

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

IN RE:	)	Jointly Administered at
	)	Case No. 02-20198-TPA
NORTH AMERICAN REFRACTORIES,	)	
COMPANY, <i>ET AL.</i>,	)	Chapter 11
	)	
Reorganized Debtors.	)	
	)	

**NOTICE OF FILING ANNUAL REPORT, FINANCIAL STATEMENTS AND
RESULTS OF OPERATIONS OF THE NORTH AMERICAN REFRACTORIES
COMPANY ASBESTOS PERSONAL INJURY SETTLEMENT TRUST
FOR FISCAL YEAR ENDED DECEMBER 31, 2024**

PLEASE TAKE NOTICE that, on April 25, 2025, the Trustees of the North American Refractories Company Asbestos Personal Injury Settlement Trust (the “Trust”) filed the Annual Report, Financial Statements and Results of Operations of the Trust for Fiscal Year Ended December 31, 2024 (the “Annual Report”) and its audited financial statements for the same period (the “Audited Financial Statements”). The Annual Report and the Audited Financial Statements are attached hereto as Exhibits “A” and “A-1,” respectively.

Respectfully submitted,

Dated: April 25, 2025

BERNSTEIN-BURKLEY, P.C.

By: /s/ David W. Ross
David W. Ross (PA ID No. 62202)

601 Grant Street, 9th Floor
Pittsburgh, PA 15219
Telephone: (412) 456-8100
Facsimile: (412) 456-8135
Email: dross@bernsteinlaw.com

-and-

STUTZMAN, BROMBERG

ESSERMAN & PLIFKA

A Professional Corporation

Sander L. Esserman (Texas Bar No. 06671500)

Steven A. Felsenthal (Texas Bar No. 06889900)

2323 Bryan Street, Suite 2200

Dallas, Texas 85201-2689

Telephone: (214) 969-4900

Facsimile: (214) 969-4999

Email: esserman@sbep-law.com

felsenthal@sbep-law.com

ATTORNEYS FOR THE

NORTH AMERICAN REFRACTORIES

COMPANY ASBESTOS PERSONAL INJURY

SETTLEMENT TRUST

EXHIBIT A

**IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA**

IN RE:	)	Jointly Administered at
	)	Case No. 02-20198-TPA
NORTH AMERICAN REFRACTORIES,	)	
COMPANY, <i>ET AL.</i>,	)	Chapter 11
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Reorganized Debtors.	)	
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**ANNUAL REPORT, FINANCIAL STATEMENTS AND RESULTS OF OPERATIONS
OF THE NORTH AMERICAN REFRACTORIES COMPANY ASBESTOS PERSONAL
INJURY SETTLEMENT TRUST FOR FISCAL YEAR ENDED DECEMBER 31, 2024**

Richard B. Schiro and Mark M. Gleason (collectively, the “Trustees”), as Trustees¹ of the North American Refractories Company Asbestos Personal Injury Settlement Trust (the “Trust”), submit this Annual Report, Financial Statements and Results of Operations for Fiscal Year Ended December 31, 2024 (the “Annual Report”), pursuant to the Third Amended Plan of Reorganization of North American Refractories, Company, *et al.*, dated December 28, 2005 (the “Plan”) and the Second Amended and Restated North American Refractories Company Asbestos Personal Injury Settlement Trust Agreement (the “Trust Agreement”).

I. General

On January 4, 2002, North American Refractories Company (“NARCO”) and its affiliated debtors (collectively, the “Debtors”) filed their petitions for relief under Chapter 11 of the United States Bankruptcy Code. The Debtors’ bankruptcy cases were jointly administered as Case No. 02-20198. At the time the Debtors filed their petitions for relief, NARCO and Honeywell International Inc. (“Honeywell”) had been named as defendants in personal injury and wrongful death actions seeking recovery for damages caused by the presence of, or exposure

¹ The Hon. Ken M. Kawaichi, Ret. served as Trustee until his term ended on December 31, 2024. Effective February 28, 2025, D. LeAnne Jackson was appointed as a Trustee of the Trust, succeeding the Hon. Ken Kawaichi, Ret.

to, asbestos or asbestos-containing NARCO Product Line products. By order entered on November 13, 2007, the United States Bankruptcy Court for the Western District of Pennsylvania (the “Bankruptcy Court”) confirmed the Plan (the “Confirmation Order”), and on July 25, 2008, the United States District Court for the Western District of Pennsylvania entered an order affirming the Confirmation Order and the NARCO Channeling Injunction.

The Plan provides for the establishment of the Trust to pay all valid NARCO Asbestos Trust Claims pursuant to the North American Refractories Company Asbestos Personal Injury Settlement Trust Distribution Procedures (as may be amended from time to time, the “TDP”) in settlement and satisfaction of the liabilities of the Debtors and Honeywell for all NARCO Asbestos Trust Claims.

On April 30, 2013, the Effective Date² of the Plan, the Trust was created in accordance with the First Amended North American Refractories Company Asbestos Personal Injury Settlement Trust Agreement. Pursuant to the Plan, the Trust was funded by an initial cash contribution by Honeywell, by stock in ANH Refractories Company (n/k/a HarbisonWalker International) (“HWT”), and by the obligation of Honeywell to make future payments.

On November 20, 2022, pursuant to the terms of the Amended and Restated Buyout Agreement (the “Buyout Agreement”) entered into between the Trust and Honeywell, the terms of which were agreed to by the TAC and the FCR, and approved by the Bankruptcy Court in its Order of December 8, 2022 (the “Buyout Order”), Honeywell agreed to pay to the Trust, and the Trust agreed to accept from Honeywell, a lump sum, one-time payment in the amount of \$1,325,000,000 (subject to adjustment in accordance with the terms of the Buyout Agreement), in exchange for, among other things, the release of Honeywell from all further and future

² Capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Plan or the Trust Agreement.

monetary and/or other obligations of any kind (except as, and solely to the extent, set forth in the Buyout Agreement) to the Trust, including but not limited to the Honeywell Obligations (as defined in the Buyout Agreement). On January 30, 2023, Honeywell paid \$1,327,153,783 to the Trust in conjunction with closing the Buyout Agreement.

In connection with the Buyout, the Bankruptcy Court also approved the Third Amended Trust Distribution Procedures and Second Amended and Restated Trust Agreement (referred to herein as the “Trust Agreement”).

Under the Trust Agreement, the NARCO Trust Advisory Committee (the “TAC”) represents all holders of present NARCO Asbestos Trust Claims, and the NARCO Asbestos Future Claimants Representative (the “FCR”) represents the holders of NARCO Asbestos Trust Claims yet to accrue. *See* Trust Agreement, Art. 6.1 and 7.1. Pursuant to the Trust Agreement, John A. Baden, Perry Weitz, Steven Kazan, Steven T. Baron, Bruce E. Mattock, and Robert J. Cooney Jr. are the members of the TAC, and Edwin J. Harron is the FCR.³

The Trust Agreement, at Article 3.2(f), provides that the “Trustees shall meet with the [TAC] and/or the [FCR] ... no less frequently than quarterly at the discretion of the Trustees or as requested by the [TAC] or the [FCR].” The Trust’s Amended and Restated Bylaws specify that the foregoing requirement will be satisfied by the Trustees meeting at least four times each calendar year with the TAC and the FCR. In 2024, the Trustees held Trust meetings with the TAC and the FCR on March 14, 2024; May 21, 2024; September 17, 2024; and November 12, 2024.

The Trustees generally held weekly executive session meetings throughout the year, usually by telephone.

³ Lawrence Fitzpatrick served as the initial FCR for the Trust until his death on June 14, 2024. Mr. Harron was named the successor FCR, effective June 14, 2024.

Effective May 1, 2023, the Trustees named Ken Kawaichi, Managing Trustee for a one-year term ending on April 30, 2024. Effective May 1, 2024, the Trustees named Richard B. Schiro Managing Trustee for a one-year term.

In 2024, the principal office of the Trust was located at 1100 N. Market Street, 4th Floor, Wilmington, Delaware 19890, and its administrative office was at c/o Lain Faulkner & Co., Attention: Brian Crisp, 400 N. Saint Paul, Suite 600, Dallas, Texas 75201.

In 2024, the Trustees entered into or continued service agreements with the following: Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation (general counsel); Fried, Frank, Harris, Shriver & Jacobson LLP (counsel to the Trust); Bernstein Burkley (W.D. Pa counsel); Lain Faulkner & Co., P.C. (accountants); EAG Great Lakes, LLC (tax advisors); BDO USA, LLP (auditor); Gleason & Associates, P.C. (consultants);⁴ Claims Resolution Management Corporation (claims processing); Prof. Abraham J. Wyner (consultant); Alvarez & Marsal Disputes and Investigations (claims auditing services); ExamWorks Compliance Solutions, LLC (MMSEA reporting); AON Risk Services Central, Inc. (insurance broker); Wells Fargo Bank, N.A. (banking); JP Morgan Private Bank (investment advisor and custodian); and Veristar LLC (document retention services).

The TAC retained Caplin & Drysdale as its counsel. The FCR retained Young Conaway Stargatt & Taylor, LLP as his counsel.

The Trust obtained liability insurance for the Trustees and indemnified persons as provided under Section 5.6 of the Trust Agreement. In addition, the Trust obtained cyber security protection insurance.

⁴ Trustee Gleason abstains from reviewing and approving invoices from Gleason & Associates.

II. NARCO Asbestos Trust Claims⁵

The TDP and claims materials for all NARCO Asbestos Trust Claims, including both Pre-Established Claims (as that term is defined in the TDP) and Annual Contribution Claims,⁶ consisting of claim forms, claim form instructions, and release forms, may be accessed via the Trust's website at www.narcoasbestostrust.org.

The Initial Claims Filing Date (as that term is defined in the TDP) was April 1, 2014.

Article 3.3(b) of the Trust Agreement requires the Trustees to file with the Bankruptcy Court a report containing a summary regarding the number and types of claims disposed of during the period covered by the financial statements.

In 2024, the Trust paid 88 Pre-Established Claims totaling \$476,000.

In 2024, the Trust paid 3,158 Annual Contribution Claims totaling \$109,555,965.

Pursuant to Section 6.10 of the TDP, the Trust reports the claims by Disease Levels that have been resolved and paid⁷ by the Trust under Expedited Review, Individual Review, and arbitration from inception of the Trust through December 31, 2024:

⁵ Claims information reported herein may differ from the audited financial statements due to the timing of payments.

⁶ Annual Contribution Claims refer to NARCO Asbestos Trust Claims other than Pre-Established Claims.

⁷ As of December 31, 2023, no claims have been resolved by trial. Pre-Established Claims liquidated by Honeywell before April 30, 2013, and not by the Trust, although paid by the Trust, are not included in the TDP Sec. 6.10 report of claims resolved by the Trust. The Trust notes, however, that from inception of the Trust through the period ending December 31, 2024, the Trust has paid \$128,629,250 for Pre-Established Claims liquidated by Honeywell.

Disease Level	Number of Claims			Total Amounts Paid
	Expedited Review	Individual Review	Arbitration	
Other Asbestos Disease (Level I)	12,591	2,532	1	\$18,143,910
Asbestosis/Pleural Disease (Level II)	9,871	1,977		\$88,763,222
Severe Asbestosis (Level III)	781	293		\$28,653,490
Other Cancer (Level IV)	1,540	290	1	\$19,936,650
Lung Cancer 2 (Level V)	0	741	2	\$12,766,679
Lung Cancer 1 (Level VI)	3,632	748	2	\$101,472,063
Mesothelioma (Level VII)	3,476	785	6	\$429,475,567
TOTAL	31,891	7,366	12	\$699,211,581

III. Compensation and Expenses of Trustees, TAC and FCR

A. Trustees

Under Article 5.5(c) of the Trust Agreement, the Trust reports to the Bankruptcy Court the amount of compensation and expenses paid to the Trustees. The Trustees received compensation and reimbursement for out-of-pocket costs and expenses during the fiscal year ending December 31, 2024, as follows:

Trustees (3)	\$1,499,887
Delaware Trustee	\$4,688

B. TAC

Under Article 6.6 of the Trust Agreement, the Trust reports to the Bankruptcy Court the amount of compensation and expenses paid to the TAC. The TAC received compensation and reimbursement for out-of-pocket expenses during the fiscal year ending December 31, 2024, as follows:

TAC	\$0
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C. FCR

Under Article 7.5 of the Trust Agreement, the Trust reports to the Bankruptcy Court the amount of compensation and expenses paid to the FCR. The FCR received compensation and reimbursement for out-of-pocket expenses during the fiscal year ending December 31, 2024, as follows:

FCR	\$45,960
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V. Financial Statements

A copy of the Trust's audited financial statements for the year ending December 31, 2024, is attached hereto as Exhibit "A-1."

