PHELPS DODGE CORP
Form 10-Q
July 27, 2004

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UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

FORM 10-Q

QUARTERLY REPORT UNDER SECTION 13 OR 15(d) OF
THE SECURITIES EXCHANGE ACT OF 1934

For the quarter ended June 30, 2004

Commission file number 1-82

PHELPS DODGE CORPORATION

(a New York corporation)

13-1808503

(I.R.S. Employer Identification No.)

One North Central Avenue, Phoenix, AZ 85004

Registrant s telephone number: (602) 366-8100

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days. Yes [x] No [ ].

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 in the Exchange Act). Yes [x] No [ ] .

Number of Common Shares outstanding at July 23, 2004: 93,999,634 shares.

PHELPS DODGE CORPORATION

Quarterly Report on Form 10-Q

For the Quarter Ended June 30, 2004

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PHELPS DODGE CORPORATION AND SUBSIDIARIES

Part I. Financial Information

Item 1. Financial Statements

PHELPS DODGE CORPORATION

STATEMENT OF CONSOLIDATED OPERATIONS
(Unaudited; in millions except per share data)

	Second Quarter		Six Months Ended June 30,	
	2004	**2003**	**2004**	**2003**
	(see Note 4)		**(see Note 4)**	
Sales and other operating revenues	$1,650.9	962.2	3,247.9	1,940.2
Operating costs and expenses				
Cost of products sold (exclusive of items shown separately below)	1,133.6	787.0	2,232.0	1,594.3
Depreciation, depletion and amortization	124.4	107.2	249.3	208.8
Selling and general administrative expense	34.2	35.8	72.7	68.5
Exploration and research expense	15.5	12.9	29.1	22.5
Special items and provisions, net (see Note 3)	(11.5)	2.1	(4.7)	0.2
	1,296.2	945.0	2,578.4	1,894.3
Operating income	354.7	17.2	669.5	45.9
Interest expense	(32.3)	(37.0)	(71.3)	(73.0)
Capitalized interest	0.2	0.1	0.3	0.2
Early debt extinguishment costs (see Note 11)	(15.2)		(37.6)	
Miscellaneous income and expense, net	1.3	12.3	3.5	13.2
Income (loss) before taxes, minority interests, equity in net earnings of affiliated companies and cumulative effect of accounting change	308.7	(7.4)	564.4	(13.7)
Provision for taxes on income (see Note 8)	(40.7)	(6.5)	(46.9)	(21.9)
Minority interests in consolidated subsidiaries	(42.0)	(1.9)	(105.6)	(4.0)
Equity in net earnings of affiliated companies	0.6	0.6	0.4	1.0
Income (loss) before cumulative effect of accounting change	226.6	(15.2)	412.3	(38.6)

Cumulative effect of accounting change, net of tax of $(1.3) in 2003 (see Note 4)				8.4
Net income (loss)	226.6	(15.2)	412.3	(30.2)
Preferred stock dividends	(3.4)	(3.4)	(6.8)	(6.8)
Net income (loss) applicable to common shares	$ 223.2	(18.6)	405.5	(37.0)
Weighted average number of common shares outstanding basic	92.9	88.6	92.3	88.6
Basic earnings (loss) per common share before cumulative effect of accounting change	$ 2.40	(0.21)	4.39	(0.51)
Cumulative effect of accounting change				0.09
Basic earnings (loss) per common share	$ 2.40	(0.21)	4.39	(0.42)
Weighted average number of common shares outstanding diluted*	98.4	88.6	98.2	88.6
Diluted earnings (loss) per common share before cumulative effect of accounting change*	$ 2.30	(0.21)	4.20	(0.51)
Cumulative effect of accounting change				0.09
Diluted earnings (loss) per common share*	$ 2.30	(0.21)	4.20	(0.42)

* Diluted earnings (loss) per common share would have been anti-dilutive for the quarter and six months ended June 30, 2003, if based on fully diluted shares adjusted to reflect the conversion of mandatory convertible preferred shares to common shares and stock option exercises.

See Notes to Consolidated Financial Information.

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PHELPS DODGE CORPORATION

CONSOLIDATED BALANCE SHEET
(Unaudited; in millions except per share prices)

	June 30, 2004	December 31, 2003
	(see Note 4)	
Assets		
Current assets:		
Cash and cash equivalents	$ 830.8	683.8
Accounts receivable, less allowance for doubtful accounts (2004 - $12.7; 2003 - $10.1)	631.0	461.3
Mill and leach stockpiles	21.7	22.4
Inventories	414.5	379.7
Supplies	174.4	150.7
Prepaid expenses and other current assets	52.4	31.0
Deferred income taxes	58.0	61.1
Current assets	2,182.8	1,790.0
Investments and long-term receivables	102.8	150.3
Property, plant and equipment, net (see Note 13)	5,319.6	4,962.2
Long-term mill and leach stockpiles	125.5	89.2
Deferred income taxes	35.5	7.6
Goodwill	95.3	98.4
Intangible assets, net (see Note 13)	5.5	5.6
Other assets and deferred charges	194.3	169.6
	$8,061.3	7,272.9
Liabilities		
Current liabilities:		
Short-term debt	$ 35.4	50.5
Current portion of long-term debt	207.7	204.6
Accounts payable and accrued expenses	828.6	700.7
Dividends payable	26.8	3.4
Accrued income taxes	52.9	56.1
Current liabilities	1,151.4	1,015.3
Long-term debt	1,395.3	1,703.9
Deferred income taxes	435.5	410.2
Other liabilities and deferred credits	1,015.3	1,009.5

	3,997.5	4,138.9
Commitments and contingencies (see Notes 5, 6 and 8)		
Minority interests in consolidated subsidiaries	459.1	70.2
Shareholders equity		
Common shares, par value $6.25; 200.0 shares authorized; 93.8 outstanding in 2004 and 91.0 outstanding in 2003 after deducting 12.0 and 17.1 shares held in treasury in 2004 and 2003, respectively	586.0	568.5
Preferred shares, par value $1.00; 6.0 shares authorized; 2.0 outstanding in 2004 and 2003	2.0	2.0
Capital in excess of par value	1,793.0	1,642.5
Retained earnings	1,636.7	1,254.6
Accumulated other comprehensive loss	(388.1)	(393.5)
Other	(24.9)	(10.3)
	3,604.7	3,063.8
	$8,061.3	7,272.9

See Notes to Consolidated Financial Information.

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PHELPS DODGE CORPORATION

CONSOLIDATED STATEMENT OF CASH FLOWS
(Unaudited; in millions)

	Six Months Ended June 30,	
	2004	**2003**
	(see Note 4)	
Operating activities		
Net income (loss)	$ 412.3	(30.2)
Adjustments to reconcile net income (loss) to net cash provided by operating activities:		
Depreciation, depletion and amortization	249.3	208.8
Deferred income tax provision (benefit)	(21.1)	3.5
Equity earnings, net of dividends received	1.9	(0.3)
Special items and provisions	6.2	(6.2)
Early debt extinguishment costs	37.6	
Minority interests in consolidated subsidiaries	105.6	4.0
Cumulative effect of accounting change		(9.7)
Changes in current assets and liabilities:		
Accounts receivable	(161.1)	(86.8)
Repayment from sale of accounts receivable		(5.3)
Mill and leach stockpiles	5.5	16.3
Inventories	(31.2)	18.8
Supplies	(6.7)	1.6
Prepaid expenses	(20.7)	(2.7)
Interest payable	(4.0)	0.5
Other accounts payable	115.9	(9.2)
Accrued income taxes	(6.6)	13.9
Other accrued expenses	14.2	(47.9)
Other operating, net	(17.5)	(32.1)
Net cash provided by operating activities	679.6	37.0
Investing activities		
Capital outlays	(96.4)	(76.7)
Capitalized interest	(0.3)	(0.2)
Investment in subsidiaries	(0.2)	(0.6)
Proceeds from asset dispositions	1.7	13.1
Other investing, net	2.8	3.4
Net cash used in investing activities	(92.4)	(61.0)

Financing activities		
Proceeds from issuance of debt	149.8	23.2
Payment of debt	(714.1)	(78.3)
Preferred dividends	(6.8)	(6.8)
Issuance of shares, net	167.1	
Debt issue costs	(7.2)	
Other financing, net	(57.3)	34.3
Net cash used in financing activities	(468.5)	(27.6)
Increase (decrease) in cash and cash equivalents	118.7	(51.6)
Increase at beginning of 2004 from consolidating El Abra and Candelaria	28.3	
Cash and cash equivalents at beginning of period	683.8	349.8
Cash and cash equivalents at end of period	$ 830.8	298.2

See Notes to Consolidated Financial Information.

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PHELPS DODGE CORPORATION

CONSOLIDATED STATEMENT OF SHAREHOLDERS EQUITY
(Unaudited; in millions)

	Common Shares		Preferred Shares						
	Number of Shares	At Par Value	Number of Shares	At Par Value	Capital in Excess of Par Value	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Other	Shareholders Equity
Balance at December 31, 2003	91.0	$568.5	2.0	$2.0	$1,642.5	$1,254.6	$(393.5)	$(10.3)	$3,063.8
Stock options exercised	2.6	16.0			134.0				150.0
Restricted shares issued/cancelled, net	0.2	1.5			17.1			(14.6)	4.0
Common shares purchased					(0.6)				(0.6)
Dividends on preferred shares						(6.8)			(6.8)
Dividends on common shares						(23.4)			(23.4)
Comprehensive income (loss):									
Net income						412.3			412.3
Other comprehensive income (loss), net of tax:									
Translation adjustment							(6.8)		(6.8)
Net gain on derivative instruments							12.5		12.5
Other investment adjustments							0.1		0.1
Unrealized loss on securities							(0.5)		(0.5)
Minimum pension liability							0.1		0.1
Other comprehensive income							5.4		5.4
Comprehensive income									417.7
Balance at June 30, 2004	93.8	$586.0	2.0	$2.0	$1,793.0	$1,636.7	$(388.1)	$(24.9)	$3,604.7

See Notes to Consolidated Financial Information.

