

MCMORAN EXPLORATION CO /DE/

Form 425

December 05, 2012

FCX to Acquire PXP and MMR in  
Transactions Totaling \$20 Billion,  
Creating a Premier U.S. Based  
Natural Resource Company  
December 5, 2012

FILED BY FREEPORT-MCMORAN COPPER & GOLD INC.  
PURSUANT TO RULE 425 UNDER THE SECURITIES ACT OF 1933  
SUBJECT COMPANY: MCMORAN EXPLORATION COMPANY  
COMMISSION FILE NO. 001-07791

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Cautionary Statement

Regarding Forward-Looking Statements

Cautionary Statement

Regarding Forward-Looking Statements

This press release contains forward-looking statements concerning the proposed transaction, its financial and business impact, management's beliefs and objectives with respect thereto, and management's current expectations for future operating and financial performance, based on assumptions currently believed to be valid. Forward-looking statements are all statements other than statements of historical facts. The words anticipates,

may,

can,

plans,

believes,

estimates,

expects,

projects,

intends,

likely,

will,

should,

to be,

and any similar expressions or other words of similar meaning are intended to identify those assertions as forward-looking statements. It is uncertain whether the events anticipated will transpire, or if they do occur what impact they will have on the results of operations and financial condition of FCX, MMR, PXP or of the combined company. These forward-looking statements involve significant risks and uncertainties that could cause actual results to differ materially from those anticipated, including but not limited to the ability of the parties to satisfy the conditions precedent and consummate either or both of the proposed transactions, the timing of consummation of either or both of the proposed transactions, the ability of the parties to secure regulatory approvals in a timely manner or on the terms desired or anticipated, the ability of FCX to integrate the acquired operations, the ability to implement the anticipated business plans following closing and achieve anticipated benefits and savings, and the ability to realize opportunities for growth. Other important economic, political, regulatory, legal, technological, competitive and other uncertainties are identified in the documents filed with the Securities and Exchange Commission (the SEC) by FCX, MMR and PXP from time to time, including their respective Annual Reports on Form 10-K, Quarterly Reports on Form 10-Q, and Current Reports on Form 8-K. The forward-looking statements including in this press release are made only as of the date hereof. Neither FCX, MMR nor PXP undertakes any obligation to update the forward-looking statements included in this press release to reflect subsequent events or circumstances.

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Additional Information about the  
Proposed Transactions and Where to Find It

Additional Information about the  
Proposed Transactions and Where to Find It  
PXP Transaction

In connection with the proposed transaction, FCX intends to file with the SEC a registration statement on Form S-4 that will constitute a prospectus of FCX. FCX and PXP also plan to file other relevant documents with the SEC regarding the proposed transaction. **THE PROXY STATEMENT/PROSPECTUS AND OTHER RELEVANT DOCUMENTS FILED WITH THE SEC IF AND WHEN AVAILABLE ARE IMPORTANT INFORMATION.** You may obtain a free copy of the proxy statement/prospectus (if and when it becomes available) from FCX or PXP with the SEC at the SEC's website at [www.sec.gov](http://www.sec.gov). You may also obtain these documents by contacting FCX's Investor Relations department at (713) 579-6291, or via email at [investor@fmi.com](mailto:investor@fmi.com); or by contacting PXP's Investor Relations department at (713) 579-6291, or via email at [investor@pxp.com](mailto:investor@pxp.com). FCX and PXP and their respective directors and executive officers and other members of management and employees may be solicited to vote proxies in respect of the proposed transaction. Information about FCX's directors and executive officers is available in FCX's Annual Meeting of Stockholders. Information about PXP's directors and executive officers is available in PXP's proxy statement for its Annual Meeting of Stockholders. Other information regarding the participants in the proxy solicitation and a description of their direct or indirect interests, if any, in FCX or PXP, or in the proposed transaction, otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC regarding the proposed transaction. Investors should read the proxy statement/prospectus carefully when it becomes available before making any voting or investment decisions. You may obtain these documents from FCX or PXP using the sources indicated above.

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale of securities by means of this offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction. This offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

MMR Transaction

In connection with the proposed transaction, the royalty trust formed in connection with the transaction will file with the SEC a

include a proxy statement of MMR that also constitutes a prospectus of the royalty trust. FCX, the royalty trust and MMR also regarding the proposed transaction. INVESTORS ARE URGED TO READ THE PROXY STATEMENT/PROSPECTUS AND AND WHEN THEY BECOME AVAILABLE, BECAUSE THEY WILL CONTAIN IMPORTANT INFORMATION. You may when it becomes available) and other relevant documents filed by FCX, the royalty trust and PXP with the SEC at the SEC's documents by contacting FCX's Investor Relations department at (602) 366-8400, or via e-mail at IR@fmi.com; or by contact 582-4000, or via email at IR@fmi.com.

