

No. 0 34522	Annual Report Form <i>Due No Later Than November 30,</i> 1999		2. Registered Agent and Office NOT A P.O. BOX C T CORPORATION SYSTEM 300 N 6TH ST BOISE ID 83701
Return to: SECRETARY OF STATE 700 WEST JEFFERSON PO BOX 83720 BOISE, ID 83720-0080 NO FEE REQUIRED * FIRST NOTICE *	1. Mailing Address - Please Correct, If Not Correct		3. Organized Under the Laws of: NY C 34522
	PHELPS DODGE CORPORATION TAX DEPARTMENT 2600 N. CENTRAL AVE. PHOENIX AZ 85004		
4. Corporations: Enter Names and Business Addresses of President, Secretary and Directors Limited Liability Companies: Enter Names and Addresses of ☐ Managers or ☐ Members (check one)			
<u>Office held</u>	<u>Name</u>	<u>Street or P.O. Address</u>	<u>City</u>
			<u>State</u>
			<u>Zip</u>
5. Signature of New Registered Agent		6. Signature <u><i>S. I. Tanner</i></u> Date <u>11-1-99</u> Name (Typed or Printed) <u>S. I. TANNER</u> Title <u>ASST. TREAS</u>	

ISSUED: 07-03-1999

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PHELPS DODGE CORPORATION OFFICERS

<u>TITLE</u>	<u>NAME</u>	<u>ADDRESS</u>
Chairman of the Board/ Chief Executive Officer	Douglas C. Yearley	2600 North Central Avenue Phoenix, Arizona 85004-3014
President/Chief Operating Officer	J. Steven Whisler	2600 North Central Avenue Phoenix, Arizona 85004-3014
Senior Vice President	Manuel J. Iraola	2600 North Central Avenue Phoenix, Arizona 85004-3014
Senior Vice President/ Chief Financial Officer	Ramiro G. Peru	2600 North Central Avenue Phoenix, Arizona 85004-3014
Senior Vice President, Human Resources	David L. Pulatie	2600 North Central Avenue Phoenix, Arizona 85004-3014
Senior Vice President	Timothy R. Snider	2600 North Central Avenue Phoenix, Arizona 85004-3014
Vice President/General Counsel	S. David Colton	2600 North Central Avenue Phoenix, Arizona 85004-3014
Vice President, Government Relations	Linda D. Findlay	1420 New York Avenue, NW Ste 210 Washington, D.C. 20005
Vice President/Treasurer	Thomas M. Foster	2600 North Central Avenue Phoenix, Arizona 85004-3014
Vice President/Chief Information Officer	A. Steve Huffman	2600 North Central Avenue Phoenix, Arizona 85004-3014
Vice President	A. L. Lawrence	2600 North Central Avenue Phoenix, Arizona 85004-3014
Vice President, Taxes	A. Dan Luechtefeld	2600 North Central Avenue Phoenix, Arizona 85004-3014
Vice President	James L. Madson	2600 North Central Avenue Phoenix, Arizona 85004-3014
Vice President, Human Resources	Stuart L. Marcus	2600 North Central Avenue Phoenix, Arizona 85004-3014
Vice President, Marketing	Arthur R. Miele	2600 North Central Avenue Phoenix, Arizona 85004-3014
Vice President/Controller	Gregory W. Stevens	2600 North Central Avenue Phoenix, Arizona 85004-3014
Vice President, Org Effectiveness & Communications	Susan M. Suver	2600 North Central Avenue Phoenix, Arizona 85004-3014
Vice President/Secretary	Robert C. Swan	2600 North Central Avenue Phoenix, Arizona 85004-3014
Assistant General Counsel	Leo M. Prueff	2600 North Central Avenue Phoenix, Arizona 85004-3014
Assistant Secretary/ Senior Counsel	J. Dale Brunk	2600 North Central Avenue Phoenix, Arizona 85004-3014
Assistant Controller	Timothy J. Olson	2600 North Central Avenue Phoenix, Arizona 85004-3014
Director of Taxes	Jerry F. Schatza	2600 North Central Avenue Phoenix, Arizona 85004-3014
Assistant Treasurer	Amelia Singleterry	2600 North Central Avenue Phoenix, Arizona 85004-3014
Assistant Treasurer	Steven I Tanner	2600 North Central Avenue Phoenix, Arizona 85004-3014
Date of Next Election:	May 3, 2000	

**PHELPS DODGE CORPORATION
DIRECTORS**

<u>NAME</u>	<u>BUSINESS ADDRESS</u>
Robert N. Burt	c/o FMC Corporation 200 East Randolph Drive Chicago, IL 60601
Paul W. Douglas	Suite 4600 60 East 42nd Street New York, NY 10165
Archie W. Dunham	C/o Conoco, Inc. 600 North Dairy Ashford Road Houston, TX 77079
William A. Franke	Franke & Company, Inc. 2525 East Camelback Road Suite 800 Phoenix, Arizona 85016
Paul Hazen	c/o Wells Fargo Bank 420 Montgomery San Francisco, CA 94104
Manuel J. Iraola	Phelps Dodge Corporation 2600 North Central Avenue Phoenix, Arizona 85004-3014
Marie L. Knowles	c/o ARCO 333 South Hope Street – PAC-2055 Los Angeles, CA 90071
Robert D. Krebs	c/o Burlington Northern Santa Fe Corporation 2650 Lou Menk Drive Fort Worth, TX 76131-2830
Southwood J. Morcott	Dana Corporation 4500 Dorr Street Toledo, Ohio 43615
Gordon R. Parker	c/o Nremont Mining Corp One Norwest Bank Center 1700 Lincoln Street Denver, CO 80203
J. Steven Whisler	Phelps Dodge Corporation 2600 North Central Avenue Phoenix, Arizona 85004-3014
Douglas C. Yearley	Phelps Dodge Corporation 2600 North Central Avenue Phoenix, Arizona 85004-3014

Date of Next Election: May 5, 1999