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FINANCIAL DATA BY BUSINESS SEGMENT
(Unaudited; $ in millions)

	U.S. Mines					South American Mines			
	Morenci	**Bagdad/ Sierrita**	**Miami/ Bisbee**	**Chino/ Cobre**	**Tyrone**	**Candelaria/ Ojos del Salado***	**Cerro Verde**	**El Abra***	**Primary Molybdenum**
Second Quarter 2004									
Sales and other operating revenues:									
Unaffiliated customers	$			0.1		95.3	28.0	97.1	225.1
Intersegment	219.6	201.5	2.6	45.9	25.5	46.5	33.5	66.0	
Depreciation, depletion and amortization	19.2	8.0	1.2	2.8	3.0	12.3	8.1	30.9	7.9
Operating income (loss) before special items and provisions	86.9	91.4	(3.1)	10.4	8.4	49.3	25.1	64.6	29.5
Special items and provisions	(0.4)			(0.4)	(1.8)				0.3
Operating income (loss)	86.5	91.4	(3.1)	10.0	6.6	49.3	25.1	64.6	29.8
Minority interests in consolidated subsidiaries						(7.3)	(3.0)	(30.1)	
Assets at June 30	967.0	743.3	108.4	425.8	174.2	728.4	491.4	1,080.5	814.9
Expenditures for segment assets	3.4	7.4	0.2	5.2	1.9	5.3	0.9	1.2	3.8
Second Quarter 2003									
Sales and other operating revenues:									
Unaffiliated customers	$			0.1		60.0	9.0	30.0	93.4
Intersegment	138.1	119.4	9.2	8.4	21.9	7.1	28.4	20.8	
Depreciation, depletion and amortization	20.3	7.8	1.5	2.0	3.5	9.7	7.3	17.1	6.8
Operating income (loss) before special items and provisions	4.9	18.3	(2.6)	(2.8)	(4.5)	13.6	8.6	5.2	0.4
Special items and provisions			(0.5)						
Operating income (loss)	4.9	18.3	(3.1)	(2.8)	(4.5)	13.6	8.6	5.2	0.4
Minority interests in consolidated subsidiaries							(1.4)		
Assets at June 30	1,051.2	749.0	122.0	297.1	164.3	643.6	433.4	539.9	784.3
Expenditures for segment assets	3.8	4.6	0.1	0.6		1.0	0.9	0.5	2.7

Corporate,

	Manufac-turing & Sales	Other Mining	PDMC Elimi-nations	PDMC Subtotal	Specialty Chemicals	Wire & Cable	PDI Subtotal	Other & Elimi-nations	Totals
Second Quarter 2004									
Sales and other operating revenues:									
Unaffiliated customers	$ 803.4	5.5		1,254.5	165.2	231.2	396.4		1,650.9
Intersegment	110.9	17.3	(714.6)	54.7		0.1	0.1	(54.8)	
Depreciation, depletion and amortization	5.6	1.1		100.1	11.8	9.1	20.9	3.4	124.4
Operating income (loss) before special items and provisions	8.9	(32.2)		339.2	15.9	8.8	24.7	(20.7)	343.2
Special items and provisions		(0.2)		(2.5)		(2.5)	(2.5)	16.5	11.5
Operating income (loss)	8.9	(32.4)		336.7	15.9	6.3	22.2	(4.2)	354.7
Minority interests in consolidated subsidiaries		(0.2)		(40.6)	(0.4)	(1.0)	(1.4)		(42.0)
Assets at June 30	472.1	1,277.1	(1,384.2)	5,898.9	753.9	582.4	1,336.3	826.1	8,061.3
Expenditures for segment assets	3.1	6.5	(0.4)	38.5	3.5	7.3	10.8	0.6	49.9
Second Quarter 2003									
Sales and other operating revenues:									
Unaffiliated customers	$ 443.4	5.7		641.6	166.1	154.5	320.6		962.2
Intersegment	70.1	17.7	(410.2)	30.9		0.1	0.1	(31.0)	
Depreciation, depletion and amortization	4.0	2.0		82.0	11.7	8.9	20.6	4.6	107.2
Operating income (loss) before special items and provisions	6.5	(21.3)		26.3	15.0	3.5	18.5	(25.5)	19.3
Special items and provisions				(0.5)				(1.6)	(2.1)
Operating income (loss)	6.5	(21.3)		25.8	15.0	3.5	18.5	(27.1)	17.2
Minority interests in consolidated subsidiaries				(1.4)		(0.5)	(0.5)		(1.9)
Assets at June 30	486.2	1,490.6	(1,593.4)	5,168.2	737.0	518.2	1,255.2	534.5	6,957.9
Expenditures for segment assets	1.9	1.0		17.1	5.9	4.1	10.0	22.9	50.0

*

Second quarter 2004 reflects full consolidation of El Abra and Candelaria; second quarter 2003 reflects El Abra and Candelaria on a pro-rata basis (51 percent and 80 percent, respectively).

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FINANCIAL DATA BY BUSINESS SEGMENT

(Unaudited; $ in millions)

	U.S. Mines					South American Mines			
	Morenci	Bagdad/ Sierrita	Miami/ Bisbee	Chino/ Cobre	Tyrone	Candelaria/ Ojos del Salado*	Cerro Verde	El Abra*	Primary Molybdenum
Six Months Ended June 30, 2004									
Sales and other operating revenues:									
Unaffiliated customers	$			0.2		181.6	44.6	196.3	375.1
Intersegment	430.5	372.3	11.4	82.6	53.0	118.9	85.1	140.3	
Depreciation, depletion and amortization	37.3	17.2	2.4	5.3	6.0	25.4	16.3	62.5	15.2
Operating income (loss) before special items and provisions	164.8	146.3	(3.8)	25.4	10.8	118.1	62.9	139.2	45.1
Special items and provisions	(0.4)			(0.4)	(1.8)				0.3
Operating income (loss)	164.4	146.3	(3.8)	25.0	9.0	118.1	62.9	139.2	45.4
Minority interests in consolidated subsidiaries						(16.2)	(7.9)	(79.6)	
Assets at June 30	967.0	743.3	108.4	425.8	174.2	728.4	491.4	1,080.5	814.9
Expenditures for segment assets	7.0	11.9	0.2	6.1	2.2	10.3	1.8	2.6	6.1
Six Months Ended June 30, 2003									
Sales and other operating revenues:									
Unaffiliated customers	$			0.2		119.2	18.9	61.5	169.3
Intersegment	274.3	214.8	18.2	17.8	48.6	30.6	55.6	41.8	
Depreciation, depletion and amortization	39.0	15.1	3.4	4.0	6.8	20.5	14.6	31.6	12.9
Operating income (loss) before special items and provisions	17.3	25.0	(3.3)	(4.9)	(8.9)	36.7	16.1	10.8	0.5
Special items and provisions			(0.5)						
Operating income (loss)	17.3	25.0	(3.8)	(4.9)	(8.9)	36.7	16.1	10.8	0.5
Minority interests in consolidated subsidiaries							(2.4)		
Cumulative effect of accounting change	3.6	2.6	(2.7)	(4.3)	2.7		0.9	(0.4)	1.4
Assets at June 30	1,051.2	749.0	122.0	297.1	164.3	643.6	433.4	539.9	784.3
	9.9	10.8	0.1	1.6	0.2	1.6	1.9	0.7	5.2

Expenditures for segment assets

	Manufac-turing & Sales	Other Mining	PDMC Elimi-nations	PDMC Subtotal	Specialty Chemicals	Wire & Cable	PDI Subtotal	Corporate, Other & Elimi-nations	Totals
Six Months Ended June 30, 2004									
Sales and other operating revenues:									
Unaffiliated customers	$1,660.6	10.6		2,469.0	329.1	449.8	778.9		3,247.9
Intersegment	218.4	33.4	(1,435.8)	110.1		0.1	0.1	(110.2)	
Depreciation, depletion and amortization	10.8	2.2		200.6	24.9	18.1	43.0	5.7	249.3
Operating income (loss) before special items and provisions	12.7	(52.1)		669.4	27.1	12.9	40.0	(44.6)	664.8
Special items and provisions		(0.2)		(2.5)		(4.3)	(4.3)	11.5	4.7
Operating income (loss)	12.7	(52.3)		666.9	27.1	8.6	35.7	(33.1)	669.5
Minority interests in consolidated subsidiaries				(103.7)	(0.5)	(1.4)	(1.9)		(105.6)
Assets at June 30	472.1	1,277.1	(1,384.2)	5,898.9	753.9	582.4	1,336.3	826.1	8,061.3
Expenditures for segment assets	6.2	13.0	(0.9)	66.5	5.8	13.9	19.7	10.4	96.6
Six Months Ended June 30, 2003									
Sales and other operating revenues:									
Unaffiliated customers	$ 916.8	10.7		1,296.6	328.2	315.4	643.6		1,940.2
Intersegment	155.4	34.0	(830.2)	60.9		0.1	0.1	(61.0)	
Depreciation, depletion and amortization	8.2	3.1		159.2	22.7	17.8	40.5	9.1	208.8
Operating income (loss) before special items and provisions	15.0	(42.3)		62.0	25.9	6.9	32.8	(48.7)	46.1
Special items and provisions				(0.5)	3.2		3.2	(2.9)	(0.2)
	15.0	(42.3)		61.5	29.1	6.9	36.0	(51.6)	45.9

Operating income (loss)									
Minority interests in consolidated subsidiaries				(2.4)	(0.1)	(1.5)	(1.6)		(4.0)
Cumulative effect of accounting change		4.7		8.5	0.5		0.5	(0.6)	8.4
Assets at June 30	486.2	1,490.6	(1,593.4)	5,168.2	737.0	518.2	1,255.2	534.5	6,957.9
Expenditures for segment assets	3.5	1.5		37.0	9.7	6.7	16.4	23.9	77.3

* Six months ended June 30, 2004, reflects full consolidation of El Abra and Candelaria; six months ended June 30, 2003, reflects El Abra and Candelaria on a pro-rata basis (51 percent and 80 percent, respectively).