FCX and MMR and their respective directors and executive officers and other members of management and employees may be proxies in respect of the proposed transaction. Information about FCX's directors and executive officers is available in FCX's Annual Meeting of Stockholders. Information about MMR's directors and executive officers is available in MMR's proxy statement Meeting of Stockholders. Other information regarding the participants in the proxy solicitation and a description of their direct otherwise, will be contained in the proxy statement/prospectus and other relevant materials to be filed with the SEC regarding Investors should read the proxy statement/prospectus carefully when it becomes available before making any voting or investment these documents from FCX or MMR using the sources indicated above.

This document shall not constitute an offer to sell or the solicitation of an offer to buy any securities, nor shall there be any sale offer, solicitation or sale would be unlawful prior to registration or qualification under the securities laws of any such jurisdiction except by means of a prospectus meeting the requirements of Section 10 of the U.S. Securities Act of 1933, as amended.

Transaction Highlights

Transaction Highlights

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Creates A Premier U.S. Based Natural Resource Company

Adds High Quality U.S. Oil & Gas Assets to World-Class Mining Portfolio

Asset Quality Consistent with Characteristics Sought in Mining

Business *Large, Long Life, Low Cost, Expandable*

Enhances Exploration Leverage with Significant Value Potential

Complementary Commodity Exposure to Long-Term Global Growth Trends

Combined Asset Portfolio Expands Reinvestment Opportunities to Drive  
Future Growth

Transaction Summary

Price

FCX to acquire PXP for: 0.6531 shares of  
FCX common stock and \$25.00 in cash,  
equivalent to total consideration of  
\$50.00 per PXP share based on FCX  
closing price on December 4, 2012

FCX to acquire MMR for: \$14.75 cash  
plus 1.15 Ultra-Deep Royalty Trust

Units per MMR share

Premium

39% to PXP's closing price on

December 4, 2012

Cash portion represents 74% to MMR's

closing price on December 4, 2012

Structure

50% stock / 50% cash

\$3.4 billion cash; 91 million new FCX

common shares

100% cash plus Ultra-Deep Royalty

Trust Units

(2)

Transaction Value

\$17.2 billion (includes assumed debt)

\$2.4 billion (includes assumed debt)

Key Conditions

Shareholders

approval

Customary regulatory approvals and

conditions

Shareholders

approval

Customary regulatory approvals and

conditions

Timing

Closing expected in 2Q 2013

FCX Pro Forma

Enterprise Value: \$60 billion

1,041 million shares outstanding

Total Debt of \$20.0 billion

(1) Prior to the transaction, FCX and PXP collectively own 36% of MMR

(2) Creation of Royalty Trust provides MMR shareholders 5% ORRI for continued participation in potential shallow water, ult

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PXP

PXP

MMR

MMR

(1)

(1)

\$88  
\$64  
\$60  
\$50  
\$42  
\$38  
\$30  
\$27  
\$0  
\$25  
\$50  
\$75

\$100  
\$125  
\$150  
XOM  
CVX  
COP  
OXY  
PF  
FCX  
APC  
APA  
EOG  
CHK  
MRO  
(\$Bn)

Pro forma FCX will be the 5

th

largest U.S. domiciled natural resource

company and the 5

th

largest global mining company by enterprise value

Source: Company filings, FactSet. Market data as of 12/4/2012.

\* Includes U.S.-based E&P, mining and coal companies, including integrated companies. Midstream and downstream companies

\*\* Excludes precious metal companies

\$402  
\$198  
\$125  
\$124  
\$111  
\$60  
\$50  
\$32  
\$24  
\$21  
\$20  
\$0  
\$25  
\$50  
\$75  
\$100  
\$125  
\$150  
BHP  
GLEN/  
XTA  
RIO  
VALE  
PF  
FCX  
AAL

SCCO

TCK

AA

ANTO

(\$Bn)

\$204

Top US Domiciled Resource Companies\*

Top US Domiciled Resource Companies\*

Top Global Mining Companies\*\*

Top Global Mining Companies\*\*

A Premier U.S. Based

Natural Resource Company

A Premier U.S. Based

Natural Resource Company

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Benefits of the Transactions

7

Geographic & Commodity Diversification

2013e EBITDA

(1)

