

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEVADA**

In the Matter of:  
**COMBINED METALS  
REDUCTION COMPANY,**

Debtor.

In Proceedings for  
the Reorganization  
of a Corporation  
Chapter X  
No. LV 5541

**NOTICE TRANSMITTED UNDER SECTION 175  
AND NOTICE OF HEARING**

**TO ALL CREDITORS AND STOCKHOLDERS OF  
COMBINED METALS REDUCTION COMPANY,  
ABOVE-NAMED DEBTOR:**

NOTICE is hereby given that:

1. On the 21st day of July, 1972, this court approved an amended plan for the reorganization of Combined Metals Reduction Company, above-named debtor, prepared and filed by Paul Gemmill, trustee of said debtor, and dated July 5, 1972.

2. In accordance with said order, there is transmitted herewith (a) a copy of said plan, together with a copy of the summary thereof, approved by the Judge; (b) a copy of the order of the Judge approving said plan; (c) appropriate forms for the acceptance of said plan.

3. By said order of the 21st day of July, 1972, acceptance may be filed in writing by all creditors and stockholders affected by said plan on or before the 25th day of August, 1972, with the clerk of this court, United States Courthouse, Las Vegas, Nevada. Appropriate forms for acceptance of said plan are enclosed for the convenience of creditors and stockholders if they desire to accept said plan. Other forms may be obtained from the undersigned upon request.

4. Acceptance will be effective only as to proofs of claim of creditors and proofs of stock interest that have been filed and allowed herein.

NOTICE IS FURTHER GIVEN that the 21st day of September, 1972, at 9:00 o'clock a.m., in the courtroom of the Honorable Roger D. Foley, United States District Judge, United States Courthouse, Las Vegas, Nevada, has been fixed as the time and place to consider the confirmation of the plan and such objections as may be made to the confirmation in accordance with the provisions of §179 of the Act of Congress relating to the bankruptcy, and of a hearing pursuant to §236(2) of the said Act, if confirmation of the said plan is refused.

NOTICE IS FURTHER GIVEN that said hearing may be adjourned from time to time without notice to said debtors, creditors, stockholders, or other parties

in interest, other than the announcement of the adjourned date or dates of the hearing.

BY ORDER OF THE COURT:

DATED this 28th day of July, 1972.

Paul Gemmill, Trustee  
P.O. Box 2498  
Reno, Nevada

John M. Barry, Esq.  
90 Court Street  
Reno, Nevada

and

William G. Fowler, Esq.  
340 East Fourth South  
Salt Lake City, Utah  
Attorneys for Trustee

---

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEVADA**

In the Matter of:  
COMBINED METALS  
REDUCTION COMPANY,

Debtor.

} In Proceedings for  
the Reorganization  
of a Corporation  
Chapter X  
No. LV 5541

---

**ORDER APPROVING AMENDED PLAN**

A hearing having been held on the 6th day of July, 1972, pursuant to the order of this court upon the Amended Plan of Reorganization of Combined Metals Reduction Company, above-named debtor, prepared and filed herein by Paul Gemmill, trustee of said debtor, and dated July 5, 1972, for the consideration of any objections which might be made, or of such amendments or plans that might be proposed by said debtors or by any creditors or stockholders herein, and notice of said hearing having been given as required by §171 of the Bankruptcy Act, and in accordance with the order of this court; and the trustee appearing in person and being represented by John M. Barry, Esq. and William G. Fowler, Esq., and other appearances having been noted and it further appearing that the classification of creditors and stockholders into classes according to the respective nature of their claims should be approved; and no objections having been heard;

NOW, upon the Amended Plan for Reorganization of Combined Metals Reduction Company, above-named debtor, prepared and filed by trustee of said debtor, and all the proceedings had before me at the said hearing, and the court being of the opinion that said Plan complies with the provisions of §216 of said Act, and is fair and equitable, and feasible, it is hereby