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NOTES TO CONSOLIDATED FINANCIAL INFORMATION

(Unaudited)

1. *General Information*

The unaudited consolidated financial information of Phelps Dodge Corporation (the Company, which may be referred to as Phelps Dodge, PD, we, us or ours) presented herein has been prepared in accordance with the instructions to Form 10-Q and does not include all of the information and note disclosures required by U.S. generally accepted accounting principles (GAAP). Therefore, this information should be read in conjunction with the consolidated financial statements and notes thereto included in our Form 10-K for the year ended December 31, 2003. This information reflects all adjustments that are, in the opinion of management, necessary to a fair statement of the results for the interim periods reported. The unaudited Consolidated Financial Statements as of June 30, 2004, include the accounts of the Company and the full consolidation of El Abra and Candelaria, which in prior years were accounted for using the proportional consolidation method of accounting (refer to Note 4, Accounting Standards, for additional discussion). On December 19, 2003, we acquired the one-third partnership interest in Chino Mines Company held by Heisei Minerals Corporation (Heisei). Prior to the acquisition, we owned a two-thirds partnership interest in Chino and applied the proportional consolidation method of accounting. Refer to Note 2, Acquisitions and Divestitures, in the Consolidated Financial Statements included in the Company s Form 10-K for the year ended December 31, 2003, for additional discussion. Our business consists of two divisions, Phelps Dodge Mining Company (PDMC) and Phelps Dodge Industries (PDI).

The results of operations for the quarter and six month periods ended June 30, 2004, are not necessarily indicative of the results to be expected for the full year.

2. *Stock Compensation*

We account for our stock option plans by measuring compensation cost using the intrinsic-value-based method presented by Accounting Principles Board (APB) Opinion No. 25, Accounting for Stock Issued to Employees, and related interpretations. No compensation cost has been reflected in consolidated net income (loss), as all options granted under the plans had an exercise price equal to the market value of the underlying common stock on the date of the grant. The following tables present the effect on net income (loss) and earnings (loss) per common share as if we had applied the fair value recognition provisions of Statement of Financial Accounting Standards (SFAS) No. 123, Accounting for Stock-Based Compensation, to compensation cost.

(Unaudited; $ in millions except per share data)

	Second Quarter	
	2004	**2003**
Net income (loss) as reported	$226.6	(15.2)
Deduct:		
Total compensation cost determined under fair value based method for all awards, net of tax	(1.7)	(3.1)
Pro forma net income (loss)	$224.9	(18.3)

Earnings (loss) per common share		
Basic as reported	$ 2.40	(0.21)
Basic pro forma	$ 2.38	(0.24)
Earnings (loss) per common share		
Diluted as reported	$ 2.30	(0.21)
Diluted pro forma	$ 2.28	(0.24)

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(Unaudited; $ in millions except per share data)

	Six Months Ended June 30,	
	2004	2003
Net income (loss) as reported	$412.3	(30.2)
Deduct:		
Total compensation cost determined under fair value based method for all awards, net of tax	(3.4)	(6.5)
Pro forma net income (loss)	$408.9	(36.7)
Earnings (loss) per common share		
Basic as reported	$ 4.39	(0.42)
Basic pro forma	$ 4.36	(0.49)
Earnings (loss) per common share		
Diluted as reported	$ 4.20	(0.42)
Diluted pro forma	$ 4.17	(0.49)

3. *Special Items and Provisions*

Special items and provisions are unpredictable and atypical of the Company s operations in a given period. Management believes consistent identification, disclosure and discussion of such items, both favorable and unfavorable, provide additional information to assess the quality of our performance and our earnings or losses. In addition, management measures the performance of our reportable segments excluding special items. This supplemental information is not a substitute for any U.S. GAAP measure and should be evaluated within the context of our U.S. GAAP results. Our measure of special items may not be comparable to similarly titled measures reported by other companies.

Note: Supplemental Data

The following schedules summarize the special items and provisions for the quarter and six months ended June 30, 2004:

(Unaudited; gains (losses) in millions except per share amounts)

	Second Quarter 2004		
Statement of Consolidated Operations Line Item	Pre-tax Earnings	After-tax Earnings	$/Share After-tax
Special items and provisions, net:			
PDMC			
Environmental provisions, net	$ (2.3)	(1.8)	(0.02)

Environmental insurance recoveries, net	(0.2)	(0.1)	
	(2.5)	(1.9)	(0.02)
PDI			
Restructuring program	(1.9)	(1.4)	(0.01)
Asset impairment charges	(0.6)	(0.5)	(0.01)
	(2.5)	(1.9)	(0.02)
Corporate and Other			
Environmental provisions, net	0.5	0.4	
Environmental insurance recoveries, net	0.1	0.1	
Historic legal matters	15.9	12.8	0.13
	16.5	13.3	0.13
	11.5	9.5	0.09
Early debt extinguishment costs (see Note 11)	(15.2)	(12.6)	(0.13)
Miscellaneous income and expense, net:			
Cost-basis investment write-down	(6.4)	(6.4)	(0.06)
Provision for taxes on income:			
PD Brazil deferred tax asset valuation allowance		(9.0)	(0.09)
Minority interests in consolidated subsidiaries:			
Candelaria early debt extinguishment costs		2.5	0.03
Total	$(10.1)	(16.0)	(0.16)

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(Unaudited; gains (losses) in millions except per share amounts)

	Six Months Ended June 30, 2004		
Statement of Consolidated Operations Line Item	**Pre-tax Earnings**	**After-tax Earnings**	**$/Share After-tax**
Special items and provisions, net:			
PDMC			
Environmental provisions, net	$ (2.3)	(1.8)	(0.02)
Environmental insurance recoveries, net	(0.2)	(0.1)	
	(2.5)	(1.9)	(0.02)
PDI			
Restructuring program	(3.6)	(2.5)	(0.02)
Environmental provisions, net	(0.1)	(0.1)	
Asset impairment charges	(0.6)	(0.5)	(0.01)
	(4.3)	(3.1)	(0.03)
Corporate and Other			
Environmental provisions, net	(4.1)	(3.1)	(0.03)
Environmental insurance recoveries, net	0.1	0.1	
Historic legal matters	15.5	12.4	0.13
	11.5	9.4	0.10
	4.7	4.4	0.05
Interest expense:			
Texas franchise tax matter	(0.9)	(0.7)	(0.01)
Early debt extinguishment costs (see Note 11)	(37.6)	(30.2)	(0.31)
Miscellaneous income and expense, net:			

Cost-basis investment write-downs	(10.0)	(9.1)	(0.09)
Provision for taxes on income:			
Reversal of El Abra deferred tax asset valuation allowance		30.8	0.31
PD Brazil deferred tax asset valuation allowance		(9.0)	(0.09)
		21.8	0.22
Minority interests in consolidated subsidiaries:			
Reversal of El Abra deferred tax asset valuation allowance		(15.1)	(0.15)
Candelaria early debt extinguishment costs		2.5	0.02
		(12.6)	(0.13)
Total	$(43.8)	(26.4)	(0.27)

Note: Supplemental Data

The following schedules summarize the special items and provisions for the quarter and six months ended June 30, 2003:

(Unaudited; gains (losses) in millions except per share amounts)

	Second Quarter 2003		
Statement of Consolidated Operations Line Item	**Pre-tax Earnings**	**After-tax Earnings**	**$/Share After-tax**
Special items and provisions, net:			
PDMC			
Environmental provisions, net	$(0.5)	(0.4)	
Corporate and Other			
Environmental provisions, net	(2.1)	(2.0)	(0.02)
Environmental insurance recoveries, net	0.5	0.5	
	(1.6)	(1.5)	(0.02)

	(2.1)	(1.9)	(0.02)
Miscellaneous income and expense, net:			
Gain on sale of cost-basis investment	6.4	6.4	0.07
Total	$ 4.3	4.5	0.05

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(Unaudited; gains (losses) in millions except per share amounts)

	Six Months Ended June 30, 2003		
Statement of Consolidated Operations Line Item	**Pre-tax Earnings**	**After-tax Earnings**	**$/Share After-tax**
Special items and provisions, net:			
PDMC			
Environmental provisions, net	$ (0.5)	(0.4)	
PDI			
Termination of a foreign postretirement benefit plan	3.2	2.4	0.03
Corporate and Other			
Environmental provisions, net	(3.4)	(3.3)	(0.03)
Environmental insurance recoveries, net	0.5	0.5	
	(2.9)	(2.8)	(0.03)
	(0.2)	(0.8)	
Miscellaneous income and expense, net:			
Gain on sale of cost-basis investment	6.4	6.4	0.07
Cumulative effect of accounting change (see Note 4)	9.7	8.4	0.09
Total	$15.9	14.0	0.16

In January 2004, Phelps Dodge Magnet Wire announced plans to consolidate its North American manufacturing operations to reduce costs and strengthen its competitiveness in the global marketplace. This action will result in the closure of the manufacturing plant in El Paso, Texas, which will affect approximately 100 employees. Our magnet wire customers are moving their operations to China, Mexico and other offshore locations, leaving us with excess capacity in our North American plants. To remain competitive as a global provider of magnet wire, it is critical that we operate close to our customer base. Production capacity began transferring to our other North American locations in the 2004 first quarter. The transition will take place over a 12-month period, and we anticipate closing the El Paso facility by the end of 2004. We expect approximately $7 million to be incurred in connection with this restructuring program, which is projected to be completed in 2005.

The following schedule presents a roll-forward of the liabilities incurred in connection with this restructuring program, which were reflected as current liabilities in our Consolidated Balance Sheet:

(Unaudited; $ in millions)

	2004 Provision	**Payments**	**6/30/04**
PDI			
Wire and Cable			
Employee severance	$ 0.6		0.6
Plant removal and dismantling*	3.0	(2.8)	0.2
	$ 3.6	(2.8)	0.8

* Costs were charged to expense as incurred.

Note: In the 2004 second quarter additions were $1.9 million ($0.3 million for employee severance and $1.6 million for plant removal and dismantling), and payments were $(1.6) million.

In September 2002, we announced the temporary closure of two U.S. wire and cable plants and other actions to improve efficiencies and consolidate certain wire and cable operations. Refer to the Company s Form 10-K for the year ended December 31, 2003, for additional discussion.

The following schedule presents a roll-forward from December 31, 2002, of the liabilities incurred in connection with the September 2002 restructuring program, which were reflected as current liabilities in our Consolidated Balance Sheet as of June 30, 2003:

(Unaudited; $ in millions)

	12/31/02	**Payments**	**6/30/03**
PDI			
Wire and Cable			
Employee severance	$ 1.3	(1.1)	0.2

Note: In the 2003 second quarter, payments were $(0.2) million. At December 31, 2003, there were no liabilities remaining.

In the second quarter of 2001, we announced a restructuring of our professional, administrative and operational support functions, as well as various other operational improvement initiatives. Additionally, in the second quarter of 2000 and

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1999, we announced plans to reduce operating costs and restructure operations at our PDMC division and our Wire and Cable segment. Refer to the Company s Form 10-K for the year ended December 31, 2003, for additional discussion.

