

EXHIBIT D

IN THE UNITED STATES DISTRICT COURT
FOR THE EASTERN DISTRICT OF MISSOURI

The Society of Lloyd's,)
)
 Plaintiff,)
) Case No: 4:03CV1113 HEA
 vs.)
)
 Robert W. Fuerst, Hord Hardin II, Harold F.)
 Ilg, Walter A. Klein, Meade M. McCain,)
 John J. Shillington, Cynthia J. Todorovich)
 and Michael B. Todorovich,)
)
 Defendants.)

AFFIDAVIT OF MEADE M. McCAIN

The undersigned, Meade M. McCain, on oath deposes and states as follows:

1. I am of the age of majority, under no disability, and if called as a witness would be able competently to testify to the facts asserted herein, all of which are within my personal knowledge.
2. I am one of the defendants in the action captioned above.
3. I was born on March 13, 1926, in Missouri, and am 78 years of age. I have been a resident of Missouri since 1926.
4. I sold my business in 1991. I have been a real estate agent since 1992.
5. I was recruited into Lloyd's by Charles Parnell of the R.W. Sturge Agency. He recruited me by telephone in 1978. I was referred to him by a friend "Name."
6. I did not seek the advice of a lawyer or an accountant before joining Lloyd's. I relied on the statements made to me by Charles Parnell.
7. At no time did Charles Parnell or anyone else at Lloyd's ever mention asbestos to me.

8. I began underwriting in 1979.

9. Neither Charles Parnell nor anyone at R.W. Sturge Agency or at Lloyd's told me that the Lloyd's Act of 1982 gave Lloyd's certain immunities under English law.

10. Neither Charles Parnell nor or anyone at R.W. Sturge Agency nor at Lloyd's ever explained what an "open year" was. I was told I could resign from Lloyd's after the syndicates closed in three years.

11. When I went to London for my Rota meeting I was given stacks of papers to sign. I was not given time to read them. Charles Parnell told me not to read the papers, stating that I would have to trust him saying "if you read it, we'll be here all day. This is where you have to trust me." I mentioned several times that I didn't understand what I was signing. Secretaries were coming in with more papers to sign and taking away the papers I already signed. I was signing at Lloyd's solicitor's office.

12. My original letter of credit at Lloyd's was for £150,000. After a few years, my letter of credit was increased several times to £563,000 in 1988.

13. I have already paid Lloyd's more than \$159,165 including draw-downs on my letters of credit and payments of cash calls.

14. I did not accept R & R because it didn't offer me finality and I had no assets to pay with.

I declare under penalty of perjury under the laws of the State of Missouri, United States of America, that the foregoing is true and correct.

Signed this 12th day of April, 2004, at St. Louis, Missouri.

/s/ Meade M. McCain
Meade M. McCain

STATE OF MISSOURI)
) SS
COUNTY OF ST. LOUIS)

On this 12th day of April, 2004, before me personally appeared Meade M. McCain, to me known to be the person described in and who executed the foregoing instrument, and acknowledged that he executed the same as his free act and deed and that the facts contained therein are true and correct to his best knowledge and belief.

IN TESTIMONY WHEREOF, I have hereunto set my hand and affixed my official seal on the day and year first above written.

/s/ Mary Beth Arredondo
Notary Public

My Commission Expires: 1/13/2007

VERIFICATION OF SIGNED ORIGINAL DOCUMENT

Pursuant to Local Rule 11-2.11, Ted F. Frapolli, Attorney for Defendants Robert W. Fuerst, Hord Hardin II, Walter A. Klein, Meade M. McCain, Cynthia J. Todorovich and Michael B. Todorovich hereby attests to the existence of a paper copy of the Affidavit of Meade M. McCain bearing the original signature of Meade M. McCain. The document was filed electronically on April 15, 2004 as an attachment to Response, Evidentiary Objections and Counterstatements of Defendants Robert W. Fuerst, Hord Hardin II, Walter A. Klein, Meade M. McCain, Cynthia J. Todorovich and Michael B. Todorovich to Plaintiff's Statement of Undisputed Material Facts. Counsel will retain the paper copy bearing the original signature during the pendency of the litigation including all possible appeals.

LAW OFFICES OF TED F. FRAPOLLI

By: /s/ Ted F. Frapolli
Ted F. Frapolli #10480
275 North Lindbergh, Suite F
St. Louis, MO 63141
(314) 993-4261 telephone
(314) 993-3367 fax

Attorney for Defendants Robert W. Fuerst,
Walter A. Klein, Meade M. McCain,
Cynthia J. Todorovich, Michael B. Todorovich and
Hord Hardin II

CERTIFICATE OF SERVICE

I certify that on the 15th day of April, 2004, the foregoing was filed electronically with the Clerk of the Court to be served by operation of the Court's electronic filing system upon the following: Martin J. Buckley, Attorney for Plaintiff, 1139 Olive Street, Suite 800, St. Louis, Missouri 63101; Alan C. Kohn, Esq., Attorney for Defendant Shillington, One US Bank Plaza, Suite 2410, St. Louis, Missouri 63101; Blake T. Hannafan, Esq., Michael T. Hannafan & Associates, Ltd., One East Wacker Drive, Suite 1208, Chicago, IL 60601; and Harold F. Ilg, 100 L'Ambiance Circle, Unit 202, Naples, Florida 34108.

 /s/ Ted F. Frapolli