

SOUTHERN PERU COPPER CORP/  
Form 10-K/A  
June 27, 2003

# SECURITIES AND EXCHANGE COMMISSION

WASHINGTON, D.C. 20549

## 2002 FORM 10-K/A

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

For the fiscal year ended December 31, 2002 Commission File Number: 1-14066

## SOUTHERN PERU COPPER CORPORATION

(Exact name of registrant as specified in its charter)

**Delaware**  
(State or other jurisdiction of  
incorporation or organization)

**13-3849074**  
(I.R.S. Employer  
Identification No.)

**2575 East Camelback Road, Phoenix, AZ. 85016**  
(Address of principal executive offices) (zip code)

Registrant's telephone number, including area code: **(602) 977-6500**

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

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
Common Stock, par value \$0.01 per share	New York Stock Exchange Lima Stock Exchange

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.

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Yes  No

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

Indicate by check mark whether the registrant is an accelerated filer (as defined in Rule 12b-2 of the Securities Act of 1934)

Yes  No

As of February 28, 2003, there were of record 14,108,387 shares of Common Stock, par value \$0.01 per share, outstanding, and the aggregate market value of the shares of Common Stock (based upon the closing price on such date as reported on the New York Stock Exchange - Composite Transactions) of Southern Peru Copper Corporation held by non affiliates was approximately \$217 million. As of the above date, there were also 65,900,833 shares of Class A Common Stock, par value \$0.01 per share, outstanding. Class A Common Stock is convertible on a one-to-one basis into Common Stock.

PORTIONS OF THE FOLLOWING DOCUMENTS ARE INCORPORATED BY REFERENCE:

Part IV: Exhibit index is on page B1 through B3.

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Southern Peru Copper Corporation

FORM 10-K/A

December 31, 2002

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FORM 10-K/A

ITEM 14

EXHIBIT INDEX

FORM 11-K

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Southern Peru Copper Corporation and Subsidiaries

FORM 10-K/A

December 31, 2002

The undersigned registrant hereby amends the 2002 Annual Report on Form 10-K as set forth in the pages attached hereto to add the information, financial statements and exhibits required by Form 11-K filed with respect to the Savings Plan of Southern Peru Copper Corporation and Participating Subsidiaries pursuant to Rule 15d-21.

The following item has been refiled to reflect such amendments:

Item 14. Exhibits, Financial Statements Schedules and Reports on Form 8-K.

The Exhibits Index has been amended and is refiled herewith to include as Exhibit 99 the report on Form 11-K relating to the Savings Plan for Salaried Employees of Southern Peru Copper Corporation and Participating Subsidiaries, which is filed herewith.

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this amendment to be signed on its behalf by the undersigned thereunto duly authorized.

Southern Peru Copper Corporation

By                    /s/                    Oscar Gonzalez Rocha

Oscar Gonzalez Rocha  
President

Dated: June 24, 2003

PART IV

ITEM 14. EXHIBITS, FINANCIAL STATEMENT SCHEDULES AND REPORTS ON FORM 8-K

Southern Peru Copper Corporation

Exhibit Index

<b>Sequential Exhibit Number</b>	<b>Document Description</b>
3.	Certificate of Incorporation and By-Laws
3.1	Restated Certificate of Incorporation, filed December 29, 1995 (Filed as Exhibit 3.1 to the Company's 1995 Annual Report on Form 10-K and incorporated herein by reference)
3.2	Certificate of Decrease, filed February 29, 1996 (Filed as Exhibit 3.2 to the Company's 1995 Annual Report on Form 10-K and incorporated herein by reference)
3.3	Certificate of Increase, filed February 29, 1996 (Filed as Exhibit 3.3 to the Company's 1995 Annual Report on Form 10-K and incorporated herein by reference)
3.4	Certificate of Decrease, filed March 24, 1997 (Filed as Exhibit 3.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 1997 and incorporated herein by reference)
3.5	Certificate of Increase, filed March 24, 1997 (Filed as Exhibit 3.5 to the Company's Quarterly Report for the quarter ended March 31, 1997 and incorporated herein by reference)
3.6	Certificate of Amendment of Restated Certificate of Incorporation, filed January 18, 2002 (Filed as Exhibit 3.6 to the Company's 2001 Annual Report on Form 10-K and incorporated herein by reference)
3.7	By-Laws, as last amended on February 3, 1998 (Filed as Exhibit 3.6 to the Company's 1997 Annual Report on Form 10-K and incorporated herein by reference)

