Form 5500

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Annual Return/Report of Employee Benefit Plan

This form is required to be filed for employee benefit plans under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and sections 6047(e), and 6058(a) of the Internal Revenue Code (the Code).

▶ **Complete all entries in accordance with the instructions to the Form 5500.**

OMB Nos. 1210-0110
1210-0089

2009

This Form is Open to Public Inspection

Part I Annual Report Identification Information

For calendar plan year 2009 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007

A This return/report is for:
- [ ] a multiemployer plan;
- [ ] a multiple-employer plan; or
- [X] a single-employer plan;
- [ ] a DFE (specify) ____

B This return/report is:
- [ ] the first return/report;
- [ ] the final return/report;
- [X] an amended return/report;
- [ ] a short plan year return/report (less than 12 months).

C If the plan is a collectively-bargained plan, check here. . . . . ▶ [ ]

D Check box if filing under:
- [ ] Form 5558;
- [ ] automatic extension;
- [ ] the DFVC program;
- [ ] special extension (enter description)

Part II Basic Plan Information—enter all requested information

1a Name of plan
JOHNS MANVILLE EMPLOYEES RETIREMENT PLAN

1b Three-digit plan number (PN) ▶ 003

1c Effective date of plan 07/01/1941

2a Plan sponsor's name and address (employer, if for a single-employer plan) (Address should include room or suite no.)
JOHNS MANVILLE CORPORATION

C/O RETIREMENT 11-04

717 17TH STREET
DENVER, CO 80202-3330

717 17TH STREET
DENVER, CO 80202-3330

2b Employer Identification Number (EIN)
84-0856796

2c Sponsor's telephone number
303-978-2000

2d Business code (see instructions)
327900

Caution: A penalty for the late or incomplete filing of this return/report will be assessed unless reasonable cause is established.

Under penalties of perjury and other penalties set forth in the instructions, I declare that I have examined this return/report, including accompanying schedules, statements and attachments, as well as the electronic version of this return/report, and to the best of my knowledge and belief, it is true, correct, and complete.

SIGN HERE	Filed with authorized/valid electronic signature.	02/16/2010	SUZANNE BRIEL
	Signature of plan administrator	Date	Enter name of individual signing as plan administrator
SIGN HERE			
	Signature of employer/plan sponsor	Date	Enter name of individual signing as employer or plan sponsor
SIGN HERE			
	Signature of DFE	Date	Enter name of individual signing as DFE

3a Plan administrator's name and address (if same as plan sponsor, enter "Same")
BENEFITS COMMITTEE OF JOHNS MANVILLE CORPORATION

717 17TH STREET, P.O. BOX 5108
DENVER, CO 80202-3330

3b Administrator's EIN
84-0717946

3c Administrator's telephone number
303-978-2000

4 If the name and/or EIN of the plan sponsor has changed since the last return/report filed for this plan, enter the name, EIN and the plan number from the last return/report:

a Sponsor's name

4b EIN

4c PN

5	Total number of participants at the beginning of the plan year	**5**	7578
6	Number of participants as of the end of the plan year (welfare plans complete only lines **6a, 6b, 6c,** and **6d**).		
a	Active participants	**6a**	1391
b	Retired or separated participants receiving benefits	**6b**	3368
c	Other retired or separated participants entitled to future benefits	**6c**	1791
d	Subtotal. Add lines **6a**, **6b**, and **6c**	**6d**	6550
e	Deceased participants whose beneficiaries are receiving or are entitled to receive benefits	**6e**	962
f	Total. Add lines **6d** and **6e**	**6f**	7512
g	Number of participants with account balances as of the end of the plan year (only defined contribution plans complete this item)	**6g**	
h	Number of participants that terminated employment during the plan year with accrued benefits that were less than 100% vested	**6h**	104
7	Enter the total number of employers obligated to contribute to the plan (only multiemployer plans complete this item)	**7**	

8a If the plan provides pension benefits, enter the applicable pension feature codes from the List of Plan Characteristic Codes in the instructions:
1A 1G 3H

b If the plan provides welfare benefits, enter the applicable welfare feature codes from the List of Plan Characteristic Codes in the instructions:

9a Plan funding arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

9b Plan benefit arrangement (check all that apply)

(1)		Insurance
(2)		Code section 412(e)(3) insurance contracts
(3)	X	Trust
(4)		General assets of the sponsor

10 Check all applicable boxes in 10a and 10b to indicate which schedules are attached, and, where indicated, enter the number attached. (See instructions)

a Pension Schedules

(1)	X	**R** (Retirement Plan Information)
(2)		**MB** (Multiemployer Defined Benefit Plan and Certain Money Purchase Plan Actuarial Information) - signed by the plan actuary
(3)		**SB** (Single-Employer Defined Benefit Plan Actuarial Information) - signed by the plan actuary

b General Schedules

(1)	X	**H** (Financial Information)
(2)		**I** (Financial Information – Small Plan)
(3)		**A** (Insurance Information)
(4)		**C** (Service Provider Information)
(5)	X	**D** (DFE/Participating Plan Information)
(6)		**G** (Financial Transaction Schedules)

SCHEDULE D (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

DFE/Participating Plan Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection.

For calendar plan year 2009 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007

A Name of plan
JOHNS MANVILLE EMPLOYEES RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan or DFE sponsor's name as shown on line 2a of Form 5500
JOHNS MANVILLE CORPORATION

D Employer Identification Number (EIN)
84-0856796

Part I Information on interests in MTIAs, CCTs, PSAs, and 103-12 IEs (to be completed by plans and DFEs)

(Complete as many entries as needed to report all interests in DFEs)

a Name of MTIA, CCT, PSA, or 103-12 IE: JOHNS MANVILLE MASTER PENSION TRUST

b Name of sponsor of entity listed in (a): BANK OF NEW YORK MELLON TRUST COMP

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)
84-0856796-007	M	515805155

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

a Name of MTIA, CCT, PSA, or 103-12 IE:

b Name of sponsor of entity listed in (a):

c EIN-PN	**d** Entity code	**e** Dollar value of interest in MTIA, CCT, PSA, or 103-12 IE at end of year (see instructions)

Part II Information on Participating Plans (to be completed by DFEs)

(Complete as many entries as needed to report all participating plans)

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

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b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

a Plan name

b Name of plan sponsor	**c** EIN-PN

SCHEDULE H (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Financial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974 (ERISA), and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an attachment to Form 5500.**

OMB No. 1210-0110

2009

This Form is Open to Public Inspection

For calendar plan year 2009 or fiscal plan year beginning 01/01/2007 and ending 12/31/2007

A Name of plan
JOHNS MANVILLE EMPLOYEES RETIREMENT PLAN

B Three-digit plan number (PN) ▶ 003

C Plan sponsor's name as shown on line 2a of Form 5500
JOHNS MANVILLE CORPORATION

D Employer Identification Number (EIN)
84-0856796

Part I Asset and Liability Statement

1 Current value of plan assets and liabilities at the beginning and end of the plan year. Combine the value of plan assets held in more than one trust. Report the value of the plan's interest in a commingled fund containing the assets of more than one plan on a line-by-line basis unless the value is reportable on lines 1c(9) through 1c(14). Do not enter the value of that portion of an insurance contract which guarantees, during this plan year, to pay a specific dollar benefit at a future date. **Round off amounts to the nearest dollar.** MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 1b(1), 1b(2), 1c(8), 1g, 1h, and 1i. CCTs, PSAs, and 103-12 IEs also do not complete lines 1d and 1e. See instructions.

Assets		(a) Beginning of Year	(b) End of Year
a Total noninterest-bearing cash	1a		
b Receivables (less allowance for doubtful accounts):			
(1) Employer contributions	1b(1)	25850000	10635000
(2) Participant contributions	1b(2)		
(3) Other	1b(3)		
c General investments:			
(1) Interest-bearing cash (include money market accounts & certificates of deposit)	1c(1)		
(2) U.S. Government securities	1c(2)		
(3) Corporate debt instruments (other than employer securities):			
(A) Preferred	1c(3)(A)		
(B) All other	1c(3)(B)		
(4) Corporate stocks (other than employer securities):			
(A) Preferred	1c(4)(A)		
(B) Common	1c(4)(B)		
(5) Partnership/joint venture interests	1c(5)		
(6) Real estate (other than employer real property)	1c(6)		
(7) Loans (other than to participants)	1c(7)		
(8) Participant loans	1c(8)		
(9) Value of interest in common/collective trusts	1c(9)		
(10) Value of interest in pooled separate accounts	1c(10)		
(11) Value of interest in master trust investment accounts	1c(11)	512794058	515805155
(12) Value of interest in 103-12 investment entities	1c(12)		
(13) Value of interest in registered investment companies (e.g., mutual funds)	1c(13)		
(14) Value of funds held in insurance company general account (unallocated contracts)	1c(14)		
(15) Other	1c(15)		

			(a) Beginning of Year	(b) End of Year
1d	Employer-related investments:			
	(1) Employer securities	1d(1)		
	(2) Employer real property	1d(2)		
e	Buildings and other property used in plan operation	1e		
f	Total assets (add all amounts in lines 1a through 1e)	1f	538644058	526440155
	Liabilities			
g	Benefit claims payable	1g		
h	Operating payables	1h		
i	Acquisition indebtedness	1i		
j	Other liabilities	1j	333638	323691
k	Total liabilities (add all amounts in lines 1g through1j)	1k	333638	323691
	Net Assets			
l	Net assets (subtract line 1k from line 1f)	1l	538310420	526116464

Part II Income and Expense Statement

2 Plan income, expenses, and changes in net assets for the year. Include all income and expenses of the plan, including any trust(s) or separately maintained fund(s) and any payments/receipts to/from insurance carriers. Round off amounts to the nearest dollar. MTIAs, CCTs, PSAs, and 103-12 IEs do not complete lines 2a, 2b(1)(E), 2e, 2f, and 2g.

