

FREEPORT-MCMORAN INC
Form 10-K/A
June 12, 2015

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-K/A
(Amendment No. 1)

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2014

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission File Number: 001-11307-01

Freeport-McMoRan Inc.

(Exact name of registrant as specified in its charter)

Delaware

74-2480931

(State or other jurisdiction of
incorporation or organization)

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

333 North Central Avenue

Phoenix, Arizona

85004-2189

(Address of principal executive offices)

(Zip Code)

(602) 366-8100

(Registrant's telephone number, including area code)

Securities registered pursuant to Section 12(b) of the Act:

Title of each class

Name of each exchange on which registered

Common Stock, par value \$0.10 per share

New York Stock Exchange

Securities registered pursuant to Section 12(g) of the Act: None

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act

Yes No

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes No

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 No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (§ 232.405 of this chapter) during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes No

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K (§229.405 of this chapter) is not contained herein, and will not be contained, to the best of the registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form

10-K.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer or a smaller reporting company. See the definitions of “large accelerated filer,” “accelerated filer” and “smaller reporting company” in Rule 12b-2 of the Exchange Act. Large accelerated filer Accelerated filer Non-accelerated filer Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act).

Yes No

The aggregate market value of common stock held by non-affiliates of the registrant was \$21.8 billion on February 20, 2015, and \$37.3 billion on June 30, 2014.

Common stock issued and outstanding was 1,039,863,035 shares on February 20, 2015, and 1,038,896,868 shares on June 30, 2014.

DOCUMENTS INCORPORATED BY REFERENCE

Portions of our proxy statement for our 2015 annual meeting of stockholders are incorporated by reference into Part III (Items 10, 11, 12, 13 and 14) of this report.

EXPLANATORY NOTE

Freeport-McMoRan Inc. (FCX) is filing this Amendment No. 1 (this Amendment) to its Annual Report on Form 10-K for the fiscal year ended December 31, 2014, previously filed with the Securities and Exchange Commission (SEC) on February 27, 2015 (the Original Filing), for the sole purpose of filing revised redacted versions of Exhibits 10.23 and 10.24, reflecting changes to FCX's confidential treatment request with respect to certain portions of these exhibits. Accordingly, Exhibits 10.23 and 10.24 to this Amendment supersede and replace in their entirety Exhibits 10.23 and 10.24 to the Original Filing.

In addition, as required by Rule 12b-15 under the Securities and Exchange Act of 1934, as amended, new certifications by the company's principal executive officer and principal financial officer required in accordance with Rule 13a-14(a) are being filed as exhibits to this Amendment; however, paragraphs 3, 4 and 5 of the certifications have been omitted because this Amendment does not contain any financial statements nor does it contain or amend any disclosure with respect to Items 307 and 308 of Regulation S-K.

Except as described above, no other changes have been made to the Original Filing. This Amendment does not reflect events occurring after the date of the Original Filing nor does it modify or update the disclosures contained in the Original Filing that may be affected by subsequent events. Accordingly, this Amendment should be read in conjunction with the Original Filing and our other filings made with the SEC subsequent to the filing of the Original Filing.

FREEPORT-McMoRan INC.
FORM 10-K/A
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Item 15. Exhibits, Financial Statement Schedules.

(a)(3). Exhibits.

Reference is made to the Exhibit Index beginning on page E-1 hereof.

SIGNATURES

Pursuant to the requirements of Section 13 of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on June 12, 2015.

Freeport-McMoRan Inc.

By: /s/ Richard C. Adkerson
Richard C. Adkerson
Vice Chairman of the Board, President and
Chief Executive Officer

