



#1690

ENTERED
07/02/2009

**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)
	§	

**ORDER APPROVING THE JOINT DISCLOSURE STATEMENT AND
GRANTING THE DEBTORS' MOTION TO ESTABLISH CERTAIN
PROCEDURES RELATED TO SOLICITATION OF THE DEBTORS', PARENT'S,
AND HARBINGER PLANS OF REORGANIZATION**

A hearing was held on June 30, 2009 and July 2, 2009 to consider approval of the adequacy of the “*Joint Disclosure Statement in Support of the Respective Plans of Reorganization Proposed by (1) the Debtors; (2) ASARCO Incorporated and Americas Mining Corporation; and (3) Harbinger Capital Partners Master Fund I, Ltd.*” (including all respective amendments, exhibits, and supplements, the “Joint Disclosure Statement”), respectively and the motion (the “Motion”) of ASARCO LLC and certain of its related companies¹ (each a “Debtor” and collectively, the “Debtors” or “ASARCO”) for entry of an order (a) establishing a Voting Record Date²; (b) establishing procedures for solicitation of votes on the Plans, and notice procedures related thereto; (c) establishing procedures for the tabulation of votes on the Plans (together with the procedures for solicitation, the “Solicitation and Tabulation Procedures”) and approving the form of ballots to be used in connection therewith and instructions for voting on

¹ The related debtor entities include Lac d’Amiante du Québec Ltée; Lake Asbestos of Quebec, Ltd.; LAQ Canada, Ltd.; CAPCO Pipe Company, Inc.; Cement Asbestos Products Company; Encycle, Inc.; ASARCO Consulting, Inc.; ASARCO Master, Inc.; ASARCO Oil and Gas Company, Inc.; Bridgeview Management Company, Inc.; ALC, Inc.; American Smelting and Refining Company; AR Mexican Explorations, Inc.; Government Gulch Mining Company, Limited; Covington Land Company; Southern Peru Holdings, LLC; AR Sacaton, LLC; ASARCO Exploration Company, Inc.; Green Hill Cleveland Mining Company; Alta Mining and Development Company; Blackhawk Mining and Development Company, Limited; Peru Mining Exploration and Development Company; Tulipan Company, Inc.; and Wyoming Mining and Milling Company.

² All capitalized terms used, but not defined herein, shall have the meaning attributed to such terms in the Solicitation and Tabulation Procedures attached hereto as Exhibit A.

the Plans (the “Joint Voting Instructions”); (d) approving, except as to Allottees, the form and manner of notice and objection procedures relating to confirmation; and (e) approving, as to Allottees, the form and manner of notice and objection procedures relating to confirmation; and it appearing that this Court has jurisdiction over this matter pursuant to 28 U.S.C. §§ 157 and 1334; and it appearing that this proceeding is a core proceeding pursuant to 28 U.S.C. § 157(b)(2)(L); and it appearing that venue of this proceeding and the Motion are proper in this district pursuant to 28 U.S.C. §§ 1408 and 1409; and due and proper notice of the Motion and the hearing thereon having been given; and based upon the Joint Disclosure Statement, the exhibits annexed thereto, the arguments presented, and the record of the proceedings had at the hearing; and any of the objections filed with respect to the matters considered at the hearing having been withdrawn, resolved, or overruled by the Court or rendered moot and after due deliberation, good, and sufficient cause appearing therefore, it is hereby

ORDERED that the Joint Disclosure Statement contains adequate information within the meaning of section 1125 of the Bankruptcy Code and are approved in all respects.

ORDERED that pursuant to Bankruptcy Rule 3017(d), the Voting Record Date for purposes of determining (a) the holders of Claims that are entitled to receive the Solicitation Package pursuant to the Solicitation and Tabulation Procedures and (b) holders of Claims that are entitled to vote to accept or reject the Plans shall be **July 2, 2009**, the date this Order is entered.

ORDERED that the Solicitation and Tabulation Procedures in the form attached hereto as Exhibit A provide for a fair and equitable voting process and are consistent with Section 1126 of the Bankruptcy Code and the Bankruptcy Rules, are hereby approved and

incorporated herein, and shall be used in connection with distribution of solicitation materials and tabulation of acceptances and rejections of the Plans.

ORDERED that the form of Ballots and Master Ballots (Exhibits B-1 through B-23) are sufficiently consistent with Official Form No. 14, adequately address the particular needs of these chapter 11 cases, are appropriate for each class of Claims entitled to vote to accept or reject the Plans, and are approved. The appropriate Ballots and Master Ballots shall be distributed to holders of Claims entitled to vote to accept or reject the Plans.

ORDERED that to be counted as votes to accept or reject the Plans, all Ballots and Master Ballots must be properly executed in accordance with the procedures set forth in the Solicitation and Tabulation Procedures and shall be received by the Balloting Agent no later than a Voting Deadline of **August 5, 2009 at 4:00 p.m. (prevailing Central time)**.

ORDERED that the procedures for distribution of the Solicitation Packages, as set forth in the Solicitation and Tabulation Procedures, comply with Bankruptcy Rule 3017(d) and, notwithstanding the language of Bankruptcy Rule 2002(b), constitute adequate notice to parties entitled to vote on the Plans, including the Bondholder Claimants and Asbestos Personal Injury Claimants and shall be used in connection with solicitation. The Solicitation Packages shall be distributed by the Debtors, through their Balloting Agent, no more than five days after (i) entry of this Order and (ii) the Balloting Agent receives the Plans and the Court-approved Joint Disclosure Statement. In lieu of serving a paper copy of the Joint Disclosure Statement and the Plans, the Debtors, through their Balloting Agent, may, in their discretion, include in the Solicitation Package a CD-ROM of the Joint Disclosure Statement and Plans.

ORDERED that the Debtors shall be excused from re-mailing any Solicitation Packages and Confirmation Hearing Notices that are sent to holders of Claims and returned as

undeliverable, unless the Debtors, through their Balloting Agent, have been informed in writing by such holder of that holder's new address not less than fifteen Business Days prior to the Solicitation Date.

ORDERED that the Joint Voting Instructions in the form attached hereto as Exhibit C are approved, and shall be attached to all Ballots and Master Ballots (except individual Ballots for Asbestos Personal Injury Claims who will receive separate voting instructions) and be used in connection with the solicitation of votes on the Plans.

ORDERED that holders of unliquidated Asbestos Personal Injury Claims are required to indicate their disease type by checking the appropriate box on the Ballot provided to such holder. The Balloting Agent shall assign, for voting and tabulation purposes only, values for each disease category consistent with the Solicitation and Tabulation Procedures.

ORDERED that the procedures for tabulating the Asbestos Personal Injury Claims and Environmental Claims as set forth in the Solicitation and Tabulation Procedures are hereby approved and incorporated herein, and shall be used solely for the purpose of voting on the Plans and not for the purpose of allowance of or distribution on account of a Claim or Interest.

ORDERED that if any defendant in an adversary proceeding or holder of a Claim or Interest seeks to challenge the allowance of its Claim or Interest for voting purposes in accordance with the Solicitation and Tabulation Procedures, such defendant or holder of a Claim or Interest must serve on the Debtors, the Parent, and Harbinger and file with the Bankruptcy Court a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim in another amount for purposes of voting to accept or reject the Plans on or before the **tenth day after the later of (a) service of the Confirmation Hearing Notice or (b) service of**

notice of an objection, if any, to such Claim. In considering such Rule 3018(a) motion, the Court may take into account whether consideration of such motion(s) will unduly delay the confirmation process. As to any creditor or defendant filing such a motion, such entity's Ballot shall not be counted in an amount other than that provided by the Solicitation and Tabulation Procedures unless temporarily Allowed by the Bankruptcy Court in another amount for voting purposes.

ORDERED that pursuant to Bankruptcy Rule 3020(b)(1), **July 29, 2009 at 4:00 p.m. (prevailing Central time)** (the "Objection Deadline") shall be the last day and time for filing and serving written objections (including any supporting memoranda) to confirmation of any of the Plans, and any previous deadline to object to the Debtors' Plan ordered by this Court is hereby vacated. Any objections to confirmation of any of the Plans must be in writing, conform to the Bankruptcy Rules, state the name of the objecting party, identify the nature of Claims or Interests held or asserted by the objecting party against the Debtors' Estates or property, shall state the basis for the objection and the specific grounds therefore and must be filed with the United States Bankruptcy Clerk's Office, 1133 North Shoreline Boulevard, Second Floor, Corpus Christi, Texas 78401, by the Objection Deadline, and must be served on the following parties at the following addresses, via mail or e-mail, so as to be actually received by that date and time (provided that notice through the Court's electronic filing system shall be sufficient): (1) Jack L. Kinzie, Judith Ross, James R. Prince, Baker Botts L.L.P., 2001 Ross Avenue, Dallas, Texas 75201-2980, jack.kinzie@bakerbotts.com, judith.ross@bakerbotts.com, jim.prince@bakerbotts.com; (2) Tony M. Davis, Mary Millwood Gregory, Baker Botts L.L.P., One Shell Plaza, 910 Louisiana, Houston, Texas 77002-4995, tony.davis@bakerbotts.com, mary.gregory@bakerbotts.com; (3) Shelby A. Jordan, Jordan, Hyden, Womble, Culbreth, &

Holzer, P.C., Suite 900, Bank of America, 500 North Shoreline, Corpus Christi, Texas 78471, sjordan@jhwclaw.com; (4) Robert Moore, Milbank Tweed, Hadley & McCloy LLP, 601 South Figueroa Street, 30th Floor, Los Angeles, CA 90017, RMoore@milbank.com; (5) Robert E. Winter, Milbank, Tweed, Hadley & McCloy LLP, 1850 K Street, NW, Suite 1100, Washington, DC 20006, RWinter@milbank.com; (6) Charles A. Beckham, Jr., Trey Monsour, Haynes and Boone LLP, 1 Houston Center, 1221 McKinney, Suite 2100, Houston, Texas 77010, charles.beckham@haynesboone.com, trey.monsour@haynesboone.com; (7) Paul M. Singer, Reed Smith LLP, 435 Sixth Avenue, Pittsburg, PA 15219, psinger@reedsmith.com; (8) Derek J. Baker, Reed Smith LLP, 2500 One Liberty Place, Philadelphia, PA 19103, dbaker@reedsmith.com; (9) James C. McCarroll, Reed Smith LLP, 599 Lexington Avenue, New York, NY 10022, jmccarroll@reedsmith.com; (10) Sander L. Esserman, Jacob Newton, Stutzman, Bromberg, Esserman & Plifka, 2323 Bryan Street, Suite 2200, Dallas, TX 75201-2689, esserman@sbep-law.com; newton@sbep-law.com; (11) John H. Tate, II, Raymond W. Battaglia, Debra L. Innocenti, Oppenheimer, Blend, Harrison & Tate, Inc., 711 Navarro, Sixth Floor, San Antonio, TX 78205, jtate@obht.com, rbattaglia@obht.com, dinnocenti@obht.com; (12) David Dain, Alan Tenenbaum, Department of Justice, Environmental Enforcement Section, 601 D Street NW, Washington, DC 20004 (if mailed, overnight mail only), david.dain@usdoj.gov, alan.tenenbaum@usdoj.gov; (13) Douglas P. Bartner, Randall L. Martin, Shearman & Sterling LLP, 599 Lexington Avenue, New York, New York 10022, dbartner@shearman.com, randy.martin@shearman.com; (14) Richard M. Seltzer, Cohen, Weiss and Simon LLP, 330 West 42nd Street, New York, NY 10025, rseltzer@cwsny.com; (15) Charles R. Sterbach, Asst. United States Trustee, U. S. Dept. of Justice, 606 N. Carancahua St., Ste. 1107, Corpus Christi, TX 78476, charles.r.sterbach@usdoj.gov; (16) Thomas M. Mayer,

Gregory A. Horowitz, Kramer, Levin, Naftalis, & Frankel LLP, 1177 Avenue of the Americas, New York, NY 10036, tmayer@kramerlevin.com, ghorowitz@kramerlevin.com; and (17) Phillip L. Lamberson, J. Frasher Murphy, 5400 Renaissance Tower, 1201 Elm Street, Dallas, TX 75270, plamberson@winstead.com, fmurphy@winstead.com. **ANY OBJECTIONS NOT FILED AND SERVED AS SET FORTH ABOVE SHALL BE DEEMED WAIVED.**

ORDERED that pursuant to Bankruptcy Rules 2002(d) and 3017(d), and notwithstanding the express language of Bankruptcy Rule 2002(b), the form of Confirmation Hearing Notice attached hereto as Exhibit D, the form of Asbestos Publication Notice attached hereto as Exhibit E, and the mailing and publication procedures related to the Confirmation Hearing Notice and Asbestos Publication Notice are hereby approved in all respects and deemed good, adequate, and sufficient notice of the Confirmation Hearing and the other items contained therein and are incorporated herein.

ORDERED that the form of noticing procedure to the Allottees, the form of Mission Mine Confirmation Notice attached hereto as Exhibit F, and the Mission Mine radio notice attached hereto as Exhibit G are fair and reasonable in all respects under the Bankruptcy Code and Bankruptcy Rules and no other notice or document need be transmitted to the Allottees, including, but not limited to the exhibits to the Mission Mine Settlement Agreement, unless an Allottee requests a copy in writing to the Balloting Agent.

ORDERED that the service of Solicitation Packages and other notices and documents described herein and in the Solicitation and Tabulation Procedures and Joint Voting Instructions and in the time and manner as set forth in this Order and in the Solicitation and Tabulation Procedures and Voting Instructions shall be adequate and sufficient and no further notice is necessary.

ORDERED that the Balloting Agent shall file with the Court, within five Business days after the Voting Deadline, a Voting Report.

ORDERED that with respect to any report (including any interim or draft report) related to the Solicitation and Tabulation Procedures that is provided by the Balloting Agent to any of the Debtors, the Parent or Harbinger, the Balloting Agent shall ensure that such report is simultaneously provided to the Debtors, the Parent, and Harbinger. The Balloting Agent shall provide each of the Debtors, the Parent, and Harbinger equal access to all information relating to the Solicitation and Tabulation Procedures and each of the Debtors, the Parent, and Harbinger shall have the right to request, at any time, interim reports from the Balloting Agent.

ORDERED that the Debtors are authorized to take or refrain from taking any action necessary or appropriate to implement the terms of and the relief granted in this Order without seeking further order of the Court.

ORDERED that the Debtors are authorized to make non-substantive changes to the Debtors' Plan, the Parent is authorized to make non-substantive changes to the Parent's Plan, and Harbinger is authorized to make non-substantive changes to the Harbinger Plan. Furthermore, the Debtors, in consultation with the Parent and Harbinger, are authorized to make non-substantive changes to the Joint Disclosure Statement, Ballots, Master Ballots, Confirmation Hearing Notice, Solicitation and Tabulation Procedures, and related documents without further order of the Court, including, without limitation, changes to correct typographical and grammatical errors and to make conforming changes prior to their distribution.

ORDERED that the Balloting Agent and the Debtors are authorized and directed to take such steps and perform such acts as may be necessary to implement and effectuate this Order.

ORDERED that the Court shall retain jurisdiction with respect to all matters arising from or related to the implementation of this Order.

Dated: July 2, 2009

A handwritten signature in black ink, appearing to read "Richard S. Schmidt", written in a cursive style.

THE HONORABLE RICHARD S. SCHMIDT
UNITED STATES BANKRUPTCY JUDGE

EXHIBIT A

Solicitation and Tabulation Procedures

SOLICITATION AND TABULATION PROCEDURES

The following procedures (the “Solicitation and Tabulation Procedures”) are adopted with respect to (a) the distribution of Ballot solicitation materials with respect to the Plans and (b) the return and tabulation of Ballots and Master Ballots.

Any capitalized term used but not defined herein shall have the meaning ascribed to such term in the Debtors’ Uniform Glossary of Defined Terms that is attached to the Joint Disclosure Statement as Exhibit A-1.

1. Definitions:

- a. “ASARCO” means ASARCO LLC, a Delaware limited liability company and one of the Debtors herein.
- b. “Asbestos Counsel” means any attorney representing an Asbestos Personal Injury Claimant.
- c. “Asbestos Master Ballot” means the Master Ballot prepared for submission by Asbestos Counsel on behalf of Asbestos Personal Injury Claimants.
- d. “Asbestos Personal Injury Claim” means any Asbestos Personal Injury Claim that is an Unsecured Claim.
- e. “Asbestos Personal Injury Claimant” means the holder of an Asbestos Personal Injury Claim.
- f. “Asbestos Publication Notice” means a notice setting forth (a) the time, date, and place for the Confirmation Hearing; (b) the Voting Record Date; (c) the Voting Deadline; (d) the time fixed for filing objections to Confirmation of the Plans and the manner in which such objections shall be filed; and (e) the procedures for temporary allowance of claims.
- g. “Asbestos TDP” means the trust distribution procedures, substantially in the form attached as Exhibit 1 to the Asbestos Trust Agreement (attached as Exhibit 6 to the Debtors’ Plan), as such procedures may be modified from time to time in accordance with the terms thereof, the Asbestos Trust Agreement, or the Debtors’ Plan.
- h. “Ballot” means the form or forms of ballots distributed to holders of impaired Claims entitled to vote on any of the Plans, on which such holders must indicate their acceptance or rejection of the Plans.
- i. “Balloting Agent” means AlixPartners, LLP.
- j. “Bankruptcy Court” means the United States Bankruptcy Court for the Southern District of Texas, Corpus Christi Division.

- k. “Bar Date” means the date(s) by which all Entities asserting certain Claims against the Debtors must have filed a Proof of Claim or be forever barred from asserting such Claims against the Debtors or their Estates, as established by any order(s) of the Bankruptcy Court or the Plans.
- l. “Beneficial Holder” means a beneficial owner of a Bondholder Claim, as of the Voting Record Date, as reflected in the records maintained by the applicable Nominee(s).
- m. “Bondholder Master Ballot” means the Master Ballot prepared for submission by a Nominee on behalf of Beneficial Holders.
- n. “Bondholders’ Claim” means any Claim arising under one or more of the Bonds.
- o. “Bonds” means ASARCO’s unsecured long-term bond debt, consisting of the following:

<u>Bond</u>	<u>Maturity</u>	<u>Face Value</u>
CSFB JP Morgan Sec Debentures at 7.875%	April 2013	\$100.00m
Nueces River Env Bond (IRB) Series 1998 A 5.60%	April 2018	\$22.20m
CSFB Corporate Debentures at 8.50%	May 2025	\$150.00m
Gila County – Installment Bond 5.55%	January 2027	\$71.90m
Lewis & Clark County Env Bond (IRB) 5.60%	January 2027	\$33.16m
Nueces River Env Bond (IRB) 5.60%	January 2027	\$27.74m
Lewis & Clark County Env Bond (IRB) 5.85%	October 2033	\$34.80m

- p. “Business Day” means any day other than a Saturday, Sunday, or legal holiday (as such term is defined in Bankruptcy Rule 9006(a)).
- q. “Claim” shall have the meaning assigned to such term by section 101(5) of the Bankruptcy Code.
- r. “Claimant” means the holder of a Claim.
- s. “Class” means a category of Claims or Interests as defined in Article III of each of the Plans.
- t. “Committees” means the ASARCO Committee, the Asbestos Subsidiary Committee, and the Asbestos Claimants’ Committee.
- u. “Confirmation Hearing” means the hearing(s) that will be held before the Bankruptcy Court, in which the Debtors, the Parent, and Harbinger will seek Confirmation of their respective Plans.

- v. “Confirmation Hearing Notice” means a notice setting forth (a) the time, date, and place for the Confirmation Hearing; (b) the Voting Record Date; (c) the Voting Deadline; (d) the time fixed for filing objections to Confirmation of the Plans and the manner in which such objections shall be filed; and (e) the procedures for temporary allowance of claims.
- w. “Debtor” means one of the Debtors.
- x. “Debtors” means the debtors in the Reorganization Cases, including, without limitation, Lac d’Amiante du Québec Ltée; Lake Asbestos of Quebec, Ltd.; LAQ Canada, Ltd.; CAPCO Pipe Company, Inc.; Cement Asbestos Products Company; ASARCO LLC; ASARCO Consulting, Inc.; Encycle, Inc.; ALC, Inc.; American Smelting and Refining Company; AR Mexican Explorations, Inc.; Asarco Master, Inc.; Asarco Oil and Gas Company, Inc.; Bridgeview Management Company, Inc.; Covington Land Company; Government Gulch Mining Company, Limited; Southern Peru Holdings, LLC; AR Sacaton, LLC; ASARCO Exploration Company, Inc.; Green Hill Cleveland Mining Company; Alta Mining and Development Company; Blackhawk Mining and Development Company, Limited; Peru Mining Exploration and Development Company; Tulipan Company, Inc.; and Wyoming Mining and Milling Company.
- y. “Debtors’ Plan” means the “*Sixth Amended Joint Plan of Reorganization for the Debtors Under Chapter 11 of the United States Bankruptcy Code, as Modified*” and all exhibits attached thereto or referenced therein, as the same may be amended, modified, or supplemented.
- z. “FCR” means Judge Robert C. Pate, whom the Bankruptcy Court appointed as the legal representative for future asbestos-related claimants in the Reorganization Cases to represent pursuant to section 524(g) of the Bankruptcy Code any and all Persons that may assert Demands against any of the Debtors but have not presently done so, and who shall continue to serve after the Effective Date on behalf of holders of Demands in order to exercise the rights, duties and responsibilities set forth in the Asbestos Trust Documents.
- aa. “Harbinger” means Harbinger Capital Partners Master Fund I, Ltd.
- bb. “Harbinger Plan” means the “*First Amended Chapter 11 Plan Filed by Harbinger Capital Partners Master Fund I, Ltd.*” and all exhibits attached thereto or referenced therein, as the same may be amended, modified, or supplemented.
- cc. “Indenture Trustee” means an indenture trustee for an issue of the Bonds, in its capacity as such.
- dd. “Interest” means the rights of the holders of the equity securities of a Debtor and the rights of any Entity to purchase or demand the issuance of

any equity security of such Debtor, including (a) redemption, conversion, exchange, voting, participation, and dividend rights, (b) liquidation preferences, and (c) stock options and warrants.

- ee. “Joint Disclosure Statement” means the disclosure statement filed in support of the Plans of reorganization by the Debtors, the Parent, and Harbinger pursuant to section 1125 of the Bankruptcy Code and approved by the Bankruptcy Court, as such disclosure statement may be further amended, supplemented, or modified from time to time.
- ff. “Master Ballot” means the Asbestos Master Ballot prepared for submission by an attorney on behalf of Unsecured Asbestos Personal Injury Claimants or the Bondholder Master Ballot prepared for submission by a Nominee on behalf of Bondholders.
- gg. “Nominee” means any broker, dealer, commercial bank, trust company, savings and loan, financial institution, or other party in whose names the Bonds are registered or held of record on behalf of the holder of the beneficial interest therein.
- hh. “Parent” means collectively, Americas Mining Corporation and ASARCO Incorporated.
- ii. “Parent’s Plan” shall mean “*ASARCO Incorporated and Americas Mining Corporation’s Modified Fifth Amended Plan of Reorganization for the Debtors under Chapter 11 of the United States Bankruptcy Code*” and all exhibits attached thereto or referenced therein, as the same may be amended, modified, or supplemented.
- jj. “Plans” means collectively, the Debtors’ Plan, the Parent’s Plan, and the Harbinger Plan.
- kk. “Proof of Claim” means any proof of claim filed with the Bankruptcy Court or the Claims Agent against a Debtor pursuant to section 501 of the Bankruptcy Code and Bankruptcy Rules 3001 or 3002.
- ll. “Reorganization Cases” means the bankruptcy cases of the Debtors pending before the Bankruptcy Court under chapter 11 of the Bankruptcy Code.
- mm. “Rule 3018 Motion” means a motion filed in accordance with the Solicitation Order for the temporary allowance of a Claim or Interest for the purpose of accepting or rejecting the Plans.
- nn. “Rule 3018(a) Motion Deadline” means the deadline for filing and service of all Rule 3018(a) Motions that is the tenth day after the later of (a) service of the Confirmation Hearing Notice and (b) service of notice of an objection, if any, to the relevant claim.

- oo. “Solicitation Date” means the date that is no more than five days after (i) entry of the Solicitation Order and (ii) the Balloting Agent receives the Plans and the Bankruptcy Court-approved Joint Disclosure Statement, that the Debtors, through their Balloting Agent, intend to mail all the Solicitation Packages.
- pp. “Solicitation Motion” means the “*Debtors’ Motion to Establish Certain Procedures Related to Solicitation of Votes on Debtors’, Parent’s, and Harbinger Plans of Reorganization*” filed on June 10, 2009.
- qq. “Solicitation Order” means the order entered by the Bankruptcy Court on July 2, 2009 approving the Solicitation Motion.
- rr. “Solicitation Package” means, and will consist of, all of the following:
 - i. the Solicitation Order;
 - ii. the Plans;
 - iii. the Joint Disclosure Statement;
 - iv. the Solicitation and Tabulation Procedures;
 - v. the appropriate Ballot and/or Master Ballot with the Joint Voting Instructions;
 - vi. notice of the Confirmation Hearing and related matters, setting forth the date fixed for submitting acceptances and rejections to the Plans, the date fixed for filing objections to Confirmation of the Plans, and the date, time, and place of the Confirmation Hearing;
 - vii. any recommendation letters that are approved by the Bankruptcy Court;
 - viii. a pre-addressed, postage pre-paid return envelope; and
 - ix. such other materials as the Bankruptcy Court may direct.
- ss. “Voting Deadline” means **August 5, 2009** at 4:00 p.m. (prevailing Central Time).
- tt. “Voting Record Date” means **July 2, 2009**.

2. **Notice of Confirmation Hearing:**

- a. **Written Notice:** The Debtors shall serve the Confirmation Hearing Notice by the Solicitation Date on all holders of Claims and Interests in these Chapter 11 Reorganization Cases by first class mail.

- b. **Publication Notice:** The Debtors will cause the Confirmation Hearing Notice to be published once in the weekday edition of the national edition once in a national publication, the *Wall Street Journal*, and once in the following local publications: *Seattle Times*, *Houston Chronicle*, *Chicago Tribune*, *Denver Post*, *San Francisco Chronicle*, *Arizona Republic*, *Tulsa World*, *Albuquerque Journal*, *Star-Ledger*, *The Kansas City Star*, *The News Tribune*, *The Columbus Dispatch*, *Knoxville News-Sentinel*, *The Salt Lake Tribune* and *Desert News*, *Omaha World Herald*, *The Evansville Courier & Press*, *Hammond Times*, *Arizona Daily Star*, *El Paso Times*, *El Diario*, *Idaho Statesman*, *Corpus Christi Caller Times*, *Amarillo Globe News*, *The Herald*, *Fort Smith Times Record*, *Coeur D' Alene Press*, *The Missoulian*, *Brownsville Herald*, *Register-Mail*, *Helena Independent Record*, *Grove Sun*, *Daily Journal*, *St. Clair News Aegis*, *Leadville Herald Democrat*, *Columbus Daily Advocate*, and *Copper Basin News* on a date not less than twenty-five days before the Confirmation Hearing, if practical. Additionally, the Balloting Agent will post the Confirmation Hearing Notice electronically on its website at www.asarcoreorg.com.
- c. **Asbestos Publication Notice:** The Debtors will cause the Asbestos Publication Notice to be published once in the weekday editions of *The Wall Street Journal* and *The New York Times* on a date not less than twenty-five calendar days before the Confirmation Hearing, if practical.
- d. **Mission Mine Confirmation Notice:** The Debtors will cause the Mission Mine Confirmation Notice to be published in the *Arizona Daily Star*, the *Green Valley News*, and the *Tohono O'odham Runner* on a date not less than twenty-five calendar days before the Confirmation Hearing, if practical. In addition, the radio notice attached as Exhibit G to the Solicitation Order shall be advertised on the local radio station on the San Xavier Reservation in the native language of the Tohono O'odham Nation on a date not less than twenty-five calendar days before the Confirmation Hearing, if practical.

3. **Distribution of Solicitation Packages:**

- a. **Scheduled Claims (other than Asbestos Personal Injury Claims or scheduled Claims as to which there are corresponding timely-filed Proofs of Claim):** By the Solicitation Date, the Balloting Agent will cause a Solicitation Package to be served upon each holder of a Claim listed in the Schedules as of the Voting Record Date. However, as to a scheduled Claim that is scheduled for zero or an unknown amount and such Claim is scheduled as disputed, contingent, or unliquidated, the Balloting Agent shall not be required to serve a Solicitation Package upon such Claimant, *provided, however*, that if such Claim holder filed a Proof of Claim, the next subparagraph shall govern.

- b. **Filed Claims (other than Asbestos Personal Injury Claims):** By the Solicitation Date, the Balloting Agent will cause a Solicitation Package to be served upon each holder of a Claim represented by a Proof of Claim timely filed against Debtor that has not been withdrawn, disallowed, or expunged by order of the Bankruptcy Court entered on or before the Voting Record Date. If the relevant Proof of Claim does not indicate the appropriate classification of a Claim, and such classification cannot be determined from the Schedules, such Claim shall be treated as a General Unsecured Claim for voting purposes. As to a Proof of Claim that does not state a liquidated amount, the Balloting Agent shall serve a Solicitation Package upon such Claimant, *provided, however*, that such Claim shall be estimated at \$1.00 for voting purposes.
- c. **Asbestos Personal Injury Claims:** By no later than the Solicitation Date, the Balloting Agent will cause the Solicitation Packages to be served with respect to Asbestos Personal Injury Claims in the manner described in Section 4(a) hereof.
- d. **Bondholder Claims:** The Balloting Agent will deliver Solicitation Packages to Beneficial Holders and Nominees of record as of the Voting Record Date. The Balloting Agent will also distribute Bondholder Master Ballots to Nominees. The Debtors, through the Balloting Agent, will instruct Beneficial Holders to mail their Ballots to their respective Nominees in sufficient time for such Nominees to cast votes to accept or reject the Plans and to indicate elections (if any) on behalf of, and in accordance with, the Ballots cast by the Beneficial Holders through the Bondholder Master Ballots. The Balloting Agent will then tabulate votes reflected on the Bondholder Master Ballots.
- e. **Determination of Holders of Record:** Except with respect to Asbestos Personal Injury Claims and Bondholder Claims, the Solicitation Package will be served upon the Entity that holds a Claim as of the Voting Record Date. The Debtors will have no obligation to cause a Solicitation Package to be served upon any subsequent holder of such Claim (as evidenced by assignment of such Claim entered on the Bankruptcy Court's docket, or that only becomes effective, after the Voting Record Date).
- f. **Interests:** By the Solicitation Date, the Balloting Agent will cause a Solicitation Package to be served upon the holder of record of the Interests in the Debtors.
- g. **Other Parties:** By the Solicitation Date, the Balloting Agent will cause a Solicitation Package (excluding Ballots and/or Master Ballots) to be served upon the U.S. Trustee, the attorneys for the Committees and the FCR, and each Entity that filed a notice of appearance and request for service under Bankruptcy Rule 2002 with the Bankruptcy Court and has

not withdrawn such notice of appearance and request for service as of the Voting Record Date.

- h. **Returned Solicitation Packages or Notices:** In the event that a Solicitation Package or Confirmation Hearing Notice that is sent to a holder of Claims or Interests is returned by the United States Postal Service or other carrier as undeliverable because the address of such holder differs from the address in the claims register or the Debtors' records as of the Voting Record Date, the Debtors need not resend the returned Solicitation Package or Confirmation Hearing Notice unless such holder provides the Debtors, by written notice to the Balloting Agent at ASARCO Balloting, c/o AlixPartners, LLP, 2100 McKinney Avenue, Suite 800, Dallas, Texas 75201, with accurate address not less than fifteen Business Days prior to the Solicitation Date.
- i. **Transmission of the Plans and the Joint Disclosure Statement:** The Balloting Agent may transmit the Plans and the Joint Disclosure Statement in a CD-ROM to be included in the Solicitation Packages. Any entity receiving a Solicitation Package may request hard copies of the Plans and the Joint Disclosure Statement by making a request to the Balloting Agent.

4. **Special Procedures Relating to Asbestos Personal Injury Claims:**

- a. **Distribution of Solicitation Packages:** The Balloting Agent will cause Solicitation Packages to be served with respect to Asbestos Personal Injury Claims as follows:
 - i. To Counsel Representing Individual Holders of Asbestos Personal Injury Claims:
 - (1) A single Solicitation Package will be served upon Asbestos Counsel known by the Debtors to represent individuals who may hold or assert Asbestos Personal Injury Claims. *Solicitation Packages will not be served upon the individual holders of Asbestos Personal Injury Claims, except to the extent (a) an individual Asbestos Personal Injury Claimant requests a Solicitation Package or (b) an attorney timely advises the Balloting Agent, pursuant to Section 4(a)(i)(2) hereof, of the names and addresses of individual Asbestos Personal Injury Claimants who should receive their own Solicitation Packages.*
 - (2) If Asbestos Counsel for Asbestos Personal Injury Claimants receives a Solicitation Package and either (a) is unable to certify with respect to any Asbestos Personal Injury Claimant represented by such counsel that such counsel has the authority to vote on the Plans on behalf of

such holder (see Section 4(c)(iii) hereof) or (b) wishes any holder of an Asbestos Personal Injury Claim represented by such counsel to cast his or her own Ballot on the Plans, such counsel shall, within five Business Days after the mailing of the Solicitation Package, furnish the Balloting Agent with the name and address of each such holder, together with any cover letter which said counsel may wish to transmit to the holders so designated, which the Balloting Agent shall include with the Solicitation Package to be transmitted to said holders.

ii. **To Individuals Who Hold or Assert Asbestos Personal Injury Claims:**

- (1) **Transmittal by the Balloting Agent:** If (a) an individual Asbestos Personal Injury Claimant requests a Solicitation Package or (b) counsel who purports to represent an Asbestos Personal Injury Claimant requests, in accordance with Section 4(a)(i)(2) hereof, that the Balloting Agent mail the Solicitation Package to individual Asbestos Personal Injury Claimants, the Balloting Agent will cause to be mailed a Solicitation Package, together with a Ballot, directly to each such individual Asbestos Personal Injury Claimant as to which it has received names and addresses within a reasonable amount of time after receiving an individual request for a Solicitation Package or names and addresses of individual Asbestos Personal Injury Claimants from any counsel.
- (2) **Transmittal by Counsel:** Asbestos Counsel may choose to transmit the Solicitation Packages to his or her clients directly. If Asbestos Counsel chooses to transmit the Solicitation Packages to his or her clients directly, such attorney must, within five Business Days of the receipt by such Asbestos Counsel of the Solicitation Package, furnish a written request to the Balloting Agent for a specified number of Solicitation Packages and individual Ballots, which will be provided to such attorney within five Business Days after receipt of such written request. The Debtors will reimburse such counsel for the actual postage incurred by the Asbestos Counsel. Asbestos Counsel seeking reimbursement shall submit reasonable evidence of postage expenses incurred in order to obtain such reimbursement.

b. **Completion of Ballots by Individual Holders of Asbestos Personal Injury Claims:** Each individual Asbestos Personal Injury Claimant will

be required to indicate on its Ballot whether such individual is the holder of a settled Asbestos Personal Injury Claim or alternatively, the disease upon which its Claim against the Debtors is based is Mesothelioma (Level VIII), Lung Cancer 1 (Level VII), Lung Cancer 2 (Level VI), Other Cancer (Level V), Severe Asbestosis (Level IV), Nonmalignant Asbestos Disease (Level III), Nonmalignant Asbestos Disease (Level II), or Other Asbestos Diseases - Cash Discount Payment (Level I). The Claimant may also rank his or her preferences among the Plans.

