

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

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

**NOTICE OF (A) FILING SECOND PARTIALLY AMENDED SCHEDULE F-2 AND
(B) SETTING SUPPLEMENTAL BAR DATE FOR AMENDED SCHEDULE CLAIMS**

TO THOSE PERSONS IMPACTED BY THIS SCHEDULE AMENDMENT. 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 the date hereof, ASARCO LLC (“ASARCO”), a debtor in the above-captioned case, partially amended bankruptcy schedule F-2 (the “Second Amended Schedule”) and filed this Notice setting a supplemental bar date for those persons and entities impacted by the Second Amended Schedule filed contemporaneously hereto.

Bar Date, Filing of Claims and Related Information

On April 28, 2006, the United States Bankruptcy Court for the Southern District of Texas entered an order establishing deadlines (each, a “Bar Date”) for each person or entity who asserts a pre-bankruptcy claim to file a proof of claim against ASARCO or any of its affiliated debtors (listed on page 4 below) (the “Bar Date Order”) (Docket No. 2076).

You are receiving this Notice because the Second Amended Schedule “(i) reduces the liquidated amount of a scheduled Claim, or reclassified a scheduled, undisputed, liquidated, non-contingent Claim as disputed, unliquidated, or contingent and (ii) is filed with the Court after the date of the Bar Date Notice.” Bar Date Order at ¶16(c). Pursuant to the Paragraph 16(c) of the Bar Date Order you have until “**the first business day that is at least 30 calendar**

days after the mailing” of this Notice (the “Supplemental Bar Date”) to file a Proof of Claim if you disagree with the Second Amended Schedule treatment of your asserted Claim. Below is a summary of the key considerations and procedures affecting the filing of Claims in these chapter 11 cases. The fact that you have received this Notice does not necessarily mean that you have a Claim or that the Debtors or the Court believe that you are owed money.

The Debtors have prepared two types of notices, respectively addressing asbestos-related and non-asbestos-related claims, as well as two different proof of claim forms. **This Notice addresses non-asbestos claims and the related form. If your claim against a Debtor is related to asbestos, you may obtain the proper notice and proof of claim form by visiting www.asarcoreorg.com or contacting AlixPartners, LLP (“AlixPartners”) (contact information in page 3 below).**

WHO MUST FILE A PROOF OF CLAIM

You **MUST** file a proof of claim to vote on any plan of reorganization filed in these cases or to share in any distributions from any of the Debtors’ estates if you have a claim (as defined in § 101(5) of the Bankruptcy Code, 11 U.S.C. §§ 101, *et seq.*) that arose before a Debtor’s respective bankruptcy filing date.

Under § 101(5) of the Bankruptcy Code and as used in this Notice, the word “Claim” means (a) a right to payment, whether or not such right is reduced to judgment, liquidated, unliquidated, fixed, contingent, matured, unmatured, disputed, undisputed, legal, equitable, secured, or unsecured or (b) a right to an equitable remedy for breach of performance if such breach gives rise to a right to payment, whether or not such right to an equitable remedy is reduced to judgment, fixed, contingent, matured, unmatured, disputed, undisputed, secured, or unsecured.

Without limiting the foregoing definition of a claim, claims must be filed on or before the Supplemental Bar Date, even if those claims are not now fixed, liquidated, or certain and did not mature or become fixed, liquidated or certain before the Debtor filed bankruptcy. The Debtors believe that claims based on acts or omissions of the Debtors that occurred prior to the date a Debtor filed bankruptcy (see below for filing dates) are pre-petition claims that must be filed by the Supplemental Bar Date. If you believe any of the Debtors may owe you money now or may owe you money in the future, you should consider filing a claim before the Supplemental Bar Date and consult an attorney if you have questions.

WHAT TO FILE

You must use the general proof of claim form that is attached to this Notice (*see* attached "Exhibit A"). Additional proof of claim forms may be downloaded at www.asarco.org or may be requested from AlixPartners by calling (888) 727-9235 or (972) 535-7137 or by writing to the following address:

ASARCO LLC
c/o AlixPartners, LLP
2100 McKinney Avenue, Suite 800
Dallas, TX 75201

All proofs of claim must be **SIGNED** by the creditor or, if the creditor is not an individual, by an authorized agent of the creditor. Proofs of claim must be written in English and be denominated in United States currency. You should attach to your completed proof of claim 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 a claim against more than one Debtor you must file a separate claim with respect to each such Debtor, and you must identify on your proof of claim the particular

Debtor against which your 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.

