

# MANVILLE PERSONAL INJURY SETTLEMENT TRUST

## TRUSTEES:

Robert A. Falise, Esquire  
Chairman and Managing Trustee  
*Orchid, Florida*

Frank J. Macchiarola, Esquire  
*Brooklyn, New York*

Mark A. Peterson, Esquire  
*Thousand Oaks, California*

July 29, 2008

## **BY FEDERAL EXPRESS**

Honorable Jack B. Weinstein  
Senior Judge, U. S. District Court  
Eastern District of New York  
225 Cadman Plaza East  
Brooklyn, NY 11201

Honorable Burton R. Lifland  
U.S. Bankruptcy Court  
Southern District of New York  
Alexander Hamilton Custom House  
One Bowling Green  
New York, NY 10004-1208

Dear Judge Weinstein and Judge Lifland:

Enclosed are chambers' copies of the Financial Statements and Report of the Manville Personal Injury Settlement Trust ("the Trust") for the period ending June 30, 2008, filed pursuant to Sections 3.02(d)(ii) and (iii) of the Trust Agreement, which were electronically filed today with the Clerk of the United States Bankruptcy Court for the Southern District of New York.

## **Pro Rata Adjustment**

In early March, the Trust received approval from Selected Counsel for the Beneficiaries (the "SCB") and the Legal Representative of Futures Claimants to the Trust's proposed increase in the pro rata payment of liquidated claim values from 5% to 7.5%. The process that culminated in this decision began early last year and was reached after intensive study and consultation with recognized experts in future claims projections. This is the first increase in the pro rata share since the implementation of the Trust Distribution Process (the TDP) in 1995. Since the reduction in the pro rata payments from 10% in 2001, the Trust has paid 5% of the liquidated value of settled claims.

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payments. This pro rata adjustment resulted in a Trust recorded liability of \$365.7 million representing approximately 282,000 claimants eligible for retrospective payments.

At the end of March 2008, the Trust had notified all pro se claimants and all law firms of their eligible claim population and, under rules established by agreement between the SCB and the Trust, had requested from the law firms certification that they represented those individuals to be paid. As of June 30, 2008, the Trust had paid approximately 234,000 claimants a total of \$299.5 million, or 82% of the retrospective recorded liability. Approximately 48,000 claimants and \$66.2 million remains unpaid as of June 30, 2008.

### **OPERATIONS**

During the second quarter of 2008, the Trust received 3,830 new claim filings, bringing the total claims filed in 2008 to 5,606 compared to 2,550 and 6,604 for the same periods of 2007. The malignant filing population has accounted for approximately 58% of all 2008 claim filings compared to 33% for the first half of 2007.

The Trust settled 2,871 claims for \$19.2 million during the second quarter 2008 compared to 2,812 claim settlement for \$10.3 million during the same period of 2007. For the first six months of 2008, the Trust has settled a total of 4,453 claims for \$34.0 million compared to 6,243 claims for \$25.2 for the same period of 2007. The average settlement amount for the first six months of 2008 and 2007 was approximately \$7,600 and \$4,000, respectively. The increase in the average settlement amount is due principally to the higher percentage of claims settled in the first six months of 2008 with a malignancy injury as compared to the first six months of 2007 and reflects the 50% increase in the pro rata percentage.

On June 30, 2008, the Trust had 2,713 claims pending claimant response to an outstanding offer or denial, 2,056 claims for which the 360 day offer or denial response period had expired (but which could still be reactivated without re-filing the claim), 12,244 claims in process and 686,769 settled claims. When combined with 90,121 withdrawn claims (unsettled claims for which offers were not accepted or deficiencies not cured), as of June 30, 2008 the Trust had received 793,903 claims and had made total claim payments of approximately \$3.8 billion (including \$299.5 million of retrospective payments made as of that date).

Effective April 30, 2008, David Austern resigned as President of the Claims Resolution Management Corporation ("CRMC"), the Trust's facility for processing claims and providing administrative services, after seven years of distinguished service in that capacity. He will

continue his two decades long outstanding service to the Trust as its General Counsel. Effective May 1, 2008, Larry Haden was named President of CRMC. Prior to that date, Mr. Haden was Executive Vice President and Chief of Operations since 2001. Larry has almost 20 years of combined service to the Trust and CRMC.