North

America

North

America

Indonesia  
Indonesia  
31%  
31%  
29%  
29%  
South  
America  
29%  
Africa  
11%  
11%  
Mining  
100%  
Mining  
100%  
Oil & Gas  
26%  
Oil & Gas  
26%  
Mining  
74%  
Mining  
74%  
North  
America  
North  
America  
Indonesia  
Indonesia  
23%  
23%  
48%  
48%  
South  
America  
21%  
Africa  
8%  
8%  
Existing  
(1)  
Based  
on  
pricing  
assumptions  
of  
\$3.50/lb  
Cu,  
\$1,500/oz

Au,  
\$12/lb  
Mo,  
\$100/bbl  
Oil  
(Brent)  
and  
\$4.50/MMbtu  
natural  
gas.

e  
=  
estimate.

See  
Cautionary  
Statement.

Pro forma  
High Quality U.S. Resource Base Provides Exposure to Energy Market with  
Attractive Fundamentals

-  
~85% of Acquired Revenues from Oil  
(1)

-  
Favorable Entry Point to Source of Low Cost, Long-term Gas Supply  
Significant Exploration Upside  
Strong Margins and Cash Flows to Fund Growth

-  
O&G EBITDA Margins of ~75%  
(1)  
Diversification Expands Portfolio of Attractive Investment Opportunities  
Access to Low-cost Debt Financing

Enhanced Commodity Exposure to  
Long-term Global Growth Trends  
Emerging Market Growth and Urbanization Will Continue to Drive Commodity Demand  
Global  
Energy  
Consumption  
Expected  
to  
Grow  
by  
>30%  
by  
2035  
(1)  
Global

Refined  
Copper  
Consumption  
Expected

to  
Grow

by  
~60%

by  
2025

(2)  
8

(1)  
International Energy Administration

(2)

Brook Hunt

Favorable Supply/Demand Fundamentals Expected to  
Remain Supportive of Future Oil and Copper Prices

WTI

Copper

WTI Oil Price v. Copper Price

Note: monthly 30-day averages

dated 11/30/12

\$30

\$50

\$70

\$90

\$110

\$1.00

\$2.00

\$3.00

\$4.00

\$5.00

History & Corporate Relationships

FCX & MMR Spun out of Parent Company Freeport-McMoRan Inc.  
in Mid-90 s

Parent had Long History in Natural Resources Business Including  
Minerals, Oil & Gas, Fertilizer

Management has Significant Minerals and Oil & Gas Experience

FCX Invested in MMR in 2010 Through Preferred Stock Transaction

PXP Became MMR s Largest Shareholder in 2010 through an Asset  
Swap Transaction

FCX and PXP Currently Own 36% of MMR

9

Proven Management Team  
Proven Management Team  
Complementary Management Teams with Substantial Experience and Track  
Record of Success in Mining and Oil & Gas Exploration and Development  
Global Industry Leading Capabilities:  
-  
Operational Excellence  
-  
Major Project Development  
-  
Technological Innovation  
-  
Exploration/Engineering  
-  
Prudent Environmental Management  
History of Prudent Financial Management and Execution in Varying

Market Environments

10

Established Track Record of Capital Discipline and  
Focus on Value Creation for Shareholders

Phelps Dodge Case Study  
Phelps Dodge Case Study  
11  
\$17.6  
\$7.2  
\$3.5  
\$0  
\$5  
\$10  
\$15  
\$20  
Rapid Delevering  
Consolidated Cash

\$3.4  
\$1.6  
\$3.7  
Net Debt/(Cash)  
\$14.2  
\$5.6  
\$(0.2)

At Time of PD  
Acquisition in  
March 2007  
9/30/12  
(\$ in bns)

Debt  
\*

Based on estimated proven & probable reserve additions as of 12/31/11 before production.

December  
2007

Highly Successful  
Transformational Transaction  
Asset & Geographic  
Diversification  
Significant Reserve Additions

+46 billion lbs Cu\*  
Developed World-Class Copper  
Portfolio

Recognized Industry Leader

Strong Current Production with  
Substantial Growth Profile

Large Resource Position  
Successful Integration  
Effective Management During  
2008/09 Economic Crisis

Acquired  
Assets

Acquired Asset Overview

Acquired Asset Overview

13

Onshore

Established California Oil Production

Growing Oil Production Profile in Eagle Ford

Large Natural Gas Resource Position in Haynesville  
Offshore

Quality Deepwater Portfolio

Established California Oil Production

72% of 2013e Production from Oil with Premium Market Pricing

(77% Including Liquids)

Industry Leader in Emerging Shallow Water Ultra-Deep, Sub Salt Play

Results to Date Indicate Potential for Long-Term, Low-Cost Source of

Natural Gas

Geologic/Technology Risks have been Significantly Reduced

Leading Acreage Position on Leases with Primary Structures

Net Unrisked Resource Potential in Excess of 50 Tcfe

PXP

Strong

Current

Cash

Flows

with

Growth

MMR

Franchise

in

Highly

Prospective

Emerging

Resource

Trend

e = estimate. See Cautionary Statement.

