

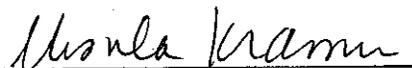
AMENDMENT TO SETTLEMENT AGREEMENT
BETWEEN PIMA COUNTY AIR QUALITY CONTROL DISTRICT
AND
ASARCO LLC

1. The Pima County Air Quality Control District and Ursula Kramer, the Air Quality Control Officer and Director of the Pima County Department of Environmental Quality entered into a settlement agreement with ASARCO LLC on October 15, 2010 ("the Settlement Agreement").
2. The settlement agreement resolved alleged air quality violations and provided that ASARCO LLC would provide funds in the amount of \$350,000.00 to complete supplemental environmental projects specifically listed in Exhibit 2 to the Settlement Agreement. The supplemental environmental projects were facilitated by Pima County Natural Resources, Parks and Recreation Department.
3. Each supplemental environmental project listed in Exhibit 2 to the Settlement Agreement included an estimated cost of the project.
4. The supplemental environmental projects listed in Exhibit 2 to the Settlement Agreement were completed to the satisfaction of Pima County Natural Resources, Parks and Recreation Department at a lesser cost than originally estimated.
5. Funds designated for use in supplemental environmental projects in the amount of \$75,000.00 remain unspent.
6. The parties to the Settlement Agreement desire to use the remaining funds for an additional supplemental environmental project.
7. The funds expended for the supplemental environmental projects listed in Exhibit 2 to the Settlement Agreement and the additional supplemental environmental project with an accompanying cost estimate are listed on Exhibit 1 to this Amendment.
8. The parties agree that completion of the additional supplemental environmental project on Exhibit 1 to this Amendment will satisfy the obligation to complete the supplemental environmental projects under the Settlement Agreement.

All other provisions of the Settlement Agreement, not specifically changed by this Amendment, remain in effect and are binding upon the parties.

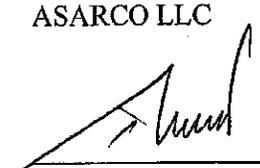
IN WITNESS THEREOF, the parties have affixed their signatures to this Agreement on the dates written below.

Pima County
Air Quality Control District


Ursula Kramer Control Officer

Date: 2.20.2014

ASARCO LLC


Authorized Officer Signature

Manuel E. Ramos, President/Thomas Aldrich
and Chief Operating Officer/VP of Environmental Affairs
Printed Name and Title

Date: February 18, 2014

EXHIBIT 1
CANOA RANCH SUPPLMENTAL ENVIRONMENTAL PROJECTS

Original Projects

	Description	Original Projected Cost
1.	Education Complex Restroom Facility	\$150,000.00
2.	Well Redevelopment	\$150,000.00
3.	Santa Cruz Watershed Restoration	\$50,000.00
	Total:	\$350,000.00

Original Projects as Completed

	Description as Completed	Final Cost
1.	Education Complex Restroom Facility	\$125,000.00
2.	Well Redevelopment	\$125,000.00
3.	Watershed Restoration Project (Canoa Spring)	
	Design Work	\$10,000.00
	Materials and Construction	\$15,000.00
	Total:	\$275,000.00

Additional Project

	Description	Projected Cost
1.	Dust Abatement - Main Entrance Road Paving	
	Design Work	\$10,000.00
	Materials and Construction	\$65,000.00
	Total:	\$75,000.00