


MINUTES OF ANNUAL JOINT  
MEETING OF BOARD OF DIRECTORS  
AND SHAREHOLDERS OF  
WESTERN STEEL, INC.

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The annual meeting of the Board of Directors and Shareholders of Western Steel, Inc. was held on the 11<sup>th</sup> day of January, 2013. Present and participating were William Cashion, sole stockholder and director and corporate officers Fred Campbell and Jason Spinks. The meeting was called to order by the Chairman of the Board of Directors, William Cashion. The meeting of the stockholders resulted in an election of William B. Cashion as the sole director of the company and as Chairman of the Board of Directors. Acting on behalf of the Board of Directors, the following officers were elected for the coming year and acknowledged as having been officers for the previous year though documentation has been filed purporting to transfer the shares of stock in the corporation to a trust created by Steven Mark Hayden and to have an election of new directors and officers by the Trustees of that trust. Attached hereto is the injunctive order of the Circuit Court for the Tenth Judicial Circuit of Alabama enjoining Steven Mark Hayden and the Trust from asserting any right to the stock and ownership of Western Steel, Inc. pending a final conclusion of the trial attacking the illegal transfer. The sole stockholder of Western Steel, Inc. is William B. Cashion. The sole director of Western Steel, Inc. is William B. Cashion and the officers of the corporation are as follows:

William B. Cashion	Chief Executive Officer (CEO)
Fred Campbell	President
Jason Spinks	Vice President/Secretary & Treasurer

Upon unanimous consent of the stockholders and board of directors, the following resolution was approved:

IT IS HEREBY RESOLVED that Western Steel, Inc., an Alabama corporation is now and has been owned solely by William B. Cashion through ownership of all the outstanding stock of the corporation. William B. Cashion is now and has been the sole member of the Board of Directors and the Chairman thereof. The corporate headquarters for purposes of qualification as a corporation in the state of Alabama is and has been 3360 Davey Allison Blvd., Hueytown, AL 35023 since at least the year 2001. The corporate officers have never included Steven Mark Hayden, Angela Hayden, or Frankie Cashion. The present slate of officers are William B. Cashion, CEO, Fred Campbell, President, Jason Spinks, Vice-President, Secretary and Treasurer. In spite of several documents filed of record at various places in the state of Alabama, the corporate headquarters has not been moved since 2001. There has been no effective change of ownership of the stock in the company or management of the company other than the resignation of the President Gene Calhoun in July, 2012 and the election of Fred Campbell as President and Jason Spinks as Vice-President, Secretary and Treasurer on July 11, 2012.

There was discussion of the fact that Steven Mark Hayden removed the By-laws, corporate minutes, and stock records from the premises of Western Steel, Inc. in January of 2012 and has not returned all those documents as instructed by the Order of the Circuit Judge in Jefferson County. As a result of said action, the Board approved the following resolution:

