UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

In Proceedings For A
Reorganization Under
Chapter 11
Case Nos. 82 B 11656 (CGM)
Through 82 B 11676 (CGM)
Inclusive
(

MASTER INDEX OF THE MANVILLE PERSONAL INJURY SETTLEMENT TRUST ACCOUNT OF TRUSTEES FOR THE PERIOD January 1, 2015 THROUGH DECEMBER 31, 2015

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Account of Trustees

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MANVILLE PERSONAL INJURY SETTLEMENT TRUST ACCOUNT OF TRUSTEES JANUARY 1, 2015 THROUGH DECEMBER 31, 2015

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Affidavit of Trustees

Exhibit A

Manville Personal Injury Settlement Trust Audited Special-Purpose Consolidated Financial Statements with Supplemental Information December 31, 2015 and December 31, 2015

Exhibit B

Payment By Claimant Residency From January 1, 2015 through December 31, 2015

MANVILLE PERSONAL INJURY SETTLEMENT TRUST ACCOUNT OF TRUSTEES FOR THE PERIOD JANUARY 1, 2015 THROUGH DECEMBER 31, 2015

Pursuant to N.Y. EPTL § 7-2.7, Robert A. Falise, through August 13, 2015, Mark A. Peterson, Edward D. Robertson, and Jr., Kirk P. Watson; (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., Francis H. Hare, Jr., and Frank J. Macchiarola 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 I, 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; January 1, 2011 through December 31, 2011; January 1, 2012 through December 31, 2012; January 1, 2013 through December 31, 2013 and January 1, 2014 through December 31, 2014 (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, 2015 through December 31, 2015.

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:

<u>Schedule B</u> - Statement of Decreases Due to Sales, Liquidations, Collections, Distribution or Uncollectibility. During the year ended December 31, 2014 there were no decreases of assets due to sales, liquidations, collections, distributions or uncollectibility.

<u>Schedule E</u> - 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.

<u>Schedule H</u> - 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, 2015 (Financial Statements) which are annexed hereto as Exhibit A. Exhibit A is hereby and expressly incorporated by reference into and made a part of the Account of Trustees for the year January 1, 2015 through December 31, 2015.

STATEMENT OF CASH FLOWS

For the Year Ended December 31, 2015

CASH INFLOWS:

Investment income receipts	\$16,504,044
Insurance settlement	2,836,875
Decrease in deposits and other assets	84,404
Net realized gains on investment securities	29,943,949
Total cash inflows	49,369,272
CASH OUTFLOWS	
Claim payments made - Exhibit B	76,699,705
Contribution and indemnity claim payments	13,370
Total claim payments	76,713,075
	, ,
Disbursements for operating expenses and income taxes	12,219,665
Total cash outflows	88,932,740
NET CASH OUTFLOWS	(39,563,468)
NON-CASH CHANGES:	
Net unrealized (losses) on investment securities	(37,936,617)
NET (DECDE (CE) DI CAGUEOVILLA ENTE AND	
NET (DECREASE) IN CASH EQUIVALENTS AND INVESTMENTS SECURITIES	(77,500,085)
CASH EQUIVALENTS AND INVESTMENT SECURITIES BEGINNING OF YEAR	846,289,074
CASH EQUIVALENTS AND INVESTMENT SECURITIES	\$ <u>768,788,989</u>
END OF YEAR	

STATEMENT OF CHANGES IN NET CLAIMANTS' EQUITY

For the Year Ended December 31, 2015

Beginning Net Claimants' Equity, January 1, 2015	<u>\$789,079,076</u>
Investment income – Schedule A	13,851,783
Insurance settlement	2,836,875
Decrease in lease commitments payable	243,513
Decrease in outstanding claim offers	3,484,444
Total additions	20,416,615
Statement of incurred expenses - Schedules C & C-2	3,814,323
Provision for income taxes	6,236,400
Personal injury claims settled	81,972,715
Co-defendant claims settled	141,700
Total deductions	92,165,138
Ending Net Claimants' Equity, December 31, 2015	\$717,330,553

ACCOUNT OF TRUSTEES

Signatures

Theherry	
Edward D. Robertson, Jr. Managing Trustee	

Kirk P. Watson Mark A. Peterson
Trustee Trustee

ACCOUNT OF TRUSTEES

Signatures

Fdward D. Robertson, Jr.	
Managing Trustee	
Thul P. Watson	Mark A. Peterson
Trustee Trustee	

ACCOUNT OF TRUSTEES

Signatures

Edward D.	Robertson,	Jr.
Managing	Trustee	

Kirk P. Watson 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 Dividends	\$ 6,548,244
Total interest and dividends	17,272,798
Net realized gains Net unrealized (losses), net of the	29,943,949
change in deferred income taxes	(32,245,617)
Investment expenses	_ (1,119,347)
TOTAL INVESTMENT INCOME	\$ 13,851,783