Dated: April 25, 2025

Respectfully submitted,

BERNSTEIN-BURKLEY, P.C.

By: /s/ David W. Ross

David W. Ross (PA ID No. 62202)

601 Grant Street, 9th Floor
Pittsburgh, PA 15219
Telephone: (412) 456-8100
Facsimile: (412) 456-8135
Email: dross@bernsteinlaw.com

-and-

**STUTZMAN, BROMBERG
ESSERMAN & PLIFKA
A Professional Corporation**

Sander L. Esserman (Texas Bar No. 06671500)
Steven A. Felsenthal (Texas Bar No. 06889900)
2323 Bryan Street, Suite 2200
Dallas, Texas 85201-2689
Telephone: (214) 969-4900
Facsimile: (214) 969-4999
Email: esserman@sbep-law.com
felsenthal@sbep-law.com

**ATTORNEYS FOR THE
NORTH AMERICAN REFRACTORIES
COMPANY ASBESTOS PERSONAL INJURY
SETTLEMENT TRUST**

EXHIBIT A-1

North American Refractories Company Asbestos Personal Injury Settlement Trust

**Audited Special-Purpose Financial
Statements with Supplementary Information
Years Ended December 31, 2024 and 2023**

**North American Refractories Company
Asbestos Personal Injury Settlement Trust**

Audited Special-Purpose Financial Statements
with Supplementary Information
Years Ended December 31, 2024 and 2023

**North American Refractories Company
Asbestos Personal Injury Settlement Trust**

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Tel: 703-770-1079
Fax: 703-893-2766
www.bdo.com

8401 Greensboro Drive, Suite 800
McLean, VA 22102

Independent Auditor's Report

Trustees

North American Refractories Company Asbestos Personal Injury Settlement Trust
Dallas, Texas

Opinion

We have audited the accompanying special-purpose financial statements of the North American Refractories Company Asbestos Personal Injury Settlement Trust (the Trust) which comprise the special-purpose statements of assets, liabilities and net claimants' equity as of December 31, 2024 and 2023, and the related special-purpose statements of changes in net claimants' equity and special-purpose statements of cash flows for the years then ended and the related notes to the special-purpose financial statements.

In our opinion, the accompanying special-purpose financial statements present fairly, in all material respects, the financial position of the Trust as of December 31, 2024 and 2023, and the results of its changes in net claimants' equity and its cash flows for the years then ended, in accordance with the basis of accounting described in Note 2 to the special-purpose financial statements.

Basis for Opinion

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

Emphasis of Matter - Basis of Accounting

We draw attention to Note 2 of the special-purpose financial statements which describes the basis of accounting. As described in Note 2, the accompanying special-purpose financial statements were prepared using a special-purpose basis of accounting adopted by the Trust which is a basis of accounting other than accounting principles generally accepted in the United States of America. The special-purpose basis of accounting has been used in order to present the net assets presently available for current and future claims and operating expenses. As a result, the special-purpose financial statements may not be suitable for another purpose. Our opinion is not modified with respect to this matter.



Responsibilities of Management for the Special-Purpose Financial Statements

Management is responsible for the preparation and fair presentation of the special-purpose financial statements in accordance with the basis of accounting described in Note 2 to the special-purpose financial statements, and for the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of special-purpose financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the special-purpose financial statements, management is required to evaluate whether there are conditions or events, considered in the aggregate, that raise substantial doubt about the Trust's ability to continue as a going concern within one year after the date that the special-purpose financial statements are available to be issued.

Auditor's Responsibilities for the Audit of the Special-Purpose Financial Statements

Our objectives are to obtain reasonable assurance about whether the special-purpose financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance but is not absolute assurance and therefore is not a guarantee that an audit conducted in accordance with GAAS will always detect a material misstatement when it exists. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control. Misstatements are considered material if there is a substantial likelihood that, individually or in the aggregate, they would influence the judgment made by a reasonable user based on the special-purpose financial statements.

In performing an audit in accordance with GAAS, we:

- Exercise professional judgment and maintain professional skepticism throughout the audit.
- Identify and assess the risks of material misstatement of the special-purpose financial statements, whether due to fraud or error, and design and perform audit procedures responsive to those risks. Such procedures include examining, on a test basis, evidence regarding the amounts and disclosures in the special-purpose financial statements.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Trust's internal control. Accordingly, no such opinion is expressed.
- Evaluate the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluate the overall presentation of the special-purpose financial statements.
- Conclude whether, in our judgment, there are conditions or events, considered in the aggregate, that raise substantial doubt about the Trust's ability to continue as a going concern for a reasonable period of time.



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

Other Matter - Restriction of Use

Our report is intended solely for the information and use of the Trust and is not intended to be and should not be used by anyone other than the specified party. This restriction is not intended to limit the distribution of this report which, upon filing with the United States Bankruptcy Court for the Western District of Pennsylvania, is a matter of public record.

Other Information Included in the Annual Report

Management is responsible for the other information included in the annual report. The other information comprises the annual report and account of the Trust for the year ended December 31, 2024, but does not include the special-purpose financial statements and our auditor's report thereon. Our opinion on the special-purpose financial statements does not cover the other information, and we do not express an opinion or any form of assurance thereon.

In connection with our audit of the special-purpose financial statements, our responsibility is to read the other information and consider whether a material inconsistency exists between the other information and the special-purpose financial statements, or the other information otherwise appears to be materially misstated. If, based on the work performed, we conclude that an uncorrected material misstatement of the other information exists, we are required to describe it in our report.

BDO USA, P.C.

April 9, 2025

Special-Purpose Financial Statements

**North American Refractories Company
Asbestos Personal Injury Settlement Trust**

Special-Purpose Statements of Assets, Liabilities and Net Claimants' Equity

<i>December 31,</i>	2024	2023
Assets		
Cash, cash equivalents, and investment securities	\$1,297,323,340	\$ 1,339,593,116
Accrued interest and dividend receivable	8,646,585	9,299,526
Due from Honeywell	66,728	43,353
Prepaid expenses	-	100,000
Total Assets	1,306,036,653	1,349,035,995
Liabilities		
Accrued expenses and accounts payable	1,290,912	733,271
Accrued claims	6,388,500	8,453,800
Income taxes payable	557,000	800,000
Deferred tax liability	33,026,414	-
Stockholder Representative Fund liability	1,000,000	1,000,000
Total Liabilities	42,262,826	10,987,071
Net Claimants' Equity	\$1,263,773,827	\$ 1,338,048,924

See accompanying notes to the special-purpose financial statements.

**North American Refractories Company
Asbestos Personal Injury Settlement Trust**

Special-Purpose Statements of Changes in Net Claimants' Equity

<i>Year ended December 31,</i>	2024	2023
Additions		
Net change in unrealized gain on investment securities	\$ 43,771,713	\$ 45,722,642
Net realized gain on investment securities	6,824,726	-
Interest and dividend income, net	39,354,264	56,316,607
Total Additions	89,950,703	102,039,249
Deductions		
Net realized loss on investment securities	-	3,818,003
Operating expenses	8,864,800	11,865,390
Direct investment expenses	2,399,777	130,338
Federal income tax expense	10,824,074	-
Deferred income tax expense	33,026,414	-
Total Deductions	55,115,065	15,813,731
Increase in Net Claimants' Equity	34,835,638	86,225,518
Net Claimants' Equity, beginning of year	1,338,048,924	280,710,185
Sale of investment in HWI	-	(263,224,100)
Buyout funding from Honeywell	-	1,327,153,783
Distributions from net claimants' equity	(109,110,735)	(92,816,462)
Net Claimants' Equity, end of year	\$1,263,773,827	\$ 1,338,048,924

See accompanying notes to the special-purpose financial statements.

**North American Refractories Company
Asbestos Personal Injury Settlement Trust**

Special-Purpose Statements of Cash Flows

<i>Year ended December 31,</i>	2024	2023
Cash Inflows		
Investment income	\$ 49,793,892	\$ 44,006,916
Buyout funding from Honeywell	-	1,327,153,783
Net proceeds from HWI sale	1,987,263	26,083,359
Stockholder Representative Fund	-	1,000,000
Dividends from HWI	-	25,833,000
Total Cash Inflows	51,781,155	1,424,077,058
Cash Outflows		
Distributions to claimants	(111,176,035)	(91,899,528)
Trust operating expenses	(10,634,649)	(14,143,206)
Federal income tax deposit	(13,050,000)	(38,500,000)
Total Cash Outflows	(134,860,684)	(144,542,734)
Net (Outflows) Inflows	(83,079,529)	1,279,534,324
Non-Cash Changes		
Net change in unrealized gain on investment securities	43,771,713	45,722,642
Amortization/accretion	(2,961,960)	(807,838)
Total Non-Cash Changes	40,809,753	44,914,804
Net (Decrease) Increase in Cash, Cash Equivalents, and Investment Securities	(42,269,776)	1,324,449,128
Cash, Cash Equivalents, and Investment Securities, beginning of year	1,339,593,116	15,143,988
Cash, Cash Equivalents and Investment Securities, end of year	\$1,297,323,340	\$ 1,339,593,116

See accompanying notes to the special-purpose financial statements.

**North American Refractories Company
Asbestos Personal Injury Settlement Trust**

Notes to Special-Purpose Financial Statements

1. Description and Funding of the Trust

The North American Refractories Company Asbestos Personal Injury Settlement Trust (the Trust), organized pursuant to the laws of the State of Delaware, was established pursuant to the Third Amended Plan of Reorganization of North American Refractories Company, et al. dated December 28, 2005 (the Plan) and became effective on April 30, 2013. The Trust was formed to assume all liabilities of Honeywell International, Inc. (Honeywell), any Honeywell Affiliate, North American Refractories Company (NARCO) and its affiliates with respect to any and all NARCO Asbestos Trust Claims, (whether now existing at the effective date or arising thereafter) and to use the Trust assets and income to pay holders of valid claims in accordance with the First Amended North American Refractories Company Asbestos Personal Injury Settlement Trust Agreement (the Trust Agreement) and the First Amended North American Refractories Company Asbestos Personal Injury Settlement Trust Distribution Procedures. The Trust's funding is dedicated solely to the settlement of asbestos personal injury claims and the related costs thereto, as defined in the Plan. The Trust's principal office is in Wilmington, Delaware and its administrative office is located in Dallas, Texas. Defined terms have the meanings assigned to them in the Plan.

The Trust was initially funded with cash contributions from Honeywell in the amount of \$7,353,880 (an amount estimated to be sufficient to pay all pre-effective date expenses as well as the Trust's operating expenses until December 31, 2013) and a 79% interest in the equity of Post-Effective Harbison Walker International (HWI), formerly known as ANH Refractories Company, valued at \$370,194,000, and an obligation by Honeywell to fund claims payments as specified in the Trust Agreement.

On November 20, 2022, the Trust, Honeywell, the NARCO Asbestos Trust Advisory Committee, and the NARCO Asbestos Future Claimants' Representative entered into an Amended and Restated Buyout Agreement (Amended Buyout Agreement) under which Honeywell agreed to make a lump-sum cash payment of \$1.325 billion to the Trust, subject to certain adjustments set forth in the Amended Buyout Agreement, in exchange for (a) the elimination of, and Honeywell's full release from, any future obligations to fund (i) claims against the Trust, and (ii) the Trust's annual operating expenses, and (b) the net realized value of the Trust's interest in HWI. On November 21, 2022, the Trust filed a motion with the Western District of Pennsylvania Bankruptcy Court (Bankruptcy Court) to approve the Amended Buyout Agreement (Buyout Motion), and on December 8, 2022, the Bankruptcy Court entered an order approving the Buyout Motion. On January 30, 2023, Honeywell paid \$1,327,153,783 to the Trust in conjunction with closing the Amended Buyout Agreement (Buyout).