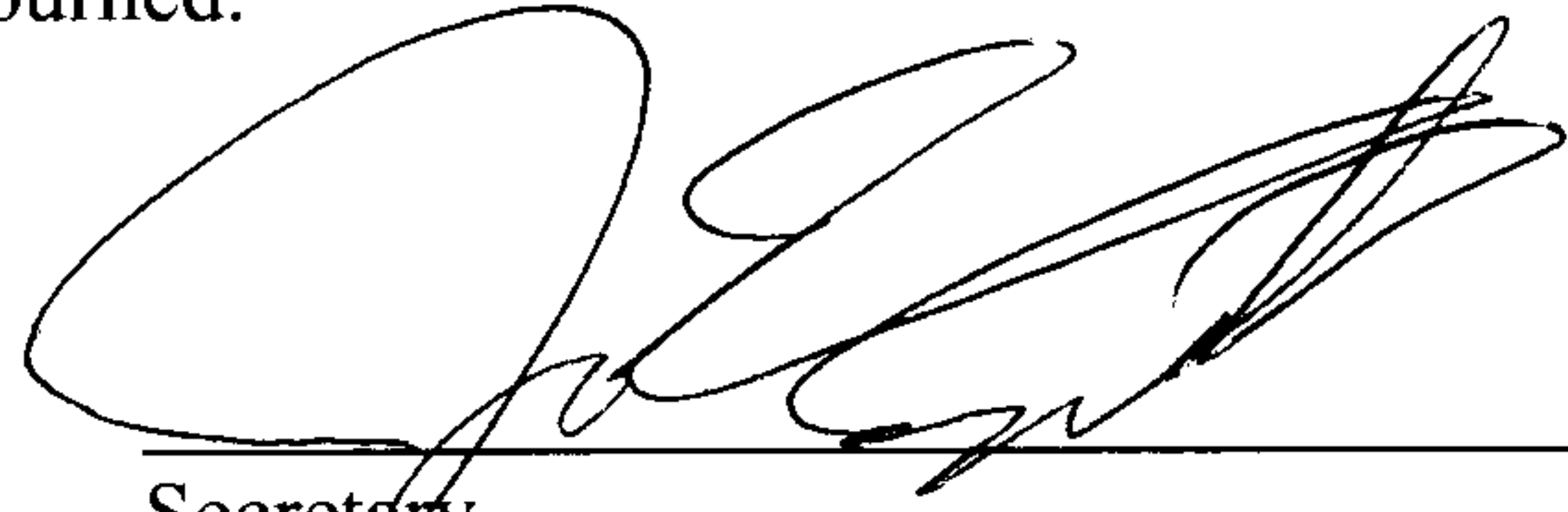
BE IT RESOLVED that the corporate officers under the instruction of William B. Cashion are authorized to create a new set of corporate By-laws and reconstruct the minutes and stock records as necessary as accurately as possible as to record what appears to be missing. The Secretary is authorized to certify that none of the By-laws are or have been rescinded, altered, or amended and that the same are in full force and effect.

Stockholders, officers, directors also considered a review of the activities during the year 2012 and approved the operation of the businesses and held for later issues related to financial operations of the company.

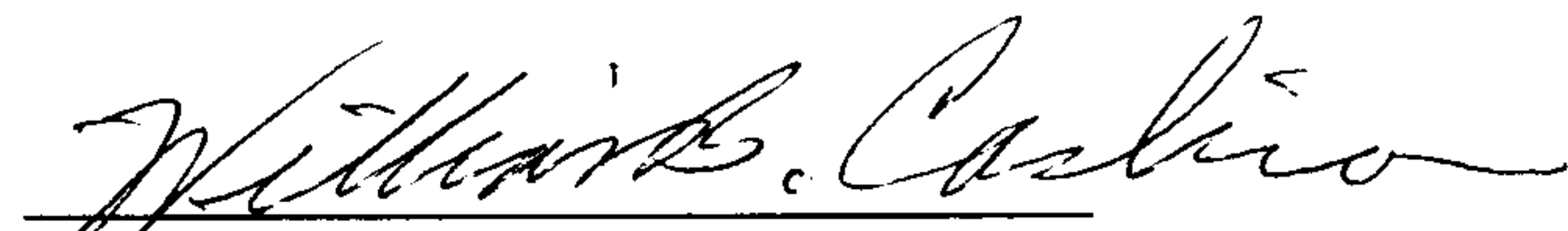



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There being no further business to come before the Board, upon motion, second and unanimous consent, the meeting was adjourned.

  
Secretary

APPROVED

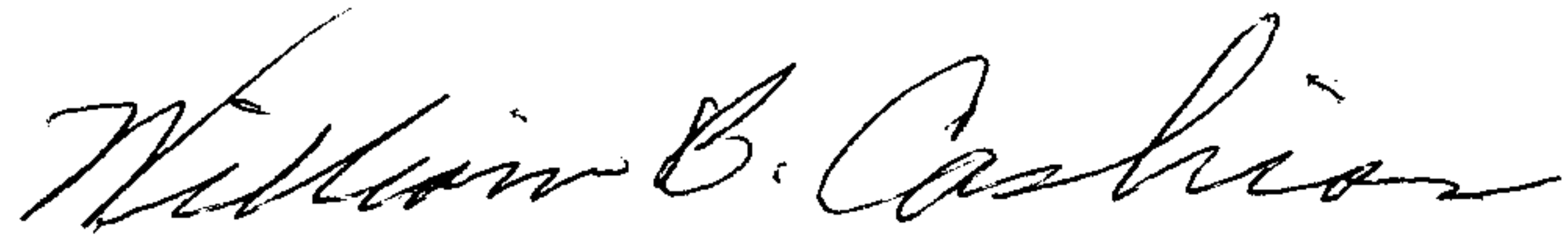
  
Chairman of the Board  
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## WAIVER OF NOTICE