ORDERED, that the said Plan for the Reorganization of Combined Metals Reduction Company, above-



named debtor, prepared and filed by Paul Gemmill, trustee for the said debtor, as amended and modified, be, and hereby is, approved; and it is further

ORDERED, that the classification of creditors and stockholders, according to the nature of their respective claims be, and the same hereby is, approved; and it is further

ORDERED, that the 25th day of August, 1972, be and hereby is, fixed as the last day of the time within which the creditors and stockholders herein affected by said Plan may accept the same in writing, filed herein; and it is further

ORDERED, that the summary of the said Plan annexed hereto and marked Exhibit "A" and made a part hereof, be, and hereby is, approved as the summary required by §175(1) of said Act; and it is further

ORDERED, that the 21st day of September, 1972, at 9:00 o'clock a.m., in the courtroom of the undersigned, be, and the same hereby is, fixed as the time and the place (a) of a hearing for the consideration of the confirmation of the amended plan for the reorganization of Combined Metals Reduction Company, the above-named debtor, approved by this court under §174 of the Bankruptcy Act on this date, and of such objections as may be made to the confirmation thereof; and (b) of a hearing pursuant to §236(2) of the said Act, if confirmation of the said plan is refused; and in the event of such refusal of confirmation, after said hearing or any adjournment thereof, an order will be entered either adjudging said debtor a bankrupt and directing that bankruptcy be proceeded with or dismissing the proceeding under Chapter X of the said Act, as in the opinion of the judge may be in the interest of said stockholders and creditors; and it is further

ORDERED, that within ten (10) days after the entry of this order, Paul Gemmill, said trustee, shall transmit by mail to each creditor and stockholder of the said debtor, who is affected by the said Plan, at the address appearing on the debtor's books or otherwise known to him, a copy of said Amended Plan, together with a copy of the summary thereof herein approved, a copy of this Order Approving Amended Plan, a copy of the Notice hereto attached, marked Exhibit "B" and made a part hereof, and appropriate forms for acceptance from among the forms hereto annexed, marked Exhibits "C," "D" and "E" and made a part hereof, which the court deems desirable for the information of the creditors herein.

DATED this 21st day of July, 1972.

/s/ Roger D. Foley

Roger D. Foley  
United States District Judge

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEVADA**

In the Matter of:  
**COMBINED METALS  
REDUCTION COMPANY,**

Debtor.

In Proceedings for  
the Reorganization  
of a Corporation  
Chapter X  
No. LV 5541

**SUMMARY OF TRUSTEE'S AMENDED PLAN**

The amended Plan for Reorganization of Combined Metals Reduction Company, above-named debtor, dated July 5, 1972, and as approved by this Court, in substance provides as follows:

1. (a) The vesting of the debtor's property in the debtor, hereinafter referred to as the "New Company."

(b) The capitalization of the New Company to authorize 5,000,000 shares of new no-par common stock.

(c) The continuance of the business of the debtor by the New Company.

2. The payment in cash in full of all claims entitled to any priority under the provisions of Chapter X of the Bankruptcy Act, including claims for taxes.

3. The payment in cash in full of all claims incurred during the prior receivership (Case No. 1157) and entitled to priority by virtue of the operation of Section 258 of the Bankruptcy Act.

4. The modification of the rights of general unsecured claimants having claims less than \$1,000 by the payment of their claims in cash in full, or at their option, the full value of such indebtedness in capital stock of Abaron Corporation at a value of \$1.50 per share.

5. The modification of the rights of general unsecured claimants having claims in excess of \$1,000 by the payment of 25% of the face amount of their claims in cash and 75% in common stock of Abaron Corporation at a value of \$1.50 per share, or, at their option, 100% of the face amount of said claims in Abaron Corporation stock.

6. The alteration of the rights of existing stockholders by the cancellation of the stock in exchange for the issuance, upon a pro-rata basis, of approximately 144,000 shares of Abaron Corporation common stock.