In connection with the Buyout Motion, the Bankruptcy Court also approved the Third Amended Trust Distribution Procedures and Second Amended and Restated Trust Agreement. Prior to the Buyout, all assets of the Trust were segregated into multiple funds, each restricted to be used to fund either operating expenses or claims payments. Following the Buyout, all assets of the Trust are no longer restricted for specific use.

Claims are designated in the Trust Agreement as either Annual Contribution (AC) or Pre-Established (PE) claims. Prior to the Buyout, on a quarterly basis, Honeywell transferred to the PE Claims Fund an amount of cash equal to the amount of PE claims in the PE Claims Fund FIFO Payment Queue. Also, on a quarterly basis, Honeywell transferred to the AC Claims Fund an amount of cash equal to the amount of AC claims in the AC Claims Fund FIFO Payment Queue after application of funds from the Trust's holdings to pay AC Claims, as provided in the Trust Agreement. Honeywell's obligation to make quarterly contributions to the Trust's AC Claims Fund was subject to the annual caps or

**North American Refractories Company
Asbestos Personal Injury Settlement Trust**

Notes to Special-Purpose Financial Statements

limitations as stated in § 2.3(c)(i)(A)(I) of the Trust Agreement. There were no caps or limitations on Honeywell's obligations to contribute to the PE Claims Fund amounts necessary to pay all approved claims in the PE Claims Fund FIFO Payment Queue.

Pursuant to the Trust's pre-Buyout operations, the Trust continues to maintain three cash accounts. The Operating Expense account is maintained to pay only administrative expenses of the Trust. Prior to the Buyout, Honeywell was required to transfer to the Operating Expense account funds equal to 25% of the Trust's annual administrative budget on a quarterly basis. The AC Claim Distribution account is maintained to pay only AC claims. The PE Claim Distribution account is maintained to pay only PE claims.

2. Significant Accounting Policies

Basis of Presentation

The Trust's financial statements are prepared using special-purpose accounting methods adopted by the Trustees, which differ from accounting principles generally accepted in the United States of America (GAAP). The special-purpose accounting methods were adopted in order to communicate to the beneficiaries of the Trust the net assets presently available for current and future claims and operating expenses. Since the accompanying special-purpose financial statements and transactions are not based upon GAAP, accounting treatment by other parties for these same transactions may differ as to timing and amount. The special-purpose accounting methods include the following:

- a. Prior to the Buyout described in Note 1, funding received from Honeywell for operating expenses and claim payments were recorded as contributions directly to net claimants' equity when the cash was received or when the assets were transferred. These funds did not represent income to the Trust. Under GAAP, these funds would be recorded as income to the Trust in the period that the funds were assigned to the Trust, could be reasonably estimated, and collectability was assured.
- b. The Trust's investments are recorded at fair value. Net realized and unrealized gains (losses) on investments are recorded as additions (deductions) in the special-purpose statements of changes in net claimants' equity.
- c. For special-purpose accounting, a claim is deemed a liability of the Trust that reduces net claimants' equity when the claim is entered in the Payment Queue(s). The Trust reduces net claimants' equity by the amount of the claim when entered in the Payment Queue. Under GAAP, a liability for claims would be recorded based on offers extended and an estimate of the liability would be recorded for remaining claims.
- d. Payments for services to be received over an extended period in the future are expensed as paid because these amounts are no longer available for the payment of claims. Under GAAP, an asset would be recorded and amortized over the period in which the related benefits are received.

Use of Estimates

The preparation of special-purpose financial statements in conformity with the special-purpose accounting methods described above requires the Trust to make estimates and assumptions that affect the reported amounts of certain assets and liabilities and the disclosure of contingent assets and liabilities at the date of the special-purpose financial statements, as well as the reported

**North American Refractories Company
Asbestos Personal Injury Settlement Trust**

Notes to Special-Purpose Financial Statements

amounts of additions and deductions to net claimants' equity during the reporting period. Actual results could differ from those estimates and such differences could have a material effect on net claimants' equity.

Cash, Cash Equivalents, Investment Securities, and Investment in HWI

The Trust considers all highly liquid investments with original maturities of three months or less to be cash equivalents.

Prior to the Buyout discussed in Note 1, the PE Claims Distribution account, AC Claims Distribution account and the Operating Expense account were to be used only for designated purposes. Following the Buyout, all assets of the Trust are no longer restricted for specific use.

Investment securities are stated at fair value with changes in unrealized gains and losses recorded in the current period. Investment income is recognized when earned. Any unpaid interest and dividend income is recorded as accrued interest and dividends receivable. Realized gains and losses on sales are determined using the specific identification method. Prior to the Buyout discussed in Note 1, proceeds from sales and maturities of investment securities were restricted to use of payment of AC Claims. Following the Buyout there is no restriction on the use of proceeds from the sales and maturities of investment securities.

Accrued Expenses and Accounts Payable

Accrued expenses and accounts payable consist of outstanding fees and expenses associated with investment securities and managing the Trust.

Accrued Claims

Accrued claims consist of certain claims that are settled but unpaid at December 31. A settled claim is a claim with a liquidated value determined by the Trustees that has been accepted by the claimant with an executed release submitted to the Trust and entered in the applicable payment queue. An unpaid settled claim is a claim that has not yet been paid.

Operating Expenses

Operating expenses of the Trust are recorded as deductions on the special-purpose statements of changes in net claimants' equity in the period in which the invoices are received and approved.

Income Taxes

The Trust is classified as a Qualified Settlement Fund pursuant to the Internal Revenue Code and Regulations (the Code) thereunder. As a result, the Trust is subject to federal income taxes based on modified gross income, as defined by the Code. No provision for state income taxes was recorded because, as a Delaware trust, the Trust has no state income tax return filing obligation and is not obligated to pay state income taxes.

Federal income taxes are accounted for under the asset and liability method. Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the special-purpose financial statement carrying amount of existing assets and liabilities and their respective tax bases. Deferred tax assets and liabilities are measured using enacted tax rates

North American Refractories Company Asbestos Personal Injury Settlement Trust

Notes to Special-Purpose Financial Statements

expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date.

The Trust is generally no longer subject to income tax examinations by the Internal Revenue Service for the years ended December 31, 2020 and prior.

Risks and Uncertainties

The Trust's assets that are exposed to credit risk consist of cash and cash equivalents. Cash and cash equivalents are maintained at financial institutions and, at times, balances may exceed federally insured limits. The Trust has never experienced any losses related to these balances. Amounts on deposit in excess of federally insured limits at December 31, 2024 approximate \$70 million.

The Trust invests in a professionally managed investment portfolio that may contain equities, mutual funds, bonds and term deposits. 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 (see Note 5), it is at least reasonably possible that changes in the values of investment securities will occur in the near term and that such changes could affect the Trust's account balance and the amounts reported in the special-purpose statements of assets, liabilities and net claimants' equity.

3. Cash, Cash Equivalents and Investment Securities

Cash, cash equivalents and investment securities consist of the following:

December 31, 2024

	Cost	Fair Value	Unrealized Gain
Cash and cash equivalents	\$ 70,324,860	\$ 70,324,860	\$ -
Equity securities	277,269,596	348,922,825	71,653,229
Fixed income securities	860,459,286	878,075,655	17,616,369
Total Cash, Cash Equivalents and Investment Securities	\$ 1,208,053,742	\$ 1,297,323,340	\$ 89,269,598

December 31, 2023

	Cost	Fair Value	Unrealized Gain
Cash and cash equivalents	\$ 103,506,225	\$ 103,506,225	\$ -
Equity securities	315,625,462	338,754,058	23,128,596
Fixed income securities	874,963,544	897,332,833	22,369,289
Total Cash, Cash Equivalents and Investment Securities	\$ 1,294,095,231	\$ 1,339,593,116	\$ 45,497,885

**North American Refractories Company
Asbestos Personal Injury Settlement Trust**

Notes to Special-Purpose Financial Statements

4. Investment in HWI

In February 2023, HWI was acquired by a third party and the Trust received sale proceeds of approximately \$270,118,000 and a pre-closing dividend from HWI of \$25,833,000. In June 2023, certain post-closing adjustments were determined, and the Trust received approximately \$30,845,000 of additional sales proceeds. In July and September 2023, the Trust received approximately \$10,000 and \$272,000, respectively, of additional sales proceeds. Under the Amended Buyout Agreement described in Note 1, net proceeds from the disposition of the Trust's interest in HWI will be paid to Honeywell. After deducting anticipated taxes and certain expenses, during 2023, the Trust remitted approximately \$275,160,000 of the HWI pre-closing dividend and sale proceeds received to Honeywell. In March 2024, the Trust received approximately \$5,359,000 of additional sales proceeds, and after deducting anticipated taxes and certain expenses, remitted approximately \$3,372,000 to Honeywell in April 2024.

In connection with the sale of HWI, the Trust was appointed as the Stockholder Representative under the merger agreement. In connection with its role as Stockholder Representative, the Trust received \$1,000,000 to be held in an account established by or on behalf of the HWI Stockholders for the satisfaction of the Stockholder Representative's and the HWI Stockholders' expenses and liabilities as directed by the Stockholder Representative (on behalf of the HWI Stockholders) in accordance with the merger agreement. Once that role is completed, any excess funds will be distributed to the former stockholders of HWI, including the Trust for the benefit of Honeywell. Accordingly, the Trust has recorded the receipt of the Stockholder Representative Fund and a corresponding liability in the amount of \$1,000,000.

In March 2025, the Trust received approximately \$3,868,000 of additional sales proceeds, and after deducting anticipated taxes and certain expenses, remitted approximately \$2,419,000 to Honeywell in March 2025.

5. Fair Value Measurements

The Trust's investments are recorded at fair value. Fair value is defined as the price that would be received to sell an asset or paid to transfer a liability between market participants in an orderly transaction on the measurement date. The market in which the reporting entity would sell the asset or transfer the liability with the greatest volume and level of activity for the asset or liability is known as the principal market. When no principal market exists, the most advantageous market is used. This is the market in which the reporting entity would sell the asset or transfer the liability with the price that maximizes the amount that would be received or minimizes the amount that would be paid. Fair value is based on assumptions market participants would make in pricing the asset or liability. Generally, fair value is based on observable quoted market prices or derived from observable market data when such market prices or data are available. When such prices or inputs are not available, the Trust would use valuation models.

The Trust's assets recorded at fair value on a recurring basis are categorized based on the priority of the inputs used to measure fair value. The inputs used in measuring fair value are categorized into three levels, as follows:

Level 1 - Inputs that are based upon quoted prices for identical instruments traded in active markets.

Level 2 - Inputs that are based upon quoted prices for similar instruments in active markets, quoted prices for identical or similar investments in markets that are not active, or models based on

**North American Refractories Company
Asbestos Personal Injury Settlement Trust**

Notes to Special-Purpose Financial Statements

valuation techniques for which all significant assumptions are observable in the market, or can be corroborated by, observable market data for substantially the full term of the investment.

Level 3 - Inputs that are generally unobservable and typically reflect management's estimates of assumptions that market participants would use in pricing the asset or liability. The fair values are therefore determined using model-based techniques that include option pricing models, discounted cash flow models, and similar techniques.

The following section describes the valuation methodologies the Trust uses to measure its financial assets at fair value:

Level 1 - Equities and mutual funds are valued at the closing price reported on the active market on which the individual securities are traded.

Level 2 - Bonds are valued using a metrics system provided by the pricing vendors.

Level 3 - The fair value measurement of the investment in HWI as of December 31, 2022, was adjusted to reflect fair value as measured by the total consideration realized in connection with the sale to a third party, which closed in February 2023.