	Income		(a) Amount	(b) Total
a	**Contributions:**			
	(1) Received or receivable in cash from: **(A)** Employers	2a(1)(A)	10635000	
	(B) Participants	2a(1)(B)		
	(C) Others (including rollovers)	2a(1)(C)		
	(2) Noncash contributions	2a(2)		
	(3) Total contributions. Add lines **2a(1)(A), (B), (C),** and line **2a(2)**	2a(3)		10635000
b	**Earnings on investments:**			
	(1) Interest:			
	(A) Interest-bearing cash (including money market accounts and certificates of deposit)	2b(1)(A)		
	(B) U.S. Government securities	2b(1)(B)		
	(C) Corporate debt instruments	2b(1)(C)		
	(D) Loans (other than to participants)	2b(1)(D)		
	(E) Participant loans	2b(1)(E)		
	(F) Other	2b(1)(F)		
	(G) Total interest. Add lines **2b(1)(A)** through **(F)**	2b(1)(G)		
	(2) Dividends: **(A)** Preferred stock	2b(2)(A)		
	(B) Common stock	2b(2)(B)		
	(C) Registered investment company shares (e.g. mutual funds)	2b(2)(C)		
	(D) Total dividends. Add lines **2b(2)(A)**, **(B)**, and **(C)**	2b(2)(D)		
	(3) Rents	2b(3)		
	(4) Net gain (loss) on sale of assets: **(A)** Aggregate proceeds	2b(4)(A)		
	(B) Aggregate carrying amount (see instructions)	2b(4)(B)		
	(C) Subtract line **2b(4)(B)** from line **2b(4)(A)** and enter result	2b(4)(C)		

		(a) Amount	(b) Total
2b (5) Unrealized appreciation (depreciation) of assets: (A) Real estate	2b(5)(A)		
(B) Other	2b(5)(B)		
(C) Total unrealized appreciation of assets. Add lines 2b(5)(A) and (B)	2b(5)(C)		
(6) Net investment gain (loss) from common/collective trusts	2b(6)		
(7) Net investment gain (loss) from pooled separate accounts	2b(7)		
(8) Net investment gain (loss) from master trust investment accounts	2b(8)		19785946
(9) Net investment gain (loss) from 103-12 investment entities	2b(9)		
(10) Net investment gain (loss) from registered investment companies (e.g., mutual funds)	2b(10)		
c Other income	2c		
d Total income. Add all **income** amounts in column (b) and enter total	2d		30420946
Expenses			
e Benefit payment and payments to provide benefits:			
(1) Directly to participants or beneficiaries, including direct rollovers	2e(1)	42614902	
(2) To insurance carriers for the provision of benefits	2e(2)		
(3) Other	2e(3)		
(4) Total benefit payments. Add lines 2e(1) through (3)	2e(4)		42614902
f Corrective distributions (see instructions)	2f		
g Certain deemed distributions of participant loans (see instructions)	2g		
h Interest expense	2h		
i Administrative expenses: (1) Professional fees	2i(1)		
(2) Contract administrator fees	2i(2)		
(3) Investment advisory and management fees	2i(3)		
(4) Other	2i(4)		
(5) Total administrative expenses. Add lines 2i(1) through (4)	2i(5)		
j Total expenses. Add all **expense** amounts in column (b) and enter total	2j		42614902
Net Income and Reconciliation			
k Net income (loss). Subtract line 2j from line 2d	2k		-12193956
l Transfers of assets:			
(1) To this plan	2l(1)		
(2) From this plan	2l(2)		

Part III Accountant's Opinion

3 Complete lines 3a through 3c if the opinion of an independent qualified public accountant is attached to this Form 5500. Complete line 3d if an opinion is not attached.

a The attached opinion of an independent qualified public accountant for this plan is (see instructions):

(1) [ ] Unqualified (2) [ ] Qualified (3) [X] Disclaimer (4) [ ] Adverse

b Did the accountant perform a limited scope audit pursuant to 29 CFR 2520.103-8 and/or 103-12(d)? [X] Yes [ ] No

c Enter the name and EIN of the accountant (or accounting firm) below:

(1) Name: DELOITTE & TOUCHE LLP (2) EIN: 13-3891517

d The opinion of an independent qualified public accountant is **not attached** because:

(1) [ ] This form is filed for a CCT, PSA, or MTIA. (2) [ ] It will be attached to the next Form 5500 pursuant to 29 CFR 2520.104-50.

Part IV Compliance Questions

4 CCTs and PSAs do not complete Part IV. MTIAs, 103-12 IEs, and GIAs do not complete 4a, 4e, 4f, 4g, 4h, 4k, 4m, 4n, or 5. 103-12 IEs also do not complete 4j and 4l. MTIAs also do not complete 4l.

During the plan year:

		Yes	No	Amount
a	Was there a failure to transmit to the plan any participant contributions within the time period described in 29 CFR 2510.3-102? Continue to answer "Yes" for any prior year failures until fully corrected. (See instructions and DOL's Voluntary Fiduciary Correction Program.)	4a		X	
b	Were any loans by the plan or fixed income obligations due the plan in default as of the close of the plan year or classified during the year as uncollectible? Disregard participant loans secured by participant's account balance. (Attach Schedule G (Form 5500) Part I if "Yes" is checked.)	4b		X	
c	Were any leases to which the plan was a party in default or classified during the year as uncollectible? (Attach Schedule G (Form 5500) Part II if "Yes" is checked.)	4c		X	
d	Were there any nonexempt transactions with any party-in-interest? (Do not include transactions reported on line 4a. Attach Schedule G (Form 5500) Part III if "Yes" is checked.)	4d		X	
e	Was this plan covered by a fidelity bond?	4e	X		10000000
f	Did the plan have a loss, whether or not reimbursed by the plan's fidelity bond, that was caused by fraud or dishonesty?	4f		X	
g	Did the plan hold any assets whose current value was neither readily determinable on an established market nor set by an independent third party appraiser?	4g		X	
h	Did the plan receive any noncash contributions whose value was neither readily determinable on an established market nor set by an independent third party appraiser?	4h		X	
i	Did the plan have assets held for investment? (Attach schedule(s) of assets if "Yes" is checked, and see instructions for format requirements.)	4i		X	
j	Were any plan transactions or series of transactions in excess of 5% of the current value of plan assets? (Attach schedule of transactions if "Yes" is checked, and see instructions for format requirements.)	4j		X	
k	Were all the plan assets either distributed to participants or beneficiaries, transferred to another plan, or brought under the control of the PBGC?	4k		X	
l	Has the plan failed to provide any benefit when due under the plan?	4l		X	
m	If this is an individual account plan, was there a blackout period? (See instructions and 29 CFR 2520.101-3.)	4m		X	
n	If 4m was answered "Yes," check the "Yes" box if you either provided the required notice or one of the exceptions to providing the notice applied under 29 CFR 2520.101-3.	4n			

5a Has a resolution to terminate the plan been adopted during the plan year or any prior plan year? If yes, enter the amount of any plan assets that reverted to the employer this year ☐ **Yes** ☒ **No** **Amount:**

5b If, during this plan year, any assets or liabilities were transferred from this plan to another plan(s), identify the plan(s) to which assets or liabilities were transferred. (See instructions.)

5b(1) Name of plan(s)	**5b(2)** EIN(s)	**5b(3)** PN(s)

Johns Manville Employees Retirement Plan

Financial Statements as of and for the
Years Ended December 31, 2007 and 2006,
and Independent Auditors' Report

JOHNS MANVILLE EMPLOYEES RETIREMENT PLAN

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NOTE: All other schedules required by Section 2520.103-10 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

Deloitte.