Effective June 30, 2008, Mark Lederer, Chief Financial Officer of the Trust since December of 1990, entered into a new phase of his employment by continuing in that capacity, but at a half-time level. The Trustees are grateful to continue to benefit from David's and Mark's combined forty years of experience and committed service.

### **FINANCIAL SUMMARY**

Net operating expenses for the three months ended June 30, 2008 and 2007 were \$1.76 million and \$1.19 million, respectively. The increase in net operating expenses is principally due to personnel costs associated with downsizing of CRMC. Operating expenses are net of Other Income of \$184,000 and \$291,000 for the quarters ended June 30, 2008 and 2007, respectively. Other Income received by the CRMC is derived from claim processing and consulting services to other claims processing entities. Other Income received by the CRMC is used to reduce the overall processing costs of the Trust.

As of June 30, 2008 Net Claimants' Equity was \$1.3 billion compared to \$1.8 billion at the same time last year. During the three months ended June 30, 2008, the Trust made approximately \$173 million in claim payments, principally pro rata adjustment payments. Year to date, the Trust has made over \$330 million in claim payments. The negative return for investments during the period (see below) also reduced Net Claimants' Equity by approximately \$7.0 million, net of the effect of deferred income taxes on unrealized losses. As of June 30, 2008, the Trust had \$24.2 million in deferred income tax liability related to approximately \$161 million in net unrealized gains on investment securities.

### **ASSET MANAGEMENT**

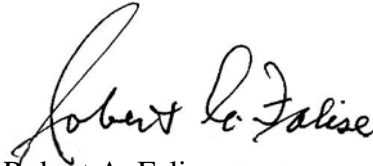
For the six months ended June 30, 2008 and June 30, 2007, the Trust's total investment returns were approximately -6.5% and 5.7%, respectively. The total returns during the same periods on the Trust's equity investments were approximately -11.3% and 7.7%, respectively. By

Honorable Jack B. Weinstein  
Honorable Burton R. Lifland  
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By way of comparison, the Russell 3000 Index, a broad index of U.S. stocks, returned about -11.1% and 7.1% during the first halves of 2008 and 2007, respectively. The total returns on fixed income investments including cash equivalents were 1.6% in the first half of 2008 versus 1.9% in the first half of 2007.

As of June 30, 2008, after liquidating \$340 million of assets in the first six months of the year in preparation for making the retrospective payments described above, the market value of the Trust's investments, including accrued interest and dividends, was approximately \$1,387 million, of which approximately \$818 million (59%) was in diversified equities, \$500 million (36%) in fixed income securities and the remaining \$69 million (5%) in cash equivalents.

Yours very truly,

A handwritten signature in cursive script that reads "Robert A. Falise". The signature is written in black ink and is positioned above the printed name and title.

Robert A. Falise  
Chairman and Managing Trustee

Enclosure

UNITED STATES BANKRUPTCY COURT  
SOUTHERN DISTRICT OF NEW YORK

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

FINANCIAL STATEMENTS AND REPORT OF  
MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
FOR THE PERIOD ENDING June 30, 2008  
PURSUANT TO SECTIONS 3.02(d)(ii) and (iii)  
OF THE TRUST AGREEMENT

Sections 3.02(d)(ii) and (iii) of the Trust Agreement provide that the Trustees shall prepare and file with the Court within 30 days following the end of each of the first three quarters of each Fiscal Year a quarterly report containing certified financial statements and a summary of certain additional information, including the number of Trust Claims Liquidated and the average amount per Trust Claim paid or payable, the amount of investment income earned by the Trust, and the amount of Trust Expenses incurred by the Trust. The attached Financial Statements for the Period April 1, 2008 through June 30, 2008 and the exhibits thereto are

Submitted in satisfaction of the requirements that the Trust file a quarterly report. Exhibits I, II and III of the Financial Statements set forth the specific items of information required by Sections 3.02(d)(iii)(w),(y) and (z) of the Trust Agreement.

