



ENTERED  
06/05/2009

**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

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**ORDER AND JUDGMENT APPROVING CONSENT DECREE AND  
SETTLEMENT AGREEMENT ESTABLISHING A CUSTODIAL TRUST  
FOR THE OWNED SMELTER SITE IN EL PASO, TEXAS AND THE  
OWNED ZINC SMELTER SITE IN AMARILLO, TEXAS  
[DOCKET NOS. 10534, 10567, 10584, 11290, 11316, 11343, 11365, AND 11519]**

Upon consideration of the Motion Under Bankruptcy Rule 9019 For Order Approving Settlement of Environmental Claims (the "Motion"); and it appearing that the Court has jurisdiction over this matter; and it appearing that due notice of the Motion has been provided as set forth in the Motion, and that no other or further notice need be provided; and it appearing that public comment on the Texas Custodial Trust Settlement Agreement<sup>1</sup>, which was filed on March 19, 2009 (a supplemental Attachment C thereto was filed on March 25, 2009), has occurred and the United States and the Texas Commission on Environmental Quality have filed their responses to comments; and a stipulation clarifying paragraph 12(d) of the Texas Custodial Trust Settlement Agreement was entered on May 21, 2009 [Docket No. 11383]; and it further appearing that the relief requested in the Motion is in the best interests of the Debtors and their estates and creditors; and upon all of the proceedings had before the Court; and after due deliberation and sufficient cause appearing therefore, for the reasons set forth in the Court's Findings of Fact and Conclusions of Law on Debtors' Motion For Order Approving Settlement

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<sup>1</sup> All capitalized terms not otherwise defined herein shall have the meaning ascribed to them in the Motion.

of Environmental Claims including but not limited to the specific findings at paragraphs 146, 150 through 158, 239, and 259 through 264, it is

**ORDERED** that the Texas Custodial Trust Settlement Agreement, which sets forth a settlement of environmental claims by and between the United States, ASARCO, American Smelting and Refining Company, and the Texas Commission on Environmental Quality is approved; and it is further

**ORDERED** that, the Debtors are authorized to enter into and implement the Texas Custodial Trust Settlement Agreement; and it is further

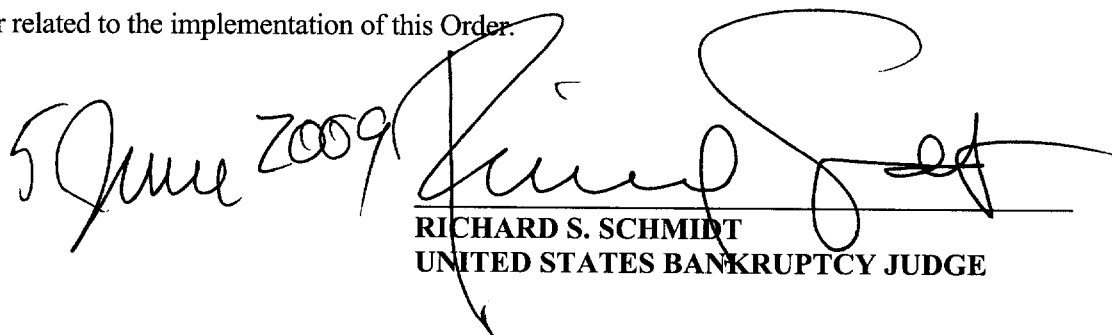
**ORDERED** that the Texas custodial trust settlement payments totaling \$52.08 million shall be treated as administrative expense priority claims in accordance with Section 1129 of the Bankruptcy Code and be paid in cash, in full on the effective date; and it is further

**ORDERED** that the Texas Custodial Trust Settlement Agreement is fair, reasonable, and consistent with environmental law; and it is further

**ORDERED** that the standards set forth in *Protective Comm. for Independent Stockholders of TMT Trailer Ferry, Inc. v. Anderson*, 390 U.S. 414 (1968) and Comprehensive Environmental Response, Compensation, and Liability Act (“CERCLA”) or other applicable environmental law have been met with regard to the Texas Custodial Trust Settlement Agreement; and it is further

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

Dated:

5 June 2009 

**RICHARD S. SCHMIDT**  
**UNITED STATES BANKRUPTCY JUDGE**