

duly authorized, the day and year first above written.

MT. DIABLO QUICKSILVER COMPANY, LTD.

By Vic Blomberg
Vic Blomberg
President

By Harold Blomberg
Harold Blomberg
Secretary

(Corporate Seal)

LESSOR

CORDERO MINING COMPANY

By S. H. Williston
S. H. Williston
Vice President

(Corporate Seal)

Paul Williston
Asst. Secretary

LESSEE

EXHIBIT D

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Attorneys for Petitioner
SUNOCO, INC.

STATE WATER RESOURCES CONTROL BOARD

STATE OF CALIFORNIA

In the Matter of
SUNOCO, INC.,

Petitioner,

For Review of Order To Submit
Investigative Reports Pursuant To Water
Code Section 13267, Mount Diablo
Mercury Mine, Contra Costa County,
dated December 30, 2009

PETITION NO.

**DECLARATION OF PAUL D.
HORTON IN SUPPORT OF
SUNOCO, INC.'S PETITION FOR
REVIEW AND RESCISSION OF
REVISED TECHNICAL
REPORTING ORDER NO. R5-
2009-0869 AND SUNOCO, INC.'S
PETITION FOR STAY OF
REVISED TECHNICAL
REPORTING ORDER NO. R5-
2009-0869**

I, the undersigned Paul D. Horton, declare as follows:

1. I am a professional geologist registered with the State of California. I am the Secretary & Vice President of The Source Group, Inc., ("SGI") an environmental consulting firm that has been retained by Sunoco, Inc. ("Sunoco") to provide technical consulting services related to the historical mining operations of Cordero Mining Company ("Cordero") at the Mount Diablo Mercury Mine Site ("Site"). I have over 23 years of professional experience in both the technical and management aspects of environmental projects. As an expert hydrogeologist, I have over 20 years of experience in the application of numerical and analytical groundwater flow and contaminant transport model, the design, implementation, and analysis of aquifer tests, and the general evaluation of site-specific

hydrogeologic conditions. I frequently provide evaluations of complex hydrogeologic systems, and the effectiveness and efficacy of remedial action programs. I have personal knowledge of the facts set forth herein or am familiar with such facts from my visits to the Site and review of historical records related to the Site. Attached as **Exhibit A** is a true and correct copy of my current curriculum vitae.

2. This declaration is in support of Sunoco, Inc.'s Petition for Review and Rescission of the Revised Technical Reporting Order R5-2009-0869, ("Rev. Order"), adopted by the California Regional Water Quality Control Board, Central Valley Region ("CVRWQCB") on December 30, 2009, which is directed, in part, to Sunoco. This declaration is also being filed in support of Sunoco, Inc.'s Petition for Stay of Revised Technical Reporting Order R5-2009-0869, being filed concurrently by Sunoco, Inc. "

3. Based on my review of Site records and my Site visits, Cordero had limited involvement at the Site in terms of time, geographical extent of operations, and environmental impact.

4. SGI, in conjunction with Sunoco's outside counsel Edgcomb Law Group ("ELG"), prepared and submitted to the CVRWQCB on July 31, 2009, a Divisibility Position Paper ("Divisibility Report") which outlined the history and technical data, along with legal analysis prepared by ELG, supporting the divisibility of Cordero's operations from those of other Potentially Responsible Parties ("PRPs") at the Mount Diablo Mercury Mine Site. Attached hereto as **Exhibit B** is a true and correct copy of the Divisibility Report. Based on the evidence set forth in the Divisibility Report, in my opinion the historical record indicates that Bradley Mining Company ("Bradley") and Cordero had geographically distinct mercury mining operations at the Mount Diablo Mercury Mine Site, both in terms of underground workings as well as above-ground waste

rock and tailings piles. In particular, the large tailings piles on the eastern slope of the Site resulted from Bradley's operations, with possible smaller contributions from other former operators, but not Cordero. Those tailings piles are indicated in blue coloring on Exhibit 4-1 to the Divisibility Report.

I am aware of no evidence indicating that Cordero processed any of the ore it mined on the Site. Nor is there any evidence that Cordero contributed any tailings to the onsite tailings piles. My review of site documents indicates that Cordero did not contribute any waste to the pre-existing Bradley tailings piles during Cordero's approximately one-year of mining activity at the Site.

5. On November 1, 1954, Cordero acquired a lease for a portion of the Site from Mt. Diablo Quicksilver. Thereafter, Cordero conducted exploratory tunneling. Cordero is reported to have extracted approximately 1,228 cubic yards of waste rock from underground workings (Pampeyan and Sheahan, 1957), which accounts for approximately 1.2% of the total volume of waste rock historically mined from the entire Site. Cordero's waste rock, which consisted mainly of shale and sandstone with some low-grade unprocessed ore, would not likely make any significant contribution to the acid mine drainage from the Site. I am aware of no evidence indicating that any Cordero waste rock was discharged to the onsite tailings piles highlighted in blue on Exhibit 4-1 to the Divisibility Report.

6. Based on my review of historical documents concerning Cordero's operations at the Site, the area Cordero used for water disposal was located 1,500 to the north of the DMEA shaft and water pumped there either evaporated or would have drained into the My Creek drainage in the manner reflected in Fig. 4-1 to the Divisibility Report.

7. In 2008, I inspected the Site and observed that the waste rock pile originally depicted by Pampeyan adjacent to the DMEA shaft was no longer present. Mr. Jack Wessman, who was present, told me that he used the waste rock formerly

adjacent to the DMEA shaft to re-fill that shaft. Mr. Wessman's representation is consistent with my observation that the DMEA shaft has been filled.

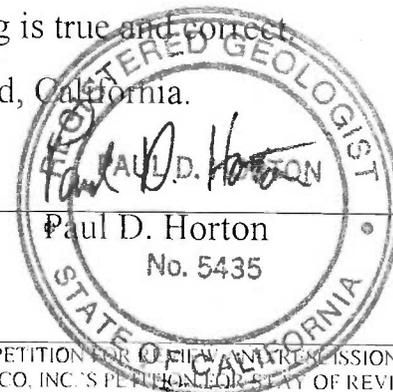
8. Additional rock extracted from the DMEA Shaft, if any, was likely dumped on the north facing slope ("Northern Dump") in the Dunn Creek watershed, using the dump tracks that Mr. Ronnie B. Smith constructed from the DMEA shaft, according to historical records that I have reviewed and that are cited in the Divisibility Report. During a 2009 Site visit, I observed waste material on the Northern Dump typical of the mining waste that could have been transported from the DMEA shaft via Mr. Smith's short rail line.

9. I am aware of no evidence that Cordero's connection to the Main Winze in 1955 exists today, or that it existed for any duration post-1955, since such mine shafts are prone to collapse without periodic rehabilitation. Similarly, I am aware of no evidence that water in the 360 foot level Cordero tunnels was contaminated with significant amounts of mercury, or that it has ever traveled 200 feet upwards through the Main Winze and then several hundred feet horizontally out of the drainage portal adit at 165 foot level adit. Records I have reviewed, however, do indicate that water emanated from the 165 foot level adit before Cordero operated on the Site.

10. The Rev. Order states that the Site is comprised of approximately 109 acres, but based on conservative estimates I have made, Cordero appears to have operated on less than 10% of that area.

I declare under penalty of perjury under the laws of the State of California and the United States of America that the foregoing is true and correct.
Executed this 28th day of January, 2010 in Concord, California.

By: _____



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5 Attorneys for Petitioner
6 SUNOCO, INC.

7
8 STATE WATER RESOURCES CONTROL BOARD

9 STATE OF CALIFORNIA

10 In the Matter of

11 SUNOCO, INC.,

12
13 Petitioner,

14 For Stay of Cleanup and Abatement
Order No. R5-2013-0701, dated April 16,
15 2013, Pursuant To Water Code Section
13267, Mount Diablo Mine, Contra
16 Costa County

PETITION NO.

**DECLARATION OF ADAM P.
BAAS IN SUPPORT OF SUNOCO,
INC.'S PETITION FOR REVIEW
AND RESCISSION AND STAY OF
CLEANUP AND ABATEMENT
ORDER NO. R5-2013-0701**

17
18 I, the undersigned Adam P. Baas, declare as follows:

19 1. I am an attorney admitted to practice law in the State of
20 California. Edgcomb Law Group ("ELG") is counsel for respondent Sunoco, Inc.
21 ("Sunoco") in connection with Sunoco's response to the "Cleanup and Abatement
22 Order No. R5-2013-0701, Mount Diablo Mine, Contra Costa County," issued on
23 April 16, 2013 ("CAO"), by the Regional Water Quality Control Board, Central
24 Valley Region" ("**Regional Board**").

25 2. I have personal knowledge of the facts set forth herein or am
26 familiar with such facts from: (1) my personal involvement in all aspects of this
27
28

1 matter since 2012; (2) my review of the files, records, maps, and aerial photos
2 obtained from public agencies and other public sources of information.

3 3. Attached hereto as **Exhibit 1** is a true and correct copy of the
4 Regional Board's April 16, 2013, Cleanup and Abatement Order.

5 4. Attached hereto as **Exhibit 2** is a true and correct copy of the
6 1941 incorporation documents and articles of incorporation for the Cordero Mining
7 Company.

8 5. Attached hereto as **Exhibit 3** is a true and correct copy of the
9 First Meeting of the Board of Directors Named in the Articles of Incorporation of
10 Cordero Mining Company, dated March 11, 1941.

11 6. Attached hereto as **Exhibit 4** are true and correct copies of three
12 examples of Minutes of Special Meeting of the Board of Directors of Cordero
13 Mining Company, dated February 12, 1954 – January 21, 1969.

14 7. Attached hereto as **Exhibit 5** are true and correct copies of the
15 dissolution documents for Cordero Mining Company, dated December 31, 1972,
16 including the Agreement and Plan of Liquidation.

17 8. Attached hereto as **Exhibit 6** are true and correct copies of the
18 Cordero Mining Company's Certificate of Dissolution filed with the Nevada
19 Secretary of State, dated November 18, 1975.

20 9. Attached hereto as **Exhibit 7** is a true and correct copy of a flow
21 chart of Sun Company's corporate history.

22 10. Attached hereto as **Exhibit 8** is a true and correct copy of the
23 Cordero Mining Company's Federal Income Tax Return for the year 1975.

24 11. Attached hereto as **Exhibit 9** is a true and correct copy of the
25 letter sent by David Chapmen of the Edgcomb Law Group to Ross Atkinson of the
26 Central Valley RWQCB, dated July 22, 2010.

1 12. Attached hereto as **Exhibit 10** is a true and correct copy of the
2 Cordero Mining Company's Corporate Dissolution or Liquidation filing for the year
3 1972.

4 13. Attached hereto as **Exhibit 11** is a true and correct copy of
5 Defense Minerals Exploration Administration ("DMEA") "Report of Examination
6 by Field Team Region III" dated February 27, 1953, obtained from the Department
7 of Interior, United States Geological Service ("USGS").

8 14. Attached hereto as **Exhibit 12** is a true and correct copy of the
9 Exploration Project Contract between Ronnie B. Smith, Jene Harper and James
10 Dunnigan and the U.S. Department of the Interior, DMEA for the Mt. Diablo
11 Mercury Mine, dated June 5, 1953. This document was obtained from the U. S.
12 Department of the Interior, USGS.

13 15. Attached hereto as **Exhibit 13** is a true and correct copy of the
14 Assignment of Lease signed by Ronnie Smith, Jene Harper and James Dunnigan
15 and John Johnson and John Jonas for the Mt. Diablo Mercury Mine, dated
16 November 1, 1953. This document was obtained from ELG's title research vendor.

17 16. Attached hereto as **Exhibit 14** is a true and correct copy of
18 1953 Narrative Reports by C.N. Schuette and E.H. Sheahan.

19 17. Attached hereto as **Exhibit 15** is a true and correct copy of the
20 PRP Search Report Site Chronology and Property History, Mt. Diablo Quicksilver
21 Mine, prepared by the US Army Corp. of Engineers, dated August 8, 2008.

22 18. Attached hereto as **Exhibit 16** is a true and correct copy of the
23 March 1996 report titled "Marsh Creek Watershed 1995 Mercury Assessment
24 Project – Final Report" prepared by Darell G. Slotton, Shaun M. Ayers, and John E.
25 Reuter (the "Slotton Report").

26 19. Attached hereto as **Exhibit 17** is a true and correct copy of the
27 lease between Mt. Diablo Quicksilver Company, Ltd. and Cordero Mining
28 Company, dated November 1, 1954.

1 20. Attached hereto as **Exhibit 18** is a true and correct copy of a
2 topographic map of Mount Diablo Mine dated January 1953, obtained from the
3 Department of the Interior, U.S. Geological Survey (“USGS”).

4 21. Attached hereto as **Exhibit 19** is a true and correct copy of
5 topographic map of Mount Diablo Mine reflecting changes to the site after work by
6 the Defense Minerals Exploration Administration (“DMEA”), obtained from ELG’s
7 consultant.

8 22. Attached hereto as **Exhibit 12** is a true and correct copy of a
9 map of the underground workings of Bradley Mining Company at the Mount
10 Diablo Mine Site, obtained from the Department of the Interior, USGS.

11 23. Attached hereto as **Exhibit 21** is a true and correct copy of a
12 map of the underground workings of the DMEA’s contractors and Cordero Mining
13 Company at the Mount Diablo Mine Site, obtained from the Department of the
14 Interior, USGS.

15 24. Attached hereto as **Exhibit 22** is a true and correct copy of two
16 aerial photographs of the site, the first dated October 9, 1952 and the second dated
17 May 16, 1957, obtained from ELG’s consultant.

18 25. Attached hereto as **Exhibit 23** is a true and correct copy of the
19 DMEA Project Summary Report, dated November 25, 1960.

20 26. Attached hereto as **Exhibit 24** is a true and correct copy of the
21 letter report by The Source Group, Inc., titled “Summary Report for Removal
22 Action to Stabilize the Impoundment Berm,” dated April 8, 2009.

23 27. Attached hereto as **Exhibit 25** is a true and correct copy of the
24 Central Valley CRWQCB (“Regional Board”) Order to Sunoco, Inc. to Submit
25 Technical Reports, dated March 25, 2009.

26 28. Attached hereto as **Exhibit 26** is a true and correct copy of the
27 Sonoco’s Petition for Stay the Regional Board’s Order, dated April 24, 2009.