Respectfully submitted,

MANVILLE PERSONAL INJURY  
SETTLEMENT TRUST

By:     /s/ David T. Austern      
David T. Austern  
General Counsel  
Manville Personal Injury  
Settlement Trust  
3110 Fairview Park Dr. Ste. 200  
P.O. Box 12003  
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(703) 205-0835

Dated: July 29, 2008  
Falls Church, VA

CERTIFICATE OF SERVICE

I, David T. Austern, hereby certify that on July 29, 2008, I caused a true and complete copy of the Financial Statements for the Period Ending June 30, 2008 pursuant to Sections 3.02(d)(ii) and (iii) of the Manville Personal Injury Settlement Trust Agreement to be served by first class mail, postage prepaid, to the entities named on the service list annexed hereto.

      /s/ David T. Austern        
David T. Austern

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**MANVILLE PERSONAL INJURY SETTLEMENT TRUST**

**Special-Purpose Consolidated Financial Statements  
As of June 30, 2008 and 2007**

## **MANVILLE PERSONAL INJURY SETTLEMENT TRUST**

The consolidated financial statements included herein are unaudited. In the opinion of the management of the Trust, the accompanying consolidated financial statements present fairly, subject to normal year-end adjustments, the consolidated net claimants' equity as of June 30, 2008 and 2007 and the consolidated changes in net claimants' equity and cash flows for the three and six months ended June 30, 2008 presented on the special-purpose basis of accounting described in Note 2, which accounting methods have been applied on a consistent basis.

/signed/ Mark E. Lederer  
Mark E. Lederer  
Chief Financial Officer

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
CONSOLIDATED STATEMENTS OF NET CLAIMANTS' EQUITY  
AS OF JUNE 30, 2008 AND 2007**

	<b>2008</b>	<b>2007</b>
<b>ASSETS:</b>		
Cash equivalents and investments (Note 2)		
Restricted (Note 7)	\$59,700,000	\$54,200,000
Unrestricted	1,321,898,291	1,805,413,211
Total cash equivalents and investments	1,381,598,291	1,859,613,211
Accrued interest and dividend receivables	5,363,167	6,683,799
Deposits and other assets	607,741	613,621
Total assets	1,387,569,199	1,866,910,631
<b>LIABILITIES:</b>		
Accrued expenses	2,993,390	2,007,651
Deferred income taxes (Note 8)	24,160,000	52,870,000
Unpaid claims (Notes 3, 5 and Exh. III)		
Outstanding Offers	17,356,062	7,900,474
Settled, not paid	4,093,264	1,620,994
Pro rata adjustment payable	66,240,195	0
Lease commitments payable (Note 4)	2,827,176	3,325,624
Total liabilities	117,670,087	67,724,743
<b>NET CLAIMANTS' EQUITY (Note 5)</b>	<b>\$1,269,899,112</b>	<b>\$1,799,185,888</b>

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

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
CONSOLIDATED STATEMENTS OF CHANGES IN NET CLAIMANTS' EQUITY  
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2008**

	Three Months Ended 6/30/08	Six Months Ended 6/30/08
<b>NET CLAIMANTS' EQUITY, BEGINNING OF PERIOD</b>	<b>\$1,304,942,942</b>	<b>\$1,778,033,708</b>
<b>ADDITIONS TO NET CLAIMANTS' EQUITY:</b>		
Investment income (loss) (Exhibit I)	(7,027,334)	(88,532,786)
Decrease in lease commitments payable (Note 4)	125,381	250,761
Total additions	(6,901,953)	(88,282,025)
<b>DEDUCTIONS FROM NET CLAIMANTS' EQUITY:</b>		
Net operating expenses (Exhibit II)	1,765,802	3,504,497
Provision for income taxes	3,357,700	6,835,000
Claims settled	19,238,370	33,998,070
Pro rata adjustment	0	365,736,012
Net increase in outstanding claim offers	3,780,005	9,678,021
Contribution and indemnity claims settled	0	100,971
Total deductions	28,141,877	419,852,571
<b>NET CLAIMANTS' EQUITY, END OF PERIOD</b>	<b>\$1,269,899,112</b>	<b>\$1,269,899,112</b>

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

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
CONSOLIDATED STATEMENTS OF CASH FLOWS  
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2008**