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I, the undersigned, being the sole Director and Stockholder of Western Steel, Inc., an Alabama corporation, do hereby waive any and all notice of the time, place and purposes of a special meeting of the Stockholders and Board of Directors of this corporation, to be held at the offices of the corporation in Hueytown, Alabama, on the 11th day of January, 2013 and do hereby approve any and all action that may take place at said meeting.

Dated this 11<sup>th</sup> day of January, 2013.



William B. Cashion



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**IN THE CIRCUIT COURT OF JEFFERSON COUNTY, ALABAMA  
BIRMINGHAM DIVISION**

**WILLIAM B. CASHION, and  
WESTERN STEEL, INC.**

**Plaintiffs,**

**V.**

**Civil Action No. 2012-0209**

**STEVEN MARK HAYDEN, ANGELA  
RAE HAYDEN, ANGELA RAE  
HAYDEN as trustee for the William  
B. Cashion Nevada Spendthrift Trust,  
FRANKIE CASHION, and FRANKIE  
CASHION as trustee for the Cashion  
Family Nevada Spendthrift Trust,**

**Defendants.**

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**PRELIMINARY INJUNCTION ORDER**

After consideration of the facts established, and upon agreement entered in open court on March 28, 2012, between William B. Cashion and Western Steel, Inc's ("Plaintiffs") and Defendants Steven Mark Hayden ("Mark Hayden"), Angela Rae Hayden in her individual capacity and as purported trustee for the "William B. Cashion Trust," a Nevada Spendthrift Trust ("Angela Hayden"),<sup>1</sup> it is hereby ORDERED, ADJUDGED and DECREED as follows:

1. Except as ordered herein, the Defendants are hereby restrained until a final hearing from taking any action, whatsoever, with respect to Cashion's assets, including Cashion's stock and interests in Western Steel, Western Properties, LLC, Merchants Commercial Bank, USVI, and 10:16 Mining Corporation. Specifically, Defendants are not to take any action whatsoever in furtherance of an attempt to transfer any of Cashion's assets to any individual, entity or trust, including the so-called "Nevada Trusts." In effect, Defendants are to cease and desist all actions that in any way relate to Cashion's assets, interests and rights.


<sup>1</sup> Plaintiffs and Defendant Frankie Cashion, individually and in her capacity as Trustee, informed the Court at the hearing on March 28, 2012 that they have entered a Pro Tanto Settlement of all claims between them, and that the claims against Frankie Cashion are to be dismissed with prejudice.



If Defendants receive a valid subpoena to appear and testify concerning these matters, Defendants are allowed to respond to questions concerning these matters. Otherwise, Defendants shall not voluntarily discuss any of these matters with third parties. Defendants further agree to give immediate notice to Plaintiffs' counsel if they receive a subpoena, and to cooperate with Plaintiffs' counsel if Plaintiffs desire to attempt to quash or otherwise resist the subpoena.

2. The Defendants are specifically ORDERED to cease and desist immediately each of the following:

- A. Any and all actions by Steven Mark Hayden as purported attorney-in-fact of the revoked durable power of attorney for William B. Cashion;
- B. Any and all actions which in any way interfere with the business of Western Steel, including, without limitation, (i) except as set forth in Paragraph 3, below, any action under the alleged authority as an "officer" or "director" of Western Steel; (ii) except as set forth in Paragraph 3, below, any action involving the Western Steel bank accounts, including freezing the bank accounts used by Western Steel and its affiliates or otherwise limiting or attempting to limit access of Plaintiff Cashion or other duly authorized officers of Western Steel to those bank accounts; (iii) retention of, possession, or control of Western Steel's corporate books, records, stock certificates or any other corporate documents and property; (iv) contacts with employees of Western Steel and entering onto the Western Steel premises; (v) except as set forth in Paragraph 3 below, authorizing any corporate actions by Western Steel;
- C. Any and all actions involving the stock of Western Steel, including, without limitation, the transfer of Western Steel stock from the Plaintiff Cashion to any individual, entity or trust, including the so-called "Nevada Trusts;"
- D. Any and all actions involving the stock of Merchants Commercial Bank of the United States Virgin Islands ("Merchants Commercial"), including, without limitation, the transfer of Merchants Commercial stock from Plaintiff Cashion to any individual, entity or trust including, the so-called "Nevada Trusts," as well as any communication with any other shareholder, director, officer or employee of Merchants Commercial;