1 29. Attached hereto as **Exhibit 27** is a true and correct copy of the
2 Regional Board's Revised Order to Sunoco, Inc. to Submit Technical Reports,
3 dated June 30, 2009.

4 30. Attached hereto as **Exhibit 28** is a true and correct copy of
5 Sunoco's Voluntary PRP Report ("PRP Report") to the Regional Board submitted
6 on July 31, 2009.

7 31. Attached hereto as **Exhibit 29** is a true and correct copy of the
8 Regional Board's response to Sunoco, Inc.'s Divisibility Paper, dated October 30,
9 2009.

10 32. Attached hereto as **Exhibit 30** is a true and correct copy of the
11 Regional Board's Revised Order to Submit Investigative Reports, dated December
12 30, 2009.

13 33. Attached hereto as **Exhibit 31** is a true and correct copy of
14 Sunoco's Petition for Review and Stay of Action, dated the January 29, 2010.

15 34. Attached hereto as **Exhibit 32** is a true and correct copy of the
16 report prepared by The Source Group Inc., titled Site Characterization Report,
17 Mount Diablo Mercury Mine, dated August 2, 2010.

18 35. Attached hereto as **Exhibit 33** is a true and correct copy of the
19 Regional Board's response to the August 2, 2010, Characterization Report, dated
20 August 30, 2010.

21 36. Attached hereto as **Exhibit 34** is a true and correct copy of the
22 letter sent by John D. Edgcomb of the Edgcomb Law Group to Julie Macedo, Esq.
23 of the State Board, dated January 20, 2012.

24 37. Attached hereto as **Exhibit 35** is a true and correct copy of the
25 report prepared by the Source Group, Inc., titled Site Remediation Work Plan, dated
26 May 8, 2012..

27 38. Attached hereto as **Exhibit 36** is a true and correct copy of the
28 Regional Board's letter response to Sunoco's Work Plan, dated June 8, 2012.

1 39. Attached hereto as Exhibit 37 is a true and correct copy of the
2 unreported decision, Assurance Company v. Campbell Concrete of Nevada, 2011
3 U.S. Dist. LEXIS 145845 (December 19, 2011).

4 40. Attached hereto as Exhibit 38 is a true and correct copy of the
5 unreported decision, In re: Aluminum Company of America, et al., WQ 93-9 1993
6 Cal. ENV LEXIS 17 (July 22, 1993).

7 41. Attached hereto as Exhibit 39 is a true and correct copy of the
8 unreported decision, In re: Ocean Mist Farms, et al, WQ 2012-0012 2012 Cal. ENV
9 LEXIS 67 (September 19, 2012).

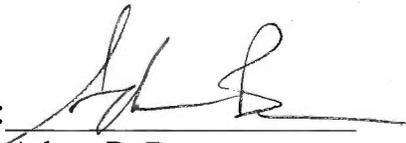
10 42. To my knowledge, there is no evidence in the record that Sun
11 Oil, Sun Company, or Sunoco ever owned, leased, operated, or otherwise had any
12 direct contact with the Site.

13
14 I declare under penalty of perjury under the laws of the State of California
15 and the United States of America that the foregoing is true and correct.

16 Executed this 15th day of May, 2013 in San Francisco, California.

17
18 Respectfully submitted

19
20 EDGCOMB LAW GROUP

21
22 By: 

23 Adam P. Baas
24 abaas@edgcomb-law.com
25 Attorneys for Petitioner
26 SUNOCO, INC.

EXHIBIT 1

CALIFORNIA REGIONAL WATER QUALITY CONTROL BOARD
CENTRAL VALLEY REGION

CLEANUP AND ABATEMENT ORDER NO. R5-2013-0701

FOR

**MOUNT DIABLO MERCURY MINE
CONTRA COSTA COUNTY**

This Order is issued to Jack and Carolyn Wessman; the Bradley Mining Co.; the U.S. Department of Interior; Sunoco, Inc.; Mt. Diablo Quicksilver, Co.; Ltd., Kennametal Inc. and the California Department of Parks and Recreation (hereafter collectively referred to as Dischargers) pursuant to California Water Code section 13303 which authorizes the Central Valley Regional Water Quality Control Board (Central Valley Water Board or Board) to issue a Cleanup and Abatement Order (Order) and CWC section 13267, which authorizes the Executive Officer to issue Orders requiring the submittal of technical reports, and CWC section 7, which authorizes the delegation of the Executive Officer's authority to a deputy, in this case the Assistant Executive Officer.

The Executive Officer finds:

BACKGROUND

1. The Mount Diablo Mercury Mine (Mine Site) is an inactive mercury mine. The Mine is located on the northeast slope of Mount Diablo in Contra Costa County. The Mine and historic working areas are on 80 acres southwest of the intersection of Marsh Creek Road and Morgan Territory Road. The Mine site is adjoined on the south and west by the Mount Diablo State Park and on the north and east by Marsh Creek Road and Morgan Territory Road.
2. The Mine Site consists of an exposed open cut and various inaccessible underground shafts, adits, and drifts. Extensive waste rock piles and mine tailings cover the hill slope below the open cut, and several springs and seeps discharge from the tailings-covered area. Three surface impoundments at the base of the tailings capture most spring flow and surface runoff.
3. Acid mine drainage containing elevated levels of mercury and other metals is being discharged to Pond 1, an unlined surface impoundment that periodically overflows discharging contaminants into Horse and Dunn Creeks. Horse and Dunn Creeks are tributaries to Marsh Creek which drains to the San Francisco Bay.
4. Section 303(d) of the Federal Clean Water Act requires states to identify waters not attaining water quality standards (referred to as the 303(d) list). Dunn Creek, located below Mount Diablo Mine, and Marsh Creek, located below Dunn Creek, have been

identified by the Central Valley Water Board as an impaired water bodies because of high aqueous concentrations of mercury and metals.

5. It is the policy of the State Water Board, and by extension the Central Valley Water Board, that every human being has the right to safe, clean, affordable and accessible water adequate for human consumption, cooking, and sanitary purposes. Dunn Creek and Marsh Creek may impact municipal drinking supply in the area. The current site conditions may constitute a threat to municipal drinking supply beneficial use. Therefore, the Water Board is authorized to protect such uses pursuant to section 106.3 of the Water Code.

OWNERSHIP AND OPERATOR HISTORY

6. Jack and Carolyn Wessman have owned the Mine Site from 1974 to the present. The Wessmans have made some improvements to reduce surface water exposure to tailings and waste rock, including the construction of a cap over parts of the tailings/waste rock piles. Although these improvements have been made without an engineering design or approved plan, these improvements may have reduced some of the impacts from the Mine Site. However, discharges that contain elevated mercury levels continue to impact the Mine Site and site vicinity.
7. A portion of the mine tailings are located on land owned by Mount Diablo State Park. The California Department of Parks and Recreation is named as a Discharger in this Order. The California Department of Parks and Recreation has conducted activities on the property related to surveying and possible fence line adjustments.
8. The mine was discovered by a Mr. Welch in 1863 and operated intermittently until 1877. The Mine reopened in 1930 and was operated until 1936 by the Mt. Diablo Quicksilver Co., Ltd. producing an estimated 739 flasks of mercury. Mt. Diablo Quicksilver no longer exists.
9. Although Mt. Diablo Quicksilver no longer exists, it is named as a Discharger in this order because it likely has undistributed assets, including, without limitation, insurance assets held by the corporation that may be available in response to this order.
10. Bradley Mining Company leased the Mine from Mt. Diablo Quicksilver and operated from 1936 to 1947, producing around 10,000 flasks of mercury. During operations Bradley Mining Company developed underground mine workings, discharged mine waste rock, and generated and discharged ore tailings containing mercury.
11. In 2008 the United States of America, on behalf of the Administer of the United States Environmental Protection Agency (EPA), filed a complaint pursuant to section 107 of the Comprehensive Environmental Response, Compensation, and Liability Act, against Bradley Mining Company and Frederick Bradley in his representative capacity as Trustee of the Worthen Bradley Family Trust (Bradley). Prior to the suit the EPA had identified Bradley Mining as a potentially responsible party for the remediation of the Mount Diablo Mercury Mine Site. The complaint filed by the EPA and DOJ sought reimbursement and

damages associated with various sites, including the Mount Diablo Mercury Mine Site in Contra Costa County, California.

12. In 2012 the EPA and Bradley Mining Company and Frederick Bradley in his representative capacity as Trustee of the Worthen Bradley Family Trust entered into a settlement for all sites set forth in the complaint. Under the terms of the Consent Decree \$50,500 of the funds Bradley received from insurance was allocated to the Mt Diablo Mercury Mine Site, along with 10 percent of future payments made that were linked to Bradley's future income.
13. The Bradley Mining Company still exists, although it claims that it has limited resources and the resources it has are mostly tied up in environmental actions at other former mines. Bradley Mining Company is a named Discharger in this Order.
14. Ronnie B. Smith and partners leased the mine from Mt. Diablo Quicksilver from 1951 to 1954 and produced approximately 125 flasks of mercury by surface mining (open pit mining methods). Successors to the Smith et al. partnership have not been identified and are not named as Dischargers in this Order.
15. In 1953, the Defense Minerals Exploration Administration (DMEA) granted the Smith, et al. partners a loan to explore for deep mercury ore. The DMEA was created to provide financial assistance to explore for certain strategic and critical minerals. The DMEA contracted with private parties to operate the Mine Site under cost-sharing agreements from 1953 to 1954. The DMEA was a Federal Government Agency in the US Department of the Interior and is named as a Discharger in this Order.
16. John L. Jonas and John E. Johnson assumed the DMEA contract in 1954, producing 21 flasks of mercury in less than one year. Their successors have not been found and they are not named Dischargers in this Order.
17. The Cordero Mining Company operated the Mine Site from approximately 1954 to 1956, and was responsible for sinking a shaft, driving underground tunnels that connected new areas to pre-existing mine workings, and discharging mine waste. There is no record of mercury production for this time period and the amount of mercury production, if any, from this time period is unknown. The United States Environmental Protection Agency (USEPA), Region IX, named Sunoco Inc. a responsible party for Mount Diablo Mercury Mine in the Unilateral Administrative Order for the Performance of a Removal Action, USEPA Docket No. 9-2009-02, due to its corporate relationship to the Cordero Mining Company. Sunoco Inc. is a named Discharger in this Order.
18. Nevada Scheelite Corporation, a subsidiary of Kennametal Inc., leased from Mount Diablo Quicksilver and operated the mine in 1956. Minutes of a 25 March 1956 Mount Diablo Quicksilver Co Directors' Meeting with managers representing Nevada Scheelite Corporation discuss Nevada Scheelite's lease and operations at the mine. Nevada Scheelite apparently operated an unidentified part to the mine from 1956 to 1958. At one point, downstream landowners objected to Nevada Scheelite's discharge of acid mine drainage and that part of the operation was suspended. The amount of production for this

period is uncertain. At the time of Nevada Scheelite's lease, it was a wholly owned subsidiary of Kennametal Inc. with its headquarters in Latrobe Pennsylvania. Because of its ownership and control of Nevada Scheelite, Kennametal Inc. is named a Discharger in this Order.

19. Victoria Resources Corp. owned the Mount Diablo Mine from 1960 to 1969. The extent of operations and the amount of production for this period is unknown. However, discharges have occurred from runoff from the mine waste piles and likely springs associated with the mine working. Victoria Resources Corp. no longer exists under that name, Technical Reporting Order No. R5-2009-0870 was issued to Victoria Gold Corp. on December 1, 2009, requiring submittal of a report describing the extent of Victoria Resources activities at the mine. Victoria Gold Corp. notified the Board that they have no relationship to Victoria Resources Inc. Research into the corporate evolution of Victoria Resources Inc. is ongoing.
20. The Guadalupe Mining Company owned the Mine site from 1969 to 1974. The extent of operations and amount of production for this period is unknown. However, discharges have occurred from runoff from the mine waste piles and likely springs associated with the mine working. Guadalupe Mining Company no longer exists and efforts to trace a corporate successor have been unsuccessful.

INVESTIGATIONS

21. In 1989, a technical investigation by JL Lovenitti used historical data and focused on Pond 1. The report characterized Pond 1 chemistry, its geohydrochemical setting, the source of contaminants, remedial alternatives and preliminary remediation cost estimates. The report documents acidic conditions and elevated concentrations of mercury, lead, arsenic, zinc, and copper that are greater than primary drinking water standards.
22. Between 1995 and 1997, a baseline study of the Marsh Creek Watershed was conducted by Prof. Darrell Slotton for Contra Costa County. The study concluded that the Mount Diablo Mercury Mine and specifically the exposed tailings and waste rock above the existing surface impoundment are the dominant source of mercury in the watershed.
23. Technical Reporting Order No. R5-2009-0869 was issued on 1 December 2009 to the Dischargers that had been identified at that time, Jack and Carolyn Wessman, Bradley Mining Co, US Department of the Interior, and Sunoco Inc. The Order required the Dischargers to submit a Mining Waste Characterization Work Plan by 1 March 2010 and a Mining Waste Characterization Report by 1 September 2010.
24. On 3 August 2010 Sunoco submitted a Characterization Report in partial compliance of Order No. R5-2009-0869. The report presented results of Sunoco's investigation to date, summarized data gaps and proposed future work to complete site characterization. Sunoco Inc. is the only party making an effort to comply with the Order.

25. The Characterization Report concludes that most mercury contamination in the Marsh Creek Watershed originates from the Mount Diablo Mine, is leached from mining waste and discharged via overland flow to the Lower Pond (Pond 1) and Dunn Creek.
26. Various investigations have sampled surface water discharging from the mine site. Sunoco submitted a Characterization Report that includes data from two sampling events conducted in the Spring of 2010. In addition, at the end of 2011 Sunoco submitted an Additional Characterization Report that includes data from up to five sampling events. The following summarizes results from the Characterization Report:

Constituent	Water Quality Goal (MCL)	Background ⁽²⁾	Mine Waste ⁽³⁾	Pond 1 ⁽⁴⁾	Dunn Creek Downstream ⁽⁵⁾
TDS (mg/L)	500 - 1500	225.5	8056	6960	337.5
Sulfate (mg/L)	500	24.5	5660	5465	70.5
Mercury (ug/L)	2	<0.20 ⁽¹⁾	97.6	91	0.69
Chromium (ug/L)	50	<5 ⁽¹⁾	781.6	22.5	14
Copper (ug/L)	1300	5	202.2	46.5	14
Nickel (ug/L)	100	<5 ⁽¹⁾	25224	13900	213.5
Zinc (ug/L)		10.5	693.4	351.5	22

- (1) Non-detect result, stated value reflects the method detection limit.
 (2) Average of two samples collected from My Creek and Dunn Creek above the mine site.
 (3) Average of five surface water samples collected immediately below the tailings/waste rock piles.
 (4) Average of two samples collected from Pond 1, the settling pond located at the base of the tailings/waste rock piles.
 (5) Average to two samples collected from Dunn Creek downstream of the mine site.

