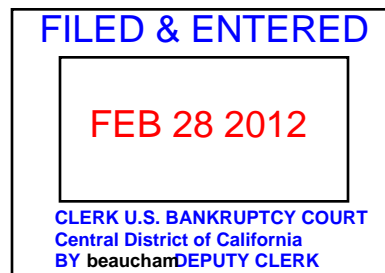


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19 Attorneys for the Thorpe Insulation Company
20 Asbestos Settlement Trust

21 UNITED STATES BANKRUPTCY COURT
22 CENTRAL DISTRICT OF CALIFORNIA
23 (LOS ANGELES DIVISION)

24 In re) Case No. LA 07-19271-BB
25)
26 THORPE INSULATION COMPANY,¹) Chapter 11
27)
28 Reorganized Debtor) (Jointly Administered with Case No. 2:07-20016-BB)
29)
30) **ORDER APPROVING CONTINUED**
31) **OPERATION OF THE THORPE INSULATION**
32) **COMPANY ASBESTOS SETTLEMENT TRUST**
33) **IN THE ORDINARY COURSE OF BUSINESS**
34) **PENDING FURTHER INSTRUCTION**
35)
36) Hearing Date:
37) Date: February 15, 2012
38) Time: 11:30 a.m.
39) Place: Courtroom 1475
40) 255 E. Temple St., 14th Floor
41) Los Angeles, CA 90012
42) Judge: Honorable Sheri Bluebond

43 ¹ The Debtors were Thorpe Insulation Company, a California corporation, 5608 Bayshore Walk,
44 Long Beach, CA 90803, Fed. Tax I.D. No. 95-1559386 (Main Debtor) and Pacific Insulation
45 Company, a California corporation, 2741 South Yates Ave., Los Angeles, CA 90040, Fed. Tax
46 I.D. No. 95-4812741.

1 The Court having reviewed the Report, Recommendation and Petition for Instructions
2 to the Court; any opposition to said petition having been filed and the argument of counsel at any
3 hearing in relation to said petition, and good cause appearing therefor:

4 IT IS HEREBY ORDERED THAT:

5 1. Said petition be granted in part and denied in part.
6 2. The Trustees of the Thorpe Insulation Company Asbestos Settlement Trust
7 (the "Trust") are hereby authorized to continue operating the Trust in the ordinary course of business
8 until further order of this Court. The Trust "operating in its normal course of business" is meant to
9 include, but is not limited to:

- 10 a. Continuing the relationship with Western Trust pursuant to a Facilities
11 Sharing Agreement between Western Asbestos Settlement Trust
12 ("Western") to enable the Trust to conduct its business, and to pay to
13 Western such monies as and when they become due thereunder. The Trust
14 may continue accepting new claims together with a \$250 per claim
15 processing filing fee into the Trust processing system.
- 16 b. The Trust may continue to work with and compensate its bank custodian,
17 maintaining relations with, monitoring and instructing, and compensating
18 the various investment portfolio managers and the consultant the Trust has
19 retained to select and monitor the performance of these portfolio
20 managers.
- 21 c. The Trust may continue to work with and compensate local and global
22 system IT providers to maintain and upgrade specially created systems
23 that are used to process claims (software and hardware) and to account for
24 Trust finances.
- 25 d. The Trust may continue to work with and compensate counsel in ongoing
26 insurance coverage litigation against certain non-settling insurers, Plan
27 confirmation appellate activity, and discovery and third party subpoena
28 activity.

- 1 e. The Trust may continue processing and paying claims pursuant to the
2 Trust's governing documents, except as provided with respect to the limit
3 on distributions set forth in Subparagraph 2.f. below.
- 4 f. After January 24, 2012, the Trust may distribute up to the aggregate
5 amount of \$5 million on account of claims approved by the Trust.
- 6 g. The Trust shall prepare and file the 2011 annual report, audited financial
7 statements and claim report as required by the Trust's governing
8 documents.
- 9 h. The Trust may continue to work with Tax preparer to prepare and file
10 2011 Trust tax returns and 2012 estimated tax statements when due and
11 pay any taxes when due.
- 12 i. The Trust may continue compensating, at the rates approved by this Court
13 when it approved the Trust's last annual report in April 2011, Trustees,
14 trust advisory committee members and the futures representative
15 (collectively, the "Trust Fiduciaries") carrying out their responsibilities.
- 16 j. The Trust may continue compensating in the ordinary course others
17 providing goods and services to the Trust.
- 18 k. The Trust may continue seeking advice and paying Trust counsel and
19 other advisors and consultants.
- 20 l. The Trust shall continue to indemnify the Trust Fiduciaries and Trust staff
21 to the same extent that they are currently indemnified under the existing
22 Trust governing documents including, but not limited to, utilization of the
23 Five Million Dollar (\$5,000,000) indemnity fund currently set aside by the
24 Trust for such purposes.
- 25 m. The Trust may continue to hold quarterly Trustee meetings and the Annual
26 Meeting set for April 19-20, 2012, and conducting ordinary course
27 business at those meetings.
- 28

1 3. The Trust Fiduciaries may take any and all other actions not inconsistent with
2 the foregoing that may be necessary or appropriate to maintain the status quo and/or to preserve the
3 value of the Trust assets.

4 Submitted by:

5 /s/ Gabriel I. Glazer
6 Eve H. Karasik, and
7 Gabriel I. Glazer, Members of
8 STUTMAN, TREISTER & GLATT
9 PROFESSIONAL CORPORATION
10 Counsel for the Thorpe Insulation Company
11 Asbestos Settlement Trust

12 # # #

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26 DATED: February 28, 2012

United States Bankruptcy Judge

NOTE: When using this form to indicate service of a proposed order, **DO NOT** list any person or entity in Category I. Proposed orders do not generate an NEF because only orders that have been entered are placed on the CM/ECF docket.

