percentage payment. The re-estimate is expected to be completed during in the first half of 2005. Pending the re-estimate of the pro rata percentage, the Trust, SCB and Legal Representative agreed that the Trust will continue to pay 5% pro rata payment on the liquidated value of resolved 1995 TDP and 2002 TDP claims.

Thereafter, the Trust will continue to periodically update its estimate of the pro rata payment percentage based on updated assumptions regarding its future assets and liabilities and, if appropriate, propose additional changes in the pro rata payment percentage.

#### **(6) EMPLOYEE BENEFIT PLANS**

The Trust established a tax-deferred employee savings plan under Section 401(k) of the Internal Revenue Code, with an effective date of January 1, 1988. The plan allows employees to defer a percentage of their salaries within limits set by the Internal Revenue Code with the Trust matching contributions by employees of up to 6% of their salaries. The total employer contributions and expenses under the plan were approximately \$202,600 and \$202,600 for the years ended December 31, 2004 and 2003, respectively.

## **(7) RESTRICTED CASH EQUIVALENTS AND INVESTMENTS**

In order to avoid the high costs of director and officer liability insurance the Trust ceased purchasing such insurance in 1991 and with the approval of the United States Bankruptcy Court for the Southern District of New York, the Trust established a segregated security fund of \$30 million and, with the additional approval of the United States District Court for the Southern and Eastern Districts of New York, an additional escrow fund of \$3 million from the assets of the Trust, which are devoted exclusively to securing the obligations of the Trust to indemnify the former and current Trustees and officers, employees, agents and representatives of the Trust. Also, a \$15 million escrow and security fund was established to secure the obligations of the Trust to exclusively indemnify the current Trustees, whose access to the other security funds is subordinated to the former Trustees. Upon the final order in the Class Action litigation (Note 3), the \$15 million escrow and security fund was reduced by \$5 million. Pursuant to Section 5.07 of the Plan, Trustees are entitled to a lien on the segregated security and escrow funds to secure the payment of any amounts payable to them through such indemnification. Accordingly, in total, \$43 million has been transferred from the Trust's bank accounts to separate bank escrow accounts and pledge and security agreements have been executed perfecting those interests. The investment earnings on these escrow accounts accrue to the benefit of the Trust.

Additionally, as a condition of the tax agreement between JM and the Trust discussed in Note 8, the Trust was required to transfer \$30 million in cash to an escrow account to secure the payment of its future income tax obligations post settlement of the transaction. The escrow account balance may be increased or decreased over time. As of December 31, 2004, securities with a market value of \$31.8 million were held by an escrow agent in accordance with the agreement. These funds have been reported as restricted investments.

## **(8) INCOME TAXES**

For Federal income tax purposes, JM had elected for the qualified assets of the Trust to be taxed as a Designated Settlement Fund (DSF). Income and expenses associated with the DSF are taxed in accordance with Section 468B of the Internal Revenue Code, which obligates JM to pay for any federal income tax liability imposed upon the DSF. In addition, pursuant to an agreement between JM and the Trust, JM is obligated to pay for any income tax liability of the Trust. In a separate agreement between the Trust and JM to facilitate the sale of JM to a third party, JM paid the Trust \$90 million to settle the JM obligation to the Trust. In return, the Trust terminated JM's contractual liability for income taxes of the DSF and agreed to indemnify JM in respect for all future income taxes of the Trust and established an escrow fund to secure such indemnification. The statutory income tax rate for the DSF is 15%, as set forth in the TRA of 1986.

The Trust accounts for income taxes in accordance with the Statement of Financial Accounting Standards (SFAS) No. 109, "Accounting for Income Taxes." SFAS No. 109 requires the recognition of deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the book and tax basis of assets and liabilities. As of December 31, 2004, the Trust has recorded a net deferred tax liability of \$18.1 million, from net unrealized gains on available-for-sale securities. For the year ended December 31, 2003, no deferred income taxes were reported on unrealized gains at year end. As of December 31, 2004 and 2003, the Trust recorded net deferred tax assets of \$348,600 and \$297,500, representing temporary differences primarily due to expensing asset

acquisitions for financial reporting purposes, accrued vacation and deferred compensation. The deferred tax assets are included in other assets in the accompanying consolidated statement of net claimants' equity.

#### (9) PROOF OF CLAIM FORMS FILED

Proof of claim forms filed as December 31, 2004 and 2003 with the Trust are as follows:

	<u>2004</u>	<u>2003</u>
Claims filed	749,288	692,566
Withdrawn (1)	(71,462)	(25,432)
Expired offers (2)	(15,705)	(5,052)
Active claims	662,121	662,082
Settled claims	(639,145)	(596,533)
Claims currently eligible for settlement	22,976	65,549

- (1) Principally claims that have received a denial notification and the claim is in an expired status for more than two years. These claims must be refiled to receive a new offer.
- (2) Claims that received a Trust offer or denial, but failed to respond within the specified response period, usually 360 days. As of December 31, 2004 and 2003, approximately 6,900 and 4,900 respectively, of the claims with expired offers are still eligible to accept their original offer with a payment value of \$15.7 million and \$13.7 million, respectively. All claims with expired offers may also be reactivated upon written request by the claimant and be eligible for a new offer at the end of the FIFO queue.

#### (10) MACARTHUR FUND PRINCIPLES

The 1995 TDP established a separate fund of \$10 million to be available to pay legal fees and expenses of outside counsel of the MacArthur Group in its claims or litigation against current and/or former insurance companies. The MacArthur Group alleged that they were entitled to further insurance coverage for asbestos related losses. If such insurance litigation was successful, then the Trust would be entitled to reimbursement for the amount of funds expended plus interest. Upon the conclusion of successful litigation in 2004, the Trust received \$10 million plus interest of \$2.4 million. The recovery of the \$10 million was recorded as an addition to Net Claimant's Equity and the interest was recorded as interest income.

## **MANVILLE PERSONAL INJURY SETTLEMENT TRUST**

The following exhibits are provided in accordance with Article 3.02 (d)(iii) of the Manville Personal Injury Settlement Trust Agreement.



**MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
CONSOLIDATED INVESTMENT INCOME  
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003**

	2004	2003
<b>INVESTMENT INCOME</b>		
Interest (Note 10)	\$ 29,553,197	\$ 30,525,821
Dividends	19,307,620	16,601,445
Total investment income	48,860,817	47,127,266
Investment expenses	(2,544,997)	(2,605,330)
<b>TOTAL</b>	<b>\$46,315,820</b>	<b>\$44,521,936</b>

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
CONSOLIDATED OPERATING EXPENSES  
FOR THE YEARS ENDED DECEMBER 31, 2004 AND 2003**

	2004	2003
<b>OPERATING EXPENSES:</b>		
Personnel costs	\$4,424,442	\$5,378,080
Office general and administrative	718,371	808,057
Travel and meetings	139,405	179,231
Board of Trustees	408,131	382,017
Professional fees	822,709	1,424,284
Net fixed asset purchases	57,854	252,569
Computer and other EDP costs	431,569	443,757
<b>TOTAL OPERATING EXPENSES</b>	<b>\$7,002,481</b>	<b>\$8,867,995</b>

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
SCHEDULE OF LIQUIDATED CLAIMS  
SINCE CONSUMMATION (NOVEMBER 28, 1988)  
THROUGH DECEMBER 31, 2004**

Exhibit III  
Page 1 of 2

	<u>Number</u>	<u>Amount</u>	<u>Average Payment Amount</u>
<b>Trust Liquidated Claims</b>			
<b>Pre-Class Action Complaint November 19, 1990 and Before-</b>			
Full Liquidated Claim Value	27,589	\$1,187,852,399	
Present Value Discount (1)		(135,306,535)	
Net Settlements	27,589	1,052,545,864	
Payments	(27,589)	(1,052,545,864)	<u>\$38,151</u>
Unpaid Balance	0	\$0	
<b>Post-Class Action Complaint After November 19, 1990-</b>			
Offers Made at Full Liquidated Amount	616,428	\$27,951,261,970	
Reduction in Claim Value (2)		(25,729,910,841)	
Net Offer Amount	616,428	2,221,351,129	
Offers Accepted	(611,556)	(2,205,880,083)	<u>\$3,607</u>
Offers Accepted, Not Paid	515	1,197,997	
Unpaid Balance	5,387	16,669,043	
<b>Total Trust Liquidated Claims</b>	<b>639,145</b>	<b>\$3,258,425,947</b>	<b><u>\$5,098</u></b>
<b>Manville Liquidated Claims Paid (3)</b>	<b>158</b>	<b>\$24,946,620</b>	
<b>Co-Defendant Liquidated Claims (4)</b>			
Settlement Claim Value		\$88,477,805	
Investment Receipts (5)		2,624,732	
Payments, Net of Returned Settlement (6)		(91,102,537)	
Unpaid Balance		\$0	

- (1) The unpaid liability for Pre-Class Action Complaint claims has been reduced based upon a plan approved by the Courts in January, 1994 which requires the Trust to offer to pay a discounted amount in full satisfaction of the unpaid claim amount.
- (2) Under the TDP, Post Class Action Complaint claims have been reported at a pro rata percentage of their liquidated value.
- (3) Manville Liquidated Claims refers to Liquidated AH Claims (as defined in the Plan) which the Trust has paid pursuant to an order of the United States Bankruptcy Court for the Southern District of New York dated January 27, 1987.
- (4) Number of personal injury claimants not identifiable.
- (5) Investment receipts of separate investment escrow account established for the sub-class beneficiaries per the Stipulation of Settlement, net of income taxes.
- (6) Per the terms of the MacArthur Fund Principles of the 1995 TDP, upon successful insurance litigation, the MacArthur Group returned \$10 million plus the change in value (Note 10).

