# ROTHSCHILD INC. SUMMARY OF SERVICES RENDERED September 1, 2003 – September 30, 2003

#### **Rothschild Professionals:**

**Managing Director** Todd Snyder James Griffin Managing Director Managing Director Ron Vance Vice President William Shaw Vice President Kerry McKeon Associate Daniel Klock Carissa Meyer Analyst Stefka Kavaldjieva Analyst

### Operational Due Diligence

 Participated in meetings and conference calls with officers and employees of the Debtors to review trends in current operating performance and forecast outlook

#### Financial Analysis

- Reviewed the Debtors' short-term liquidity forecasts, recent performance, bookings and shipments
- Reviewed the Debtors' borrowing base and availability analyses, including discussions with the Management and exit lender
- Updated model and analyses for revised projections
- Prepared sensitivities to the business plan model for various operating scenarios

### Creditor Meetings and Discussions

- Participated in numerous discussions with Management to review creditor topics and next steps
- Participated in numerous calls with the advisors to the Bank Group regarding status and next steps
- Participated on conference calls with Bank Group Agent and its advisors to review status of exit financing, open issues and next steps

## Board of Directors Meetings and Discussions

• Participated in Board of Directors calls (9/4, 9/12) to discuss current status of the plan of reorganization, PBGC status, exit financing and creditor discussions

## Plan of Reorganization Analysis

- Participated in regularly scheduled calls with officers and employees of the Debtors and its other advisors to review and discuss case status
- Participated in meetings and calls with the Debtor and its other advisors regarding Union and PBGC status.
- Participated in discussions and assisted in developing analysis of claims and administrative expenses
- Held discussions with Banks' advisors to review status of exit facility process
- Assisted in coordinating information requests by the PBGC

#### Plan of Reorganization Negotiations

- Reviewed and participated in numerous meetings and discussions with the Debtors and its other advisors regarding plan of reorganization terms and open issues
- Held several calls with the Bank Group advisors regarding the plan of reorganization proposal and negotiation regarding terms of POR
- Participated in calls with the Bank Group Agent/advisors, Management and their advisors to discuss plan of reorganization and the terms of the Second Lien Note
- Participated in numerous meetings and discussions with Management regarding union and PBGC negotiations

### **Exit Financing**

- Reviewed and commented on various drafts of the exit credit facility, terms, covenants and conditions, including numerous discussions with officers and employees of the Debtors
- Participated in numerous discussions with the exit lender regarding borrowing base, syndication, credit agreement, covenants, open items and next steps
- Participated in discussions with the Bank Group Agent/advisors and the exit lender regarding the intercreditor agreement and terms of the Second Lien Note

- Prepared analyses of borrowing base availability and funding of the Plan of Reorganization, including numerous discussions with officers and employees of the Debtors regarding eligibility and reserves
- Assisted the Debtors in assessing alternatives for exit facility credit insurance
- Coordinated the further due diligence by exit lenders

# **Court Hearings**

- Participated in numerous calls with the Debtors and its other advisors regarding hearings on union and pension issues
- Prepared testimony for the Debtors' 1113/1114 hearing, including discussions with Debtors' counsel
- Testified in the Debtors' 1113/1114 hearing on September 3

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#### **Rothschild Professionals:**

Todd Snyder Managing Director
James Griffin Managing Director
Ron Vance Managing Director
William Shaw Vice President
Kerry McKeon Vice President
Daniel Klock Associate
Carissa Meyer Analyst

Stefka Kavaldjieva Analyst

#### Operational Due Diligence

 Participated in meetings and conference calls with officers and employees of the Debtors to review trends in current operating performance and forecast outlook

### Financial Analysis

- Reviewed the Debtors' short-term liquidity forecasts
- Reviewed the Debtors' revised long-term financial projections and participated in numerous discussions with Management
- Reviewed the Debtors' borrowing base and availability analyses, including discussions with the Management
- Updated model and analyses for revised projections
- Prepared valuation analyses based on the Company's projections, including comparable company, discounted cash flow and precedent transaction analyses