<u>Debtor</u>	<u>Case Number</u>	<u>Petition Date</u>
ASARCO LLC f/k/a ASARCO Incorporated or ASARCO Inc.	05-21207	August 9, 2005
Lac d'Amiante du Québec Ltée (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. (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
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
AR Sacaton, LLC, an Arizona Limited Liability Company	05-21890	October 13, 2005
ASARCO Master Inc. (f/k/a Asarco (Delaware) Inc.) The following entities have been merged into ASARCO Master Inc.: AR Montana Corporation; Asarco Arizona, Inc.; Asarco Exploration Holdings Company, Inc.; Asarco Aginskoe, Inc.; Asarco de Mexico (Delaware) Inc.; Asarco Mexicana (Delaware) Inc.; Asarco Peruvian Exploration Company; GH Holdings Inc.; GHH, LLC; Northern Peru Mining Corporation; NPMC, Incorporated; Domestic Realty Company, Inc.; Midland Coal Company Incorporated; Biotrace Laboratories, Incorporated; Federated Metals Corporation; LSLC Corp.	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
Southern Peru Holdings, LLC	06-20774	December 12, 2006
AR Sacaton, LLC	06-20775	December 12, 2006
ASARCO Exploration Company, Inc.	06-20776	December 12, 2006
Wyoming Mining and Milling Company	08-20197	April 21, 2008
Alta Mining and Development Company	08-20198	April 21, 2008
Tulipan Company, Inc.	08-20199	April 21, 2008
Blackhawk Mining and Development Company, Limited	08-20200	April 21, 2008

Peru Mining Exploration and Development Company	08-20201	April 21, 2008
Green Hill Cleveland Mining Company	08-20202	April 21, 2008

WHEN AND WHERE TO FILE

Except as provided herein, proofs of claim must be filed so as to be **RECEIVED** on or before the **Supplemental Bar Date** at the following address:

ASARCO LLC
 c/o AlixPartners, LLP
 2100 McKinney Avenue, Suite 800
 Dallas, TX 75201

Proofs of claim will be deemed filed only when **received** by AlixPartners, ASARCO's claims and noticing agent. Proofs of claim may not be delivered by facsimile, telecopy or electronic mail transmission unless express permission is first obtained from AlixPartners.

CONSEQUENCES OF FAILURE TO FILE A PROOF OF CLAIM BY THE BAR DATE

ANY HOLDER OF A CLAIM WHO IS REQUIRED, BUT FAILS, TO FILE A PROOF OF CLAIM BY THE SUPPLEMENTAL BAR DATE SHALL FOREVER BE BARRED, ESTOPPED AND ENJOINED TO THE FULLEST EXTENT ALLOWED BY APPLICABLE LAW FROM ASSERTING SUCH 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 VOTE TO ACCEPT OR REJECT ANY PLAN OF REORGANIZATION FILED IN THESE CASES OR 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 DEBTORS' CHAPTER 11 CASES.

A holder of a possible claim against one or more of the Debtors should consult an attorney regarding any matters not covered by this Notice, such as whether the holder should file a proof of claim. Copies of the Bankruptcy Schedules, the Bar Date Order, and other pleadings in these cases are available, free of charge, on the Debtors' restructuring website, www.asarcorg.com.

Dated: July 6, 2009

Respectfully submitted,

BAKER BOTTS L.L.P.