High Quality U.S. Oil & Gas Portfolio

High Quality U.S. Oil & Gas Portfolio

14

(1)

PXP Reserves as of 12/31/11 except for reserves purchased in deepwater acquisitions which are as of 9/30/12; MMR reserves  
forma for 2H12 divestitures.

e = estimate. See Cautionary Statement.

575 MMBOE

California

38%  
California  
38%  
4%  
4%  
Eagle Ford  
6%  
6%  
Haynesville  
22%  
Haynesville  
22%  
Other  
Deepwater  
GOM  
25%  
Deepwater  
GOM  
25%  
5%  
GOM  
Shelf  
Proved Reserves  
(1)  
California  
23%  
California  
23%  
Eagle  
Ford  
21%  
Eagle  
Ford  
21%  
Haynesville  
9%  
9%  
Other  
3%  
175 MBOE/d  
Deepwater  
GOM  
33%  
Deepwater  
GOM  
33%  
2013e Production by Region  
GOM  
Shelf  
11%

GOM

Shelf

11%

Oil

66%

Oil

66%

Gas

28%

Gas

28%

2013e Production Mix

NGLs

6%

6%

Natural Gas

Oil

Oil & Gas Reserves & Resources

Oil & Gas Reserves & Resources

15

(MMBOE)

PXP

(1)

MMR

(2)

Total

% Oil/Liquids

PXP

(1)

MMR

(2)

Total

% Oil/Liquids

Proved Reserves

538

37

575

64%

Probable Reserves

337

11

348

44%

Possible  
Reserves

646

12

658

29%

Total

1,521

60

1,581

45%

Near-term Resource Potential

1,353

4,981

6,334

Total Potential

~3,800

~50 Tcfe

3Q12 Daily Production Rate (Mboe/d)

~160

(3)

22

~182

(1)

Reserves as of 12/31/11 except for reserves purchased in deepwater acquisition which are as of 9/30/12

(2)

Mid-year 2012 reserves pro forma for 2H12 divestitures; exploration potential includes ~30 Tcfe from near-term onshore/offshore

(3)

Includes ~60 Mboe/d from GOM acquisition which closed on November 30, 2012

Enhanced Exploration Leverage  
with Multiple Near-term Catalysts  
Enhanced Exploration Leverage  
with Multiple Near-term Catalysts  
16  
Near-term Net Potential  
of 995 MMBOE

Phobos (~300 MMBOE)  
to Spud in 4Q12

On Lease Exploration  
from BP: 300+ MMBOE

Each 100 MM Barrels =  
PV-10 of ~\$2.5 Billion  
Pre-tax

(1)  
3 Wells Drilling  
Recent Positive Results on  
Lineham Creek Onshore  
High Potential Prospect  
Inventory  
~50 Tcfe of Net Potential,  
Including ~30 Tcfe from  
Near-term Prospects  
Each 2 Tcfe Net = PV-10 of  
~\$2.5 Billion Pre-tax

(2)  
Eagle Ford  
71 MMBOE  
Haynesville  
~1 Tcfe  
California  
+100 MMBOE  
Deepwater GOM  
Shallow Water Ultra-Deep  
Onshore U.S.

(1)  
Based on \$100.00/bbl LLS oil

(2)  
Based on \$4.50/MMbtu natural gas

Pro Forma  
Combined  
Company  
Profile

FCX's Global Footprint  
FCX's Global Footprint  
Copper  
Copper/Gold/Silver  
Molybdenum  
Cobalt  
Oil/Natural Gas

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Note:

FCX

consolidated

reserves

and

annual

sales;

reserves

as

of

December

31,

2011.

Sales

figures

are

based

on

2013e.

1

Cu operations: Morenci (85%), Sierrita (100%), Bagdad (100%), Tyrone (100%), Safford (100%), Miami (100%) and Chino (

Oil & Gas operations: onshore/offshore CA, Madden, Eagle Ford, Haynesville, GOM shelf & Deepwater

2

PXP Reserves as of 12/31/11 except for reserves purchased in deepwater acquisitions which are as of 9/30/12; MMR reserves

3

Includes moly sales from South America

4

Cu operations: Candelaria/Ojos del Salado (80%), Cerro Verde (53.6%) and El Abra (51%)

Major Operations & Development Projects

All major mining assets majority-controlled and operated

e = estimate. See Cautionary Statement.

