UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

MASTER INDEX OF THE MANVILLE PERSONAL INJURY SETTLEMENT TRUST ACCOUNT OF TRUSTEES FOR THE PERIOD January 1, 2012 THROUGH DECEMBER 31, 2012

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Account of Trustees

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MANVILLE PERSONAL INJURY SETTLEMENT TRUST
ACCOUNT OF TRUSTEES
JANUARY 1, 2012 THROUGH DECEMBER 31, 2012

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Manville Personal Injury Settlement Trust
Audited Special-Purpose Consolidated
Financial Statements with Supplemental Information
December 31, 2012 and December 31, 2011

Exhibit B
Payment By Claimant Residency
From January 1, 2012 through December 31, 2012

MANVILLE PERSONAL INJURY SETTLEMENT TRUST
ACCOUNT OF TRUSTEES
FOR THE PERIOD JANUARY 1, 2012 THROUGH DECEMBER 31, 2012

Pursuant to N.Y. EPTL § 7-2.7, Robert A. Falise, Mark A. Peterson, and Frank J. Macchiarola; (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., Louis Klein, 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 l, 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; January 1, 2003 through December 31, 2003; January 1, 2004 through December 31, 2004; January 1, 2005 through December 31, 2005; January 1, 2006 through December 31, 2006; January 1, 2007 through June 30, 2007; July 1, 2007 through December 31, 2007; January 31, 2008 through December 31, 2008; January 1, 2009 through December 31, 2009: January 1, 2010 through December 31, 2010 and January 1, 2011 through December 31, 2011 (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 the 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, 2012 through December 31, 2012.

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, Schedule C entitled "Statement of Expenses Chargeable to Principal" has again been combined with 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 year ended December 31, 2012 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 Trust Agreement. 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 Special-Purpose Consolidated Audited Financial Statements for the year ended December 31, 2012 (Financial Statements) which are annexed hereto as Exhibit A. Exhibits A is hereby and expressly incorporated by reference into and made a part of the Account of Trustees for the year January 1, 2012 through December 31, 2012.

STATEMENT OF CASH FLOWS

For the Year Ended December 31, 2012

CASH INFLOWS:	
Investment income receipts	$21,388,292
Net realized gains on investment securities	17,473,836
Decrease in deposits and other assets	27,362
Total cash inflows	38,889,490
CASH OUTFLOWS	
Claim payments made - Exhibit B	131,866,156
Contribution and indemnity claim payments	285,549
Total claim payments	132,151,705
Disbursements for operating expenses and income taxes	8,852,379
Total cash outflows	141,004,084
NET CASH OUTFLOWS	(102,114,594)
NON-CASH CHANGES:	
Net unrealized gains on investment securities	56,747,018
NET (DECREASE) IN CASH EQUIVALENTS AND INVESTMENTS SECURITIES	(45,367,576)
CASH EQUIVALENTS AND INVESTMENT SECURITIES BEGINNING OF YEAR	928,246,914
CASH EQUIVALENTS AND INVESTMENT SECURITIES END OF YEAR	$ 882,879,338

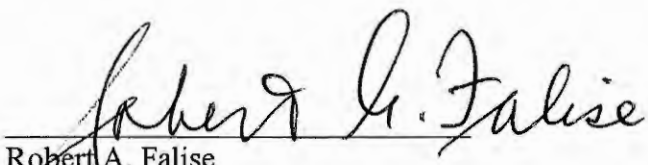
STATEMENT OF CHANGES IN NET CLAIMANTS' EQUITY

For the Year Ended December 31, 2012

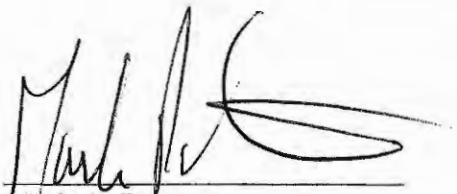
Beginning Net Claimants' Equity, January 1, 2012	$885,183,072
Investment Income – Schedule A	86,641,385
Decrease in outstanding claim offers	1,524,211
Decrease in lease commitments payable	299,387
Total additions	88,464,983
Statement of incurred expenses - Schedules C & C-2	4,021,770
Provision for income taxes	5,179,000
Personal injury claims settled	146,249,700
Co-defendant claims settled	85,484
Total deductions	155,535,954
Ending Net Claimants' Equity, December 31, 2012	$818,112,101

ACCOUNT OF TRUSTEES

Signatures



Robert A. Falise
Managing Trustee



Mark A. Peterson
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

Interest	$ 9,061,956
Dividends	13,064,354
Total interest and dividends	22,126,310
Net realized gains	17,473,836
Net unrealized gains, net of the change in deferred income taxes	48,235,018
Investment expenses	(1,193,779)
TOTAL INVESTMENT INCOME	$ 86,641,385

SCHEDULES C AND C-2 - Statement of Incurred Expenses

Net Operating Expenses:

Salaries and employee benefits	$ 2,902,345
Office general and administrative	334,627
Travel and meetings	35,794
Board of Trustees	449,510
Professional fees	455,929
Web hosting and other electronic data processing costs	86,382
Purchase of fixed assets	33,465
Other income	(276,282)
Total Net Operating Expenses	$ 4,021,770

Trustee Remuneration and Expenses

Trustee fees	$449,510
Travel and meeting costs	22,571
Total Remuneration and Expenses	$472,081

Professional Fees

Professional fees include audit and tax services, legal counsel for Trust constitutes, legal litigation counsel for the Trust's response to subpoenas for confidential claimant information.