7. The plan does not deal with the promissory note in favor of Pioche Manganese Company in the sum of \$442,273, secured by the kiln plant situated at the concentrating mill at Caselton, Nevada, nor the promissory notes in favor of Jeremiah Milbank and Milbank and Company in the respective amounts of \$65,000 and \$50,000, secured by mortgages upon the debtor's interest in the Rock Asphalt property situated in Carbon County, Utah.

8. The New Company will issue approximately 4,482,237 shares of new no-par common stock to Abaron Corporation, in consideration for the sum of \$1,414,000 and in the further consideration of the issuance of its capital stock to unsecured claimants and to stockholders of the debtor.

The foregoing Summary of Trustee's Amended Plan has been approved by the Judge.

DATED this 28th day of July, 1972.

Paul Gemmill, Trustee  
P.O. Box 2498  
Reno, Nevada

John M. Barry, Esq.  
90 Court Street  
Reno, Nevada

and

William G. Fowler, Esq.  
340 East Fourth South  
Salt Lake City, Utah  
Attorneys for Trustee



**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEVADA**

In the Matter of:  
**COMBINED METALS  
REDUCTION COMPANY,**

**Debtor.**

In Proceedings for  
the Reorganization  
of a Corporation  
Chapter X  
No. LV 5541

**AMENDED PLAN OF REORGANIZATION  
INTRODUCTION**

**A. Proceedings.** These proceedings were initiated on September 30, 1970, by creditors filing an involuntary petition seeking relief under the provisions of Chapter X of the Bankruptcy Act. The petition was approved February 2, 1971. The initial proposed plan of reorganization, dated August 30, 1971, has neither been considered or ruled upon, and an amended plan, dated November 12, 1971, has been withdrawn by the trustee.

**B. History of debtor.** Combined Metals Reduction Company ("debtor") was organized as a Utah corporation in 1923, and by 1958 had acquired extensive mining properties primarily in Nevada and Utah. Included among the major assets are concentrating mills at Caselton, Nevada, and Bauer, Utah. A resin processing mill is also situated at Bauer, which currently is the only active operation conducted by the trustee.

The debtor entered into a joint venture arrangement in 1964 with Grand Deposit Mining Company, which venture has as its principal purpose the development of the Pan American Mine (under lease from Comet Coalition Mines Company) and the processing and sale of zinc and lead concentrates. These operations were terminated in 1968 as the result of a nationwide copper smelter strike, making it impossible economically to sell the concentrates. The debtor's failure to meet its indebtedness caused it to be placed in receivership in 1968. The receivership proceedings were succeeded by the present Chapter X proceeding.

The debtor has 3,076,000 shares of common stock outstanding in the hands of 26 individuals. The books and records reflect assets having a book value of \$2,524,574, and liabilities of \$2,604,486 at the commencement of these proceedings. The book values do not disclose actual values of assets. For example, the Caselton Mill, in excellent condition, has been fully depreciated on the books. A further example is a stock interest and promissory note carried on the books at \$1.025 which were sold during the course of this proceeding, netting \$401,791 to the estate. Other expressions of value can be misleading and a number of miscellaneous assets should be written off as worthless. However, the debtor is not deemed insolvent so as to preclude participation by stockholders under this amended plan.

An accounting between debtor and Grand Deposit Mining Company discloses accrued obligations of \$414,831. Contributions due the joint venture from

debtor and others would reduce the net liabilities to \$159,740. The assets of the joint venture and of Grand Deposit Mining Company are minimal, and under partnership principles the obligations must be borne by the debtor.

**C. Funding Arrangements.** Abaron Corporation, a New York corporation, proposes to exchange 693,184 shares of its common voting stock of a value of \$1.50 per share for all of the issued and outstanding common stock (including treasury stock) of the debtor and in satisfaction of claims against the debtor totaling \$823,900. As further consideration for the acquisition of debtor's stock, Abaron Corporation proposes to pay in cash and/or Abaron stock claims against the debtor, including administrative costs and expenses, totaling \$1,414,000.