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
SCHEDULE OF LIQUIDATED CLAIMS  
FOR THE YEAR ENDED DECEMBER 31, 2004**

Exhibit III  
Page 2 of 2

	Number	Amount	<u>Avg.</u> Payment Amount
<b>Trust Liquidated Claims</b>			
<b>Post-Class Action Complaint After November 19, 1990- (1)</b>			
Offers Outstanding as of December 31, 2003	24,007	\$58,240,374	
Net Offers Made (2)	23,477	75,107,816	
Offers Accepted	(42,612)	(117,877,144)	<u>\$2.766</u>
Offers Outstanding as of December 31, 2004	4,872	15,471,046	
Offers Accepted, Not Paid as of Dec. 31, 2004	515	1,197,997	
Payable as of December 31, 2004	5,387	\$16,669,043	
<b>Co-Defendant Liquidated Claims (3)</b>			
Payable as of December 31, 2003		\$0	
Settled		546,271	
Paid		(546,271)	
Payable as of December 31, 2004		\$0	

- (1) Under the TDP, Post Class Action Complaint claims have been reported at a pro rata percentage of their liquidated value.
- (2) Represents payment offers made during the period net of rejected and expired offers.
- (3) Settled and paid amounts exclude the \$10 million received from the MacArthur Group (Note 10)

**Claim Payments**  
**(EXHIBIT B)**

MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
SCHEDULE OF CLAIMS PAID  
FROM JANUARY 1 THROUGH DECEMBER 31, 2004

State/Country	# of Payments	Total Payments
USA		
Alabama	2,053	\$ 4,310,975
Alaska	25	113,900
Arizona	171	936,945
Arkansas	911	1,539,913
California	1,367	6,274,958
Colorado	243	640,250
Connecticut	121	811,300
Delaware	84	241,233
District of Columbia	14	33,550
Florida	2,694	7,179,565
Georgia	894	1,889,825
Hawaii	165	338,450
Idaho	53	286,754
Illinois	578	2,847,020
Indiana	793	1,660,501
Iowa	74	385,250
Kansas	149	444,625
Kentucky	421	1,125,620
Louisiana	1,199	2,485,840
Maine	70	402,013
Maryland	1,028	2,611,705
Massachusetts	265	1,501,800
Michigan	1,068	3,231,950
Minnesota	263	978,100
Mississippi	4,281	7,429,571
Missouri	370	1,093,050
Montana	123	201,400
Nebraska	69	309,565
Nevada	184	693,350
New Hampshire	36	249,700
New Jersey	1,387	3,894,008
New Mexico	76	368,013
New York	6,932	14,130,356
North Carolina	448	1,666,609
North Dakota	75	149,802
Ohio	4,491	9,209,306
Oklahoma	132	486,863
Oregon	180	904,150
Pennsylvania	2,744	6,383,987
Puerto Rico	116	198,000
Rhode Island	48	322,750
South Carolina	486	1,224,284
South Dakota	19	157,700
Tennessee	575	1,466,925

MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
SCHEDULE OF CLAIMS PAID  
FROM JANUARY 1 THROUGH DECEMBER 31, 2004

State/Country	# of Payments	Total Payments
Texas	3,897	7,264,795
Utah	173	405,060
Vermont	8	28,750
Virgin Islands	19	66,750
Virginia	816	2,483,799
Washington	368	1,543,532
West Virginia	1,040	2,383,572
Wisconsin	141	1,076,050
Wyoming	26	180,700
Total	43,963	\$ 108,244,439
Non-US	2,829	15,242,763
Less Settlements Reversed and Amounts Returned in 2004	(73)	(464,402)
Grand Total Claim Payments	46,719	\$ 123,022,800

Application For Order  
Approving Account of  
Trustees  
(EXHIBIT C)



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

APPLICATION FOR ORDER APPROVING  
ACCOUNT OF TRUSTEES AND FINANCIAL STATEMENTS  
OF MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
FOR THE PERIOD JANUARY 1, 2004 THROUGH DECEMBER 31, 2004

TO: THE HONORABLE BURTON R. LIFLAND  
UNITED STATES BANKRUPTCY JUDGE

Robert A. Falise, Louis Klein, Jr., Frank J. Macchiarola,  
and Christian E. Markey, Jr., Trustees of the Manville Personal  
Injury Settlement Trust (the "Trustees") and the Manville  
Personal Injury Settlement Trust (the "Trust"), by their counsel,  
respectfully represent:

1. On August 26, 1982, Johns-Manville Corporation and the  
other Debtors herein ("Manville") filed voluntary petitions for  
reorganization under Chapter 11 of the Bankruptcy Code.

2. By order dated December 22, 1986 (the "Confirmation Order"), Manville's Second Amended and Restated Plan of Reorganization, as modified (the "Plan"), was confirmed.

3. Exhibit A to the Plan is a Glossary of defined terms used in the Plan, Exhibits and Annexes. Capitalized terms used in this Application and the within Account not otherwise defined herein have the meanings set forth in the Glossary.

4. The Confirmation Order became a Final Order on October 28, 1988. Pursuant to the Plan, November 28, 1988 was the Consummation Date.

5. John C. Sawhill, Donald M. Blinken, Francis H. Hare, Jr., Christian E. Markey, Jr., and Daniel Fogel, or Gladys Fogel as executrix for the Estate of Daniel Fogel, former trustees of the Trust (the "Former Trustees") have previously filed accounts for the periods January 9, 1987 (Inception) through November 28, 1988; November 29, 1988 through December 31, 1989; January 1, 1990 through December 31, 1990; and January 1, 1991 through July 5, 1991. The Former Trustees and the Trustees have previously filed an account for the period (partially as to the Trustees) July 6, 1991 through December 31, 1991. The Trustees have also filed an account for the period January 1, 1992 through December 31, 1992, as well for the periods of January 1, 1993 through

December 31, 1993, January 1, 1994 through December 31, 1994, January 1, 1995 through June 30, 1995, July 1, 1995 through December 31, 1995, January 1, 1996 through December 31, 1996, January 1, 1997 through December 31, 1997, January 1, 1998 through December 31, 1998, January 1, 1999 through December 31, 1999, January 1, 2000 through December 31, 2000, January 1, 2001 through December 31, 2001, January 1, 2002 through December 31, 2002, and January 1, 2003 through December 31, 2003. All of these accounts have been approved by the Court.

6. This Court has jurisdiction over this Application pursuant to 28 U.S.C. §§ 1334(b) and 157(a) and the July 10, 1984 Referral Order of the Southern District of New York (Ward, Acting C.J.); 11 U.S.C. § 1142(b); the Plan, §§ 10.1.G. and L. and Order Confirming Debtors' Second Amended and Restated Plan, December 22, 1986, pp. 23-25; and the Manville Personal Injury Settlement Trust Agreement, § 6.14. See also Order Further Amplifying Order Authorizing the Interim Establishment of the Manville Personal Injury Settlement Trust Pending Consummation of the Debtors' Plan of Reorganization, (Bankr. S.D.N.Y., Lifland, C.B.J.), March 18, 1988.

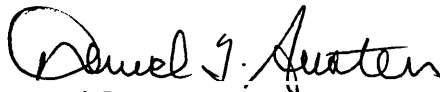
7. Pursuant to the foregoing, the Trustees are filing herewith their Account of Trustees and Financial Statements for the period January 1, 2004 through December 31, 2004.

WHEREFORE, the Trust and the Trustees respectfully request that, pursuant to the foregoing, the Court enter the annexed Order judicially settling, approving and allowing the Account and Financial Statements and discharging the Trustees and for such further and different relief as the Court may deem just and proper.

Respectfully submitted,

Manville Personal Injury  
Settlement Trust

Dated: May 23, 2005  
Fall Church, Virginia

By   
David T. Austern  
General Counsel  
3110 Fairview Park Dr.  
Suite 200  
P.O. Box 12003  
Falls Church, Virginia 22042  
DTA: 7301

Order Approving  
Account of Trustees  
(EXHIBIT D)

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

ORDER APPROVING ACCOUNT OF TRUSTEES AND FINANCIAL STATEMENTS  
OF MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
FOR THE PERIOD JANUARY 1, 2004 THROUGH DECEMBER 31, 2004

Upon the Application dated May 23, 2005 of Robert A. Falise, Louis Klein, Jr., Frank J. Macchiarola and Christian E. Markey, Jr., Trustees of the Manville Personal Injury Settlement Trust, (the "Trustees") and the Manville Personal Injury Settlement Trust (the "Trust"), by their counsel, for Order Approving Account of Trustees and Financial Statements of the Manville Personal Injury Settlement Trust for the Period January 1, 2004 through December 31, 2004 (the "Application"), and the Account of Trustees and Financial Statements of the Trust for the Period January 1, 2004 through December 31, 2004 (the "Account"),

IT APPEARING THAT, proper notice of the Application and Account and hearing thereon was given as set forth in the Order of this Court dated June 6, 2005, as evidenced by the certificate of service and affidavit of publication filed herein,

AND IT FURTHER APPEARING THAT, a hearing on the Application and Account was held by this Court on the 30th day of June, 2005,

AND after due deliberation and sufficient cause appearing therefor, it is

NOW, on motion of counsel for the Trust and Trustees, it is hereby

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

ORDERED, that the Account be and the same hereby is judicially settled, approved and allowed as filed; and it is further

ORDERED, that the Trustees be and each of them is hereby released and discharged from any and all liability or responsibility as to all matters embraced in the Account, Application or in this Order.