- c. **Completion and Return of Asbestos Master Ballots by Counsel for Holders of Asbestos Personal Injury Claims:** Asbestos Counsel who represent individual Asbestos Personal Injury Claimants shall be permitted to cast votes for such holders, but only to the extent such counsel has the authority from his or her clients to do so. Asbestos Counsel voting on behalf of individuals Asbestos Personal Injury Claimants whom he or she represents and on whose behalf he or she has authority to vote shall complete an Asbestos Master Ballot, which will set forth the votes cast by such counsel on behalf of any such clients. The following procedures will govern the completion and return of an Asbestos Master Ballot:

- i. **Settled Asbestos Personal Injury Claims.** Asbestos counsel who represent holders of settled Asbestos Personal Injury Claims must indicate acceptances and rejections of the Plans, and preferences among the Plans, by aggregate claim amount and number of claimants.
- ii. **Unsettled Asbestos Personal Injury Claims.** Asbestos Counsel who represent holders of unsettled Asbestos Personal Injury Claims must indicate the aggregate number of holders within each disease category, accepting or rejecting the Plans. Asbestos Counsel must also indicate the aggregate number of holders that indicated a preference for the Debtors' Plan, the Parent's Plan, and the Harbinger Plan as their first, second, or third choice, respectively, by disease category. If a Claim falls into more than one category, Asbestos Counsel must designate only the most serious disease category. The Balloting Agent shall tabulate the votes of the Unsettled Asbestos Personal Injury Claims consistent with the amounts reflected in the following chart:

Mesothelioma (Level VIII)	\$170,000
Lung Cancer 1 (Level VII)	\$60,000
Lung Cancer 2 (Level VI)	\$15,000

Other Cancer (Level V)	\$20,000
Severe Asbestosis (Level IV)	\$50,000
Nonmalignant Asbestos Disease (Level III)	\$7,500
Nonmalignant Asbestos Disease (Level II)	\$3,000
Other Asbestos Disease – Cash Discount Payment (Level I)	\$400

iii. **Summary Sheet Exhibit to the Asbestos Master Ballot:**

- (1) Asbestos Counsel shall prepare a summary sheet in the form attached to the Asbestos Master Ballot. This summary sheet will become an exhibit, the form of which will be attached to the Asbestos Master Ballot, and must list in separate columns the following information for each Asbestos Personal Injury Claimant on whose behalf such counsel is voting: (i) name (with first name, last name, middle initial, and suffix listed in separate columns); (ii) last four digits of social security number; (iii) indicate the holder's settled claim amount or indicate the disease type (*i.e.*, mesothelioma, lung cancer 1, lung cancer 2, other cancer, severe asbestosis, nonmalignant asbestos disease (Level III), nonmalignant asbestos disease (Level II), or other asbestos disease); (iv) the name of all the Debtors that the Claim is asserted against (both directly and indirectly); (iv) the name of all the Debtors that the Claim is asserted against (both directly and indirectly); (v) law firm representing the holder; (vi) the Claimant's vote; and (vii) the Claimant's preferences among the Debtors' Plan, the Parent's Plan, and the Harbinger Plan.
- (2) The entire summary sheet must be attached as an exhibit to the Asbestos Master Ballot, and the completed Asbestos Master Ballot and exhibit must be returned to the Balloting Agent in accordance with Section 5(c) of these Solicitation and Tabulation Procedures. The summary sheet should also be submitted to the Balloting Agent in electronic format, preferably in Excel format, if possible. Alternatively, the exhibit may be submitted in paper form.

iv. **Certification by Counsel of Authority to Vote:**

- (1) The Asbestos Master Ballot will contain a certification to be completed by Asbestos Counsel preparing and signing the Asbestos Master Ballot pursuant to which such counsel must certify that he or she has the authority to cast a Ballot on the Plans on behalf of the Asbestos Personal Injury Claimants listed on the exhibit attached to the Asbestos Master Ballot.
- (2) If Asbestos Counsel is unable to make such certification on behalf of any Asbestos Personal Injury Claimant whom he or she represents, counsel may not cast a vote on behalf of such claimant and must timely send the information relating to the names and addresses of his or her clients for whom he or she may not vote to the Balloting Agent in accordance with Section 4(a)(i)(2) hereof.

5. **Return of Ballots**

- a. **Holders that Are Entitled to Vote:** Except as provided herein, the following claimants are entitled to vote to accept or reject the Plans: each holder of a Claim as of the Voting Record Date (1) which is listed in the Schedules, (2) for which a timely Proof of Claim was filed, if required, and has not been withdrawn or disallowed by order of the Bankruptcy Court, (3) for which the amount may be determined pursuant to Section 5(a) hereof as of the Voting Deadline, and/or (4) if required, which is the subject of a Rule 3018(a) Motion filed by the Rule 3018(a) Motion Deadline.
- b. **Authority to Complete and Execute Ballots:** If a Ballot is signed by a trustee, executor, administrator, guardian, attorney-in-fact, officer or employee of a corporation, or any other entity acting in a fiduciary or representative capacity, such person must indicate such capacity when signing. The authority of the signatory of each Ballot to complete and execute the Ballot shall be presumed, but each such signatory shall certify, by executing the Ballot, that he or she has such authority and shall provide evidence of such authority upon request by the Balloting Agent.
- c. **Place to Send Completed Ballots:** All Ballots and Master Ballots should be returned by mail, hand delivery, or overnight courier to the Balloting Agent at:

**ASARCO BALLOTING
c/o AlixPartners, LLP
2100 McKinney Avenue, Suite 800
Dallas, Texas 75201**

- d. **Deadline for Receiving Completed Ballots:** All Ballots and Master Ballots must be *actually received* by the Balloting Agent by the Voting Deadline. The Balloting Agent will not accept Ballots or Master Ballots submitted by telecopy, facsimile, or other electronic means, including electronic mail, unless the Debtors (with respect to the Debtors' Plan), the Parent (with respect to the Parent's Plan), or Harbinger (with respect to the Harbinger Plan), in each case, in their sole discretion, have agreed in writing to accept a particular Ballot or Master Ballot delivered by such means. The Balloting Agent will date and time-stamp all Ballots and Master Ballots when received. In addition, the Balloting Agent will create an electronic image of all Ballots and Master Ballots received and will retain the original Ballots and Master Ballots, and an electronic copy of the same for a period of one year after the Effective Date of whichever Plan is Confirmed, unless otherwise ordered by the Bankruptcy Court. The Debtors (with respect to the Debtors' Plan), the Parent (with respect to the Parent's Plan), or Harbinger (with respect to the Harbinger Plan), in each case, in their sole discretion, shall have the ability to extend in writing the Voting Deadline.

6. **Tabulation of Ballots:**

- a. **Determination of Amount of Claims and Interests Voted.** With respect to the tabulation of Ballots and Master Ballots for all Claims and Interests entitled to vote on the Plans, solely for voting purposes (and not for the purpose of allowance of or distribution on account of a Claim, and without prejudice to the rights of any party in interest in any other context), the amount to be used to tabulate acceptance or rejection of the Plans will be as described below:

- i. **Non-Asbestos Personal Injury Claims:** Solely for the purpose of voting on the Plans and not for the purpose of allowance of or distribution on account of a Claim, and without prejudice to the rights of any party in interest in any other context, each Claim or Interest, other than Asbestos Personal Injury Claims, shall be temporarily Allowed in an amount equal to (a) the undisputed, liquidated, and noncontingent amount of such Claim as set forth in the Debtors' Schedules; or (b) if a timely Proof of Claim has been filed and has not been objected to on or before the Voting Record Date, the amount of such Claim as set forth in the Proof of Claim; *provided however*, that the following tabulation rules shall be used to determine the amount of Claim or Interest associated with each holder's vote other than Asbestos Personal Injury Claims:

- (1) If a Claim or Interest is expressly deemed Allowed in accordance with the Debtors' Plan, the Parent's Plan, or the Harbinger Plan, such Claim or Interest is Allowed for

voting purposes on such Plan only in the deemed amount set forth in such Plan;

- (2) If a Claim has been Allowed by the Bankruptcy Court, in whole or in part, such Claim is Allowed for voting purposes in the amount Allowed by the Court;
- (3) If a Claim has been amended, the last filed proof of Claim shall govern (unless it has been objected to);
- (4) If a Claim has been estimated or otherwise Allowed for voting purposes by order of the Bankruptcy Court, such Claim is temporarily Allowed in the amount so estimated or Allowed for voting purposes;
- (5) If a Claim has been estimated for distribution purposes by order of the Bankruptcy Court, such estimated amount of such Claim shall apply for voting purposes;
- (6) Pursuant to Bankruptcy Rule 3003(c)(2), with respect to all Persons or Entities listed on the Debtors' Schedules as having a Claim or a portion of a Claim which is disputed, unliquidated, or contingent and which is scheduled as zero or unknown in amount and such Persons or Entities did not timely file a Proof of Claim, such Persons or Entities shall not be entitled to vote such Claim or portion of a Claim unless it is temporarily Allowed for voting purposes by the Bankruptcy Court;
- (7) A creditor with duplicate Claims against multiple Debtors in the same Class will receive only one Ballot, and will only have one vote for such Claims in such Class;
- (8) If a creditor filed a Proof of Claim that is unliquidated, contingent, or the amount of which is not indicated on the Proof of Claim, such Claim shall be estimated at \$1.00 for voting purposes only;
- (9) A creditor with a liquidated Claim will be permitted to vote unless such Claim is the subject of an objection; and
- (10) A creditor whose Claim is the subject of an objection will receive a Solicitation Package, but will not be entitled to vote unless such Claim is temporarily Allowed by the Bankruptcy Court for voting purposes or the objection to such Claim is only to a portion of such Claim, in which case the creditor will be permitted to vote the portion of the Claim that is not subject to objection.

- ii. **Environmental Claims:** Holders of Environmental Claims are allowed to vote on the Plans in the amounts listed in any settlement agreement previously approved by the Court. In addition, the United States shall have an allowed claim, for voting purposes, in the amount of \$3,000,000 for Hayden (past costs).
- b. **Ballots Excluded:** A Ballot or Master Ballot will not be counted if any of the following applies to such Ballot or Master Ballot:
 - i. The holder submitting the Ballot or Master Ballot is not entitled to vote, pursuant to Section 5(a) hereof;
 - ii. The Ballot or Master Ballot is not actually received by the Balloting Agent by the Voting Deadline in the manner set forth in Sections 5(c) and 5(d) hereof unless the Debtors (with respect to the Debtors' Plan), the Parent (with respect to the Parent's Plan), or Harbinger (with respect to the Harbinger Plan), in each case, in their sole discretion, shall have granted in writing an extension of the Voting Deadline with respect to such Ballot or Master Ballot;
 - iii. The Ballot or Master Ballot is returned to the Balloting Agent unsigned;
 - iv. The Ballot or Master Ballot is postmarked prior to the Voting Deadline but is received after the Voting Deadline;
 - v. The Ballot or Master Ballot is illegible or contains insufficient information to permit the identification of the holder of the Claim or Interest;
 - vi. The Ballot or Master Ballot is transmitted to the Balloting Agent by telecopy, facsimile, or other electronic means, including electronic mail, unless the Debtors (with respect to the Debtors' Plan), the Parent (with respect to the Parent's Plan), or Harbinger (with respect to the Harbinger Plan), in each case, in their sole discretion, have agreed in writing to accept a particular Ballot or Master Ballot delivered by such means;
 - vii. The Ballot or Master Ballot is submitted in a form that is not the appropriate Ballot or Master Ballot for the Claim voted; or
 - viii. A Ballot or Master Ballot is not completed.
- c. **Special Procedures for Tabulation of Ballots for Bondholder Claims:**
 - i. the Voting Record Date is the date for determining the identity of Beneficial Holders eligible to vote on the Plans;

- ii. the Balloting Agent shall distribute or cause to be distributed the appropriate number of copies of Ballots to each Beneficial Holder holding a Bondholder Claim as of the Voting Record Date, including Nominees identified by the Balloting Agent as Entities through which Beneficial Holders hold their Bondholder Claims;
- iii. any Nominee which is a holder of record of Bondholder Claims shall (i) immediately distribute the Solicitation Packages, including Ballots it receives from the Balloting Agent to all applicable Beneficial Holders, (ii) promptly collect the completed Ballots from such Beneficial Holders, (iii) compile and validate the votes, the elections, and other relevant information reflected on such Ballots on the Bondholder Master Ballot, and (iv) transmit the Bondholder Master Ballot to the Balloting Agent in time for it to be received by the Voting Deadline. As an alternative, Nominees have the option of prevalidating a Beneficial Holder's Ballot so that such Ballot can be returned by the Beneficial Holder to the Balloting Agent directly;
- iv. any Beneficial Holder holding a Bondholder Claim as a record holder in its own name should vote on the Plans by completing and signing a Ballot and returning it directly to the Balloting Agent so that it is received on or before the Voting Deadline;
- v. the Indenture Trustees (unless otherwise empowered to do so) will not be entitled to vote on behalf of Beneficial Holders; rather, each such Beneficial Holder must submit his or her own Ballot in accordance with the Beneficial Holder voting procedures;
- vi. any Beneficial Holder holding Bondholder Claims in "street name" through a Nominee must vote on the Plans through such Nominee (unless such Beneficial Holder receives a prevalidated Ballot from the Nominee) by completing and signing the Ballot and returning such Ballot to the appropriate Nominee as promptly as possible and in sufficient time to allow such Nominee to process the Ballot and return the Bondholder Master Ballot to the Balloting Agent prior to the Voting Deadline. The vote of any Beneficial Holder holding a Bondholder Claim in "street name" who submits a Ballot to the Debtors, Debtors' counsel or the Balloting Agent, will not be counted for purposes of accepting or rejecting the Plans, unless his, her, or its Ballot is prevalidated by the applicable Nominee and timely received by the Balloting Agent;
- vii. any Ballot returned to a Nominee by a Beneficial Holder will not be counted for purposes of accepting or rejecting the Plans until such Nominee properly completes and delivers to the Balloting Agent a Bondholder Master Ballot that reflects the vote of such

Beneficial Holders by the Voting Deadline, or otherwise validates the Ballot in a manner acceptable to the Balloting Agent. Nominees shall retain all Ballots returned by Beneficial Holders for a period of one year after the Effective Date of whichever Plan is Confirmed;

- viii. if a Beneficial Holder holds a Bondholder Claim through more than one Nominee or through multiple accounts, such Beneficial Holder may receive more than one Ballot, and each such Beneficial Holder should execute a separate Ballot for each block of Bondholder Claims that it holds through any one Nominee and must return each such Ballot to the appropriate Nominee; and
- ix. if a Beneficial Holder holds a portion of its Bondholder Claim through a Nominee or Nominees and another portion in its own name as the record holder, such Beneficial Holder should follow the procedures described in this Section 6(c) to vote the portion held in its own name and the procedures described in Section 6(d) below to vote the portion held by the Nominee(s).

d. **Special Procedures for Tabulation of Bondholder Master Ballots:**

- i. votes cast by Beneficial Holders through Nominees will be applied to the positions held by such Nominees as to all Bondholder Claims as of the Voting Record Date, as evidenced by the record and depository listings. Votes submitted by a Nominee, whether pursuant to a Bondholder Master Ballot or a prevalidated Ballot, will not be counted in excess of the amount of such positions held by such Nominee as of the Voting Record Date;
- ii. if conflicting votes or “over-votes” are submitted by a Nominee, whether pursuant to a Bondholder Master Ballot or a prevalidated Ballot, the Debtors will attempt to reconcile discrepancies with the Nominees;
- iii. for purposes of tabulating votes, each Nominee or Beneficial Holder will be deemed to have voted the principal amount of its Bondholder Claim in the General Unsecured Claims Class of the Plans, although any principal amounts may be adjusted by the Balloting Agent to reflect amounts actually voted, including prepetition interest; and
- iv. a single Nominee may complete and deliver to the Balloting Agent multiple Bondholder Master Ballots. Votes reflected on multiple Bondholder Master Ballots will be counted, except to the extent they are duplicative of other Bondholder Master Ballots. If two or more Bondholder Master Ballots are inconsistent, the latest dated

Bondholder Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Bondholder Master Ballot.

- e. **General Solicitation Procedures and Standard Assumptions:** In addition, the following solicitation procedures and standard assumptions will be used in tabulating Ballots and Master Ballots:
- i. The Debtors will file with the Court, within five Business Days after the Voting Deadline, a voting report compiled by the Balloting Agent (the "Voting Report"). The Voting Report shall, among other things, delineate every Ballot or Master Ballot that does not conform to the voting instructions or that contains any form of irregularity including, but not limited to, those Ballots that are late or (in whole or in material part) illegible, unidentifiable, lacking signatures or lacking necessary information, received via telecopy, facsimile, or other electronic means including electronic mail unless otherwise permitted herein, or damaged ("Irregular Ballots");
 - ii. The Balloting Agent may, in its sole and absolute discretion, contact voters to cure any Irregular Ballots; provided, however, under no circumstances shall the Balloting Agent have any obligation to contact voters to cure Irregular Ballots;
 - iii. Any voter that delivers a valid Ballot or Master Ballot may withdraw his, her, or its vote by delivering a written notice of withdrawal to the Balloting Agent before the Voting Deadline. To be valid, the notice of withdrawal must (i) be signed by the party who signed the Ballot or Master Ballot being withdrawn and (ii) be received by the Balloting Agent before the Voting Deadline. The Debtors may contest the validity of any withdrawals;
 - iv. If multiple Ballots are received from different holders purporting to hold the same Claim or Interest, the latest-dated Ballot or Master Ballot that is received prior to the Voting Deadline will be the Ballot or Master Ballot that is counted;
 - v. If multiple Ballots are received from a holder of a Claim or Interest and someone purporting to be his, her or its attorney or agent, the Ballot or Master Ballot received from the holder of the Claim or Interest will be the Ballot or Master Ballot that is counted, and the vote of the purported attorney or agent will not be counted;
 - vi. If multiple Ballots or Master Ballots are received from the same holder of a Claim or Interest with respect to the same Claim or Interest prior to the Voting Deadline, the last dated Ballot or

Master Ballot timely received will be deemed to reflect that voter's intent and will supersede and revoke any prior Ballot or Master Ballot;

- vii. If multiple Master Ballots are received prior to the Voting Deadline from attorneys representing Asbestos Personal Injury Claimants, and any such Master Ballot contains supplemental votes on the Plans, such Master Ballot shall be clearly marked as a "Supplemental Master Ballot" and clearly note the changes to the Master Ballot it supersedes;
- viii. There shall be a rebuttable presumption that any holder of a Claim or Interest who submits a properly completed superseding Ballot or Master Ballot on or before the Voting Deadline has sufficient cause, within the meaning of Bankruptcy Rule 3018(a), to change or withdraw such holder's acceptance or rejection of any of the Plans;
- ix. The Ballots shall list all three of the Plans on a single ballot and allow the holder of a Claim or Interest to vote on any or all of the Plans.¹ The holder of a Claim or Interest may accept and/or reject one, two, all, or none of the Plans;
- x. As to each of the Plans, the holder of a Claim or Interest may not split his, her, or its vote for a particular Claim or Interest. Accordingly, (i) each holder shall receive a separate Ballot for each Claim or Interest held, regardless of whether or not such Claims or Interests are in the same Class, (ii) each holder shall have a single vote for the Debtors' Plan, a single vote for the Parent's Plan, and a single vote for the Harbinger Plan for each Claim or Interest held, (iii) the full amount of each such holder's Claim in such Class (calculated in accordance with these procedures) shall have been deemed to have voted either to accept or reject the Debtors' Plan, the Parent's Plan, and/or the Harbinger Plan, and (iv) any Ballot that partially rejects and partially accepts the Debtors' Plan, the Parent's Plan, or the Harbinger Plan shall not be counted as to such plan;
- xi. The holder of a Claim or Interest may indicate preferences among the Debtors' Plan, the Parent's Plan, and the Harbinger Plan in the appropriate spaces provided in the Ballot (or to be reflected on the applicable Master Ballot). If no preference is indicated, the holder will be presumed not to have a preference among the Plans; provided, however, that if the holder has voted to accept only one

¹ Votes on any of the Plans may be disregarded as to a particular class (or classes) if the Bankruptcy Court determines that with respect to such class, each claim or interest of such class is unimpaired with respect to such plan.

of the Plans, such holder will be deemed to prefer the plan that the holder accepted;

- xii. If a Class of Claims or Interests does not have any voting members as of the date of the Confirmation Hearing under any of the Plans, such Class shall be deemed eliminated from the applicable Plan for purposes of voting to accept or reject such Plan and for purposes of determining acceptance or rejection of such Plan pursuant to section 1129(a)(8) of the Bankruptcy Code;
- xiii. A Person signing a Ballot or Master Ballot in his, her, or its capacity as a trustee, executor, administrator, guardian, attorney in fact, officer of a corporation, or otherwise acting in a fiduciary or representative capacity must indicate such capacity when signing and, if required or requested by the applicable Asbestos Counsel, Nominee, the Balloting Agent, the Debtors, the Parent, Harbinger, or the Court, must submit proper evidence to the requesting party to so act on behalf of such holder;
- xiv. The Debtors (with respect to the Debtors' Plan), the Parent (with respect to the Parent's Plan) or Harbinger (with respect to the Harbinger Plan), subject to contrary order of the Court, may waive any defects or irregularities as to any particular Ballot or Master Ballot at any time, either before or after the close of voting, and any such waivers will be documented in the Voting Report;
- xv. Neither the Debtors (with respect to the Debtors' Plan), the Parent (with respect to the Parent's Plan) or Harbinger (with respect to the Harbinger Plan), the Balloting Agent, nor any other Entity, will be under any duty to provide notification of defects or irregularities with respect to delivered Ballots and Master Ballots other than as provided in the Voting Report, nor will any of them incur any liability for failure to provide such notification;
- xvi. Unless waived by the Debtors (with respect to the Debtors' Plan), the Parent (with respect to the Parent's Plan) or Harbinger (with respect to the Harbinger Plan), or ordered otherwise by the Court, any defects or irregularities in connection with delivered Ballots and Master Ballots must be cured prior to the Voting Deadline or such Ballots and Master Ballots will not be counted;
- xvii. In the event a designation of lack of good faith is requested by a party in interest under section 1126(e) of the Bankruptcy Code, the Court will determine whether any vote to accept or reject the Plans cast with respect to that Claim will be counted for purposes of determining whether such plan has been accepted or rejected; and

xviii. Subject to any contrary order of the Court, the Debtors (with respect to the Debtors' Plan), the Parent (with respect to the Parent's Plan) or Harbinger (with respect to the Harbinger Plan), in each case, in their sole discretion, reserve the right to reject any and all Ballots and Master Ballots not in proper form, the acceptance of which, in the opinion of the Debtors, would not be in accordance with the provisions of the Bankruptcy Code or the Bankruptcy Rules; provided, however, that any such rejections will be documented in the Voting Report.

7. **Rule 3018(a) Motions:** As set out above, certain creditors, including, but not limited to, any creditor whose Claim or Interest is the subject of a pending objection or who is a defendant of in adversary proceeding whose Claim has not been allowed under section 502(h) of the Bankruptcy Code prior to the Voting Record Date, shall not be entitled to vote on the Plans and his, her, or its vote shall not be counted in determining whether the requirements of section 1126(c) of the Bankruptcy Code have been met, unless such Claim or Interest has been temporarily Allowed for voting purposes by order of the Bankruptcy Court pursuant to Bankruptcy Rule 3018(a) entered on or before the Voting Deadline. If any defendant or holder of a Claim or Interest seeks to challenge the allowance of its Claim or Interest for voting purposes in accordance with the above rules, such defendant or holder of a Claim or Interest must serve on the Debtors, the Parent, and Harbinger and file with the Bankruptcy Court a motion for an order pursuant to Bankruptcy Rule 3018(a) temporarily allowing such Claim in a certain amount for purposes of voting to accept or reject the Plans on or before the tenth day after the later of (a) service of the Confirmation Hearing Notice or (b) service of notice of an objection, if any, to such Claim or Interest. The Bankruptcy Court shall consider all Rule 3018(a) Motions unless such consideration would unduly delay the confirmation process. As to any creditor or defendant filing such a motion, such entity's Ballot shall not be counted in an amount other than that provided by these procedures unless temporarily Allowed by the Bankruptcy Court in another amount for voting purposes. **If you have received an objection to your Claim, your vote will not be counted unless you follow the procedures in this paragraph and obtain relief. If you are a defendant in an adversary proceeding filed by the Debtors under chapter 5 of the Bankruptcy Code, you may not have an Allowed Claim under section 502(h) of the Bankruptcy Code prior to the Voting Record Date, and therefore you will not receive a Solicitation Package and will not be entitled to vote to accept or reject the Plans unless you follow the procedures in this paragraph and obtain relief.**

EXHIBIT B-1

Ballot for Priority Claims

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

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

**THE DEADLINE FOR RETURNING THIS BALLOT IS
4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009**

All capitalized terms not defined in this Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

This Ballot is for Persons who hold Priority Claims against any of the Debtors. Please review the Plans, Joint Disclosure Statement, and Joint Voting Instructions before casting your vote. Please contact your attorney if you have further questions.

Based on the procedures set forth in the Solicitation and Tabulation Procedures, the Balloting Agent’s records indicate that you are the holder of the Claim in the box below:

[Creditor Name]

[Claim Amount]

[Name of Debtor]

PLEASE COMPLETE ITEMS 1 THROUGH 3. YOU MAY VOTE ON ONE, TWO, ALL, OR NONE OF THE PLANS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE COUNTED WITH RESPECT TO ANY OF THE PLANS.

Item 1. Votes. Indicate your vote to accept or reject with respect to each plan. You may vote on any or all of the plans.

<u>Plan</u>	<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Debtors’ Plan	Class 1	<input type="checkbox"/>	<input type="checkbox"/>
Parent’s Plan	Class 1	<input type="checkbox"/>	<input type="checkbox"/>
Harbinger Plan	Class 1	<input type="checkbox"/>	<input type="checkbox"/>

Item 2. Preference Election. Because more than one plan may be confirmable, please indicate your preferences by ranking the Plans below in order of priority according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.

_____ Debtors' Plan
_____ Parent's Plan
_____ Harbinger Plan

Item 3. Creditor Information and Signature. By signing this Ballot, the undersigned acknowledges receipt of the Plans and the Joint Disclosure Statement.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct and that I have authority under applicable law to cast this Ballot.

Name of Creditor: _____
(Print or Type)

Address: _____
Street

Signature: _____

City, State, and Zip Code

Tax ID Number: _____

Date Completed: _____

Item 4. Return Your Ballot. You must return this Ballot to the Balloting Agent at the following address so that it is *physically* received by no later than **4:00 p.m. Central Time on August 5, 2009** (the "Voting Deadline"):

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

In order to have your vote count, you must sign and return the Ballot to the Balloting Agent by the Voting Deadline. You may return your Ballot by mail, hand delivery, or overnight courier. **BALLOTS SENT VIA FACSIMILE OR EMAIL WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS ABOUT THE VOTING PROCEDURES, PLEASE CALL 1-888-727-9235 or 1-972-535-7137.**

EXHIBIT B-2

Ballot for Secured Claims

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

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

**THE DEADLINE FOR RETURNING THIS BALLOT IS
4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009**

All capitalized terms not defined in this Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

This Ballot is for Persons who hold Secured Claims against any of the Debtors. Please review the Plans, Joint Disclosure Statement, and Joint Voting Instructions before casting your vote. Please contact your attorney if you have further questions.

Based on the procedures set forth in the Solicitation and Tabulation Procedures, the Balloting Agent’s records indicate that you are the holder of the Claim in the box below:

[Creditor Name]

[Claim Amount]

[Name of Debtor]

PLEASE COMPLETE ITEMS 1 THROUGH 3. YOU MAY VOTE ON ONE, TWO, ALL, OR NONE OF THE PLANS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE COUNTED WITH RESPECT TO ANY OF THE PLANS.

Item 1. Votes. Indicate your vote to accept or reject with respect to each plan. You may vote on any or all of the plans.

<u>Plan</u>	<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Debtors’ Plan	Class 2	<input type="checkbox"/>	<input type="checkbox"/>
Parent’s Plan	Class 2	<input type="checkbox"/>	<input type="checkbox"/>
Harbinger Plan	Class 2	<input type="checkbox"/>	<input type="checkbox"/>

Item 2. Preference Election. Because more than one plan may be confirmable, please indicate your preferences by ranking the Plans below in order of priority according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.

_____ Debtors' Plan
_____ Parent's Plan
_____ Harbinger Plan

Item 3. Creditor Information and Signature. By signing this Ballot, the undersigned acknowledges receipt of the Plans and the Joint Disclosure Statement.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct and that I have authority under applicable law to cast this Ballot.

Name of Creditor: _____
(Print or Type)

Address: _____
Street

Signature: _____

City, State, and Zip Code

Tax ID Number: _____

Date Completed: _____

Item 4. Return Your Ballot. You must return this Ballot to the Balloting Agent at the following address so that it is *physically* received by no later than **4:00 p.m. Central Time on August 5, 2009** (the "Voting Deadline"):

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

In order to have your vote count, you must sign and return the Ballot to the Balloting Agent by the Voting Deadline. You may return your Ballot by mail, hand delivery, or overnight courier. **BALLOTS SENT VIA FACSIMILE OR EMAIL WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS ABOUT THE VOTING PROCEDURES, PLEASE CALL 1-888-727-9235 or 1-972-535-7137.**

EXHIBIT B-3

Ballot for General Unsecured Claims

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

In re: ASARCO LLC, <i>et al.</i>, Debtors.	§ § § § § §	Case No. 05-21207 Chapter 11 Jointly Administered
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Ballot for General Unsecured Claims

**THE DEADLINE FOR RETURNING THIS BALLOT IS
4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009**

All capitalized terms not defined in this Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

This Ballot is for Persons who hold General Unsecured Claims in any of the Plans against any of the Debtors. Please review the Plans, Joint Disclosure Statement, and Joint Voting Instructions before casting your vote. Please contact your attorney if you have further questions.

Based on the procedures set forth in the Solicitation and Tabulation Procedures, the Balloting Agent’s records indicate that you are the holder of the Claim in the box below:

[Creditor Name]

[Claim Amount]

[Name of Debtor]

PLEASE COMPLETE THE APPLICABLE ITEMS. YOU MAY VOTE ON ONE, TWO, ALL, OR NONE OF THE PLANS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE COUNTED WITH RESPECT TO ANY OF THE PLANS.

Item 1. Votes. Indicate your vote to accept or reject with respect to each plan. You may vote on any or all of the plans.

<u>Plan</u>	<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Debtors’ Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>
Parent’s Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>
Harbinger Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>

Item 2. Election of Treatment. By checking this box you agree to reduce the aggregate amount of your Allowed Claim(s) to \$1,000.00 and have it treated under (i) Class 5 of the Debtors’ Plan, (ii) Class 5 of the Parent’s Plan, and/or (iii) Class 5 of the Harbinger Plan. All Claims electing such treatment shall be paid the lesser of the Allowed Amount of the Claim or \$1,000.00. Prior to making this election, please review Article 4.2(c) and (e) of each of the Plans.

I Elect to Be Treated Under Class 5 of the Debtors' Plan	I Elect to Be Treated Under Class 5 of the Parent's Plan	I Elect to Be Treated Under Class 5 of the Harbinger Plan
<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Item 3. Preference Election. Because more than one plan may be confirmable, please indicate your preferences by ranking the Plans below in order of priority according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.

_____ Debtors' Plan
_____ Parent's Plan
_____ Harbinger Plan

Item 4. Creditor Information and Signature. By signing this Ballot, the undersigned acknowledges receipt of the Plans and the Joint Disclosure Statement.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct and that I have authority under applicable law to cast this Ballot.

