

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE SOUTHERN DISTRICT OF TEXAS  
CORPUS CHRISTI DIVISION**

|                            |   |                             |
|----------------------------|---|-----------------------------|
| <b>In re:</b>              | § | <b>Case No. 05-21207</b>    |
|                            | § |                             |
| <b>ASARCO LLC, et al.,</b> | § | <b>Chapter 11</b>           |
|                            | § |                             |
| <b>Debtors.</b>            | § | <b>Jointly Administered</b> |
|                            | § |                             |

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**NOTICE OF DEADLINE REQUIRING FILING OF  
ADMINISTRATIVE CLAIMS BEFORE SEPTEMBER 19, 2008**

TO ALL PERSONS OR ENTITIES WITH ADMINISTRATIVE CLAIMS AGAINST ASARCO LLC AND/OR ANY OF ITS AFFILIATED DEBTORS LISTED HEREIN (COLLECTIVELY, THE “DEBTORS”). PLEASE READ THIS NOTICE CAREFULLY (AND CONSULT AN ATTORNEY IF YOU HAVE QUESTIONS) BECAUSE IT CONTAINS DEADLINES AND PROCEDURES THAT WILL IMPACT YOUR RIGHTS IF NOT FOLLOWED.

On July 30, 2008, the United States Bankruptcy Court for the Southern District of Texas, Corpus Christi Division entered an order establishing **September 19, 2008** (the “Administrative Bar Date”) as the last date for each person or entity (including individuals, partnerships, corporations, joint ventures, trusts and governmental units) who asserts an administrative expense claim (“Administrative Claim”) to file against ASARCO LLC or any of its affiliated debtors (listed in Section IV below) a proof of Administrative Claim form.

The Administrative Bar Date and claims-filing procedures set forth below apply to all claims against the Debtors that arose **AFTER** the Debtors filed for bankruptcy. Certain claims, referred to as “Excluded Claims” (described in section III below), are not subject to the Administrative Bar Date. Accordingly, holders of Excluded Claims are not required to file Administrative Claims at this time.

**THE FACT THAT YOU RECEIVED THIS NOTICE DOES NOT NECESSARILY MEAN THAT YOU HAVE AN ADMINISTRATIVE CLAIM OR THAT THE DEBTORS OR THE COURT BELIEVE THAT YOU HAVE AN ADMINISTRATIVE CLAIM AGAINST THE DEBTORS.**

## **I. WHAT IS AN ADMINISTRATIVE CLAIM**

Pursuant to the Bankruptcy Code, an Administrative Claim is an unsecured claim for “the actual, necessary costs and expenses of preserving the estate.” 11 U.S.C. § 503(b).

Only claims against a Debtor that arise or accrue **AFTER** the date of that particular Debtor’s bankruptcy filing (the “Petition Date”) may potentially qualify as Administrative Claims. (Section IV below lists each Debtor’s Petition Date.) If your claim arose **PRIOR** to the applicable Petition Date for the Debtor against which you assert a claim, such claim **IS NOT** an Administrative Claim and therefore you should not file a request for payment of such claim in connection with the Administrative Bar Date. If you have filed a claim already in these cases, you do **NOT** need to file a second claim for the same debt.

## **II. WHO MUST FILE AN ADMINISTRATIVE CLAIM**

You **MUST** file a proof of Administrative Claim to share in any distributions from any of the Debtors’ bankruptcy estates with respect to that claim, if your Administrative Claim arose or accrued from and after the applicable Petition Date through and including September 19, 2008, and your claim is not an Excluded Claim as discussed in Section III below. Administrative Claims based on acts or omissions of the Debtors that occurred between the Petition Date and September 19, 2008, must be filed on or prior to the Administrative Bar Date, even if such claims are not now fixed, liquidated or certain or did not mature or become fixed, liquidated or certain before the Administrative Bar Date.