Date: New York, New York  
                    , 2005

Burton R. Lifland  
United States Bankruptcy Court

**Affidavit of  
David T. Austern  
(EXHIBIT E)**



UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

AFFIDAVIT OF DAVID T. AUSTERN IN SUPPORT OF PROPOSED ORDER  
APPROVING NOTICE OF FILING AND SERVICE LIST FOR ACCOUNT OF  
THE TRUSTEES AND FINANCIAL STATEMENTS OF THE MANVILLE PERSONAL  
INJURY SETTLEMENT TRUST FOR THE PERIOD JANUARY 1, 2004 THROUGH  
DECEMBER 31, 2004 AND APPLICATION FOR APPROVAL THEREFOR

Fairfax, Virginia        )  
                              :    ss  
                              )

DAVID T. AUSTERN, being duly sworn, deposes and says:

1. I am a member of the Bars of the states of New York,  
Indiana and the District of Columbia as well as various federal  
courts including the United States Supreme Court. I am General  
Counsel of the Manville Personal Injury Settlement Trust (the  
"Trust"). I submit this affidavit in support of the proposed  
Order Approving Notice of Filing and Service List for the Account  
of the Trustees and Financial Statements of the Manville Personal  
Injury Settlement Trust for the Period January 1, 2004 through  
December 31, 2004 and Application for Approval therefor.

2. Robert A. Falise, Louis Klein, Jr., Frank J. Macchiarola and Christian E. Markey, Jr., Trustees of the Trust (the "Trustees"), have caused to be prepared the annexed Account of Trustees and Financial Statements of the Manville Personal Injury Settlement Trust for the period January 1, 2004 through December 31, 2004 (the "Account"). The Account is being filed with the Court together with the Application for Approval of Account (the "Application"), and proposed Order Approving Account of Trustees and Financial Statements of the Manville Personal Injury Settlement Trust (the "Proposed Order"). These documents, together with all exhibits, total over 75 pages.

3. As stated in Schedule G to the Account, the beneficiaries of the Trust are the holders of Allowed AH Claims and Other Asbestos Obligations (including Co-Defendants included within such categories) as defined in the Manville Plan of Reorganization. As of December 31, 2004, approximately 757,000 claims had been filed with the Trust, and approximately 647,000 claims had been settled and paid in full or are partially paid. Of the remaining approximately 110,000 claims which were received but unsettled as of December 31, 2004, 82,000 have been withdrawn, 16,600 have expired offers, and approximately 10,400 are unsettled. Approximately 1,500 claims were filed pro se by claimants or their personal representatives and the remaining personal injury claimants were represented by approximately 550

law firms.

4. The Trustees wish to adopt a reasonable method of giving notice of the Account to all known Trust beneficiaries as well as to Selected Counsel for the Beneficiaries, the Legal Representative and other interested parties. However, the expense of individual service by mail on the 10,400 present, unsettled claimants would be exorbitant.

5. Accordingly, the Trustees seek to provide notice directly to pro se claimants and to the attorneys for those claimants represented by counsel. The Trustees therefore seek this Court's approval to mail the attached form of Notice of Filing to all attorneys representing claimants with pending claims, to all pro se claimants or their personal representatives, as described in Paragraph 3, and to all attorneys representing codefendant and distributor claimants. The Trustees also propose that the Notice of Filing be published in U.S.A. Today.


6. The Trustees further propose that complete copies of the Application, the Account and Proposed Order be mailed only to the attorneys for Selected Counsel for the Beneficiaries, the Legal Representative, Johns Manville Corporation and its attorneys, the United States Trustee and to those individuals appointed by the United States District Courts for the Eastern and Southern Districts of New York in connection with a class action filed

against the Trustees on November 19, 1990 on behalf of all Trust beneficiaries.

7. Complete copies of these documents will be on file with the Trust and will be sent to any person requesting them from the office of the General Counsel.

8. To the best of my knowledge and belief, based upon my review of the records of the Trust, the attached Service List includes the names of all pro se claimants or their personal representatives having claims presently pending with the Trust, the names of all law firms for personal injury claimants, and codefendants and distributors having such pending claims or who have indicated that they may assert claims against the Trust.

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

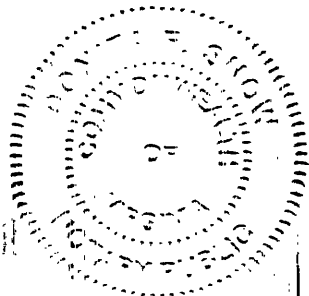
  
David T. Austern  
General Counsel

Sworn to before me this  
23rd day of May, 2005.

  
Notary Public

My commission expires on:

7-31-06



**Order Approving  
Notice of Filing  
(EXHIBIT F)**

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

ORDER APPROVING NOTICE OF FILING AND SERVICE LIST FOR ACCOUNT  
OF TRUSTEES AND FINANCIAL STATEMENTS OF THE MANVILLE PERSONAL  
INJURY SETTLEMENT TRUST FOR THE PERIOD JANUARY 1, 2004 THROUGH  
DECEMBER 31, 2004 AND APPLICATION FOR APPROVAL THEREFOR

Upon the annexed affidavit of David T. Austern, and  
sufficient cause appearing therefor,

NOW, on motion of counsel to the Manville Personal  
Injury Settlement Trust (the "Trust") and Robert A. Falise,  
Louis Klein, Jr., Frank J. Macchiarola and Christian E.  
Markey, Jr., Trustees of the Trust, (the "Trustees"), it is  
hereby

ORDERED, that a copy of this Order, the supporting  
Affidavit of David T. Austern, the attached Notice of Filing  
(the "Notice of Filing") of the Application for Order  
Approving Account of Trustees and Financial Statements of  
Manville Personal Injury Settlement Trust for the Period  
January 1, 2004 through December 31, 2004 (the "Application"),  
the attached Account of Trustees and Financial Statements of

the Manville Personal Injury Settlement Trust for the period January 1, 2004 through December 31, 2004 (the "Account") and the attached proposed Order approving the Account and discharging the Trustees from any liability as to all matters embraced in the Account (the "Proposed Order") shall be served by first class mail, postage prepaid, on or before June 8, 2005 upon the following:

Caplin & Drysdale, Chartered  
Attorneys for Selected Counsel  
for the Beneficiaries  
399 Park Avenue, 27<sup>th</sup> Fl.  
New York, New York 10022  
Attn: Elihu Inselbuch, Esq.

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

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

Goodwin Procter, LLP  
901 New York Avenue, N.W.  
Washington, D.C. 20001  
Attn: John Aldock, Esq.

Debevoise & Plimpton  
919 Third Avenue  
New York, New York 10022  
Attn: Roger Podesta, Esq.

Paul, Weiss, Rifkind, Wharton  
& Garrison  
1285 Avenue of the Americas

New York, New York 10019-6064  
Attn: Leslie Gordon Fagen, Esq.

Office of the United States Trustee  
Deirdre A. Martini, Esq.  
33 Whitehall St., 21st Fl.  
New York, New York 10004

John H. Faricy, Jr., Esq.  
Faricy & Roen, P.A.  
Metropolitan Centre, Ste. 2320  
333 So. Seventh Street  
Minneapolis, Minnesota 55402

Lani A. Adler, Esq.  
Wolf, Block, Schorr & Solis-Cohen, LLP  
250 Park Ave., 10<sup>th</sup> Fl.  
New York, New York 10177

Mark A. Peterson, Esq.  
Legal Analysis Systems  
970 Calle Arroyo  
Thousand Oaks, California 91360

Perry Weitz, Esq.  
Weitz & Luxenberg, P.C.  
180 Maiden Lane  
New York, New York 10038

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

Gardner Duvall, Esq.  
Whiteford, Taylor & Preston, LLP  
Seven Saint Paul St.  
Baltimore, Maryland 21202

and it is further

ORDERED, that a copy of the Notice of Filing shall  
be served by first class mail, postage prepaid, on or before



June 8, 2005 upon the persons listed on the Service List annexed hereto, namely, those persons and entities who have claims pending with the Trust, consisting of pro se claimants or their personal representatives and attorneys for personal injury claimants, codefendants and distributors, and it is further

ORDERED, that a copy of the Notice of Filing shall be published once in USA Today on or before June 20, 2005; and it is further

ORDERED, that service and publication as set forth in the three preceding ordered paragraphs shall be deemed good and sufficient notice of this Order, the Application, the Hearing (as hereinafter defined) and all proceedings to be held therein to all persons and entities deemed by the Court to be entitled to notice thereof; and it is further

ORDERED, that pursuant to the Notice of Filing all persons interested in complete copies of the Application, the Account, and Proposed Order may inspect such copies in the Clerk of the Court's Office in Room 614 of the United States Bankruptcy Court, Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408 or may request copies in writing from the following address:

Corporation

Claims Resolution Management  
P.O. Box 12003  
Falls Church, Virginia 22042  
Attn: Marylou Sales

and it is further

ORDERED, that objections, if any, to the Application, Account, and proposed Order shall be made in writing, shall state with particularity the grounds therefor, and shall be filed with the Court, and served upon and received by the Trust, as follows:

David T. Austern  
General Counsel  
Manville Personal Injury  
Settlement Trust  
3110 Fairview Park Dr., Ste. 200  
P.O. Box 12003  
Falls Church, Virginia 22042

on or before the 23<sup>rd</sup> day of June, 2005; and it is further

ORDERED, that a hearing (the "Hearing") shall be held on the Application, Account, and Proposed Order and objections thereto, if any, before the undersigned in Room 623 of the United States Bankruptcy Court, Southern District of New York, Alexander Hamilton Custom House, One Bowling Green, New York, New York 10004-1408, on the 30<sup>th</sup> day of June, 2005, at 10 O'clock in the morning of said day.