27. The limited population of recent samples summarized in Finding 26 above demonstrates that water draining from the mine waste, collected in Pond 1 and in Dunn Creek downstream of the mine all have been impacted by increased concentrations of salts and metals including mercury. Dunn Creek drains into Marsh Creek. The 1997 Slotton study concluded that Mount Diablo Mercury Mine was the major source of mercury in the Marsh Creek, the Sunoco study confirms the Slotton results.

LEGAL PROVISIONS

28. Section 303(d) of the Federal Clean Water Act requires states to identify waters not attaining water quality standards (referred to as the 303(d) list). Dunn Creek from Mount Diablo Mine to Marsh Creek and Marsh Creek below Dunn Creek have been identified by the Central Valley Water Board as an impaired water bodies because of high aqueous concentrations of mercury and metals.

29. The Central Valley Regional Board is in the process of writing Total Daily Maximum Loads (TMDLs) for Dunn Creek and Marsh Creek.
30. The Water Board's *Water Quality Control Plan for the Sacramento River and San Joaquin River Basins, 4th Edition* (Basin Plan) designates beneficial uses of the waters of the State, establishes water quality objectives (WQOs) to protect these uses, and establishes implementation policies to implement WQOs. The designated beneficial uses of Marsh Creek, which flows into Sacramento and San Joaquin Delta are domestic, municipal, industrial and agricultural supply.
31. The beneficial uses of underlying groundwater, as stated in the Basin Plan, are municipal and domestic supply, agricultural supply, industrial service supply, and industrial process supply.
32. Under CWC section 13050, subdivision (q)(1), "mining waste" means all solid, semisolid, and liquid waste materials from the extraction, beneficiation, and processing of ores and minerals. Mining waste includes, but is not limited to, soil, waste rock, and overburden, as defined in Public Resources Code section 2732, and tailings, slag, and other processed waste materials...." The constituents listed in Finding No.21 are mining wastes as defined in CWC section 13050, subdivision (q)(1).
33. Because the site contains mining waste as described in CWC sections 13050, closure of Mining Unit(s) must comply with the requirements of California Code of Regulations, title 27, sections 22470 through 22510 and with such provisions of the other portions of California Code of Regulations, title 27 that are specifically referenced in that article.
34. Affecting the beneficial uses of waters of the state by exceeding applicable WQOs constitutes a condition of pollution as defined in CWC section 13050, subdivision (1). The Discharger has caused or permitted waste to be discharged or deposited where it has discharged to waters of the state and has created, and continues to threaten to create, a condition of pollution or nuisance.
35. CWC section 13304(a) states that: *"Any person who has discharged or discharges waste into the waters of this state in violation of any waste discharge requirement or other order or prohibition issued by a Regional Water Board or the state board, or who has caused or permitted, causes or permits, or threatens to cause or permit any waste to be discharged or deposited where it is, or probably will be, discharged into the waters of the state and creates, or threatens to create, a condition of pollution or nuisance, shall upon order of the Regional Water Board, clean up the waste or abate the effects of the waste, or, in the case of threatened pollution or nuisance, take other necessary remedial action, including, but not limited to, overseeing cleanup and abatement efforts. A cleanup and abatement order issued by the state board or a Regional Water Board may require the provision of, or payment for, uninterrupted replacement water service, which may include wellhead treatment, to each affected public water supplier or private well owner. Upon failure of any person to comply with the cleanup or abatement order, the Attorney General, at the*

request of the board, shall petition the superior court for that county for the issuance of an injunction requiring the person to comply with the order. In the suit, the court shall have jurisdiction to grant a prohibitory or mandatory injunction, either preliminary or permanent, as the facts may warrant."

36. The State Water Resources Control Board (State Board) has adopted Resolution No. 92-49, the *Policies and Procedures for Investigation and Cleanup and Abatement of Discharges Under CWC Section 13304*. This Resolution sets forth the policies and procedures to be used during an investigation or cleanup of a polluted site and requires that cleanup levels be consistent with State Board Resolution No. 68-16, the *Statement of Policy With Respect to Maintaining High Quality of Waters in California*. Resolution No. 92-49 and the Basin Plan establish cleanup levels to be achieved. Resolution No. 92-49 requires waste to be cleaned up to background, or if that is not reasonable, to an alternative level that is the most stringent level that is economically and technologically feasible in accordance with California Code of Regulations, title 23, section 2550.4. Any alternative cleanup level to background must: (1) be consistent with the maximum benefit to the people of the state; (2) not unreasonably affect present and anticipated beneficial use of such water; and (3) not result in water quality less than that prescribed in the Basin Plan and applicable Water Quality Control Plans and Policies of the State Board.
37. Chapter IV of the Basin Plan contains the *Policy for Investigation and Cleanup of Contaminated Sites*, which describes the Central Valley Water Board's policy for managing contaminated sites. This policy is based on CWC sections 13000 and 13304, California Code of Regulations, title 23, division 3, chapter 15; California Code of Regulations, title 23, division 2, subdivision 1; and State Water Board Resolution Nos. 68-16 and 92-49. The policy addresses site investigation, source removal or containment, information required to be submitted for consideration in establishing cleanup levels, and the basis for establishment of soil and groundwater cleanup levels.
38. The State Board's Water Quality Enforcement Policy states in part: "At a minimum, cleanup levels must be sufficiently stringent to fully support beneficial uses, unless the Central Valley Water Board allows a containment zone. In the interim, and if restoration of background water quality cannot be achieved, the Order should require the discharger(s) to abate the effects of the discharge (Water Quality Enforcement Policy, p. 19)."
39. CWC section 13267 states, in part:

"(b)(1) In conducting an investigation, the regional board may require that any person who has discharged, discharges, or is suspected of having discharged or, discharging, or who proposes to discharge waste within its region . . . shall furnish, under penalty of perjury, technical or monitoring program reports which the regional board requires. The burden, including costs, of these reports shall bear a reasonable relationship to the need for the report and the benefits to be obtained from the reports. In requiring those reports, the regional board shall provide the person with a written explanation with regard to the need for the reports, and shall identify the evidence that supports requiring that person to provide the reports."

As described in Findings Nos. 5 – 14, the Dischargers are named in this Order because all have discharged waste at the Mine Site through their actions and/or by virtue of their ownership of the Mine Site. The reports required herein are necessary to formulate a plan to remediate the wastes at the Mine Site, to assure protection of waters of the state, and to protect public health and the environment.

40. CWC section 13268 states, in part:

(a)(1) Any person failing or refusing to furnish technical or monitoring program reports as required by subdivision (b) of Section 13267 . . . or falsifying any information provided therein, is guilty of a misdemeanor and may be liable civilly in accordance with subdivision (b).

(b)(1) Civil liability may be administratively imposed by a regional board in accordance with Article 2.5 (commencing with Section 13323) of Chapter 5 for a violation of subdivision (a) in an amount which shall not exceed one thousand dollars (\$1,000) for each day in which the violation occurs.

(c) Any person discharging hazardous waste, as defined in Section 25117 of the Health and Safety Code, who knowingly fails or refuses to furnish technical or monitoring program reports as required by subdivision (b) of Section 13267, or who knowingly falsifies any information provided in those technical or monitoring program reports, is guilty of a misdemeanor, may be civilly liable in accordance with subdivision (d), and is subject to criminal penalties pursuant to subdivision (e).

(d)(1) Civil liability may be administratively imposed by a regional board in accordance with Article 2.5 (commencing with Section 13323) of Chapter 5 for a violation of subdivision (c) in an amount which shall not exceed five thousand dollars (\$5,000) for each day in which the violation occurs.

As described above, failure to submit the required reports to the Central Valley Water Board according to the schedule detailed herein may result in enforcement action(s) being taken against you, which may include the imposition of administrative civil liability pursuant to CWC section 13268. Administrative civil liability of up to \$5,000 per violation per day may be imposed for non-compliance with the directives contained herein.

IT IS HEREBY ORDERED that, pursuant to California Water Code section 13304 and 13267, the Dischargers, their agents, successors, and assigns, shall investigate the discharges of waste, clean up the waste, and abate the effects of the waste, within 30 days of entry of this order, from Mount Diablo Mercury Mine (Mine Site). The work shall be completed in conformance with California Code of Regulations, title 27, sections 22470 through 22510, State Board Resolution No. 92-49 and with the Regional Water Board's Basin Plan (in particular the Policies and Plans listed within the Control Action Considerations portion of Chapter IV), other applicable state and local laws, and consistent with HSC Division 20, chapter 6.8. Compliance with this requirement shall include, but not be limited to, completing the tasks listed below.

1. **The Discharger shall submit the following technical reports:**
 - a. **By 30 June 2013**, form a respondents group to manage and fund remedial actions at the Mount Diablo Mine Site or independently take liability to implement the remedial actions in this Order. On or before the **30 June 2013** submit a letter or report on any agreement made between the responsible parties. If no agreement is made between the parties, then submit a document stating no agreement has been made. Any agreement shall include all the signatures of the responsible parties agreeing to the respondents group.
 - b. **By 1 October 2013**, submit a Work Plan and Time Schedule to close the mine tailings and waste rock piles in compliance with California Code of Regulations, title 27, sections 22470 through 22510 and to remediate the site in such a way to prevent future releases to surface and ground waters of Mercury and other Pollutants.
 - c. **Beginning 90 Days after Regional Board approval of the Work Plan and Time Schedule**, submit regular quarterly reports documenting progress in completing remedial actions.
2. **By 31 December 2015**, complete all remedial actions and submit a final construction report.
3. Any person signing a document submitted under this Order shall make the following certification:

"I certify under penalty of law that I have personally examined and am familiar with the information submitted in this document and all attachments and that, based on my knowledge and on my inquiry of those individuals immediately responsible for obtaining the information, I believe that the information is true, accurate, and complete. I am aware that there are significant penalties for submitting false information, including the possibility of fine and imprisonment."
4. Pursuant to Section 13304(c)(1), the Discharger shall reimburse the Regional Water Board for reasonable costs associated with oversight of the cleanup of the sites subject to this Order. Failure to do so upon receipt of a billing statement from the State Water Board shall be considered a violation of this Order.

REPORTING

5. When reporting data, the Dischargers shall arrange the information in tabular form so that the date, the constituents, and the concentrations are readily discernible. The data shall be summarized in such a manner as to illustrate clearly the compliance with this Order.

6. Fourteen days prior to conducting any fieldwork, submit a Health and Safety Plan that is adequate to ensure worker and public safety during the field activities in accordance with California Code of Regulations, title 8, section 5192.
7. As required by the California Business and Professions Code sections 6735, 7835, and 7835.1, all reports shall be prepared by a registered professional or their subordinate and signed by the registered professional.
8. All reports must be submitted to the Central Valley Water Board. Electronic copies of all reports and analytical results are to be submitted over the Internet to the State Water Board Geographic Environmental Information Management System database (GeoTracker) at <http://geotracker.swrcb.ca.gov>. Electronic copies are due to GeoTracker concurrent with the corresponding hard copy. Electronic submittals shall comply with GeoTracker standards and procedures as specified on the State Water Board's web site.
9. Notify Central Valley Water Board staff at least five working days prior to any onsite work, testing, or sampling that pertains to environmental remediation and investigation and is not routine monitoring, maintenance, or inspection.

NOTIFICATIONS

10. No Limitation on Central Valley Water Board Authority-This Order does not limit the authority of the Central Valley Water Board to institute additional enforcement actions and/or to require additional investigation and cleanup of the site consistent with the Water Code. This Order may be revised by the Executive Office or her delegate as additional information becomes available.
11. Enforcement Notification-Failure to comply with requirements of this Cleanup and Abatement Order may subject the Discharger to additional enforcement action, including, but not limited to, the imposition of administrative civil liability pursuant to Water Code sections 13268 and 13350, or referral to the Attorney General of the State of California for injunctive relief or civil or criminal liability. Pursuant to Water Code section 13350, \$5,000 in administrative civil liability may be imposed for each day in which the violation(s) occurs under Water Code section 13304; and pursuant to Water Code section 13268, \$1,000 in administrative civil liability may be imposed for each day in which the violation(s) occurs under Water Code section 13267.

Any person aggrieved by this action of the Central Valley Water Board may petition the State Water Board to review the action in accordance with CWC section 13320 and California Code of Regulations, title 23, sections 2050 and following. The State Water Board must receive the petition by 5:00 p.m., 30 days after the date of this Order, except that if the thirtieth day following the date of this Order falls on a Saturday, Sunday, or state holiday (including mandatory furlough days), the petition must be received by the State Water Board by 5:00 p.m. on the next business day.

16 April 2013

Copies of the law and regulations applicable to filing petitions may be found on the Internet at: http://www.waterboards.ca.gov/public_notices/petitions/water_quality or will be provided upon request.

This Order is effective upon the date of signature.

Order by:

Original signed by

PAMELA C. CREEDON, Executive Officer

16 April 2013

(Date)

EXHIBIT 2

State of Nevada



Department of State

I, MALCOLM MCEACHIN, Secretary of State of the State of Nevada, do hereby

certify that CONDERO MINING CO. PARY

did on the FOURTH day of MARCH, 1941 file in this office

the original articles of incorporation that said articles are now on file in the

office of the Secretary of State of the State of Nevada and

further that said articles contain all the provisions or laws

required by the laws of said State of Nevada

In Witness Whereof, I have hereunto set my hand and print

at the State Capitol Building in Carson City, Nevada, this

FOURTH day of MARCH

1941

Malcolm McEachin

As

(1941)

Malcolm McEachin

ores or deposits of every kind and description; zinc, copper, iron, coal, manganese, oil, and other minerals, minerals

containing or believed to contain, platinum, gold, silver, lead, To purchase, mine, lease or otherwise acquire lands

the prosecution thereof; in any or all of the various activities necessary or convenient for To engage in the business of mining generally and

are: The nature of the business and the objects and purposes pro- posed to be transacted, promoted and carried on by this corporation

ARTICLE III

Nevada. The principal office and place of business of this corporation in Nevada shall be located in the County of Washoe, State of

ARTICLE II

The name of this corporation shall be COPPER MINING COMPANY.