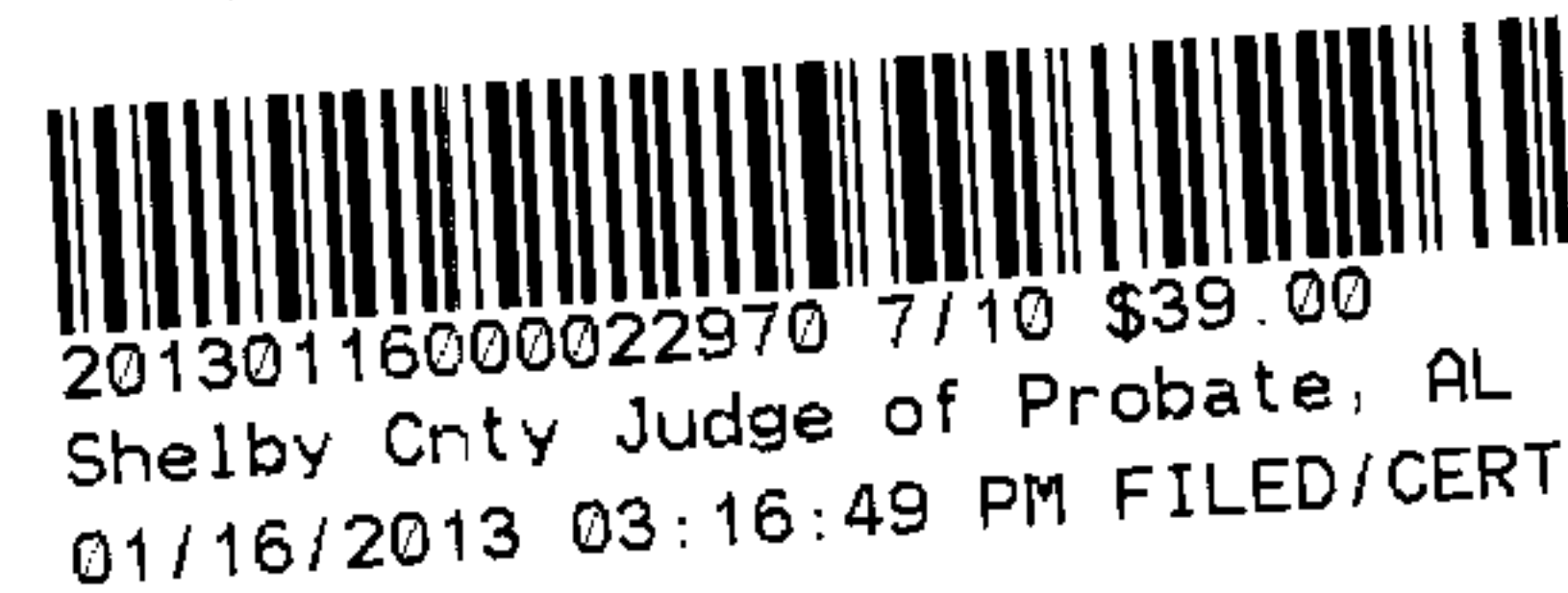
  
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- E. Any and all actions involving Western Properties, LLC, including the transfer of Western Properties interests owned by Plaintiff Cashion and transfer of assets owned by Western Properties, LLC from Plaintiff Cashion to any individual, entity or trust including, the so-called "Nevada Trusts;"
- F. Any and all actions involving 10:16 Mining Corporation ("10:16 Mining"), including the transfer of 10:16 Mining stock owned by Plaintiff Cashion and the 10:16 Mining assets from Plaintiff Cashion to any individual, entity or trust including, the so-called "Nevada Trusts," as well as any communication with any other shareholder, director, officer or employee of 10:16 Mining;
- G. The transfer of **any** of Plaintiff Cashion's assets, whatsoever, to any individual, entity or trust including, without limitation, the so-called "Nevada Trusts;" and
- H. Making defamatory statements orally and in writing against Plaintiff Cashion or any of his interests.