Deloitte & Touche LLP
Suite 3600
555 Seventeenth Street
Denver, CO 80202-3942
USA

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Fax: +1 303 312 4000
www.deloitte.com

INDEPENDENT AUDITORS' REPORT

To the Retirement and Benefits Committee of
Johns Manville Corporation:

We were engaged to audit the financial statements of the Johns Manville Employees Retirement Plan (the "Plan") as of December 31, 2007 and 2006, and for the years then ended, as listed in the table of contents. These financial statements are the responsibility of the Plan's management.

As permitted by 29 CFR 2520.103-8 of the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974, the Plan administrator instructed us not to perform, and we did not perform, any auditing procedures with respect to the information summarized in Note 7, which was certified by The Bank of New York Mellon Trust Company, N.A., (formerly known as The Bank of New York Trust Company, N.A), the "trustee", except for comparing such information with the related information included in the financial statements. We have been informed by the Plan administrator that the Trustee holds the Plan's investment assets and executes investment transactions. The Plan administrator has obtained certifications from the trustee that the information as of December 31, 2007 and 2006, and for the years then ended provided to the Plan administrator by the trustee is complete and accurate.

Because of the significance of the information that we did not audit, we are unable to express, and do not express, an opinion on the accompanying financial statements taken as a whole. The form and content of the information included in the financial statements, other than that derived from the information certified by the trustee, have been audited by us in accordance with auditing standards generally accepted in the United States of America and, in our opinion, are presented in compliance with the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974.

Deloitte & Touche LLP

January 15, 2009

JOHNS MANVILLE EMPLOYEES RETIREMENT PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS
AS OF DECEMBER 31, 2007 AND 2006

	2007	2006
UNDIVIDED INTEREST IN MASTER TRUST	$515,805,155	$512,794,058
EMPLOYER CONTRIBUTIONS RECEIVABLE	10,635,000	25,850,000
Total assets	526,440,155	538,644,058
LIABILITIES	323,691	333,638
NET ASSETS AVAILABLE FOR BENEFITS	$526,116,464	$538,310,420

See notes to financial statements.

JOHNS MANVILLE EMPLOYEES RETIREMENT PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS FOR THE YEARS ENDED DECEMBER 31, 2007 AND 2006

	2007	2006
NET ASSETS AVAILABLE FOR BENEFITS — Beginning of year	$538,310,420	$498,077,855
INCREASE DURING THE YEAR ATTRIBUTABLE TO:		
Plan interest in Master Trust investment income:		
Net appreciation in fair value of investments	475,565	35,505,695
Interest	11,723,066	17,329,627
Dividends	8,563,698	5,004,743
Other income		10,294
Total	20,762,329	57,850,359
Employer contributions	10,635,000	25,850,000
Payments to participants	(42,614,902)	(42,724,843)
Administrative expenses	(976,383)	(742,951)
NET (DECREASE) INCREASE	(12,193,956)	40,232,565
NET ASSETS AVAILABLE FOR BENEFITS — End of year	$526,116,464	$538,310,420

See notes to financial statements.

JOHNS MANVILLE EMPLOYEES RETIREMENT PLAN

STATEMENTS OF ACCUMULATED PLAN BENEFITS
AS OF JANUARY 1, 2007 AND 2006

	2007	2006
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS:		
Vested benefits:		
Participants currently receiving payments	$359,923,883	$352,304,687
Other participants	142,547,929	136,322,568
Total vested benefits	502,471,812	488,627,255
Nonvested benefits	10,432,776	10,521,364
TOTAL ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS	$512,904,588	$499,148,619

See notes to financial statements.

JOHNS MANVILLE EMPLOYEES RETIREMENT PLAN

STATEMENTS OF CHANGES IN ACCUMULATED PLAN BENEFITS
FOR THE YEARS ENDED JANUARY 1, 2007 AND 2006

	2007	2006
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS — Beginning of year	$499,148,619	$496,513,404
INCREASE (DECREASE) DURING THE YEAR ATTRIBUTABLE TO:		
Change in actuarial assumptions	5,859,633	
Benefits accumulated and actuarial experience	15,981,680	10,441,365
Increase for interest due to the decrease in the discount period	34,639,499	34,464,896
Benefits paid	(42,724,843)	(42,271,046)
NET INCREASE	13,755,969	2,635,215
ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS — End of year	$512,904,588	$499,148,619

See notes to financial statements.

1. DESCRIPTION OF THE PLAN

The following description of the Johns Manville Employees Retirement Plan (the "Plan") is provided for general information purposes only. Participants should refer to the Plan documents for more complete information.

General — The Plan is a defined benefit pension plan covering salaried and certain non-union hourly employees of Johns Manville Corporation (the "Company") who were employed as of December 31, 2006. On January 1, 2007, the Plan was closed to new hires. On January 1, 2008 the Plan was amended to freeze participants' Plan benefits as of December 31, 2007 (Freeze Date). Upon freezing the Plan, all participants will continue to earn vesting (accumulated) service, however, only the benefit service and compensation earned prior to January 1, 2008 will be considered for calculation of the retirement benefit. New employees hired on or after January 1, 2007 shall not be eligible to participate in the Plan. The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). The Company maintains the Johns Manville Master Pension Trust (the "Master Trust") fund to provide pension, disability, and death benefits to eligible employees in accordance with the provisions of the Plan.

The Plan is a noncontributory defined benefit plan. Summarized Plan information regarding eligibility, vesting, contributions and benefits is discussed in the Plan documents summary Plan description.

Pension Benefits — Participants who were employed as of December 31, 2006 are eligible to participate in the Plan after one year of service. Employees terminating before rendering five years of accumulated service and who are less than 55 years of age forfeit the right to receive pension benefits upon retirement. Eligible employees with five years of accumulated service (as defined by the Plan) or who are age 55 and older are entitled to pension benefits upon retirement based primarily upon years of service and age and the employees' average salary during the five highest consecutive years in the last 10 calendar years of employment prior to January 1, 2008, except for certain participants who were participants as of December 31, 1988, who have been grandfathered in their December 31, 1988 accrued benefit under the previous plan. For such participants, their Plan benefit will be the higher of the amount as of December 31, 1988 or the amount upon termination or retirement from employment with the Company. This group can receive early retirement benefits at less than 55 years of age.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Basis of Accounting — The accompanying financial statements have been prepared on the accrual basis of accounting.

Use of Estimates — The preparation of the Plan's financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the amounts reported in these financial statements. Actual results could differ from those estimates.

Risks and Uncertainties — Plan contributions and the actuarial present value of accumulated plan benefits are determined based on certain assumptions pertaining to interest rates, inflation rates, and

employee demographics, all of which are subject to change. Due to uncertainties inherent in the estimations and assumptions process, it is at least reasonably possible that changes in these estimates and assumptions in the near term would be material to the financial statements.

Investment securities are exposed to various risks, such as interest rate, foreign currency, market, and credit. Due to the level of risk associated with investment securities and the level of uncertainty related to changes in the value of investment securities, it is at least reasonably possible that changes in risks in the near term could materially affect balances in the undivided interest in the Master Trust and the amounts reported in the financial statements. Subsequent to December 31, 2007, the values of publicly traded investments in the United States and other countries have experienced substantial declines. As a result, the fair values of the Plan's investments have declined substantially since December 31, 2007.

Investments — The undivided interest in the Master Trust is included in a bank-administered Master Trust fund. The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.), (the "Trustee") reports the total net asset value of the Master Trust and the Plan's related share. As of December 31, 2007 and 2006, the Plan had a 66% interest in the Master Trust.

Purchases and sales of securities are reflected as of the trade date. Any gain or loss on the sale of securities is based on average cost. The net appreciation (depreciation) in the fair value of investments, as presented in the statements of changes in net assets available for benefits and in Note 8, consists of realized gains (losses) and unrealized appreciation (depreciation) on those investments.

As permitted by the Financial Accounting Standards Board Statement No. 35, *Accounting and Reporting by Defined Benefit Pension Plans*, all accumulated plan benefit information is presented as of the beginning of the Plan year.

Payment of Benefits — Benefit payments to participants are recorded upon distribution.

Administrative Expenses — All administrative expenses are paid by the Plan, except for certain administrative expenses that are required to be paid by the Company under ERISA. Plan administrative expenses, paid directly by the Company to the Plan's Trustee and outside consultants, are not included in the Plan's financial statements.

New Accounting Pronouncements — In September 2006, the FASB issued Statement on Financial Accounting Standards No. 157 (SFAS No. 157), *Fair Value Measurements*. SFAS No. 157 established a single authoritative definition of fair value, sets a framework for measuring fair value and requires additional disclosures about fair value measurement. SFAS No. 157 is effective for financial statements issued for fiscal years beginning after November 15, 2007. The Plan has not completed the process of evaluating the impact that will result from adopting SFAS No. 157. The Plan is therefore unable to disclose the impact that adopting SFAS No. 157 will have on its net assets available for benefits and changes in net assets available for benefits when such statement is adopted.