## Creditor Meetings and Discussions

- Participated in numerous discussions with Management to review creditor topics and next steps
- Participated in numerous calls with the advisors to both the Bank Group and Official Committee of Unsecured Creditors regarding status and next steps
- Participated on conference calls with Bank Group Agent and its advisors to review status of sale process, stand-alone Plan and next steps

## **Board of Directors Meetings and Discussions**

 Participated in a Board of Directors call (8/11) to discuss current status of the plan of reorganization, union negotiations, exit financing and creditor discussions

#### Sale Process

 Participated on calls with Management and Bank Group advisors to discuss potential bidders and status

## Plan of Reorganization Analysis

- Participated in regularly scheduled calls with officers and employees of the Debtors and its other advisors to review and discuss case status
- Participated in meetings and calls with the Debtor and its other advisors regarding Union process / vote. Reviewed possible alternatives with respect to union issues and current status of negotiations
- Participated in calls with the Debtors and the Bank Group agent to discuss Union status
- Participated in discussions and assisted in developing analysis of claims and administrative expenses
- Participated in numerous discussions with exit lenders regarding commitment letter, borrowing base, syndication, credit agreement, open items and next steps
- Assisted the Debtors in assessing alternatives for exit facility credit insurance
- Held discussions with Banks' advisors to review status of exit facility process.
- Coordinated the selection of and further due diligence by exit lenders
- Assisted in coordinating information requests by the PBGC

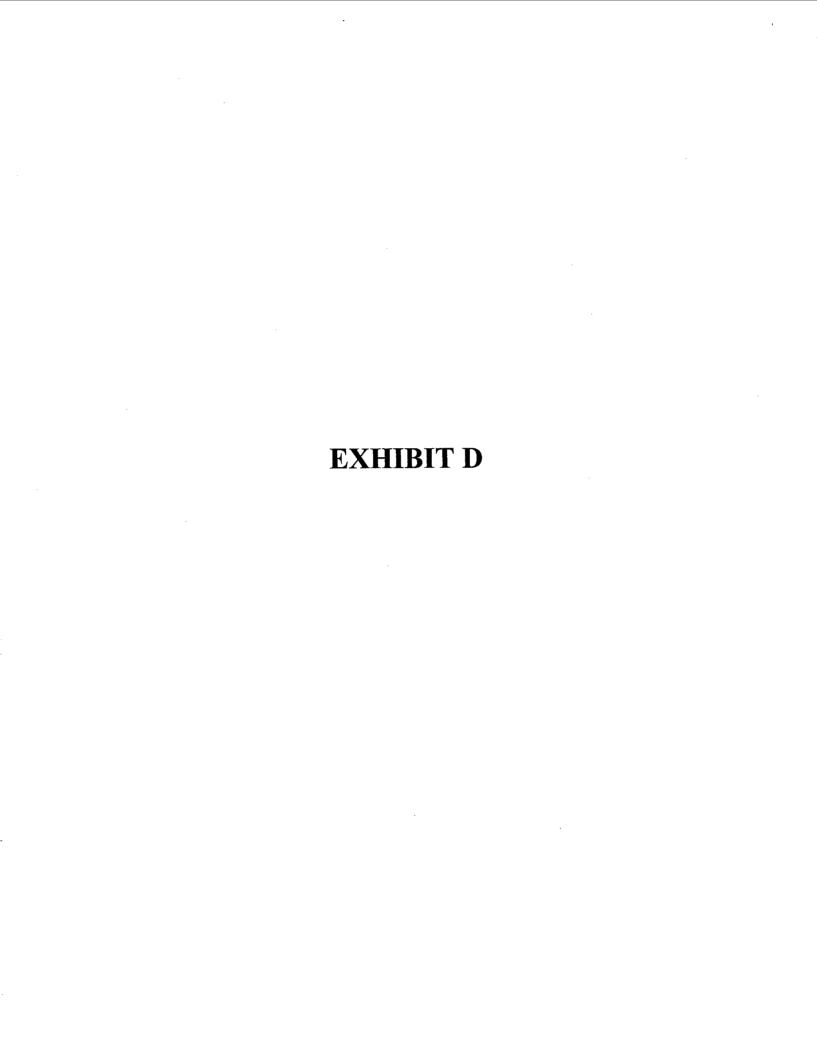
#### Plan of Reorganization Negotiations

- Reviewed and participated in numerous meetings and discussions with the Debtors and its other advisors regarding plan of reorganization terms and open issues
- Participated in drafting revisions to the POR/Disclosure Statement and supplemental filings
- Held several calls with the Bank Group advisors regarding the plan of reorganization proposal and negotiation regarding terms of POR

- Participated in calls with the Bank Group Agent/advisors, Management and their advisors to discuss plan of reorganization and exit financing
- Participated in numerous meetings and discussions with Management regarding union and PBGC negotiations

# Plan of Reorganization Negotiations

- Participated in numerous calls with the Debtors and its other advisors regarding hearings on union and pension issues
- Prepared testimony for the Debtors' 1113/1114 hearing, including discussions with Debtors' counsel



## ROTHSCHILD INC. BIORGRAPHIES

Todd R. Snyder, Managing Director, is a senior investment banker specializing in restructuring and reorganization. Mr. Snyder began his career in the business reorganization department of Weil, Gotshal & Manges where he practiced law for six years. Prior to joining Rothschild, Mr. Snyder was a Managing Director in the restructuring group of Peter J. Solomon Company, an investment bank and financial advisor. Previously, Mr. Snyder was a Managing Director in the corporate transactions services group of KPMG Peat Marwick LLP, specializing in corporate reorganization and restructuring. Mr. Snyder was also a Vice President in the structured finance group of Mr. Snyder has been instrumental in the restructuring and/or Gruntal & Co. reorganization of many industry leading companies, including: UAL Corporation, Federal-Mogul, Comdisco, Merrill Corporation, Globe Manufacturing, Finova, ORBCOMM Global, Columbia Gas Systems, Drexel Burnham Lambert, Allegheny International, U.S. Lines/McLean Industries, Olympia & York, Eastern Airlines, Viscount Air Services and Zenith Electronics. Mr. Snyder has market leading expertise in mass tort related restructuring transactions. Mr. Snyder has a Bachelor of Arts degree, with Honors, from Wesleyan University and a J.D. from the University of Pennsylvania where he was a senior editor of the Journal of International Business Law. Mr. Snyder is director of AMC Financial, Inc. (a sub-prime lender) and Copient Technologies (a hardware and software solutions engineering company).

James Griffin, Managing Director of Rothschild Natural Resources LLC. Prior to joining Rothschild, Mr. Griffin worked for Chase Securities from 1981 to 1998 where he was Group Head for the Global Mining business; responsible for creating and executing Chase's strategy for investment banking with the mining clients. During this time, the Global Mining Group revenues grew threefold to become one of Chase's largest industry groups and the business became extremely diversified along the lines of commodity type, geography and product. Mr. Griffin began his mining career with engineering positions with the Union Pacific Corporation and Consolidation Coal Company. Before joining Chase in 1981, he was Chief Mining Engineer for Energy Fuels Corporation. Mr. Griffin was born and raised in Canada where he earned a Bachelor of Mining Engineering Degree from McGill University in Montreal.

