



ENTERED
08/07/2013

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

IN RE: §
ASARCO, LLC, § **CASE NO. 05-21207**
Reorganized Debtor. § **Chapter 11**
§

AGREED ORDER APPROVING AMENDED DEED

The Court having considered the ASARCO Custodial Trustee, Project Navigator, Ltd.'s Motion for an Order seeking Approval of an Amended Deed (the "Motion"), and any objections thereto, and the Court having found that there is good cause to grant the same, makes the following **FINDINGS OF FACT**:

(1) ASARCO L.L.C. was the sole record owner vested with title to the Properties described in an attachment to the Amended Deeds attached hereto as, "Exhibit B-1", "Exhibit B-2"; and "Exhibit B-3".

(2) no other party in interest has asserted any legal or equitable claims of ownership in the Properties that were transferred to the ASARCO Texas Custodial Trust (as described in the Consent Decree and Settlement Agreement and in the Motion) in this chapter 11 bankruptcy proceeding;

(3) good and indefeasible title to the Properties have been conveyed to the Texas Custodial Trustee free and clear of any and all liens, claims of title or ownership or encumbrances, and

It is therefore,

ORDERED that the Amended Deeds attached to the Motion as Exhibit B-1, B-2 and B-3 transferring the Properties to the ASARCO Texas Custodial Trust are approved in all respects and may be filed in the real property records of the appropriate counties; it is further

ORDERED, that any legal or equitable interests in and to the Properties that can or may have been claimed by any entity or person other than ASARCO L.L.C. and its affiliates are hereby extinguished, as are any other liens, claims of title or ownership or encumbrances to title that may have existed whether or not listed of record in the Real Property Records of the State of Texas; provided, however, that nothing herein shall affect any rights of the ASARCO Protected Parties¹, the State of Texas or the United States under the Consent Decree and Settlement Agreement, the Plan or the Confirmation Order.

DATED: **AUG 07 2013**



**THE HONORABLE RICHARD S. SCHMIDT,
UNITED STATES BANKRUPTCY JUDGE**

¹ As defined in the *ASARCO Incorporated and Americas Mining Corporation's Seventh Amended Plan of Reorganization for the Debtors under Chapter 11 of the United States Bankruptcy Code, as Modified on August 20, 2009, August 23, 2009, and August 27, 2009* (Docket No. 12728, the "Plan") , as confirmed on November 13, 2009, by the order of the United States District Court for the Southern District of Texas, Brownsville Division (the "Confirmation Order").

APPROVED AS TO FORM AND SUBSTANCE:

/s/ K. Elizabeth Sieg

Dion W. Hayes
K. Elizabeth Sieg
McGUIREWOODS LLP
One James Center
901 East Cary Street
Richmond, VA 23219
Telephone: (804) 775-1000
Facsimile: (804) 775-1061
E-mail: dhayes@mcguirewoods.com
bsieg@mcguirewoods.com

Counsel for ASARCO LLC

—and—

/s/ Mary W. Koks

Mary W. Koks
MUNSCH HARDT KOPF & HARR, P.C.
700 Louisiana, Suite 4600
Houston, Texas 77002
Telephone: (713) 222-4030
Facsimile: (713) 222-5830
E-mail: mkoks@munsch.com

Counsel for the Texas Custodial Trust