Investments measured at fair value on a recurring basis are summarized below:

December 31, 2024

	Assets Measured at Fair Value	Fair Value Hierarchy Level			
		Level 1	Level 2	Level 3	
Cash and cash equivalents	\$ 70,324,860	\$ 70,324,860	\$ -	\$ -	
Equity securities	348,922,825	348,922,825	-	-	
Fixed income securities	878,075,655	-	878,075,655	-	
Total Assets at Fair value	\$ 1,297,323,340	\$ 419,247,685	\$ 878,075,655	\$ -	

December 31, 2023

	Assets Measured at Fair Value	Fair Value Hierarchy Level			
		Level 1	Level 2	Level 3	
Cash and cash equivalents	\$ 103,506,225	\$ 103,506,225	\$ -	\$ -	
Equity securities	338,754,058	338,754,058	-	-	
Fixed income securities	897,332,833	-	897,332,833	-	
Total Assets at Fair Value	\$ 1,339,593,116	\$ 442,260,283	\$ 897,332,833	\$ -	

**North American Refractories Company
Asbestos Personal Injury Settlement Trust**

Notes to Special-Purpose Financial Statements

Level 3 Gains and Losses

The following table sets forth a summary of changes in the fair value of the Trust's investment in HWI (Level 3 assets):

Year ended December 31,

	Level 3	
	2024	2023
Balance, beginning of year	\$ -	\$ 327,400,000
Sale proceeds	-	(327,076,544)
Sale expenses	-	(323,456)
Balance, end of year	\$ -	\$ -

6. Income Taxes

During the years ended December 31, 2024 and 2023, the Trust generated taxable income of approximately \$34,600,000 and \$178,900,000, respectively. During the year ended December 31, 2023, the Trust utilized net operating loss carryforwards and net capital loss carryforwards totaling \$72,246,759 and \$417,201, respectively, to offset taxable income. There were no net operating loss or net capital loss carryforwards available to offset 2024 taxable income, and there are no net operating loss carryforwards or net capital loss carryforwards available at December 31, 2024 to offset future taxable income of the Trust.

Deferred income taxes result from temporary differences between the special-purpose financial statement and tax reporting of additions and deductions to net assets. The entire amount of the deferred tax liability reported as of December 31, 2024 is attributed to the cumulative unrealized gains on investment securities times the applicable tax rate of 37%.

In accordance with the Amended Buyout Agreement, the Trust's tax liabilities related to the sale of HWI, described in Note 4, was paid from sale proceeds. During the year ended December 31, 2024, the Trust made estimated tax payments totaling \$13,050,000.

7. Net Claimants' Equity

The contributions to and deductions from net claimants' equity are comprised of the following:

<i>Year ended December 31,</i>	2024	2023
Buyout funding from Honeywell	\$ -	\$ 1,327,153,783
Sale of investment in HWI	-	(263,224,100)
Net operating results	34,835,638	86,225,518
Distributions from net claimants' equity	(109,110,735)	(92,816,462)
Change in Net Claimants' Equity	\$ (74,275,097)	\$ 1,057,338,739

**North American Refractories Company
Asbestos Personal Injury Settlement Trust**

Notes to Special-Purpose Financial Statements

8. Distributions from Net Claimants' Equity

For the years ended December 31, 2024 and 2023, the Trust settled and paid 3,158 and 3,392 AC claims totaling \$110,700,465 and \$90,578,726, respectively. In addition, the Trust settled and paid 88 and 279 PE claims totaling \$476,000 and \$1,366,200, respectively. For the year ended December 31, 2024, the Trust settled 181 AC claims totaling \$6,363,300 and 3 PE claims totaling \$25,200 which were accrued as of December 31, 2024 and were paid subsequent to year end.

9. Contingent Liabilities

The Plan Documents (as defined in the Plan) subject the Trust to certain reimbursement and indemnification obligations that may result in future claims against the Trust.

The probability of such claims cannot be reasonably determined. Accordingly, no associated liability has been recorded in the accompanying special-purpose financial statements. Such claims, if any, are not expected to be material.

10. Liability for Asbestos Claims

Personal injury claims that were settled, but unpaid as of December 31, 2024 and 2023, have been accrued and included in accrued claims. These amounts have been included in distributions from net claimants' equity in the accompanying special-purpose statements of changes in net claimants' equity for the payment of claims for the year ended December 31, 2024 and 2023.

The ultimate number of Asbestos PI Trust Claims to be filed and the liability for all such claims are not determinable at this time. The net claimants' equity at December 31, 2024 and 2023 represents funding available for Asbestos PI Trust Claims for which no fixed liability has yet been established. However, prior to the Buyout described in Note 1, Honeywell was required to make contributions to the Trust to pay claims as provided in the Trust Agreement. Subsequent to the Buyout, all future claims and operating expenses of the Trust will be funded from the Buyout proceeds and income derived from these proceeds.

11. Related Party Transactions

Pursuant to Sections 3.1(c)(x) and 5.8 of the Trust Agreement, the Trust has engaged individuals at Gleason & Associates, P.C. (Gleason) for claims consulting and Trust administration services. Trustee Gleason is a principal of Gleason. Pursuant to Trust policy, Trustee Gleason abstained from the decision to engage the individuals at Gleason, and also abstains from reviewing and approving invoices from Gleason. During the years ended December 31, 2024 and 2023, the Trust incurred \$1,420,755 and \$1,417,591, respectively, of consulting expenses with this related party, which is included within operating expenses in the accompanying special-purpose statements of changes in net claimants' equity, and in consulting expenses within the supplemental schedules of operating expenses.

**North American Refractories Company
Asbestos Personal Injury Settlement Trust**

Notes to Special-Purpose Financial Statements

12. Subsequent Events

The Trust has evaluated its December 31, 2024 special-purpose financial statements for subsequent events through April 9, 2025, the date the 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 special-purpose financial statements, except as described in Note 4.

Supplementary Information



Tel: 703-770-1079
Fax: 703-893-2766
www.bdo.com

8401 Greensboro Drive, Suite 800
McLean, VA 22102

Independent Auditor's Report on Supplementary Information

Trustees

North American Refractories Company Asbestos Personal Injury Settlement Trust
Dallas, Texas

Our audit of the special-purpose financial statements included in the preceding section of this report was conducted for the purpose of forming an opinion on those special-purpose 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 special-purpose financial statements. Such information is the responsibility of management and was derived from and relates directly to the underlying accounting and other records used to prepare the special-purpose financial statements. The information has been subjected to the auditing procedures applied in the audit of the 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 special-purpose financial statements or to the 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 special-purpose financial statements as a whole.

BDO USA, P.C.

April 9, 2025

**North American Refractories Company
Asbestos Personal Injury Settlement Trust**

Schedules of Operating Expenses

<i>Year ended December 31,</i>	2024	2023
Operating expenses:		
Legal fees	\$ 2,719,239	\$ 3,931,507
Claims processing services	2,364,378	3,965,017
Trustee disbursements	1,499,887	1,670,663
Consulting	1,483,779	1,473,557
Accounting and financial statement audit	356,315	292,446
Insurance	397,857	393,746
Administrative costs	4,688	4,639
Other	38,657	133,815
Total Operating Expenses	\$ 8,864,800	\$ 11,865,390

See independent auditor's report on supplementary information.

IN THE UNITED STATES BANKRUPTCY COURT
FOR THE WESTERN DISTRICT OF PENNSYLVANIA

IN RE: NORTH AMERICAN REFRACTORIES COMPANY, <i>ET AL.</i> , Reorganized Debtors.	Jointly Administered at Bankruptcy Case No.: 02-20198-JCM Chapter 11 Related Doc. No.: 8519
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**CERTIFICATE OF SERVICE OF THE NOTICE OF FILING ANNUAL REPORT,
FINANCIAL STATEMENTS AND RESULTS OF OPERATIONS OF THE NORTH
AMERICAN REFRACTORIES COMPANY INJURY SETTLEMENT TRUST
FOR FISCAL YEAR ENDED DECEMBER 31, 2024**

I certify under penalty of perjury that I served the above captioned pleading on the parties at the addresses specified below or on the attached list on April 25, 2025.

The type(s) of service made on the parties was electronic notification and/or first class mail.

Service by Electronic Notification:

Julie A. Ardoin on behalf of Creditor Ancel Abadie
dlawless@ardoinlawfirm.com

Edwin Beachler on behalf of Attorney LeBlanc & Waddell LLP
ebeachler@cbmclaw.com, dlaughlin@cbmclaw.com;mruefle@cbmclaw.com;lkontor@cbmclaw.com

Alane A. Becket on behalf of Creditor American Express Travel Related Services Company, Inc.
Notices@becket-lee.com

Robert S. Bernstein on behalf of Creditor All Asbestos Tort Claimants
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Creditor Asbestos Related Injury Creditors
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Creditor Baron & Budd, P.C.
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Creditor Motley Rice, LLC
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Creditor Provost & Umphrey LLP
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Creditor Provost Umphrey, LLC
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Creditor Reaud, Morgan & Quinn
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Creditor Reaud, Morgan Parties & Quinn
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Brayton Purcell, L.L.P.
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Brent Coon & Associates
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Cairncross & Hempelmann, P.S.
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Campbell Cherry Harrison Davis Dove,P.C.
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Environmental Litigation Group, P.C.
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Heard, Robins, Cloud, Lubel & Greenwood, L.L.P.
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Hissey *Kientz, LLP
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Hissey, Kientz & Herron, P.L.L.C.
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Hobin, Shingler & Simon, L.L.P.
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Lipsitz & Ponterio, L.L.C.
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Lipsitz Green Scime Cambria LLP
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Norris & Phelps, P.L.L.C.
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Peirce, Raimond & Coulter, P.C.
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Reaud, Morgan & Quinn, Inc.
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Robert G. Taylor II, PC.
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Ryan A. Foster and Associates, PLLC
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Shrader & Williamson, LLP
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Thornton & Naumes, L.L.P.
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Robert S. Bernstein on behalf of Interested Party Williams Bailey Law Firm, L.L.P.
rbernstein@bernsteinlaw.com,
cwirick@bernsteinlaw.com;rbernstein@ecf.courtdrive.com;cwirick@ecf.courtdrive.com

Joseph Boury on behalf of Creditor National Union Fire Insurance Company of Pittsburgh PA
boury@litchfieldcavo.com

Tybe Ann Brett on behalf of Creditor Anthony Baggetta
tbrett@fdpklaw.com, filings@fdpklaw.com

Tybe Ann Brett on behalf of Creditor Daniel K. Nelson
tbrett@fdpklaw.com, filings@fdpklaw.com

Tybe Ann Brett on behalf of Creditor John A. Castilano
tbrett@fdpklaw.com, filings@fdpklaw.com

Tybe Ann Brett on behalf of Creditor Karla Kostuch
tbrett@fdpklaw.com, filings@fdpklaw.com

Tybe Ann Brett on behalf of Creditor Maurice Allen
tbrett@fdpklaw.com, filings@fdpklaw.com

Tybe Ann Brett on behalf of Creditor Paul H. Conley
tbrett@fdpklaw.com, filings@fdpklaw.com

Tybe Ann Brett on behalf of Creditor Richard C. Kaldon
tbrett@fdpklaw.com, filings@fdpklaw.com

W. Steven Bryant on behalf of Creditor Tanglewood Investments, Inc.
hobankecf@lockelord.com

W. Steven Bryant on behalf of Creditor Valero Energy Corp, f/k/a/ Basin Petroleum, f/k/a Phibro Energy USA, Inc
hobankecf@lockelord.com

Paul D. Burke on behalf of Creditor Forest City Commercial Management, Inc.
pdb@sgkpc.com

Noel C. Burnham on behalf of Creditor Certain NARCO Cancer Claimants
nburnham@burnhamlawassociates.com

John W. Burns on behalf of Creditor Ace Companies
jburns@dmclaw.com, jswick@grsm.com

John W. Burns on behalf of Creditor Century Indemnity Company
jburns@dmclaw.com, jswick@grsm.com

John W. Burns on behalf of Creditor OneBeacon America Insurance Company
jburns@dmclaw.com, jswick@grsm.com

John W. Burns on behalf of Creditor Stonewall Insurance Company
jburns@dmclaw.com, jswick@grsm.com