Ronald J. Vance, Managing Director, joined Rothschild in 1991 and is based in Washington, DC. Mr. Vance has 26 years mining industry banking, corporate finance and corporate development experience and is a team leader in advising international clients on strategic reviews of capital structures, debt restructuring and asset dispositions and over 10 years banking experience in the mining sector including cross-border acquisition and financing - advisory and arranging roles - into Chile, Peru, Mexico and West Africa. Mr. Vance also has 16 years corporate development and finance experience within mining industry including over 9 years with Newmont Mining leading both corporate

merger and asset acquisition teams, as well as Peruvian and Indonesian project development teams. Mr. Vance has a Masters of Business Administration from Columbia University and a Bachelors of Arts from Hobart College.

William R. Shaw, Vice President, is a member of Rothschild's restructuring group. Prior to joining Rothschild, Mr. Shaw was an associate in Peter J. Solomon Company's restructuring group. Mr. Shaw was also an associate at Zolfo Cooper LLC for three years specializing in turnarounds and reorganizations of distressed companies. Mr. Shaw began his career at Ernst & Young LLP providing clients with financial and accounting services. Mr. Shaw's restructuring assignments have included Key Plastics, Geneva Steel, Orbcomm Global, Tokheim Corporation, Heartland Steel, Liberty House, Petrie Retail, Coram Healthcare and Trans World Airlines. Mr. Shaw holds a Bachelor of Arts degree from Colgate University and an M.B.A. from the NYU Stern School of Business.

Kerry McKeon, Vice President, joined Rothschild in 2000 from Deutsche Bank formerly Bankers Trust), where he worked in the global project finance/capital markets group. During his tenure at Rothschild, Mr. McKeon has worked on both mining and energy transactions, including advising a metals client on a public market, cross-border acquisition and advising BP on the successful US\$800 million sale of three US oil refineries and associated pipelines. While at Deutsche Bank, Mr. McKeon structured and executed 144a bond financings in Mexico for ABB's US\$340 million Monterrey Power project and Siemens' US\$1.3 billion expansion of Pemex's Cadereyta oil refinery. Mr. McKeon also advised Sunoco on the financing of its US coke and coal projects and associated offtake agreements with steel companies. Prior to joining Deutsche, Mr. McKeon worked in Lehman Brothers' global energy group, where he helped execute and close the financing of a power purchase agreement buy-out. In addition, he assisted clients with competitor valuation, financial modeling and rating agency presentations. Prior to joining Lehman Brothers, Mr. McKeon worked for three years in Price Waterhouse's International Privatization Group, where he performed global privatization advisory services for the World Bank and the International Finance Corporation Mr. McKeon holds an M.Sc from the London School of Economics and a B.S. from Georgetown University. Mr. McKeon speaks fluent French and is proficient in Spanish.

<u>Daniel J. Klock, Associate</u>, is a member of Rothschild's restructuring group. Prior to joining Rothschild, Mr. Klock was an associate at Credit Suisse First Boston in the mergers and acquisitions group. Prior to CSFB, he worked in the mergers and acquisitions group at Donaldson, Lufkin and Jenrette Securities. Mr. Klock's restructuring assignments have included Gaylord Container Corporation's sale to Temple-

Inland Inc., and NTL Inc. Mr. Klock has a Bachelor of Arts degree with a concentration in Economics from the University of Chicago.

<u>Naveen Bhatia</u>, Analyst, is a member of Rothschild's restructuring group. Mr. Bhatia joined Rothschild in 2001. Mr. Bhatia holds a Bachelor of Arts degree in Public Health from the Johns Hopkins University.

<u>Stefka I. Kavaldjieva</u>, Analyst, is a member of the Natural Resources' Group. Since joining Rothschild Washington, Stefka has been involved in the restructuring advisory to the bondholders of the Murrin Murrin nickel project in Australia and the restructuring of Special Metals Corporation. Her experience also includes work on developing strategic alternatives for Aber Diamonds Corporation and the sale of CDC's emerging market generation and distribution assets. In addition, she has been responsible for the research and valuation work on several base and precious metal marketing initiatives. Stefka holds a BS in Foreign Service from Georgetown University.