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FREEPORT-McMoRan INC.
EXHIBIT INDEX

| Exhibit Number | Exhibit Title | Filed with this Form 10-K/A | Incorporated by Reference | | |
|----------------|--|-----------------------------|---------------------------|--------------|------------|
| | | | Form | File No. | Date Filed |
| 2.1 | Agreement and Plan of Merger dated as of November 18, 2006, by and among FCX, Phelps Dodge Corporation and Panther Acquisition Corporation. | | 8-K | 333-139252 | 11/20/2006 |
| 2.2 | Agreement and Plan of Merger by and among Plains Exploration & Production Company, FCX and IMONC LLC, dated as of December 5, 2012. | | 8-K | 001-11307-01 | 12/6/2012 |
| 2.3 | Agreement and Plan of Merger by and among McMoRan Exploration Co., FCX and INAVN Corp., dated as of December 5, 2012. | | 8-K | 001-11307-01 | 12/6/2012 |
| 2.4 | Stock Purchase Agreement, dated as of October 6, 2014, among LMC Candelaria SpA, LMC Ojos del Salado SpA and Freeport Minerals Corporation. | | 10-Q | 001-11307-01 | 11/7/2014 |
| 3.1 | Composite Certificate of Incorporation of FCX. | | 10-Q | 001-11307-01 | 8/8/2014 |
| 3.2 | Composite By-Laws of FCX, as of July 14, 2014. | | 8-K | 001-11307-01 | 7/2/2014 |
| 4.1 | Indenture dated as of February 13, 2012, between FCX and U.S. Bank National Association, as Trustee (relating to the 2.15% Senior Notes due 2017, the 3.55% Senior Notes due 2022, the 2.30% Senior Notes due 2017, the 4.00% Senior Notes due 2021, the 4.55% Senior Notes due 2024, and the 5.40% Senior Notes due 2034). | | 8-K | 001-11307-01 | 2/13/2012 |
| 4.2 | Second Supplemental Indenture dated as of February 13, 2012, between FCX and U.S. Bank National Association, as Trustee (relating to the 2.15% Senior Notes due 2017). | | 8-K | 001-11307-01 | 2/13/2012 |
| 4.3 | Third Supplemental Indenture dated as of February 13, 2012, between FCX and U.S. Bank National Association, as Trustee (relating to the 3.55% Senior Notes due 2022). | | 8-K | 001-11307-01 | 2/13/2012 |
| 4.4 | Fourth Supplemental Indenture dated as of May 31, 2013, among FCX, Freeport-McMoRan Oil & Gas LLC and U.S. Bank National Association, as Trustee (relating to the 2.15% Senior Notes due 2017, the 3.55% Senior Notes due 2022, the 2.30% Senior Notes due 2017, the 4.00% Senior Notes due 2021, the 4.55% Senior Notes due 2024, and the 5.40% Senior Notes due 2034). | | 8-K | 001-11307-01 | 6/3/2013 |
| 4.5 | Fifth Supplemental Indenture dated as of November 14, 2014 among FCX, Freeport-McMoRan Oil & Gas LLC and U.S. Bank National Association, as Trustee | | 8-K | 001-11307-01 | 11/14/2014 |

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(relating to the 2.30% Senior Notes due 2017).

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| 4.6 | Sixth Supplemental Indenture dated as of November 14, 2014 among FCX, Freeport-McMoRan Oil & Gas LLC and U.S. Bank National Association, as Trustee (relating to the 4.00% Senior Notes due 2021). | 8-K | 001-11307-01 11/14/2014 |
| 4.7 | Seventh Supplemental Indenture dated as of November 14, 2014 among FCX, Freeport-McMoRan Oil & Gas LLC and U.S. Bank National Association, as Trustee. (relating to the 4.55% Senior Notes due 2024). | 8-K | 001-11307-01 11/14/2014 |
| 4.8 | Eighth Supplemental Indenture dated as of November 14, 2014 among FCX, Freeport-McMoRan Oil & Gas LLC and U.S. Bank National Association, as Trustee (relating to the 5.40% Senior Notes due 2034). | 8-K | 001-11307-01 11/14/2014 |

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FREEPORT-McMoRan INC.
EXHIBIT INDEX