ARTICLE I

tion law of the State of Nevada, and hereby certify: provisions and subject to the regulations of the general corpora- selves together for the purpose of forming a corporation under the WE, the undersigned, have this day voluntarily and legally con-

[Handwritten signatures and notes]

COPPER MINING COMPANY

One hundred Dollars (\$100) each.
into One Thousand (1000) shares of common stock of the par value of
Ten thousand shall be One hundred Thousand Dollars (\$100,000), divided

The amount of the total authorized capital stock of this cor-

ARTICLE IV

prosecution of the main business.

purpose of the objects and purposes of this corporation in the
whenever with any person, firm or corporation, public or private in
To enter into contracts of every kind and lawful nature

the generally;

also deal in ores, minerals, metals, equipment, machinery and machin-
To buy, sell, offer for sale, transport, store or other-

said mining business;

and warehouses in connection with the operation and prosecution of
ers, buildings, machinery, dredges, stores, dwellings, office buildings
or otherwise acquire bargains, cranes, stamp mills, smelters, refin-
To contract for, build, sell, hire, buy, operate, lease

scripture;

and otherwise treat mineral ores or deposits of every kind and to-
To own, construct, lease, hold, manage, manipulate

other countries;

Canada, the United States, and several other states thereof and of
to, or for, and to retain same pursuant to the mining laws of
ores, deposits and minerals and to locate them, mine, lease,

To engage in searching for, prospecting and exploring for

To acquire mining, mineral or production rights;

mining business;

necessarily or convenient in connection with the prosecution of the
equipment, all other, and all other rights and interests
mines, mineral lands, water, water rights, and other rights, all of which
To purchase, hire, lease, or otherwise acquire lands,

ARTICLE V

The members of the governing board of this corporation shall be styled directors and the number thereof shall be not less than three (3), nor more than six (6) as may from time to time be determined by the By-Laws of this corporation. The number of directors of the first board of directors shall be three (3) and their names and post office addresses are as follows:

<u>NAME</u>	<u>RESIDENCE</u>
J. Edgar Bew	Mr. Moro Road, Williamsport, Pa.
John Blair Koffelt	Misners Avenue, Bryn Mawr, Pa.
Frank B. Gummy, II.	Youngstown Road, Shadybrook, Pa.

ARTICLE VI

The capital stock of this company, after the amount of the par value has been paid in, shall not be subject to assessment to pay debts of the corporation.

ARTICLE VII

The name and post office address of each of the incorporators signing these articles of incorporation is:

<u>NAME</u>	<u>ADDRESS</u>
John Blair Koffelt	1608 Walnut Street, Phila., Pa.
Claude L. Roth	1608 Walnut Street, Phila., Pa.
Frank B. Gummy, II.	1608 Walnut Street, Phila., Pa.



(SEAL) James F. Smith
 (SEAL) John F. Smith
 (SEAL) Caroline F. Smith

James F. Smith
John F. Smith
Caroline F. Smith

In the presence of:

IN WITNESS WHEREOF we have hereunto set our hands and seals
 this 27th day of February, A. D. 1941.
 to them from time to time by order of the Board of Directors.
 to conduct the affairs of this corporation shall be that entrusted
 be vested in the Board of Directors and the officers
 The power to regulate the business of this corporation shall

ARTICLE IX

This corporation shall have perpetual existence.

ARTICLE VIII

]

My Commission expires: *February 14 1943*

My Commission expires:

James H. Hill
NOTARY PUBLIC

February, A. D. 1941.

WITNESS my hand and seal this *28th* day of

February, A. D. 1941, personally appeared before me, a Notary Public in and for the County and State aforesaid, JOHN FAIR MORTON, CLARENCE L. BROWN, and CHARLES J. BROWN, II, known to me to be the persons described in and who executed the foregoing Articles of Incorporation; and acknowledged to me that they executed the same freely and voluntarily and for the uses and purposes therein mentioned.

ON THIS *28th* day of February, A. D. 1941,

COMMONWEALTH OF PENNSYLVANIA
COUNTY OF PHILADELPHIA

EXHIBIT 3

FIRST MEETING OF THE BOARD OF
DIRECTORS NAMED IN THE ARTICLES
OF INCORPORATION OF CORDERO MIN-
ING COMPANY, A NEVADA CORPORATION.

The directors named in the Articles of Incorporation of Cordero Mining Company, held their first meeting at 1608 Walnut Street, in the City and County of Philadelphia, Commonwealth of Pennsylvania on March 11th, 1941 at 3:30 o'clock, P. M.

All of the Directors named in the Articles of Incorporation which were filed in the Office of the Secretary of State of Nevada on March 4th, 1941, were elected by the Incorporators of the Company at a meeting held March 10th, 1941. All Directors of the Company were present, to wit:

J. Edgar Pew

John Blair Moffett

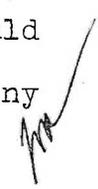
Frank B. Gumme, II

Mr. J. Edgar Pew was appointed to act as Chairman of the meeting and Mr. F. S. Reitzel, present by invitation, was appointed to act as Secretary of the meeting.

A Waiver of Notice signed by all the Directors of the Company was handed to the Secretary of the meeting to be placed on file with the minutes.

The Minute Book of the Company with the minutes of the first meeting of the Incorporators therein, including a copy of the Articles of Incorporation and the By-Laws of the Company as adopted by the Incorporators, was delivered to the Secretary of the meeting.

The Chairman stated that the first order of business would be for the Board of Directors to adopt a corporate seal for the Company



and a form of Stock Certificate for shares of the authorized capital stock to be issued by the Company.

The following resolution was, upon motion duly made and seconded, unanimously adopted:

RESOLVED, That the corporate seal of Cordero Mining Company shall consist of two concentric circles between which shall be inscribed the name of the Company "Cordero Mining Company" and within the inner circle "Incorporated, March 4, 1941, Nevada", and

BE IT FURTHER RESOLVED, That the impression of the seal shall be made upon the margin of the minutes of this meeting wherein this resolution is inscribed.

A form of stock certificate was presented to the Directors and the following resolution was thereupon moved, seconded, and unanimously adopted:

RESOLVED, That the form of stock certificate this day presented to the Board of Directors of Cordero Mining Company, to be attached to and made part of the minutes of this meeting, is hereby adopted as the form of the Certificate to be signed by the President and Secretary of the Company for certifying the number of shares of the authorized capital stock of this Company owned by the stockholder in whose name such Certificate is issued.

The Chairman then declared the meeting open for the election of officers. Mr. Gummey thereupon nominated Mr. J. Edgar Pew for President, Mr. S. H. Williston for Vice-President, Mr. F. S. Reitzel for Secretary, Mr. Robert G. Dunlop for Assistant Secretary, Mr. Frank Cross for Treasurer and Mr. S. H. Williston for Assistant Treasurer. The nominations having been duly seconded by



Mr. Moffett and there being no further nominations, the nominations were upon motion duly made, seconded and carried, closed.

The Chairman thereupon polled the Directors for the election of the several nominees for their respective offices and declared that as a result the aforesaid nominees had been duly elected to their respective offices by the unanimous vote of the Board, to serve as the officers of the Company until the next annual meeting of the stockholders and until their successors are duly elected and qualify.

Mr. John Blair Moffett thereupon tendered his resignation as a Director of the Company which was accepted by the Chairman. Mr. Gummey thereupon proposed the election of Mr. F. S. Reitzel as a Director of the Company to fill the vacancy caused by the resignation of Mr. Moffett. There being no other nominations, Mr. F. S. Reitzel was, by resolution, moved, seconded and carried, unanimously elected a Director of the Company.

Mr. Gummey stated to the Chairman that it was necessary for the Company to maintain a resident agent within the State of Nevada and that as Mr. S. H. Williston, Vice-President of the Company directing the operations of the Company within the State of Nevada, was not a resident of that State, he was not qualified to act as resident agent. It was thereupon proposed that the Company appoint The Corporation Trust Company of Nevada, the resident agent of this Company for the State of Nevada.

Mr. Gummey then stated to the Chairman that the appointment of The Corporation Trust Company of Nevada would necessitate a



change of the location of the principal office of the Company from McDermitt in the County of Humboldt as named in the Articles of Incorporation to the Town of Reno, County of Washoe. To accomplish this change, it is necessary for the Board of Directors to adopt a resolution reciting the change in the location of the principal office within the State of Nevada and to file a copy of the Resolution, certified by the President and Secretary, in the Office of the Secretary of State at Carson City and in the Office of the County Clerk of Washoe County. Accordingly, the following resolution was offered, moved, seconded, and unanimously adopted:

RESOLVED, That the principal office and place of business of Cordero Mining Company within the State of Nevada, be changed from McDermitt, Humboldt County, as set forth in the Articles of Incorporation, to Room 211, No. 206 North Virginia Street, Town of Reno, County of Washoe.

The Chairman then discussed the question of opening bank accounts for the funds of the Company. Following a discussion, the First National Bank of Reno, Nevada, was selected for depositing the funds of the Company needed to carry on the operations of the Company in the State of Nevada and the Central-Penn National Bank was selected for the main depository for funds of the Company in Philadelphia. The following resolutions were thereupon duly moved, seconded and unanimously carried:

RESOLVED, That the officers of the Cordero Mining Company, a Nevada corporation, be and they hereby are authorized and directed to open a bank account



in the name of this Company with the First National Bank of Reno, Nevada, which bank be and is hereby authorized to honor from the deposits of this Company, checks drawn against such deposits signed either by Frank Cross, Treasurer, or S. H. Williston, Assistant Treasurer, so long as there be a balance in favor of this Company.

BE IT RESOLVED, That the officers of the Cordero Mining Company, a Nevada corporation, be and they hereby are authorized and directed to open a bank account in the name of this company with the Central-Penn National Bank in the City of Philadelphia, Pennsylvania, which bank be and is hereby authorized to honor from the deposits of this company checks drawn against such deposits signed either by Frank Cross, Treasurer, or J. Edgar Pew, President, so long as there be a balance in favor of this company.

The Chairman stated that the Sun Oil Company of Philadelphia, Pennsylvania, desired to subscribe for Seven hundred fifty (750) shares of stock, totalling Seventy-five thousand dollars (\$75,000.), of the authorized capital stock of the Company. Accordingly the following resolution was, upon motion duly made and seconded, unanimously adopted:

RESOLVED, That the proper officers of this Company be and they hereby are authorized to issue 750 shares having a par value of \$100 each of the authorized capital stock of this Company in the name of Sun Oil Company, said shares to be fully paid and non-assessable and to deliver same to the officers of Sun Oil Company upon the payment of \$75,000.00 therefor. The issuance of said shares shall be made from time to time as the needs of the Company for capital require.

Mr. Frank B. Gummey, II, thereupon tendered his resignation as a Director of the Company which was accepted by the

Chairman. Mr. Reitzel thereupon proposed the election of Mr. S. H. Williston as a Director of the Company to fill the vacancy caused by the resignation of Mr. Gumme. There being no other nominations, Mr. S. H. Williston was, by resolution moved, seconded and carried, unan- imously elected a Director of the Company.

Mr. Reitzel stated that it would be necessary for con- venience at the mines to open a branch bank account with the First National Bank of Nevada at Winnemucco, Nevada, where it would be nec- essary to carry an average balance of approximately \$500.00. The following resolution was thereupon duly made, seconded and unanimously carried:

RESOLVED, That the Officers of the Cordero Mining Company, a Nevada corporation, be and they hereby are authorized and directed to open a bank account in the name of this Company with the First National Bank of Nevada at Winnemucco, Nevada, which bank be and is hereby authorized to honor from the deposits of this Company, checks drawn against such deposits, signed either by Frank Cross, Treasurer, S. H. Williston, Assistant Treasurer, or E. G. Lee, Chief Clerk, so long as there be a balance in favor of this Company.

There being no further business to come before the meeting, it was upon motion duly made, seconded and carried, adjourned.


Secretary of the meeting.

MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS OF CORDERO
MINING COMPANY HELD
AUGUST 21, 1941 at 2 P.M.

At the call of the Secretary a special meeting of the Board of Directors of Cordero Mining Company was held in the Philadelphia office of said company, 1608 Walnut Street, Philadelphia, Pa. at 2 P.M. on August 21, 1941. The following Directors were present, constituting a majority of the Board and a quorum

J. Edgar Pew
F. S. Reitzel

Director absent
S. H. Williston

On motion duly made and seconded, it was

RESOLVED, That the authority of Mr. E. G. Lee, Chief Clerk, to sign company checks against the company's account in the First National Bank of Nevada at Winnemucca, Nevada be discontinued as of August 21st and that starting with August 22nd Mr. D. Ford McCormick, General Superintendent, be authorized to sign checks of said account and said bank be notified accordingly.

There being no further business, the meeting adjourned.



Secretary

EXHIBIT 4

ANNUAL MEETING OF THE BOARD OF DIRECTORS
OF CORDERO MINING COMPANY, HELD FRIDAY,
FEBRUARY 12, 1954, AT 3:00 O'CLOCK P.M.

The Directors of Cordero Mining Company met for organization at the office of the Company, 1608 Walnut Street, Philadelphia, Pennsylvania, at 3:00 o'clock P.M., on Friday, February 12, 1954.

Present: S. H. Williston
 D. P. Jones

Absent: J. N. Pew, Jr.

The first order of business was the election of a Chairman. Upon motion duly made, seconded and carried, S. H. Williston was elected Chairman of the meeting.

Upon motion duly made, seconded and carried, D. P. Jones was named Secretary of the meeting.

The Chairman of the meeting stated it was now in order to proceed with the election of the corporate officers, and called for nominations.

The following officers were nominated, and the nominations duly seconded:

J. N. Pew, Jr.	President
S. H. Williston	Vice President
J. C. Agnew	Secretary & Treasurer
Mrs. E. A. Williston	Assistant Secretary
Donald P. Jones	Assistant Secretary
S. H. Williston	Assistant Treasurer
H. W. Unruh	Assistant Treasurer
Donald P. Jones	Comptroller

There being no further nominations, the Secretary of the meeting was instructed to cast a unanimous ballot for the respective nominees.

