M/049/031

UNITED STATES BANKRUPTCY COURT
DISTRICT OF NEVADA

In re U.S. AGGREGATES, INC., et al., Debtors.	) Chapter 11) Joint Administration under BK-N-02-) 50656-GWZ (Case Nos. BK-N-02-50656-GWZ) through BK-N-02-50675-GWZ))

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DIV OF OIL GAS & MINING

NOTICE OF ORDER ESTABLISHING PROCEDURES AND DEADLINES FOR SUBMITTING ADMINISTRATIVE CLAIMS

PLEASE TAKE NOTICE that the United States Bankruptcy Court for the District of Nevada (the "Bankruptcy Court") has entered in the above-captioned chapter 11 cases ("Bankruptcy Cases") an order (the "Order") establishing, inter alia, a bar date of June 30, 2003 at 4:00 p.m. Pacific Standard Time (the "Administrative Claims Bar Date"), as the last date by which all creditors must submit Administrative Claims against U.S. Aggregates, Inc. and its nineteen affiliated companies, the above-captioned chapter 11 debtors and debtors in possession (collectively, the "Debtors").

As used in this Notice, the term "Claim" shall have the meaning set forth in section 101(5) of the Bankruptcy Code, 11 U.S.C. § 101(5) ("Code") and "Administrative Claims" shall mean those Claims that are entitled to priority as administrative expenses pursuant to section 502(b) and 507(a) of the Code and arose on or after March 11, 2002.

Except as set forth in the Order and summarized below, **ALL ADMINISTRATIVE CLAIMS IN THIS CASE MUST BE ACTUALLY RECEIVED BY THE CLERK OF COURT BY 4:00 P.M. PACIFIC STANDARD TIME ON THE ADMINISTRATIVE CLAIMS BAR DATE (June 30, 2003)**. It is your responsibility to ensure that your Administrative Claim is actually received by the Clerk of Court by that date and time. Administrative Claims may be delivered by messenger or overnight courier, or may be mailed to the following address:

Clerk of Court
U.S. Bankruptcy Court
300 Booth Street
Room 1109
Reno, NV 89509

with a copy to Stutman, Treister & Glatt Professional Corporation, c/o Charlotte N. Benford, Legal Assistant, 3699 Wilshire Boulevard, Ninth Floor, Los Angeles, CA 90010. The Court will not accept Administrative Claims sent via facsimile, telecopy, or electronic transmission.

FAILURE OF A CREDITOR TO TIMELY FILE ANY ADMINISTRATIVE CLAIM ON OR BEFORE THE ADMINISTRATIVE CLAIMS BAR DATE MAY RESULT IN DISALLOWANCE OF THE CLAIM OR SUBORDINATION UNDER THE TERMS OF A PLAN OF LIQUIDATION WITHOUT FURTHER NOTICE OR HEARING. Creditors may wish to consult an attorney to protect their rights.

ALL CREDITORS AND THEIR RESPECTIVE AGENTS AND ATTORNEYS HAVE AN AFFIRMATIVE DUTY TO REVIEW THE NOTICE AND TIMELY SUBMIT ANY ADMINISTRATIVE CLAIM. RECIPIENTS OF SUCH NOTICE SHOULD NOT RELY UPON THEIR AGENTS AND/OR ATTORNEYS TO MEET THE DEADLINES SPECIFIED IN THE NOTICE.

Parties in interest may obtain a copy of the Order or may direct any inquiries relating to the procedures herein by mailing a written request to Stutman, Treister &

Glatt Professional Corporation, attn: Charlotte N. Benford, 3699 Wilshire Boulevard, Suite 900, Los Angeles, California 90010.

Notwithstanding the foregoing, **the Administrative Claims Bar Date does not apply to** a claim or request for payment by a professional employed by order of the Bankruptcy Court, pursuant to sections 327, 328, 330, 331, 503(b)(2), or 1103 of the Code, for compensation for professional services rendered and/or expenses incurred.

DATED: May 20, 2003

Respectfully submitted on behalf of Bank of America, N.A.

