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FILED

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KEENAN G. CASADY, CLERK
United States Bankruptcy Court
San Jose, California

10 UNITED STATES BANKRUPTCY COURT
11 NORTHERN DISTRICT OF CALIFORNIA
12 SAN JOSE DIVISION

13 In re:) Case No. 99-50736-JRG-11
14 Site Technologies, Inc.,) Chapter 11
15 dba DeltaPoint, Inc.,)
16 Debtor.)
17 EIN No.: 77-0212760)

18 **DEBTOR'S FIRST AMENDED PLAN OF REORGANIZATION**

19 Dated April 25, 2000
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1 otherwise be canceled and extinguished on the Distribution Date.

2 6.5 Class 5 Interests (Options and Warrants). The holders, as of the Effective Date,
3 of outstanding untermiated options and warrants to acquire the Debtor's common stock shall
4 receive nothing under the Plan and their respective interests shall otherwise be canceled and
5 extinguished on the Effective Date.

6 7. MEANS FOR IMPLEMENTATION OF THE PLAN

7 7.1 Liquidation Proceeds; Remaining Assets. Proceeds from the sale of the
8 StarBase stock, the auction and the Blum compromise will be the primary source of funds for
9 execution of the Plan. Any other assets of the Debtor (e.g., Avoidance Claims) shall be
10 liquidated as appropriate, except for those assets which the Responsible Person determines to be
11 burdensome or of inconsequential value, which assets will be abandoned.

12 7.2 Disbursement of Funds. The Debtor shall make the payments to all creditors
13 with Allowed Claims. The Debtor shall wire transfer the balance of funds designated for
14 shareholders to the Transfer Agent with appropriate instructions from the Responsible Person
15 directing the Transfer Agent to make a pro rata distribution to shareholders of record as of the
16 Distribution Date.

17 7.3 Responsible Person.

18 A. Jeffrey F. Ait ("Ait"), the Debtor's Chief Executive Officer and Chief
19 Financial Officer, shall be designated as the Responsible Person. The Responsible Person shall
20 be compensated on an hourly basis at an hourly rate not to exceed \$200.00 from and after the
21 Effective Date. The Responsible Person may, in his discretion, employ such other persons as
22 may be necessary to assist him in this Case. In the event that Ait is unable to serve as the
23 Responsible Person, the Debtor's Board of Directors will appoint an individual to serve as the
24 Responsible Person.

25 B. The Responsible Person, on behalf of the Debtor, is authorized to
26 liquidate the remaining assets of the Bankruptcy Estate and/or abandon such assets as the
27 Responsible Person determines to be burdensome or of inconsequential value to the Bankruptcy
28 Estate. The Responsible Person may enforce any claims and prosecute any causes of action in

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1 favor of the Bankruptcy Estate, including, without limitation, any actions under Sections 510,
2 542, 543, 544, 545, 547, 548 and 549 of the Bankruptcy Code.

3 C. The Responsible Person may review and object to Claims and Interests,
4 enter into compromises to allow and satisfy Disputed Claims and Disputed Interests and settle
5 and liquidate any claim or cause of action that the Debtor may have against a third party.

6 D. The Responsible Person is authorized to retain, employ and utilize such
7 professionals as may be necessary without further approval of the Bankruptcy Court.

8 E. The Responsible Person shall review and approve the Distribution
9 amounts to Creditors and to the Transfer Agent (on behalf of shareholders of record as of the
10 Distribution Date) and shall be responsible for making, or causing to be made, Distributions
11 pursuant to the Plan.

12 F. The Responsible Person shall be responsible for moving for the entry of
13 a final decree in this case and preparing and filing status reports as may be required by the
14 Bankruptcy Court in connection with the final decree. The Responsible Person shall be
15 discharged from all duties and responsibilities of the Plan upon the issuance of the final decree.
16 The Responsible Person shall be entitled to destroy all records in his possession upon entry of the
17 final decree, except such corporate formation documents, minutes and other records as the
18 Responsible Person considers to be material and original executed copies of documents filed
19 with the Securities and Exchange Commission, all of which shall be retained for five (5) years,
20 and tax returns and related records, which shall be retained for six (6) years; provided, however,
21 that in any event, such records as required by the Internal Revenue Service shall be retained at
22 least until April 15, 2004.

23 G. The Responsible Person shall do all things necessary and appropriate to
24 assist the Debtor in fulfilling the duties and obligations of the Debtor under the Plan and fully
25 administering the Bankruptcy Estate as required by the Plan, the Confirmation Order, the
26 Bankruptcy Code and the Bankruptcy Rules.

27 7.4 Expedited Procedure for Compromise of Controversy, Sale or Abandonment.

28 Subject to the notice procedures set forth in this Section, the Responsible Person is authorized to

professional, the Responsible Person shall timely pay the undisputed portion of such fees and expenses and shall reserve monies in the amount of the disputed fees and expenses pending resolution of said objection by (i) written agreement between the party requesting such fees and expenses and the disputing party, or (ii) resolution of the disputed amount by the Bankruptcy Court pursuant to a Final Order. Professionals shall not otherwise be required to file applications for Court approval of post-Confirmation fees and expenses.

7.7 Amendment of Charter to Prohibit the Issuance of Non-Voting Equity Securities. Pursuant to the requirements of Section 1123(a)(6) of the Bankruptcy Code, the Certificate of Incorporation of the Debtor shall be, and it hereby is deemed amended as of the Effective Date to conform to the Bankruptcy Code provision which prohibits the issuance of non-voting equity securities and requires, among other things, the distribution of voting power equitably among the classes of voting securities.

7.8 Unclaimed Property. With respect to each Allowed Claim and Allowed Interest, the existence of Unclaimed Property on the 90th day following a Distribution shall cause the respective Allowed Claim or Allowed Interest to be disallowed, and the amount of the Unclaimed Property shall become available for distribution pursuant to the Plan.

7.9 Dissolution of Corporation. Pursuant to authority contained in Section 1400 of the California Corporations Code, the Debtor shall be dissolved and its corporate existence terminated without further corporate action upon the entry of a final decree in this case pursuant to Rule 3022 of the Bankruptcy Rules. The Confirmation Order shall be deemed an order authorizing and directing the Responsible Person to file a certificate of dissolution as required by Section 1401 of the California Corporations Code and the Responsible Person shall file such certificate concurrently with the request for entry of a final decree.

8. EXECUTORY CONTRACTS AND UNEXPIRED LEASES

8.1 Assumption of Executory Contracts. Except as previously provided by Bankruptcy Court order, no other executory contract or unexpired lease will be assumed by the Debtor.

8.2 Rejection of Executory Contracts and Unexpired Leases. Without admitting the