SCHEDULE C-1 - Statement of Unpaid Expenses

As of December 31, 2012, the Trust had the following liabilities representing unpaid invoices, accounts payable, accrued professional fees and investment expenses and federal income taxes payable that represent unpaid or estimated unbilled services that have been provided to the Trust:

Accounts payable and other liabilities	$2,001,919
Accrued professional and investment expenses	493,390
Total Unpaid Expenses	$2,495,309

SCHEDULES D AND D-1 - Statement of Other Distributions

For the year ended December 31, 2012, the Trust made approximately 25,500 personal injury claim payments for $131,866,000 million. These claimants reside in the United States 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. In addition to the above distributions during the year ended December 31, 2012, the Trust paid approximately $285,500 to claimants for co-defendant 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 3 of the Notes to the Special-Purpose Consolidated Financial Statements. At December 31, 2012 the Trust recorded all of its investment securities at fair value.

	Cost	Fair Value
Restricted [1]		
Cash equivalents	$ 455,345	$ 455,345
U.S. government obligation	8,057,094	8,118,774
Equities – U.S	19,515,962	19,721,403
Corporate and other debt	11,871,632	23,504,478
Total	$ 39,900,033	$ 51,800,000
Unrestricted		
Cash equivalents	$ 58,080,969	$ 59,080,969
U.S. government obligation	97,477,101	100,022,249
Corporate and other debt	173,088,715	178,360,025
Equities – U.S	257,530,775	410,683,791
Equities – International	55,563,326	82,932,304
	$ 642,740,886	$831,079,338

The Trust invests in professionally managed portfolios that contain common shares of publicly traded companies, U.S. government obligations, U.S. and International equities, corporate and other debt, and money market funds. Such investments are exposed to various risks such as interest rate market and credit risks. Due to the level of risk associated with certain investments securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the Trust's account balance in the future.

(1) $43 million of the marketable securities secure the Trust's indemnity obligations to current and former Trustees, officers, employees and other representatives of the Trust. With the approval of the United States Bankruptcy Court of the Southern District of New York, the Trust established three separate segregated security funds. These three segregated funds totaling $43 million expired on December 31, 2012. In their place, an agreement has been executed to establish a single escrow and security fund of $30 million for the purpose of securing the obligations of the Trust to the Trustees. As before, the investment earnings of this fund will accrue to the benefit of the Trust.

In addition, under a tax agreement between the Trust and Johns Manville Corporation (JM), the Trust was required to transfer cash to an escrow account to secure the payment of its future tax obligations. The escrow balance may be increased or decreased over time. As of December 31, 2012 securities with a market value of $45.9 million were held by an escrow agent, of which $8.8 million is reported as restricted in accordance with the tax agreement.

The Trust has the following other assets as of December 31, 2012: receivables, deposits and fixed assets described in the Notes to Financial Statements.

Accrued Interest and Dividends Receivable

Interest receivable	$1,685,960
Dividends receivable	943,810
Total	$2,629,770

Deposits and Other Assets -	$370,284

Fixed Assets

As described in Note 2(a) (4) 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, 2012 is as follows:

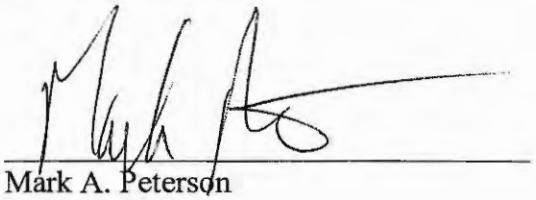
Furniture and Equipment	$ 242,800
Computer Hardware and Software	411,000
e-Claims Software Development	2,361,100
Total Fixed Assets	$3,014,900

SCHEDULE I - Statement of Pertinent Facts

In January 2012, the Trustees amended the 2002 TDP to include a provision requiring the Trust to determine the Maximum Annual Payment (MAP) amount, which limits the amount of claim payments in any one year based upon its projections of assets and liabilities at the current pro rata percentage. Once the claim payments in any one year reach the annual MAP amount, the Trust ceases claim payments and any unpaid claims are carried over to the next year and placed at the front of the FIFO payment queue.

AFFIRMATION OF TRUSTEES

Mark A. Peterson, hereby affirms: That the foregoing Account of Trustees, insofar as it relates to the year ended December 31, 2012, 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.