The following schedule presents a roll-forward from December 31, 2002, of the liabilities incurred in connection with the 2001 restructuring programs:
(Unaudited; $ in millions)

	12/31/02	Payments	6/30/03
PDMC			
U.S. Mines			
Morenci			
Employee severance	$ 0.1	(0.1)	—
Bagdad/Sierrita			
Mothballing/take-or-pay contracts	0.2	(0.2)	—
Miami/Bisbee			
Mothballing/take-or-pay contracts	0.1	(0.1)	—
Chino/Cobre			
Employee severance	0.1	(0.1)	—
	0.5	(0.5)	—
Manufacturing and Sales			
Employee severance	0.1	(0.1)	—
	$ 0.6	(0.6)	—

Note: All payments were made in the 2003 first quarter.

The following schedules present a roll-forward from December 31, 2003 and 2002, of the liabilities incurred in connection with the June 2000 restructuring program, which were reflected as current liabilities in our Consolidated Balance Sheet:
(Unaudited; $ in millions)

	12/31/03	Payments	6/30/04

PDI			
Wire and Cable			
Plant removal and dismantling	$0.5		0.5

(Unaudited; $ in millions)

	12/31/02	Payments	6/30/03
PDI			
Wire and Cable			
Plant removal and dismantling	$0.5		0.5

The following schedules present a roll-forward from December 31, 2003 and 2002, of the liabilities incurred in connection with the June 1999 restructuring program, which were reflected as current liabilities in our Consolidated Balance Sheet:

(Unaudited; $ in millions)

	12/31/03	Payments	6/30/04
PDMC			
Other Mining			
Mothballing/take-or-pay contracts	$0.6	(0.1)	0.5
PDI			
Wire and Cable			
Take-or-pay contracts	1.0		1.0
	$1.6	(0.1)	1.5

Note: All payments were made in the 2004 second quarter.

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(Unaudited; $ in millions)

	12/31/02	Payments	6/30/03
PDMC			
Other Mining			
Mothballing/take-or-pay contracts	$0.6		0.6
PDI			
Wire and Cable			
Take-or-pay contracts	1.0	—	1.0
	$1.6	—	1.6

4. *Accounting Standards*

In January 2003, the Financial Accounting Standards Board (FASB) issued Interpretation No. 46, Consolidation of Variable Interest Entities, an Interpretation of ARB No. 51 (FIN 46). In December 2003, FASB issued a revised interpretation of FIN 46 (FIN 46-R), which supercedes FIN 46 and clarifies and expands current accounting guidance for variable interest entities (VIEs). FIN 46 clarifies when a company should consolidate in its financial statements the assets, liabilities and activities of a VIE. FIN 46 provides general guidance as to the definition of a VIE and requires it to be consolidated if a party with an ownership, contractual or other financial interest absorbs the majority of the VIE s expected losses, or is entitled to receive a majority of the residual returns, or both. A variable interest holder that consolidates the VIE is the primary beneficiary, and is required to consolidate the VIE s assets, liabilities and non-controlling interests at fair value at the date the interest holder first becomes the primary beneficiary of the VIE. FIN 46 and FIN 46-R were effective immediately for all variable interest entities created after January 31, 2003, and for variable interest entities created prior to February 1, 2003, no later than the end of the first reporting period after March 15, 2004. We performed a review of entities created subsequent to January 31, 2003, and determined the adoption of FIN 46 and FIN 46-R did not have a material impact on the Company s financial reporting and disclosures. With respect to entities created prior to February 1, 2003, we determined that our El Abra and Candelaria copper mining operations in Chile met the VIE criteria and that we are the primary beneficiary of these entities. Historically, PD has accounted for its partnership interests in the 51 percent-owned El Abra and the 80 percent-owned Candelaria copper mines using the proportional consolidation method of accounting. In accordance with FIN 46-R, we fully consolidated the results of operations for El Abra and Candelaria with the interests held by our minority shareholders reported as minority interests in consolidated subsidiaries in our Consolidated Balance Sheet and Statement of Consolidated Operations beginning January 1, 2004. The impact of fully consolidating El Abra and Candelaria on our Consolidated Balance Sheet at June 30, 2004, was an increase in total assets of $633.7 million, total liabilities of $250.9 million and minority interests in consolidated subsidiaries of $382.8 million. There was no impact on consolidated shareholders equity. The impact for the quarter ended June 30, 2004, on our Statement of Consolidated Operations comprised increases (decreases) in sales and other operating revenues of $65.9 million, operating expenses of $23.8 million, operating income of $42.1 million, net interest expense of $2.3 million, pre-tax early debt extinguishment costs of $3.1 million, net miscellaneous income and expense of $0.2 million, provision for taxes on income of $(11.9) million and minority interests in consolidated subsidiaries of $48.8 million. The impact for the six months ended June 30, 2004, comprised increases (decreases) in sales and other operating revenues of $131.8 million, operating expenses of $41.5 million, operating income of $90.3 million, net interest expense of $4.7 million, pre-tax early debt extinguishment costs of $3.1 million, net miscellaneous income and expense of $(0.4) million, provision for taxes on income of $(24.8) million and minority interests in consolidated subsidiaries of $106.9 million. There was no impact on consolidated net income for the quarter or six months ended June 30, 2004.

On January 1, 2003, we adopted SFAS No. 143, Accounting for Asset Retirement Obligations. With the adoption of this Statement, we recognize asset retirement obligations (AROs) as liabilities when incurred, with the initial measurement at fair value. These liabilities are accreted to full value over time through charges to income. In addition, asset retirement costs are capitalized as part of the related asset s carrying value and are depreciated on a units-of-production basis over the asset s respective useful life. Our AROs consist primarily of costs associated with mine reclamation and closure activities. These activities, which tend to be site specific, generally include costs for earthwork, revegetation, water treatment and demolition. Upon adoption, we recorded a cumulative effect gain of $8.4 million, net of deferred income taxes. For the quarter and six months ended June 30, 2003, the effect of adopting SFAS No. 143 decreased loss before cumulative effect of accounting change by approximately $8 million, or 9 cents per common share, and $11 million, or 12 cents per common share, respectively.

In May 2003, FASB issued SFAS No. 150, Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity. SFAS No. 150 changes the accounting for certain financial instruments that, under previous guidance, could be classified as equity or mezzanine equity, by now requiring those instruments to be classified as liabilities (or assets in some circumstances) in the statement of financial position. Further, SFAS No. 150 requires disclosure regarding the terms of those instruments and settlement alternatives. The guidance in SFAS No. 150 generally was effective for all financial instruments entered into or modified after May 31, 2003, and was otherwise effective at the beginning of the first interim period beginning after June 15, 2003. The adoption of SFAS No. 150 did not have an impact on our financial reporting and disclosures.

In December 2003, FASB issued SFAS No. 132, Employers Disclosures about Pensions and Other Postretirement Benefits. This Statement revises employers disclosures about pension plans and other postretirement benefit plans. It requires additional disclosures about the assets, obligations, cash flows and net periodic benefit cost of defined benefit pension and other postretirement plans. The required information should be provided separately for pension plans and for other postretirement benefit plans. This Statement, which also requires new disclosures for interim periods beginning after December 15, 2003, is effective for fiscal years ending after December 15, 2003. The Company adopted this Statement for the year ended December 31, 2003, and has provided the interim disclosures in Note 10, Pension and Postretirement Benefits.

In May 2004, FASB issued FASB Staff Position (FSP) 106-2 Accounting and Disclosure Requirements Related to the Medicare Prescription Drug, Improvement and Modernization Act of 2003 (the Act). This FSP provides accounting and disclosure guidance for employers who sponsor postretirement health care plans that provide drug benefits. The Company is currently evaluating the impact of the FSP on our financial reporting and disclosures, and has provided the required interim disclosures in Note 10, Pension and Postretirement Benefits.

5. *Environmental, and Reclamation and Closure Matters*

As of December 31, 2003, we had a reserve balance of $317.2 million for estimated future costs associated with environmental matters at closed facilities and closed portions of certain operating facilities. During the first six months of 2004, we had a $6.6 million net increase in the reserve estimate ($8.8 million of additions and $2.2 million of reductions), offset by $12.3 million of spending. As of June 30, 2004, the reserve balance was $311.5 million.

The site for which Phelps Dodge has received a notice of potential liability or an information request that currently is considered to be significant is the Pinal Creek site near Miami, Arizona.

At June 30, 2004, the cost range for reasonably possible outcomes for all reservable remediation sites (including Pinal Creek) was estimated to be from $266 million to $618 million (of which $311.5 million has been reserved).

Phelps Dodge has a number of sites that are not the subject of an environmental reserve because it is not probable that a successful claim will be made against the Company for those sites, but which there is a reasonably possible likelihood of an environmental remediation liability. As of June 30, 2004, the cost range for rea-

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sonably possible outcomes for all such sites was estimated to be from $3 million to $17 million. The liabilities arising from potential environmental obligations that have not been reserved at this time may be material to the operating results of a single quarter or year in the future. Management, however, believes the liability arising from potential environmental obligations is not likely to have a material adverse effect on the Company s liquidity or financial position.

The following tables summarize our asset retirement obligations/closure and reclamation accrual and asset retirement cost activities for the quarter and six months ended June 30, 2004:

Asset Retirement Obligations/Closure and Reclamation Accrual
(Unaudited; $ in millions)

	Second Quarter 2004	**Six Months Ended June 30, 2004**
Balance, beginning of period	$233.5	225.3
Additional liabilities from fully consolidating El Abra and Candelaria		5.6
New liabilities during the period	0.4	0.9
Accretion expense	4.9	9.7
Payments	(6.1)	(9.2)
Revisions in estimated cash flows	4.0	4.4
Balance, end of period	$236.7	236.7

Asset Retirement Cost
(Unaudited; $ in millions)

	Second Quarter 2004	**Six Months Ended June 30, 2004**
Gross balance, beginning of period	$143.6	138.9
Additional assets from fully consolidating El Abra and Candelaria		3.8
New assets during the period	0.4	0.9
Revisions in estimated cash flows	4.0	4.4
Gross balance, end of period	148.0	148.0

Less accumulated depreciation, depletion and amortization	66.8	66.8
Net balance, end of period	$ 81.2	81.2

We have estimated the total cost of our asset retirement obligations, including anticipated future disturbances, at approximately $1.2 billion (unescalated, undiscounted and on a third-party cost basis), leaving approximately $1.0 billion remaining to be accreted over time. These aggregate costs may increase or decrease materially in the future as a result of changes in regulations, technology, mine plans or other factors. Asset retirement obligation activities and expenditures generally are made over an extended period of time commencing near the end of the mine life.