3. ACTUARIAL PRESENT VALUE OF ACCUMULATED PLAN BENEFITS

Accumulated plan benefits are those future periodic payments, including lump-sum distributions, payable under the Plan's provisions that are attributable to the participants based upon service that has been rendered. Accumulated plan benefits include benefits expected to be paid to retired or terminated employees or their beneficiaries, beneficiaries of employees who have died, and present employees or their beneficiaries. Benefits payable under all circumstances (retirement, death, disability, and

termination of employment) are included to the extent they are deemed attributable to employee service rendered to the valuation date.

The actuarial present value of accumulated plan benefits is determined by an actuary and is that amount that results from applying actuarial assumptions to adjust the accumulated plan benefits to reflect the time value of money (through discounts for interest) and the probability of payment (by means of decrements such as death, disability, separation, or retirement) between the valuation date and the expected date of payment.

The significant actuarial assumptions used in the valuations were as follows:

January 1, 2007 and January 1, 2006:

- The interest rate was 7.25%.
- The life expectancy of participants was calculated using the RP 2000 Mortality Table.
- The assumed retirement age varies by attained age.

The change in actuarial assumption represents the use of a projected mortality to 2007 to better reflect current life expectancies.

The actuarial assumptions are based on the presumption that the Plan will continue. If the Plan were terminated, different actuarial assumptions and other factors might be applicable in determining the actuarial present value of accumulated plan benefits.

The actuary determined Company contributions for the Plan using the projected unit credit method based upon the same assumptions. In addition, the actuary considered expected annual salary increases, increases in the Social Security cost-of-living adjustments, and wage base limitations in the funding calculation.

4. FUNDING POLICY

The Company's funding policy is to make contributions to the Plan in the amounts estimated by the Plan's actuary such that, when combined with the net return on investments, all participants' benefits will be fully provided for by the time they are eligible to receive such benefits. The Company's contributions as determined for 2007 and 2006 met or exceeded the minimum funding requirements of ERISA. For January 1, 2007 and 2006, the actuarial asset value was set equal to the market value of assets.

5. PLAN TERMINATION

Although it has not expressed any intention to do so, the Company has the right under the Plan, in certain circumstances, to discontinue its contributions at any time and to terminate the Plan subject to the provisions set forth in ERISA. In the event that the Plan is terminated, the net assets of the Plan will be allocated for payment of Plan benefits to the participants in an order of priority determined in accordance with ERISA, applicable regulations thereunder, and the Plan documents.

Certain benefits under the Plan are insured by the Pension Benefit Guaranty Corporation (PBGC) if the Plan terminates. Generally, the PBGC guarantees most vested normal age retirement benefits, early retirement benefits, and certain disability and survivor's pensions. However, the PBGC does not guarantee all types of benefits under the Plan, and the amount of benefit protection is subject to certain

limitations. Vested benefits under the Plan are guaranteed at the level in effect on the date of the Plan's termination, subject to a statutory ceiling on the amount of an individual's monthly benefit.

Whether all participants receive their benefits should the Plan be terminated at some future time will depend on the sufficiency, at that time, of the Plan's net assets to provide those benefits, the priority of those benefits to be paid, and the level and type of benefits guaranteed by the PBGC at that time. Some benefits may be fully or partially provided for by the then-existing assets and the PBGC guaranty, while other benefits may not be provided for at all.

6. FEDERAL INCOME TAX STATUS

The Plan is designed to constitute a qualified trust under Section 401(a) of the Internal Revenue Code (IRC) and is therefore considered to be exempt from federal income taxes under the provisions of Section 501(a). The most recent favorable tax determination letter received by the Company from the Internal Revenue Service for the Plan was dated November 26, 2002. Management of the Plan believes the Plan continues to be operated in accordance with applicable ERISA rules and regulations, as well as applicable IRC requirements, and therefore, no provision for taxes is included in the Plan's financial statements.

7. INFORMATION CERTIFIED BY THE TRUSTEE

The following is a summary of the unaudited information regarding the Plan as of December 31, 2007 and 2006, and for the years then ended, included in the Plan's financial statements, which were prepared by or derived from information prepared by The Bank of New York Mellon Trust Company, N.A. (formerly known as The Bank of New York Trust Company, N.A.), the Trustee of the Plan, and furnished to the Plan administrator. The Plan administrator has obtained certifications from the Trustee that the following information is complete and accurate.

	2007	2006
Statements of net assets available for benefits — investments — undivided interest in Master Trust	$515,805,155	$512,794,058
Statements of changes in net assets available for benefits:		
Net appreciation in fair value of investments	475,565	35,505,695
Interest	11,723,066	17,329,627
Dividends	8,563,698	5,004,743
Other income		10,294

Note 8 — All investment balances and investment information in the notes.

8. UNDIVIDED INTEREST IN MASTER TRUST

Certain of the Plan's investment assets are held in a trust account at the Trustee and consist of an undivided interest in an investment account of the Master Trust established by the Company and administered by the Trustee. Use of the Master Trust permits the commingling of trust assets of the Plan and the Johns Manville Hourly Retirement Plan for investment and administrative purposes. Although assets of both plans are commingled in the Master Trust, the Trustee maintains supporting records for the purpose of allocating the net gain or loss of the investment account to the participating plans. The net investment income of the investment assets is allocated by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of the participating plans.

The investments of the Master Trust at December 31, 2007 and 2006, are summarized as follows:

	2007	2006
Investments — whose fair value is determined based on quoted market prices:		
U.S. government securities:		
GNMA pools (individually less than 5% of assets)	$ 9,961,250	$ 12,253,201
FHLMC pools (individually less than 5% of assets)	22,663,293	26,678,709
Total U.S. government securities	32,624,543	38,931,910
Corporate fixed income — corporate bonds (individually less than 5% of assets)	70,334,639	87,912,885
Other fixed income (individually less than 5% of assets)	17,820,000	
Short-term investments (individually less than 5% of assets)	141,286,316	369,443,462
Common stocks:		
Proctor & Gamble	90,695,726	
General Electric	83,314,825	83,629,475
Johnson & Johnson	82,974,800	82,128,880
US Bancorp	74,571,543	
Kraft Foods	74,229,987	
Wells Fargo & Company	69,373,601	81,713,324
Others (individually less than 5% of assets)	42,465,202	39,160,045
Total common stocks	517,625,684	286,631,724
Total investments	779,691,182	782,919,981
Accrued income receivable	4,898,470	4,495,768
Total investments of the Master Trust	$784,589,652	$787,415,749

The net investment earnings (loss) of the Master Trust for the years ended December 31, 2007 and 2006, are summarized below:

	2007	2006
Interest	$17,966,513	$26,303,719
Dividends	13,103,600	7,596,862
Other income		10,294
Net appreciation (depreciation) in the fair value of investments whose fair value was determined based on quoted market prices:		
Common stocks	(12,561)	39,294,076
Real estate investment trusts	(3,613)	10,834,960
Corporate fixed income	(3,055,552)	3,723,621
Short-term investments	3,005,969	900,232
Other fixed income	546,131	
U.S. government securities	396,429	(780,772)
Net appreciation in the fair value of investments	876,803	53,972,117
Investment income of the Master Trust	$31,946,916	$87,882,992

* * * * * *

SCHEDULE B (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Actuarial Information

This schedule is required to be filed under section 104 of the Employee Retirement Income Security Act of 1974, referred to as ERISA, except when attached to Form 5500-EZ and, in all cases, under section 6059(a) of the Internal Revenue Code, referred to as the Code.

▶ **Attach to Form 5500 or 5500-EZ if applicable.**

▶ **See separate instructions.**

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OMB No. 1210-0110

2007

This Form is Open to Public Inspection (except when attached to Form 5500-EZ).

For calendar plan year 2007 or fiscal plan year beginning , and ending ,

▶ **Round off amounts to nearest dollar.**

▶ **Caution:** A penalty of $1,000 will be assessed for late filing of this report unless reasonable cause is established.