SCHEDULES C AND C-2 - Statement of Incurred Expenses

Net Operating Expenses:

Salaries and employee benefits	\$ 3,498,783
Office general and administrative	332,674
Travel and meetings	86,265
Board of Trustees	515,679
Professional fees	600,646
Web hosting and other electronic data processing costs	99,369
Purchase of fixed assets	91,631
Other income	(1,410,724)

Total Net Operating Expenses

Trustee Remuneration and Expenses

Trustee fees	\$515,679
Travel and meeting costs	<u>66,650</u>
Total Remuneration and Expenses	\$582,329

Professional Fees

Professional fees include audit and tax services, legal counsel for Trust constituents, claim forecast and other professional services.

SCHEDULE C-1 - Statement of Unpaid Expenses

As of December 31, 2015, 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:

Income taxes prepaid	\$ (666,007)
Accounts payable and other liabilities	817,358
Accrued professional and investment expenses	<u>371,472</u>
Total Unpaid Expenses	\$ 522,823

SCHEDULES D AND D-1 - Statement of Other Distributions

For the year ended December 31, 2015, the Trust made paid 21,382 personal injury claimants for \$76,699,705. 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, 2015, the Trust paid \$13,370 to claimants for co-defendant or distributor 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 the Summary of Significant Special-Purpose Accounting Policies in the Consolidated Financial Statements. At December 31, 2015 the Trust recorded all of its investment securities at fair value.

	<u>Cost</u>	Fair Value
Restricted (1)		
Cash equivalents	\$ 326,047	\$ 326,047
U.S. government obligation	9,069,0561	9,057,388
Corporate and other debt	22,979,815	22,795,727
Equities – U.S.	4,685,295	12,320,838
Total	\$ 37,060,213	\$ 44,500,000
Unrestricted		
Cash equivalents	\$ 15,744,280	\$ 15,744,280
U.S. government obligation	85,549,703	86,231,301
Corporate and other debt	169,711,582	168,156,818
Equities – U.S.	169,125,491	378,035,074
Equities – International	47,449,385	<u>76,121,516</u>
	<u>\$ 487,580,441</u>	724,288,989

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 investment 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) Pursuant to Sections 3.01(b) (xiii) and 5.07 of the Trust Agreement a \$30 million segregated security fund was established of marketable securities to secure the Trust's indemnity obligations to current Trustees with the approval of the United States Bankruptcy Court of the Southern District of New York. The investment earnings of this fund 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, 2015 securities with a market value of \$40.5 million were held by an escrow agent, of which \$14.5 million is reported as restricted in accordance with the tax agreement.

The Trust has the following other assets as of December 31, 2015: receivables, deposits and fixed assets described in the Notes to Financial Statements.

Accrued Interest and Dividends Receivable

Interest receivable	\$1,142,112
Dividends receivable	838,922
Total	<u>\$1,981,034</u>

Deposits and Other Assets -

\$382,508

Fixed Assets

As described in Note 1 of the Notes to Consolidated 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, 2015 is as follows:

Furniture and Equipment Computer Hardware and Software e-Claims Software Development	\$ 258,500 237,000 2,361,100
Total Fixed Assets	\$2,856,600

SCHEDULE I - Statement of Pertinent Facts

Sadly, on August 13, 2015, Manville Trustee Robert A. Falise died, after serving as a Trustee since December 1991. Mr. Falise served as Managing Trustee for most of that period. The death of Mr. Falise occurred toward the end of a multi-year succession plan. In July 2014 the Trust added an additional Trustee, Kirk P. Watson, and in October 2014 Mr. Falise stepped down as Managing Trustee and that role was given to Judge Edward D. Robertson, Jr. Mr. Falise was scheduled to retire fully from the Board at the end of 2015. Because of this succession plan, Mr. Falise's death did not cause a vacancy. His leadership and dedication to the Trust and its mission will be missed.

In May 2015, the Trust received payment in settlement of claims it had made in the liquidation proceedings of an insolvent insurer, the Ideal Mutual Insurance Company, which had issued several insurance policies to the Johns Manville Corporation. The Trust asserted it succeeded to the Corporation's interest in the policies. The payments were made by the Superintendent of Financial Services of the State of New York as Liquidator of the Estate of the insurer. The liquidated value of the settlement was \$8.9 million, entitling the Trust to a reduced pro rata distribution. The pro rata distribution payment the Trust received in May 2015, net of consultant fees, was \$2,836,875. It is uncertain whether there will be any further distribution. The Trust has no other claims of this sort pending, and does not anticipate making any further such claims.