6. *Contingencies*

Significant New Mexico Closure and Reclamation Programs

Background

The Company s New Mexico operations, Chino Mines Company (Chino), Phelps Dodge Tyrone, Inc. (Tyrone), Cobre Mining Company (Cobre) and Phelps Dodge Hidalgo, Inc. (Hidalgo), each is subject to regulation under the New Mexico Water Quality Act and the Water Quality Control Commission (WQCC) regulations adopted under that Act. The New Mexico Environment Department (NMED) has required Chino, Tyrone, Cobre and Hidalgo to submit closure plans for NMED s approval. The closure plans must describe the measures to be taken to prevent groundwater quality standards from being exceeded following closure of the discharging facilities and to abate any groundwater or surface water contamination.

Chino, Tyrone and Cobre also are subject to regulation under the New Mexico Mining Act (the Mining Act) and the Mining Act Rules, which are administered by the Mining and Minerals Division (MMD) of the Energy, Minerals and Natural Resources Department. Under the Mining Act, Chino, Tyrone and Cobre are required to submit and obtain approval of closeout plans describing the reclamation to be performed following closure of the mines or portions of the mines.

Financial assurance is required to ensure that funding will be available to perform both the closure and the closeout plans if the operator is not able to perform the work required by the plans. The amount

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of the financial assurance is based upon the estimated cost for a third-party to complete the work specified in the plans, including any long-term operation and maintenance, such as operation of water treatment systems. NMED and MMD calculate the required amount of financial assurance using a net present value (NPV) method, based upon approved discount and escalation rates, when the closure plan and/or closeout plan require performance over a long period of time.

The Company s cost estimates to perform the work itself generally are substantially lower than the cost estimates used for financial assurance due to the Company s historical cost advantages, savings from the use of the Company s own personnel and equipment as opposed to third-party contractor costs, opportunities to prepare the site for more efficient reclamation and the omission of agency oversight costs.

Chino Mines Company

NMED issued Chino s closure permit on February 24, 2003. The closure permit was appealed by a third party. WQCC dismissed the appeal, and that dismissal was appealed to the New Mexico Court of Appeals. If the dismissal is not upheld, WQCC could hold a public hearing on Chino s closure permit.

MMD issued a permit revision approving Chino s closeout plan, subject to conditions, on December 18, 2003. MMD s permit revision was not appealed. The third-party cost estimate is approximately $395 million (undiscounted and unescalated) over the 100-year period of the closure and closeout plans. Chino has provided financial assurance to NMED and MMD for approximately $192 million (NPV basis), including a trust fund containing approximately $64 million and a third-party performance guarantee for approximately $128 million provided by Phelps Dodge.

The terms of the NMED and MMD permits require Chino to conduct supplemental studies concerning closure and closeout, including a feasibility study. The terms of the NMED permit also require Chino to prepare and submit an abatement plan. Chino is complying with those requirements. The studies and abatement plan are due to be submitted to NMED before an application for renewal of the closure permit is due in August 2007. Changes to the closure permit, which could increase or decrease the estimated cost of closure and closeout, will be considered when the permit is renewed. The permits also contain requirements and a schedule for Chino to commence closure and reclamation of inactive portions of the operations, subject to Chino s ability to seek standby status for portions of the operations anticipated to resume operation in the future.

The Company estimates its cost to perform the requirements of the approved Chino closure and closeout permits to be approximately $287 million (undiscounted and unescalated) over the 100-year period of the closure and closeout plans. That estimate is lower than the estimated cost used as the basis for the financial assurance amount due to the factors discussed above, and reflects our internal cost estimate. Our cost estimate used to determine the fair value of our closure and closeout accrual was approximately $389 million (undiscounted, unescalated and on a third-party cost basis), and excludes approximately $6 million of environmental costs from the financial assurance cost estimate, which are recognized in environmental reserves (they are not within the scope of SFAS No. 143). At June 30, 2004, and December 31, 2003, we had accrued approximately $40 million and $39 million, respectively, for closure and closeout at Chino.

Phelps Dodge Tyrone, Inc.

NMED issued Tyrone s closure permit on April 8, 2003. Tyrone appealed to the WQCC, which upheld NMED s permit conditions. Tyrone has appealed the WQCC s decision to the New Mexico Court of Appeals.

MMD issued a permit revision approving Tyrone s closeout plan, subject to conditions, on April 12, 2004. MMD s permit revision was not appealed. The third-party cost estimate is approximately $439 million (undiscounted and unescalated) over the 100-year period of the closure and closeout plans. Tyrone has provided financial assurance to NMED and MMD for approximately $271 million (NPV basis). The financial assurance includes a trust fund initially funded in the amount of approximately $17 million, to increase to approximately $27 million over five years, a letter of credit for approximately $6 million, a surety bond for approximately $58 million, and a third-party performance guarantee for approximately $190 million provided by Phelps Dodge. Tyrone expects to replace both the letter of credit and the surety bond with collateral as the collateral is approved by MMD and NMED over the next few months.

The terms of the NMED and MMD permits require Tyrone to conduct supplemental studies concerning closure and closeout plans, including a feasibility study. The terms of the NMED permit also require Tyrone to prepare and submit an abatement plan. Tyrone is complying with those requirements. The studies and abatement plan are due to be submitted to NMED before an application for renewal of the closure permit is due in October 2007. Changes to the closure permit, which could increase or decrease the estimated cost of closure and closeout, will be considered when the permit is renewed. The permits also contain requirements and a schedule for Tyrone to commence closure and reclamation of inactive portions of the operations, subject to Tyrone s ability to seek standby status for portions of the operations anticipated to resume operation in the future. Tyrone currently is complying with the requirements of a settlement agreement with NMED to cease existing discharges to its tailing impoundments and to complete closure and reclamation of the tailing impoundments by 2011.

The Company estimates its costs to perform the requirements of Tyrone s closure and closeout permits to be approximately $264 million (undiscounted and unescalated) over the 100-year period of the closure and closeout plans. That estimate is lower than the estimated cost used as the basis for the financial assurance amount due to the factors discussed above and reflects our internal cost estimate. In the second quarter ended June 30, 2004, we increased our cost estimate used to determine the fair value of our closure and closeout accrual to approximately $436 million (undiscounted, unescalated and on a third-party cost basis). This cost estimate excludes approximately $3 million of net costs from the financial assurance cost estimate that primarily are not within the scope of SFAS No. 143. At June 30, 2004, and December 31, 2003, we had accrued approximately $80 million and $81 million, respectively, for closure and closeout at Tyrone.

Cobre Mining Company

At the time of our acquisition of Cobre in 1998, Cobre had submitted proposed closure and closeout plans and had posted a surety bond for approximately $2 million with both MMD and NMED. Cobre submitted a proposed combined closure and closeout plan in May 2001 incorporating the results of the scientific studies completed by Cobre to both NMED and MMD.

In October 2002, MMD issued a Notice of Violation (NOV) to Cobre for failing to meet an October 1, 2002, deadline for MMD to approve Cobre s closeout plan. In January 2003, the New Mexico Mining Commission issued an Order to Cobre modifying the NOV to require approval of the closeout plan within nine months after NMED issues Cobre s closure permit. NMED has not yet issued the closure permit.

In May 2003, Cobre and Phelps Dodge reached an agreement with NMED and MMD on a framework for financial assurance providing for a cash trust fund, collateral and a third-party performance guarantee from Phelps Dodge. In September 2003, the financial assurance agreement was modified to include additional details. Cobre agreed to establish a trust fund in the initial amount of $1 million, and to contribute $100,000 per quarter over a five-year period to increase the cash funding to a total of $3 million. Cobre also agreed to provide collateral to NMED and MMD so that at least 30 percent of the financial assurance is in the form of a trust fund or collateral. NMED and MMD agreed that the balance, or 70 percent of the financial assurance, may be provided in the form of a third-party performance guarantee issued by Phelps Dodge. The September 2003 agreement also included a schedule for accelerated reclamation at Cobre. Financial assurance under this agreement is subject to completion of the permitting process, including consideration of public comments.

Based upon the proposed combined closure and closeout plan for Cobre submitted in 2001, the current cost estimate for closure and closeout at Cobre is approximately $9 million. Our cost estimate used to determine the fair value of our closure and closeout accrual was approximately $41 million (undiscounted, unescalated and on a third-party cost basis). Both of these estimates will be updated when NMED issues the closure permit. At both June 30, 2004, and December 31, 2003, we had accrued approximately $7 million for closure and closeout at Cobre.

Phelps Dodge Hidalgo, Inc.

Hidalgo obtained approval of a closure plan under a discharge permit issued by NMED in 2000. In accordance with the permit, Hidalgo provided financial assurance to NMED in the form of surety bonds for approximately $11 million. Since obtaining approval of the closure plan, Hidalgo has completed the closure of a former wastewater evaporation pond by construction of a soil cap approved by NMED. The discharge permit under which the closure plan was approved also requires corrective action for contaminated groundwater near the smelter s closed former wastewater evaporation pond. Impacted groundwater is pumped from a series of wells, treated in a neutralization facility, and discharged to a series of lined impoundments or to an irrigation system. The discharge permit requires a comprehensive groundwater study to characterize groundwater at the site. The discharge permit requires updates of the closure plan, and NMED could require future enhancement of the system based upon the results of the ongoing study when the permit expires in 2005 or, in certain circumstances, earlier. Hidalgo is not subject to the Mining Act and, consequently, does not require a closeout plan. Our cost estimate used to determine the fair value of our closure accrual was approximately $7 million (undiscounted, unescalated and on a third-party cost basis). At both June 30, 2004, and December 31, 2003, we had accrued approximately $4 million for closure at Hidalgo.

7. *Earnings (Loss) Per Share*

Basic earnings (loss) per share is computed by dividing net income (loss) available to common shares by the weighted average number of common shares outstanding for the period. Diluted earnings (loss) per share is computed in a similar manner except that the denominator is increased to include the incremental number of common shares that would have been outstanding assuming the conversion of mandatory convertible preferred shares, the exercise of stock options where the exercise prices were less than the average market price of the Company s common shares during the period, and the number of unvested restricted shares, but all of the foregoing only to the extent that the related impacts are not anti-dilutive. Additionally, dividends on mandatory convertible preferred shares that were deducted in arriving at net income (loss) available to common shares are added back to the numerator as a result of the assumed conversion of such preferred shares.