A Name of plan JOHNS MANVILLE EMPLOYEES RETIREMENT PLAN	**B** Three-digit plan number ... ▶ 003
C Plan sponsor's name as shown on line 2a of Form 5500 or 5500-EZ JOHNS MANVILLE CORPORATION	**D** Employer Identification Number 84-0856796
E Type of plan: (1) [ ] Multiemployer (2) [X] Single-employer (3) [ ] Multiple-employer	**F** [ ] 100 or fewer participants in prior plan year

Part I Basic Information (To be completed by all plans)

1a Enter the actuarial valuation date: Month 01 Day 01 Year 2007

b Assets:		
(1) Current value of assets	b(1)	538310420
(2) Actuarial value of assets for funding standard account	b(2)	538310420
c (1) Accrued liability for plans using immediate gain methods	c(1)	527478453
(2) Information for plans using spread gain methods:		
(a) Unfunded liability for methods with bases	c(2)(a)	
(b) Accrued liability under entry age normal method	c(2)(b)	
(c) Normal cost under entry age normal method	c(2)(c)	

Statement by Enrolled Actuary (see instructions before signing):

To the best of my knowledge, the information supplied in this schedule and on the accompanying schedules, statements, and attachments, if any, is complete and accurate, and in my opinion each assumption, used in combination, represents my best estimate of anticipated experience under the plan. Furthermore, in the case of a plan other than a multiemployer plan, each assumption used (a) is reasonable (taking into account the experience of the plan and reasonable expectations) or (b) would, in the aggregate, result in a total contribution equivalent to that which would be determined if each such assumption were reasonable; in the case of a multiemployer plan, the assumptions used, in the aggregate, are reasonable (taking into account the experience of the plan and reasonable expectations).

SIGN HERE Donald E Fuerst — 10/9/08

Signature of actuary — Date

DONALD E. FUERST, F.S.A.

Type or print name of actuary

G 08-00092

Most recent enrollment number

MERCER

Firm name

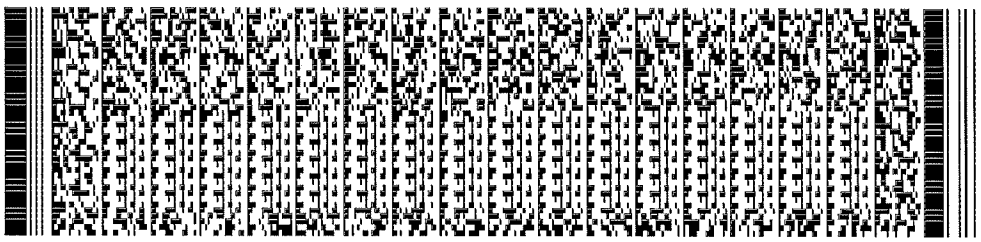
303-376-0800

Telephone number (including area code)

1225 17TH STREET, SUITE 2200
DENVER CO 80202

Address of the firm

If the actuary has not fully reflected any regulation or ruling promulgated under the statute in completing this schedule, check the box and see instructions. [ ]



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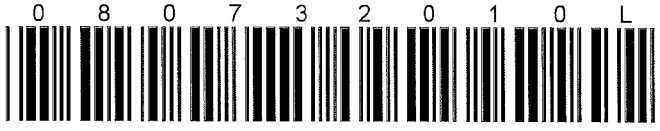

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1d Information on current liabilities of the plan:

(1) Amount excluded from current liability attributable to pre-participation service (see instructions)	d(1)	0
(2) "RPA '94" information:		
(a) Current liability	d(2)(a)	587978824
(b) Expected increase in current liability due to benefits accruing during the plan year	d(2)(b)	9904370
(c) Current liability computed at highest allowable interest rate (see instructions)	d(2)(c)	587978824
(d) Expected release from "RPA '94" current liability for the plan year	d(2)(d)	
(3) Expected plan disbursements for the plan year	d(3)	44687770

2 Operational information as of beginning of this plan year:

a Current value of the assets (see instructions)	2a	538310420

b "RPA '94" current liability:

	(1) No. of Persons	(2) Vested Benefits	(3) Total Benefits
(1) For retired participants and beneficiaries receiving payments	4286	397820707	397820707
(2) For terminated vested participants	1805	74270472	74270472
(3) For active participants	1094	102764885	115887645
(4) Total	7185	574856064	587978824

c If the percentage resulting from dividing line 2a by line 2b(4), column (3), is less than 70%, enter such percentage | 2c | %

3 Contributions made to the plan for the plan year by employer(s) and employees:

(a) Month-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees	(a) Month-Day-Year	(b) Amount paid by employer	(c) Amount paid by employees
04/15/2008	3435000				
07/14/2008	4200000				
09/12/2008	3000000				
			3 Totals ▶	(b) 10635000	(c) 0

4 Quarterly contributions and liquidity shortfall(s):

a Plans other than multiemployer plans, enter funded current liability percentage for preceding year (see instructions)	4a	89.0 %

b If line 4a is less than 100%, see instructions, and complete the following table as applicable:

Liquidity shortfall as of end of Quarter of this plan year			
(1) 1st	(2) 2nd	(3) 3rd	(4) 4th
0	0	0	0

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5 Actuarial cost method used as the basis for this plan year's funding standard account computation:

a ☐ Attained age normal **b** ☐ Entry age normal **c** ☒ Accrued benefit (unit credit)

d ☐ Aggregate **e** ☐ Frozen initial liability **f** ☐ Individual level premium

g ☐ Individual aggregate **h** ☐ Other (specify) ▶ _____

i Has a change been made in funding method for this plan year? ☐ Yes ☒ No

j If line i is "Yes," was the change made pursuant to Revenue Procedure 2000-40? ☐ Yes ☐ No

k If line i is "Yes," and line j is "No" enter the date of the ruling letter (individual or class) approving the change in funding method Month Day Year

6 Checklist of certain actuarial assumptions:

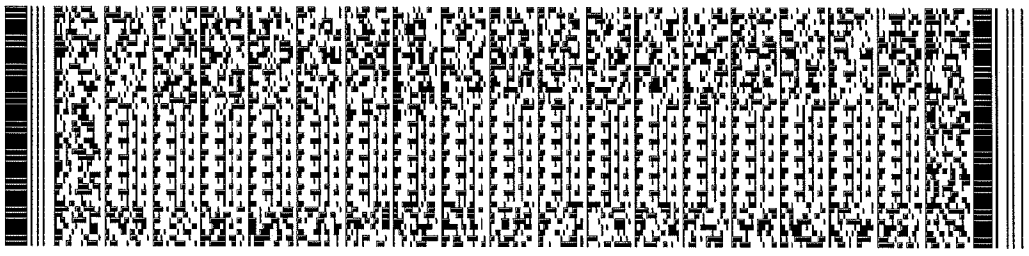
a Interest rate for "RPA '94" current liability		**6a**	5.78 %	☐ N/A
b Weighted average retirement age		**6b**	60	☐ N/A
		Pre-retirement	Post-retirement	
c Rates specified in insurance or annuity contracts	☒ N/A	**6c**	☐ Yes ☐ No	☐ Yes ☐ No ☒ N/A
d Mortality table code for valuation purposes:				
(1) Males		**d(1)**	A	A
(2) Females		**d(2)**	A	A
e Valuation liability interest rate	☐ N/A	**6e**	7.25 %	7.25 % ☐ N/A
f Expense loading	☐ N/A	**6f**	13.4 %	% ☒ N/A
		Male		Female
g Annual withdrawal rates:			Rate Code	Rate Code
(1) Age 25		**g(1)**	U 20.44 %	U 20.44 %
(2) Age 40		**g(2)**	U 11.02 %	U 11.02 %
(3) Age 55		**g(3)**	U 5.80 %	U 5.80 %
h Salary scale	☐ N/A	**6h**	4.55 %	4.55 % ☐ N/A
i Estimated investment return on actuarial value of assets for year ending on the valuation date		**6i**	11.8 %	
j Estimated investment return on current value of assets for year ending on the valuation date		**6j**	11.8 %	

7 New amortization bases established in the current plan year:

(1) Type of Base	(2) Initial Balance	(3) Amortization Charge/Credit

8 Miscellaneous information:

a If a waiver of a funding deficiency or an extension of an amortization period has been approved for this plan year, enter the date of the ruling letter granting the approval Month Day Year



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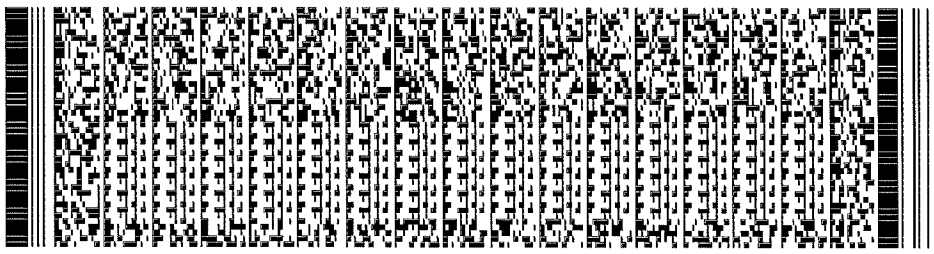
8b If one or more alternative methods or rules (as listed in the instructions) were used for this plan year, enter the appropriate code in accordance with the instructions ▶ _____

c Is the plan required to provide a Schedule of Active Participant Data? (see instructions) If "Yes," attach schedule . . . . . ☒ Yes ☐ No