## **III. WHO DOES NOT NEED TO FILE A PROOF OF ADMINISTRATIVE CLAIM FORM AT THIS TIME**

At this time, you do **NOT** have to file a proof of Administrative Claim form if you hold the following types of claims:

- (a) Administrative Claims of one Debtor against another Debtor;

- (b) Administrative Claims of professional persons retained pursuant to an order of the Bankruptcy Court for compensation of fees and reimbursement of expenses and any administrative claims by professionals for the United Steelworkers; *i.e.*, “Professional Fee Claims”;
- (c) Administrative Claims of the members of the Committees and counsel to such members for compensation of fees and reimbursement of expenses; *i.e.*, “Committee Member Claims”;
- (d) Administrative Claims for post-bankruptcy goods or services due and payable in the ordinary course of the Debtors’ business; *i.e.*, “Ordinary Course of Business Claims”;
- (e) Administrative Claims of current or former employees, or labor unions representing such individuals or benefit plans to whom contributions or premiums are made under a collective bargaining agreement or Coal Industry Retiree Benefit Act of 1992, for post-bankruptcy wages, compensation, expenses, grievances, medical benefits, retirement benefits or any other post-bankruptcy benefits under an employee benefit plan of a Debtor or court-approved post-bankruptcy retention, severance or recruiting plan, including but not limited to any amounts authorized to be paid by the debtors under the order authorizing payment of prepetition wages and benefits, *i.e.*, “Post-Bankruptcy Employee Wage and Benefit Claims”;
- (f) Administrative Claims previously allowed by order(s) of the Court;
- (g) Administrative Claims on account of which a motion requesting allowance and payment already has been filed in the Bankruptcy Court, against the Debtor(s);
- (h) Administrative Claims held by the United States Trustee for the Southern District of Texas which arise under section 1930(a)(6) of title 28 of the United States Code;
- (i) Administrative Claims of professionals, including the Examiner, and Administrative Claims of current officers and directors of a Debtor and their counsel;
- (j) Administrative Claims relating to claims of federal and state governmental agencies under state or federal environmental laws that relate to property owned by the Debtors;
- (k) Administrative Claims for payments required under settlement agreements approved by the Court; and
- (l) Administrative Claims relating to liabilities that Sterlite (USA), Inc. will assume under the Purchase and Sale Agreement Among ASARCO LLC,

AR Silver Bell, Inc., Copper Basin Railway, Inc., ASARCO Santa Cruz, Inc., Sterlite (USA), Inc. and Sterlite Industries (India) Ltd. dated as of May 30, 2008.

#### IV. WHAT TO FILE

If your Administrative Claim is **NOT** an Excluded Claim (as set forth above in Section III), you must use the proof of Administrative Claim form that is attached to this notice. Additional Proof of Administrative Claim forms may be downloaded at [www.asarcocoreorg.com](http://www.asarcocoreorg.com). The website also has a toll free number for any (non-legal) questions that you may have.

All Proofs of Administrative Claim forms must be **SIGNED** by the creditor or by an authorized agent of the creditor. Proof of Administrative Claim forms must be written in English and be denominated in United States currency. You should attach to your completed proof of Administrative Claim form copies of any documents on which the claim is based (if voluminous, attach a summary) or an explanation as to why the documents are not available.

If you hold an Administrative Claim against more than one Debtor you must file a separate proof of Administrative Claim form with respect to each Debtor, and you must identify on your proof of Administrative Claim form the particular Debtor against which your Administrative Claim is asserted and the case number of that Debtor's chapter 11 case. The Debtors and their respective case numbers and petition dates are listed below.

| <b><u>Debtor</u></b>  | <b><u>Case Number</u></b> | <b><u>Petition Date</u></b> |
|---|---------------------------|-----------------------------|
| ASARCO LLC  | 05-21207                  | August 9, 2005              |
| Lac d'Amiante du Québec Ltée<br>(f/k/a Lake Asbestos of Quebec, Ltd.) | 05-20521                  | April 11, 2005              |
| Lake Asbestos of Quebec, Ltd  | 05-20524                  | April 11, 2005              |
| LAQ Canada, Ltd.  | 05-20525                  | April 11, 2005              |
| CAPCO Pipe Company, Inc.<br>(f/k/a Cement Asbestos Products Company)  | 05-20522                  | April 11, 2005              |
| Cement Asbestos Products Company                                      | 05-20523                  | April 11, 2005              |
| Encycle, Inc.   | 05-21305                  | August 26, 2005             |
| Asarco Consulting, Inc.   | 05-21346                  | September 1, 2005           |

| <u>Debtor</u>   | <u>Case Number</u> | <u>Petition Date</u> |
|---|--------------------|----------------------|
| ALC, Inc.   | 05-21888           | October 13, 2005     |
| American Smelting and Refining Company                | 05-21894           | October 13, 2005     |
| AR Mexican Explorations Inc.                          | 05-21893           | October 13, 2005     |
| ASARCO Master Inc.                                    | 05-21883           | October 13, 2005     |
| Asarco Oil and Gas Company, Inc.                      | 05-21886           | October 13, 2005     |
| Bridgeview Management Company, Inc.                   | 05-21884           | October 13, 2005     |
| Covington Land Company                                | 05-21892           | October 13, 2005     |
| Government Gulch Mining Company, Limited              | 05-21887           | October 13, 2005     |
| AR Sacaton, LLC, a Delaware limited liability company | 06-20775           | December 12, 2006    |
| ASARCO Exploration Company, Inc.                      | 06-20776           | December 12, 2006    |
| Southern Peru Holdings, LLC                           | 06-20774           | December 12, 2006    |
| Alta Mining and Development Company                   | 08-20198           | April 21, 2008       |
| Blackhawk Mining and Development Company, Limited     | 08-20200           | April 21, 2008       |
| Green Hill Cleveland Mining Company                   | 08-20202           | April 21, 2008       |
| Peru Mining Exploration and Development Company       | 08-20201           | April 21, 2008       |
| Tulipan Company, Inc.                                 | 08-20199           | April 21, 2008       |
| Wyoming Mining and Milling Company                    | 08-20197           | April 21, 2008       |

## V. WHEN AND WHERE TO FILE

Except as provided herein, all proof of Administrative Claim forms must be filed so as to be **RECEIVED** on or before **September 19, 2008** at the following address:

ASARCO LLC, et al.  
c/o AlixPartners, LLP  
2100 McKinney Avenue, Suite 800  
Dallas, Texas 75201

Proof of Administrative Claim forms will be deemed filed only when **RECEIVED** by AlixPartners, LLP, the Debtors' claims and noticing agent. Proof of Administrative Claim forms may not be delivered by facsimile, telecopy or electronic mail transmission.

**VI. CONSEQUENCES OF FAILURE TO FILE A PROOF OF ADMINISTRATIVE CLAIM FORM BY THE ADMINISTRATIVE BAR DATE**

**ANY HOLDER OF AN ADMINISTRATIVE CLAIM THAT IS REQUIRED, BUT FAILS, TO FILE A PROOF OF ADMINISTRATIVE CLAIM FORM IN ACCORDANCE WITH THE ADMINISTRATIVE BAR DATE ORDER ON OR BEFORE THE ADMINISTRATIVE BAR DATE SHALL FOREVER BE BARRED, ESTOPPED AND ENJOINED TO THE FULLEST EXTENT ALLOWED BY APPLICABLE LAW FROM ASSERTING SUCH ADMINISTRATIVE CLAIM AGAINST THE DEBTORS AND THEIR ESTATES, AND EACH DEBTOR AND ITS ESTATE AND PROPERTY SHALL BE FOREVER DISCHARGED FROM ANY AND ALL INDEBTEDNESS OR LIABILITY WITH RESPECT TO SUCH CLAIM, AND SUCH HOLDER SHALL NOT BE PERMITTED TO PARTICIPATE IN ANY DISTRIBUTION IN THESE CASES ON ACCOUNT OF SUCH CLAIM OR TO RECEIVE FURTHER NOTICES REGARDING SUCH CLAIM OR WITH RESPECT TO THE DEBTOR'S CHAPTER 11 CASES.**