/s/

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Respectfully submitted on behalf of the Official Committee of Unsecured Creditors

/s/

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Glatt Professional Corporati[illegible] attn: Charlotte N. Benford, 3[illegible] Wilshire Boulevard, Suite 900, Los Angeles, California 90010.

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UNITED STATES BANKRUPTCY COURT

DISTRICT OF NEVADA

In re U.S. AGGREGATES, INC.; Sandia Construction, Inc.; Western Aggregates, Inc.; Western Aggregates Holding Corp.; Valley Asphalt, Inc.; A-Block Company, Inc.; Cox Rock Products, Inc.; Cox Transport Corp.; Monroc, Inc.; Tri-State Testing Laboratories, Inc.; Jensen Construction, Inc.; Mohave Concrete and Materials, Inc.; Western Rock Products Corp.; SRM Holdings Corp.; SRM Aggregates, Inc.; BHY Ready Mix, Inc.; BAMA Crushed Corp.; DeKalb Stone, Inc.; Bradley Stone & Sand, Inc.; and Mulberry Rock Corp., Debtors.	)	Chapter 11 Joint Administration under BK-N-02-50656-GWZ (Case No. BK-N-02-50656-GWZ through Case No. BK-N-02-50675) **NOTICE OF: (1) HEARING ON CONFIRMATION OF JOINT CHAPTER 11 PLAN OF LIQUIDATION; AND (2) CONFIRMATION PROCEDURES AND DEADLINES** DATE: July 10, 2003 TIME: 2:00 P.M. PLACE: Courtroom 1 300 Booth Street Reno, Nevada

TO ALL CREDITORS, EQUITY INTEREST HOLDERS, AND OTHER PARTIES IN INTEREST:

1. On or about April 14, 2003, Bank of America, N.A., as administrative agent for the Senior Lenders (the "Senior Lender Agent") and the Official Committee of Creditors Holding Unsecured Claims (the "Committee") (collectively, the "Proponents"), filed with the Court: (a) that certain *Joint Chapter 11 Plan of Liquidation for U.S. Aggregates, Inc., et al.*, dated as of April 14, 2003 (the "Plan"); and (b) that certain *Disclosure Statement with Respect to Joint Chapter 11 Plan of Liquidation for U.S. Aggregates, Inc., et al.*, dated as of April 14, 2003 (the "Disclosure Statement") in the above-captioned chapter 11 cases of U.S. Aggregates, Inc. ("USAI"), and nineteen of its affiliated corporations, the debtors and debtors in possession (collectively, the "Debtors"). Capitalized terms used herein but not defined have the same meaning as in the Disclosure Statement. Following a hearing held on May 12, 2003 at 2:00 p.m. to consider the adequacy of the Disclosure Statement, the Court approved the Disclosure Statement as containing adequate information for members of classes entitled to vote on the Plan (the "Voting Classes")[1] to make an informed judgment in determining whether to vote to accept or reject the Plan.

NOTICE IS HEREBY GIVEN THAT:

A. Distribution Of Confirmation Materials

2. If you have received only this notice, and not the Plan and the Disclosure Statement, the Debtors' records reflect that either you do not currently hold an allowed or disputed claim ("Claim") against the Debtors, or the Proponents believe that your Claim is not in a Class entitled to vote on the Plan. If you believe you hold an allowed or disputed Claim against the Debtors, or that you are a member of a Voting Class, or if you otherwise want a copy of the Plan, the Disclosure Statement, and a Ballot, please send a written request to Charlotte N. Benford, Legal Assistant, Stutman, Treister & Glatt Professional Corporation, 3699 Wilshire Boulevard, Suite 900, Los Angeles, California 90010, Fax: (213) 251-5288. DO NOT TELEPHONE THE COURT, THE OFFICE OF THE UNITED STATES TRUSTEE, THE PROPONENTS, THE DEBTORS, OR THEIR COUNSEL TO REQUEST ANY OF THE FOREGOING.