Mark A. Peterson, hereby affirms: That the foregoing Account of Trustees, insofar as it relates to the year ended December 31, 2015, 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

AFFIRMATI TRUSTEES

AFFIRMATION OF TRUSTEES

Edward D. Robertson, Jr, hereby affirms: That the foregoing Account of Trustees, insofar as it relates to the year ended December 31, 2015, 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.

Edward D. Robertson, Jr.

Managing Trustee

Kirk P. Watson, hereby affirms: That the foregoing Account of Trustees, insofar as it relates to the year ended December 31. 2015, 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.

Kirk P. Watson

1 And P. Water

Trustee

Audited Financial Statements for the Year Ending DECEMBER 31, 2015 (EXHIBIT A)

Manville Personal Injury Settlement Trust

Consolidated Special-Purpose Financial Statements with Supplementary Information Years Ended December 31, 2015 and 2014



Manville Personal Injury Settlement Trust

Consolidated Special-Purpose Financial Statements with Supplementary Information Years Ended December 31, 2015 and 2014

Manville Personal Injury Settlement Trust

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Independent Auditor's Report

Trustees Manville Personal Injury Settlement Trust Pound Ridge, New York

We have audited the accompanying consolidated special-purpose statements of net claimants' equity of the Manville Personal Injury Settlement Trust and its subsidiary as of December 31, 2015 and 2014, and the related consolidated special-purpose statements of changes in net claimants' equity, and of cash flows for the years then ended, and the related notes to the consolidated special-purpose financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated special-purpose financial statements; 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. As described in Note 1 to these consolidated special-purpose 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.

Auditor's Responsibility

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

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

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

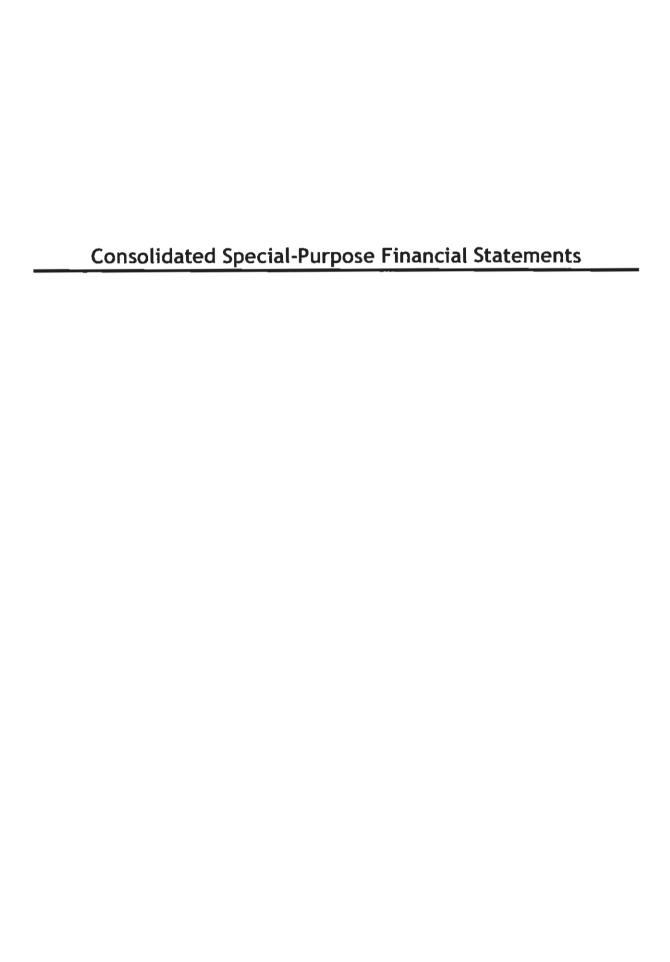
IDO USA, LLF., a Delaware limited industry partnership, is the U.S. comber of BDO intermitted at UK company broked by quarantee, and forms part of the intermittened BDO network of intercenters member have.

Opinion

In our opinion, the consolidated special-purpose financial statements referred to above present fairly, in all material respects, the financial position of Manville Personal Injury Settlement Trust and subsidiary as of December 31, 2015 and 2014, and the results of its changes in net claimants' equity and its cash flows for the year then ended in conformity with the basis of accounting described in Note 1 to the consolidated special-purpose financial statements.

BDO USA, LLP

McLean, Virginia February 25, 2016



CONSOLIDATED SPECIAL-PURPOSE STATEMENTS OF NET CLAIMANTS' EQUITY

December 31,	2015	2014
Assets		
Cash equivalents and investments (Note 2) Restricted (Note 8) Unrestricted	\$ 44,500,000 724,288,989	\$ 44,500,000 801,789,074
Total cash equivalents and investments	768,788,989	846,289,074
Accrued interest and dividend receivables Deposits and other assets	1,981,034 382,508	 2,301,991 466,912
Total assets	\$ 771,152,531	\$ 849,057,977
Liabilities		
Accrued expenses Deferred income taxes (Note 9) Unpaid personal injury claims (Notes 4, 6 and Exh. III)	\$ 522,823 36,622,000	\$ 2,662,128 42,313,000
Outstanding offers Settled, not paid Pro rata adjustment payable	6,666,687 8,079,959 118,490	10,151,132 2,814,862 110,577
Indemnity claims payable Lease commitment payable (Note 5)	128,330 1,683,689	1,927,202
Total liabilities	53,821,978	59,978,901
Net claimants' equity (Note 6)	\$ 717,330,553	\$ 789,079,076

See accompanying notes to the consolidated special-purpose financial statements.

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

Years Ended December 31,	2015	2014
Net claimants' equity beginning of the year	\$ 789,079,076	\$ 834,883,011
Additions to net claimants' equity		
Investment income (Exhibit I)	13,851,783	58,936,391
Insurance settlement proceeds	2,836,875	-
Decrease in outstanding claim offers	3,484,445	1,152,205
Decrease in lease commitments payable (Note 5)	243,513	
Total additions	20,416,616	60,088,596
Deductions from net claimants' equity		
Net operating expenses (Exhibit !!)	3,814,324	4,690,253
Provision for income taxes	6,236,400	8,028,800
Increase in lease commitments payable (Note 5)	-,,	1,366,128
Personal injury claims settled	81,972,715	91,645,981
Co-defendant claims settled	141,700	161,369
Total deductions	92,165,139	105,892,531
Net claimants' equity end of year	\$ 717,330,553	\$ 789,079,076

See accompanying notes to the consolidated special-purpose financial statements.

CONSOLIDATED SPECIAL-PURPOSE STATEMENTS OF CASH FLOWS

Years Ended December 31,	2015	 2014
Cash inflows		
Investment income receipts Net realized gains on investment securities Insurance settlement proceeds Decrease in deposits and other assets	\$ 16,504,044 29,943,949 2,836,875 84,404	\$ 18,032,599 40,026,281 - 30,987
Total cash inflows	49,369,272	58,089,867
Cash outflows		
Personal injury claim payments Co-defendant claim payments	76,699,705 13,370	116,265,519 _161,369
Total claim payments	76,713,075	116,426,888
Disbursements for Trust operating expenses and income taxes	12,219,665	14,973,277
Total cash outflows	88,932,740	131,400,165
Net cash outflows	(39,563,468)	(73,310,298)
Non-cash changes Net unrealized (losses) gains on investment securities	(37,936,617)	 1,246,808
Net decrease in cash equivalents and investments	(77,500,085)	(72,063,490)
Cash equivalents and investments beginning of the year	846,289,074	 918,352,564
Cash equivalents and investments end of year	\$ 768,788,989	\$ 846,289,074

See accompanying notes to the consolidated special-purpose financial statements.

NOTES TO THE CONSOLIDATED SPECIAL-PURPOSE FINANCIAL STATEMENTS

1. Organization and Summary of Significant Special-Purpose Accounting Policies

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 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.

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 of America. 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:

- The financial statements are prepared using the accrual basis of accounting.
- 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.
- 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.

NOTES TO THE CONSOLIDATED SPECIAL-PURPOSE FINANCIAL STATEMENTS

- 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 consolidated special-purpose 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 6) 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 consolidated special-purpose statements of changes in net claimants' equity. Realized and unrealized gains and losses on investment securities are combined and recorded on the consolidated special-purpose 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.

Use of Estimates

The preparation of the consolidated 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 4 and 6.

2. Cash Equivalents and Investments

At December 31, 2015 and 2014, the Trust has recorded all of its investment securities at fair value, as follows:

NOTES TO THE CONSOLIDATED SPECIAL-PURPOSE FINANCIAL STATEMENTS

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Restricted Description		Cost	Fair Value Restricted		Costs		Fair Value Restricted	
Cash equivalents U.S. Govt. obligations Corporate and other debt Equities - U.S.	\$	326,047 9,069,056 22,979,815 4,685,295	\$	326,047 9,057,388 22,795,727 12,320,838	\$	906,895 9,315,651 21,784,741 4,818,577	\$	906,895 9,320,539 21,617,787 12,654,779
Total	\$	37,060,213	\$	44,500,000	\$	36,825,864	\$	44,500,000
		201	5			201	4	
Unrestricted				Fair Value				Fair Value
Description		Cost	_	Restricted		Costs		Restricted
Cash equivalents U.S. Govt. obligations Corporate and other debt Equities - U.S.	\$	85,549,703 169,711,582 169,125,491	\$	86,231,301 168,156,818 378,035,074	\$	96,592,794 170,419,141 174,456,753	\$	30,914,563 98,076,510 170,565,019 414,145,267
Equities - International Total	\$	47,449,385 487,580,441	\$	76,121,516 724,288,989	\$	54,995,007 527,378,258	\$	88,087,715 801,789,074

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, 2015, the fair value of these instruments was approximately \$4.1 million and was included in investments on the consolidated special-purpose 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, 2015, the Trust held \$38.4 million in net foreign currency forward contracts. The unrealized gain on these outstanding currency forward contracts of approximately \$0.1 million is offset by an equal unrealized loss due to currency exchange on the underlying international securities. These net amounts are recorded in the consolidated special-purpose statements of net claimants' equity at December 31, 2015.

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 consolidated special-purpose statements of net claimants' equity and consolidated special-purpose statements of changes in net claimants' equity.

NOTES TO THE CONSOLIDATED SPECIAL-PURPOSE FINANCIAL STATEMENTS

3. 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:

	 2015	2014
Acquisition of furniture and equipment Acquisition of computer hardware and software Computer software development (e-Claims)	\$ 258,500 237,000 2,361,100	\$ 260,600 271,000 2,361,100
	\$ 2,856,600	\$ 2,892,700

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

4. 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 6), 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.

5. Commitments

In August 2014, CRMC signed a new 7-year and 7-month office lease effective October 1, 2015 at a similar location in Falls Church, Virginia. The new lease provides 7 months free rent and an option for early termination after 5 years and 7 months, subject to an early termination fee.

NOTES TO THE CONSOLIDATED SPECIAL-PURPOSE FINANCIAL STATEMENTS

Future minimum rental commitments under this operating lease, as of December 31, 2015, are as follows:

Years ending December 31,	
2016	\$ 145,588
2017	224,117
2018	230,826
2019	237,746
2020	244,880
Thereafter	600,532
	\$ 1,683,689

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

6. 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

NOTES TO THE CONSOLIDATED SPECIAL-PURPOSE FINANCIAL STATEMENTS

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 a 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 retroactive payment.

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 August 2014, the Trust completed a review of the Trust's projected assets and liabilities. Based upon this review, the Trustees approved a decrease in the pro rata percentage from 7.5% to 6.25%. This change received the required concurrence of the SCB and Legal Representative. All claimants receiving offers after August 15, 2014, were paid a pro rata percentage of 6.25%.

7. 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 \$184,100 and \$146,300 for the years ended December 31, 2015 and 2014, 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, 2015 and 2014, deferred compensation expense due to participant-elected investment returns totaled approximately \$1,500 and \$6,600, respectively. As of December 31,

NOTES TO THE CONSOLIDATED SPECIAL-PURPOSE FINANCIAL STATEMENTS

2015 and 2014, deferred compensation liabilities totaled approximately \$89,000 and \$156,000, respectively. There were no employee contributions to the plan the years ended December 31, 2015 and 2014.

8. 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. Pursuant to this authority, the Trust currently maintains \$30 million in a separate escrow account for the purpose of securing the obligation of the Trust to indemnify former and current Trustees. 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 9, 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, 2015, securities with a market value of \$40.5 million were held by an escrow agent, of which \$14.5 million is reported as restricted in accordance with the agreement.

9. 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 tax returns.

As of December 31, 2015 and 2014, the Trust has recorded a net deferred tax liability from net unrealized gains on investment securities of approximately \$36.6 and \$42.3 million, respectively. As of December 31, 2015 and 2014, the Trust had prepaid income taxes of \$0.7 million and income taxes payable of \$1.0 million, respectively. These amounts are included with accrued expenses as of December 31, 2015 and 2014, respectively, on the consolidated statements of net claimants' equity.

NOTES TO THE CONSOLIDATED SPECIAL-PURPOSE FINANCIAL STATEMENTS

10. Proof of Claim Forms Filed

Proof of claim forms filed as December 31, 2015 and 2014 with the Trust are as follows:

	2015	2014
Claims filed	984,347	962,075
Withdrawn (1)	(100,535)	(97,590)
Expired offers (2)	(879)	(1,261)
Active claims	882,933	863,224
Settled claims	(860, 100)	(839,838)
Claims currently eligible for settlement	22,833	23,386

- (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, 2015 and 2014, approximately 879 and 1,261 respectively, of the claims with expired offers are still eligible to accept their original offer with a payment value of \$1.5 and \$2.1 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.

11. Subsequent Events

The Trust has evaluated its December 31, 2015 consolidated special-purpose financial statements for subsequent events through February 25, 2016, the date the consolidated special-purpose financial statements were available to be issued. The Trust is not aware of any subsequent events which would require recognition or disclosure in the consolidated special-purpose financial statements.