9	Funding standard account statement for this plan year:				
	Charges to funding standard account:				
a	Prior year funding deficiency, if any			**9a**	0
b	Employer's normal cost for plan year as of valuation date			**9b**	6333154
c	Amortization charges as of valuation date:	Outstanding Balance			
	(1) All bases except funding waivers ▶	($ 58329583)		**c(1)**	19309296
	(2) Funding waivers ▶	($ 0)		**c(2)**	0
d	Interest as applicable on lines 9a, 9b, and 9c			**9d**	1859078
e	Additional interest charge due to late quarterly contributions, if applicable			**9e**	0
f	Adjusted additional funding charge from Part II, line 12q, if applicable ☐ N/A			**9f**	0
g	Total charges. Add lines 9a through 9f			**9g**	27501528
	Credits to funding standard account:				
h	Prior year credit balance, if any			**9h**	56590680
i	Employer contributions. Total from column (b) of line 3			**9i**	10635000
		Outstanding Balance			
j	Amortization credits as of valuation date ▶	($ 1765466)		**9j**	277785
k	Interest as applicable to end of plan year on lines 9h, 9i, and 9j			**9k**	4122964
l	Full funding limitation (FFL) and credits				
	(1) ERISA FFL (accrued liability FFL)	**l(1)**	55868528		
	(2) "RPA '94" override (90% current liability FFL)	**l(2)**	0		
	(3) FFL credit			**l(3)**	0
m	(1) Waived funding deficiency			**m(1)**	0
	(2) Other credits			**m(2)**	0
n	Total credits. Add lines 9h through 9k, 9l(3), 9m(1), and 9m(2)			**9n**	71626429
o	Credit balance: If line 9n is greater than line 9g, enter the difference			**9o**	44124901
p	Funding deficiency: If line 9g is greater than line 9n, enter the difference			**9p**	0
	Reconciliation account:				
q	Current year's accumulated reconciliation account:				
	(1) Due to additional funding charges as of the beginning of the plan year	**q(1)**	0		
	(2) Due to additional interest charges as of the beginning of the plan year	**q(2)**	0		
	(3) Due to waived funding deficiencies:				
	(a) Reconciliation outstanding balance as of valuation date	**q(3)(a)**	0		
	(b) Reconciliation amount. Line 9c(2) balance minus line 9q(3)(a)	**q(3)(b)**	0		
	(4) Total as of valuation date ▶			**q(4)**	0
10	Contribution necessary to avoid an accumulated funding deficiency. Enter the amount in line 9p or the amount required under the alternative funding standard account if applicable			**10**	0

11 Has a change been made in the actuarial assumptions for the current plan year? If "Yes," see instructions . . . . . ☒ Yes ☐ No



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Part II Additional Information for Certain Plans Other Than Multiemployer Plans

Please see **Who Must File** in the Schedule B instructions to determine if you must complete Part II.

12 Additional required funding charge (see instructions):

a Enter "Gateway %." Divide line 1b(2) by line 1d(2)(c) and multiply by 100.
If line 12a is at least 90%, go to line 12q and enter -0-.
If line 12a is less than 80%, go to line 12b.
If line 12a is at least 80% (but less than 90%), see instructions and, if applicable, go to line 12q and enter -0-. Otherwise, go to line 12b . . . . . 12a 91.6 %

b "RPA '94" current liability. Enter line 1d(2)(a) 12b

c Adjusted value of assets (see instructions) 12c

d Funded current liability percentage. Divide line 12c by 12b and multiply by 100 . . . . . 12d %

e Unfunded current liability. Subtract line 12c from line 12b 12e

f Liability attributable to any unpredictable contingent event benefit 12f

g Outstanding balance of unfunded old liability 12g

h Unfunded new liability. Subtract the total of lines 12f and 12g from line 12e. Enter -0- if negative 12h

i Unfunded new liability amount (_____ % of line 12h) 12i

j Unfunded old liability amount 12j

k Deficit reduction contribution. Add lines 12i, 12j, and 1d(2)(b) 12k

l Net charges in funding standard account used to offset the deficit reduction contribution. Enter a negative number if less than zero 12l

m Unpredictable contingent event amount:

(1)	Benefits paid during year attributable to unpredictable contingent event . . .	m(1)	
(2)	Unfunded current liability percentage. Subtract the percentage on line 12d from 100%	m(2)	%
(3)	Enter the product of lines 12m(1) and 12m(2)	m(3)	
(4)	Amortization of all unpredictable contingent event liabilities	m(4)	
(5)	"RPA '94" additional amount (see instructions)	m(5)	
(6)	Enter the greatest of lines 12m(3), 12m(4), or 12m(5)		m(6)

n Preliminary additional funding charge: Enter the excess of line 12k over line 12l (if any), plus line 12m(6), adjusted to end of year with interest 12n

o Contributions needed to increase current liability percentage to 100% (see instructions) 12o

p Additional funding charge prior to adjustment: Enter the lesser of line 12n or 12o 12p

q Adjusted additional funding charge. (.0 % of line 12p) 12q 0

0 8 0 7 3 2 0 5 0 P

Attachments to 2007 Schedule B (Form 5500)

Actuarial Information

Plan: Johns Manville Employees Retirement Plan
EIN/PN: 84-0856796/003

We used and relied upon financial data submitted by the trustee without further audit. We have also used and relied on participant data supplied by the plan sponsor; these data would customarily not be verified by a plan's actuary. We have reviewed the participant data for internal consistency and reasonableness and have no reason to doubt its substantial accuracy. Finally, we have also used and relied upon the plan documents as supplied by the plan sponsor. The plan sponsor is solely responsible for the validity and completeness of this information. We are not aware of any material errors in the documents supplied to us.

Attached as separate exhibits to the Schedule B are:

- Schedule B, Line 6 – Summary of plan provisions
- Schedule B, Line 6 – Statement of actuarial assumptions/methods
- Schedule B, Line 6b – Description of weighted average retirement age
- Schedule B, Line 8c – Schedule of active participant data
- Schedule B, Lines 9c and 9j – Schedule of funding standard account bases
- Schedule B, Line 11 – Justification for change in actuarial assumptions

Schedule B, Line 6 – Summary of plan provisions

Effective date and plan year	Original effective date is 1941; Plan year is the calendar year.
Most recent amendment	Amended and restated effective January 1, 2006 and further amended effective January 1, 2007.
Sponsoring employer	Johns Manville Corporation.
Type of Plan	Defined Benefit.
Eligibility	One year of service. Plan is closed to new employees hired after December 31, 2006.
Covered compensation	35 year average of maximum taxable wage bases ending with calendar year prior to year of termination or retirement.
Average final salary (AFS)	The average of the participant's salary (limited by Code Section 401(a)(17)) during the five highest consecutive years in the last ten calendar years of employment.
Company contributions	All contributions to support the Plan are made by the Company.
Participant contributions	Discontinued January 1, 1986; provide supplemental benefit and minimum cash refund from plan.
Accumulated service	Elapsed time.
Benefit service	Elapsed time.
Transfers to/from participating employers	Earns Benefit Service as an employee under this plan, earns Accumulated Service with nonparticipating employer.
Transfers between plans	Earns Benefit Service as an employee under this Plan; earns Accumulated Service while covered under the Hourly Retirement Plan.
Benefit eligibility:	
Normal retirement	Age 65.
Early retirement	Age 55 and ten years of Accumulated Service.
Disability	If hourly non-union employee, 10 years of Accumulated Service, mentally or physically incapable of employment, eligible for Social Security disability benefits and not eligible for LTD plan. If salaried employee, eligible for LTD plan.
Vested termination	Age 55 or five years of Accumulated Service.
Spouse's death	Eligible for vested or retirement benefit.
Post-retirement lump sum death	Death more than 31 days after normal or early retirement.

Schedule B, Line 6 – Summary of plan provisions *(continued)*

Benefit amount:

Normal retirement benefit

1.02% times AFS up to Covered Compensation

plus

1.40% times AFS in excess of Covered Compensation

all times

Years of Benefit Service up to 35 years

plus

1.33% times AFS times years of Benefit Service in excess of 35 years

plus

2.5% times participant's 1/1/1986 accumulated contributions with interest projected to participant's normal retirement date using 5% annual interest assumption.

Minimum monthly benefit

$20 times years of Benefit Service; some participants also have frozen 1986 and 1988 minimum benefits and/or frozen 1993 minimum accrued benefits.

Accrued benefit

Calculated same as normal retirement benefit, but based on AFS and Benefit Service at date of calculation.

Early retirement benefit

Accrued benefit reduced 4% per year prior to age 65 (reduced from age 62 if 25 years of Accumulated Service).