Abaron Corporation has entered into a joint venture agreement with a financing source by the terms of which Abaron will receive the sum of \$2,500,000, as required to finance the operations of the debtor and fund the plan of reorganization, in consideration for which amount the financing source shall receive 50% of the net profits of the operations of the new company until it has been paid the sum of \$2,500,000; and thereafter, said financing source shall receive 50% of the net profits from the sale of treated or untreated iron manganese tailings belonging to the debtor and situated at Caselton, Nevada. Abaron Corporation shall have no obligation to repay the sum of \$2,500,000 except as above set forth and the amounts so invested shall not be deemed a debt of either Abaron Corporation or the new company. A copy of said agreement respecting financing has been filed with the court and ordered sealed until the hearing upon confirmation of said proposed amended plan.

This amended plan proposes the cancellation of all existing common stock and the recapitalization of the debtor to authorize a new class of no par common stock.

By this proposal all creditors holding claims against the debtor or arising in the prior receivership proceeding will receive full value for their claims and existing stockholders will participate to the extent of one share of Abaron for 22 shares of Combined Metals Reduction Company.

**D. Appeals.** Any proposal may be affected by appeals from the orders of the court confirming the sales of assets and from the order approving the original petition herein. These appeals were taken by United States Smelting Refining and Mining Company which seeks to have the proceedings dismissed in order that it may proceed to foreclose its liens against debtor's property.

#### DEFINITIONS

The following terms when used in this Plan of Reorganization shall, except when otherwise required by the context, have the following meanings respectively:

**DEBTOR:** Combined Metals Reduction Company, organized and existing under the laws of the State of Utah.

**CHAPTER X:** Chapter X of the Act of Congress relating to Bankruptcy.



**REORGANIZATION PROCEEDINGS:** The proceedings for the reorganization of Combined Metals Reduction Company, filed in the United States District Court for the District of Nevada on September 30, 1970, and bearing case number LV 5541.

**COURT:** The United States District Court for the District of Nevada, acting in the reorganization proceeding, which term also applies to the Judge of the Court or the Referee in Bankruptcy at the time in charge of hearing any part of the reorganization proceedings.

**TRUSTEE:** Paul Gemmill, duly appointed, qualified and acting trustee of said debtor in the above-entitled reorganization proceedings, or duly appointed successor or successors.

**PLAN.** This plan of reorganization.

**OLD COMMON STOCK:** The issued and outstanding common stock of Combined Metals Reduction Company.

**GENERAL UNSECURED CLAIMS:** All unsecured claims of creditors against debtor, including wages and claims arising from the rejection of executory contracts, existing prior to the commencement of the receivership proceedings.

**NEW COMPANY:** The corporation in which will be vested the assets of the debtor to be included in the reorganization pursuant to the plan, which new company may be the debtor or another existing corporation, or a new corporation organized under the laws of such state as may be selected by the trustee with the approval of the court.

**ABARON:** Abaron Corporation, a New York corporation, having its principal place of business at Oklahoma City, Oklahoma.

**NEW COMMON STOCK:** The no par common stock of the new company resulting from recapitalization of the new company.

**BOARD OF DIRECTORS:** The Board of Directors of the new company.

**CONFIRMATION OF THE PLAN:** Either the Order of the court approving and confirming the plan or the date of such Order as the context may require.

**CONSUMMATION OF THE PLAN:** The making available of the new securities and cash for distribution of payment pursuant to the plan and the execution of all other provisions and the accomplishment of all other things contained and provided for in the plan and in the orders of the court in aid of the consummation thereof.