The minutes of the meeting of the Board of Directors held January 20, 1953, were read and approved.

There being no further business, the meeting was, upon motion duly made and seconded, adjourned.


Secretary of the Meeting

MINUTES OF SPECIAL MEETING OF
BOARD OF DIRECTORS OF CORDERO
MINING COMPANY HELD OCTOBER 22,
1954, AT 3:00 O'CLOCK P. M.

A Special Meeting of the Board of Directors of Cordero Mining Company was held at the office of the Company, 1608 Walnut Street, Philadelphia, Pennsylvania, on Friday, October 22, 1954, at 3:00 o'clock P. M.

The following members of the Board were present, constituting a majority of the Board:

J. N. Pew, Jr.
D. P. Jones

Mr. J. N. Pew, Jr. acted as Chairman of the meeting, and J. C. Agnew, Secretary of the Company, acted as Secretary of the meeting.

The following resolution was presented and, upon motion duly made and seconded, unanimously adopted:

x

RESOLVED, That the Treasurer of the Company be and he is hereby authorized to maintain a bank account in the Wells Fargo Bank and Union Trust Company, San Francisco, California;

AND BE IT FURTHER RESOLVED, That the funds of the Company on deposit in said bank be subject to withdrawal by checks signed as follows:

Checks amounting to \$1000.00 or more signed by any one of the following:

J. C. Agnew, Treasurer
H. W. Unruh, Assistant Treasurer
J. Eldon Gilbert, Manager

Checks amounting to less than \$1000.00 signed by the following:

Bert Mitchell, Superintendent

The following resolution was presented and, upon motion duly made and seconded, unanimously adopted:

x

RESOLVED, That the Treasurer of the Company be and he is hereby authorized to maintain a bank account in the United States National Bank of Portland, Madras, Oregon;

AND BE IT FURTHER RESOLVED, That the funds of the Company on deposit in said bank be subject to withdrawal by checks signed as follows:

Checks amounting to \$1000.00 or more signed by any one of the following:

J. C. Agnew, Treasurer
H. W. Unruh, Assistant Treasurer
J. Eldon Gilbert, Manager

Checks amounting to less than \$1000.00 signed by the following:

F. E. Lewis, Superintendent x

There being no further business, the meeting was, upon motion duly made and seconded, adjourned.


Secretary

MINUTES OF SPECIAL MEETING
OF THE BOARD OF DIRECTORS OF
CORDERO MINING COMPANY

A Special Meeting of the Board of Directors of Cordero Mining Company was held at 1608 Walnut Street, Philadelphia, Pennsylvania, on April 19, 1963 at 2:00 o'clock P. M.

The following Directors, constituting a quorum of the Board, were present:

Donald P. Jones
Jno. G. Pew
Jos. T. Wilson, Jr.

Absent:

Samuel H. Williston

Mr. Jno. G. Pew, Vice President of the Company, acted as Chairman of the meeting, and Jos. T. Wilson, Jr., Secretary of the Company, acted as Secretary of the meeting.

The Secretary presented and read a Waiver of Notice of the meeting, signed by all the Directors, which was ordered filed with the minutes of this meeting.

The minutes of the meeting of the Board of Directors held on March 12, 1963 were read and approved.

The Chairman advised that it would be appropriate to fill a vacancy on the Board of Directors resulting from the death of Mr. Joseph N. Pew, Jr. Upon motion duly made and seconded, Mr. Kingsley V. Schroeder was nominated as Director of the corporation to hold office until his successor is elected and qualified. There being no further nominations, the nominations were declared closed and the Secretary of the meeting was instructed to cast a unanimous ballot for the nominee. The Chairman thereupon declared Mr. Schroeder elected a Director of the Company to serve until his successor is elected and qualified.

The Chairman stated that it was now in order to elect certain officers of the Company to serve until their successors are elected and qualified. Upon motion duly made, seconded and carried, Mr. Jno. G. Pew was nominated for the office of President, and Mr. Kingsley V. Schroeder was nominated for the office of Vice-President. There being no further nominations, the nominations were declared closed and the Secretary of the meeting was instructed to cast a unanimous ballot for the respective nominees. The Chairman thereupon announced the election of the nominees to the offices for which they were nominated.

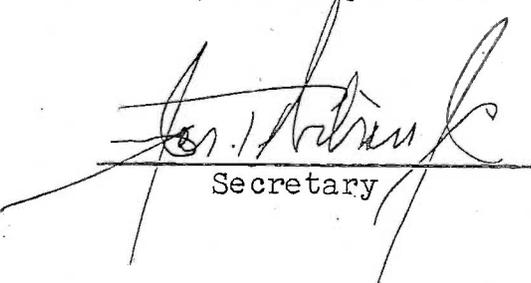
The Treasurer stated that it would now be appropriate to change bank signing authorities. Upon motion duly made, seconded and carried, the following resolutions were unanimously adopted:

RESOLVED, That the Treasurer of the Company be and he is hereby authorized to open an account on behalf of the Company in such banks or trust companies as may be designated;

BE IT FURTHER RESOLVED, That the funds of this corporation on deposit be subject to withdrawal by check signed by any one of the following officers:

Jno. G. Pew, President
Samuel H. Williston, Vice President
Jos. T. Wilson, Jr., Treasurer
W. S. Woods, Jr., Assistant Treasurer

There being no further business, the meeting, upon motion duly made, seconded and carried, was adjourned.


Secretary

MINUTES OF THE ANNUAL MEETING
OF THE BOARD OF DIRECTORS OF
CORDERO MINING COMPANY

The Directors of Cordero Mining Company met for organization at 1608 Walnut Street, Philadelphia, Pennsylvania on January 21, 1969 at 11:00 o'clock A.M.

The following directors, constituting a quorum of the Board, were present:

Richard R. Anderson
Joseph R. Layton
Kingsley V. Schroeder
Jos. T. Wilson Jr.

Absent:

J. Eldon Gilbert

Mr. Kingsley V. Schroeder, Chairman, acted as Chairman of the meeting and Jos. T. Wilson, Jr., Secretary, acted as Secretary of the meeting.

Mr. Kingsley V. Schroeder announced that at the Annual Meeting of Stockholders the following persons had been elected Directors of Cordero Mining Company for the ensuing year and until their successors are elected and qualify:

Richard R. Anderson
J. Eldon Gilbert
Joseph R. Layton
Kingsley V. Schroeder
Jos. T. Wilson, Jr.

Copies of the minutes of the meeting of the Board of Directors held on September 10, 1968 having been given to each Director, the Directors present agreed to dispense with the reading of the minutes and approved and adopted them as they appeared in copies received by them.

The Chairman stated that it was now in order to elect officers of the Company to serve for one year and until their successors are elected and qualify.

Upon motion duly made, seconded and carried, the following persons were nominated for the offices set opposite their respective names:

Kingsley V. Schroeder	Chairman of the Board
J. Eldon Gilbert	President
Verne P. Haas	Vice President
Richard R. Anderson	Vice President
Jos. T. Wilson, Jr.	Secretary & Treasurer
Joseph R. Layton	Comptroller
William S. Woods, Jr.	Ass't. Secretary & Ass't. Treasurer
Mrs. Patricia F. Gilbert	Ass't. Secretary

There being no further nominations, the nominations were declared closed and the Secretary of the meeting was instructed to cast a unanimous ballot for the respective nominees.

The Chairman thereupon announced the election of the nominees to the offices for which they were nominated.

There being no further business, the meeting, upon motion duly made, seconded and carried, was adjourned.

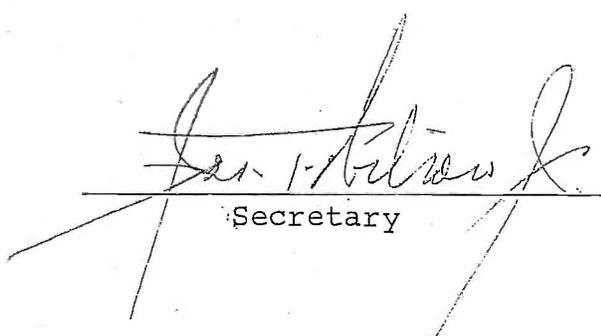

Secretary

EXHIBIT 5

CORDERO MINING COMPANY
UNANIMOUS CONSENT OF DIRECTORS

All members of the Board of Directors of CORDERO MINING COMPANY hereby consent to and adopt the following resolutions:

RESOLVED, that in the judgment of the Board of Directors of the Corporation it is hereby deemed advisable and for the benefit of the Corporation that it should be voluntarily liquidated out of court, in accordance with the Business Corporation Act of the State of Nevada; (NRS 78.420 et al)

RESOLVED, that the Plan of Liquidation, attached hereto and identified as Exhibit I be, and it hereby is, approved and adopted to effect such complete liquidation in accordance with the following resolutions;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized to sell or otherwise liquidate any or all of the tangible assets of the Corporation, which in their judgment should be so sold or liquidated to facilitate the liquidation of the Corporation;

RESOLVED, that after providing for all the proper debts of the Corporation, the remaining assets of the Corporation, including cash and furniture and fixtures, be distributed to the sole stockholder of the Corporation;

RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed, to file all requisite instruments necessary to accomplish the subject liquidation of the Corporation with the Secretary of State of the State of Nevada;

RESOLVED, that the actions provided for in the foregoing resolutions providing for the complete liquidation of the Corporation and the distribution of all its assets be commenced immediately, and that such subsequent distribution of all its assets be completed as soon as practicable, but in no event later than December 31, 1973; and

RESOLVED, that the Board of Directors hereby recommends to the Shareholder that in the interest of the Corporation, the Corporation be completely liquidated, that it be withdrawn

from qualification in all states and other jurisdictions in which it is qualified to do business, but that corporate existence be maintained in the State of Nevada.

RESOLVED, that the Shareholder be approached by the Corporation and asked to give its consent to the voluntary liquidation of the Corporation, the Plan of Liquidation, and such other matters as are necessary to effectuate the liquidation of assets;

RESOLVED, that if the Shareholder consents to the voluntary complete liquidation of the Corporation and to the Plan of Liquidation then the President or any Vice President of the Corporation is hereby authorized and directed, in the name and on behalf of the Corporation, to execute the Plan of Liquidation, and the Secretary or any Assistant Secretary is hereby authorized and directed, in the name and on behalf of the Corporation to affix thereto the seal of the Corporation and to attest the same; and

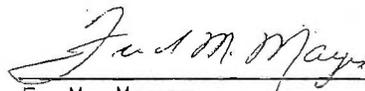
RESOLVED, that the proper officers of the Corporation be, and they hereby are, authorized and directed to pay all such fees and taxes and to do or cause to be done such further acts and things as they may deem necessary or proper in order to carry out the liquidation of the Corporation and fully to effectuate the purposes of the foregoing resolutions.

All members of the Board of Directors of CORDERO MINING COMPANY hereby execute this consent as of the 31st day of December, 1972.

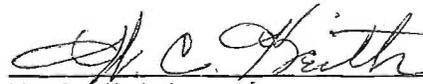


R. E. Foss

RAE



F. M. Mayes



W. C. Keith

AGREEMENT AND PLAN OF LIQUIDATION

Agreement and Plan of Liquidation, made this 31st day of December, 1972, between SUN OIL COMPANY (DELAWARE), a Delaware corporation, (herein called "Shareholder"), and CORDERO MINING COMPANY, a Nevada corporation (herein called the "Corporation").

WHEREAS, the Shareholder owns 750 shares of capital stock of the Corporation, which shares constitute all of the issued and outstanding capital stock of the Corporation; and,

WHEREAS, the Shareholder wishes to approve, authorize and consent to the complete liquidation of the Corporation under the provisions of NRS 78.420 et al of the Business Corporation Act of the State of Nevada and of Section 332 of the Internal Revenue Code of 1954, as amended;

NOW, THEREFORE, the parties hereto hereby agree as follows:

(1) Shareholder approves, authorizes and consents to the voluntary and complete liquidation of the Corporation, such liquidation to be completed as promptly as possible, and in no event later than December 31, 1973, in accordance with the Plan of Liquidation set forth in this Agreement.

(2) The Shareholder hereby authorizes and directs the officers of the Corporation to file all requisite instruments necessary to accomplish the subject liquidation with the Secretary of State of the State of Nevada.

(3) The Shareholder hereby directs that after proper provision has been made for the payment of the Corporation's debts and taxes, the

officers of the Corporation shall distribute all of the remaining property of the Corporation in complete cancellation or redemption of all of its issued and outstanding capital stock, such distribution to be made as promptly as practicable and in any event not later than December 31, 1973.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement and Plan of Liquidation to be executed by their respective duly authorized officers as of the day and year first above written.



Robert W. Wainwright
Secretary

SUN OIL COMPANY (DELAWARE)

By: *A. C. Keith* Vice President RAE



Robert Wainwright
Secretary

CORDERO MINING COMPANY

By: *Jed M. Mays* Vice President

CORDERO MINING COMPANY
UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS

The undersigned, being the sole shareholder of Cordero Mining Company, does hereby consent to the following actions, to have the same force and effect as if these actions were duly taken at the Annual Meeting of Shareholders of the Company held on January 16, 1973:

RESOLVED, That Section 2 of Article IV of the By-Laws, entitled "Board of Directors," which reads as follows:

"2. The number of directors of this Company shall be five (5) until the number thereof is increased to six (6) by amendment of this clause of the By-Laws in the manner herein-after provided."

be amended to read as follows:

"2. The number of directors of this Company shall be three (3) until the number thereof is increased to six (6) by amendment of this clause of the By-Laws in the manner herein-after provided."

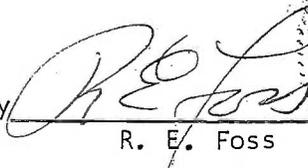
RESOLVED, That the following individuals be elected Directors of the Company, to serve until their successors are elected and qualify:

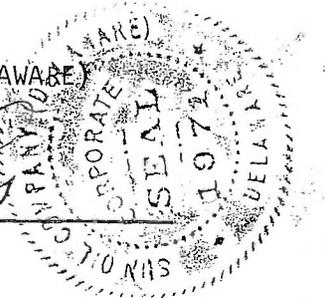
R. E. Foss
W. C. Keith
F. M. Mayes

IN WITNESS WHEREOF, the undersigned has set his hand and seal this 16th day of January 1973.