B. Notice Of Hearing On Plan Confirmation

3. The hearing to consider confirmation ("Confirmation") of the Plan will be held on July 10, 2003, at 2:00 p.m. (the "Confirmation Hearing"), before the Honorable Gregg W. Zive, United States Bankruptcy Judge, in Courtroom 1 located at 300 Booth Street in Reno, Nevada. The Confirmation Hearing may be continued from time to time by announcement in open Court without further notice to parties in interest. Additionally, the Plan may be modified, pursuant to Bankruptcy Code section 1127 prior to or as a result of the Confirmation Hearing without further notice to parties in interest.

C. Notice Of Manner And Timing For Voting And Filing Objections To Confirmation

4. If you are a known creditor of the Debtors, your rights may be "impaired" under the Plan. If your Claim is in an impaired Class, you will be receiving a complete voting package, including a Ballot, a copy of the Plan, and a copy of the Disclosure Statement. Please review and consider the voting package carefully, and timely return your Ballot accepting or rejecting the Plan.

5. The last day for the receipt of Ballots accepting or rejecting the Plan is 4:00 p.m. Pacific Daylight Time on June 26, 2003 (the "Voting Deadline"). Your Ballot should be mailed to the following address:

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[1] The Voting Classes under the Plan are Classes 2, 3, and 4.

Charlotte N. Benford, Legal Assistant
Stutman, Treister & Glatt
Professional Corporation
3699 Wilshire Boulevard, Suite 900
Los Angeles, California 90010

For a Ballot to be counted, it must be received by Ms. Benford prior to the Voting Deadline.

6. Any objections to Confirmation of the Plan must conform with the Local Bankruptcy Rules of the United States Bankruptcy Court for the District of Nevada (the "Local Rules") and be filed with the Court, and copies must be served on each of the following parties (the "Notice Parties") so that it is received by the Court and served on the Notice Parties on or before 4:00 p.m. Pacific Time on June 26, 2003 (the "Confirmation Objection Deadline"):

Nicholas Strozza, Esq. Assistant U.S. Trustee 300 Booth Street, Suite 2129 Reno, NV 89509 Telephone: (775) 784-5335 Facsimile: (775) 784-5531	Charles D. Axelrod, Esq. Eve H. Karasik, Esq. Gregory K. Jones, Esq. STUTMAN, TREISTER & GLATT, Professional Corporation 3699 Wilshire Blvd., 9th Floor Los Angeles, CA 90010 Telephone: (213) 251-5100 Facsimile: (213) 251-5288
David C. McElhinney, Esq. Brett A. Axelrod, Esq. BECKLEY SINGELTON, CHTD. 1875 Plumas Street, #1 Reno, Nevada 85909 Telephone: (775) 823-2900 Facsimile: (775) 823-2929	Randy Rogers, Esq. WINSTON & STRAWN 101 California Street Suite 3900 San Francisco, CA 94111 Telephone: (415) 591-1000 Facsimile: (415) 591-1400
Jennifer A. Smith, Esq. LIONEL, SAWYER & COLLINS 1100 Bank of America Plaza 50 W. Liberty Street Reno, Nevada 89501 Telephone: (775) 788-8624 Facsimile: (775) 788-8682	Thomas S. Kiriakos, Esq. Ryan J. Fitts, Esq. MAYER, BROWN, ROWE & MAW 190 S. LaSalle Street Chicago, Illinois 60603 Telephone: (312) 782-0600 Facsimile: (312) 701-7711
Sylvia Harrison, Esq. Michael T. Pagni, Esq. McDONALD CARANO WILSON McCUNE BERGIN FRANKOVICH & HICKS LLP 241 Ridge Street, 4th Floor Post Office Box 2670 Reno, Nevada 89505 Telephone: (775) 788-2000 Facsimile: (775) 788-2020	Michael P. Richman, Esq. MAYER, BROWN, ROWE & MAW 1675 Broadway New York, New York 10019-5820 Ph. (212) 506-2500 Fax (212) 262-1910

7. All declarants (except for declarants making declarations of service) or affiants must appear and be available, without need for subpoena, for cross-examination at the Confirmation Hearing. The testimony of any declarant or affiant who does not appear and make himself or herself available for cross-examination at the Confirmation Hearing will be stricken from the record and will not be considered in determining contested matters at the Confirmation Hearing.