3. The parties agree that Western Steel is authorized to inform its bank, PNC, that any of the following individuals are authorized to sign checks on behalf of Western Steel with respect to all Western Steel accounts at PNC:

- a. Gene Calhoun
- b. Fred Campbell
- b. Laurelee Smith



Western Steel is also authorized pursuant to this Order and the agreement of all parties, including all the individuals who claim to assert any rights as directors and/or shareholders of Western Steel, to execute the change of signature forms and/or any other document or resolution requested by PNC, and that PNC can rely upon this Order as a binding authorization to change the signature form to allow any one of the three individuals to sign checks.

4. It is further ORDERED that the Defendants are not to enter on to the premises of Western Steel. Further, Defendants are not to present themselves as the "owners," "officers," or "directors" of Western Steel, are not to try to conduct



business on behalf of Western Steel, and are not to in any way impede or disrupt the business of Western Steel.

5. It was earlier ORDERED that the Defendants were to deliver any and all Western Steel property, which they had in their possession, including, but not limited to, books, records, stock certificates and any other corporate documents to the chambers of the undersigned, located at the Jefferson County Courthouse, Room 330, 716 North Richard Arrington Jr. Blvd., Birmingham, Alabama 35203. Defendants and their counsel have represented to Plaintiffs that all such materials have been delivered. These materials will be released to Plaintiffs' counsel.

6. It was earlier ORDERED that the Defendants were to deliver any and all files, documents, records, stock certificates or other materials that belong to Plaintiff Cashion that they had in their possession, to the chambers of the undersigned, located at the Jefferson County Courthouse, Room 330, 716 North Richard Arrington Jr. Blvd., Birmingham, Alabama 35203. Defendants and their counsel have represented to Plaintiffs that all such materials have been delivered. These materials will be released to Plaintiffs' counsel.

7. It is further ORDERED that the Defendants' (including without limitation any actions taken or communications by any of the Trusts) counsel shall provide to Plaintiffs' counsel within 5 business days of the date of this Order copies of any and all documents, correspondence, emails, records and any other materials relating to the following: (i) any actions taken or communications by Defendant Mark Hayden as Plaintiff Cashion's agent under the authority of the durable power of attorney; (ii) the handling or transfers of any of Plaintiff Cashion's assets; (iii) any actions taken by any of the Defendants and/or the Trusts with respect to Western Steel and its stock; (iv) any communications by any of the Defendants with any Western Steel employee or customer; (v) any actions by any of the Defendants or Trusts and/or communication to any person or entity with respect to Merchants Commercial Bank, USVI or its stock; (vi) any communication with any Merchants Commercial employee, officer, director or shareholder; (vi) any action relating to Western Properties, LLC; (vii) any action relating to 10:16 Mining Corporation; (viii) any transfers of any assets to any of the "Nevada Trusts" or any other "trust" established by Defendants; (ix) any transfers of any assets by any of the "Nevada Trusts" or any other "trust" established by the Defendants; (x) any actions taken by the trustees of the "Nevada Trusts" relating to the "Nevada Trusts."