|   |  |   |
|---|--|---|
| <b>UNITED STATES BANKRUPTCY COURT FOR THE SOUTHERN DISTRICT OF TEXAS</b><br>In re: ASARCO LLC, <i>et al.</i> , Debtors. Chapter 11 Case No. 05-21207 (RSS) (Jointly Administered)   |  | <b>Proof of Administrative Claim</b>  |
| Name of Debtor Against Which Claim is Held: _____ Case Number of Debtor: _____  |  | THIS SPACE IS FOR COURT USE ONLY  |
| <b>IMPORTANT: THIS FORM SHOULD ONLY BE USED TO MAKE A CLAIM FOR AN ADMINISTRATIVE EXPENSE ARISING AFTER THE APPLICABLE PETITION DATES OF THE RESPECTIVE DEBTORS. IF YOU HAVE ALREADY FILED A PROOF OF CLAIM AGAINST THE DEBTORS FOR AN OBLIGATION INCURRED BEFORE THE APPLICABLE PETITION DATES OF THE RESPECTIVE DEBTORS, YOU DO NOT NEED TO RETURN THIS FORM UNLESS YOU ALSO HAVE AN ADMINISTRATIVE CLAIM AGAINST ONE OR MORE OF THE DEBTORS THAT AROSE ON OR AFTER THE APPLICABLE PETITION DATES OF THE RESPECTIVE DEBTORS.</b>  |  |   |
| Name of Creditor (The person or other entity to whom the debtor owes money or property): _____<br>Address and Telephone Number of Creditor: _____   |  |   |
| Account or other number by which creditor identifies debtor: _____  |  | <input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach a copy of statement giving particulars.<br><input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case.<br><input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court. |
| Check here <input type="checkbox"/> amends if this claim <input type="checkbox"/> replaces a previously filed claim, dated: _____   |  |   |
| <b>1. Basis for Claim</b><br><input type="checkbox"/> Goods sold<br><input type="checkbox"/> Services performed<br><input type="checkbox"/> Money loaned<br><input type="checkbox"/> Personal injury/wrongful death<br><input type="checkbox"/> Taxes<br><input type="checkbox"/> Other   |  | <input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)<br><input type="checkbox"/> Wages, salaries, and compensation (fill out below)<br>Last four digits of SS #: _____<br>Unpaid compensation for services performed from _____ to _____ (date) (date)   |
| <b>2. Date debt was incurred: .</b> _____   |  | <b>3. If court judgment, date obtained:</b> _____   |
| <b>4. Total Amount of Administrative Claim : \$</b> _____<br><input type="checkbox"/> Check this box if claim includes interest or other charges in addition to the principal amount of the claim. Attach itemized statement of all interest or additional charges.   |  |   |
| <b>5. Brief Description of Claim (attach any additional information)</b><br><br>  |  |   |
| <b>6. Credits:</b> The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.<br><b>7. Supporting Documents:</b> Attach copies of supporting documents, such as promissory notes, purchase orders, invoices, itemized statements of running accounts, contracts, court judgments, mortgages, security agreements, and evidence of perfection of lien. DO NOT SEND ORIGINAL DOCUMENTS. If the documents are not available, explain. If the documents are voluminous, attach a summary.<br><b>8. Date-Stamped Copy:</b> To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim. |  | THIS SPACE IS FOR COURT USE ONLY  |
| Date _____  | Sign and print the name and title, if any, of the creditor or other person authorized to file this claim (attach copy of power of attorney, if any): _____ |   |
| <i>Penalty for presenting fraudulent claim: Fine of up to \$500,000 or imprisonment for up to 5 years, or both. 18 U.S.C. §§ 152 and 3571.</i>  |  |   |