Dated: New York, New York  
June 6, 2005

Court

/s/Burton R. Lifland  
Burton R. Lifland  
United States Bankruptcy

**Notice of Filing  
(EXHIBIT G)**

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

**TO:** All persons and entities interested in the Manville Personal Injury Settlement Trust, including all holders and potential holders of claims for death, personal injuries or personal damages caused or allegedly caused, directly or indirectly, by exposure to asbestos and arising or allegedly arising, directly or indirectly, from acts or omissions prior to October 28, 1988 of one or more of Manville Corporation and certain affiliated corporations.

Persons wishing to receive the names, listed by state, of the over 46,000 Trust Beneficiaries paid during the period covered by the accounting (which does not include the amounts paid to such Beneficiaries), should request this information from the Trust at the address listed below.

## Manville Personal Injury Settlement Trust

By: /s/ David T. Austern  
David T. Austern, General Counsel  
3110 Fairview Park Dr., Ste. 200  
P.O. Box 12003  
Falls Church, Virginia 22042  
(703) 204-9300

# **SERVICE LIST (EXHIBIT H)**

- **Class Action**
- **Law Firms**
- **Pro Se Claimants**
- **Co-Defendants**
- **Distributors**

• **Class Action** •

Professor Lester Brickman  
Benjamin Cardozo School of Law  
Brookdale Center  
55 Fifth Avenue  
New York, NY 10003

Matthew P. Bergman, Esq.  
Bergman, Senn, Pageler & Frockt  
17526 Vashon Highway, SW  
Vashon, WA 98070

Michael E. Angelina  
Towers Perrin  
Centre Square East  
1500 Market St.  
Philadelphia, PA 19102

Paul M. Matheny, Esq.  
Bruce McElhone, Esq.  
LAW OFFICES OF PETER ANGELOS  
One Charles Center  
100 N. Charles St.  
Baltimore, MD 21201-3812

Charles Carpenter, Esq.  
PEPPER HAMILTON, LLP  
Hamilton Square  
600 Fourteenth St., N.W.  
Washington, DC 20005

Stephen J. Carroll  
RAND Institute  
1776 Main St.  
P.O. Box 2138  
Santa Monica, CA 90437-2138

Mark Peterson, Esq.  
Legal Analysis Systems  
970 Calle Arroyo  
Thousand Oaks, CA 91360

Francine R. Rabinovitz  
Hamilton, Rabinovitz & Alschuler, Inc.  
36656 Highway 1, Coast Route  
Monterey, CA 93940

Elihu Inselbuch, Esq.  
CAPLIN & DRYSDALE  
399 Park Avenue, 27<sup>th</sup> Fl.  
New York, NY 10022

Francis Lawall, Esq.  
PEPPER HAMILTON LLP  
3000 Two Logan Square  
18<sup>th</sup> & Arch Streets  
Philadelphia, PA 19103

Raji Bhagavatula  
Milliman USA  
One Penn Plaza, 38<sup>th</sup> Fl.  
New York, NY 10119

Frederick Baron, Esq.  
BARON & BUDD  
3102 Oak Lawn Avenue  
Dallas, TX 75219

Deirdre A. Martini, Esq.  
UNITED STATES TRUSTEE  
33 Whitehall St., 21<sup>st</sup> Fl.  
Suite 210C  
New York, NY 10004

Robert Steinberg, Esq.  
ROSE, KLEIN & MARIAS  
801 So. Grand Avenue, 18<sup>th</sup> Fl.  
Los Angeles, CA 90017

Barbara J. Stutz, Esq.  
BUNDA STUTZ & DEWITT  
One SeaGate  
Suite 650  
Toledo, OH 43604

Leslie G. Fagen, Esq.  
PAUL, WEISS, RIFKIND, WHARTON  
1285 Avenue of the Americas  
New York, NY 10019

Perry Weitz, Esq.  
WEITZ & LUXENBERG, P.A.  
180 Maiden Lane  
New York, NY 10038

Steve Kazan, Esq.  
KAZAN, McCLAIN, EDISES  
171 Twelfth St., 3<sup>rd</sup> Fl.  
Oakland, CA 94607



• **Law Firms** •

LINDA KOLLA  
Anapol, Schwartz, Weiss & Cohan, P.C.  
1710 Spruce Street

Philadelphia, PA

Jeffrey Gaughan  
Baggett, McCall, Burgess, Watson &  
Caughan  
3006 Country Club Road

Lake Charles, LA

Sandra Asher  
Bergman, Senn, Pageler & Frockt  
P.O. Box 2010  
17530 Vashon Highway SW  
Vashon, WA

Allyson Brannin  
Brayton & Purcell  
222 Rush Landing Road  
P.O. Box 2109  
Novato, CA

Tracey Crocker  
Brookman, Rosenberg, Brown & Sandler  
One Penn Square West, 17th Floor  
30 South 15th Street, The Graham Bldg.  
Philadelphia, PA

Bruce Ahnfeldt  
Bruce L. Ahnfeldt Law Offices  
Box 6078

Napa, CA

Laura Elliott  
Campbell, Cherry, Harrison, Davis & Dove  
P. O. Drawer 21387

Waco, TX

Sarah Karniski  
Cascino, Vaughn Law Offices, LTD  
220 South Ashland Avenue

Chicago, IL

Cheryl White  
Cheryl L. White & Associates  
1136 Ballena Blvd., Suite D

Alameda, CA

Jack Clapper  
Clapper & Patti  
2330 Marinship Way  
Suite 140  
Sausalito, CA

Martin Mengarelli  
Andrews & Mengarelli  
2862 Madison Avenue

Granite City, IL

Nicole Kennedy  
Baron & Budd  
3102 Oak Lawn Avenue  
Suite 1100  
Dallas, TX

Sherry Lynn  
Bevan & Associates, L.P.A., Inc.  
10360 Northfield Road

Northfield, OH

Wendy Raley  
Brent Coon & Associates  
3550 Fannin Street

Beaumont, TX

Rosemary Tait  
Browell Smith & Co.  
Pearl Assurance Hse, 7 New Bridge St. W.

New Castle,  
GREAT BRITAIN

Maria Rojo  
BRUEGGER & McCULLOUGH PC  
9400 N. Central Expressway  
Suite 1305  
Dallas, TX

David Carlile  
Carlile Law Firm, LLP  
400 S. Alamo

Marshall, TX

Andrew Duckworth  
Casey, Gerry, Reed, Schenk  
110 Laurel Street

San Diego, CA

Shari Prejean  
Chris Parks, P.C.  
One Plaza Square

Port Arthur, TX

Patricia Akin  
Clark Depew Tracey LTD LLP  
440 Louisiana, Suite 1600

Houston, TX

CHRISTINE VONDERSMITH  
Ashcraft & Gerel  
10 E. Baltimore Street  
Suite 1212  
Baltimore, MD

Amy Danziger Rabin  
Belluck & Fox, LLP  
295 Madison Avenue, 37th Floor

New York, NY

LISA BOECHLER  
Boechler, P.C.  
1120 28th Avenue North  
Suite A  
Fargo, ND

Brent Varner  
Brent W. Varner  
202 East Street, Suite 300

Baraboo, WI

Jennifer Nelson  
Brown, Terrell, Hogan, Ellis, McClamma  
& Yegelwel PA  
233 E. Bay Street  
Suite 804  
Jacksonville, FL

Linnae Roach  
Camp Fiorante Matthews & BC Work.  
Comp. Brd.  
4th Floor Randall Bldg.  
555 West Georgia Street  
Vancouver BC,

DENISE M. CONWAY  
Caroselli, Beachler, McTiernan & Conboy  
312 Boulevard of the Allies  
8th Floor  
Pittsburgh, PA

Damon Chargois  
Chargois & Ernster, LLP  
16903 Red Oak Drive, Suite 220

Houston, TX

BEN FEICK  
Christopher E. Grell Law Offices  
360 22nd Street, Suite 320  
The Broadlake Plaza  
Oakland, CA

DAVONNE EVANS  
Clifford W. Cuniff Law Offices  
238 G. Westwood Road  
Suite 36  
Annapolis, MD

Edward Coady  
Coady & Associates  
205 Portland Street

Boston, MA

Carl Tuerk jr.  
Cooper & Tuerk, LLP  
201 Charles Street  
Suite 2300  
Baltimore, MD

Ronald Tays  
Cunningham & Lyons  
1749 North Prospect Ave.

