

EXHIBIT I

**Tract I Access Agreement and Corresponding
Tribal Resolutions Nos. 07-192 and 07-562**

ACCESS AGREEMENT
Authorizing ASARCO LLC Access to Site of
Former Mission Mine Lease No. 454-2-60

This Access Agreement ("Agreement") is made and entered into by and between the Department of the Interior's Bureau of Indian Affairs ("BIA"); the Tohono O'odham Nation ("Nation"); the San Xavier District of the Tohono O'odham Nation ("District"); the San Xavier Allottees Association ("Allottees Association") on behalf of certain trust patent and/or other allottees whose leasehold interests, described further below, are affected by the Agreement ("Allottees"); and ASARCO LLC ("ASARCO"), (collectively, the "Parties"), and is made effective upon the date of the last signature below.

RECITALS

WHEREAS, in 1959, the BIA, on behalf of the Nation, District and certain Allottees, and ASARCO Incorporated, predecessor in interest to ASARCO, entered into Mining Lease No. 454-2-60 ("Mining Lease") governing certain lands within the District designated as "Tract I";

WHEREAS, the Mining Lease and affirmative law impose on ASARCO obligations to conduct certain activities on Tract I ("Activities");

WHEREAS, the Activities include, without limitation, some level of reclamation of portions of Tract I disturbed by mining, including work necessary to make those portions reasonably safe and stable, and said Activities may also include, without limitation, some level of management of surface water flows;

WHEREAS, the BIA, on January 5, 2005, issued an order terminating the Mining Lease;

WHEREAS, ASARCO, on August 9, 2005, filed a voluntary petition for relief under the bankruptcy laws of Chapter 11 of Title 11 of the United States Code; the bankruptcy proceeding remains ongoing; the Parties are engaged in negotiations regarding ASARCO's unsecured obligations under the Mining Lease; and ASARCO has not yet decided whether to seek a discharge of those obligations pursuant to the bankruptcy laws;

WHEREAS, the Parties desire that, subject to the outcome of the Parties' negotiations and the bankruptcy proceeding, ASARCO be allowed to enter onto Tract I for the purpose of conducting some of the Activities or characterizing portions of Tract I disturbed by mining to help plan the Activities;

NOW, THEREFORE, pursuant to 25 U.S.C. § 2, in accordance with 303 DM 2 and 512 DM 2.1, and in exchange for the mutual promises and consideration identified in this Agreement, the sufficiency of which is hereby acknowledged, the Parties covenant and agree as follows:

