

**NINTH AMENDMENT TO THE FIRST AMENDED CONGOLEUM PLAN
TRUST DISTRIBUTION PROCEDURES (EFFECTIVE JULY 7, 2011)**

THIS NINTH AMENDMENT TO THE FIRST AMENDED CONGOLEUM PLAN TRUST DISTRIBUTION PROCEDURES (effective July 7, 2011) (the “TDP”) is made by the Plan Trustee of the Congoleum Plan Trust (the “Plan Trust”) pursuant to Section 9.1 of the TDP, effective January 1, 2019.

Capitalized terms not otherwise defined herein shall have the meaning ascribed to such terms in the TDP.

RECITALS:

1. The Congoleum Plan Trust Distribution Procedures became effective on July 1, 2010.
2. The Plan Trustee, with the consent of the Trust Advisory Committee (“TAC”) and the Futures Representative (“FR”), adopted amendments to the Congoleum Plan Trust Distribution Procedures, which amendments became effective July 7, 2011, November 15, 2011, February 23, 2012, June 3, 2013, April 8, 2014, January 1, 2016, May 1, 2016, July 5, 2017, and March 15, 2018. The Congoleum Plan Trust Distribution Procedures, as amended, are referred to herein as the TDP.
3. Section 9.1 of the TDP provides that the Plan Trustee of the Plan Trust may amend, modify, delete, or add to any provisions of the TDP provided the Plan Trustee first obtains the consent of the TAC and the FR. In addition, Section 6.2(b)(3) of the TDP provides that the Plan Trustee, with the consent of the TAC and the FR, may change the valuation amounts for the scheduled diseases in the TDP for good cause.
4. The Plan Trust’s claims forecasting consultant, Legal Analysis Systems, Inc. (“LAS”), conducted a study of actual average settlements compared to Average Values in the TDP. The Plan Trustee presented the LAS study to the TAC and the FR at the Trust meeting on November 13, 2018, with a memorandum as revised by LAS.
5. LAS further revised its analysis by memorandum dated December 6, 2018. Counsel for the Plan Trustee provided the December 6, 2018 memorandum to counsel for the TAC and FR.
6. On December 10, 2018, the Plan Trustee held a special meeting with the TAC and the FR, by telephone conference call, to consider the matter. After full discussion and analysis and finding there to be good cause, the Plan Trustee, the TAC and the FR agreed with the recommendation to amend the Average Values in the TDP to incorporate the actual average settlements as presented by LAS.
7. After the December 10, 2018 meeting, LAS and the FR’s claims forecasting consultant, Ankura Consulting Group (“Ankura”), reviewed the application of

the inflation factor provided by the TDP to the proposed amended Average Values. With the authorization of the Plan Trustee, LAS consulted with Ankura and Verus Claims Services (“Verus”), the Plan Trust’s claims facility. Following the discussions, LAS adjusted the proposed amended Average Values for certain of the Disease Levels in the TDP to account for the inflation factor as of January 1, 2019.

8. By email dated January 14, 2019, LAS provided the Average Values incorporating the actual average settlements as of January 1, 2019, to counsel for the Plan Trustee, the TAC and the FR.

9. The Plan Trustee, the TAC and the FR agree that the unique facts and history of the Congoleum bankruptcy and the Plan Trust warrant the amendments to the Average Values in the TDP as provided herein, and these amendments will not be precedent for any other trust.

10. As evidenced by the signatures below, pursuant to Sections 9.1 and 6.2(b)(3) of the TDP, the Plan Trustee, with the consent of the TAC and the FR, amends Section 6.2(b)(3) and Section 6.2(a)(3) of the TDP as set forth herein.