Milwaukee, WI

Rebecca Shull  
David M. Lipman, P. A.  
5901 S.W. 74th Street  
Suite 304  
South Miami, FL

Delbert Talley  
Delbert G. Talley  
82337 June St., Folsom, LA 70437  
PO Box 2608 (Mailing)  
Covington, LA

Donn Christensen  
Donn Christensen  
301 East Foothill Boulevard, Suite 201

Arcadia, CA

Pamela Wetmore  
Early, Ludwick, Sweeney & Strauss  
265 Church St., 11th Flr.  
P. O. Box 1866  
New Haven, CT

TRACY VOLLRATH  
Embry and Neusner  
118 Poquonnock Road

Groton, CT

Heather Gray  
Ferraro and Associates, P. A.  
4000 Ponce DeLeon Blvd., Suite 700

Miami, FL

Ranae Gamils  
Foster & Sear  
524 E. Lamar Boulevard, Suite 200  
Attention: Denise Clement  
Arlington, TX

Norman Cook  
Cook, Troth & Burkard, Ltd.  
112 North Water Street

Paulding, OH

Mark Dawson  
Corries Solicitors  
Alexander House  
Hospital Fields Road, Fulford  
York,  
GREAT BRITAIN

D. Venable  
D. William Venable, P.A.  
Tampa Bay Marina Center  
205 South Hoover Boulevard, #202  
Tampa, FL

LOUISE OAKS  
David Nutt & Associates, P.C.  
605 Crescent Boulevard

Ridgeland, MS

Mark Gustafson  
DiRenzo & Bomier LLC  
231 E. Wisconsin

Neenah, WI

Dr. Kirsten Reich  
Dr. Kirsten Reich  
Klingerstrasse 24

Frankfurt,  
GERMANY

Sandra Bell  
Edward O. Moody, P.A.  
P. O. Box 8709

Little Rock, AR

KATHY TUCKER  
Environmental Litigation Group, P.C.  
3529 7th Avenue South

Birmingham, AL

Donna Havens  
Fitzgerald & Associates  
1484 Green Breyer Place

Charlottesville, VA

Frank Weniger  
Frank Weniger  
Shamhauser Allee 59

Berlin,  
GER

Michael Mulvihill  
Cooney and Conway  
120 North LaSalle Street  
30th Floor  
Chicago, IL

Bradley Pyles  
Crandall Pyles Haviland & Turner  
408 Main St.  
P. O. Box 596  
Logan, WV

Toni Nicolson  
David C. Thompson  
321 Kittson Ave.  
P.O. Box 5235  
Grand Forks, ND

Vivian Lambert  
David O. McCormick, P.A.  
707 Watts Avenue

Pascagoula, MS

LAURIE H. CANHAM  
Donaldson & Black, P.A.  
208 West Wendover Avenue

Greensboro, NC

Pamela Malone  
Early & Strauss, L.L.C.  
c/o Early Ludwick Sweeney & Strauss  
P. O. Box 1866  
New Haven, CT

Edward Reeves  
Edward V. Reeves Esquire  
The Atrium Suite 17-E  
4 Terry Drive  
Newtown, PA

Cathy Duvio  
F. Gerald Maples PA  
902 Julia St.  
Suite 241  
New Orleans, LA

Robert Brobyn  
Forceno & Arangio  
111 S. Independence Mall East  
Suite 1000  
Philadelphia, PA

Linda House  
G. Patterson Keahey  
One Independence Plaza  
Suite 612  
Birmingham, AL

Sandra Gavin  
Gavin & Gavin PA  
1930 East Marlton Pike  
Building Q  
Cherry Hill, NJ

NORWAN AZIZI  
Cirardi & Keese  
1126 Wilshire Boulevard  
  
Los Angeles, CA

Cathy Ritchey  
Goldenberg Miller Heller & Antognoli, PC  
2227 S. State Route 157  
P. O. Box 959  
Edwardsville, IL

Marie Slezak  
Hamburg, Rubin, Mullin & Maxwell  
375 Morris Road  
P.O. Box 1479  
Lansdale, PA

DEANNA MORRIS  
Harvit & Schwartz  
2018 Kanawha Blvd., East

Charleston, WV

Guy Smith  
Hissey, Kientz & Herron, P.L.L.C  
16800 Imperial Valley Drive  
Suite 130  
Houston, TX

CHARLENE STREB  
Jacobs & Crumplar, P. C.  
2 East 7th Street

Wilmington, DE

Nichole Hester  
James Hession, Attorney at Law  
202 N. Saginaw Street  
P.O. Box 266  
St. Charles, MI

Johnette McGreger  
John Arthur Eaves  
101 North State Street

Jackson, MS

John Dillon  
John F. Dillon, P.L.C.  
81174 Jim Loyd Road  
P. O. Box 369  
Folsom, LA

Karl Friedrichs  
GENE LOCKS LAW OFFICES  
457 Haddonfield Road, Suite 500

Cherry Hill, NJ

Greg Linsz  
Glasser & Glasser, P.L.C.  
580 East Main St., Suite 600  
Crown Center Building  
Norfolk, VA

John Enoch  
Goodman, Meagher & Enoch  
111 N. Charles Street, 7th Flr.

Baltimore, MD

James Harrison  
Harrison & Herron, LLP  
2180 Monroe Avenue  
Rochester  
New York, NY

Sheilah Taylor  
Heard, Robins, Cloud, Lubel & Greenwood  
500 Dallas, Suite 3100

Houston, TX

Allen Hossley  
Hossley Embrey, LLP  
6440 N. Central Expressway  
#617  
Dallas, TX

Laura Carroll  
James D. Burns, P. S.  
2200 Fourth Avenue

Seattle, WA

James Hartzog  
James R. Hartzog  
1502 Midway Road.LL Rd.

Clinton, MS

Barb Meyers  
John C. Cabaniss  
205 E. Wisconsin Avenue  
Suite #300  
Milwaukee, WI

Gloria Davis  
Jon A. Swartzfager  
525 Commerce Street, Suite C  
P. O. Box 131  
Laurel, MS

ASHLEY DAVIS  
Gillenwater, Nichol & Ames  
6401 Baum Dr.

Knoxville, TN

Zoe Benrex  
Goldberg, Persky, Jennings & White PC  
1030 Fifth Avenue, 3rd Floor  
Attn: Mark Meyer  
Pittsburgh, PA

T. Mark Sledge  
Grenfell Sledge & Stevens PLLC  
Post Office Box 16570

Jackson, MS

Missy Burge  
Hartley, O'Brien, Parsons, Thompson &  
Hill  
2001 Main St., Suite 600

Wheeling, WV

Hillary Brown  
Hissey Kientz, LLP  
One American Center  
600 Congress, Suite 1700  
Austin, TX

GARY ORR  
Howard, Brenner & Garrigan-Nass P.C.  
1608 Walnut Street  
Suite 1700  
Philadelphia, PA

Candance Washington  
James F. Humphreys Law Offices  
United Center, Suite 800  
500 Virginia St. East  
Charleston, WV

Debbie Page  
Jeffrey A. Varas  
119 Caldwell Drive

Hazlehurst, MS

Pascale Moulin  
John C. Dearie Law office  
3265 Johnson Avenue

Riverdale, NY

Kerry Liston  
Jonathan David, P.C.  
10655 Six Pines Drive, Suite 260

The Woodlands, TX

Jana Norton  
Jones & Granger  
10000 Memorial Dr., Ste. 888  
P. O. Box 4340  
Houston, TX

John Yu  
Kazan, McClain, Edises & Simon  
171 12th Street  
3rd Floor  
Oakland, CA

Kenneth Joel  
Kenneth E. Joel, Esq.  
130 Main Street  
P. O. Box 53  
Keyport, NJ

Matthew Swyers  
Koonz, McKenney, Johnson, DePaolis,  
Lightfoot  
WillowWood Plaza I  
10300 Eaton Place, Suite 200  
Fairfax, VA

Sherman Ames  
Law Offices of Sherman Ames III, PC  
508 Union Ave., Suite 603

Knoxville, TN

David Nitti  
Levinson, Axelrod, Wheaton & Grayzel  
2 Lincoln Hwy.