John W. Burns on behalf of Creditor TIG Insurance Company
jburns@dmclaw.com, jswick@grsm.com

John W. Burns on behalf of Interested Party Century Indemnity Company
jburns@dmclaw.com, jswick@grsm.com

John W. Burns on behalf of Interested Party OneBeacon America Insurance Company
jburns@dmclaw.com, jswick@grsm.com

John W. Burns on behalf of Interested Party Stonewall Insurance Company
jburns@dmclaw.com, jswick@grsm.com

John W. Burns on behalf of Interested Party TIG Insurance Company
jburns@dmclaw.com, jswick@grsm.com

Brittney N. Campbell on behalf of Creditor Internal Revenue
brittney.n.campbell@usdoj.gov, eastern.taxcivil@usdoj.gov

Douglas Anthony Campbell on behalf of Creditor The Committee of Unsecured Asbestos Creditors
dac@camlev.com,
candl@camlev.com;tmatisic@yahoo.com;mk@camlev.com;jmb@camlev.com;klh@camlev.com;hpenn@camlev.com

Douglas Anthony Campbell on behalf of Creditor Committee Official Committee of Unsecured Asbestos Creditors.
dac@camlev.com,
candl@camlev.com;tmatisic@yahoo.com;mk@camlev.com;jmb@camlev.com;klh@camlev.com;hpenn@camlev.com

Richard S. Canciello on behalf of Creditor Travelers Casualty and Surety Company as Successor-in-Interest to Aetna Casualty and Surety Company
rcanciello@mdbbe.com, rcanciello@mdbbe.com

Richard S. Canciello on behalf of Creditor Travelers Indemnity Company
rcanciello@mdbbe.com, rcanciello@mdbbe.com

George L. Cass on behalf of Creditor J.P. Morgan Trust Company, N.A.
cassgl@bipc.com

Catherine Martin Christopher on behalf of Creditor Hartford Accident and Indemnity Company, First State Insurance Company and Twin City Fire Insurance Company
cchristopher@lenderlaw.com, catherinemartinchristopher@gmail.com

Craig E. Coleman on behalf of Attorney Bethann P. Schaffzin
ccoleman@cbmclaw.com, mruefle@cbmclaw.com; bheidinger@cbmclaw.com

Craig E. Coleman on behalf of Creditor Caroselli, Beachler, McTiernan & Conboy
ccoleman@cbmclaw.com, mruefle@cbmclaw.com; bheidinger@cbmclaw.com

Kimberly A. Coleman on behalf of Creditor Royal Insurance Company of America
lin@neblettlaw.com; bankruptcy@leechtishman.com

Kevin L. Colosimo on behalf of Creditor Alumina Trading Company
kcolosimo@fbtlaw.com, awebb@fbtlaw.com, akegley@fbtlaw.com

Kevin L. Colosimo on behalf of Creditor Possehl, Inc.
kcolosimo@fbtlaw.com, awebb@fbtlaw.com, akegley@fbtlaw.com

Kevin L. Colosimo on behalf of Plaintiff Possehl, Inc. Group
kcolosimo@fbtlaw.com, awebb@fbtlaw.com, akegley@fbtlaw.com

Neal D. Colton on behalf of Defendant Federal Insurance Company
ncolton@cozen.com, escherling@cozen.com

Neal D. Colton on behalf of Defendant Mt. McKinley Insurance Company
ncolton@cozen.com, escherling@cozen.com

Erica Koehl Dausch on behalf of Creditor North American Refractories Company Asbestos Personal Injury Settlement Trust
edausch@babstcalland.com, ekoehl@babstcalland.com

Reed J. Davis on behalf of Creditor Toyota Motor Credit Company
rjd@ddapc.com, lad@ddapc.com

Louis A. DePaul, Jr. on behalf of Interested Party CTI Acquisition, LLC
ldepaul@eckertseamans.com

John D. Demmy on behalf of Creditor Century Indemnity Company
jdd@stevenslee.com

John D. Demmy on behalf of Creditor International Insurance Company
jdd@stevenslee.com

John D. Demmy on behalf of Creditor Westchester Fire Insurance Company
jdd@stevenslee.com

John D. Demmy on behalf of Interested Party Century Indemnity Company, as successor to CIGNA Specialty Company, formerly known as California Union Insurance Company, and Westchester Fire Insurance Company, for itself and for International Insur
jdd@stevenslee.com

Sally E. Edison on behalf of Accountant KPMG LLP
sedison@spilmanlaw.com, tcollins@spilmanlaw.com

Sally E. Edison on behalf of Accountant KPMG, LLP
sedison@spilmanlaw.com, tcollins@spilmanlaw.com

Sally E. Edison on behalf of Accountant Mesirow Financial Consulting, LLC
sedison@spilmanlaw.com, tcollins@spilmanlaw.com

Sally E. Edison on behalf of Creditor Office Committee of Unsecured Trade Creditors of North American Refractories Co.
sedison@spilmanlaw.com, tcollins@spilmanlaw.com

Sally E. Edison on behalf of Creditor Office Committee of Unsecured Trade Creditors of North American Refractories Company
sedison@spilmanlaw.com, tcollins@spilmanlaw.com

Sally E. Edison on behalf of Creditor Official Committee of Unsecured Trade Creditors
sedison@spilmanlaw.com, tcollins@spilmanlaw.com

Sally E. Edison on behalf of Creditor Official Committee of Unsecured Trade Creditors of Global Industrial Technologies, Inc. et al.
sedison@spilmanlaw.com, tcollins@spilmanlaw.com

Sally E. Edison on behalf of Creditor Committee Toyal America Inc
sedison@spilmanlaw.com, tcollins@spilmanlaw.com

Sally E. Edison on behalf of Financial Advisor Mesirow Financial Consulting, LLC
sedison@spilmanlaw.com, tcollins@spilmanlaw.com

Sally E. Edison on behalf of Plaintiff The Official Committee of Unsecured Creditors of Federal Street Construction Co., Inc.
sedison@spilmanlaw.com, tcollins@spilmanlaw.com

Robert C. Edmundson on behalf of Creditor Commonwealth of PA, Dept of Revenue
redmundson@attorneygeneral.gov

Robert C. Edmundson on behalf of Creditor Commonwealth of Pa Dept of Revenue
redmundson@attorneygeneral.gov

Robert C. Edmundson on behalf of Creditor Office of Attorney General, Pennsylvania Department of Revenue
redmundson@attorneygeneral.gov

James S. Ehrman on behalf of Creditor Radix Wire Company
jehrman@margolisedelstein.com

C. Thomas Ezzell on behalf of Creditor Ash Trucking Company Inc.
tezzell@gettylawgroup.com

Brian P. Fagan on behalf of Creditor DKW Law Group, PC

bfagan@metzlewis.com, mmattheis@metzlewis.com

Derek J. Ferace on behalf of Creditor Hartford Accident and Indemnity Company, First State Insurance Company and Twin City Fire Insurance Company
derek.ferace@parkvale.com, derek.ferace@parkvale.com

Derek J. Ferace on behalf of Interested Party North American Refractories Company
derek.ferace@parkvale.com, derek.ferace@parkvale.com

Shelley L. Forrest on behalf of Creditor Missouri Department of Labor and Industrial Relations, Division of Worker's Compensation
shelley@mobankruptcy.com

Shelley L. Forrest on behalf of Creditor Missouri Department of Natural Resources
shelley@mobankruptcy.com

Victoria D. Garry on behalf of Creditor Ohio Bureau of Workers' Compensation
vgarry@ag.state.oh.us

Victoria D. Garry on behalf of Creditor Ohio Department of Taxation
vgarry@ag.state.oh.us

James A. Georges on behalf of Creditor California Union Insurance Company
jgeorges@aia.edu

James A. Georges on behalf of Creditor International Insurance Company
jgeorges@aia.edu

James A. Georges on behalf of Creditor Pacific Employers Insurance Company
jgeorges@aia.edu

James A. Georges on behalf of Creditor Westchester Fire Insurance Company
jgeorges@aia.edu

James A. Georges on behalf of Interested Party Westchester Fire Insurance Company
jgeorges@aia.edu

Richard A. Getty on behalf of Creditor Ash Trucking Company Inc.
rgetty@gettychilders.com, estajduhar@gettychilders.com

Joseph G. Gibbons on behalf of Creditor Century Indemnity Company
joseph.g.gibbons.esq@gmail.com

Joseph G. Gibbons on behalf of Creditor Westchester Fire Insurance Company
joseph.g.gibbons.esq@gmail.com

Joseph G. Gibbons on behalf of Interested Party Century Indemnity Company, as successor to CIGNA Specialty Company, formerly known as California Union Insurance Company, and Westchester Fire Insurance Company, for itself and for International Insur
joseph.g.gibbons.esq@gmail.com

Norman E. Gilkey on behalf of Spec. Counsel Babst, Calland, Clements & Zomnir, P.C.
ngilkey@bccz.com

John K. Gisleson on behalf of Interested Party A.P. Green Industries, Inc.
john.gisleson@morganlewis.com, tamara.giulianelli@morganlewis.com

John K. Gisleson on behalf of Interested Party A.P. Green Refractories, Inc.
john.gisleson@morganlewis.com, tamara.giulianelli@morganlewis.com

John K. Gisleson on behalf of Interested Party A.P. Green Services,
john.gisleson@morganlewis.com, tamara.giulianelli@morganlewis.com

Lawrence H. Glanzer on behalf of Creditor J.P. Morgan Trust Company, N.A.
glanzer@rlglegal.com

Lawrence H. Glanzer on behalf of Debtor North American Refractories Company
glanzer@rlglegal.com

Matthew A. Gold on behalf of Creditor Argo Partners
courts@argopartners.net

Craig Goldblatt on behalf of Creditor Hartford Accident and Indemnity Company, First State Insurance Company
and Twin City Fire Insurance Company
, WHDocketing@wilmerhale.com

Jodi Hause on behalf of U.S. Trustee Office of the United States Trustee
jodi.hause@usdoj.gov, David.A.Berry@usdoj.GOV;Steven.W.Albright@usdoj.GOV

Jason P. Healey on behalf of Creditor Bancroft Bag, Inc.
jahst128@hotmail.com

Jason P. Healey on behalf of Creditor Vesuvius USA Corporation
jahst128@hotmail.com

Joel M. Helmrich on behalf of Attorney Lawrence Fitzpatrick
Jhelmrich1@gmail.com, diane.brink@dinsmore.com

Joel M. Helmrich on behalf of Consultant Analysis Research & Planning Corporation
Jhelmrich1@gmail.com, diane.brink@dinsmore.com

Joel M. Helmrich on behalf of Creditor Analysis Research & Planning Corporation
Jhelmrich1@gmail.com, diane.brink@dinsmore.com

Joel M. Helmrich on behalf of Creditor Future Claimants
Jhelmrich1@gmail.com, diane.brink@dinsmore.com

Joel M. Helmrich on behalf of Creditor Lawrence Fitzpatrick, Futures Claims Representative
Jhelmrich1@gmail.com, diane.brink@dinsmore.com

Joel M. Helmrich on behalf of Creditor Meyer, Unkovic & Scott LLP
Jhelmrich1@gmail.com, diane.brink@dinsmore.com

Joel M. Helmrich on behalf of Financial Advisor Bederson & Company LLP
Jhelmrich1@gmail.com, diane.brink@dinsmore.com

Joel M. Helmrich on behalf of Interested Party Honeywell International Inc.
Jhelmrich1@gmail.com, diane.brink@dinsmore.com

Joel M. Helmrich on behalf of Intervenor The Official Committee of Asbestos Claimants
Jhelmrich1@gmail.com, diane.brink@dinsmore.com

Joel M. Helmrich on behalf of Other Prof. Future Representatives
Jhelmrich1@gmail.com, diane.brink@dinsmore.com

Joel M. Helmrich on behalf of Other Prof. Lawrence Fitzpatrick
Jhelmrich1@gmail.com, diane.brink@dinsmore.com

Joel M. Helmrich on behalf of Plaintiff North American Refractories Company
Jhelmrich1@gmail.com, diane.brink@dinsmore.com