Name of Creditor: _____ Address: _____
(Print or Type) Street

Signature: _____ City, State, and Zip Code

Tax ID Number: _____ Date Completed: _____

Item 5. Return Your Ballot. You must return this Ballot to the Balloting Agent at the following address so that it is *physically* received by no later than **4:00 p.m. Central Time on August 5, 2009** (the "Voting Deadline"):

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

In order to have your vote count, you must sign and return the Ballot to the Balloting Agent by the Voting Deadline. You may return your Ballot by mail, hand delivery, or overnight courier. **BALLOTS SENT VIA FACSIMILE OR EMAIL WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS ABOUT THE VOTING PROCEDURES, PLEASE CALL 1-888-727-9235 or 1-972-535-7137.**

EXHIBIT B-4

Ballot for Beneficial Owners of \$100,000,000 ASARCO Incorporated 7.875% Debentures due 2013

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

In re: ASARCO LLC, et al., <div style="text-align: center;">Debtors.</div>	§ § § § § §	Case No. 05-21207 Chapter 11 Jointly Administered
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Ballot for Beneficial Owners of \$100,000,000 ASARCO Incorporated 7.875% Debentures due 2013

All capitalized terms not defined in this Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

This Ballot is for beneficial owners of \$100,000,000 ASARCO Incorporated 7.875% Debentures due 2013 issued by ASARCO LLC (“7.875% Debentures”). Please review the Plans, Joint Disclosure Statement, and Joint Voting Instructions before casting your vote. Please contact your attorney if you have further questions.

CUSIP NO.: _____

**THE DEADLINE FOR RETURNING THIS BALLOT IS
4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009**

This Ballot is submitted to you through the broker, bank, dealer, or other agent or nominee through whom you hold your 7.875% Debentures (the “Master Ballot Agent”) to solicit your vote to accept or reject the Plans filed in the above-captioned bankruptcy cases.

To have your vote counted, you must complete, sign, and return this Ballot to the Master Ballot Agent in the enclosed envelope in sufficient time for the Master Ballot Agent to be in the position to submit its Master Ballot by the deadline indicated above.

THIS BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLANS AND INDICATE YOUR PREFERENCE AMONG THE PLANS. HOLDERS SHOULD NOT SURRENDER CERTIFICATES REPRESENTING THE 7.875% DEBENTURES AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR BALLOTING AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 THROUGH 4. YOU MAY VOTE ON ONE, TWO, ALL, OR NONE OF THE PLANS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE COUNTED WITH RESPECT TO ANY OF THE PLANS.

Item 1. Voting Classification and Amount. The undersigned is (are) the beneficial owners(s) of 7.875% Debentures in an account maintained with the Master Ballot Agent (*i.e.*, the broker, bank, dealer, or other agent or nominee) from which the undersigned received this Ballot in the aggregate unpaid principal balance of:

\$ _____	_____	_____
(enter amount)	Name of your Master Ballot Agent	Account Number

Item 2. Votes. Indicate your vote to accept or reject with respect to each plan. You may vote on any or all of the plans.

<u>Plan</u>	<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Debtors' Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>
Parent's Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>
Harbinger Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>

Item 3. Preference Election. Because more than one plan may be confirmable, please indicate your preferences by ranking the Plans below in order of priority according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.

_____ Debtors' Plan
_____ Parent's Plan
_____ Harbinger Plan

Item 4. Acknowledgments. By signing this Ballot, the undersigned acknowledge(s) receipt of the Joint Disclosure Statement and the other applicable solicitation materials and certifies (certify) that the undersigned is (are) the Beneficial Owner(s) of the 7.875% Debentures voted on this Ballot or otherwise has (have) full power and authority to vote to accept or reject the Plans and make the elections as indicated on this Ballot on behalf of the Beneficial Owner(s).

If the Claims voted herein are owned by more than one Beneficial Owner, all such Beneficial Owners must sign below. Please attach additional signature sheets if more than one Beneficial Owner is voting by means of this Ballot.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

_____ Name	_____ Street Address
_____ Social Security or Federal Tax I.D. No.	_____ City, State, Zip Code
_____ Signature	_____ Telephone Number
_____ If by Authorized Agent, Name and Title	_____ Date Completed
_____ Name of Institution	_____ Participant Number

**IF YOU HAVE ANY QUESTIONS ABOUT THE VOTING PROCEDURES,
PLEASE CALL 1-888-727-9235 or 1-972-535-7137.**

EXHIBIT B-5

Ballot for Beneficial Owners of \$150,000,000 ASARCO Incorporated 8.50% Debentures due 2025

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

In re: ASARCO LLC, <i>et al.</i>, Debtors.	§ § § § § §	Case No. 05-21207 Chapter 11 Jointly Administered
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Ballot for Beneficial Owners of \$150,000,000 ASARCO Incorporated 8.50% Debentures due 2025

All capitalized terms not defined in this Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

This Ballot is for beneficial owners of \$150,000,000 ASARCO Incorporated 8.50% Debentures due 2025 issued by ASARCO LLC (“8.50% Debentures”). Please review the Plans, Joint Disclosure Statement, and Joint Voting Instructions before casting your vote. Please contact your attorney if you have further questions.

CUSIP NO.: _____

THE DEADLINE FOR RETURNING THIS BALLOT IS 4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009

This Ballot is submitted to you through the broker, bank, dealer, or other agent or nominee through whom you hold your 8.50% Debentures (the “Master Ballot Agent”) to solicit your vote to accept or reject the Plans filed in the above-captioned bankruptcy cases.

To have your vote counted, you must complete, sign, and return this Ballot to the Master Ballot Agent in the enclosed envelope in sufficient time for the Master Ballot Agent to be in a position to submit its Master Ballot by the deadline indicated above.

THIS BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLANS AND INDICATE YOUR PREFERENCE AMONG THE PLANS. HOLDERS SHOULD NOT SURRENDER CERTIFICATES REPRESENTING THE 8.50% DEBENTURES AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR BALLOTING AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 THROUGH 4. YOU MAY VOTE ON ONE, TWO, ALL, OR NONE OF THE PLANS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE COUNTED WITH RESPECT TO ANY OF THE PLANS.
--

Item 1. Voting Classification and Amount. The undersigned is (are) the beneficial owners(s) of 8.50% Debentures in an account maintained with the Master Ballot Agent (*i.e.*, the broker, bank, dealer, or other agent or nominee) from which the undersigned received this Ballot in the aggregate unpaid principal balance of:

\$ _____ (enter amount)	_____ Name of your Master Ballot Agent	_____ Account Number
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Item 2. Votes. Indicate your vote to accept or reject with respect to each plan. You may vote on any or all of the plans.

<u>Plan</u>	<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Debtors' Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>
Parent's Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>
Harbinger Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>

Item 3. Preference Election. Because more than one plan may be confirmable, please indicate your preferences by ranking the Plans below in order of priority according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.

_____ Debtors' Plan
_____ Parent's Plan
_____ Harbinger Plan

Item 4. Acknowledgments. By signing this Ballot, the undersigned acknowledge(s) receipt of the Joint Disclosure Statement and the other applicable solicitation materials and certifies (certify) that the undersigned is (are) the Beneficial Owner(s) of the 8.50% Debentures voted on this Ballot or otherwise has (have) full power and authority to vote to accept or reject the Plans and make the elections as indicated on this Ballot on behalf of the Beneficial Owner(s).

If the Claims voted herein are owned by more than one Beneficial Owner, all such Beneficial Owners must sign below. Please attach additional signature sheets if more than one Beneficial Owner is voting by means of this Ballot.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

_____ Name	_____ Street Address
_____ Social Security or Federal Tax I.D. No.	_____ City, State, Zip Code
_____ Signature	_____ Telephone Number
_____ If by Authorized Agent, Name and Title	_____ Date Completed
_____ Name of Institution	_____ Participant Number

**IF YOU HAVE ANY QUESTIONS ABOUT THE VOTING PROCEDURES,
PLEASE CALL 1-888-727-9235 or 1-972-535-7137.**

EXHIBIT B-6

Ballot for Beneficial Owners of \$71,900,000 Industrial Development Authority of the County of Gila, Arizona 5.55% Environmental Revenue Refunding Bonds due 2027

**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

**Ballot for Beneficial Owners of \$71,900,000 Industrial Development Authority
of the County of Gila, Arizona 5.55% Environmental Revenue Refunding Bonds due 2027**

All capitalized terms not defined in this Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

This Ballot is for beneficial owners of \$71,900,000 Industrial Development Authority of the County of Gila, Arizona 5.55% Environmental Revenue Refunding Bonds due 2027 issued by ASARCO LLC (“\$71,900,000 Bonds”). Please review the Plans, Joint Disclosure Statement, and Joint Voting Instructions before casting your vote. Please contact your attorney if you have further questions.

CUSIP NO.: _____

THE DEADLINE FOR RETURNING THIS BALLOT IS 4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009

This Ballot is submitted to you through the broker, bank, dealer, or other agent or nominee with whom you hold your \$71,900,000 Bonds (the “Master Ballot Agent”) to solicit your vote to accept or reject the Plans filed in the above-captioned bankruptcy cases.

To have your vote counted, you must complete, sign, and return this Ballot to the Master Ballot Agent in the enclosed envelope in sufficient time for the Master Ballot Agent to be in the position to submit its Master Ballot by the deadline indicated above.

THIS BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLANS. HOLDERS SHOULD NOT SURRENDER CERTIFICATES REPRESENTING THE \$71,900,000 BONDS AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR BALLOTING AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 THROUGH 4. YOU MAY VOTE ON ONE, TWO, ALL, OR NONE OF THE PLANS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE COUNTED WITH RESPECT TO ANY OF THE PLANS.
--

Item 1. Voting Classification and Amount. The undersigned is (are) the beneficial owners(s) of \$71,900,000 Bonds in an account maintained with the Master Ballot Agent (*i.e.*, the broker, bank, dealer, or other agent or nominee) from which the undersigned received this Ballot in the aggregate unpaid principal balance of:

\$ _____	_____	_____
(enter amount)	Name of your Master Ballot Agent	Account Number

Item 2. Votes. Indicate your vote to accept or reject with respect to each plan. You may vote on any or all of the plans.

<u>Plan</u>	<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Debtors' Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>
Parent's Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>
Harbinger Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>

Item 3. Preference Election. Because more than one plan may be confirmable, please indicate your preferences by ranking the Plans below in order of priority according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.

_____ Debtors' Plan
_____ Parent's Plan
_____ Harbinger Plan

Item 4. Acknowledgments. By signing this Ballot, the undersigned acknowledge(s) receipt of the Joint Disclosure Statement and the other applicable solicitation materials and certifies (certify) that the undersigned is (are) the Beneficial Owner(s) of the \$71,900,000 Bonds voted on this Ballot or otherwise has (have) full power and authority to vote to accept or reject the Plans and make the elections as indicated on this Ballot on behalf of the Beneficial Owner(s).

If the Claims voted herein are owned by more than one Beneficial Owner, all such Beneficial Owners must sign below. Please attach additional signature sheets if more than one Beneficial Owner is voting by means of this Ballot.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

_____ Name	_____ Street Address
_____ Social Security or Federal Tax I.D. No.	_____ City, State, Zip Code
_____ Signature	_____ Telephone Number
_____ If by Authorized Agent, Name and Title	_____ Date Completed
_____ Name of Institution	_____ Participant Number

**IF YOU HAVE ANY QUESTIONS ABOUT THE VOTING PROCEDURES,
PLEASE CALL 1-888-727-9235 or 1-972-535-7137.**

EXHIBIT B-7

Ballot for Beneficial Owners of \$33,160,000 Lewis and Clark County, Montana 5.60% Environmental Revenue Refunding Bonds due 2027

**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

**Ballot for Beneficial Owners of \$33,160,000 Lewis and Clark County, Montana
5.60% Environmental Revenue Refunding Bonds due 2027**

All capitalized terms not defined in this Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

This Ballot is for beneficial owners of \$33,160,000 Lewis and Clark County, Montana 5.60% Environmental Revenue Refunding Bonds due 2027 issued by ASARCO LLC (“\$33,160,000 Bonds”). Please review the Plans, Joint Disclosure Statement, and Joint Voting Instructions before casting your vote. Please contact your attorney if you have further questions.

CUSIP NO.: _____

THE DEADLINE FOR RETURNING THIS BALLOT IS 4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009

This Ballot is submitted to you through the broker, bank, dealer, or other agent or nominee with whom you hold your \$33,160,000 Bonds (the “Master Ballot Agent”) to solicit your vote to accept or reject the Plans filed in the above-captioned bankruptcy cases.

To have your vote counted, you must complete, sign, and return this Ballot to the Master Ballot Agent in the enclosed envelope in sufficient time for the Master Ballot Agent to be in the position to submit its Master Ballot by the deadline indicated above.

THIS BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLANS. HOLDERS SHOULD NOT SURRENDER CERTIFICATES REPRESENTING THE \$33,160,000 BONDS AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR BALLOTING AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 THROUGH 4. YOU MAY VOTE ON ONE, TWO, ALL, OR NONE OF THE PLANS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE COUNTED WITH RESPECT TO ANY OF THE PLANS.
--

Item 1. Voting Classification and Amount. The undersigned is (are) the beneficial owners(s) of \$33,160,000 Bonds in an account maintained with the Master Ballot Agent (*i.e.*, the broker, bank, dealer, or other agent or nominee) from which the undersigned received this Ballot in the aggregate unpaid principal balance of:

\$ _____	_____	_____
(enter amount)	Name of your Master Ballot Agent	Account Number

Item 2. Votes. Indicate your vote to accept or reject with respect to each plan. You may vote on any or all of the plans.

<u>Plan</u>	<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Debtors' Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>
Parent's Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>
Harbinger Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>

Item 3. Preference Election. Because more than one plan may be confirmable, please indicate your preferences by ranking the Plans below in order of priority according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.

_____ Debtors' Plan
_____ Parent's Plan
_____ Harbinger Plan

Item 4. Acknowledgments. By signing this Ballot, the undersigned acknowledge(s) receipt of the Joint Disclosure Statement and the other applicable solicitation materials and certifies (certify) that the undersigned is (are) the Beneficial Owner(s) of the \$33,160,000 Bonds voted on this Ballot or otherwise has (have) full power and authority to vote to accept or reject the Plans and make the elections as indicated on this Ballot on behalf of the Beneficial Owner(s).

If the Claims voted herein are owned by more than one Beneficial Owner, all such Beneficial Owners must sign below. Please attach additional signature sheets if more than one Beneficial Owner is voting by means of this Ballot.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

_____ Name	_____ Street Address
_____ Social Security or Federal Tax I.D. No.	_____ City, State, Zip Code
_____ Signature	_____ Telephone Number
_____ If by Authorized Agent, Name and Title	_____ Date Completed
_____ Name of Institution	_____ Participant Number

**IF YOU HAVE ANY QUESTIONS ABOUT THE VOTING PROCEDURES,
PLEASE CALL 1-888-727-9235 or 1-972-535-7137.**

EXHIBIT B-8

Ballot for Beneficial Owners of \$27,740,000 Nueces River Authority 5.60% Environmental Revenue Refunding Bonds due 2027

**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

**Ballot for Beneficial Owners of \$27,740,000 Nueces River Authority
5.60% Environmental Revenue Refunding Bonds due 2027**

All capitalized terms not defined in this Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

This Ballot is for beneficial owners of \$27,740,000 Nueces River Authority 5.60% Environmental Revenue Refunding Bonds due 2027 issued by ASARCO LLC (“\$27,740,000 Bonds”). Please review the Plans, Joint Disclosure Statement, and Joint Voting Instructions before casting your vote. Please contact your attorney if you have further questions.

CUSIP NO.: _____

THE DEADLINE FOR RETURNING THIS BALLOT IS 4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009

This Ballot is submitted to you through the broker, bank, dealer, or other agent or nominee with whom you hold your \$27,740,000 Bonds (the “Master Ballot Agent”) to solicit your vote to accept or reject the Plans filed in the above-captioned bankruptcy cases.

To have your vote counted, you must complete, sign, and return this Ballot to the Master Ballot Agent in the enclosed envelope in sufficient time for the Master Ballot Agent to be in the position to submit its Master Ballot by the deadline indicated above.

THIS BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR PLANS. HOLDERS SHOULD NOT SURRENDER CERTIFICATES REPRESENTING THE \$27,740,000 BONDS AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR BALLOTING AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 THROUGH 4. YOU MAY VOTE ON ONE, TWO, ALL, OR NONE OF THE PLANS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE COUNTED WITH RESPECT TO ANY OF THE PLANS.
--

Item 1. Voting Classification and Amount. The undersigned is (are) the beneficial owners(s) of \$27,740,000 Bonds in an account maintained with the Master Ballot Agent (*i.e.*, the broker, bank, dealer, or other agent or nominee) from which the undersigned received this Ballot in the aggregate unpaid principal balance of:

\$ _____	_____	_____
(enter amount)	Name of your Master Ballot Agent	Account Number

Item 2. Votes. Indicate your vote to accept or reject with respect to each plan. You may vote on any or all of the plans.

<u>Plan</u>	<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Debtors' Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>
Parent's Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>
Harbinger Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>

Item 3. Preference Election. Because more than one plan may be confirmable, please indicate your preferences by ranking the Plans below in order of priority according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.

_____ Debtors' Plan
_____ Parent's Plan
_____ Harbinger Plan

Item 4. Acknowledgments. By signing this Ballot, the undersigned acknowledge(s) receipt of the Joint Disclosure Statement and the other applicable solicitation materials and certifies (certify) that the undersigned is (are) the Beneficial Owner(s) of the \$27,740,000 Bonds voted on this Ballot or otherwise has (have) full power and authority to vote to accept or reject the Plans and make the elections as indicated on this Ballot on behalf of the Beneficial Owner(s).

If the Claims voted herein are owned by more than one Beneficial Owner, all such Beneficial Owners must sign below. Please attach additional signature sheets if more than one Beneficial Owner is voting by means of this Ballot.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

_____ Name	_____ Street Address
_____ Social Security or Federal Tax I.D. No.	_____ City, State, Zip Code
_____ Signature	_____ Telephone Number
_____ If by Authorized Agent, Name and Title	_____ Date Completed
_____ Name of Institution	_____ Participant Number

**IF YOU HAVE ANY QUESTIONS ABOUT THE VOTING PROCEDURES,
PLEASE CALL 1-888-727-9235 or 1-972-535-7137.**

EXHIBIT B-9

**Ballot for Beneficial Owners of \$34,800,000
Lewis & Clark County, Montana 5.85%
Environmental Facilities Revenue Bonds due 2033**

**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

**Ballot for Beneficial Owners of \$34,800,000 Lewis & Clark County, Montana
5.85% Environmental Facilities Revenue Bonds due 2033**

All capitalized terms not defined in this Ballot are defined in the "Solicitation and Tabulation Procedures" enclosed herewith in the Solicitation Package.

This Ballot is for beneficial owners of \$34,800,000 Lewis & Clark County, Montana 5.85% Environmental Facilities Revenue Bonds due 2033 issued by ASARCO LLC ("\$34,800,000 Bonds"). Please review the Plans, Joint Disclosure Statement, and Joint Voting Instructions before casting your vote. Please contact your attorney if you have further questions.

CUSIP NO.: _____

THE DEADLINE FOR RETURNING THIS BALLOT IS 4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009

This Ballot is submitted to you through the broker, bank, dealer, or other agent or nominee with whom you hold your \$34,800,000 Bonds (the "Master Ballot Agent") to solicit your vote to accept or reject the Plans filed in the above-captioned bankruptcy cases.

To have your vote counted, you must complete, sign, and return this Ballot to the Master Ballot Agent in the enclosed envelope in sufficient time for the Master Ballot Agent to be in the position to submit its Master Ballot by the deadline indicated above.

THIS BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLANS. HOLDERS SHOULD NOT SURRENDER CERTIFICATES REPRESENTING THE \$34,800,000 BONDS AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR BALLOTING AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 THROUGH 4. YOU MAY VOTE ON ONE, TWO, ALL, OR NONE OF THE PLANS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE COUNTED WITH RESPECT TO ANY OF THE PLANS.
--

Item 1. Voting Classification and Amount. The undersigned is (are) the beneficial owners(s) of \$34,800,000 Bonds in an account maintained with the Master Ballot Agent (*i.e.*, the broker, bank, dealer, or other agent or nominee) from which the undersigned received this Ballot in the aggregate unpaid principal balance of:

\$ _____	_____	_____
(enter amount)	Name of your Master Ballot Agent	Account Number

Item 2. Votes. Indicate your vote to accept or reject with respect to each plan. You may vote on any or all of the plans.

<u>Plan</u>	<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Debtors' Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>
Parent's Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>
Harbinger Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>

Item 3. Preference Election. Because more than one plan may be confirmable, please indicate your preferences by ranking the Plans below in order of priority according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.

_____ Debtors' Plan
_____ Parent's Plan
_____ Harbinger Plan

Item 4. Acknowledgments. By signing this Ballot, the undersigned acknowledge(s) receipt of the Joint Disclosure Statement and the other applicable solicitation materials and certifies (certify) that the undersigned is (are) the Beneficial Owner(s) of the \$34,800,000 Bonds voted on this Ballot or otherwise has (have) full power and authority to vote to accept or reject the Plans and make the elections as indicated on this Ballot on behalf of the Beneficial Owner(s).

If the Claims voted herein are owned by more than one Beneficial Owner, all such Beneficial Owners must sign below. Please attach additional signature sheets if more than one Beneficial Owner is voting by means of this Ballot.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

_____ Name	_____ Street Address
_____ Social Security or Federal Tax I.D. No.	_____ City, State, Zip Code
_____ Signature	_____ Telephone Number
_____ If by Authorized Agent, Name and Title	_____ Date Completed
_____ Name of Institution	_____ Participant Number

**IF YOU HAVE ANY QUESTIONS ABOUT THE VOTING PROCEDURES,
PLEASE CALL 1-888-727-9235 or 1-972-535-7137.**

EXHIBIT B-10

Ballot for Beneficial Owners of \$22,200,000 Nueces River Authority 5.60% Environmental Revenue Refunding Bonds due 2018

**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

**Ballot for Beneficial Owners of \$22,200,000 Nueces River Authority
5.60% Environmental Revenue Refunding Bonds due 2018**

All capitalized terms not defined in this Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

This Ballot is for beneficial owners of \$22,200,000 Nueces River Authority 5.60% Environmental Revenue Refunding Bonds due 2018 issued by ASARCO LLC (“\$22,200,000 Bonds”). Please review the Plans, Joint Disclosure Statement, and Joint Voting Instructions before casting your vote. Please contact your attorney if you have further questions.

CUSIP NO.: _____

THE DEADLINE FOR RETURNING THIS BALLOT IS 4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009

This Ballot is submitted to you through the broker, bank, dealer, or other agent or nominee with whom you hold your \$22,200,000 Bonds (the “Master Ballot Agent”) to solicit your vote to accept or reject the Plans filed in the above-captioned bankruptcy cases.

To have your vote counted, you must complete, sign, and return this Ballot to the Master Ballot Agent in the enclosed envelope in sufficient time for the Master Ballot Agent to be in the position to submit its Master Ballot by the deadline indicated above.

THIS BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLANS. HOLDERS SHOULD NOT SURRENDER CERTIFICATES REPRESENTING THE \$22,200,000 BONDS AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR BALLOTING AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

PLEASE READ THE ATTACHED VOTING INFORMATION AND INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

PLEASE COMPLETE ITEMS 1 THROUGH 4. YOU MAY VOTE ON ONE, TWO, ALL, OR NONE OF THE PLANS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE COUNTED WITH RESPECT TO ANY OF THE PLANS.
--

Item 1. Voting Classification and Amount. The undersigned is (are) the beneficial owners(s) of \$22,200,000 Bonds in an account maintained with the Master Ballot Agent (*i.e.*, the broker, bank, dealer, or other agent or nominee) from which the undersigned received this Ballot in the aggregate unpaid principal balance of:

\$ _____	_____	_____
(enter amount)	Name of your Master Ballot Agent	Account Number

Item 2. Votes. Indicate your vote to accept or reject with respect to each plan. You may vote on any or all of the plans.

<u>Plan</u>	<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Debtors' Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>
Parent's Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>
Harbinger Plan	Class 3	<input type="checkbox"/>	<input type="checkbox"/>

Item 3. Preference Election. Because more than one plan may be confirmable, please indicate your preferences by ranking the Plans below in order of priority according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.

_____ Debtors' Plan
_____ Parent's Plan
_____ Harbinger Plan

Item 4. Acknowledgments. By signing this Ballot, the undersigned acknowledge(s) receipt of the Joint Disclosure Statement and the other applicable solicitation materials and certifies (certify) that the undersigned is (are) the Beneficial Owner(s) of the \$22,200,000 Bonds voted on this Ballot or otherwise has (have) full power and authority to vote to accept or reject the Plans and make the elections as indicated on this Ballot on behalf of the Beneficial Owner(s).

If the Claims voted herein are owned by more than one Beneficial Owner, all such Beneficial Owners must sign below. Please attach additional signature sheets if more than one Beneficial Owner is voting by means of this Ballot.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct.

_____ Name	_____ Street Address
_____ Social Security or Federal Tax I.D. No.	_____ City, State, Zip Code
_____ Signature	_____ Telephone Number
_____ If by Authorized Agent, Name and Title	_____ Date Completed
_____ Name of Institution	_____ Participant Number

**IF YOU HAVE ANY QUESTIONS ABOUT THE VOTING PROCEDURES,
PLEASE CALL 1-888-727-9235 or 1-972-535-7137.**

EXHIBIT B-11

Ballot for Unsecured Asbestos Personal Injury Claims

**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
_____	§	

Ballot for Individuals Voting Asbestos Personal Injury Claims

All capitalized terms not defined in this Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

YOUR COUNSEL MAY FILE A “MASTER BALLOT” ON BEHALF OF ALL HIS OR HER CLIENTS WITH CLAIMS AGAINST ANY DEBTOR. IF YOU ARE AN INDIVIDUAL AND INTEND FOR YOUR COUNSEL TO VOTE YOUR CLAIM ON A MASTER BALLOT, THEN PLEASE ARRANGE WITH YOUR COUNSEL TO VOTE ON THE PLANS ON YOUR BEHALF WELL IN ADVANCE OF THE VOTING DEADLINE (AS DEFINED BELOW) SO THAT YOUR VOTE MAY BE INCLUDED ON SUCH COUNSEL’S MASTER BALLOT. IF YOU ARE AN INDIVIDUAL AND INTEND TO VOTE DIRECTLY OR IF YOUR CLAIM IS NOT INCLUDED ON YOUR COUNSEL’S MASTER BALLOT, THEN IN ORDER FOR YOUR VOTE TO BE COUNTED, YOU MUST PROPERLY COMPLETE, SIGN, AND RETURN THIS BALLOT SO THAT IT IS RECEIVED BY THE BALLOTING AGENT, BEFORE 4:00 P.M., PREVAILING CENTRAL TIME, ON AUGUST 5, 2009 (THE “VOTING DEADLINE”), AT THE FOLLOWING ADDRESS:

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

You may return your Ballot by mail, hand delivery, or overnight courier. **BALLOTS SENT VIA FACSIMILE OR EMAIL WILL NOT BE COUNTED.**

This Ballot is for Persons who hold Asbestos Personal Injury Claims to vote on the Plans and, should the creditor vote on more than one plan, express their preference among the Plans. Please review the Plans, Joint Disclosure Statement, any recommendation letters enclosed in the Solicitation Package, and the enclosed Voting Instructions before casting your vote.

[Creditor Name]

PLEASE COMPLETE ITEMS 1 THROUGH 6. YOU MAY VOTE ON ONE, TWO, ALL, OR NONE OF THE PLANS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE COUNTED WITH RESPECT TO ANY OF THE PLANS.

IMPORTANT NOTICE REGARDING THE DEBTORS' PLAN: IF THE DEBTORS' PLAN IS CONFIRMED AND BECOMES EFFECTIVE AND THE DEBTORS' PLAN IS ACCEPTED BY AT LEAST 75% IN NUMBER OF THE HOLDERS OF ASBESTOS PERSONAL INJURY CLAIMS ACTUALLY VOTING ON THE DEBTORS' PLAN AND BY THE FUTURE CLAIMS REPRESENTATIVE, IT WILL PERMANENTLY ENJOIN AND BAR YOU FROM PURSUING ANY ASBESTOS PERSONAL INJURY CLAIMS AGAINST ANY OF THE ASARCO PROTECTED PARTIES (AS DEFINED IN THE DEBTORS' PLAN). A VOTE FOR THE DEBTORS' PLAN IS A VOTE FOR THE IMPOSITION OF A SECTION 524(g) CHANNELING INJUNCTION IN EXCHANGE FOR THE TREATMENT OF THE CLAIM UNDER THE DEBTORS' PLAN.

IMPORTANT NOTICE REGARDING THE PARENT'S PLAN: IF THE PARENT'S PLAN IS CONFIRMED AND BECOMES EFFECTIVE AND THE PARENT'S PLAN IS ACCEPTED BY AT LEAST 75% IN NUMBER OF THE HOLDERS OF ASBESTOS PERSONAL INJURY CLAIMS ACTUALLY VOTING ON THE PARENT'S PLAN AND BY THE FUTURE CLAIMS REPRESENTATIVE, IT WILL PERMANENTLY ENJOIN AND BAR YOU FROM PURSUING ANY ASBESTOS PERSONAL INJURY CLAIMS AGAINST ANY OF THE ASARCO PROTECTED PARTIES (AS DEFINED IN THE PARENT'S PLAN). A VOTE FOR THE PARENT'S PLAN IS A VOTE FOR THE IMPOSITION OF A SECTION 524(g) CHANNELING INJUNCTION IN EXCHANGE FOR THE TREATMENT OF THE CLAIM UNDER THE PARENT'S PLAN.

IMPORTANT NOTICE REGARDING THE HARBINGER PLAN: IF THE HARBINGER PLAN IS CONFIRMED AND BECOMES EFFECTIVE, IT WILL PERMANENTLY ENJOIN AND BAR YOU FROM PURSUING ANY ASBESTOS PERSONAL INJURY CLAIMS AGAINST ANY OF THE ASARCO PROTECTED PARTIES (AS DEFINED IN THE HARBINGER PLAN) WHETHER OR NOT YOU VOTE FOR THE PLAN. THE INJUNCTION WILL ALSO CHANNEL ASBESTOS PERSONAL INJURY CLAIMS RELATING TO THE DEBTORS' HISTORICAL ACTIVITIES THAT ARISE AFTER THE CONFIRMATION DATE INTO THE ASBESTOS CLAIMS LIQUIDATION TRUST SO LONG AS THE TRUST HAS ASSETS AVAILABLE TO SATISFY SUCH CLAIMS. A VOTE FOR THE HARBINGER PLAN IS A VOTE FOR A CHANNELING INJUNCTION IN EXCHANGE FOR THE TREATMENT OF THE CLAIM UNDER THE HARBINGER PLAN.

Item 1. Check the box(es) that list the Debtor(s) against which you have asserted a claim. Check all boxes that apply but only those boxes that apply. If you select the "Other" box, you must fill-in the blank with the name(s) of the Debtor(s) against whom you assert a claim.

☐ ASARCO LLC

☐ CAPCO Pipe Company, Inc. or Cement Asbestos Products Company

☐ Lac d'Amiante du Québec Ltée or Lake Asbestos of Quebec, Ltd. or LAQ Canada, Ltd.

☐ Other: _____

Item 2. If you are the holder of an Asbestos Personal Injury Claim that was settled before commencement of the Bankruptcy Cases, fill in your claim amount in the space provided below. If you are the holder of an unsettled Asbestos Personal Injury Claim, skip to Item 3.

Settled Claim Amount \$ _____

Item 3. If you are the holder of an unsettled Asbestos Personal Injury Claim, complete this item. To complete the chart below, first determine into which disease category your Asbestos Personal Injury Claim falls. If your Claim falls into more than one disease category, designate only the most serious disease category that applies. If you are uncertain which disease category applies, consult with an attorney.

BASIS OF CLAIM. For purposes of voting to accept or reject the Plans, indicate whether your Claim is based on one of the following diseases. Please check the appropriate basis for your claim. **Check one box only.**

- ☐ The basis for the claim is **MESOTHELIOMA**.
- ☐ The basis for the claim is **LUNG CANCER 1**.
- ☐ The basis for the claim is **LUNG CANCER 2**.
- ☐ The basis for the claim is **OTHER CANCER**.
- ☐ The basis for the claim is **SEVERE ASBESTOSIS**.
- ☐ The basis for the claim is **NONMALIGNANT ASBESTOS DISEASE (LEVEL III)**.
- ☐ The basis for the claim is **NONMALIGNANT ASBESTOS DISEASE (LEVEL II)**.
- ☐ The basis for the claim is **OTHER ASBESTOS CLAIM**.

Item 4. Votes. Indicate your vote to accept or reject with respect to each plan. You may vote on any or all of the plans.

<u>Plan</u>	<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Debtors' Plan	Class 4	<input type="checkbox"/>	<input type="checkbox"/>
Parent's Plan	Class 4	<input type="checkbox"/>	<input type="checkbox"/>
Harbinger Plan	Class 4	<input type="checkbox"/>	<input type="checkbox"/>

Item 5. Preference Election. Because more than one plan may be confirmable, please indicate your preferences by ranking the Plans below in order of priority according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.

_____ Debtors' Plan
_____ Parent's Plan
_____ Harbinger Plan

Item 6. Creditor Information and Signature. By signing this Ballot, the undersigned acknowledges receipt of the Plans and the Joint Disclosure Statement.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct and that I have authority under applicable law to cast this Ballot.

Name of Creditor: _____
(Print or Type)

Address: _____
Street

Signature: _____

City, State, and Zip Code

Last four digits of
Social Security Number: _____

Date Completed: _____

**VOTING INSTRUCTIONS FOR COMPLETING THE BALLOT
FOR INDIVIDUAL HOLDERS OF ASBESTOS PERSONAL INJURY CLAIMS**

PLAN CONFIRMATION. Three separate plan proponents have each proposed a plan for reorganizing one or all of the Debtors.¹ The three plan proponents and their plans are: (1) “*Sixth Amended Joint Plan of Reorganization for the Debtors Under Chapter 11 of the United States Bankruptcy Code, as Modified*” (the “Debtors’ Plan”) proposed by the Debtors; (2) “*ASARCO Incorporated and Americas Mining Corporation’s Modified Fifth Amended Plan of Reorganization for the Debtors under Chapter 11 of the United States Bankruptcy Code*” (the “Parent’s Plan”) proposed by Americas Mining Corporation and ASARCO Incorporated (together, the “Parent”); and (3) “*First Amended Chapter 11 Plan Filed by Harbinger Capital Partners Master Fund I, Ltd.*” (the “Harbinger Plan”) proposed by Harbinger Capital Partners Master Fund I, Ltd. (“Harbinger”). The Debtors’ Plan, the Parent’s Plan, and the Harbinger Plan are referred to collectively herein as the “Plans.”

Only one plan can be confirmed by the Bankruptcy Court. If more than one plan meets the requisites for confirmation, the Bankruptcy Court shall consider the preferences of creditors and equity security holders in determining which plan to confirm. The Bankruptcy Court may confirm a plan if, among other things, it has been accepted by creditors holding claims totaling at least two-thirds in amount and more than one-half in number of all claims in each class voting on the plan. A section 524(g) channeling injunction may be issued and a trust in connection with such injunction may be established if, among other requirements, the class of asbestos claimants whose claims are to be addressed by the trust votes, by at least 75 percent of those voting, in favor of the plan. Even if all classes do not accept the plan, the Bankruptcy Court may confirm the plan if the treatment afforded the class or classes rejecting the plan satisfies the Bankruptcy Code section 1129(b) standard for nonconsensual confirmation. **If the Bankruptcy Court confirms a Plan, that Plan will be binding on you.**

VOTING PROCEDURE. IF YOUR CLAIM IS NOT INCLUDED IN AN ASBESTOS PERSONAL INJURY CLAIM MASTER BALLOT SUBMITTED BY YOUR COUNSEL, YOU MUST RETURN THIS BALLOT DIRECTLY TO THE BALLOTING AGENT. ALTERNATIVELY, IF YOUR CLAIM IS INCLUDED IN A MASTER BALLOT SUBMITTED BY YOUR COUNSEL, YOU NEED NOT RETURN THIS BALLOT. IF YOU DO NOT KNOW IF YOUR CLAIM WILL BE INCLUDED IN YOUR COUNSEL’S MASTER BALLOT, PLEASE CONTACT YOUR COUNSEL.

THE ENCLOSED BALLOT ALLOWS YOU TO VOTE ON THE PLANS. If you hold an Asbestos Personal Injury Claim and wish to vote to accept or reject the Debtors’ Plan, the Parent’s Plan, and/or the Harbinger Plan, directly, rather than through your counsel, you must sign the Ballot(s) provided to you and return such Ballot(s) to the Balloting Agent by first class mail, hand delivery, or overnight courier.

FOR YOUR VOTE TO BE COUNTED AS VOTING FOR OR AGAINST THE PLANS, YOU MUST FULLY COMPLETE YOUR BALLOT, INDICATE EITHER ACCEPTANCE OR REJECTION IN THE APPROPRIATE SPACES AND SIGN AND RETURN SUCH BALLOT(S) TO:

ASARCO BALLOTING
c/o ALIXPARTNERS, LLP
2100 MCKINNEY AVENUE, SUITE 800
DALLAS, TX 75201

SO THAT THE BALLOT(S) ARE RECEIVED NO LATER THAN 4:00 P.M. CENTRAL TIME ON AUGUST 5, 2009 (THE “VOTING DEADLINE”). BALLOTS RECEIVED LATE WILL NOT BE COUNTED, UNLESS OTHERWISE ORDERED BY THE BANKRUPTCY COURT. A PRE-ADDRESSED, POSTAGE-STAMPED ENVELOPE HAS BEEN PROVIDED FOR YOUR CONVENIENCE. BALLOTS SENT VIA FACSIMILE OR EMAIL WILL NOT BE COUNTED, EXCEPT AS ORDERED BY THE COURT.

¹ Capitalized terms not defined herein are defined in the “Solicitation and Tabulation Procedures” enclosed in this solicitation package.

Except as otherwise set forth in the Ballot, if a Ballot is not completed in its entirety so that all the required information and signatures are provided, the Ballot will not be counted unless the Bankruptcy Court orders otherwise. If more than one Ballot is received from you for the same Claim, the last dated Ballot received prior to the Voting Deadline will be counted.

DISCLAIMER. Before casting your vote, you should review the enclosed Plans and Joint Disclosure Statement, which the Bankruptcy Court has approved for distribution. You may wish to seek legal or other advice concerning the Plans and the classification and treatment of your Claim under the Plans. If you do not have the Plans and the Joint Disclosure Statement, you may obtain copies from the Balloting Agent.

BALLOT DOES NOT CONSTITUTE A CLAIM. Submission of a Ballot does not constitute a proof of claim, an amendment to a proof of claim or a waiver of any bar date, or deadline to file a proof of claim. If you have filed a proof of claim and this Ballot is inconsistent with any information listed on the proof of claim form, the proof of claim form will control. **THE FAILURE TO NAME A DEBTOR ON THE BALLOT DOES NOT PREJUDICE ANY CLAIM THAT MAY BE ASSERTED AGAINST THAT DEBTOR. THE BALLOT WILL BE USED ONLY TO DETERMINE THE VOTE ON THE PLANS IN CONNECTION WITH THE CONFIRMATION PROCESS.** Do not enclose any correspondence, securities, instruments, invoices, or other documents with a Ballot.

OBTAINING DOCUMENTS. The Plans and Joint Disclosure Statement are provided to you in CD-ROM format. If you would like hard copies of these documents, you may make a request to the Balloting Agent by writing to **ASARCO BALLOTING, c/o ALIXPARTNERS, LLP, 2100 MCKINNEY AVENUE, SUITE 800, DALLAS, TEXAS 75201, calling 1-888-727-9235 or 1-972-535-7137, or emailing CMS_Noticing@alixpartners.com** (reference "ASARCO" in subject line). If your Ballot is damaged, or if you have any questions about the voting procedures, you should contact the Balloting Agent. **YOU MAY ALSO OBTAIN ADDITIONAL INFORMATION ON WWW.ASARCOREORG.COM.**

INSTRUCTIONS FOR COMPLETING ITEMS 1 THROUGH 6 ON THE BALLOT
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INSTRUCTIONS FOR COMPLETING ITEM 1. In Item 1, check the box or boxes that list the Debtor(s) that you assert a claim(s) against. Check all boxes that apply. If you select the "Other" box, you *must* fill-in the blank with the name of Debtor(s) that you assert a claim against. **The failure to name a Debtor does not prejudice any claim that may be asserted against that Debtor. The Ballot will be used only to determine the vote on the Plans in connection with the confirmation process.**

INSTRUCTIONS FOR COMPLETING ITEM 2. If you are the holder of a settled Asbestos Personal Injury Claim, fill in the amount for which you have settled your claim in the space provided in Item 2. If you are the holder of an unsettled Asbestos Personal Injury Claim, skip to Item 3.

INSTRUCTIONS FOR COMPLETING ITEM 3. Item 3 of the Ballot requires that you indicate the disease category applicable to your Claim. Please refer to the Debtors' Asbestos TDP (which is attached as Exhibit 1 to Plan Exhibit 6 of the Debtors' Plan) for a description of the disease categories. Each holder of a Claim in a particular disease category is assigned a scheduled value pertaining to that category for purposes of voting on the Plans. If you are uncertain which disease category applies, consult with an attorney. Below is a chart reflecting the values assigned to the disease categories:

Mesothelioma (Level VIII)	\$170,000
Lung Cancer 1 (Level VII)	\$60,000
Lung Cancer 2 (Level VI)	\$15,000

Other Cancer (Level V)	\$20,000
Severe Asbestosis (Level IV)	\$50,000
Nonmalignant Asbestos Disease (Level III)	\$7,500
Nonmalignant Asbestos Disease (Level II)	\$3,000
Other Asbestos Disease – Cash Discount Payment (Level I)	\$400

INSTRUCTIONS FOR COMPLETING ITEM 4. Item 4 of the Ballot allows you to indicate whether you accept or reject the Plans. You have a single vote for the Debtors' Plan, a single vote for the Parent's Plan, and a single vote for the Harbinger Plan. Accordingly, you may accept and/or reject one, two, all, or none of the Plans. You may not partially accept or partially reject any of the Plans.

INSTRUCTIONS FOR COMPLETING ITEM 5. In Item 5, indicate your order of preference as among the Debtors' Plan, the Parent's Plan, and the Harbinger Plan. If you do not indicate your preference among the Plans, you will be presumed to have no preference among the Plans.

INSTRUCTIONS FOR COMPLETING ITEM 6. Item 6 of the Ballot requires you to certify your vote. Please note that your certification is provided under penalty of perjury, pursuant to 28 U.S.C. § 1746.

EXHIBIT B-12

Ballot for Convenience Claims

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

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

**THE DEADLINE FOR RETURNING THIS BALLOT IS
4:00 P.M., CENTRAL TIME, AUGUST 5, 2009**

All capitalized terms not defined in this Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

This Ballot is for Persons who hold Convenience Claims against any of the Debtors. Please review the Plans, Joint Disclosure Statement, and Joint Voting Instructions before casting your vote. Please contact your attorney if you have further questions.

Based on the procedures set forth in the Solicitation and Tabulation Procedures, the Balloting Agent’s records indicate that you are the holder of the Claim in the box below:

[Creditor Name]

[Claim Amount]

[Name of Debtor]

PLEASE COMPLETE ITEMS 1 THROUGH 4. YOU MAY VOTE ON ONE, TWO, ALL, OR NONE OF THE PLANS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE COUNTED WITH RESPECT TO ANY OF THE PLANS.

Item 1. Votes. Indicate your vote to accept or reject with respect to each plan. You may vote on any or all of the plans.

<u>Plan</u>	<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Debtors’ Plan	Class 5	<input type="checkbox"/>	<input type="checkbox"/>
Parent’s Plan	Class 5	<input type="checkbox"/>	<input type="checkbox"/>
Harbinger Plan	Class 5	<input type="checkbox"/>	<input type="checkbox"/>

Item 2. Preference Election. Because more than one plan may be confirmable, please indicate your preferences by ranking the Plans below in order of priority according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.

_____ Debtors' Plan
_____ Parent's Plan
_____ Harbinger Plan

Item 3. Creditor Information and Signature. By signing this Ballot, the undersigned acknowledges receipt of the Plans and the Joint Disclosure Statement.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct and that I have authority under applicable law to cast this Ballot.

Name of Creditor: _____
(Print or Type)

Address: _____
Street

Signature: _____

City, State, and Zip Code

Tax ID Number: _____

Date Completed: _____

Item 4. Return Your Ballot. You must return this Ballot to the Balloting Agent at the following address so that it is *physically* received by no later than **4:00 p.m. Central Time on August 5, 2009** (the "Voting Deadline"):

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

In order to have your vote count, you must sign and return the Ballot to the Balloting Agent by the Voting Deadline. You may return your Ballot by mail, hand delivery, or overnight courier. **BALLOTS SENT VIA FACSIMILE OR EMAIL WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS ABOUT THE VOTING PROCEDURES, PLEASE CALL 1-888-727-9235 or 1-972-535-7137.**

EXHIBIT B-13

Ballot for Late-Filed Claims

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

In re: ASARCO LLC, <i>et al.</i>, Debtors.	§ § § § § §	Case No. 05-21207 Chapter 11 Jointly Administered
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Ballot for Late-Filed Claims

**THE DEADLINE FOR RETURNING THIS BALLOT IS
4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009**

All capitalized terms not defined in this Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

This Ballot is for Persons who hold Late-Filed Claims against any of the Debtors. Please review the Plans, Joint Disclosure Statement, and Joint Voting Instructions before casting your vote. Please contact your attorney if you have further questions.

Based on the procedures set forth in the Solicitation and Tabulation Procedures, the Balloting Agent’s records indicate that you are the holder of the Claim in the box below:

[Creditor Name]

[Claim Amount]

[Name of Debtor]

PLEASE COMPLETE ITEMS 1 THROUGH 4. YOU MAY VOTE ON ONE, TWO, ALL, OR NONE OF THE PLANS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE COUNTED WITH RESPECT TO ANY OF THE PLANS.

Item 1. Votes. Indicate your vote to accept or reject with respect to each plan. You may vote on any or all of the plans.

<u>Plan</u>	<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Debtors’ Plan	Class 6	<input type="checkbox"/>	<input type="checkbox"/>
Parent’s Plan	Class 7	<input type="checkbox"/>	<input type="checkbox"/>
Harbinger Plan	Class 6	<input type="checkbox"/>	<input type="checkbox"/>

Item 2. Preference Election. Because more than one plan may be confirmable, please indicate your preferences by ranking the Plans below in order of priority according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.

_____ Debtors' Plan
_____ Parent's Plan
_____ Harbinger Plan

Item 3. Creditor Information and Signature. By signing this Ballot, the undersigned acknowledges receipt of the Plans and the Joint Disclosure Statement.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct and that I have authority under applicable law to cast this Ballot.

Name of Creditor: _____
(Print or Type)

Address: _____
Street

Signature: _____

City, State, and Zip Code

Tax ID Number: _____

Date Completed: _____

Item 4. Return Your Ballot. You must return this Ballot to the Balloting Agent at the following address so that it is *physically* received by no later than **4:00 p.m. Central Time on August 5, 2009** (the "Voting Deadline"):

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

In order to have your vote count, you must sign and return the Ballot to the Balloting Agent by the Voting Deadline. You may return your Ballot by mail, hand delivery, or overnight courier. **BALLOTS SENT VIA FACSIMILE OR EMAIL WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS ABOUT THE VOTING PROCEDURES, PLEASE CALL 1-888-727-9235 or 1-972-535-7137.**

EXHIBIT B-14

Ballot for Subordinated Claims

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

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

**THE DEADLINE FOR RETURNING THIS BALLOT IS
4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009**

All capitalized terms not defined in this Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

This Ballot is for Persons who hold Subordinated Claims against any of the Debtors. Please review the Plans, Joint Disclosure Statement, and Joint Voting Instructions before casting your vote. Please contact your attorney if you have further questions.

Based on the procedures set forth in the Solicitation and Tabulation Procedures, the Balloting Agent’s records indicate that you are the holder of the Claim in the box below:

[Creditor Name]

[Claim Amount]

[Name of Debtor]

PLEASE COMPLETE ITEMS 1 THROUGH 4. YOU MAY VOTE ON ONE, TWO, ALL, OR NONE OF THE PLANS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE COUNTED WITH RESPECT TO ANY OF THE PLANS.

Item 1. Votes. Indicate your vote to accept or reject with respect to each plan. You may vote on any or all of the plans.

<u>Plan</u>	<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Debtors’ Plan	Class 7	<input type="checkbox"/>	<input type="checkbox"/>
Parent’s Plan	Class 8	<input type="checkbox"/>	<input type="checkbox"/>
Harbinger Plan	Class 7	<input type="checkbox"/>	<input type="checkbox"/>

Item 2. Preference Election. Because more than one plan may be confirmable, please indicate your preferences by ranking the Plans below in order of priority according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.

_____ Debtors' Plan
_____ Parent's Plan
_____ Harbinger Plan

Item 3. Creditor Information and Signature. By signing this Ballot, the undersigned acknowledges receipt of the Plans and the Joint Disclosure Statement.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct and that I have authority under applicable law to cast this Ballot.

Name of Creditor: _____
(Print or Type)

Address: _____
Street

Signature: _____

City, State, and Zip Code

Tax ID Number: _____

Date Completed: _____

Item 4. Return Your Ballot. You must return this Ballot to the Balloting Agent at the following address so that it is *physically* received by no later than **4:00 p.m. Central Time on August 5, 2009** (the "Voting Deadline"):

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

In order to have your vote count, you must sign and return the Ballot to the Balloting Agent by the Voting Deadline. You may return your Ballot by mail, hand delivery, or overnight courier. **BALLOTS SENT VIA FACSIMILE OR EMAIL WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS ABOUT THE VOTING PROCEDURES, PLEASE CALL 1-888-727-9235 or 1-972-535-7137.**

EXHIBIT B-15

Ballot for Interests in ASARCO

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

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

**THE DEADLINE FOR RETURNING THIS BALLOT IS
4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009**

All capitalized terms not defined in this Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

This Ballot is for Persons who hold Interests in ASARCO. Please review the Plans, Joint Disclosure Statement, and Joint Voting Instructions before casting your vote. Please contact your attorney if you have further questions.

Based on the procedures set forth in the Solicitation and Tabulation Procedures, the Balloting Agent’s records indicate that you are the holder of the Interest in the box below:

[Interest Holder Name]

[Name of Debtor]

PLEASE COMPLETE ITEMS 1 THROUGH 4. YOU MAY VOTE ON ONE, TWO, ALL, OR NONE OF THE PLANS. IF THIS BALLOT IS NOT SIGNED ON THE APPROPRIATE LINES BELOW, THIS BALLOT WILL NOT BE COUNTED WITH RESPECT TO ANY OF THE PLANS.

Item 1. Votes. Indicate your vote to accept or reject with respect to each plan. You may vote on any or all of the plans.

<u>Plan</u>	<u>Class Treatment</u>	<u>Accept</u>	<u>Reject</u>
Debtors’ Plan	Class 8	<input type="checkbox"/>	<input type="checkbox"/>
Parent’s Plan	Class 9	<input type="checkbox"/>	<input type="checkbox"/>
Harbinger Plan	Class 8	<input type="checkbox"/>	<input type="checkbox"/>

Item 2. Preference Election. Because more than one plan may be confirmable, please indicate your preferences by ranking the Plans below in order of priority according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.

_____ Debtors' Plan
_____ Parent's Plan
_____ Harbinger Plan

Item 3. Interest Holder Information and Signature. By signing this Ballot, the undersigned acknowledges receipt of the Plans and the Joint Disclosure Statement.

Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury that the foregoing is true and correct and that I have authority under applicable law to cast this Ballot.

Name of Interest Holder: _____	Address: _____
(Print or Type)	Street
Signature: _____	_____
	City, State, and Zip Code
Tax ID Number: _____	Date Completed: _____

Item 4. Return Your Ballot. You must return this Ballot to the Balloting Agent at the following address so that it is *physically* received by no later than **4:00 p.m. Central Time on August 5, 2009** (the "Voting Deadline"):

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

In order to have your vote count, you must sign and return the Ballot to the Balloting Agent by the Voting Deadline. You may return your Ballot by mail, hand delivery, or overnight courier. **BALLOTS SENT VIA FACSIMILE OR EMAIL WILL NOT BE COUNTED. IF YOU HAVE ANY QUESTIONS ABOUT THE VOTING PROCEDURES, PLEASE CALL 1-888-727-9235 or 1-972-535-7137.**

EXHIBIT B-16

Master Ballot for \$100,000,000 ASARCO Incorporated 7.875% Debentures due 2013

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
	§	

**Master Ballot for Use by Brokers, Banks, Dealers, and Other Agents or Nominees
for Beneficial Owners of \$100,000,000 ASARCO Incorporated 7.875% Debentures due 2013**

All capitalized terms not defined in this Master Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

CUSIP NO.: _____

**THE DEADLINE FOR RETURNING THIS BALLOT IS
4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009**

This Master Ballot is to be used by brokers, banks, dealers, or other agents or nominees the beneficial owners of \$100,000,000 ASARCO Incorporated 7.875% Debentures due 2013 issued by ASARCO LLC (“7.875% Debentures”), or nominees of such beneficial owners for which you are a nominee, to summarize the votes cast by the beneficial owners to accept or reject the Plans proposed in the above-captioned bankruptcy cases, as well as their preferences among the Plans.

THIS MASTER BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLANS AND INDICATE PREFERENCES AMONG THE PLANS. NEITHER BENEFICIAL OWNERS NOR THEIR NOMINEES SHOULD SURRENDER CERTIFICATES REPRESENTING THE 7.875% DEBENTURES AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR BALLOTING AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

IF YOU ARE AN INTERMEDIARY BROKER, PROXY AGENT, OR OTHER INTERVENING NOMINEE, YOU ARE REQUIRED TO COMPLETE THIS MASTER BALLOT AND DELIVER IT TO YOUR BROKER, PROXY INTERMEDIARY, OR OTHER NOMINEE. YOU SHOULD RETURN THIS MASTER BALLOT SO AS TO ALLOW ADDITIONAL TIME FOR ALL BALLOTS TO BE DELIVERED BY YOUR BROKER, PROXY INTERMEDIARY, OR OTHER NOMINEE TO THE BALLOTING AGENT (OR TO ANY FURTHER INTERMEDIARY NOMINEES, AND THEN TO THE BALLOTING AGENT) BY THE VOTING DEADLINE.

PLEASE READ THE ATTACHED VOTING INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

Item 1. Summary of Beneficial Owner Voting. The undersigned certifies that the chart below is accurate and complete:

<u>Plan</u>	<u>Acceptance</u>		<u>Rejections</u>	
	<u>No. of Acceptances</u>	<u>Aggregate Claim Amount</u>	<u>No. of Rejections</u>	<u>Aggregate Claim Amount</u>
Debtors' Plan Class 3				
Parent's Plan Class 3				
Harbinger Plan Class 3				

Item 2. Summary of Beneficial Owner Preference Among the Plans. The undersigned certifies that the chart accurately represents the number of, and the amount held by, beneficial owners who indicated their preferences among the Plans.

<u>Plan</u>		<u>Preferred as #1</u>	<u>Preferred as #2</u>	<u>Preferred as #3</u>
Debtors' Plan	No. of Holders			
	Amount			
Parent's Plan	No. of Holders			
	Amount			
Harbinger Plan	No. of Holders			
	Amount			

Item 3. Beneficial Owner Information. The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate list of the beneficial owners of 7.875% Debentures as identified by their respective account numbers, that have delivered duly completed Ballots to the undersigned (or, such information was derived from the Ballots that have been summarized in intermediary Master Ballots delivered to the undersigned) voting to accept or reject the Plans.

(Please complete the information requested below. Attach additional sheets and print landscape if necessary.)

Customer Account Number of Each Beneficial Owner	Principal Amount of 7.875% Debentures Voted (in thousands):								
	<u>Debtors' Plan</u>			<u>Parent's Plan</u>			<u>Harbinger Plan</u>		
	<u>Accept</u>	<u>Reject</u>	Preference Ranking	<u>Accept</u>	<u>Reject</u>	Preference Ranking	<u>Accept</u>	<u>Reject</u>	Preference Ranking
1.									
2.									
3.									
4.									
5.									
6.									
7.									
8.									
9.									
10.									

Item 4. Additional Certifications. Except in the case of a vote recorded in a Master Ballot received from an intermediary, the undersigned certifies that each beneficial owner whose votes are being transmitted by this Master Ballot has been provided with a copy of the Joint Disclosure Statement and the other applicable solicitation materials and that each Ballot received from each beneficial owner or a copy thereof is and will remain on file with the undersigned subject to inspection for a period of one year following the Effective Date of whichever Plan is Confirmed.

Item 5. Registered Owner. The undersigned certifies that it is either: the registered holder in its own name or through a position held at a securities depository of the 7.875% Debentures identified in Item 3 above; or is an intermediary nominee on account of a beneficial holder of the 7.875% Debentures, in which case such party should complete this Master Ballot and forward it to such party's nominee intermediary, who represents such party's interests.

_____ Name	_____ Street Address
_____ Social Security or Federal Tax I.D. No.	_____ City, State, Zip Code
_____ Signature	_____ Telephone Number
_____ If by Authorized Agent, Name and Title	_____ Date Completed
_____ Name of Institution	_____ Participant Number

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE MASTER BALLOT**

1. If you are not either a registered holder or a beneficial owner, but, instead, are an intermediary broker, proxy, or other intervening nominee, you are required to complete this Master Ballot and deliver it to your broker, proxy intermediary, or other nominee (and disregard instructions to the contrary herein). You should return this Master Ballot so as to allow additional time for all Ballots to be processed and then delivered by your nominee to the Balloting Agent (or, if applicable, to further intermediary nominees and then to the Balloting Agent) before the Voting Deadline.
2. Complete the Master Ballot by providing all the information requested and sign, date and return the Master Ballot by first-class mail, overnight courier, or personal delivery to AlixPartners, LLP (the “Balloting Agent”) at the following address:

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

Master Ballots must be received by the Balloting Agent by 4:00 p.m., Central Time, on August 5, 2009 (the “Voting Deadline”). If a Master Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Balloting Agent is enclosed for your convenience.

3. The attached Master Ballot is not a letter of transmittal and may not be used for any purpose other than to transmit votes to accept or reject the Plans and indicate beneficial owners’ preferences among the Plans. *Holders of 7.875% Debentures should not surrender certificates representing their 7.875% Debentures at this time, and neither the Debtors nor the Balloting Agent will accept delivery of any such certificates transmitted together with a Master Ballot.* Surrender of securities for exchange pursuant to a plan may be made only pursuant to a letter of transmittal, which will be furnished by the Debtors (or their agent) after confirmation of one of the Plans by the Bankruptcy Court.
4. With respect to any Ballots or Master Ballots returned to you by a beneficial owner or intermediary nominee, you must complete a Master Ballot, return it to the Balloting Agent and retain such Ballots and Master Ballots for inspection for a period of one year following the Effective Date of whichever Plan is Confirmed.
5. If, in addition to acting as broker, bank, dealer, or agent or other nominee, you also are a beneficial owner of any 7.875% Debentures and you wish to vote such 7.875% Debentures beneficially held by you, you may either complete an individual Ballot or add your vote to the attached Master Ballot. If you choose to complete an individual Ballot, please refer to the Joint Voting Instructions.
6. Multiple Master Ballots may be completed and delivered to the Balloting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of votes reflected on other Master Ballots. If two or more Master Ballots reflecting the votes cast by the same beneficial owners are inconsistent, the latest dated Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot reflecting the votes cast by the same beneficial owners is submitted and the later Master Ballot(s) supplement rather than supersede earlier Master Ballot(s), please mark the subsequent Master Ballot(s) with the words “Supplemental Master Ballot” or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote.
7. To properly complete the Master Ballot, you must follow the procedures described below:
 - a. **Item 1** of the Master Ballot requires that you provide the total number of beneficial owners accepting and/or rejecting the Debtors’ Plan, the Parent’s Plan, and the Harbinger Plan,

respectively. Also provide the aggregate claim amount corresponding to those acceptances and/or rejections under each plan.

- b. **Item 2** of the Master Ballot is a summary of the beneficial owners' preferences. A beneficial owner may vote on the Plans and indicate his, her, or its preference among the Debtors' Plan, the Parent's Plan, and the Harbinger Plan. In Item 2, for each plan provide the total number of beneficial owners preferring that plan at each preference level and indicate the aggregate claim amount of beneficial owners' holdings corresponding to those preferences at each level.
 - c. **Item 3 Acceptances and Rejections.** Item 3 of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for each individual beneficial owner of 7.875% Debentures on whose behalf you are executing a Master Ballot. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner (or, if applicable, the customer account number assigned to the beneficial owner by his/her/its immediate nominee). If a single customer has more than one account with the identical registration, only list that customer once in Item 3. The total principal amount of all accounts voted with respect to a single customer should be listed in a single entry, so that each line will represent a different beneficial owner.
 - d. **Item 3 Preference Rankings.** If the beneficial owner has voted on more than one plan, please indicate his, her, or its preferences by providing their preference ranking according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.
8. An Individual Ballot that is not signed is not valid and should not be counted on the Master Ballot as having been cast. A beneficial owner may not split its vote. Accordingly, (i) each beneficial owner shall have a single vote for the Debtors' Plan, a single vote for the Parent's Plan, and a single vote for the Harbinger Plan, (ii) the full amount of the beneficial owner's holdings of 7.875% Debentures according to your records or such lesser amount identified by the beneficial owner on its Ballot shall be deemed to have been voted either to accept or reject the Plans, and (iii) any Ballot that partially rejects and partially accepts any of the Plans shall not be counted, as to such plan. Votes on any of the Plans may be disregarded if the Bankruptcy Court determines that all holders of Claims within a particular class are unimpaired under such plan and therefore deemed to have accepted such plan under section 1126(f) of the Bankruptcy Code.
 9. No fees or commissions or other remuneration will be payable to any broker, bank, dealer, or other person in connection with this solicitation. Upon written request, however, the Debtors will reimburse you for customary mailing and handling expenses incurred by you in forwarding Ballots and accompanying Solicitation Packages to your clients. For additional copies of Solicitation Packages for the purposes of distributing same to beneficial holders or others for which you are a nominee, at no cost to you, write to ASARCO Balloting, c/o AlixPartners, LLP, 2100 McKinney Avenue, Suite 800, Dallas, Texas 75201, call 1-888-727-9235 or 1-972-535-7137, or email CMS_Noticing@alixpartners.com (reference "ASARCO" in subject line).
 10. This Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE THE DESIGNATION OF YOU OR ANY OTHER PERSON AS AN AGENT OF ANY OF THE DEBTORS, THE PARENT, OR THE BALLOTING AGENT OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLANS, EXCEPT FOR THE STATEMENTS CONTAINED IN THE SOLICITATION MATERIALS ENCLOSED HERewith.

THE PLANS AND JOINT DISCLOSURE STATEMENT ARE PROVIDED TO YOU IN A CD-ROM BUT YOU MAY REQUEST A HARD COPY OF THE PLANS OR JOINT DISCLOSURE STATEMENT BY CONTACTING THE BALLOTING AGENT. IF YOU HAVE ANY QUESTIONS CONCERNING THE SOLICITATION AND TABULATION PROCEDURES OR HOW TO PROPERLY COMPLETE THE

MASTER BALLOT, OR IF YOU DID NOT RECEIVE THE SOLICITATION AND TABULATION PROCEDURES OR THE CD-ROM OF THE JOINT DISCLOSURE STATEMENT AND PLANS, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT BY WRITING TO ASARCO BALLOTING, c/o ALIXPARTNERS, LLP, 2100 MCKINNEY AVENUE, SUITE 800, DALLAS, TEXAS 75201, CALLING 1-888-727-9235 OR 1-972-535-7137, OR EMAILING AT *CMS_NOTICING@ALIXPARTNERS.COM* (REFERENCE "ASARCO" IN THE SUBJECT LINE).

IF AN ADDITIONAL MASTER BALLOT IS NEEDED DO NOT PHOTOCOPY THIS MASTER BALLOT, BUT RATHER, REQUEST AN ADDITIONAL MASTER BALLOT FROM THE BALLOTING AGENT.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE AUTHORITY FOR YOU OR ANY OTHER PERSON TO ACT AS THE AGENT OF THE DEBTORS, THE PARENT, OR THE BALLOTING AGENT, OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLANS, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS. YOU MAY ALSO OBTAIN ADDITIONAL INFORMATION ON WWW.ASARCOREORG.COM.

EXHIBIT B-17

Master Ballot for \$150,000,000 ASARCO Incorporated 8.50% Debentures due 2025

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
	§	

**Master Ballot for Use by Brokers, Banks, Dealers, and Other Agents or Nominees
for Beneficial Owners of \$150,000,000 ASARCO Incorporated 8.50% Debentures due 2025**

All capitalized terms not defined in this Master Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

CUSIP NO.: _____

**THE DEADLINE FOR RETURNING THIS BALLOT IS
4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009**

This Master Ballot is to be used by brokers, banks, dealers, or other agents or nominees for summarizing votes cast by beneficial owners holding \$150,000,000 ASARCO Incorporated 8.50% Debentures due 2025 issued by ASARCO LLC (“8.50% Debentures”), or nominees of such beneficial owners for which you are a nominee, to summarize the votes cast by the beneficial owners to accept or reject the Plans proposed in the above-captioned bankruptcy cases, as well as their preferences among the Plans.

THIS MASTER BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLANS AND INDICATE PREFERENCES AMONG THE PLANS. NEITHER BENEFICIAL OWNERS NOR THEIR NOMINEES SHOULD SURRENDER CERTIFICATES REPRESENTING THE 8.50% DEBENTURES AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR BALLOTING AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

IF YOU ARE AN INTERMEDIARY BROKER, PROXY AGENT, OR OTHER INTERVENING NOMINEE, YOU ARE REQUIRED TO COMPLETE THIS MASTER BALLOT AND DELIVER IT TO YOUR BROKER, PROXY INTERMEDIARY, OR OTHER NOMINEE. YOU SHOULD RETURN THIS MASTER BALLOT SO AS TO ALLOW ADDITIONAL TIME FOR ALL BALLOTS TO BE DELIVERED BY YOUR BROKER, PROXY INTERMEDIARY, OR OTHER NOMINEE TO THE BALLOTING AGENT (OR TO ANY FURTHER INTERMEDIARY NOMINEES, AND THEN TO THE BALLOTING AGENT) BY THE VOTING DEADLINE.

PLEASE READ THE ATTACHED VOTING INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

Item 1. Summary of Beneficial Owner Voting. The undersigned certifies that the chart below is accurate and complete:

<u>Plan</u>	<u>Acceptance</u>		<u>Rejections</u>	
	<u>No. of Acceptances</u>	<u>Aggregate Claim Amount</u>	<u>No. of Rejections</u>	<u>Aggregate Claim Amount</u>
Debtors' Plan Class 3				
Parent's Plan Class 3				
Harbinger Plan Class 3				

Item 2. Summary of Beneficial Owner Preference Among the Plans. The undersigned certifies that the chart accurately represents the number of, and the amount held by, beneficial owners who indicated their preferences among the Plans.

<u>Plan</u>		<u>Preferred as #1</u>	<u>Preferred as #2</u>	<u>Preferred as #3</u>
Debtors' Plan	No. of Holders			
	Amount			
Parent's Plan	No. of Holders			
	Amount			
Harbinger Plan	No. of Holders			
	Amount			

Item 3. Beneficial Owner Information. The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate list of the beneficial owners of 8.50% Debentures as identified by their respective account numbers, that have delivered duly completed Ballots to the undersigned (or, such information was derived from the Ballots that have been summarized in intermediary Master Ballots delivered to the undersigned) voting to accept or reject the Plans.

(Please complete the information requested below. Attach additional sheets and print landscape if necessary.)