| Exhibit Number | Exhibit Title | Filed with this Form 10-K/A | Incorporated by Reference | | |
|----------------|---|-----------------------------|---------------------------|--------------|------------|
| | | | Form | File No. | Date Filed |
| 4.9 | Indenture dated as of March 7, 2013, between FCX and U.S. Bank National Association, as Trustee (relating to the 2.375% Senior Notes due 2018, the 3.100% Senior Notes due 2020, the 3.875% Senior Notes due 2023, and the 5.450% Senior Notes due 2043). | | 8-K | 001-11307-01 | 3/7/2013 |
| 4.10 | Supplemental Indenture dated as of May 31, 2013, among FCX, Freeport-McMoRan Oil & Gas LLC and U.S. Bank National Association, as Trustee (relating to the 2.375% Senior Notes due 2018, the 3.100% Senior Notes due 2020, the 3.875% Senior Notes due 2023, and the 5.450% Senior Notes due 2043). | | 8-K | 001-11307-01 | 6/3/2013 |
| 4.11 | Indenture dated as of March 13, 2007, among Plains Exploration & Production Company, the Subsidiary Guarantors parties thereto, and Wells Fargo Bank, N.A., as Trustee (relating to the 6.625% Senior Notes due 2021, the 6.75% Senior Notes due 2022, the 6.125% Senior Notes due 2019, the 6.5% Senior Notes due 2020, and the 6.875% Senior Notes due 2023). | | 8-K | 001-31470 | 3/13/2007 |
| 4.12 | Twelfth Supplemental Indenture dated as of March 29, 2011 to the Indenture dated as of March 13, 2007, among Plains Exploration & Production Company, the Subsidiary Guarantors parties thereto and Wells Fargo Bank, N.A., as Trustee (relating to the 6.625% Senior Notes due 2021). | | 8-K | 001-31470 | 3/29/2011 |
| 4.13 | Thirteenth Supplemental Indenture dated as of November 21, 2011 to the Indenture dated as of March 13, 2007, among Plains Exploration & Production Company, the Subsidiary Guarantors parties thereto and Wells Fargo Bank, N.A., as Trustee (relating to the 6.75% Senior Notes due 2022). | | 8-K | 001-31470 | 11/22/2011 |
| 4.14 | Fourteenth Supplemental Indenture dated as of April 27, 2012 to the Indenture dated as of March 13, 2007, among Plains Exploration & Production Company, the Subsidiary Guarantors parties thereto and Wells Fargo Bank, N.A., as Trustee (relating to the 6.125% Senior Notes due 2019). | | 8-K | 001-31470 | 4/27/2012 |

| | | | | |
|------|---|-----|--------------|------------|
| 4.15 | Sixteenth Supplemental Indenture dated as of October 26, 2012 to the Indenture dated as of March 13, 2007, among Plains Exploration & Production Company, the Subsidiary Guarantors parties thereto and Wells Fargo Bank, N.A., as Trustee (relating to the 6.5% Senior Notes due 2020). | 8-K | 001-31470 | 10/26/2012 |
| 4.16 | Seventeenth Supplemental Indenture dated as of October 26, 2012 to the Indenture dated as of March 13, 2007, among Plains Exploration & Production Company, the Subsidiary Guarantors parties thereto and Wells Fargo Bank, N.A., as Trustee (relating to the 6.875% Senior Notes due 2023). | 8-K | 001-31470 | 10/26/2012 |
| 4.17 | Eighteenth Supplemental Indenture dated as of May 31, 2013 to the Indenture dated as of March 13, 2007, among Freeport-McMoRan Oil & Gas LLC, as Successor Issuer, FCX Oil & Gas Inc., as Co-Issuer, FCX, as Parent Guarantor, Plains Exploration & Production Company, as Original Issuer, and Wells Fargo Bank, N.A., as Trustee (relating to the 6.625% Senior Notes due 2021, the 6.75% Senior Notes due 2022, the 6.125% Senior Notes due 2019, the 6.5% Senior Notes due 2020, and the 6.875% Senior Notes due 2023). | 8-K | 001-11307-01 | 6/3/2013 |
| 4.18 | Form of Indenture dated as of September 22, 1997, between Phelps Dodge Corporation and The Chase Manhattan Bank, as Trustee (relating to the 7.125% Senior Notes due 2027, the 9.50% Senior Notes due 2031, and the 6.125% Senior Notes due 2034). | S-3 | 333-36415 | 9/25/1997 |