PROOF OF SERVICE OF DOCUMENT

I am over the age of 18 and not a party to this bankruptcy case or adversary proceeding. My business address is: 1901 Avenue of the Stars, 12th Floor, Los Angeles, CA 90067.

A true and correct copy of the foregoing document described as

ORDER APPROVING CONTINUED OPERATION OF THE THORPE INSULATION COMPANY ASBESTOS SETTLEMENT TRUST IN THE ORDINARY COURSE OF BUSINESS PENDING FURTHER INSTRUCTION

will be served or was served (a) on the judge in chambers in the form and manner required by LBR 5005-2(d); and (b) in the manner indicated below:

I. TO BE SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING (“NEF”) – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s) (“LBR”), the foregoing document will be served by the court via NEF and hyperlink to the document. On ____, I checked the CM/ECF docket for this bankruptcy case or adversary proceeding and determined that the following person(s) are on the Electronic Mail Notice List to receive NEF transmission at the email address(es) indicated below:

Service information continued on attached page

II. SERVED BY U.S. MAIL OR OVERNIGHT MAIL(indicate method for each person or entity served):

On February 17, 2012, I served the following person(s) and/or entity(ies) at the last known address(es) in this bankruptcy case or adversary proceeding by placing a true and correct copy thereof in a sealed envelope in the United States Mail, first class, postage prepaid, and/or with an overnight mail service addressed as follows. *Listing the judge here constitutes a declaration that mailing to the judge will be completed no later than 24 hours after the document is filed.*

Service information continued on attached page

III. SERVED BY PERSONAL DELIVERY, FACSIMILE TRANSMISSION OR EMAIL (indicate method for each person or entity served):

Pursuant to F.R.Civ.P. 5 and/or controlling LBR, on 2/17/12, I served the following person(s) and/or entity(ies) by personal delivery, or (for those who consented in writing to such service method), by facsimile transmission and/or email as follows. *Listing the judge here constitutes a declaration that personal delivery on the judge will be completed no later than 24 hours after the document is filed.*

dchristian@seyfarth.com; ejones@omm.com; jblankenship@omm.com; pjbenvenuti@jonesday.com; bkennedy@jonesvargas.com; cmalaret@morganlewis.com; GFergus@ferguslegal.com; hkevane@pszjlaw.com; jlapinski@clarktrev.com; jps@jonesvargas.com; jrichards@pszjlaw.com; mhorton@morganlewis.com; plockwood@capdale.com; pzevnik@morganlewis.com; resterkin@morganlewis.com; dbussel@ktbslaw.com; jsegal@selmanbreitman.com; tpatterson@ktbslaw.com

Service information continued on attached page

I declare under penalty of perjury under the laws of the United States of America that the foregoing is true and correct.

2/17/12 Sally A. Miller /s/ Sally A. Miller
Date Type Name Signature

NOTE TO USERS OF THIS FORM:

- 1) Attach this form to the last page of a proposed Order or Judgment. Do not file as a separate document.
- 2) The title of the judgment or order and all service information must be filled in by the party lodging the order.
- 3) **Category I.** below: The United States trustee and case trustee (if any) will always be in this category.
- 4) **Category II.** below: List **ONLY** addresses for debtor (and attorney), movant (or attorney) and person/entity (or attorney) who filed an opposition to the requested relief. **DO NOT** list an address if person/entity is listed in category I.

NOTICE OF ENTERED ORDER AND SERVICE LIST

Notice is given by the court that a judgment or order entitled (*specify*

**ORDER APPROVING CONTINUED OPERATION OF THE THORPE INSULATION COMPANY
ASBESTOS SETTLEMENT TRUST IN THE ORDINARY COURSE OF BUSINESS PENDING
FURTHER INSTRUCTION**

was entered on the date indicated as "Entered" on the first page of this judgment or order and will be served in the manner indicated below:

I. SERVED BY THE COURT VIA NOTICE OF ELECTRONIC FILING ("NEF") – Pursuant to controlling General Order(s) and Local Bankruptcy Rule(s), the foregoing document was served on the following person(s) by the court via NEF and hyperlink to the judgment or order. As of 2/17/12, the following person(s) are currently on the Electronic Mail Notice List for this bankruptcy case or adversary proceeding to receive NEF transmission at the email address(es) indicated below.

Lawrence Bass on behalf of Creditor Johns Manville
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Steven H Bergman on behalf of Creditor Central National Insurance Company of Omaha
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This form is mandatory. It has been approved for use by the United States Bankruptcy Court for the Central District of California.

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Service information continued on attached page

II. SERVED BY THE COURT VIA U.S. MAIL: A copy of this notice and a true copy of this judgment or order was sent by United States Mail, first class, postage prepaid, to the following person(s) and/or entity(ies) at the address(es) indicated below:

Service information continued on attached page

III. TO BE SERVED BY THE LODGING PARTY: Within 72 hours after receipt of a copy of this judgment or order which bears an "Entered" stamp, the party lodging the judgment or order will serve a complete copy bearing an "Entered" stamp by U.S. Mail, overnight mail, facsimile transmission or email and file a proof of service of the entered order on the following person(s) and/or entity(ies) at the address(es), facsimile transmission number(s) and/or email address(es) indicated below:

See Attached List

Service information continued on attached page

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