Customer Account Number of Each Beneficial Owner	Principal Amount of 8.50% Debentures Voted (in thousands):								
	<u>Debtors' Plan</u>			<u>Parent's Plan</u>			<u>Harbinger Plan</u>		
	<u>Accept</u>	<u>Reject</u>	Preference Ranking	<u>Accept</u>	<u>Reject</u>	Preference Ranking	<u>Accept</u>	<u>Reject</u>	Preference Ranking
1.									
2.									
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Item 4. Additional Certifications. Except in the case of a vote recorded in a Master Ballot received from an intermediary, the undersigned certifies that each beneficial owner whose votes are being transmitted by this Master Ballot has been provided with a copy of the Joint Disclosure Statement and the other applicable solicitation materials and that each Ballot received from each beneficial owner or a copy thereof is and will remain on file with the undersigned subject to inspection for a period of one year following the Effective Date of whichever Plan is Confirmed.

Item 5. Registered Owner. The undersigned certifies that it is either: the registered holder in its own name or through a position held at a securities depository of the 8.50% Debentures identified in Item 3 above; or is an intermediary nominee on account of a beneficial holder of the 8.50% Debentures, in which case such party should complete this Master Ballot and forward it to such party's nominee intermediary, who represents such party's interests.

_____ Name	_____ Street Address
_____ Social Security or Federal Tax I.D. No.	_____ City, State, Zip Code
_____ Signature	_____ Telephone Number
_____ If by Authorized Agent, Name and Title	_____ Date Completed
_____ Name of Institution	_____ Participant Number

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE MASTER BALLOT**

1. If you are not either a registered holder or a beneficial owner, but, instead, are an intermediary broker, proxy, or other intervening nominee, you are required to complete this Master Ballot and deliver it to your broker, proxy intermediary, or other nominee (and disregard instructions to the contrary herein). You should return this Master Ballot so as to allow additional time for all Ballots to be processed and then delivered by your nominee to the Balloting Agent (or, if applicable, to further intermediary nominees and then to the Balloting Agent) before the Voting Deadline.
2. Complete the Master Ballot by providing all the information requested and sign, date and return the Master Ballot by first-class mail, overnight courier, or personal delivery to AlixPartners, LLP (the “Balloting Agent”) at the following address:

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

Master Ballots must be received by the Balloting Agent by 4:00 p.m., Central Time, on August 5, 2009 (the “Voting Deadline”). If a Master Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Balloting Agent is enclosed for your convenience.

3. The attached Master Ballot is not a letter of transmittal and may not be used for any purpose other than to transmit votes to accept or reject the Plans and indicate beneficial owners’ preferences among the Plans. *Holders of 8.50% Debentures should not surrender certificates representing their 8.50% Debentures at this time, and neither the Debtors nor the Balloting Agent will accept delivery of any such certificates transmitted together with a Master Ballot.* Surrender of securities for exchange pursuant to a plan may be made only pursuant to a letter of transmittal, which will be furnished by the Debtors (or their agent) after confirmation of one of the Plans by the Bankruptcy Court.
4. With respect to any Ballots or Master Ballots returned to you by a beneficial owner or intermediary nominee, you must complete a Master Ballot, return it to the Balloting Agent and retain such Ballots and Master Ballots for inspection for a period of one year following the Effective Date of whichever Plan is Confirmed.
5. If, in addition to acting as broker, bank, dealer, or agent or other nominee, you also are a beneficial owner of any 8.50% Debentures and you wish to vote such 8.50% Debentures beneficially held by you, you may either complete an individual Ballot or add your vote to the attached Master Ballot. If you choose to complete an individual Ballot, please refer to Joint Voting Instructions.
6. Multiple Master Ballots may be completed and delivered to the Balloting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots reflecting the votes cast by the same beneficial owners are inconsistent, the latest dated Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot reflecting the votes cast by the same beneficial owners is submitted and the later Master Ballot(s) supplement rather than supersede earlier Master Ballot(s), please mark the subsequent Master Ballot(s) with the words “Supplemental Master Ballot” or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote.
7. To properly complete the Master Ballot, you must follow the procedures described below:

- a. **Item 1** of the Master Ballot requires that you provide the total number of beneficial owners accepting and/or rejecting the Debtors' Plan, the Parent's Plan, and the Harbinger Plan, respectively. Also provide the aggregate claim amount corresponding to those acceptances and/or rejections under each plan.
 - b. **Item 2** of the Master Ballot is a summary of the beneficial owners' preferences. A beneficial owner may vote on the Plans and indicate his, her, or its preference among the Debtors' Plan, the Parent's Plan, and the Harbinger Plan. In Item 2, for each plan provide the total number of beneficial owners preferring that plan at each preference level and indicate the aggregate claim amount of beneficial owners' holdings corresponding to those preferences at each level.
 - c. **Item 3 Acceptances and Rejections.** Item 3 of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for each individual beneficial owner of 8.50% Debentures on whose behalf you are executing a Master Ballot. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner (or, if applicable, the customer account number assigned to the beneficial owner by his/her/its immediate nominee). If a single customer has more than one account with the identical registration, only list that customer once in Item 3. The total principal amount of all accounts voted with respect to a single customer should be listed in a single entry, so that each line will represent a different beneficial owner.
 - d. **Item 3 Preference Rankings.** If the beneficial owner has voted on more than one plan, please indicate his, her, or its preferences by providing their preference ranking according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.
8. An Individual Ballot that is not signed is not valid and should not be counted on the Master Ballot as having been cast. A beneficial owner may not split its vote. Accordingly, (i) each beneficial owner shall have a single vote for the Debtors' Plan, a single vote for the Parent's Plan, and a single vote for the Harbinger Plan, (ii) the full amount of the beneficial owner's holdings of 8.50% Debentures according to your records or such lesser amount identified by the beneficial owner on its Ballot shall be deemed to have been voted either to accept or reject the Plans, and (iii) any Ballot that partially rejects and partially accepts any of the Plans shall not be counted, as to such plan. Votes on any of the Plans may be disregarded if the Bankruptcy Court determines that all holders of Claims within a particular class are unimpaired under such plan and therefore deemed to have accepted such plan under section 1126(f) of the Bankruptcy Code.
 9. No fees or commissions or other remuneration will be payable to any broker, bank, dealer, or other person in connection with this solicitation. Upon written request, however, the Debtors will reimburse you for customary mailing and handling expenses incurred by you in forwarding Ballots and accompanying Solicitation Packages to your clients. For additional copies of Solicitation Packages for the purposes of distributing same to beneficial holders or others for which you are a nominee, at no cost to you, write to ASARCO Balloting, c/o AlixPartners, LLP, 2100 McKinney Avenue, Suite 800, Dallas, Texas 75201, call 1-888-727-9235 or 1-972-535-7137, or email CMS_Noticing@alixpartners.com (reference "ASARCO" in subject line).
 10. This Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE THE DESIGNATION OF YOU OR ANY OTHER PERSON AS AN AGENT OF ANY OF THE DEBTORS, THE PARENT, OR THE BALLOTING AGENT OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLANS, EXCEPT FOR THE STATEMENTS CONTAINED IN THE SOLICITATION MATERIALS ENCLOSED HERewith.

THE PLANS AND JOINT DISCLOSURE STATEMENT ARE PROVIDED TO YOU IN A CD-ROM BUT YOU MAY REQUEST A HARD COPY OF THE PLANS OR JOINT DISCLOSURE STATEMENT BY

CONTACTING THE BALLOTING AGENT. IF YOU HAVE ANY QUESTIONS CONCERNING THE SOLICITATION AND TABULATION PROCEDURES OR HOW TO PROPERLY COMPLETE THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE THE SOLICITATION AND TABULATION PROCEDURES OR THE CD-ROM OF THE JOINT DISCLOSURE STATEMENT AND PLANS, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT BY WRITING TO ASARCO BALLOTING, c/o ALIXPARTNERS, LLP, 2100 MCKINNEY AVENUE, SUITE 800, DALLAS, TEXAS 75201, CALLING 1-888-727-9235 OR 1-972-535-7137, OR EMAILING AT *CMS_NOTICING@ALIXPARTNERS.COM* (REFERENCE "ASARCO" IN THE SUBJECT LINE).

IF AN ADDITIONAL MASTER BALLOT IS NEEDED DO NOT PHOTOCOPY THIS MASTER BALLOT, BUT RATHER, REQUEST AN ADDITIONAL MASTER BALLOT FROM THE BALLOTING AGENT.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE AUTHORITY FOR YOU OR ANY OTHER PERSON TO ACT AS THE AGENT OF THE DEBTORS, PARENT, OR THE BALLOTING AGENT, OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLANS, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS. YOU MAY ALSO OBTAIN ADDITIONAL INFORMATION ON WWW.ASARCOREORG.COM.

EXHIBIT B-18

Master Ballot for \$71,900,000 Industrial Development Authority of the County of Gila, Arizona 5.55% Environmental Revenue Refunding Bonds due 2027

**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
	§	

**Master Ballot for Use by Brokers, Banks, Dealers, and Other Agents or Nominees for Beneficial Owners of
\$71,900,000 Industrial Development Authority of the County of Gila, Arizona
5.55% Environmental Revenue Refunding Bonds due 2027**

All capitalized terms not defined in this Master Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

CUSIP NO.: _____

**THE DEADLINE FOR RETURNING THIS BALLOT IS
4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009**

This Master Ballot is to be used by brokers, banks, dealers, or other agents or nominees for summarizing votes cast by beneficial owners holding \$71,900,000 Industrial Development Authority of the County of Gila, Arizona 5.55% Environmental Revenue Refunding Bonds due 2027 issued by ASARCO LLC (“\$71,900,000 Bonds”), or nominees of such beneficial owners for which you are a nominee, to summarize the votes cast by the beneficial owners to accept or reject the Plans proposed in the above-captioned bankruptcy cases, as well as their preferences among the Plans.

THIS MASTER BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLANS AND INDICATE PREFERENCES AMONG THE PLANS. NEITHER THE BENEFICIAL OWNERS NOR THEIR NOMINEES SHOULD SURRENDER CERTIFICATES REPRESENTING THE \$71,900,000 BONDS AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR BALLOTING AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

IF YOU ARE AN INTERMEDIARY BROKER, PROXY AGENT, OR OTHER INTERVENING NOMINEE, YOU ARE REQUIRED TO COMPLETE THIS MASTER BALLOT AND DELIVER IT TO YOUR BROKER, PROXY INTERMEDIARY, OR OTHER NOMINEE. YOU SHOULD RETURN THIS MASTER BALLOT SO AS TO ALLOW ADDITIONAL TIME FOR ALL BALLOTS TO BE DELIVERED BY YOUR BROKER, PROXY INTERMEDIARY, OR OTHER NOMINEE TO THE BALLOTING AGENT (OR TO ANY FURTHER INTERMEDIARY NOMINEES, AND THEN TO THE BALLOTING AGENT) BY THE VOTING DEADLINE.

PLEASE READ THE ATTACHED VOTING INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

Item 1. Summary of Beneficial Owner Voting. The undersigned certifies that the chart below is accurate and complete:

<u>Plan</u>	<u>Acceptance</u>		<u>Rejections</u>	
	<u>No. of Acceptances</u>	<u>Aggregate Claim Amount</u>	<u>No. of Rejections</u>	<u>Aggregate Claim Amount</u>
Debtors' Plan Class 3				
Parent's Plan Class 3				
Harbinger Plan Class 3				

Item 2. Summary of Beneficial Owner Preference Among the Plans. The undersigned certifies that the chart accurately represents the number of, and the amount held by, beneficial owners who indicated their preferences among the Plans.

<u>Plan</u>		<u>Preferred as #1</u>	<u>Preferred as #2</u>	<u>Preferred as #3</u>
Debtors' Plan	No. of Holders			
	Amount			
Parent's Plan	No. of Holders			
	Amount			
Harbinger Plan	No. of Holders			
	Amount			

Item 3. Beneficial Owner Information. The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate list of the beneficial owners of \$71,900,000 Bonds as identified by their respective account numbers, that have delivered duly completed Ballots to the undersigned (or, such information was derived from the Ballots that have been summarized in intermediary Master Ballots delivered to the undersigned) voting to accept or reject the Plans.

(Please complete the information requested below. Attach additional sheets and print landscape if necessary.)

Customer Account Number of Each Beneficial Owner	Principal Amount of \$71,900,000 Bonds Voted (in thousands):								
	<u>Debtors' Plan</u>			<u>Parent's Plan</u>			<u>Harbinger Plan</u>		
	<u>Accept</u>	<u>Reject</u>	Preference Ranking	<u>Accept</u>	<u>Reject</u>	Preference Ranking	<u>Accept</u>	<u>Reject</u>	Preference Ranking
1.									
2.									
3.									
4.									
5.									
6.									
7.									
8.									
9.									
10.									

Item 4. Additional Certifications. Except in the case of a vote recorded in a Master Ballot received from an intermediary, the undersigned certifies that each beneficial owner whose votes are being transmitted by this Master Ballot has been provided with a copy of the Joint Disclosure Statement and the other applicable solicitation materials and that each Ballot received from each beneficial owner or a copy thereof is and will remain on file with the undersigned subject to inspection for a period of one year following the Effective Date of whichever Plan is Confirmed.

Item 5. Registered Owner. The undersigned certifies that it is either: the registered holder in its own name or through a position held at a securities depository of the \$71,900,000 Bonds identified in Item 3 above; or is an intermediary nominee on account of a beneficial holder of the \$71,900,000 Bonds, in which case such party should complete this Master Ballot and forward it to such party's nominee intermediary, who represents such party's interests.

_____	_____
Name	Street Address
_____	_____
Social Security or Federal Tax I.D. No.	City, State, Zip Code
_____	_____
Signature	Telephone Number
_____	_____
If by Authorized Agent, Name and Title	Date Completed
_____	_____
Name of Institution	Participant Number

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE MASTER BALLOT**

1. If you are not either a registered holder or a beneficial owner, but, instead, are an intermediary broker, proxy, or other intervening nominee, you are required to complete this Master Ballot and deliver it to your broker, proxy intermediary, or other nominee (and disregard instructions to the contrary herein). You should return this Master Ballot so as to allow additional time for all Ballots to be processed and then delivered by your nominee to the Balloting Agent (or, if applicable, to further intermediary nominees and then to the Balloting Agent) before the Voting Deadline.
2. Complete the Master Ballot by providing all the information requested and sign, date and return the Master Ballot by first-class mail, overnight courier, or personal delivery to AlixPartners, LLP (the “Balloting Agent”) at the following address:

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

Master Ballots must be received by the Balloting Agent by 4:00 p.m., Central Time, on August 5, 2009 (the “Voting Deadline”). If a Master Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Balloting Agent is enclosed for your convenience.

3. The attached Master Ballot is not a letter of transmittal and may not be used for any purpose other than to transmit votes to accept or reject the Plans and indicate beneficial owners’ preferences among the Plans. *Holders of \$71,900,000 Bonds should not surrender certificates representing their \$71,900,000 Bonds at this time, and neither the Debtors nor the Balloting Agent will accept delivery of any such certificates transmitted together with a Master Ballot.* Surrender of securities for exchange pursuant to a plan may be made only pursuant to a letter of transmittal, which will be furnished by the Debtors (or their agent) after confirmation of one of the Plans by the Bankruptcy Court.
4. With respect to any Ballots or Master Ballots returned to you by a beneficial owner or intermediary nominee, you must complete a Master Ballot, return it to the Balloting Agent and retain such Ballots and Master Ballots for inspection for a period of one year following the Effective Date of whichever Plan is Confirmed.
5. If, in addition to acting as broker, bank, dealer, or agent or other nominee, you also are a beneficial owner of any \$71,900,000 Bonds and you wish to vote such \$71,900,000 Bonds beneficially held by you, you may either complete an individual Ballot or add your vote to the attached Master Ballot. If you choose to complete an individual Ballot, please refer to the Joint Voting Instructions.
6. Multiple Master Ballots may be completed and delivered to the Balloting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots reflecting the votes cast by the same beneficial owners are inconsistent, the latest dated Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot reflecting the votes cast by the same beneficial owners is submitted and the later Master Ballot(s) supplement rather than supersede earlier Master Ballot(s), please mark the subsequent Master Ballot(s) with the words “Supplemental Master Ballot” or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote.
7. To properly complete the Master Ballot, you must follow the procedures described below:
 - a. **Item 1** of the Master Ballot requires that you provide the total number of beneficial owners accepting and/or rejecting the Debtors’ Plan, the Parent’s Plan, and the Harbinger Plan,

respectively. Also provide the aggregate claim amount corresponding to those acceptances and/or rejections under each plan.

- b. **Item 2** of the Master Ballot is a summary of the beneficial owners' preferences. A beneficial owner may vote on the Plans and indicate his, her, or its preference among the Debtors' Plan, the Parent's Plan, and the Harbinger Plan. In Item 2, for each plan provide the total number of beneficial owners preferring that plan at each preference level and indicate the aggregate claim amount of beneficial owners' holdings corresponding to those preferences at each level.
 - c. **Item 3 Acceptances and Rejections.** Item 3 of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for each individual beneficial owner of \$71,900,000 Bonds on whose behalf you are executing a Master Ballot. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner (or, if applicable, the customer account number assigned to the beneficial owner by his/her/its immediate nominee). If a single customer has more than one account with the identical registration, only list that customer once in Item 3. The total principal amount of all accounts voted with respect to a single customer should be listed in a single entry, so that each line will represent a different beneficial owner.
 - d. **Item 3 Preference Rankings.** If the beneficial owner has voted on more than one plan, please indicate his, her, or its preferences by providing their preference ranking according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.
8. An Individual Ballot that is not signed is not valid and should not be counted on the Master Ballot as having been cast. A beneficial owner may not split its vote. Accordingly, (i) each beneficial owner shall have a single vote for the Debtors' Plan, a single vote for the Parent's Plan, and a single vote for the Harbinger Plan, (ii) the full amount of the beneficial owner's holdings of \$71,900,000 Bonds according to your records or such lesser amount identified by the beneficial owner on its Ballot shall be deemed to have been voted either to accept or reject the Plans, and (iii) any Ballot that partially rejects and partially accepts any of the Plans shall not be counted, as to such plan. Votes on any of the Plans may be disregarded if the Bankruptcy Court determines that all holders of Claims within a particular class are unimpaired under such plan and therefore deemed to have accepted such plan under section 1126(f) of the Bankruptcy Code.
 9. No fees or commissions or other remuneration will be payable to any broker, bank, dealer, or other person in connection with this solicitation. Upon written request, however, the Debtors will reimburse you for customary mailing and handling expenses incurred by you in forwarding Ballots and accompanying Solicitation Packages to your clients. For additional copies of Solicitation Packages for the purposes of distributing same to beneficial holders or others for which you are a nominee, at no cost to you, write to ASARCO Balloting, c/o AlixPartners, LLP, 2100 McKinney Avenue, Suite 800, Dallas, Texas 75201, call 1-888-727-9235 or 1-972-535-7137, or email CMS_Noticing@alixpartners.com (reference "ASARCO" in subject line).
 10. This Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE THE DESIGNATION OF YOU OR ANY OTHER PERSON AS AN AGENT OF ANY OF THE DEBTORS, THE PARENT, OR THE BALLOTING AGENT OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLANS, EXCEPT FOR THE STATEMENTS CONTAINED IN THE SOLICITATION MATERIALS ENCLOSED HERewith.

THE PLANS AND JOINT DISCLOSURE STATEMENT ARE PROVIDED TO YOU IN A CD-ROM BUT YOU MAY REQUEST A HARD COPY OF THE PLANS OR JOINT DISCLOSURE STATEMENT BY CONTACTING THE BALLOTING AGENT. IF YOU HAVE ANY QUESTIONS CONCERNING THE SOLICITATION AND TABULATION PROCEDURES OR HOW TO PROPERLY COMPLETE THE

MASTER BALLOT, OR IF YOU DID NOT RECEIVE THE SOLICITATION AND TABULATION PROCEDURES OR THE CD-ROM OF THE JOINT DISCLOSURE STATEMENT AND PLANS, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT BY WRITING TO ASARCO BALLOTING, c/o ALIXPARTNERS, LLP, 2100 MCKINNEY AVENUE, SUITE 800, DALLAS, TEXAS 75201, CALLING 1-888-727-9235 OR 1-972-535-7137, OR EMAILING AT *CMS_NOTICING@ALIXPARTNERS.COM* (REFERENCE "ASARCO" IN THE SUBJECT LINE).

IF AN ADDITIONAL MASTER BALLOT IS NEEDED DO NOT PHOTOCOPY THIS MASTER BALLOT, BUT RATHER, REQUEST AN ADDITIONAL MASTER BALLOT FROM THE BALLOTING AGENT.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE AUTHORITY FOR YOU OR ANY OTHER PERSON TO ACT AS THE AGENT OF THE DEBTORS, THE PARENT, OR THE BALLOTING AGENT, OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLANS, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS. YOU MAY ALSO OBTAIN ADDITIONAL INFORMATION ON WWW.ASARCOREORG.COM.

EXHIBIT B-19

Master Ballot for \$33,160,000 Lewis and Clark County, Montana 5.60% Environmental Revenue Refunding Bonds due 2027

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
	§	

Master Ballot for Use by Brokers, Banks, Dealers, and Other Agents or Nominees
for Beneficial Owners of \$33,160,000 Lewis and Clark County, Montana
5.60% Environmental Revenue Refunding Bonds due 2027

All capitalized terms not defined in this Master Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

CUSIP NO.: _____

**THE DEADLINE FOR RETURNING THIS BALLOT IS
4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009**

This Master Ballot is to be used by brokers, banks, dealers, or other agents or nominees for summarizing votes cast by beneficial owners holding \$33,160,000 Lewis and Clark County, Montana 5.60% Environmental Revenue Refunding Bonds due 2027 issued by ASARCO LLC (“\$33,160,000 Bonds”), or nominees of such beneficial owners for which you are a nominee, to summarize the votes cast by the beneficial owners to accept or reject the Plans proposed in the above-captioned bankruptcy cases, as well as their preferences among the Plans.

THIS MASTER BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLANS AND INDICATE PREFERENCES AMONG THE PLANS. NEITHER THE BENEFICIAL OWNERS NOR THEIR NOMINEES SHOULD SURRENDER CERTIFICATES REPRESENTING THE \$33,160,000 BONDS AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR BALLOTING AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

IF YOU ARE AN INTERMEDIARY BROKER, PROXY AGENT, OR OTHER INTERVENING NOMINEE, YOU ARE REQUIRED TO COMPLETE THIS MASTER BALLOT AND DELIVER IT TO YOUR BROKER, PROXY INTERMEDIARY, OR OTHER NOMINEE. YOU SHOULD RETURN THIS MASTER BALLOT SO AS TO ALLOW ADDITIONAL TIME FOR ALL BALLOTS TO BE DELIVERED BY YOUR BROKER, PROXY INTERMEDIARY, OR OTHER NOMINEE TO THE BALLOTING AGENT (OR TO ANY FURTHER INTERMEDIARY NOMINEES, AND THEN TO THE BALLOTING AGENT) BY THE VOTING DEADLINE.

PLEASE READ THE ATTACHED VOTING INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

Item 1. Summary of Beneficial Owner Voting. The undersigned certifies that the chart below is accurate and complete:

<u>Plan</u>	<u>Acceptance</u>		<u>Rejections</u>	
	<u>No. of Acceptances</u>	<u>Aggregate Claim Amount</u>	<u>No. of Rejections</u>	<u>Aggregate Claim Amount</u>
Debtors' Plan Class 3				
Parent's Plan Class 3				
Harbinger Plan Class 3				

Item 2. Summary of Beneficial Owner Preference Among the Plans. The undersigned certifies that the chart accurately represents the number of, and the amount held by, beneficial owners who indicated their preferences among the Plans.

<u>Plan</u>		<u>Preferred as #1</u>	<u>Preferred as #2</u>	<u>Preferred as #3</u>
Debtors' Plan	No. of Holders			
	Amount			
Parent's Plan	No. of Holders			
	Amount			
Harbinger Plan	No. of Holders			
	Amount			

Item 3. Beneficial Owner Information. The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate list of the beneficial owners of \$33,160,000 Bonds as identified by their respective account numbers, that have delivered duly completed Ballots to the undersigned (or, such information was derived from the Ballots that have been summarized in intermediary Master Ballots delivered to the undersigned) voting to accept or reject the Plans.

(Please complete the information requested below. Attach additional sheets and print landscape if necessary.)

Customer Account Number of Each Beneficial Owner	Principal Amount of \$33,160,000 Bonds Voted (in thousands):								
	<u>Debtors' Plan</u>			<u>Parent's Plan</u>			<u>Harbinger Plan</u>		
	<u>Accept</u>	<u>Reject</u>	Preference Ranking	<u>Accept</u>	<u>Reject</u>	Preference Ranking	<u>Accept</u>	<u>Reject</u>	Preference Ranking
1.									
2.									
3.									
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Item 4. Additional Certifications. Except in the case of a vote recorded in a Master Ballot received from an intermediary, the undersigned certifies that each beneficial owner whose votes are being transmitted by this Master Ballot has been provided with a copy of the Joint Disclosure Statement and the other applicable solicitation materials and that each Ballot received from each beneficial owner or a copy thereof is and will remain on file with the undersigned subject to inspection for a period of one year following the Effective Date of whichever Plan is Confirmed.

Item 5. Registered Owner. The undersigned certifies that it is either: the registered holder in its own name or through a position held at a securities depository of the \$33,160,000 Bonds identified in Item 3 above; or is an intermediary nominee on account of a beneficial holder of the \$33,160,000 Bonds, in which case such party should complete this Master Ballot and forward it to such party's nominee intermediary, who represents such party's interests.

_____ Name	_____ Street Address
_____ Social Security or Federal Tax I.D. No.	_____ City, State, Zip Code
_____ Signature	_____ Telephone Number
_____ If by Authorized Agent, Name and Title	_____ Date Completed
_____ Name of Institution	_____ Participant Number

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE MASTER BALLOT**

1. If you are not either a registered holder or a beneficial owner, but, instead, are an intermediary broker, proxy, or other intervening nominee, you are required to complete this Master Ballot and deliver it to your broker, proxy intermediary, or other nominee (and disregard instructions to the contrary herein). You should return this Master Ballot so as to allow additional time for all Ballots to be processed and then delivered by your nominee to the Balloting Agent (or, if applicable, to further intermediary nominees and then to the Balloting Agent) before the Voting Deadline.
2. Complete the Master Ballot by providing all the information requested and sign, date and return the Master Ballot by first-class mail, overnight courier, or personal delivery to AlixPartners, LLP (the “Balloting Agent”) at the following address:

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

Master Ballots must be received by the Balloting Agent by 4:00 p.m., Central Time, on August 5, 2009 (the “Voting Deadline”). If a Master Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Balloting Agent is enclosed for your convenience.

3. The attached Master Ballot is not a letter of transmittal and may not be used for any purpose other than to transmit votes to accept or reject the Plans and indicate beneficial owners’ preferences among the Plans. *Holders of \$33,160,000 Bonds should not surrender certificates representing their \$33,160,000 Bonds at this time, and neither the Debtors nor the Balloting Agent will accept delivery of any such certificates transmitted together with a Master Ballot.* Surrender of securities for exchange pursuant to a plan may be made only pursuant to a letter of transmittal, which will be furnished by the Debtors (or their agent) after confirmation of one of the Plans by the Bankruptcy Court.
4. With respect to any Ballots or Master Ballots returned to you by a beneficial owner or intermediary nominee, you must complete a Master Ballot, return it to the Balloting Agent and retain such Ballots and Master Ballots for inspection for a period of one year following the Effective Date of whichever Plan is Confirmed.
5. If, in addition to acting as broker, bank, dealer, or agent or other nominee, you also are a beneficial owner of any \$33,160,000 Bonds and you wish to vote such \$33,160,000 Bonds beneficially held by you, you may either complete an individual Ballot or add your vote to the attached Master Ballot. If you choose to complete an individual Ballot, please refer to the Joint Voting Instructions.
6. Multiple Master Ballots may be completed and delivered to the Balloting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots reflecting the votes cast by the same beneficial owners are inconsistent, the latest dated Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot reflecting the votes cast by the same beneficial owners is submitted and the later Master Ballot(s) supplement rather than supersede earlier Master Ballot(s), please mark the subsequent Master Ballot(s) with the words “Supplemental Master Ballot” or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote.
7. To properly complete the Master Ballot, you must follow the procedures described below:
 - a. **Item 1** of the Master Ballot requires that you provide the total number of beneficial owners accepting and/or rejecting the Debtors’ Plan, the Parent’s Plan, and the Harbinger Plan,

respectively. Also provide the aggregate claim amount corresponding to those acceptances and/or rejections under each plan.

- b. **Item 2** of the Master Ballot is a summary of the beneficial owners' preferences. A beneficial owner may vote on the Plans and indicate his, her, or its preference among the Debtors' Plan, the Parent's Plan, and the Harbinger Plan. In Item 2, for each plan provide the total number of beneficial owners preferring that plan at each preference level and indicate the aggregate claim amount of beneficial owners' holdings corresponding to those preferences at each level.
 - c. **Item 3 Acceptances and Rejections.** Item 3 of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for each individual beneficial owner of \$33,160,000 Bonds on whose behalf you are executing a Master Ballot. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner (or, if applicable, the customer account number assigned to the beneficial owner by his/her/its immediate nominee). If a single customer has more than one account with the identical registration, only list that customer once in Item 3. The total principal amount of all accounts voted with respect to a single customer should be listed in a single entry, so that each line will represent a different beneficial owner.
 - d. **Item 3 Preference Rankings.** If the beneficial owner has voted on more than one plan, please indicate his, her, or its preferences by providing their preference ranking according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.
8. An Individual Ballot that is not signed is not valid and should not be counted on the Master Ballot as having been cast. A beneficial owner may not split its vote. Accordingly, (i) each beneficial owner shall have a single vote for the Debtors' Plan, a single vote for the Parent's Plan, and a single vote for the Harbinger Plan, (ii) the full amount of the beneficial owner's holdings of \$33,160,000 Bonds according to your records or such lesser amount identified by the beneficial owner on its Ballot shall be deemed to have been voted either to accept or reject the Plans, and (iii) any Ballot that partially rejects and partially accepts any of the Plans shall not be counted, as to such plan. Votes on any of the Plans may be disregarded if the Bankruptcy Court determines that all holders of Claims within a particular class are unimpaired under such plan and therefore deemed to have accepted such plan under section 1126(f) of the Bankruptcy Code.
 9. No fees or commissions or other remuneration will be payable to any broker, bank, dealer, or other person in connection with this solicitation. Upon written request, however, the Debtors will reimburse you for customary mailing and handling expenses incurred by you in forwarding Ballots and accompanying Solicitation Packages to your clients. For additional copies of Solicitation Packages for the purposes of distributing same to beneficial holders or others for which you are a nominee, at no cost to you, write to ASARCO Balloting, c/o AlixPartners, LLP, 2100 McKinney Avenue, Suite 800, Dallas, Texas 75201, call 1-888-727-9235 or 1-972-535-7137, or email CMS_Noticing@alixpartners.com (reference "ASARCO" in subject line).
 10. This Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE THE DESIGNATION OF YOU OR ANY OTHER PERSON AS AN AGENT OF ANY OF THE DEBTORS, THE PARENT, OR THE BALLOTING AGENT OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLANS, EXCEPT FOR THE STATEMENTS CONTAINED IN THE SOLICITATION MATERIALS ENCLOSED HERewith.

THE PLANS AND JOINT DISCLOSURE STATEMENT ARE PROVIDED TO YOU IN A CD-ROM BUT YOU MAY REQUEST A HARD COPY OF THE PLANS OR JOINT DISCLOSURE STATEMENT BY CONTACTING THE BALLOTING AGENT. IF YOU HAVE ANY QUESTIONS CONCERNING THE SOLICITATION AND TABULATION PROCEDURES OR HOW TO PROPERLY COMPLETE THE

MASTER BALLOT, OR IF YOU DID NOT RECEIVE THE SOLICITATION AND TABULATION PROCEDURES OR THE CD-ROM OF THE JOINT DISCLOSURE STATEMENT AND PLANS, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT BY WRITING TO ASARCO BALLOTING, c/o ALIXPARTNERS, LLP, 2100 MCKINNEY AVENUE, SUITE 800, DALLAS, TEXAS 75201, CALLING 1-888-727-9235 OR 1-972-535-7137, OR EMAILING AT *CMS_NOTICING@ALIXPARTNERS.COM* (REFERENCE "ASARCO" IN THE SUBJECT LINE).

IF AN ADDITIONAL MASTER BALLOT IS NEEDED DO NOT PHOTOCOPY THIS MASTER BALLOT, BUT RATHER, REQUEST AN ADDITIONAL MASTER BALLOT FROM THE BALLOTING AGENT.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE AUTHORITY FOR YOU OR ANY OTHER PERSON TO ACT AS THE AGENT OF THE DEBTORS, THE PARENT, OR THE BALLOTING AGENT, OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLANS, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS. YOU MAY ALSO OBTAIN ADDITIONAL INFORMATION ON WWW.ASARCOREORG.COM.

EXHIBIT B-20

Master Ballot for \$27,740,000 Nueces River Authority 5.60% Environmental Revenue Refunding Bonds due 2027

**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
	§	

**Master Ballot for Use by Brokers, Banks, Dealers, and Other Agents or Nominees
for Beneficial Owners of \$27,740,000 Nueces River Authority
5.60% Environmental Revenue Refunding Bonds due 2027**

All capitalized terms not defined in this Mater Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

CUSIP NO.: _____

**THE DEADLINE FOR RETURNING THIS BALLOT IS
4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009**

This Master Ballot is to be used by brokers, banks, dealers, or other agents or nominees for summarizing votes cast by beneficial owners holding \$27,740,000 Nueces River Authority 5.60% Environmental Revenue Refunding Bonds due 2027 issued by ASARCO LLC (“\$27,740,000 Bonds”), or nominees of such beneficial owners for which you are a nominee, to summarize the votes cast by the beneficial owners to accept or reject the Plans proposed in the above-captioned bankruptcy cases, as well as their preferences among the Plans.