8. The following procedures have been approved for the purposes of tabulating votes on the Plan:

a. The amount of a Claim for voting purposes will be the amount listed in the Debtors' bankruptcy schedules (the "Schedules") if such Claim is listed as not contingent, not unliquidated, and not disputed (the "Scheduled Amount") and for which there is no Liquidated Amount (as defined below), unless a Proof of Claim in a specified liquidated amount has been timely filed and is neither the subject of an objection to Claim filed before the Confirmation Hearing nor been disallowed prior to the Confirmation Hearing, whereupon the amount of the Claim for voting purposes shall be such specified liquidated amount (the "Liquidated Amount"),[2] unless an amount has been temporarily allowed by order of the Bankruptcy Court for voting purposes after notice and a hearing in accordance with Bankruptcy Rule 3018(a), in which event the Claim will be counted in such amount (the "Temporary Amount"). In the event a Proof of Claim is filed for an unliquidated, unknown, or unstated amount and there is no Scheduled Amount, then paragraph (d) below shall govern the amount of the Claim for voting purposes;

b. If a creditor submits a Ballot that asserts a Claim amount that is different from the Scheduled Amount, the Liquidated Amount, or, if applicable, the Temporary Amount, then the amount of such Claim, for voting purposes, shall be: (i) the Scheduled Amount, if there is no Liquidated Amount; (ii) the Liquidated Amount, if there is a Liquidated Amount; or (iii) if applicable, the Temporary Amount, regardless of the Liquidated Amount or the Scheduled Amount;

c. If a creditor submits a Ballot for a Claim for which there is no Proof of Claim filed, or the amount of the Proof of Claim is not a specified Liquidated Amount, or which is not listed on the Schedules or is listed thereon as contingent, unliquidated, or disputed, then the Ballot will not be counted unless otherwise ordered by the Bankruptcy Court;

d. The Ballots cast by creditors who have filed Proofs of Claim in unliquidated, unknown, or unstated amounts that are not the subject of an objection and for which there are no Scheduled Amounts will be counted for satisfying the numerosity requirement of Bankruptcy Code section 1126(c), but will not be counted toward satisfying the aggregate amount provisions of that section;

e. If creditors have Claims in more than one Class, such creditors must submit a separate Ballot for voting their Claims in each Class. If a creditor requires additional copies of the Ballot, such creditor may either photocopy the original Ballot or obtain additional Ballots pursuant to the instructions set forth in the Confirmation Notice and the Ballot. If a creditor uses one Ballot to vote claims in more than one Class, such Ballot will not be counted;

f. If a member of a Voting Class casts more than one Ballot voting the same Claim before the last day for submitting Ballots, the last Ballot received prior to the deadline for submitting Ballots shall supersede any prior Ballot(s); and

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[2] The Liquidated Amount will include only those specified dollar amounts in a Proof of Claim. For example, if a Proof of Claim lists a claim for "$100 plus accrued interest and attorney's fees," the Liquidated Amount for the Claim will be only $100.

g. Votes cast by a member of a Voting Class pursuant to a Ballot that is incomplete or is not timely received shall not be counted.

9. Charlotte N. Benford, legal assistant for the Debtors' special reorganization counsel, shall receive and tabulate the Ballots for the Plan, and prepare the Ballot tabulation analysis. Ms. Benford can be contacted at:

Stutman Treister & Glatt
Professional Corporation
Attn: Charlotte N. Benford, Legal Assistant
3699 Wilshire Boulevard, Suite 900
Los Angeles, California 90010

D. No Waiver Of Bar Dates – Releases and Reservation Of Rights Regarding Objections To Claims And Estate Actions; Substantive Consolidation

10. This notice shall not constitute a waiver of any other deadline for the filing of Claims against the Debtors or the Debtors' estates (the "Estates").