(a)

Estimated recoverable proven and probable copper reserves as of 12/31/11 using a long-term average copper price of \$2.00/lb;

(b)

Estimated  
consolidated  
contained  
copper  
resources  
as  
of  
12/31/11  
using  
a  
long-term  
copper  
price  
of

\$2.20/lb.  
Mineralized  
Material  
is  
not  
included  
in  
reserves  
and

will not qualify as reserves until comprehensive engineering studies establish their economic feasibility. Accordingly, no assurance that the estimated mineralized material will become proven and probable reserves. See Cautionary Statement.

(c)  
Includes PXP reserves as of 12/31/11 except for reserves purchased in deepwater acquisitions which are as of 9/30/12 and MM for 2H12 divestitures. Excludes results from GOM shelf ultra-deep activities.

Combined Reserves and Resources  
Combined Reserves and Resources  
19  
Reserves

(a)  
(recoverable copper)  
Reserves

(a)  
&  
Mineralized  
Material

(b)  
at \$2.00 Cu price  
(billion lbs of copper)  
at \$2.20 Cu price  
Reserves

Mineralized  
Material  
(b)  
(contained copper)

115  
billion  
lbs  
2P Reserves

(c)  
Reserves &  
Resource Potential

Proved: 575  
Proved: 575  
~7,900  
923

(million barrels of oil  
equivalents)  
Probable: 348  
Probable: 348  
Possible: 658

Possible: 658

Near-term

Potential: ~6,300

20

20

North

America\*

\*

excludes restarts currently in progress; incremental copper per annum

\*\*

PT-FI s share, average per annum

\*

excludes restarts currently in progress; incremental copper per annum

\*\*

PT-FI s share, average per annum

20

Highly Attractive Brownfield

Copper Development Projects

Highly Attractive Brownfield

Copper Development Projects

South

America\*

Tenke

Fungurume

Grasberg

150mm lbs Cu/yr oxide

expansion nearing completion

Potential sulfide expansions

Morenci Expansion

(225 mm lbs Cu) under way

Potential sulfide expansions

(~800 mm lbs Cu)

Mill Expansions

(t/d)

Cerro Verde (360K)

600

\$4.4

2016

Morenci (115K)

225

1.4

2014

Tenke (14K)

150

0.9

2013

TOTAL

975

\$6.7

Expansion Projects in Progress

Incr. Cu

(mm lbs/yr)

Capital\*

(\$ blns)

Achieve

Full Rates

\* excludes capitalized interest

Cerro Verde Expansion  
(600 mm lbs Cu) under way

Potential El Abra Mill  
(600 mm lbs Cu)  
Underground  
development under  
way  
1.1 bln lbs Cu\*\*  
1.4 mm ozs Au\*\*

21

Copper Sales (billion lbs)

Gold Sales (million ozs)

Diverse Production Profile  
with Strong Growth

Diverse Production Profile  
with Strong Growth

0

1

2

3

4  
 5  
 2012e  
 2013e  
 2014e  
 2015e  
 1.0  
 1.4  
 1.8  
 1.8  
 0  
 1  
 2  
 2012e  
 2013e  
 2014e  
 2015e  
 82  
 90  
 90  
 100  
 0  
 25  
 50  
 75  
 100  
 2012e  
 2013e  
 2014e  
 2015e

Molybdenum Sales (million lbs)

---

Note: Consolidated copper sales include approximately 705 mm lbs in 2012e, 800 mm lbs in 2013e,

\* Includes Cerro Verde expansion (2016 full rates) & Morenci mill expansion, targeted for 2014.

e = estimate. See Cautionary Statement.

Includes Projects

Currently

Under Way\*

3.6  
 5.0+  
 4.5  
 4.3  
 0  
 25  
 50  
 75  
 100  
 2012e  
 2013e  
 2014e

2015e  
Oil & Gas Sales (MMBOE)

---

Note:  
Consolidated  
gold  
sales  
include  
approximately  
105k  
ozs  
in  
2012e,  
140k  
ozs  
in  
2013e,

---

Note: 2012e includes sales from GOM acquisition beginning on December 1, 2012. Oil & Gas  
Ultra-Deep  
Expl./Dev.  
Ultra-Deep  
Expl./Dev.  
46  
64  
78  
94

180k ozs in 2014e and 175k ozs in 2015e for noncontrolling interest.  
sales estimates include approximately 13.3 MMBOE in 2014e, and 22.6 MMBOE in 2015e from  
potential success from ultra-deep Shelf exploration and development.  
770 mm lbs in 2014e and 875+ mm lbs in 2015e for noncontrolling interest; excludes purchased copper.