#### **CLASSES OF CREDITORS AND STOCKHOLDERS OF THE DEBTOR**

For the purpose of the plan and the acceptance or rejection thereof pursuant to Section 179 of said Chapter X, the creditors and stockholders are divided into classes as follows:

1. All claims entitled to any priority under any provision of Chapter X, or any other provisions of the Bankruptcy Act which applies to Chapter X proceedings, or any other law of the United States of America which applies to Chapter X proceedings.



2. All claims incurred during the receivership proceeding and entitled to priority by virtue of the operation of Section 258 of the Bankruptcy Act.

3. The States of Utah and Nevada and any other political subdivision thereof with respect to claims for taxes against the debtor.

4. Creditors holding securities of any sort which secure the payment of their claims, not including secured claimants included in Class 2 above.

5. Holders of general unsecured claims against the said debtor, including trade accounts, wages and arising from the rejection of executory contracts, which claims are less than \$1,000.

6. Holders of general unsecured claims against said debtor, including trade accounts, wages and arising from the rejection of executory contracts, which claims exceed \$1,000.

7. Holders of claims based upon promissory notes or open account, which claims are existing stockholders or others in a fiduciary relationship with the debtor, including E. H. Snyder Estate, Irving Bennett, Charles A. Steen, Charles A. Steen Foundation, Jeremiah Milbank, Milbank and Company, Techmanix Corporation, Edward H. Snyder, Jr., Snyder Mines, Inc., Estate of William H. Kelsey, Prince Consolidated Mining Company and such other persons or firms as shall be deemed to be in a fiduciary relation to debtor.

8. Holders of old common stock in Combined Metals Reduction Company.

## ARTICLE I

### PROVISIONS ALTERING OR MODIFYING THE RIGHTS OF CREDITORS AND STOCKHOLDERS

A. Creditors in Class 5 (general unsecured claims less than \$1,000), upon the consummation of the plan, shall be entitled to receive in satisfaction of their claims cash in full, or, at their option, the full amount of their claims in Abaron stock; and the rights of said claimants shall be modified and altered accordingly.

B. Creditors in Class 6 (general unsecured claims exceeding \$1,000), upon the consummation of the plan, shall be entitled to receive in satisfaction of their claims 25% of the face amount of the claim in cash and 75% in common stock of Abaron at a value of \$1.50 per share; or, at their option, 100% of the face amount of their claim in Abaron stock; and the rights of said claimants shall be modified and altered accordingly.

C. Claimants in Class 7, upon the consummation of the plan, shall be entitled to receive common stock of Abaron, at \$1.50 per share in the full amount of their respective claims; and the rights of said claimants shall be modified and altered accordingly.

D. Stockholders in Class 8, upon the consummation of the plan, shall surrender for cancellation their existing stock and shall be entitled to receive on a prorata basis approximately 144,000 shares of Abaron common stock; and the rights of said stockholders shall be modified and altered accordingly.

E. Distribution shall be made in accordance with the provisions of the plan to creditors and stockholders proofs of whose claims or stock have been filed prior to the date fixed by the judge and are allowed, or if not so filed, whose claims and stock have been listed by the trustee as fixed claims or stock, liquidated in amount and not disputed, and to creditors and stockholders whose claims or interest shall be otherwise allowed by the court.

## ARTICLE II

### PROPERTY TO BE DEALT WITH BY THE PLAN

All assets, rights, causes of action, receivables, and other property of the said debtor and the trustee are dealt with in the plan.

## ARTICLE III

### PAYMENT OF CASH AND EXPENSES OF ADMINISTRATION AND OTHER ALLOWANCES

All costs and expenses of administration and other allowances which may be made by the judge in this proceeding shall be paid in cash by the trustee out of the assets in his hands or by the new company, as the judge may direct.

## ARTICLE IV

### PROVISION FOR THE REJECTION OF EXECUTORY CONTRACTS

The plan shall not affect executory contracts not rejected by the trustee prior to the consummation of the plan and they will be assumed by the new company.