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FREEPORT-McMoRan INC.
EXHIBIT INDEX

| Exhibit Number | Exhibit Title | Filed with this Form 10-K/A | Incorporated by Reference | | |
|----------------|--|-----------------------------|---------------------------|--------------|------------|
| | | | Form | File No. | Date Filed |
| 4.19 | Form of 7.125% Debenture due November 1, 2027 of Phelps Dodge Corporation issued on November 5, 1997, pursuant to the Indenture dated as of September 22, 1997, between Phelps Dodge Corporation and The Chase Manhattan Bank, as Trustee (relating to the 7.125% Senior Notes due 2027). | | 8-K | 001-00082 | 11/3/1997 |
| 4.20 | Form of 9.5% Note due June 1, 2031 of Phelps Dodge Corporation issued on May 30, 2001, pursuant to the Indenture dated as of September 22, 1997, between Phelps Dodge Corporation and First Union National Bank, as successor Trustee (relating to the 9.50% Senior Notes due 2031). | | 8-K | 001-00082 | 5/30/2001 |
| 4.21 | Form of 6.125% Note due March 15, 2034 of Phelps Dodge Corporation issued on March 4, 2004, pursuant to the Indenture dated as of September 22, 1997, between Phelps Dodge Corporation and First Union National Bank, as successor Trustee (relating to the 6.125% Senior Notes due 2034). | | 10-K/A | 001-00082 | 3/7/2005 |
| 10.1 | Contract of Work dated December 30, 1991, between the Government of the Republic of Indonesia and PT Freeport Indonesia. | | S-3 | 333-72760 | 11/5/2001 |
| 10.2 | Memorandum of Understanding dated as of July 25, 2014, between the Directorate General of Mineral and Coal, the Ministry of Energy and Mineral Resources and PT Freeport Indonesia on Adjustment of the Contract of Work. | | 8-K | 001-11307-01 | 7/8/2014 |
| 10.3† | Extension dated as of January 23, 2015, to Memorandum of Understanding Between the Government of the Republic of Indonesia and PT Freeport Indonesia dated as of July 25, 2014. | | | | |
| 10.4 | Participation Agreement dated as of October 11, 1996, between PT Freeport Indonesia and P.T. RTZ-CRA Indonesia (a subsidiary of Rio Tinto PLC) with respect to a certain contract of work. | | S-3 | 333-72760 | 11/5/2001 |
| 10.5† | First Amendment dated April 30, 1999, Second Amendment dated February 22, 2006, Third Amendment dated October 7, 2009, Fourth Amendment dated November 14, 2013, and Fifth Amendment dated August 4, 2014, to the | | | | |

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| 10.6 | Participation Agreement dated as of October 11, 1996, between PT Freeport Indonesia and P.T. Rio Tinto Indonesia (formerly P.T. RTZ-CRA Indonesia). Agreement dated as of October 11, 1996, to Amend and Restate Trust Agreement among PT Freeport Indonesia, FCX, the RTZ Corporation PLC (now Rio Tinto PLC), P.T. RTZ-CRA Indonesia, RTZ Indonesian Finance Limited and First Trust of New York, National Association, and The Chase Manhattan Bank, as Administrative Agent, JAA Security Agent and Security Agent. | 8-K | 001-09916 | 11/13/1996 |
| 10.7 | Concentrate Purchase and Sales Agreement dated effective December 11, 1996, between PT Freeport Indonesia and PT Smelting. | S-3 | 333-72760 | 11/5/2001 |