Pro Forma  
Combined  
Company  
Financials

2013e

2014e

2015e

\$0

\$5

\$10

\$15

\$20

\$25

\$3.00

\$3.50

\$4.00

FCX Pro forma EBITDA, Cash Flows &

Capital Expenditures

23

\$3.00

\$3.50

\$4.00

Operating Cash Flow\*

EBITDA

CAPEX

Copper Prices

\$1,500 Au/\$12 Mo/\$100 Oil/\$4.50 Gas\*\*

Copper Prices

\$1,500 Au/\$12 Mo/\$100 Oil/\$4.50 Gas\*\*

\* Excludes working capital changes

\*\* See impacts of prices changes for gold, molybdenum, oil and gas on slide 32.

2015/

2016

Avg.

2013/

2014

Avg.

2013/

2014

Avg.

(Brent)

(Brent)

2015/

2016

Avg.

2013/

2014

Avg.

2013/

2014

Avg.

Mining

65%

O&G

35%

O&G

35%

60%

40%

40%

48%

52%

52%

~45%

Increase

~45%

Increase

24  
Focused and Disciplined  
Capital Allocation Philosophy  
Allocate Capital to  
Low Cost, Long-lived,  
Expandable Assets  
Focus on  
Largest

Resources  
Ensure  
Potential  
is Well  
Understood  
Establish Short,  
Medium and Long  
Term Potential for  
Primary Assets  
Quantify Risks  
Technical, Political,  
Social, Economic,  
Market  
Rigorous Economic  
Analysis Under  
Range of Assumptions  
Protect Downside,  
Leverage to Upside  
Prioritize & Rank  
Opportunities  
Highest  
Returns/NPV  
per \$  
Invested  
Manageable  
Risks  
Overall Portfolio  
Balance/Strategic Fit  
Limit Number of  
Projects  
Focused  
Management Attention  
Repay  
Debt  
Return Excess Capital to  
Shareholders  
Maintain Strong Balance Sheet & Credit Profile

25  
Capital Expenditures  
(1)  
(US\$ billions)  
Other Mining  
Major Mining Projects  
Oil & Gas  
3.0  
1.6  
1.4  
1.0  
2.5  
3.0  
2.0

3.3

2.9

\$0

\$2

\$4

\$6

\$8

2013e

2014e

2015e

(1)

Capital expenditure estimates include projects in progress. Project spending will continue to be reviewed and revised subject to

(2) Primarily includes Cerro Verde expansion, Morenci mill expansion and Grasberg underground development.

Note: Includes capitalized interest.

e= estimate. See Cautionary Statement.

\$7.1

\$7.3

\$6.3

(2)

(2)

Oil & Gas Cash Flows  
Targeted to be Self-funding  
Oil & Gas Cash Flows  
Targeted to be Self-funding  
26  
\$0.0  
\$1.0  
\$2.0  
\$3.0  
\$4.0  
2013e  
2014e  
2015e  
Operating Cash Flow

CAPEX

NOTE: Assumes pricing of \$100/bbl Brent crude for oil and \$4.50/MMbtu for natural gas  
e= estimate. See Cautionary Statement.

(US\$ billions)

\$16.3  
\$7.7  
\$2.0  
(\$3.5)  
-\$5  
\$0  
\$5  
\$10  
\$15  
\$20

Significant Debt Reduction  
Significant Debt Reduction  
Year-End Net Debt at Varying Copper Prices

Pro Forma YE 2016e

(US\$ billions)

13- 16 Avg. Copper Price

Net Debt/ 13- 16 Avg. EBITDA

\$3.00

0.6x

\$3.50

0.1x

\$4.00

N/A

9/30/12

Pro Forma

27

Note: Sensitivity assumes \$12 Molybdenum, \$1,500 Gold, \$100 Oil and \$4.50 Natural Gas; EBITDA equals operating income and amortization

e= estimate. See Cautionary Statement.