Supplementary InformationYears Ended December 31, 2015 and 2014

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



Tel: 703-893-0600 Fax: 703-893-2766 www.bdo.com 8401 Greenstiono Drive Suite 860 McLean, VA 22102

Independent Auditor's Report on Supplementary Information

Trustees Manville Personal Injury Settlement Trust Pound Ridge, New York

Our audit of the consolidated special-purpose 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 consolidated special-purpose financial statements. The information has been subjected to the auditing procedures applied in the audit of the consolidated special-purpose financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the consolidated special-purpose financial statements or to the consolidated special-purpose 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 consolidated special-purpose financial statements as a whole.

BDO USA, LLP

February 25, 2016

SUPPLEMENTARY SCHEDULE OF CONSOLIDATED SPECIAL-PURPOSE INVESTMENT INCOME

Years Ended December 31,		2015	2014
Investment income			
Interest Dividends	\$	6,548,244 \$ 10,724,554	7,025,100 11,984,629
Total interest and dividends		17,272,798	19,009,729
Net realized gains		29,943,949	40,026,281
Net unrealized (losses) gains, net of the change in deferred income taxes (Note 9)		(32,245,617)	1,059,808
Investment expenses		(1,119,347)	(1,159,427)
Total investment income	. \$	13,851,783 \$_	58,936,391

SUPPLEMENTARY SCHEDULE OF CONSOLIDATED SPECIAL-PURPOSE NET OPERATING EXPENSES

Years Ended December 31,	 2015	2014
Net operating expenses		
Personnel costs	\$ 3,498,783 \$	3,856,045
Office general and administrative	332,674	379,258
Travel and meetings	86,265	120,395
Board of Trustees	515,679	862,794
Professional fees	600,647	868,043
Net fixed asset purchases	99,369	42,349
Web hosting and other EDP costs	91,631	92,099
Other income	 (1,410,724)	(1,530,730)
Total net operating expenses	\$ 3,814,324 \$	4,690,253

SUPPLEMENTARY SCHEDULE OF LIQUIDATED CLAIMS

SINCE CONSUMMATION (NOVEMBER 28, 1988) THROUGH DECEMBER 31, 2015

	Number	Amount	A	verage
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		\$		
Post-Class Action Complaint After November 19, 1990-				
Offers Made at Full Liquidated Amount	834,617	43,081,660,727		
Reduction in Claim Value (2)		(39,433,302,176)		
Net Offer Amount	834,617	3,648,358,551		
Offers Accepted	(832,510)	 (3,641,691,864)	\$	4,374
Outstanding Offers	2,107	6,666,687		
Offers Accepted, Not Paid	2,261	8,079,959		
Unpaid Balance	4,368	14,746,646	_	
Total Trust Liquidated Claims	860,100	\$ 4,694,237,728	\$	5,458
Manville Liquidated Claims Paid (3)	158	\$ 24,946,620		
Co-Defendant Liquidated Claims (4)				
Settlement Claim Value		\$ 95,034,663		
Investment Receipts (5)		2,624,732		
Payments_		(97,531,065)		
Payable		\$ 128,330		

- (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.

SUPPLEMENTARY SCHEDULE OF LIQUIDATED CLAIMS

FOR THE YEAR ENDED DECEMBER 31, 2015 Number Amount Average Trust Liquidated Claims Post-Class Action Complaint After November 19, 1990 (1) Offers Outstanding as of December 31, 2014 2,440 10,151,132 19,929 78,488,270 Net Offers Made (2) (20, 262)(81,972,715) Offers Accepted 4,046 Offers Outstanding as of December 31, 2015 6,666,687 2,107 8,079,959 Offers Accepted, Not Paid as of Dec. 31, 2015 2,261 Payable as of December 31, 2015 4,368 14,746,646 Co-Defendant Liquidated Claims \$ Payable as of December 31, 2014 Settled 2015 141,700 (13,370)Paid 2015 Payable as of December 31, 2015 128,330

⁽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)

MANVILLE PERSONAL INJURY SETTLEMENT TRUST PAYMENT BY CLAIMANT RESIDENCY STATE/COUNTRY CLAIMS PAID JANUARY 1 THROUGH DECEMBER 31, 2015