	<u>Three Months Ended 6/30/08</u>	<u>Six Months Ended 6/30/08</u>
<b>CASH INFLOWS:</b>		
Investment income receipts	\$13,085,174	\$26,721,384
Net realized gains on investment securities	12,434,229	24,263,281
Decrease in deposits and other assets	15,044	136,562
Total cash inflows	<u>25,534,447</u>	<u>51,121,227</u>
<b>CASH OUTFLOWS:</b>		
Claim payments made	172,560,528	330,835,268
Contribution and indemnity claim payments	0	100,971
Total cash claim payments	<u>172,560,528</u>	<u>330,936,239</u>
Disbursements for Trust operating expenses and income taxes paid	<u>9,515,242</u>	<u>11,265,813</u>
Total cash outflows	<u>182,075,770</u>	<u>342,202,052</u>
<b>NET CASH OUTFLOWS</b>	(156,541,323)	(291,080,825)
<b>NON-CASH CHANGES:</b>		
Net unrealized (losses) on investment securities	<u>(36,739,074)</u>	<u>(162,030,260)</u>
<b>NET INCREASE IN CASH EQUIVALENTS AND INVESTMENTS</b>	(193,280,397)	(453,111,085)
<b>CASH EQUIVALENTS AND INVESTMENTS BEGINNING OF PERIOD</b>	<u>1,574,878,688</u>	<u>1,834,709,376</u>
<b>CASH EQUIVALENTS AND INVESTMENTS END OF PERIOD</b>	<u>\$1,381,598,291</u>	<u>\$1,381,598,291</u>

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

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS  
AS OF JUNE 30, 2008 AND 2007**

**(1) DESCRIPTION OF THE TRUST**

The Manville Personal Injury Settlement Trust (the Trust), organized pursuant to the laws of the state of New York with its office in Katonah, New York, was established pursuant to the Manville Corporation (Manville or JM) Second Amended and Restated Plan of Reorganization (the Plan). The Trust was formed to assume Manville's liabilities resulting from pending and potential litigation involving (i) individuals exposed to asbestos who have manifested asbestos-related diseases or conditions, (ii) individuals exposed to asbestos who have not yet manifested asbestos-related diseases or conditions and (iii) third-party asbestos-related claims against Manville for indemnification or contribution. Upon consummation of the Plan, the Trust assumed liability for existing and future asbestos health claims. The Trust's assets are 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. 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 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 3) at the amount equal to the expected pro rata payment. No liability is recorded for future claim filings and filed claims on which no settlement offer has been made. Net claimants' equity represents funding available to pay present and future claims on which no fixed liability has been recorded.
- (6) Available-for-sale securities are recorded at market. All interest and dividend income on available-for-sale securities, net of investment expenses are included in investment income on the consolidated statements of changes in net claimants' equity. Realized and unrealized gains and losses on available-for-sale securities are combined and recorded on the consolidated statements of changes in net claimants' equity.

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

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

Certain amounts in the 2007 financial statements have been reclassified to conform to the 2008 presentation. These reclassifications have no effect on the previously recorded balance of net claimants' equity.

**(b) Cash Equivalents and Investments**

At June 30, 2008 and 2007, the Trust has recorded all of its investment securities at market value, as follows:

	2008		2007	
	Cost	Market	Cost	Market
<b>Restricted</b>				
Cash equivalents	\$1,796,059	\$ 1,796,059	\$1,271,352	\$ 1,271,352
U.S. Govt. obligations	18,478,901	18,783,651	19,780,774	19,743,021
Corporate and other debt	4,077,513	4,032,698	2,019,970	1,987,081
Equities – U.S.	<u>21,918,492</u>	<u>35,087,592</u>	<u>15,801,981</u>	<u>31,195,546</u>
Total	<u>\$46,270,965</u>	<u>\$59,700,000</u>	<u>\$38,874,077</u>	<u>\$54,200,000</u>
	2008		2007	
	Cost	Market	Cost	Market
<b>Unrestricted</b>				
Cash equivalents	\$70,775,225	\$70,775,225	\$46,180,223	\$46,180,223
U.S. Govt. obligations	251,942,762	253,391,827	253,670,646	249,925,744
Corporate and other debt	220,072,578	216,648,320	290,936,069	287,671,594
Equities – U.S.	546,610,617	654,311,033	792,491,716	1,071,863,432
Equities – International	<u>84,860,202</u>	<u>126,771,886</u>	<u>84,993,134</u>	<u>149,772,218</u>
Total	<u>\$1,174,261,384</u>	<u>\$1,321,898,291</u>	<u>\$1,468,272,788</u>	<u>\$1,805,413,211</u>