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<b>Sequential Exhibit Number</b>	<b>Document Description</b>
10.	Material Contracts
10.1	Form of Agreement Among Certain Stockholders of the Company (Filed as Exhibit 10.1 to the Company's Registration Statement on Form S-4, as amended by Amendments No. 1 and 2 thereto, File No 33-97790 (the Form S-4), and incorporated herein by reference)
10.2	First Amendment to the Agreement Among Certain Stockholders of Southern Peru Cooper Corporation (Filed as an exhibit to the Company's Report on Form 10-Q for the third quarter of 2001 and incorporated herein by reference)
10.3	Tax Stability Agreement, dated August 8, 1994, between the Government of Peru and the Company regarding SX/EW facility (and English translation) (Filed as Exhibit 10.3 to the Company's Form S-4 and incorporated herein by reference)
10.4	Incentive Compensation Plan of the Company (Filed as Exhibit 10.11 to the Company's Form S-4 and incorporated herein by reference)
10.5	Supplemental Retirement Plan of the Company, as amended and restated as of November 4, 1999 (Filed as Exhibit 10.4 to the Company's 1999 Annual Report on Form 10-K and incorporated herein by reference)
10.6	Stock Incentive Plan of the Company (Filed as an Exhibit to the Company's Registration Statement on Form S-8 dated March 25, 1996 (Registration No. 333-2736) and incorporated herein by reference)
10.7	Form of Directors Stock Award Plan of the Company (Filed as Exhibit 10.16 to the Company's Form S-4 and incorporated herein by reference)
10.8	Deferred Fee Plan for Directors, as amended and restated as of November 4, 1999 (Filed as Exhibit 10.7 to the Company's 1999 Annual Report on Form 10-K and incorporated herein by reference)
10.9	Form of Agreement Accepting Membership in the Plan, containing text of Retirement Plan and Trust for Selected Employees (Filed as Exhibit 10.17 to the Company's Form S-4 and incorporated herein by reference)
10.10	Service Agreement entered into by the Company with a subsidiary of Grupo Mexico S.A. de C.V. (Filed as Exhibit 10.10 to the Company's 2002 Annual Report on Form 10-K and incorporated herein by reference)

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<b>Sequential Exhibit Number</b>	<b>Document Description</b>
21.1	Subsidiaries of the Company (Filed as Exhibit 21.1 to the Company's 2002 Annual Report on Form 10-K and incorporated herein by reference)
23.1	Consent of Independent Accountants (Deloitte & Touche LLP) (Filed as Exhibit 23.1 to the Company's 2002 Annual Report on Form 10-K and incorporated herein by reference)
23.2	Notice regarding consent of Arthur Andersen LLP Exhibit 23.2 to the Company's 2002 Annual Report on Form 10-K and incorporated herein by reference)
99.1	Certification required by Section 906 of the Sarbanes-Oxley Act of 2002. This document was furnished in accordance with SEC Release Nos. 33-8212 and 34-47551. (Filed as Exhibit 99.1 to the Company's 2002 Annual Report on Form 10-K and incorporated herein by reference)
99.2	Certification required by Section 906 of the Sarbanes-Oxley Act of 2002. This document was furnished in accordance with SEC Release Nos. 33-8212 and 34-47551. (Filed as Exhibit 99.1 to the Company's 2002 Annual Report on Form 10-K and incorporated herein by reference)
99.3	Report on Form 11-K relating to the Savings Plan of Southern Peru Copper Corporation and Participating Subsidiaries
99.4	Consent of Independent Accountants (Keegan, Linscott & Kenon, PC.)

Copies of exhibits may be acquired upon written request to the Treasurer and the payment of processing and mailing costs.