/s/ Romina L. Mulloy

Jack L. Kinzie

State Bar No. 11492130

James R. Prince

State Bar No. 00784791

Romina L. Mulloy

State Bar No. 24037156

2001 Ross Avenue

Dallas, Texas 75201-2980

Telephone: 214.953.6500

Facsimile: 214.661.6503

Email: jack.kinzie@bakerbotts.com

jim.prince@bakerbotts.com

romina.mulloy@bakerbotts.com

**COUNSEL TO DEBTORS AND
DEBTORS-IN-POSSESSION**

EXHIBIT A

UNITED STATES BANKRUPTCY COURT SOUTHERN DISTRICT OF TEXAS		PROOF OF CLAIM																														
Name of Debtor		Case Number																														
<p>NOTE: This form should not be used to make a claim for an administrative expense arising after the commencement of the case. A "request" for payment of an administrative expense may be filed pursuant to 11 U.S.C. § 503.</p>																																
Name of Creditor (The person or other entity to whom the debtor owes money or property):		<input type="checkbox"/> Check box if you are aware that anyone else has filed a proof of claim relating to your claim. Attach copy of statement giving particulars. <input type="checkbox"/> Check box if you have never received any notices from the bankruptcy court in this case. <input type="checkbox"/> Check box if the address differs from the address on the envelope sent to you by the court.																														
Name and Address where notices should be sent:																																
Telephone Number:																																
Account or other number by which creditor identifies debtor:		Check here if <input type="checkbox"/> replaces this claim <input type="checkbox"/> amends a previously filed claim, dated: _____																														
<p>1. Basis for Claim</p> <table style="width:100%; border: none;"> <tr> <td><input type="checkbox"/> Contribution, Indemnity or Guaranty</td> <td><input type="checkbox"/> Goods Purchased</td> <td><input type="checkbox"/> Personal Injury / Wrongful Death</td> <td><input type="checkbox"/> Reclamation Notices</td> <td><input type="checkbox"/> Wages, salaries, and compensation (fill out below)</td> </tr> <tr> <td><input type="checkbox"/> Environmental</td> <td><input type="checkbox"/> Letters of Credit or Surety Bonds</td> <td><input type="checkbox"/> Officer Indemnity</td> <td><input type="checkbox"/> Refund</td> <td>Your SS# _____</td> </tr> <tr> <td><input type="checkbox"/> Equipment Financing</td> <td><input type="checkbox"/> Litigation</td> <td><input type="checkbox"/> Other</td> <td><input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)</td> <td>Unpaid compensation for services performed from _____ to _____</td> </tr> <tr> <td><input type="checkbox"/> Contract</td> <td><input type="checkbox"/> Long Term Disability</td> <td><input type="checkbox"/> Other Financing</td> <td><input type="checkbox"/> Taxes</td> <td><input type="checkbox"/> Collectively bargained obligations</td> </tr> <tr> <td><input type="checkbox"/> Expenses</td> <td><input type="checkbox"/> Mechanic's Liens</td> <td><input type="checkbox"/> Pension Insurance</td> <td><input type="checkbox"/> Trade Payables</td> <td><input type="checkbox"/> Worker's Compensation</td> </tr> <tr> <td><input type="checkbox"/> Goods sold</td> <td><input type="checkbox"/> Money Loaned</td> <td><input type="checkbox"/> Professional Fees</td> <td><input type="checkbox"/> Unknown</td> <td></td> </tr> </table>			<input type="checkbox"/> Contribution, Indemnity or Guaranty	<input type="checkbox"/> Goods Purchased	<input type="checkbox"/> Personal Injury / Wrongful Death	<input type="checkbox"/> Reclamation Notices	<input type="checkbox"/> Wages, salaries, and compensation (fill out below)	<input type="checkbox"/> Environmental	<input type="checkbox"/> Letters of Credit or Surety Bonds	<input type="checkbox"/> Officer Indemnity	<input type="checkbox"/> Refund	Your SS# _____	<input type="checkbox"/> Equipment Financing	<input type="checkbox"/> Litigation	<input type="checkbox"/> Other	<input type="checkbox"/> Retiree