ADOPTION OF AMENDMENT:

NOW, THEREFORE, the TDP is hereby amended as follows:

Section 6.2(b)(3), “Scheduled, Average and Maximum Values,” is hereby amended to add the following to the end of such Section:

Commencing on January 1, 2019, and subject to the annual inflation adjustments provided for in this Section 6.2(b)(3), the Average Values for claims involving Disease Levels IV – VIII shall be the following:

<u>Scheduled Disease</u>	<u>Average Value</u>
Mesothelioma (Level VIII)	\$139,800
Lung Cancer 1 (Level VII)	\$45,400
Lung Cancer 2 (Level VI)	\$12,300
Other Cancer (Level V)	\$15,000
Severe Asbestosis (Level IV)	\$37,000

Consistent with the above amendment to Section 6.2(b)(3), Section 6.2(a)(3) is hereby amended as follows. With respect to the Medical/Exposure Criteria for claims for

Lung Cancer 2 (Level VI), the third sentence of the second paragraph thereunder is amended and restated to read:

The estimated likely average of the individual evaluation awards for this category is the Average Value for Lung Cancer 2 (Level VI) claims as set forth in Section 6.2(b)(3), with such awards capped at the Maximum Value for Lung Cancer 2 (Level VI) claims set forth in Section 6.2(b)(3) unless the claim qualifies for Extraordinary Claim treatment.

IN WITNESS WHEREOF, the Plan Trustee, with the consent of the TAC and the FR as provided in the Congoleum Plan Trust Agreement, has executed this Ninth Amendment to the TDP effective as of the date first above written. This Ninth Amendment to the TDP may be executed in any number of counterparts, each of which shall constitute an original, and all of which together shall constitute one and the same instrument.

PLAN TRUSTEE:



Hon. Alfred M. Wolin, Ret.

TRUST ADVISORY COMMITTEE:

By its counsel: _____
Ann C. McMillan,
Caplin & Drysdale

FUTURES REPRESENTATIVE:

R. Scott Williams

Lung Cancer 2 (Level VI), the third sentence of the second paragraph thereunder is amended and restated to read:

The estimated likely average of the individual evaluation awards for this category is the Average Value for Lung Cancer 2 (Level VI) claims as set forth in Section 6.2(b)(3), with such awards capped at the Maximum Value for Lung Cancer 2 (Level VI) claims set forth in Section 6.2(b)(3) unless the claim qualifies for Extraordinary Claim treatment.

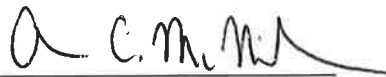
IN WITNESS WHEREOF, the Plan Trustee, with the consent of the TAC and the FR as provided in the Congoleum Plan Trust Agreement, has executed this Ninth Amendment to the TDP effective as of the date first above written. This Ninth Amendment to the TDP may be executed in any number of counterparts, each of which shall constitute an original, and all of which together shall constitute one and the same instrument.

PLAN TRUSTEE:

Hon. Alfred M. Wolin, Ret.

TRUST ADVISORY COMMITTEE:

By its counsel:



Ann C. McMillan,
Caplin & Drysdale

FUTURES REPRESENTATIVE:

R. Scott Williams

Lung Cancer 2 (Level VI), the third sentence of the second paragraph thereunder is amended and restated to read:

The estimated likely average of the individual evaluation awards for this category is the Average Value for Lung Cancer 2 (Level VI) claims as set forth in Section 6.2(b)(3), with such awards capped at the Maximum Value for Lung Cancer 2 (Level VI) claims set forth in Section 6.2(b)(3) unless the claim qualifies for Extraordinary Claim treatment.

IN WITNESS WHEREOF, the Plan Trustee, with the consent of the TAC and the FR as provided in the Congoleum Plan Trust Agreement, has executed this Ninth Amendment to the TDP effective as of the date first above written. This Ninth Amendment to the TDP may be executed in any number of counterparts, each of which shall constitute an original, and all of which together shall constitute one and the same instrument.

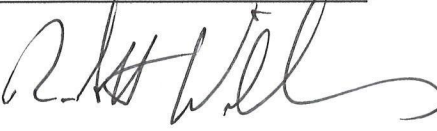
PLAN TRUSTEE:

Hon. Alfred M. Wolin, Ret.

TRUST ADVISORY COMMITTEE:

By its counsel: _____
Ann C. McMillan,
Caplin & Drysdale

FUTURES REPRESENTATIVE:



R. Scott Williams