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Maintain Strong Balance Sheet & Liquidity Position

Reduce Debt Incurred in Acquisitions Using Substantial Cash Flows  
Generated from Combined Business

Invest in Projects with Strong Financial Returns/Capital Discipline

Anticipate Continuing Current Common Stock Dividend Rate:

\$1.25/Share per Annum

Board to Review Financial Policy on an Ongoing Basis

Committed to Long-standing Tradition of Maximizing Value for  
Shareholders

Financial Policy

Financial Policy

Combined Company Highlights  
Combined Company Highlights  
Creates A Premier U.S. Based Natural Resources Producer  
World's Largest Publicly Traded Copper Producer  
Significant Producer of Oil, Gold & Molybdenum  
Significant Long-term Natural Gas Resources  
Strong Margins & Cash Flows  
High Quality, Long-lived and Geographically Diverse Assets  
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Appendix

(1)  
Includes ~ 7 MMcfe/d of natural gas  
(2)  
Includes ~ 4 MBOE/d of NGLs  
(3)  
Includes ~ 6 MBOE/d of NGLs  
2013e Oil & Gas  
Operating Estimates  
2013e Oil & Gas  
Operating Estimates  
31

NOTE: e = estimate. See Cautionary Statement.

Oil

MBOE/D

40

(1)

California

Haynesville/

Rocky Mtns/Other

127

GOM

Eagle Ford

31

(2)

36

56

(3)

125

2013e Oil & Gas Sales by Region

2013e Oil & Gas Sales by Region

Operating Cost: \$27/bbl

Pricing: Brent Based

Operating Cost: \$15/bbl

Pricing: LLS

Operating Cost: \$10/bbl

Pricing: LLS/NYMEX

Operating Cost: \$1.65/Mcfe

Pricing: NYMEX

Gas

MMcfe/d

Gulf of Mexico Shelf/

Deepwater

Gulf of Mexico Shelf/

Deepwater

California

California

Eagle Ford

Eagle Ford

Rocky Mtns. &

Haynesville

Rocky Mtns. &

Haynesville

Copper: +/- \$0.10/lb

\$405

\$275

Molybdenum: +/- \$1.00/lb

\$80

\$65

Gold: +/- \$50/ounce

\$75

\$45

Oil Sales:

(1)

+ \$10/bbl

(2)

\$340

\$265

-

\$10/bbl

(3)

(\$275)

(\$280)

Oil

Sales

Net

of

Diesel

Costs:

(1,4)

+ \$10/bbl

\$260

\$205

-

\$10/bbl

(\$195)

(\$220)

Natural Gas:

(5)

+ \$1/Mcf

\$90

\$90

-

\$1/Mcf

(\$90)

(\$90)

Currencies:

(6)

+/-

10%

\$150

\$110

Operating

Change

EBITDA

Cash Flow

Sensitivities (US\$ millions)

Sensitivities (US\$ millions)

32

(1)

Oil sales sensitivity calculated using base Brent price assumption of \$106/bbl in 2013, \$101/bbl in 2014.

(2)

Amounts are net of \$73 mm change related to hedging loss in 2013/2014; no hedging impacts will be applicable above \$126/bbl

(3)

Amounts

are

net

of

\$141

mm

changes

related

to

hedging

gain;

no

hedging

impacts

below

\$70/bbl

because

of

limits

in

place

on

2013

2014  
puts  
and  
collars.

(4)  
Amounts are net of \$80 mm (EBITDA) and \$60 mm (c/f) for FCX stand-alone cost impacts of a \$10/bbl change in oil prices.

(5)  
Natural  
gas  
sensitivity  
calculated  
using  
base  
NYMEX  
price  
assumption  
of  
\$3.93/MMbtu  
in  
2013  
and  
\$4.23/MMbtu  
in  
2014.

Amounts  
net  
of  
\$38  
mm  
impact  
from  
hedging.

(6) U.S. Dollar Exchange Rates: 500 Chilean peso, 9,500 Indonesian rupiah, \$1.00 Australian dollar, \$1.26 Euro, 2.70 Peruvian  
Each +10% equals a 10% strengthening of the U.S. dollar; a strengthening of the U.S. dollar against foreign currencies equates

NOTE:

Based  
on  
2013e/2014e  
averages.

Operating  
cash  
flow  
amounts  
exclude  
working  
capital  
changes.

e  
=  
estimate.