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 June 30, 2008, the fair value of these instruments was approximately \$3.5 million and was included in investments available-for-sale on the consolidated statement of net claimants' equity. Foreign currency forwards are utilized for both currency translation purposes and to economically hedge against the currency risk inherent in foreign equity issues and are generally for periods up to 90 days. At June 30, 2008, the Trust held \$62.5 million in net foreign currency forward contracts. The unrealized loss on these outstanding currency forward contracts of approximately \$0.9 million is offset by an equal unrealized gain due to currency exchange on the underlying international securities. These net amounts are recorded in the consolidated statement of net claimants' equity at June 30, 2008.

(c) **Fixed Assets**

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

Acquisition of furniture and equipment	\$ 341,600
Acquisition of computer hardware and software	837,000
Computer software development (e-Claims)	<u>2,361,100</u>
Total	<u>\$3,539,700</u>

These items have not been recorded as assets, but rather as direct deductions to net claimants' equity in the accompanying consolidated financial statements. The cost of fixed assets, net of proceeds on disposals that were expensed during the three and six months ended June 30, 2008 was approximately \$0 and \$32,000, respectively.

**(3) UNPAID CLAIMS**

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

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

#### **(4) COMMITMENTS AND CONTINGENCIES**

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

Future minimum rental commitments under this operating lease, as of June 30, 2008, are as follows:

<u>Calendar Year</u>	<u>Amount</u>
2008	\$253,877
2009	517,199
2010	530,115
2011	543,388
2012	557,017
2013	<u>425,580</u>
	<u>\$2,827,176</u>

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

#### **(5) NET CLAIMANTS' EQUITY**

A class action complaint was filed on behalf of all Trust beneficiaries on November 19, 1990, seeking to restructure the methods by which the Trust administers and pays claims. On July 25, 1994, the parties signed a Stipulation of Settlement that included a revised the TDP. The TDP prescribes certain procedures for distributing the Trust's limited assets, including pro rata payments and initial determination of claim value based on scheduled diseases and values. The Court approved the settlement in an order dated January 19, 1995 and the Trust implemented the TDP payment procedures effective February 21, 1995.

During the second and third quarters of 2002, the SCB and Legal Representative and the Trust met to discuss amending the TDP. As a result of these meetings, in late August 2002, the parties agreed to TDP amendments that are now contained in what is referred to as the "2002 TDP". The 2002 TDP principally changes the categorization criteria and scheduled values for the scheduled diseases.

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

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

Prior to the implementation of the TDP, the Trust conducted its own research and monitored studies prepared by the Courts' appointee regarding the valuation of Trust assets and liabilities. Based on this valuation, the TDP provided for an initial 10% payment of the liquidated value of then current and estimated future claims (pro rata payment percentage). As required by the TDP, the Trust has periodically reviewed the values of its projected assets and liabilities to determine whether a revised pro rata payment percentage should be applied. The pro rata percentage was changed in June 2001 when the pro rata percentage was reduced from 10% to 5%.

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 Selected Counsel for the Beneficiaries (SCB) and the Legal Representative of Future Claimants (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 claimants eligible to receive a retro active payment. Through June 30, 2008, the Trust has paid approximately 234,000 claimants a total of \$299.5 million.

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

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

The Trust established a tax-deferred employee savings plan under Section 401(k) of the Internal Revenue Code, with an effective date of January 1, 1988. The plan allows employees to defer a percentage of their salaries within limits set by the Internal Revenue Code with the Trust matching contributions by employees of up to 6% of their salaries. The total employer contributions and expenses under the plan were approximately \$59,900 and \$116,800 for the three and six months ended June 30, 2008, respectively.