USA	State/Country	# of Payments	Total Payments
USA	Armed Forces Americas (except Canada)	1	\$21,875
	Alaska	6	25,969
	Alabama	1,765	2,085,904
	Arkansas	118	619,750
	Arizona	69	739,422
	California	613	6,259,397
	Colorado	63	575,738
	Connecticut	56	834,703
	District of Columbia	6 114	28,031
	Delaware	324	1,015,744 2,500,369
	Florida	683	1,190,597
	Georgia Hawaii	2	23,359
	lowa	24	541,063
	Idaho	15	168,078
	Illinois	499	6,658,887
	Indiana	357	1,403,050
	Kansas	87	372,897
	Kentucky	202	514,163
	Louisiana	162	1,520,241
	Massachusetts	382	1,382,544
	Maryland	554 18	1,660,047
	Maine	3,916	224,688 4,415,238
	Michigan Minnesota	56	750,425
	Missouri	145	1,683,319
	Northern Mariana Islands	3	4,000
	Mississippi	754	1,327,516
	Montana	4	12,106
	North Carolina	449	1,281,341
	North Dakota	5	90,313
	Nebraska	23	330,428
	New Hampshire	14	183,219
	New Jersey	105 21	1,101,852 174,813
	New Mexico	21	196,322
	Nevada New York	471	4,506,563
	Ohio	2,502	4,761,572
	Oklahoma	172	495,394
	Oregon	30	384,575
	Pennsylvania	522	3,241,191
	Puerto Rico	3	44,844
	Rhode Island	27	293,516
	South Carolina	253	724,163
	South Dakota	6	68,922

MANVILLE PERSONAL INJURY SETTLEMENT TRUST PAYMENT BY CLAIMANT RESIDENCY STATE/COUNTRY CLAIMS PAID JANUARY 1 THROUGH DECEMBER 31, 2015

State/Country	# of Payments	Total Payments
Tennessee	1,152	1,306,900
Texas	2,461	5,610,070
U.S. Minor Outlying Islands	3	7,781
Utah	13	49,131
Virginia	434	1,856,499
Virgin Islands of the U.S.	1	750
Vermont	4	27,813
Washington	1,128	2,472,946
Wisconsin	102	985,916
West Virginia	144	790,819
Wyoming	3	65,625
Subtotal	21,067	69,612,393
Non US Residency	336	7,183,366
Total	21,402	76,795,758
Less Settlements Reversed and	(00)	(00.050)
Amounts Returned in 2015	(20)	(96,053)
Grand Total Claim Payments	21,382	\$76,699,705

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
Debtors.) Case Nos. 82 B 11656 (CGM)) Through 82 B 11676 (CGM)
) Inclusive

APPLICATION FOR ORDER APPROVING ACCOUNT OF TRUSTEES AND FINANCIAL STATEMENTS OF MANVILLE PERSONAL INJURY SETTLEMENT TRUST FOR THE PERIOD JANUARY 1, 2015 THROUGH DECEMBER 31, 2015

TO: THE HONORABLE Cecelia G. Morris UNITED STATES BANKRUPTCY JUDGE

Edward D. Robertson, Jr., Mark A. Peterson, and Kirk P. Watson, Trustees of the Manville Personal Injury Settlement Trust and the Manville Personal Injury Settlement Trust (the "Trust"), for themselves and the Estate of the late Trustee Robert A. Falise, by their counsel, respectfully represent:

- 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, 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. 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. Robert A. Falise and Mark A. Peterson, on behalf of themselves as well as the Estate of the late Trustee Frank J.

Macchiarola filed an account for the period January 1, 2012 through December 31, 2012. Robert A. Falise, Mark A. Peterson and Edward D. Robertson, Jr. filed an account for the period January 1, 2013 through December 31, 2013. Robert A. Falise, Mark A. Peterson, Edward D. Robertson, Jr., and Kirk P. Watson filed an account for the period January 1, 2014 through December 31, 2014. All of these accounts have been approved by the Court.

- 6. Trustee Robert A. Falise died on August 13, 2015.
- 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, 2015 through December 31, 2015.

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:

June <u>//</u>, 2016 Fall Church, Virginia

Jared S. Garelick

General Counsel

3120 Fairview Park Dr.

Suite 200

Falls Church, Virginia 22042

Order Approving Account of Trustees (EXHIBIT D)

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

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

ORDER APPROVING ACCOUNT OF TRUSTEES AND FINANCIAL STATEMENTS OF MANVILLE PERSONAL INJURY SETTLEMENT TRUST FOR THE PERIOD JANUARY 1, 2015 THROUGH DECEMBER 31, 2015

Upon the Application dated June 14, 2016 of Edward D. Robertson, Jr., Mark A. Peterson, and Kirk P. Watson, Trustees of the Manville Personal Injury Settlement Trust, on behalf of themselves and the Estate of the late Trustee Robert A. Falise (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, 2015 through December 31, 2015 (the "Application"), and the Account of Trustees and Financial Statements of the Trust for the Year Ending December 31, 2015 (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 _____, 2016, as evidenced by the certificate of service filed herein,

AND IT FURTHER APPEARING THAT, a hearing on the Application and Account was held by this Court on the 21st day of July, 2016,

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

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

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.

