

**IN THE UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF TEXAS
BROWNSVILLE DIVISION**

**ASARCO LLC and SOUTHERN PERU
HOLDINGS, LLC,**

Plaintiffs,

v.

AMERICAS MINING CORPORATION,

Defendant.

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Civil Action No. 1:07-cv-00018

(prior Adversary No. 07-2009)

DECLARATION OF XAVIER GARCIA DE QUEVEDO TOPETE

1. My name is Xavier Garcia de Quevedo Topete. I am of sound mind and am capable of making this Declaration. I make this Declaration based on personal knowledge.

2. I am President and Chief Executive Officer of Americas Mining Corporation ("AMC"), and Chief Operating Officer and Director of Southern Copper Corporation ("SCC"). I make this Declaration in support of the Joint Motion for Entry of Agreed Order Restricting Transfer and Voting of Shares of Southern Copper Corporation by Americas Mining Corporation and Execution on or Enforcement of Judgment by ASARCO LLC.

3. Prior to February 8, 2007, AMC had not transferred, sold, exchanged, disposed of, pledged, or otherwise encumbered any of the stock of SCC that is traceable to the 43,348,949 shares of [Class A] Common Stock of SCC owned by ASARCO LLC and/or Southern Peru Holdings Corporation on March 30, 2003 (the "SCC Stock").

4. From February 8, 2007, through April 14, 2009, AMC had not transferred, sold, exchanged, disposed of, pledged, or otherwise encumbered the SCC Stock.

5. Between February 2, 2007, and April 14, 2009, AMC had not voted its shares of SCC in any manner, or caused the SCC Board of Directors to take any action (other than those actions disclosed publicly since February 2, 2007 in SCC's filings with the SEC), that would (1) hinder, delay, or negate ASARCO's ability to recover the SCC Stock; (2) dilute the ownership interest in SCC represented by the SCC Stock; (3) remove any of the SCC Stock from the United States; or (4) otherwise be detrimental to or diminish the value of the SCC Stock.

6. Between March 31, 2009, and April 14, 2009, SCC had not made, declared, or announced any dividend payable to shareholders of SCC.

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

Signed this 14th day of April, 2009.



XAVIER GARCIA DE QUEVEDO TOPETE