As a result of the net loss experienced for the quarter and six months ended June 30, 2003, the number of incremental common shares relating to the assumed conversion of the mandatory convertible preferred shares (5.0 million), and unvested restricted stock (0.5 million) were excluded from the calculation as the related impacts were anti-dilutive.

Finally, common shares relating to stock options where the exercise prices exceeded the average market price of the Company s common shares during the period were also excluded from the diluted earnings per share calculation as the related impact was anti-dilutive. Incremental shares relating to these options totaled 0.8 million shares at an average exercise price of $74.87 for the 2004 second quarter and 0.6 million shares at an average exercise price of $76.80 for the six months ended June 30, 2004; and 7.2 million shares at an average exercise price of $58.66 for the 2003 second quarter and 8.6 million shares at an average exercise price of $55.30 for the six months ended June 30, 2003.

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(Unaudited; $ in millions except per share data)

	Second Quarter	
	2004	2003
Basic Earnings (Loss) Per Share Computation		
Numerator:		
Net income (loss)	$226.6	(15.2)
Preferred stock dividends	(3.4)	(3.4)
Net income (loss) applicable to common shares	$223.2	(18.6)
Denominator:		
Weighted average common shares outstanding	92.9	88.6
Basic earnings (loss) per common share	$ 2.40	(0.21)
Diluted Earnings (Loss) Per Share Computation		
Numerator:		
Net income (loss)	$226.6	(15.2)
Preferred stock dividends		(3.4)
Net income (loss) applicable to common shares	$226.6	(18.6)
Denominator:		
Weighted average common shares outstanding*	98.4	88.6
Diluted earnings (loss) per common share	$ 2.30	(0.21)

* 2003 second quarter excluded restricted stock and the assumed conversion of the mandatory convertible preferred shares to common shares due to the anti-dilutive impact.

(Unaudited; $ in millions except per share data)

Six Months Ended June 30,

	2004	2003
Basic Earnings (Loss) Per Share Computation		
Numerator:		
Net income (loss)	$412.3	(30.2)
Preferred stock dividends	(6.8)	(6.8)
Net income (loss) applicable to common shares	$405.5	(37.0)
Denominator:		
Weighted average common shares outstanding	92.3	88.6
Basic earnings (loss) per common share	$ 4.39	(0.42)
Diluted Earnings (Loss) Per Share Computation		
Numerator:		
Net income (loss)	$412.3	(30.2)
Preferred stock dividends		(6.8)
Net income (loss) applicable to common shares	$412.3	(37.0)
Denominator:		
Weighted average common shares outstanding*	98.2	88.6
Diluted earnings (loss) per common share	$ 4.20	(0.42)

* The six months ended June 30, 2003, excluded restricted stock and the assumed conversion of the mandatory convertible preferred shares to common shares due to the anti-dilutive impact.

8. *Provision for Taxes on Income*

The Company s income tax provision for the 2004 second quarter principally resulted from (i) taxes on earnings at international operations ($18.9 million) including benefits from the release of valuation allowances ($21.3 million), (ii) taxes on earnings at U.S. operations ($12.8 million) including benefits from the release of valuation allowances ($41.9 million) and (iii) the recognition of a valuation allowance for deferred tax assets at our Brazilian wire and cable operation ($9.0 million). The release of both the domestic and international valuation allowances reflects net operating losses (NOLs) and other tax credits that are expected to be utilized in the current year. Due to the continued economic weakness in the Brazilian wire and cable markets, we reassessed the recoverability of deferred tax assets associated with our Brazilian wire and cable operations and determined that recoverability was not likely and established a related valuation allowance.

The Company s income tax provision for six months ended June 30, 2004, principally resulted from (i) taxes on earnings at international operations ($55.8 million) including benefits from the release of valuation allowances ($45.8 million), (ii) taxes on earnings at U.S. operations ($12.9 million) including benefits from the release of valuation allowances ($66.2 million) and (iii) the recognition of a valuation allowance for deferred tax assets at our Brazilian wire and cable operation ($9.0 million); partially offset by the reversal of the valuation allowance associated with deferred tax assets that are expected to be realized after 2004 at our 51 percent-owned El Abra copper mine ($30.8 million). The release of both the domestic and international valuation allowances reflects NOLs and other tax credits that are expected to be utilized.

The Company s income tax provision for the 2003 second quarter principally resulted from (i) taxes on earnings at international operations ($12.2 million) that could not be offset by losses at domestic operations, and (ii) a benefit from finalizing year-end 2002 estimates in the Company s 2002 U.S. tax return filed in June 2003 ($4.2 million). The Company s income tax provision for the six months ended June 30, 2003, primarily comprised the following: (i) taxes on earnings at international operations ($26.3 million) that could not be offset by losses at domestic operations, and (ii) a benefit from finalizing year-end 2002 estimates in the Company s 2002 U.S. tax return filed in June 2003 ($4.2 million).

9. *Accounting for Derivative Instruments and Hedging Activities*

The Company does not purchase, hold or sell derivative contracts unless we have an existing asset, obligation or anticipate a future activity that is likely to occur and will expose us to market risk. We do not enter into any contracts for speculative purposes. We use various strategies to manage our market risk, including the use of derivative contracts to limit, offset or reduce our market exposure. Derivative instruments are used to manage well-defined commodity price, energy, foreign exchange and interest rate risks from our primary business activities. The fair values of our derivative instruments are based on quoted market prices for similar instruments and on market closing prices at period end. Refer to Management s Discussion and Analysis of Financial Condition and Results of Operation and Note 22, Derivative Financial Instruments and Fair Value of Financial Instruments, to the Consolidated Financial Statements included in the Company s Form 10-K for the year ended December 31, 2003, for a discussion on our derivative instruments.

During the quarter and six months ended June 30, 2004, we reclassified approximately $10.7 million and $12.3 million, respectively, of other comprehensive losses to the Statement of Consolidated Operations, principally as a result of the unwinding of our floating-to-fixed interest rate swaps.

During the quarter and six months ended June 30, 2003, we reclassified approximately $2.8 million and $4.0 million, respectively, of other comprehensive losses to the Statement of Consolidated Operations, principally as a result of our floating-to-fixed interest rate swaps.

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10. *Pension and Postretirement Benefits*

The following tables present the components of net periodic benefit cost for pension benefits and postretirement benefits for the quarters and six months ended June 30:

Pension Benefits
(Unaudited; $ in millions)

	Second Quarter	
	2004	**2003**
Service cost	$ 5.9	5.2
Interest cost	18.1	18.0
Expected return on plan assets	(21.2)	(21.6)
Amortization of prior service cost	0.9	0.9
Amortization of actuarial loss	0.8	0.5
Curtailment and special retirement benefits	0.1	0.1
Net periodic benefit cost	$ 4.6	3.1

	Six Months Ended June 30,	
	2004	**2003**
Service cost	$ 11.8	10.5
Interest cost	36.0	36.0
Expected return on plan assets	(42.1)	(43.2)
Amortization of prior service cost	1.8	1.8
Amortization of actuarial loss	1.6	1.0
Curtailment and special retirement benefits	0.6	1.5
Net periodic benefit cost	$ 9.7	7.6

Postretirement Benefits
(Unaudited; $ in millions)

	Second Quarter	
	2004	**2003**

Service cost	$ 1.3	1.1
Interest cost	5.8	5.8
Expected return on plan assets		(0.1)
Amortization of prior service cost	0.3	0.3
Amortization of actuarial loss (gain)	0.3	(0.1)
Other	(1.1)	
Net periodic benefit cost	$ 6.6	7.0

	Six Months Ended June 30,	
	2004	**2003**
Service cost	$ 2.7	2.2
Interest cost	11.6	11.6
Expected return on plan assets	(0.1)	(0.2)
Amortization of prior service cost	0.6	0.6
Amortization of actuarial loss (gain)	0.2	(0.2)
Curtailment and special retirement benefits		(2.5)
Other	(1.1)	
Net periodic benefit cost	$13.9	11.5

In December 2003, The Medicare Prescription Drug, Improvement and Modernization Act of 2003 (the Act) was enacted. The Act introduces a prescription drug benefit under Medicare Part D as well as a federal subsidy to sponsors of retiree healthcare benefit plans that provide a benefit that is at least actuarially equivalent to Medicare Part D. Our measures of the accumulated postretirement benefit obligation and net periodic postretirement benefit cost for the three and six months ended June 30, 2004, do not reflect any amount associated with the subsidy because we have not yet determined whether the benefits provided by the plan are actuarially equivalent to Medicare Part D under the Act.

11. *Debt and Other Financing*

In June 2004, Phelps Dodge completed the full repayment of Candelaria s senior debt and executed the termination and release of the existing financing obligations and associated security package with the bank group. The full repayment of long-term debt with a book value of approximately $166 million resulted in a 2004 second quarter pre-tax loss of $15.2 million, including unamortized issuance costs and the unwinding of associated floating-to-fixed interest rate swaps. The debt repayment had no impact on the full consolidation of Candelaria as it continues to meet the criteria of a VIE and Phelps Dodge remains the primary beneficiary of this entity.

In March 2004, Phelps Dodge completed tender offers for its 6.625 percent Notes due in 2005 and its 7.375 percent Notes due in 2007. The tender offers resulted in the retirement of long-term debt with a book value of approximately $305 million, which resulted in a 2004 first quarter pre-tax loss of $18.5 million, including purchase premiums and certain book adjustments.

Additionally, in March 2004, Phelps Dodge completed the issuance of $150 million in 30-year senior notes pursuant to the Company s $750 million universal shelf registration statement. The notes were issued at a coupon of 6.125 percent and sold at a price of 99.874 for a yield of 6.134 percent. The proceeds from the offering were used to redeem the Company s 8.375 percent debentures due in 2023. These debentures had a book value of approximately $149 million and were redeemed for a total of $152.7 million, plus accrued interest, resulting in a 2004 first quarter pre-tax loss of $3.9 million.

On February 27, 2004, Phelps Dodge deposited with the Trustee an amount sufficient to redeem its 7.25 percent Industrial Revenue Bonds and Pollution Control Bonds (Amax Nickel Refining Company, Inc.) Series 1979, which were due in 2009. These bonds had an aggregate book value of approximately $6 million and were purchased at 100 percent of their face value, plus accrued interest.