Joel M. Helmrich on behalf of Spec. Counsel Bederson & Company LLP
Jhelmrich1@gmail.com, diane.brink@dinsmore.com

Joel M. Helmrich on behalf of Spec. Counsel Dinsmore & Shohl LLP
Jhelmrich1@gmail.com, diane.brink@dinsmore.com

Joel M. Helmrich on behalf of Spec. Counsel Meyer Unkovic & Scott LLP
Jhelmrich1@gmail.com, diane.brink@dinsmore.com

Joel M. Helmrich on behalf of Spec. Counsel Young Conaway Stargatt & Taylor LLP
Jhelmrich1@gmail.com, diane.brink@dinsmore.com

Brian T. Himmel on behalf of Debtor Global Industrial Technologies, Inc.
bhimmel@reedsmith.com, abhimmel@msn.com

Brian T. Himmel on behalf of Debtor North American Refractories Company
bhimmel@reedsmith.com, abhimmel@msn.com

Brian T. Himmel on behalf of Interested Party A.P. Green Industries, Inc.
bhimmel@reedsmith.com, abhimmel@msn.com

Brian T. Himmel on behalf of Interested Party A.P. Green Refractories, Inc.
bhimmel@reedsmith.com, abhimmel@msn.com

Brian T. Himmel on behalf of Interested Party A.P. Green Services,
bhimmel@reedsmith.com, abhimmel@msn.com

Brian T. Himmel on behalf of Interested Party ANH Refractories Company
bhimmel@reedsmith.com, abhimmel@msn.com

Brian T. Himmel on behalf of Interested Party Harbison-Walker International Refractories, Inc.
bhimmel@reedsmith.com, abhimmel@msn.com

Brian T. Himmel on behalf of Interested Party Harbison-Walker Refractories Company
bhimmel@reedsmith.com, abhimmel@msn.com

Brian T. Himmel on behalf of Interested Party North American Refractories Company
bhimmel@reedsmith.com, abhimmel@msn.com

Laura S. Irwin on behalf of Creditor Internal Revenue
Patricia.Fitzgerald@usdoj.gov

Laura S. Irwin on behalf of Creditor Internal Revenue Service
Patricia.Fitzgerald@usdoj.gov

Ryan James on behalf of Creditor Resco Products, Inc.
rjames@tuckerlaw.com, pmorelli@tuckerlaw.com

Melanie M. Jones on behalf of Spec. Counsel Dinsmore & Shohl LLP
melanie.jones@dinslaw.com, diane.brink@dinslaw.com

James Helton Joseph on behalf of Accountant KPMG LLP
jhj@sweeth2ogroup.com, stbpghbankruptcy@spilmanlaw.com

James Helton Joseph on behalf of Accountant KPMG, LLP
jhj@sweeth2ogroup.com, stbpghbankruptcy@spilmanlaw.com

James Helton Joseph on behalf of Creditor Official Committee of Unsecured Trade Creditors
jhj@sweeth2ogroup.com, stbpghbankruptcy@spilmanlaw.com

James Helton Joseph on behalf of Creditor Official Committee of Unsecured Trade Creditors of Global Industrial Technologies, Inc. et al.
jhj@sweeth2ogroup.com, stbpghbankruptcy@spilmanlaw.com

Katherine Kakish on behalf of Creditor State of Michigan
kakishk@michigan.gov

Katherine Kakish on behalf of Creditor State of Michigan, Department of Treasury
kakishk@michigan.gov

Katherine Kakish on behalf of Interested Party State of Michigan, Department of Treasury
kakishk@michigan.gov

Owen W. Katz on behalf of Creditor Hyde Company
okatz@katzlawoffice.com, okatz2011@gmail.com

Jonathan T. Krassenstein on behalf of Creditor Simeon Johnson, et al.
jtk@krasslaw.com

Maureen Kroll on behalf of Cred. Comm. Chair WM Building Services, Inc.
maureen@mkroll.comcastbiz.net, lisa@mkroll.comcastbiz.net

Maureen Kroll on behalf of Creditor WM Building Services, Inc.
maureen@mkroll.comcastbiz.net, lisa@mkroll.comcastbiz.net

Maureen Kroll on behalf of Creditor Wayne Maglicco
maureen@mkroll.comcastbiz.net, lisa@mkroll.comcastbiz.net

David W. Lampl on behalf of Creditor Amerada Hess Corporation
bankruptcy@leechtishman.com, dlampl@leechtishman.com;cthormton-
illar@leechtishman.com;mproden@leechtishman.com

Lawrence F. Landgraff on behalf of Creditor Pension Benefit Guaranty Corporation
landgraff.larry@pbgc.gov, efile@pbgc.gov

Ralph L. Landy on behalf of Creditor Pension Benefit Guaranty Corporation
landy.ralph@pbgc.gov, efile@pbgc.gov

Brian A. Lawton on behalf of Interested Party Outokumpu Technology OY
blawton@cohenseglias.com, ypearsol@cohenseglias.com

Jeanne S. Lofgren on behalf of Creditor National Union Fire Insurance Company
jlofgren@camlev.com

Jeanne S. Lofgren on behalf of Creditor National Union Fire Insurance Company of Pittsburgh PA
jlofgren@camlev.com

Matthew Thomas Logue on behalf of Interested Party Garlock Sealing Technologies, LLC
matt@quinnlogue.com, mattlogue@ecf.courtdrive.com, info@quinnlogue.com, mattlogue@yahoo.com

Louis C. Long on behalf of Creditor Travelers Casualty & Surety Company successor in interest to Aetna Casualty & Surety Company
lcl@pbandg.com, llong@mdbbe.com

Louis C. Long on behalf of Creditor Travelers Indemnity Company
lcl@pbandg.com, llong@mdbbe.com

Beverly Weiss Manne on behalf of Creditor National Union Fire Insurance Company
bmanne@tuckerlaw.com, bewmanne@aol.com, jrusnack@tuckerlaw.com

Beverly Weiss Manne on behalf of Creditor National Union Fire Insurance Company of Pittsburgh PA
bmanne@tuckerlaw.com, bewmanne@aol.com, jrusnack@tuckerlaw.com

Beverly Weiss Manne on behalf of Creditor National Union Fire Insurance Company of Pittsburgh, PA
bmanne@tuckerlaw.com, bewmanne@aol.com, jrusnack@tuckerlaw.com

Nancy L. Manzer on behalf of Creditor Hartford Accident and Indemnity Company, First State Insurance Company and Twin City Fire Insurance Company
nancy.manzer@wilmerhale.com

Warner Mariani on behalf of Other Prof. KARL SCHIENEMAN
wmariani@pwlawinc.com, marianilaw@gmail.com

Bruce E. Mattock on behalf of Interested Party Goldberg Persky Jennings & White, P.C.
bmattock@gpwlaw.com

J. Michael McCague on behalf of Creditor Fireman's Fund Insurance Company
jmm@gmwpclaw.com

J. Michael McCague on behalf of Creditor Royal Insurance Company of America
jmm@gmwpclaw.com

Paul S. McGrath, Jr. on behalf of Creditor Hartford Accident and Indemnity Company, First State Insurance Company and Twin City Fire Insurance Company
pmcgrath@lenderlaw.com

Philip E. Milch on behalf of Attorney Campbell & Levine, LLC
pem@camlev.com, candl@camlev.com; tmatiasic@yahoo.com; mk@camlev.com

Philip E. Milch on behalf of Attorney Caplin & Drysdale, Chartered
pem@camlev.com, candl@camlev.com; tmatiasic@yahoo.com; mk@camlev.com

Philip E. Milch on behalf of Creditor Committee of Asbestos Creditors of Global Industrial Technologies, Inc.
pem@camlev.com, candl@camlev.com; tmatiasic@yahoo.com; mk@camlev.com

Philip E. Milch on behalf of Creditor The Committee of Unsecured Asbestos Creditors
pem@camlev.com, candl@camlev.com; tmatiasic@yahoo.com; mk@camlev.com

Philip E. Milch on behalf of Creditor Committee Official Committee of Unsecured Asbestos Creditors.

pem@camlev.com, candl@camlev.com;tmatiasic@yahoo.com;mk@camlev.com

Philip E. Milch on behalf of Financial Advisor Charter Oak Financial Consultants, LLC
pem@camlev.com, candl@camlev.com;tmatiasic@yahoo.com;mk@camlev.com

Philip E. Milch on behalf of Interested Party Anderson Kill & Olick, P.C.
pem@camlev.com, candl@camlev.com;tmatiasic@yahoo.com;mk@camlev.com

Philip E. Milch on behalf of Intervenor The Official Committee of Asbestos Claimants
pem@camlev.com, candl@camlev.com;tmatiasic@yahoo.com;mk@camlev.com

Philip E. Milch on behalf of Other Prof. Legal Analysis Systems, Inc.
pem@camlev.com, candl@camlev.com;tmatiasic@yahoo.com;mk@camlev.com

Alan S. Miller on behalf of Creditor Liberty Mutual Insurance Company
milleras@hh-law.com, anthonyll@hh-law.com

Robert B. Millner on behalf of Creditor Appalachian Insurance Company, Inc.
robert.millner@snrdenton.com

Robert B. Millner on behalf of Creditor Liberty Mutual Insurance Company
robert.millner@snrdenton.com

Andrew J. Muha on behalf of Debtor Global Industrial Technologies, Inc.
amuha@reedsmith.com, bankruptcy-2628@ecf.pacerpro.com

Andrew J. Muha on behalf of Debtor North American Refractories Company
amuha@reedsmith.com, bankruptcy-2628@ecf.pacerpro.com

Andrew J. Muha on behalf of Financial Advisor Kroll Zolfo Cooper LLC
amuha@reedsmith.com, bankruptcy-2628@ecf.pacerpro.com

Dennis St. J. Mulvihill on behalf of Creditor The Travelers Indemnity Company & Affiliates
dmulvihill@rlmlawfirm.com, jmathews@rlmlawfirm.com

Dennis St. J. Mulvihill on behalf of Creditor Travelers Casualty & Surety Company successor in interest to Aetna Casualty & Surety Company
dmulvihill@rlmlawfirm.com, jmathews@rlmlawfirm.com

Dennis St. J. Mulvihill on behalf of Creditor Travelers Casualty and Surety Company as Successor-in-Interest to Aetna Casualty and Surety Company
dmulvihill@rlmlawfirm.com, jmathews@rlmlawfirm.com

Dennis St. J. Mulvihill on behalf of Creditor Travelers Indemnity Company
dmulvihill@rlmlawfirm.com, jmathews@rlmlawfirm.com

Dennis St. J. Mulvihill on behalf of Creditor United States Fidelity and Guaranty Company
dmulvihill@rlmlawfirm.com, jmathews@rlmlawfirm.com

Jeffrey A. Muriceak on behalf of Creditor Blair County Tax Claim Bureau
jmuriceak@eveyblack.com, choover@eveyblack.com

Kelly M. Neal on behalf of Interested Party Hossley*Embry
kelly.neal@bipc.com, donna.curcio@bipc.com;sean.kenny@bipc.com;eservice@bipc.com

Kelly M. Neal on behalf of Interested Party Provost Umphrey Law Firm LLP, Baldwin & Baldwin, LLP, Mazur &

Kittel, PLLC and Bruegger & McCullough
kelly.neal@bipc.com, donna.curcio@bipc.com; sean.kenny@bipc.com; eservice@bipc.com

Gary Philip Nelson on behalf of Consultant Analysis Research & Planning Corporation
gpn@sgkpc.com

Gary Philip Nelson on behalf of Creditor Bastien & Martin, L.C.
gpn@sgkpc.com

Gary Philip Nelson on behalf of Creditor Forest City Commercial Management, Inc.
gpn@sgkpc.com

Gary Philip Nelson on behalf of Creditor Property Assessment Advisors, Inc.
gpn@sgkpc.com

Gary Philip Nelson on behalf of Interested Party Philip A. Pahigian
gpn@sgkpc.com

Gary Philip Nelson on behalf of Other Prof. Future Representatives
gpn@sgkpc.com

Gary Philip Nelson on behalf of Other Prof. Sherrard, German & Kelly, P.C.
gpn@sgkpc.com

