

FIRST AMENDMENT TO AMENDED AND RESTATED APG SILICA TRUST DISTRIBUTION PROCEDURES

THIS FIRST AMENDMENT TO AMENDED AND RESTATED APG SILICA TRUST DISTRIBUTION PROCEDURES (the "Amendment"), is executed on August 29, 2014, 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 dated April 30, 2013 (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 Trust has adopted the Amended and Restated APG Silica Trust Distribution Procedures dated effective April 30, 2013 (the "TDP"), which among other things establishes the Initial Claims Filing Date (as defined therein); and

WHEREAS, the APG Silica Trustee has agreed to extend the Initial Filing Date from December 31, 2014 to December 31, 2015 and make corresponding amendments to the TDP 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 APG Silica Trustee hereby adopts the following amendments to the TDP:

1. Section 5.1(a) of the TDP is hereby deleted in its entirety and replaced with the following:

5.1 Ordering, Processing, and Payment of Claims

(a) Ordering of Claims

(i) Establishment of the FIFO Processing Queue

The APG Silica Trust will order Claims that are sufficiently complete to be reviewed for processing purposes on a FIFO basis (the "FIFO Processing Queue"). For all claims filed on or before December 31, 2015 (the "Initial Claims Filing Date"), a Claimant's position in the FIFO Processing Queue shall be determined as of the earlier of (i) the date prior to February 14, 2002 that the specific claim was filed against an APG Entity in the tort system or (ii) the date after February 14, 2002 but on or before the Initial Claims Filing Date that the claim was filed with the APG Silica Trust.

For Claims filed after the Initial Claims Filing Date, the Claimant's position in the FIFO Processing Queue shall be determined by the date the claim was filed with the APG Silica Trust.

If any claims are filed on the same date, the Claimant's position in the FIFO Processing Queue shall be determined by the date of the diagnosis of the silica-related disease. If any claims are filed and diagnosed on the same date, the Claimant's position in the FIFO Processing Queue shall be determined by the Claimant's date of birth, with older Claimants given priority over younger Claimants.

(ii) Time Limitations for Filing APG Silica Trust Claims; Effect of Statutes of Limitations and Repose

If a Claim first diagnosed prior to February 14, 2002 was barred by the applicable statute of limitations or repose on February 14, 2002, it will be disallowed and will not be paid by the APG Silica Trust. If a Claim first diagnosed prior to February 14, 2002 was not barred by the applicable statute of limitations or repose on February 14, 2002, it will be treated as timely filed if it is actually filed with the APG Silica Trust on or before the Initial Claims Filing Date. Any claims that were first diagnosed after February 14, 2002, irrespective of the application of any relevant statute of limitations or repose, must be filed with the APG Silica Trust on or before December 31, 2016 or within three years after the date of diagnosis, whichever occurs later. However, the processing of any APG Silica Trust Claim by the APG Silica Trust may be deferred at the election of the Claimant by withdrawing the Claim pursuant to section 6.3 if the Claim has not previously been rejected pursuant to section 5.3. Withdrawn Claims will retain their original filing date for all purposes.

A Claim shall not be deemed "filed" with the Trust unless the following minimum information and documentation has been filed with respect to the Claim: (i) name of the Injured Party, (ii) social security number of the Injured Party, (iii) the claimed disease and initial diagnosis date and (iv) a completed proof of claim form or electronic submission. A Claim that is rejected after filing pursuant to section 5.3 will be deemed not to have been filed with the Trust for any purpose.

2. Except as amended hereby, the TDP remains in full force and effect.

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


Anne M. Ferazzi, Trustee