See  
Cautionary  
Statement.  
2013e/2014e

Oil & Natural Gas Hedging Positions

33

Oil Indexed to Brent

Swaps

Puts

Collars

15%

Unhedged

Puts

15%

Unhedged

Puts

84k bbls/d

\$90 floor

\$70 limit

\$6.90 ADP

43%

Unhedged

Natural Gas Indexed to Henry Hub

2013

2014

2015

Swaps

100/d @ \$4.09

117k bbls/d\*

129k bbls/d\*

147k bbls/d\*

2013

2014

2015

40k bbls/d

@ \$109.23

30k bbls/d

\$95 floor

\$75 limit

\$6.09 ADP

75k bbls/d

\$90 floor

\$70 limit

\$5.74 ADP

5k bbls/d

\$100 floor

\$80 limit

\$7.11 ADP

25k bbls/d

\$100 floor

\$80 limit

\$124 Ceiling

5k bbls/d

\$90 floor

\$70 limit

\$126 Ceiling

13k bbls/d

\$100 floor

\$80 limit

\$6.80 ADP

17k bbls/d

\$90 floor

\$70 limit

\$6.25 ADP

Swaps

110/d @ \$4.27

No Hedges

NOTE: As of October 19, 2012; ADP = average deferred premium.

\* Estimated annual production for MMR & PXP. See Cautionary Statement.

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Pro Forma Balance Sheet &  
Credit Statistics  
Pro Forma Balance Sheet &  
Credit Statistics  
Pro Forma September 30, 2012 Capitalization  
Pro Forma September 30, 2012 Capitalization  
(US\$ billions)  
Amount  
%  
Cash and Cash Equivalents  
\$ 3.7  
--

Revolver

(1)

\$ 0.0

0%

FCX New Sr. Unsecured Notes

5.5

9%

FCX

New

(Unsecured)

Term

Loans

(Refinance

PXP

Secured

Debt)

4.0

7%

FCX Sr. Unsecured Notes

3.0

5%

FCX Subsidiary Public Debt

0.4

1%

Other Debt

0.2

0%

PXP Existing Sr. Unsecured Notes

6.6

11%

MMR Existing Sr. Unsecured Notes

0.3

0%

Total Debt

\$20.0

33%

Market Value of Existing Equity

(2)

\$39.8

67%

Total Market Capitalization

\$59.8

100%

Total Debt / Market Capitalization

33.5%

2013e Credit Statistics

Debt / EBITDA

(3)

1.7x

EBITDA

(3)

/ Interest

(4)

11.1x

---

(1) Revolving Credit Facility commitment of \$3.0 billion available to FCX

(2) Based on 1.041 billion pro forma shares outstanding and FCX's closing stock price of \$38.28 on December 4, 2012

(3) Based on 2013e EBITDA of \$11.8 billion (Based on pricing assumptions of \$3.50/lb Cu, \$1,500/oz Au, \$12/lb Mo, \$100/b

(4) Based on 2013e Interest of \$1.1 billion (includes capitalized interest)

e = estimate. See Cautionary Statement.

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FCX Pro Forma Debt Maturities 9/30/12

\$0

\$2,000

\$4,000

\$6,000

\$8,000

\$10,000

\$12,000

2013

2014

2015

2016

2017  
2018  
2019  
2020  
2021  
Thereafter  
\$300  
\$500  
\$4,500  
\$400  
(US\$ millions)  
\$1,800  
\$10,600  
PXP  
6.75%  
&  
6.875%  
Sr. Notes  
New  
Term  
Loans  
Pro Forma Total Debt & Cash at 9/30/12  
New Term Loans  
\$4.0  
New Notes  
5.5  
Public Debt  
10.3  
Other Debt  
0.2  
Total Debt  
\$20.0  
Consolidated Cash  
\$3.7  
(US\$ billions)  
New FCX  
Sr. Notes  
\$200  
\$1,100  
\$600  
MMR  
11.875%  
Sr. Notes  
FCX  
1.4%  
Sr. Notes  
PXP  
10%  
Sr. Notes  
FCX

2.15%  
Sr. Notes  
PXP  
7.625%  
Sr. Notes  
PXP  
6.125% &  
8.625%  
Sr. Notes  
PXP  
6.625%  
Sr. Notes  
PXP  
7.625% &  
6.5%  
Sr. Notes  
FCX  
3.55%  
Sr. Notes  
PD  
Sr. Notes  
\$0  
FCX Sr. Notes  
MMR Sr. Notes  
PXP Sr. Notes  
Other Debt  
New FCX Debt

Royalty Trust Terms  
Royalty Trust Terms  
5% Gross Royalty Override on MMR's Ultra-Deep Exploration  
Portfolio  
20-Year Term

Non-callable for First 5 Years

Callable at FCX's Option in Years 6-20 at \$10 per Unit  
Shares Risk/UpSide Between FCX and MMR Shareholders  
MMR Shareholders Would Receive 1.15 Units per MMR Share

Units FCX Would Otherwise Receive on its MMR Convertible Will be  
Issued to Other MMR Shareholders as Merger Consideration  
Trust Listed for Trading  
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