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

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

accounts to separate bank escrow accounts and pledge and security agreements have been executed perfecting those interests. The investment earnings on these escrow accounts accrue to the benefit of the Trust.

Additionally, as a condition of the tax agreement between JM and the Trust discussed in Note 8, the Trust was required to transfer \$30 million in cash to an escrow account to secure the payment of its future income tax obligations post settlement of the transaction. The escrow account balance may be increased or decreased over time. As of June 30, 2008, securities with a market value of \$36.4 million were held by an escrow agent, of which \$16.7 million is reported as restricted in accordance with the agreement.

## **(8) INCOME TAXES**

For federal income tax purposes, JM had elected for the qualified assets of the Trust to be taxed as a Designated Settlement Fund (DSF). Income and expenses associated with the DSF are taxed in accordance with Section 468B of the Internal Revenue Code, which obligates JM to pay for any federal income tax liability imposed upon the DSF. In addition, pursuant to an agreement between JM and the Trust, JM is obligated to pay for any income tax liability of the Trust. In a separate agreement between the Trust and JM to facilitate the sale of JM to a third party, JM paid the Trust \$90 million to settle the JM obligation to the Trust. In return, the Trust terminated JM's contractual liability for income taxes of the DSF and agreed to indemnify JM in respect for all future income taxes of the Trust and established an escrow fund to secure such indemnification. The statutory income tax rate for the DSF is 15%. As a New York domiciled trust, the Trust is not subject to state income taxes. CRMC is subject to federal and Virginia corporate income taxes, its state of residence.

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. As of June 30, 2008 and 2007, the Trust has recorded a net deferred tax liability of approximately \$24.2 million and \$52.9 million, respectively from net unrealized gains on investment securities. As of June 30, 2008 and 2007, the Trust recorded net deferred tax assets of \$360,900 and \$345,200, 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 June 30, 2008 and 2007, the Trust has prepaid income taxes of \$0.1 million and \$1.7 million, respectively. These amounts are included with deposits and other assets on the consolidated statements of net claimants' equity as of June 30, 2008 and 2007, respectively.

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

Proof of claim forms filed as June 30, 2008 and 2007 with the Trust are as follows:

	<u>2008</u>	<u>2007</u>
Claims filed	793,903	784,899
Withdrawn <sup>(1)</sup>	(90,121)	(86,881)
Expired offers <sup>(2)</sup>	<u>(2,056)</u>	<u>(4,504)</u>
Active claims	701,726	693,514
Settled claims	<u>(686,769)</u>	<u>(678,456)</u>
Claims currently eligible for settlement	<u>14,957</u>	<u>15,058</u>

- (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 June 30, 2008 and 2007, approximately 960 and 1,500 respectively, of the claims with expired offers are still eligible to accept their original offer with a payment value of \$4 million and \$4 million, respectively. All claims with expired offers may be reactivated upon written request by the claimant and be eligible for a new offer at the end of the FIFO queue.

# **MANVILLE PERSONAL INJURY SETTLEMENT TRUST**

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

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
CONSOLIDATED INVESTMENT INCOME  
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2008**

	<u>Three Months Ended 6/30/08</u>	<u>Six Months Ended 6/30/08</u>
<b>INVESTMENT INCOME</b>		
Interest	\$ 6,438,910	\$ 14,581,993
Dividends	5,750,847	11,214,871
Total interest and dividends	<u>12,189,757</u>	<u>25,796,864</u>
Net realized gains	12,434,229	24,263,281
Net unrealized gains, net of the change in deferred income taxes (Note 8)	(31,229,073)	(137,730,260)
Investment expenses	<u>(422,247)</u>	<u>(862,671)</u>
<b>TOTAL INVESTMENT INCOME (LOSS)</b>	<u>\$ (7,027,334)</u>	<u>\$ (88,532,786)</u>

The accompanying notes are an integral part of this exhibit.