# **SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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## **FORM 11-K**

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**ANNUAL REPORT**

**PURSUANT TO SECTION 15 (d) OF THE  
SECURITIES EXCHANGE ACT OF 1934**

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**For the fiscal year ended December 31, 2002**

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**Commission File No. 1-14066**

## **Savings Plan of Southern Peru Copper Corporation and Participating Subsidiaries**

### **Southern Peru Copper Corporation**

**2575 East Camelback Road  
Phoenix, Arizona 85016**



**Savings Plan of Southern Peru Copper Corporation  
and Participating Subsidiaries**

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Report of Independent Public Accountants for the year ended December 31, 2002 and 2001

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Schedule of Assets Held at the End of the Year

Consent of Independent Public Accountants

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**REPORT OF INDEPENDENT PUBLIC ACCOUNTANTS**

To the Plan Administrator of the Savings Plan of  
Southern Peru Copper Corporation and Participating Subsidiaries:

We have audited the accompanying statements of net assets in liquidation of the Savings Plan of Southern Peru Copper Corporation and Participating Subsidiaries (the Plan) as of December 31, 2002, and 2001, and the related statement of changes in net assets in liquidation for the year ended December 31, 2002. These financial statements and the schedule referred to below are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements and schedules based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

As described in Note 2 to the accompanying financial statements, the Board of Directors of Southern Peru Copper Corporation approved a plan of termination of the Savings Plan of Southern Peru Copper Corporation and Participating Subsidiaries on May 9, 2000. In accordance with accounting principles generally accepted in the United States of America, the Plan has changed its basis of accounting for periods subsequent to December 31, 1999 from a going-concern to a liquidation basis.

In our opinion, the 2002 financial statements referred to above present fairly, in all material respects, the net assets in liquidation of the Plan as of December 31, 2002 and 2001, and the changes in its net assets in liquidation for the year ended December 31, 2002, in conformity with accounting principles generally accepted in the United States of America applied on the basis described in the preceding paragraph.

Our audit was made for the purpose of forming an opinion of the basic financial statements taken as a whole. The supplemental schedule of Assets Held at End of the Year is presented for purposes of additional analysis and is not a required part of the basic financial statements but is supplementary information required by the United States Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental schedule has been subjected to the auditing procedures applied in the audit of the basic financial statements and, in our opinion, is fairly stated in all material respects in relation to the basic financial statements taken as a whole.

Keegan, Linscott & Kenon, P. C.

Tucson, Arizona

June 20, 2003



**Savings Plan of Southern Peru Copper Corporation  
and Participating Subsidiaries**

Statements of Net Assets In  
Liquidation as of December 31, 2002 and 2001

	2002		2001	
ASSETS:				
Mutual Funds	\$	177,751	\$	885,192
Common Stock		36,288		158,116
Net Assets in Liquidation	\$	214,039	\$	1,043,308

The accompanying notes are an integral part of these financial statements.

**Savings Plan of Southern Peru Copper Corporation  
and Participating Subsidiaries**

Statement of Changes in Net Assets In Liquidation  
For The Year Ended December 31, 2002

Additions	
Investment income:	
Interest and dividend income, investments	\$ 6,051
Net depreciation in fair value of investments	(47,925)
Net investment loss	(41,874)
Deductions	
Payment of benefits	(787,395)
Total deductions	(787,395)
Net decrease	(829,269)
Net assets in liquidation, beginning of period	1,043,308
Net assets in liquidation, end of period	\$ 214,039

The accompanying notes are an integral part of these financial statements.

**Savings Plan of Southern Peru Copper Corporation  
and Participating Subsidiaries**

Notes to the Financial Statements

December 31, 2002 and 2001

1. PLAN DESCRIPTION

The following description of the Savings Plan of Southern Peru Copper Corporation and Participating Subsidiaries (the Plan) provides only general information. Reference should be made to the Plan document for a complete description of the Plan and Plan amendments, including eligibility requirements and vesting provisions.

General

Effective June 1, 1985, Southern Peru Copper Corporation (the Company) established the Plan, which has been amended thereafter. The Plan is a defined contribution plan and is administered by the Administrative Committee in accordance with authority delegated by the Board of Directors. The Plan is designed to provide a method of savings by eligible employees for their retirement and other needs.

On May 9, 2000, the Board of Directors of the Company approved the termination of the Plan, and the taking of any action, including amending the Plan and giving notice to participants, to implement the termination. Effective November 15, 2000, the Plan was terminated and no further contributions from employees or the Company were accepted after that date. The Plan received a final letter of determination dated August 21, 2001 from the Internal Revenue Service. The Company proceeded with the distribution of assets to Plan participants but did not complete the distribution before December 31, 2002. At December 31, 2002 there were 7 Plan participants who had not completed the paperwork for withdrawal and termination of their participation in the Plan. It is anticipated that the termination will be completed before year-end 2003.

