

## **FIRST AMENDMENT TO APG SILICA TRUST AGREEMENT**

THIS FIRST AMENDMENT TO APG SILICA TRUST AGREEMENT (the "Amendment"), is executed on May 22, 2013, but effective as of April 30, 2013 (the "Effective Date").

WHEREAS, the APG Silica Trust (the "Trust") was created effective as of the Effective Date by the APG Entities, each a debtor and debtor-in-possession in case number 02-21626-JKF before the Bankruptcy Court, the APG Future Claimants Representative, the APG Silica Trustee and the APG Silica TAC identified on the signature pages to the APG Silica Trust Agreement (all capitalized terms used but not defined herein having their respective meanings as set forth or referred to in the APG Silica Trust Agreement); and

WHEREAS, the APG Silica Trustee, the APG Silica Future Claimants Representative and the APG Silica TAC have agreed to amend certain terms and provisions of the APG Silica Trust Agreement as set forth below, and such amendments are permitted by the terms of the APG Silica Trust Agreement and do not require the consent of the Bankruptcy Court, the APG Entities or any other person, entity or authority;

NOW, THEREFORE, in consideration of the premises, the PI Silica Trustee hereby adopts the following amendments to the APG Silica Trust Agreement, and the APG Silica Future Claimants Representative and the APG Silica TAC consent to the adoption of such amendments as evidenced by their execution below:

1. The phrase "the laws of the Commonwealth of Pennsylvania" is hereby deleted in its entirety and replaced with the phrase "the laws of the State of Delaware" in Sections 2.1(b) and 7.11 of the APG Silica Trust Agreement.

2. Section 4.2(a) of the APG Silica Trust Agreement is hereby deleted in its entirety and replaced with the following:

(a) The initial APG Silica Trustee named pursuant to Article 4.1 of this APG Silica Trust Agreement shall serve until the earliest of (i) his or her death, (ii) his or her resignation pursuant to article 4.2(b) of this APG Silica Trust Agreement, (iii) his or her removal pursuant to article 4.2(c) of this APG Silica Trust Agreement, or (iv) the termination of the APG Silica Trust pursuant to article 7.2 of this APG Silica Trust Agreement.

3. Section 4.3(d) of the APG Silica Trust Agreement is hereby deleted in its entirety and replaced with the following:

(a) Each successor APG Silica Trustee shall serve until the earliest of (i) his or her death, (ii) his or her resignation pursuant to article 4.2(b) of this APG Silica Trust Agreement, (iii) his or her removal pursuant to article 4.2(c) of this APG Silica Trust Agreement, or (iv) the termination of the APG Silica Trust pursuant to article 7.2 of this APG Silica Trust Agreement.

4. Section 5.3(a) of the APG Silica Trust Agreement is hereby deleted in its entirety and replaced with the following:

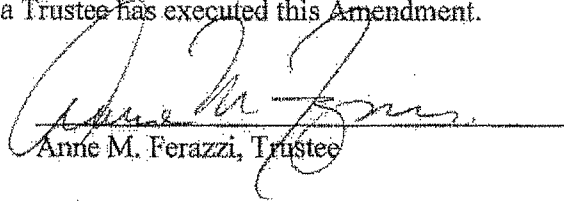
(a) The initial APG Silica TAC shall serve until the earliest of (i) his or her death, (ii) his or her resignation pursuant to article 5.3(b) of this APG Silica Trust Agreement, (iii) his or her removal pursuant to article 5.3(c) of this APG Silica Trust Agreement, or (iv) the termination of the APG Silica Trust pursuant to article 7.2 of this APG Silica Trust Agreement.

5. The third paragraph of Section 5.4 of the APG Silica Trust Agreement is hereby deleted in its entirety and replaced with the following:

Each successor APG Silica TAC shall serve until the earliest of (i) his or her death, (ii) his or her resignation pursuant to article 5.3(b) of this APG Silica Trust Agreement, (iii) his or her removal pursuant to article 5.3(c) of this APG Silica Trust Agreement, or (iv) the termination of the APG Silica Trust pursuant to article 7.2 of this APG Silica Trust Agreement.

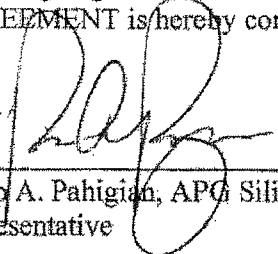
6. Except as amended hereby, the APG Silica Trust Agreement remains in full force and effect.

IN WITNESS WHEREOF, the APG Silica Trustee has executed this Amendment.

  
Annie M. Ferazzi, Trustee

CONSENT

The foregoing FIRST AMENDMENT TO SILICA PERSONAL INJURY APG SILICA TRUST AGREEMENT is hereby consented to as of the Effective Date.

  
Philip A. Pahigian, APG Silica Future Claimants  
Representative

  
Bryan O. Blewins, Jr., APG Silica TAC