

SECURITIES AND EXCHANGE COMMISSION

SEC FORM 17-C

CURRENT REPORT UNDER SECTION 17 OF THE SECURITIES  
REGULATION CODE AND SRC RULE 17.2(c) THEREUNDER

1. December 2, 2010  
Date of Report
2. SEC Identification Number 115 Pre War 3. BIR Tax Identification No. 000-154-572-000-V
4. ATLAS CONSOLIDATED MINING AND DEVELOPMENT CORPORATION  
Exact name of issuer as specified in its charter
5. Philippines Province, country or other jurisdiction of  
incorporation or organization
6. (SEC Use Only)  
Industry Classification Code.
7. 7/F Quad Alpha Centrum, 125 Pioneer St., Mandaluyong City 1554  
Address of principal office Postal Code
8. (632) 635-23-87  
Issuer's telephone number, including area code
9. N. A.  
Former name, former address, and former fiscal year, if changed since last report.
10. Securities registered pursuant to Sections 8 and 12 of the SRC or Sections 4 and 8 of the RSA
- | <u>Title of Each Class</u>         | <u>Number of Shares of Common Stock<br/>Outstanding and Amount of Debt Outstanding</u> |
|------------------------------------|--|
| <b>Common Stock, P10 par value</b> | <b>1,138,813,882</b>   |
1. Indicate the item numbers reported herein : Item 9

Item 9. – Other Events

A. Atlas Consolidated Mining and Development Corporation (Atlas) is pleased to announce that –

- 1) The Board of Directors of Atlas subsidiary Carmen Copper Corporation (CCC) has approved and accepted the terms of the US\$140 million Offtake Loan Facility to be provided by Banco de Oro Unibank, Inc. (BDO) (the “Offtake Loan”).

CCC intends to use the proceeds of the Offtake Loan primarily for: a) the refinancing of its outstanding loan obligations to Deutsche Bank AG (DB) (US\$ 80 million) and the Trade and Investment Development Corporation of the Philippines (TIDCORP) (Php 933 million), and b) the funding of its working capital requirements.

The essential terms of the Offtake Loan include the following:

- 8% annual interest rate as compared with (i) the aggregate of the 7.4857% before tax annual interest rate of the DB Facility and the TIDCORP before tax annual guarantee fee of 2.5%, and (ii) and the floating monthly interest rate of the TIDCORP Direct Lending Facility (most recently 11.5% before tax).
- Three-year term counted from the first availment of the proceeds
- Nine-month grace period on the payment of monthly amortizations on the principal amount

As the refinancing of the DB Facility will involve the prepayment of the outstanding obligations thereunder, CCC expects to incur prepayment penalties and charges which may impact its earnings for 2010.

- 2) The Atlas Board of Directors has likewise approved and accepted the terms of the US\$10 million Convertible Loan Facility to be provided by BDO (the “Convertible Loan”).

The essential terms of the Convertible Loan include the following:

- 5% annual interest rate if proceeds are drawn in US Dollars, 7.5% if in Pesos
- Three-year term reckoned from the first availment of the proceeds
- Principal amount convertible into Atlas shares at the price of Php18.00 per share in the following instances:
  - At the option of BDO and at any time during the term of the Convertible Loan
  - At the option of Atlas, *provided*, that the volume weighted average price of Atlas shares based on trading at the Philippine Stock Exchange does not fall below Php21.00 for twenty (20) consecutive trading days
- Guaranteed annual internal rate of return (IRR) of 10% for BDO if the principal amount is prepaid or is not converted before maturity date
- Obligation of Atlas to issue warrants which grant to BDO the right to subscribe to such number of Atlas shares having a total value equal to 20% of the principal amount of the Convertible Loan based on a per share price of Php18.00
- Multiple drawdowns on the proceeds of the Convertible Loan within 180 days from the closing date (akin to a credit line facility)
- To be secured by a pledge over a portion of the Atlas shares owned Alakor Corporation

- 3) Alakor Corporation (Alakor) has agreed to purchase from BDO and Globalfund Holdings, Inc. (Globalfund) 70,230,000 Atlas shares which represent approximately 6% of Atlas’s current outstanding capital stock and 60% of the number of shares transferred by Alakor to BDO and Globalfund to effectuate the mandatory conversion of the entire principal amount of the loan covered by the 27 November 2009 Convertible Loan and Security Agreement among Atlas, BDO and Globalfund.

The completion of the contemplated transactions described above is still subject to documentation and compliance with closing requirements.

B. To give the investing public a view of the potential extent of Atlas's outstanding capital stock, we provide below a summary of the outstanding and previously-disclosed options and warrants covering the right to subscribe to Atlas shares at the price of PhP10.00 per share.

Beneficiary	No. of Shares	Nature
Alakor Corporation*	117,050,000	Convertible Indemnity Obligation (relating to the mandatory conversion of the 2009 BDO Loan as described above)
Anglo Philippine Holdings Corporation**	50,450,500	Convertible Loan
Abacus Securities Corporation	30,300,000	Options
Spinnaker Capital Group	35,000,000	Warrants
BDO	9,728,000	Warrants
Employee Stock Option Plan	25,000,000	Options
Toledo Mining Corporation***	26,879,293	Convertible Loan

\*While documentation is still being finalized, Alakor Corporation has already expressed its intention to convert into equity the entire amount of the indemnity obligation.

\*\*Anglo Philippine Holdings Corporation has already served written notice upon Atlas of its intention to convert the entire principal amount of the loan obligation (please refer to the disclosure statement dated 11 November 2010).

\*\*\*Although Toledo Mining Corporation is entitled to convert the loan into equity under the relevant agreement, it has agreed to a schedule of cash repayments by Atlas.

### SIGNATURES

Pursuant to the requirements of the Securities Regulation Code, the issuer has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

**ATLAS CONSOLIDATED MINING  
AND DEVELOPMENT CORPORATION**

Issuer

By:



**CARMEN ROSE A. BASALLO-ESTAMPADOR**  
Asst. Corporate Secretary and Asst. Compliance Officer

December 2, 2010  
Date