

# The Depository Trust Company

# **IMPORTANT**

**B#:** 1460

**DATE:** February 09, 2001

**TO:** All Participants

**CATEGORY:** Reorganization

**FROM:** DTC Proxy Department

**ATTENTION:** Proxy/Reorganization Manager

**SUBJECT:** Agribiotech, Inc.  
New Common  
CUSIP #008494 10 6

The Depository Trust Company received materials, including the attached Notice indicating that Agribiotech, Inc. is soliciting acceptances by creditors of its First Amended Joint Plan of Reorganization, dated January 22, 2001 (the "Plan"). DTC has been advised by Counsel that holders of Agribiotech, Inc. New Common **have been deemed to reject the Plan \OR\ are unimpaired** and their votes are not being solicited on the Plan. A hearing on confirmation of the Plan is scheduled to be held on March 5, 2001. Any written objections to confirmation of the Plan must be filed no later than February 16, 2001. Participants may obtain copies of the materials for voting on the Plan by contacting in writing:

William P. Weintraub, Esq.  
Pachulski, Stang, Ziehl, Young & Jones, P.C.  
Three Embarcadero Center, Suite 1020  
San Francisco, CA 94111

Karl Baker

Manager

Attachments

1 WILLIAM P. WEINTRAUB, ESQ. (SBN 108125)  
DAVID M. BERTENTHAL, ESQ. (SBN 167624)  
2 MALHAR S. PAGAY, ESQ. (SBN 189289)  
PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.  
Three Embarcadero Center, Suite 1020  
San Francisco, California 94111  
3 (415) 263-7000 (Tel) / (415) 263-7010 (Fax)  
Email: [wweintraub@pszyj.com](mailto:wweintraub@pszyj.com)

4 JAMES PATRICK SHEA (SBN 0405)  
CANDACE C. CARLYON (SBN 02666)  
SHEA & CARLYON, LTD.  
5 233 South Fourth Street, Suite 200  
Las Vegas, Nevada 89101  
(702) 471-7432 (Tel) / (702) 471-7435 (Fax)

6 Attorneys for Debtors and Debtors in Possession  
Email: [shealawgen@aol.com](mailto:shealawgen@aol.com)

7 DEBORAH D. WILLIAMSON, ESQ. (SBN 21617500)  
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8 COX & SMITH INCORPORATED  
112 E. Pecan St., Suite 1800  
San Antonio, Texas 78205  
9 (210) 554-5500 (Tel) / (210) 226-8395 (Fax)  
Email: [ddwillia@coxsmith.com](mailto:ddwillia@coxsmith.com)

10 JEANETTE E. MCPHERSON, ESQ.  
KUMMER KAEMPFER BONNER & RENSHAW  
3800 Howard Hughes Parkway, Seventh Floor  
11 Las Vegas, Nevada 89109-0907  
(702) 792-7000 (Tel) / (702) 796-7181 (Fax)  
Email: [jmcperson@kkbr.com](mailto:jmcperson@kkbr.com)

12 Attorneys for the Creditors Committee

13 **UNITED STATES BANKRUPTCY COURT**  
14 **DISTRICT OF NEVADA**

15 X Affects  
16 In re  
17 **AGRIBIOTECH, INC.,**  
a Nevada corporation,  
18 Debtor.  
19 Federal Tax I.D.# 85-0325742

Bankruptcy No. BK-S-00-10533-LBR (AgriBioTech, Inc.)  
Jointly Administered With:

No. BK-S-00-10534-LBR (AgrioBioTech Canada)  
No. BK-S-00-10535-LBR (Las Vegas Fertilizer Co.)  
No. BK-S-00-10536-LBR (Garden West Distributors, Inc.)  
No. BK-S-00-10537-LBR (Geo W. Hill & Co., Inc.)

Chapter 11

- 20     Affects All Debtors
- 21     Affects AGRIBIOTECH  
22 CANADA, INC., a Canadian corporation,
- 23 X Affects LAS VEGAS FERTILIZER CO.,  
a Nevada corporation,
- 24 X Affects GARDEN WEST DISTRIBUTORS,  
25 INC., an Arizona corporation,
- 26 X Affects GEO W. HILL & CO., INC.,  
a Kentucky corporation.