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| Exhibit Number | Exhibit Title | Filed with this Form 10-K/A | Incorporated by Reference | | |
|----------------|--|-----------------------------|---------------------------|----------------------|------------|
| | | | Form | File No. | Date Filed |
| 10.8† | Amendment No. 1, dated as of March 19, 1998, Amendment No. 2 dated as of December 1, 2000, Amendment No. 3 dated as of January 1, 2003, Amendment No. 4 dated as of May 10, 2004, Amendment No. 5 dated as of March 19, 2009, Amendment No. 6 dated as of January 1, 2011, and Amendment No. 7 dated as of October 29, 2012, to the Concentrate Purchase and Sales Agreement dated effective December 11, 1996, between PT Freeport Indonesia and PT Smelting. | | | | |
| 10.9† | Third Amended and Restated Joint Venture and Shareholders Agreement dated as of December 11, 2003 among PT Freeport Indonesia, Mitsubishi Corporation, Nippon Mining & Metals Company, Limited and PT Smelting, as amended by the First Amendment dated as of September 30, 2005, and the Second Amendment dated as of April 30, 2008. | | | | |
| 10.10 | Participation Agreement, dated as of March 16, 2005, among Phelps Dodge Corporation, Cyprus Amax Minerals Company, a Delaware corporation, Cyprus Metals Company, a Delaware corporation, Cyprus Climax Metals Company, a Delaware corporation, Sumitomo Corporation, a Japanese corporation, Summit Global Management, B.V., a Dutch corporation, Sumitomo Metal Mining Co., Ltd., a Japanese corporation, Compañía de Minas Buenaventura S.A.A., a Peruvian sociedad anonima abierta, and Sociedad Minera Cerro Verde S.A.A., a Peruvian sociedad anonima abierta. | | 8-K | 001-00082 | 3/22/2005 |
| 10.11 | Shareholders Agreement, dated as of June 1, 2005, among Phelps Dodge Corporation, Cyprus Climax Metals Company, a Delaware corporation, Sumitomo Corporation, a Japanese corporation, Sumitomo Metal Mining Co., Ltd., a Japanese corporation, Summit Global Management B.V., a Dutch corporation, SMM Cerro Verde Netherlands, B.V., a Dutch corporation, Compañía de Minas Buenaventura S.A.A., a Peruvian sociedad anonima abierta, and Sociedad Minera Cerro Verde S.A.A., a Peruvian sociedad anonima abierta. | | 8-K | 001-00082 | 6/7/2005 |
| 10.13 | Amended and Restated Mining Convention dated as of September 28, 2005, among the Democratic Republic of Congo, La Générale des Carrières et des | | 8-K | 001-11307-019/2/2008 | |

| | | | |
|-------|---|------|----------------------|
| 10.14 | <p>Mines, Lundin Holdings Ltd. (now TF Holdings Limited) and Tenke Fungurume Mining S.A.R.L. Addendum No.1 to the Amended and Restated Mining Convention dated as of September 28, 2005, among the Democratic Republic of Congo, La Générale des Carrières et des Mines, TF Holdings Limited and Tenke Fungurume Mining S.A.R.L., dated as of December 11, 2010</p> | 10-Q | 001-11307-015/6/2011 |
| 10.15 | <p>Amended and Restated Shareholders Agreement dated as of September 28, 2005, by and between La Générale des Carrières et des Mines and Lundin Holdings Ltd. (now TF Holdings Limited) and its subsidiaries.</p> | 8-K | 001-11307-019/2/2008 |
| 10.16 | <p>Addendum No.1 to the Amended and Restated Shareholders Agreement dated as of September 28, 2005, among La Générale des Carrières et des Mines and TF Holdings Limited, Chui Ltd., Faru Ltd., Mboko Ltd., Tembo Ltd., and Tenke Fungurume Mining S.A.R.L., dated as of December 11, 2010.</p> | 10-Q | 001-11307-015/6/2011 |