SUN OIL COMPANY (DELAWARE)

By


R. E. Foss



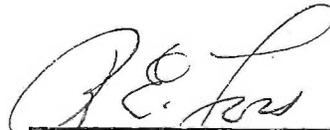
CORDERO MINING COMPANY
UNANIMOUS WRITTEN CONSENT OF DIRECTORS

The undersigned, being all of the directors of Cordero Mining Company, do hereby consent to the following action to have the same force and effect as if said action were taken at the Annual Meeting of Directors of the Company held on January 16, 1973:

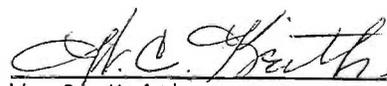
RESOLVED, That the following individuals be elected to the offices set opposite their names, to serve until their successors are elected and qualify:

Chairman of the Board and President	R. E. Foss
Vice President	F. M. Mayes
Secretary	P. F. Waitneight
Assistant Secretary	E. S. McLaughlin
Treasurer	W. C. Keith
Controller	E. C. Ladymon

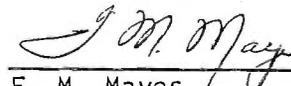
IN WITNESS WHEREOF the undersigned have executed this action as of the date first above written.



R. E. Foss



W. C. Keith



F. M. Mayes

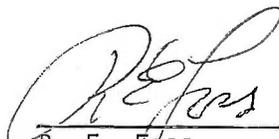
CORDERO MINING COMPANY
UNANIMOUS WRITTEN CONSENT OF DIRECTORS

The undersigned being all the directors of Cordero Mining Company do hereby adopt, approve and consent to the following action to have the same force and effect as if said resolution was duly adopted at a special meeting of the Directors held this 6th day of March, 1973.

WHEREAS, This Company was liquidated into Sun Oil Company (Delaware) effective December 31, 1972, pursuant to an Agreement and Plan of Liquidation between the Companies, dated December 31, 1972, and

WHEREAS, Sun Oil Company (Delaware) pursuant to said Agreement assumed all existing liabilities of this Company, now therefore, be it

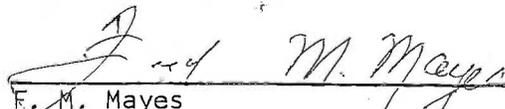
RESOLVED, That all responsibility for the administration of this Company's qualified Retirement and Stock Purchase Plans are transferred to Sun Oil Company (Delaware) together with all assets and liabilities relating to such Plans.



R. E. Foss



W. C. Keith



F. M. Mayes

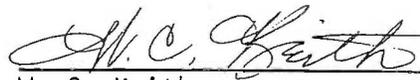
CORDERO MINING COMPANY
UNANIMOUS WRITTEN CONSENT OF DIRECTORS

The undersigned being all the directors of Cordero Mining Company do hereby adopt, approve and consent to the following action to have the same force and effect as if said resolution was duly adopted at a special meeting of the Directors held this 26th day of November, 1973.

RESOLVED, That W. C. Keith be elected to the office of Vice President of Cordero Mining Company to serve until his successor is elected and shall qualify.



R. E. Foss



W. C. Keith



F. M. Mayes

CORDERO MINING COMPANY

UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS

The undersigned, being the sole shareholder of Cordero Mining Company, does hereby consent to the election of the following as directors of the corporation:

R. E. Foss

W. C. Keith

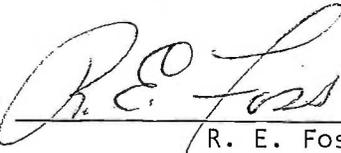
F. M. Mayes

to have the same force and effect as if said persons were duly elected at the annual meeting of the shareholders of the corporation held on January 15, 1974.

IN WITNESS WHEREOF, the undersigned has set its hand and seal this 15th day of January, 1974.

SUN OIL COMPANY (DELAWARE)

By



R. E. Foss

CORDERO MINING COMPANY
UNANIMOUS WRITTEN CONSENT OF DIRECTORS

The undersigned, being all of the directors of Cordero Mining Company, do hereby consent to the following action to have the same force and effect as if said action were taken at the Annual Meeting of Directors of the Company held on January 15, 1974:

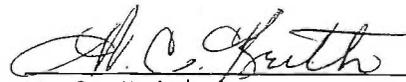
RESOLVED, That the following individuals be elected to the offices set opposite their names, to serve until their successors are elected and qualify:

Chairman of the Board and President	R. E. Foss
Vice President	F. M. Mayes
Vice President and Treasurer	W. C. Keith
Secretary	J. K. Amsbaugh
Assistant Secretary	E. S. McLaughlin, Jr.
Controller	P. F. Waitneight

IN WITNESS WHEREOF the undersigned have executed this action as of the date first above written.



R. E. Foss



W. C. Keith



F. M. Mayes

CORDERO MINING COMPANY
UNANIMOUS WRITTEN CONSENT OF DIRECTORS

The undersigned, being all of the Directors of Cordero Mining Company, a Nevada Corporation, do hereby adopt, approve and consent to the following resolutions:

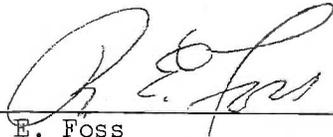
RESOLVED, That the resignation of R. E. Foss as a Director, President, and Chairman of the Board of the Company be accepted and that his letter of resignation be placed on file by the Corporate Secretary, and

FURTHER RESOLVED, That Robert McClements, Jr. be elected as a Director of the Company to have the same force and effect as if said person was duly elected at the annual meeting of the shareholders of the Corporation, and

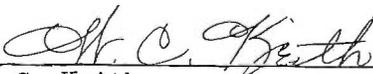
FURTHER RESOLVED, That Robert McClements, Jr. be elected Chairman of the Board of the Company to have the same force and effect as if said person was duly elected at the annual meeting of the shareholders of the Corporation, and

FURTHER RESOLVED, That Robert McClements, Jr. be elected President of the Company to serve at the pleasure of the Board to have the same force and effect as if said resolutions were duly adopted at a special meeting of the Directors held this 21st day of November, 1974.

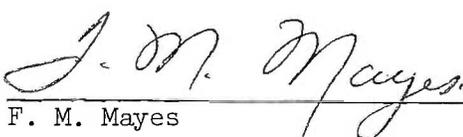
IN WITNESS WHEREOF the undersigned have executed this consent as of the 21st day of November, 1974.



R. E. Foss



W. C. Keith



F. M. Mayes

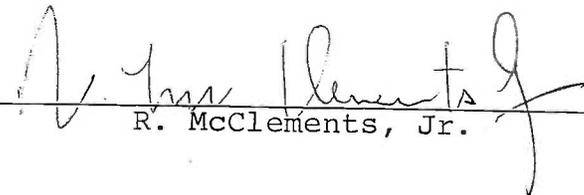
CORDERO MINING COMPANY
UNANIMOUS WRITTEN CONSENT OF DIRECTORS

The undersigned, being all of the directors of Cordero Mining Company, do hereby consent to the following action to have the same force and effect as if said action were taken at the Annual Meeting of Directors of the Company held on January 21, 1975:

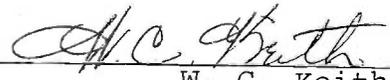
RESOLVED, That the following individuals be elected to the offices set opposite their names, to serve until their successors are elected and qualify:

Chairman of the Board and President	R. McClements, Jr.
Vice President	F. M. Mayes
Vice President	W. C. Keith
Secretary and Treasurer	J. K. Amsbaugh
Assistant Secretary and Assistant Treasurer	E. S. McLaughlin, Jr.
Controller	P. F. Waitneight

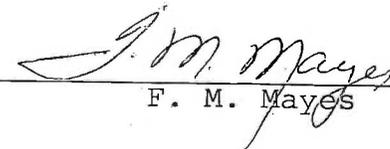
IN WITNESS WHEREOF the undersigned have executed this action as of the date first above written.



R. McClements, Jr.



W. C. Keith



F. M. Mayes

CORDERO MINING COMPANY

UNANIMOUS WRITTEN CONSENT OF SHAREHOLDERS

The undersigned, being the sole shareholder of Cordero Mining Company, does hereby consent to the election of the following as directors of the corporation:

R. McClements, Jr.

W. C. Keith

F. M. Mayes

to have the same force and effect as if said persons were duly elected at the annual meeting of the shareholders of the corporation held on January 21, 1975.

IN WITNESS WHEREOF, the undersigned has set its hand and seal this 21st day of January, 1975.

SUN OIL COMPANY (DELAWARE)

By


G. Burroughs

CORDERO MINING COMPANY

UNANIMOUS WRITTEN CONSENT OF DIRECTORS

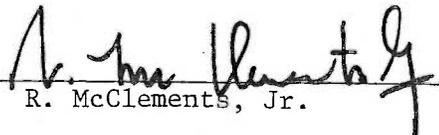
The undersigned, being all of the directors of Cordero Mining Company, a Nevada corporation, do hereby adopt, approve and consent to the following resolutions:

WHEREAS, In the judgment of this Board of Directors, it is deemed advisable and for the benefit of the Company that said Corporation be dissolved in the State of Nevada;

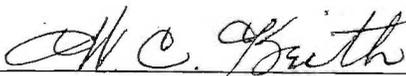
NOW, THEREFORE, BE IT RESOLVED, That the Cordero Mining Company abandon its corporate authority, surrender its charter, and dissolve; and

FURTHER RESOLVED, That R. McClements, Jr., President, and J. K. Amsbaugh, Secretary, are hereby authorized to file with the Secretary of the State of Nevada any and all documents necessary or desirable to carry into effect the foregoing resolution, said actions subject to the approval of the shareholders of the corporation; and

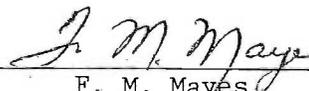
FURTHER RESOLVED, That this recommendation and plan for the dissolution of the Corporation be submitted to the sole shareholder of the Corporation for his action thereon.



R. McClements, Jr.



W. C. Keith



F. M. Mayes

September 30, 1975

CS32

CORDERO MINING COMPANY

WRITTEN CONSENT OF SHAREHOLDER

The undersigned, being the sole shareholder of Cordero Mining Company, a Nevada corporation, does hereby adopt, approve and consent to the following resolutions:

WHEREAS, The Board of Directors of this Corporation has recommended its dissolution in the State of Nevada;

NOW, THEREFORE, BE IT RESOLVED, That Cordero Mining Company surrender its charter to the State of Nevada and that it cease to be and exist as a corporation; and

FURTHER RESOLVED, That the Board of Directors of this Corporation is hereby authorized, empowered and directed to do all things necessary and requisite to settle the affairs of the Corporation and carry into effect the foregoing resolution.

SUN OIL COMPANY (DELAWARE)

By *M. C. Smith*

October 7, 1975
LE/los CS34

EXHIBIT 6

70-41

STATE OF NEVADA
DEPARTMENT OF STATE

CERTIFICATE OF DISSOLUTION

I, WM. D. SWACKHAMER, the duly qualified and acting Secretary of State of the State of Nevada, do hereby certify that I am, by the laws of said State, the custodian of the records relating to corporations incorporated under the laws of the State of Nevada, and that I am the proper officer to execute this certificate.

I further certify that CORDERO MINING COMPANY

a corporation duly organized and existing under and by virtue of the laws of the State of Nevada, did, on the 18TH day of NOVEMBER, 19 75, file in the office of Secretary of State a

CERTIFICATE OF DISSOLUTION

dissolving said corporation pursuant to the provisions of Nevada Revised Statutes, 78.580 as amended; that said action has been endorsed on all records of the same, and that said corporation is hereby dissolved.

IN WITNESS WHEREOF, I have hereunto set my hand
and affixed the Great Seal of State, at my office, in
Carson City, Nevada, this 18TH day of
NOVEMBER, A. D. 19 75

William D. Swackhamer
Secretary of State

By

Deputy



FILED

We, R. McClements, Jr., President; J. K. Amsbaugh, Secretary, and E. S. McLaughlin, Jr., Assistant Treasurer of Cordero Mining Company, a Nevada corporation, do hereby certify that by Written Consent of Shareholder dated October 7, 1975 the following resolutions were duly adopted:

WHEREAS, The Board of Directors of this Corporation has recommended its dissolution in the State of Nevada;

NOW, THEREFORE, BE IT RESOLVED, That Cordero Mining Company surrender its charter to the State of Nevada and that it cease to be and exist as a corporation; and

FURTHER RESOLVED, That the Board of Directors of this Corporation is hereby authorized, empowered and directed to do all things necessary and requisite to settle the affairs of the Corporation and carry into effect the foregoing resolution.

We further certify that the following is a true and correct list of names and residences of the directors and officers of said corporation:

<u>Name</u>	<u>Title</u>	<u>Address</u>
Robert McClements, Jr.	Director Chairman of the Board President	7148 Roundrock Dallas, TX 75240
Wilbur C. Keith	Director Vice President	3854 Caruth Dallas, TX 75225
Fred M. Mayes	Director Vice President	518 Pittman Richardson, TX 75080
Jeffrey K. Amsbaugh	Secretary and Treasurer	6849 Vineridge Drive Dallas, TX 75240
Edward S. McLaughlin, Jr.	Assistant Secretary Assistant Treasurer	3548 Villanova Dallas, TX 75225
Peter F. Waitneight	Controller	7011 Cornelia Lane Dallas, TX 75214

R. McClements, Jr.
R. McClements, Jr., President

J. K. Amsbaugh
J. K. Amsbaugh, Secretary

E. S. McLaughlin, Jr.
E. S. McLaughlin, Jr.
Assistant Treasurer

Dallas, Texas
October 10, 1975
CS36 k1

CERTIFICATE OF DISSOLUTION

OF

CORDERO MINING COMPANY

FILED AT THE REQUEST OF

Mrs. J. K. Ewers _____

240 Radnor - Chester Road _____

St. Davids, Pennsylvania 19087

NOVEMBER 18, 1975
(DATE)

Wm. D. Swackhamer

WM. D. SWACKHAMER, SECRETARY OF STATE

(BY) DEPUTY SECRETARY OF STATE

No. 70-41

FILING FEE \$ 20.00

EXHIBIT 7

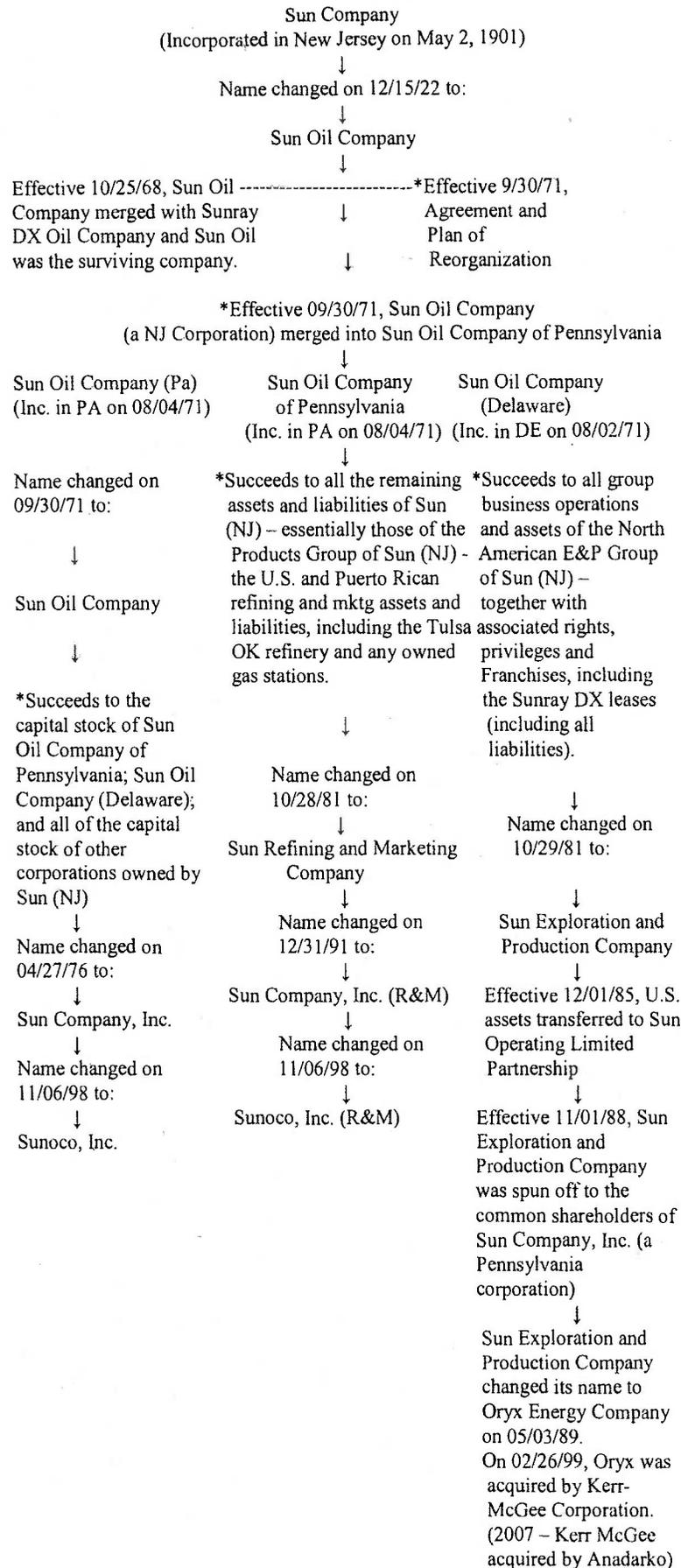


EXHIBIT 8

FINAL RETURN

U.S. Corporation Income Tax Return

Form **1120**
Department of the Treasury
Internal Revenue Service

For calendar year 1975 or other taxable year beginning
....., 1975, ending, 19.....
(PLEASE TYPE OR PRINT)

1975

Check if a-- A Consolidated return <input type="checkbox"/> B Personal Holding Co. <input type="checkbox"/> C Business Code No. (See page 7 of instructions) 1098	Name CORDERO MINING COMPANY <hr/> Number and street P.O. Box 2880 - Tax Department <hr/> City or town, State, and ZIP code Dallas, Texas 75221	D Employer identification number 23-0494067 <hr/> E Date incorporated March 4, 1941 <hr/> F Enter total assets from line 14, column (D), Schedule L (See instruction R) \$ -0-
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IMPORTANT—Fill in all applicable lines and schedules. If the lines on the schedules are not sufficient, see instruction N.

GROSS INCOME	1	Gross receipts or gross sales..... Less: Returns and allowances.....		
	2	Less: Cost of goods sold (Schedule A) and/or operations (attach schedule)		
	3	Gross profit		
	4	Dividends (Schedule C)		
	5	Interest on obligations of the United States and U.S. instrumentalities		
	6	Other interest		
	7	Gross rents		
	8	Gross royalties		
	9(a)	(a) Net capital gains (attach separate Schedule D)		
	9(b)	(b) Ordinary gain or (loss) from Part II, Form 4797 (attach Form 4797)		
	10	Other income (see instructions—attach schedule)		
11	TOTAL income —Add lines 3 through 10		-0-	
DEDUCTIONS	12	Compensation of officers (Schedule E)		
	13	Salaries and wages (not deducted elsewhere)		
	14	Repairs (see instructions)		
	15	Bad debts (Schedule F if reserve method is used)		
	16	Rents		
	17	Taxes (attach schedule)		
	18	Interest		
	19	Contributions (not over 5% of line 30 adjusted per instructions—attach schedule)		
	20	Amortization (attach schedule)		
	21	Depreciation (Schedule G)		
	22	Depletion		
	23	Advertising		
	24	Pension, profit-sharing, etc. plans (see instructions) (enter number of plans ▶)		
	25	Employee benefit programs (see instructions)		
	26	Other deductions (attach schedule)		
	27	TOTAL deductions —Add lines 12 through 26		
	28	Taxable income before net operating loss deduction and special deductions (line 11 less line 27)		
29	Less: (a) Net operating loss deduction (see instructions—attach schedule) 29(a)			
	(b) Special deductions (Schedule I) 29(b)			
30	Taxable income (line 28 less line 29)		-0-	
TAX	31	TOTAL TAX (Schedule J)		-0-
	32	Credits: (a) Overpayment from 1974 allowed as a credit		
		(b) 1975 estimated tax payments		
		(c) Less refund of 1975 estimated tax applied for on Form 4466 ()		
		(d) Tax deposited with Form 7004 (attach copy)		
		(e) Tax deposited with Form 7005 (attach copy)		
		(f) Credit from regulated investment companies (attach Form 2439)		
	(g) U.S. tax on special fuels, nonhighway gas and lubricating oil (attach Form 4136)			
33	TAX DUE (line 31 less line 32). See instruction G for depository method of payment			
34	OVERPAYMENT (line 32 less line 31)			
35	Enter amount of line 34 you want: Credited to 1976 estimated tax ▶ Refunded ▶			

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. Declaration of preparer (other than taxpayer) is based on all information of which the preparer has any knowledge.

The Internal Revenue Service does not require a seal on this form, but if one is used, please place it here.

Date _____ Signature of officer _____ Title _____

CORDERO MINING COMPANY

Schedule L
Comparative Balance Sheet

January 1, 1975 and December 31, 1975

	<u>Beginning of Year</u>	<u>End of Year</u>
ASSETS	<u>-0-</u>	<u>-0-</u>
LIABILITIES	-0-	-0-
STOCKHOLDERS EQUITY	<u>-0-</u>	<u>-0-</u>

CORDERO MINING COMPANY

Schedule M-1
Reconciliation of Income Per Books With Income Per Return

1. Net income per books	\$ -0-
4. Additional to taxable income	-0-
7. Deductions from Taxable income	<u>-0-</u>
10. Income	<u><u>\$ -0-</u></u>

CORDERO MINING COMPANY

Schedule M-1
Analysis of Unappropriated Retained Earnings Per Books

1. Balance at beginning of year	\$ -0-
2. Net income per books	-0-
5. Distributions	-0-
	<hr/>
8. Balance at end of year	<u><u>\$ -0-</u></u>

CORDERO MINING COMPANY
YEAR ENDED DECEMBER 31, 1975
ADDITIONAL INFORMATION REQUIRED

Check if a --

- A. Consolidated Return Yes ___ No ___
- B. Personal Holding Company Yes ___ No ___
- C. Business Code No. (See Instructions) 1098
- D. Employer Identification Number 23-0494067
- E. Date Incorporated March 4, 1941
- F. Enter Total Assets From Line 14, Column D, Schedule L,
(See Instruction R) -0-
- G. Did you claim a deduction for expenses connected with:
- | | | |
|---|---------|-------------|
| (1) Entertainment facility (boat, resort, ranch, etc.)? | Yes ___ | No <u>X</u> |
| (2) Living accommodations (except for employees on business)? | ___ | <u>X</u> |
| (3) Employees' families at conventions or meetings? | ___ | <u>X</u> |
| (4) Employee or family vacations not reported on Form W-2? | ___ | <u>X</u> |
- H. (1) Did you at the end of the taxable year own, directly or indirectly, 50% or more of the voting stock of a domestic corporation? (For rules of attribution, see Sec. 267(c).) Yes ___ No X
If "Yes," attach a schedule showing:
- (a) name, address, and identifying number;
 - (b) percentage owned; and
 - (c) taxable income or (loss) (e.g., if a Form 1120, from Line 30, Page 1) of such corporation for the taxable year ending with or within your taxable year.
- (2) Did any individual, partnership, corporation, estate or trust at the end of the taxable year own, directly or indirectly, 50% or more of your voting stock? (For rules of attribution, see Sec. 267(c).) Yes X No ___
If "Yes:"
- (a) Attach a schedule showing name, address, and identifying number. SUN OIL COMPANY/St. Davids, PA/ID# 23-1743282
 - (b) Enter percentage owned 100%
 - (c) Was the owner of such voting stock a person other than a U.S. person? Yes ___ No X
If "Yes," enter owner's country _____
(See Instruction T.)
- I. Did you ever declare a stock dividend? Yes ___ No X
- J. Did you exclude income under Sec. 931? Yes ___ No X

K. Taxable income or (loss) from Line 30, Page 1, Form 1120 for your taxable year beginning in:

1972 (1,570,280), 1973 0, 1974 0

L. Were you a member of a controlled group subject to the provisions of Sec. 1561? Yes ___ No X

If "Yes," check the type of relationship:

- (1) parent-subsiary
- (2) brother-sister
- (3) combination of (1) and (2) (See Sec. 1563)

M. Refer to Page 7 of instructions and state the principal:

Business activity Mining of Mercury

Product or service Mineral Products

N. Did you file all required Forms 1087, 1096 and 1099? Yes X No ___

O. Were you a U.S. shareholder of any controlled foreign corporation? (See Secs. 951 and 957.) Yes ___ No X

If "Yes," attach Form 3646 for each such corporation.

P. If you are a farmer's cooperative, check type:

- Purchasing
- Marketing
- Service
- Other (explain)

Q. During this taxable year, did you pay dividends (other than stock dividends and distributions in exchange for stock) in excess of your current and accumulated earnings and profits? (See Sections 301 and 316.) Yes ___ No X

If "Yes," file Schedule A, Form 1096. If this is a consolidated return, answer here for parent corporation and on Form 851, Affiliations Schedule, for each subsidiary.

EXHIBIT 9

EDGCOMB LAW GROUP

115 Sansome Street, Suite 700
San Francisco, California 94104
415.399.1943 direct
415.399.1885 fax
dchapman@edgcomb-law.com

July 22, 2010

BY EMAIL & U.S. MAIL

Ross Atkinson
Associate Engineering Geologist
Waste Discharge to Land Unit
Central Valley RWQCB – Sacramento
11020 Sun Center Drive, Suite 200
Rancho Cordova, CA 95670-6114

Re: Mt. Diablo Mercury Mine Insurance Policies

Dear Mr. Atkinson:

This letter concerns the Revised Technical Reporting Order R5-2009-0869 issued pursuant to Section 13267 of the California Water Code regarding the Mount Diablo Mine, Contra Costa County (“Rev. Order”) concerning the Mt. Diablo Mercury Mine (“Site”) issued by the Central Valley Regional Water Quality Control Board (“Regional Board”) to Sunoco, Inc., (“Sunoco”), and other alleged dischargers on December 30, 2009.

The purpose of this letter is to bring the Regional Board’s attention to historical insurance policies related to the Site that Sunoco has identified.

The Mt. Diablo Quicksilver Co., Ltd. (“MDQ”), owned and leased the Site from 1931-1960. Our research indicates that MDQ held insurance policies through various insurance brokers or insurers. Sunoco respectfully requests that the Regional Board issue subpoenas to the following entities in order to determine whether any insurance policies cover property damage at the Site. We enclose Site-related documents involving these entities.

1. Marsh & McLennan Companies
1166 Avenue of the Americas
New York, NY 10036
Tel.: (212) 345-5000

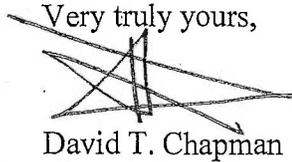
Ross Atkinson
Re: Mt. Diablo Insurance Policies
July 22, 2010

2. Insurance Services Office, Inc. ("ISO")(successor to Pacific Fire Rating Bureau)¹
Insurance Services Office, Inc.
Newport World Business Center
545 Washington Blvd
Jersey City, NJ 07310-1686
Tel.: (800) 888-4476
Fax: (201) 748-1472

One of the enclosures is an 11/8/59 check register stub for an Audit Premium payment to Marsh & McLennan Cosgrove & Co., which references **Policy No. 9MLP28596**. Please ensure that the subpoena to Marsh & McLennan specifically references this policy number in addition to a more general search request for any documents related to the Mt. Diablo Quicksilver Co., Ltd.

Please call me or John Edgcomb if you have any questions.

Very truly yours,



David T. Chapman

Enclosures

cc: Victor Izzo, Senior EG, Regional Board
Patrick Pulupa, Esq.

¹ ISO is an organization that collects statistical data, promulgates rating information, develops standard policy forms, and files information with state regulators on behalf of insurance companies that purchase its services.

P. O. Box 153
Clayton, California
July 20, 1954

Pacific Fire Rating Bureau
Merchants Exchange Building
San Francisco, California

and

To Whom it may concern:

You are hereby informed that, effective today, we have appointed MARSH & McLENNAN to act as our insurance brokers and to represent us in all matters pertaining to insurance on our properties located adjacent to the properties of Mt. Diablo Quicksilver Co., Ltd. approximately 12 miles East of Concord, California, on the Marsh Creek Road, Contra Costa County, near Clayton, California.