Mark A. Peterson
Trustee

AFFIRMATION OF TRUSTEES

Robert A. Falise, hereby affirms: That the foregoing Account of Trustees, insofar as it relates to the year ended December 31, 2012, 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

Audited Financial Statements for the Year Ending DECEMBER 31, 2012 (EXHIBIT A)

MANVILLE PERSONAL INJURY SETTLEMENT TRUST

SPECIAL-PURPOSE CONSOLIDATED FINANCIAL STATEMENTS WITH SUPPLEMENTARY INFORMATION

DECEMBER 31, 2012 AND 2011

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

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MANVILLE PERSONAL INJURY SETTELEMENT TRUST

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INDEPENDENT AUDITOR'S REPORT

To the Trustees
Manville Personal Injury Settlement Trust
Pound Ridge, New York

Report on the Financial Statements

We have audited the accompanying special-purpose consolidated statement of net claimants' equity of the Manville Personal Injury Settlement Trust (the Trust) as of December 31, 2012, and the related special-purpose consolidated statements of changes in net claimants' equity, and of cash flows for the year then ended.

Management's Responsibility for the Financial Statements and Supplementary Information

Management is responsible for the preparation and fair presentation of the special-purpose consolidated financial statements and supplementary information; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

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

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

Opinion

In our opinion, the special-purpose consolidated financial statements referred to above present fairly, in all material respects, the financial position of the Manville Personal Injury Settlement Trust as of December 31, 2012, and the results of their changes in net claimants' equity and their cash flows for the year then ended in conformity with the basis of accounting describe in Note 2.

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Emphasis of Matter

As described in Note 2, these special-purpose consolidated financial statements were 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 of America. The special-purpose basis of accounting has been used in order to communicate the amount of equity presently available to current and future claimants.

Other Matter

The 2011 special-purpose consolidated financial statements of the Trust were audited by other auditors whose report dated February 24, 2012, expressed an unmodified opinion on those statements.

Restriction of Use

Our 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.

BDO USA, LLP

McLean, Virginia
February 26, 2013

MANVILLE PERSONAL INJURY SETTLEMENT TRUST

SPECIAL-PURPOSE CONSOLIDATED STATEMENTS OF NET CLAIMANTS' EQUITY

AS OF DECEMBER 31, 2012 AND 2011

	2012	2011
ASSETS:		
Cash equivalents and investments (Note 3)		
Restricted (Note 9)	$51,800,000	$51,700,000
Unrestricted	831,079,338	876,546,914
Total cash equivalents and investments	882,879,338	928,246,914
Accrued interest and dividend receivables	2,629,770	3,178,553
Deposits and other assets	370,284	366,933
Total assets	885,879,392	931,792,400
LIABILITIES:		
Accrued expenses	2,495,309	2,209,227
Deferred income taxes (Note 10)	30,036,000	21,524,000
Unpaid personal injury claims (Notes 5, 7 and Exh. III)		
Outstanding offers	16,538,458	18,062,669
Settled, not paid	17,714,239	3,323,070
Pro rata adjustment payable	113,881	121,506
Co-defendant claims payable	0	200,064
Lease commitment payable (Note 6)	869,404	1,168,792
Total liabilities	67,767,291	46,609,328
NET CLAIMANTS' EQUITY (Note 7)	$818,112,101	$885,183,072

The accompanying notes are an integral part of these special-purpose consolidated financial statements.

MANVILLE PERSONAL INJURY SETTLEMENT TRUST

SPECIAL-PURPOSE CONSOLIDATED STATEMENTS OF CHANGES IN NET CLAIMANTS' EQUITY

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
NET CLAIMANTS' EQUITY, BEGINNING OF YEAR	$885,183,072	$1,015,824,021
ADDITIONS TO NET CLAIMANTS' EQUITY:		
Investment income (Exhibit I)	86,641,385	19,428,435
Decrease in outstanding claim offers	1,524,211	1,071,069
Decrease in lease commitments payable (Note 6)	299,387	218,527
Total additions	88,464,983	20,718,031
DEDUCTIONS FROM NET CLAIMANTS' EQUITY:		
Net operating expenses (Exhibit II)	4,021,770	4,308,238
Provision for income taxes	5,179,000	5,566,200
Personal injury claims settled	146,249,700	141,071,337
Co-defendant claims settled	85,484	413,205
Total deductions	155,535,954	151,358,980
NET CLAIMANTS' EQUITY, END OF YEAR	$818,112,101	$885,183,072

The accompanying notes are an integral part of these special-purpose consolidated financial statements.

MANVILLE PERSONAL INJURY SETTLEMENT TRUST

SPECIAL-PURPOSE CONSOLIDATED STATEMENTS OF CASH FLOWS

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
CASH INFLOWS:		
Investment income receipts	$21,388,292	$24,367,673
Net realized gains on investment securities	17,473,836	17,473,489
Decrease in deposits and other assets	27,362	0
Total cash inflows	38,889,490	41,841,162
CASH OUTFLOWS:		
Personal injury claim payments	131,866,156	140,432,342
Co-defendant claim payments	285,549	213,141
Total claim payments	132,151,705	140,645,483
Disbursements for Trust operating expenses and income taxes	8,852,379	9,479,294
Increase in deposits and other assets	0	36,252
Total cash outflows	141,004,084	150,161,029
NET CASH OUTFLOWS	(102,114,594)	(108,319,867)
NON-CASH CHANGES:		
Net unrealized gains (losses) on investment securities	56,747,018	(25,743,556)
NET DECREASE IN CASH EQUIVALENTS AND INVESTMENTS	(45,367,576)	(134,063,423)
CASH EQUIVALENTS AND INVESTMENTS BEGINNING OF YEAR	928,246,914	1,062,310,337
CASH EQUIVALENTS AND INVESTMENTS END OF YEAR	$882,879,338	$928,246,914

The accompanying notes are an integral part of these special-purpose consolidated financial statements.