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FREEPORT-McMoRan INC.
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| Exhibit Number | Exhibit Title | Filed with this Form 10-K/A | Incorporated by Reference | | |
|----------------|---|-----------------------------|---------------------------|--------------|------------|
| | | | Form | File No. | Date Filed |
| 10.17 | Term Loan Agreement dated as of February 14, 2013, among FCX, And Freeport-McMoRan Oil & Gas LLC, as borroweres, JPMorgan Chase Bank, N.A., as administrative agent, Bank of America, N.A., as syndication agent, HSBC Bank USA, National Association, Mizuho Corporate Bank, Ltd., Sumitomo Mitsui Banking Corporation, The Bank of Nova Scotia and The Bank of Tokyo-Mitsubishi UFJ, Ltd., as co-documentation agents, and each of the lenders party thereto. | | 8-K | 001-11307-01 | 2/15/2013 |
| 10.18† | First Amendment dated as of February 27, 2015, to Term Loan Agreement dated as of February 14, 2013, among FCX and Freeport-McMoRan Oil & Gas LLC, as borrowers, JPMorgan Chase Bank, N.A., as administrative agent, Bank of America, N.A., as syndication agent, HSBC Bank USA, National Association, Mizuho Corporate Bank, Ltd., Sumitomo Mitsui Banking Corporation, The Bank of Nova Scotia and The Bank of Tokyo-Mitsubishi UFJ, Ltd., as co-documentation agents, and each of the lenders party thereto. | | | | |
| 10.19 | Revolving Credit Agreement dated as of February 14, 2013, among FCX, PT Freeport Indonesia, and Freeport-McMoRan Oil & Gas LLC, as borrowers, JPMorgan Chase Bank, N.A., as administrative agent and the swingline lender, Bank of America, N.A., as syndication agent, BNP Paribas, Citibank, N.A., HSBC Bank USA, National Association, Muzho Corporate Bank, Ltd., Sumitomo Mitsui Banking Corporation, The Bank of Nova Scotia and The Bank of Tokyo-Mitsubishi UFJ, Ltd., as co-documentation agents, and each of the lenders and issuing banks party thereto. | | 8-K | 001-11307-01 | 2/15/2013 |
| 10.20 | First Amendment dated as of May 30, 2014, to the Revolving Credit Agreement dated as of February 14, 2013, among FCX, PT Freeport Indonesia and Freeport-McMoRan Oil & Gas LLC, as borrowers, JPMorgan Chase Bank, N.A., as administrative agent and the swingline lender, Bank of America, N.A., as syndication agent, BNP Paribas, Citibank, N.A., HSBC Bank USA, National Association, Mizuho Bank, Ltd., Sumitomo Mitsui Banking Corporation, The Bank of Nova Scotia and The Bank of | | 8-K | 001-11307-01 | 6/2/2014 |

Tokyo-Mitsubishi UFJ, Ltd., as co-documentation agents, and each of the lenders and issuing banks party thereto.

10.21† Second Amendment dated as of February 27, 2015, to the Revolving Credit Agreement dated as of February 14, 2013, as amended by the First Amendment dated as of May 30, 2014, among FCX, PT Freeport Indonesia and Freeport-McMoRan Oil & Gas LLC, as borrowers, JPMorgan Chase Bank, N.A., as administrative agent and the swingline lender, Bank of America, N.A., as syndication agent, BNP Paribas, Citibank, N.A., HSBC Bank USA, National Association, Mizuho Bank, Ltd., Sumitomo Mitsui Banking Corporation, The Bank of Nova Scotia and The Bank of Tokyo-Mitsubishi UFJ, Ltd., as co-documentation agents, and each of the lenders and issuing banks party thereto.

10.22# Crude Oil Purchase Agreement dated January 1, 2012, between Plains Exploration & Production Company and ConocoPhillips Company. 10-Q/A 001-31470 9/22/2011

10.23# First Amendment, dated January 1, 2014, to the Crude Oil Purchase Agreement dated January 1, 2012, between Freeport-McMoRan Oil & Gas LLC X (formerly Plains Exploration & Production Company) and ConocoPhillips Company.

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| Exhibit Number | Exhibit Title | Filed with this Form 10-K/A | Incorporated by Reference | | |
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| | | | Form | File No. | Date Filed |
| <u>10.24</u> # | Second Amendment, dated July 1, 2014, to the Crude Oil Purchase Agreement dated January 1, 2012, between Freeport-McMoRan Oil & Gas LLC and ConocoPhillips Company. | X | | | |
| 10.25* | Letter Agreement, dated as of December 5, 2012, by and among James C. Flores, Plains Exploration & Production Company and FCX | | 8-K | 001-11307-01 | 12/6/2012 |
| 10.26* | Amended and Restated Employment Agreement dated February 27, 2014, between FCX and James C. Flores. | | 8-K | 001-11307-01 | 3/3/2014 |
| 10.27* | Letter Agreement dated as of December 19, 2013, by and between FCX and Richard C. Adkerson. | | 8-K | 001-11307-01 | 12/23/2013 |
| 10.28*† | FCX Director Compensation. | | | | |
| 10.29* | Amended and Restated Executive Employment Agreement dated effective as of December 2, 2008, between FCX and James R. Moffett. | | 10-K/A | 001-11307-01 | 2/26/2009 |
| 10.30* | Amended and Restated Change of Control Agreement dated effective as of December 2, 2008, between FCX and James R. Moffett. | | 10-K/A | 001-11307-01 | 2/26/2009 |
| 10.31* | Letter Agreement dated February 27, 2014, between FCX and James R. Moffett. | | 8-K | 001-11307-01 | 3/3/2014 |
| 10.32* | Amended and Restated Executive Employment Agreement dated effective as of December 2, 2008, between FCX and Kathleen L. Quirk. | | 10-K/A | 001-11307-01 | 2/26/2009 |
| 10.33* | Amendment to Amended and Restated Executive Employment Agreement dated December 2, 2008, by and between FCX and Kathleen L. Quirk, dated April 27, 2011. | | 8-K | 001-11307-01 | 4/29/2011 |
| 10.34* | FCX Executive Services Program | | 10-K/A | 001-11307-01 | 2/27/2012 |
| 10.35* | FCX Supplemental Executive Retirement Plan, as amended and restated. | | 8-K | 001-11307-01 | 2/5/2007 |
| 10.36* | FCX Supplemental Executive Capital Accumulation Plan. | | 10-Q | 001-11307-01 | 5/12/2008 |
| 10.37* | FCX Supplemental Executive Capital Accumulation Plan Amendment One. | | 10-Q | 001-11307-01 | 5/12/2008 |
| 10.38* | FCX Supplemental Executive Capital Accumulation Plan Amendment Two. | | 10-K/A | 001-11307-01 | 2/26/2009 |
| 10.39*† | FCX Supplemental Executive Capital Accumulation Plan Amendment Three. | | | | |
| 10.40*† | FCX Supplemental Executive Capital Accumulation Plan Amendment Four. | | | | |