James D. Newell on behalf of Other Prof. Buchanan Ingersoll & Rooney
james.newell@bipc.com, donna.curcio@bipc.com

Darlene M. Nowak on behalf of Creditor Marcus & Shapira, LLP
nowak@marcus-shapira.com

Darlene M. Nowak on behalf of Creditor Union Pacific Railroad Company
nowak@marcus-shapira.com

Darlene M. Nowak on behalf of Creditor Daniel Toll
nowak@marcus-shapira.com

Darlene M. Nowak on behalf of Creditor Donald Carlyle
nowak@marcus-shapira.com

Darlene M. Nowak on behalf of Creditor Donald Mielke
nowak@marcus-shapira.com

Darlene M. Nowak on behalf of Creditor Estate of Woodrow Lovett
nowak@marcus-shapira.com

Darlene M. Nowak on behalf of Creditor Jack R. Janney
nowak@marcus-shapira.com

Darlene M. Nowak on behalf of Creditor Jess Hutchinson
nowak@marcus-shapira.com

Darlene M. Nowak on behalf of Creditor Jurgen Abels
nowak@marcus-shapira.com

Darlene M. Nowak on behalf of Creditor Michael B Cooney
nowak@marcus-shapira.com

Darlene M. Nowak on behalf of Creditor William F. Morrison
nowak@marcus-shapira.com

Darlene M. Nowak on behalf of Interested Party Certain Underwriters at Lloyd's, London
nowak@marcus-shapira.com

Office of the United States Trustee
ustpregion03.pi.ecf@usdoj.gov

Nicholas R. Pagliari on behalf of Debtor Global Industrial Technologies, Inc.
npagliari@mijb.com, sburick@mijb.com

Nicholas R. Pagliari on behalf of Debtor North American Refractories Company
npagliari@mijb.com, sburick@mijb.com

Nicholas R. Pagliari on behalf of Interested Party A.P. Green Industries, Inc.
npagliari@mijb.com, sburick@mijb.com

Nicholas R. Pagliari on behalf of Plaintiff North American Refractories Company
npagliari@mijb.com, sburick@mijb.com

Nicholas R. Pagliari on behalf of Plaintiff Tri-Star Refractories, Inc.
npagliari@mijb.com, sburick@mijb.com

Timothy P. Palmer on behalf of Creditor Personal Injury Claimants Represented by Zamler, Mellen & Shiffman, P.C.
timothy.palmer@bipc.com, donna.curcio@bipc.com;sean.kenny@bipc.com;eservice@bipc.com

David J. Parsons on behalf of Creditor Motley Rice, LLC
parsons@sbep-law.com

David J. Parsons on behalf of Creditor Provost & Umphrey LLP
parsons@sbep-law.com

David J. Parsons on behalf of Interested Party Baldwin & Baldwin
parsons@sbep-law.com

Mark B. Peduto on behalf of Creditor Honeywell International, Inc.
pandaecfinbox@yahoo.com, jadam@c-vlaw.com;ssimmons@c-vlaw.com;kmosur@c-vlaw.com;apratt@c-vlaw.com

Richard G. Placey on behalf of Creditor Essroc Cement Corp.
rplacey@mmwr.com, plorenz@mmwr.com;richard-placey-6658@ecf.pacerpro.com

William C. Price on behalf of Interested Party York Linings International, Inc.
wprice@clarkhill.com, aporter@clarkhill.com

Peter Nicholas Pross on behalf of Creditor GP6, LLC
ppross@eckertseamans.com, dknox@eckertseamans.com

Peter Nicholas Pross on behalf of Creditor GS Technologies Operating Co., Inc.
ppross@eckertseamans.com, dknox@eckertseamans.com

Peter Nicholas Pross on behalf of Interested Party Anchor North America, Inc.
ppross@eckertseamans.com, dknox@eckertseamans.com

Peter Nicholas Pross on behalf of Interested Party Ancor Africa, LTD.
ppross@eckertseamans.com, dknox@eckertseamans.com

Peter Nicholas Pross on behalf of Interested Party Ancor HMG Europa LTD.
ppross@eckertseamans.com, dknox@eckertseamans.com

Peter Nicholas Pross on behalf of Interested Party Ancor Mexicana, S.A. De C.V.
ppross@eckertseamans.com, dknox@eckertseamans.com

Peter Nicholas Pross on behalf of Interested Party Ancor Surya Industries PTE. LTD.
ppross@eckertseamans.com, dknox@eckertseamans.com

Peter Nicholas Pross on behalf of Interested Party Anticorrosivos Industriales LTDA.
ppross@eckertseamans.com, dknox@eckertseamans.com

Peter Nicholas Pross on behalf of Interested Party Inversiones Y Asesorias Stierling Y Compania LTD.
ppross@eckertseamans.com, dknox@eckertseamans.com

Peter Nicholas Pross on behalf of Interested Party Servicios De Ingenieria Anticorrosivos LTDA
ppross@eckertseamans.com, dknox@eckertseamans.com

Peter Nicholas Pross on behalf of Interested Party The Stierling Group
ppross@eckertseamans.com, dknox@eckertseamans.com

Peter Nicholas Pross on behalf of Interested Party Carlos Stierling
ppross@eckertseamans.com, dknox@eckertseamans.com

Christopher K. Ramsey on behalf of Interested Party A.P. Green Industries, Inc.
cramsey@morganlewis.com, kxander@morganlewis.com;jtanski@morganlewis.com;sosselborn@morganlewis.com

Christopher K. Ramsey on behalf of Interested Party A.P. Green Refractories, Inc.
cramsey@morganlewis.com, kxander@morganlewis.com;jtanski@morganlewis.com;sosselborn@morganlewis.com

Christopher K. Ramsey on behalf of Interested Party A.P. Green Services,
cramsey@morganlewis.com, kxander@morganlewis.com;jtanski@morganlewis.com;sosselborn@morganlewis.com

Natalie D. Ramsey on behalf of Interested Party Certain Law Firms
nramsey@rc.com

Thomas E. Reilly on behalf of Creditor CitiCapital Commercial Leasing Corp.
ecf@tomreillylaw.com

Thomas E. Reilly on behalf of Creditor GE Capital Corporation
ecf@tomreillylaw.com

Richard F. Rescho on behalf of Creditor Christopher E. Grell
rrescho2001@yahoo.com, kjauyoung@yahoo.com

Richard F. Rescho on behalf of Creditor Wrongful Death Claimants Asbestos Personal Injury &
rrescho2001@yahoo.com, kjauyoung@yahoo.com

Samuel F. Reynolds, Jr. on behalf of Creditor Komatsu America Corporation
sfreynoldsjr@uss.com, ktaylor@uss.com;ldstewart@uss.com

Alan B. Rich on behalf of Attorney Baron & Budd, P.C.
apg@alanrichlaw.com

Alan B. Rich on behalf of Attorney LeBlanc & Waddell LLP
apg@alanrichlaw.com

Alan B. Rich on behalf of Attorney Silber Pearlman, LLP
apg@alanrichlaw.com

Alan B. Rich on behalf of Creditor Asbestos Personal Injury Creditors
apg@alanrichlaw.com

Alan B. Rich on behalf of Creditor Asbestos Related Injury Creditors
apg@alanrichlaw.com

Alan B. Rich on behalf of Creditor Baron & Budd, P.C.
apg@alanrichlaw.com

Alan B. Rich on behalf of Creditor Certain Asbestos Creditors
apg@alanrichlaw.com

Alan B. Rich on behalf of Creditor Tort Victims Represented by Baron & Budd, P.C.
apg@alanrichlaw.com

Alan B. Rich on behalf of Creditor Tort Victims Represented by LeBlanc & Waddell, LLP
apg@alanrichlaw.com

Alan B. Rich on behalf of Creditor Tort Victims Represented by Silber Pearlman, LLP
apg@alanrichlaw.com

Alan B. Rich on behalf of Interested Party Silber Pearlman LLP
apg@alanrichlaw.com

Michael J. Roeschenthaler on behalf of Defendant Amerada Hess Corporation
mroeschenthaler@wtplaw.com, kmccauley@wtplaw.com;llescallete@wtplaw.com

Michael J. Roeschenthaler on behalf of Defendant Statoil Energy, Inc.
mroeschenthaler@wtplaw.com, kmccauley@wtplaw.com;llescallete@wtplaw.com

Justin T. Romano on behalf of Interested Party Garlock Sealing Technologies, LLC
jromano@dscslaw.com

David W. Ross on behalf of Creditor North American Refractories Company Asbestos Personal Injury Settlement Trust
dross@bernsteinlaw.com, cwirick@bernsteinlaw.com;cwirick@ecf.courtdrive.com;dross601@ecf.courtdrive.com

David W. Ross on behalf of Creditor North American Refractories Company Asbestos Personal Injury Settlement Trust
dross@bernsteinlaw.com, cwirick@bernsteinlaw.com;cwirick@ecf.courtdrive.com;dross601@ecf.courtdrive.com

Joel W. Ruderman on behalf of Creditor Shook & Fletcher Asbestos Settlement Trust
ruderman.joel@pbgc.gov, efile@pbgc.gov

Robert G. Sable on behalf of Creditor Committee of Unsecured Trade Creditors of North American Refractories Company
Rsable@mogillaw.com, lesliem@mogillaw.com

Peter John Sacripanti on behalf of Creditor Honeywell International, Inc.

psacripanti@mwe.com, Dazman@mwe.com

Peter John Sacripanti on behalf of Interested Party Honeywell International Inc.
psacripanti@mwe.com, Dazman@mwe.com

Russell R. Sanders on behalf of Creditor GMAC
rsanders@tuckerlaw.com

Russell R. Sanders on behalf of Creditor General Motors Acceptance Corporation
rsanders@tuckerlaw.com

Stephen B. Selbst on behalf of Creditor Honeywell International, Inc.
, courtnotices@herrick.com;lporetzsky@herrick.com

Stephen B. Selbst on behalf of Interested Party 2002 Funding LLC
, courtnotices@herrick.com;lporetzsky@herrick.com

Stephen B. Selbst on behalf of Interested Party Honeywell International Inc.
, courtnotices@herrick.com;lporetzsky@herrick.com

Michael A. Shiner on behalf of Creditor National Union Fire Insurance Company
mshiner@tuckerlaw.com

Michael A. Shiner on behalf of Creditor National Union Fire Insurance Company of Pittsburgh PA
mshiner@tuckerlaw.com

Michael A. Shiner on behalf of Interested Party London Market Insurers
mshiner@tuckerlaw.com

Steven T. Shreve on behalf of Creditor Serverstal North America, Inc.
steveshreve@comcast.net, G28720@notify.cincompass.com

Steven T. Shreve on behalf of Creditor Severstal North America, Inc.
steveshreve@comcast.net, G28720@notify.cincompass.com

Charles S. Siegel on behalf of Creditor Certain Persons With Asbestos Related Injuries
siegel@waterskraus.com, khewlett@waterskraus.com

Phillip S. Simon on behalf of Creditor Township of Everett
phillip@simonlink.comcastbiz.net

Robert P. Simons on behalf of Debtor Global Industrial Technologies, Inc.
rsimons@reedsmith.com, bankruptcy-2628@ecf.pacerpro.com

Robert P. Simons on behalf of Debtor North American Refractories Company
rsimons@reedsmith.com, bankruptcy-2628@ecf.pacerpro.com

Robert P. Simons on behalf of Interested Party A.P. Green Industries, Inc.
rsimons@reedsmith.com, bankruptcy-2628@ecf.pacerpro.com

Robert P. Simons on behalf of Interested Party ANH Refractories Company
rsimons@reedsmith.com, bankruptcy-2628@ecf.pacerpro.com