This appointment shall remain in full force and effect until you are officially notified in writing to the contrary.

This authority supersedes all other appointments and/or all letters of authorization on record.

BLONBERG, ZUNWALT, LANO,
NICHOLSON and FERRUE

By Victor Blomberg

No 873

10/30 1959

Harold Blumley

Expense statement

10/30/59 -

2270

Make No Alteration or Change on Any Check.
If Error is Made, Write New Check.

No 874

11/8 1959

Marsh + McLennan

Casgrove + Co.

Audit Premium

7/13/58 - 7/13/59

9 MLP 28596

1875

Make No Alteration or Change on Any Check.
If Error is Made, Write New Check.

No 875

11/25 1959

Bill Kinney -

County Tax

Collector.

1st Installment

1959/60 TAXES

20823

Make No Alteration or Change on Any Check.
If Error is Made, Write New Check.

August 14, 1954

Walter P. Busher & Company
155 Montgomery Street
San Francisco 4, California

Gentlemen:

Re: Hartford Steam Boiler Policy 96-5872

This is to acknowledge your letter of August 10, 1954,
together with endorsement.

In connection with the change of the name of the
assured and in connection with the expiration date, we
wish to advise that we strongly expect that a new operator
will be on our property by the first of next month. We
will delay making any changes at least until then and
will advise you further if we wish to renew or change the
name of the assured.

Very truly yours,

MT. DIABLO QUICKSILVER CO., LTD.

Harold Blomberg - Secretary

HB

EXHIBIT 10

Corporate Dissolution or Liquidation

(Required under Section 6043(a) of the Internal Revenue Code)

Please type or print	Name of corporation CORDERO MINING COMPANY	Employer identification number 23-0494067		
	Address (Number and street) P.O. Box 2880 - Tax Dept.	Check type of return <input checked="" type="checkbox"/> 1120 <input type="checkbox"/> 1120DISC <input type="checkbox"/> 1120L <input type="checkbox"/> 1120M <input type="checkbox"/> 1120S		
	City or town, State and ZIP code Dallas, Texas 75221	3 Type of liquidation <input checked="" type="checkbox"/> Complete <input type="checkbox"/> Partial		
1 Date incorporated March 4, 1941	2 Place incorporated Nevada	4 Internal Revenue Service Center where last income tax return was filed and taxable year covered thereby Service Center ▶ Philadelphia, PA Taxable year ▶ 12-31-1972		
5 Date of adoption of resolution or plan of dissolution, or complete or partial liquidation 11-18-1975	6 Taxable year of final return 12-31-1975	7 Total number of shares outstanding at time of adoption of plan or liquidation <table style="width: 100%;"><tr><td style="text-align: center;">Common 1</td><td style="text-align: center;">Preferred 0</td></tr></table>	Common 1	Preferred 0
Common 1	Preferred 0			
8 Dates of any amendments to plan of dissolution None	9 Section of the Code under which the corporation is to be dissolved or liquidated 332	10 If this return is in respect of an amendment of or supplement to a resolution or plan previously adopted and return has previously been filed in respect of such resolution or plan, give the date such return was filed		

11. Liquidation Within One Calendar Month.—If the corporation is a domestic corporation, and the plan of liquidation provides for a distribution in complete cancellation or redemption of all the capital stock of the corporation and for the transfer of all the property of the corporation under the liquidation entirely within one calendar month pursuant to section 333, and any shareholder claims the benefit of such section, then the corporation must also submit:

(a) A description of the voting power of each class of stock;
 (b) A list of all the shareholders owning stock at the time of the adoption of the plan of liquidation, together with the number of shares of each class of stock owned by each shareholder, the certificate numbers thereof, and the total number of votes to which entitled on the adoption of the plan of liquidation;

(c) A list of all corporate shareholders as of January 1, 1954, together with the number of shares of each class of stock owned by each shareholder, the certificate numbers thereof, the total number of votes to which entitled on the adoption of the plan of liquidation, and a statement of all changes in ownership of stock by corporate shareholders between January 1, 1954, and the date of the adoption of the plan of liquidation, both dates inclusive; and
 (d) A computation as described in section 1.6043-2(b) (following the format in Revenue Procedure 65-10, C.B. 1965-1,738 and Revenue Procedure 67-12, C.B. 1967, 589) of accumulated earnings and profits including all items of income and expense accrued up to the date on which the transfer of all property is completed.

Attach a certified copy of the resolution or plan, together with all amendments or supplements not previously filed.

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete.

Internal Revenue Service does not require seal on this form, but one is used, please see it here.

E. S. McLaughlin
E. S. McLaughlin
 Signature of officer

Asst. Secretary & Asst. Treasurer
 Title

Date **3-15-1976**

Instructions

- 1. Who must file.**—This form must be filed by every corporation that is to be dissolved or whose stock is to be liquidated in whole or in part. Shareholders electing to be covered under section 333 of the Code must also file Form 964 within 30 days after the date of adoption of the plan of liquidation.
- 2. When to file.**—This form must be filed within 30 days after the adoption of the resolution or plan for or in respect of the dissolution of a corporation or the liquidation in whole or in part of its capital stock. If after the filing of a Form 966 there is an amendment or supplement to the resolution or plan, an additional Form 966 based on the resolution or plan as amended or supplemented must be filed within 30 days after the adoption of such amendment or supplement. A return in respect of an amendment

- or supplement will be deemed sufficient if it gives the date the prior return was filed and contains a certified copy of such amendment or supplement and all other information required by this form which was not given in such prior return.
- 3. Where to file.**—This form must be filed with the Internal Revenue Service Center with which the corporation is required to file its income tax return.
- 4. Signature.**—The return must be signed either by the president, vice president, treasurer, assistant treasurer or chief accounting officer, or by any other corporate officer (such as tax officer) who is authorized to sign. A receiver, trustee, or assignee must sign any return which he is required to file on behalf of a corporation.

FIND RETURN
U.S. Corporate Income Tax Return
 For calendar year 1972 or other taxable year beginning

1 Description of business <input type="checkbox"/>	Name CORDERO MINING COMPANY	2 - 0 - 7
2 Personal holding Co. <input type="checkbox"/>	Number of sheets P.O. Box 2880	3 Dallas, Texas
3 Principal office No. (See page 7 of instructions.)	City or town, State, and ZIP code Dallas, Texas 75221	4 Enter basis of stock from line 14, column (D), Schedule L (See instructions.)

IMPORTANT—Fill in all applicable lines and schedules. If the lines on the schedules are not sufficient, see instruction N.

GROSS INCOME	1	Gross receipts or gross sales	Less: Returns and allowances	1	-0-
	2	Less: Cost of goods sold (Schedule A) and/or operations. (attach schedule)		2	1,204,450
	3	Gross profit		3	(1,204,450)
	4	Dividends (Schedule C)		4	
	5	Interest on obligations of the United States and U.S. instrumentalities		5	
	6	Other interest		6	44
	7	Gross rents		7	
	8	Gross royalties		8	
	9(a)	Net capital gains—(separate Schedule D)		9(a)	
	9(b)	Ordinary gain or (loss) from Part II, Form 4797 (attach Form 4797)		9(b)	(170,607)
	10	Other income (see instructions—attach schedule)		10	21,654
11	TOTAL income—Add lines 3 through 10		11	(1,353,359)	
DEDUCTIONS	12	Compensation of officers (Schedule E)		12	
	13	Salaries and wages (not deducted elsewhere)		13	
	14	Repairs (see instructions)		14	
	15	Bad debts (Schedule F if reserve method is used)		15	
	16	Rents		16	145,804
	17	Taxes (attach schedule)		17	13,356
	18	Interest		18	
	19	Contributions (not over 5% of line 28 adjusted per instructions—attach schedule)		19	
	20	Amortization (attach schedule)		20	
	21	Depreciation (Schedule G)		21	13,924
	22	Depletion		22	4,400
	23	Advertising		23	
	24	Pension, profit-sharing, etc. plans (see instructions)		24	31,958
	25	Employee benefit programs (see instructions)		25	7,479
	26	Other deductions (attach schedule)		26	
	27	TOTAL deductions—Add lines 12 through 26		27	216,921
	28	Taxable income before net operating loss deduction and special deductions (line 11 less line 27)		28	(1,570,280)
29(a)	Less: (a) Net operating loss deduction (see instructions—attach schedule)		29(a)		
29(b)	(b) Special deductions (Schedule I)		29(b)		
30	Taxable income (line 28 less line 29)		30	(1,570,280)	
TAX	31	TOTAL TAX (Schedule J)		31	-0-
	32	Credits: (a) Overpayment from 1971 allowed as a credit			
		(b) 1972 estimated tax payments			
		(c) Less refund of 1972 estimated tax applied for on Form 4466			
		(d) Tax deposited with Form 7004 (attach copy)			
		(e) Tax deposited with Form 7005 (attach copy)			
		(f) Credit from regulated investment companies (attach Form 2439)			
	(g) U.S. tax on special fuels, nonhighway gas and lubricating oil (attach Form 4136)				
33	TAX DUE (line 31 less line 32). See instruction G for depositary method of payment		33		
34	OVERPAYMENT (line 32 less line 31)		34		
35	Enter amount of line 34 you want credited to 1973 estimated tax	Refunded	35		

Under penalties of perjury, I declare that I have examined this return, including accompanying schedules and statements, and to the best of my knowledge and belief it is true, correct, and complete. If prepared by a person other than the taxpayer, his declaration is based on all information of which he has any knowledge.

The Internal Revenue Service does not require a seal on this form, but if one is used, please place it here.

Date	Signature of officer	Title
Date	Signature of individual or firm preparing the return	Preparer's address
		Emp. Ident. or S.S. No.

CORDERO MINING COMPANY

SCHEDULE L

Comparative Balance Sheets

January 1, 1972 and December 31, 1972

	<u>Beginning of Year</u>	<u>End of Year</u>
<u>ASSETS</u>		
Cash	\$ 92,426	
Accounts Receivable		\$ 100
Loans to Stockholders	446,527	
Property, Plant & Equipment	\$373,148	
Less: Accumulated Depreciation	<u>113,979</u> 259,169	
Total Assets	<u>\$ 798,122</u>	<u>100</u>
<u>LIABILITIES & STOCKHOLDERS EQUITY</u>		
Accounts Payable	\$ 46,338	
Capital Stock:		
Common Stock	75,000	\$ 100
Retained Earnings	<u>676,784</u>	
Total Liabilities & Stockholders Equity	<u>\$ 798,122</u>	<u>\$ 100</u>

CORDERO MINING COMPANY

Schedule M-1

Reconciliation of Income Per Books With Income Per Return

For the Year Ended December 31, 1972

NET LOSS PER BOOKS:		\$ (1,402,473)
Add:		
Pension costs booked but not paid		6,500
	Subtotal	<u>\$ (1,395,973)</u>
Deduct:		
Depletion		4,400
Loss on disposition of Power River		
Properties not recognized for Financial Book Purposes		<u>169,907</u>
Net Loss per tax return		<u><u>\$ (1,570,280)</u></u>

Schedule M-2

Analysis of Unappropriated Retained Earnings Per Books

Balance at beginning of year		\$ 676,784
Add:		
Liabilities Assumed by Sun Oil Co. (Delaware)	\$ 5,141,714	
Reduction of Capital Stock	74,900	
Deferred Credits transferred to Sun Oil Co. (Del.)	<u>11,824</u>	<u>5,228,438</u>
	SUBTOTAL	<u>\$ 5,905,222</u>
Deduct:		
Net loss per books	\$ 1,402,473	
Distributions: Cash	\$ 1,000	
Stock & other investments	354,138	
Property	<u>4,129,361</u>	<u>4,484,499</u>
Other decreases:		
Prepaid pension costs transferred to Sun Oil Company (Delaware)		<u>18,250</u> <u>5,905,222</u>
Balance at end of year		<u><u>\$ -0-</u></u>

*Federal
1972*

CORDERO MINING COMPANY

SCHEDULE L

Comparative Balance Sheets

January 1, 1972 and December 31, 1972

	<u>Beginning of Year</u>	<u>End of Year</u>
<u>ASSETS</u>		
Cash	\$ 92,426	
Accounts Receivable		\$ 100
Loans to Stockholders	446,527	
Property, Plant & Equipment	\$373,148	
Less: Accumulated Depreciation	<u>113,979</u> 259,169	
Total Assets	<u>\$ 798,122</u>	<u>100</u>
<u>LIABILITIES & STOCKHOLDERS EQUITY</u>		
Accounts Payable	\$ 46,338	
Capital Stock:		
Common Stock	75,000	\$ 100
Retained Earnings	<u>676,784</u>	
Total Liabilities & Stockholders Equity	<u>\$ 798,122</u>	<u>\$ 100</u>

December 1972

SIXTH: The aggregate number of shares AUTHORIZED, itemized by classes, par value of shares, shares without par value and series, if any, within a class is: (State as of December 31, 1972).

<u>NUMBER of shares AUTHORIZED</u>	<u>Class</u>	<u>Series</u>	<u>Par Value Per Share or statement that Shares are without Par Value</u>
1,000	Common		\$100.00

SEVENTH: The aggregate number of ISSUED shares, itemized by classes, par value of shares, shares without par value and series, if any, within a class is: (State as of December 31, 1972).

<u>NUMBER of shares ISSUED</u>	<u>Class</u>	<u>Series</u>	<u>Par Value Per Share or statement that Shares are without Par Value</u>
1	Common		\$100.00

EIGHTH: A statement showing with reasonable detail the assets and liabilities as of December 31, 1972 or the fiscal year ending 1972, is as follows: A balance sheet is preferred and may be attached if this space is not sufficient. General statements declaring the corporation is "solvent" — "assets exceed liabilities" — etc., do not comply with the statute and will not be accepted.

CORDERO MINING COMPANY
 Statement of Financial Position
 December 31, 1972

ASSETS:	
Notes Receivable	\$100.00
TOTAL ASSETS	<u>\$100.00</u>
STOCKHOLDERS' EQUITY:	
Capital Stock	\$100.00
TOTAL STOCKHOLDERS' EQUITY	<u>\$100.00</u>

Cordero Mining Company was liquidated 12/31/72.

EXHIBIT 11