11. The Plan provides that the Disclosure Statement, the Confirmation Order, and the Plan shall not in any manner, by way of collateral estoppel, res judicata, or otherwise, impair, prejudice or preclude the Debtors, the Committee or the Estates from objecting to any Claims filed in the above-captioned cases.

12. Section 7.6 of the Plan provides that as of the Effective Date, for good and valuable consideration, the adequacy of which is hereby confirmed, the Debtors, in their individual capacities and as debtors in possession, the Committee, the Senior Lenders (including the Senior Lender Agent), and the Liquidating Trustee will be deemed to release, waive and forever discharge all claims, obligations, suits, judgments, damages, demands, debts, rights, causes of action and liabilities, whether known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity or otherwise that are based in whole or part on any act, omission, transaction, event or other occurrence taking place on or prior to the Effective Date in any way relating to the Debtors, the Chapter 11 Cases or the Plan, and that could have been asserted by or on behalf of the Debtors or the Estates against any of the following Persons and Entities: Stan Springel, Chuck Boryenance, each Professional Person retained by the Debtors in connection with the Chapter 11 Cases, the Lender Released Parties and the Committee and each and every one of their respective members, directors, officers, affiliates, employees, attorneys, agents, representatives, successors and assigns. With respect to Persons serving on the board of directors of the Debtors or any of their officers (other than the Persons named in the first sentence of Section 7.6 of the Plan), the Debtors, in the individual capacities and as debtors in possession, the Committee, the Senior Lenders (including the Senior Lender Agent), and the Liquidating Trustee, as of the Effective Date, will be deemed to release, waive and forever discharge all claims, obligations, suits judgments, damages, demands, debts, rights, causes of action and liabilities, whether known or unknown, foreseen or unforeseen, then existing or thereafter arising, in law, equity or otherwise that either (a) arose post-petition and relate to the Chapter 11 Cases; or (b) arose pre-petition and relate to the Oldcastle Sale, and which, in either circumstance (a) or (b) could have been asserted by or on behalf of the Debtors or the Estates. Except as otherwise expressly set forth in Section 7.5 of the Plan or in Section 7.6 of the Plan no other releases or exculpation shall be provided to any Person or Entity under the Plan or Confirmation Order.

13. With the exception of claims and causes of action that are specifically and explicitly released under the terms of the Plan, all of the Debtors' and Estates' claims and causes of action are reserved and will remain in the Debtors' Estates until the Effective Date of the Confirmation Order, at which time all such claims and

causes of action will be transferred to the Liquidating Trust. Under the terms of the Plan, the Liquidating Trustee will continue to pursue actions that the Debtors have commenced against the following parties: (1) Zurich American Insurance Company, (2) Casino Ready Mix, Inc., (3) Ames Construction, Inc., and (4) Cheney Lime & Cement Company, Inc. In addition, the Committee reserves all of its rights to assert causes of action against certain parties, including, but not limited to, avoiding power causes of action, based on Bankruptcy Code sections 547 and 550 against parties (the "Potential Preference Defendants") that received payments from the Debtors within ninety (90) days prior to the filing date of the Debtors' bankruptcy petitions, which was March 11, 2002. A list of the Potential Preference Defendants is attached to the Disclosure Statement as Exhibit "C". Furthermore, the Liquidating Trustee and Committee reserve all rights to commence actions against, including, but not limited to, certain parties on other legal grounds (the "Other Potential Defendants"). A list of the Other Potential Defendants is attached to the Disclosure Statement as Exhibit "D". For more information regarding the reservation of rights of action, please see Section IV.D.7 ("Summary of the Plan of Liquidation—Summary of Other Provisions of Plan—Preservation of Rights of Action").

14. Pursuant to Section 5.5 of the Plan, upon confirmation of the Plan, the Estates shall be substantively consolidated.

Respectfully submitted on behalf of Bank of America, N.A.

/s/

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Dated: May 14, 2003

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Att: CNB

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30 MAY
2003

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