Contributions

An employee becomes eligible to participate in the Plan, after the completion of 30 days service. Each eligible employee wishing to participate in the Plan must elect to authorize pre-tax and/or post-tax contributions (the contributions) by payroll deduction. Contributions are stated in whole percentages of 1% to 12% of the participant's earnings, as defined, or a specified dollar amount. A participant may elect to increase, decrease or suspend the contributions on the first day of any month. The Internal Revenue Code of 1986 (the Code), as amended, limited the maximum amount an employee may contribute on a pre-tax basis.



Participants are 100% vested in their contributions and earnings therein.

Matching Company Contribution - Effective January 1, 1998, the Company matches the first 6% of a participant's monthly contribution at a rate of 50%. The matching contribution may be made in cash or Company common stock. There were no Company contributions for the year ended December 31, 2002.

The Company is not obligated to make a contribution during any period in which it has no accumulated retained earnings. The Company's contributions are subject to all legal restrictions, which may apply, including Sections 401 and 415 of the Code, which limit the annual contributions to an employee's account.

#### Loans

The Plan provides for loans to participants who have participated in the Plan for at least one year, subject to certain limitations. The maximum loan allowed to each participant is limited to the lesser of 50% of the total value of the participant's account, or \$50,000 reduced by the highest outstanding plan loan balance to such participant during the prior twelve-month period ending on the day before the date the loan is made.

A participant's loan is repayable within a maximum of five years or immediately upon termination of employment, if sooner. Interest is currently accrued at the prime rate, which was in existence on the first day of the month in which the loan was issued. Loans are collateralized by a lien on the participant's interest in the Plan. Loan repayments are made through payroll withholdings from the participant's earnings. A participant may pre-pay a loan at any time without penalty.

2. SIGNIFICANT PLAN AMENDMENTS

On May 1, 1997, the Plan was amended, effective January 1, 1998, to appoint the Vanguard Fiduciary Trust Company ( Vanguard ) as the Trustee, Investment Manager and Recordkeeper of the Plan, modify the Plan year end to be December 31, permit employees to contribute on an after-tax basis, include non-U.S. expatriates as eligible employees, require the Company matching contribution to be invested in a Southern Peru Copper Corporation Common Stock Fund which was created and change the definition of compensation used for purposes of contributions to include only base salary.

On November 4, 1997, the Plan was further amended, effective January 1, 1998, to change the eligibility waiting period from six months of service to 30 days of service and permit plan entry on the first day of any month, permit only one loan at a time, include a one year participation eligibility requirement for purposes of initiating a loan, provide for the transferability of the Company matching contributions for participants who attain age 64, remove existing hardship withdrawals subject to certain suspension penalties, revise the distribution provisions to grandfather the Joint and Survivor Annuity Option and frequency of installment payments for participants with account balances as of December 31, 1997, require the immediate distribution of account balances under \$5,000, permit participants with account balances in excess of \$5,000 to elect a distribution at any time prior to age 65, and provide for the payment of administrative expenses by the Company with the exception of expenses pertaining to loan administration, which shall be charged to participants with outstanding loan balances. The Plan was also amended to be in accordance with the Small Business Job Protection Act of 1996.

Effective January 1, 1998, the Plan name was amended from the Southern Peru Copper Corporation 401(k) Savings Plan to the Savings Plan of Southern Peru Copper Corporation and Participating Subsidiaries.

On May 9, 2000, the Board of Directors of the Company approved the termination of the Plan, and the taking of any action, including amending the Plan and giving notice to participants, to implement the termination. Effective November 15, 2000 the Plan was terminated and no further contributions from employees or the Company were accepted after that date. The Plan received a final letter of determination dated August 21, 2001 from the Internal Revenue Service. The Company proceeded with the distribution of assets to Plan participants but did not complete the distribution before December 31, 2002. At December 31, 2002 there were 7 Plan participants who had not completed the paperwork for withdrawal and termination of their participation in the Plan. It is anticipated that the termination will be completed by year-end 2003.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Investment Valuation