Edison, NJ

NICHOLAS CHURCHILL  
Lipsitz & Ponterio, LLC  
135 Delaware Avenue  
Suite # 506  
Buffalo, NY

JOENE ALT  
Lynch, Martin, Kane, Kuper, Keefe &  
Bartels, LLC  
Attn: Joene Alt  
830 Broad St.  
Shrewsbury, NJ

Tammi Halliburton  
Martin W. Dies, P.C.  
1009 West Green Avenue

Orange, TX

Jamie Sobh  
Mazur & Kittel, PLLC  
30665 Northwestern Highway, Suite 175

Farmington Hills, MI

Wendy Kriebel  
Jones, Martin, Parris & Tessener Law  
Offices  
410 Glenwood Avenue  
Suite 200  
Raleigh, NC

William Uzl  
Kelley & Ferraro LLP  
1901 Bond Court Building  
1300 East Ninth St.  
Cleveland, OH

Sarah Hayden  
Kevin E. McDermott  
36815 Detroit Road

Avon, OH

Anne Chappelle  
Landye, Bennett, Blumstein LLP  
Attn: Jeffrey S. Mutnick  
3500 Wells Fargo Ctr., 1300 SW 5th Ave.  
Portland, OR

Marsha Carver  
LeBlanc and Waddell  
Essen Centre  
5353 Essen Lane, Suite 420  
Baton Rouge, LA

Theodore Willhite  
Levinson, Friedman  
1800 Pacific Building  
720 Third Avenue, Suite 1800  
Seattle, WA

DEBBIE LUDESCHER  
Lipsitz Green Fahringer Roll Salisbury &  
Cambria  
42 Delaware Avenue  
Suite # 300  
Buffalo, NY

Scott Nelson  
Maples & Lomax, P. A.  
P. O. Drawer 1368  
2502 Market Street  
Pascagoula, MS

Richard Serpe  
Martzell & Bickford  
338 Lafayette St.

New Orleans, LA

Lance Bradley  
MCPHERSON, MONK, HUGHES,  
BRADLEY, WIMBERLEY  
3120 Central Mall Dr.

Port Arthur, TX

Joseph Blanks  
Joseph C. Blanks, P.C.  
P. O. Drawer 999

Doucette, TX

Michael Kelley  
Kelley & Lehan, P.C.  
7134 Pacific Street

Omaha, NE

Stephanie Coppolino  
Kline & Specter  
1525 Locust St., 19th Floor

Philadelphia, PA

Sarah Drake  
Laudig, George, Rutherford & Sipes  
600 Inland Building  
156 East Market Street  
Indianapolis, IN

Jeff Kaiser  
Levin Simes & Kaiser LLP  
1 Bush Street, 14th Floor

San Francisco, CA

PATRICK CLEVELAND  
Levy, Phillips & Konigsberg  
800 Third Avenue  
13th Floor  
New York, NY

JOYCELYN DANITA  
Locks Law Firm  
1500 Walnut Street 20th Fl  
ATTN: MARC WEINGARTEN  
Philadelphia, PA

William Martens  
Martens, Ice, Geary, Klass, Legghio, Israel  
& Gorchow, P.C.  
306 South Washington, Suite 600

Royal Oak, MI  
Andrew Dimsey  
Maurice Blackburn & Cashman  
P. O. Box 523J

Melbourne,  
AUSTRALIA

Stacy Stevens  
McTeague, Higbee, Case, Cohen, Whitney  
& Toker, PA  
Four Union Park  
P.O. Box 5000  
Topsham, ME

Clemens Doering  
Melissa R. Ferrari  
1700 N.E. 105 St. No. 119

Miami Shores, FL

Emily Douglas  
Michie, Hamlett, Lowry, Rasmussen &  
Tweel PC  
500 Court Square, Suite 300

Charlottesville, VA  
BENEE WALLACE  
Motley Rice, LLC  
28 Bridgeside Boulevard  
P.O. Box 1792 (Zip 29465)  
Mt. Pleasant, SC

Clarence Hearn  
Nix, Patterson & Roach LLP  
205 Linda Drive  
P O. Box 679  
Daingerfield, TX

Matthew Kiely  
PARKER, DUMLER AND KIELY, LLP  
36 SOUTH CHARLES STREET  
SUITE 2200  
BALTIMORE, MD

Mark Pincus  
Paul, Hanley & Harley LLP  
5716 Corsa Avenue  
Suite 203  
Westlake Village, CA

CATHERINE BROUSE  
Peter G. Angelos Law Offices  
5905 Harford Rd, Union Park Ctr  
ATTN: PAUL M. MATHENY  
Baltimore, MD

Jean Goodwin  
Porter & Malouf  
P.O. Box 12768

Jackson, MS

ANGIE BRYAN  
Provost & Umphrey  
Attention: Colin D. Moore  
P. O. Box 4905, 490 Park Street  
Beaumont, TX

ANDRE WASHINGTON  
Reyes & O'Shea  
1101 Brickell Avenue  
Suite 1601  
Miami, FL

Rohan Atherton  
Merton Shinnick  
P. O. Box 5264

Burnley, VI,  
AUSTRALIA

Kendal Cantrell  
Moffett Law Firm PLLC  
401 North Main St.

Amory, MS

Joseph Race  
Murray Law Firm  
909 Poydras Street  
Suite # 2550  
New Orleans, LA

Matthew Shafner  
O'Brien Shafner Stuart Kelly & Morris PC  
P. O. Drawer 929

Groton, CT

ELIZABETH (LIZ) HODGES  
Patten, Wornom, Hatten, and Diamonstein,  
L.C.  
12350 Jefferson Ave., Suite 360

Newport News, VA  
SANDY A VITALE-COI  
Paul, Reich & Myers  
1608 Walnut Street  
Suite 500  
Philadelphia, PA

Barbara Carson  
Peter T. Nicholl  
36 South Charles Street  
17th Floor  
Baltimore, MD

Gloria Bouvia  
Preston Bunnell & Stone, LLP  
1100 SW Sixth Avenue  
Suite 1405  
Portland, OR

R. Bryan Nace  
R. Bryan Nace Law Offices  
3250 W. Market Street, Suite 203  
  
Fairlawn, OH

Rita Torrey  
Richard A. Dodd, LC  
312 South Houston Avenue

Cameron, TX

Barbara Defrane-Smith  
Michael B. Serling  
280 N. Woodward Ave.  
Ste. 406  
Birmingham, MI

ROBERT FISHER  
Morris, Sakalarios & Blackwell  
1817 Hardy Street

Hattiesburg, MS

Charlotte Anderson  
N. Calhoun Anderson, Jr., P.C.  
340 Eisenhower Dr., Bldg. 300, Suite B  
Post Office Box 13823  
Savannah, GA

Kim Burns  
Odom & Elliott, PA  
1 East Mountain  
P. O. Drawer 1868  
Fayetteville, AR

Tracy Berryhill  
Paul A. Weykamp Law Offices  
110 St. Paul Street, Suite 300

Baltimore, MD

Stephen Roberson  
Peirce, Raimond, Osterhout, Wade, Carlson  
& Coulter, P.C.  
2500 Gulf Tower  
707 Grant St., Rm 2500  
Pittsburgh, PA

James Fabian  
Pfeifer & Fabian, P.A.  
326 St. Paul Place  
Suite 100  
Baltimore, MD

Ronald Tays  
Previant, Goldberg, Uelmen, Gratz  
1555 North River Center Drive  
Suite 202  
Milwaukee, WI

LINDA FANCEY  
Reaud, Morgan & Quinn, Inc.  
801 Laurel Street (Zip 77701)  
P. O. Box 26005  
Beaumont, TX

RICHARD FOUNTAIN  
Richard M. Fountain, P.A.  
1771 A Lelia Drive

Jackson, MS

Carolyn Watkins  
Richardson Patrick Westbrook Brickman  
1730 Jackson St.  
P. O. Box 1368  
Earnwell, SC

James Tavens  
Robert G. Taylor, II (James Tavens)  
Attention: Reba Dolezal  
3400 One Allen Center  
Houston, TX

Roger Worthington  
Roger G. Worthington  
3219 McKinney Ave  
Suite 1500  
Dallas, TX

Melissa Heard  
Roven, Kaplan & Wells, LLP  
2190 North Loop West  
Suite 410  
Houston, TX

ERIC I JACOB  
Sales, Tillman, Wallbaum, Catlett &  
Satterley  
1900 Waterfront Plaza  
325 West Main Street, Suite 1900  
Louisville, KY

Scott Knox  
Scott E. Knox  
13 East Court Street

Cincinnati, OH

Vito Raspanti  
Shivers, Spielberg, Gosnay & Greatrex.  
LLC  
1415 Route 70 East #210  
Cherry Hill Plaza  
Cherry Hill, NJ

Christa Sibley  
Silber Pearlman, LLP  
2711 N. Haskell, 5th Flr. LB 32  
Attention: Mike Hanners  
Dallas, TX

Jill Bailey  
Stephen L. Shackelford  
2001 Airport Road  
Suite 301  
Jackson, MS

Regina Peloquin  
The Law Firm of Alwyn H. Luckey, P.A.  
2016 Bienville Boulevard, Suite 102  
P. O. Box 724  
Ocean Springs, MS

Deanna Gabbard  
Robert A. Pritchard  
934 Jackson Avenue  
  
Pascagoula, MS

Robert O'Shea  
Robert J. O'Shea, Jr.  
1818 Market St., Suite 3520  
  
Philadelphia, PA

Howard Lehman  
Rose, Klein & Marias  
801 South Grand Avenue  
18th Floor  
Los Angeles, CA

BELINDA GIBSON  
Roxie Huffman Viator  
2728 Western Avenue  
  
Orange, TX

Jan Bruner  
Savinis D'Amico & Kane LLC  
3626 Gulf Tower  
707 Grant Street  
Pittsburgh, PA

Benjamin Shein  
Shein Law Center, Ltd.  
121 South Broad Street  
Twenty First Floor  
Philadelphia, PA

Michael Yssaga  
Shrader & Williamson  
16903 Red Oak Drive, Suite 220  
  
Houston, TX

Marcus Raichle  
Simmons Cooper LLC  
707 Berkshire Boulevard  
P. O. Box 521  
East Alton, IL

Charles Gibson  
The Gibson Law Firm  
447 Northpark Drive  
Post Office Box 6005  
Ridgeland, MS

Niki Rhodes  
The Law Office of Ryan A. Foster  
440 Louisiana, Suite 1720  
  
Houston, TX

John Redmon  
Robert E. Sweeney Co., L.P.A.  
The Illuminating Bldg.  
55 Public Square, Suite 1500  
Cleveland, OH

Jerri Jacobs  
Roger B. Lane Attorney at Law PC  
1601 Reynolds Street

Brunswick, GA

Perry Roussel  
Roussel & Roussel  
1710 Cannes Dr. Belle Terre Blvd.