Disability retirement benefit

Continue to earn Benefit Service to age 65.

Vested termination benefit

Accrued benefit payable at age 65 or reduced benefit payable anytime after age 55 (age 50 for participants on 12/31/1988); reduction factors per following table:

Age Benefit Commences	Reduction Factor
50	0.26
51	0.28
52	0.30
53	0.33
54	0.36
55	0.39
56	0.42
57	0.46
58	0.50
59	0.55
60	0.61
61	0.67
62	0.74
63	0.81
64	0.90

Schedule B, Line 6 – Summary of plan provisions *(continued)*

Benefit Amount (continued)	
Spouse Death Benefit	If eligible for early retirement, immediate benefit is payable to spouse as if participant retired and elected 100% contingent annuitant option on date of death. Otherwise, death benefit is spouse benefit payable had the participant terminated on his date of death, elected benefit commencement with a 50% contingent annuitant option when first eligible and died on the following day.
Post-retirement lump sum death benefit	Equal to the amount of the post retirement group life insurance carried by the Company for the participant, limited to $5,000.
Normal form of benefit:	
Single	Life annuity.
Married	Reduced 50% contingent annuitant annuity.
Optional forms of retirement benefits	100%, 75%, 50%, 25% contingent annuitant annuity or life annuity.

Schedule B, Line 6 – Summary of plan provisions *(continued)*

Benefit not included in the valuation

To the best of our knowledge, no benefits were excluded from the valuation.

Significant events

Effective December 31, 2006, the Plan was closed to new entrants. Effective December 31, 2007, all benefit accruals are frozen. This will be taken into account in the January 1, 2008 actuarial valuation.

Changes in principal eligibility or benefit provisions

Effective January 1, 2007, the annual compensation limit under Section 401(a)(17) increased from $220,000 to $225,000 and the Section 415 annual benefit limit increased from $175,000 to $180,000.

Changes in actuarial assumptions or methods and justifications for such changes

There has been no change in actuarial cost method, asset valuation method, or valuation date since the prior valuation as of January 1, 2006.

The gateway current liability interest rate and RPA '94 current liability interest rate were changed from 5.77% to 5.78%. These current liability interest rates were changed due to changes in the required interest rate under Code Section 412(l)(7)(C)(i).

The current liability mortality table was changed due to changes in the required mortality table under Code Section 412(l)(7)(C)(ii).

Healthy mortality, disabled mortality and disability incidence were changed to better reflect anticipated plan experience.

The expense load assumption was changed from $400,000 to $750,000 to better reflect anticipated expenses.

Schedule B, Line 6 – Statement of actuarial assumptions/methods

Actuarial cost method

Liabilities and contributions shown in this report are computed using the projected unit credit method of funding. The objective under this method is to fund each participant's benefits under the plan as they would accrue, taking into consideration future salary increases. Thus, the total pension to which each participant is expected to become entitled, is broken down into units, each associated with a year of past or future credited service. Typically, when this method is introduced, there will be an initial liability for benefits credited for service prior to that date, and to the extent that the liability is not covered by assets of the plan, there is an unfunded liability to be funded over a chosen period in accordance with an amortization schedule.

A detailed description of the calculation follows:

- An individual's **accrued benefit** for valuation purposes related to a particular separation date is the accrued benefit described under the plan but determined using the projected compensation that would be used in the calculation of the benefit on the expected separation date.

- The **benefit** deemed to accrue for an individual during a plan year is the excess of the accrued benefit for valuation purposes at the end of the plan year over the accrued benefit for valuation purposes at the beginning of the plan year. Both accrued benefits are calculated from the same projections to the various anticipated separation dates as described above.

- An individual's **accrued liability** is the present value of the accrued benefit for valuation purposes at the beginning of the plan year, and an individual's **normal cost** is the present value of the benefit deemed to accrue in the plan year. If multiple decrements are used, the accrued liability and the normal cost for an individual are the sum of the component accrued liabilities and normal costs associated with the various anticipated separation dates. Such accrued liabilities and normal costs reflect the accrued benefits as modified to obtain the benefits payable on those dates and the probability of the individual separating on those dates.

- The plan's **normal cost** is the sum of the individual normal costs, and the plan's **accrued liability** is the sum of the accrued liabilities for all participants under the plan.

Changes since prior valuation

There have been no changes in the actuarial cost method since the last valuation. There have been no changes in the actuarial cost method in the last 10 years.

Schedule B, Line 6 – Statement of actuarial assumptions/methods *(continued)*

Asset valuation method

The asset value for funding purposes is set equal to the market value of assets.

Changes since prior valuation

There has been no change in the actuarial asset valuation method since the last valuation. The last change in asset valuation method was effective as of January 1, 2005.

Schedule B, Line 6 – Statement of actuarial assumptions/methods *(continued)*

Valuation procedures

Financial and census data: We used financial data submitted by the trustee as of January 1, 2007 without further audit and participant data as supplied by the plan administrator. This information would customarily not be verified by a plan's actuary. We have reviewed the information for internal consistency and we have no reason to doubt its substantial accuracy.

Benefits not included in liabilities: There are no benefits excluded from the liabilities.

The limitations of Internal Revenue Code Section 415(b) have been incorporated into our calculations.

No actuarial liability is included for participants who terminated nonvested prior to the valuation date.

The liabilities for participants eligible to receive a disability benefit in the future have been included with the liabilities for terminated vested participants.

The liabilities for employees who have transferred into the Johns Manville Hourly Retirement Plan have been included with the liabilities for active participants.

The plan administrator provides us with data on all employees as of the valuation date, but only those employees who have completed the plan's eligibility requirements are included in the valuation of liabilities. No actuarial liability has been included for participants who terminated nonvested prior to the valuation date.

We estimated benefits for 10 terminated vested participants since the exact benefit amounts were not provided to us.

Valuation compensation is the greater of the prior year's pensionable compensation and the annual rate of pay as of the valuation date for each participant, as limited by Internal Revenue Code Section 401(a)(17).

Schedule B, Line 6 – Statement of actuarial assumptions/methods *(continued)*

Economic Assumptions	
Investment return	▪ 7.25% compounded annually for funding purposes ▪ 5.78% compounded annually for RPA '94 current liability ▪ 5.78% compounded annually for gateway current liability
Salary increases	See table of sample values.
Social Security Taxable Wage Base increases	3.25% per year
Other assumptions	
Mortality	Healthy Pensioners RP 2000 White Collar Combined Mortality Table for males and females projected to 2007 using projection scale AA for determining all liabilities except for current liabilities. Current liabilities are based on the optional combined table, which is a blend of the Employee and Annuitant rates. Disabled Pensioners 1985 Pension Disability Mortality Table for males and females for all liabilities except for current liabilities. Current liabilities for disabled participants are based on the same optional combined table as healthy participants as described above.
Disability	1985 Pension Disability Table, Class 1. See table of sample values.
Withdrawal	See table of sample values.
Expenses	$750,000 for the 2007 plan year.
Retirement age	See table of sample rates for active participants. Participants with deferred benefits are assumed to commence benefits at age 65.
Marital characteristics	Wives are assumed to be two years younger than their husbands. 75% of male plan participants are assumed to be married, 50% of female participants are assumed to be married.
Form of payment	All participants are assumed to elect payment in the form of a single life annuity.

Schedule B, Line 6 – Statement of actuarial assumptions/methods *(continued)*

Tables of sample mortality rates

	Funding				Current Liability	
	Healthy		Disabled		Healthy & Disabled	
Attained Age	Male	Female	Male	Female	Male	Female
20	0.02%	0.02%	2.05%	1.71%	0.02%	0.01%
25	0.03	0.02	1.81	1.85	0.03	0.02
30	0.03	0.03	1.79	1.98	0.04	0.02
35	0.06	0.04	2.14	2.17	0.07	0.04
40	0.08	0.06	2.68	2.40	0.09	0.05
45	0.12	0.09	3.47	2.89	0.11	0.08
50	0.17	0.14	4.54	3.36	0.16	0.12
55	0.29	0.24	5.69	3.70	0.25	0.23
60	0.50	0.45	6.92	4.12	0.52	0.46
65	1.00	0.84	8.22	4.53	1.04	0.90
70	1.73	1.47	9.30	5.06	1.77	1.53
75	3.05	2.43	11.20	6.35	3.09	2.50
80	5.54	4.10	11.36	8.47	5.59	4.16
85	9.96	7.11	15.25	11.48	10.04	7.12
90	17.33	12.35	19.23	14.94	17.34	12.63
95	25.95	18.43	26.33	22.42	26.01	18.91

Tables of sample decrement rates

	Disability		
Attained Age	Male	Female	Withdrawal
20	0.03%	0.03%	24.80%
25	0.04	0.05	20.44
30	0.05	0.08	16.72
35	0.07	0.14	13.60
40	0.12	0.21	11.02
45	0.20	0.32	8.91
50	0.36	0.53	7.19
55	0.72	0.95	5.80
60	1.26	1.16	4.68

Schedule B, Line 6 – Statement of actuarial assumptions/methods *(continued)*

Earnings progression

Attained Age	Percentage Increase at Attained Age
20	8.75%
25	8.05
30	6.25
35	4.85
40	4.15
45	3.85
50	3.55
55	3.25
60	3.15

Retirement rates

Attained Age	Percentage Retiring	Attained Age	Percentage Retiring
55	10%	63	30%
56	10	64	20
57	10	65	60
58	10	66	50
59	10	67	50
60	15	68	20
61	25	69	20
62	40	70	100

Schedule B, Line 6b –Description of weighted average retirement age

Each employee is assumed to retire in accordance with the table of retirement rates. The number of employees expected to retire at each potential retirement age from an initial population of 30,000 is shown below. The average retirement age is 60.