A new unsecured revolving credit agreement between the Company and several lenders became effective on April 20, 2004. The facility is to be used for general corporate purposes. The agreement permits borrowings of up to $1.1 billion, with a $300 million sub-limit for letters of credit, until its maturity on April 20, 2009. This agreement provides for a facility fee (currently 25 basis points (0.25 percent)) ranging from 12.5 basis points to 50 basis points (depending on the Company s public debt rating) on total commitments. Under the agreement, interest is payable at a variable rate based on the agent bank s prime rate or at a fixed rate based on LIBOR or fixed rates offered independently by the several lenders, for maturities of up to 360 days. In addition, if utilization exceeds one-third of total commitments, there is a utilization fee ranging from 12.5 basis points to 25 basis points (depending on the Company s public debt rating). Fees for letters of credit (currently 87.5 basis points) range from 47.5 basis points to 100 basis points (depending on the Company s public debt rating) on letters of credit issued, plus a 12.5 basis point issuance fee. The agreement requires the Company to maintain a minimum EBITDA (as defined in the agreement) to interest ratio of 2.25 on a rolling four-quarter basis, and limits consolidated indebtedness to 55 percent of total consolidated capitalization (as defined in the agreement). This agreement replaced an earlier five-year, $1 billion revolving credit agreement that was scheduled to mature on May 10, 2005. As of June 30, 2004, there was a total of $73.2 million of letters of credit issued under the new revolver. There were no revolving credit borrowings during the quarter. Total availability under the revolving credit at June 30, 2004, amounted to approximately $1,027 million, of which approximately $227 million could be used for additional letters of credit.

12. *Shareholders Equity*

Common Stock Dividends Reinstated

On June 2, 2004, Phelps Dodge reinstated dividend payments on common shares by declaring a dividend of 25 cents per common share for the 2004 third quarter, amounting to $23.4 million. The dividend is payable on September 3, 2004, to common shareholders of record at the close of business on August 13, 2004.

Series A Mandatory Convertible Preferred Stock

Each share of Series A Mandatory Convertible Preferred Stock (Series A Stock) is convertible into 2.083 shares of Common Stock, subject to certain adjustments, at any time prior to August 15,

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2005, and is entitled to an annual dividend of $6.75, paid quarterly. On August 15, 2005, each Series A Stock will automatically convert, subject to certain adjustments, into between 2.083 and 2.5 shares of Common Stock depending on the then-current market price of our Common Stock. Each share of Series A Stock is non-voting and entitled to a liquidation preference of $100 plus any accrued but unpaid dividends. There were 6 million authorized shares and 2 million outstanding shares of Series A Stock at June 30, 2004.

Stock Options Exercised

During the 2004 second quarter, 0.4 million stock options were exercised for Phelps Dodge shares. Phelps Dodge received approximately $16.1 million in the 2004 second quarter.

During the first six months ended June 30, 2004, 2.6 million stock options were exercised for Phelps Dodge shares. Phelps Dodge received approximately $167.7 million in the first six months of 2004, including approximately $18.6 million of cash associated with stock option exercises in the 2003 fourth quarter.

13. *Reclassification of Intangible Assets, Net*

In April 2004, FASB issued FASB FSP Nos. FAS 141-1 and FAS 142-1, Interaction of FASB Statements No. 141, Business Combinations, and No. 142, Goodwill and Other Intangible Assets, and EITF Issue No. 04-2, Whether Mineral Rights Are Tangible or Intangible Assets. The FSP addressed the inconsistency regarding the classification of mineral rights between SFAS Nos. 141 and 142 and the Emerging Issues Task Force (EITF) Issue No. 04-02, removing certain mineral rights as examples of intangible assets in SFAS Nos. 141 and 142. As a result, approximately $413.8 million and $315.7 million associated with mineral rights primarily relating to our South American mining concessions were reclassified from intangible assets to property, plant and equipment, net, as of June 30, 2004, and December 31, 2003, respectively. The reclassifications had no effect on total assets, total liabilities, shareholders equity or consolidated net income.

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REVIEW BY INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

The financial information as of June 30, 2004, and for the three-month and six-month periods ended June 30, 2004 and 2003, included in Part I pursuant to Rule 10-01 of Regulation S-X has been reviewed by PricewaterhouseCoopers LLP (PricewaterhouseCoopers), the Company s independent registered public accounting firm, in accordance with the standards of the Public Company Accounting Oversight Board (United States). PricewaterhouseCoopers report is included in this quarterly report.

PricewaterhouseCoopers does not carry out any significant or additional procedures beyond those that would have been necessary if its report had not been included in this quarterly report. Accordingly, such report is not a report or part of a registration statement within the meaning of Sections 7 and 11 of the Securities Act of 1933 and the liability provisions of Section 11 of such Act do not apply.

REVIEW OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Board of Directors and Shareholders of Phelps Dodge Corporation

We have reviewed the accompanying consolidated balance sheet of Phelps Dodge Corporation and its subsidiaries as of June 30, 2004, the related consolidated statements of operations for each of the three-month and six-month periods ended June 30, 2004 and 2003, the consolidated statement of cash flows for the six-month periods ended June 30, 2004 and 2003, and the consolidated statement of shareholders equity for the six-month period ended June 30, 2004. This interim financial information is the responsibility of the Company s management.

We conducted our review in accordance with the standards of the Public Company Accounting Oversight Board (United States). A review of interim financial information consists principally of applying analytical procedures and making inquiries of persons responsible for financial and accounting matters. It is substantially less in scope than an audit conducted in accordance with the standards of the Public Company Accounting Oversight Board (United States), the objective of which is the expression of an opinion regarding the financial statements taken as a whole. Accordingly, we do not express such an opinion.

Based on our review, we are not aware of any material modifications that should be made to the accompanying consolidated interim financial information for it to be in conformity with accounting principles generally accepted in the United States of America.

We previously audited in accordance with the standards of the Public Company Accounting Oversight Board (United States), the consolidated balance sheet as of December 31, 2003, and the related consolidated statements of operations, of cash flows and of shareholders equity for the year then ended (not presented herein), and in our report dated February 25, 2004, we expressed an unqualified opinion on those consolidated financial statements. In our opinion, the information set forth in the accompanying consolidated balance sheet information as of December 31, 2003, is fairly stated in all material respects in relation to the consolidated balance sheet from which it has been derived.

/s/ PricewaterhouseCoopers LLP
Phoenix, Arizona
July 23, 2004

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Item 2. Management s Discussion and Analysis of Financial Condition and Results of Operations

The United States securities laws provide a safe harbor for certain forward-looking statements. This quarterly report contains forward-looking statements that express expectations of future events or results. All statements based on future expectations rather than historical facts are forward-looking statements that involve a number of risks and uncertainties, and Phelps Dodge Corporation (the Company, which may be referred to as Phelps Dodge, PD, we, us or ours) cannot give assurance that such statements will prove to be correct. Please refer to Management s Discussion and Analysis of Financial Condition and Results of Operations in the Company s report on Form 10-K for the year ended December 31, 2003, for a further discussion of such risks and uncertainties, our operations, and our critical accounting policies. Additionally, refer to Note 4, Accounting Standards, to our unaudited June 30, 2004, Consolidated Financial Information for a discussion on the adoption of Statement of Financial Accounting Standards (SFAS) No. 143 and Financial Accounting Standards Board (FASB) Interpretation No. 46 (FIN 46).

As discussed in Note 4, Accounting Standards, in the accompanying consolidated financial statements for the quarter and six months ended June 30, 2004, in accordance with FIN 46 in the 2004 first quarter, we determined that our Candelaria and El Abra copper mining operations in Chile, which have historically been consolidated on a proportional basis, should be fully consolidated. Therefore, these entities have been fully consolidated beginning January 1, 2004. As a result, at June 30, 2004, our Consolidated Balance Sheet included increases in total assets of $633.7 million, total liabilities of $250.9 million and minority interests in consolidated subsidiaries of $382.8 million. There was no impact on consolidated shareholders equity. The impact for the quarter ended June 30, 2004, on our Statement of Consolidated Operations comprised increases (decreases) in sales and other operating revenues of $65.9 million, operating expenses of $23.8 million, operating income of $42.1 million, net interest expense of $2.3 million, pre-tax early debt extinguishment costs of $3.1 million, net miscellaneous income and expense of $0.2 million, provision for taxes on income of $(11.9) million and minority interests in consolidated subsidiaries of $48.8 million. The impact for the six months ended June 30, 2004, comprised increases (decreases) in sales and other operating revenues of $131.8 million, operating expenses of $41.5 million, operating income of $90.3 million, net interest expense of $4.7 million, pre-tax early debt extinguishment costs of $3.1 million, net miscellaneous income and expense of $(0.4) million, provision for taxes on income of $(24.8) million and minority interests in consolidated subsidiaries of $106.9 million. There was no impact on consolidated net income for the quarter or six months ended June 30, 2004.

As discussed in Note 2, Acquisitions and Divestitures, in our Consolidated Financial Statements included in the Company s Form 10-K for the year ended December 31, 2003, we acquired, through a wholly owned subsidiary, the one-third partnership interest in Chino Mines Company held by Heisei Minerals Corporation (Heisei) on December 19, 2003. Prior to the acquisition, we owned a two-thirds partnership interest in Chino and applied the proportional consolidation method of accounting. The results of operations for Chino have been included in the consolidated financial results for the quarter and six months ended June 30, 2004.

RESULTS OF OPERATIONS

Consolidated Financial Results

(Unaudited; $ in millions except per share amounts)

	Second Quarter	
	2004	2003

Sales and other operating revenues	$1,650.9	962.2
Operating income	$ 354.7	17.2
Income (loss) before cumulative effect of accounting change	$ 226.6	(15.2)
Cumulative effect of accounting change		
Net income (loss)	$ 226.6	(15.2)
Basic earnings (loss) per common share	$ 2.40	(0.21)
Diluted earnings (loss) per common share	$ 2.30	(0.21)

The Company had consolidated net income in the 2004 second quarter of $226.6 million, or $2.30 per common share, including after-tax, net special charges of $16.0 million, or 16 cents per common share. (All references to per share earnings or losses are based on diluted earnings or losses per share.) In the 2003 second quarter, the consolidated net loss was $15.2 million, or 21 cents per common share, including an after-tax, net special gain of $4.5 million, or 5 cents per common share.