| | | | |
|---------|---|--------|-----------------------|
| 10.41*† | FCX 2005 Supplemental Executive Capital Accumulation Plan, as amended and restated effective January 1, 2015. | | |
| 10.42* | FCX 1995 Stock Option Plan for Non-Employee Directors, as amended and restated. | 10-Q | 001-11307-015/10/2007 |
| 10.43* | FCX Amended and Restated 1999 Stock Incentive Plan, as amended and restated. | 10-Q | 001-11307-015/10/2007 |
| 10.44* | FCX 2003 Stock Incentive Plan, as amended and restated. | 10-Q | 001-11307-015/10/2007 |
| 10.45* | Form of Amendment No. 1 to Notice of Grant of Nonqualified Stock Options and Stock Appreciation Rights under the 2004 Director Compensation Plan. | 8-K | 001-11307-015/5/2006 |
| 10.46* | FCX 2004 Director Compensation Plan, as amended and restated. | 10-Q | 001-11307-018/6/2010 |
| 10.47* | FCX Amended and Restated 2006 Stock Incentive Plan. | 10-K/A | 001-11307-012/27/2014 |

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| Exhibit Number | Exhibit Title | Filed with this Form 10-K/A | Incorporated by Reference | | |
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| | | | Form | File No. | Date Filed |
| 10.48* | Form of Notice of Grant of Nonqualified Stock Options for grants under the FCX 1999 Stock Incentive Plan, the 2003 Stock Incentive Plan and the 2006 Stock Incentive Plan. | | 10-K/A | 001-11307-01 | 2/29/2008 |
| 10.49* | Form of Notice of Grant of Nonqualified Stock Options and Restricted Stock Units under the 2006 Stock Incentive Plan (for grants made to non-management directors and advisory directors). | | 8-K | 001-11307-01 | 6/14/2010 |
| 10.50* | FCX 2009 Annual Incentive Plan | | 8-K | 001-11307-01 | 6/17/2009 |
| 10.51* | Form of Nonqualified Stock Options Grant Agreement (effective February 2012). | | 10-K/A | 001-11307-01 | 2/27/2012 |
| 10.52* | Form of Restricted Stock Unit Agreement (effective February 2012). | | 10-K/A | 001-11307-01 | 2/27/2012 |
| 10.53* | Form of Performance-Based Restricted Stock Unit Agreement (effective February 2012). | | 10-K/A | 001-11307-01 | 2/27/2012 |
| 10.54* | Form of Nonqualified Stock Options Grant Agreement under the FCX stock incentive plans (effective February 2014). | | 10-K/A | 001-11307-01 | 2/27/2014 |
| 10.55* | Form of Restricted Stock Unit Agreement under the FCX stock incentive plans (effective February 2014). | | 10-K/A | 001-11307-01 | 2/27/2014 |
| 10.56* | Form of Performance Share Unit Agreement (effective February 2014). | | 8-K | 001-11307-01 | 3/3/2014 |
| 10.57* | FCX Annual Incentive Plan (For Fiscal Years Ending 2014 - 2018). | | 8-K | 001-11307-01 | 6/18/2014 |
| 10.58* | Form of Notice of Grant of Restricted Stock Units under the 2006 Stock Incentive Plan (for grants made to non-management directors). | | 10-Q | 001-11307-01 | 8/11/2014 |
| 10.59*† | Form of Restricted Stock Unit Agreement under the FCX stock incentive plans (effective February 2015). | | | | |
| 12.1† | FCX Computation of Ratio of Earnings to Fixed Charges. | | | | |
| 14.1 | FCX Principles of Business Conduct. | | 10-K/A | 001-11307-01 | 2/29/2008 |
| 21.1† | Subsidiaries of FCX. | | | | |
| 23.1† | Consent of Ernst & Young LLP. | | | | |
| 23.2† | Consent of Netherland, Sewell & Associates, Inc. | | | | |
| 23.3† | Consent of Ryder Scott Company, L.P. | | | | |
| 24.1† | Certified resolution of the Board of Directors of FCX authorizing this report to be signed on behalf of any officer or director pursuant to a Power of Attorney. | | | | |
| 24.2† | | | | | |