Any claims for injuries or damages arising from the rejection of any executory contract shall be deemed an unsecured claim in Class 5 or 6, as appropriate.

## ARTICLE V

### CLAIMS TO BE PAID IN CASH IN FULL

All claims included in Classes 1, 2, 3 and 5 are to be paid in cash in full upon consummation, or in such manner as shall be agreed upon by said claimants with the approval of the court.

## ARTICLE VI

### CREDITORS NOT AFFECTED BY THE PLAN

The following creditors are not to be affected by the plan:

The following creditors are not to be affected by the plan:

A. Holders of secured claims, secured by trust deeds, liens or mortgages upon property owned by the debtor, or upon property in which the debtor has an inferior trust deed, lien or mortgage, except insofar as the court may stay or enjoin sale or foreclosure of the debtor's interest (not including Class 2 claimants).

B. The holders of all claims to be paid as provided in Article V hereof.

C. Pioche Manganese Company or its assignee with respect to a non-interest bearing promissory note in the principal amount of \$442,273.57, secured by a



mortgage upon the kiln plant situated at Caselton, Nevada .

D. Jeremiah Milbank and Milbank and Company with respect to their promissory notes in the principal amounts of \$65,000 and \$50,000, respectively, secured by mortgages on the interest of the debtor in the Rock Asphalt property situated in Carbon County, Utah.

## ARTICLE VII

### PROVISIONS FOR CLASSES OF CREDITORS WHICH ARE AFFECTED BY AND DO NOT ACCEPT A PLAN BY THE REQUIRED TWO-THIRDS MAJORITY

In respect to any class of creditors which is affected by and does not accept the plan by a two-thirds majority in amount required under Chapter X, adequate protection for the realization by them of the value of their claim against the property dealt with by the plan and affected by such claims shall be provided in the order confirming the plan by any one or more of the methods prescribed by Section 216(7) of said Chapter X.

## ARTICLE VIII

### PROVISIONS FOR STOCKHOLDERS WHICH ARE AFFECTED BY AND DO NOT ACCEPT PLAN BY THE REQUISITE MAJORITY

In respect of any class of stockholders which is affected by and does not accept the plan by the majority of the stock required under Chapter X of said Act, adequate protection for the realization by them of the value of their equity, if any, in the property of the debtor dealt with by the plan shall be provided in the order confirming the plan by any one or more of the methods prescribed by Section 216(8) of said Chapter X.

## ARTICLE IX

### MEANS FOR EXECUTION OF THE PLAN

**A. Assets of the New Company.** The assets now held in the estate of the debtor or by the trustee, with such additions thereto or diminution thereof prior to the consummation of the plan as may result from (1) current operations of the business, (2) disposition by the trustee with the approval of the court of non-operating assets, (3) payment of expenses of administration of the debtor, and (4) reservation of cash or cash disbursed for the payment of claims to be paid in cash hereunder, indebtedness incurred by the trustee, and for other purposes approved by the court, shall be vested in the new company.

**B. Amended Articles of Incorporation.** The necessary amendments to the Articles of Incorporation of the debtor will be executed and filed, providing for the creation of the new securities, including necessary recapitalization of the debtor to authorize the new common stock to be issued under this plan.

**C. Provisions for the Issuance of Securities.** New common stock. The new company will issue new common stock described in Article XI hereof to Abaron which will cause its common stock to be issued to the holders of claims in Classes 6 and 7 and to the holders of old common stock in Class 8. The form, substance,

terms and provisions of the new common stock shall comply with the provisions of Article XI and shall be subject to the approval of the trustee and of the court. The new company will issue approximately 4,482,237 shares of new common stock to Abaron, in consideration for the sum of \$1,414,000, and in the further consideration for the issuance of its stock to claimants in Classes 5 and 7 and stockholders in Class 8.