(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 Pound Ridge, 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 intercompany balances and 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. Since the accompanying consolidated special-purpose financial statements and transactions are not based upon generally accepted accounting principles (GAAP), accounting treatment by other parties for these same transactions may differ as to timing and amount. 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 special-purpose consolidated 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 5) 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) Investment securities are recorded at fair value. All interest and dividend income on investment securities, net of investment expenses are included in investment income on the special-purpose consolidated statements of changes in net claimants' equity. Realized and unrealized gains and losses on investment securities are combined and recorded on the special-purpose consolidated statements of changes in net claimants' equity.

Realized gains/losses on investment 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 consolidated statements of changes in net claimants' equity.

(7) The Trust records deferred tax assets and liabilities for the expected future tax consequences of temporary differences between the book and tax basis of assets and liabilities.

(b) Use of Estimates

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 5 and 7.

(c) Subsequent Events

The Trust has evaluated its December 31, 2012 special-purpose consolidated financial statements for subsequent events through February 26, 2013, the date the special-purpose consolidated financial statements were available to be issued. The Trust is not aware of any subsequent events which would require recognition or disclosure in the special-purpose consolidated financial statements.

(3) CASH EQUIVALENTS AND INVESTMENTS

At December 31, 2012 and 2011, the Trust has recorded all of its investment securities at fair value, as follows:

	2012		2011	
	Cost	Fair Value	Cost	Fair Value
Restricted				
Cash equivalents	$455,345	$ 455,345	$193,146	$ 193,146
U.S. Govt. obligations	8,057,094	8,118,774	7,430,262	7,516,161
Corporate and other debt	19,515,962	19,721,403	19,744,497	19,926,045
Equities - U.S.	11,871,632	23,504,478	13,503,137	24,064,648
Total	$39,900,033	$51,800,000	$40,871,042	$51,700,000

	2012		2011	
	Cost	Fair Value	Cost	Fair Value
Unrestricted				
Cash equivalents	$59,080,969	$59,080,969	$75,434,505	$75,434,505
U.S. Govt. obligations	97,477,101	100,022,249	139,909,820	146,096,162
Corporate and other debt	173,088,715	178,360,025	175,232,474	178,962,126
Equities - U.S.	257,530,775	410,683,791	291,047,791	397,071,435
Equities - International	55,563,326	82,932,304	62,259,882	78,982,686
Total	$642,740,886	$831,079,338	$743,884,472	$876,546,914

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, 2012, the fair value of these instruments was approximately $4.9 million and was included in investments on the special-purpose consolidated statements of net claimants' equity. Foreign currency forwards are utilized for both currency translation purposes and to economically hedge against some of the currency risk inherent in foreign equity issues and are generally for periods up to 90 days. At December 31, 2012, the Trust held $41.5 million in net foreign currency forward contracts. The unrealized gain on these outstanding currency forward contracts of approximately $0.3 million is offset by an equal unrealized loss due to currency exchange on the underlying international securities. These net amounts are recorded in the special-purpose consolidated statements of net claimants' equity at December 31, 2012.

The Trust invests in professionally managed portfolios that contain common shares of publicly traded companies, U.S. government obligations, U.S. and International equities, corporate and other debt, and money market funds. Such investments are exposed to various risks such as interest rate, market, and credit risks. Due to the level of risk associated with certain investments securities, it is reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could materially affect the Trust's account balance in the future and the amounts reported in the special-purpose consolidated statements of net claimants' equity and special-purpose consolidated statements of changes in net claimants' equity.

(4) 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	$ 242,800
Acquisition of computer hardware and software	411,000
Computer software development (e-Claims)	2,361,100
Total	$3,014,900

These items have not been recorded as assets, but rather as direct deductions to net claimants' equity in the accompanying special-purpose consolidated financial statements.

(5) 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 Trust Distribution Process (TDP) (Note 7), 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.

(6) COMMITMENT

In September 2009, CRMC executed an early termination of its Falls Church, Virginia office space lease effective September 30, 2010. Subsequently, CRMC signed a new 5-year office lease effective October 1, 2010 at its same location for approximately one-half of the existing space. CRMC has a 5-year option at expiration of its current lease in September 2015.

Future minimum rental commitments under this operating lease, as of December 31, 2012, are as follows:

Calendar Year	Amount
2013	$308,330
2014	317,561
2015	243,513
	$869,404

This obligation has been recorded as a liability in the accompanying special-purpose consolidated statement of net claimants' equity.

(7) 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 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 and the Trust implemented the TDP payment procedures effective February 21, 1995.

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. In June 2001, the pro rata percentage was reduced from 10% to 5%.

During the second and third quarters of 2002, the Selected Counsel for the Beneficiaries (SCB) and Legal Representative of Future Claimants (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 referred to as the "2002 TDP". The 2002 TDP principally changes the categorization criteria and scheduled values for the scheduled diseases.