Powers of Attorney pursuant to which this report has been signed on behalf of certain officers and directors of FCX.

- 31.1 Certification of Principal Executive Officer pursuant to Rule 13a-14(a)/15d – 14(a). X
- 31.2 Certification of Principal Financial Officer pursuant to Rule 13a-14(a)/15d – 14(a). X
- 32.1†† Certification of Principal Executive Officer pursuant to 18 U.S.C. Section 1350.
- 32.2†† Certification of Principal Financial Officer pursuant to 18 U.S.C Section 1350.
- 95.1† Mine Safety Disclosure.

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FREEPORT-McMoRan INC.
EXHIBIT INDEX

| Exhibit Number | Exhibit Title | Filed with this Form 10-K/A | Incorporated by Reference | | |
|----------------|---|-----------------------------|---------------------------|--------------|------------|
| | | | Form | File No. | Date Filed |
| 99.1 | Asset and Stock Purchase Agreement among OMG Harjavalta Chemicals Holding BV, OMG Americas, Inc., OM Group, Inc., KoboItti Chemicals Holdings Limited and solely for purposes of Section 10.13 and Exhibit A, Freeport-McMoRan Corporation, dated as of January 21, 2013. | | 10-K/A | 001-11307-01 | 2/22/2013 |
| 99.2† | Report of Netherland, Sewell & Associates, Inc. | | | | |
| 99.3† | Report of Ryder Scott Company, L.P. | | | | |
| 101.INS†† | XBRL Instance Document. | | | | |
| 101.SCH†† | XBRL Taxonomy Extension Schema. | | | | |
| 101.CAL†† | XBRL Taxonomy Extension Calculation Linkbase. | | | | |
| 101.DEF†† | XBRL Taxonomy Extension Definition Linkbase. | | | | |
| 101.LAB†† | XBRL Taxonomy Extension Label Linkbase. | | | | |
| 101.PRE†† | XBRL Taxonomy Extension Presentation Linkbase. | | | | |

Note: Certain instruments with respect to long-term debt of FCX have not been filed as exhibits to this Annual Report on Form 10-K since the total amount of securities authorized under any such instrument does not exceed 10 percent of the total assets of FCX and its subsidiaries on a consolidated basis. FCX agrees to furnish a copy of each such instrument upon request of the Securities and Exchange Commission.

*Indicates management contract or compensatory plan or arrangement.

Pursuant to a request for confidential treatment, portions of this exhibit have been redacted from the publicly filed document and have been furnished separately to the SEC.

† Indicates documents previously filed with our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, originally filed with the SEC on February 27, 2015, which is being amended hereby.

†† Indicates documents previously furnished with our Annual Report on Form 10-K for the fiscal year ended December 31, 2014, originally filed with the SEC on February 27, 2015, which is being amended hereby.