THIS MASTER BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLANS AND INDICATE PREFERENCES AMONG THE PLANS. NEITHER THE BENEFICIAL OWNERS NOR THEIR NOMINEES SHOULD SURRENDER CERTIFICATES REPRESENTING THE \$27,740,000 BONDS AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR BALLOTING AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

IF YOU ARE AN INTERMEDIARY BROKER, PROXY AGENT, OR OTHER INTERVENING NOMINEE, YOU ARE REQUIRED TO COMPLETE THIS MASTER BALLOT AND DELIVER IT TO YOUR BROKER, PROXY INTERMEDIARY, OR OTHER NOMINEE. YOU SHOULD RETURN THIS MASTER BALLOT SO AS TO ALLOW ADDITIONAL TIME FOR ALL BALLOTS TO BE DELIVERED BY YOUR BROKER, PROXY INTERMEDIARY, OR OTHER NOMINEE TO THE BALLOTING AGENT (OR TO ANY FURTHER INTERMEDIARY NOMINEES, AND THEN TO THE BALLOTING AGENT) BY THE VOTING DEADLINE.

PLEASE READ THE ATTACHED VOTING INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

Item 1. Summary of Beneficial Owner Voting. The undersigned certifies that the chart below is accurate and complete:

<u>Plan</u>	<u>Acceptance</u>		<u>Rejections</u>	
	<u>No. of Acceptances</u>	<u>Aggregate Claim Amount</u>	<u>No. of Rejections</u>	<u>Aggregate Claim Amount</u>
Debtors' Plan Class 3				
Parent's Plan Class 3				
Harbinger Plan Class 3				

Item 2. Summary of Beneficial Owner Preference Among the Plans. The undersigned certifies that the chart accurately represents the number of, and the amount held by, beneficial owners who indicated their preferences among the Plans.

<u>Plan</u>		<u>Preferred as #1</u>	<u>Preferred as #2</u>	<u>Preferred as #3</u>
Debtors' Plan	No. of Holders			
	Amount			
Parent's Plan	No. of Holders			
	Amount			
Harbinger Plan	No. of Holders			
	Amount			

Item 3. Beneficial Owner Information. The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate list of the beneficial owners of \$27,740,000 Bonds as identified by their respective account numbers, that have delivered duly completed Ballots to the undersigned (or, such information was derived from the Ballots that have been summarized in intermediary Master Ballots delivered to the undersigned) voting to accept or reject the Plans.

(Please complete the information requested below. Attach additional sheets and print landscape if necessary.)

Customer Account Number of Each Beneficial Owner	Principal Amount of \$27,740,000 Bonds Voted (in thousands):								
	<u>Debtors' Plan</u>			<u>Parent's Plan</u>			<u>Harbinger Plan</u>		
	<u>Accept</u>	<u>Reject</u>	Preference Ranking	<u>Accept</u>	<u>Reject</u>	Preference Ranking	<u>Accept</u>	<u>Reject</u>	Preference Ranking
1.									
2.									
3.									
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6.									
7.									
8.									
9.									
10.									

Item 4. Additional Certifications. Except in the case of a vote recorded in a Master Ballot received from an intermediary, the undersigned certifies that each beneficial owner whose votes are being transmitted by this Master Ballot has been provided with a copy of the Joint Disclosure Statement and the other applicable solicitation materials and that each Ballot received from each beneficial owner or a copy thereof is and will remain on file with the undersigned subject to inspection for a period of one year following the Effective Date of whichever Plan is Confirmed.

Item 5. Registered Owner. The undersigned certifies that it is either: the registered holder in its own name or through a position held at a securities depository of the \$27,740,000 Bonds identified in Item 3 above; or is an intermediary nominee on account of a beneficial holder of the \$27,740,000 Bonds, in which case such party should complete this Master Ballot and forward it to such party's nominee intermediary, who represents such party's interests.

_____	_____
Name	Street Address
_____	_____
Social Security or Federal Tax I.D. No.	City, State, Zip Code
_____	_____
Signature	Telephone Number
_____	_____
If by Authorized Agent, Name and Title	Date Completed
_____	_____
Name of Institution	Participant Number

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE MASTER BALLOT**

1. If you are not either a registered holder or a beneficial owner, but, instead, are an intermediary broker, proxy, or other intervening nominee, you are required to complete this Master Ballot and deliver it to your broker, proxy intermediary, or other nominee (and disregard instructions to the contrary herein). You should return this Master Ballot so as to allow additional time for all Ballots to be processed and then delivered by your nominee to the Balloting Agent (or, if applicable, to further intermediary nominees and then to the Balloting Agent) before the Voting Deadline.
2. Complete the Master Ballot by providing all the information requested and sign, date and return the Master Ballot by first-class mail, overnight courier, or personal delivery to AlixPartners, LLP (the “Balloting Agent”) at the following address:

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

Master Ballots must be received by the Balloting Agent by 4:00 p.m., Central Time, on August 5, 2009 (the “Voting Deadline”). If a Master Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Balloting Agent is enclosed for your convenience.

3. The attached Master Ballot is not a letter of transmittal and may not be used for any purpose other than to transmit votes to accept or reject the Plans and indicate beneficial owners’ preferences among the Plans. *Holders of \$27,740,000 Bonds should not surrender certificates representing their \$27,740,000 Bonds at this time, and neither the Debtors nor the Balloting Agent will accept delivery of any such certificates transmitted together with a Master Ballot.* Surrender of securities for exchange pursuant to a plan may be made only pursuant to a letter of transmittal, which will be furnished by the Debtors (or their agent) after confirmation of one of the Plans by the Bankruptcy Court.
4. With respect to any Ballots or Master Ballots returned to you by a beneficial owner or intermediary nominee, you must complete a Master Ballot, return it to the Balloting Agent and retain such Ballots and Master Ballots for inspection for a period of one year following the Effective Date of whichever Plan is Confirmed.
5. If, in addition to acting as broker, bank, dealer, or agent or other nominee, you also are a beneficial owner of any \$27,740,000 Bonds and you wish to vote such \$27,740,000 Bonds beneficially held by you, you may either complete an individual Ballot or add your vote to the attached Master Ballot. If you choose to complete an individual Ballot, please refer to the Joint Voting Instructions.
6. Multiple Master Ballots may be completed and delivered to the Balloting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots reflecting the votes cast by the same beneficial owners are inconsistent, the latest dated Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot reflecting the votes cast by the same beneficial owners is submitted and the later Master Ballot(s) supplement rather than supersede earlier Master Ballot(s), please mark the subsequent Master Ballot(s) with the words “Supplemental Master Ballot” or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote.
7. To properly complete the Master Ballot, you must follow the procedures described below:
 - a. **Item 1** of the Master Ballot requires that you provide the total number of beneficial owners accepting and/or rejecting the Debtors’ Plan, the Parent’s Plan, and the Harbinger Plan,

respectively. Also provide the aggregate claim amount corresponding to those acceptances and/or rejections under each plan.

- b. **Item 2** of the Master Ballot is a summary of the beneficial owners' preferences. A beneficial owner may vote on the Plans and indicate his, her, or its preference among the Debtors' Plan, the Parent's Plan, and the Harbinger Plan. In Item 2, for each plan provide the total number of beneficial owners preferring that plan at each preference level and indicate the aggregate claim amount of beneficial owners' holdings corresponding to those preferences at each level.
 - c. **Item 3 Acceptances and Rejections.** Item 3 of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for each individual beneficial owner of \$27,740,000 Bonds on whose behalf you are executing a Master Ballot. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner (or, if applicable, the customer account number assigned to the beneficial owner by his/her/its immediate nominee). If a single customer has more than one account with the identical registration, only list that customer once in Item 3. The total principal amount of all accounts voted with respect to a single customer should be listed in a single entry, so that each line will represent a different beneficial owner.
 - d. **Item 3 Preference Rankings.** If the beneficial owner has voted on more than one plan, please indicate his, her, or its preferences by providing their preference ranking according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.
8. An Individual Ballot that is not signed is not valid and should not be counted on the Master Ballot as having been cast. A beneficial owner may not split its vote. Accordingly, (i) each beneficial owner shall have a single vote for the Debtors' Plan, a single vote for the Parent's Plan, and a single vote for the Harbinger Plan, (ii) the full amount of the beneficial owner's holdings of \$27,740,000 Bonds according to your records or such lesser amount identified by the beneficial owner on its Ballot shall be deemed to have been voted either to accept or reject the Plans, and (iii) any Ballot that partially rejects and partially accepts any of the Plans shall not be counted, as to such plan. Votes on any of the Plans may be disregarded if the Bankruptcy Court determines that all holders of Claims within a particular class are unimpaired under such plan and therefore deemed to have accepted such plan under section 1126(f) of the Bankruptcy Code.
 9. No fees or commissions or other remuneration will be payable to any broker, bank, dealer, or other person in connection with this solicitation. Upon written request, however, the Debtors will reimburse you for customary mailing and handling expenses incurred by you in forwarding Ballots and accompanying Solicitation Packages to your clients. For additional copies of Solicitation Packages for the purposes of distributing same to beneficial holders or others for which you are a nominee, at no cost to you, write to ASARCO Balloting, c/o AlixPartners, LLP, 2100 McKinney Avenue, Suite 800, Dallas, Texas 75201, call 1-888-727-9235 or 1-972-535-7137, or email *CMS_Noticing@alixpartners.com* (reference "ASARCO" in subject line).
 10. This Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE THE DESIGNATION OF YOU OR ANY OTHER PERSON AS AN AGENT OF ANY OF THE DEBTORS, THE PARENT, OR THE BALLOTING AGENT OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLANS, EXCEPT FOR THE STATEMENTS CONTAINED IN THE SOLICITATION MATERIALS ENCLOSED HERewith.

THE PLANS AND JOINT DISCLOSURE STATEMENT ARE PROVIDED TO YOU IN A CD-ROM BUT YOU MAY REQUEST A HARD COPY OF THE PLANS OR JOINT DISCLOSURE STATEMENT BY CONTACTING THE BALLOTING AGENT. IF YOU HAVE ANY QUESTIONS CONCERNING THE SOLICITATION AND TABULATION PROCEDURES OR HOW TO PROPERLY COMPLETE THE

MASTER BALLOT, OR IF YOU DID NOT RECEIVE THE SOLICITATION AND TABULATION PROCEDURES OR THE CD-ROM OF THE JOINT DISCLOSURE STATEMENT AND PLANS, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT BY WRITING TO ASARCO BALLOTING, c/o ALIXPARTNERS, LLP, 2100 MCKINNEY AVENUE, SUITE 800, DALLAS, TEXAS 75201, CALLING 1-888-727-9235 OR 1-972-535-7137, OR EMAILING AT *CMS_NOTICING@ALIXPARTNERS.COM* (REFERENCE "ASARCO" IN THE SUBJECT LINE).

IF AN ADDITIONAL MASTER BALLOT IS NEEDED DO NOT PHOTOCOPY THIS MASTER BALLOT, BUT RATHER, REQUEST AN ADDITIONAL MASTER BALLOT FROM THE BALLOTING AGENT.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE AUTHORITY FOR YOU OR ANY OTHER PERSON TO ACT AS THE AGENT OF THE DEBTORS, THE PARENT, OR THE BALLOTING AGENT, OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLANS, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS. YOU MAY ALSO OBTAIN ADDITIONAL INFORMATION ON WWW.ASARCOREORG.COM.

EXHIBIT B-21

**Master Ballot for \$34,800,000
Lewis & Clark County, Montana 5.85%
Environmental Facilities Revenue Bonds due 2033**

**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
	§	

**Master Ballot for Use by Brokers, Banks, Dealers, and Other Agents or Nominees
for Beneficial Owners of \$34,800,000 Lewis & Clark County, Montana
5.85% Environmental Facilities Revenue Bonds due 2033**

All capitalized terms not defined in this Master Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

CUSIP NO.: _____

**THE DEADLINE FOR RETURNING THIS BALLOT IS
4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009**

This Master Ballot is to be used by brokers, banks, dealers, or other agents or nominees for summarizing votes cast by beneficial owners holding \$34,800,000 Lewis & Clark County, Montana 5.85% Environmental Facilities Revenue Bonds due 2033 issued by ASARCO LLC (“\$34,800,000 Bonds”), or nominees of such beneficial owners for which you are a nominee, to summarize the votes cast by the beneficial owners to accept or reject the Plans proposed in the above-captioned bankruptcy cases, as well as their preferences among the Plans.

THIS MASTER BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLANS AND INDICATE PREFERENCES AMONG THE PLANS. NEITHER THE BENEFICIAL OWNERS NOR THEIR NOMINEES SHOULD SURRENDER CERTIFICATES REPRESENTING THE \$34,800,000 BONDS AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR BALLOTING AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

IF YOU ARE AN INTERMEDIARY BROKER, PROXY AGENT, OR OTHER INTERVENING NOMINEE, YOU ARE REQUIRED TO COMPLETE THIS MASTER BALLOT AND DELIVER IT TO YOUR BROKER, PROXY INTERMEDIARY, OR OTHER NOMINEE. YOU SHOULD RETURN THIS MASTER BALLOT SO AS TO ALLOW ADDITIONAL TIME FOR ALL BALLOTS TO BE DELIVERED BY YOUR BROKER, PROXY INTERMEDIARY, OR OTHER NOMINEE TO THE BALLOTING AGENT (OR TO ANY FURTHER INTERMEDIARY NOMINEES, AND THEN TO THE BALLOTING AGENT) BY THE VOTING DEADLINE.

PLEASE READ THE ATTACHED VOTING INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

Item 1. Summary of Beneficial Owner Voting. The undersigned certifies that the chart below is accurate and complete:

<u>Plan</u>	<u>Acceptance</u>		<u>Rejections</u>	
	<u>No. of Acceptances</u>	<u>Aggregate Claim Amount</u>	<u>No. of Rejections</u>	<u>Aggregate Claim Amount</u>
Debtors' Plan Class 3				
Parent's Plan Class 3				
Harbinger Plan Class 3				

Item 2. Summary of Beneficial Owner Preference Among the Plans. The undersigned certifies that the chart accurately represents the number of, and the amount held by, beneficial owners who indicated their preferences among the Plans.

<u>Plan</u>		<u>Preferred as #1</u>	<u>Preferred as #2</u>	<u>Preferred as #3</u>
Debtors' Plan	No. of Holders			
	Amount			
Parent's Plan	No. of Holders			
	Amount			
Harbinger Plan	No. of Holders			
	Amount			

Item 3. Beneficial Owner Information. The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate list of the beneficial owners of \$34,800,000 Bonds as identified by their respective account numbers, that have delivered duly completed Ballots to the undersigned (or, such information was derived from the Ballots that have been summarized in intermediary Master Ballots delivered to the undersigned) voting to accept or reject the Plans.

(Please complete the information requested below. Attach additional sheets and print landscape if necessary.)

Customer Account Number of Each Beneficial Owner	Principal Amount of \$34,800,000 Bonds Voted (in thousands):								
	<u>Debtors' Plan</u>			<u>Parent's Plan</u>			<u>Harbinger Plan</u>		
	<u>Accept</u>	<u>Reject</u>	Preference Ranking	<u>Accept</u>	<u>Reject</u>	Preference Ranking	<u>Accept</u>	<u>Reject</u>	Preference Ranking
1.									
2.									
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8.									
9.									
10.									

Item 4. Additional Certifications. Except in the case of a vote recorded in a Master Ballot received from an intermediary, the undersigned certifies that each beneficial owner whose votes are being transmitted by this Master Ballot has been provided with a copy of the Joint Disclosure Statement and the other applicable solicitation materials and that each Ballot received from each beneficial owner or a copy thereof is and will remain on file with the undersigned subject to inspection for a period of one year following the Effective Date of whichever Plan is Confirmed.

Item 5. Registered Owner. The undersigned certifies that it is either: the registered holder in its own name or through a position held at a securities depository of the \$34,800,000 Bonds identified in Item 3 above; or is an intermediary nominee on account of a beneficial holder of the \$34,800,000 Bonds, in which case such party should complete this Master Ballot and forward it to such party's nominee intermediary, who represents such party's interests.

_____ Name	_____ Street Address
_____ Social Security or Federal Tax I.D. No.	_____ City, State, Zip Code
_____ Signature	_____ Telephone Number
_____ If by Authorized Agent, Name and Title	_____ Date Completed
_____ Name of Institution	_____ Participant Number

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE MASTER BALLOT**

1. If you are not either a registered holder or a beneficial owner, but, instead, are an intermediary broker, proxy, or other intervening nominee, you are required to complete this Master Ballot and deliver it to your broker, proxy intermediary, or other nominee (and disregard instructions to the contrary herein). You should return this Master Ballot so as to allow additional time for all Ballots to be processed and then delivered by your nominee to the Balloting Agent (or, if applicable, to further intermediary nominees and then to the Balloting Agent) before the Voting Deadline.
2. Complete the Master Ballot by providing all the information requested and sign, date and return the Master Ballot by first-class mail, overnight courier, or personal delivery to AlixPartners, LLP (the “Balloting Agent”) at the following address:

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

Master Ballots must be received by the Balloting Agent by 4:00 p.m., Central Time, on August 5, 2009 (the “Voting Deadline”). If a Master Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Balloting Agent is enclosed for your convenience.

3. The attached Master Ballot is not a letter of transmittal and may not be used for any purpose other than to transmit votes to accept or reject the Plans and indicate beneficial owners’ preferences among the Plans. *Holders of \$34,800,000 Bonds should not surrender certificates representing their \$34,800,000 Bonds at this time, and neither the Debtors nor the Balloting Agent will accept delivery of any such certificates transmitted together with a Master Ballot.* Surrender of securities for exchange pursuant to a plan may be made only pursuant to a letter of transmittal, which will be furnished by the Debtors (or their agent) after confirmation of such plan by the Bankruptcy Court.
4. With respect to any Ballots or Master Ballots returned to you by a beneficial owner or intermediary nominee, you must complete a Master Ballot, return it to the Balloting Agent and retain such Ballots and Master Ballots for inspection for a period of one year following the Effective Date of whichever Plan is Confirmed.
5. If, in addition to acting as broker, bank, dealer, or agent or other nominee, you also are a beneficial owner of any \$34,800,000 Bonds and you wish to vote such \$34,800,000 Bonds beneficially held by you, you may either complete an individual Ballot or add your vote to the attached Master Ballot. If you choose to complete an individual Ballot, please refer to the Joint Voting Instructions.
6. Multiple Master Ballots may be completed and delivered to the Balloting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots reflecting the votes cast by the same beneficial owners are inconsistent, the latest dated Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot reflecting the votes cast by the same beneficial owners is submitted and the later Master Ballot(s) supplement rather than supersede earlier Master Ballot(s), please mark the subsequent Master Ballot(s) with the words “Supplemental Master Ballot” or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote.
7. To properly complete the Master Ballot, you must follow the procedures described below:
 - a. **Item 1** of the Master Ballot requires that you provide the total number of beneficial owners accepting and/or rejecting the Debtors’ Plan, the Parent’s Plan, and the Harbinger Plan,

respectively. Also provide the aggregate claim amount corresponding to those acceptances and/or rejections under each plan.

- b. **Item 2** of the Master Ballot is a summary of the beneficial owners' preferences. A beneficial owner may vote on the Plans and indicate his, her, or its preference among the Debtors' Plan, the Parent's Plan, and the Harbinger Plan. In Item 2, for each plan provide the total number of beneficial owners preferring that plan at each preference level and indicate the aggregate claim amount of beneficial owners' holdings corresponding to those preferences at each level.
 - c. **Item 3 Acceptances and Rejections.** Item 3 of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for each individual beneficial owner of \$34,800,000 Bonds on whose behalf you are executing a Master Ballot. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner (or, if applicable, the customer account number assigned to the beneficial owner by his/her/its immediate nominee). If a single customer has more than one account with the identical registration, only list that customer once in Item 3. The total principal amount of all accounts voted with respect to a single customer should be listed in a single entry, so that each line will represent a different beneficial owner.
 - d. **Item 3 Preference Rankings.** If the beneficial owner has voted on more than one plan, please indicate his, her, or its preferences by providing their preference ranking according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.
8. An Individual Ballot that is not signed is not valid and should not be counted on the Master Ballot as having been cast. A beneficial owner may not split its vote. Accordingly, (i) each beneficial owner shall have a single vote for the Debtors' Plan, a single vote for the Parent's Plan, and a single vote for the Harbinger Plan, (ii) the full amount of the beneficial owner's holdings of \$34,800,000 Bonds according to your records or such lesser amount identified by the beneficial owner on its Ballot shall be deemed to have been voted either to accept or reject the Plans, and (iii) any Ballot that partially rejects and partially accepts any of the Plans shall not be counted, as to such plan. Votes on any of the Plans may be disregarded if the Bankruptcy Court determines that all holders of Claims within a particular class are unimpaired under such plan and therefore deemed to have accepted such plan under section 1126(f) of the Bankruptcy Code.
 9. No fees or commissions or other remuneration will be payable to any broker, bank, dealer, or other person in connection with this solicitation. Upon written request, however, the Debtors will reimburse you for customary mailing and handling expenses incurred by you in forwarding Ballots and accompanying Solicitation Packages to your clients. For additional copies of Solicitation Packages for the purposes of distributing same to beneficial holders or others for which you are a nominee, at no cost to you, write to ASARCO Balloting, c/o AlixPartners, LLP, 2100 McKinney Avenue, Suite 800, Dallas, Texas 75201, call 1-888-727-9235 or 1-972-535-7137, or email CMS_Noticing@alixpartners.com (reference "ASARCO" in subject line).
 10. This Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE THE DESIGNATION OF YOU OR ANY OTHER PERSON AS AN AGENT OF ANY OF THE DEBTORS, THE PARENT, OR THE BALLOTING AGENT OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLANS, EXCEPT FOR THE STATEMENTS CONTAINED IN THE SOLICITATION MATERIALS ENCLOSED HERewith.

THE PLANS AND JOINT DISCLOSURE STATEMENT ARE PROVIDED TO YOU IN A CD-ROM BUT YOU MAY REQUEST A HARD COPY OF THE PLANS OR JOINT DISCLOSURE STATEMENT BY CONTACTING THE BALLOTING AGENT. IF YOU HAVE ANY QUESTIONS CONCERNING THE SOLICITATION AND TABULATION PROCEDURES OR HOW TO PROPERLY COMPLETE THE

MASTER BALLOT, OR IF YOU DID NOT RECEIVE THE SOLICITATION AND TABULATION PROCEDURES OR THE CD-ROM OF THE JOINT DISCLOSURE STATEMENT AND PLANS, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT BY WRITING TO ASARCO BALLOTING, c/o ALIXPARTNERS, LLP, 2100 MCKINNEY AVENUE, SUITE 800, DALLAS, TEXAS 75201, CALLING 1-888-727-9235 OR 1-972-535-7137, OR EMAILING AT *CMS_NOTICING@ALIXPARTNERS.COM* (REFERENCE "ASARCO" IN THE SUBJECT LINE).

IF AN ADDITIONAL MASTER BALLOT IS NEEDED DO NOT PHOTOCOPY THIS MASTER BALLOT, BUT RATHER, REQUEST AN ADDITIONAL MASTER BALLOT FROM THE BALLOTING AGENT.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE AUTHORITY FOR YOU OR ANY OTHER PERSON TO ACT AS THE AGENT OF THE DEBTORS, THE PARENT, OR THE BALLOTING AGENT, OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLANS, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS. YOU MAY ALSO OBTAIN ADDITIONAL INFORMATION ON WWW.ASARCOREORG.COM.

EXHIBIT B-22

Master Ballot for \$22,200,000 Nueces River Authority 5.60% Environmental Revenue Refunding Bonds due 2018

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

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

**Master Ballot for Use by Brokers, Banks, Dealers, and Other Agents or Nominees
for Beneficial Owners of \$22,200,000 Nueces River Authority
5.60% Environmental Revenue Refunding Bonds due 2018**

All capitalized terms not defined in this Master Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

CUSIP NO.: _____

**THE DEADLINE FOR RETURNING THIS BALLOT IS
4:00 P.M., CENTRAL TIME, ON AUGUST 5, 2009**

This Master Ballot is to be used by brokers, banks, dealers, or other agents or nominees for summarizing votes cast by beneficial owners holding \$22,200,000 Nueces River Authority 5.60% Environmental Revenue Refunding Bonds due 2018 issued by ASARCO LLC (“\$22,200,000 Bonds”), or nominees of such beneficial owners for which you are a nominee, to summarize the votes cast by the beneficial owners to accept or reject the Plans proposed in the above-captioned bankruptcy cases, as well as their preferences among the Plans.

THIS MASTER BALLOT IS NOT A LETTER OF TRANSMITTAL AND MAY NOT BE USED FOR ANY PURPOSE OTHER THAN TO VOTE TO ACCEPT OR REJECT THE PLANS AND INDICATE PREFERENCES AMONG THE PLANS. NEITHER THE BENEFICIAL OWNERS NOR THEIR NOMINEES SHOULD SURRENDER CERTIFICATES REPRESENTING THE \$22,200,000 BONDS AT THIS TIME, AND NEITHER THE DEBTORS NOR THEIR BALLOTING AGENT WILL ACCEPT DELIVERY OF ANY SUCH CERTIFICATES.

IF YOU ARE AN INTERMEDIARY BROKER, PROXY AGENT, OR OTHER INTERVENING NOMINEE, YOU ARE REQUIRED TO COMPLETE THIS MASTER BALLOT AND DELIVER IT TO YOUR BROKER, PROXY INTERMEDIARY, OR OTHER NOMINEE. YOU SHOULD RETURN THIS MASTER BALLOT SO AS TO ALLOW ADDITIONAL TIME FOR ALL BALLOTS TO BE DELIVERED BY YOUR BROKER, PROXY INTERMEDIARY, OR OTHER NOMINEE TO THE BALLOTING AGENT (OR TO ANY FURTHER INTERMEDIARY NOMINEES, AND THEN TO THE BALLOTING AGENT) BY THE VOTING DEADLINE.

PLEASE READ THE ATTACHED VOTING INSTRUCTIONS BEFORE COMPLETING THIS BALLOT.

Item 1. Summary of Beneficial Owner Voting. The undersigned certifies that the chart below is accurate and complete:

<u>Plan</u>	<u>Acceptance</u>		<u>Rejections</u>	
	<u>No. of Acceptances</u>	<u>Aggregate Claim Amount</u>	<u>No. of Rejections</u>	<u>Aggregate Claim Amount</u>
Debtors' Plan Class 3				
Parent's Plan Class 3				
Harbinger Plan Class 3				

Item 2. Summary of Beneficial Owner Preference Among the Plans. The undersigned certifies that the chart accurately represents the number of, and the amount held by, beneficial owners who indicated their preferences among the Plans.

<u>Plan</u>		<u>Preferred as #1</u>	<u>Preferred as #2</u>	<u>Preferred as #3</u>
Debtors' Plan	No. of Holders			
	Amount			
Parent's Plan	No. of Holders			
	Amount			
Harbinger Plan	No. of Holders			
	Amount			

Item 3. Beneficial Owner Information. The undersigned certifies that the information provided below (including any information provided on additional sheets attached hereto) is a true and accurate list of the beneficial owners of \$22,200,000 Bonds as identified by their respective account numbers, that have delivered duly completed Ballots to the undersigned (or, such information was derived from the Ballots that have been summarized in intermediary Master Ballots delivered to the undersigned) voting to accept or reject the Plans.

(Please complete the information requested below. Attach additional sheets and print landscape if necessary.)

Customer Account Number of Each Beneficial Owner	Principal Amount of \$22,200,000 Bonds Voted (in thousands):								
	<u>Debtors' Plan</u>			<u>Parent's Plan</u>			<u>Harbinger Plan</u>		
	<u>Accept</u>	<u>Reject</u>	Preference Ranking	<u>Accept</u>	<u>Reject</u>	Preference Ranking	<u>Accept</u>	<u>Reject</u>	Preference Ranking
1.									
2.									
3.									
4.									
5.									
6.									
7.									
8.									
9.									
10.									

Item 4. Additional Certifications. Except in the case of a vote recorded in a Master Ballot received from an intermediary, the undersigned certifies that each beneficial owner whose votes are being transmitted by this Master Ballot has been provided with a copy of the Joint Disclosure Statement and the other applicable solicitation materials and that each Ballot received from each beneficial owner or a copy thereof is and will remain on file with the undersigned subject to inspection for a period of one year following the Effective Date of whichever Plan is Confirmed.

Item 5. Registered Owner. The undersigned certifies that it is either: the registered holder in its own name or through a position held at a securities depository of the \$22,200,000 Bonds identified in Item 3 above; or is an intermediary nominee on account of a beneficial holder of the \$22,200,000 Bonds, in which case such party should complete this Master Ballot and forward it to such party's nominee intermediary, who represents such party's interests.

_____ Name	_____ Street Address
_____ Social Security or Federal Tax I.D. No.	_____ City, State, Zip Code
_____ Signature	_____ Telephone Number
_____ If by Authorized Agent, Name and Title	_____ Date Completed
_____ Name of Institution	_____ Participant Number

**VOTING INFORMATION AND INSTRUCTIONS
FOR COMPLETING THE MASTER BALLOT**

1. If you are not either a registered holder or a beneficial owner, but, instead, are an intermediary broker, proxy, or other intervening nominee, you are required to complete this Master Ballot and deliver it to your broker, proxy intermediary, or other nominee (and disregard instructions to the contrary herein). You should return this Master Ballot so as to allow additional time for all Ballots to be processed and then delivered by your nominee to the Balloting Agent (or, if applicable, to further intermediary nominees and then to the Balloting Agent) before the Voting Deadline.
2. Complete the Master Ballot by providing all the information requested and sign, date and return the Master Ballot by first-class mail, overnight courier, or personal delivery to AlixPartners, LLP (the “Balloting Agent”) at the following address:

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

Master Ballots must be received by the Balloting Agent by 4:00 p.m., Central Time, on August 5, 2009 (the “Voting Deadline”). If a Master Ballot is received after the Voting Deadline, it will not be counted. An envelope addressed to the Balloting Agent is enclosed for your convenience.

3. The attached Master Ballot is not a letter of transmittal and may not be used for any purpose other than to transmit votes to accept or reject the Plans and indicate beneficial owners’ preferences among the Plans. *Holders of \$22,200,000 Bonds should not surrender certificates representing their \$22,200,000 Bonds at this time, and neither the Debtors nor the Balloting Agent will accept delivery of any such certificates transmitted together with a Master Ballot.* Surrender of securities for exchange pursuant to a plan may be made only pursuant to a letter of transmittal, which will be furnished by the Debtors (or their agent) after confirmation of such plan by the Bankruptcy Court.
4. With respect to any Ballots or Master Ballots returned to you by a beneficial owner or intermediary nominee, you must complete a Master Ballot, return it to the Balloting Agent and retain such Ballots and Master Ballots for inspection for a period of one year following the Effective Date of whichever Plan is Confirmed.
5. If, in addition to acting as broker, bank, dealer, or agent or other nominee, you also are a beneficial owner of any \$22,200,000 Bonds and you wish to vote such \$22,200,000 Bonds beneficially held by you, you may either complete an individual Ballot or add your vote to the attached Master Ballot. If you choose to complete an individual Ballot, please refer to the Joint Voting Instructions.
6. Multiple Master Ballots may be completed and delivered to the Balloting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of other Master Ballots. If two or more Master Ballots reflecting the votes cast by the same beneficial owners are inconsistent, the latest dated Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, supersede and revoke any prior Master Ballot. If more than one Master Ballot reflecting the votes cast by the same beneficial owners is submitted and the later Master Ballot(s) supplement rather than supersede earlier Master Ballot(s), please mark the subsequent Master Ballot(s) with the words “Supplemental Master Ballot” or such other language as you customarily use to indicate an additional vote that is not meant to revoke an earlier vote.
7. To properly complete the Master Ballot, you must follow the procedures described below:
 - a. **Item 1** of the Master Ballot requires that you provide the total number of beneficial owners accepting and/or rejecting the Debtors’ Plan, the Parent’s Plan, and the Harbinger Plan,

respectively. Also provide the aggregate claim amount corresponding to those acceptances and/or rejections under each plan.

- b. **Item 2** of the Master Ballot is a summary of the beneficial owners' preferences. A beneficial owner may vote on the Plans and indicate his, her, or its preference among the Debtors' Plan, the Parent's Plan, and the Harbinger Plan. In Item 2, for each plan provide the total number of beneficial owners preferring that plan at each preference level and indicate the aggregate claim amount of beneficial owners' holdings corresponding to those preferences at each level.
 - c. **Item 3 Acceptances and Rejections.** Item 3 of the Master Ballot requests that you transcribe information or attach a schedule to the Master Ballot in the indicated format providing information for each individual beneficial owner of \$22,200,000 Bonds on whose behalf you are executing a Master Ballot. To identify such beneficial owners without disclosing their names, please use the customer account number assigned by you to each such beneficial owner (or, if applicable, the customer account number assigned to the beneficial owner by his/her/its immediate nominee). If a single customer has more than one account with the identical registration, only list that customer once in Item 3. The total principal amount of all accounts voted with respect to a single customer should be listed in a single entry, so that each line will represent a different beneficial owner.
 - d. **Item 3 Preference Rankings.** If the beneficial owner has voted on more than one plan, please indicate his, her, or its preferences by providing their preference ranking according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan.
8. An Individual Ballot that is not signed is not valid and should not be counted on the Master Ballot as having been cast. A beneficial owner may not split its vote. Accordingly, (i) each beneficial owner shall have a single vote for the Debtors' Plan, a single vote for the Parent's Plan, and a single vote for the Harbinger Plan, (ii) the full amount of the beneficial owner's holdings of \$22,200,000 Bonds according to your records or such lesser amount identified by the beneficial owner on its Ballot shall be deemed to have been voted either to accept or reject the Plans, and (iii) any Ballot that partially rejects and partially accepts any of the Plans shall not be counted, as to such plan. Votes on any of the Plans may be disregarded if the Bankruptcy Court determines that all holders of Claims within a particular class are unimpaired under such plan and therefore deemed to have accepted such plan under section 1126(f) of the Bankruptcy Code.
 9. No fees or commissions or other remuneration will be payable to any broker, bank, dealer, or other person in connection with this solicitation. Upon written request, however, the Debtors will reimburse you for customary mailing and handling expenses incurred by you in forwarding Ballots and accompanying Solicitation Packages to your clients. For additional copies of Solicitation Packages for the purposes of distributing same to beneficial holders or others for which you are a nominee, at no cost to you, write to ASARCO Balloting, c/o AlixPartners, LLP, 2100 McKinney Avenue, Suite 800, Dallas, Texas 75201, call 1-888-727-9235 or 1-972-535-7137, or email *CMS_Noticing@alixpartners.com* (reference "ASARCO" in subject line).
 10. This Master Ballot does not constitute and shall not be deemed a proof of Claim or an assertion of a Claim.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE THE DESIGNATION OF YOU OR ANY OTHER PERSON AS AN AGENT OF ANY OF THE DEBTORS, THE PARENT, OR THE BALLOTING AGENT OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLANS, EXCEPT FOR THE STATEMENTS CONTAINED IN THE SOLICITATION MATERIALS ENCLOSED HERewith.