benefits as defined in 11 U.S.C. § 1114(a)	Unpaid compensation for services performed from _____ to _____	<input type="checkbox"/> Contract	<input type="checkbox"/> Long Term Disability	<input type="checkbox"/> Other Financing	<input type="checkbox"/> Taxes	<input type="checkbox"/> Collectively bargained obligations	<input type="checkbox"/> Expenses	<input type="checkbox"/> Mechanic's Liens	<input type="checkbox"/> Pension Insurance	<input type="checkbox"/> Trade Payables	<input type="checkbox"/> Worker's Compensation	<input type="checkbox"/> Goods sold	<input type="checkbox"/> Money Loaned	<input type="checkbox"/> Professional Fees	<input type="checkbox"/> Unknown	
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<input type="checkbox"/> Goods sold	<input type="checkbox"/> Money Loaned	<input type="checkbox"/> Professional Fees	<input type="checkbox"/> Unknown																													
2. Date debt was incurred:		3. If court judgment, date obtained:																														
<p>4. Total Amount of Claim at Time Case Filed: \$ _____ (unsecured) _____ (secured) _____ (priority) _____ (Total)</p> <p>If all or part of your claim is secured or entitled to priority, also complete Item 5 or 7 below.</p> <p><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.</p>																																
<p>5. Secured Claim.</p> <p><input type="checkbox"/> Check this box if your claim is secured by collateral (including a right of setoff).</p> <p>Brief Description of Collateral:</p> <p><input type="checkbox"/> Real Estate <input type="checkbox"/> Motor Vehicle</p> <p><input type="checkbox"/> Other _____</p> <p>Value of Collateral: \$ _____</p> <p>Amount of arrearage and other charges <u>at the time case filed</u> included in secured claim, if any: \$ _____</p>		<p>7. Unsecured Priority Claim.</p> <p><input type="checkbox"/> Check this box if you have an unsecured priority claim</p> <p>Amount entitled to priority \$ _____</p> <p>Specify the priority of the claim:</p> <p><input type="checkbox"/> Wages, salaries, or commissions (up to \$10,000), * earned within 180 days before the filing of the bankruptcy petition or cessation of the debtor's business, which ever is earlier - 11 U.S.C. §507(a)(3).</p> <p><input type="checkbox"/> Contributions to an employee benefit plan - 11 U.S.C. §507(a)(4).</p> <p><input type="checkbox"/> Up to \$2,225* of deposits toward purchase, lease, or rental of property or services for personal, family, or household use - 11 U.S.C. §507(a)(6).</p> <p><input type="checkbox"/> Alimony, maintenance, or support owed to a spouse, former spouse, or child - 11 U.S.C. § 507(a)(7).</p> <p><input type="checkbox"/> Taxes or penalties owed to governmental units - 11 U.S.C. § 507(a)(8).</p> <p><input type="checkbox"/> Other - Specify applicable paragraph of 11 U.S.C. § 507 (a)(____).</p> <p><i>* Amounts are subject to adjustment on 4/1/07 and every 3 years thereafter with respect to cases commenced on or after the date of adjustment. \$10,000 and 180-day limits apply to cases filed on or after 4/20/05. Pub. L. 109-8.</i></p>																														
<p>6. Unsecured Nonpriority Claim</p> <p>\$ _____</p> <p><input type="checkbox"/> Check this box if: a) there is no collateral or lien securing your claim, or b) your claim exceeds the value of the property securing it, or if c) none or only part of your claim is entitled to priority.</p>		THIS SPACE IS FOR COURT USE ONLY																														
<p>8. Credits: The amount of all payments on this claim has been credited and deducted for the purpose of making this proof of claim.</p> <p>9. Supporting Documents: 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.</p> <p>10. Date-Stamped Copy: To receive an acknowledgment of the filing of your claim, enclose a stamped, self-addressed envelope and copy of this proof of claim.</p>																																
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)																															