LaPlace, LA

ROHAN ATHERTON  
Ryan, Carlisle, Thomas  
Level 30, Nauru House  
80 Collins St., Melbourne, Victoria  
Australia 3000, VI

Scott Taylor  
Scott C. Taylor, P.A.  
5912 Olde Oak View

Ocean Springs, MS

Patty Bruyere  
Shermoen & Jaksa  
345 6th Ave.  
P.O. Box 1072  
Int'l Falls, MN

Shari Anderson  
Sieben, Polk, LaVerdiere & Dusich P.A.  
999 Westview Drive

Hastings, MN

Jennifer Anthony  
Stanley, Mandel & Iola, L.L.P.  
1323 EAST 71ST STREET,  
SUITE 315  
TULSA, OK

Patrick Haines  
The Lanier Law Firm PC  
6810 FM 1960 West

Houston, TX

Elaine Tiu  
The Maritime Asbestosis Legal Clinic  
1570 Penobscot Building

Detroit, MI

Christine Horton  
The Parron Firm  
404 E. First St.

Arlington, TX

Melissa Greer  
Thornton & Naumes, LLP  
100 Summer Street 30th FL

Easton, MA

Edith Pagani  
Tortoreti Tones & Callahan  
150 Tices Lane

East Brunswick, NJ

Cathleen Carr  
Turner Freeman Solicitors  
P. O. Box 13142 George Street Post Shop

Brisbane, Queensland,  
AUSTRALIA

Bruce Wesley  
Visse & Yanez, L.L.P.  
1375 Sutter Street  
Suite 120  
San Francisco, CA

Kelly Clowers  
Waters & Kraus  
3219 McKinney Avenue  
Suite 3000  
Dallas, TX

LORI SHULLER  
William C. Field  
608 Virginia Street East

Charleston, WV

Phyllis Johnessee  
Wise & Julian, P.C.  
3555 College Avenue  
P.O. Box 1108  
Alton, IL

Linda Evans  
Zodrow et al. PC  
1050 17th St., Suite 1940

Denver, CO

Katelyn McNeil  
The Shepard Law Firm, A Professional  
Corp.  
10 High Street, Suite 1100

Boston, MA

Thomas Kopil  
Timby, Haft. Kopil & Sacco  
The Barclay Building  
330 South State Street, P. O. Box 99  
Newtown, PA

J Liddle  
Treanors Solicitors, Ltd.  
25 John St.

Sunderland, England,  
GREAT BRITAIN

Tzahi From  
Tzahi From Law Firm  
28B, Hasaclave St.  
Ramat Puleg  
Natanya,  
ISRAEL

Archer Kesler  
Wallace & Graham  
525 North Main Street

Salisbury, NC

Mery Torres  
Weitz & Luxenberg, P. C.  
180 Maiden Lane

New York, NY

Becki Auttonberry  
Williams Bailey Law Firm, LLP  
8441 Gulf Freeway  
Suite 600  
Houston, TX

SHARON TROJANOWSKI  
Wysoker, Glassner, Weingartner, et al  
340 George Street

New Brunswick, NJ

Tracy Casto  
The Sutter Law Firm, PLLC  
1598 Kanawha Boulevard, East  
P. O. Box 11720  
Charleston, WV

Tom Burcham  
Tom R. Burcham, III  
28 East Columbia

Farmington, MO

Cathy Wasson  
Trine & Metcalf  
1435 Arapahoe Avenue

Boulder, CO

Allan Levine  
Veniot Loughery Levine  
600 Main Street

Hampton NB,  
CANADA

Aaron Bernstein  
Warshafsky, Rotter  
839 N. Jefferson Street

Milwaukee, WI

Ken Kraatz  
Wells, Purcell & Kraatz PC  
1619 Pennsylvania Avenue

Fort Worth, TX

BRAD OLDAKER  
Wilson & Bailey  
122 Court Avenue

Weston, WV

MICHELLE DENNIS  
Zamler, Mellen & Shiffman, P.C.  
Attention: Deborah Dettore  
23077 Greenfield Rd. #557  
Southfield, MI



• **Pro Se Claimants** •

FRANK VERARDI  
72 GUNNING CRESCENT  
TOTTENHAM  
ONTARIO, L0G1W0  
CANADA

GEORGIA SCHEE  
P.O.BOX 8, 418 N. BIRCH

WHELEN SPRINGS, AR 71772

Ronald VOss  
7723 Texhoma Ave

Northridge, CA 91325

VERNELL BLAKE  
3224 X Street

Sacramento, CA 95817

LINDA CAVANAUGH  
13146 WAVERLY ST.

WADSWORTH, IL 60083

JULIO RIOS  
22 PRINCE AVE #1

LOWELL, MA 01852

Marvin Thomas  
26 Nolet Avenue

Salem, NH 03079

Fordia Glanville  
R: 3 Box 160

Wilburton, OK 74578

JOSE GARCIA  
CRISAMETEMO ST #10 GOLDEN  
HILLS  
ROYAL PALM  
BUYAMON, PR 00956

William Bolton  
12112 CR 2260

Ap, TX 75750

Linda Rodgers  
42 Chantock Close

Liverpool, L26 XQ  
GREAT BRITAIN

SEYMOUR EICHENHORN  
2051 LEISURE WPRLD BLVD.

MESA, AZ 85206

Kevin Franklin  
3746 Buell Street

Oakland, CA 94619-2802

BERNARD OLSZYK  
331 DUNAWAY LANE

PENSACOLA, FL 32526

Latimer Correa  
1600 Dodge Ave

Waukegan, IL 60085

Bessie Foster  
1741 Bassett

Detroit, MI 48217

Thelma Cline  
1017 S Country Club Rd

Anadarko, OK 73005

Herman Jack  
4108 N Aydelatte St.

Shawnee, OR 74804

ROBERT HOOVER  
5730 HWY. 250 NORTH  
HUGHES SPRINGS, TX 75656

Eugene Dobrinska  
11335 9th Ave

Pleasant Prairie, WI 53158

EDGAR WALKER  
2819 Little Rock Rd

Rose Bud, AK 72137

Raymond Payne  
7570 E. SPEEDWAY #112

Tucson, AZ 85710

Mary Molina  
13865 Pine View Dr.

Pine Grove, CA 95665

Bobby King  
35905 Fuller Rd

Gurnee, IL 60031

LYNN MITCHELL  
11717 S. HARDING

GARDEN HOMES, IL 60803

Charles Lowe  
655 Flynt Rd

Laurel, MS 39443

Robert Stewart  
821 Tulsa Circle

Oklahoma City, OK 73107

FRANK AUL  
3596 N. BALSINGER ROAD

VANDERGRIFT, PA 15690

RODERICK HAMPTON  
2109 PEMBERTON ST.  
P.O. BOX 534  
MARSHALL, TX 75670

James Cariolano  
219 E Linn Street

Spooner, WI 54801

• **Codefendants** •

James Hipolit, Esq.  
ACandS, Inc.  
120 North Lime Street  
Lancaster, PA 17603

David Luvara, Esq.  
POST & SCHELL  
1800 JFK Boulevard  
Philadelphia, PA 19103

AMERICAN PRESIDENT LINES, LTD.  
1111 Broadway  
Oakland, CA 94607

Charles E. Erway, III  
PORZIO, BROMBERG & NEWMAN  
100 Southgate Parkway  
Morristown, NJ 07962-1997

Lawrence J. Keating  
ARMSTRONG WORLD INDUSTRIES  
P.O. Box 3001  
Lancaster, PA 17604

Lawrence E. Moncreif  
Park Building – Suite 1335  
355 Fifth Avenue  
Pittsburgh, PA 15222-2407

Tom Lucchesi  
BAKER & HOSTETLER  
3200 National City Center  
Cleveland, OH 49114

Dan Cheeley  
BAKER & MACKENZIE  
130 E. Randolph Dr., Suite 2600  
Chicago, IL 60601

Suzanne M. Halbardier  
BARRY, MCTIERNAN & MOORE  
25 Broadway, 7<sup>th</sup> Floor  
New York, NY 10007

D. Michael Grodhaus  
BAUGHMAN & ASSOC. CO., LPA  
55 Public Square, Suite 2215  
Cleveland, OH 49113

Janice Grubin, Esq.  
GOLENBOCK, EISEMAN, ASSOR  
437 Madison Avenue  
35<sup>th</sup> Fl.  
New York, NY 10022

D. Bobbit Noel, Jr.  
VINSON & ELKINS  
(For Highlands Insurance)  
3300 First City Tower, 1001 Fannin  
Houston, TX 77002-6760