In January 2008, the Trust completed its most recent review of the Trust's projected assets and liabilities. Based upon this review, the Trustees approved an increase in the pro rata percentage from 5% to 7.5%. This proposed change received the required concurrence of the SCB and the Legal Representative in early March 2008. Under the TDP, any claimant who received less than the current pro rata percentage is entitled to receive a retroactive payment sufficient to increase their previous payment percentage to the current pro rata percentage. Accordingly, the Trust recorded a liability of $365.7 million for approximately 282,000 personal injury claimants eligible to receive a retro active payment. As of December 31, 2012, the Trust has paid all but approximately 3,500 eligible claimants. It is expected that most of these claimants will not be located.

The Trust completed its most recent calculation of the pro rata percentage based upon new claim forecasts and asset projections as of the end of 2010. Since that time the Trustees elected to keep the current pro rata percentage at 7.5 %, subject to monitoring of both claim filings and the Trust Corpus.

In January 2012, the Trustees amended the 2002 TDP to include a provision requiring the Trust to determine the Maximum Annual Payment (MAP) amount, which limits the amount of claim payments in any one year based upon its projections of assets and liabilities at the current pro rata percentage. Once the claim payments in any one year reach the annual MAP amount, the Trust ceases claim payments and any unpaid claims are carried over to the next year and placed at the front of the FIFO payment queue. In 2012, the MAP amount was $132 million and, as of December 31, 2012, the Trust had approximately $17.7 million in unpaid claims which could not be paid due to the MAP provisions. These claims were paid in January 2013.

(8) 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 $137,000 and $112,000 for the years ended December 31, 2012 and 2011, respectively.

The Trust and CRMC (collectively, the Employer) established a nonqualified, unfunded deferred compensation plan in accordance with Section 409A of the Internal Revenue Code, with an effective date of November 1, 1995. The plan was most recently amended and restated effective January 1, 2005 and is maintained primarily for the purpose of providing deferred compensation to senior management. The plan allows participants to defer up to 100% of any bonuses and any other incentive compensation paid during the year, as well as up to 25% of their base salaries. Participant accounts are credited monthly with a hypothetical rate of return based on the investment options offered by the Employer and chosen by the participant. However, the Employer is not obligated to purchase any investments selected. Any and all payments made to participants pursuant to the plan shall be made from the general assets of the Employer. All participant accounts under the plan shall be for bookkeeping purposes only and do not represent claims against specific assets of the Employer. The plan does not create a trust of any kind or a fiduciary relationship. Other than calculating and applying hypothetical rates of return to participant accounts, no other Employer contributions shall be made. For the years ended December 31, 2012 and 2011, deferred compensation expense due to participant-elected investment returns totaled approximately $52,000 and $34,000, respectively. As of December 31, 2012 and 2011, deferred compensation liabilities totaled approximately $1,170,000 and $1,118,000, respectively. There were no employee contributions to the plan during for the years ended December 31, 2012 and 2011.

(9) RESTRICTED CASH EQUIVALENTS AND INVESTMENTS

In order to avoid the high costs of director and officer liability insurance (approximately $2.5 million in 1990), 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 and CRMC. 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 5), 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 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.

These three segregated funds totaling $43 million expired on December 31, 2012. In their place, an agreement has been executed to establish a single escrow and security fund of $30 million for the purpose of securing the obligations of the Trust to indemnify former and current Trustees. As before, the investment earnings on this fund will accrue to the benefit of the Trust.

Additionally, as a condition of the tax agreement between JM and the Trust discussed in Note 10, 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, 2012, securities with a market value of $45.9 million were held by an escrow agent, of which $8.8 million is reported as restricted in accordance with the agreement.

(10) 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 subsequent 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 a New York domiciled trust, the Trust is not subject to state income taxes. CRMC files separate federal and state corporate income taxes returns.

As of December 31, 2012, the Trust has recorded a net deferred tax liability of approximately $30.0 million from net unrealized gains on investment securities. As of December 31, 2012 and 2011, the Trust recorded net deferred tax assets of $159,000 and $159,000, respectively, 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. As of December 31, 2012 and 2011, the Trust has income taxes receivable of $30,000 and $294,000, respectively. These amounts are included with other assets as of December 31, 2012 and 2011 on the consolidated statements of net claimants' equity.

(11) PROOF OF CLAIM FORMS FILED

Proof of claim forms filed as December 31, 2012 and 2011 with the Trust are as follows:

	2012	2011
Claims filed	915,263	884,311
Withdrawn (1)	(94,564)	(93,863)
Expired offers (2)	(3,831)	(1,584)
Active claims	816,868	788,864
Settled claims	(796,970)	(769,128)
Claims currently eligible for settlement	19,898	19,736

(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, 2012 and 2011, approximately 710 and 610 respectively, of the claims with expired offers are still eligible to accept their original offer with a payment value of $1.9 million and $1.8 million, respectively. All claims with expired offers may be reactivated upon written request by the claimant and will be eligible for a new offer at the end of the FIFO queue.