**NOTICE OF HEARING ON CONFIRMATION OF  
THE FIRST AMENDED JOINT PLAN OF  
REORGANIZATION OF AGRIBIOTECH, INC., LAS  
VEGAS FERTILIZER CO., GARDEN WEST  
DISTRIBUTORS AND GEO W. HILL & CO., INC.**

Confirmation Hearing:

DATE: March 5, 2001  
TIME: 9:30 a.m.  
PLACE: Courtroom 2  
300 Las Vegas Blvd. South  
Las Vegas, NV 89101

NOTICE OF HEARING

1 **TO PARTIES IN INTEREST IN THE ABOVE-CAPTIONED CASES:**

2 The following entities (collectively, the "Debtors") are debtors and debtors in possession  
3 in the above-captioned cases: AgriBioTech, Inc., Las Vegas Fertilizer Co., Garden West  
4 Distributors and Geo W. Hill & Co., Inc.

5 The Debtors in the above-captioned cases and the Committee of Unsecured Creditors for  
6 ABT (the "Committee") [collectively, the "Plan Proponents"] have filed their "First Amended  
7 Joint Plan of Reorganization of Agribiotech, Inc., Las Vegas Fertilizer Co., Garden West  
8 Distributors and Geo W. Hill & Co., Inc." (the "Plan"), along with a Disclosure Statement with  
9 respect to the Plan (the "Disclosure Statement"). Capitalized terms that are not otherwise defined  
10 in this Notice have the meanings ascribed to them in the Plan.

11 Following a hearing held on January 3, 2001, the United States Bankruptcy Court for the  
12 District of Nevada, the Honorable Linda B. Riegler presiding (the "Bankruptcy Court"), entered its  
13 "Order (A) Approving Adequacy of Information in Disclosure Statement for Joint Plan of  
14 Reorganization of Agribiotech, Inc., Las Vegas Fertilizer Co., Garden West Distributors and Geo  
15 W. Hill & Co., Inc.; and (B) Granting Related Relief" (the "Order"), by which the Bankruptcy  
16 Court, among other things, approved the Disclosure Statement as containing adequate information  
17 to enable creditors to make an informed judgment in determining whether to vote to accept or  
18 reject the Plan.

19 The Bankruptcy Court having entered the Order, **NOTICE HEREBY IS GIVEN THAT:**

20 **Distribution Of Solicitation Materials**

21 1. The Bankruptcy Court has authorized transmittal of the Disclosure Statement, the  
22 Plan and other information in the manner set forth in the Order.

23 2. If you have received only this Notice, without a copy of the Disclosure Statement,  
24 the Plan, and other information, (a) the Debtors' records reflect that you currently do not hold a  
25 claim against or interest in the Debtors or (b) you have failed to file a proof of claim in the time  
26 and manner proscribed by the Court or (c) you are the holder of an equity interest in the Debtors.  
27 Accordingly, you have received this Notice solely for informational purposes. However, you  
28 may obtain a copy of the Disclosure Statement and the Plan at the expense of the Debtors' estates

1 by making a written request in the manner described in Paragraph 4, below.

2 3. If you have received this Notice and a copy of the Disclosure Statement (to which  
3 the Plan is attached as Exhibit A) without a ballot, the Plan Proponents believe that your claim is  
4 not impaired by the Plan and that you therefore are not entitled to vote on the Plan. If, however,  
5 you nevertheless believe that your claim is impaired and that you are entitled to vote on the Plan,  
6 you may request a ballot in the manner set forth in Paragraph 4, below.

7 4. You may obtain copies of the Disclosure Statement, the Plan, a ballot (where  
8 applicable), and/or the Order by making a specific written request to the following:

9 William P. Weintraub, Esq.  
10 David M. Bertenthal, Esq.  
11 Pachulski, Stang, Ziehl, Young & Jones P.C.  
12 Three Embarcadero Center, Suite 1020  
13 San Francisco, CA 94111  
14 Telephone: (415) 263-7000  
15 Facsimile: (415) 263-7010