Richard J. Hilfer  
Bartells Asbestos Settlement Trust  
5516 17<sup>th</sup> Avenue NW  
Seattle, WA 98107

William A. Brasher  
One Metropolitan Square, Suite 2300  
211 North Broadway  
St. Louis, MO 63102

Lawrence R. Cetrulo, Esq.  
PEABODY & ARNOLD  
50 Rowes Wharf  
Boston, MA 02110

Lanny Larcinese  
PACOR  
P.O. Box 59389  
Philadelphia, PA 19102

Philip McWeeny, Esq.  
OWENS-ILLINOIS INC.  
One SeaGate  
Toledo, OH 43666

BURLINGHAM, UNDERWOOD  
Attn: James o'Brian, Esq.  
1 Battery Park Plaza  
New York, NY 10004

BURNS & LEVINSON  
125 Summer Street  
Boston, MA 02110-1624

Lisa Pupo Lenihan, Esq.  
BURNS, WHITE & HICKTON  
120 5<sup>th</sup> Avenue, # 2400  
Pittsburgh, PA 15222-3001

Richard Soloman, Esq.  
P.O. Box 604578  
Bay Terrace Station  
Bayside, NY 11360

William R. Galeota, Esq.  
SHEA & GARDNER  
1800 Massachusetts Ave., N.W.  
Washington, D.C. 20036

Larry R. Barron, Esq.  
MONTGOMERY, MCCracken, WALKER  
123 S. Broad St.  
Philadelphia, PA 19109

Richard D. Brooks, Esq.  
ARTER & HADDEN  
One Columbus Building, 21<sup>st</sup> Floor  
10 West Broad Street  
Columbus, OH 43215

Fred Block, Esq. (Law Dept.)  
NORFOLK SOUTHERN CORP.  
8 North Jefferson Street  
Roanoke, VA 24042-0041

Francis Murphy, Esq.  
824 Market Street  
P.O. Box 8989  
Wilmington, DE 19899

WESTINGHOUSE CBS  
Attn: Legal Department  
11 Stanwix Street  
Pittsburgh, PA 15222

Peter A. Fine, Esq.  
CHOATE, HALL & STEWART  
Exchange Place, 53 State Street  
Boston, MA 02109

Christopher J. McElroy  
UNITED STATES GYPSUM CO.  
125 South Franklin Street  
Chicago, IL 60606-4678

Mark G. Lionetti, Esq.  
One Commerce Square, 22<sup>nd</sup> Floor  
2005 Market Street  
Philadelphia, PA 19103

Frank Hartman  
CLEVELAND-CLIFFS IRON COMPANY  
1100 Superior Avenue  
Cleveland, OH 44114

Robert Lapowsky, Esq.  
STEVENS & LEE  
1 Glen Hardie Corp. Ctr., P.O. Box 236  
Wayne, PA 19087-0236

Eugene D. Buckley, Esq.  
West 1100 First National Bank Bldg.  
332 Minnesota Street  
Saint Paul, MN 55101-1379

Gita Rothschild, Esq.  
MCCARTER & ENGLISH  
4 Gateway Center  
100 Mulberry Street  
Newark, NJ 07102-4096

Kevin Colquhuon, Esq.  
COLQUHUON & COLQUHUON  
165 South Street  
Morristown, NJ 07906

William J. O'Brien, Esq.  
CONRAD, O'BRIEN, GELLMAN & ROHN  
16<sup>th</sup> Floor, 1515 Market Street  
Philadelphia, PA 19102-1916

Elayna Levine, Esq.  
SMITH, MAZURE, DIRECTOR & WILKINS  
111 John Street  
New York, NY 10038

Jim Hoppe  
JOHNS MANVILLE CORPORATION  
P.O. Box 5108  
Denver, CO 80217

William J. Coyne, Esq.  
Terrence P. Gravens, Esq.  
1240 Standard Building  
Cleveland, OH 44113

WAGNER, BAGOT & GLEASON  
650 Poydras Street, Suite 2660  
New Orleans, LA 70130-6102

William R. Haushalter  
ROSENBERG, KIRSHNER, P.A.  
1500 Grant Building  
Pittsburgh, PA 15219-2203

Susan Grondine  
LIBERTY MUTUAL  
175 Berkeley Street  
Boston, MA 02117

R. Cornelius Danaher, Esq.  
DANAHER, TEDFORD, LAGNESE  
21 Oak Street # 700  
Hartford, CT 06106-8002

James E. Culhane, Esq.  
DAVIS & KUELTHAU, S.C.  
111 E. Kilbourn, Suite 1400  
Milwaukee, WI 53202-3101

Martin Murphy, Esq.  
1700 Midland Building  
101 Prospect Avenue, West  
Cleveland, OH 44115-1027

Roger Podesta, Esq.  
DEBEVOISE & PLIMPTON  
919 Third Avenue  
New York, NY 10022

Paul A. Scrudato  
SCHIFF HARDIN LLP  
623 Fifth Ave., 28<sup>th</sup> Fl.  
New York, NY 10022

Daniel J. Schoenborn, Esq.  
DIXON, DE MARIE & SCHOENBORN  
930 Convention Tower, 43 Court St.  
Buffalo, NY 14202

Catherine L. Philistine  
F.B. WRIGHT COMPANY  
98 Vanadium Road  
Bridgeville, PA 15017

Robert V. D'Angelo, Jr., Esq.  
UNIROYAL HOLDING, INC.  
70 Great Hill Road  
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Rose Lentz  
DRESSER INDUSTRIES  
4100 Clinton Dr. #8  
Houston, TX 77020

David G. Klaber  
KIRKPATRICK & LOCKHART  
1500 Oliver Building  
Pittsburgh, PA 15222

John Faricy, Jr., Esq.  
FARICY & ROEN, P.A.  
Metropolitan Centre, Suite 2320  
333 So. Seventh Street  
Minneapolis, MN 55402

Bruce Stanton, Esq.  
LAC D'AMIANTE DU QUEBEC, LTEE.  
180 Maiden Lane, 25<sup>th</sup> Floor  
New York, NY 10038

James McGlynn, Esq.  
(For: FISHER LUMBER CO.)  
116 S. Charles Street  
Belleville, IL 62220-2212

Bruce McDonald, Esq.  
WILEY, REIN & FIELDING  
1776 K Street, N.W., 10<sup>th</sup> Floor  
Washington, D.C. 20006

Julie Evans  
WILSON, ELSER, MOSKOWITZ  
150 East 42<sup>nd</sup> Street  
New York, NY 10170-5612

Stan Levy, Esq.  
LEVY, PHILLIPS, & KONIGSBERG  
800 Third Ave., 13<sup>th</sup> Fl.  
New York, NY 10022

Mitchell B. Axler  
SQUIRE, SANDERS & DEMPSEY  
4900 Key Tower  
127 Public Square  
Cleveland, OH 44114

Betty Murphy, Esq.  
FORD MOTOR COMPANY  
Three Parklane Blvd., Suite 1500 West  
Dearborn, MI 48126-2568

Ann M. Burke, Esq.  
FOSTER WHEELER CORP.  
8 Peachtree Hill Road  
Livingston, NJ 07039

Allan Goodloe, Esq.  
THOMPSON & MITCHELL  
One Mercantile Center, Suite 3300  
St. Louis, MO 63101

Robert L. Poyourow, Esq.  
GAF CORPORATION  
1361 Alps Road  
Wayne, NJ 07470-3687

John Jordan, Esq.  
GACA, MATIS & HAMILTON, P.C.  
300 Four PPG Place  
Pittsburgh, PA 15222

J. Joel Mercer, Jr.  
GEORGIA-PACIFIC CORP.  
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James J. Restivo, Jr., Esq.  
REED, SMITH, SHAW & McCLAY  
435 6<sup>th</sup> Avenue  
Pittsburgh, PA 15219

Thomas W. Kirby  
WILEY, REIN & FIELDING  
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Jay W. Hughes, Jr.  
W.R. GRACE & CO.  
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Suite 300  
Boca Raton, FL 33487

George M. Simmerman, Jr., Esq.  
INGALLS SHIPBUILDING, INC.  
1000 West River Road  
P.O. Box 149  
Pascagoula, MS 39568-0149

William F. Jordan  
INGALLS SHIPBUILDING, INC.  
1000 West River Road  
P.O. Box 149  
Pascagoula, MS 39568-0149

James J. Hayes, Jr., Esq.  
GURNA, LUCOW, MILLER, SEWARD  
1000 Woodbridge Street  
Detroit, MI 48207-3192

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HAGERTY & BRADY  
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Sheila L. Birnbaum  
SKADDEN, ARPS, SLATE  
4 Times Square  
New York, NY 10036

Richard J. Hildebrandt  
THORPE INSULATION CO.  
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Dan Lubell, Esq.  
HUGHES, HUBBARD & REED  
One Battery Park Plaza  
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Jeffrey J. Casto, Esq.  
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Steve Leermakers, Esq.  
Tom Davis, Esq.  
Ashland Chemical Company  
P.O. Box 2219  
Columbus, OH 43216

Julie Evans, Esq.  
Wilson, Elser, Moskowitz, Edelman  
For: Asbestos Corp. of America  
150 E. 42<sup>nd</sup> Street  
New York, NY 10017

Simon, Peragine, Smith & Redfern  
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