MANVILLE PERSONAL INJURY SETTLEMENT TRUST

SUPPLEMENTARY INFORMATION

DECEMBER 31, 2012 AND 2011

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

BDO

Tel: 703-893-0600
Fax: 703-893-2766
www.bdo.com

8405 Greensboro Drive
Suite 700
McLean, VA 22102

INDEPENDENT AUDITOR'S REPORT ON SUPPLEMENTARY INFORMATION

To the Trustees
Manville Personal Injury Settlement Trust
Pound Ridge, New York

Our audit of the special-purpose consolidated financial statements included in the preceding section of this report was conducted for the purpose of forming an opinion on those statements as a whole. The supplementary information presented in the following section of this report is presented for purposes of additional analysis and is not a required part of those financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the special-purpose consolidated financial statements. The information has been subjected to the auditing procedures applied in the audit of the special-purpose consolidated financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the special-purpose consolidated financial statements or to the special-purpose consolidated financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the information is fairly stated in all material respects in relation to the special-purpose consolidated financial statements as a whole.

BDO USA, LLP

February 26, 2013

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EXHIBIT I

MANVILLE PERSONAL INJURY SETTLEMENT TRUST

SUPPLEMENTARY SCHEDULE OF SPECIAL-PURPOSE CONSOLIDATED INVESTMENT INCOME

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
INVESTMENT INCOME		
Interest	$ 9,061,956	$ 12,239,466
Dividends	13,064,354	13,018,113
Total interest and dividends	22,126,310	25,257,579
Net realized gains	17,473,836	17,473,489
Net unrealized gains (losses), net of the change in deferred income taxes (Note 10)	48,235,018	(21,882,556)
Investment expenses	(1,193,779)	(1,420,077)
TOTAL INVESTMENT INCOME	$ 86,641,385	$ 19,428,435

EXHIBIT II

MANVILLE PERSONAL INJURY SETTLEMENT TRUST

SUPPLEMENTARY SCHEDULE OF SPECIAL-PURPOSE CONSOLIDATED NET OPERATING EXPENSES

FOR THE YEARS ENDED DECEMBER 31, 2012 AND 2011

	2012	2011
NET OPERATING EXPENSES:		
Personnel costs	$ 2,902,345	$ 2,844,103
Office general and administrative	334,627	279,070
Travel and meetings	35,794	82,573
Board of Trustees	449,510	531,583
Professional fees	455,929	888,347
Net fixed asset purchases	33,465	82,793
Web hosting and other EDP costs	86,382	105,361
Other income	(276,282)	(505,592)
TOTAL NET OPERATING EXPENSES	$ 4,021,770	$ 4,308,238

MANVILLE PERSONAL INJURY SETTLEMENT TRUST

SUPPLEMENTARY SCHEDULE OF LIQUIDATED CLAIMS

SINCE CONSUMMATION (NOVEMBER 28, 1988) THROUGH DECEMBER 31, 2012

	Number	Amount	Average
Trust Liquidated Claims			
Pre-Class Action Complaint November 19, 1990 and Before-			
Full Liquidated Claim Value	27,590	$1,187,852,399	
Present Value Discount (1)		(135,306,535)	
Net Settlements	27,590	1,052,545,864	
Payments	(27,590)	(1,052,545,864)	$38,150
Unpaid Balance	0	$0	
Post-Class Action Complaint After November 19, 1990-			
Offers Made at Full Liquidated Amount	773,975	$38,944,748,373	
Reduction in Claim Value (2)		(35,571,623,111)	
Net Offer Amount	773,975	3,373,125,262	
Offers Accepted	(769,371)	(3,356,586,804)	$4,363
Outstanding Offers	4,604	16,538,458	
Offers Accepted, Not Paid	3,038	17,714,239	
Unpaid Balance	7,642	34,252,697	
Total Trust Liquidated Claims	796,961	4,409,132,668	$5,532
Manville Liquidated Claims Paid (3)	158	$24,946,620	
Co-Defendant Liquidated Claims (4)			
Settlement Claim Value		$94,383,561	
Investment Receipts (5)		2,624,732	
Payments		(97,008,293)	
Payable		$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.

MANVILLE PERSONAL INJURY SETTLEMENT TRUST

SUPPLEMENTARY SCHEDULE OF LIQUIDATED CLAIMS

FOR THE YEAR ENDED DECEMBER 31, 2012

	Number	Amount	Average
Trust Liquidated Claims			
Post-Class Action Complaint After November 19, 1990 (1)			
Offers Outstanding as of December 31, 2011	3,834	$18,062,669	
Net Offers Made (2)	28,602	144,725,489	
Offers Accepted	(27,832)	(146,249,700)	$5,255
Offers Outstanding as of December 31, 2012	4,604	16,538,458	
Offers Accepted, Not Paid as of Dec. 31, 2012	3,038	17,714,239	
Payable as of December 31, 2012	7,642	$34,252,697	

Co-Defendant Liquidated Claims	
Payable as of December 31, 2011	$200,064
Settled 2012	85,485
Paid 2012	(285,549)
Payable as of December 31, 2012	$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.