8. To the extent that the Defendants or their counsel have retained copies of any of the documents covered by Paragraphs 5, 6, and 7 above, they shall not disclose or



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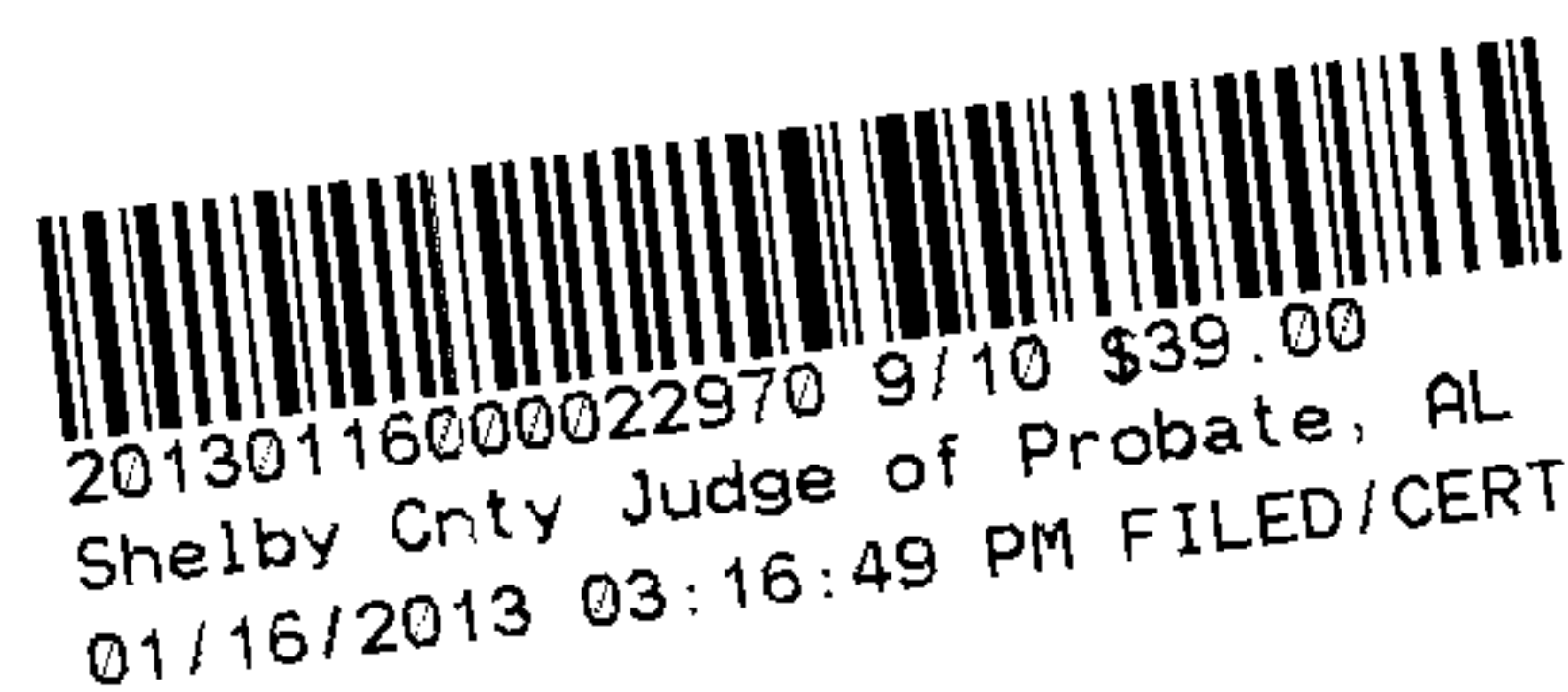
provide copies to any third party unless required to do so by a valid and enforceable subpoena.

9. Plaintiffs shall provide to Defendant Mark Hayden written assurances from Merchants Commercial Bank ("MCB") that Mark Hayden owns no shares in MCB, and Mark Hayden is no longer identified as a shareholder in the MCB stock records.

Defendants shall not voluntarily disclose any of these documents to any third parties. Defendants further agree to give immediate notice to Plaintiffs' counsel if they receive a subpoena, and to cooperate with Plaintiffs' counsel if Plaintiffs desire to attempt to quash or otherwise resist the subpoena.

GIVEN UNDER MY HAND this the 30<sup>th</sup> day of March, 2012.

/s/ Robert S. Vance, Jr.  
Circuit Judge



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I, Anne-Marie Adams, Clerk of the Circuit Court, of  
Jefferson County, do hereby certify that the  
foregoing is a true, correct and full copy of  
the instrument herewith set out as appears of  
record in said Court.

WITNESS my hand and the seal of said Court,  
this

the 16 day of JAN 2013  
*Anne-Marie Adams*