Robert P. Simons on behalf of Interested Party RHI Services, Inc.
rsimons@reedsmith.com, bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Attorney Reed Smith, LLP
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor A.P. Green Industries, Inc.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor A.P. Green International, Inc.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor A.P. Green Refractories, Inc.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor A.P. Green Services, Inc.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor APG Development Corp.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor APG Refractories Corp.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor Detrick Refractory Fibers, Inc.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor GIX Foreign Sales Corp.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor GPX Corp.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor GPX Forge, Inc.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor GPX Forge-Acquisition, Inc.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor GPX Forge-U, Inc.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor Global Industrial Technologies Services, Company
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor Global Industrial Technologies, Inc.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor Global Processing Systems, Inc.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor Harbison-Walker International Refractories, Inc.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor Harbison-Walker Refractories Company
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor Harbison-Walker Refractories Europe, Ltd
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor I-Tec Holding Corp.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor Indresco International, Ltd.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor InterTec Company
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor Intogreen Co.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor Lanxide Thermocomposites, Inc.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor North American Refractories Company
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Debtor TMPSC, Inc.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Defendant North American Refractories Company
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Interested Party A.P. Green Refractories, Inc.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Interested Party Harbison-Walker Refractories Company
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Interested Party RHI Services, Inc.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Intervenor Tri-Star Refractories, Inc.
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Paul M. Singer on behalf of Plaintiff North American Refractories Company
psinger@reedsmith.com, gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Joseph S. Sisca on behalf of U.S. Trustee Office of the United States Trustee
joseph.s.sisca@usdoj.gov, David.A.Berry@usdoj.gov

Beth A. Slagle on behalf of Attorney Lawrence Fitzpatrick
bas@muslaw.com, muslawpitt@yahoo.com;aah@muslaw.com

Beth A. Slagle on behalf of Creditor Meyer, Unkovic & Scott LLP
bas@muslaw.com, muslawpitt@yahoo.com;aah@muslaw.com

Beth A. Slagle on behalf of Other Prof. Lawrence Fitzpatrick
bas@muslaw.com, muslawpitt@yahoo.com;aah@muslaw.com

Beth A. Slagle on behalf of Spec. Counsel Meyer Unkovic & Scott LLP
bas@muslaw.com, muslawpitt@yahoo.com;aah@muslaw.com

Joshua D. Smeltzer on behalf of Creditor Internal Revenue

joshua.d.smeltzer@usdoj.gov, eastern.taxcivil@usdoj.gov

Eric T. Smith on behalf of Creditor General Refractories Company
esmith@schnader.com

Eric T. Smith on behalf of Creditor RGP Holdings, Inc.
esmith@schnader.com

George T. Snyder on behalf of Creditor Continental Insurance Company
gsnyder@stonecipherlaw.com

George T. Snyder on behalf of Creditor Vesuvius USA Corporation
gsnyder@stonecipherlaw.com

George T. Snyder on behalf of Interested Party Grippo & Elden
gsnyder@stonecipherlaw.com

Eric G. Soller on behalf of Creditor RHI Refractories Holding Company
EGS@PBandG.com, egspbg@yahoo.com

Melissa Ruefle Spencer on behalf of Creditor Caroselli, Beachler, McTiernan & Conboy
mspencer@cbmclaw.com

George John Steffish, III on behalf of Creditor Robert Zook
, pat@steffishlafferty.com

John Michael Steidle on behalf of Creditor Great American Insurance Company
jmsteidle@burnswhite.com, jmzappa@burnswhite.com

John Michael Steidle on behalf of Creditor Terni Development Corporation
jmsteidle@burnswhite.com, jmzappa@burnswhite.com

Arthur H. Stroyd, Jr. on behalf of Interested Party Garlock Sealing Technologies, LLC
astroyd@dscslaw.com, mthompson@dscslaw.com

David I. Swan on behalf of Creditor Official Committee of Unsecured Trade Creditors
dswan@mcguirewoods.com

Richard A. Swanson on behalf of Interested Party Garlock Sealing Technologies, LLC
rswanson@delsolecavanaugh.com

Gregory L. Taddonio on behalf of Creditor TMPSC, Inc.
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Debtor GPX Forge-U Inc.
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Debtor Global Industrial Technologies, Inc.
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Debtor North American Refractories Company
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Interested Party A.P. Green Industries, Inc.
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Interested Party A.P. Green Refractories, Inc.
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Interested Party A.P. Green Services,
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Interested Party ANH Refractories Company
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Interested Party APG Development Corporation
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Interested Party Detrick Refractory Fibers, Inc.
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Interested Party Global Industrial Technologies Services Company
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Interested Party Harbison-Walker Refractories Company
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Interested Party Harbison-Walker Refractories Europe, LTD
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Interested Party RHI Refractories America, Inc.
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Interested Party RHI Refractories Americas, Inc.
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Interested Party Tri-Star Refractories, Inc.
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Other Prof. Logan & Company
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Gregory L. Taddonio on behalf of Other Prof. Logan and Company, Inc.
gtaddonio@reedsmith.com, aceryack@reedsmith.com

Zakarij O. Thomas on behalf of Interested Party Klett Rooney Lieber & Schorling
zakarij.thomas@bipc.com, julie.meyers@bipc.com; donna.curcio@bipc.com

Zakarij O. Thomas on behalf of Other Prof. Buchanan Ingersoll & Rooney
zakarij.thomas@bipc.com, julie.meyers@bipc.com; donna.curcio@bipc.com

Amy M. Tonti on behalf of Debtor Global Industrial Technologies, Inc.
atonti@reedsmith.com, slucas@reedsmith.com

Mark E. Ulven on behalf of Creditor Bigelow-Liptak Corporation
mulven@elliott-davis.com, markulven1@gmail.com

James P. Valecko on behalf of Creditor National City Bank
jvalecko@weltman.com, PitEcf@weltman.com

John P. Vetica, Jr. on behalf of Creditor Roland Berger & Partners, LLC
jveticajr@algxmail.com

Kimberly Luff Wakim on behalf of Interested Party Bruce R. Zirinsky
kwakim@clarkhill.com, jrusnack@clarkhill.com

Bradley J. Walent on behalf of Creditor Resco Products, Inc.
bradley.walent@dcs.com

Joel M. Walker on behalf of Creditor Resco Products, Inc.
jmwalker@nshmlaw.com

S. James Wallace on behalf of Creditor Columbia Gas of Ohio
ecfpeoples@grblaw.com, PNGbankruptcy@peoples-gas.com

S. James Wallace on behalf of Creditor Columbia Gas of Pennsylvania, Inc.
ecfpeoples@grblaw.com, PNGbankruptcy@peoples-gas.com

S. James Wallace on behalf of Creditor Duquesne Light Company
ecfpeoples@grblaw.com, PNGbankruptcy@peoples-gas.com

Kimberly A. Walsh on behalf of Creditor Texas Comptroller of Public Accounts
bk-kwalsh@oag.texas.gov, sherri.simpson@oag.texas.gov

Theresa Lynn Wasser on behalf of Creditor Great American Insurance Company
tlwasser@aol.com

Robert J. Williams on behalf of Creditor General Refractories Company
rwilliams@schnader.com

Robert J. Williams on behalf of Creditor RGP Holdings, Inc.
rwilliams@schnader.com

Michael G. Zanic on behalf of Attorney Kirkpatrick & Lockhart Nicholson Graham LLP
klgatesbankruptcy@klgates.com, dresser@klgates.com; michael.zanic@klgates.com

Michael G. Zanic on behalf of Interested Party DII Industries LLC
klgatesbankruptcy@klgates.com, dresser@klgates.com; michael.zanic@klgates.com

David Ziegler on behalf of Debtor Global Industrial Technologies, Inc.
dziegler@reedsmith.com, sament@reedsmith.com; gwieland@reedsmith.com; bankruptcy-2628@ecf.pacerpro.com

David Ziegler on behalf of Debtor North American Refractories Company
dziegler@reedsmith.com, sament@reedsmith.com; gwieland@reedsmith.com; bankruptcy-2628@ecf.pacerpro.com

David Ziegler on behalf of Debtor RHI America Receivables Corporation
dziegler@reedsmith.com, sament@reedsmith.com; gwieland@reedsmith.com; bankruptcy-2628@ecf.pacerpro.com

David Ziegler on behalf of Debtor RHI Services, Inc.
dziegler@reedsmith.com, sament@reedsmith.com; gwieland@reedsmith.com; bankruptcy-2628@ecf.pacerpro.com

David Ziegler on behalf of Debtor Tri-Star Refractories, Inc.
dziegler@reedsmith.com, sament@reedsmith.com; gwieland@reedsmith.com; bankruptcy-2628@ecf.pacerpro.com

David Ziegler on behalf of Defendant North American Refractories Company
dziegler@reedsmith.com, sament@reedsmith.com; gwieland@reedsmith.com; bankruptcy-2628@ecf.pacerpro.com

David Ziegler on behalf of Interested Party A.P. Green Industries, Inc.

dziegler@reedsmith.com, sament@reedsmith.com;gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

David Ziegler on behalf of Interested Party A.P. Green Refractories, Inc.

dziegler@reedsmith.com, sament@reedsmith.com;gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

David Ziegler on behalf of Interested Party A.P. Green Services,

dziegler@reedsmith.com, sament@reedsmith.com;gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

David Ziegler on behalf of Interested Party ANH Refractories Company

dziegler@reedsmith.com, sament@reedsmith.com;gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

David Ziegler on behalf of Interested Party Global Industrial Technologies Services Company

dziegler@reedsmith.com, sament@reedsmith.com;gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

David Ziegler on behalf of Interested Party Harbison-Walker Refractories Company

dziegler@reedsmith.com, sament@reedsmith.com;gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

David Ziegler on behalf of Interested Party RHI Refractories Americas, Inc.

dziegler@reedsmith.com, sament@reedsmith.com;gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

David Ziegler on behalf of Interested Party Tri-Star Refractories, Inc.

dziegler@reedsmith.com, sament@reedsmith.com;gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

David Ziegler on behalf of Plaintiff North American Refractories Company

dziegler@reedsmith.com, sament@reedsmith.com;gwieland@reedsmith.com;bankruptcy-2628@ecf.pacerpro.com

Kathleen Robb, on Behalf of the United States Trustee by on behalf of Interested Party Office of the United States Trustee

Kathleen.Robb@USDOJ.GOV

Service by First-Class Mail on attached address list.

EXECUTED ON: April 25, 2025

Respectfully submitted,

BERNSTEIN-BURKLEY, P.C.

By: /s/ David W. Ross

David W. Ross, Esq.

PA I.D.: 62202

601 Grant Street, 9th Floor

Pittsburgh, PA 15219

Phone: (412) 456-8126

Fax: (412) 456-8135

Email: dross@bernsteinlaw.com

*ATTORNEYS FOR THE NORTH AMERICAN
REFRATORIES COMPANY ASBESTOS
PERSONAL INJURY SETTLEMENT TRUST*

Service List

Trust Advisory Committee

Baron & Budd

Attn: Steven T. Baron
3102 Oak Lawn, Suite 400
Dallas, Texas 75219-4281

Kazan, McClain, Satterley & Greenwood
A Professional Law Corporation

Attn: Steven Kazan
Jack London Market
55 Harrison Street, Suite 400
Oakland, CA 94607

Goldberg, Persky & White, P.C.

Attn: Bruce E. Mattock
11 Stanwix Street
Suite 1800
Pittsburgh, Pennsylvania 15222

Motley Rice LLC

Attn: Joseph F. Rice
John A. Baden
28 Bridgeside Boulevard
Mt. Pleasant, South Carolina 29464

Weitz & Luxenberg P.C.

Attn: Perry Weitz
Justine Dulaney
700 Broadway
New York, NY 10003

Cooney & Conway

Attn: Robert J. Cooney, Jr.
Ryan Linsner
120 N. LaSalle Street
30th Floor
Chicago, IL 60602

Counsel to the Trust Advisory Committee

Caplin & Drysdale

Attn: Ann C. McMillan
One Thomas Circle, N.W.
Washington, DC 20005

Future Asbestos Claimants' Representative

Edwin J. Harron

Young Conaway Stargatt & Taylor, LLP

Rodney Square
1000 North King Street
Wilmington, Delaware 19801

Counsel to the Future Asbestos Claimants' Representative

Young Conaway Stargatt & Taylor, LLP

Attn: James L. Patton, Jr.

Sharon M. Zieg

Rodney Square
1000 North King Street
Wilmington, Delaware 19801