Claim Payments
(EXHIBIT B)

EXHIBIT B

MANVILLE PERSONAL INJURY SETTLEMENT TRUST
PAYMENT BY CLAIMANT RESIDENCY STATE/COUNTRY
CLAIMS PAID JANUARY 1 THROUGH DECEMBER 31, 2012

State/Country		# of Payments		Total Payments
USA	Alabama	1,638	$	3,371,676
	Alaska	10		48,225
	Arizona	139		1,006,838
	Arkansas	226		860,021
	California	828		11,368,685
	Colorado	210		701,400
	Connecticut	75		1,018,444
	Delaware	140		2,237,408
	District of Columbia	10		82,425
	Florida	844		4,908,120
	Georgia	955		1,737,075
	Hawaii	25		469,575
	Idaho	22		253,091
	Illinois	885		15,351,952
	Indiana	176		1,243,864
	Iowa	26		235,275
	Kansas	128		640,791
	Kentucky	68		630,000
	Louisiana	471		2,239,433
	Maine	34		445,575
	Maryland	1,471		3,810,269
	Massachusettes	192		2,557,350
	Michigan	594		3,172,539
	Minnesota	126		1,272,150
	Mississippi	1,516		2,506,344
	Missouri	381		2,419,659
	Montana	25		182,100
	Nebraska	33		134,400
	Nevada	41		209,478
	New Hampshire	15		190,050
	New Jersey	239		2,506,425
	New Mexico	42		398,475
	New York	1,499		12,291,989
	North Carolina	664		2,316,966
	North Dakota	6		75,525
	Ohio	4,063		8,678,247
	Oklahoma	537		1,224,600
	Oregon	99		702,776
	Pennsylvania	780		6,133,727
	Rhode Island	35		686,213
	South Carolina	674		1,382,025
	South Dakota	4		49,275
	Tennessee	254		1,099,115
	Texas	2,703		9,144,256
	Utah	15		299,250
	Vermont	5		21,000
	Virginia	1,780		4,878,714

EXHIBIT B

MANVILLE PERSONAL INJURY SETTLEMENT TRUST
PAYMENT BY CLAIMANT RESIDENCY STATE/COUNTRY
CLAIMS PAID JANUARY 1 THROUGH DECEMBER 31, 2012

State/Country	# of Payments	Total Payments
Washington	124	1,598,625
West Virginia	190	1,384,277
Wisconsin	97	1,070,475
Wyoming	14	164,025
Sub total	25,128	121,410,187
Non US Residency	467	10,705,658
Total	25,595	132,115,844
Less Settlements Reversed and Amounts Returned in 2012	(137)	(249,688)
Grand Total Claim Payments	25,458	$ 131,866,156

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, et al.,	)	Chapter 11
	)	
	)	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, 2012 THROUGH DECEMBER 31, 2012

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

Robert A. Falise and Mark A. Peterson, Trustees of the Manville Personal Injury Settlement Trust, on behalf of themselves as Trustees as well as the Estate of the late Trustee Frank J. Macchiarola (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, the original Trustees of the Trust, 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. Christian E. Markey, Louis Klein, Jr., Robert A. Falise and Frank J. Macchiarola (the Former Trustees) previously filed an account for the period (partially as to the Former Trustees) July 6, 1991 through December 31, 1991. The Former Trustees 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, 1977, 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, January 1, 2003 through December 31, 2003, January 1,2004 through December 31, 2004, January 1, 2005 through December 31, 2005, January 1, 2006 through December 31, 2006, January 1, 2007 through June 30, 2007. Robert A. Falise, Frank J. Macchiarola and Mark A Peterson filed an account for the period July 1, 2007 through December 31, 2007, January 1, 2008 through December 31, 2008, January 1, 2009 through December 31, 2009, January 1, 2010 through December 31, 2010 and January 1, 2011 through December 31, 2011. All of these accounts have been approved by the Court.

6. Trustee Frank J. Macchiarola died on December 18, 2012.

7. 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.

8. Pursuant to the foregoing, the Trustees are filing herewith their Account of Trustees and Financial Statements for the period January 1, 2012 through December 31, 2012.

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: July 11, 2013
Fall Church, Virginia

By _____

Jared S. Garelick
General Counsel
3110 Fairview Park Dr.
Suite 200
P.O. Box 12003
Falls Church, Virginia 22042

Order Approving Account of Trustees (EXHIBIT D)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

ORDER APPROVING ACCOUNT OF TRUSTEES AND FINANCIAL STATEMENTS OF MANVILLE PERSONAL INJURY SETTLEMENT TRUST FOR THE PERIOD January 1, 2012 THROUGH DECEMBER 31, 2012

Upon the Application dated _____2013 of Robert A. Falise and Mark A. Peterson, Trustees of the Manville Personal Injury Settlement Trust, on behalf of themselves as Trustees as well as the Estate of the late Trustee Frank J. Macchiarola (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, 2012 through December 31, 2012 (the "Application"), and the Account of Trustees and Financial Statements of the Trust for the Year Ending December 31, 2012 (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 _____2013, 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 _____ day of _____, 2013,

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

_____, 2013

_____

Burton R. Lifland
United States Bankruptcy Court

Affidavit of
Jared S. Garelick
(EXHIBIT E)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

AFFIDAVIT OF JARED S. GARELICK 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, 2012 THROUGH DECEMBER 31, 2012 AND APPLICATION FOR APPROVAL THEREFOR

Fairfax, Virginia)
: ss
)

JARED S. GARELICK, being duly sworn, deposes and says:

1. I am General Counsel of the Manville Personal Injury Settlement Trust (the "Trust"). I am a member of the Bar of the District of Columbia and, as a corporate counsel, of the Commonwealth of Virginia, as well as various federal courts including the United States Supreme Court. 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, 2012 through December 31, 2012 and for the Application for Approval.