**D. General Provisions.** 1. The form and terms of the amended Articles of Incorporation and By-Laws of the new company shall be determined by the trustee with the approval of the court.

2. The forms and terms of any other documents or instrument to be executed in connection with the consummation of the plan, and the steps to be taken to consummate the plan shall be determined by the trustee, with the approval of the court; provided the trustee may from time to time apply to the court for instructions or approval with respect thereto and that any party in interest who shall object thereto may submit such objections to the court for determination.

3. The plan describes in general outline the character of the new securities, and the means for the execution of the plan, and the precise terms and conditions are necessarily to be determined in accordance with the powers granted by the plan and under the supervision of the court, to fit the facts and circumstances as they may exist from time to time during the consummation of the plan.

4. Subject to the directions of the court, the trustee may supply any defect or omission in the plan, make any amendment thereto or reconcile any inconsistency therein, in such manner and to such an extent as he may deem necessary or expedient to carry out the plan effectively insofar as such acts shall not materially and adversely affect the rights of any creditors of the debtors of the new company.

## ARTICLE X

### PROVISIONS WITH RESPECT TO THE MANNER OF SELECTION OF DIRECTORS AND OFFICERS

A. At the time of the consummation of the plan, the Board of Directors of the new company shall consist of five (5) members. The membership of the original board shall be approved by the court and shall consist of three (3) members nominated by Abaron; one (1) member representing Class 6 and 7 creditors; and one (1) member representing existing stockholders. Effectual provision is to be made in the By-Laws of the new company fixing the date for holding the annual meeting of stockholders or in some other manner in order that the Board of Directors consisting in aforesaid, or successors appointed by them, would be entitled to continue in office for not less than two (2) years after the consummation of the plan. Thereafter, directors shall be selected in accordance with the Articles and By-Laws of the new company and the laws of the State of Utah.

B. The By-Laws of the new company shall provide that the officers shall be selected by the Board of Directors and that the president shall be a member of the board.



## ARTICLE XI

### PROVISIONS RESPECTING SECURITIES AND REPORTS INCLUDED IN ARTICLES OF INCORPORATION OF NEW COMPANY

A. The Articles of Incorporation of the new company shall prohibit the issuance of non-voting stock.

B. The Articles of Incorporation of the new company shall provide:

1. That the new company shall be recapitalized to 5,000,000 shares or no par common stock.

2. That the holders of shares of common stock shall receive dividends thereon out of the earnings or surplus of the new company as and when declared by its Board of Directors, shall be entitled to full and complete voting powers and shall have one vote for each share.

3. That the new company shall not mortgage any of its property, except by purchase money mortgage, without the consent of the holders of shares entitled to vote thereon, possessing not less than two-thirds of the voting rights of the total number of outstanding voting rights.

4. That it shall not issue any new securities except for money, labor done, or property actually received for its use and lawful purpose.

5. A periodic report shall include profit and loss statements and balance sheets prepared in accordance with sound business and accounting practices and shall be made not less than once annually to the stockholders.

## ARTICLE XII

### PROVISIONS FOR THE RETENTION, ENFORCE- MENT, SETTLEMENT OR ADJUSTMENT OF CLAIMS BELONGING TO THE DEBTOR OR TO THE ESTATE

Any claim belonging to the debtor or the estate other than accounts receivable and other claims arising out of the ordinary conduct of the debtor's business shall be retained and enforced by the trustee. The net proceeds realized by the trustee or any such claims should be reported to the court and the trustee should seek instructions from the court as to the person to whom and the manner in which said proceeds shall be distributed.

## ARTICLE XIII

### MISCELLANEOUS

The classification of creditors in the plan and all statements contained herein as to the classification of the names and/or interest of creditors and to the treatment of creditors are predicated and conditioned upon the consummation of said plan. If the plan is not consummated, such classifications, statements and preferred treatment shall not be binding on the debtor or the trustee and shall be without prejudice to the rights of any party in interest and of the trustee. No statements herein contained shall be deemed to be an admission as to the relative rights and interests of any creditors.

IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEVADA

In the Matter of:  
COMBINED METALS  
REDUCTION COMPANY,

Debtor.

In Proceedings for  
the Reorganization  
of a Corporation  
Chapter X  
No. LV 5541

ACCEPTANCE BY HOLDER  
OF GENERAL CLAIM LESS  
THAN \$1,000

The undersigned, a creditor of Combined Metals  
Reduction Company, above-named debtor, whose  
claim in the amount of .....

..... (\$.....)  
Dollars, has been filed and allowed herein, hereby  
accepts the plan for the reorganization of said debtor,  
approved by this Court under Section 174 of the  
Bankruptcy Act on July 21, 1972.

Dated:.....

.....  
(Signature of Individual or name of  
corporation or firm)

By:.....  
(Corporate officer, if appropriate)

.....  
(Street Address)

.....  
(City and State)

(If the acceptance is executed by a trustee, attorney,  
executor, administrator, guardian, officer of a corpora-  
tion or any other person acting in a representative  
capacity, proper evidence of the authority of such per-  
son to act must be submitted. This form, if used, must  
be filed before August 25, 1972, with the Clerk of the  
Court, United States Courthouse, Las Vegas, Nevada.)



IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEVADA

In the Matter of:  
COMBINED METALS  
REDUCTION COMPANY,

Debtor.

In Proceedings for  
the Reorganization  
of a Corporation  
Chapter X  
No. LV 5541

ACCEPTANCE BY HOLDER  
OF GENERAL CLAIM MORE  
THAN \$1,000

The undersigned, a creditor of Combined Metals  
Reduction Company, above-named debtor, whose

claim in the amount of .....

..... (\$.....)  
Dollars, has been filed and allowed herein, hereby  
accepts the plan for the reorganization of said debtor,  
approved by this Court under Section 174 of the  
Bankruptcy Act on July 21, 1972.

Dated:.....

.....  
(Signature of Individual or name of  
corporation or firm)

By:.....  
(Corporate officer, if appropriate)

.....  
(Street Address)

.....  
(City and State)

(If the acceptance is executed by a trustee, attorney,  
executor, administrator, guardian, officer of a corpora-  
tion or any other person acting in a representative  
capacity, proper evidence of the authority of such per-  
son to act must be submitted. This form, if used, must  
be filed before August 25, 1972, with the Clerk of the  
Court, United States Courthouse, Las Vegas, Nevada.)

**IN THE UNITED STATES DISTRICT COURT  
FOR THE DISTRICT OF NEVADA**

\_\_\_\_\_  
In the Matter of:  
**COMBINED METALS  
REDUCTION COMPANY,**

Debtor.

} In Proceedings for  
the Reorganization  
of a Corporation  
Chapter X  
No. LV 5541

\_\_\_\_\_  
**ACCEPTANCE BY STOCKHOLDERS**

The undersigned, a holder of shares of the common stock of Combined Metals Reduction Company, whose proof of stock interest has been filed and allowed herein, hereby accepts the plan for the reorganization of said debtor, approved by this Court under Section 174 of the Bankruptcy Act on July 21, 1972.

Dated:.....

.....  
(Signature of Individual or name of  
corporation or firm)

By:.....  
(Corporate officer, if appropriate)

.....  
(Street Address)

.....  
(City and State)

(If the acceptance is executed by a trustee, attorney, executor, administrator, guardian, officer of a corporation or any other person acting in a representative capacity, proper evidence of the authority of such person to act must be submitted. This form, if used, must be filed before August 25, 1972, with the Clerk of the Court, United States Courthouse, Las Vegas, Nevada.)



D. RAY OWEN, JR.  
564 KENNECOTT BUILDING  
SALT LAKE CITY, UTAH 84111

AUG 3 1972

(From Johnny Anderson)