New York, New York Date:	
, 20	16
	Cecelia G. Morris
	United States Bankruptcy Court

Affidavit of Jared S. Garelick (EXHIBIT E)

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF NEW YORK

ngs For A
cion Under
32 B 11656 (CGM)
B 11676 (CGM)

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, 2015 THROUGH DECEMBER 31, 2015 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, 2015 through December 31, 2015
and for the Application for Approval.

- 2. Edward D. Robertson, Jr., Mark A. Peterson, and Kirk P. Watson, Trustees of the Trust, for themselves and the Estate of the late Trustee Robert A. Falise (the "Trustees"), have caused to be prepared the Account of Trustees and Financial Statements of the Manville Personal Injury Settlement Trust for the period January 1,2015 through December 31, 2015 (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 40 pages.
- 3. 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, 2015, approximately 984,350 claims had been filed with the Trust, and approximately 860,100 claims had been settled and paid in full or are partially paid. Of the remaining approximately 124,250 claims which were received but unsettled as of December 31, 2015, approximately 100,550 have been withdrawn, 2,000 have expired offers, and approximately 21,700 are pending. Excluding the withdrawn population, approximately 31 of the pending claims were filed pro se by claimants or their personal representatives

and the remaining personal injury claimants were represented by approximately 291 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 of Future Claimants and other interested parties. However, the expense of individual service by mail on the 23,700 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 or email the attached form of Notice of Filing to all attorneys representing claimants with pending claims, and to mail 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 propose that for attorneys representing claimants with pending claims with whom the Trust's claims processing facility generally communicates electronically, that the Notice of Filing be sent by email, with the notice to all others sent by US mail.
- 6. The Trustees further propose that complete copies of the Application, the Account and Proposed Order be mailed or emailed 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, will be published on the Trust's web site, www.mantrust.org, 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.

Jared/S. Garelick General Counsel

State of Virginia County of Fairfax, to wit:

The foregoing instrument was subscribed and sworn before me this 14th day of June, 2016, by Jared S. Garelick in his capacity as General Counsel for the Manville Personal Injury Settlement Trust.



Notary Public

Debra Jones

My Commission Expires: 03/31/2018 Notary Registration Number: 179673 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 (CG
Debtors.) Through 82 B 11676 (CGM)
) 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, 2015 THROUGH DECEMBER 31, 2015 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 Edward D. Robertson, Jr., Mark
A. Peterson, and Kirk P. Watson, Trustees of the Trust, on behalf
of themselves and the late Trustee Robert A. Falise (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, 2015 through December 31, 2015 (the "Application"), the attached Account of Trustees and Financial Statements of the Manville Personal Injury Settlement Trust for the year ending December 31, 2015 (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 email or by first class mail, postage prepaid, on or before June 22, 2016 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 33 Whitehall St., 21st Fl. New York, New York 10004

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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 email or by first class mail, postage prepaid, on or before June 22, 2016 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 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 find a copy on the Trust's website, www.mantrust.org, where it shall be made available by the Trust, or may request copies in writing from the following address:

Claims Resolution Management Corporation 3120 Fairview Park Drive, Suite 200 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
3120 Fairview Park Drive, Suite 200
Falls Church, Virginia 22042

on or before July 14, 2016; 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 621 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 July 21, 2016, at 10 O'clock in the morning of said day.

Dated: June 16, 2016 Poughkeepsie, New York



/s/ Cecelia G. Morris

Hon. Cecelia G. Morris Chief U.S. Bankruptcy Judge

Notice of Filing (EXHIBIT G)

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 (CGM) _) Through 82 B 11676 (CGM) 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 Edward D. Robertson, Jr., Mark A. Peterson, and Kirk P. Watson, Trustees of the Trust, on behalf of themselves and the Estate of the late Trustee Robert A. Falise (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, 2015 through December 31, 2015. 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.

A list, by state, of the number and total value of payments the Trust made to Beneficiaries during the period covered by the Account is included as Exhibit B to the Account.

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, Cecelia G. Morris, United States Bankruptcy Judge, and served upon and received by the undersigned counsel for the Trust and the Trustees on or before July 14, 2015. A hearing on the Application, Account, and Proposed Order and objections thereto, if any, shall be held before the Court in Room 621 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 21st day of July, 2016 at 10 o' clock in the morning of said day.

MANVILLE PERSONAL INJURY SETTLEMENT TRUST

Dated: Falls Church, Virginia June 14, 2016

By: /s/ Jared S. Garelick
Jared S. Garelick, General Counsel
3120 Fairview Park Dr., Ste. 200
Falls Church, Virginia 22042
(703) 204-9300

EXHIBIT H SERVICE LIST

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