THE PLANS AND JOINT DISCLOSURE STATEMENT ARE PROVIDED TO YOU IN A CD-ROM BUT YOU MAY REQUEST A HARD COPY OF THE PLANS OR JOINT DISCLOSURE STATEMENT BY CONTACTING THE BALLOTING AGENT. IF YOU HAVE ANY QUESTIONS CONCERNING THE SOLICITATION AND TABULATION PROCEDURES OR HOW TO PROPERLY COMPLETE THE

MASTER BALLOT, OR IF YOU DID NOT RECEIVE THE SOLICITATION AND TABULATION PROCEDURES OR THE CD-ROM OF THE JOINT DISCLOSURE STATEMENT AND PLANS, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT BY WRITING TO ASARCO BALLOTING, c/o ALIXPARTNERS, LLP, 2100 MCKINNEY AVENUE, SUITE 800, DALLAS, TEXAS 75201, CALLING 1-888-727-9235 OR 1-972-535-7137, OR EMAILING AT CMS_NOTICING@ALIXPARTNERS.COM (REFERENCE "ASARCO" IN THE SUBJECT LINE).

IF AN ADDITIONAL MASTER BALLOT IS NEEDED DO NOT PHOTOCOPY THIS MASTER BALLOT, BUT RATHER, REQUEST AN ADDITIONAL MASTER BALLOT FROM THE BALLOTING AGENT.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE AUTHORITY FOR YOU OR ANY OTHER PERSON TO ACT AS THE AGENT OF THE DEBTORS, THE PARENT, OR THE BALLOTING AGENT, OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLANS, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS. YOU MAY ALSO OBTAIN ADDITIONAL INFORMATION ON WWW.ASARCOREORG.COM.

EXHIBIT B-23

Master Ballot for Unsecured Asbestos Personal Injury Claims

**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

Master Ballot for Attorneys Voting Asbestos Personal Injury Claims

All capitalized terms not defined in this Ballot are defined in the “Solicitation and Tabulation Procedures” enclosed herewith in the Solicitation Package.

This Master Ballot is for attorneys voting on behalf of Persons who hold Asbestos Personal Injury Claims against any of the Debtors. Please review the Plans, Joint Disclosure Statement, any recommendation letters enclosed in the Solicitation Package, and Voting Instructions before casting your vote. Please contact your attorney if you have further questions.

IMPORTANT NOTICE REGARDING THE DEBTORS’ PLAN: IF THE DEBTORS’ PLAN IS CONFIRMED AND BECOMES EFFECTIVE AND THE DEBTORS’ PLAN IS ACCEPTED BY AT LEAST 75% IN NUMBER OF THE HOLDERS OF ASBESTOS PERSONAL INJURY CLAIMS ACTUALLY VOTING ON THE DEBTORS’ PLAN AND BY THE FUTURE CLAIMS REPRESENTATIVE, IT WILL PERMANENTLY ENJOIN AND BAR YOUR CLIENTS FROM PURSUING ANY ASBESTOS PERSONAL INJURY CLAIMS AGAINST ANY OF THE ASARCO PROTECTED PARTIES (AS DEFINED IN THE DEBTORS’ PLAN). A VOTE FOR THE DEBTORS’ PLAN IS A VOTE FOR THE IMPOSITION OF A SECTION 524(g) CHANNELING INJUNCTION IN EXCHANGE FOR THE TREATMENT OF THE CLAIM UNDER THE DEBTORS’ PLAN.

IMPORTANT NOTICE REGARDING THE PARENT’S PLAN: IF THE PARENT’S PLAN IS CONFIRMED AND BECOMES EFFECTIVE AND THE PARENT’S PLAN IS ACCEPTED BY AT LEAST 75% IN NUMBER OF THE HOLDERS OF ASBESTOS PERSONAL INJURY CLAIMS ACTUALLY VOTING ON THE PARENT’S PLAN AND BY THE FUTURE CLAIMS REPRESENTATIVE, IT WILL PERMANENTLY ENJOIN AND BAR YOUR CLIENTS FROM PURSUING ANY ASBESTOS PERSONAL INJURY CLAIMS AGAINST ANY OF THE ASARCO PROTECTED PARTIES (AS DEFINED IN THE PARENT’S PLAN). A VOTE FOR THE PARENT’S PLAN IS A VOTE FOR THE IMPOSITION OF A SECTION 524(g) CHANNELING INJUNCTION IN EXCHANGE FOR THE TREATMENT OF THE CLAIM UNDER THE PARENT’S PLAN.

IMPORTANT NOTICE REGARDING THE HARBINGER PLAN: IF THE HARBINGER PLAN IS CONFIRMED AND BECOMES EFFECTIVE, IT WILL PERMANENTLY ENJOIN AND BAR YOUR CLIENTS FROM PURSUING ANY ASBESTOS PERSONAL INJURY CLAIMS AGAINST ANY OF THE ASARCO PROTECTED PARTIES (AS DEFINED IN THE HARBINGER PLAN) WHETHER OR NOT YOUR CLIENTS VOTE FOR THE PLAN. THE INJUNCTION WILL ALSO CHANNEL ASBESTOS PERSONAL INJURY CLAIMS RELATING TO THE DEBTORS’ HISTORICAL ACTIVITIES THAT ARISE AFTER THE CONFIRMATION DATE INTO THE ASBESTOS CLAIMS LIQUIDATION TRUST SO LONG AS THE TRUST HAS ASSETS AVAILABLE TO SATISFY SUCH CLAIMS. A VOTE FOR THE HARBINGER PLAN IS A VOTE FOR A CHANNELING INJUNCTION IN EXCHANGE FOR THE TREATMENT OF THE CLAIM UNDER THE HARBINGER PLAN.

Item 1. Summary of Holders of Asbestos Personal Injury Claims. Please include with your Master Ballot a summary sheet listing each holder of an Asbestos Personal Injury Claim you represent with each of the following:

- (i) name (with first name, last name, middle initial, and suffix listed in separate columns);

- (ii) last four digits of social security number;
- (iii) if the Claimant is the holder of a settled Claim, the Claimant's settled claim amount or if the Claimant is the holder of an unsettled Claim, the disease category;
- (iv) the name of all the Debtors that the Claim is asserted against (both directly and indirectly);
- (v) law firm representing the holder;
- (vi) the Claimant's vote; and
- (vii) the Claimant's preferences among the Debtors' Plan, the Parent's Plan, and the Harbinger Plan.

Please submit an electronic version of the summary sheet, preferably in Microsoft Excel format. Alternatively, you may submit a paper version of the summary sheet.

Item 2. Tabulation of Votes with Respect to Claims Settled Prior to Commencement of the Bankruptcy Cases. Complete this Item 2 if you are voting on behalf of holders of settled Asbestos Personal Injury Claims. If you do not represent holders of settled Asbestos Personal Injury Claims, then skip to Item 3. If you represent holders of settled and holders of unsettled Asbestos Personal Injury Claims, you should complete this Item 2 and Item 3.

- _____ is the total aggregate amount of settled Asbestos Personal Injury Claims voting to ***accept*** the Debtors' Plan.
- _____ is the total aggregate amount of settled Asbestos Personal Injury Claims voting to ***reject*** the Debtors' Plan.
- _____ is the total number of claimants who hold settled Asbestos Personal Injury Claims voting to ***accept*** the Debtors' Plan.
- _____ is the total number of claimants who hold settled Asbestos Personal Injury Claims voting to ***reject*** the Debtors' Plan.
- _____ is the total aggregate amount of settled Asbestos Personal Injury Claims voting to ***accept*** the Parent's Plan.
- _____ is the total aggregate amount of settled Asbestos Personal Injury Claims voting to ***reject*** the Parent's Plan.
- _____ is the total number of claimants who hold settled Asbestos Personal Injury Claims voting to ***accept*** the Parent's Plan.
- _____ is the total number of claimants who hold settled Asbestos Personal Injury Claims voting to ***reject*** the Parent's Plan.
- _____ is the total aggregate amount of settled Asbestos Personal Injury Claims voting to ***accept*** the Harbinger Plan.
- _____ is the total aggregate amount of settled Asbestos Personal Injury Claims voting to ***reject*** the Harbinger Plan.

- ____ is the total number of claimants who hold settled Asbestos Personal Injury Claims voting to *accept* the Harbinger Plan.
- ____ is the total number of claimants who hold settled Asbestos Personal Injury Claims voting to *reject* the Harbinger Plan.

Summary of Preference Among the Plans: Settled Claims. Please indicate the total number of settled Asbestos Personal Injury Claims that rank each plan at each preference level and the total amount that correspond to those preferences.

<u>Plan</u>		<u>Preferred as #1</u>	<u>Preferred as #2</u>	<u>Preferred as #3</u>
Debtors' Plan	No. of Holders			
	Amount			
Parent's Plan	No. of Holders			
	Amount			
Harbinger Plan	No. of Holders			
	Amount			

Item 3. Tabulation of Votes with Respect to Unsettled Claims. Complete the chart in Item 3 if you are voting on behalf of holders of unsettled Asbestos Personal Injury Claims.

Category	TDP Disease Category	Plan Proponent	Number of Claimants Accepting the Plan	Number of Claimants Rejecting the Plan	Claimants' Aggregate Preferences Rankings		
					1	2	3
I	Other Asbestos Disease - Cash Discount Payment	Debtors' Plan					
		Parent Plan					
		Harbinger Plan					
II	Nonmalignant Asbestos Disease	Debtors' Plan					
		Parent Plan					
		Harbinger Plan					
III	Nonmalignant Asbestos Disease	Debtors' Plan					
		Parent Plan					
		Harbinger Plan					

Category	TDP Disease Category	Plan Proponent	Number of Claimants Accepting the Plan	Number of Claimants Rejecting the Plan	Claimants' Aggregate Preferences Rankings		
					1	2	3
IV	Severe Asbestosis	Debtors' Plan					
		Parent Plan					
		Harbinger Plan					
V	Other Cancer	Debtors' Plan					
		Parent Plan					
		Harbinger Plan					
VI	Lung Cancer 2	Debtors' Plan					
		Parent Plan					
		Harbinger Plan					
VII	Lung Cancer 1	Debtors' Plan					
		Parent Plan					
		Harbinger Plan					
VIII	Mesothelioma	Debtors' Plan					
		Parent Plan					
		Harbinger Plan					

Summary of Preference Among the Plans: Unsettled Claims. Please indicate the total number of unsettled Asbestos Personal Injury Claims that rank each plan at each preference level and the total amount that correspond to those preferences.

<u>Plan</u>		<u>Preferred as #1</u>	<u>Preferred as #2</u>	<u>Preferred as #3</u>
Debtors' Plan	No. of Holders			
Parent's Plan	No. of Holders			
Harbinger Plan	No. of Holders			

Item 4. Pursuant to 28 U.S.C. § 1746, I declare under penalty of perjury, as an officer of the court and on behalf of the law firm listed below, that (i) the information on the Claimant list provided pursuant to Item 1 is true and correct, (ii) I am a licensed attorney, (iii) I have full authority under applicable law to vote each Claim voted through this Ballot and (iv) upon court order, I will provide evidence of such authority.

Attorney: _____ (Print or Type)	Address: _____ Street
On Behalf of: _____ (Name of Law Firm)	_____ City, State, and Zip Code
Signature: _____	Date Completed: _____
State Bar No.: _____	

**VOTING INSTRUCTIONS FOR COMPLETING THE MASTER BALLOT
FOR HOLDERS OF ASBESTOS PERSONAL INJURY CLAIMS**

1. Three separate plan proponents have each proposed a plan for reorganizing one or all of the Debtors. The three plan proponents and their plans are: (1) *"Sixth Amended Joint Plan of Reorganization for the Debtors Under Chapter 11 of the United States Bankruptcy Code, as Modified"* (the "Debtors' Plan") filed by the Debtors; (2) *"ASARCO Incorporated and Americas Mining Corporation's Modified Fifth Amended Plan of Reorganization for the Debtors under Chapter 11 of the United States Bankruptcy Code"* (the "Parent's Plan") filed by Americas Mining Corporation and ASARCO Incorporated (together, the "Parent"); and (3) *"First Amended Chapter 11 Plan Filed by Harbinger Capital Partners Master Fund I, Ltd."* (the "Harbinger Plan") filed by Harbinger Capital Partners Master Fund I, Ltd. ("Harbinger"). The Debtors' Plan, the Parent's Plan, and the Harbinger Plan are referred to collectively herein as the "Plans."
2. On July 2, 2009, the United States Bankruptcy Court for the Southern District of Texas, Corpus Christi Division (the "Court") entered an order (the "Solicitation Order") approving, among other things, procedures for solicitation of the Plans (the "Solicitation and Tabulation Procedures"). The Solicitation and Tabulation Procedures are annexed as Exhibit A to the Solicitation Order, which accompanies the Master Ballot. **SECTION 4(c) OF THE SOLICITATION AND TABULATION PROCEDURES SETS FORTH THE PROCEDURES FOR COMPLETING THE MASTER BALLOT. PLEASE READ THE PLANS, THE JOINT DISCLOSURE STATEMENT, AND THE SOLICITATION AND TABULATION PROCEDURES CAREFULLY BEFORE COMPLETING THE MASTER BALLOT.**
3. The Master Ballot is to be used by counsel to holders of Asbestos Personal Injury Claims who are authorized to vote on behalf of those clients to accept or reject the Plans. You may be required to provide evidence of authorization to vote. The Master Ballot may not be used for any purpose other than to transmit the votes to accept or reject the Plans.
4. The Bankruptcy Court may confirm a plan if, among other things, it has been accepted by creditors holding claims totaling at least two-thirds in amount and more than one-half in number of all claims in each class voting on the plan. A section 524(g) channeling injunction may be issued and a trust in connection with such injunction may be established if, among other requirements, the class of asbestos claimants whose claims are to be addressed by the trust votes, by at least 75 percent of those voting, in favor of the plan. Even if all classes do not accept the plan, the Bankruptcy Court may confirm the plan if the treatment afforded the class or classes rejecting the plan satisfies the Bankruptcy Code section 1129(b) standard for nonconsensual confirmation. However, the Bankruptcy Court may only confirm one plan. **If one of the Plans is confirmed by the Court, all holders of Interests in, and any and all other holders of Claims against, the Debtors will be bound by the confirmed plan and the transactions contemplated thereby.**
5. To have the votes reflected on the Master Ballot counted, the Master Ballot must be completed, signed, and returned so that it is received by AlixPartners, LLP (the "Balloting Agent"), **no later than 4:00 p.m. Central Time on August 5, 2009**, unless such time is extended by the Debtors, in their sole discretion, in writing (the "Voting Deadline"). Deliveries of Master Ballots by mail, hand delivery, or overnight courier to the Balloting Agent should be sent to:

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

MASTER BALLOTS WILL NOT BE ACCEPTED BY TELECOPY, FACSIMILE, OR OTHER ELECTRONIC MEANS, INCLUDING EMAIL. YOU MAY, HOWEVER, SUBMIT EXHIBIT A TO THE MASTER BALLOT IN ELECTRONIC FORMAT. BALLOTS DELIVERED TO THE BANKRUPTCY COURT, THE DEBTORS OR ANY PERSON OTHER THAN ALIXPARTNERS, LLP WILL NOT BE COUNTED.

6. Multiple Master Ballots may be completed and delivered to the Balloting Agent. Votes reflected by multiple Master Ballots will be counted except to the extent that they are duplicative of votes reflected by other Master Ballots. If two or more duplicative Master Ballots are inconsistent, the last duplicative Master Ballot received prior to the Voting Deadline will, to the extent of such inconsistency, govern unless otherwise ordered by the Court. If more than one Master Ballot is submitted and the last Master Ballot(s) supplement(s) rather than duplicate(s) earlier Master Ballot(s), please designate the subsequent Master Ballot(s) as a "Supplemental Master Ballot" and clearly mark which of those votes reflected thereon are additional votes.
7. To properly complete the Master Ballot, you must follow the procedures described below:
- Item 1** of the Master Ballot requires that you prepare a summary sheet, listing each holder of an Asbestos Personal Injury Claim you represent, which shall become an exhibit to the Master Ballot (the "Exhibit"). The Exhibit must list in separate columns the following information for each holder of an Asbestos Personal Injury Claim on whose behalf you are voting: (i) name (with first name, last name, middle initial, and suffix listed in separate columns); (ii) last four digits of social security number; (iii) if the Claimant is the holder of a settled claim, the Claimant's settled claim, or if the Claimant is the holder of an unsettled claim, the disease category; (iv) the name of all the Debtors that the Claim is asserted against (both directly and indirectly); (v) law firm representing the holder; (vi) the Claimant's vote; and (vii) the Claimant's preference among the Debtors' Plan, the Parent's Plan, and the Harbinger Plan. The Exhibit should be in substantially the same form as attached to these Voting Instructions for the Master Ballot;
 - Item 2** applies to settled Asbestos Personal Injury Claims. If you do not represent any holders of settled Asbestos Personal Injury Claims, you may skip to Item 3 on the Master Ballot. Item 2 of the Master Ballot asks you to indicate acceptances and rejections of the Debtors' Plan, the Parent's Plan, and the Harbinger Plan, and preferences among the Plans, by aggregate claim amount and number of claimants;
 - Item 3** applies to unsettled Asbestos Personal Injury Claims. Item 3 of the Master Ballot asks you to indicate the aggregate number, by disease category, of holders of unsettled Asbestos Personal Injury Claims listed on the Exhibit that accept or reject the Debtors' Plan, the Parent's Plan, and the Harbinger Plan. Descriptions of the disease categories can be found in the Debtors' Asbestos TDP (which is attached as Exhibit 1 to Plan Exhibit 6 of the Debtors' Plan). You must also indicate how the aggregate number of holders of unsettled Asbestos Personal Injury Claims ranked their preference among the Debtors' Plan, the Parent's Plan, and the Harbinger Plan. Item 3 requires you to complete the summary of votes by disease category. The disease categories are as follows:

Mesothelioma (Level VIII)	\$170,000
Lung Cancer 1 (Level VII)	\$60,000
Lung Cancer 2 (Level VI)	\$15,000
Other Cancer (Level V)	\$20,000
Severe Asbestosis (Level IV)	\$50,000
Nonmalignant Asbestos Disease (Level III)	\$7,500
Nonmalignant Asbestos Disease (Level II)	\$3,000

Other Asbestos Disease – Cash Discount Payment (Level I)	\$400
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- d. **Item 4** contains certifications, under penalty of perjury, which are required for you to submit a vote on behalf of one or more holders of Asbestos Personal Injury Claims. Please ensure that you have read and understood the certifications prior to signing the Master Ballot. **If you are unable to make the certification as to the authority to vote on behalf of any holder of an Asbestos Personal Injury Claim, you must either (i) within five (5) business days after the mailing of the Solicitation Package, furnish the Balloting Agent with the names and addresses of any such holder(s), to whom the Balloting Agent will send copies of the Solicitation Package, including Ballots, or (ii) transmit such Solicitation Package to any such clients directly.** If you chose to transmit the Solicitation Packages to your clients directly, the Debtors will reimburse you for the actual postage incurred upon submission of evidence of reasonable postage expenses;
- e. sign and date your Master Ballot;
- f. provide your name and mailing address;
- g. contact the Balloting Agent if you need any addition information; and
- h. return the completed, executed Master Ballot and an electronic version of the Exhibit, **preferably in Excel format**, so as to be received by the Balloting Agent before the Voting Deadline of **4:00 p.m. Central Time on August 5, 2009**. Although an electronic version of the Exhibit is preferred, you may submit a paper version of the Exhibit.

THE FAILURE TO NAME A DEBTOR ON THE EXHIBIT DOES NOT PREJUDICE ANY CLAIM THAT MAY BE ASSERTED AGAINST THAT DEBTOR. THE BALLOT WILL BE USED ONLY TO DETERMINE THE VOTE ON THE PLANS IN CONNECTION WITH THE CONFIRMATION PROCESS.

THE PLANS AND JOINT DISCLOSURE STATEMENT ARE PROVIDED TO YOU IN A CD-ROM BUT YOU MAY REQUEST A HARD COPY OF THE PLANS OR JOINT DISCLOSURE STATEMENT BY CONTACTING THE BALLOTING AGENT. IF YOU HAVE ANY QUESTIONS CONCERNING THE SOLICITATION AND TABULATION PROCEDURES OR HOW TO PROPERLY COMPLETE THE MASTER BALLOT, OR IF YOU DID NOT RECEIVE THE SOLICITATION AND TABULATION PROCEDURES OR THE CD-ROM OF THE JOINT DISCLOSURE STATEMENT AND PLANS, OR IF YOU NEED ADDITIONAL COPIES OF THE MASTER BALLOT OR OTHER ENCLOSED MATERIALS, PLEASE CONTACT THE BALLOTING AGENT BY WRITING TO ASARCO BALLOTING, c/o ALIXPARTNERS, LLP, 2100 MCKINNEY AVENUE, SUITE 800, DALLAS, TEXAS 75201, CALLING 1-888-727-9235 OR 1-972-535-7137, OR EMAILING AT CMS_NOTICING@ALIXPARTNERS.COM (REFERENCE “ASARCO” IN THE SUBJECT LINE).

IF AN ADDITIONAL MASTER BALLOT IS NEEDED DO NOT PHOTOCOPY THIS MASTER BALLOT, BUT RATHER, REQUEST AN ADDITIONAL MASTER BALLOT FROM THE BALLOTING AGENT.

NOTHING CONTAINED HEREIN OR IN THE ENCLOSED DOCUMENTS SHALL CONSTITUTE AUTHORITY FOR YOU OR ANY OTHER PERSON TO ACT AS THE AGENT OF THE DEBTORS, THE PARENT, OR THE BALLOTING AGENT, OR AUTHORIZE YOU OR ANY PERSON TO USE ANY DOCUMENT OR MAKE ANY STATEMENTS ON BEHALF OF ANY OF THEM WITH RESPECT TO THE PLANS, EXCEPT FOR THE STATEMENTS CONTAINED IN THE ENCLOSED DOCUMENTS. YOU MAY ALSO OBTAIN ADDITIONAL INFORMATION ON WWW.ASARCOREORG.COM.

EXHIBIT FOR MASTER BALLOT

Last Name	First Name and Middle Initial	Suffix	Last four digits of Social Security Number	Enter Settled Value or Disease Category	Debtors that the Claim is asserted against	Plaintiff's Law Firm	Acceptance or Rejection of the Debtors' Plan	Acceptance or Rejection of the Parent's Plan	Acceptance or Rejection of the Harbinger Plan	Preference Among the Plans ¹		
										Debtors' Plan	Parent's Plan	Harbinger Plan

¹ If the holder voted on more than one plan, please indicate their preferences by assigning that plan a preference number according to the following system: 1 = most preferred plan, 2 = second most preferred plan, and 3 = least preferred plan

EXHIBIT C

Joint Voting Instructions

Draft as of 7/2/2009

JOINT VOTING INSTRUCTIONS

**THESE JOINT VOTING INSTRUCTIONS APPLY TO THE BALLOT(S)
ENCLOSED IN THIS SOLICITATION PACKAGE.**

**PLEASE READ AND FOLLOW THESE JOINT VOTING INSTRUCTIONS
CAREFULLY SO THAT YOUR VOTE WILL BE COUNTED.**

PLAN CONFIRMATION. Three separate plan proponents have each proposed a plan for reorganizing one or all of the Debtors.¹ The three plan proponents and their plans are as follows:

- (1) *“Sixth Amended Joint Plan of Reorganization for the Debtors Under Chapter 11 of the United States Bankruptcy Code, as Modified”* (the “Debtors’ Plan”) filed by the Debtors; and
- (2) *“ASARCO Incorporated and Americas Mining Corporation’s Modified Fifth Amended Plan of Reorganization for the Debtors under Chapter 11 of the United States Bankruptcy Code”* (the “Parent’s Plan”) filed by Americas Mining Corporation and ASARCO Incorporated (collectively, the “Parent”).
- (3) *“First Amended Chapter 11 Plan Filed by Harbinger Capital Partners Master Fund I, Ltd.”* (the “Harbinger Plan”) filed by Harbinger Capital Partners Master Fund I, Ltd. (“Harbinger”).

The Debtors’ Plan, the Parent’s Plan, and the Harbinger Plan are referred to collectively herein as the “Plans.”

Only one plan can be confirmed by the Bankruptcy Court. If more than one plan meets the requisites for confirmation, the Bankruptcy Court shall consider the preferences of creditors and equity security holders in determining which plan to confirm. The Bankruptcy Court may confirm a plan if, among other things, it has been accepted by creditors holding claims totaling at least two-thirds in amount and more than one-half in number of all claims in each class voting on the plan. Even if all classes do not accept the plan, the Bankruptcy Court may confirm the plan if the treatment afforded the class or classes rejecting the plan satisfies the Bankruptcy Code section 1129(b) standard for nonconsensual confirmation. **If the Bankruptcy Court confirms a plan, that plan will be binding on you.**

A VOTE TO ACCEPT ANY OF THE PLANS CONSTITUTES AN AGREEMENT TO THE RELEASES IN ARTICLE XI OF SUCH PLAN, AND IN PARTICULAR ARTICLE 11.9, OF THE “ASARCO PROTECTED PARTIES.” THE IDENTITY OF THE “ASARCO PROTECTED PARTIES” UNDER THE DEBTORS’ PLAN, THE PARENT’S PLAN, AND THE HARBINGER PLAN DIFFER SO PLEASE REFER TO THE UNIFORM GLOSSARY OF DEFINED TERMS FOR PLAN DOCUMENTS ATTACHED AS EXHIBITS A-1, A-2, AND A-3, RESPECTIVELY, TO THE JOINT DISCLOSURE STATEMENT.

VOTING PROCEDURE. THE ENCLOSED BALLOT ALLOWS YOU TO VOTE ON THE PLANS. You have a single vote for the Debtors’ Plan, a single vote for the Parent’s Plan, and a single vote for the Harbinger Plan. Accordingly, you may accept and/or reject one, two, all, or none of the Plans. You may not partially accept or partially reject any of the Plans. **Votes by a particular class (or classes) on any of the Plans may be disregarded if the Bankruptcy Court determines that each claim in such class (or classes) is unimpaired by the particular Plan and therefore deemed to have accepted such Plan under section 1126(f) of the Bankruptcy Code.**

FOR YOUR VOTE TO BE COUNTED AS VOTING FOR OR AGAINST THE PLANS, YOU MUST FULLY COMPLETE YOUR BALLOT, INDICATE EITHER ACCEPTANCE OR REJECTION IN THE APPROPRIATE SPACES AND SIGN AND RETURN SUCH BALLOT(S) TO:

¹ Capitalized terms not defined herein are defined in the “Solicitation and Tabulation Procedures” enclosed in this solicitation package.

Draft as of 7/2/2009

**ASARCO BALLOTING
c/o ALIXPARTNERS, LLP
2100 MCKINNEY AVENUE
SUITE 800
DALLAS, TX 75201**

SO THAT THE BALLOT(S) ARE RECEIVED NO LATER THAN 4:00 P.M. CENTRAL TIME ON AUGUST 5, 2009 (THE “VOTING DEADLINE”). BALLOTS RECEIVED LATE WILL NOT BE COUNTED, UNLESS OTHERWISE ORDERED BY THE BANKRUPTCY COURT. A PRE-ADDRESSED, POSTAGE-STAMPED ENVELOPE HAS BEEN PROVIDED FOR YOUR CONVENIENCE. BALLOTS SENT VIA FACSIMILE OR EMAIL WILL NOT BE COUNTED, EXCEPT AS ORDERED BY THE COURT.

Except as otherwise set forth in the Ballot, if a Ballot is not completed in its entirety so that all the required information and signatures are provided, the Ballot will not be counted unless the Bankruptcy Court orders otherwise. If more than one Ballot is received from you for the same Claim, the last dated Ballot received prior to the Voting Deadline will be counted.

DISCLAIMER. Before casting your vote, you should review the enclosed Plans, the Joint Disclosure Statement, which the Bankruptcy Court has approved for distribution. You may wish to seek legal or other advice concerning the Plans and the classification and treatment of your Claim under each Plan. If you do not have the Plans and the Joint Disclosure Statement, you may obtain copies from the Balloting Agent.

BALLOT DOES NOT CONSTITUTE A CLAIM. Submission of a Ballot does not constitute a proof of claim, an amendment to a proof of claim or a waiver of any bar date or deadline to file a proof of claim.

NO ENCLOSURES. Do not enclose any correspondence, securities, instruments, invoices or other documents with your Ballot.

OBTAINING DOCUMENTS. The Plans and the Joint Disclosure Statement are provided to you in CD-ROM format. If you would like hard copies of these documents, you may make a request to the Balloting Agent by writing to **ASARCO BALLOTING, c/o ALIXPARTNERS, LLP, 2100 MCKINNEY AVENUE, SUITE 800, DALLAS, TEXAS 75201, calling 1-888-727-9235 or 1-972-535-7137, or emailing CMS_Noticing@alixpartners.com** (reference “ASARCO” in subject line). If your Ballot is damaged, or if you have any questions about the voting procedures, you should contact the Balloting Agent. **YOU MAY ALSO OBTAIN ADDITIONAL INFORMATION ON WWW.ASARCOREORG.COM.**

EXHIBIT D

Confirmation Hearing Notice

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

In re: ASARCO LLC, et al., <p style="text-align: center;">Debtors.</p>	<p style="text-align: center;">Chapter 11</p> <p style="text-align: center;">Case No. 05-21207(Jointly Administered)</p> <p style="text-align: center;">Jointly Administered</p>
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**NOTICE OF (I) CONFIRMATION HEARING AND OBJECTION DEADLINE WITH RESPECT TO
PLANS OF REORGANIZATION AND (II) SOLICITATION AND VOTING PROCEDURES**

TO ALL CREDITORS, EQUITY INTEREST HOLDERS, AND PARTIES IN INTEREST:

1. Approval of the Joint Disclosure Statement and Solicitation Procedures. The United States Bankruptcy Court for the Southern District of Texas, Corpus Christi Division (the “Bankruptcy Court”) entered an order approving the joint disclosure statement for the three competing plans of reorganization for the above-captioned debtors (collectively, the “Debtors”): the “Debtors’ Plan” proposed by the Debtors, the “Parent’s Plan” proposed by ASARCO Incorporated and Americas Mining Corporation (together, the “Parent”), and the “Harbinger Plan” (collectively with the Debtors’ Plan and the Parent’s Plan, the “Plans”) filed by Harbinger Capital Partners Master Fund I, Ltd. (“Harbinger”). The Bankruptcy Court also entered an order (the “Solicitation Order”) authorizing the Debtors, the Parent, and Harbinger to solicit votes with regard to the acceptance and rejection of the Plans. All capitalized terms used, but not defined herein, shall have the meanings provided in the Solicitation and Tabulation Procedures that may be obtained from the Balloting Agent (as defined below).

2. Plan Supplement. The Debtors, the Parent, and Harbinger may file supplements to their Plans (each a “Plan Supplement”) on or before ten days prior to the Voting Deadline (the “Plan Supplement Filing Date”). After the Plan Supplement Filing Date, each Plan Supplement will be available online at <http://www.asarcocoreorg.com>. If you would like to request a copy of a Plan Supplement, please write to ASARCO Balloting, c/o AlixPartners, LLP, 2100 McKinney Avenue, Suite 800, Dallas, Texas 75201, call (888) 727-9235 or (972) 535-7137, or e-mail CMS_Noticing@alixpartners.com (reference “ASARCO” in subject line).

3. Confirmation Hearing. A hearing to confirm one of the Plans (the “Confirmation Hearing”) will commence at 9:00 a.m. prevailing Central Time on **August 10, 2009** before the Honorable Richard S. Schmidt, United States Bankruptcy Judge, located at 1133 N. Shoreline Blvd., Second Floor, Corpus Christi, Texas 78401. The Confirmation Hearing may be continued by announcement of such continuance in open court or otherwise, without further notice to parties in interest. The Bankruptcy Court, in its discretion and prior to the Confirmation Hearing, may put in place additional procedures governing the Confirmation Hearing. Each Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

4. Voting Record Date. The Voting Record Date for purposes of determining which Holders of Claims and Interests are entitled to vote on the Plans is **July 2, 2009**.

5. Voting Deadline. If you hold a Claim against one of the Debtors as of the Voting Record Date, and are entitled to vote to accept or reject the Plans, you should have received a Ballot or Master Ballot and voting instructions applicable to your Claim(s) or Interest(s). For your vote to accept or reject any of the Plans to be counted, you must complete all required information on the Ballot, execute and return the completed Ballot to the address indicated on the Ballot by 4:00 p.m. prevailing Central Time on **August 5, 2009** (the “Voting Deadline”). Any failure to follow the voting instructions included with the Ballot may disqualify your vote.