2. Robert A. Falise and Mark A. Peterson, 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 1,2012 through December 31, 2012 (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 70 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, 2012, approximately 915,000 claims had been filed with the Trust, and approximately 794,000 claims had been settled and paid in full or are partially paid. Of the remaining approximately 121,000 claims which were received but unsettled as of December 31, 2012, approximately 95,000 have been withdrawn, 4,000 have expired offers, and approximately 23,000 are pending. Excluding the withdrawn population, approximately 3,900 claims were filed pro se by claimants or their personal representatives and the remaining

personal injury claimants were represented by approximately 1,500 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 23,000 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 representing pending claimants, 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.

Commonwealth of Virginia,
County of Fairfax

Jared S. Garelick
General Counsel

Sworn to before me this
2nd day of July, 2013.

Pamela C. Rosenthal

PAMELA C. ROSENTHAL
NOTARY PUBLIC
REG. #121653
COMMONWEALTH OF VIRGINIA
MY COMMISSION EXPIRES MARCH 31, 2017

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, et al.,	)	Chapter 11
	)	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, 2012 THROUGH DECEMBER 31, 2012 AND APPLICATION FOR APPROVAL THEREFOR

Upon the annexed affidavit of Jared S. Garelick, and sufficient cause appearing therefor,

NOW, on motion of counsel to the Manville Personal Injury Settlement Trust (the "Trust") and Robert A. Falise and Mark A. Peterson, Trustees of the Trust, (the "Trustees"), it is hereby

ORDERED, that a copy of this Order, the supporting Affidavit of Jared S. Garelick, 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, 2012 through December 31, 2012 (the "Application"), the attached Account of Trustees and

Financial Statements of the Manville Personal Injury Settlement Trust for the year ending December 31, 2012 (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 July 12,2013 upon the following:

Caplin & Drysdale, Chartered
Attorneys for Selected Counsel
for the Beneficiaries
600 Lexington Avenue, 21st 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: Cindy Meyer, 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
Diana G. Adams, Esq.
33 Whitehall St., 21st Fl.
New York, New York 10004

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Faricy & Roen, P.A.
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Weitz & Luxenberg, P.C.
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New York, New York 10038

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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

July 12, 2013 upon the persons listed on the Service List, 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 July 17, 2013; 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:

Claims Resolution Management Corporation
P.O. Box 12003
Falls Church, Virginia 22042
Attn: Jared S. Garelick

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:

Jared S. Garelick
General Counsel
Manville Personal Injury
Settlement Trust
3110 Fairview Park Dr., Ste. 200
Falls Church, Virginia 22042

on or before July 31, 2013; 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 August 7, 2013, at 10 O'clock in the morning of said day.

Dated: New York, New York
July 11, 2013

/S/ Burton R. Lifland
Burton R. Lifland
United States Bankruptcy Court

Notice of Filing
(EXHIBIT G)

UNITED STATES BANKRUPTCY COURT
SOUTHERN DISTRICT OF NEW YORK

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

NOTICE OF FILING

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.

PLEASE TAKE NOTICE that the Manville Personal Injury Settlement Trust (the "Trust") and Robert A. Falise and Mark A. Peterson, Trustees of the Trust (the "Trustees") have filed with this Court an Application for Order Approving the Account of Trustees and Financial Statements of the Manville Personal Injury Settlement Trust ("Application") for the Period January 1, 2012 through December 31, 2012. Copies of the Application, Account of the Trustees and Financial Statements of the Manville Personal Injury Settlement Trust for such period ("Account"), and a proposed Order approving the Account and discharging the Trustees from all liability as to all matters embraced in the Account of Trustees and Financial Statements ("Proposed Order") are available on the Trust's website (www.mantrust.org) or may be requested from the General Counsel for the Trust at the Falls Church, Virginia address indicated below.

Persons wishing to receive a list, by state, of the number and total value of payments the Trust made to Beneficiaries during the period covered by the Account should request this information from the Trust at the address listed below.

PLEASE TAKE FURTHER NOTICE that objections, if any, to the Account, the Application and the Proposed Order shall be made in writing, shall state with particularity the grounds therefor, and shall be filed with the Court, Burton R. Lifland, United States Bankruptcy Judge, and served upon and received by the undersigned counsel for the Trust and the Trustees on or before July 31, 2013. A hearing on the Application, Account, and Proposed Order and objections thereto, if any, shall be held before the Court 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 7th day of August, 2013 at 10 o' clock in the morning of said day.

MANVILLE PERSONAL INJURY SETTLEMENT TRUST

Dated: Falls Church, Virginia
July 10, 2013

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

EXHIBIT H

SERVICE LIST

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A Russell Smith
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San Francisco, CA 94105

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Erik Karst
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Kazan McClain Lyons Greenwood & Harley
Mindy Davila
Jack London Market, 55 Harrison St., Suite 400
Oakland, CA 94607

Keefe Bartels, LLC
JOENE ALT
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