The $241.8 million increase in consolidated net income in the 2004 second quarter, compared with the corresponding 2003 period, primarily was due to higher copper prices (approximately $274 million) and settlement of an historic Cyprus matter regarding an insurance recovery associated with an operation that it sold in 1993 ($15.9 million); partially offset by a higher tax provision ($46.2 million) due to the higher earnings and a deferred tax valuation allowance at our Brazilian wire and cable operation.

(Unaudited; $ in millions except per share amounts)

	Six Months Ended June 30,	
	2004	**2003**
Sales and other operating revenues	$3,247.9	1,940.2
Operating income	$ 669.5	45.9
Income (loss) before cumulative effect of accounting change	$ 412.3	(38.6)
Cumulative effect of accounting change		8.4
Net income (loss)	$ 412.3	(30.2)
Basic earnings (loss) per common share before cumulative effect of accounting change	$ 4.39	(0.51)
Cumulative effect of accounting change		0.09
Basic earnings (loss) per common share	$ 4.39	(0.42)
Diluted earnings (loss) per common share before cumulative effect of accounting change	$ 4.20	(0.51)
Cumulative effect of accounting change		0.09
Diluted earnings (loss) per common share	$ 4.20	(0.42)

The Company had consolidated net income for the six months ended June 30, 2004, of $412.3 million, or $4.20 per common share, including after-tax, net special charges of $26.4 million, or 27 cents per common share. For the six months ended June 30, 2003, the consolidated net loss was $30.2 million, or 42 cents per common share, including an after-tax, net special gain of $14.0 million, or 16 cents per common share.

The $442.5 million increase in consolidated net income for the six months ended June 30, 2004, compared with the corresponding 2003 period, primarily was due to higher copper prices (approximately $532 million); partially offset by early debt extinguishment costs in 2004 ($34.5 million) and a higher tax provision ($49.8 million) due to higher earnings and a $9.0 million deferred tax valuation allowance at our Brazilian wire and cable operation that was partially offset by the reversal of a valuation allowance associated with deferred tax assets at our 51 percent-owned El Abra copper mine ($30.8 million).

Special Items and Provisions

Throughout Management s Discussion and Analysis of Financial Condition and Results of Operations there is disclosure and discussion of what management believes to be special items and provisions. We view special items as unpredictable and atypical of our operations in the period. We believe consistent identification, disclosure and discussion of such items, both favorable and unfavorable, provide additional information to assess the quality of our performance and our earnings or losses. In addition, management measures the performance of its reportable segments excluding special items. This supplemental information is not a substitute for any U.S. generally accepted accounting principles (GAAP) measure and should be evaluated within the context of our U.S. GAAP results. Any supplemental information references to earnings, losses or results excluding special items or before special items, our non-GAAP measure of items, may not be comparable to similarly titled measures reported by other companies.

Note: Supplemental Data

(Unaudited; $ in millions)

	Second Quarter	
	2004	**2003**
Special items and provisions, net of taxes	$ (16.0)	4.5
Earnings (losses) excluding special items (after taxes) and impact of minority interests	$ 242.6	(19.7)

(Unaudited; $ in millions)

	Six Months Ended June 30,	
	2004	**2003**
Special items and provisions, net of taxes	$ (26.4)	14.0
Earnings (losses) excluding special items (after taxes) and impact of minority interests	$ 438.7	(44.2)

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Note: Supplemental Data

The following schedules summarize the special items and provisions for the quarter and six month periods ended June 30, 2004 and 2003:

(Unaudited; gains (losses) in millions except per share amounts)

	2004 Second Quarter			2003 Second Quarter		
	Pre-tax Earnings	After-tax Earnings	$/Share After-tax	Pre-tax Earnings	After-tax Earnings	$/Share After-tax
Special items and provisions, net:						
PDMC (see Business Segment disclosure)	$ (2.5)	(1.9)	(0.02)	(0.5)	(0.4)	
PDI (see Business Segment disclosure)	(2.5)	(1.9)	(0.02)			
Corporate and Other						
Environmental provisions, net	0.5	0.4		(2.1)	(2.0)	(0.02)
Environmental insurance recoveries, net	0.1	0.1		0.5	0.5	
Historic legal matters	15.9	12.8	0.13			
	16.5	13.3	0.13	(1.6)	(1.5)	(0.02)
	11.5	9.5	0.09	(2.1)	(1.9)	(0.02)
Early debt extinguishment costs (see Note 11)	(15.2)	(12.6)	(0.13)			
Miscellaneous income and expense, net:						
Cost-basis investment write-down	(6.4)	(6.4)	(0.06)			
Gain on sale of cost-basis investment				6.4	6.4	0.07
	(6.4)	(6.4)	(0.06)	6.4	6.4	0.07
Provision for taxes on income:						
PD Brazil deferred tax asset valuation allowance		(9.0)	(0.09)			
Minority interests in consolidated subsidiaries:						

Candelaria early debt extinguishment costs		2.5	0.03			
Total	$(10.1)	(16.0)	(0.16)	4.3	4.5	0.05

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(Unaudited; gains (losses) in millions except per share amounts)

	Six Months Ended June 30, 2004			Six Months Ended June 30, 2003		
	Pre-tax Earnings	**After-tax Earnings**	**$/Share After-tax**	**Pre-tax Earnings**	**After-tax Earnings**	**$/Share After-tax**
Special items and provisions, net:						
PDMC (see Business Segment disclosure)	$ (2.5)	(1.9)	(0.02)	(0.5)	(0.4)	
PDI (see Business Segment disclosure)	(4.3)	(3.1)	(0.03)	3.2	2.4	0.03
Corporate and Other						
Environmental provisions, net	(4.1)	(3.1)	(0.03)	(3.4)	(3.3)	(0.03)
Environmental insurance recoveries, net	0.1	0.1		0.5	0.5	
Historic legal matters	15.5	12.4	0.13			
	11.5	9.4	0.10	(2.9)	(2.8)	(0.03)
	4.7	4.4	0.05	(0.2)	(0.8)	
Interest expense:						
Texas franchise tax matter	(0.9)	(0.7)	(0.01)			
Early debt extinguishment costs (see Note 11)	(37.6)	(30.2)	(0.31)			
Miscellaneous income and expense, net:						
Cost-basis investment write-downs	(10.0)	(9.1)	(0.09)			
Gain on sale of cost-basis investment				6.4	6.4	0.07
	(10.0)	(9.1)	(0.09)	6.4	6.4	0.07
Benefit (provision) for taxes on income:						
Reversal of El Abra deferred tax asset valuation allowance		30.8	0.31			
PD Brazil deferred tax asset valuation allowance		(9.0)	(0.09)			

		21.8	0.22			
Minority interests in consolidated subsidiaries:						
Reversal of El Abra deferred tax asset valuation allowance		(15.1)	(0.15)			
Candelaria early debt extinguishment costs		2.5	0.02			
		(12.6)	(0.13)			
Cumulative effect of accounting change (see Note 4)				9.7	8.4	0.09
Total	$(43.8)	(26.4)	(0.27)	15.9	14.0	0.16

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Business Divisions

Results for 2004 and 2003 can be meaningfully compared by separate reference to our reporting divisions, Phelps Dodge Mining Company (PDMC) and Phelps Dodge Industries (PDI). PDMC is a business division that includes our worldwide copper operations from mining through rod production, marketing and sales; molybdenum operations from mining through manufacturing, marketing and sales; other mining operations and investments; and worldwide mineral exploration and development programs. PDI, our manufacturing division, produces engineered products principally for the global energy, telecommunications, transportation and specialty chemicals sector. PDI includes our Specialty Chemicals segment and our Wire and Cable segment. Significant events and transactions have occurred within each segment which, as indicated in the separate discussions presented below, are material to an understanding of the particular year s results and to a comparison with results of the other periods.

RESULTS OF PHELPS DODGE MINING COMPANY

PDMC is our international business division that comprises our vertically integrated copper operations from mining through rod production, primary molybdenum operations through conversion, marketing and sales, and worldwide exploration. PDMC comprises 11 reportable segments.

Our copper mines comprise five reportable segments in the United States (Morenci, Bagdad/Sierrita, Miami/Bisbee, Chino/Cobre and Tyrone) and three reportable segments in South America (Candelaria/Ojos del Salado, Cerro Verde and El Abra). These segments include open-pit mining, underground mining, sulfide ore concentrating and electrowinning. In addition, some of these produce gold and silver, and the Bagdad and Sierrita mines also produce molybdenum and rhenium as by-products.

The Manufacturing and Sales segment consists of conversion facilities including our smelters, refineries and rod mills, as well as sales and marketing. The Manufacturing and Sales segment sells copper to others primarily as rod, cathode or concentrate, and as rod to our Wire and Cable segment. In addition, at times it smelts and refines copper and produces copper rod for customers on a toll basis. Toll arrangements require the tolling customer to deliver appropriate copper-bearing material to our facilities, which we then process into a product that is returned to the customer. The customer pays PDMC for processing its material into the specified products.

The Primary Molybdenum segment consists of the Henderson and Climax mines and related conversion facilities. This segment is an integrated producer of molybdenum, with mining, roasting and processing facilities producing high-purity, molybdenum-based chemical and metallurgical products. In addition, at times it roasts and/or processes material on a toll basis. Toll arrangements require the tolling customer to deliver appropriate molybdenum-bearing material to our facilities, which we then process into a product that is returned to the customer. The customer pays PDMC for processing its material into the specified products.

Other Mining includes our worldwide mineral exploration and development programs, a process technology center that directs its activities at improving existing processes and developing new cost-competitive technologies, and other ancillary operations.

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Major operating and financial results of PDMC for the quarters and six months ended June 30, 2004 and 2003, are illustrated in the following table:

(Unaudited; $ in millions except per pound amounts)

	Second Quarter	
	2004	2003
Sales and other operating revenues to unaffiliated customers	$1,254.5	641.6
Operating income	$ 336.7	25.8
Operating income before special items and provisions	$ 339.2	26.3
Minority interests	$ (40.6)	(1.4)
Copper production (thousand short tons):		
Total copper production	321.4	318.8
Less undivided interest (A)	15.7	15.8
Copper production on a consolidated basis	305.7	303.0
Less minority participants shares previously accounted for on a pro-rata basis (B)	40.3	43.7