6. Objections to the Plans. The Bankruptcy Court has established **July 29, 2009**, at 4:00 p.m. prevailing Central Time, as the last date and time for filing and serving objections to the Confirmation of any of the Plans (the “Objection Deadline for the Plans”). Any objections to any of the Plans must be (1) in writing, (2) conform to the Bankruptcy Rules and the Local Rules, (3) state the name and address of the objecting party, (4) identify the nature of Claims or Interests held or asserted by the objector against the Debtors’ Estates or property, (5) state the basis for the objection and the specific grounds therefore, and (6) be filed, with the clerk of the Bankruptcy Court, together with proof of service, and served upon each of the following parties, via mail or e-mail, so as to be received no later than the Objection Deadline for the Plans:

Counsel to the Debtors: Baker Botts L.L.P. Attn: Jack L. Kinzie, Judith Ross, James R. Prince 2001 Ross Avenue Dallas, Texas 75201-2980 jack.kinzie@bakerbotts.com judith.ross@bakerbotts.com jim.prince@bakerbotts.com	Counsel to the Debtors: Baker Botts L.L.P. Attn: Tony M. Davis, Mary Millwood Gregory One Shell Plaza, 910 Louisiana Houston, Texas 77002-4995 tony.davis@bakerbotts.com mary.gregory@bakerbotts.com	Counsel to the Debtors: Jordan, Hyden, Womble, Culbreth & Holzer, P.C. Attn: Shelby Jordan 500 N. Shoreline Blvd. Suite 900, Bank of America Corpus Christi, Texas 78471 sjordan@jhwclaw.com
Counsel to the Parent: Milbank, Tweed, Hadley & McCloy LLP Attn: Robert Moore 601 South Figueroa Street, 30th Floor Los Angeles, California 90017 RMoore@milbank.com	Counsel to the Parent: Milbank, Tweed, Hadley & McCloy LLP Attn: Robert E. Winter, 1850 K Street, NW, Suite 1100 Washington, DC 20006 RWinter@milbank.com	Counsel to the Parent: Haynes and Boone LLP Attn: Charles A. Beckham, Jr., Trey Monsour 1 Houston Center 1221 McKinney, Suite 2100 Houston, Texas 77010 charles.beckham@haynesboone.com trey.monsour@haynesboone.com
Counsel to the Official Committee of Unsecured Creditors for ASARCO: Reed Smith LLP Attn: Derek J. Baker 2500 One Liberty Place Philadelphia, Pennsylvania 19103 dbaker@reedsmith.com	Counsel to the Official Committee of Unsecured Creditors for ASARCO: Reed Smith LLP Attn: James C. McCarroll 599 Lexington Avenue New York, New York 10022 jmccarroll@reedsmith.com	Counsel to the Official Committee of Unsecured Creditors for ASARCO: Reed Smith LLP Attn: Paul M. Singer 435 Sixth Avenue Pittsburgh, Pennsylvania 15219 psinger@reedsmith.com
Counsel to the Future Claims Representative: Oppenheimer, Blend, Harrison & Tate, Inc. Attn: John H. Tate II, Raymond W. Battaglia, Debra L. Innocenti 711 Navarro, Sixth Floor San Antonio, Texas 78205 jtate@obht.com; rbattaglia@obht.com dinnocenti@obht.com	Counsel to the United States of America: Department of Justice Environmental Enforcement Section Attn: David Dain, Alan Tenenbaum 601 D Street NW Washington, DC 20004 (overnight mail only, if mailed) david.dain@usdoj.gov; alan.tenenbaum@usdoj.gov	Counsel to Sterlite (USA), Inc.: Shearman & Sterling LLP Attn: Douglas P. Bartner, Randall L. Martin 599 Lexington Avenue New York, New York 10022 dbartner@shearman.com randy.martin@shearman.com
Counsel to the Official Committee of Asbestos Claimants: Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation Attn: Sander L. Esserman, Jacob Newton 2323 Bryan Street, Suite 2200 Dallas, Texas 75201-2689 esserman@sbepl-law.com; newton@sbepl-law.com	United States Trustee: Attn: Charles F. McVay 606 N. Carancahua St., Ste. 1107 Corpus Christi, TX 78476 charles.r.sterbach@usdoj.gov	Counsel to the United Steelworkers Union: Cohen, Weiss and Simon LLP Attn: Richard M. Seltzer 330 West 42nd Street New York, New York 10025 rseltzer@cwsny.com
Counsel to Harbinger: Kramer, Levin, Naftalis, & Frankel LLP Attn: Thomas M. Mayer, Gregory A. Horowitz 1177 Avenue of the Americas New York, NY 10036 tmayer@kramerlevin.com ghorowitz@kramerlevin.com	Counsel to Harbinger: Winstead PC Attn: Phillip L. Lamberson, J. Frasher Murphy 5400 Renaissance Tower, 1201 Elm Street Dallas, TX 75270 plamberson@winstead.com fmurphy@winstead.com	

7. Inquiries. The Balloting Agent will serve copies of the Solicitation Order, the Joint Disclosure Statement, and all exhibits to the Joint Disclosure Statement, including the Plans, to all parties entitled to notice under Federal Rule of Bankruptcy Procedure 2002(b) as of the Voting Record Date and all parties entitled to vote to accept and reject the Plans. Holders of Claims who are entitled to vote to accept or reject the Plans shall receive a Solicitation Package, containing copies of this Confirmation Hearing Notice, applicable Ballot(s) and/or Master Ballot(s) and the Solicitation and Tabulation Procedures. The Solicitation Package may also be obtained from AlixPartners, LLP's (the "Balloting Agent"), by writing to ASARCO Balloting, c/o AlixPartners, LLP, 2100 McKinney Avenue, Suite 800, Dallas, Texas 75201, calling (888) 727-9235 or (972) 535-7137, or e-mailing CMS_Noticing@alixpartners.com (reference "ASARCO" in subject line). Additional information may be obtained from the Balloting Agent's website at <http://www.asarcocoreorg.com>. The Balloting Agent will answer questions regarding the procedures and requirements for voting to accept and reject the Plans and for objecting to the Plans, provide additional copies of all materials, and oversee the voting tabulation.

8. Temporary Allowance of Claims for Voting Purposes. Any creditor whose Claim or Interests is the subject of a pending objection shall not be entitled to vote on the Plans and shall not be counted in determining whether the requirements of section 1126(c) of the Bankruptcy Code have been met unless such Claim or Interest has been temporarily allowed for voting purposes by order of this Court pursuant to Bankruptcy Rule 3018(a) on or before the Voting Deadline; *provided, however*, that if the Debtors object to only a portion of a Claim or Interest, such Claim or Interest may be voted in the undisputed amount. The deadline for filing a motion for temporary allowance of Claims for voting purposes under Bankruptcy Rule 3018(a) is the tenth day after the later of (a) service of this Confirmation Hearing Notice or (b) service of an objection, if any, to the subject Claim or Interest.

LEGAL NOTICE

LEGAL NOTICE

EXHIBIT E

Asbestos Publication Notice

LEGAL NOTICE

LEGAL NOTICE

**Notice of voting rights and hearing to consider whether to confirm the
ASARCO LLC, et al. reorganization.**

A plan for the Chapter 11 reorganization of ASARCO LLC and related companies (the “Debtors”) called the “*Sixth Amended Joint Plan of Reorganization Under Chapter 11 of the United States Bankruptcy Code, as Modified*” (the “Debtors’ Plan”) has been proposed by the Debtors. A competing plan, called “*ASARCO Incorporated and Americas Mining Corporation’s Modified Fifth Amended Plan of Reorganization for the Debtors Under Chapter 11 of the Bankruptcy Code*” (the “Parent’s Plan”) has been proposed by ASARCO Incorporated and Americas Mining Corporation (together, the “Parent”). Another competing plan called “*First Amended Chapter 11 Plan Filed by Harbinger Capital Partners Master Fund I, Ltd.*” (the “Harbinger Plan”) has been proposed by Harbinger Capital Partners Master Fund I, Ltd. (“Harbinger”). In this notice, the term “Plans” refers to all three plans. Those with claims against, or interests in, the Debtors, or those with asbestos personal injury claims against any of the Debtors can vote to accept or reject any or all of the Plans and indicate their preferences among the Plans by **August 5, 2009**. The U.S. Bankruptcy Court for the Southern District of Texas (the “Court”) will consider confirmation of the Plans at a hearing starting **August 10, 2009**.

A detailed notice about the Plans called the Joint Disclosure Statement describing the Plans, a copy of the Plans, and voting materials, called a “Solicitation Package,” has been mailed to known claimants or their lawyers.

Who should read this:

Were you exposed to (1) products that may have contained chrysotile asbestos fibers; (2) raw chrysotile asbestos fibers; (3) cement asbestos pipe manufactured by CAPCO Pipe Company, Inc. or Cement Asbestos Products Company or (4) any asbestos-containing product at premises owned or operated by any of the following listed parties: Lac d’Amiante du Quebec Ltee; Lake Asbestos of Quebec, Ltd.; LAQ Canada, Ltd.; CAPCO Pipe Company, Inc.; Cement Asbestos Products Company; ASARCO LLC; ASARCO Consulting, Inc.; Encycle, Inc.; ALC, Inc.; American Smelting and Refining Company; AR Mexican Explorations, Inc.; Asarco Master, Inc.; Asarco Oil and Gas Company, Inc.; Bridgeview Management Company, Inc.; Covington Land Company; Government Gulch Mining Company, Limited; Southern Peru Holdings, LLC; AR Sacaton, LLC; ASARCO Exploration Company, Inc.; Green Hill Cleveland Mining Company; Alta Mining and Development Company; Blackhawk Mining and Development Company, Limited; Peru Mining Exploration and Development Company; Tulipan Company, Inc. or Wyoming Mining and Milling Company?

VOTING ON THE PLANS

Instructions in the Solicitation Package describe exactly who can vote and how to vote. The Joint Disclosure Statement helps you decide whether to vote to accept or reject the Plans. You don’t have to vote. To be counted, a ballot must be received by the Balloting Agent, AlixPartners, LLP, by 4:00 p.m. (Central Time) on **August 5, 2009**. Ballots not received by the Balloting Agent by the deadline will not be counted. Holders of certain disputed claims can vote but must file a 3018(a) Motion to do so following the procedures and by the deadline explained in the Solicitation Package.

ASBESTOS PERSONAL INJURY CLAIMS

Proof of an asbestos personal injury claim does not have to be filed with the Court at this time. The Solicitation Procedures describe special voting steps for holders of asbestos personal injury claims may vote on the Plans on behalf of their clients if authorized by the client.

If you are unsure whether your lawyer is authorized to vote on your behalf, contact your lawyer. The names and addresses of voting claimants will be forwarded to the Asbestos Trust so they can later be notified of the opportunity, and how, to file a claim.

THE HEARING ON THE PLANS

A hearing to consider confirming the Plans will begin before Judge Richard Schmidt at the U.S. Bankruptcy Court, Southern District of Texas, Corpus Christi Division, 208 United States Courthouse, 1133 North Shoreline Boulevard, Corpus Christi, TX 78401 on **August 10, 2009** at 9:00 a.m. (Central Time). You may attend the hearing, but you don’t have to. Objections, if any, must be submitted in writing and received by **July 29, 2009**, as described in the Solicitation Package.

ADDITIONAL INFORMATION

If you hold a claim described here, and you or your lawyer did not get a Solicitation Package, or you want more information about the Plans, the Joint Disclosure Statement, or Solicitation Procedures, you should call toll free 1-888-727-9235, visit www.asarcoreorg.com or write to ASARCO Balloting, c/o AlixPartners, LLP, 2100 McKinney Avenue, Suite 800, Dallas, TX 75201.

1-888-727-9235

www.asarcoreorg.com

LEGAL NOTICE

LEGAL NOTICE

KEY PARTS OF THE DEBTORS' PLAN

The Debtors' Plan proposes a trust, called the Asbestos Trust, to pay asbestos personal injury claims, and has the support of the Asbestos Claimants' Committee and the Future Claims Representative appointed by the Bankruptcy Court. ASARCO LLC will fund this trust with cash and other consideration as detailed in the plan. An injunction under section 524(g) of the Bankruptcy Code, applicable to all people and entities, will result in the permanent channeling of all asbestos personal injury claimants from asserting their claims against ASARCO and the ASARCO Protected Parties (listed in the Debtor's glossary attached to the Joint Disclosure Statement). This means those with asbestos personal injury claims won't be able to pursue them against the Debtors or other protected parties. You should read the Debtors' Plan and the Joint Disclosure Statement carefully for details about how these things affect your rights.

KEY PARTS OF THE PARENT'S PLAN

The Parent's Plan also proposes to establish a trust to pay asbestos personal injury claims. An injunction under section 524(g) of the Bankruptcy Code, applicable to all people and entities, will result in the permanent channeling of all asbestos personal injury claims against the Debtors into the asbestos trust, which will be funded with the consideration agreed to between the Parent, the Asbestos Claimants' Committee, and the Future claims Representative — i.e., \$527.5 million in Cash, a \$280 million promissory note payable in one year, and the proceeds of certain Asbestos Insurance Policies — based on an agreed aggregate asbestos claim of \$1 billion. This injunction precludes asbestos personal injury claimants from asserting their claims against ASARCO and the ASARCO Protected Parties (listed in the Parent's glossary attached to the Joint Disclosure Statement). This means those with asbestos personal injury claims won't be able to pursue them against the Debtors or other protected parties. You should read the Parent's Plan and the Joint Disclosure Statement carefully for details about how these things affect your rights.

KEY PARTS OF THE HARBINGER PLAN

The Harbinger Plan proposes to establish a trust to liquidate and pay asbestos personal injury claims. This trust will be funded with cash and rights to a portion of proceeds from litigation claims, in amounts that will be determined based upon an estimate of ASARCO's asbestos-related liabilities. AN injunction pursuant to section 105(a) of the Bankruptcy Code and other legal authority (but not section 524(g) of the bankruptcy personal injury claims against the Debtors that exist as of the date of confirmation being permanently channeled into the Asbestos Claims Liquidation Trust, and will preclude holders of such existing claims from asserting their claims against ASARCO and the ASARCO Protected Parties (including the purchaser of substantially all of ASARCO's operating assets). This means that those who presently have asbestos personal injury claims against the Debtors won't be able to pursue them against the Debtors or other protected parties. (The injunction will also channel asbestos personal injury claims relating to the Debtors' historical activities that arise after the confirmation date into the Asbestos Claims Liquidation Trust so long as the trust has assets available to satisfy such claims.) The Asbestos Claimants' Committee contends that this injunction cannot be entered by any court. If you are presently aware of any basis for asserting an asbestos personal injury claim against the Debtors, your legal rights could be affected by the Harbinger Plan and the Joint Disclosure Statement carefully for details about how these things affect your rights.

EXHIBIT F

Confirmation Notice to Parties to Mission Mine Settlement Agreement

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

In re: ASARCO LLC, et al., <p style="text-align: center;">Debtors.</p>	<p style="text-align: center;">Chapter 11</p> <p style="text-align: center;">Case No. 05-21207(Jointly Administered)</p> <p style="text-align: center;">Jointly Administered</p>
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**NOTICE OF DEADLINE REQUIRING FILING OF OBJECTION
TO BANKRUPTCY PLANS OF REORGANIZATION BEFORE JULY 29, 2009**

1. Plans of Reorganization. The United States Bankruptcy Court for the Southern District of Texas, Corpus Christi Division (the “Bankruptcy Court”) entered an order approving the joint disclosure statement for the plans of reorganization filed by ASARCO LLC (“ASARCO”) and certain related companies (collectively, “ASARCO” or the “Debtors”) (as modified and/or amended, the “Debtors’ Plan”), filed by ASARCO Incorporated and Americas Mining Corporation (together, the “Parent”) (as modified and/or amended, the “Parent’s Plan”), and filed by Harbinger Capital Partners Master Fund I, Ltd. (“Harbinger”) (the “Harbinger Plan” and collectively with the Debtors’ Plan and the Parent’s Plan, the “Plans”). If the Bankruptcy Court approves the Debtors’ Plan, the Parent’s Plan, or the Harbinger Plan, you will be bound by the Settlement Agreement described in paragraphs 4 and 5 below. If you would like a copy of any of the Plans to review, visit <http://www.asarcorg.com>, write to ASARCO Balloting, c/o AlixPartners, LLP, 2100 McKinney Avenue, Suite 800, Dallas, Texas 75201, call (888) 727-9235 or (972) 535-7137, or e-mail CMS_Noticing@alixpartners.com (reference “ASARCO” in subject line). The Debtors, the Parent, and Harbinger may file supplements to their Plans (each a “Plan Supplement”) on or before ten days prior to the Voting Deadline (the “Plan Supplement Filing Date”). After the Plan Supplement Filing Date, each Plan Supplement will be available online at <http://www.asarcorg.com>. If you would like to request a copy of a Plan Supplement, please write to ASARCO Balloting, c/o AlixPartners, LLP, 2100 McKinney Avenue, Suite 800, Dallas, Texas 75201, call (888) 727-9235 or (972) 535-7137, or e-mail CMS_Noticing@alixpartners.com (reference “ASARCO” in subject line).

2. Purpose of this Notice. You are receiving this notice because your legal rights may or will be affected by the Plans. The Debtors’ Plan, the Parent’s Plan, and the Harbinger Plan each incorporate the settlement agreement between the Tohono O’odham Nation, the San Xavier District, the San Xavier Allottees Association, the United States of America, and ASARCO (together, the “Parties”) that was approved by the Bankruptcy Court on April 9, 2008 (the “Settlement Agreement” and, as amended, the “Amended Settlement Agreement”).

3. Effect of Confirmation of any of the Plans. None of the Plans will become effective until the Bankruptcy Court approves that particular plan after notice and a hearing. **If the Bankruptcy Court approves one of the Plans, you will be bound by such plan as well as the Amended Settlement Agreement unless you file a timely objection with the Bankruptcy Court by July 29, 2009 and your objection is sustained by the Bankruptcy Court.**

4. Background to the Amended Settlement Agreement. The Mission Mine, located partly in the San Xavier District, is operated by ASARCO. On August 9, 2005, ASARCO filed a Chapter 11 bankruptcy case in Texas to restructure its assets and debts, rather than to liquidate its assets under a Chapter 7 bankruptcy.

When it filed bankruptcy, ASARCO was the lessee of various Allottee Trust Allotments (of which you may be a holder) used by ASARCO as part of its operation of the Mission Mine. Under bankruptcy law, ASARCO could either: (1) assume a lease and the lease would continue as if the bankruptcy had not been filed or (2) ASARCO could breach the leases by rejecting them.

For more than twenty years before ASARCO filed bankruptcy, there had been a continuing dispute between ASARCO and the United States Bureau of Land Management (the “BLM”) about ASARCO’s obligation to reclaim the leased property. A dispute also existed over whether ASARCO was required to operate pursuant to a federally approved mining plan of operation (the “MPO”) with a reclamation plan. Before ASARCO filed its

bankruptcy petition, it was not operating under a federally approved MPO.

5. Key terms of the Amended Settlement Agreement. The Amended Settlement Agreement resulted from over two years of negotiations between the Parties to attempt to resolve whether the leases should be assumed by ASARCO and, if so, what reclamation work would be required. What follows below is a summary of the highlights of the Amended Settlement Agreement:

1. ASARCO will assume the Tract II Mining Lease, meaning that royalty payments will continue as defined in that lease and the 1971 Settlement Agreement.
2. ASARCO is required to post collateral or obtain a performance bond to insure that eight hundred and twenty thousand dollars (\$820,000.00) is available if ASARCO defaults on a royalty payment in the future.
3. The Business Site Lease and Well Site Leases will also be assumed by ASARCO with the lease payments required to continue under those agreements.
4. ASARCO acknowledges an obligation to reclaim the property it has leased, but only to the extent of expending thirty-three million, two hundred and ten thousand, six hundred dollars (\$33,210,600.00) which has been deposited into an account (the "Fund") managed by Wachovia Securities, LLC, plus accrued interest.
5. ASARCO has no ownership in the Fund except that it will be paid from the Fund as it performs reclamation work. Interest earned on the money will be used to pay for reclamation work. Invoices for reclamation work to be paid from the Fund will be submitted to a Panel composed of no more than 3 ASARCO representatives and no more than 3 Nation/District/Allottee representatives who will monitor the progress of the reclamation work and make decisions regarding expenditure of the Fund. An independent Quality Assurance Inspector will work for the Panel and will decide whether the ASARCO invoices should be paid in full, and whether the work has been done correctly. Details about how the Fund will be used to reimburse ASARCO for reclamation work are contained in Amended Exhibit E to the Amended Settlement Agreement, which is available at ASARCO's website <http://www.asarcoreorg.com/> or by calling 1-888-727-9235 or 972-535-7137.
6. ASARCO has agreed to the Mining and Reclamation Plan (the "MARP") describing the reclamation work to be performed on the lands it has leased. The MARP is available for review at the San Xavier District's Office. If you would like to request an electronic copy of the MARP, please call 1-888-727-9235 or 972-535-7137 or you can access the exhibits at ASARCO's website <http://www.asarcoreorg.com/>.
7. If any monies remain in the Fund after reclamation is completed in accordance with the MARP, half of these excess funds will be returned to ASARCO and half will be released to the District. If the amount deposited in the Fund is not sufficient to complete needed reclamation, then ASARCO is not required to pay any additional monies or to perform any more reclamation work.
8. ASARCO has agreed to construct, at its own cost, certain Stormwater Controls and to maintain the controls constructed at its cost so long as it is using or reclaiming property leased from Allottees.
9. The District/Nation/Allottee representatives on the Panel may, at any time, transfer up to four million dollars (\$4,000,000.00) from the Fund to a separate maintenance account to be used for maintenance of the reclaimed lands after ASARCO has left the premises.
10. ASARCO has paid to the BLM \$172,755.53 for Tract II royalties that were due before it filed for bankruptcy. There will be allowed a claim for two hundred twenty-five thousand dollars (\$225,000.00) for royalty payments owed on the Tract I Lease before ASARCO filed for bankruptcy. This \$225,000 claim will receive equal treatment and payment as similarly situated, unsecured creditors in the ASARCO bankruptcy.
11. The United States filed on behalf of the Department of the Interior and the Indian landowners, a Proof of Claim in the ASARCO bankruptcy for monies and obligations claimed to be due and owing. The San Xavier District and the San Xavier Allottees Association filed separate Proofs of Claim that in some instances duplicated claims asserted in the United States' Proof of Claim or included potential claims that were subsequently resolved, in part, by the Southern Arizona Water Rights Settlement Act ("SAWRSA") Settlement. ASARCO has agreed to honor and be bound by the SAWRSA Settlement and nothing in the Amended Settlement Agreement alters or modifies the SAWRSA Settlement.
12. Except for the payments to be made by ASARCO described in paragraphs 4 and 10 above, no other payments will be made by ASARCO on any claim related to the disputes described in this notice. Because they are entering into the Amended Settlement Agreement, the United States, the

San Xavier District, and the San Xavier Allottees Association will no longer pursue any of the claims that have been asserted in the Proofs of Claim, even those that have not been addressed in the Amended Settlement Agreement. If an individual Allottee or group of Allottees wants to litigate a claim in the ASARCO bankruptcy, those individuals must do so on their own. It is ASARCO's position that Allottees will be foreclosed from doing so by the approval of the Plan.

13. The Amended Settlement Agreement reserves for the non-ASARCO settling parties the right to bring certain future claims, if any, against ASARCO, called post-petition claims, including claims involving groundwater contamination, to the extent such claims exist. ASARCO denies that such claims exist.
14. ASARCO will submit a timely application for an Aquifer Protection Permit to the Arizona Department of Environmental Quality.
15. As part of its bankruptcy, ASARCO has the ability to sell the Mission Mine and to assign ASARCO's interest in the lease agreements being assumed. The Amended Settlement Agreement provides that its terms will be binding on any purchasers of the Mission Mine. The Debtors' Plan assigns the Leases and any related agreements to the Plan Sponsor.
16. The Parent's Plan and the Harbinger Plan provide that the Amended Settlement Agreement shall be assumed and performed by ASARCO.

This summary of the Settlement Agreement and Amended Settlement Agreement is not a substitute for reading the materials. The Settlement Agreement and the Amended Settlement Agreement without exhibits are attached to the Debtors' Plan as Exhibit 15. You can review the entire set of agreements with all exhibits at ASARCO's website <http://www.asarcorg.com/> or by calling 1-888-727-9235 or 972-535-7137.

6. Confirmation Hearing. A hearing to confirm the Plans (the "Confirmation Hearing") will commence at 9:00 a.m. prevailing Central Time on **August 10, 2009** before the Honorable Richard S. Schmidt, United States Bankruptcy Judge, located at 1133 N. Shoreline Blvd., Second Floor, Corpus Christi, Texas 78401. The Confirmation Hearing may be continued by announcing such continuance in open court or otherwise, without further notice to parties in interest. The Bankruptcy Court, in its discretion and prior to the Confirmation Hearing, may put in place additional procedures governing the Confirmation Hearing. Each Plan may be modified, if necessary, prior to, during, or as a result of the Confirmation Hearing, without further notice to interested parties.

7. Objections to the Plans. The Bankruptcy Court has established **July 29, 2009**, at 4:00 p.m. prevailing Central Time, as the last date and time for filing and serving objections to the Confirmation (the "Objection Deadline for the Plans"). Any objections to any of the Plans must be (1) in writing, (2) conform to the Bankruptcy Rules and the Local Rules, (3) state the name and address of the objecting party, (4) identify the nature of Claims or Interests held or asserted by the objector against the Debtors' Estates or property, (5) state the basis for the objection and the specific grounds therefore, and (6) be filed, with the clerk of the Bankruptcy Court, together with proof of service, and served upon each of the following parties, via mail or e-mail, so as to be received no later than the Objection Deadline for the Plans:

Counsel to the Debtors: Baker Botts L.L.P. Attn: Jack L. Kinzie, Judith Ross, James R. Prince 2001 Ross Avenue Dallas, Texas 75201-2980 jack.kinzie@bakerbotts.com judith.ross@bakerbotts.com jim.prince@bakerbotts.com	Counsel to the Debtors: Baker Botts L.L.P. Attn: Tony M. Davis, Mary Millwood Gregory One Shell Plaza 910 Louisiana Houston, Texas 77002-4995 tony.davis@bakerbotts.com mary.gregory@bakerbotts.com	Counsel to the Debtors: Jordan, Hyden, Womble, Culbreth & Holzer, P.C. Attn: Shelby Jordan 500 N. Shoreline Blvd. Suite 900, Bank of America Corpus Christi, Texas 78471 sjordan@jhwclaw.com
Counsel to the Parent: Milbank, Tweed, Hadley & McCloy LLP Attn: Robert Moore 601 South Figueroa Street, 30th Floor Los Angeles, California 90017 RMoore@milbank.com	Counsel to the Parent: Milbank, Tweed, Hadley & McCloy LLP Attn: Robert E. Winter, 1850 K Street, NW, Suite 1100 Washington, DC 20006 RWinter@milbank.com	Counsel to the Parent: Haynes and Boone LLP Attn: Charles A. Beckham, Jr., Trey Monsour 1 Houston Center 1221 McKinney, Suite 2100 Houston, Texas 77010 charles.beckham@haynesboone.com trey.monsour@haynesboone.com

Counsel to the Official Committee of Unsecured Creditors for ASARCO: Reed Smith LLP Attn: Derek J. Baker 2500 One Liberty Place Philadelphia, Pennsylvania 19103 dbaker@reedsmith.com	Counsel to the Official Committee of Unsecured Creditors for ASARCO: Reed Smith LLP Attn: James C. McCarroll 599 Lexington Avenue New York, New York 10022 jmccarroll@reedsmith.com	Counsel to the Official Committee of Unsecured Creditors for ASARCO: Reed Smith LLP Attn: Paul M. Singer 435 Sixth Avenue Pittsburgh, Pennsylvania 15219 psinger@reedsmith.com
Counsel to the Future Claims Representative: Oppenheimer, Blend, Harrison & Tate, Inc. Attn: John H. Tate II, Raymond W. Battaglia, Debra L. Innocenti 711 Navarro, Sixth Floor San Antonio, Texas 78205 jtate@obht.com; rbattaglia@obht.com dinnocenti@obht.com	Counsel to the United States of America: Department of Justice Environmental Enforcement Section Attn: David Dain, Alan Tenenbaum 601 D Street NW Washington, DC 20004 (overnight mail only, if mailed) david.dain@usdoj.gov; alan.tenenbaum@usdoj.gov	Counsel to Sterlite (USA), Inc.: Shearman & Sterling LLP Attn: Douglas P. Bartner, Randall L. Martin 599 Lexington Avenue New York, New York 10022 dbartner@shearman.com randy.martin@shearman.com
Counsel to the Official Committee of Asbestos Claimants: Stutzman, Bromberg, Esserman & Plifka, A Professional Corporation Attn: Sander L. Esserman, Jacob Newton 2323 Bryan Street, Suite 2200 Dallas, Texas 75201-2689 esserman@sbep-law.com newton@sbep-law.com	United States Trustee: Attn: Charles F. McVay 606 N. Carancahua St., Ste. 1107 Corpus Christi, TX 78476 charles.r.sterbach@usdoj.gov	Counsel to the United Steelworkers Union: Cohen, Weiss and Simon LLP Attn: Richard M. Seltzer 330 West 42nd Street New York, New York 10025 rseltzer@cwsny.com
Counsel to Harbinger: Kramer, Levin, Naftalis, & Frankel LLP Attn: Thomas M. Mayer, Gregory A. Horowitz 1177 Avenue of the Americas, New York, NY 10036 tmayer@kramerlevin.com ghorowitz@kramerlevin.com	Counsel to Harbinger: Winstead PC Attn: Phillip L. Lamberson, J. Frasher Murphy 5400 Renaissance Tower, 1201 Elm Street, Dallas, TX 75270 plamberson@winstead.com fmurphy@winstead.com	

8. Inquiries. A copy of the Plans and the Amended Settlement Agreement and related documents may be obtained from AlixPartners, LLP's website at <http://www.asarcoreorg.com>, by writing to ASARCO Balloting, c/o AlixPartners, LLP, 2100 McKinney Avenue, Suite 800, Dallas, Texas 75201, calling (888) 727-9235 or (972) 535-7137, or emailing CMS_Noticing@alixpartners.com (reference "ASARCO" in subject line).

VALUABLE OR POTENTIALLY VALUABLE LEGAL RIGHTS, CLAIMS, OR INTERESTS MAY BE OR WILL BE AFFECTED BY BANKRUPTCY COURT APPROVAL OF THE DEBTORS' PLAN, THE PARENT'S PLAN, OR THE HARBINGER PLAN. YOU ARE STRONGLY URGED TO HAVE THE PLANS AND THE AMENDED SETTLEMENT AGREEMENT REVIEWED BY AN ATTORNEY. YOU MUST FILE AN OBJECTION TO THE PLANS AND THE AMENDED SETTLEMENT, WHICH IS INCORPORATED IN THE PLANS BY REFERENCE, BY JULY 29, 2009, OR YOU WILL BE BOUND BY THE AMENDED SETTLEMENT AGREEMENT AND ANY PLAN THAT IS ULTIMATELY CONFIRMED BY THE BANKRUPTCY COURT.

EXHIBIT G

Radio Advertisement Regarding Mission Mine Settlement Agreement

Notice of Deadline Requiring Filing of Objection to Bankruptcy Plans of Reorganization

An order has been entered in the ASARCO bankruptcy case approving the joint disclosure statement for the plans of reorganization filed by ASARCO LLC, by its parent company, Americas Mining Corporation and ASARCO Incorporated, and by a group of bondholders, Harbinger Capital Partners Master Fund I, Limited. The Settlement Agreement between ASARCO, the San Xavier Allottees Association, the San Xavier District, the Tohono O'odham Nation and the United States of America that was previously approved by the Bankruptcy Court on April 9, 2008 is incorporated in the ASARCO LLC plan, the plan of ASARCO Incorporated and Americas Mining Corporation, and the plan by Harbinger Capital Partners Master Fund I, Limited. As a result, approval of any plan by the Bankruptcy Court binds all landowners to the terms of the Settlement Agreement.

Under the Settlement Agreement, ASARCO put \$33,210,600.00 into a fund to be used to cover and revegetate the tailings ponds and waste dumps and to control erosion after mining is finished. The planning phase of the reclamation work is currently in progress and is being monitored by a committee including representatives of the Allottees Association to make sure that the work is done according to the mining and reclamation plan which is part of the Settlement Agreement. ASARCO will also continue the Tract II mining lease as well as the business site and well site leases, meaning royalty and lease payments will continue as called for in the leases and in the 1971 Settlement Agreement. ASARCO recognizes the past due royalties for Tract I which will be paid along with other unsecured creditors in the bankruptcy case. ASARCO has already paid past due royalties due on Tract II. The Settlement Agreement does not change ASARCO's duties under the Southern Arizona Water Rights Settlement Act nor does it relieve ASARCO of its responsibilities with regard to any potential ground water contamination from its on-going mining operations.

The Settlement Agreement and the plans contain many other details which cannot be listed here. You may get a copy of the Settlement Agreement and any of the plans of reorganization from ASARCO's website, www.asarcorg.com, by calling 1-888-727-9235 or 972-535-7137 or from the San Xavier District Water Rights Office or the Tohono O'odham Mining Office in Sells.

Any mining or business site landowners or other interested parties who wish to object to the confirmation of ASARCO LLC's plan, the plan of ASARCO Incorporated and Americas Mining Corporation, or the plan of Harbinger Capital Partners Master Fund I, Limited must file a written objection in the Bankruptcy Court in Corpus Christi, Texas no later than Wednesday, July 29, 2009 at 4:00 p.m. Central time.