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.

INSTRUCTIONS FOR PROOF OF CLAIM FORM

The instructions and definitions below are general explanations of the law. In particular types of cases or circumstances, such as bankruptcy cases that are not filed voluntarily by a debtor, there may be exceptions to these general rules.

DEFINITIONS**Debtor**

The person, corporation, or other entity that has filed a bankruptcy case is called the debtor.

Creditor

A creditor is any person, corporation, or other entity to whom the debtor owed a debt on the date that the bankruptcy case was filed.

Proof of Claim

A form telling the bankruptcy court how much the debtor owed a creditor at the time the bankruptcy case was filed (the amount of the creditor's claim). This form must be filed so as to be received on or before August 1, 2006, at 5:00 p.m. Central, at the following address:

If sent by U.S. Mail

ASARCO LLC
c/o The Trumbull
Group, L.L.C.
P.O. Box 721
Windsor, CT
06095-0721

If sent by Overnight Carrier

ASARCO LLC
c/o The Trumbull
Group, L.L.C.
4 Griffin Rd. North
Windsor, CT
06095-1511

Secured Claim

A claim is a secured claim to the extent that the creditor has a lien on property of the debtor (collateral) that gives the creditor the right to be paid from that property before creditors who do not have liens on the property.

Examples of liens are a mortgage on real estate and a security interest in a car, truck, boat, television set, or other item of property. A lien may have been obtained through a court proceeding before the bankruptcy case began; in some states a court judgment is a lien. In addition, to the extent a creditor also owes money to the debtor (has a right of setoff), the creditor's claim may be a secured claim. (See also *Unsecured Claim*).

Unsecured Claim

If a claim is not a secured claim it is an unsecured claim. A claim may be partly secured and partly unsecured if the property on which a creditor has a lien is not worth enough to pay the creditor in full.

Unsecured Priority Claim

Certain types of unsecured claims are given priority, so they are to be paid in bankruptcy cases before most other unsecured claims (if there is sufficient money or property available to pay these claims). The most common types of priority claims are listed on the proof of claim form. Unsecured claims that are not specifically given priority status by the bankruptcy laws are classified as *Unsecured Nonpriority Claims*.

Items to be completed in Proof of Claim form (if not already filled in)**Court, Name of Debtor, and Case Number:**

Fill in the name of the federal judicial district where the bankruptcy case was filed (for example, Central District of California), the name of the debtor in the bankruptcy case, and the bankruptcy case number. If you received a notice of the case from the court, all of this information is near the top of the notice.

Information about Creditor:

Complete the section giving the name, address, and telephone number of the creditor to whom the debtor owes money or property, and the debtor's account number, if any. If anyone else has already filed a proof of claim relating to this debt, if you never received notices from the bankruptcy court about this case, if your address differs from that to which the court sent notice, or if this proof of claim replaces or changes a proof of claim that was already filed, check the appropriate box on the form.

1. Basis for Claim:

Check the type of debt for which the proof of claim is being filed. If the type of debt is not listed, check "Other" and briefly describe the type of debt. If you were an employee of the debtor, fill in the last four digits of your social security number and the dates of work for which you were not paid.

2. Date Debt Incurred:

Fill in the date when the debt first was owed by the debtor.

3. Court Judgments:

If you have a court judgment for this debt, state the date the court entered the judgment.

4. Total Amount of Claim at Time Case Filed:

Fill in the applicable amounts, including the total amount of the entire claim. If interest or other charges in addition to the principal amount of the claim are included, check the appropriate place on the form and attach an itemization of the interest and charges.

5. Secured Claim:

Check the appropriate place if the claim is a secured claim. You must state the type and value of property that is collateral for the claim, attach copies of the documentation of your lien, and state the amount past due on the claim as of the date the bankruptcy case was filed. A claim may be partly secured and partly unsecured. (See DEFINITIONS, above).

6. Unsecured Nonpriority Claim:

Check the appropriate place if you have an unsecured nonpriority claim, sometimes referred to as a "general unsecured claim." (See DEFINITIONS, above). If your claim is partly secured and partly unsecured, state here the amount that is unsecured. If part of your claim is entitled to priority, state here the amount **not** entitled to priority.

7. Unsecured Priority Claim:

Check the appropriate place if you have an unsecured priority claim, and state the amount entitled to priority. (See DEFINITIONS, above). A claim may be partly priority and partly nonpriority if, for example, the claim is for more than the amount given priority by the law. Check the appropriate place to specify the type of priority claim.

8. Credits:

By signing this proof of claim, you are stating under oath that in calculating the amount of your claim you have given the debtor credit for all payments received from the debtor.

9. Supporting Documents:

You must attach to this proof of claim form copies of documents that show the debtor owes the debt claimed or, if the documents are too lengthy, a summary of those documents. If documents are not available, you must attach an explanation of why they are not available.