(A) Retirement Age	(B) Number of Employees Expected to Retire	(C) (A) X (B)
55	3,000	165,000
56	2,700	151,200
57	2,430	138,510
58	2,187	126,846
59	1,968	116,130
60	2,657	159,432
61	3,764	229,627
62	4,517	280,069
63	2,033	128,064
64	949	60,712
65	2,277	147,985
66	759	50,087
67	379	25,423
68	76	5,161
69	61	4,189
70	243	16,999
Total	30,000	1,805,434
Average		60.2

Schedule B, Line 8c – Schedule of active participant data

Age	Years of Benefit Service										
	Under 1	**1-4**	**5-9**	**10-14**	**15-19**	**20-24**	**25-29**	**30-34**	**35-39**	**40+**	**Total**
Under 25	1	17									18
25-29	1	60 61,495	14								75 60,146
30-34	2	69 83,909	32 73,562	3							106 78,987
35-39	1	103 96,926	54 78,470	25 85,796	14	1					198 88,978
40-44	3	92 124,182	55 80,974	26 104,647	19	15	3				213 105,227
45-49	1	66 103,070	60 83,959	24 95,990	22 82,161	25 102,686	28 84,744	2			228 93,007
50-54	2	39 110,663	62 74,550	17	22 86,139	29 84,123	51 88,843	40 80,663	3		265 86,830
55-59		30 99,344	29 72,663	17	16	31 88,910	25 108,746	53 93,492	24 86,725		225 91,455
60-64		5	24 58,060	10	8	5	12	11	14	5	94 86,896
65-69		1	3	3	2	2	1			2	14
70+										1	1
Total	11	482 96,266	333 75,457	125 96,956	103 85,460	108 92,514	120 89,625	106 93,219	41 86,379	8	1,437 89,061

In each cell, the top number is the count of active participants for each age/service combination. The lower number is the average compensation of the active participants in that group. Earnings in cells with fewer than 20 participants have been suppressed in order to preserve confidentiality.

Note: Earnings shown in this matrix have been limited to $225,000.

The values in this matrix show average pay. Pay is based on the greater of actual 2006 pay and rate of pay on January 1, 2007. This matrix excludes 50 participants who transferred to the Johns Manville Hourly Retirement Plan prior to January 1, 2007.

Schedule B, Lines 9c & 9j – Schedule of funding standard account bases

	Amortization Period			Balances		
Charge	**Date Created**	**Initial Years**	**Years Left**	**Initial**	**Outstanding**	**Beginning-of-Year Payment**
Actuarial Loss	01/01/2005	5	3	$ 62,817,364	$ 40,291,353	$ 14,380,665
Actuarial Loss	01/01/2006	5	4	21,418,430	17,712,496	4,903,282
Plan Change	01/01/2006	30	29	329,064	325,734	25,349
Total					**$ 58,329,583**	**$ 19,309,296**

	Amortization Period			Balances		
Credit	**Date Created**	**Initial Years**	**Years Left**	**Initial**	**Outstanding**	**Beginning-of-Year Payment**
Asset Method Change	01/01/2005	10	8	$ 2,021,895	$ 1,722,168	$ 271,523
Assumption Change	01/01/2006	10	9	46,633	43,298	6,262
Total					**$ 1,765,466**	**$ 277,785**

Schedule B, Line 11 – Justification for change in actuarial assumptions

Changes in actuarial assumptions

The gateway current liability interest rate and RPA '94 current liability interest rate were changed from 5.77 to 5.78%. These current liability interest rates were changed due to changes in the required interest rate under Code Section 412(l)(7)(C)(i).

The current liability mortality table was changed due to changes in the required mortality table under Code Section 412(l)(7)(C)(ii).

Healthy mortality, disabled mortality and disability incidence were changed to better reflect anticipated plan experience.

The expense load assumption was changed from $400,000 to $750,000 to better reflect anticipated expenses.

Official Use Only

SCHEDULE R (Form 5500)

Department of the Treasury
Internal Revenue Service

Department of Labor
Employee Benefits Security Administration

Pension Benefit Guaranty Corporation

Retirement Plan Information

This schedule is required to be filed under sections 104 and 4065 of the Employee Retirement Income Security Act of 1974 (ERISA) and section 6058(a) of the Internal Revenue Code (the Code).

▶ **File as an Attachment to Form 5500.**

OMB No. 1210-0110

2007

This Form is Open to Public Inspection.

For calendar year 2007 or fiscal plan year beginning 01/01/2007 , and ending 12/31/2007 ,

A Name of plan	**B** Three-digit plan number ▶
JOHNS MANVILLE EMPLOYEES RETIREMENT PLAN	003
C Plan sponsor's name as shown on line 2a of Form 5500	**D** Employer Identification Number
JOHNS MANVILLE CORPORATION	84-0856796

Part I Distributions

All references to distributions relate only to payments of benefits during the plan year.

1	Total value of distributions paid in property other than in cash or the forms of property specified in the instructions	1	$ 0
2	Enter the EIN(s) of payor(s) who paid benefits on behalf of the plan to participants or beneficiaries during the year (if more than two, enter EINs of the two payors who paid the greatest dollar amounts of benefits). 13-3981763		
	Profit-sharing plans, ESOPs, and stock bonus plans, skip line 3.		
3	Number of participants (living or deceased) whose benefits were distributed in a single sum, during the plan year	3	3

Part II Funding Information (If the plan is not subject to the minimum funding requirements of section 412 of the Internal Revenue Code or ERISA section 302, skip this Part)

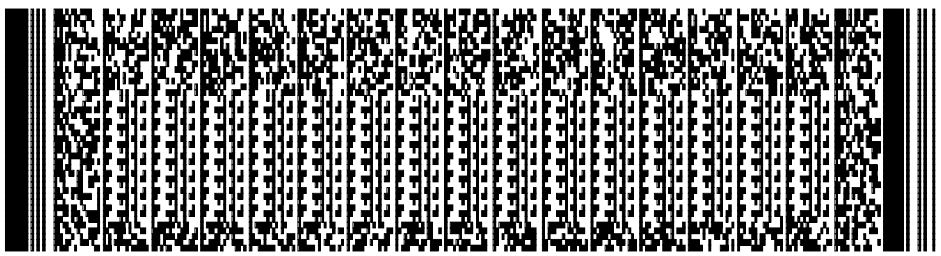
4	Is the plan administrator making an election under Code section 412(c)(8) or ERISA section 302(c)(8)?		☐ Yes ☒ No ☐ N/A
	If the plan is a defined benefit plan, go to line 7.		
5	If a waiver of the minimum funding standard for a prior year is being amortized in this plan year, see instructions, and enter the date of the ruling letter granting the waiver ▶		Month ____ Day ____ Year ____
	If you completed line 5, complete lines 3, 9, and 10 of Schedule B and do not complete the remainder of this schedule.		
6a	Enter the minimum required contribution for this plan year	6a	$
b	Enter the amount contributed by the employer to the plan for this plan year	6b	$
c	Subtract the amount in line 6b from the amount in line 6a. Enter the result (enter a minus sign to the left of a negative amount)	6c	$
	If you completed line 6c, skip lines 7 and 8 and complete line 9.		
7	If a change in actuarial cost method was made for this plan year pursuant to a revenue procedure providing automatic approval for the change or a class ruling letter, does the plan sponsor or plan administrator agree with the change?		☐ Yes ☐ No ☒ N/A

Part III Amendments

8	If this is a defined benefit pension plan, were any amendments adopted during this plan year that increased or decreased the value of benefits? If yes, check the appropriate box(es). If no, check the "No" box. (See instructions.)	☐ Increase	☒ Decrease ☐ No

Part IV Coverage (See instructions.)

9	Check the box for the test this plan used to satisfy the coverage requirements	☒ the ratio percentage test	☐ average benefit test



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