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
CONSOLIDATED NET OPERATING EXPENSES  
FOR THE THREE AND SIX MONTHS ENDED JUNE 30, 2008**

	<u>Three Months Ended 6/30/08</u>	<u>Six Months Ended 6/30/08</u>
<b>NET OPERATING EXPENSES:</b>		
Personnel costs	\$ 1,376,219	\$ 2,407,096
Office general and administrative	166,792	323,525
Travel and meetings	28,815	59,057
Board of Trustees	130,599	267,327
Professional fees	89,625	474,055
Net fixed asset purchases	-	32,032
Computer and other EDP costs	57,729	125,284
Other income	(83,977)	(183,879)
	<hr/>	<hr/>
<b>TOTAL NET OPERATING EXPENSES</b>	<b>\$ 1,765,802</b>	<b>\$ 3,504,497</b>
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**MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
SCHEDULE OF LIQUIDATED CLAIMS  
SINCE CONSUMMATION (NOVEMBER 28, 1988)  
THROUGH JUNE 30, 2008**

Exhibit III  
Page 1 of 2

<u>Trust Liquidated Claims</u>	<u>Number</u>	<u>Amount</u>	<u>Average Payment Amount</u>
<b>Pre-Class Action Complaint November 19, 1990 and Before-</b>			
Full Liquidated Claim Value	27,590	\$1,187,852,399	
Present Value Discount (1)		<u>(135,306,535)</u>	
Net Settlements	27,590	1,052,545,864	
Payments	<u>(27,590)</u>	<u>(1,052,545,864)</u>	<u>\$38,150</u>
Unpaid Balance	<u>0</u>	<u>\$0</u>	
<b>Post-Class Action Complaint After November 19, 1990-</b>			
Offers Made at Full Liquidated Amount	661,339	\$31,684,911,948	
Reduction in Claim Value (2)		<u>(28,890,536,132)</u>	
Net Offer Amount	661,339	2,794,375,817	
Offers Accepted	<u>(659,179)</u>	<u>(2,777,019,755)</u>	<u>\$4,213</u>
Outstanding Offers	2,160	17,356,062	
Offers Accepted, Not Paid	939	4,093,264	
Pro rata Adjustment Payable	<u>48,216</u>	<u>66,240,195</u>	
Unpaid Balance	<u>51,315</u>	<u>87,689,521</u>	
<b>Total Trust Liquidated Claims</b>	<u>686,769</u>	<u>3,829,565,619</u>	<u>\$5,576</u>
<b><u>Manville Liquidated Claims Paid (3)</u></b>	<u>158</u>	<u>\$24,946,620</u>	
<b><u>Co-Defendant Liquidated Claims (4)</u></b>			
Settlement Claim Value		\$89,248,977	
Investment Receipts (5)		2,624,732	
Payments, Net of Returned Settlement (6)		<u>(91,873,709)</u>	
Unpaid Balance		<u>\$0</u>	

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

The accompanying notes are an integral part of this exhibit.

**MANVILLE PERSONAL INJURY SETTLEMENT TRUST  
SCHEDULE OF LIQUIDATED CLAIMS  
FOR THE THREE MONTHS ENDED JUNE 30, 2008**

Exhibit III  
Page 2 of 2

	<u>Number</u>	<u>Amount</u>	<u>Average Payment Amount</u>
<b><u>Trust Liquidated Claims</u></b>			
<b>Post-Class Action Complaint After November 19, 1990 (1)</b>			
Offers Outstanding as of March 31, 2008	1,659	\$13,576,057	
Net Offers Made (2)	3,372	23,018,375	
Offers Accepted	(2,871)	(19,238,370)	<u>\$6,701</u>
Offers Outstanding as of June 30, 2008	2,160	17,356,062	
Offers Accepted, Not Paid as of June 30, 2008	939	4,093,264	
Payable as of June 30, 2008	<u>3,099</u>	<u>\$21,449,326</u>	
 <b><u>Pro Rata Adjustment</u></b>			
Remaining Liability as of March 31, 2008	173,971	221,190,619	
Payments Made	(125,755)	(154,950,424)	<u>\$1,232</u>
Remaining Liability as of June 30, 2008	<u>48,216</u>	<u>\$66,240,195</u>	
 <b><u>Co-Defendant Liquidated Claims</u></b>			
Payable as of March 31, 2008		\$0	
Settled		0	
Paid		<u>0</u>	
Payable as of June 30, 2008		<u>\$0</u>	

(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.

The accompanying notes are an integral part of this exhibit.