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10 Attorneys for the J.T. Thorpe Settlement Trust and Thorpe Insulation Company
11 Asbestos Settlement Trust

12 UNITED STATES BANKRUPTCY COURT
13 CENTRAL DISTRICT OF CALIFORNIA
14 LOS ANGELES DIVISION

15 In re)
16 J.T. THORPE, INC.,)
17 THORPE INSULATION COMPANY,)
18 Debtors)

Chapter 11
Case No. 02-14216-BB
Adversary Case No. 2:12-ap-02182-BB
Case No. 07-19271-BB
Adversary Case No. 2:12-ap-02183-BB

20 J.T. THORPE SETTLEMENT TRUST,)
21 THORPE INSULATION COMPANY)
22 ASBESTOS SETTLEMENT TRUST,)
23 Plaintiffs,)

REPLY DECLARATION OF GARY S. FERGUS IN SUPPORT OF MOTION TO ENFORCE JANUARY 23, 2014 AGREEMENT AND FOR AWARD OF ATTORNEYS' FEES AND COSTS

24 vs.)
25 MICHAEL J. MANDELBROT and THE)
26 MANDELBROT LAW FIRM,)
27 Defendants.)

Hearing Date: March 27, 2014
Hearing Time: 10:30 a.m.
Place: Courtroom 1475
255 E. Temple St., 14th Floor
Los Angeles, CA 90012
Judge: Honorable Sheri Bluebond

28 REPLY DECLARATION OF G. FERGUS
RE: MOTION TO ENFORCE JANUARY 23,
2014 AGREEMENT AND FOR AWARD OF
ATTORNEYS' FEES AND COSTS
Case No. 02-14216-BB

1 I, Gary S. Fergus, declare:

2 1. I am an attorney at law and am duly licensed to practice in the state of California. I
3 am counsel of record for the Honorable Charles B. Renfrew, retired, who is the court appointed
4 legal representative for holders of future asbestos personal injury and wrongful death claims
5 pursuant to 11 U.S.C. §524(g)(4)(B)(i) and pursuant to the plan of reorganization and the trust
6 agreement for the J.T. Thorpe Settlement Trust, the Thorpe Insulation Company Asbestos
7 Settlement Trust (collectively, the "Thorpe Trusts"), the Western Asbestos Settlement Trust (the
8 "WAST Trust") and the Plant Insulation Company Asbestos Settlement Trust (the "Plant Trust")
9 (collectively the "Trusts"). The following facts are within my personal knowledge and if sworn as
10 a witness I could testify competently with respect thereto.

11 2. Through my position as counsel of record for the Honorable Charles B. Renfrew,
12 retired, I participated in the bankruptcy confirmation proceedings that led to the formation and
13 establishment of the Trusts and the trust distribution procedures for the Trusts. In all of those
14 bankruptcy proceedings, the trust distribution procedures were part of the plan documents that
15 were distributed as part of the solicitation package voted on by present asbestos claimants. All of
16 those trust distribution procedures for the solicitation of votes on the plan of reorganization for
17 companies for whom the Trusts were created had the provisions of Section 5.7 of the Thorpe
18 Trusts (in Plant Insulation it is Section 5.8) (hereinafter referred to as the "Section 5.7
19 Provisions"). The solicitation packages were widely distributed pursuant to a plan approved by
20 each of the bankruptcy courts. In addition, for each of the bankruptcies that lead to the Trusts, the
21 bankruptcy court set a time for objections to the plan of reorganization notice of which was part of
22 the solicitation package. In each of these bankruptcies, the present claimants were provided an
23 opportunity to both vote on the plan of reorganization and to object.

24 3. To my knowledge, no attorney representing claimants, including Mr. Mandelbrot or
25 his firm, and no claimants objected to the Section 5.7 Provisions of the trust distribution
26 procedures for all of the Trusts. Moreover, in all four bankruptcies, both the Unsecured Creditors
27 Committee (representing present claimants) and my client, the futures representative, were plan

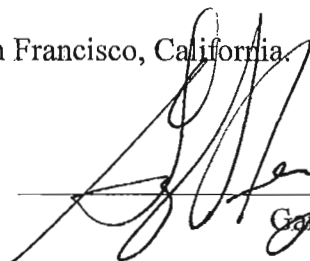
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DECLARATION OF G. FERGUS RE:
MOTION TO ENFORCE JANUARY 23, 2014
AGREEMENT AND FOR AWARD OF
ATTORNEYS' FEES AND COSTS

1 proponents and supported confirmation of the plan containing the Section 5.7 Provisions. In all
2 four bankruptcies, the plan was confirmed (and in Plant's case confirmed twice) with trust
3 distribution procedures that contain the Section 5.7 Provisions.

4 4. I was counsel of record for the futures representative at the time payment of hourly
5 fees and bonus to the law firm of Brobeck Phleger & Harrison ("Brobeck") and was not associated
6 with that firm at that time. The application to pay a special bonus was filed by the Trustee in
7 Bankruptcy for the Brobeck Phleger & Harrison bankruptcy estate on July 6, 2004 in *In re Western*
8 *Asbestos Company*, United States Bankruptcy Court Northern District of California Case No. 02-
9 46284 [Western Docket No. 1415]. The special bonus to Brobeck was approved by the
10 bankruptcy court on July 13, 2004 [Western Docket No. 1423]. The application for final approval
11 of the payment of fees to Brobeck was filed September 17, 2004 by the Trustee of the Brobeck
12 bankruptcy estate [Western Docket No. 1456] and was approved by the bankruptcy court on
13 January 26, 2005 [Western Docket No. 1568]. I attended the July 27, 2004 meeting of the
14 Trustees of the Western Asbestos Settlement Trust wherein the special bonus payment to various
15 firms including Brobeck was approved by the Trustees. I have reviewed the minutes of that
16 meeting and those minutes confirm my recollection that Mr. Snyder recused himself from the vote
17 on compensation to Brobeck and did not participate. The decision of the Western Asbestos
18 Settlement Trust was determined by the remaining trustees.

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

21 Executed on March 20, 2014, in San Francisco, California.

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Gary S. Fergus