#### 16 Voting Procedures And Deadlines

17 5. **Claimants desiring to vote for the Plan must return ballots to accept or reject**  
18 **the Plan so that they are actually received by: Arthur Andersen, LLP, Attn: ABT Ballot**  
19 **Tabulator, 501 North 44<sup>th</sup> Street, Suite 300, Phoenix, Arizona 85008 (the "Ballot**  
20 **Tabulator") by no later than February 20, 2001, at 4:00 p.m. prevailing Pacific Time (the**  
21 **"Balloting Deadline"). Any ballots received after that deadline will not be counted. Claimants**  
22 **must return their ballots to the Ballot Tabulator at the address set forth above, and in accordance**  
23 **with the instructions that accompany such ballots. Only ballots actually received will be counted**  
24 **as votes cast with respect to the Plan.**

#### 25 Record Date

26 6. December 20, 2000, at 4:00 p.m. prevailing Pacific Time, is the date on which the  
27 identity of holders of claims of parties entitled to vote on the Plan will be determined for the  
28 purpose of establishing an entitlement to receive certain notices and vote on the Plan.

#### 29 Hearing On Plan Confirmation And Deadlines For Objections

30 7. The Bankruptcy Court will hold a hearing to consider confirmation of the Plan  
(the "Confirmation Hearing") commencing on March 5, 2001 at 9:30 a.m., in Courtroom 2 of the

1 United States Bankruptcy Court located at 300 Las Vegas Blvd., South, Las Vegas, Nevada  
2 89101. The Confirmation Hearing may be continued by announcement in open court without  
3 further notice to parties in interest.

4 8. Any objection to confirmation of the Plan must be filed with the Bankruptcy  
5 Court and served upon the following parties so as to be actually received by no later than  
6 February 16, 2000, at 4:00 p.m. prevailing Pacific Time (the "Objection Deadline"):

7 Pachulski, Stang, Ziehl, Young & Jones, P.C.  
8 Three Embarcadero Center, Suite 1020  
9 San Francisco, CA 94111  
10 Tel: (415) 263-7000  
11 Fax: (415) 263-7010  
12 Attn: William P. Weintraub, Esq.

13 And

14 Shea & Carlyon, Ltd.  
15 233 South Fourth Street, Suite 200  
16 Las Vegas, NV 89101  
17 Tel: (702) 471-7432  
18 Fax: (702) 471-7435  
19 Attn: James Patrick Shea, Esq.

20 And

21 Cox & Smith Incorporated  
22 112 E. Pecan, Suite 1800  
23 San Antonio, TX 78205  
24 Tel: (210) 554-5275  
25 Fax: (210) 226-8395  
26 Attn: Deborah D. Williamson, Esq.

27 And

28 Kummer, Kaempfer, Bonner & Renshaw  
3800 Howard Hughes Pkwy., 7th Floor  
Las Vegas, NV 89109  
Tel: (702) 792-7000  
Fax: (702) 365-6940  
Attn: Jeanette E. McPherson, Esq.

And

Office of the U.S. Trustee  
600 Las Vegas Blvd. S. # 430  
Las Vegas, NV 89101  
Tel: (702) 388-6600  
Fax: (702) 388-6658  
Attn: Barry Jenkins, Esq.

1 Any such objection must be in writing and set forth in detail the name and address of the  
2 party filing the objection, the grounds for the objection, any evidentiary support therefore in the  
3 nature of declarations submitted under penalty of perjury, and the amount of the objector's claims  
4 or such other grounds that give the objector standing to assert the objection. The failure to timely  
5 and properly file and serve an objection by the Objection Deadline shall be deemed by the  
6 Bankruptcy Court to be a consent to confirmation of the Plan.

7 Dated: January 22, 2001

PACHULSKI, STANG, ZIEHL, YOUNG & JONES P.C.

8 AND

SHEA & CARLYON LTD.

9  
10 By \_\_\_\_\_ /s/

11 David M. Bertenthal  
12 California Bar No. 167624  
13 Pachulski, Stang, Ziehl, Young & Jones P.C.  
14 Three Embarcadero Center, Suite 1020  
15 San Francisco, CA 94111

16 Candace Carlyon  
17 Nevada Bar No. 02666  
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20 Las Vegas, NV 89101

21 Attorneys for Debtors in Possession

22 COX & SMITH INCORPORATED

23 AND

24 KUMMER KAEMPFER BONNER & RENSHAW

25 By: \_\_\_\_\_ /s/

26 Deborah D. Williamson  
27 Texas State Bar No. 21617500  
28 Cox & Smith Incorporated  
112 E. Pecan, Suite 1800  
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Attorneys for the Creditors Committee

NOTICE OF HEARING